NAOS SMALL CAP OPPORTUNITIES COMPANY LIMITED (ASX: NSC)

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26 April 2023

ASX Market Announcements ASX Limited 20 Bridge Street Sydney NSW 2000

#### Q3 FY23 Investor Update and Q&A – Presentation Materials

Please find attached the presentation materials for the Q3 FY23 Investor Update and Q&A to be held by NAOS Asset Management Limited today at 10:30am (AEST).

Authorised by:

Rajiv Sharma Company Secretary





Wednesday 26 April 2023 | 10:30 am (AEST)

Audio Dial In: +61 3 8488 8990 Audio Access Code: 267-776-619 Q3 FY23 Investor Update and Q&A

#### Important Information

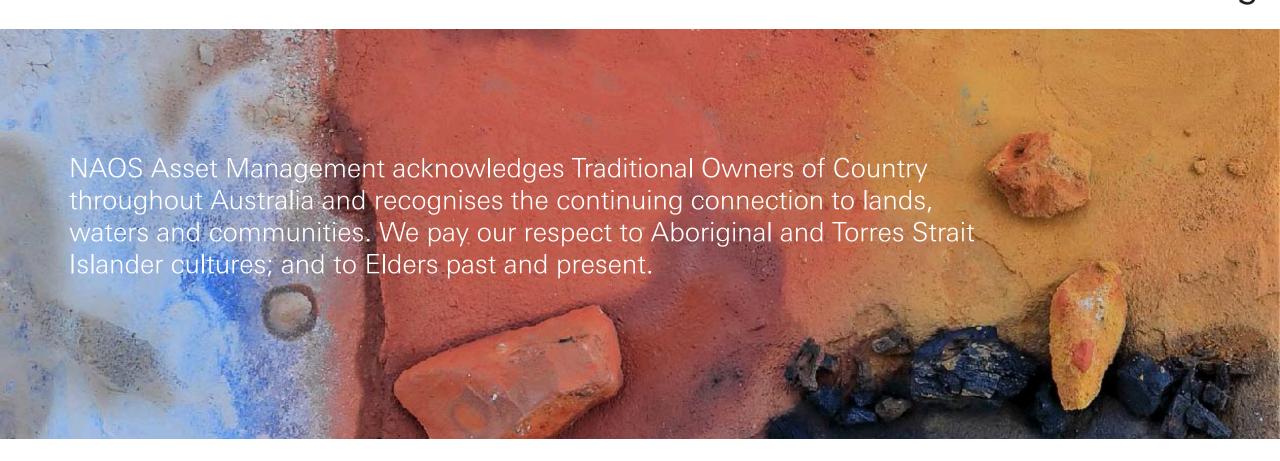
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#### NAOS Directors and Team

#### OUR DIRECTORS



Sebastian Evans Managing Director, NAOS Asset Management Limited & Director NCC, NSC & NAC



Warwick Evans Chairman, NAOS Asset Management Limited & Director NCC, NSC & NAC



Sarah Williams Independent Chair of NCC, NAC and Independent Director NSC



David Rickards OAM Independent Chair of NSC and Independent Director of NCC & NAC



Trevor Carroll Independent Director NSC



Matthew Hyder
Director, NAOS Asset
Management Limited



Mark Bennett Director, NAOS Asset Management Limited

#### OUR TEAM



Sebastian Evans Chief Investment Officer



Robert Miller Portfolio Manager



**Brendan York**Portfolio Manager



Jared Tilley Senior Investment Analyst



Nelson DeMestre Associate Analyst



Richard Preedy
Chief Financial and
Operating Officer



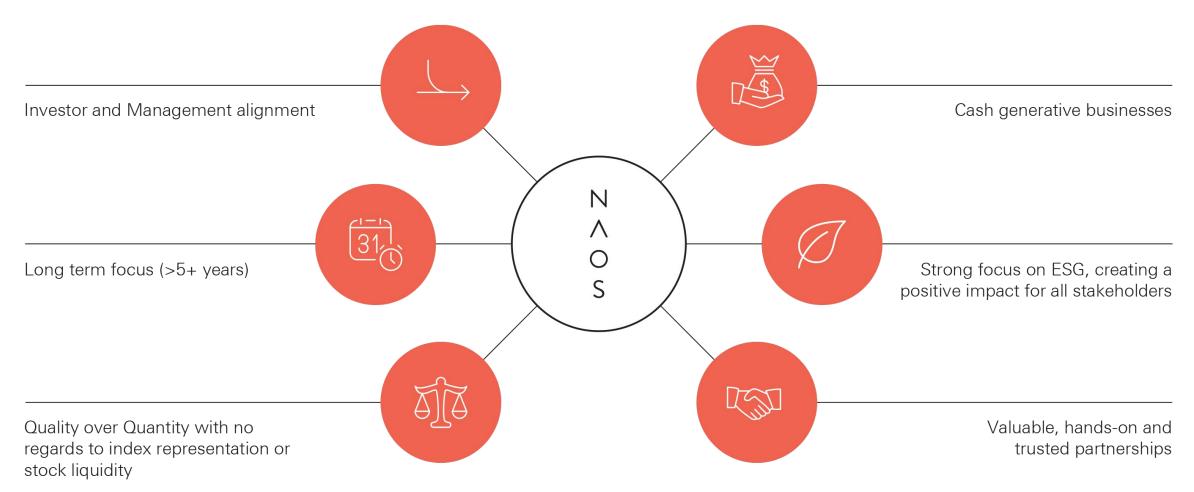
Rajiv Sharma Head of Legal and Compliance



Angela Zammit
Marketing &
Communications Manager



Julie Coventry
Business Sustainability
Analyst



#### What Qualitative Information Sources Does NAOS Use?

The NAOS Investment Team undertakes fundamental analysis on potential and current investments. Some examples of our key focus areas include:

Internal Engagement External Engagement Hands On Executive Team including Company Announcements Company Announcements and Former Employees CEO, CFO, COO & CTO and Reports Reports Transcripts (Company Specific Board of Directors (Independent Product/Service Sampling and Listed and Unlisted Competitors and Other) & Non-Independent) Testing Wider Management Team and Suppliers (Current and Former) Cold Calling Industry Reports & Journals Staff I.e., General Managers, Sales Executives to Assistants/Associates Social Media and Industry Customers (Current and Former) Forums Industry Contacts and Industry Surveys, Ratings & Proprietary Associations Analytical Tools **ESG** Analysis

Our LICs are not for everyone. Some reasons why you may not choose to invest with NAOS include:

- Concentrated portfolios (0-15 investments & shareholdings often >20%)
- Long-term investment philosophy (5+ years)
- Focus on emerging companies (\$20 million \$500 million market capitalisation)
- Benchmark unaware (no core NAOS investments are within the XSOAI)
- We do not invest in very early-stage businesses
- Smaller fund size (increases ability to gain a meaningful exposure to smaller businesses)
- ESG aware with a focus on positive impact
- LICs can often trade at discounts and premiums to their underlying net asset backing

