



Full year results presentation

Ric Traynor – Executive Chairman July 2020 Nick Taylor – Group Finance Director

A leading professional services consultancy



Corporate and personal insolvency

We handle the largest number of corporate appointments in the UK, principally serving the mid-market and smaller companies.



Corporate finance

Buy and sell side support on corporate transactions.



Financial advisory

Business and financial restructuring, debt advisory, forensic accounting and investigations, due diligence and transactional support.



Valuations

Valuation of property, businesses, machinery and business assets.



Transactional services

Sale of property, machinery and other business assets through physical and online auctions; business sales agency; and commercial property agency focussed on northern and eastern England.



Property consultancy, planning and management

Building consultancy, commercial property management, specialist insurance and vacant property risk management, transport planning and design.



Comprehensive Network of locations across the UK



740 staff and partners



CAGR in adjusted EPS
of 16%
in last five years



Professional Staff

Licensed Insolvency Practitioners / Accountants / Chartered Surveyors / Lawyers



Highlights - strong financial performance

REVENUE

£70.5m (+17%) (2019: £60.1m)

ADJUSTED PROFIT BEFORE TAX

£9.2m (+31%) (2019: £7.0m)

ADJUSTED EPS

5.7p (+19%) (2019: 4.8p)

PROPOSED TOTAL DIVIDEND

2.8p (+8%) (2019: 2.6p)

NET DEBT

£2.8m (-53%) (2019: £6.0m)

- Revenue growth of 17% (5% organic)
- All areas of the group performed well
- Strong operating cash flow and share placing
 - enabled reduction in net debt and leverage
 - completion of three acquisitions
- 8% increase in total dividend
 - third consecutive year of dividend growth
- Well placed to continue delivering medium to long term growth



Operating and finance review

Financial highlights

£m	2020	2019
Revenue	70.5	60.1
Operating profit (before amortisation and transaction costs)	10.1	8.0
Margin	14.4%	13.3%
Adjusted profit before tax	9.2	7.0
Adjusted basic EPS	5.7p	4.8p
Dividend per share	2.8p	2.6p
Net debt	2.8	6.0

- Revenue increase of 17% in the year (5% organic, 12% acquired)
- Operating profit increase of 27%
- COVID-19 impact on revenue of c.£1.0m and profit c.£0.6m
- Adjusted profit before tax increase of 31%
- Adjusted tax rate of 21% (2019: 22%)
- Adjusted basic EPS growth of 19%
- Proposed increase in dividend of 8%



Segmental analysis

£'000	2020	2019
Revenue		
Business recovery and financial advisory	49,630	43,313
Property services	20,873	16,745
Total	70,503	60,058
Operating profit		
Business recovery and financial advisory	11,588	8,889
Margin	23.4%	20.6%
Property services	3,860	3,826
Margin	18.5%	22.8%
Segmental result	15,448	12,715
Margin	21.9%	21.2%
Shared and central costs	(5,329)	(4,716)
Operating profit (before amortisation and transaction costs)	10,119	7,999
Margin	14.4%	13.3%

- Operating margin improvement due to:
 - profit growth and margin enhancement in business recovery and financial advisory
 - central costs reduction as % of revenue to 7.6% (2019: 7.9%)



COVID-19 impact and response

- Remote working quickly enabled, enhanced by investment in digital capabilities
 - on-line auctions, electronic document management, IT infrastructure, digital marketing
- Business recovery and financial advisory
 - · continue to be appointed on and progress cases, realise assets and complete transactions as usual
- Property advisory and transactional services
 - majority of service lines operated remotely during lockdown
 - property agency, valuations and business sales impacted by restrictions
 - encouraged by increase in transaction levels post lockdown
 - property auctions converted fully to on-line auctions from April
 - industry lot numbers currently c.60% lower than normal levels
 - anticipate resuming in-room auctions from September 2020, giving prospect of recovery in lot numbers
 - building consultancy CIF awards delayed from April to June which deferred initial revenue recognition
 - revenue impacted by c.£1m, partially mitigated by £0.4m cost reductions
- Robust cash collection, with low net debt and strong financial position
- No claims under Government support schemes



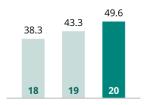
Business recovery and financial advisory

