# MARWYN VALUE INVESTORS LIMITED

UNAUDITED INTERIM RESULTS FOR THE 6 MONTH PERIOD TO 30 JUNE 2013

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# UNAUDITED INTERIM RESULTS FOR THE SIX MONTHS ENDED 30 JUNE 2013

#### PERFORMANCE SUMMARY

Marwyn Value Investors Limited (the "Company") (LSE: MVI) provides access to the investment strategy pursued by Marwyn Value Investors LP (the "Master Fund"). The Company is listed on the Specialist Fund Market of the London Stock Exchange.

Key performance features for the 6 months ended 30 June 2013 are as follows:

- The Company posted an increase in the Net Asset Value ("NAV") of the Ordinary shares of 15.1%. The NAV since inception has increased by 147.6%. That compares with an increase in value of the FTSE All Share Cap Index (ex Investment Trusts) of 7.6% over the same period;
- The above NAV figure includes a liquidity discount in respect of the investment in the Master Fund, as required by IFRS. The NAV reported by the Company in its NAV statement, which does not include a liquidity discount, increased by 12.5% over the first 6 months of 2013 and increased 171.05% since inception;
- The price per Ordinary share increased by 25.7% from 122.5p on 31 December 2012 to 154p on 30 June 2013 and is 158.75p as at the date of this annual report;
- The NAV of the B Ordinary shares reduced by 40% during the year with the share price reducing by 15.1% from 53.0p on 31 December 2012 to 45p on 30 June 2013 and is 45p as at the date of release of this annual report;
- The above NAV figure includes a liquidity discount as required by IRFS. The NAV reported by the Company in its NAV statement, which does not include a liquidity discount, decreased by 40.3% over the first half of 2013 and 51.1% since inception;
- The Master Fund's investee companies have together delivered a net internal rate of return (IRR) to investors of 23.4% on a total of approximately £1.1 billion of invested equity (combining capital invested by the Master Fund and third party investors).

#### REPORT OF THE CHAIRMAN

I am pleased to present to the shareholders the unaudited interim accounts of the Company for the six months ended 30 June 2013.

#### **Ordinary Shares**

The underlying portfolio for the Company's Ordinary share class continued to perform well during the first half of 2013, reflecting the overall performance of the Master Fund in the first six months of 2013. This was primarily due to the performance of the share price of Entertainment One Ltd ("ETO"), the fund's largest position, following completion by ETO of its acquisition of Alliance and the release of strong annual results, alongside robust performance from Breedon Aggregates and Advanced Computer Software. A detailed review of the performance of the portfolio companies is set out in the Investment Summary.

Since 31 December 2012, the date of the Company's annual results, the Company has reported a 15.1% increase in its NAV. The price per Ordinary share has increased by 25.7%.

# **B** Ordinary Shares

The financial performance of the underlying portfolio for the Company's B Ordinary share class has continued to fall behind forecast figures, which has impacted on the share prices of the invested companies and subsequently the performance of the Master Fund.

The price per share for the Company's B Ordinary shares as at 30 June 2013 was 15.1% lower than the share price at the end of 2012. The NAV for the first six months of 2013 reduced by 40%.

A more detailed report on the performance of the underlying portfolio companies for both share classes are contained on pages 4 to 13.

# **Investment Performance**

A summary of the returns against various benchmarks for the period and from inception is set out below.

The NAV per Ordinary share of the Company increased during the financial period by 25.2p to 192.3p, an increase of 15.1%. As at 30 June 2013, the discount of the share price to net asset value per share was 24.9%, a decrease over the 6 month period from 26.7% as at 31 December 2012.

Performance	NAV %	FTSE All	FTSE	MSCI
		Share (Ex-	Small	Europe
		Inv Tr) %	Cap %	Net (€)
				%
Year to date (to 30/06/2013)	+15.1%	+6.3%	+11.6%	+3.6%
Since inception <sup>1</sup> (1/3/2006 to 30/06/2013)	+147.6%	+7.6%	+5.7%	+4.7%

The NAV per B Ordinary share of the Company decreased during the period by 26.7p to 40p, a decrease of 40%. As at 30 June 2013, the premium of the share price to the net asset value was 11%, a reduction from the discount of 20.5% as at 31 December 2012.

<sup>1</sup> Illustrative performance taking into account the performance of the respective share classes prior to the amalgamation and the impact of the amalgamation. If issue costs are taken into consideration the equivalent performance would be 135.3%.

Performance	NAV %	FTSE All Share (Ex- Inv Tr) %	FTSE Small Cap %	MSCI Europe Net (€)
		IIIV 11) /0	Сар 70	%
Year to date (to 30/06/2013)	-40.0%	+6.3%	+11.6%	+3.6%
Since inception <sup>2</sup> (30/11/2009 to 30/06/2013)	-56.4%	+23.9%	+40.4%	+31.9%

The NAV figures presented above include a liquidity discount as required by IFRS whereas the comparative performance figures for the relevant indices are as published to the market. A reconciliation of the NAV reported per these financial statements in accordance with IFRS and the NAV reported by the Company in its NAV release for 30 June 2013 is provided in Note 1 to the unaudited financial statements.

The principal risks and uncertainties facing the Company have not changed since the publication of the last annual financial report. A summary of those risks and uncertainties is included in the notes to the condensed financial statements.

