

Overview

- Ngāi Tahu Holdings Corporation Limited ('NTHC') is a long term (intergenerational) NZ-focused investor with an active approach to investment and governance.
- In addition to existing operations (Seafood, Property, and Tourism) our target portfolio is expected to comprise a further two to four direct equity investments, each of between \$25 million and \$150 million, spread across a variety of sectors. The sizing ensures focus of resource on transactions large enough to be meaningful to the overall Ngāi Tahu Group.
- Ngāi Tahu will re-establish itself as a significant contributor to the future of Te Waipounamu and an enabler of long term economic growth.

Target Investee Companies

- Target Investee Companies/Opportunities will have:
 - An understandable business
 - Defensible competitive advantage
 - Favourable long-term economics and cashflow
 - Target blended minimum ROI of c. 12 to 15% (across cash and asset growth)
 - Robust capital structure (post-transaction)
 - Experienced and qualified management
 - Sensible buy price
- Our targeted transaction size will focus us on large and sustainable sectors including infrastructure, environmental management, energy and resources (including certain green field opportunities), agriculture, property, and the service sector.

Target Transactions

- NTHC is principally an equity investor.
- Our transaction sweet spot is uncontested, private market transactions that play to our competitive advantage (scale and liquidity, long term investment horizon, cultural ethos and values) and enable us to undertake comprehensive due diligence.
- We will consider contestable transactions where we have a competitive advantage.
- Through the mix of internal and external resources, transaction costs (due diligence, success fees) will be commensurate with transaction size.

Partners & Branding

- NTHC's long term goal is to be a preeminent partner for equity investment in Te Waipounamu .
- Partner selection will be fundamental to building brand and delivering successful financial outcomes.
- Where 100% ownership is not acquired we will target Partners that have:
 - a proven track record
 - strong alignment with Ngāi Tahu in terms of – return expectations, investment horizon, approach to structuring, and tribal values
 - strong financial backing – it is imperative that NTHC does not become the “funder of last resort” in distress situations
 - a commitment to enabling the economic growth of Te Waipounamu and are a responsible corporate citizen
- Our longer term partnership aspirations include building collaborative tangible relationships with parties including Crown and Local Body (PPP's), SOE's, other IWI, local investors and business people, and sovereign pension funds.

Governance

- NTHC will adopt an active approach to governance that is founded on international best practice.
- It is anticipated each investment will provide an entitlement to 1-2 board seats depending on the size of NTHC's direct shareholding.
- We will use a combination of internal (NTHC employees) and external directors.
- Internal directors fulfill the investment monitoring role and provide financial expertise and alignment with tribal values.
- External directors provide industry expertise or fill gaps in Board skill base.

Returns & Exit

- NTHC's in-house analytical capabilities will establish hurdles for individual investments that ensure the overall Ngāi Tahu Group benefits after all relevant risks and costs have been considered.
- Exit will be a consideration in all investment recommendations but not a priority. Our focus will be understanding exit options and preserving our commercial options (buy/hold/sell) in the event a majority shareholder or co-investment partner decides to exit an investment.