#### Investment Portfolio Performance Summary

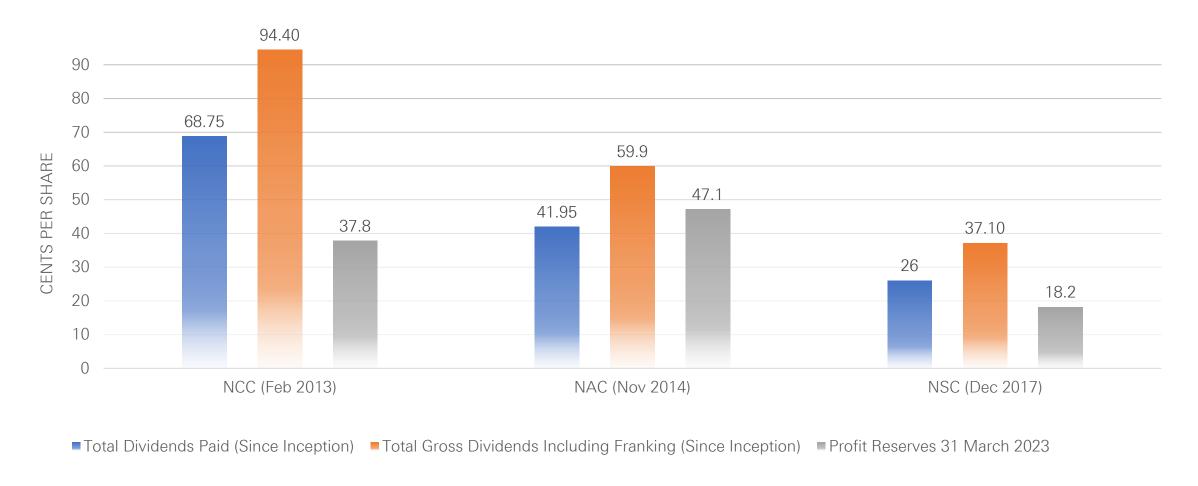
	Q3 Performance FY23		3 Year Performance (p.a.)		5 Year Performance (p.a.)		Inception Performance (p.a.)	
	NAOS LIC	Benchmark	NAOS LIC	Benchmark	NAOS LIC	Benchmark	NAOS LIC	Benchmark
NCC Investment Portfolio Performance*	+3.71%	+1.88%	+15.31%	+13.16%	+2.21%	+3.89%	+9.72%	+4.86%
NAC Investment Portfolio Performance*	+2.35%	+2.34%	+17.40%	+13.04%	+5.03%	+6.57%	+9.68%	+6.55%
NSC Investment Portfolio Performance*	+7.46%	+1.88%	+17.43%	+13.16%	+3.96%	+3.89%	+3.68%	+3.71%

<sup>\*</sup>Investment Portfolio Performance is post all operating expenses, before fees, interest, taxes, initial IPO commissions and all subsequent capital raising costs. Performance has not been grossed up for franking credits received by shareholders. Since inception (P.A. and Total Return) includes part performance for the month of February 2013 (NCC), November 2014 (NAC) and December 2017 (NSC). Returns compounded for periods greater than 12 months. All figures as at 31 March 2023.

<sup>^</sup>NAC Benchmark= S&P/ASX 300 Industrials Accumulation Index, NCC & NSC Benchmark= S&P/ASX Small Ordinaries Accumulation Index.

#### NAOS LIC Franked Dividend History and Profit Reserves

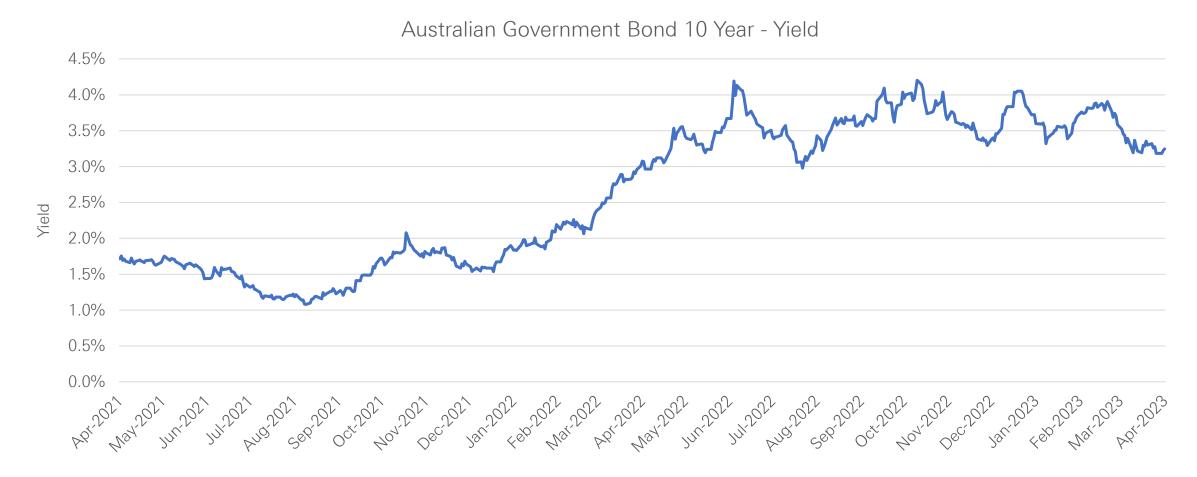
Each LIC has consistently paid dividends and holds healthy profit reserves



All figures as at 31 March 2023

- Fears of contagion in financial markets dominated as Silicon Valley Bank collapsed and UBS takeover of Credit Suisse.
- Equity markets arguably viewed this as a positive event due to another "put" being issued by central banks to stave off further fears of contagion.
- Markets expecting a slight easing of interest rates in late CY23 and then a further easing into CY24 which equity markets are now starting to price in.
- Long-term bond yields have stabilised and are now trending slightly down.
- The stabilisation in bond yields has seen share price recoveries across technology focused companies, with the Nasdaq up +16.8%, compared to the DOW +0.4% in Q3 FY23.