#### Change in Manager

As part of a review of Marwyn Capital Management Limited's (the "Previous Manager") group structure at the time of the implementation of the Alternative Investment Fund Managers Directive, Marwyn Value Investors LP has appointed Marwyn Asset Management Limited (the "Manager"), a new company incorporated in Jersey and licensed as of 19 July 2013 as a fund manager, as its manager, replacing the Previous Manager. The Manager is wholly owned by the Previous Manager. James Corsellis and Mark Watts are directors of the Manager alongside Michael Price, Paul Cookson, Louisa Bonney and Anita Weaver. The Manager has been appointed on the same commercial terms as applied to the Previous Manager with no changes to management fees. Marwyn Investment Management LLP is the investment adviser to the Manager and its fees and expenses are paid by the Manager.

#### Ordinary shares proposals and creation of new share class

Having consulted a range of existing and potential new investors in the Ordinary Shares, the Company's directors and the Board of the General Partner of Marwyn Value Investors LP approved on 22 August the following proposals in relation to the Ordinary shares: a) to amend the investment policy of Marwyn Value Investors L.P. (the "Master Fund"), relating to investments on behalf of holders of Ordinary Shares ("Ordinary Shareholders"), by creating a new class of interests in the Master Fund permitted to make new investments; b) to introduce a distribution policy (the "Distribution Policy") which will result in at least 50% of net capital gains made on each profitable realisation being used to fund tender offers, share buy-backs, returns of capital or other distributions to Ordinary Shareholders; c) introducing five-yearly redemption opportunities, commencing in September 2016, for up to 100% of the Ordinary Shares at net asset value less costs (the "Redemption Opportunities"); and d) cancelling the exchange procedure for investors in the Ordinary Shares (the "Exchange Procedure"). The proposals are subject to the approval of shareholders and the Company expects to send a circular to its shareholders in due course to convene the required extraordinary general meeting and class meetings to approve them.

#### **Robert Ware**

Chairman 29 August 2013

<sup>2</sup> The calculation is based on capital raised net of issue costs. If issue costs are taken into consideration the equivalent performance would be -60.0%.

#### REPORT OF THE INVESTMENT MANAGER

#### What we invest in

One of the founding principles of our investment strategy has been to focus on companies and sectors that allow us to predict mid-term profitability with a fair degree of certainty given the resilience of the underlying revenue streams. Favourable characteristics include regulatory landscape, industry structure or specific product or service attributes. Businesses that fit our investment criteria may operate within an area that is largely non-discretionary spend (eg asbestos remediation) or in those sectors that tend to outperform in tougher times (eg low ticket entertainment). Accordingly, these companies make up material proportions of our portfolio.

## How we invest

If our investment criteria represent the potential then it is our first class management teams that we rely on to deliver value to shareholders. We firmly believe that high quality management is the critical factor in driving returns. We have the conviction to take a contrarian view and back a management team that has demonstrated a thorough understanding of a sector's dynamics.

We work extremely closely with the management teams of our portfolio companies, committing at least two investment professionals to each investment throughout its lifetime. Our role is to act in support of management teams where appropriate, providing additional financial and advisory resources not ordinarily available to them. We believe this provides significant benefits to our portfolio companies and forms an integral part of our risk management process as investment manager and guardian of the Fund's capital.

We have consistently taken a moderate approach to leverage within the portfolio companies. Whilst we cannot claim to have had exclusive foresight of the current credit environment, it has long been apparent to operational managers that high leverage brings with it significant business risks. Immediate risks are obvious in a trading environment that threatens covenant breach and subsequent challenges in refinancing. In addition, our view is also that leverage discourages the recruitment of first class management teams who, understandably, do not want to run companies where leverage may place undue constraints on growth and decision making. High leverage risks shackling management to short term covenant targets at the expense of investing in the longer term future of the company. It can dramatically reduce management's appetite to act dynamically in market environments where even greater opportunities may present themselves.

# **Investing in this environment**

In what turned out to be a period in which the economic uncertainty of 2012 continued to be a dominant theme, we are pleased with the operating performance of all of our portfolio companies during the first half of 2013. We have again demonstrated the resilience of an investment model that concentrates on working closely with management and adding operational value to our investee companies. Our hands-on investment approach has built an impressive track record of consistent returns. Whilst the performance of the fund's two smallest companies lag slightly behind market estimates of financial performance, we believe that the underlying portfolio is well positioned to perform strongly during the current financial year and beyond.

### Allocation of Marwyn Value Investors Limited NAV by company

Based upon the Company's investments in the Master Fund, the Company's total NAV is broken down across the following companies in the following percentages as at 30 June 2013:

# **Ordinary Shares**

Company	Ticker	Sector	% of NAV
Advanced Computer Software plc	ASW LN	Healthcare Software	14.04%
Entertainment One Limited	ETO LN	Entertainment Rights	75.71%
Breedon Aggregates Limited	BREE LN	Construction Materials	19.69%
Marwyn Management Partners plc	MMP LN	Financial Services	1.01%
Silverdell plc	SID LN	Asbestos Services	3.73%
Other assets of the Master Fund			4.13%
Liabilities of the Master Fund			-18.30%
Net assets			100.00%

# **B** Ordinary Shares

Company	Ticker	Sector	% of NAV
Fulcrum Utility Services Limited	FCRM LN	Support Services	53.25%
Paragon Entertainment Limited	PEL LN	Leisure and Entertainment	48.88%
Other assets of the Master Fund			7.40%
Liabilities of the Master Fund			-5.55%
Net assets			100.00%

#### Ordinary shares changes and creation of new share class

As mentioned by the Chairman in his report, the Board of the Company approved proposals to create a new share class in the Master Fund permitting new investments; to introduce a distribution policy which will result in at least 50% of net capital gains made on each profitable realisation being used to fund tender offers, share buy-backs, returns of capital or other distributions to Ordinary Shareholders; the introduction of five-yearly redemption opportunities, commencing in September 2016, for up to 100% of the Ordinary Shares at net asset value less costs and the cancellation of the exchange procedure for investors in the Ordinary Shares. These proposals remain subject to shareholder approval.

