

**FMK
CAPITAL
PARTNERS**

M&A CORPORATE ADVISORY

Corporate Overview



Who we are

FMK Capital Partners: A Primer

As **enablers of real and sustainable value creation**, we possess significant M&A transactional experience, industry knowledge, and technical skills.

Our **high ethical standards and duty of care** complement our expertise as we create bespoke financial and strategic solutions for our clients throughout all aspects of the deal.

We keep all parties informed with regular updates and are adept at **creating competitive bidding processes**, communicating value propositions, engaging appropriate buyers, and negotiating favourable transaction terms.

Our ultimate goal is to deliver exceptional value to our clients.



Company Overview

Our Advantage

Extensive Sell-Side M&A Capabilities

We have successfully supported numerous clients across Australia and internationally through strategic alliances with various global partners.

Expert Transaction Team

We are specialists in M&A transactions, each possessing extensive expertise in sell-side advisory, acquisitions and strategic planning. Our proven track record ensures reliable execution.

Cohesive Senior Leadership

By leveraging our collective experience and expertise, we ensure effective communication and informed decision-making throughout the process.

Industry-specific Proficiency

We have gained significant experience in advising clients on Industrial and TMT M&A processes and have successfully guided numerous clients through business acquisitions, sales, mergers, and IPOs.

Tailored Approach

We understand the importance of adaptability. Accordingly, we are flexible in our approach and committed to tailoring our services to precisely meet your specific requirements.

Our Key relationships

Financial Buyers

We regularly meet with generalist and sector-specific Private Equity firms to present them with opportunities and intimately understand their acquisition appetite in regards to:

- Geography,
- Sectors of interest,
- Investment size, and
- Desired transaction structure

Through nurturing long-standing relationships, we stay abreast of domestic and international private equity firms looking for platform or bolt-on acquisitions in Australia's lower-mid market.

Strategic Buyers

We often field inbound enquiry from PE-backed, ASX-listed and multinational trade buyers looking to:

- Add specialised capabilities,
- Gain market precedence in a new geography, or
- Create synergistic value and establish pricing power through consolidating a granulated industry.

Our database of conversations is constantly updated with strategic buyer interests across all tiers so that parties can be easily matched when we are mandated on a relevant opportunity.

FMK Capital Partners has a track record in successfully identifying and engaging with strategic buyers, financial investors, legal stakeholders and all other parties involved in the deal process.

Our Speciality

We represent founder-led businesses, public companies and venture capital and private equity (VC/PE) backed corporates across a diverse array of industrial services, products and tech-enabled verticals.



Mergers & Acquisitions Advisory

- Sell-side & buy-side cross-border advisory
- Identification of suitable strategic and financial buyers

*Development of value
maximising deals*



Capital Raising Services

- Developing growth strategies and uses of capital
- Equity and debt raising

*Corporate strategy tailored to
your specific growth path*



Support Services

- Strategic advisory
- Valuation reports
- Due diligence guidance
- Market & analyst reports
- Market screening

*Full suite of corporate
advisory services*



Sector Expertise

- Deep relationships with various industry leaders
- Specialised expertise across TMT, industrials, resources & healthcare

*Strong relationships
leveraged to each strategy*

We are independent and trusted advisors committed to developing and delivering innovative solutions for our clients to achieve their goals.

Our expertise

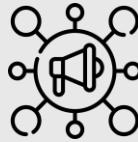
With our extensive experience in advising companies both within Australia and globally, we are adept at crafting bespoke corporate strategies. Our expertise lies in tailoring these strategies to suit the unique growth needs of any client.

