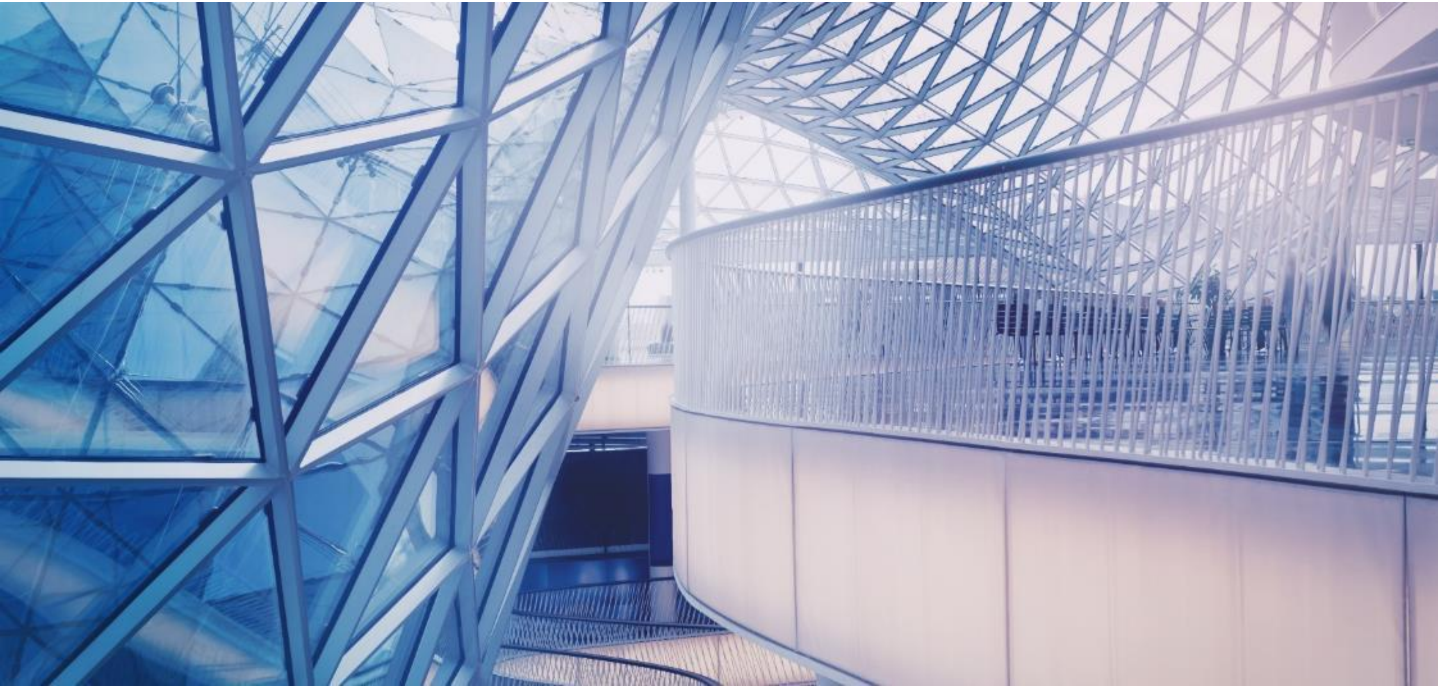
Q4 and FY 2018 Results

7 February 2019

Intertrust



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Agenda

- Q4 and FY 2018 Highlights and Operational Update – CEO Stephanie Miller
- Q4 and FY 2018 Results – CFO Hans Turkesteen
- Q&A

Highlights and Operational Update

CEO Stephanie Miller

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Consistently delivered on our full year 2018 guidance

Highlights FY 2018

Revenue

- 2018 Guidance at least 3%
- FY 2018 revenue up 3.5% to EUR 496.1m

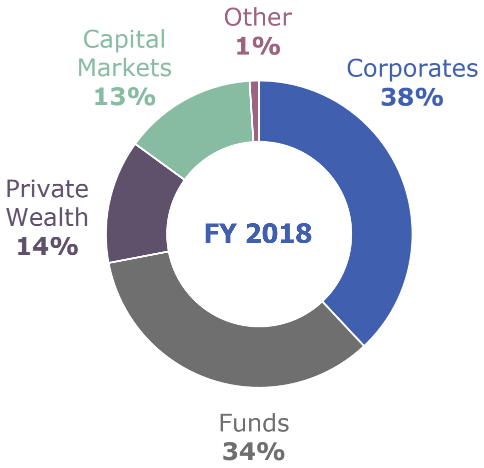
Adjusted EBITA and margin

- 2018 Guidance at least 37%
- FY 2018 adjusted EBITA increased 1.8% to EUR 185.9m
- FY 2018 adjusted EBITA margin 37.5%

