(Scale All Share, Industrial Goods & Services, MUX GR)



Buy		Value Indicators: SotP:	EUR 31.15	Wa ES
EUR 31.00				Ba Ma
		Market Snapshot:	EUR m	Sh
		Market cap:	380	Fre
Price	EUR 25.05	No. of shares (m):	15	Ro
Upside	23.8 %	EV:	561	Elb
	_0.0 /0	Freefloat MC:	232	
		Ø Trad Vol. (30d):	583 57 th	

R	Warburg ESG Risk Score:	2.8	Description:	
5	ESG Score (MSCI based):	3.0	Mutares is a PE group which	
	Balance Sheet Score:	3.3	specializes on turnaround and	
	Market Liquidity Score:	2.0	restructuring cases	
m	Shareholders:		Key Figures (WRe):	2021e
0	Freefloat	61.1 %	Beta:	1.3
5	Robin Laik (CEO)	28.8 %	Price / Book:	1.1 x
1	Elber GmbH	10.1 %	Equity Ratio:	18 %
2			Net Fin. Debt / EBITDA:	0.1 x
h			Net Debt / EBITDA:	0.6 x

## Another major acquistion

Mutares announced another milestone acquisition, following the acquisition of Lapeyre from Saint Gobain, which is still pending but expected to be closed in the next months. So far, the Donges Group was the largest portfolio holding with estimated sales of around EUR 400m for FY 21e. Sales of Lapeyre are indicated by Mutares to be above EUR 600m in FY 21e and the annual sales of the new acquisition, which is in the automotive industry, are projected at around EUR 360m in FY 21e. With this acquisition, Mutares continues to scale up the size of acquisitions as Mutares considers the turnaround consulting for somewhat larger companies to be equally as complex as for smaller ones. While there is still a handful of smaller stand-alone companies from the past in the portfolio (e.g. Cenpa (sales EUR c25m), Elastomer Solutions: (sales EUR c30m), Eupec (sales EUR c12m), the more recent acquisitions tend to be significantly larger. With the acquisition, Mutares has now more than compensated for the disposal of STS group. We expect an exit from the smaller legacy holdings over time.

With the transaction, Mutares acquires three plants from Magna International with 1,700 employees active in the field of plastic components for the car industry. All three plants are located in Germany and German premium OEMs are the main customers. The business is powertrain-agnostic and, in our view, rather on a structural growth path. In the mid term, additional growth could be realised by expanding the customer range outside passenger cars, e.g. to trucks. Comparable peer companies could be German based Polytec or Plastic Omnium, which are forecasted to generate EBIT margins north of 5% by FY 23e.

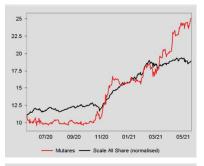
Muatres management indicates an equity contribution to the acquisition in the low single-digit million range. We estimate the seller's contribution to be significantly higher, probably in the mid to upper double-digit million range. We also expect that the acquired assets are highly loss-making at the moment. However, compared to Magna's 19 European plant organisation and potential cross-selling or supply-chain effects, we believe that Mutares has a better chance of streamlining the organisation and processes of a carved-out company in Germany.

We update our model with respect to group figures and latest transactions. The transactions have no impact on our holding forecasts at this time or on our valuation. Certainly, the potential of the transactions is significant and supports equity distribution potential from FY 22e onwards, but we stick to our methodology to include only closed buy-transactions in our valuation and announced sell-transactions in the exit gains. For informational purposes, the acquisition is included in our NAV overview. We consider Mutares to be well on track to meet its FY 23e targets and we see the overall potential rising.

Changes in E	stimates:					
FY End: 31.12. in EUR m	2021e (old)	+/-	2022e (old)	+/-	2023e (old)	+/-
Sales EBITDA	2,324 178	5.6 % 56.8 %	2,528 54	17.1 %   2.3 %	2,580 113	17.1 % 11.6 %
EBITDA adj.	-22	n.m.	54	2.3 %	113	11.6 %

### Comment on Changes:

 Consolidation of Magna transaction for Q4 21 and AD communications and NCC road service Denmark for H2 21.

