## Poonawalla Fincorp | BUY

## Correction an opportunity to add

Poonawalla Fincorp (PFL) has corrected over the past month (-9% vs +5% for NIFTY FIN SERVICES, +5% for NIFTY). We believe this is an opportunity to add exposure to the name given continued momentum on business and its strong profitability profile. We observe PFL's digital lending app is already functional (can be downloaded for iOS and Android users) and should see incremental traction w.r.t to new originations. In our view, this should reduce the origination through fintech partnership mode meaningfully over the coming quarters. We expect 51% CAGR in AUM for PFL over FY23-25E. In addition, as the proceeds of the sale from Poonawalla Housing Finance accrue, it would be prudent from a risk management perspective that some part of such gains are utilized for creating future buffers against exigencies. This would impart comfort to future earnings sustainability in our view. Overall, given stability in mgmt. team led by Mr. Bhutada, we expect PFL to continue delivering on its stated medium-term objectives w.r.t to growth and profitability (EPS CAGR of 50% over FY23-25) and avg RoAs of 4.5% over this period. Maintain BUY with INR480 (valuing PFL at 24x FY25 P/E ad 3.0x FY25E P/B).

- App launch to accelerate organic origination: Poonawalla's current origination mix stands at 61% through partnerships, 14% through branch/DSA route and balance 25% through direct digital and non-partnership channels. We believe the launch of its own app should see acceleration of organic acquisition of customers. This will assuage medium term customer acquisition worries in our view. We expect meaningful reduction in partnership led acquisition going ahead as app usage scales up.
- Housing proceed sales to aid NIMs: PFL had sold Poonawalla Housing Finance last year to TPG, the proceeds of which will accrue in 2QFY24. We expect post-tax gains of INR ~30bn to accrue from this sale. We believe this will help improve NIMs and at the same time, we believe it will be prudent on the management's part to create some provision buffers for future exigencies and/or legacy portfolio. Mgmt. indicated that the overall interest cost would benefit at the extent of INR 180-200mn from the proceeds of housing sub sale. In addition, the company also started raising short term funds via CPs which would further benefit CoFs by 10-20bps in the coming quarters.
- Valuations reasonable: maintain BUY: We believe PFL's strong business model, solid operational execution aided by benign credit environment and CoF benefits from the sale of housing sub can deliver PAT of 50% CAGR over FY23-25 and achieve ROA/RoEs of 4.85%/ 13.3% in FY25. In our view, its quality focus, strong balance sheet and long growth trajectory should see the stock re-rate further. We maintain our BUY rating on PFL with a revised target price of INR480 (values PFL at 24x FY25E P/E and 3.0x FY25E P/B).



Sameer Bhise

sameer.bhise@jmfl.com | Tel: (91 22) 66303489

Akshay Jain

akshay.jain@jmfl.com | Tel: (91 22) 66303099

Apurva Deshmukh

apurva.deshmukh@jmfl.com | Tel: (91 22) 66303263

Mayank Mistry

mayank.mistry@jmfl.com | Tel: (91 22) 62241877

Gayathri Shivaram gayathri.shivaram@jmfl.com | Tel: (91 22) 66301889

**Shreyas Pimple** 

shreyas.pimple@jmfl.com | Tel: (91 22) 66301881

Recommendation and Price Target	
Current Reco.	BUY
Previous Reco.	BUY
Current Price Target (12M)	480
Upside/(Downside)	23.4%
Previous Price Target	450
Change	6.7%

Key Data – POONAWAL IN	
Current Market Price	INR389
Market cap (bn)	INR298.8/US\$3.6
Free Float	0%
Shares in issue (mn)	764.9
Diluted share (mn)	
3-mon avg daily val (mn)	INR1,016.1/US\$12.2
52-week range	452/243
Sensex/Nifty	67,839/20,192
INR/US\$	83.2

Price Performan	nce		
%	1M	6M	12M
Absolute	-9.3	35.3	24.0
Relative*	-13.1	15.7	7.6