#### Australian 10 Year Bond Yields



Source: Factset

#### Q3 FY23 Summary Cont.

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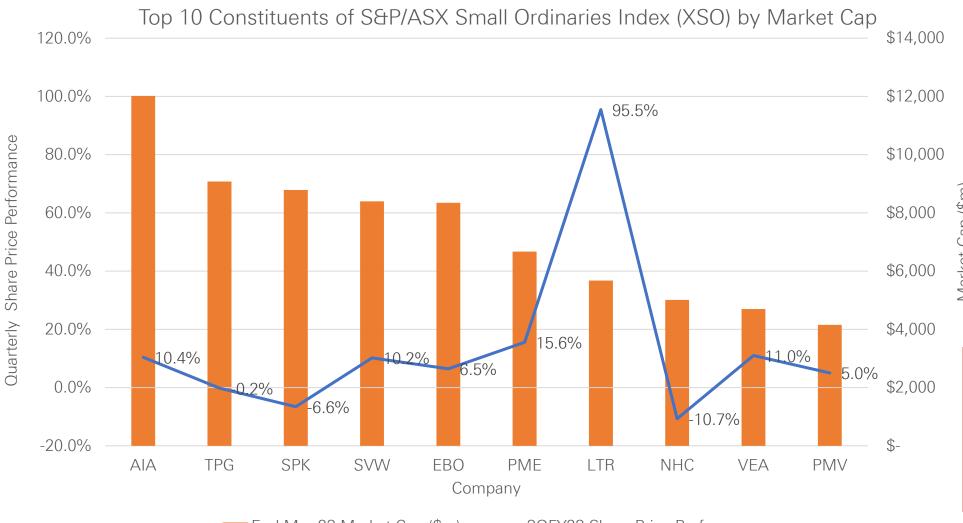
Notable increase in M&A activity especially in depressed industrial names including:

Target Company	Acquirer	Premium
Invocare (ASX: IVC)	TPG Global, LLC	40%
United Malt Group (ASX: UMG)	Malteries Soufflet SAS	45%
Estia Health (ASX: EHE)	Bain Capital	41%

- Notable decrease in traded volume across many microcap industrials e.g., Maxiparts (ASX: MXI) shares have traded just \$750k and \$1.65m in January and February respectively, together with <\$250,000 in April to date. For comparison, MXI traded \$3.9m per month on average in 2022.
- Over the 5 years to 31-Mar-23 the S&P/ASX Small Ordinaries Industrials Accumulation Index has returned just +2.60% p.a.
  - This is well below the free cash flow yield generated by many high-quality businesses.
  - Also, lower than the earnings per share growth generated by most of these businesses.
  - This implies valuation multiples are depressed for high-quality businesses.

#### Bias Towards More Liquid Investments





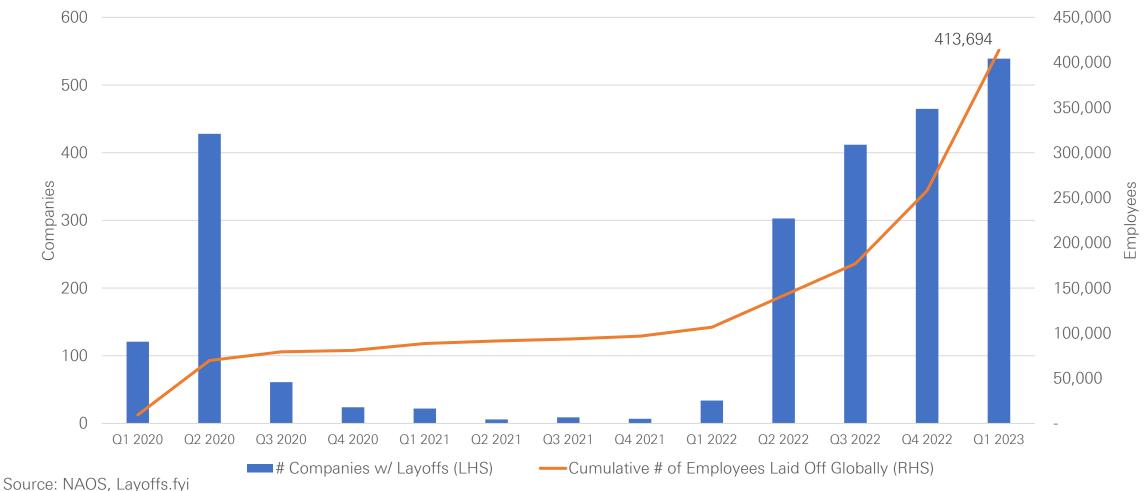
XSO Average Price Performance in Q3 FY23 = 0.6%

XSO Average Price Performance of Top 10 (by size) in Q3 FY23 = 13.7%

Source: IRESS, NAOS End Mar-23 Market Cap (\$m) —3QFY23 Share Price Performance

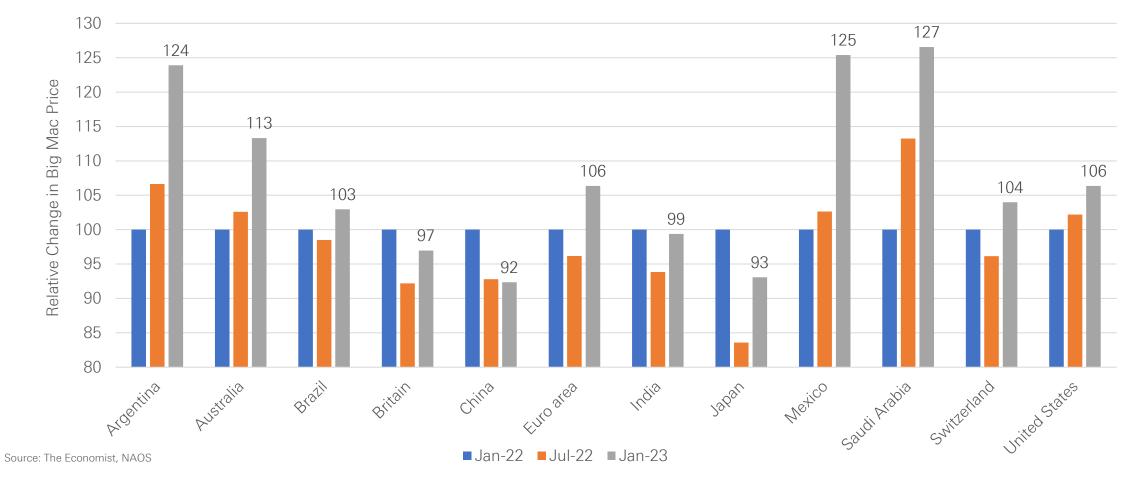
# Technology Companies are Focused on Achieving Short-Term Profitability (Generally via Cost Cutting)





#### Not All Inflation is Equal



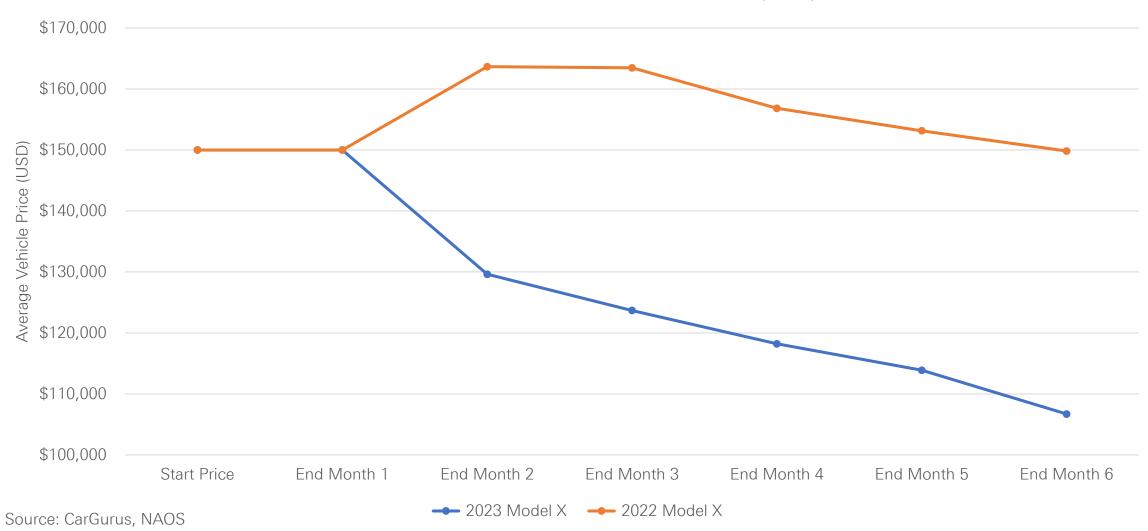


#### **EXPLAINER:**

The Big Mac Index was created by The Economist to measure purchasing power parity between nations, using the price of a McDonald's Big Mac as the benchmark.