Dividend

- Final dividend of EUR 0.32 per share, payable on 7 June 2019
- Total dividend FY 2018: EUR 0.62

Revenue per client type



Continued executing our strategic ambitions

Operational update

Clients & Services

- Continued inflow for certain EU offices driven by Brexit, however uncertainty still remains
- Capital Markets and Funds enhanced and expanded services with a focus on loan administration and debt servicing

People

- Senior Leadership Group initiated to increase involvement in executing strategic agenda
- Simplification of the management structure as of January 2019

Operational excellence

- Good progress in global process alignment
- Strategic planning to automate key business activities completed

Innovation & Technology

IT roadmap aligned to strategy

Innovation

- Launch of client portal IRIS completed in January
- Automated Payment Platform

Infrastructure & application management

- 3 out of 5 regions moved to the cloud
- Cloud strategy completed in all regions by Q1 2020

Workspace & network

- Cloud based ‘virtual desktop’ workspace as a standard
- Roll-out of Network as a Service

Integration

- Jersey in progress, other regions completed

Q4 and FY 2018 results

CFO Hans Turkesteen

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Highlights Q4 and FY 2018

(€m)	Q4 2018	Q4 2017	Change	Underlying change	FY 2018	FY 2017	Change	Underlying change
Revenue	132.7	127.4	4.1%	3.3%	496.1	485.2	2.2%	3.5%
Adjusted EBITA	50.0	51.0	-1.8%	-2.6%	185.9	185.1	0.4%	1.8%
Adjusted EBITA margin	*37.7%*	*40.0%*	*-229bps*	*-230bps*	*37.5%*	*38.2%*	*-69bps*	*-65bps*
Adjusted net income	36.2	38.6	-6.1%		137.7	139.5	-1.3%	
Adjusted EPS (€)	0.41	0.42	-2.4%		1.54	1.53	0.7%	
Cash flow from operating activities	69.5	48.4	43.7%		185.0	156.9	17.9%	
Average number of shares	89,167,939	91,787,418			89,399,344	91,020,700		

- FY 2018 results well within guidance. Guidance 2019 reiterated.
- FY 2018 revenue of EUR 496.1m, up 3.5% on an underlying basis.
- FY 2018 adjusted EBITA increased 1.8% underlying to EUR 185.9m.
- Adjusted EBITA margin in FY 2018 at 37.5%.
- Adjusted net income in Q4 2018 impacted by increase of finance costs.
- Strong operating cash flow as a result of enhanced working capital management.

Key Performance Indicators

	KPI	Definition	FY2018	FY2017	*Change*
1	Underlying revenue growth	Year-on-year underlying revenue change	3.5%	4.4%	
2	Adjusted EBITA margin	Adjusted EBITA as % of revenue	37.5%	38.2%	
3	Revenue / Billable FTE [1]	€k, LTM	264.2	260.4	*1.5%*
4	Billable FTE / Total FTE	As %, end-of-period	75%	76%	
5	HQ & IT costs	As % of revenue	14.2%	12.4%	
6	Number of entities[2]	'000, end-of-period	48.4	50.4	*-3.9%*
	> Regular		23.0	23.5	*-2.0%*
	> High Volume, Low Value		25.4	26.9	*-5.6%*
7	ARPE[2]	€k, LTM	10.2	9.6	*6.4%*
	> Regular		18.4	17.4	*5.8%*
	> High Volume, Low Value		2.9	2.9	*-0.1%*
8	Working capital / LTM revenue	As %	-3.2%	-0.2%	
9	Revenue per service line	From 2019 onwards on a quarterly basis			

Notes:
1. Billable FTE is calculated based on LTM average, revenue is not corrected for currency impact | 2. KPI's will phase out as of Q1 2019.