Telecommunications



Extensive experience across a variety of telecommunications: **location services, connectivity, IoT, wireless services, wearable technologies and NBN**

Manufacturing & Distribution



Experience across various production and distribution verticals including: **concrete products, IT hardware, HVAC systems and fuel tank equipment.**

Information Technology



Extensive experience in IT: **SaaS, analytics, BI, integration services, development, hardware, cloud services and application software**

Industrials



Experience across: **design services, plant & equipment hire, building management and construction & property development**

Resources



Extensive experience in: **resource extraction, agribusiness, energy and utilities**

Healthcare



Experience across: **corporate wellness, imaging and health informatics**

Our value proposition is simple:

We create shareholder value through effective strategies and a variety of tools. Our team of experts delivers exceptional outcomes that exceed expectations and drive sustainable growth.



Acquisitions



Capital Raises



Share Placements



Sales & Exits



IPO's



Strategic Partnerships

27+ transactions completed

>\$2.5bn total transaction values

50+ years combined corporate advisory experience

Buyer Universe

The importance of an expansive buyer network is immeasurable. Our wide-ranging connections provide unmatched access to global resources, deep industry expertise, and increased competition throughout the bidding process.

STRATEGIC BUYERS

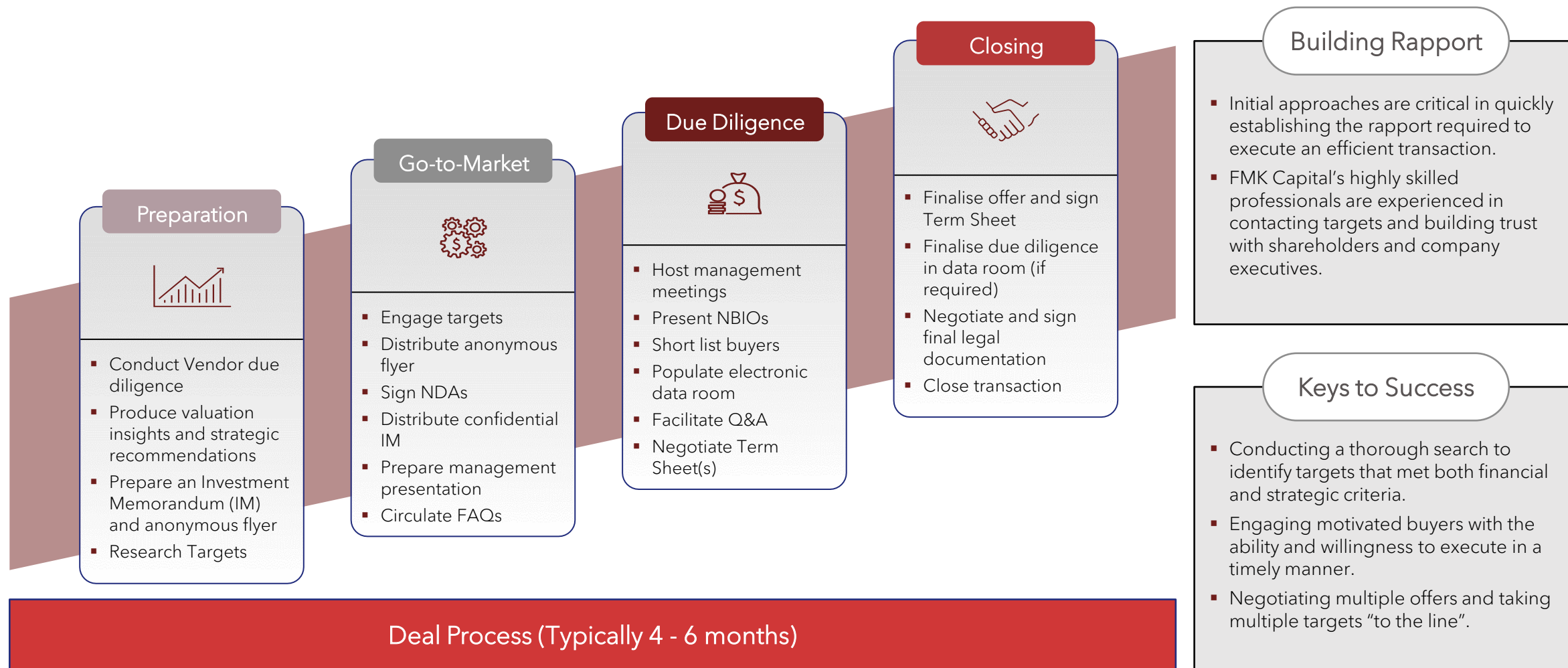
- We carefully select our mandates; therefore, **our clients receive significant domestic and international interest** from our buyer universe.
- The strategic players within our extensive network possess **deep industry expertise** and **access to a large pool of global resources**.
- **An international network brings an extensive amount of capital** into play, heightening competition during bidding. Strategic buyers aim to strengthen their customer base or expand globally.
- Partnering with strategic buyers offers synergies such as **shared research and development**, cross-selling, **economies of scale**, and **cultural innovation**, enhancing your company's value.
- These partnerships can **mutually benefit** all parties involved.