#### We Believe The Deflation Thematic is Real

The First 6 Months - Tesla Model X Price Per Vehicle (USD)



#### Will Gross US Debt Levels Cap Interest Rates?





Source - FactSet



Adam Theobald
Founder & CEO





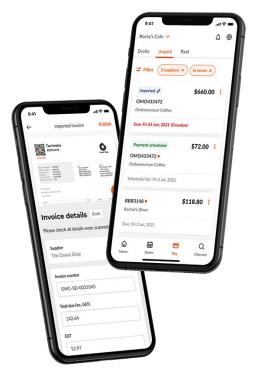


Creating a more sustainable food and beverage industry by helping suppliers and venues trade smarter

#### The Problems Beach House **Suppliers** Venues 10+ suppliers each with a different → Pressure to digitise, but technology way to order and a different way to is hard, expensive and scary pay Increasing cost of acquiring new Supplier sales calls are a hassle customers Easy to forget orders and lose Order management is expensive, knowledge as staff turnover time-consuming and lumpy → Working capital can be lumpy across Cashflow is survival OR growth the week and month, but supplier finance is tricky

#### **Enter Ordermentum**

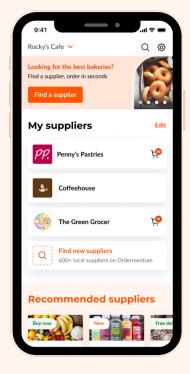
# Our purpose is to create a more sustainable food and beverage industry by helping suppliers and venues trade smarter

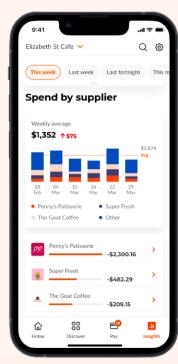


Ordermentum connects
38,000+ venues with their
food & beverage suppliers,
through ordering, payments,
data insights, and discovery



#### **Ordermentum for Venues**





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"All my suppliers are on Ordermentum. It saves me 5 hours every week ordering & paying orders."

JACKIE, VENUE OWNER, PROJECT 2

## An ordering app venues love (and order more with!)



#### **Key benefits:**

- → Everything in one place
- → Fastest and easiest way to order anytime, anywhere
- → Continuity through staff turnover
- → Discover new suppliers without the hassle of a rep walking in the door during service
- → Seamless flow with other tools to run their business (eg Xero, MYOB)

#### **Ordermentum for Suppliers**



"Because our growth was so strong, we wanted to go to the next step. It's now a superior business...Ordermentum makes your business smarter and it makes it more profitable."

MANCEL HICKEY, CEO, SAINT DAVID DAIRY

## Helping the very best suppliers streamline, then grow their business



#### **Key benefits:**

- → Increase revenue per customer (up to 40% over 2 years)
- → Get paid 5 times faster
- → A digital sales rep that never sleeps (3-6x cheaper than sales FTE)
- → Faster onboarding start trading sooner
- → Ultimately, disconnect scale from operating expense and hassle

#### **Tailwinds**

# We are leading the digital transformation of how hospitality business happens

Thank you for making a smooth operating process, the reminders, and well designed layout. User friendly, oh so helpful, and not one mistake, or discrepancy in any orders from all participating suppliers!

Aimee, Owner, Lily Bean Cafe



#### The Endgame

We will build a >\$1bn business by becoming the preferred, indispensable tool for food and beverage suppliers and venues to run their business



**Operating system for hospitality** - how all venues and suppliers trade/communicate



**Running the industry's liquidity** - via digital payments and finance



**Services to streamline and grow** - helping small/medium size businesses digitise, understand and automate their business



All driven by a **unique hospitality data set** - aggregating a highly fragmented channel





#### NAOS Investee Companies - Key Events Q3 FY23

**HOLDING INDUSTRY Q3 UPDATE** Further upgrade to FY23 revenue at AGM in Feb (Sep year-end). Incremental upgrade largely 'one-off' in nature, related to Bulb customer gentrack administration process. Further customer wins including the Energy Australia solar/battery division – not yet (ASX: GTK) Software a material customer. Wingara AG Raywood hay processing facility sold for \$15m in cash. Balance sheet returned to a position of strength. All debt has been retired and special dividend to be paid. CEO appointed to manage streamlined operations with capacity of 50,000MT/year. (ASX: WNR) Agriculture 1H FY23 financial results impacted by equity accounted performance of Earlypay (ASX: EPY) investment.

- (ASX: COG)
- Financial Services
- Acquisition of EPS accretive salary packaging specialist Paywise for (net) \$15m.
  - Acquisition provides opportunity for material growth with strategic party.

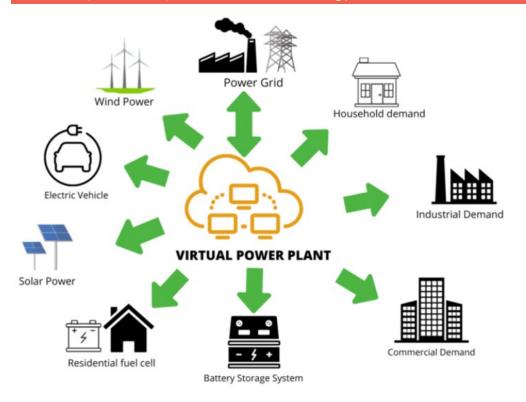
#### NAOS Investee Companies - Key Events Q3 FY23