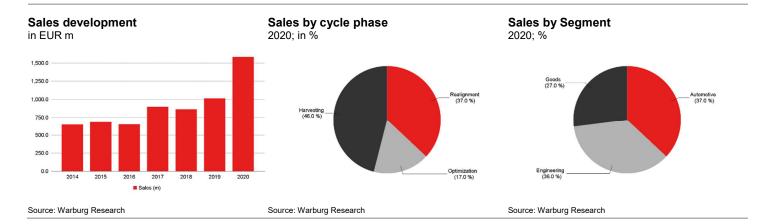


Rel. Performance vs Scale All	
1 month:	11.8 %
6 months:	30.0 %
Year to date:	39.2 %
Trailing 12 months:	51.0 %

Company events:	
20.05.21	AGM
04.08.21	Q2
09.11.21	Q3

FY End: 31.12. in EUR m	CAGR (20-23e)	2017	2018	2019	2020	2021e	2022e	2023e
Sales Change Sales yoy	24.0 %	900 38.4 %	865 -3.8 %	1,016 17.4 %	1,584 55.9 %	2,454 54.9 %	2,961 20.7 %	3,021 2.0 %
Sales Holding	38.1 %	n.a.	11	19	32	48	64	84
Chg yoy	'	n.a.	n.a.	83.0 %	65.0 %	49.1 %	35.3 %	30.4 %
Portfolio equity distributions		n.a.	0	3	12	12	18	20
Consulting income		n.a.	-8	-1	4	8	14	20
Exit gains	-	n.a.	68	0	23	30	0	0
Net income holding		n.a.	20	23	33	49	30	38
Net income margin holding		n.a.	189.9 %	116.6 %	104.7 %	102.2 %	47.3 %	45.3 %
EBITDA adj.		-28	5	7	-29	-20	55	126
Net income	-	44	15	21	27	190	-95	-11
Net inc. adj.		n.a.	20	23	33	49	30	38
EPS adj.		n.a.	1.32	1.48	2.20	3.20	2.01	2.51
P / E adj.		n.a.	10.1 x	6.8 x	5.1 x	7.8 x	12.5 x	10.0 x
DPS	0.0 %	1.00	1.00	1.00	1.50	1.50	1.50	1.50
Dividend Yield		7.3 %	7.5 %	10.0 %	13.3 %	6.0 %	6.0 %	6.0 %
EPS		2.85	0.96	1.37	1.79	12.55	-6.26	-0.75
P/E		4.8 x	13.9 x	7.3 x	6.3 x	2.0 x	n.a.	n.a.
Guidance:	Annualized group sales above EUR 2.2bn (including signed acquisitions)							





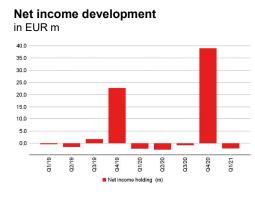
## **Company Background**

- Mutares was co-founded in 2008 by CEO Robin Laik.
- Mutares invests in small/midcap (sales 50-500m) companies in special situations and manages the turnaround with its own consultants
- Consolidated sales increased from EUR 60m in 2010 to above EUR 1bn in 2019 as the company made more than 70 transactions
- Mutares has consistently paid a dividend and targets a base dividend of EUR 1.0. The dividend yield has exceeded 5% over the past five years.
- The company issued a bond in 2020 with a nominal value of EUR 80m to accelerate growth as the Covid pandemic gave rise to unique investment opportunities

## **Competitive Quality**

- With around 70 consultants, who are turnaround specialists, at the end of 2020, Mutares has established a European network of offices enabling the generation of synergies across its portfolio holdings.
- European small-midcap special situations management is a niche market with limited competition
- Management and board members hold significant stakes of outstanding shares
- For FY 23 Mutares targets annual consolidated sales of EUR 3bn, which translates into EUR 100m sales at Mutares holding level and a holding profit above EUR 60m including exit gains.