Revenue per segment

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Revenue (€m)	Q4 2018	Q4 2017	Change	Underlying change	FY 2018	FY 2017	Change	Underlying change
Netherlands	30.6	31.3	-2.0%	-2.0%	115.7	117.2	-1.2%	-1.2%
Luxembourg	29.3	25.4	15.3%	15.3%	109.1	97.1	12.4%	12.4%
Americas[2]	23.4	24.1	-2.7%	-4.7%	84.4	89.2	-5.4%	-1.0%
Jersey	14.7	14.4	2.0%	1.9%	57.9	58.5	-1.1%	-0.2%
ROW	34.7	32.3	7.4%	5.8%	128.9	123.2	4.6%	6.0%
Group total	**132.7**	**127.4**	**4.1%**	**3.3%**	**496.1**	**485.2**	**2.2%**	**3.5%**
		No. of entities ('000)			48.4	50.4	-3.9%	
		ARPE (€k)			10.2	9.6	6.4%	

- NL: Stabilised revenue and continued increase of market share in a challenging market.
- LUX: Strong performance with new business from both existing and new clients.
- Americas: Revenue Q4 2018 decreased compared to strong Q4 2017, but represents a 9% increase compared to Q3 2018.
- Jersey: Revenue growth in Q4 2018 but full year revenue is impacted by insourcing of a large family office.
- ROW: Significant continued revenue growth as result of good performance in APAC, the Nordics and Spain.

Adjusted EBITA (margin) per segment

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Adj. EBITA (€m) *Margin (%)*	Q4 2018	Q4 2017	Underlying change %	FY 2018	FY 2017	Underlying change %
Netherlands	18.4	19.2	-4.1%	69.8	72.0	-3.0%
	60.0%	*61.3%*		*60.3%*	*61.4%*	
Luxembourg	17.5	13.5	29.6%	62.7	51.4	22.1%
	59.8%	*53.2%*		*57.5%*	*52.9%*	
Americas	12.7	13.8	-9.6%	45.7	46.4	2.8%
	54.3%	*57.4%*		*54.1%*	*52.0%*	
Jersey	7.6	7.3	4.1%	29.2	30.0	-1.8%
	51.7%	*50.6%*		*50.4%*	*51.2%*	
ROW	13.6	13.3	0.4%	48.8	45.4	8.6%
	39.3%	*41.3%*		*37.9%*	*36.9%*	
Group total (after HQ & IT costs)	**50.0**	**51.0**	**-2.6%**	**185.9**	**185.1**	**1.8%**
Adj. EBITA margin (%)	***37.7%***	***40.0%***		***37.5%***	***38.2%***	

- NL: Adj. EBITA margin 60.3%, slight decline mainly due to operating leverage, severance costs and investments in new services.
- LUX: Adj. EBITA margin increased significantly in FY 2018 to 57.5% as a result of strong operating leverage.
- Americas: Increase in FY 2018 to 54.1%, mostly driven by stricter cost management and improved efficiency in processes.
- Jersey: Q4 2018 adj. EBITA margin improved as a result of lower staff expenses.
- ROW: FY 2018 adj. EBITA margin increased to 37.9%, primarily driven by operating leverage in APAC, Nordics and Spain.

Group HQ and IT costs

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Expenses (€m)	Q4 2018	Q4 2017	FY 2018	FY 2017
Group HQ	(10.1)	(7.7)	(34.2)	(26.3)
As % of revenue	*7.6%*	*6.1%*	*6.9%*	*5.3%*
Group IT	(9.7)	(8.5)	(36.2)	(33.7)
As % of revenue	*7.3%*	*6.6%*	*7.3%*	*6.8%*
Total	**(19.8)**	**(16.2)**	**(70.4)**	**(60.0)**
As % of revenue	***14.9%***	***12.7%***	***14.2%***	***12.4%***

- Group HQ costs increased in 2018 due to higher staff expenses and LTIP costs, and higher (one-off) professional fees for the implementation of GDPR.
- Quarterly HQ costs, excluding one-offs, in the range of EUR 8.5-9.0m represent a stable run rate.
- Increased Group IT costs mainly driven by new projects: Client Portal IRIS, virtual boardroom, enhanced payment hub and continued execution of the IT roadmap.
- IT roadmap on track for delivery in 2019.

Capital employed

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(€m)	31.12.2018	30.09.2018	31.12.2017
Acquisition-related intangible assets	1,451.8	1,460.8	1,474.2
Other intangible assets	15.3	13.4	14.8
Property, plant and equipment	14.6	14.3	16.5
Total working capital	(16.0)	5.9	(0.9)
Other assets	3.1	3.9	4.4
Total Capital employed (Operational)	**1,468.8**	**1,498.2**	**1,509.0**
Total equity	718.8	713.9	705.1
Net debt	682.0	701.7	720.7
Provisions, deferred taxes and other liabilities	68.0	82.7	83.2
Total Capital employed (Finance)	**1,468.8**	**1,498.2**	**1,509.0**

- Strong improvement in working capital mainly driven by accelerated billing process in Cayman and centralised cash collection.
- Provisions, deferred taxes and other liabilities decreased mainly as a result of lower deferred tax liabilities following a change in corporate income tax rates in the Netherlands.
- Refinancing completed on 14 November 2018. See appendix (page 22) for more details.
- Leverage ratio, as defined in the SFA, at 3.38x at 31 December 2018.

