NAHL Group plc

Interim Results Presentation

23 September 2014



Disclaimer

This document is an investor presentation which has been prepared by, and is the sole responsibility of, NAHL Group Limited (to become NAHL Group Plc) (the "**Company**"). It has been prepared in connection with the proposed placing (the "**Placing**") of ordinary shares in the capital of the Company and the proposed application for admission ("**Admission**") of the whole of the issued and to be issued ordinary share capital of the Company ("**Ordinary Shares**") to trading on the AIM market of the London Stock Exchange plc ("**AIM**").

The information in this document is subject to updating, completion, revision, further verification and amendment. This document does not purport to contain all the information that a prospective investor may require. This printed presentation is incomplete without reference to the oral presentation, discussion and any related written materials that supplement it. Prospective investors should conduct their own independent investigation and analysis of the Company and of the information contained in this document and they are advised to seek their own professional advice on the legal, financial and taxation consequence of making an investment in the Company. Nothing in this document constitutes the giving of investment advice.

This document is not an admission document or a prospectus and potential investors should not subscribe for or purchase any shares referred to in this document except on the basis of information in the final form of admission document to be published by the Company in due course. This document does not constitute or form any part of any offer or invitation to sell or issue, or any solicitation of an offer to purchase or subscribe for, any shares in the Company, nor shall it or any part of it or the fact of its distribution form the basis of, or be relied on in connection with, any contract therefor.

Execution Noble & Company Limited, registered number SC127487, or Execution Noble Limited, registered number 04058971, which conduct their UK investment banking activities as Espirito Santo Investment Bank ("Espirito Santo Investment Bank, which is authorised and regulated by the Financial Conduct Authority, is advising the Company and no one else in connection with the proposed Placing and Admission. Espirito Santo Investment Bank's responsibilities as the Company's Nominated Adviser under the AIM Rules for Companies and the AIM Rules for Nominated Advisers will be owed solely to the London Stock Exchange and not to the Company, to any of its directors or any other person in respect of a decision to subscribe for or acquire shares or other securities in the Company. Espirito Santo Investment Bank has not authorised the contents of, or any part of, this document and no representation or warranty, express or implied, is made by Espirito Santo Investment Bank as any of its contents. In relation to the Placing, Espirito Santo Investment Bank is advising the Company and no one else (whether or not a recipient of this document), and will not be responsible to anyone other than the Company for providing the protections afforded to customers of Espirito Santo Investment Bank.

Espirito Santo Investment Bank has not approved this document for the purposes of section 21 of the Financial Services and Markets Act 2000 (**"FSMA"**) and accordingly it is a communication made only to persons who (a) fall within one or more of the exemptions from section 21 of FSMA contained in articles 19 and 49 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (which includes persons who are authorised or exempt persons within the meaning of FSMA, certain other investment professionals, high net worth companies, unincorporated associations or partnerships and the trustes of high value trusts) and persons who are otherwise permitted by law to receive it. Any investment or investment activity to which this document relates is only available to such persons. Persons of any other description, including those who do not have professional experience in matters relating to investments, should not rely on this document or act on its contents for any purpose whatsoever and should return it to Espirito Santo Investment Bank immediately.

This document is being distributed to and is directed only at persons in members states of the European Economic Area ("EEA") who are "qualified investors" as defined under the Prospectus Directive (Directive 2003/71/EC and any amendments thereto including 2010/73/EU to the extent implemented in the relevant EEA member state) and any relevant implementing measures in the relevant member state of the EEA ("qualified investors"). Any person in any such member state of the EEA who receives this document will be deemed to have represented and agreed that it is a qualified investor. Any such recipient will also be deemed to have represented and agreed that it has not received this document on behalf of persons in the EEA other than qualified investors or persons in the United Kingdom and other member states (where equivalent legislation exists) for whom the investor has authority to make decisions on a wholly discretionary basis. The Company, Execution Noble & Company Limited and its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements. Any person in the EEA who is not a qualified investor should not act or rely on this document or any of its contents.

This document has not been approved by the London Stock Exchange plc, the Financial Services Authority, the Central Bank of Ireland or the Irish Stock Exchange plc. This document has not been prepared in accordance with Part 5 of the Investment Funds, Companies and Miscellaneous Provisions Act 2005, Part 5 of the Prospectus (Directive 2003/71 EC) Regulations 2005 of Ireland as amended by the Prospectus (Directive 2003/71/EC) (Amendment) Regulations 2012 (the "**Irish Prospectus Regulations**"), Commission Regulation (EC) No. 809/2004 or the laws of Ireland and does not comprise a prospectus nor constitute an offer of transferable securities to the public for the purposes of the Irish Prospectus Regulations.