\* To the BSE Sensex

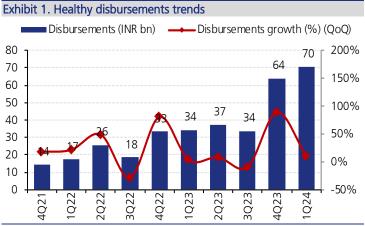
Financial Summary					(INR mn)
Y/E March	FY21A	FY22A	FY23A	FY24E	FY25E
Net Profit	-5,644	3,739	6,850	10,642	15,476
Net Profit (YoY) (%)	-2,111.5%	-166.2%	83.2%	55.4%	45.4%
Assets (YoY) (%)	-13.3%	24.5%	41.2%	18.4%	31.8%
ROA (%)	-3.9%	2.5%	3.5%	4.2%	4.9%
ROE (%)	-22.6%	9.1%	10.6%	12.0%	13.3%
EPS	-20.7	4.9	8.9	13.9	20.2
EPS (YoY) (%)	-2,165.4%	-123.7%	81.8%	55.4%	45.4%
P/E (x)	-18.8	79.3	43.6	28.1	19.3
BV	81	79	89	142	160
BV (YoY) (%)	-20.2%	-2.7%	12.9%	59.1%	12.8%
P/BV (x)	4.78	4.91	4.35	2.74	2.43

JM Financial Research is also available on: Bloomberg - JMFR <GO>, Thomson Publisher & Reuters, S&P Capital IQ, FactSet and Visible Alpha

Please see Appendix I at the end of this report for Important Disclosures and Disclaimers and Research **Analyst** Certification.

Source: Company data, JM Financial. Note: Valuations as of 15/Sep/2023

## PFL - Quarterly Trends

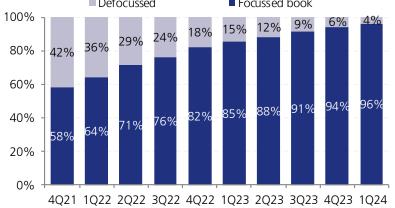


Source: Company, JM Financial; Note: Standalone numbers considered since 3QFY23

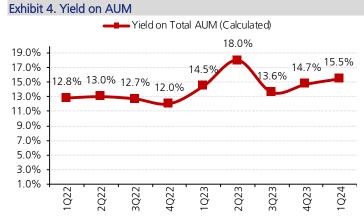


Source: Company, JM Financial; Note: Standalone numbers considered since 3QFY23

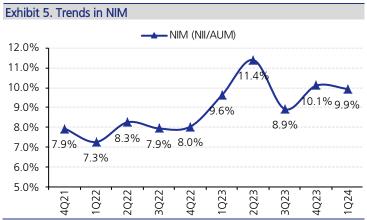
# Exhibit 3. Focussed book share sharply jumped over the last few quarters Defocussed Focussed book

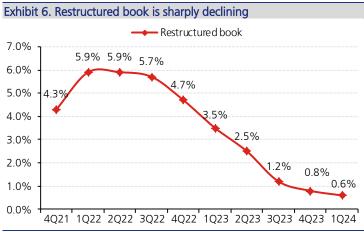


Source: Company, JM Financial; Note: Standalone numbers considered since 3QFY23  $\,$ 