Source: Warburg Research



## Sum of the parts

Net Asset Value			all Warburg I	Research estima	ites				
Company	exit date	sales Wre	EBITDA margin	EBITDA / EBIT	Exit mutiple	EV	probability	NPV	comment
Balcke-Dürr Group	2024	110	6%	6,6	6,0	40	25%	7,8	
BEXity	2025	200	3%	6,2	9,0	56	35%	14,2	
Carglas Maison (CGM)	2026	42	7%	2,9	7,0	21	10%	1,1	
Cenpa	2024	27	7%	1,9	6,0	11	25%	2,2	
Donges Group	2023	200	10%	19,0	7,0	133	60%	67,9	
Donges Group (Nordic)	2021	200	6%	11,0	6,0	66	75%	49,5	
Elastomer Solutions Group	2023	36	7%	2,5	6,0	15	35%	4,5	
Exi (Ericcson Services Italia)	2026	45	6%	2,7	8,0	22	10%	1,4	
EUPEC	2023	12	7%	0,8	6,0	5	35%	1,5	
Gemini Rail Group	2024	70	8%	5,6	8,0	45	25%	8,8	add on pending
iinovis group (Valmet Automotive)	2026	55	5%	2,8	5,0	14	10%	0,9	
keeeper	2024	140	12%	16,8	9,0	151	35%	41,6	
Kico Group	2026	100	8%	8,0	6,0	48	25%	8,0	
La Rochette	2026	120	10%	12,0	7,0	84	10%	5,6	
Lacroix & Kress / Plati	2026	160	8%	13,0	7,0	91	25%	15,2	
Lapyere	2026	600	7%	42,0	6,0	252	10%	16,8	
Magna	2026	360	6%	21,6	6,0	130	10%	8,7	
Clecim (Primetals)	2026	55	9%	5,0	7,0	35	10%	2,3	
Primo TECS (Tekfor)	2026	120	7%	8,4	6,0	50	25%	8,4	
Royal de Boer / Japy Tech	2026	50	10%	5,0	7,0	35	10%	2,3	
Sabo	2026	25	10%	2,5	8,0	20	25%	3,3	
SFC Solutions	2026	180	8%	14,4	6,0	86	25%	14,4	
Terranor (Nordic Road Services)	2026	100	8%	8,0	6,0	48	25%	8,0	add on pending
Trefil Union	2026	40	7%	2,8	7,0	20	10%	1,3	
					# shares	Mutares stake	Price		
STS Group					6,5	73,3%	7,00	33,3	pending sell
								303,8	_

	2020	2021e	2022e	2023e
Sum of the Parts (EURm)				
Consulting revenues	31,9	47,6	64,4	83,9
Consulting profit (⊞ITDA)	3,7	8,2	13,8	19,7
WACC				8,4%
			TV	235
Equity distributions	12	12,0	18,0	20,0
WACC				8,4%
			TV	239
(+) NPV portfolio		304		
(-) Discounted TV equity distributions		203		
NPV portfolio surplus		100,7		
Exits				
Balcke Dürr Rothemühle	5,6			
Nexive	17			
Enterprise Value / CF	22,6	120,9	31,8	473,7
Discounted values	22,6	120,9	29,3	403,3
Discounted sum EV/CF	•	576,1		
Debt		80		
Cash		26,5		
Other debt like items		39,8		
Equity Value		483		
Number of shares outstanding		15,5		
Fair value per share (EUR)		31,2		

As debt we deduct the outstanding bond and given guarantees

# Mutares



Valuation							
	2017	2018	2019	2020	2021e	2022e	2023e
Price / Book	1.3 x	1.1 x	0.8 x	0.9 x	1.1 x	1.6 x	1.9 x
Book value per share ex intangibles	8.43	8.99	8.17	7.38	18.20	10.59	8.39
EV / Sales	0.4 x	0.3 x	0.4 x	0.3 x	0.2 x	0.2 x	0.2 x
EV / EBITDA	5.6 x	5.5 x	4.6 x	3.6 x	2.0 x	12.8 x	5.8 x
EV / EBIT	9.4 x	14.0 x	14.0 x	12.5 x	3.9 x	n.a.	128.9 x
EV / EBIT adj.*	9.4 x	14.0 x	14.0 x	n.a.	n.a.	n.a.	128.9 x
P/FCF	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	222.7 x
P/E	4.8 x	13.9 x	7.3 x	6.3 x	2.0 x	n.a.	n.a.
P / E adj.*	n.a.	10.1 x	6.8 x	5.1 x	7.8 x	12.5 x	10.0 x
Dividend Yield	7.3 %	7.5 %	10.0 %	13.3 %	6.0 %	6.0 %	6.0 %
FCF Potential Yield (on market EV)	20.1 %	17.1 %	21.5 %	28.2 %	49.2 %	7.8 %	17.3 %
*Adjustments made for: -							

Company Specific Items							
	2017	2018	2019	2020	2021e	2022e	2023e
Sales Holding	n.a.	11	19	32	48	64	84
Portfolio equity distributions	n.a.	0	3	12	12	18	20
Exit gains	n.a.	68	0	23	30	0	0
Net income holding	n.a.	20	23	33	49	30	38
adj. EBITDA holding	n.a.	-18	1	5	11	17	23
Income investments holding	n.a.	44	22	35	42	18	20
Chg yoy	n.a.	n.a.	83.0 %	65.0 %	49.1 %	35.3 %	30.4 %
Net income margin holding	n.a.	189.9 %	116.6 %	104.7 %	102.2 %	47.3 %	45.3 %
Consulting income	n.a.	-8	-1	4	8	14	20