FINANCIAL BUYERS

- Private Equity (PE) firms, as financial buyers, offer a wealth of industry knowledge and are **equipped with substantial capital**.
- They play a key role in accelerating the growth and value creation for expanding businesses. PE firms value characteristics such as **competent management**, **recurring revenue**, and **strong financial standing**.
- These firms have the **capacity to quickly execute** additional transactions, enhancing our clients' capabilities and offerings. Furthermore, they can attract top-tier talent, thus **promoting the client's growth**.
- Ultimately, a PE firm's **main objective is to execute a successful exit strategy**, including an initial public offer or facilitating a trade sale. This strategy aims to generate significant returns for the PE firm and partner shareholders, including the company's management.

Sell-side Advisory Process

Our sell-side transaction process ensures our client navigates the complex sale journey with **confidence**. We leverage our expertise in sell-side advisory to maximise value for our client and facilitate a seamless deal process aligned with their strategic objectives. The below represents a typical sell-side process and timeline.



Our team | Key members



Feroz Khan

Director and Founder

Feroz Khan is the principal and founder of FMK Capital Partners. As the firm's principal, Feroz provides confidential, unconflicted, strategic advice to the clients while leading and supporting them through the entire M&A process, with a clear objective of realising their strategic goals. Feroz has two decades of investment banking experience. He has advised clients successfully across multiple jurisdictions on a broad range of advisory services, including buy-side and sell-side transactions, domestic and cross-border M&A, joint ventures, corporate restructurings, asset divestments, IPOs, and a variety of other corporate finance matters. Feroz specialises in advising clients in the Technology sector, namely the Information Technology, Digital (Media), and Telecommunication industries. He holds a Master of Commerce in Business and a Master of Commerce in Finance from Macquarie University.

Feroz lives in Sydney's suburb of Balmain with his partner and his young daughter. When he's not drafting Term Sheets for his clients or negotiating sale & purchase agreements at 2 in the morning, he is trying hard to avoid wipeout as he transitions from a softboard to a shortboard, attending local sailing school, taking scenic backroads with his car club, or at a local gym (where most times you can easily find him in either the jacuzzi or the sauna instead).



Tony Tabakov

Vice President

Tony is a Vice President with a strong track record in mergers and acquisitions, capital raising, and investment analysis. His expertise in financial modelling and strategic deal-making has enhanced FMK Capital Partners' capabilities and knowledge.

Tony has provided advice on numerous M&A and ECM transactions for ASX listed and private clients, with a specialised focus on Mining, Technology, and Industrials.

Throughout his career, he has worked in equity research, corporate advisory, private equity, and M&A for Constellation Software, the world's largest software investment firm. His diverse experience has equipped him with deep financial expertise, commercial acumen, and a unique understanding of a buy-side investor's perspective and acquisition strategies.

Outside of his professional life, Tony enjoys training and competing in combat sports such as boxing, judo, wrestling, and Brazilian jiu-jitsu.