The main benefits of the Proposals for Ordinary Shareholders will be:

- enabling the Master Fund to take advantage of new investment opportunities identified by Marwyn Investment Management LLP ("Marwyn") using the investment strategy which, to date, has created significant value for Ordinary Shareholders;
- 2) a clearly defined distribution policy, which should reduce the cash drag on Ordinary Shareholders' returns following substantial realisations and pending re-investment and create increased liquidity for Ordinary Shareholders;
- 3) regular opportunities commencing in September 2016 and five-yearly thereafter for Ordinary Shareholders to guarantee all or part of their investment will be realised in a manner that aims to maximise the investment returns and at a value close to its net asset value irrespective of any discount to net asset value at which the Ordinary Shares may trade in the secondary market in the future or the liquidity of the Ordinary Shares in the secondary market; and
- 4) simplifying the Company's capital structure by removing the Exchange Procedure for investors in the Ordinary Shares.

These benefits should, over time, enhance the appeal of the Ordinary Shares to investors and, accordingly, should attract market support for the Ordinary Shares over the medium to long term. In turn, this should lead to an improvement in the rating and liquidity of the Ordinary Shares.

#### INVESTMENTS – ORDINARY SHARES

**Company:** Entertainment One Limited ("ETO")

**Sector:** Entertainment Rights

Ticker: ETO LN

#### Introduction:

ETO is a leading international entertainment group incorporating international film distribution and independent television content production. ETO's international footprint covers Canada, the U.S., the UK, Australia, Benelux and Spain.

### Management Biography:

Darren Throop (CEO) has over 20 years of executive management experience in the entertainment industry. Darren has been CEO of ETO since July 2003 and has been in the Group since 1999.

Patrice Theroux (President of Filmed Entertainment) has over 25 years of experience in the motion picture industry and until June 2006 was president and CEO of the Toronto Stock Exchange listed Motion Picture Distribution LP.

Giles Willits (CFO) joined the board of ETO in May 2007. He was formally director of Group Finance at J Sainsbury plc from 2005 to 2007 and group corporate development director and interim group finance director at Woolworths Group plc.

# Progress over the Period:

ETO announced in January that it intended to complete the CAD\$225 million acquisition of Alliance as no concerns were raised by the Canadian Competition Bureau. Completion was announced on 9 January 2013. In conjunction with the Alliance acquisition, the Group completed a new US\$430 million syndicated debt facility. The facility ensures that the business has access to increased funding over the next five years to support its growth plans.

The Company announced its results in May 2013 for the financial year ended 31 March 2013: Adjusted Revenue and underlying adjusted EBITDA were up by 25% and 19% respectively against the prior year. The Film division released over 200 titles theatrically with gross box office up 79% to US\$376 million (2012: US\$210 million) whereas TV division delivered 295 half hours of television programming (2012: 237 half hours). ETO also informed that the integration of the Alliance acquisition was substantially complete with the full C\$20 million of targeted synergy savings achieved on an annualised basis after just 4 months with further savings anticipated. The Company announced it will adapt a progressive dividend policy, with an inaugural dividend payment expected to be made following the 2014 full year financial results.

In an IMS statement released in June for the first 2 months to 31<sup>st</sup> of May 2013, ETO reported Group revenues up over 50% on prior year, including doubling of group digital revenues. Investment in content also doubled vs prior year, with earnings in line with Management's expectations.

#### **Investment Performance:**

During the six month period to 30 June 2013, ETO's share price increased from 168.5p to 193.5p.

**Company:** Breedon Aggregates Limited ("BREE")

**Sector:** Building Materials

Ticker: BREE LN

#### Introduction:

BREE is the largest independent aggregates company in the UK, operating across Central England, East Anglia, Eastern England and Scotland. BREE supplies a wide range of products and services to the construction and building sectors.

# Management Biography:

Peter Tom CBE (Chairman) has more than 50 years' experience in the aggregates industry, latterly as CEO of Aggregate Industries plc and Holcim.

Simon Vivian (Group Chief Executive) has over 20 years' experience in aggregates and construction, most recently as CEO of Mowlem plc where he negotiated the takeover of Mowlem by Carillion plc in 2005.

Ian Peters (Group Finance Director) has more than 25 years' experience in the European aggregates industry, initially in financial controller roles within the UK aggregates business of Hanson.

## Progress over the Period:

BREE announced its audited annual results for the year ended 31 December 2012 in March. The Company performed well over the 12-month period ended 31 December 2012, with revenue broadly in line with market expectations. The EBITDA margin had continued to improve since the trading update in November 2012, which together with lower depreciation, depletion and amortisation and an improved contribution from Associates, meant underlying profit before tax was set to significantly exceed expectations. Highlights were; revenues increased by 2.7% against prior year to £173.5m and underlying EBITDA reached £20.3m, 18.3% higher than prior year.