Free cash flow

Free cash flow (€m)	Q4 2018	Q4 2017	FY 2018	FY 2017
Adjusted EBITA	50.0	51.0	185.9	185.1
Adjustments for:				
Depreciation and amortisation of other intangible assets	2.8	2.8	11.1	11.0
Other non cash items	2.1	(0.1)	4.2	1.3
Net cash used for specific items	(2.0)	(2.1)	(11.2)	(8.4)
Changes in:				
(Increase)/decrease in working capital (excl. current tax)	22.9	0.8	20.9	(18.3)
Others	(0.9)	0.6	2.8	(0.5)
Income tax paid	(5.5)	(4.6)	(28.7)	(13.3)
Cash flow from operating activities	**69.5**	**48.4**	**185.0**	**156.9**
Capex paid	(5.0)	(2.8)	(9.6)	(8.3)
Interests and other finance expenses paid	(4.7)	(5.9)	(23.3)	(23.2)
Free cash flow	**59.8**	**39.7**	**152.1**	**125.4**

- Net cash flow from operating activities increased 18% driven by strong working capital management. Free cash flow increased 22%.
- Capex for FY 2018 increased to 1.9% of revenue, in line with guidance of around 2% as a result of increased investments in technology.

Tax reconciliation

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(€m)		FY 2018		FY 2017		Change
Profit before income tax		**97.8**		**107.6**		**(9.8)**
Income tax using the Company's domestic tax rate	***25.0%***	**(24.4)**	**25.0%**	**(26.9)**		**2.4**
Effect of tax rates in foreign jurisdictions		9.0		10.4		(1.5)
Effect of tax rate changes on deferred tax position		9.3		-		9.3
Effect of non-taxable and deferred items		(2.0)		(3.6)		1.6
Effect of prior year adjustments		(0.3)		1.1		(1.4)
Income tax	***8.6%***	**(8.4)**	***17.6%***	**(18.9)**	***-897bps***	**10.5**
Of which:						
Current tax expense	***22.1%***	(21.6)	***22.7%***	(24.4)		2.8
Deferred tax income	***-13.5%***	13.2	***-5.1%***	5.5		7.6

- The effect of tax rate changes was largely due to a decrease in corporate income tax rates in the Netherlands impacting our deferred tax position.
- The adjusted effective tax rate, excluding the impact of the changes in the tax rate, was 18.2%.

Full year 2019 guidance reiterated

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Revenue growth

- Underlying revenue growth of at least 3 - 5%

EBITA margin

- Adjusted EBITA margin of at least 36%

Other elements

- Capex expected to be around 2.0% of revenue
- Effective tax rate of approximately 19%
- Dividend policy at least 40% of adjusted net income
- Target leverage of around 3.0x

Key takeaways

Intertrust

Consistently delivered on our full year 2018 guidance. **Confident** about delivering on our **2019 expectations**

Standardisation, auto-mation and client portal are part of **strong foundation** to facilitate future success

Continue to execute our **clear strategy** to become the leading **tech-enabled** corporate and fund solutions provider

Q&A

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Appendix

Consolidated Profit/Loss (unaudited)

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(€k)	Q4 2018	Q4 2017	FY 2018	FY 2017
Revenue	**132,688**	**127,414**	**496,056**	**485,216**
Staff expenses	(58,950)	(54,017)	(223,559)	(214,501)
Rental expenses	(6,162)	(6,274)	(24,309)	(24,155)
Other operating expenses	(18,266)	(16,146)	(65,179)	(61,950)
Other operating income	-	19	51	219
Depreciation and amortisation of other intangible assets	(2,795)	(2,830)	(11,096)	(11,019)
Amortisation of acquisition-related intangible assets	(10,504)	(10,184)	(41,309)	(41,029)
Profit/(loss) from operating activities	**36,011**	**37,982**	**130,655**	**132,781**
Financial income	143	2,184	387	2,193
Financial expense	(11,710)	(9,896)	(33,321)	(28,089)
Financial result[1]	**(11,567)**	**(7,712)**	**(32,934)**	**(25,896)**
Share of profit and result of transactions with equity-accounted investees and subsidiaries (net of tax)	19	880	78	689
Profit/(loss) before income tax	**24,463**	**31,150**	**97,799**	**107,574**
Income tax	4,800	(1,213)	(8,408)	(18,893)
Profit/(loss) after tax	**29,263**	**29,937**	**89,391**	**88,681**

