

Investment Update

As at 30th November 2018



Spheria Emerging Companies Limited
ACN 621 402 588

Pre-tax net tangible assets⁴
\$1.939

Company⁷ performance
(since inception)
-1.2%

Company Facts

Investment Manager	Spheria Asset Management Pty Limited
ASX Code	SEC
Share price	\$1.80
Inception date	30 November 2017
Listing date	5 December 2017
Benchmark	S&P/ASX Small Ordinaries Accumulation Index
Management Fee	1.00% (plus GST) per annum ¹
Performance Fee	20% (plus GST) of the Portfolio's outperformance ²
Market Capitalisation	\$119m

¹ calculated daily and paid at the end of each month in arrears

² against the Benchmark over each 6-month period subject to a high water mark mechanism

Commentary

The Company's pre-tax NTA decreased by 1.5% during November. This represented underperformance of 1.1% compared to the benchmark S&P/ASX Small Ordinaries Accumulation Index which declined by 0.4%.

The Small Ordinaries Accumulation index was off 0.4% in November after its very poor showing in October. November is also a reconciliation point (also called "confession season" by the cognoscenti) as many companies provide a trading update at their AGM's. Overall, it's fair to say these were poor, with the general experience being one of softening business conditions across most industries. The energy sector was particularly hard hit, falling 12% in sympathy with the declining oil price. Brent Crude fell a further 21% over November after already trading well off its highs in October, as the outlook weakened on both global growth concerns and supply related issues. Construction materials and housing related stocks also struggled with GWA Ltd (GWA) down 5%, Fletcher Building (FBU) off 20% on a weaker Australian housing outlook and Wagners (WGN) down 26%. The outlook for discretionary retailers also looks challenging with many reporting a softening in their Like for Like sales and an outlook which, somewhat optimistically in most cases, hopes for a recovery in second half trading.

At market turning points like these it is important to check in with what investment beliefs you hold true to guide you through what could be more volatile times. We have always tried to run our portfolios along consistent lines irrespective of whether we are in rising or declining equity markets. We believe in a disciplined approach to valuation matters, coupled with a requirement for the businesses we invest in to generate good cash flow and maintain conservative balance sheet gearing. There have been times in the smaller cap market where valuation has not appeared to matter and where fundamentals and share prices have detached materially. So why should valuation matter especially when so much of our market segment appears to be driven by quantitative and passive investors? And why should cash flow valuation techniques be the right way to value equities? The answer to both these questions is that at some point, people exchange cash for stocks and vice versa. Whether they be private equity investors who are seeking funding from banks, or retail investors, they will ultimately be exchanging cash for the scrip they wish to buy or sell. Most rational investors will ultimately compare the value of that marginal investment with either keeping cash in the bank or investing in another alternative asset class – in other words what cash returns can they reasonably expect to earn on that invested dollar across asset classes.

It is for this reason that we anchor our investment decisions to cash flow valuations and why we look for businesses whose values we can reasonably ascertain. If, as we suspect could be the case, liquidity in

Continued on next page...

Commentary (continued)

the system reduces then it will be the cash generating companies who can fund themselves through the business cycle who will trade out of it better than others. The Company continues to be the beneficiary of takeovers with Trade Me (TME.NZ) receiving an indicative, non-binding offer from Apax Partners at NZ\$6.40 a share – a 25% premium to the share price at the time. Whilst TME continues to trade at a discount to this indicative offer, the emergence of another suitor in the form of Hellman and Friedman (US based PE firm) should see tension emerge and we are reasonably confident of a final bid being lodged. TME is a great example of an incredibly strong cash generative business which had material upside in its online classifieds business (comprising 60% of its revenue). The Company also owned a position in Greencross Ltd (GXL.AX) which received a takeover via scheme of arrangement from TPG at \$5.55 a share (20% premium to the prevailing share price). The Company continues to maintain a substantial position in Navitas (NVT.AX) which has received an indicative bid from a consortium involving the founder of NVT and PE group BGH. We believe the bid price is materially under our assessment of fair value and is also insufficient in terms of the usual control premium paid by bidders. NVT came out in November with a strong AGM update and some strong future guidance to their earnings based on a number of new University Pathways programs which have been signed up.