Consolidated profit & loss							
In EUR m	2017	2018	2019	2020	2021e	2022e	2023
Sales	900	865	1,016	1,584	2,454	2,961	3,02
Change Sales yoy	38.4 %	-3.8 %	17.4 %	55.9 %	54.9 %	20.7 %	2.0 %
Increase / decrease in inventory	-4	0	-4	-23	0	0	(
Own work capitalised	0	0	0	0	0	0	(
Total Sales	896	865	1,012	1,561	2,454	2,961	3,02
Material expenses	570	532	623	975	1,546	1,925	1,933
Gross profit	326	333	389	586	908	1,036	1,088
Gross profit margin	36.2 %	38.5 %	38.3 %	37.0 %	37.0 %	35.0 %	36.0 %
Personnel expenses	252	245	292	424	712	888	876
Other operating income	156	107	119	241	288	347	354
Other operating expenses	164	146	138	261	204	440	439
Unfrequent items	0	0	0	0	0	0	(
EBITDA	67	49	79	143	280	55	126
Margin	7.5 %	5.7 %	7.8 %	9.0 %	11.4 %	1.9 %	4.2 %
Depreciation of fixed assets	27	30	53	102	135	133	12
EBITA	40	19	26	41	145	-78	(
Amortisation of intangible assets	0	0	0	0	0	0	(
Goodwill amortisation	0	0	0	0	0	0	(
EBIT	40	19	26	41	145	-78	(
Margin	4.4 %	2.2 %	2.6 %	2.6 %	5.9 %	-2.6 %	0.2 %
EBIT adj.	40	19	26	-130	-55	-78	6
Interest income	3	1	2	4	1	1	,
Interest expenses	8	5	11	28	18	18	18
Other financial income (loss)	0	0	0	0	63	0	(
EBT	35	15	17	17	190	-95	-11
Margin	3.9 %	1.7 %	1.6 %	1.1 %	7.8 %	-3.2 %	-0.4 %
Total taxes	-8	3	0	-3	0	0	(
Net income from continuing operations	44	12	17	20	190	-95	-11
Income from discontinued operations (net of tax)	0	0	0	0	0	0	(
Net income before minorities	44	12	17	20	190	-95	-11
Minority interest	0	-3	-4	-7	0	0	(
Net income	44	15	21	27	190	-95	-11
Margin	4.9 %	1.7 %	2.0 %	1.7 %	7.8 %	-3.2 %	-0.4 %
Number of shares, average	15	15	15	15	15	15	15
EPS	2.85	0.96	1.37	1.79	12.55	-6.26	-0.75
EPS adj.	n.a.	1.32	1.48	2.20	3.20	2.01	2.5
*Adjustments made for:							

Guidance: Annualized group sales above EUR 2.2bn (including signed acquisitions)

Financial Ratios							
	2017	2018	2019	2020	2021e	2022e	2023e
Total Operating Costs / Sales	92.1 %	94.3 %	91.8 %	89.5 %	88.6 %	98.1 %	95.8 %
Operating Leverage	0.4 x	13.4 x	2.0 x	1.0 x	4.6 x	n.a.	n.a.
EBITDA / Interest expenses	8.5 x	9.6 x	7.2 x	5.1 x	15.5 x	3.1 x	7.0 x
Tax rate (EBT)	-23.7 %	18.9 %	0.0 %	-16.6 %	0.0 %	0.0 %	0.0 %
Dividend Payout Ratio	35.3 %	127.0 %	91.2 %	115.6 %	12.0 %	n.m.	n.m.
Sales per Employee	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.