In April, Breedon acquired Scottish assets from Aggregate Industries for £34.0m. The acquisition added 6 active quarries, 4 asphalt plants, 7 ready-mixed concrete plants and 2 concrete block plants. As a result of the deal, group mineral reserves and resources more than doubled. There was forecasted to be an addition of approximately 20% to Group revenue and 24% to Group EBITDA in 2012. Following the the deal, the Company received a request from the Office of Fair Trading for certain interim undertakings, in particular, to ensure that assets are not to be impaired during review.

During April, Breedon also agreed to the acquisition of assets from Marshalls Mono Limited for an initial consideration of £17.5 million in cash. The final consideration will be up to £19.0 million, dependent on certain conditions subsequent. The assets to be acquired comprised freehold and leasehold quarries, and the agreement also includes an option to develop sand and gravel resources.

#### **Investment Performance:**

During the six month period to 30 June 2013, BREE's share price increased from 21.75p to 26.63p.

Company: Advanced Computer Software plc ("ACS")

**Sector:** Healthcare Software

Ticker: ASW LN

#### Introduction:

ACS is a leading provider of patient management software solutions for the healthcare sector and back office solutions for businesses and organisations in both the public and commercial sectors.

# Management Biography:

Michael Jackson (Chairman) founded Elderstreet Investments Limited in 1990 and for the past 30 years has specialised in investing in the smaller companies sector. Michael was previously Chairman of The Sage Group plc, Computer Software Group plc ("CSG") and Party Gaming plc.

Vin Murria (CEO) has over 20 years' experience of working for private equity backed and publicly listed companies focused on the software sector. During this time Vin has held a number of senior positions including CEO of CSG which she took private in May 2007.

Guy Millward (CFO) was most recently Group Finance Director of private equity-owned IT company, BigHand Limited. Previous roles include Group Finance Director of listed companies Kewill plc, Alterian plc and Morse plc, and at an IT division of GE.

# Progress over the Period:

ASW announced in February its intention to raise £44m through an oversubscribed placing of 55m shares at 80p per share. The Company advised that 65% of the shares would be placed with existing shareholders. The Master Fund did not participate in the placing.

In March the Company acquired Computer Software Holdings ("CSH") from HgCapital LP for £110m in cash. The transaction was financed through ACS' existing cash resources, provided by the share placing and by new bank debt. CSH is a leading provider of accounting and back office software to the UK professional services market and CRM software for the not-for-profit market. It also provides accounting software to SMEs, as well as mobile solutions for field services operations.

Guy Millward, one of the Group's non-executive directors, was appointed Chief Financial Officer in June. Barbara Firth, the previous Chief Financial Officer, has remained on the Board as Chief Operating Officer responsible for acquisitions and integration.

In June, the Company released its full year results for the year ended 28<sup>th</sup> of February 2013. Highlights included; strong organic growth of 9% and completion of three strategic acquisitions. Group revenue from continuing operations was £120.9m, up 23%, with £189.1m of future revenue contracted, and adjusted EBITDA rose 12% to £27.0m. The results were underpinned by strong cash conversion of 108%, with net cash at the end of the year of £30.9m. A maiden dividend of 0.4p per share was proposed.

#### **Investment Performance:**

During the six month period to 30 June 2013, ACS' share price increased from 75.8p to 90p.

Company: Silverdell plc ("SID")
Sector: Asbestos Services

Ticker: SID LN

#### Introduction:

SID is an environmental support services business, offering a full suite of specialist services providing for the safe management and disposal of high hazard materials and built assets worldwide, working across the public, private, construction and industrial markets.

#### Management Biography:

Stuart Doughty (Non-Executive Chairman) has over 49 years experience in the construction industry and from 2001 to 2005 served as Chief Executive Officer of Costain Group plc.

Sean Nutley (CEO) has more than 20 years' experience in the asbestos and environmental sectors. Sean was previously Chief Operating Officer of SID and has been a board member since 2006.

Ian Johnson (CFO) was previously Group Finance Director of McBride Plc. Ian has also held senior finance roles within Taylor Wimpey Plc, including Commercial Director for the Taylor Morrison Inc in North America.

#### Progress over the period:

During January 2013 Silverdell ("SID") announced that it had agreed a £12 million contract with Canada's largest electricity generator, Hydro Québec. The contract was due to start in Q2 2013 and will complete within 12 months. SID confirmed on 31 January 2013 the terms of its maiden dividend at 0.175 pence (c. £550k in total) due to be paid on 22 March 2013.

The Company announced in March that it had taken the decision to accept an offer of circa £1m as final settlement from Shaw Group on its 18 month final account negotiation on Pembroke Power Station, a contract secured in 2010. As a result, a non-recurring exceptional charge of around £2.5m would be recorded in the first half of 2013. The Company's underlying profit for 2013 would not be affected, however year end net debt is now anticipated to be approximately £1m higher than previous expectations.

In June SID announced its interim results to 31 March 2013 with revenue of £63.9m representing growth of 103% on the previous year (proforma revenue growth including a full 12 months of the EDS acquisition was 15%). Adjusted EBITDA for the period was £5.2m representing growth of 206% (33% on a proforma basis). Adjusted EBITDA was marginally above Silverdell's previously announced guidance of £4.5-5.0m. In addition, SID announced adjusted EPS of 0.8p (up from 0.4p in 2012), a strong order book of £238m (up 9% since September) and net debt of £15.8m in line with estimates. Despite tough trading in the UK market, the Company stated that its total pipeline of opportunities was at record levels (over £300m) with significant expansion opportunities in Canada and Australia.