In Ireland, this document is being distributed only to, and is directed only at, "qualified investors" as (within the meaning of the Irish Prospectus Regulations who are "professional clients" as defined in Schedule 2 of the European Communities Markets in Financial Instruments Regulations 2007 (as amended). The Ordinary Shares may be offered to the public in Ireland at any time under the following exemptions under the Irish Prospectus Regulations; (i) an offer of securities addressed solely to qualified investors (as defined in the Irish Prospectus Regulations); (iii) an offer of securities addressed solely to fewer than 150 natural or legal persons (other than qualified investors, as defined in the Irish Prospectus Regulations); subject to obtaining the prior written consent of the Company for any such offer; and (iii) in any other circumstances falling within Regulations].

No Ordinary Shares will be publicly offered or distributed in Switzerland. Ordinary Shares will be offered in Switzerland privately only to a select circle of investors without the use of any public means of information or advertisement. This document does not constitute an offer prospectus within the meaning of Art. 652a of the Swiss Code of Obligations. It has not been filed with or approved by any Swiss regulatory authority or stock exchange. The Ordinary Shares will not be registered in Switzerland or listed on any Swiss stock exchange. This document may not be distributed or used in Switzerland without the Company's prior written approval.

Recipients of this document who intend to apply for Ordinary Shares following the publication of the final form of admission document to be published by the Company in due course are reminded that any such application may only be made on the basis of the information contained in such admission document, which may be different from the information contained in this document. No reliance may be placed for any purpose whatsoever on the information contained in this document or on its completeness. No undertaking, representation or warranty, express or implied, is given by the Company, any member of the Group, Espirito Santo Investment Bank or any of their respective current or proposed directors, officers, partners, employees, secondees, agents or advisers or any other person as to the accuracy or completeness of the opinions contained in this document and no liability is accepted for any such information or opinions. Notwithstanding the foregoing, nothing is this paragraph shall exclude liability for any undertaking, representation or warranty made fraudulently.

This document and its contents are confidential and neither it nor any copy of it may be distributed, re-distributed, published or reproduced or otherwise made available in whole or in part or disclosed by recipients to any other person and, in particular, it may not be distributed to persons within Australia, Canada, Japan, New Zealand, South Africa or the United States of America (including their territories, possessions and all areas subject to their jurisdiction) or any other country where its distribution may lead to a breach of any law or governmental or regulatory requirements. This document is being supplied to you solely for your information.

The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended, or under the securities legislation of any state of the United States of America. No securities commission or similar authority in Canada has in any way passed on the merits of the securities offered under the terms of this document and any representation to the contrary is an offence. No document in relation to the Placing has been, or will be, lodged with, or registered by, The Australian Securities and Investments Commission, and no registration statement has been, or will be, filed with the Japanese Ministry of Finance in relation to the Placing or the Ordinary Shares. Accordingly, subject to certain exceptions, the Ordinary Shares may not, directly or indirectly, be offered or sold within Australia, Canada, Japan, New Zealand, South Africa or the United States of America or offered or sold to a person within or a resident of Australia, Canada, Japan, New Zealand, South Africa or the United States of America.

In the interests of providing potential investors with information regarding the Company, this document includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "envisages", "estimates", "anticipates", "expects", "intends", "may", "will", "could", "seeks" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. These forward-looking statements include matters that are not historical facts and speak only as of the date of this document. They appear in a number of places throughout this document and include statements trategy, financing strategy, performance, results of operations, financial condition, liquidity, prospects, growth, strategies and the industry in which the Company operates.

By attending this presentation and/or accepting a copy of this document, you agree to be bound by the foregoing limitations and, in particular, will be taken to have represented, warranted and undertaken that you have read and agree to comply with the contents of this notice including without limitation to keep this presentation and its contents confidential.



Overview

Executive Directors



Russell Atkinson CEO

- Joined October 2012
- Formerly UK Managing
 Director of Lebara Mobile
- Previous senior roles within Safeway Inc. group and Travelex group



Steve Dolton CFO

- Joined February 2012
- Formerly NSL Services
 Group CFO
- Azzurri Communications -CFO
- ACA qualified 1988

The Business

The leading UK consumer business in the UK Personal Injury market

- A £3bn market with one million claims per annum
 NAHL estimated share 4.4%
- NAHL is the most trusted brand; most recognised and most searched online
- £200m investment in marketing over the past 20 years
- Significant barriers to entry:
 - o Brand
 - o Marketing know how
 - o Panel management and law firm relationships
- LASPO 2013 regulation fully embedded business model is fully compliant
- Market leader; benefitting from market consolidation
- Experienced management team with further key hires expected