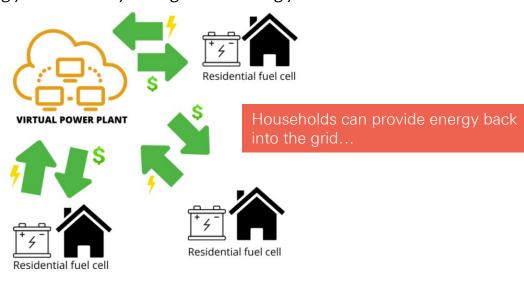
HOLDING	INDUSTRY	Q3 UPDATE
(ASX: MXI)	Automotive	<ul> <li>1H FY23 was first 'clean result' released since corporate restructure post MaxiTrans trailer division divestment.</li> <li>Interim dividends resumed due to excellent FCF generation.</li> <li>Dispute with ATSG (trailer acquirers) continues to be ongoing.</li> <li>Commercial vehicle parts market not experiencing negative macroeconomic impacts to date.</li> </ul>
bsa (ASX: BSA)	Solutions & Services	<ul> <li>Divestment of non-core Fire QLD division improves financial position and continues to simplify the business.</li> <li>Joint-CEO appointments and new Chair, effective Apr-23.</li> <li>Company commentary for improving profitability throughout 2H FY23 underpinned by material margin improvement in core operations.</li> </ul>
Schaffer (ASX: SFC)	Corporation Limited  Investments	<ul> <li>1H FY23 manufacturing operations NPAT of ~\$5m a 'low point'. Impacted by global chip shortages and energy costs.</li> <li>Medium term growth outlook for manufacturing remains very favourable with improvements expected in 2H FY23.</li> <li>Continued capital expenditure on strategic Jandakot property &amp; incremental upward asset revaluation to \$70.4m (+6% vs end FY22).</li> </ul>

#### Gentrack Ltd – The New World of Energy

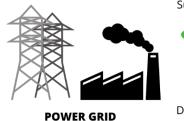
The GTK software solution allows utility companies to handle the substantial complexities and operate effectively and efficiently within the new world of energy created by the global energy transition.

A Virtual Power Plant (VPP) is a distributed network of energy sources that are all interconnected in which battery storage is required. VPPs are an important step in the renewable energy transition.





...which creates more stability and efficiency within the energy network.







Source: SolarChoice

#### NCC Overview as at 31 March 2023

\$0.87 Pre-Tax NTA

\$0.89 Post-Tax NTA

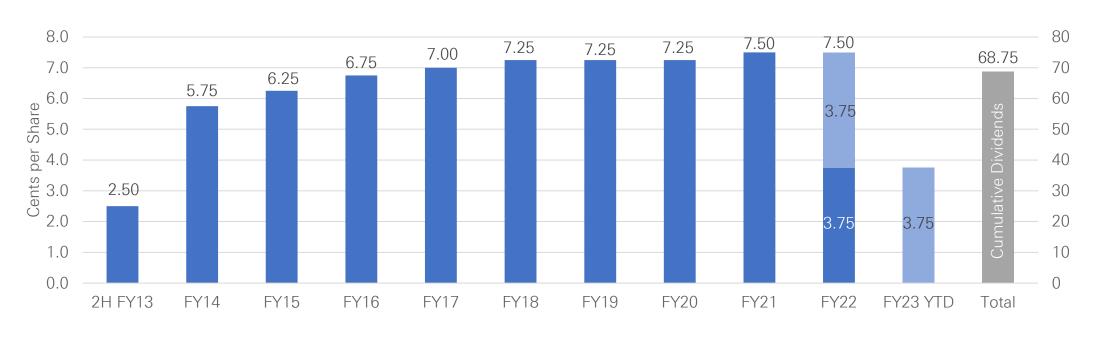
\$0.750 Share Price

10.0% Franked Dividend Yield

10 Number of Holdings

\$163.7m Weighted Average Market Capitalisation of the Investments

FRANKED DIVIDEND HISTORY



■ Fully Franked Dividends

■ 50% Franked Dividends

■ Cumulative Dividends



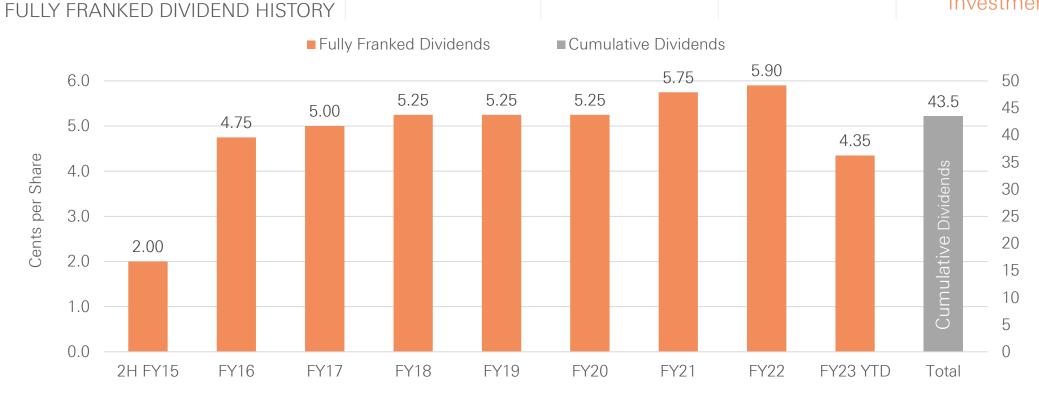
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\$0.87
Pre-Tax NTA

\$0.92 Post-Tax NTA \$0.835
Share Price

6.59%
Fully Franked
Dividend Yield

9 Number of Holdings \$198.3m
Weighted Average
Market
Capitalisation of the
Investments



FY23 YTD Dividends are post the Q3 1.55 cents per share fully franked dividend, declared on 19th April.



\$0.84 Pre-Tax NTA

\$0.84 Post-Tax NTA

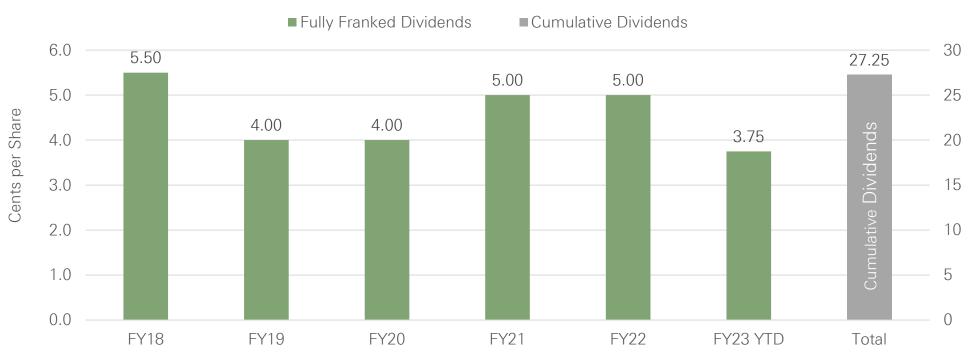
\$0.67 Share Price

7.31% Fully Franked Dividend Yield

Number of Holdings

\$199.98m Weighted Average Market Capitalisation of the Investments

#### FULLY FRANKED DIVIDEND HISTORY



FY23 YTD Dividends are post the Q3 1.25 cents per share fully franked dividend, declared on 19th April.

