

STRAND HANSON

An Overview of Strand Hanson

Strand Hanson, founded in 1993, is one of London's foremost, long standing, independent advisory-led boutiques, acting for public and private mid-cap companies in both developed and emerging markets. Strand Hanson is headquartered in London, with additional offices in Cape Town, Accra and Buenos Aires. We operate a full-service modern merchant banking model, offering clear and impartial corporate finance advice, including M&A and Strategic Advisory, Equity Advisory and Debt Advisory/Restructuring services to both retained clients and on a transaction specific basis.

We also originate investment opportunities through our highly experienced global network and, as a merchant bank, make direct investments from our balance sheet into selective assets and client companies, identified as having high growth potential and where we can add value through our local expertise and global structuring experience. In this area, we have a particular focus on direct investments into developing markets in Asia, South America and Africa, particularly in Natural Resources and TMT.

As a wholly management owned and controlled company, led by CEO, Simon Raggett, and a senior team with significant expertise and extensive track records gleaned from a range of Tier 1 investment banks and boutiques, clients have access to a highly qualified, flexible and creative team providing

bespoke, timely, innovative financial and strategic advice across all products and sectors at a highly competitive rate. As a full-service merchant bank, holding a Sponsor Licence for the LSE's Main Market (both Standard and Premium Segments), a Nominated Adviser (Nomad) Licence for the AIM market and authorised as a NEX Exchange Corporate Adviser for the NEX market, we are able to advise on whichever route is in our client's best interests, with no bias towards any particular market.

In addition, our highly experienced, dedicated M&A team are both UK and Irish Takeover Code qualified advisers and one of the most active participants in UK and Irish public company M&A, offering a comprehensive range of services and advising on some of the most complex transactions in the small to mid-cap market. The M&A Team, led by ex-Merrill Lynch banker, Stuart Faulkner, undertakes transactions for all public market participants, but has a particular expertise in hostile/bearhug/defences and acting for private equity bidders in PTP transactions. In addition, the team is experienced in advising shareholder activists seeking to force change on plcs, including requisitioning hostile General Meetings and direct approaches to target shareholders.

Strand Hanson is largely sector agnostic, and we have wide-ranging knowledge and experience of working with companies across a broad

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range of sectors and geographies, believing that the fundamental principles of high quality, robust financial advice apply across all industries. However, we have particular expertise in the Natural Resources Sector (Oil & Gas, Mining, Renewable Energy and associated support services) where we are the joint No. 1 and No. 3 ranked Nomad to AIM companies on the LSE in the Oil & Gas and Mining arenas respectively.

Regardless of the nature of the transaction, it is our policy to work closely with management, throughout the deal process and beyond, to fulfil the client's objectives and engender a long lasting and deep relationship.

This successful approach has led to Strand Hanson consistently being recognised as one of the most active advisers to high growth companies quoted on, or applying to join, the AIM market.

The majority of the team is based at our London head office in Mayfair, but we also maintain three overseas offices, as detailed below:

South Africa

Strand Hanson is the leading Nominated Adviser to companies on AIM that have operations in Africa. We are the only one of our peer group to have a dedicated full-service office in South Africa, based in Cape Town, to ensure that our clients have access to an advisory and coverage team on the

ground in South Africa, with whom they can efficiently operate.

Our Cape Town office is run by Warren Pearce, a South African national, who has worked at Strand Hanson for over 14 years and has a strong track record in both originating and executing African mandates. In addition, our Chairman, Lord (Anthony) St John of Bletso, has a strong historical involvement in Africa and developing African businesses and his connections across Africa, as well as his deep expertise of the funding market, particularly NGOs and similar initiatives, have proven invaluable to many of our clients.

Since the establishment of our African office in December 2008, we are proud to have advised on transactions in 27 African countries, and to have made direct investments in more than a dozen African countries - a trend that, due to our African expertise and enviable level of cross continent access, we see developing strongly in the short to medium term.

Ghana

In 2017, we established a presence in Ghana with Rory Harding, an experienced business development professional, with extensive natural resource experience and African expertise, leading the team.

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Argentina

In 2016, we established a presence in Argentina to open up opportunities across South America. Miles Lewis manages operations in Buenos Aires, having joined Strand Hanson to initiate our expansion into Latin America, where he combines our established expertise in emerging markets with his understanding of local risk, and his comprehensive business network and access.

Recent Signature Transactions

Prospect Co., Ltd.

In November 2016, Strand Hanson was appointed by Prospect Co., Ltd. ("Prospect" or the "Company") to act as Joint Financial Adviser and Rule 3 Adviser, alongside Mizuho Bank, Ltd. (Corporate Advisory department), an investment banking arm of Mizuho Financial Group, as Joint Financial Adviser, in relation to the Company's recommended all-share offer for the entire issued and to be issued share capital of The Prospect Japan Fund Limited ("TPJF") under the provisions of the City Code on Takeovers and Mergers. This was the first ever all Japanese equity offer for a UK listed, Code company.

The recommended share-for-share exchange offer was implemented by way of a scheme of arrangement (the "Scheme") at a ratio of 2.5 New Prospect Shares in exchange for each TPJF Share, valuing the entire issued share capital of TPJF at approximately US\$146.6m, a premium

of approximately 68 per cent. to the middle market closing price of a TPJF Share prior to the start of the offer period. The offer successfully completed on 27 July 2017, upon the Scheme becoming effective, with 88.06 per cent. of votes cast in favour at the requisite Court Meeting to approve the Scheme.

The transaction included various unique elements, including devising bespoke and unprecedented settlement mechanics to comply both with the relevant provisions of the Takeover Code and all Japanese legal and regulatory requirements, as well as a unique combination of legal undertakings and post-offer intention statements (under the Takeover Code) for the benefit of the new (ex TPJF) shareholders of Prospect whereby certain information and participation rights are to be provided in English in a protected form for a five year period post completion.

Strand Hanson is delighted to have led such a precedent setting M&A transaction, which once again demonstrates the innovative creative approach the M&A team at Strand Hanson brings to challenging transactions.

FIH Group PLC

In March 2017, Strand Hanson was appointed to act as Joint Financial Adviser, alongside WH Ireland Ltd., to provide advice to the independent directors of FIH Group PLC ("FIH" or the "Company"), an international services

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group which owns essential services businesses in the UK and the Falkland Islands, in relation to the recommended £37.3m cash offer for FIH by Staunton Holdings Limited and a subsequent successful defence against an unsolicited, hostile, competing approach from Dolphin Fund Ltd., an Argentinian-controlled potential offeror.

This successful defence combined Takeover Code, legal, economic and political analysis and strategy (given the Falkland Islanders' sensitivities with regard to Argentina), which had to be brought together seamlessly in order to construct a robust defence plan.

Harwood Private Equity

Strand Hanson is the long-standing preferred Financial Adviser to Harwood Private Equity ("Harwood"), part of the Harwood Capital Management Group, a leading activist investor in UK lower mid-market companies. Strand Hanson has advised Harwood on numerous corporate transactions, since its formation in 2003 (and its predecessor firm, prior to a management buy-out), including three sizeable PTP deals within the past two years, namely the recommended £28.4m contractual cash offer for Journey Group Plc, the recommended £62.9m cash offer by way of scheme of arrangement for Source BioScience plc with an unlisted securities alternative, and the recommended £40.1m cash offer by way of scheme of arrangement for Essenden plc.

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