
Valuation report



31 March 2015

31 December 2014

<u>NAV per share</u>	€10.58	€10.72
<u>NAV per share, ex dividend</u>	€10.58	€10.53
<u>Adjusted NAV per share¹</u>	€10.13	€10.28
<u>Adjusted NAV per share¹, ex dividend</u>	€10.13	€10.09

Prepared by

N+1

¹ Adjusted for the theoretical performance fee payable to the management company in the hypothetical event that all the company's investees had been sold at the date of this report at a price equal to the values stated in this same report (see "Nmás1 Capital Privado's performance fee")

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Introduction and valuation criteria

The purpose of this report is to provide an approximate value for the equity of Dinamia Capital Privado S.C.R., S.A. at 31 March 2015, as estimated by its management company, Nmás1 Capital Privado, S.G.E.I.C., S.A.

Except under exceptional market circumstances, in preparing the quarterly Valuation Reports at the March and September closes, the management company makes adjustments for the main cash inflows and outflows (operating expenses, investments and disposals) and the interest accrued on the profit-participating loans extended to the investees (those not provisioned), but it does not undertake the detailed valuation exercise for subsequent validation by an independent third party which it carries out in the case of its June and December reports.

Dinamia's investment portfolio is made up of several classes of assets. The methods used to value each are outlined below:

- **Unlisted companies**

Recently acquired investments and investments that have not achieved sufficient maturity since acquisition to enable the use of a more appropriate valuation method are valued at acquisition cost less any impairment charges. This same method is used to value any investments for which a binding purchase offer has been submitted.

The remaining investments are valued using the criteria established by the European Venture Capital Association (EVCA), these being the internationally generally accepted standards for valuing private equity investment portfolios. More specifically, each of these investments is valued at the lower of:

- The value obtained by applying the trading multiples of comparable listed companies² to estimated net debt and EBITDA as of December 2014.
- The value obtained by applying the multiples at which Dinamia acquired its investees to estimated net debt and EBITDA as of December 2014.

Therefore, the value of Dinamia's investments is not written up as a result of multiple re-rating as investees are never valued using a multiple higher than the acquisition multiple.

In either instance, the resulting investment value, less net debt, is allocated first to profit-participating loans, if any, and accrued interest. Any excess over the value of these loans is then allocated to Dinamia's equity interest in proportion to its shareholdings.

These general valuation criteria may however be varied if their application would, due to characteristics specific to the company being valued or the nature of the data obtained, result in distorted valuations. Any use of different valuation methods is clearly stated. The individual investee profiles included in the 31 December 2014 Valuation Report itemise the company-specific valuation methods used.

- **Private equity funds**

Investments in private equity funds are valued using the most recent reported net asset value (at 31 December 2014) and the official euro-sterling exchange rate published by the European Central Bank as of 31 March 2015.

² Source of the multiples used: Bloomberg. Data as of 31 December 2014

Net asset value at 31 March 2015

In keeping with the criteria outlined above, the resulting **net asset value per share is €10.58.**

	31/12/2013	30/06/2014	31/12/2014	31/03/2015
<i>* Figures in €000, except for per share data</i>				
	NAV			
Total portfolio	128.717	140.306	118.546	120.009
Cash and cash equivalents	21649	35.396	54.097	50.425
Other assets	953	3.011	4.301	3.670
TOTAL ASSETS	151319	178.713	176.944	174.104
Other liabilities	(2.624)	(1.390)	(2.475)	(1.925)
TOTAL NET ASSETS	148.695	177.323	174.469	172.179
Adjustment for dividends paid in July 2014	(11.358)	(11.358)		
Adjustment for dividends paid in March 2014	(3.019)	(3.019)	(3.019)	
TOTAL NET ASSETS, adjusted	134.318	162.945	171.450	172.179
No. of shares	16.279.200	16.279.200	16.279.200	16.279.200
NAV per share	€8,13	€9,89	€10,72	€10,58
Dividend-adjusted NAV per share	€8,25	€10,01	€10,53	€10,58
Change in dividend-adjusted NAV per share	13,7%	20,8%	27,6%	0,4%
Value of the Ibex 35	9.916,7	10.923,5	10.279,5	11.521,1
Cumulative annual gain (loss) in the Ibex 35	21,4%	10,2%	3,7%	12,1%
Value of the Ibex Small Caps index	4.887,1	5.814,1	4.322,1	5.688,0
Cumulative annual gain (loss) in the Ibex Small Caps index	44,3%	19,0%	(11,6%)	31,6%
Dinamia's share price	7,0	9,0	8,4	8,4
Cumulative annual gain (loss) in Dinamia's share price	28,4%	28,6%	19,9%	0,0%
Trading discount (premium) to adj. NAV	15,2%	10,1%	20,3%	20,7%
Trading discount (premium) to adj. NAV less cash	18,1%	12,9%	29,7%	29,2%