Source: Company, JM Financial







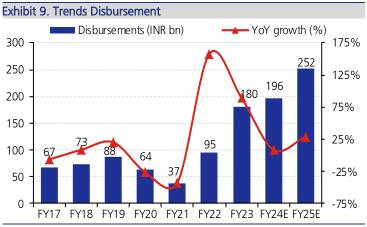
Source: Company, JM Financial

Source: Company, JM Financial

Exhibit 8. Du-pont: Quarterly trend	l								
Du-pont as per AUM (annualized)	1Q22	2Q22	3Q22	4Q22	1Q23	2Q23	3Q23	4Q23	1Q24
Interest income / Avg. AUM (%)	12.8%	13.0%	12.7%	12.0%	14.5%	18.0%	13.6%	14.7%	15.5%
Interest Expense / Avg. AUM (%)	5.6%	4.8%	4.8%	4.0%	4.8%	6.6%	4.7%	4.6%	5.5%
NII / Avg. AUM (%)	7.3%	8.3%	7.9%	8.0%	9.6%	11.4%	8.9%	10.1%	9.9%
Other income / Avg. AUM (%)	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%
Total Income / Avg. AUM (%)	7.3%	8.3%	7.9%	8.0%	9.6%	11.4%	8.9%	10.1%	9.9%
Employee Cost to AUM (%)	3.3%	3.3%	3.6%	3.6%	4.5%	5.7%	3.8%	3.2%	2.5%
Other Cost to AUM (%)	1.1%	1.5%	1.6%	1.9%	2.1%	2.8%	2.2%	2.0%	1.8%
Cost to AUM (%)	4.4%	4.8%	5.2%	5.5%	6.6%	8.5%	6.0%	5.2%	4.3%
PPP / Avg. AUM (%)	2.9%	3.4%	2.8%	2.6%	3.0%	2.9%	2.9%	4.9%	5.6%
Provisions / Avg. AUM (%)	1.4%	0.9%	0.0%	-0.2%	-0.5%	-2.3%	-1.3%	-0.7%	0.6%
PBT / Avg. AUM (%)	2.1%	3.3%	3.6%	3.9%	4.9%	6.9%	5.9%	6.3%	6.3%
ROAvg.AUM (%)	1.8%	2.6%	2.5%	3.0%	3.9%	5.2%	4.4%	4.8%	4.7%