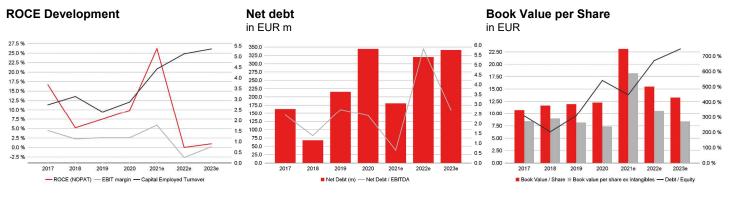


Search Source, Walburg Research Source, Walburg Research



Consolidated balance sheet							
In EUR m	2017	2018	2019	2020	2021e	2022e	2023
Assets							
Goodwill and other intangible assets	36	41	59	76	76	76	76
thereof other intangible assets	36	41	59	76	76	76	76
thereof Goodwill	0	0	0	0	0	0	(
Property, plant and equipment	171	133	176	243	438	334	244
Financial assets	6	17	17	9	9	9	(
Other long-term assets	4	5	123	150	150	150	150
Fixed assets	216	196	375	478	673	569	478
Inventories	131	101	134	204	351	423	432
Accounts receivable	183	163	172	295	457	552	563
Liquid assets	99	108	80	145	369	230	209
Other short-term assets	44	62	88	206	206	206	206
Current assets	457	435	474	850	1,383	1,410	1,409
Total Assets	673	631	849	1,327	2,055	1,980	1,887
Liabilities and shareholders' equity							
Subscribed capital	16	15	15	15	15	15	15
Capital reserve	37	37	37	38	38	38	38
Retained earnings	111	129	135	144	312	194	160
Other equity components	3	-1	-2	-7	-7	-7	-7
Shareholders' equity	166	181	185	190	358	240	206
Minority interest	-1	27	23	17	17	17	17
Total equity	166	208	208	207	375	257	223
Provisions	147	97	138	210	460	400	330
thereof provisions for pensions and similar obligations	103	47	87	116	166	166	166
Financial liabilities (total)	160	129	208	374	384	384	384
Short-term financial liabilities	36	26	41	57	57	57	57
Accounts payable	122	144	195	319	494	597	609
Other liabilities	79	53	100	217	342	342	342
Liabilities	507	423	640	1,120	1,680	1,723	1,66
Total liabilities and shareholders' equity	673	631	849	1,327	2,055	1,980	1,887

Financial Ratios							
	2017	2018	2019	2020	2021e	2022e	2023e
Efficiency of Capital Employment							
Operating Assets Turnover	2.5 x	3.4 x	3.5 x	3.8 x	3.3 x	4.2 x	4.8 x
Capital Employed Turnover	2.7 x	3.1 x	2.4 x	2.9 x	4.4 x	5.1 x	5.4 x
ROA	20.4 %	7.5 %	5.5 %	5.7 %	28.3 %	-16.7 %	-2.4 %
Return on Capital							
ROCE (NOPAT)	16.6 %	5.2 %	7.5 %	9.8 %	26.2 %	n.a.	1.0 %
ROE	30.9 %	8.5 %	11.4 %	14.4 %	69.5 %	-31.8 %	-5.1 %
Adj. ROE	n.a.	11.6 %	12.3 %	17.8 %	17.7 %	10.2 %	17.1 %
Balance sheet quality							
Net Debt	164	68	215	345	181	320	341
Net Financial Debt	61	21	128	228	15	154	175
Net Gearing	98.8 %	32.8 %	103.5 %	166.3 %	48.2 %	124.6 %	153.0 %
Net Fin. Debt / EBITDA	90.6 %	43.2 %	161.7 %	160.1 %	5.2 %	279.4 %	138.4 %
Book Value / Share	10.7	11.7	12.0	12.3	23.1	15.5	13.3
Book value per share ex intangibles	8.4	9.0	8.2	7.4	18.2	10.6	8.4