SID also announced a number of new contract wins across the group, in total worth £12.1m in revenue. The contracts are in the demolition, decommissioning and remediation divisions in Canada and the UK. At least £2.0m of this new contract revenue is scheduled to fall in the current year, with the remainder in 2014.

In early July, the Company requested a temporary trading suspension of its shares on AIM, following one of its subsidiaries (Kitsons Environmental) being placed into administration. The Company has subsequently announced that the trading business of Kitsons will be transferred to another group subsidiary and the Company's bank has provided its continued support to the group prior to seeking a lifting of the suspension from trading of its shares.

**Investment Performance:** 

During the six month period to 30 June 2013, SID's share price decreased from 15.1p to 13p. The Company was valued at the Master Fund level using the last available share price as at the 30<sup>th</sup> of June 2013, prior to the temporary trading suspension.

Company: Marwyn Management Partners plc ("MMP")

**Sector:** Financial Services

Ticker: MMP LN

#### Introduction:

MMP is a holding company listed on the Main Market of the London Stock Exchange, established to acquire interests in one or more operating companies or businesses. MMP seeks to identify experienced management teams with proven sector expertise and back those teams to deliver acquisitive growth strategies.

Following the exit of its Gaming division during 2012, MMP is organised across two divisions. The Luxury Goods division holds and targets investments in the global luxury goods industry and the Industrial division holds and targets investments in the European transport industry. Further information regarding the divisions is contained below.

#### Progress over the Period:

MMP announced in April that the group had entered into a new £5 million secured credit facility with the Master Fund. The Facility will be used for general corporate purposes and to continue the development of the group. Interest is payable on the facility at 8% per annum. The facility has a two year term and is repayable in full at final maturity.

Year end results to 31 December 2012 reported earlier in the year showed total group revenue on continuing operations of £22.3 million (2011: £4.9 million). Adjusted EBITDA on continuing operations was (£3.2) million (2011: (£2.4) million) and loss on continuing operations before tax was (£6.3) million (2011: (£5.2) million). Net debt was £5.0 million (2011: £42.0 million) and the basic and diluted loss per share on continuing operations was 10.1 pence (2011: 17.9 pence).

The Company held its AGM in June 2013, following which the Company made a statement regarding its strategy in light of the Company's share price performance since the acquisition of Le Chameau. The Company stated that Le Chameau was well positioned to develop from its current base into an international luxury brand. Since the acquisition, the focus had been on working closely with the management team and investing in the organisation to establish the company as a standalone operating entity.

The Company stated that MET's strategy of building up the business through acquisition and organic development of new routes for intercity express had seen significant development over the year, although the business requires additional scale and capital to deliver its strategy. The Board stated its commitment to support these divisions to deliver their strategies, which is believed will in turn realise value for shareholders.

Given the Company's share price performance, the Board stated its commitment to exploring all options for delivering value to shareholders. This may include considering moving the Company's listing from the Main Market to AIM.

Following conversations with a number of its shareholders, the Company stated in July 2013 that it had decided to delay a decision to move to AIM. In addition, the Company would evaluate the opportunity to raise additional capital directly into MET via a listing of MET on AIM.

#### **Investment Performance:**

During the six month period to 30 June 2013, MMP's share price decreased from 20.5p to 14.25p.

#### **INVESTMENTS – B ORDINARY SHARES**

**Company:** Fulcrum Utility Services Limited ("FCRM")

**Sector:** Support Services

Ticker: FCRM LN

#### Introduction:

FCRM is an independent gas transportation and connections business, which until July 2010 was a subsidiary of National Grid plc. At the time of acquisition the business was significantly loss-making. Under new management, the business is undertaking a turn-around strategy to become the leading independent utility connections business in the UK and return to strong revenue growth and profitability.

# Management Biography:

Martin Donnachie (Interim CEO) has experience gained from a range of interim leadership roles and, prior to that, 12 years of experience in the house building and construction services sectors. He was Divisional Managing Director of the successful affordable housing division of Rok plc from 2007 until 2010. Prior to that, he held Managing Director roles at George Wimpey plc, Morris Homes Limited and AEA Technology plc. Martin is also a qualified Chartered Accountant.

Philip Holder (Chairman) has over 30 years' experience in the utilities sector. From 1997 to March 2007, Philip was Managing Director of East Surrey Holdings, the mid-cap water and gas utilities business. Philip is also an Operational Adviser for JO Hambro Capital Management Group which manages the Trident Private Equity funds.

Marcus Green (CFO) has more than 15 years' experience in corporate finance and operational finance roles with public companies and SMEs. Marcus joined FCRM in March 2011 having previously spent eight years with KCOM Group plc where he held a succession of finance and commercial roles, including three years as their Group Financial Controller and latterly as Finance Director of their national business-to-business telecoms service provider.

# Progress over the Period:

The Company announced in February a new £4million asset backed financing facility with Lloyds TSB Commercial Finance Limited, a division of Lloyds Banking Group plc. The facility will be used to provide the Group with scope for additional working capital investment for new contracts.

In April, Fulcrum announced that it had signed a significant new framework contract with Npower for the provision of commercial and industrial utility connections services. The Company expects that volumes from this agreement will benefit revenue in the second half of this financial year.

In May and following the departure of Chief Executive John Spellman, FCRM announced the appointment of Martin Donnachie as Interim Chief Executive for a minimum of six months whilst a full time CEO is appointed.

