

STRATEGIC CAPITAL

FLEXIBLE FINANCING SOLUTIONS

TAILORED APPROACH TO DEALS





WHO ARE WE

An investment company of «Otkritie» Group

We aim for achieving leading positions in structured and mezzanine financing market

We offer tailor-made financial solutions matching business needs of our clients on individual basis

We are constantly looking for ambitious ideas, growth projects and financing deals, including the ones with no access to standard credit loans

WE OFFER FLEXIBLE SOLUTIONS

Debt-focused mezzanine

- **With deferred interest payments**

Debt financing with a deferred capitalized yield payment (Payment-in-Kind or PIK) on the last debt repayment date

- **With deferred additional yield**

Debt financing with a binding contractual agreement allowing participation in equity upside

Equity-focused mezzanine

- **With exit yield**

Purchase of shares with a buyback obligation at an agreed price which includes guaranteed yield to be paid

- **With dividend yield**

Purchase of preferred stock with pre-agreed dividend yield under conditions that the term and future exit strategy are agreed upon

Joint Venture

- **Establishing and financing a joint venture**

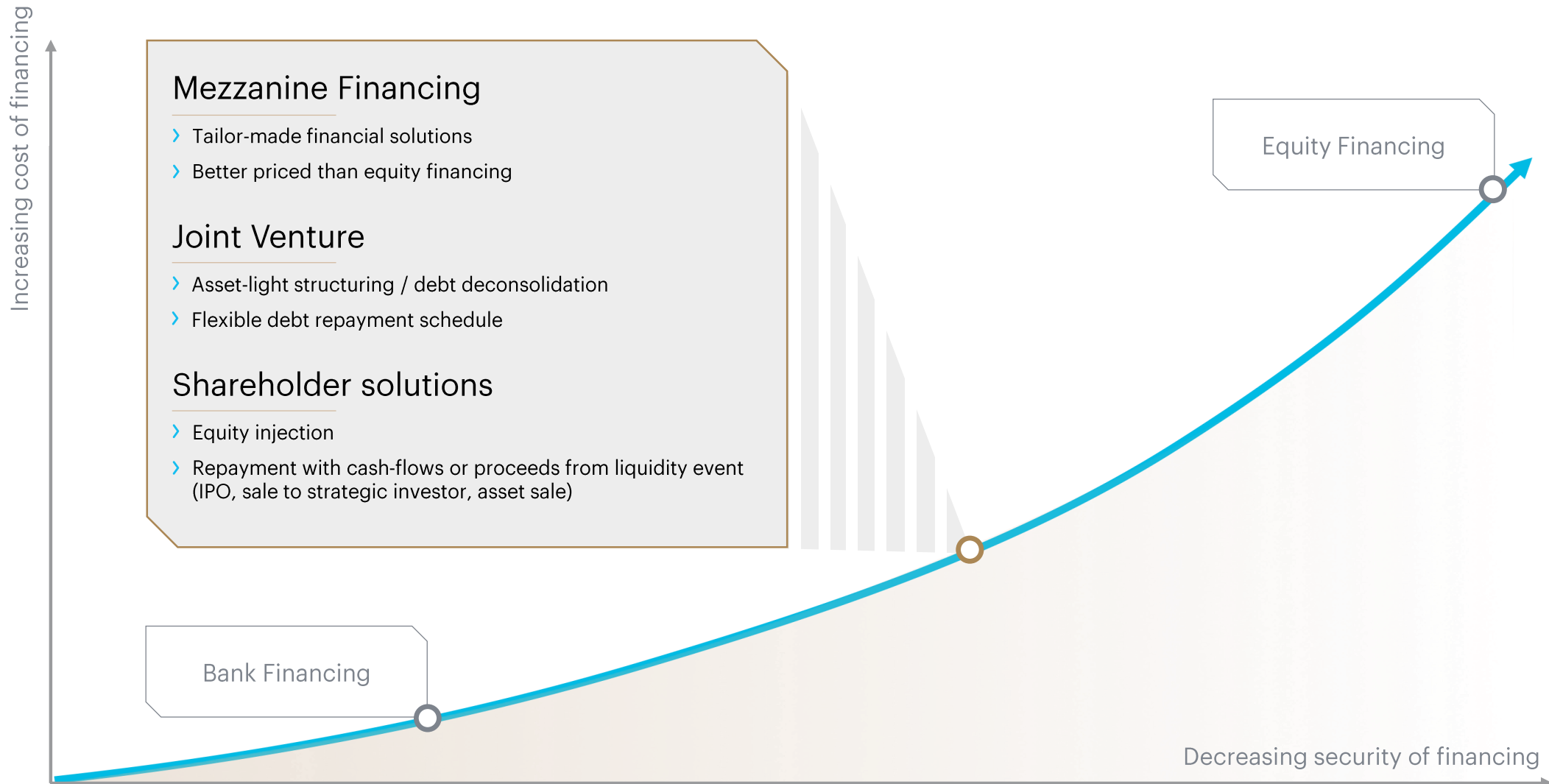
Establishing a joint venture to address complex business needs by offering bespoke approach and professional support of a financial partner