Source: Company, JM Financial; Note: Standalone numbers considered since 3QFY23

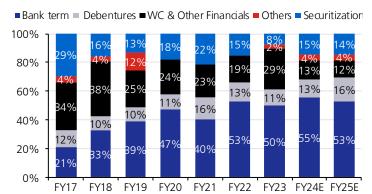
#### PFL - Annual trends\*





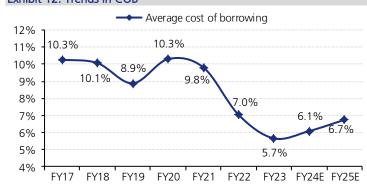
Source: Company, JM Financial

#### Exhibit 11. Liability franchise



Source: Company, JM Financial

### Exhibit 12. Trends in COB



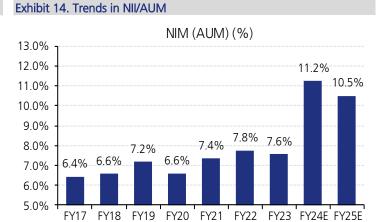
Source: Company, JM Financial

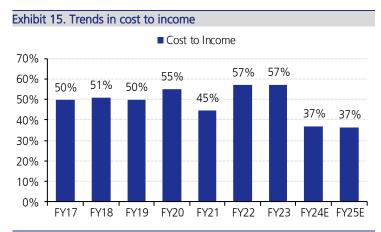
## Exhibit 13. Trends in NII



Source: Company, JM Financial

\*Standalone FY24E onwards



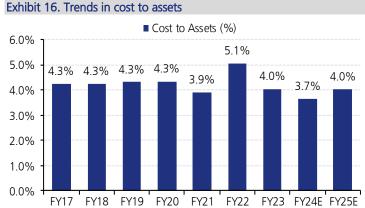


Source: Company, JM Financial

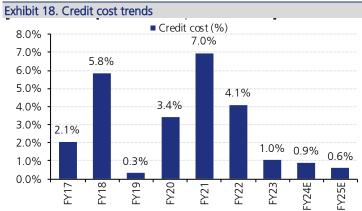


Source: Company, JM Financial





Source: Company, JM Financial



## Financial Tables (Standalone)

Income Statement				(	INR mn)
Y/E March	FY21A	FY22A	FY23A	FY24E	FY25E
Net Interest Income (NII)	11,165	11,943	12,387	23,014	32,264
Non Interest Income	1,355	1,251	1,634	2,124	2,885
Total Income	12,520	13,194	14,021	25,138	35,149
Operating Expenses	5,583	7,517	8,031	9,279	12,847
Pre-provisioning Profits	6,937	5,677	5,991	15,859	22,302
Loan-Loss Provisions	5,636	-5,153	-4,393	1,669	1,667
Others Provisions	8,809	6,133	2,949	0	0
Total Provisions	14,480	776	-1,445	1,669	1,667
PBT	-7,543	4,902	7,436	14,190	20,635
Tax	-1,898	1,163	1,812	3,547	5,159
PAT (Pre-Extra ordinaries)	-5,644	3,739	5,624	10,642	15,476
Extra ordinaries (Net of Tax)	0	0	1,226	0	0
Reported Profits	-5,644	3,739	6,850	10,642	15,476
Dividend	55	321	1,536	1,075	1,536
Retained Profits	-5,699	3,418	5,314	9,567	13,940

Source: Company, JM Financial

Balance Sheet					(INR mn)
Y/E March	FY21A	FY22A	FY23A	FY24E	FY25E
Equity Capital	539	1,530	1,536	1,536	1,536
Reserves & Surplus	21,404	59,030	67,078	1,07,645	1,21,586
Stock option outstanding	0	0	0	0	0
Borrowed Funds	1,04,330	99,088	1,11,196	1,57,898	2,28,952
Deferred tax liabilities	0	0	0	0	0
Preference Shares	5,848	4,779	52,396	7,956	10,488
Current Liabilities & Provisions	0	0	0	0	0
Total Liabilities	1,32,122	1,64,427	2,32,206	2,75,036	3,62,562
Net Advances	1,13,612	1,48,507	1,52,185	2,20,689	3,25,614
Investments	1,774	0	3,109	2,207	6,512
Cash & Bank Balances	7,747	5,970	6,574	15,448	19,537
Loans and Advances	129	140	207	0	0
Other Current Assets	3,959	5,693	67,394	31,598	4,229
Fixed Assets	1,816	2,004	2,117	2,200	2,900
Miscellaneous Expenditure	0	0	0	0	0
Deferred Tax Assets	2,942	1,970	477	2,750	3,626
Total Assets	1 32 122	1 64 427	2 32 206	2 75 036	3 62 562

Source: Company, JM Financial

Key Ratios					
Y/E March	FY21A	FY22A	FY23A	FY24E	FY25E
Growth (YoY) (%)					
Borrowed funds	-13.0%	-5.0%	12.2%	42.0%	45.0%
Advances	-16.1%	30.7%	2.5%	45.0%	47.5%
Total Assets	-13.3%	24.5%	41.2%	18.4%	31.8%
NII	1.8%	7.0%	3.7%	85.8%	40.2%
Non-interest Income	-19.4%	-7.7%	30.7%	30.0%	35.9%
Operating Expenses	-19.8%	34.6%	6.8%	15.5%	38.5%
Operating Profits	22.0%	-18.2%	5.5%	164.7%	40.6%
Core Operating profit	20.9%	-17.8%	4.4%	166.6%	40.6%
Provisions	198.1%	-94.6%	-286.3%	-215.5%	-0.1%
Reported PAT	-2,111.5%	-166.2%	83.2%	55.4%	45.4%
Yields / Margins (%)					
Interest Spread	6.77%	6.71%	5.92%	9.50%	8.61%
NIM	7.36%	7.75%	7.57%	11.24%	10.51%
Profitability (%)					
ROA	-3.93%	2.53%	3.45%	4.20%	4.85%
ROE	-22.6%	9.1%	10.6%	12.0%	13.3%
Cost to Income	44.6%	57.0%	57.3%	36.9%	36.6%
Asset quality (%)					
Gross NPA	3.98%	2.74%	1.47%	1.66%	1.56%
LLP	6.95%	4.10%	3.26%	1.70%	1.46%
Capital Adequacy (%)					
Tier I	17.36%	46.61%	37.69%	50.63%	43.53%
CAR	20.29%	49.06%	38.91%	55.10%	47.26%

