CBL Corporation Limited

SFS and IMS Proposed Acquisition - Investor Presentation

30 June 2016

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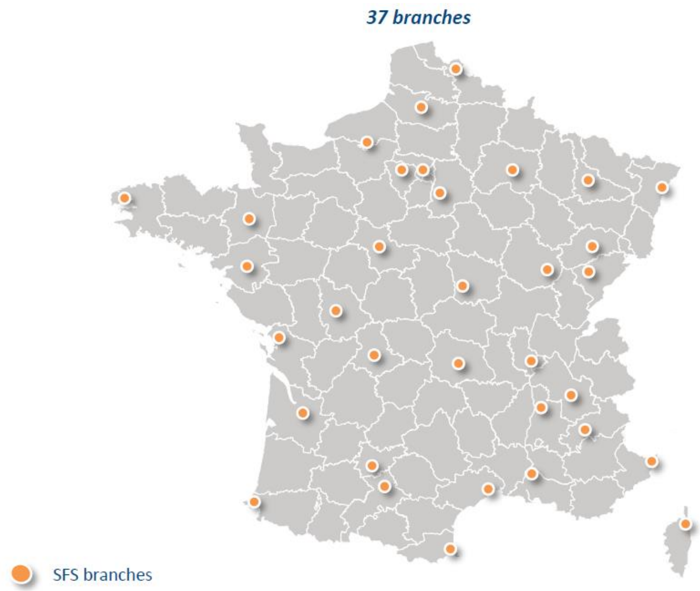
Executive Summary

- CBL Corporation Limited ("CBL") is planning to acquire Securities and Financial Solutions Europe SA ("SFS") and IMS Expert Europe SA ("IMS") for €94m (A$143m; NZ$151m, as of 23 June 2016)
- SFS is France's largest specialist construction-sector insurance broker and CBL's largest single producer, and IMS is SFS' claims management operation
- The businesses operate mainly in France but also operate in other European Territories, such as Spain, Italy and Belgium, and the French Departments and Territories
- SFS and IMS together had net revenue of €41m in 2015, normalised earnings before interest, tax, depreciation and amortisation ("EBITDA") of €8.7m and operating earnings of €8.2m on a normalised basis
- Completion of the acquisition is subject to the usual regulatory processes and consents, including change in control from the Luxembourg Insurance Commission, and is expected to complete before the end of October 2016

SFS Overview

- SFS is a leading MGA in the construction insurance industry across Europe, with 14 years history in the French market
- SFS writes specialist construction-sector insurance products on behalf of insurers in France
- SFS has four subsidiaries in Spain, Italy, Belgium and French Polynesia and operates 42 secondary establishments across mainland France, the French Department and Territories, and New Caledonia, and has an exclusive agent in Corsica
- As an MGA, SFS does not bear any insurance risk and earns revenue from brokerage and fees
- SFS sources its business through two main channels:
  - In-house brokers via its network of 37 branches; and
  - More that 3,000 active independent brokers
- SFS employs about 290 people across their branches and head offices



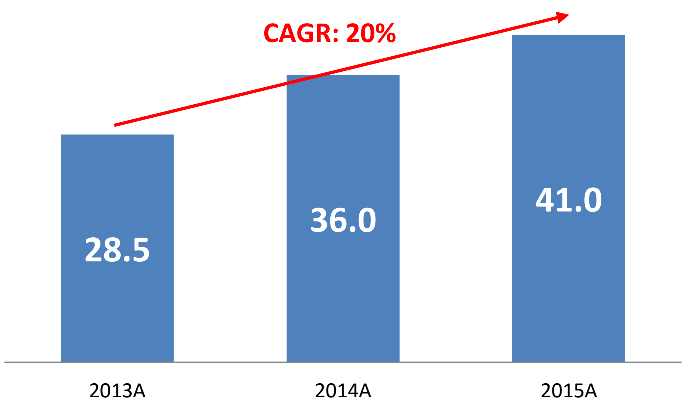
IMS Overview

- IMS' business is dedicated to the "support" functions in the field of construction insurance
- IMS is a claims management business that manages the claims for SFS and other third party clients, and earns revenue from claims management fees
- IMS provides services and advice to insurance professionals (companies and insurance intermediaries), building companies, property promotion companies and individuals
- IMS has its head office in Luxembourg and operates in France through its offices in Paris, Toulouse and Saint-Clotilde
- IMS employs more than 80 employees

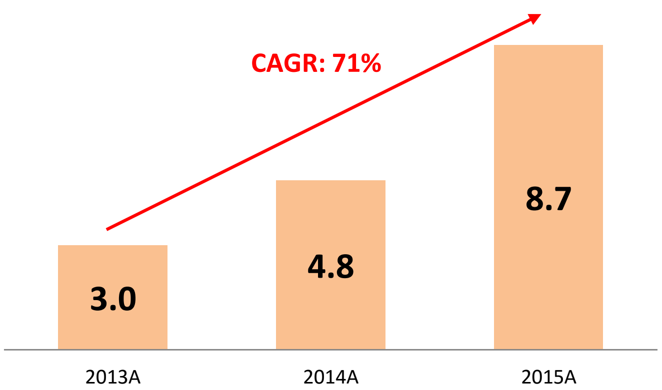
Financial Overview

- SFS has achieved significant growth over the past few years, which is expected to continue under CBL ownership
- Since FY13, SFS has grown net revenue by 20% compounded annual growth rate (“CAGR”) and EBITDA by a CAGR of 71%

Net Revenue (€m)



EBITDA (€m)



