

3i Capital Markets Seminar

19 March 2020

MACTION









- Action remains 3i's biggest investment and best compounder of returns
- Transaction completed in January 2020 to provide liquidity to Eurofund V LPs
- 3i-led governance model, which has been instrumental to Action's success, unchanged
- 3i re-investment, with increased net interest of c.49%
- Transaction value of €10.25bn (18.2x September run-rate EBITDA) delivered an exceptional return to EFV LPs, gross 31.3x euro money multiple, 75% gross IRR
- New and existing blue-chip institutions have invested alongside 3i in the next stage of the Action journey
- 2019 results reinforce our confidence in the Action business model and its potential

Why 3i reinvested in Action



Discount retail sector opportunity

- Increasing customer acceptance of underpenetrated discount retail sector
- · Counter-cyclical opportunity based on lowest prices

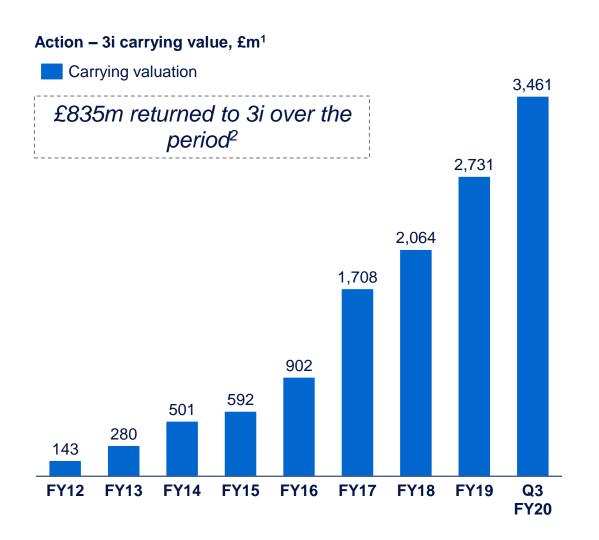
Winning company with exceptional customer value proposition and financial model

- Good quality products priced 30-60% below direct peers
- Sales densities 3x better than competitors
- Increasing scale benefits

Significant white space remaining

- Simple, scalable, repeatable model
- Significant growth runway across existing and new geographies
- Average 12-month payback on new stores

Material and enduring compounding benefit to 3i



Today's presenters





Sander van der Laan

Chief Executive Officer

- Joined in October 2015
- 29 years of Consumer & Retail experience
- Various positions at Ahold (1998 2015)
 - CEO Albert Heijn (2011 2015)
 - COO Ahold Europe
 - General Manager Albert Heijn
 - CEO Giant Food Stores (Ahold USA)
 - EVP Marketing & Merchandising Albert Heijn
 - General Manager Gall & Gall



Joost Sliepenbeek

Chief Financial Officer

- Joined in November 2018
- 19 years of Consumer & Retail experience
- 32 years experience in finance, 20 years as CFO
 - CFO Vion (2015 2018)
 - CFO Van Gansewinkel (2013 2015)
 - CFO C1000 (2009 2012)
 - CFO HEMA (2007 2009)
 - CFO Albert Heijn (1999 2003)
 - Various positions at Ahold (1994 2007)

Agenda

- 1. Introduction
- 2. Business performance 2019
- 3. Strategy update
- 4. Financial performance 2019
- 5. Wrap Up

Simon Borrows

Sander van der Laan

Sander van der Laan

Joost Sliepenbeek

Simon Borrows



2019 was another year of strong performance and investment for the future

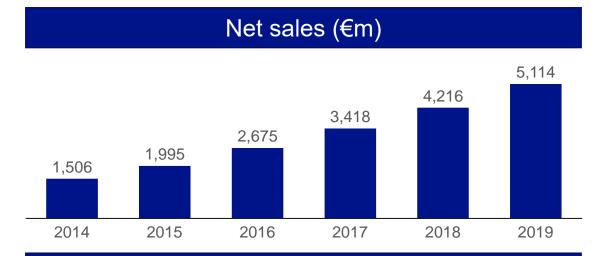




2nd year of significant investment in organisational capability and supply chain

Our high growth track record continues

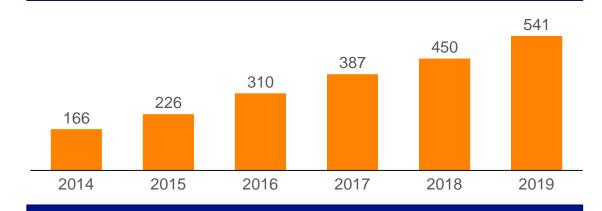




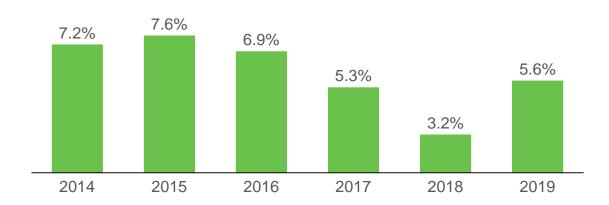
Store expansion (numbers) & # countries



Operating EBITDA (€m)



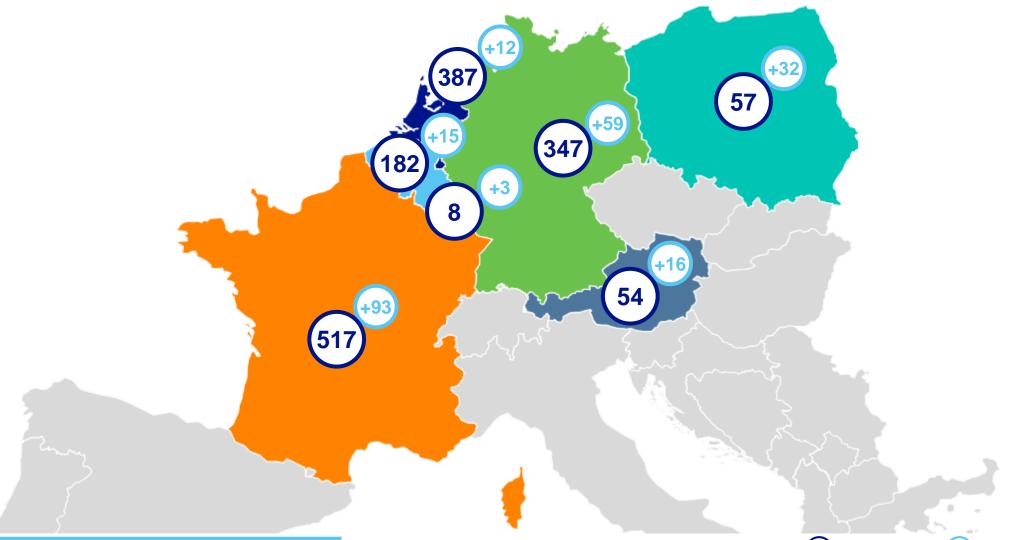
LfL sales growth (%)



#

In 2019 we opened 230 new stores, continuing our strong geographic expansion

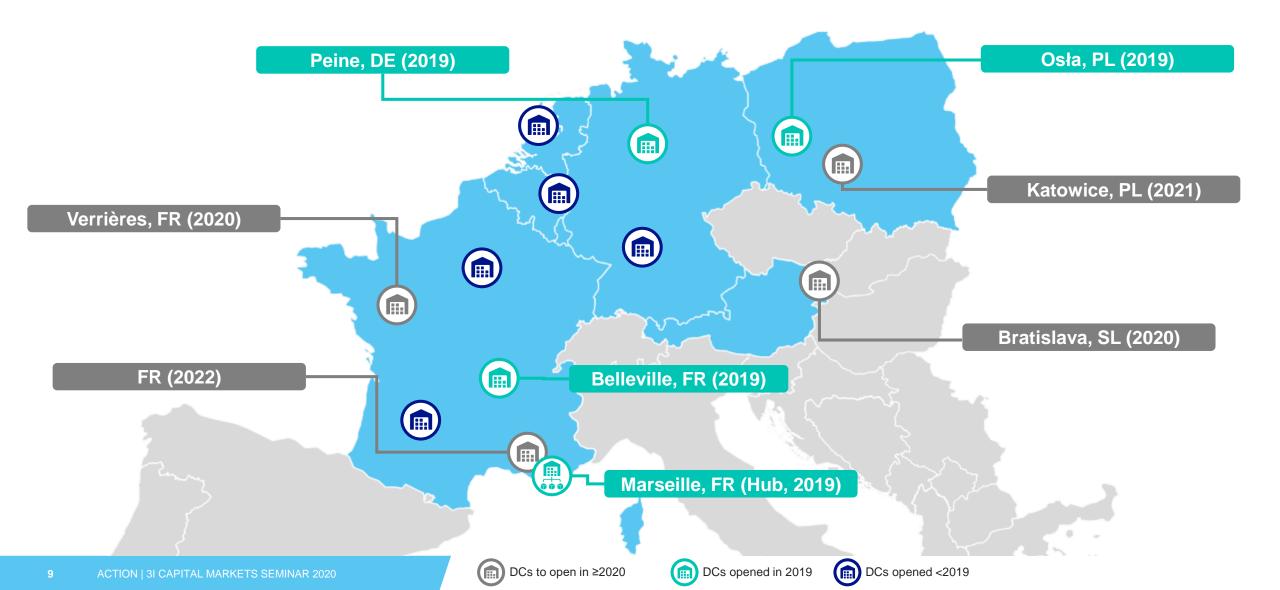




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Maturing DC network across countries