Source: Company, JM Financial

Dupont Analysis					
Y/E March	FY21A	FY22A	FY23A	FY24E	FY25E
NII / Assets	7.85%	8.05%	6.25%	9.07%	10.12%
Other Income / Assets	0.95%	0.84%	0.82%	0.84%	0.91%
Total Income / Assets	8.80%	8.90%	7.07%	9.91%	11.03%
Cost / Assets	3.92%	5.07%	4.05%	3.66%	4.03%
PPP / Assets	4.88%	3.83%	3.02%	6.25%	7.00%
Provisions / Assets	10.18%	0.52%	-0.73%	0.66%	0.52%
PBT / Assets	-5.30%	3.31%	3.75%	5.59%	6.47%
Tax rate	25.2%	23.7%	24.4%	25.0%	25.0%
ROA	-3.93%	2.53%	3.45%	4.20%	4.85%
Leverage	6.0	2.7	3.4	2.5	2.9
ROE	-22.6%	9.1%	10.6%	12.0%	13.3%

Source: Company, JM Financial

Valuations					
Y/E March	FY21A	FY22A	FY23A	FY24E	FY25E
Shares in Issue	269.6	764.9	768.0	768.0	768.0
EPS (INR)	-20.7	4.9	8.9	13.9	20.2
EPS (YoY) (%)	-2,165.4%	-123.7%	81.8%	55.4%	45.4%
P/E (x)	-18.8	79.3	43.6	28.1	19.3
BV (INR)	81	79	89	142	160
BV (YoY) (%)	-20.2%	-2.7%	12.9%	59.1%	12.8%
P/BV (x)	4.78	4.91	4.35	2.74	2.43
DPS (INR)	0.0	0.4	2.0	1.4	2.0
Div. yield (%)	0.0%	0.1%	0.5%	0.4%	0.5%

History of Reco	History of Recommendation and Target Price					
Date	Recommendation	Target Price	% Chg.			
26-Aug-22	Buy	400				
21-Oct-22	Buy	415	3.8			
15-Dec-22	Buy	445	7.2			
23-Jan-23	Buy	450	1.1			
27-Apr-23	Buy	450	0.0			
25-Jul-23	Buy	450	0.0			

## Recommendation History



#### **APPENDIX I**

#### JM Financial Institutional Securities Limited

Corporate Identity Number: U67100MH2017PLC296081

Member of BSE Ltd. and National Stock Exchange of India Ltd.

SEBI Registration Nos.: Stock Broker - INZ000163434, Research Analyst - INH000000610

Registered Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India.

Board: +9122 6630 3030 | Fax: +91 22 6630 3488 | Email: jmfinancial.research@jmfl.com | www.jmfl.com

Compliance Officer: Mr. Sahil Salastekar | Tel: +91 22 6224 1073 | Email: sahil.salastekar@jmfl.com Grievance officer: Mr. Sahil Salastekar | Tel: +91 22 6224 1073 | Email: instcompliance@jmfl.com

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

Definition of	ratings
Rating	Meaning
Buy	Total expected returns of more than 10% for stocks with market capitalisation in excess of INR 200 billion and REITs* and more than 15% for all other stocks, over the next twelve months. Total expected return includes dividend yields.
Hold	Price expected to move in the range of 10% downside to 10% upside from the current market price for stocks with market capitalisation in excess of INR 200 billion and REITs* and in the range of 10% downside to 15% upside from the current market price for all other stocks, over the next twelve months.
Sell	Price expected to move downwards by more than 10% from the current market price over the next twelve months.

<sup>\*</sup> REITs refers to Real Estate Investment Trusts.

#### Research Analyst(s) Certification

The Research Analyst(s), with respect to each issuer and its securities covered by them in this research report, certify that:

All of the views expressed in this research report accurately reflect his or her or their personal views about all of the issuers and their securities; and

No part of his or her or their compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed in this research
report.

#### Important Disclosures

This research report has been prepared by JM Financial Institutional Securities Limited (JM Financial Institutional Securities) to provide information about the company(ies) and sector(s), if any, covered in the report and may be distributed by it and/or its associates solely for the purpose of information of the select recipient of this report. This report and/or any part thereof, may not be duplicated in any form and/or reproduced or redistributed without the prior written consent of JM Financial Institutional Securities. This report has been prepared independent of the companies covered herein.