Admission to AIM – 29 May 2014

Placing Price : 200pShares placed : 17.5mShares on Admission : 41.1mMarket Cap on Admission : £82.3m



- Good revenue growth in 2014 H1 6% overall to £22.1m (2013 H1: £20.8m)
- 2014 H1 Operating Profit £6.1m (2013: £4.8m) up 25.8%
- 2014 H1 Operating Profit margin 27% (2013: 23%) up 4 percentage points
- Market consolidation and increasingly efficient digital marketing strategy has driven enquiry growth of 10.6%
- Continued focus on larger more efficient panel law firms
- New pricing model introduced in April 2013 now fully embedded and 2014 H1 Gross Profit margin increased to 44%
- Excellent cash generation 94% Operating Cash conversion in 2014 H1
- Robust balance sheet adjusted net debt of £2.0m at 30 June 2014
- Targeted dividend pay-out of 66% of retained earnings in each financial year interim dividend declared of 5.0p per share payable on 31 October 2014
- Current trading is strong



The UK PI litigation market and how we operate

Segmental breakdown of the market¹

- Circa 1 million claims per annum
- Lower value road traffic accident (RTA) represents 76% of the market



NAHL's breakdown of enquiries³

- RTA represents only 25% of NAHL's enquiries passed to Panel Law Firms
- Focus on higher value claims



1. CRU analysis 2014 (by number of claims)

2. CRU analysis 2014 and Management estimates 2014

3. For the 6 months to 30 June 2014 - company values

4. Non RTA includes specialist enquries



Brand and marketing expertise

Most trusted brand¹

- Research shows that many consumers are reluctant to approach solicitors in the UK personal injury litigation market¹
- A trusted brand appeals to them

Within the UK personal injury litigation market NAHL is regarded as:

- Most trusted brand on TV²
- Most searched for personal injury brand by name³
- Number 1 TV and online spender⁴
- Number 1 internet hits⁵







- Experienced at driving brand awareness and growth in lead generation
- Integrated marketing strategy constantly fine-tuned to drive EBITDA
- Annual marketing spend of c.£23m per year, higher than peers;
 c. 35% TV, 50% online
- New marketing campaign rolled out across media channels, including national TV advertisements
- Approximately 40% of people remember NAHL's adverts⁶
- Most paid ad appearances in Google search at no higher cost:



1. Scale of Injustice Report, 2010

2. Independent Brand Tracking Research 2013

3. Google, April 2013

4. Nielsen Media Research

5. UK Legal Services online PI report 2013, Sticky Eyes6. Adwatch research, February 2014



2014 H1: Enquiries and Conversion

• Good growth in enquiries and conversion reaching optimal levels

Enquiries

 Enquiries increased by 10.6% compared to H1 2013 with similar growth in the higher value non-RTA and medical negligence categories

Conversion

- Electronic data call transfer and enhanced data capture continues to deliver significant benefits to PLFs
- Good improvement in conversion stats:
 - Continued focus on eliminating hoax/spurious calls
 - 9 percentage point improvement in clean leads to enquires year on year - now reaching optimal levels

Enquiries	% change H1 2014 vs H1 2013	Six months to 30 June 2014	Six months to 30 June 2013	Twelve months to 31 Dec 2013
RTA	13.5%	10,408	9,164	17,480
Non-RTA	10.6%	22,124	19,996	38,720
Specialist	(2.8%)	2,224	2,287	4,107
Medical Negligence	10.8%	6,609	5,965	11,561
Total	10.6%	41,365	37,412	71,868
Conversion (%)				
Gross leads to clean leads		44.5%	46.8%	45.3%
Clean leads to Enquiries		78.3%	68.9%	72.1%



2014 H1 Income Statement

Continued profit growth

£'000	% change H1 2014 vs H1 2013	Six months to S 30 June 2014 3		Twelve months to 31 Dec 2013*
Revenue				
Solicitor Income	5.9%	19,425	18,336	34,423
Products	6.0%	2,665	2,513	5,294
Total	6.0%	22,090	20,849	39,717
Cost of sales		(12,450)	(12,593)	(23,090)
Gross Profit	16.8%	9,640	8,256	16,627
Gross margin		44%	40%	42%
Administrative expenses **	4.2%	(3,583)	(3,440)	(6,798)
Underlying operating profit **	25.8%	6,057	4,816	9,829
Operating profit margin		27%	23%	25%