Strong LfL driven by growth in footfall and development of *MACTION* multiple customer touchpoints



1) Peak week in Dec-19

2019 business performance



Excellent growth in sales and EBITDA

Strong, broad-based category performance underpinning strong LfLs

Much improved operational performance with further investment in supply chain, IT and digital

Another year of significant investment in **expansion**, **infrastructure and future proofing the business**

Increased focus on ESG and digital agenda

People & labour – we have added another ~5k employees to operate our stores, DCs and offices

Current trading 2020

ACTION

- Trading performance to the end of week 11 has been strong
- Action is ahead of budget for sales, LfL, EBITDA and cash flow
- LfL sales growth to the end of week 11 was over 7%
- Longer term growth story and competitive positioning remain intact
- Cash position and liquidity are very strong

COVID-19 update (1/3)



I. General

- Governments are taking extreme measures with significant impact on society, businesses and Action
- We are forced to temporarily close stores in a number of countries. Rules vary by country and in Germany by region
- Taking all necessary actions to operate and supply the open stores
- Established a crisis management team, with daily reporting and alignment, and good support from the 3i team
- Implementing multiple measures to reduce cost and secure our cash position

COVID-19 update (2/3)



II. Stores

Country	# stores (YTD)	Status
Netherlands	388	All stores open Sell full assortment
Belgium	183	All stores closed March 18 to April 6
Luxembourg	9	8 stores open Allowed to sell only essentials (~55% of sales)
France	523	All stores currently closed, but set to reopen Allowed to sell only essentials (~55% of sales)
Germany	353	Stores subject to local approvals, 94 stores closed Allowed to sell only essentials (~39% of sales)
Austria	56	All stores closed March 16 to March 29
Poland	63	13 stores closed based in large shopping centers
Total	1,575	

COVID-19 update (3/3)



III. Employees

- We want to provide a safe and secure work environment and have established clear protocols and guidelines
- So far we have been confronted with 11 confirmed COVID-19 cases

IV. Customers

- Action has a role in offering essential products to feed, protect and support our customers in their fight against Coronavirus
- We aim to keep our stores open when allowed/possible even when we can only sell part of our assortment

V. Supply Chain

- Our DCs in the Netherlands, Germany and Poland are operational
- Our DCs in France (3) are temporarily closed
- In China, situation is improving, factories are open again and producing

VI. Expansion

- We were on track to open 240+ new stores including pilots in Czech and Italy
- We are taking a pause and assessing the situation

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Within the retail environment, specific trends are driving *MACTION* demand for value retail concepts



More hybrid shopping behaviour

Consumers are moving to premium and value shopping – the middle ground is under increasing pressure



Reducing strength of branded products

Branded products command less value from consumers if they are not truly differentiated



Social acceptance of discount and value

Discount & value shopping has broad appeal across socio-economic groups



Increasing awareness of value

Consumers are more educated on value for money - more expensive is not always better

Action's strategy remains simple and consistent



Strengthen our unique customer value proposition

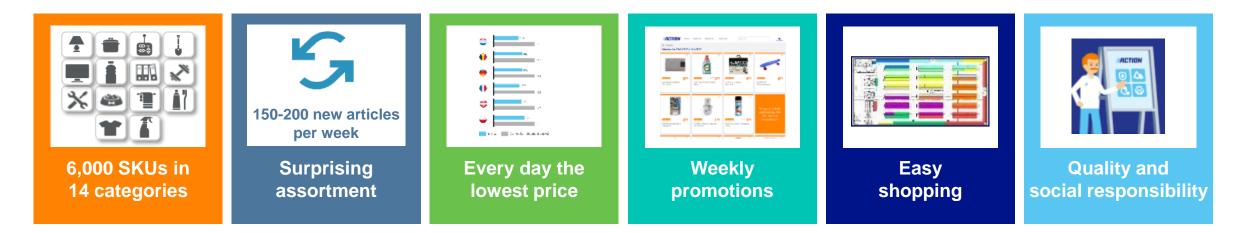
International expansion

A simple, efficient, responsible and scalable operating model

Organisation, people & values

Action's winning customer proposition and brand appeals *MACTION* to everyone and is supported by a strong business model...

Brand promise - We go beyond expectations everyday at ACTION



Non food discounter Simple – Efficient – Cost conscious

... which is both low-cost and scalable...



One brand, one format, one operating model





...with a sustainable advantage and best-in-class unit economics



Customer value proposition

Action's increasing scale enhances profitability and builds a competitive advantage through sheer size, purchasing power and scale efficiencies



customer value proposition through even lower prices, quality and continuous surprise



Competitive advantage

ACTION

Action's attractive customer value proposition led by low prices, quality and surprise drives top line growth



Unbeatable financial model

Action's operating model delivers exceptionally compelling economics and cash generation to support store expansion



Strengthen our unique customer value proposition

Action operates an assortment of 14 complementary categories





Number of SKUs per category ranges between ~100 and ~900



Kaytan

office

essentials

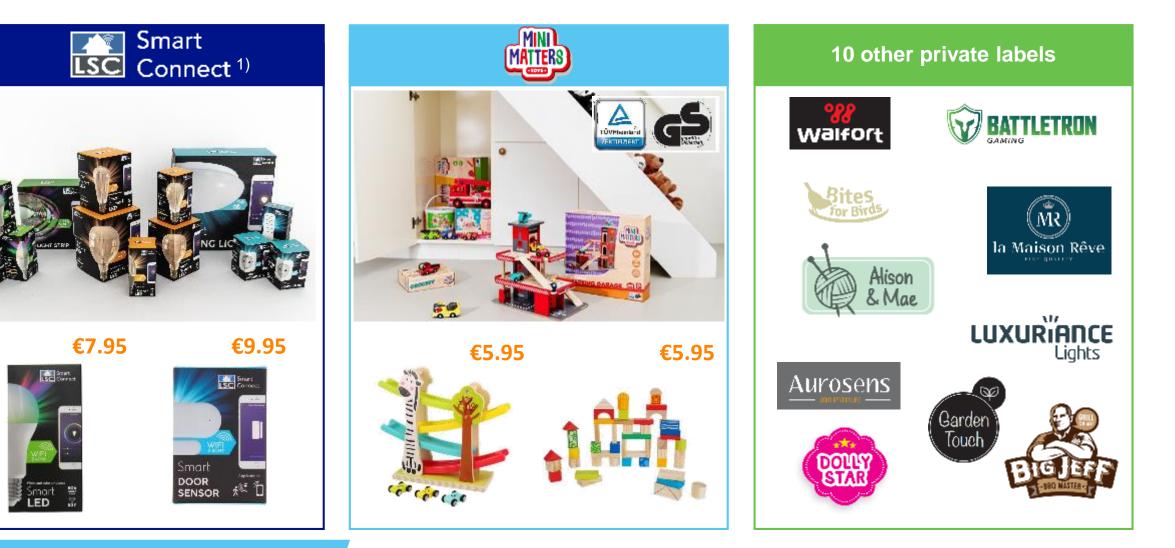
sparge

Product types

(1) A-brands are purchased both from A-brand suppliers as well as traders(2) Supplier brands incl. "white label" and "fancy label"