Our team | Key members



Michael J Foster

Advisor/Director

With a career spanning over 25 years in the ICT industry across Australia and North America, Mike boasts an impressive background. Mike previously held the position of CEO and Chairman for Fujitsu's Oceania region, which he assumed in April 2011 after transitioning from his role in Fujitsu's North America operations. As one of Fujitsu's Global Corporate Officers, Mike reported directly to the Global President. He was pivotal in steering the company's enterprise-level business strategy and expanding Fujitsu's presence as a Tier 1 Technology Services Integrator. Under his leadership, the region employed over 5,000 staff and achieved revenues exceeding \$1.3 billion.

Before joining Fujitsu, he spent nine years in senior executive positions at Telstra, including serving as the Managing Director of Business Sales and overseeing a \$6.5 billion portfolio. He later held the position of Chief Executive Officer at KAZ Group. Preceding his tenure at Telstra, he served as the Managing Director of EMC, Australia/New Zealand, and NCR Australia.

Outside of his professional pursuits, Mike finds enjoyment in cycling, AFL football, music, and spending quality time with his wife Annie, their two children, and extended family.



Ian Woollett

Advisor/Director

Ian brings over 40 years of extensive experience in the global technology industry, starting his journey with IBM UK and expanding his roles across Europe and the Middle East. Since his move to Australia in 1996, Ian has held pivotal positions as the Executive Chairman and Chief Executive Officer of technology enterprises.

His management expertise was cultivated during his tenure at IBM in the 1980s. Ian took on the role of Chief Executive Officer for the Middle East region in Bahrain, where he played a pivotal role in navigating IBM/GBM through the aftermath of the first Gulf War, contributing to the region's economic resurgence. Ian's leadership extends across continents, as he successfully elevated various IT&T services, software, and consulting companies to new echelons of growth in Australia, the Middle East, and the United Kingdom.

Ian's influence transcends his corporate roles, encompassing collaborations with leading Australian CFOs and CIOs. These partnerships underscore his status as a trusted advisor and management consultant. Ian has been a keynote speaker at various Australian Financial Review 'AFR' and industry events over many years.

Beyond his professional endeavours, Ian cherishes time with his wife, two daughters and son. When not immersed in critical business matters, Ian enjoys golf, wine and watching football and rugby.

Our team | Key members



Dan Gerber

Director - M&A

Dan is an accomplished and well-rounded Corporate Advisor and Business Leader with 17 years of public and private M&A, capital markets and valuation experience.

Dan started his advisory career managing and negotiating trade sales and IPOs for mid-cap Australian businesses in a big 4 accounting firm. He joined Rothschild's global equity markets team, where he raised capital for companies such as Telstra, AGL, BHP and Adsteam Marine. He later joined Grant Samuel Corporate Finance, where he led transaction teams on landmark M&A and capital raising transactions across a number of sectors, including media (Seven West Media, APN), real estate (Walker Corp, Goodman), industrial services (Coates, National Hire), utilities (Duet Group) and resources (Fortescue, Whitehaven and Excel Resources).

Dan has also spent 7 years in the private sector, where he built a leading NSW property services business and later sold it to Johns Lyng Group, a \$2 billion ASX listed company. Through his time in the corporate sector, Dan has developed in-depth knowledge of business operations, strategic planning, financing growth through equity & debt raising and organisational management through the lens of a CEO, enabling him to bring a unique and hands-on perspective to his advisory approach.

Dan lives in Sydney's Eastern Suburbs with his wife and two teenage sons, and when he's not working on his next transaction, you can find him supporting the Sydney Roosters, surfing, bushwalking and practicing yoga.