CBL corporation

Investment Highlights

☑ Retention of premium	• Secures a major revenue producer for CBL
☑ Access to future premium growth	• CBL has the ability to secure selected lines of new products or geographic expansion of existing products
☑ Enhanced underwriting expertise	• SFS has a wider and deeper pool of construction underwriting in a broader set of products
☑ Strategic alignment	• EISL and SFS can work together to enhance in-market effectiveness for clients
☑ Branch network	• SFS has three major administrative centres and a 37 branch network across France and the Dom Toms with extensive in-market management expertise
☑ Potential revenue synergies	• Both EISL and SFS could gain from leveraging product and product development expertise
☑ Earnings accretive	• Expected to be EPS accretive in the first 12 months following completion on a normalised basis

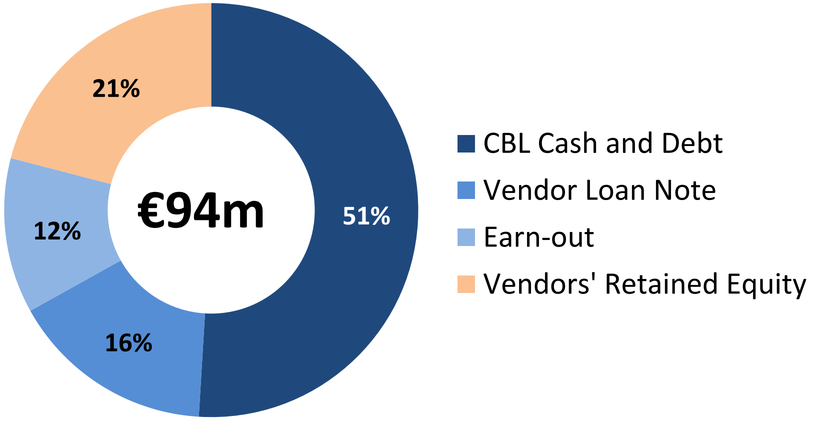
Purchase Price and Valuation

- The negotiated purchase price is expected to be €94m, excluding transaction costs, which is 10.8x FY15 EBITDA of €8.7m
- Purchase price is in line with median listed market multiples and has been priced on a trailing earnings basis, but based on forward earnings the multiple is expected to be lower
- The purchase price is supported by a DCF factoring forecast growth
- Revenue synergies are expected but have not been factored into the purchase price

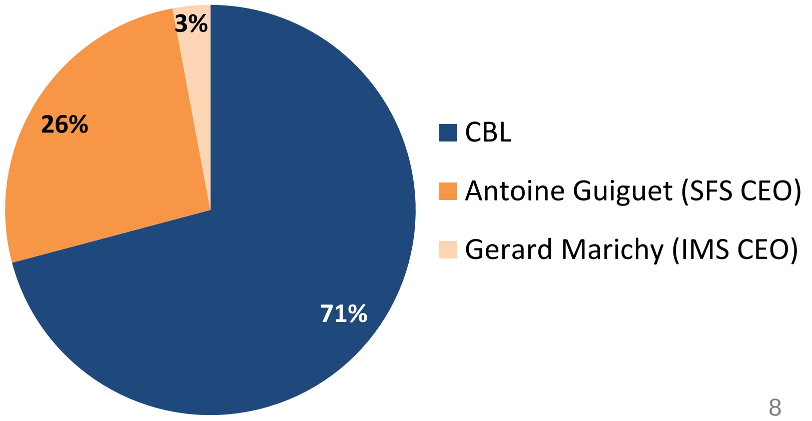
Acquisition Structure

Funding Source	Amount
CBL Cash and Debt	€47.9m
Vendor Loan Note	€15.0m
Earn-out	€11.4m
Vendors' Retained Equity	€19.7m
Total	€94.0m

Purchase Price Structure



Ownership Structure



Acquisition Funding

- CBL will fund the acquisition with a combination of cash and debt
- ANZ has committed to providing acquisition bridge facilities to cover the cash component of the purchase price, subject to documentation
- ANZ terms and conditions are commercially sensitive but CBL is confident it has achieved a competitive funding package
- CBL intends to restructure the ANZ facilities, following repayment of the existing AUD Medium Term Notes, into longer term unsecured funding with the objective of providing certainty and flexibility to the CBL Group

Earnings accretion

- The acquisition is expected to be earnings accretive on a underlying basis in the first full 12 months following completion
- The amount of earnings accretion in FY16 is difficult to quantify, as the completion date is unknown due to regulatory change of control process
- Assuming a full 12 months of earnings, CBL estimates earnings accretion on an underlying basis of between $0.04 and $0.08 per share subject to the future performance of SFS and IMS and the long-term funding structure of CBL

Brexit Impact

- Brexit should not affect SFS/IMS or its domicile.
  - SFS is licensed and domiciled in Luxembourg, and passported into France under EU Freedom of Services directives
  - IMS is a third party claims administration company and not in the business of insurance intermediation
- All business is done in Euros – none in GBP
- Currently some of the insurance premium that SFS generates is through Elite Insurance which is licensed and domiciled in Gibraltar, - and reinsured with CBL Insurance
- CBL's European insurer (CBL Insurance Europe - "CBLIE") is licensed and domiciled in Dublin, Ireland, which is not part of UK, and we do not believe it is ever likely to leave the EU, given it is a large beneficiary of the EU
- CBL has been discussing the change of the routing of the business through Elite and on to CBL Insurance for some time, and instead, to transition all of CBL's European business across to CBLIE at the appropriate time to suit the market. This is expected to take place over the next 6-12 months as Binders and contractual arrangements are able to transitioned on an orderly basis
- This transition should result in a positive effect on EBIT, by way of the elimination/reduction of some acquisition and distribution costs, and other net efficiencies in terms of claims and underwriting