

## UNIVERSAL PARTNERS LIMITED

(Incorporated in the Republic of Mauritius)

(Registration number: 138035 C1/GBL)

SEM share code: UPL.N0000

JSE share code: UPL

ISIN: MU0526N00007

(“Universal Partners” or “UPL” or “the Company”)



UNIVERSAL PARTNERS

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## SUMMARISED UNAUDITED FINANCIAL STATEMENTS FOR THE QUARTER AND NINE MONTHS ENDED 31 MARCH 2024

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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 (“AltX”) 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 focus on the United Kingdom (“UK”). The Company’s investment mandate also allows up to 20% of total funds at the time an investment is made to be invested outside the UK and Europe.

### STRATEGIC UPDATE

After extensive consultation with the largest shareholders of UPL, the board has concluded that it will commit to a policy of returning surplus cash flow to shareholders from the sale of investments in the future. Furthermore, it has no intention of raising further equity from shareholders via a private placement or rights issue. Therefore, the Company will not consider new investments other than follow-on investments into the existing portfolio. The board will manage the existing portfolio in line with the investment thesis and exit horizon of each asset to maximise returns for shareholders.

The major reasons for reaching this conclusion are the following:

- In line with other investment holding companies, UPL shares trade at a discount to the fair value of its underlying investments.
- By realising the investments, this discount will be unlocked, and the attendant value can be returned to shareholders.
- As a dual listed company, UPL is required to report results on a quarterly and annual basis and to comply with the listing requirements of both the SEM and the JSE AltX. Consequently, it incurs annual listing and related expenses of circa £100,000.
- The Company’s shares are thinly traded, which results in low levels of liquidity for its shareholders and volatility in its share price. Therefore, it is challenging to raise new equity at a suitable valuation.
- In summary, UPL has all the costs and obligations of being a listed company, with very limited benefits attached to the listings.

The board’s decision provides UPL shareholders with a reasonable line of sight to liquidity from the sale of its investments. UPL has an undrawn term loan facility of £9.4 million, which provides the Company with sufficient liquidity to cover working capital requirements and potential follow-on investments into the existing portfolio. The available liquidity will be considered following the sale of each investment, with excess cash returned to shareholders.

In terms of the Management Agreement concluded between UPL and Argo Investment Managers (“Argo”), the current team of investment professionals will continue to manage the portfolio of investments until they are realised. UPL and Argo are aligned to maximise returns for shareholders.

The current team will form a new vehicle with a view to making future investments. They will expand the team and create sufficient capacity to originate and execute new investment opportunities. They intend to raise capital for potential investments on a deal-by-deal basis.

### BUSINESS REVIEW

Since its listing on the SEM and the JSE, the Company has worked closely with its investment advisor, Argo, to identify potential investments that meet its investment criteria.

The Company has made six investments since listing and successfully concluded two exits.

An update on investments held at the reporting date is presented below.

**PortmanDentex (“PD”)**

<https://www.portmandentex.com>

PD is one of Europe’s largest dental care platforms, with over 400 dental practices in the UK, Ireland, the Nordics, Benelux and France. UPL became a minority shareholder in PD following the merger with Dentex in 2023.

PD performed ahead of budget and prior year on a like-for-like basis for the first half of their financial year ending 31 March 2024. While the business is still active in the M&A market, management remains disciplined concerning acquisition multiples considering the higher cost of capital.

PD has undertaken a third-party valuation of the group to obtain a reference point for secondary share transactions with dentists and staff shareholders. The valuation is lower than the current carrying value of UPL’s shareholding in PD. The primary reason for the lower valuation is a reduction in the valuation multiple from the one that was used for the Portman and Dentex merger valuation. Valuation multiples in the dental sector globally are lower than they were at the time of signing the merger transaction in August 2022, principally because of significantly higher interest rates and inflationary pressure. UPL has decided to impair the current carrying value of its aggregate holding in PD (ordinary equity, loan notes and PIK notes) from £30,788,385 to £25,404,991, which is in line with the third-party valuation.