OUR ROLE IN CAPITAL STRUCTURE



OTKRITIE

Capital

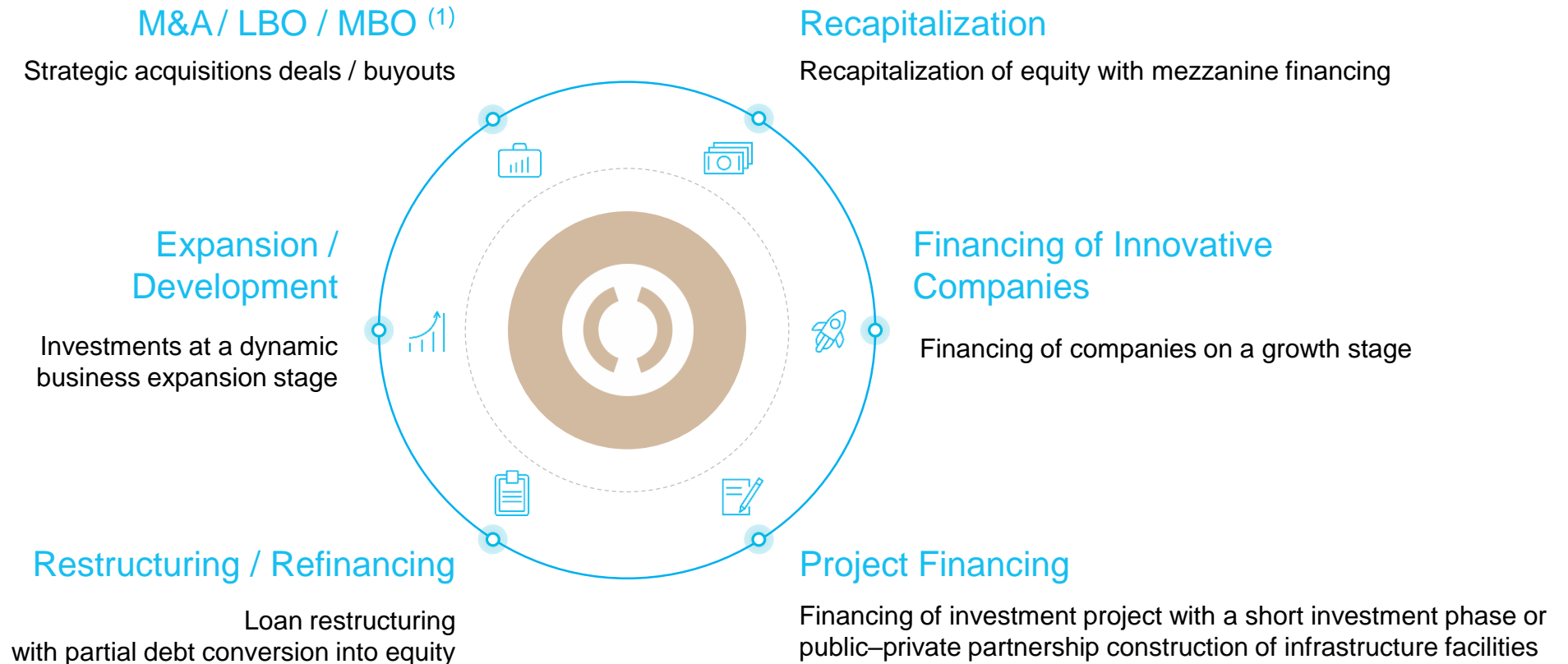


AREAS OF PARTNERSHIP



OTKRITIE

Capital



(1) M&A – mergers and acquisitions of companies; LBO – leveraged business buyout; MBO – leveraged business buyout by the management of the company

KEY METRICS OF TRANSACTIONS



OTKRITIE

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Investments In Equity

- > Equity share: up to 49%
- > Financing: up to EUR 170 mln. (RUB 15 bln.)
- > Flexible payback terms

Yield Instruments

- > Target yield: 10 – 15% IRR
- > Exit: 3 – 7 years
- > LTV: maximum of 95%

Use of particular financial instruments in the process of deal structuring as well as corresponding terms and conditions is approached on a case-by-case basis taking in to consideration cash flow projections and financial / business condition of a company

Deal Selection Criteria



Opportunities for improvement / optimization of the company's operating business



Active stage of business growth and development



Strong management team



Historically proven business model



Stable and estimable cash flows

THANK YOU!

The terms and conditions specified in this presentation are indicative and may not be treated as an offer at all times. Subject to approval by the board of Otkritie Capital Limited.



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