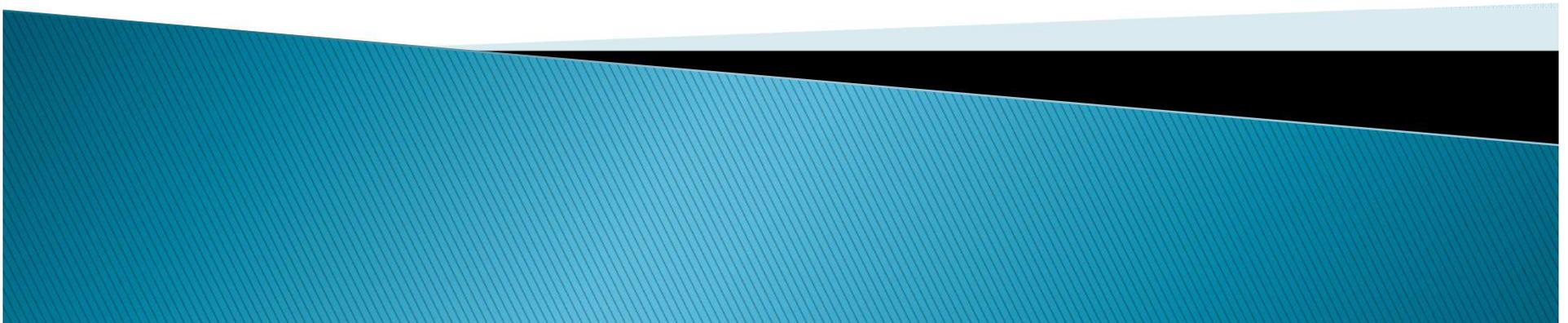




# Acquisition Bloomer Constructions (Qld) Pty Limited

A Leading Residential, Commercial and Industrial Construction Firm

February, 2015



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# 1. Executive Summary

# Executive Summary

- ❑ Nomad Building Solutions Ltd (**NBS or Company**) delivers on its strategic commitment to restore shareholder value.
- ❑ NBS to acquire Bloomer Constructions (Qld) Pty Ltd (**BCQ**) a leading private residential and commercial construction business.
- ❑ Acquisition consideration of \$10.4m.comprises:
  - \$5.9m upfront - \$1.5m cash and up to \$4.4m in NBS shares; plus
  - \$4.5m earn out component payable in NBS shares post FY2017, subject to BCQ generating aggregate EBIT of at least \$8m in FY2016 and FY2017.
- ❑ Implied acquisition multiple of 2.6x average EBIT.
- ❑ BCQ currently has \$158m of work in progress and \$68m of work won but not yet commenced.

# Executive Summary

- ❑ BCQ is a privately owned residential and commercial construction business founded in 1983 with 27 employees and offices in Capalaba, Hendra and Newstead, Queensland.
- ❑ Acquisition is transformational for NBS, injecting significant revenue, earnings and capability into the Company, along with a strong pipeline of projects.
- ❑ Acquisition to enable NBS to leverage its existing infrastructure and preserve and generate value from the Company's tax assets.
- ❑ BCQ founder and owner Wayne Bloomer will become NBS's largest shareholder (initially 19.9%) and enter a 5 year employment agreement with NBS enhancing the new NBS management team working alongside CEO Heather Gardner.



## 2. Overview of Bloomer



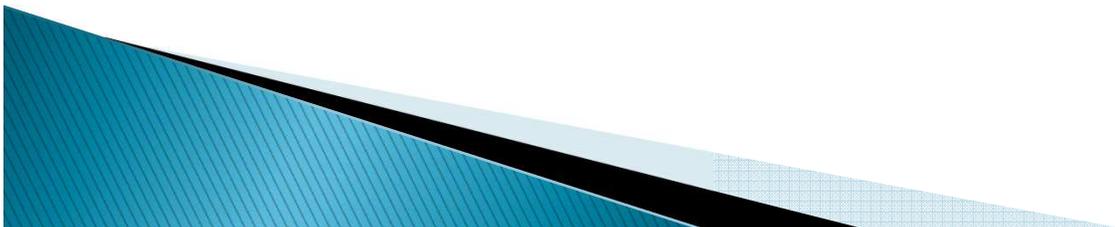
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building solutions limited

## Background

- ❑ BCQ is a privately owned residential and commercial construction business founded in 1983 by Wayne Bloomer.
- ❑ BCQ is a well resourced company with a strong focus on commercial and domestic construction, building and civil works ranging from apartments, townhouses, new housing estates and engineering projects.
- ❑ BCQ construction teams principally operate in QLD and WA, and are well equipped to operate in remote areas, interstate and neighbouring Pacific Islands e.g. Solomon Islands and Nauru.
- ❑ BCQ currently employs 27 staff with offices in Capalaba, Hendra and Newstead, Queensland.