SPECTRUM

Significant expansion of new private labels across categories in 2019



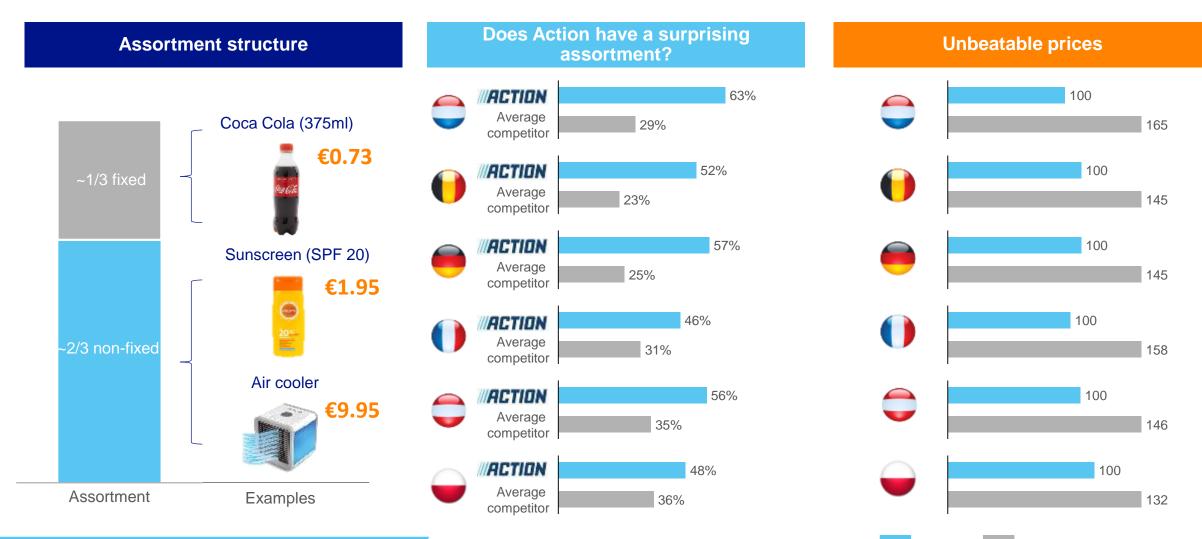
1) Not a new Private Label, but also known as LSC Light Bulbs, extended with a range of Smart products: LSC Smart Connect

///ACTION

21 awards won in 5 different countries across categories, *MACTION* reinforcing quality and value to our customers



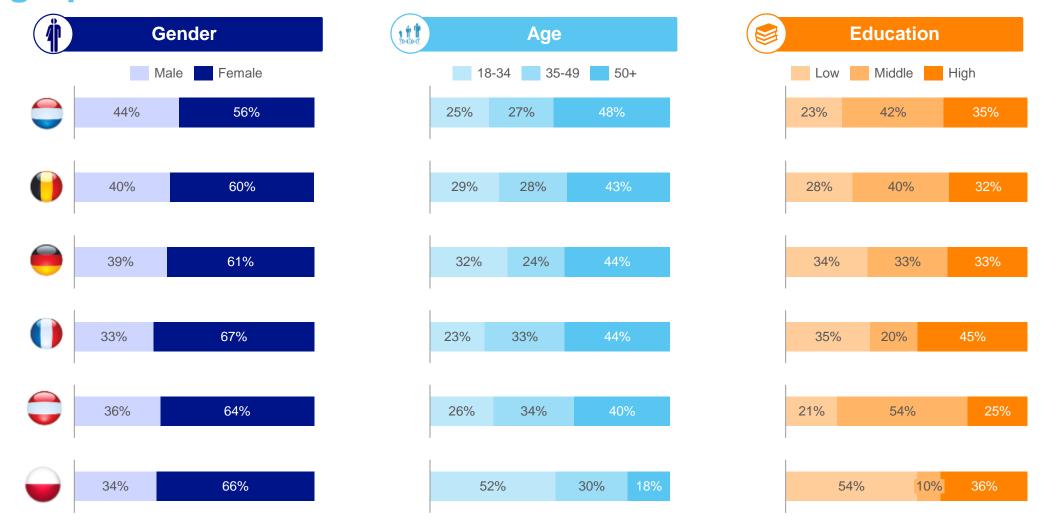
Surprising assortment offered to our customers with unbeatable prices



Source: GfK survey, Dec 2019 and company information

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Action attracts a broad audience across all customer demographics



//ACTION

Source: GfK survey, Dec 2019

Action's proposition delivers market leading sales densities with customers purchasing more than intended

Purchase behaviour of customers during last shopping trip (%) Average sales density (sales / m²) vs. competitors MACTION 36 7 4 2.8x Avg. competitors 29 MACTION 2.7x 25 Avg. competitors 21 3 **MACTION** (2.6x Avg. competitors 19 21 MACTION 3.7x Avg. competitors Exactly as planned Less than planned More than planned Nothina

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Source: GfK survey Dec 2019 and company information

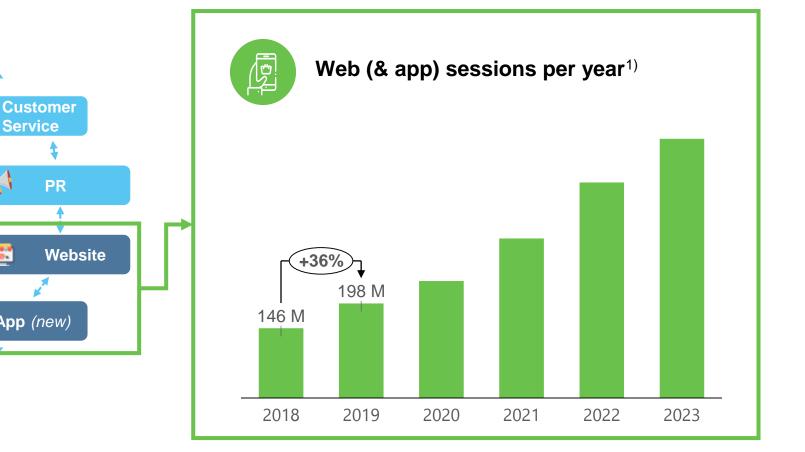
Driving Research Online, Purchase Offline (ROPO)

Service

App (new)

PR

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Integrated marketing approach drives store traffic and ticket size and is delivered at a cost of less than 1% of sales

Leaflets

Email

Digital marketing *******

Store

Social

media

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Launch of Action app and loyalty programme to drive customer footfall



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Seasonal stamp card

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Shop & Speer

Shop, spaar en win

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Launch in 2020 in NL

World of Action Exclusive benefits ..



..and many more functionalities (product catalogue, digital receipt, wish list etc.)

Polls & questionnaires

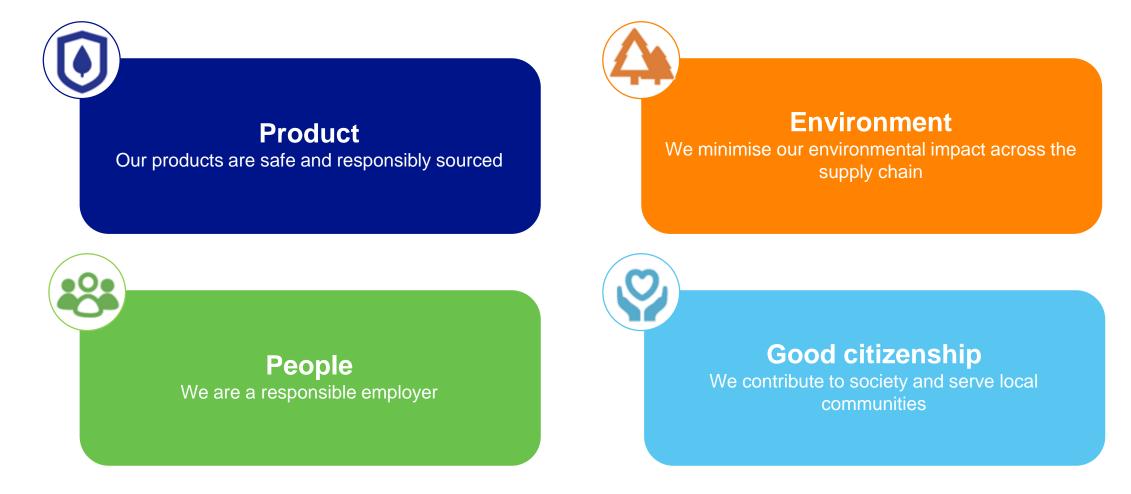


Shop (in store) & Win





ESG: Action Social Responsibility is a core element of our customer value proposition



MACTION

We seek to source our products responsibly and minimise our impact on the environment...