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#### Overview & Outlook Q4 FY23

- Underlying company performance is playing second fiddle to the dynamic macro economic environment and driving investor hesitation over optimism in some cases.
- We remain concerned that any negative surprises on the economic front could have significant consequences for equities especially as rate cuts start to be priced in.
- Q4 is generally the quietest quarter for company news flow although trading updates expected as companies close in on FY end.
- We are still expecting some significant events to occur in Q4, including:

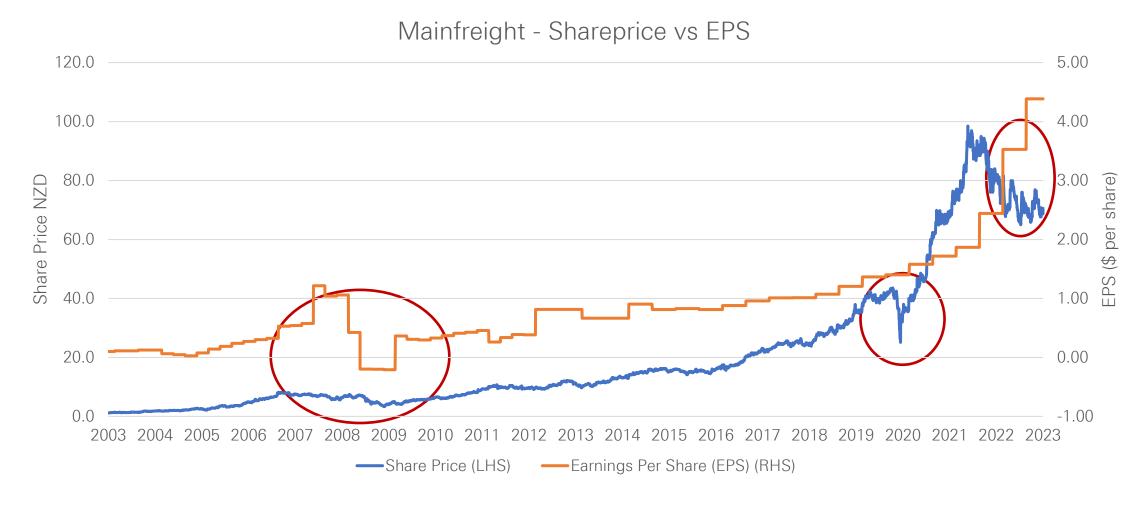
COG Financial Services (ASX: COG)	Q3 Trading Update
BSA Limited (ASX: BSA)	Quarterly Activities Report (CUI Focus)
Gentrack Group (ASX: GTK)	1H FY23 Result
Urbanise.com (ASX: UBN)	Q3 Activities Report & Colliers Implementation Update
Saunders International (ASX: SND)	Potential contract wins

#### Overview & Outlook Q4 FY23

- We are firmly focused on investing in businesses that exhibit the following characteristics:
  - Aligned (and proven) management teams
  - Efficient allocators of capital
  - Strong balance sheets and FCF generation
  - Exposed to industries that are conducive to long term earnings growth.
- Many of our investee companies have significant exposure to favourable industry thematics which include:
  - Significant housing shortage in Australia together with a highly fragmented building materials market.
  - The transition to renewable energy sources and the subsequent changes required by energy producers and retailers to meet their clients needs.
  - The increasing utilisation of trucks and the ageing fleets which will increase the need for parts etc.
  - The highly complex and growing strata market and increasing need for efficiency gains via IT systems.

## Long Term Investing Comes With Volatility

Short Term Reversal in Share Prices are Often the Wrong Time to Sell a High-Quality Business



### ABO

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Thank you for your continued support.

"Games are won by players who focus on the playing field - not by those whose eyes are glued to the scoreboard."

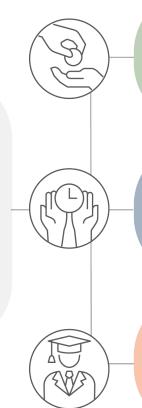
Warren Buffett



Appendix

## NAOS Asset Management 1% Pledge

As a company, we commit to **Pledge 1%** of revenue, time and intellect to movements and missions that matter.



Each year NAOS donates 1% of its annual revenue to the charity partners listed to the side. Each charity supports a cause that we strongly believe in.

Our people have an incredible range of skills that can be a huge help to charities and community organisations. Each year, team members have the opportunity to take 2 days paid volunteer leave to lend a helping hand to an organisation of their choice.

NAOS sees the value in supporting young members of the investment community. We provide training and mentorship for one student each year.



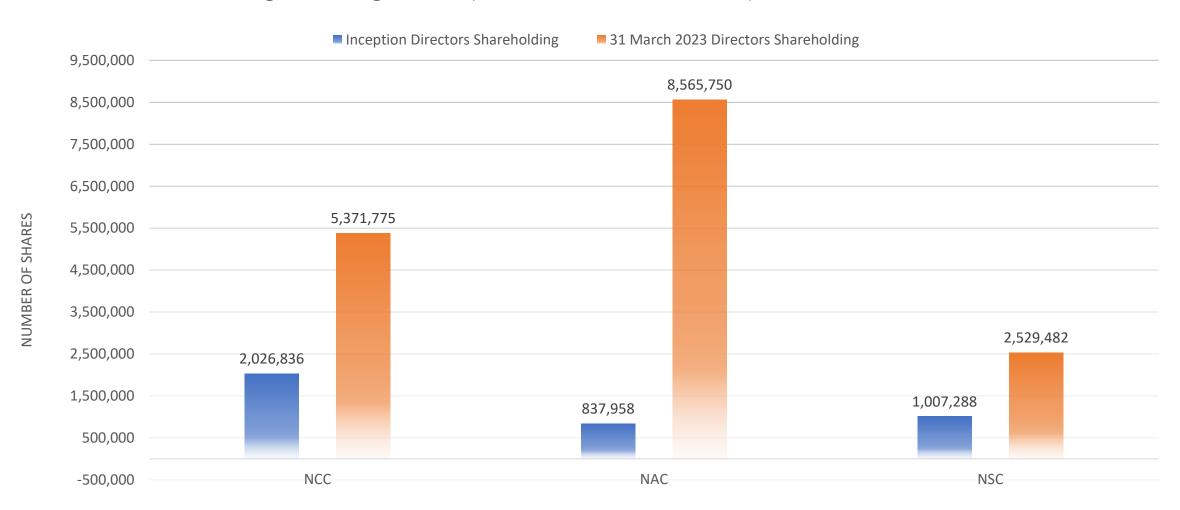






## NAOS LICs Director Alignment

Directors' shareholdings have significantly increased since the inception of each LIC