- Revenue growth of 15% (8% organic)
 - · Increased insolvency appointments
 - · Strong performance from advisory team
 - · Contribution from current and prior year acquisitions
- Margins increased to 23.4% (2019: 20.6%)
- · Strengthened insolvency team through
 - · Recruitment and promotion of four new partners
 - Acquisition of ALJ, London insolvency practice
 - 24 partners and staff
 - · initial contribution ahead of expectations
- Successful year of new insolvency appointments
 - Increased market share by volume to 10% (2019: 8%) largest number of corporate appointments in the UK
 - Order book of committed insolvency revenue increased by 23% to £19.0m (2019: £15.4m)
- · Increase in national insolvency numbers
 - 7% increase in calendar 2019 to 17,224 (2018: 16,105, 2017: 14,630)
- Continued to invest in advisory team
 - · Recruitment and promotion of five new partners
 - Completed additional corporate finance transactions compared with prior year
 - Acquisition of Regeneratus, an Exeter based advisory practice
- Year end headcount increased to 394 (2019: 364)



£49.6m

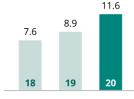
(2019: £43.3m)



SEGMENTAL PROFITS (£m)

£11.6m

(2019: £8.9m)



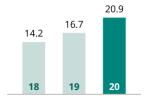
Property advisory and transactional services

- Revenue growth of 25% from current and prior year acquisitions
 - · Organic revenue broadly in line with prior year
 - · Growth offset by anticipated reduction from prior year completion of several property insolvencies
- Margins of 18.5% (2019: 22.8%, enhanced by completion of property insolvencies)
 - Operating margins adversely impacted by lockdown by c.2%
- Building consultancy continued to develop
- Property valuations
 - · Organic growth improved coverage and services to clients
- Transactional teams performed well
 - Additional agency revenue due to BSM acquisition in prior year
 - · Strong regional team Estates Gazette active agent and dealmaker awards for eastern England
 - · Plant and machinery teams performed well on insolvency sales
 - · Property auctions performed well pre lockdown
- Acquired Ernest Wilson, a Leeds-based business sales agent with 24 employees
 - Complementary to other transactional teams and BTG Advisory and corporate finance
 - Performed in line with expectations prior to lockdown activity levels have begun to recover
- Year end headcount increased to 281 (2019: 245)

REVENUE (£m)

£20.9m

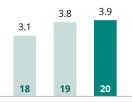
(2019: £16.7m)



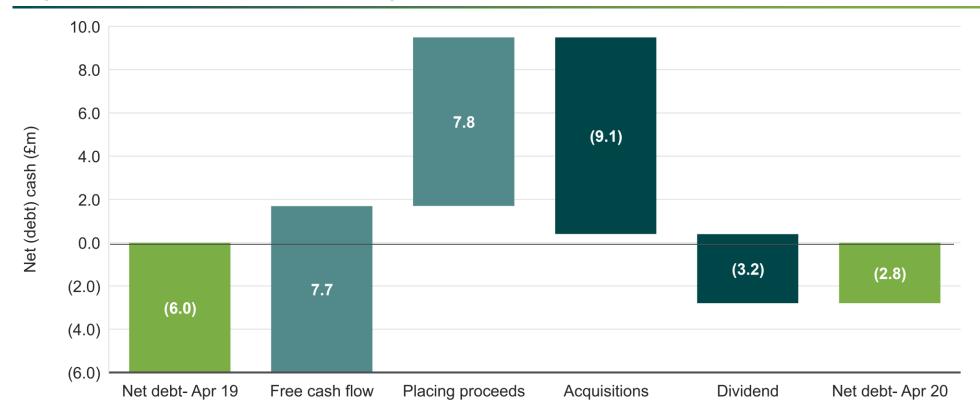
SEGMENTAL PROFITS (£m)

£3.9m

(2019: £3.8m)



Significant liquidity and strong financial position



- Strong financial position reduced net debt and improved leverage to 0.3x (2019: 0.7x)
- · Significant liquidity entering the new financial year
 - Cash of £7.2m (2019: £4.0m) with undrawn committed borrowing facilities of £15.0m (2019: £15.0m)
- HSBC facilities mature in Aug 2023
 - £25m unsecured, committed RCF
 - · £5m unsecured acquisition/growth facility