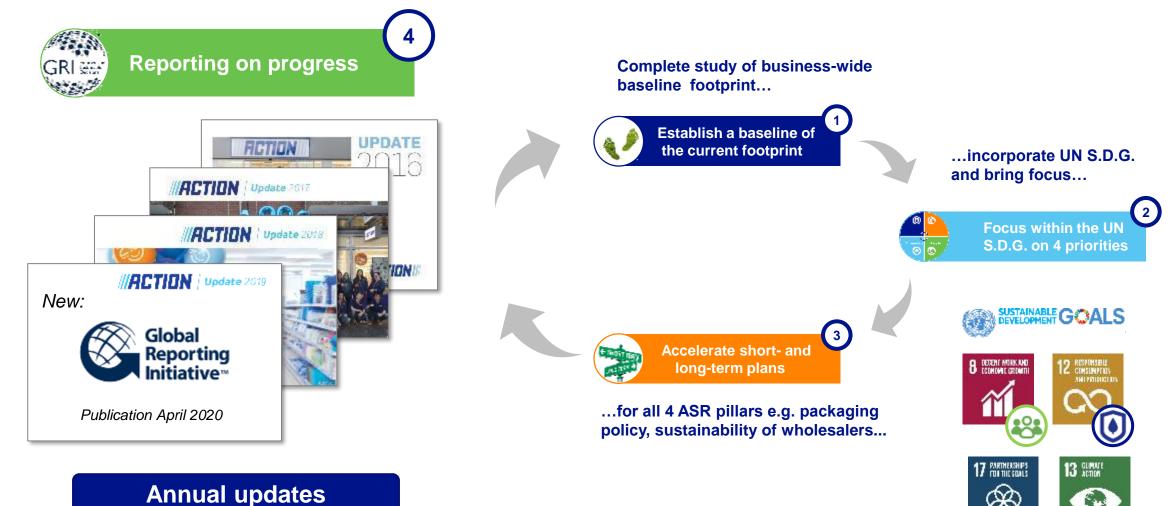


//ACTION

...and contribute to the wellbeing of our employees and ///ACTION of society



Development of internal and external reporting tools in order to accelerate ASR ambitions



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International expansion

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New store roll-out is the engine behind Action's growth story

The reason is simple...

One single and successful format

Proven to travel across borders

First class store opening teams & processes

Massive white space opportunity

... and the economics are extremely attractive

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1 year average historical payback on new store capex 2 Every single LfL¹ Action store is profitable 3 Store expansion self-funding Increasing operating leverage through size and scale

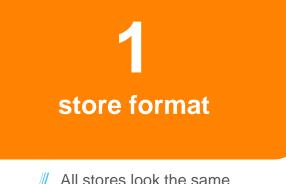
One format across all countries





- The Action name resonates in all languages
- Marketing and packaging is consistent and standardised across all countries

International expansion of the brand is seamless



- All stores look the same
- $/\!\!/$ Stores between 700 to 1,100m²
- Over 90% of assortment is the same across all stores and countries

Focus on simplicity enables rapid new store roll-out



- // Same policies
 // Same ordering systems
 // Same processes
 // Same employee training
- *III* Same management structure

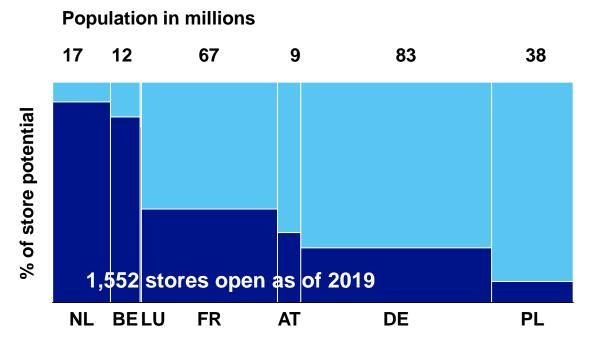
Same proven formula applied to every new store

A simple, repeatable and scalable business model

Rapid store roll-out in current markets with considerable *MACTION* white space potential

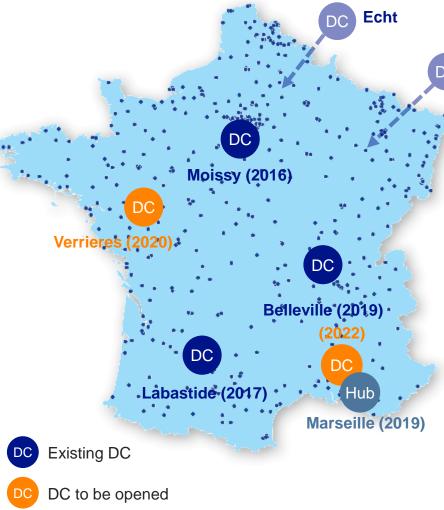


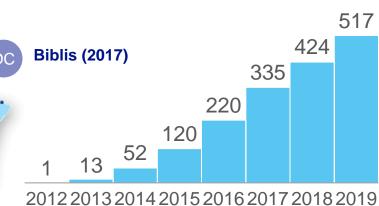
Rapid expansion in FR, GE, PL, and AT

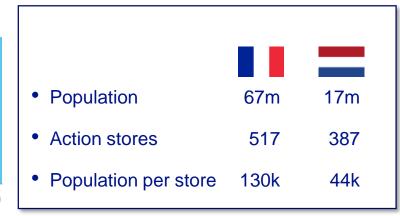


Remaining potential in existing markets is ~2,300 new stores

France: continued exceptional performance driven by improved supply chain performance







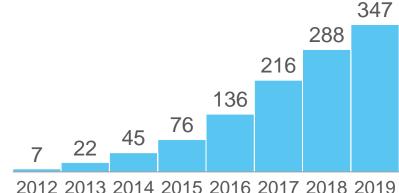
ACTION

- Further store roll-out supported by expanded DC network and significantly improved service levels
- Continued investment in organisation to support both store roll-out and embedding of store processes
- Focus on demanding stores (very high sales but challenging to operate) in e.g. Paris and Marseille



Germany: fastest growing non-food discounter in Germany with another 59 stores opened



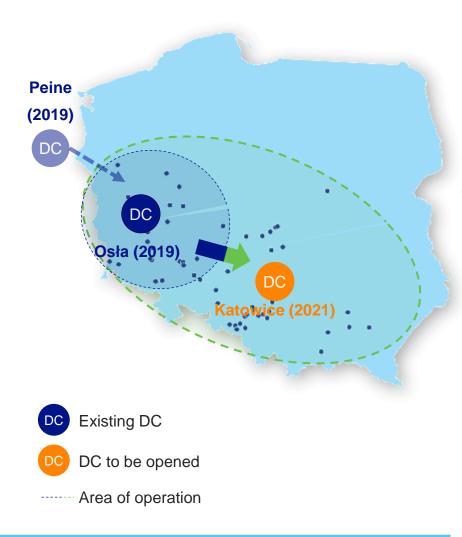


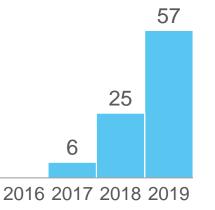


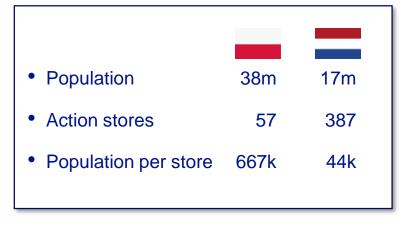
//ACTION

- Continued expansion of store network with focus on more attractive regions
- Focus on improving average sales / store and more selective expansion criteria for new stores
- Increased investment in marketing to improve brand awareness
- Opening of new DCs to reduce supply chain and transport costs

Poland: total number of stores increased to 57







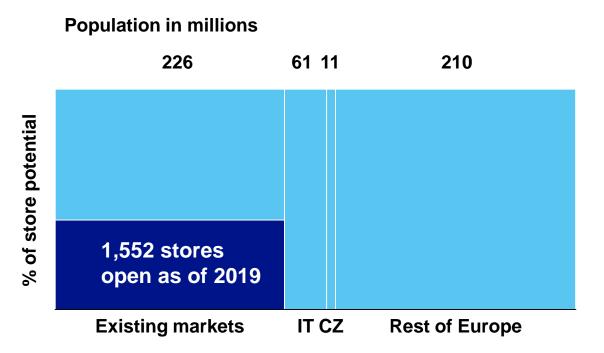
- Stores continue to show strong growth in 2nd and 3rd year
- Opened our Polish country office in Katowice
- Initial roll-out was focused on the South West of Poland to leverage proximity to Action's existing DC network
- Store roll-out is focussing on areas with a higher per capita spend (South East)
- Further embedding store processes and focus on growth of quality and size of the (new) country organisation
- Expansion will be supported by a new Polish DC that will significantly reduce transportation costs