JM Financial Institutional Securities is registered with the Securities and Exchange Board of India (SEBI) as a Research Analyst and a Stock Broker having trading memberships of the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). No material disciplinary action has been taken by SEBI against JM Financial Institutional Securities in the past two financial years which may impact the investment decision making of the investor. Registration granted by SEBI and certification from the National Institute of Securities Market (NISM) in no way guarantee performance of JM Financial Institutional Securities or provide any assurance of returns to investors.

JM Financial Institutional Securities renders stock broking services primarily to institutional investors and provides the research services to its institutional clients/investors. JM Financial Institutional Securities and its associates are part of a multi-service, integrated investment banking, investment management, brokerage and financing group. JM Financial Institutional Securities and/or its associates might have provided or may provide services in respect of managing offerings of securities, corporate finance, investment banking, mergers & acquisitions, broking, financing or any other advisory services to the company(ies) covered herein. JM Financial Institutional Securities and/or its associates might have received during the past twelve months or may receive compensation from the company(ies) mentioned in this report for rendering any of the above services.

JM Financial Institutional Securities and/or its associates, their directors and employees may; (a) from time to time, have a long or short position in, and buy or sell the securities of the company(ies) mentioned herein or (b) be engaged in any other transaction involving such securities and earn brokerage or other compensation or act as a market maker in the financial instruments of the company(ies) covered under this report or (c) act as an advisor or lender/borrower to, or may have any financial interest in, such company(ies) or (d) considering the nature of business/activities that JM Financial Institutional Securities is engaged in, it may have potential conflict of interest at the time of publication of this report on the subject company(ies).

Neither JM Financial Institutional Securities nor its associates or the Research Analyst(s) named in this report or his/her relatives individually own one per cent or more securities of the company(ies) covered under this report, at the relevant date as specified in the SEBI (Research Analysts) Regulations, 2014.

The Research Analyst(s) principally responsible for the preparation of this research report and their immediate relatives are prohibited from buying or selling debt or equity securities, including but not limited to any option, right, warrant, future, long or short position issued by company(ies) covered under this report. The Research Analyst(s) principally responsible for the preparation of this research report or their immediate relatives (as defined under SEBI (Research Analysts) Regulations, 2014); (a) do not have any financial interest in the company(ies) covered under this report or (b) did not receive any compensation from the company(ies) covered under this report, or from any third party, in connection with this report or (c) do not have any other material conflict of interest at the time of publication of this report. Research Analyst(s) are not serving as an officer, director or employee of the company(ies) covered under this report.

While reasonable care has been taken in the preparation of this report, it does not purport to be a complete description of the securities, markets or developments referred to herein, and JM Financial Institutional Securities does not warrant its accuracy or completeness. JM Financial Institutional Securities may not be in any way responsible for any loss or damage that may arise to any person from any inadvertent error in the information contained in this report. This report is provided for information only and is not an investment advice and must not alone be taken as the basis for an investment decision.

This research report is based on the fundamental research/analysis conducted by the Research Analyst(s) named herein. Accordingly, this report has been prepared by studying/focusing on the fundamentals of the company(ies) covered in this report and other macro-economic factors. JM Financial Institutional Securities may have also issued or may issue, research reports and/or recommendations based on the technical/quantitative analysis of the company(ies) covered in this report by studying and using charts of the stock's price movement, trading volume and/or other volatility parameters. As a result, the views/recommendations expressed in such technical research reports could be inconsistent or even contrary to the views contained in this report.

The investment discussed or views expressed or recommendations/opinions given herein may not be suitable for all investors. The user assumes the entire risk of any use made of this information. The information contained herein may be changed without notice and JM Financial Institutional Securities reserves the right to make modifications and alterations to this statement as they may deem fit from time to time.

This report is neither an offer nor solicitation of an offer to buy and/or sell any securities mentioned herein and/or not an official confirmation of any transaction.