Current trading and outlook

- Short term Government support measures helping companies to continue trading
 - · Anticipate removal of support will increase distress which is likely to lead to increased insolvencies
- Business recovery and financial advisory start year in strong position to deliver further growth in the new year
 - Increased order book
 - · Benefit of recent acquisitions and investment
 - Expectation of increased market activity levels
- Property advisory and transactional services
 - Majority of service lines continued to operate remotely with robust activity levels
 - Insolvency focused teams expected to benefit from increase in insolvencies
 - Lockdown impacted teams seeing recovery in instructions and auctions expected to improve from autumn 2020
 - CIF award in July underpinning growth in building consultancy
 - · Anticipate divisional performance will be below last year and weighted towards the second half
- Overall, anticipate trading will have greater second half weighting
- Further update on activity levels at AGM in September



Strategic review



Strategy

To enhance shareholder value through the delivery of strong, sustainable financial performance

Organic growth

- Retention and development of our existing partners and employees
- Recruitment of new talent
- Enhanced cross-selling of our service lines and expertise to our wider client base
- Investment in technology and processes to enhance working practices and improve the service to our clients

Acquisition strategy

- Value-accretive acquisitions in any of the following market segments
- Insolvency to increase market share
- Property services to enhance expertise or geographical coverage
- Complementary professional services businesses to continue the development of the group and its service offering

Our strategic objectives

1

Increase the scale and quality of our businesses both organically and by acquisition 2

Deliver sustainable profitable growth, enabling increased shareholder value



Maintain our strong financial position enabling the investment in and development of the group and our people



Continue to ensure high standards of corporate governance and responsibility



Insolvency market

Key factors in current market

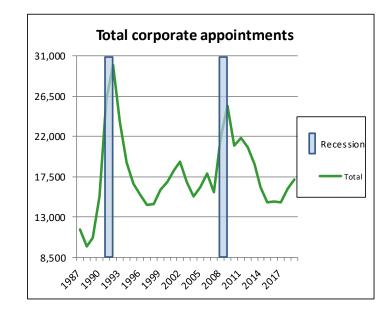
- Significant Government support for corporates
- Lack of creditor pressure HMRC, banks, landlords
- Reduced operational running of courts
- Short-term disruption during lockdown
- Resulted in reduction in appointments post lockdown

Legislation changes

- Landlords
 - Forfeiture for non-payment of rent prevented until 30 Sep
 - Stay on property possession proceedings for 90 days
- Temporary prohibition on certain winding up petitions extended to September
- Moratorium process (similar to US Chapter 11) introduced
- New flexible restructuring plan procedure

Potential catalysts for growth

- End of Government support
- Creditor pressures increasing
- Significant increase in corporate leverage
- Working capital funding pressures





Business recovery and advisory – platform for growth

Strong market presence and reputation

- Local office network gives market leadership in SME market
- Strong reputation and expertise gives access to larger cases
- Extensive network of national work referrers
- Leading digital marketing activity generating work

Developing and incentivising our people

- Highly experienced partner group
- Regional and national leadership
- Incentive plans in place encourage teamworking and growth
 - Annual bonus based on regional and national profitability
 - LTIP based on divisional and group earnings growth
- Track record of developing and promoting through to partner
- Ability to attract quality fee earners
- Excellent record of retaining senior people post acquisition earnouts



Business recovery and advisory - multiple growth drivers

- Recent growth across all case sizes
- Case profile includes large fee cases in addition to volume cases
- Increase in order book due to organic growth and acquisitions
- Advisory adds complementary expertise and introductions to larger insolvency cases
- Capacity to handle increased appointment levels
- Expertise in identifying and integrating value-accretive acquisitions
 - Acquired case portfolio from Grant Thornton
 - Continue to progress other opportunities
- Internal referrals to property services



Fee income from top 10 engagements in the year

£m	Prior		Future	
Engagement	years	2020	years	Total
Insolvency 1	0.5	1.5	0.5	2.5
Advisory 1	6.7	1.0	0.1	7.8
Insolvency 2	1.9	0.7	0.3	2.9
Insolvency 3	3.5	0.6	0.3	4.4
Insolvency 4	0.1	0.6	-	0.7
Advisory 2	-	0.5	0.6	1.1
Insolvency 5	-	0.4	0.2	0.6
Insolvency 6	-	0.4	-	0.4
Insolvency 7	-	0.3	0.5	0.8
Advisory 3	-	0.3	-	0.3
TOTAL	12.7	6.3	2.5	21.5