///ACTION

Significant potential from further new country expansion *MACTION*



2020: Entry IT + CZ ≥ 2021: to be explored



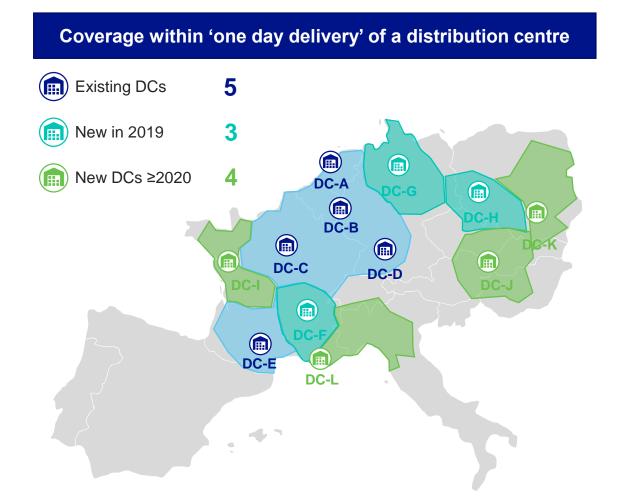
Conservative estimate of white space potential in new and existing markets (in scope) is ~4,800 stores



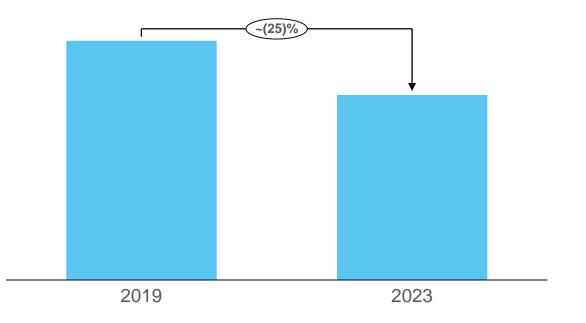
A simple, efficient, responsible and scalable operating model

Action continues to grow its DC network to enable its store roll-out strategy and reduce SC costs





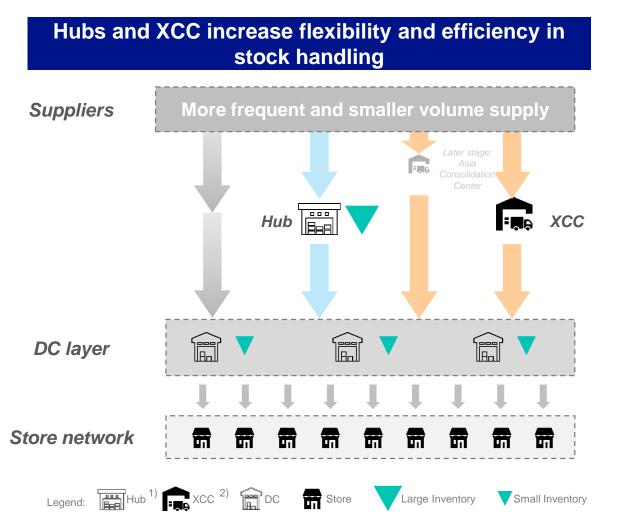
Average delivery distance store to DC (2019-2023)



The average delivery distance from a store to a DC is expected to be reduced by ~25% in 2023 vs 2019

Development of multi-layer SC network



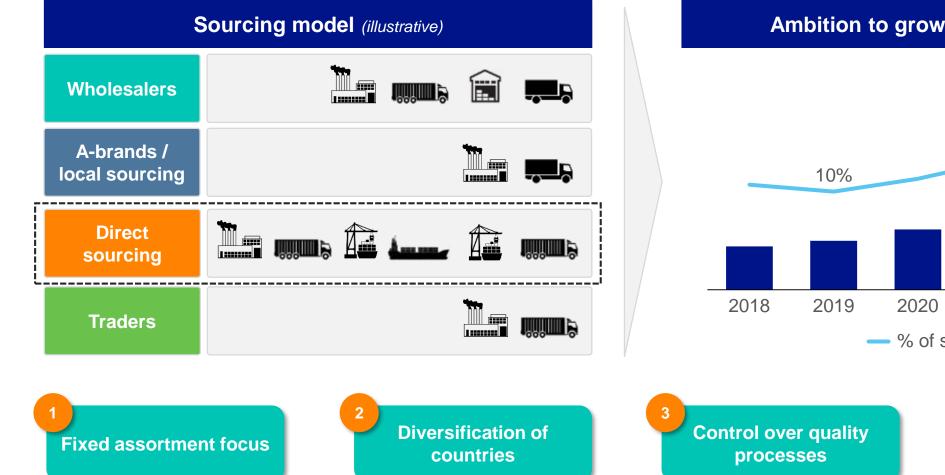


- Hubs will organise the deconsolidation of inbound containers to support multiple DCs
- Cross-dock centres (XCC) will consolidate smaller orders from multiple suppliers and transport to an Action DC
- Allows for differentiated supply chain streams and for inventory to be kept upstream
- More flexible purchasing options and efficient inventory management
- Stabilises the supply chain and facilitates higher service levels to stores

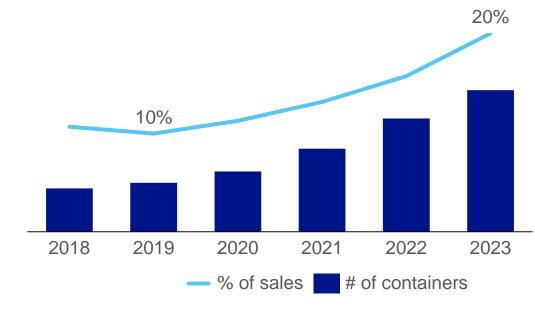
Hub: transfer and stocking of direct sourcing containers operated by partners
 XCC: a cross-dock point for small and mid sized suppliers

Continued growth of our Direct Sourcing (DS) volume





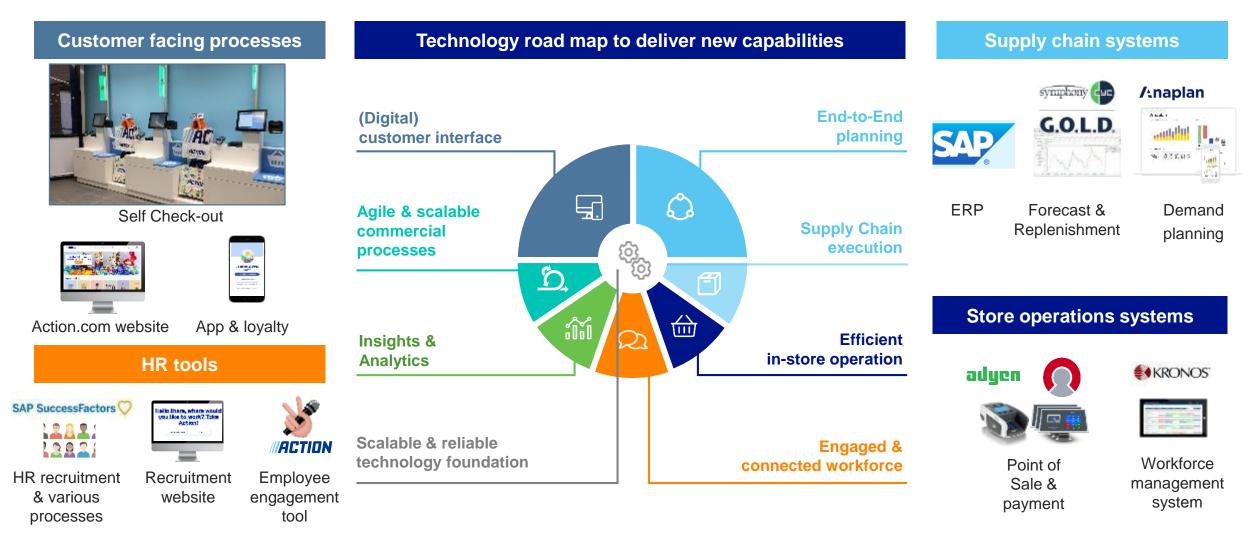
Ambition to grow DS to 20% of sales



Supplier selection & management

Supported by IT investments in existing and new technologies enabling further growth and scalability