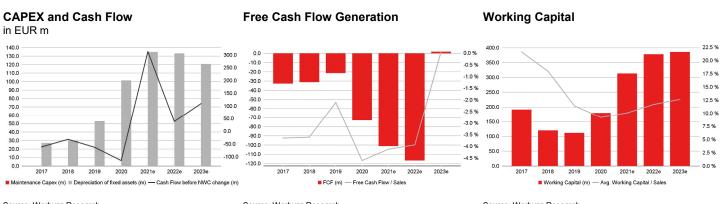


Source: Warburg Research Source: Warburg Research Source: Warburg Research



Consolidated cash flow statement							
In EUR m	2017	2018	2019	2020	2021e	2022e	2023e
Net income	44	12	17	20	190	-95	-11
Depreciation of fixed assets	27	30	53	102	135	133	121
Amortisation of goodwill	0	0	0	0	0	0	0
Amortisation of intangible assets	0	0	0	0	0	0	0
Increase/decrease in long-term provisions	19	-9	-15	29	50	0	0
Other non-cash income and expenses	-152	-65	-118	-265	-63	0	0
Cash Flow before NWC change	-62	-32	-63	-115	313	38	109
Increase / decrease in inventory	34	13	20	17	-147	-73	-9
Increase / decrease in accounts receivable	-2	39	34	7	-162	-95	-11
Increase / decrease in accounts payable	0	-31	-2	48	175	102	12
Increase / decrease in other working capital positions	0	0	0	0	-250	-60	-70
Increase / decrease in working capital (total)	33	21	53	72	-384	-125	-78
Net cash provided by operating activities [1]	-29	-11	-11	-43	-71	-87	32
Investments in intangible assets	0	0	0	0	0	0	0
Investments in property, plant and equipment	0	0	0	-29	-30	-30	-30
Payments for acquisitions	2	19	33	79	275	0	0
Financial investments	0	0	0	1	0	0	0
Income from asset disposals	25	-3	23	1	63	0	0
Net cash provided by investing activities [2]	24	-3	44	51	308	-30	-30
Change in financial liabilities	12	0	0	104	10	0	0
Dividends paid	-5	-15	-15	-15	-23	-23	-23
Purchase of own shares	0	-3	0	-3	0	0	0
Capital measures	0	0	0	0	0	0	0
Other	28	42	-47	-29	0	0	0
Net cash provided by financing activities [3]	35	23	-62	58	-13	-23	-23
Change in liquid funds [1]+[2]+[3]	29	9	-29	66	224	-139	-21
Effects of exchange-rate changes on cash	0	0	0	-1	0	0	0
Cash and cash equivalent at end of period	99	108	80	145	369	230	209

Financial Ratios							
	2017	2018	2019	2020	2021e	2022e	2023e
Cash Flow							
FCF	-33	-31	-21	-73	-101	-117	2
Free Cash Flow / Sales	-3.6 %	-3.6 %	-2.1 %	-4.6 %	-4.1 %	-3.9 %	0.1 %
Free Cash Flow Potential	75	46	79	146	280	55	126
Free Cash Flow / Net Profit	-74.2 %	-212.2 %	-102.9 %	-269.0 %	-53.1 %	122.7 %	-15.9 %
Interest Received / Avg. Cash	4.0 %	0.5 %	1.6 %	3.5 %	0.4 %	0.3 %	0.5 %
Interest Paid / Avg. Debt	5.9 %	3.5 %	6.5 %	9.7 %	4.8 %	4.7 %	4.7 %
Management of Funds							
Investment ratio	0.0 %	0.0 %	0.0 %	1.8 %	1.2 %	1.0 %	1.0 %
Maint. Capex / Sales	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %	0.0 %
Capex / Dep	0.0 %	0.0 %	0.0 %	28.3 %	22.2 %	22.5 %	24.8 %
Avg. Working Capital / Sales	21.6 %	18.0 %	11.4 %	9.2 %	10.0 %	11.7 %	12.6 %
Trade Debtors / Trade Creditors	149.4 %	113.3 %	88.5 %	92.5 %	92.5 %	92.5 %	92.5 %
Inventory Turnover	4.3 x	5.3 x	4.6 x	4.8 x	4.4 x	4.6 x	4.5 x
Receivables collection period (days)	74	69	62	68	68	68	68
Payables payment period (days)	78	99	114	119	117	113	115
Cash conversion cycle (Days)	80	39	26	25	34	35	35



Source: Warburg Research Source: Warburg Research Source: Warburg Research



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-B-	Buy:	The price of the analysed financial instrument is expected to rise over the next 12 months.
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<b>"_"</b>	Rating suspended:	The available information currently does not permit an evaluation of the company.

WARBURG RESEARCH GMBH - ANALYSED RESEARCH UNIVERSE BY RATING					
Rating	Number of stocks	% of Universe			
Buy	150	70			

Total	213	100
Rating suspended	5	2
Sell	5	2
Hold	53	25

## WARBURG RESEARCH GMBH - ANALYSED RESEARCH UNIVERSE BY RATING ...

... taking into account only those companies which were provided with major investment services in the last twelve months.

Rating	Number of stocks	% of Universe
Buy	44	90
Hold	2	4
Sell	0	0
Rating suspended	3	6
Total	49	100

## PRICE AND RATING HISTORY MUTARES AS OF 19.05.2021



Markings in the chart show rating changes by Warburg Research GmbH in the last 12 months. Every marking details the date and closing price on the day of the rating change.



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