[1] Reported financial result of EUR (32.9 m) for FY 2018 (FY 2017: EUR (25.9 m)) included interest expenses of EUR 31.8 m (FY 2017: EUR 27.3 m)

Reconciliation of performance measures to reported results

(€k)	Q4 2018	Q4 2017	FY 2018	FY 2017
Profit/(loss) from operating activities	**36,011**	**37,982**	**130,655**	**132,781**
Amortisation of acquisition-related intangible assets	10,504	10,184	41,309	41,029
Specific items – Transaction costs	-	-	110	83
Specific items – Integration and transformation costs	3,296	2,006	12,486	7,804
Specific items – Share-based payment upon IPO	195	431	1,090	2,098
Specific items – Share-based payment upon integration	53	89	195	1,060
Specific items – Other items	(30)	264	20	277
Adjusted EBITA	**50,029**	**50,956**	**185,865**	**185,132**

(€k)	Q4 2018	Q4 2017	FY 2018	FY 2017
Adjusted EBITA	**50,029**	**50,956**	**185,865**	**185,132**
Net finance costs (adjusted) - excluding net foreign exchange loss[1]	(8,312)	(6,988)	(29,533)	(27,794)
Share of profit and result of transactions with equity-accounted investees and subsidiaries (net of tax)	19	880	78	689
Income tax (adjusted)	(5,502)	(6,280)	(18,710)	(18,540)
Adjusted Net income	**36,234**	**38,568**	**137,700**	**139,487**

1. Foreign exchange gain/(loss) for Q4 2018 was EUR 0.1m, FY 2018 was EUR 0.2m; Q4 2017: (EUR 0.7m), FY 2017: EUR 1.9m

Senior debt facilities

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(in millions)	Currency	Amount	Year of maturity	Initial interest rate
Senior Notes	EUR	500	2025	3.375%
Facility A1	USD	200	2023	Libor + 2.250%
Facility A2	GBP	100	2023	Libor + 2.250%
Revolving credit facility	Multicurrency	150[1]	2023	Libor + 1.850%

1 The facility size amounts to EUR 150m

- Refinancing successfully completed on 14 November 2018.
- EUR 500m senior unsecured notes listed on the Luxembourg Stock Exchange.
- Senior notes have a BB+ rating at Standard & Poor's and a Ba2 rating with Moody's.
- Bank covenant is 4.5x (net debt over LTM EBITDA).
- As of February 2019 margins will be reduced to 2.00% for facility A1 and A2; to 1.60% for the revolving credit facility.

Key highlights

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Key facts

- **Global leader in providing expert administrative services** to clients operating and investing in the international business environment
- Serving clients for **66 years**
- **41 offices** in 29 countries
- **2,500+ employees**, 87 nationalities
- Revenue FY2018 of **€496m**

Americas

Bahamas
Brazil
British Virgin Islands
Canada
Cayman Islands
Curaçao
United States

EMEA

Belgium
Cyprus
Denmark
Finland
Germany
Guernsey
Ireland
Jersey
Luxembourg
Norway
Spain
Sweden
Switzerland
The Netherlands
Turkey
United Kingdom
United Arab Emirates

Asia Pacific

Australia
China
Hong Kong
Japan
Singapore

Intertrust's clients include

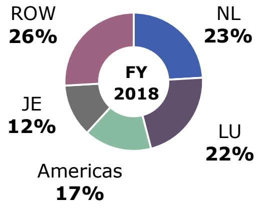
60% Top 10 of Fortune 500

50% Top 50 Fortune 500

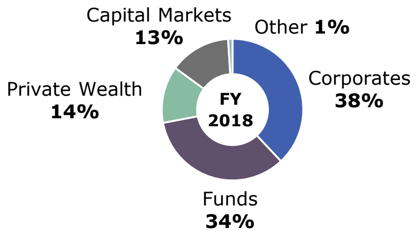
80% Top 50 of Private Equity International 300