Adding value for our clients through our integrated expertise

Insolvency appointment of retail chain with 17 stores and 100 employees

- Eddisons valued the property portfolio and then instructed as joint agents to maximise exposure and value for the estate
- Property realisations significantly ahead of initial view
 - Delivered value for creditors
 - Secured and preferential creditors paid in full
 - A distribution to unsecured creditors
- · Business sold with 78 jobs saved
- Anticipated fees insolvency c.£760k and property c.£100k

Advisory project for major financial institution

- · Advising on recovery of distressed debt portfolio
- To date recovered £110m of impaired debt £20m in excess of carrying value
- Managed over 500 cases, of which over 420 resolved without litigation
- Average annual fee income over project of £1.3m

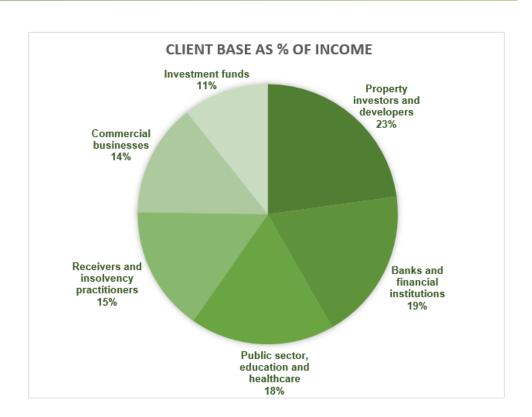
Corporate finance transaction for sale of UK based clinical research group

- Originally appointed to advise founder and a number of private investors on an unsolicited approach
- Deal did not proceed but subsequently appointed three years later to advise on sale
- Negotiated deal structure to enable vendors to gain significant value through staged deal structure delivering enhanced value to clients
- Engagement team project managed due diligence and legals to completion
- Business sold for c.£80m with fees of c.£1m



Property – growing client base and referral network

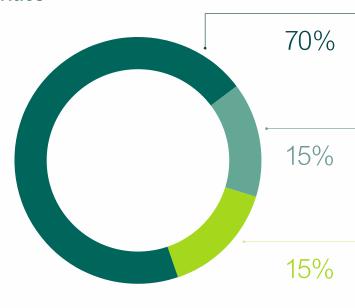
- Strength of referral network and client base leads to high levels of repeat business
- · Significant insolvency expertise
 - · Plant and machinery valuation and disposal
 - Property receivership, auctions and agency
 - · Specialist insurance broker property and other assets
 - Vacant property risk management
- Public sector growth opportunities
 - Increased focus for organic growth in recent years
 - Education sector CIF bids and larger academy groups
 - Homes England gained panel position in 2019 and being appointed on auctions, agency and consultancy work
 - Property management local government tender opportunities
 - Auctions sales for local government
- Banks and financial institutions
 - · Panel positions provide barriers to entry
 - Instructions received from 24 institutions in the year
- Property management medium and long-term contracts and relationships lead to advisory and agency instructions





Well placed due to counter-cyclical focus

Our activities



Counter-cyclical activities

- · Corporate and personal insolvency
- · Business and financial restructuring
- · Debt advisory
- · Accelerated corporate finance
- Distressed asset valuations and sales (property, machinery and other business assets)
- Specialist insurance and vacant property risk management

Cyclical activities

- Corporate finance
- Commercial property agency
- Valuation of property, businesses, machinery and business assets
- · Machinery and other business asset sales
- Transport planning and design
- · Business sales agency

Uncorrelated activities

- Property auctions
- Commercial property management
- Building consultancy

- Due diligence and transaction support
- Forensic accounting and investigations

Profile reflects current group activities including annualised impact of acquisitions

Our businesses



















Summary and outlook

- New financial year started six weeks into the lockdown
- Currently seeing unwinding of restrictions and resulting increases in economic activity
- Overall, anticipate trading for new financial year will have greater weighting to H2 than in recent years
- Will provide update on activity levels at AGM in September
- With our mix of service lines and activities, combined with our strong financial position, well placed to continue delivering medium to long-term growth
- Continue to progress acquisition and organic investment opportunities given our strong balance sheet,
 cash generative businesses and counter-cyclical focus



Investment case

- Strong track record of cash generative, profitable growth with a well-established progressive dividend policy
- AIM listed since 2004
 - · highly experienced board and senior management team
 - long-established corporate structure with separation of equity, management and fee earners
- Strongly positioned in counter-cyclical activities, representing 70% of total revenue
- Market leading business recovery practice taking the largest number of corporate insolvency appointments in the UK, with a focus on mid-market and smaller companies
- Strong referral network across the group leading to high levels of repeat business
- Diverse income streams provide multiple sources of growth across the economic cycle in fragmented markets
- Organic growth strategy complemented by value-accretive acquisitions across our service lines, enabled by a strong balance sheet