The Company also released its preliminary results for the year ended 31 March 2013 in May. Performance for the year to 31 March 2013 was impacted by the current market conditions for utilities connections characterized by a weak construction sector, delays in securing larger contracts, and reticence

on the part of small and medium sized business to invest. Highlights included Revenues 5% below prior year and flat in the second half of the year, however Fulcrum achieved an improvement in gross margin from 34% to 39% with EBITDA of £1.3m against negative EBITDA of £2.1m last year.

The Company also reported that it had secured a £7.6m contract with Chivas Brothers Limited and Angus Dundee Distillers plc to provide gas infrastructure to four distilleries in the Highlands of Scotland with 10.2 km of pipe laid at 31 March 2013, representing 40% of the total distance.

#### **Investment Performance:**

During the six month period to 30 June 2013, FCRM's share price decreased from 12.5p to 5.9p.

**Company:** Paragon Entertainment Limited ("PEL")

**Sector:** Leisure & Entertainment

Ticker: PEL LN

#### Introduction:

PEL is a visitor attraction design, production and fit-out business working with a broad range of customers including museums, theme parks, shopping malls, retail and corporate clients. PEL's strategy is to create a diversified attractions business with the scope to service an extensive global entertainment industry, expanding through both organic and acquisitive means to gain access to more of the value chain in their core leisure attractions market.

#### Management Biography:

Mark Pyrah (CEO) has over 20 years' experience working in the entertainment industry including film and media, theming and attractions and has spent three years as the UK director of the Themed Entertainment Association. Mark developed Paragon Creative into a market leading theming business with an extensive global client base.

Peter Holdsworth (Production Director) has over 22 years of experience in the realisation of interactive visitor attractions, themed environments and immersive displays. Peter founded Paragon Creative alongside Mark Pyrah in 2003, completing numerous high profile projects both in the UK and worldwide.

Mark Taylor (Commercial Director) has over a decade's private equity and venture capital experience. He has held a number of executive positions at LSE-listed Richemont and Venfin, and as CEO of JSE-listed Intervid where he led the successful turnaround of the group. Mark has spent the last five years as managing director of Global Aquariums BV, a business which develops, owns and manages aquariums in emerging markets.

#### Progress over the Period:

In March 2013, Paragon Entertainment Limited (PEL) announced its preliminary results for the year ended 31 December 2012.

Highlights included revenue of £6.1 million, up 41% on a proforma basis, reflecting considerable growth in the core Design and Build business. Gross profit was £2.0 million, up 44% on a proforma basis, demonstrating improved margins. EBITDA of £305,000 was up 1.3% on a proforma basis.

#### **Investment Performance:**

During the six month period to 30 June 2013, PEL's share price decreased from 6.13p to 5.5p.

# RESPONSIBILITY STATEMENT

We confirm that to the best of our knowledge:

- (a) the Condensed Set of Financial Statements has been prepared in accordance with IAS 34 Interim Financial Reporting;
- (b) the Chairman's Statement and Interim Management Report, Report of the Investment Manager and Condensed Notes to the Financial Statements include:
- \* a fair review of the information required by DTR 4.2.7R (indication of important events during the first six months and description of principal risks and uncertainties for the remaining six months of the year); and
- \* a fair review of the information required by DTR 4.2.8R (disclosure of related parties' transactions and changes therein).

By order of the Board,

Robert Ware Non-executive Chairman

Paul Everitt Non-executive Director

29 August 2013

# STATEMENT OF COMPREHENSIVE INCOME - FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2013

	For the six month period				For the six	or the six month period	
	ended 30 June 2013				ende	d 30 June 2012	
			(unaudited)			(unaudited)	
	Revenue	Capital	Total	Revenue	Capital	Total	
	£	£	£	£	£	£	
INCOME							
Bank interest	131	-	131	132	-	132	
Gain/ (loss) on investments held at fair value through	_	15,345,688	15,345,688	_	(11,393,959)	(11,393,959)	
profit or loss		13,343,000			(11,3/3,/3/)	(11,373,737)	
	131	15,345,688	15,345,819	132	(11,393,959)	(11,393,827)	
EXPENSES	(131)		(131)	(132)	-	(132)	
PROFIT/(LOSS) FOR THE PERIOD	_	15,345,688	15,345,688	_	(11,393,959)	(11,393,959)	
Attributable to holders of Ordinary shares		16,680,414	16,680,414	-	(11,717,699)	(11,717,699)	
Attributable to holders of B Ordinary shares		(1,334,726)	(1,334,726)		323,740	323,740	
Return per Ordinary share -							
basic and diluted	-	25.23p	25.23p	-	(17.73p)	(17.73p)	
Return per B Ordinary share - basic and diluted	-	(26.65p)	(26.65p)	-	6.46p	6.46p	

All items in the above statement derive from continuing operations. The notes to the unaudited condensed financial statements form an integral part of these financial statements.