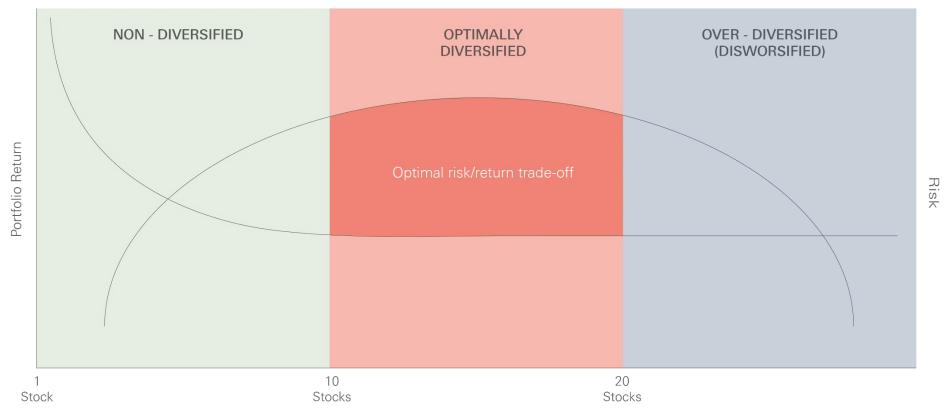


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### The Case for Concentrated Investing

Holding too many stocks in a portfolio can lead to poor risk adjusted performance

### THE EFFECTS OF DIVERSIFICATION ON RETURNS

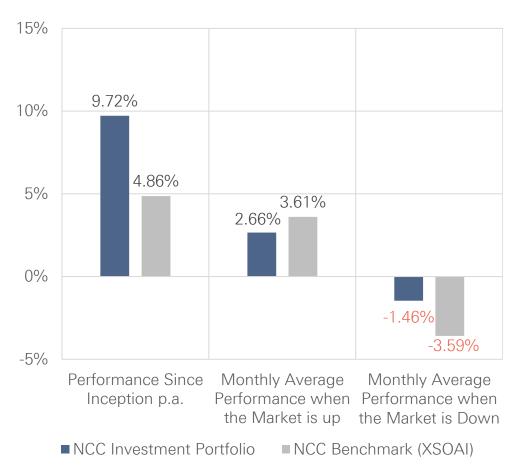


Level of Diversification (number of stocks in a portfolio)

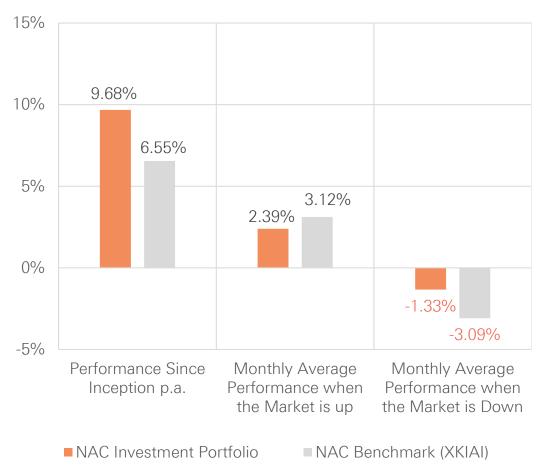
Source: NAOS Asset Management

## NAOS Strong Long-term Risk-adjusted Returns\*

### NCC Investment Portfolio Risk and Performance Metrics



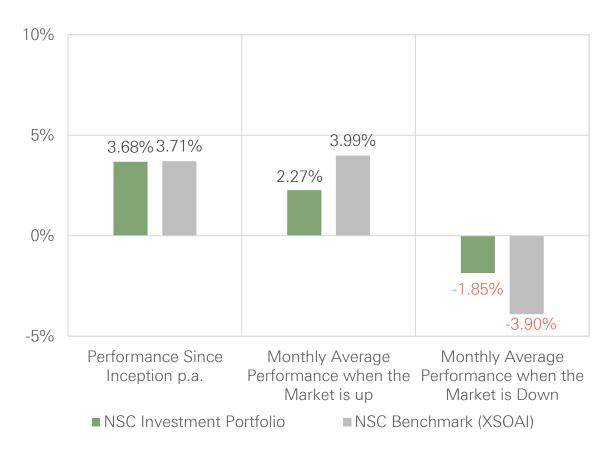
### NAC Investment Portfolio Risk and Performance Metrics



<sup>\*</sup> Investment Portfolio Performance is post all operating expenses, before fees, interest, taxes, initial IPO commissions and all subsequent capital raising costs. Performance has not been grossed up for franking credits received by shareholders. Since inception (p.a.) includes part performance for the month of February 2013 (NCC) and November 2014 (NAC), returns compounded for periods greater than 12 months. All risk metrics are calculated from the inception date of each portfolio. All Figures are as at 31 March 2023. Since NCC's inception (121 months) there have been 79 positive months for the market and 42 negative months and since NAC's inception (101 months) there have been 62 positive months for the market and 39 negative months.

## NAOS Strong Long-term Risk-adjusted Returns\*

NSC Investment Portfolio Risk and Performance Metrics

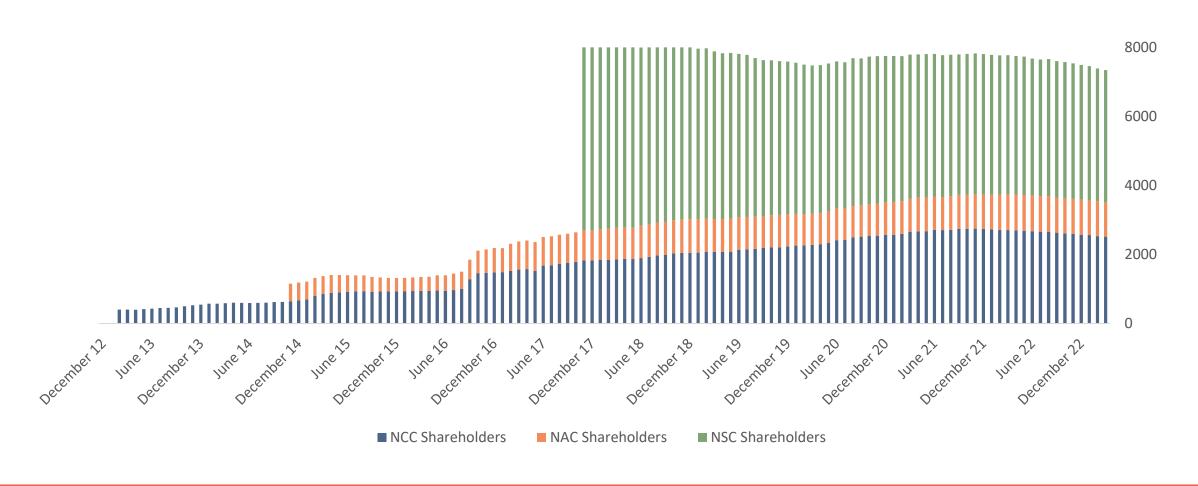


<sup>\*</sup> Investment Portfolio Performance is post all operating expenses, before fees, interest, taxes, initial IPO commissions and all subsequent capital raising costs. Performance has not been grossed up for franking credits received by shareholders. Returns compounded for periods greater than 12 months. All risk metrics are calculated from the inception date of each portfolio. All Figures are as at 31 March 2023. Since NSC's Investment Portfolio inception (65 months) there have been 33 positive months for the market and 32 negative months.