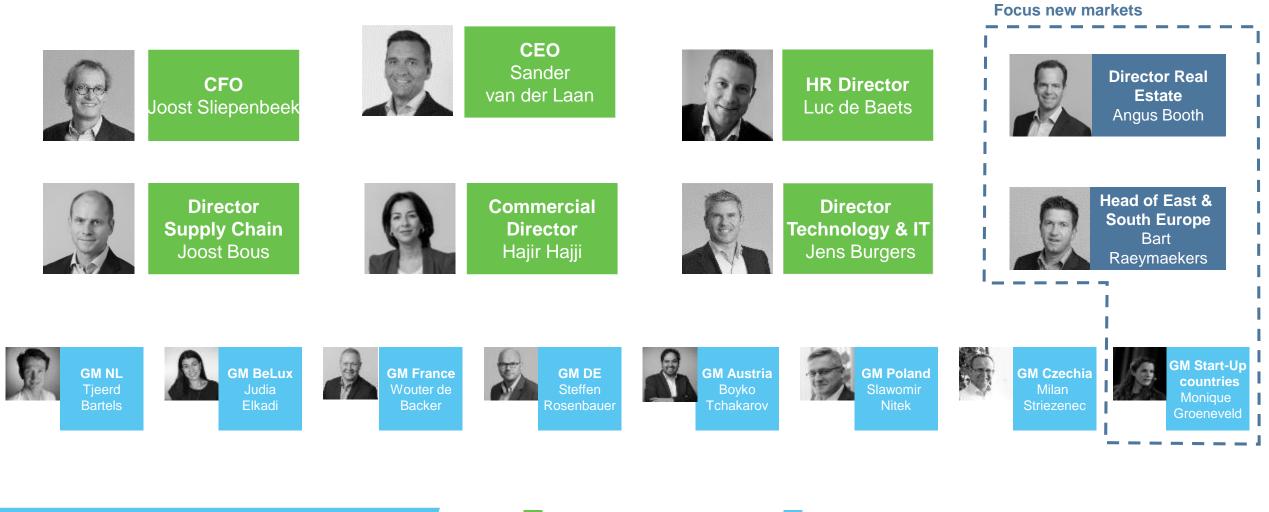




Organisation, people & values

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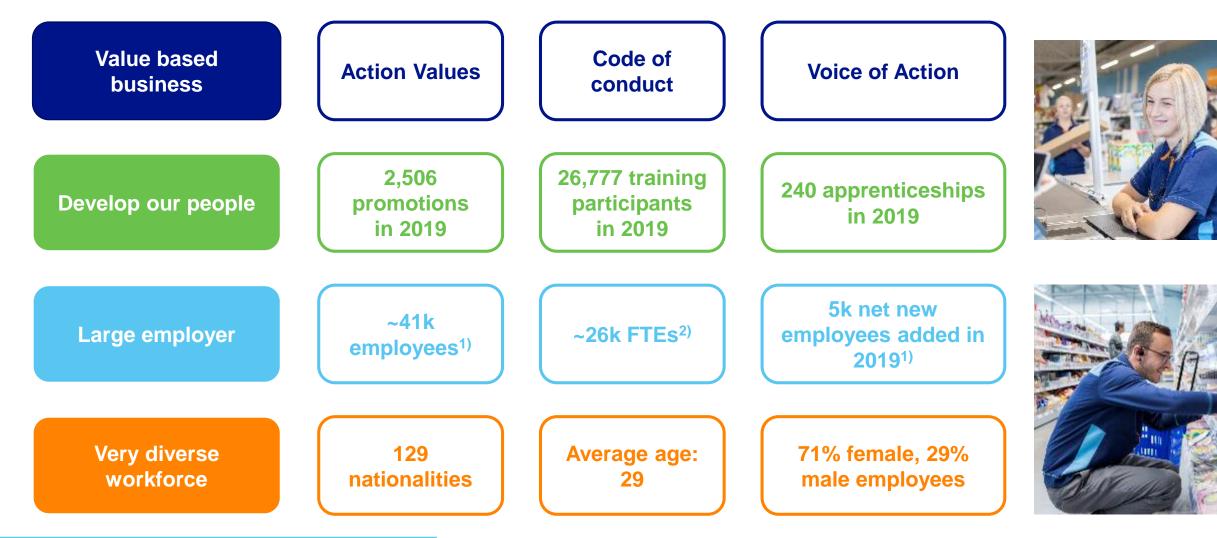
New organizational design accelerating new market entries



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Retail is all about people





1) Excluding external personnel

2) Reported per YE 2019, including absence hours

Our values, at the heart of our organisation, ensure we remain authentic and treat our employees respectfully





The combination of a winning customer value proposition, competitive operating model, and strong culture makes Action truly unique



Strategy wrap up

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Action's business model becomes increasingly difficult to replicate as scale grows