# STATEMENT OF FINANCIAL POSITION 30 JUNE 2013

	30 June 2013	<b>31 December 2012</b>
	(unaudited)	(audited)
	£	£
NON-CURRENT ASSETS		
Unquoted investments held at fair value through profit or loss	129,138,838	113,793,150
CURRENT ASSETS		
Cash and cash equivalents	263,852	263,743
TOTAL ASSETS	129,402,690	114,056,893
CURRENT LIABILITIES		
Loan	(250,000)	(250,000)
Accruals	(13,852)	(13,743)
TOTAL LIABILITIES	(263,852)	(263,743)
NET ASSETS ATTRIBUTABLE TO EQUITY HOLDERS	129,138,838	113,793,150
EQUITY		
Share capital	87	87
Share premium	48,384,287	48,384,287
Special distributable reserve	26,346,979	26,346,979
Exchange reserve	54,386	54,386
Capital reserve	58,622,261	43,276,573
Revenue reserve	(4,269,162)	(4,269,162)
TOTAL EQUITY	129,138,838	113,793,150
Net assets attributable to each Ordinary share	127,133,625	110,453,211
Net assets attributable to each B Ordinary share	2,005,213	3,339,939
Net assets per Ordinary share	192.32p	167.08p
Net assets per B Ordinary share	40.03p	66.68p

The notes to the unaudited condensed financial statements form an integral part of these financial statements. The financial statements were approved by the Board of Directors and authorised for issue on 29 August 2013.

Robert Ware Paul Everitt

Non-executive Chairman Non-executive Director

# STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO THE EQUITY HOLDERS OF THE COMPANY FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2013 (UNAUDITED)

	Called up share capital	Share premium	Special distributable reserve	Exchange reserve	Capital reserve	Revenue reserve	Total
-	£	£	£	£	£	£	£
As at 1 January 2013	87	48,384,287	26,346,979	54,386	43,276,573	(4,269,162)	113,793,150
Exchanges	-	-	-	-	-	-	-
Profit for the period	-	-	-	-	15,345,688	-	15,345,688
As at 30 June 2013	87	48,384,287	26,346,979	54,386	58,622,261	(4,269,162)	129,138,838

# FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2012 (UNAUDITED)

	Called up share capital	Share premium	Special distributable reserve	Exchange reserve	Capital reserve	Revenue reserve	Total
-	£	£	£	£	£	£	£
As at 1 January 2012	87	48,384,287	26,346,979	54,386	49,151,877	(4,269,162)	119,668,454
Exchanges	-	-	-	-	-	-	-
Loss for the period	-	-	-	-	(11,393,959)	-	(11,393,959)
As at 30 June 2012	87	48,384,287	26,346,979	54,386	37,757,918	(4,269,162)	108,274,495

The notes to the unaudited condensed financial statements form an integral part of these financial statements.

# CASH FLOW STATEMENT FOR THE SIX MONTH PERIOD ENDED 30 JUNE 2013

n	For the six nonth period to	For the six month period to
	<b>30 June 2013</b>	<b>30 June 2012</b>
	(unaudited)	(unaudited)
	£	£
Net cash inflow from operating activities	109	56
Net cash flow from investing activities		
Net cash inflow before financing	109	56
Net cash flow from financing activities		
Increase in cash and cash equivalents	109	56
Cash and cash equivalents at beginning of period	263,743	263,585
Cash and cash equivalents at end of period	263,852	263,641

The notes to the unaudited condensed financial statements form an integral part of these financial statements.

# NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY 2013 TO 30 JUNE 2013

#### **General information**

Marwyn Value Investors Limited is a closed-ended investment fund registered by way of continuation in the Cayman Islands (registered number MC-228005). The rights of the shareholders are governed by Cayman Law and may differ from the rights and duties owed to shareholders in a UK incorporated company. The address of its registered office is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

# **Basis of preparation**

The condensed set of financial statements included in this interim report has been prepared in accordance with the International Accounting Standard (IAS) 34 'Interim Financial Reporting', as adopted by the European Union.

The condensed set of financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Company's annual report and audited financial statements for the year ended 31 December 2012. These interim financial statements have not been audited or reviewed by auditors.

The accounting policies applied in these condensed financial statements are the same as those applied in the Company's consolidated financial statements for the year ended 31 December 2012.

The Company does not operate in an industry where significant or cyclical variations as a result of seasonal activity are experienced during the financial year.

# 1 Financial assets at fair value through profit or loss

The Master Fund investment (Level 3 fair value hierarchy) is fair valued with reference to the NAV as reported by the Master Fund's administrator less the application of a liquidity discount. The calculation of the liquidity discount is made with reference to a number of inputs, some of which are unobservable. The discount is applied to reflect the illiquidity in the Master Fund investment held by the Company. The calculation of the discount therefore considers when the investment may be realised and discounts the estimated forecast cash-flows back to the reporting period end date. The discount rate used in the calculation is an estimate of shareholders' expected returns. The movement in the liquidity discount is recognised within the Net gain/ (loss) on financial assets at fair value through profit or loss within the Statement of Comprehensive Income and all movement recognised therein in the period relates to investments held at period end.

The fair value of the investment held is sensitive to movements in the inputs and hence the estimates of those inputs. An increase (conversely for any decrease) in the estimated time to realise investments will increase the liquidity discount and thereby reduce the fair value of the investment held. The amount of

this change depends upon the relative size of the increase in time versus the prior estimate and the discount rate used. Similarly, an increase (conversely for any decrease) in the discount rate will increase the liquidity discount and reduce the fair value of the investment. The sensitivity of any increase again depends on the relative change and the estimated time to realisation.

All available information to the Company has been used in estimating the inputs used; however, it is feasible that the actual realisation dates for investments being realised will vary significantly from the estimates. Depending on the length of any delay in realisations, this could have a significant impact upon the fair value measurement.

The valuation policy including its appropriateness is considered by the Board as part of the financial reporting process.