**Workwell (formerly JSA Services Limited)**

[www.workwellsolutions.com](http://www.workwellsolutions.com)

Workwell offers a comprehensive suite of workforce management solutions, ranging from compliant worker engagement to back-office services and recruitment technology, supporting clients’ growth by facilitating access to global talent.

During April 2024, Workwell acquired Precision Consulting Group (“PGC”) based in Austin, Texas. PGC is a highly respected Employer of Record (“EoR”) and Agency of Record (“AoR”) provider to contractors working across the USA and Canada. This transaction is Workwell’s largest acquisition to date, significantly expanding its international presence and capabilities. On a pro forma basis, Workwell now generates around 60% of its profits from outside the UK. The purchase price was settled via a combination of cash and Workwell shares.

The transaction combines the strengths of both companies, creating a global entity with an annual turnover exceeding £1.4 billion, annual fee income of over £50 million, and a service network for over 40,000 contingent workers worldwide. With in-country operations across North America, the UK and most of Europe, and additional solutions covering other areas, Workwell aims to assist industries and organisations looking to hire internationally. This transaction allows Workwell to capitalise on the growing trend of accessing global remote and flexible talent, with an emphasis on compliance assurance.

Given the general softness in the staffing sector in the UK, Workwell is trading ahead of the prior year but marginally below budget for the first half of its financial year. Pressure on net fee income has been offset by tight expense control, resulting in solid profitability for the six-month period. While market conditions are expected to remain tough for the second half of the year, management continues to implement steps to ensure that Workwell achieves continued growth in profitability.

In line with the transaction parameters agreed with the PGC vendors, the fair value of the investment in Workwell has been increased to £47,108,848. This equates to a 12% (£5,044,277) uplift in value, which conservatively reflects the increased value of the enlarged group.

**SC Lowy Partners (“SC Lowy”)**

[www.sclowy.com](http://www.sclowy.com)

SC Lowy is a leading investment management group focused on credit investing and lending in Asia, Europe and the Middle East.

Results for the quarter to March 2024 were in line with expectations, producing a solid start to the new financial year. SC Lowy’s credit funds delivered decent performances, with the flagship Primary Investments fund delivering a net USD return of 1.14% for the quarter, while the two existing Strategic Investment (“SI”) funds have maintained USD IRRs above 14% since their inception dates. Following the successful first close of an additional SI fund focused on opportunities in the Asian market, further progress has been made and management is targeting a final close of USD 500m in the first half of 2025.

Solution Bank in Italy experienced a strong quarter, continuing to benefit from good net interest margins and growth in its loan portfolio, which comprises a growing proportion of structured loans. Despite turbulent conditions in the South Korean savings bank sector, Cheoun Savings Bank produced an on-target result for the quarter while deliberately constraining growth in its lending

book. With a strong balance sheet and a high-quality lending book, Cheoun is well placed to benefit from an expected consolidation of the Korean savings bank sector.

### **Xcede Group (Formerly Techstream Group) (“Xcede”)**

[www.xcede.com](http://www.xcede.com)

Xcede is a global recruitment specialist operating across the UK, Europe, North America and Asia. It operates under two brands: Xcede and EarthStream. Xcede provides recruitment services in the data, software, cloud infrastructure and cyber security markets. EarthStream is a global energy recruitment specialist.

The trading environment for recruitment businesses is challenging, particularly with respect to permanent placements in the technology sector. The contracting division is proving to be more resilient, with significant demand for contractors in the energy sector. The business performed behind budget during the first quarter of the current financial year. However, it continues to make progress in driving operational efficiencies and streamlining the company. In this regard, Xcede decided to divest its South African operations to focus on its core geographies in the UK, Europe, Asia and North America.

During the quarter ended 31 December 2023, UPL committed to providing Xcede up to £2.5m of loan note funding to support growth in the contractor business. £1.5m of this commitment was advanced during the prior quarter, and a further £97,920 was advanced during the quarter under review.