Summary investment portfolio valuation

Portfolio valuation as of 31/03/2015

Figures in €000

	Dinamia's interest	Acquisition cost of current position	Net investment to date	31/03/2015			31/12/2014 ⁽³⁾	30/06/2014 ⁽³⁾	31/12/2013 ⁽³⁾
				Equity value	PPL value	Total valuation	Historical valuation		
United Wineries Holdings	8,00%	17.477	15.458	-	-	-	-	-	-
High Tech Hotels	26,00%	14.567	8.787	-	-	-	-	-	-
Bodybell	14,35%	26.596	4.021	-	-	-	-	-	-
Grupo Cristher	48,54%	12.025	12.025	-	-	-	-	-	-
MBA ⁽¹⁾	36,91%	32.266	32.266	7.392	30.924	38.316	38.316	38.316	32.678
TRYO Group	24,57%	10.704	10.704	19.689	-	19.689	19.689	14.443	13.700
EYSA	25,00%	13.452	6.693	8.183	8.746	16.929	16.673	22.061	20.374
Secuoya	13,75%	4.796	4.796	7.121	-	7.121	6.479	5.767	3.604
Probos	24,34%	11.500	11.500	16.071	-	16.071	16.071	13.516	11.500
Salto	5,50%	8.910	8.651	9.756	-	9.756	9.756	8.872	8.872
TOTAL UNLISTED SHAREHOLDINGS		152.293	114.901	68.210	39.670	107.880	106.983	102.975	90.728
Electra Partners Club 2007 LP ⁽²⁾	11,76%	11.964	8.961	12.128	-	12.128	11.563	11.717	11.114
TOTAL PORTFOLIO		164.257	123.862	80.339	39.670	120.009	118.546	114.692	101.842

(1) Ownership interest calculated on the basis of ordinary shares only; excludes treasury shares.

(2) Private equity fund domiciled in the UK. Net asset value at 31 December 2014.

(3) Pro forma. Valuations as of the date indicated for all investments outstanding at year-end 2014. Does not include investments exited in 2014 and 2015.

Business performance in 1Q15

Exit

On 12 January 2015, Dinamia received a distribution from Electra Partners Club 2007 LP as a result of the repayment of shareholder contributions and interest service by fund investee Axio Data Group. For Dinamia this payout implied the collection of GBP150 thousand in total (€191 thousand). In the wake of the various distributions received, Dinamia has recovered 27% of the amount contributed to the fund.

Other significant developments in 1Q15

By virtue of execution of a Board resolution, an interim dividend was paid from 2014 profits in a total amount of €3,019,028.6, equivalent to €0.18605680 (before withholdings) per share carrying dividend rights, on 23 March 2015.

Also on 23 March 2015, the Boards of Directors of Dinamia and N+1 approved and jointly executed a Joint Merger Plan. The approved exchange offer is identical to that initially agreed by the parties, as announced by means of significant event filings dated 18 and 19 December 2014, and has been confirmed in the wake of the legal and financial due diligence work carried out by Deloitte and PwC in respect of Dinamia and N+1, respectively. The transaction is conditional upon a series of closing conditions (itemised in section 17 of the Draft Terms of Merger), including terms relating to the right of withdrawal to which Dinamia's shareholders are entitled on account of the change in corporate purpose occasioned by the transaction. The Joint Merger Plan is expected to be put before the shareholders of both companies for approval at their Annual General Meetings, which have been duly called by their respective Boards of Directors.

Events after the reporting period

On 15 April 2015, Dinamia collected the €499 thousand earnout stipulated in the Colegios Laude sale agreement closed in 2014.

Nmás1 Capital Privado's performance fee

The management company's performance fee is derived exclusively from the gains realised on the sale of Dinamia's investees. For each exit, Nmás1 Capital Privado accrues a performance fee equivalent to 20% of the gain obtained; this fee is only payable once the acquisition costs of all the companies acquired in the same year as the investment in question is sold (including transaction expenses and management fees) have been covered and is subject to a hurdle rate equivalent to the average yield on the 3-year Spanish government bond in the month of December of the year in question.

The table below simulates Dinamia's net asset value in the hypothetical event that all its investees had been sold at 31 March 2015 at a price equal to the valuations estimated by Nmás1 Capital Privado, as stated in this report:

Calculation of the theoretical performance fee as of 31/03/2015	
NAV at 31/03/2015	172.179
Theoretical performance fee	(7.292)
Adjusted NAV at 31/03/2015	164.887
Adjusted NAV per share	10,13