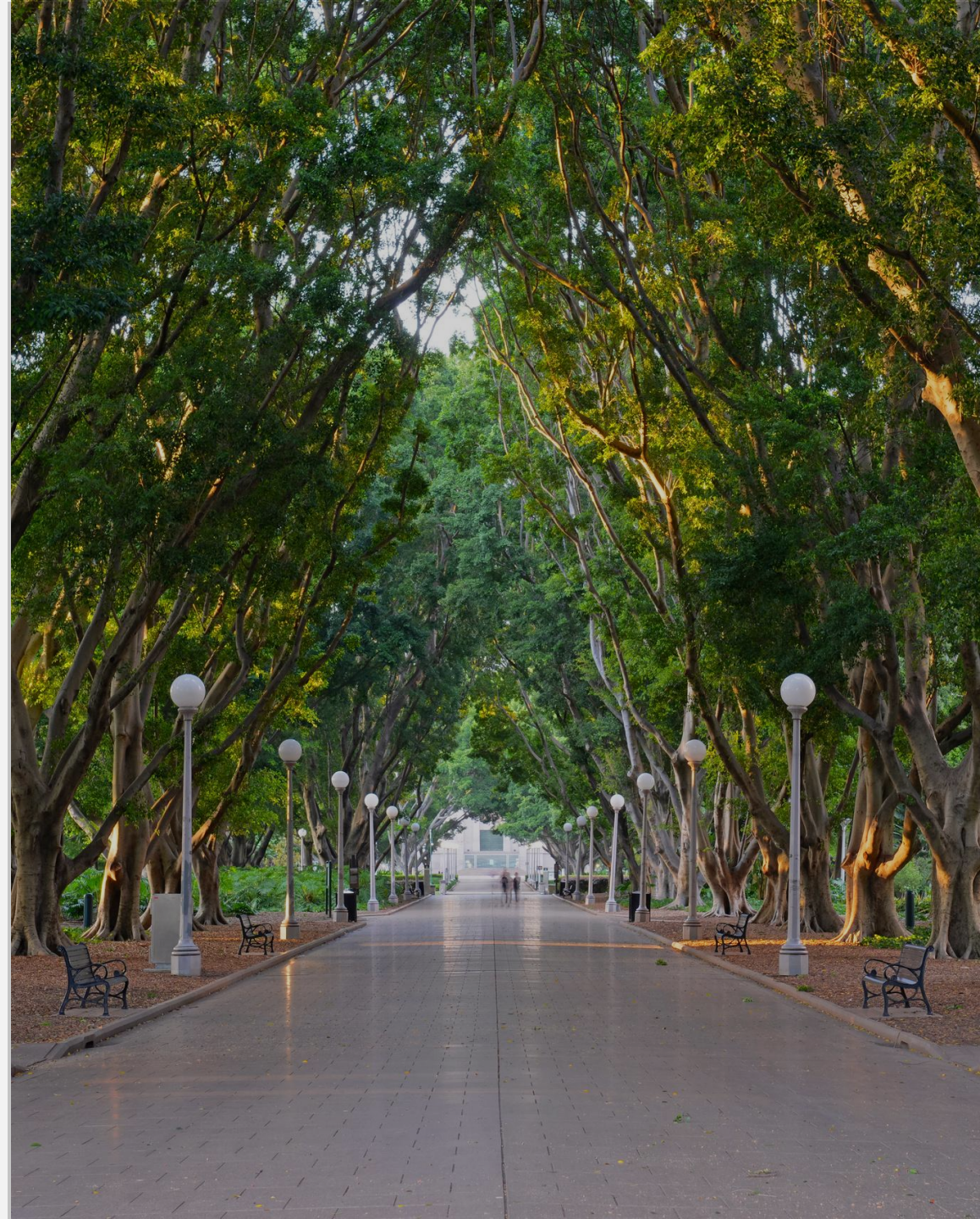
Our team works together seamlessly to identify and execute transactions for our clients. Our diverse sector expertise and deal experience ensures we effectively collaborate with our clients to deliver the most innovative and unique solutions, tailored to their needs.

Transaction History

FMK Capital Partners Provides Premium Outcomes For All Parties.

We have a consistent track-record of representing private companies on outstanding transactions with clear and deliberate strategic goals in mind.