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## Service Offering

### COMMERCIAL

- Business Parks and Low Rise Industrial
- Medical Facilities
- Hospitality Construction/Refurbishment/Fit-out
- Medium Rise multi tenanted

### RESIDENTIAL

- Low to Medium Rise Unit Developments
- High Volume Townhouse
- Prestige Single Occupancy Housing
- Prestige Unit Developments
- Remote Investment Housing

### MINING, RESOURCES & REMOTE WORKS

- Permanent Accommodation Villages (Full Turn Key or install only)
- Construction, Fly & Mobile Camps
- Workshops and Support Buildings
- Remote Civil Services (waste water treatment facilities and power generation)
- All trades, management and safety labour hire



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## Service Offering cont'd

### **CIVIL WORKS**

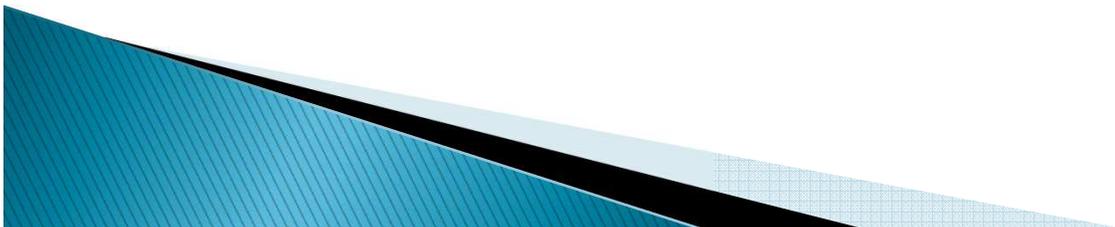
- Sub-divisions
- Road-works
- Civil Plumbing

### **GENERAL MANAGEMENT**

- Contract project and construction management services for any project
- Tender and bid management
- Project auditing and administration

### **PROCUREMENT**

- BCQ provide a range of procurement services to clients - all delivered in a timely manner complete with all required accessories for immediate installation or operation at the final location



## **BCQ Customer Overview**

BCQ has a broad range of customers – in particular steady residential project income accounted for ~18% of revenue in FY2014. This group of customers (75% by number) were invoiced for amounts <\$250k.

In FY2014 BCQ had 225 customers and it's top 10 customers accounted for ~53% of revenue.



## Leveraged to East Coast Growth Market

Key drivers to east coast construction industry growth:

- record low interest rates
- low unemployment
- rising household wealth
- relative housing affordability
- low vacancy rates
- rising rents

The states on the Eastern seaboard are experiencing the largest deficiencies in housing stock, where new dwelling construction has lagged population growth.

Dwelling completions are expected to increase in response to developing pricing pressures and flattening affordability.





## Recent Completed Projects: Queensland

### **BAYSIDE BUSINESS PARK, CLEVELAND**

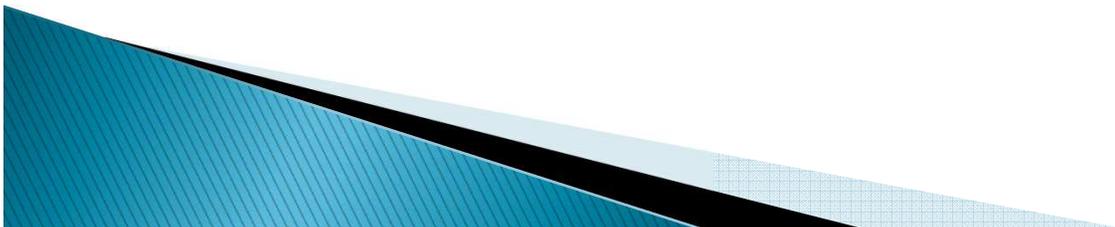
- Industrial subdivision and construction of mixed use facilities comprising of four separate buildings including medical treatment and assessment commercial office, hospitality, gymnasium, and childcare facilities.

### **SUPPLY OF MODULAR ACCOMMODATION AND LAUNDRY UNITS, RIO TINTO, HAIL CREEK OPERATIONS**

- Design, construct and supply ex-yard, 73 x 3 man accommodation modules and 8 x laundry buildings.

### **RANGEVIEW VILLAGE, BLACKWATER**

- Civil works and the construction of 339 man permanent accommodation village including full catering, recreation and administration facilities.