Revenue

Operating profit



Underlying operating profit Underlying operating profit %



Excluding pre-LASPO ATE

*

** Excluding share based payments (£47,000) and one-off items (£652,000)

Robust balance sheet

£'000	Six months to 30 June 2014	Six months to 30 June 2013	Twelve months to 31 Dec 2013
Fixed assets	268	580	371
Goodwill	39,897	46,042	39,897
Working capital	(4,076)	(4,299)	(4,670)
Cash & cash equivalents	12,800	47,319	14,249
Bank loan and loan notes	(5,901)	(32,058)	(6,859)
Pre-LASPO ATE product liability	(8,855)	(20,612)	(12,086)
Adjusted net debt	(1,956)	(5,351)	(4,696)
Other	(1,142)	(3,067)	(751)
Net assets	32,991	33,975	30,151

Excellent cash conversion

£'000	Six months to 30 June 2014	Six months to 30 June 2013	Twelve months to 31 Dec 2013
Underlying operating profit	6,057	4,816	9,829
Depreciation	115	124	245
Working capital movements (excluding discontinued operations)	(453)	(249)	374
Net cash flow from operating activities	5,719	4,691	10,448
Cash Conversion	94.4%	97.4%	106.3%

Net Debt and cash conversion





- Declared Interim dividend of 5.0p per share payable on 31 October 2014 to those on the register on 3 October 2014
- Will continue to pursue progressive dividend policy based on:
 - The anticipated future underlying earnings of the Group
 - Its ongoing capital requirements and low interest payments
 - The Group's historically high cash conversion ratio
- Intend to pay a dividend of approximately 66% of retained profits in each financial year, including the year ending 31 December 2014
 - Dividend payments to be made on a 1/3 : 2/3 split for interim and final dividends respectively
 - The final dividend payment is expected to be paid in April 2015



Growth Strategy





Summary & Outlook

- Strong 2014 H1 financial performance with continued high cash generation and a robust balance sheet
- Maiden Interim dividend of 5.0p per share
- The well recognised, trusted brand and differentiated marketing has delivered good enquiry growth
- Focus remains on the high growth segments of a large and growing market
- Continued strong relationships with Panel Law Firms
- Barriers to entry resulting from its brand media spend, marketing know-how and Panel Law Firm relationships
- Well positioned, as a market leader, to benefit from continued market consolidation
- Experienced management team with proven ability to manage change and take on new opportunities as they arise
- Performance in H2 to date continues to be positive





Appendices



Top NAHL Group Shareholders (September'14)		Lock-in
Lloyds Development Capital	15.02%	6m + 6m
Inflexion	15.02%	6m + 6m
Alan Kennedy	9.15%	12m + 12m
Sam Porteous	7.54%	12m + 12m
AXA Investment Managers UK Limited	8.93%	
Investec Asset Management Limited	8.02%	
Old Mutual Asset Managers (UK) Limited	6.83%	
River & Mercantile Asset Management	5.47%	
Sub-total	75.98%	



Lead origination

NAHL never cold-calls or cold-texts: all leads are in-bound in response to marketing



Consumer lead origination and validation

- NAHL originates and validates in-bound PI enquiries from consumers who have suffered an injury through no fault of their own, and who usually feel uncomfortable contacting a lawyer directly
- NAHL uses direct response marketing to attract consumers. This may be inbound via telephone, email, website, social media or through live chat including a response call for any completed online enquiries
- NAHL has a strict policy of never cold calling or cold texting consumers and actively campaigns against these practices

Referral of enquiries to specialist panel of PI law firms

- NAHL's revenue model (billing of panel firms) is fully LASPO compliant (audited February 2014)
- Enquiries are assigned to panel firms on a territory basis.
 Each is recharged their proportion of NAHL costs incurred plus an appropriate margin that is decided by NAHL each month. Panel firms therefore assume full case profitability and cash risk
- NAHL has no financial interest in passing on spurious or unwarranted cases to PLFs



The consumer's journey

A process continually reviewed for improvements to efficiency and customer service



3. NAH's average consumer rating for customer service is 9/10 (Source - Trust pilot)

The UK PI market – key participants

NAHL is the largest and most successful 'enquiry originator' in the UK

Туре	Marketing collectives "enquiry originators"	Consumer legal firms with captive marketing brand	Consumer legal firms
Description	Direct response consumer facing brands	Consumer facing legal firms that take work from insurers, banks and others (including marketing collectives)	
Interaction with consumers	Identifiable brands and marketing presence across radio, TV and on-line media		Process cases, limited active lead sourcing
Examples	National Naccident Accident Helpline injurylawyers Ministration Ministration Ministration	Stater& Solicitors up Claums.direct and to the point Quindell Cicken to point Cicken to point	WINNsolicitors
Regulator	The Ministry of Justice (MOJ)	Solicitors' Regulation Authority (SRA)	Solicitors' Regulation Authority (SRA)

The UK PI market – barriers to entry

High barriers to entry prevent others from entering NAHL's core market