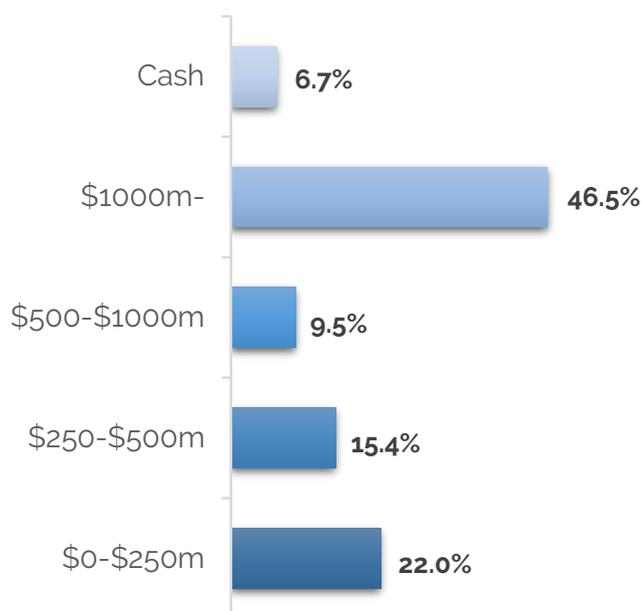
Detractors over the month included Fletcher Building (FBU.NZ) down 20% on the back of a weaker trading update, Horizon Oil (HZN.AX) down 31% in sympathy with the decline in the oil price and Ainsworth Gaming (AGI.AX) which declined 25% also due to a relatively poor trading update. These positions are all held by the Company and remain attractive longer-term investments on account of their cash flows, supportive longer-term valuations and in some cases their strategic appeal.

The market backdrop has become decidedly more challenging in view of the tightening credit conditions in Australia which are having a flow on effect on the broader economy. After almost 10 years of very easy liquidity and low interest rates, the market is adapting to a tightening outlook and providing some incredibly good opportunities in pockets. We would anticipate market volatility to remain a feature of the markets for some time as they adjust to tighter liquidity conditions and lower economic growth. In light of this, our focus on valuations and cash flows should continue to see the Company perform relatively well and enable us to position for decent longer-term returns.

Top 5 Holdings

Company Name	% Portfolio
Navitas Limited	6.8
Bega Cheese Ltd	6.4
Platinum Asset	5.4
Class Limited	4.9
Fletcher Building	4.9
Top 5	28.4

Market Cap Bands



Net Tangible Assets (NTA)³

Pre-tax NTA ⁴	\$1.939
Post-tax NTA ⁵	\$1.997

³ NTA calculations exclude Deferred Tax Assets relating to capitalised issue cost related balances and carried forward tax losses of \$0.001 per share.

⁴ Pre-tax NTA includes tax on realised gains and other earnings, but excludes any provisions for tax on unrealised gains

⁵ Post-tax NTA includes tax on realised and unrealised gains and other earnings

Performance as at 30th November 2018

	1m	3m	6m	1 yr	Inception ⁶
Company ⁷	-1.5%	-7.6%	-5.6%	-1.2%	-1.2%
Benchmark ⁸	-0.4%	-10.3%	-8.0%	-1.6%	-1.9%

Past performance is not a reliable indicator of future performance.

⁶ Inception date is 30th November 2017

⁷ Calculated as movement in Company's pre-tax NTA (which includes tax on realised gains and other earnings, but excludes any provision for tax on unrealised gains), assuming the re-investment of any dividends paid by the company

⁸ Benchmark is the S&P/ASX Small Ordinaries Accumulation Index

Disclaimer

Spheria Asset Management Pty Ltd (ABN 42 611 081 326, Corporate Authorised Representative No. 1240979) ('Spheria') is the investment manager of Spheria Emerging Companies Limited ABN 84 621 402 588 ('SEC or the 'Company'). While SEC and Spheria believe the information contained in this communication is based on reliable information, no warranty is given as to its accuracy and persons relying on this information do so at their own risk. Subject to any liability which cannot be excluded under the relevant laws, Spheria and SEC disclaim all liability to any person relying on the information contained in this communication in respect of any loss or damage (including consequential loss or damage), however caused, which may be suffered or arise directly or indirectly in respect of such information. Any opinions and forecasts reflect the judgment and assumptions of Spheria and its representatives on the basis of information at the date of publication and may later change without notice. Disclosure contained in this communication is for general information only and was prepared for multiple distribution. The information is not intended as a securities recommendation or statement of opinion intended to influence a person or persons in making a decision in relation to investment. The information in this communication has been prepared without taking account of any person's objectives, financial situation or needs. Persons considering action on the basis of information in this communication are to contact their financial adviser for individual advice in the light of their particular circumstances. Past performance is not a reliable indicator of future performance. Unless otherwise specified, all amounts are in Australian Dollars (AUD). Unauthorised use, copying, distribution, replication, posting, transmitting, publication, display, or reproduction in whole or in part of the information contained in this communication is prohibited without obtaining prior written permission from SEC and Spheria.