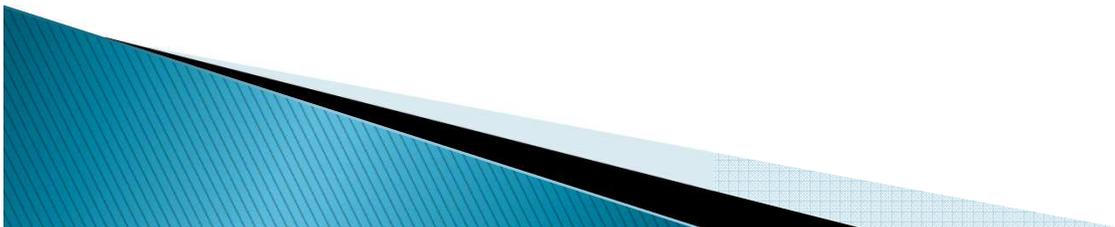
## Recent Completed Projects: Queensland

### KITCHEN/DINER FACILITY, X-STRATA ROLLESTON COAL MINE, ROLLESTON

- A new, design and construct Kitchen Diner with 600 seats and the capacity to serve over 1000 meals per sitting.

### MINE INDUSTRIAL ADMINISTRATION FACILITY, X-STRATA ROLLESTON COAL MINE, ROLLESTON

- Design and Construct Administration Office block, Muster Hall and extension to existing bath house facilities.



## **Recent Completed Projects: Western Australia, NT and Pacific Islands**

### **GATEWAY VILLAGE, SOUTH HEDLAND, WESTERN AUSTRALIA**

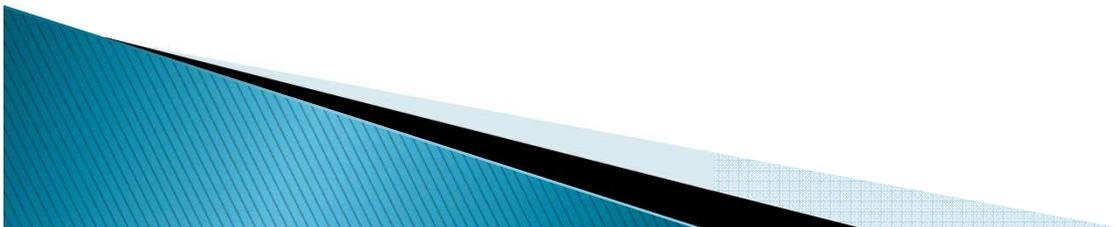
- Installation of a 1239 man double-storey accommodation village for Compass Group (Australia), including design and construction (in-situ) of the associated 4700 sqm Commercial Kitchen Diner Complex, Administration and Retail Building, Recreation Building, Wet Mess, Amenities and Maintenance Buildings and other Central Support Buildings. The project included installation of a temporary 194 man Advanced Accommodation Stage which also included a Temporary Kitchen Diner and in-situ Administration Building and Recreation Building.

### **CHALETS, GATEWAY VILLAGE, SOUTH HEDLAND, WESTERN AUSTRALIA**

- An extension of our Gateway Village project, the Chalets are a fast track design and insitu construct project encompassing 100 self-contained 1 bedroom apartments built on the site of the former construction camp.

### **VELOCITY VILLAGE, KARRATHA, WESTERN AUSTRALIA**

- Installation of 92 modular units for Velocity village.



## Recent Completed Projects: Western Australia, NT and Pacific Islands

### LANDCORP ORD RIVER VILLAGE, KUNUNURRA, WA

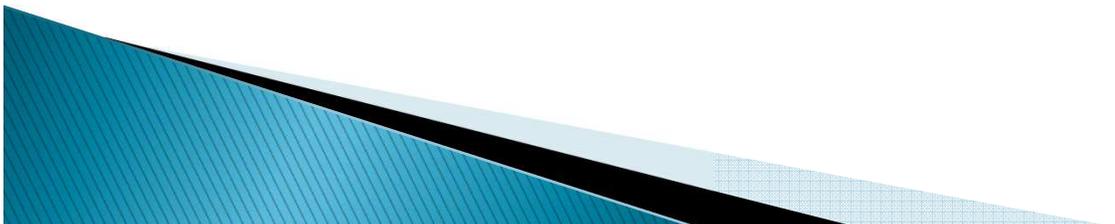
- Installation of 180 room village and ancillary facilities including catering and recreational. Civil works and the detailed refurbishment of existing accommodation stock.

### 80PV, GROOTE EYLANDT NORTHERN TERRITORY

- Installation of an accommodation village for Groote Eylandt Mining Corporation (GEMCO – BHP Billiton) on Groote Eylandt.