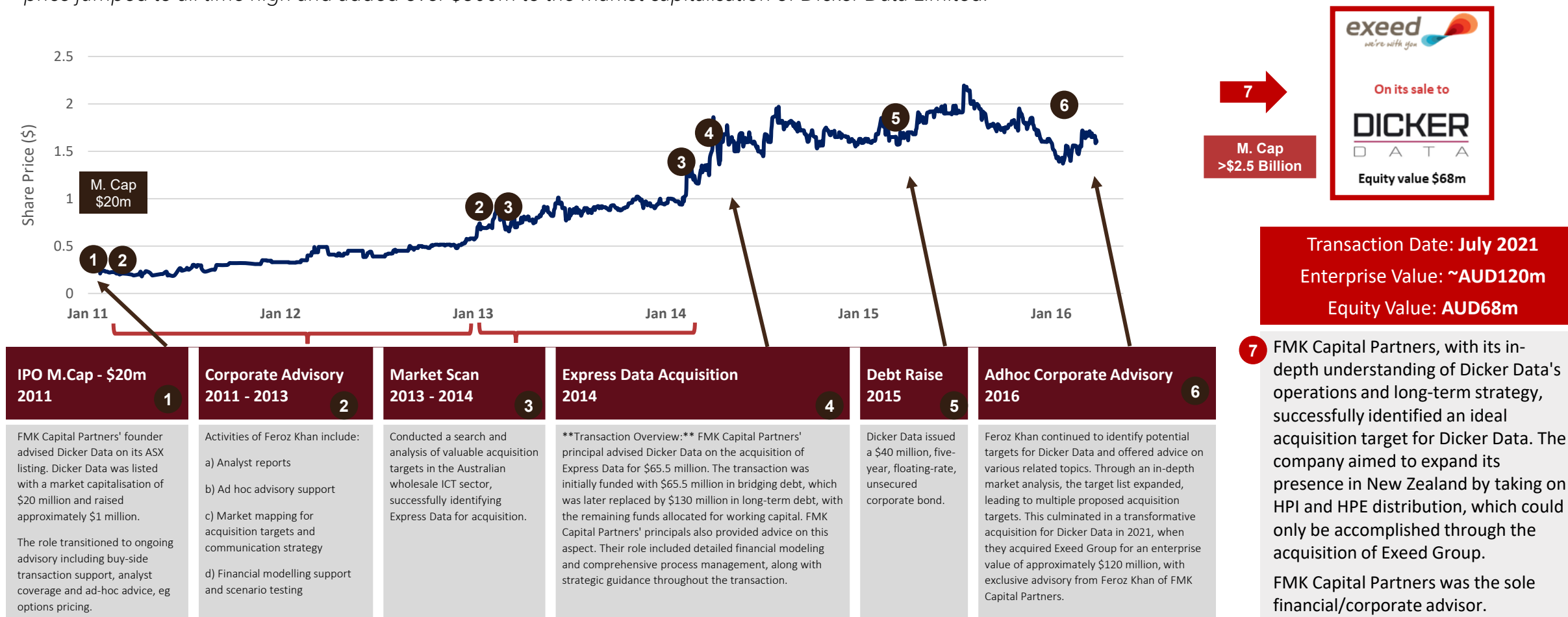
Here are our results.



CASE STUDY: Buy-Side (M&A) & Corporate Advisory

Dicker Data Limited – ASX – Market Cap hit ~AUD\$2.5 billion after the announcement in July'21 Re: purchase of Exeed Group

The principals of FMK Capital Partners advised Dicker Data Limited on its ASX listing in 2011, acted as buy-side corporate advisor in 2014 to purchase Express Data from Dimension Data (owned by Japanese Telecommunications giant NTT), and have provided corporate advice on various matters. More recently, in July 2021 (under the FMK Capital Partners banner), we achieved another significant success by selling Exeed Group (turnover of NZD380m and EBITDA of ~NZD15m), demonstrating our strong value addition to Dicker Data Limited. At the time of the announcement of Exeed Group's purchase by Dicker Data Limited. The share price jumped to all time high and added over \$500m to the market capitalisation of Dicker Data Limited.