### Capital Management Initiatives

Performance	Maintain a focus on long term performance without deviating from the NAOS investment philosophy.
Dividends	<ul> <li>Continue to focus on a growing stream of dividends, franked to the maximum extent possible, whilst maintaining an adequate reserve balance.</li> </ul>
Alignment	• Continue to be aligned with shareholders as Directors and Staff are some of the largest shareholders across all 3 of the LICs.
Communication	<ul> <li>Maintain a very high standard of marketing materials and communications so all current and prospective shareholders have a clear understanding of the NAOS offering.</li> </ul>
NSC	<ul> <li>The share buyback remains active. 30.5 million shares, or 18% of shares on issue, have been bought back on market since the buyback commenced in April 2019.</li> <li>One-for-three bonus Options (ASX: NSCOA) were issued in May 2021, allowing shareholders to acquire fully paid ordinary shares exercisable at \$1.02 per Option on or before 28 June 2024.</li> </ul>
NAC	<ul> <li>The share buyback remains active. 22% of shares on issue have been bought back on market since the buyback commenced in June 2019 to date, which has been significantly accretive for shareholders.</li> </ul>
DRP	Shares purchased on-market to satisfy DRP requirements when shares are trading at a discount to NTA, thus eliminating any dilution for shareholders.

### Historical Shareholder Numbers



### NAOS ESG Framework

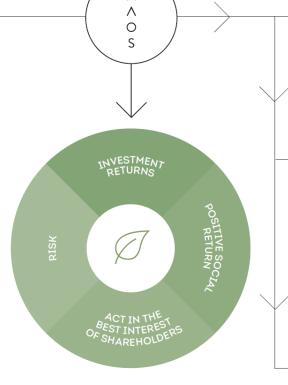
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### **OUR COMMITMENT TO** RESPONSIBLE INVESTMENT

As an investment manager, NAOS recognises and accepts its duty to act responsibly and in the best interests of shareholders. We believe that a high standard of business conduct and a responsible approach to environmental, social and governance (ESG) factors is associated with a sustainable business model over the longer term that benefits not only shareholders but also the broader economy.

We recognise the material impacts that ESG factors can have on investment returns and risk, and also the wider implications for achieving a positive social return.

NAOS is a signatory to the United Nations-supported Principles for Responsible Investment (PRI) and is guided by these principles in incorporating ESG into its investment practices.



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**NEGATIVE SCREENS** NAOS systematically

excludes investing in specific industries and companies that do not align with our responsible investment goals.



**NUCLEAR** & URANTUM

CONTROVERSIAL

**WEAPONS** 

**COAL MINING** OPERATIONS. OIL & GAS **PRODUCTION** 

### **ESG FRAMEWORK**

The types of ESG factors we consider are represented by the following, although from time to time we will consider factors outside this group.

**ENVIRONMENTAL** 

Water Waste Pollution Biodiversity Deforestation Climate Change Reporting on Violations Greenhouse Gas Emissions

**Environmental Opportunities** 

Training Supply Chain Social Licence Human Rights Labour Standards Community Relations Human Capital Policy Employee Engagement Workplace Health & Safety

SOCIAL

**GOVERNANCE** 

**ANIMAL** 

**CRUELTY** 

**Board Quality** Board Diversity Codes of Conduct Risk Management Incentive Structures Board Independence Shareholder Voting Rights Shareholder Concentration Anti-bribery and Corruption Policy

CEO and Executive Remuneration

THE INCORPORATION OF ESG

The incorporation of ESG considerations into the investment process applies across all NAOS investments and involves regular discussions and engagement with companies over material ESG issues.

ESG considerations rest at the core of the NAOS investment process. While the investment team screens all prospective investments on an ESG basis, NAOS also ensures that all its investee companies abide by the same principles. NAOS seeks to ensure investee companies are acting in a responsible manner, are setting clear targets and are having a positive impact on their respective stakeholders (i.e. employees, clients, community). Their impact on the environment is foremost among these priorities. As part of this process, NAOS has continued to evolve its ESG questionnaire it provides to all investee companies. This questionnaire provides NAOS with transparent, consistent and granular data on how these companies are both performing and improving upon these focus points.

Signatory of:



# Key Business & Industry Traits for Maximising Long-term Performance and Reducing the Risk of Permanent Capital Loss Events

A growing revenue base provides companies with a number of competitive advantages such as the ability to scale **Industry Tailwinds Supporting** their fixed cost base and increase margins, the opportunity to reinvest to improve their product or service offering, Long-Term Revenue Growth or the chance to enter new markets and compete on a number of considerations other than just price. Certain products and/or services around the globe can charge a price that is largely irrelevant to the consumer, due **Pricing Power** to the simple fact that it provides such a sound consumer experience. Ideally, a business structure is built from the ground up and is structured in such a way that it has the systems and processes to handle significant scaling without an equivalent dollar of cost being added to the cost base. Scalability Businesses that can demonstrate a trend of increasing profits over the long term have generally been able to increase margins as well. Capability to Internally The ability to invest in organic business initiatives such as research and development, new product or service **Fund Expansion Opportunities** launches into adjacent markets, or small bolt on acquisitions that bring with them a new capability. If a business has a sustainable competitive advantage and can also increase this advantage over time, this will generally lead to significant organic revenue growth over the long term. This is driven by a strong customer **Business Moat** proposition as well as significant pricing power. With such organic growth, the business should have the financial resources to support further innovation to ensure they maintain and even enhance this moat over time. A company with the ability to support the interests of all shareholders can have substantial compounding effects over time. If the Board of Directors, key executives and staff are material shareholders then a business is more Alignment likely to develop a culture, values and a business strategy that aligns with total shareholder return outcomes over the long term.

## Why Invest via a Listed Investment Company?

We strongly believe LICs are a highly effective structure to give investors the highest quality exposure to specific asset classes, which in the case of NAOS is emerging businesses.

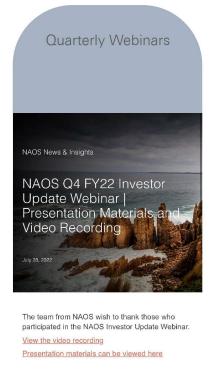
A Listed Investment Company structure:

- Allows the investment manager to build a concentrated portfolio of high-quality investments without needing to worry about short-term liquidity requirements.
- Fund size is generally limited to the upside, allowing investors to maintain a significant exposure to the underlying investments and not be diluted by new investors, which may occur in an openended fund.
- Enables a smoother distribution profile as profits can be retained, as opposed to managed funds which distribute all taxable income annually. Dividends from a LIC may also be fully franked.
- Can provide access to a range of alternative asset classes which may not be suited to an openended structure.

### Investor Awareness and Communication

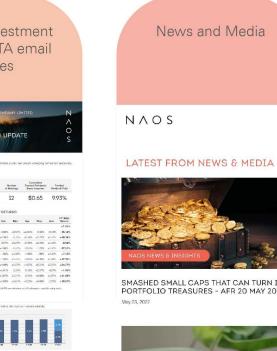
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