This report is not directed or intended for distribution to, or use by any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject JM Financial Institutional Securities and/or its affiliated company(ies) to any registration or licensing requirement within such jurisdiction. The securities described herein may or may not be eligible for sale in all jurisdictions or to a certain category of investors. Persons in whose possession this report may come, are required to inform themselves of and to observe such restrictions.

Additional disclosure only for U.S. persons: JM Financial Institutional Securities has entered into an agreement with JM Financial Securities, Inc. ("JM Financial Securities"), a U.S. registered broker-dealer and member of the Financial Industry Regulatory Authority ("FINRA") in order to conduct certain business in the United States in reliance on the exemption from U.S. broker-dealer registration provided by Rule 15a-6, promulgated under the U.S. Securities Exchange Act of 1934 (the "Exchange Act"), as amended, and as interpreted by the staff of the U.S. Securities and Exchange Commission ("SEC") (together "Rule 15a-6").

This research report is distributed in the United States by JM Financial Securities in compliance with Rule 15a-6, and as a "third party research report" for purposes of FINRA Rule 2241. In compliance with Rule 15a-6(a)(3) this research report is distributed only to "major U.S. institutional investors" as defined in Rule 15a-6 and is not intended for use by any person or entity that is not a major U.S. institutional investor. If you have received a copy of this research report and are not a major U.S. institutional investor, you are instructed not to read, rely on, or reproduce the contents hereof, and to destroy this research or return it to JM Financial Institutional Securities or to JM Financial Securities.

This research report is a product of JM Financial Institutional Securities, which is the employer of the research analyst(s) solely responsible for its content. The research analyst(s) preparing this research report is/are resident outside the United States and are not associated persons or employees of any U.S. registered broker-dealer. Therefore, the analyst(s) are not subject to supervision by a U.S. broker-dealer, or otherwise required to satisfy the regulatory licensing requirements of FINRA and may not be subject to the Rule 2241 restrictions on communications with a subject company, public appearances and trading securities held by a research analyst account.

Any U.S. person who is recipient of this report that wishes further information regarding, or to effect any transaction in, any of the securities discussed in this report, must contact, and deal directly through a U.S. registered representative affiliated with a broker-dealer registered with the SEC and a member of FINRA. In the U.S., JM Financial Institutional Securities has an affiliate, JM Financial Securities, Inc. located at Harborside Financial Center, 2500 Plaza 5, 25th Floor, Office No. 2558, Jersey City, NJ 07311. Telephone +1 (201) 633-3610 which is registered with the SEC and is a member of FINRA and SIPC.

Additional disclosure only for U.K. persons: Neither JM Financial Institutional Securities nor any of its affiliates is authorised in the United Kingdom (U.K.) by the Financial Conduct Authority. As a result, this report is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the matters to which this report relates may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This report is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this report relates is available only to relevant persons and will be engaged in only with relevant persons.

Additional disclosure only for Canadian persons: This report is not, and under no circumstances is to be construed as, an advertisement or a public offering of the securities described herein in Canada or any province or territory thereof. Under no circumstances is this report to be construed as an offer to sell securities or as a solicitation of an offer to buy securities in any jurisdiction of Canada. Any offer or sale of the securities described herein in Canada will be made only under an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable securities laws or, alternatively, pursuant to an exemption from the registration requirement in the relevant province or territory of Canada in which such offer or sale is made. This report is not, and under no circumstances is it to be construed as, a prospectus or an offering memorandum. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon these materials, the information contained herein or the merits of the securities described herein and any representation to the contrary is an offence. If you are located in Canada, this report has been made available to you based on your representation that you are an "accredited investor" as such term is defined in National Instrument 45-106 Prospectus Exemptions and a "permitted client" as such term is defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Under no circumstances is the information contained herein to be construed as hinestment advice in any province or territory of Canada nor should it be construed as being tailored to the needs of the recipient. Canadian recipients are advised that JM Financial Securities, Inc., JM Financial Institutional Securities Limited, their affiliates and authorized agents are not responsible for, nor do they accept, any liability whatsoever for any direct or consequential lo