### XO BUILDING, HONIARA, SOLOMON ISLANDS

- Supply and install of a 670 sqm modular, 2 storey office block for the Australian Federal Police at Rove in Honiara.





## BCQ Financials

- For the 3 years FY2012-2014 BCQ revenues have ranged between \$102-176m
- BCQ FY2014 revenues were \$109m
- BCQ has a strong pipeline of projects due for completion for remainder of FY2015, through out FY2016 and into FY2017
- BCQ currently has work in progress of \$158m and \$68m of work won but not yet commenced
- BCQ is expected to generate EBIT margins of approximately 3.5% on the \$226m of work in hand and work won but not yet commenced
- BCQ expected to generate total EBIT of at least \$8m over FY2016 and FY2017 and accordingly NBS expects full earn out consideration of \$4.5m to be paid
- BCQ has historically demonstrated capability to rapidly scale its operational response to increased demand for its services

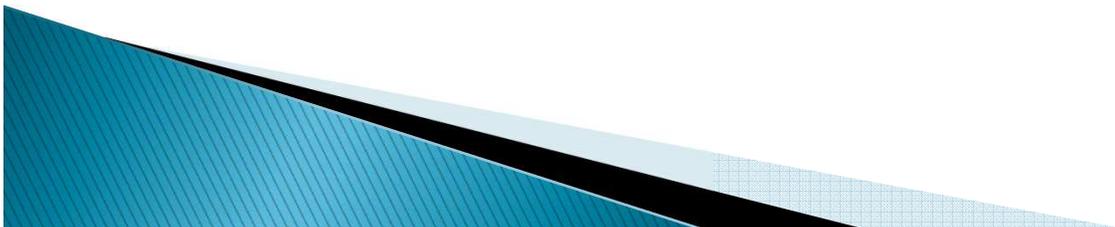
# 3. Strategic Rationale

# Strategic Rationale



## Acquisition Highlights

- BCQ is a strong, well regarded business complementary to existing NBS operations
- Injects significant revenue, earnings and capability into NBS
- Founder / Owner Wayne Bloomer to be NBS's largest shareholder and to continue operating BCQ under 5 year employment agreement
- Leveraged to high growth construction markets in QLD and NSW
- BCQ delivers robust pipeline of projects
- Bolsters NBS balance sheet with addition of \$5.0m of net assets
- Acquisition preserves and provides mechanism to utilise valuable tax assets



# Strategic Rationale

## Our Brands



*King Village*



# 4. Acquisition Terms

# Acquisition Terms

<b>Structure</b>	Acquisition of 100% of the shares in Bloomer Constructions
<b>Purchase price: Cash</b>	\$1.5m cash payable at completion (April 2015)
<b>Purchase price: NBS Shares</b>	\$4.4m in new NBS shares: 88m shares issued at \$0.05 per share – subject to escrow
<b>Earn-out consideration: NBS Shares</b>	Potential earn-out of \$4.5m in new NBS shares made up of: <ul style="list-style-type: none"><li>• \$1.5m Attendance Target: 30m NBS shares at \$0.05 per share</li><li>• \$3.0m Performance Target: up to 46.2m NBS shares at \$0.065 per share</li></ul>
<b>Employment</b>	Wayne Bloomer will enter into a 5 year employment agreement with NBS and will work with CEO Heather Gardner

# Acquisition Terms

<b>Funding</b>	Purchase consideration to be funded from a combination of existing cash reserves and via a \$3.5m placement at \$0.05 per share to sophisticated and professional investors and directors of NBS managed by Ryder Capital Pty Ltd
<b>Completion</b>	Subject to satisfaction of conditions precedent (see below) and shareholder approval expected to take place in April 2015.  At completion BCG must have a minimum \$5m of net tangible assets, and is subject to a completion adjustment mechanism affecting the number of Completions Shares to be issued to Vendor
<b>Conditions precedent</b>	No material adverse change  Any approvals required by NBS

# 5. Conclusion

# Conclusion

BCQ acquisition delivers the following to NBS shareholders:

- A strong, well known complimentary operating business
- Significant revenue and earnings
- Founder & Owner to continue operating BCQ
- Leveraged to high growth markets in QLD and NSW
- Robust pipeline of opportunities
- Bolsters NBS balance sheet
- Preserves and unlocks valuable tax assets
- Brings forward ability of NBS to consider the resumption of dividend payments

***BCQ acquisition is a transformational deal for NBS***

***NBS is growing again, and with prudent diligence will continue to look for other value enhancing M&A opportunities***