Questions



Appendix



Business recovery

UK's leading independent business recovery practice

- Handle the largest number of corporate appointments in the UK
- Focus on the mid-market and smaller companies

Corporate insolvency:

- Aim to rescue the business (where feasible) or realise the value of assets and distribute available funds to creditors
- Administrations, liquidations, receiverships, CVAs

Personal insolvency:

- Provide advice to debtors and creditors on all aspects of personal insolvency
- Bankruptcy and IVAs (England and Wales); Trust deeds and sequestrations (Scotland)

All formal insolvency appointments require a licensed insolvency practitioner

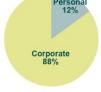
· Sources of work:

- · Professional community
- · Financial institutions
- Internet queries and direct communications
- Existing contacts of the firm

Basis of remuneration

- Typically on the basis of hours worked with fees paid from asset realisations
- In limited occasions based on a percentage of asset realisations
- Fee basis and levels are approved by creditors









over 5,000 accountant contacts with no conflicts











international capabilities



Marketplace

Firms

Big 4 accountancy firms
American boutiques
Alvarez & Marsal, FTI, Alix Partners, Duff & Phelps

National accountancy firms

Grant Thornton, BDO, RSM

National specialists

Begbies Traynor, FRP, Leonard Curtis, Quantuma

Local boutiques

Largest appointment takers	2019
Begbies Traynor*	1,405
FRP	558
Leonard Curtis	534
Quantuma	419
TOTAL	14,454
Market share	10%

Source: Administrations, CVLs and CVAs as disclosed in the London, Edinburgh and Belfast Gazettes, Accountant in Bankruptcy, Companies House and excluding compulsory liquidations



^{*} Pro-forma including 12 months of ALJ appointments

Financial advisory

Services:

- Corporate finance Buy and sell side support on corporate transactions
- Forensic accounting and investigations fraud and financial crime investigations, expert witness for dispute resolution
- Advisory business and financial restructuring; debt advisory; forensic accounting and investigations; due diligence and transaction support
- Complementary to business recovery









Clients:

- Businesses
- Legal and professional community
- · Banks and financial institutions
- · Investment community

Remuneration basis:

- · Typically: hours worked
- Corporate finance: fixed retainer fees with contingent success fee on completion of transaction



20 transactions completed in the last year





Property services

Services

Valuations

 valuation of property, small to medium sized businesses, machinery and business assets

Transactional services

- sales of property, machinery and other business assets through physical and on-line auctions;
- · business sales agency
- · commercial property agency in northern and eastern England

Consulting, planning and management

- Building and project consultancy: project management, surveys, dilapidations, space planning and fit out
- Commercial property management: rent, service charge and insurance collection; financial control; service charge management
- Specialist insurance services: insolvency, commercial and property investor insurance; vacant property risk management
- Transport planning and design: transport and highways advice

Clients

 banks and financial institutions, insolvency practitioners, commercial property owners and occupiers, property agents, public sector bodies, property developers and land owners

Remuneration basis

- Quoted fee for valuations, building and project consultancy, transport planning
- Percentage of asset realisations for auctions and asset sales; fixed charge property receiverships

· Commission on insurance policies written

Eddisons



£21m fee income



largest regional property auctioneer



largest insolvency focussed plant & machinery team in the UK







Acquisition history

2019

ALJ (Insolvency)

Revenue: £3.1m Profit: £0.9m

2019

KRE and Dunion (Insolvency)

Revenue: £0.7m Profit: £0.2m

2016

Pugh (Property auctions)

Revenue: £2.0m Profit: £0.8m

2019

Ernest Wilson (Business sales agency)

> Revenue: £2.2m Profit: £0.7m

> > 2019

Croft (Transport planning)

> Revenue: £1.8m Profit: £0.7m

> > 2015

Taylors (Property and business valuations)

> Revenue: £1.5m Profit: £0.2m

2019

Regeneratus (Advisory)

Revenue: £0.6m Profit: £0.2m

2018

Springboard (Corporate finance)

Revenue: £2.3m Profit: £0.8m

2015

P&A and Broadbents (Insolvency)

> Revenue: £3.0m Profit: £0.7m

2019

BSM (Chartered surveyors)