MACTION

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Sander van der Laan

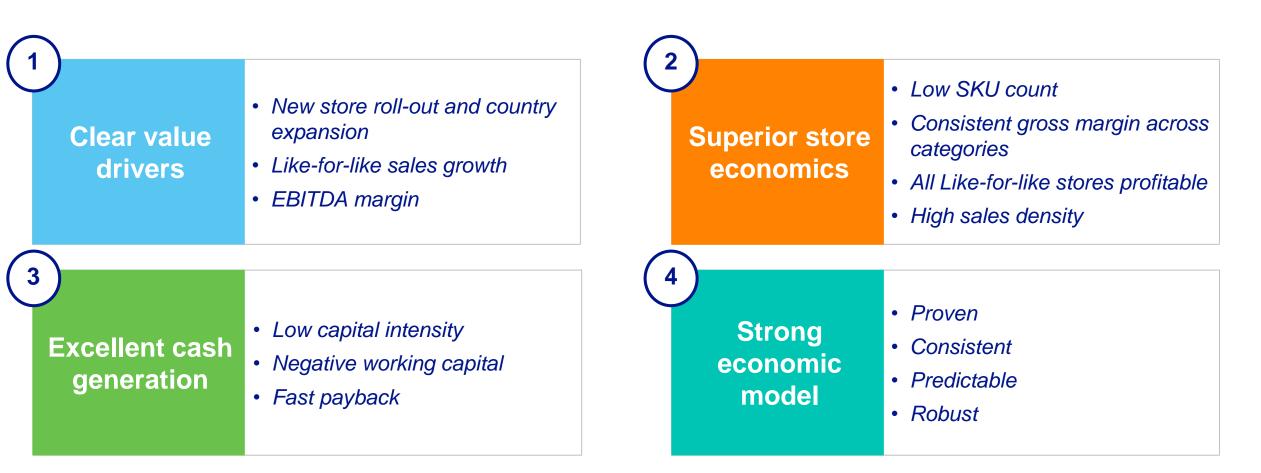
Sander van der Laan

Joost Sliepenbeek

Simon Borrows



Our repeatable financial model remains unchanged

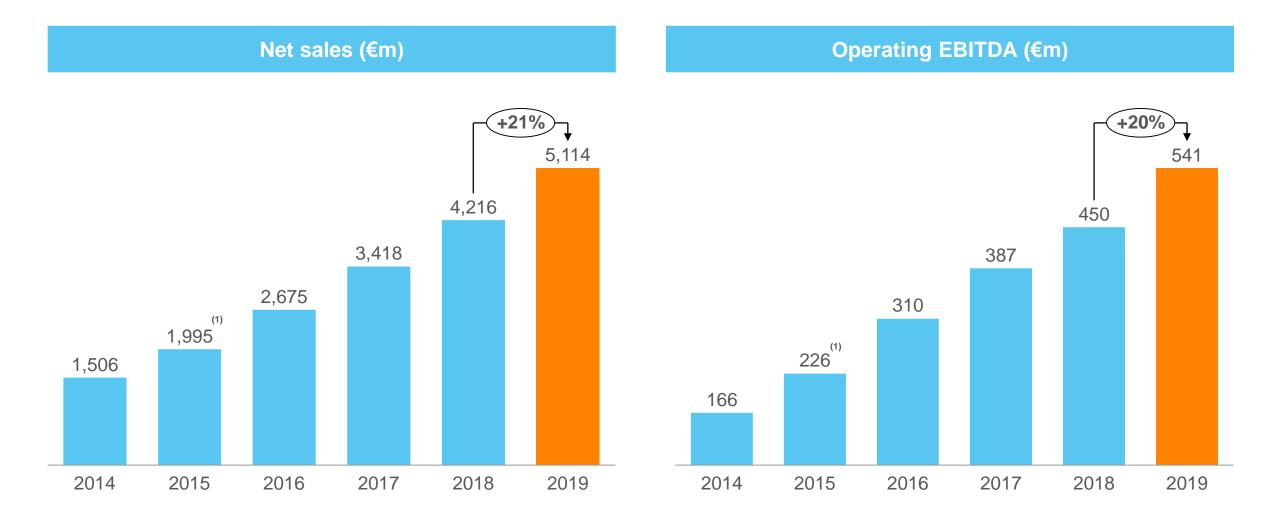


ACTION

Delivered with discipline and tight control

Continued strong sales and EBITDA growth

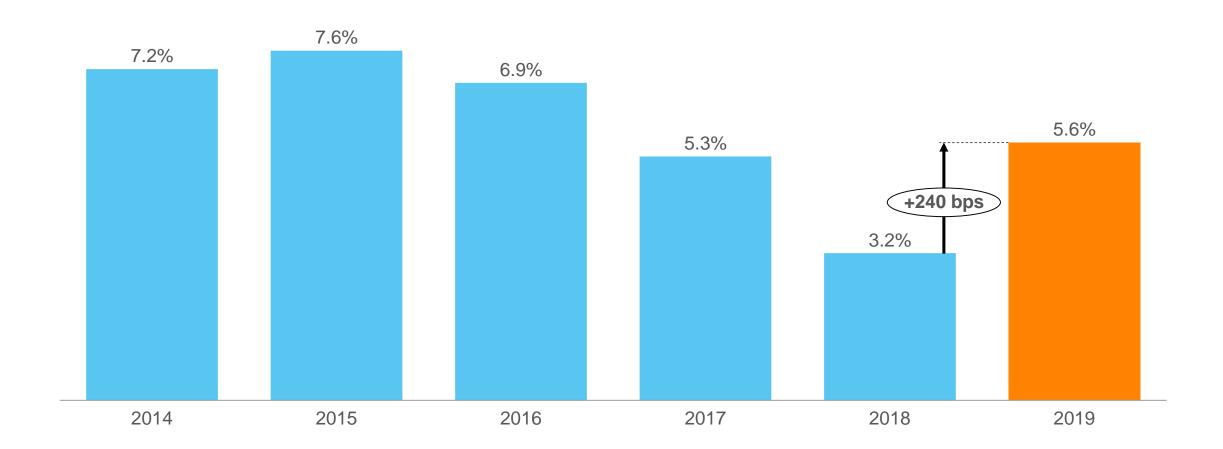




Source: company information (1) Excluding impact of 53rd week

Strong like-for-like performance



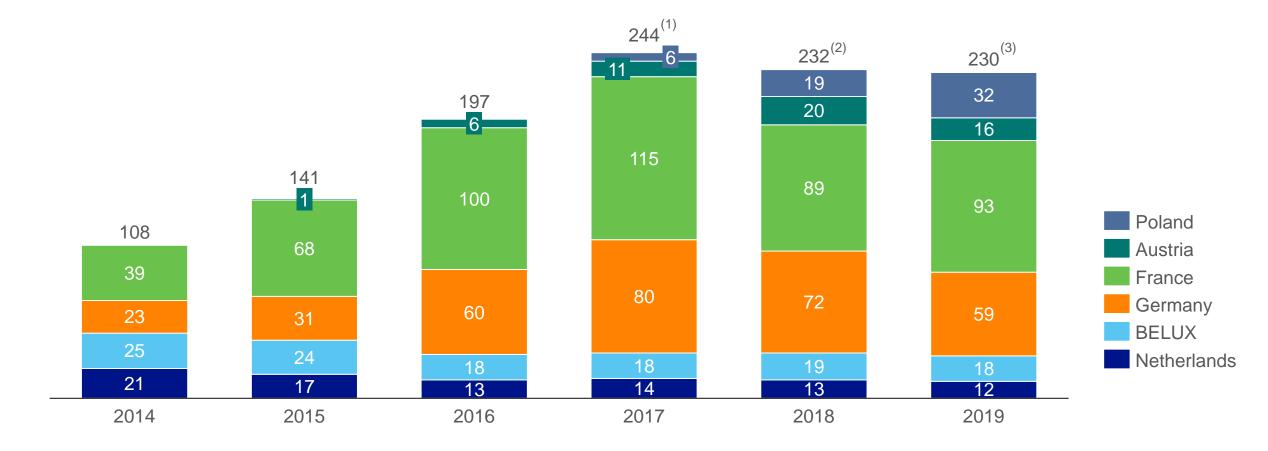


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Source: company information

Store openings: continued rapid expansion in France, Germany and Poland





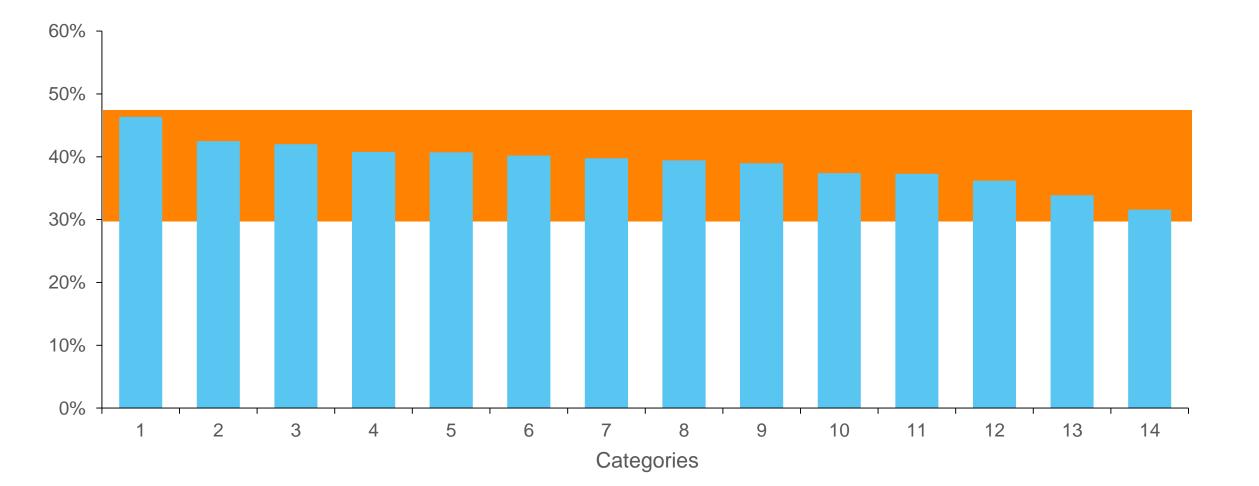
(1) Net stores added was 243 as a result of one store closing in the Netherlands

(2) Net stores added was 230 as a result of two store closings in the Netherlands

(3) Net stores added was 227 as a result of three store closings in the Netherlands

Consistent margins across all categories

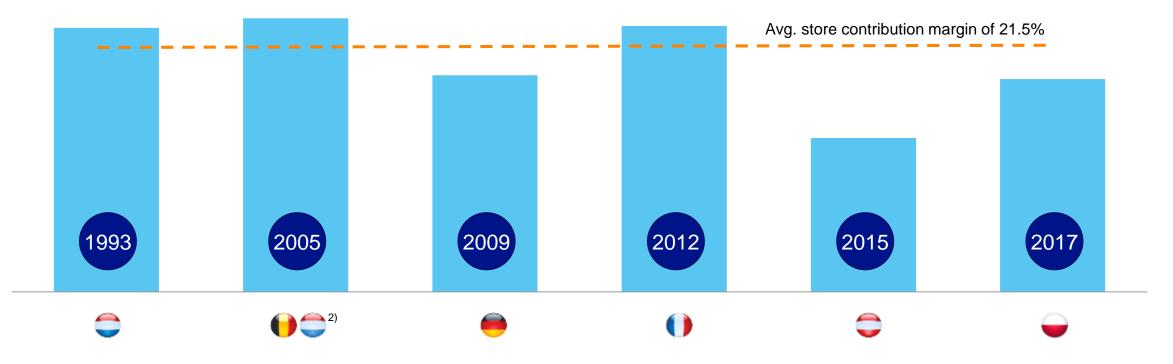


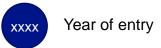


Consistent profitability across all geographies



Average store contribution margin by country $(\%) - 2019^{1}$





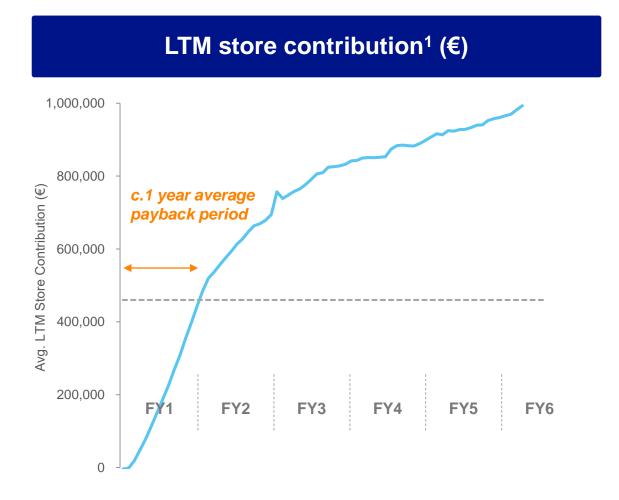
Source: Company information

1) Store contribution divided by net sales of active stores opened before 1 January 2019 (1,322)