### **Propelair**

[www.propelair.com](http://www.propelair.com)

Propelair has reinvented the toilet to deliver, through its unique IP and design, one of the most water efficient, economical and hygienic systems available. The Propelair toilet utilises 1.5 litres of water per flush versus a traditional toilet that uses around 9 litres of water per flush. In addition, its vacuum system significantly reduces pathogen distribution and improves health and hygiene.

As previously reported, progress has been made this year, particularly in relation to the sale of units in the Middle East and South Africa. However, the company is still significantly behind its original business plan and, accordingly, we continue to value this investment at a nominal £1.00.

## **FINANCIAL REVIEW**

For the quarter under review, interest income was £533,679, comprised of interest from cash balances, loan notes and the PD PIK notes.

The Company recorded an unrealised net fair value loss of £508,773 on the remeasurement of investments at fair value through profit or loss. This amount comprises the adjustments to the valuations in the Company’s underlying investments in PD and Workwell, as well as the foreign currency translation effect of SC Lowy, which is denominated in US Dollars. UPL’s rollover investment in Portman Dentex comprises a combination of loan notes and ordinary equity. Given that interest has accrued on the loan notes, a commensurate reduction of the fair value of the ordinary equity was provided for.

Management fees accrued during the quarter amounted to £462,434, incurred in terms of the investment management agreement between the Company and Argo. General and administrative expenses amounted to £146,745. The accrual for performance fees is calculated based on the fair value of the Company’s investments. These fees, which are recalculated quarterly, only become payable to Argo if the Company realises the expected profit on disposal of the investments. No performance fees are payable to Argo until a successful exit of an investment has been achieved. During the quarter under review, there was a net reversal of the accrual for performance fees previously recognised, which had a positive impact on the income statement of £324,261.

### **NET ASSET VALUE (“NAV”)**

The NAV per share as at 31 March 2024 was £1.293 (30 June 2023: £1.296).

### **LOSS PER SHARE**

The loss per share of 0.37 pence for the quarter ended 31 March 2024 and the loss per share of 0.99 pence for the quarter ended 31 March 2023 are based on a loss after tax of £268,468 and a loss after tax of £720,072 for the Company respectively. The weighted average number of shares in issue for the period was 72,894,199 (31 March 2023: 72,786,163).

## **DIVIDEND**

In line with the Company's investment strategy to maximise the value of the investments, dividends are not declared on a regular basis. Accordingly, no dividend has been declared for the quarter under review. In line with the strategic update, surplus cash flow from the sale of investments in future will be distributed to shareholders.

## **BASIS OF PREPARATION**

The summarised unaudited financial statements for the quarter and nine months ended 31 March 2024 ("**summarised unaudited financial statements**") have been prepared using accounting policies consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board and in accordance with International Accounting Standard (IAS) 34 – Interim Financial Reporting, the SEM Listing Rules and the JSE Listings Requirements.

The accounting policies and methods of computation adopted in the preparation of these summarised unaudited financial statements are consistent with those applied in the preparation of the audited financial statements for the year ended 30 June 2023.

The directors are not aware of any circumstances or matters arising after 31 March 2024 that require any additional disclosure or adjustment to these summarised unaudited financial statements.

## **AUDITORS**

These summarised unaudited financial statements were approved by the Board on 14 May 2024. These summarised unaudited financial statements have not been reviewed or reported on by the Company's external auditors, Nexia Baker & Arenson.

By order of the Board

**15 May 2024**

### **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**

Perigeum Capital Ltd +230 402 0890

#### **Company Secretary**

Intercontinental Trust Limited +230 403 0800

## **NOTES**

Copies of these summarised unaudited financial statements 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 SEM Listing Rule 12.19 and the JSE Listings Requirements.

The Board accepts full responsibility for the preparation of these summarised unaudited financial statements and for ensuring that the financial information has been correctly extracted from the underlying unaudited financial statements.