Diversification

Revenue by jurisdiction



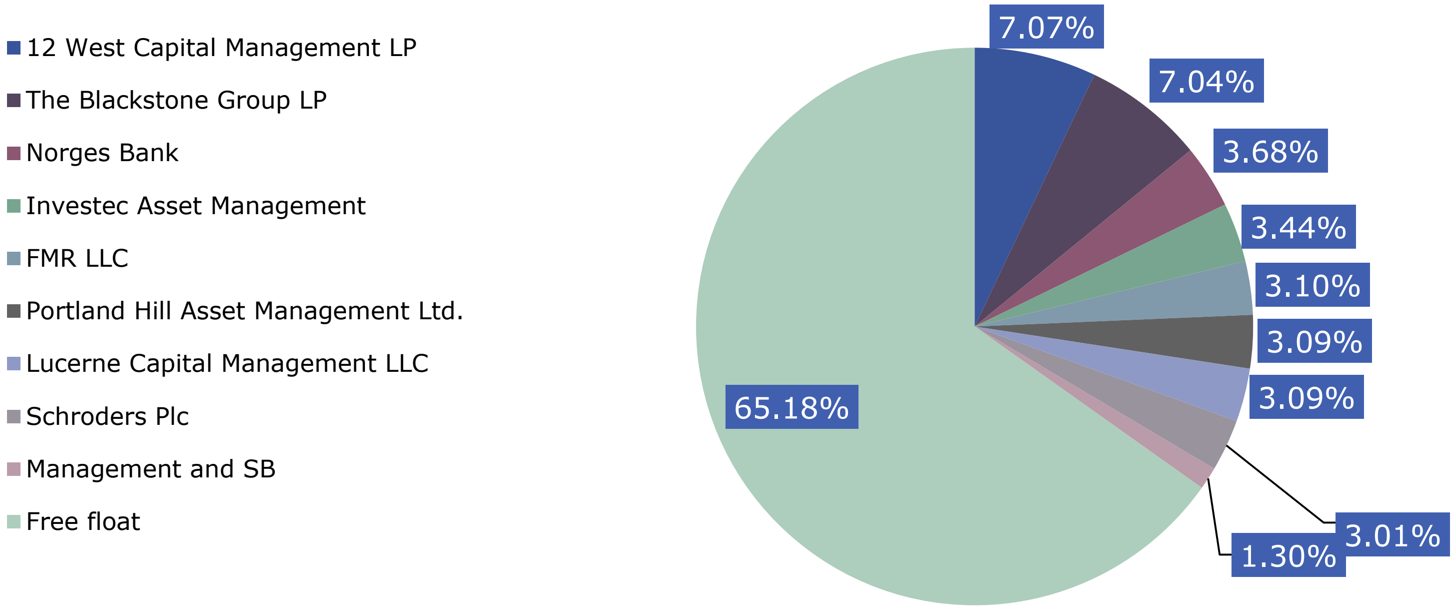
Revenue mix by client type



Notes: NL: The Netherlands; LU: Luxembourg; JE: Jersey; ROW: Rest of World

Ownership structure

Shareholder structure
31 December 2018



Notes & Definitions

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- Intertrust N.V. Q4 and FY 2018 financial figures are shown on a reported and adjusted basis.
- Figures presented in EUR million tables, are calculated before rounding.
- Adjustments in EBITDA and EBITA are disclosed in the press release. Adjusted figures represent adjustments because of non-recurring items.
- As of Q1 2018, Intertrust uses the following segmentation:

  The Netherlands, Luxembourg, Americas, Jersey and Rest of the World (ROW), whereby Cayman is included in Americas in both 2017 and 2018 figures.

Selected definitions

- Adjusted net income per share is defined as Adjusted net income divided by the average number of shares outstanding at 31 December 2018. Average no. of shares for Q4 2018: 89,167,939; for Q4 2017: 91,787,418. For FY 2018: 89,399,344; for FY 2017: 91,020,700.
- ARPE is defined as Average Revenue per Entity.
- Capital expenditure is defined as investments in property, plant, equipment and other intangible assets not related to acquisitions.
- CC is Constant Currency.
- FTE is Full-time equivalent employee.
- Leverage ratio is total net debt (at LTM average FX rate) divided by the Adjusted EBITDA of Intertrust, including proforma contribution for acquisitions and full year run-rate synergies related to acquisitions and other SFA adjustments such as the addback of LTM LTIP accruals.
- Net interest is defined as Net finance cost excluding Forex gains and losses.
- Operating free cash flow is defined as Adjusted EBITDA less capital expenditure.
- Total net debt is nominal value of the senior facilities at the prevailing exchange rates less cash excluding cash held on behalf of clients.
- Underlying is current and prior period at constant currency and, if applicable, including proforma figures for acquisition(s).

Thank you

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