Reconciliation of NAV per share per interim results to reported NAV per share

As stated above, these interim results include an adjustment to the NAV of the investments held in the Master Fund as reported by the Master Fund administrator and as used in the reported NAV statements made by the Company. The adjustment represents a liquidity discount and has been included in accordance with IFRS. The following table reconciles the NAV per share reported in these interim results to the NAV per share reported by the Company.

	Ordinary	B Ordinary
	shares	shares
	£	£
Net asset value per interim results	127,133,625	2,005,213
Liquidity discount	12,023,554	245,415
Net asset value used in reported NAV per share	139,157,179	2,250,628
Shares in issue at year end	66,106,473	5,008,870
Net asset value per share per interim results	192.3p	40.0p
Net asset value per share per reported NAV	210.5p	44.9p

# 2 Related Party Transactions

#### (a) Management and incentive fees

Under the Master Fund Management Agreement, the Manager receives monthly management fees from the Master Fund not exceeding 2% per annum of the net asset value of each class of share in the Master Fund, payable monthly in arrears.

Incentive fees to be borne by the Class F and Class B1 Interests within the Master Fund will only be payable on "Returns" being made. For these purposes, Returns shall mean any distribution, dividend or return of capital by the Master Fund to holders of the Class F and Class B1 Interests and purchases of

Ordinary shares and B Ordinary shares by the Company or the Master Fund (which are subsequently cancelled through the Exchange Procedure or otherwise).

# (b) Administration fee

Axio Capital Solutions Limited was paid £27,500 (2012: £27,500) for the administration of the Ordinary shares and B Ordinary shares including administration of the Exchange Procedure. These fees are paid by the Master Fund.

# (c) Board of Directors' remuneration

Robert Ware receives a fee of £20,000 per annum. Paul Everitt and Paul Cookson receive a fee of £30,000 per annum. All Directors are entitled to receive reimbursement for all travel and other costs incurred as a direct result of carrying out their duties as Directors.

The Directors, together with their beneficial interests and those of their families, held the following interests in the Ordinary shares of the Company at 30 June 2013, and there have been no changes in their interests from 30 June 2013 to the date of approval of this interim report.

	Ordinary
	shares
Robert Thomas Ernest Ware	458,715
Paul Cookson	Nil
Paul Everitt	Nil

No Directors held any interest in the B Ordinary shares. The emoluments of the individual Directors for the period were:

	2013	2012
	£	£
Robert Thomas Ernest Ware	10,000	10,000
Paul Cookson*	15,000	1,475
Paul Everitt	15,000	12,500
	40,000	23,975
	· · · · · · · · · · · · · · · · · · ·	

<sup>\*</sup> Appointed 13 June 2012

Directors' fees are paid directly from the Master Fund. The above fees do not include reimbursed expenditure.

# 3 Basic and diluted earnings per ordinary share

The earnings per Ordinary share for the period has been calculated on a weighted average basis and is arrived at by dividing the net (loss)/ profit for the period by the weighted average number of Ordinary shares in issue. The weighted average number of Ordinary shares is 66,106,473 (30 June 2012: 66,106,473) and the weighted average number of B Ordinary shares is 5,008,870 (30 June 2012: 5,008,870).

#### 4 Dividend

The Directors do not recommend an interim dividend. The Company expects to distribute realised returns from investments or make follow-on investments consistent with its investment strategy.

#### 5 Risks and uncertainties

The principal risks and uncertainties facing the Company have not changed since the publication of the last annual financial statements. A summary of those principal risks follows below and a detailed explanation can be found in the notes to the last annual financial statements.

#### Market Risk

The Company's exposure to market risk consists of Interest Rate Risk and Price Risk. The Company is not directly exposed to any material Currency Risk, although this may be a factor in Price Risk as a result of the investments made by the Master Fund.

#### (a) Interest Rate Risk

The Company finances its operations through a mixture of shareholders' capital and retained returns. With the exception of cash at bank, which receives interest at a floating rate and the loan from the Master Fund, which pays interest received net of charges on the corresponding cash amount held, all assets and liabilities of the Company are non-interest bearing. All interest income received by the Company on cash held is paid to the Master Fund in accordance with the Exchange Procedure.

#### (b) Price Risk

The Company invests in two classes of the Master Fund, Class F and Class B1 and is susceptible to market price risk arising from uncertainties about future values of those Master Fund classes. The Company's investment portfolio complies with the investment parameters as disclosed in its SFM Admission document.

Any movement in the value of the Class F or Class B1 of the Master Fund would result in an equivalent movement in the net asset value per Ordinary share and B Ordinary share respectively.

#### Liquidity Risk

The Company's investment in the Master Fund is relatively illiquid as the Master Fund invests a significant part of its assets in illiquid investments. The Master Fund and/ or Company may not be able to readily dispose of such illiquid investments and, in some cases, may be contractually prohibited from disposing of such investments for a specified period of time.

As all operating expenses, other than share issue costs paid directly by the Company from the proceeds of shares issued, are paid by the Master Fund and the loan is repayable by set-off, the Directors do not consider the Company has any liquidity risk.

#### Credit Risk

The main credit risk relates to the cash held with financial institutions. The Company's maximum exposure to credit risk is the carrying value of the cash on the balance sheet. In addition there is the risk that the Master Fund is unable to satisfy valid redemption instructions delivered by the Company. The Directors consider that the Investment Manager manages the Company's exposure to this credit risk by way of its investment process.

#### **6** Subsequent events

After the period end date of these interim accounts, the Master Fund announced a change to the Manager and proposed changes to the Ordinary shares. Details of these changes can be found on page 3 in the Chairman's Report.