**SUMMARISED UNAUDITED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2024**

	As at 31 March 2024 (Unaudited) GBP	As at 30 June 2023 (Audited) GBP
<b>Assets</b>		
<b>Non-current assets</b>		
Investments at fair value through profit or loss	84,391,482	83,205,135
Receivables	2,459,709	2,459,709
	<b>86,851,191</b>	<b>85,664,844</b>
<b>Current assets</b>		
Receivables and prepayments	10,893,913	7,641,118
Cash and cash equivalents	335,524	15,122,525
	<b>11,229,437</b>	<b>22,763,643</b>
<b>Total assets</b>	<b>98,080,628</b>	<b>108,428,487</b>
<b>Equity</b>		
Stated capital	72,641,018	72,641,018
Retained earnings	21,601,128	21,803,598
	<b>94,242,146</b>	<b>94,444,616</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Borrowings	62,400	9,360,464
	<b>62,400</b>	<b>9,360,464</b>
<b>Current liabilities</b>		
Payables and accruals	3,776,082	4,623,407
	<b>3,776,082</b>	<b>4,623,407</b>
<b>Total liabilities</b>	<b>3,838,482</b>	<b>13,983,871</b>
<b>Total equity and liabilities</b>	<b>98,080,628</b>	<b>108,428,487</b>
<b>NAV per share</b>	<b>1.293</b>	<b>1.296</b>
<b>Number of shares in issue</b>	<b>72,894,199</b>	<b>72,894,199</b>

**SUMMARISED UNAUDITED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE QUARTER AND NINE MONTHS ENDED 31 MARCH 2024**

	Quarter ended 31 March 2024 (Unaudited) GBP	Quarter ended 31 March 2023 (Unaudited) GBP	Nine months ended 31 March 2024 (Unaudited) GBP	Nine months ended 31 March 2023 (Unaudited) GBP
<b>Income</b>				
Interest income	533,679	330,100	1,826,528	780,699
Dividend income	-	169,637	-	505,252
Other income	-	8,500	60,800	87,000
<b>Total income</b>	<u>533,679</u>	<u>508,237</u>	<u>1,887,328</u>	<u>1,372,951</u>
<b>Expenditure</b>				
Management fees	(462,434)	(591,678)	(1,393,153)	(1,735,012)
Performance fees (accrued but not paid)	324,261	380,973	835,923	1,101,704
Interest paid	-	(406,598)	(15,459)	(833,240)
Amortisation of structuring fee	(8,333)	(28,309)	(70,097)	(84,927)
General and administrative expenses	(146,745)	(119,469)	(467,314)	(434,446)
<b>Total expenditure</b>	<u>(293,251)</u>	<u>(765,081)</u>	<u>(1,110,100)</u>	<u>(1,985,921)</u>
<b>Operating profit / (loss)</b>	240,428	(256,844)	777,228	(612,970)
Fair value loss on remeasurement of financial assets at fair value through profit or loss	(508,773)	(463,192)	(978,577)	(697,255)
Net foreign exchange loss	(123)	(36)	(1,121)	(1,027)
<b>Loss before tax</b>	<u>(268,468)</u>	<u>(720,072)</u>	<u>(202,470)</u>	<u>(1,311,252)</u>
Tax expense	-	-	-	-
<b>Loss for the quarter / period</b>	<u>(268,468)</u>	<u>(720,072)</u>	<u>(202,470)</u>	<u>(1,311,252)</u>
<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 quarter / period, net of tax</b>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
<b>Total comprehensive income for the quarter / period</b>	<u><u>(268,468)</u></u>	<u><u>(720,072)</u></u>	<u><u>(202,470)</u></u>	<u><u>(1,311,252)</u></u>
<b>Weighted average number of shares in issue</b>	<u>72,894,199</u>	<u>72,786,163</u>	<u>72,894,199</u>	<u>72,786,163</u>
<b>Basic and headline loss per share (pence)*</b>	<u>Pence (0.37)</u>	<u>Pence (0.99)</u>	<u>Pence (0.28)</u>	<u>Pence (1.80)</u>

\* The loss per share for the quarter ended 31 March 2024 and loss per share for the nine months ended 31 March 2024 are based on a loss after tax of £268,468 and a loss after tax of £202,470 for the Company respectively and the weighted average number of shares in issue of 72,894,199 (31 March 2023: Based on a loss after tax of £1,311,252 and the weighted average number of shares in issue of 72,786,163).