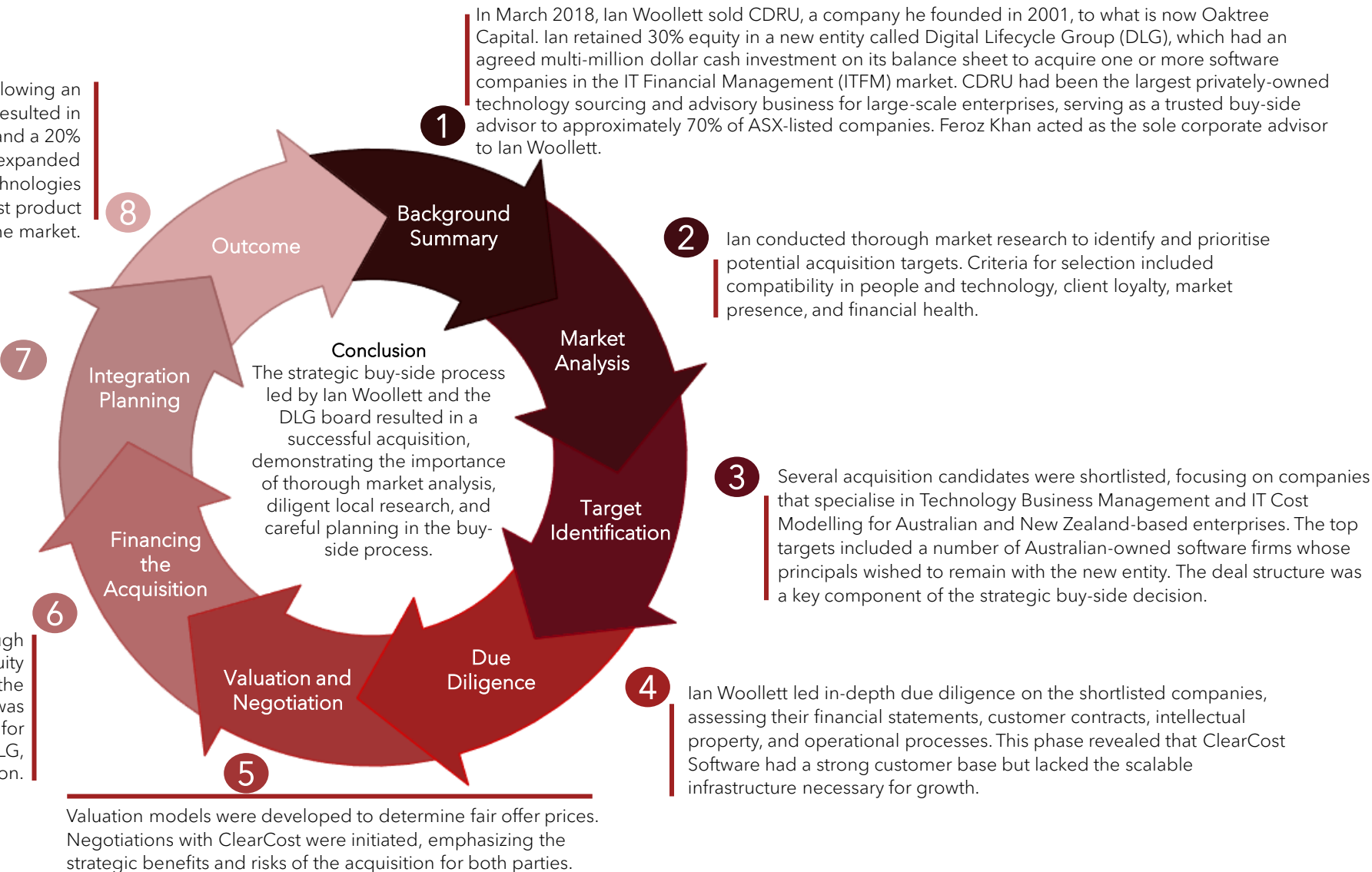
CASE STUDY: Buy-Side (M&A) & Corporate Advisory