2) First store opened in Luxembourg in 2015

Attractive payback periods for new stores

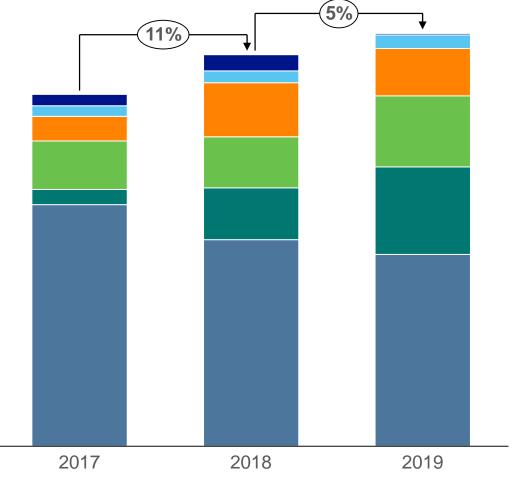




- All stores show rapid ramp-up of sales and store contribution after opening, underpinning exceptional payback periods
- On average, the LTM store contribution exceeds the average investment to open a store in about one year

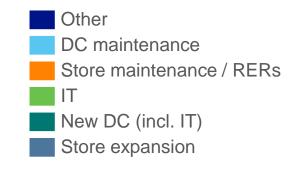
Source: Company information (1) New stores opened 2014-2019 (1,152)

CAPEX development



CAPEX growth overall mainly driven by new DCs, IT and digital investments

- Lower CAPEX for new stores reflecting continuous reduction of CAPEX per square meter
- Continued investment in IT



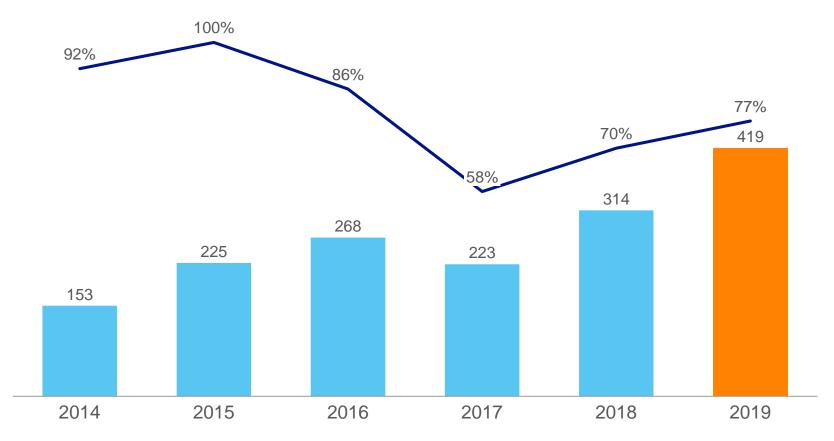


MACTION

Source: company information

Strong cash flow: 2019 cash conversion of 77%



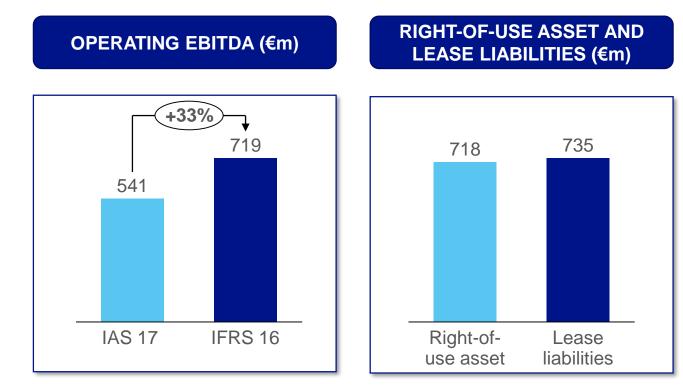


- 2019 cash conversion increased versus 2018, notwithstanding significant investment
- Low capital intensity, negative working capital and fast payback for new stores lead to strong cashflow

- Operating cashflow (excl. capex for new DCs)
- Cash conversion = Operational cashflow / Operating EBITDA

Impact of IFRS16 on Action 2019 financials





- The average lease period of Action's store portfolio is 3 years but differs per country
- Action is desired as a tenant by landlords as it drives traffic to the destination
- At the end of a lease Action receives competitive pricing for renewals
- IFRS16 impact on other financials 2019:
 - Lease adjustment: €179m
 - Depreciation right-of-use asset: €170m
 - Interest cost outstanding lease liability: €20m

Overview of high-level financials



	2018	2019	Change
Net sales (€m)	4,216	5,114	+21.3%
Like-for-like sales growth	3.2%	5.6%	
Operating EBITDA (€m)	450	541	+20.2%
EBITDA margin	10.7%	10.6%	
Cash conversion	70%	77%	
Number of stores (end of year)	1,325	1,552	+2271)

Summary 2019 financial performance





Current trading 2020



- Trading performance to the end of week 11 has been strong
- Action is ahead of budget for sales, LfL, EBITDA and cash flow
- LfL sales growth to the end of week 11 was over 7%
- Cash position and liquidity are very strong
- Completion of event financing of €625m in January 2020 results in gross debt of €3,035m (incl. RCF)
- Since the event financing was structured Action has effectively de-geared by c0.8x run-rate PF EBITDA¹)

COVID-19 impact too early to predict



- COVID-19 will disrupt 2020 especially over the next few months too early to predict outcome
- Store openings and sales traditionally weighted to Q4
- Action is preparing for severe disruption in Q2
- (Financial) response to COVID-19:
 - Opex measures being taken
 - Substantial possibilities to reclaim wages from governments
 - Tax payments postponed
 - Working capital:
 - Stock reduction in DCs
 - Extension of payment terms
 - Close cooperation with landlords
- Significant liquidity to navigate the current uncertainty

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5. Wrap Up

///ACTION

Simon Borrows

Sander van der Laan

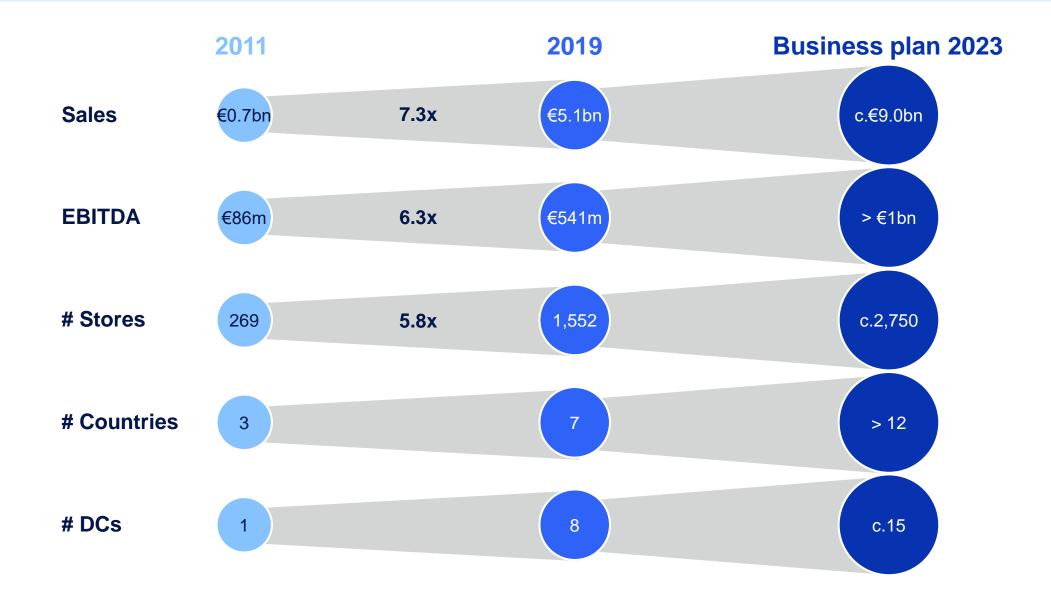
Sander van der Laan

Joost Sliepenbeek

Simon Borrows

Action's business plan





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Thank you for your attention!