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

**SUMMARISED UNAUDITED STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS ENDED 31 MARCH 2024**

	Stated capital	Retained earnings	Total
	GBP	GBP	GBP
<b>Balance at 1 July 2022</b>	<b>72,481,860</b>	<b>32,155,335</b>	<b>104,637,195</b>
Loss for the period	-	(1,311,252)	(1,311,252)
Other comprehensive income for the quarter	-	-	-
<b>Transactions with shareholder</b>	-	(1,311,252)	(1,311,252)
<b>Balance at 31 March 2023</b>	<b>72,481,860</b>	<b>30,844,083</b>	<b>103,325,943</b>
<b>Balance at 1 July 2023</b>	<b>72,641,018</b>	<b>21,803,598</b>	<b>94,444,616</b>
Loss for the period	-	(202,470)	(202,470)
Other comprehensive income for the period	-	-	-
<b>Total comprehensive income for the period</b>	-	(202,470)	(202,470)
<b>Balance at 31 March 2024</b>	<b>72,641,018</b>	<b>21,601,128</b>	<b>94,242,146</b>

**SUMMARISED UNAUDITED STATEMENT OF CASH FLOWS FOR THE NINE MONTHS ENDED 31 MARCH 2024**

	Nine months ended 31 March 2024 (Unaudited) GBP	Nine months ended 31 March 2023 (Unaudited) GBP	Year ended 30 June 2023 (Audited) GBP
<b>Operating activities</b>			
Loss for the period / year	(202,470)	(1,311,252)	(3,062,172)
Adjustments for:			
Fair value loss on remeasurement of investments at fair value through profit or loss	978,577	697,255	1,629,435
Other income accrued	(60,800)	(87,000)	-
Interest income accrued	(1,826,528)	(780,699)	(1,334,634)
Dividend income	-	(505,252)	(680,586)
Amortisation of structuring fee	70,097	84,927	113,236
Interest on borrowings accrued	15,459	833,240	1,096,744
Commitment fee	137,401	82,984	90,005
Net changes in working capital:			
Changes in receivables and prepayments	(3,209)	(1,381)	3,977,561
Changes in payables and accruals	(847,325)	(1,681,141)	(1,128,605)
Net cash flows (utilised in) / generated from operating activities	<u>(1,738,798)</u>	<u>(2,668,319)</u>	<u>613,984</u>
<b>Investing activities</b>			
Acquisition of investments	-	-	(5,000,000)
Subscription for PIK notes and convertible loan notes	(1,423,128)	(5,000,000)	-
Proceeds received from sale of investment	-	3,978,942	30,302,165
Loans advanced to subsidiaries	(2,137,920)	(4,350,000)	(4,350,000)
Interest received	33,866	1,925	35,358
Net cash flows (utilised in) / generated from investing activities	<u>(3,527,182)</u>	<u>(5,369,133)</u>	<u>20,987,523</u>
<b>Financing activities</b>			
Loan received	-	10,675,000	10,675,000
Loan repaid	(9,000,000)	-	(10,000,000)
Interest paid	(421,021)	(426,641)	(474,952)
Payment of structuring fee	(100,000)	(125,000)	(125,000)
Dividend paid	-	-	(7,289,565)
Net cash flows (utilised in) / generated from financing activities	<u>(9,521,021)</u>	<u>10,123,359</u>	<u>(7,214,517)</u>
Net change in cash and cash equivalents	(14,787,001)	2,085,907	14,386,990
Cash and cash equivalents at the beginning of the quarter / year	<u>15,122,525</u>	<u>735,535</u>	<u>735,535</u>
<b>Cash and cash equivalents at the end of the quarter / year</b>	<u><b>335,524</b></u>	<u><b>2,821,442</b></u>	<u><b>15,122,525</b></u>