CDRU/DLG: Acquisition Program Led by Feroz Khan and Ian Woollett

The acquisition of ClearCost Software was completed following an initial Non-Binding Indicative Offer (NBIO) in late 2018. This resulted in a 70% increase in DLG's Annual Recurring Revenue (ARR) and a 20% boost in annual revenue within the first year, alongside an expanded customer base. The integration of CDRU and ClearCost technologies led to the development of new cloud-native ClearCost product offerings, enhancing competitive positioning in the market.

A detailed integration plan was developed to ensure the smooth assimilation of ClearCost Software's operations in Australia and its offshore software development workforce.

Digital Lifecycle Group (DLG) secured financing through Oaktree Capital, one of the world's largest private equity firms based in the US, for further acquisitions following the purchase of CDRU. A "buy-and-build" strategy was implemented, leading to the acquisition of ClearCost for cash upfront and a small percentage of equity in DLG, aligning all shareholders for growth and value creation.



M&A and Corporate Advisory Transactions

Advised  On its sale to  2025 Undisclosed Amount	Advised  On its sale of Leighton O'Brien Field Services to  2025 Undisclosed Amount	Advised  On a successful completion of a Strategic Review Strategic Partners Secured	Advised  On its sale to  Undisclosed Amount	Advised  On its sale to  Undisclosed Amount	Advised  In Independent General Corporate Advice N/A
Advised  On its sale to  Undisclosed Amount	Advised  On its sale to  \$68m	Advised  On its sale to  Undisclosed Amount	Advised  On its sale to  Undisclosed Amount	Advised  On its sale of assets to  Undisclosed Amount	Advised  On its sale to  Undisclosed Amount
Advised  On its merger with  Est. \$17m	Advised  On its sale to a subsidiary of  Undisclosed Amount	Advised  On its capital raising from  Undisclosed Amount	Advised  On its sale to  Undisclosed Amount	Advised  On its acquisition of  \$12m	Advised  On its receivable finance facility from  \$130m \$65m

M&A and Corporate Advisory Transactions

Advised DICKER DATA On its acquisition of express data \$65m	Advised WHITEHAVEN On its takeover of COALWORKS \$144m	Advised National Hire Group Limited On its off-market takeover of SGH \$556m	Advised GrainCorp On its placement and rights issue \$159m	Advised 7 W SEVEN WEST MEDIA On its hybrid security raising \$440m	Advised walker W On the sale of its property portfolio to mirvac \$1.25bn
Advised EXCEL On its takeover by Peabody ENERGY \$2bn	Advised EXCEL On its placement issue \$100m	Advised DUET GROUP In producing an independent report for security holders N/A	Advised EQUIFAX On its buy side target market surveying Undisclosed Amount	Advised A leading Australian PE firm on its bid for HCN Healthcare Communications Network Undisclosed Amount	Advised A leading US PE firm on its bid for PaperlinX Undisclosed Amount
Advised CDRU Costs Down Revenue Up On its sale to BlueSky Alternative Thinking \$10m	Advised Private Consortium Acquisition of advantage PROPERTY STYLING Undisclosed Amount	Advised NorthgateAriso On its acquisition of neller \$38m			

FMK Capital Partners

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FMK CAPITAL PARTNERS

M&A CORPORATE ADVISORY

About FMK Capital Partners

We are a boutique corporate advisory firm specialising in mature industrial, technology and tech-enabled businesses in Australia and New Zealand. Our sell-side advisory services cater to founder-led companies and corporate divestments with an enterprise value ranging from \$5m to \$100m AUD.

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