> Revenue: £3.1m Profit: £0.6m

> > 2018

CJM (Industrial plant and machinery disposal)

> Revenue: £1.2m Profit: £0.1m

> > 2014

Eddisons (Chartered surveyors)

> Revenue: £13.4m Profit: £1.3m



Current year acquisitions

Business recovery and financial advisory

- Alexander Lawson Jacobs (ALJ) 24 October 2019
- Initial consideration of £2.35m (£2.1m cash and £0.25m shares) with contingent consideration of up to £4.0m
- Pre acquisition trading: revenue £3.1m and pre-tax profit £0.9m
- Post-tax multiples entry 7x, full payment 5x
- Regeneratus 23 September 2019
 - Initial consideration of £0.5m (cash) with contingent consideration of up to £1.1m
- Pre acquisition trading: revenue £0.6m and pre-tax profit £0.2m
- Post-tax multiples entry 3x, full payment 3x

Property advisory and transactional services

- Ernest Wilson 18 October 2019
 - Initial consideration of £4.0m (£3.0m cash and £1.0m shares) with contingent consideration of £1.6m
 - Pre acquisition trading: revenue £2.2m and pre-tax profit £0.7m
 - Post-tax multiples entry 7x, full payment 4x
- Cash outflow in period £4.7m: £5.6m consideration payments, completion accounts payments of £2.5m net of cash acquired of £3.4m cash
- Deferred consideration payments in the year of £4.4m



Ownership structure

The group has 127.7m shares in issue. The ownership profile is:

Name	% holding
Ric Traynor	21.3
Other management	5.8
Major institutions:	
OVMK Vermogensbeheer	5.6
Close Brothers	5.4
Amati Global Investors	5.4
Hendrik Marius Van Heijst	4.0
Nordea Asset Management	2.9
Premier Miton	2.8
Stichting Value Partners	2.8
Fidelity International	2.4
Hof Hoorneman Bankiers	2.0
Gresham House	1.8



FY21 financial guidance

- Business recovery and advisory
 - Strong position for growth increased order book and recent investments
 - Expect increase in market levels as support measures withdrawn later in the year
- Property anticipate improving performance over course of year
 - Anticipated increase in insolvencies and improved performance from lockdown impacted teams
 - Anticipate performance will be below last year and weighted towards the second half
- Costs to increase by 2.5%-3%
- Share-based payment charge of £0.6m for new LTIP
- Adjusted tax rate 21% (FY20: 21%)
- Weighted average shares for FY21 EPS calculation: basic c129.4m; diluted c134.1m (including new LTIP)
- Transaction/amortisation costs:
 - Deemed remuneration £5.9m (FY20: £4.8m)
 - Amortisation £2.5m (FY20: £3.1m)
- Cash outflows
 - Cap-ex of c£1.0m
 - Dividends (interim £1.1m paid May 2020, final £2.4m payable November 2020)
 - Case book acquisition £0.25m
 - Deferred consideration payments of £2.7m and completion accounts payments of £0.3m
 - Future year anticipated payments of £4.5m between FY22 and FY25



IFRS 16 'Leases'

- Adopted on a fully retrospective basis full restatement of comparatives
- Key changes:
 - At lease inception:
 - Right of use asset recognised present value of future lease payments + initial direct costs + estimate of dilapidation costs under lease
 - Lease liabilities present value of future lease payments
 - Dilapidation provision present value
 - Income statement:
 - Straight line depreciation charge of right of use asset
 - Interest charge on lease liability and dilapidations higher in early stage of lease
 - Aggregate charge over lease term unchanged
 - Previously costs charged evenly to operating profit over lease term
 - Cash flow
 - No change on overall cash flow
 - Payments previously included within operating cash flow now split between:
 - Interest
 - Repayments of lease obligations (financing)



IFRS 16 'Leases' – impact on reported numbers

- Immaterial impact on profit before tax
- Modest reduction in net assets
- No impact on total cash flow

£m	12 months Apr 20	12 months Apr 19
Income statement		
Operating profit	0.4	0.4
Finance costs	(0.5)	(0.5)
Profit before tax	(0.1)	(0.1)
Balance sheet		
Net assets	(1.6)	(1.5)
Cash flow		
Cash from operations	2.4	2.6
Interest paid	(0.5)	(0.5)
Repayment of lease obligations	(1.9)	(2.1)
Total cash flow	-	-



