# Uniparts India | BUY

### Weakness to continue in the near-term; Orderbook shaping-up well



Ronak Mehta ronak.mehta@jmfl.com | Tel: (91 22) 66303125

Vivek Kumar

vivek.kumar@jmfl.com | Tel: (91 22) 66303019

Uniparts India's (Uniparts) reported revenue declined 18% YoY and was 9% below JMFe. Inventory correction during the quarter had an impact of 8-9% on revenue growth. EBITDA margin at 18.3% was below JMFe. Inventory correction is expected to bottom out in 3Q with normalisation in 4Q. While US small agri demand remains muted, large Agri and CE demand remains healthy. Demand in EU also remains steady. Uniparts continues to see good traction (increasing wallet share/adding new customers) owing to China+1 de-risking strategy adopted by global OEMs. While near-term volume is expected to remain soft, we expect medium-term growth to be driven by focus on value-added and adjacent products. Profitability is expected to gradually improve to normalised margin level of ~21% by 4Q. We expect revenue/EPS CAGR of 9% over FY23-26E. Strong positive FCF, 20%+ return ratios and net cash position provides comfort. Stock currently trades at ~11x FY25e EPS. We maintain BUY with Sept'24 TP of INR 750 (14x FY25e EPS). Slowdown in global OHV demand and inability to gain orders for allied products remain key risks.

- Revenue / margins below estimate: In 2QFY24, Uniparts reported revenues of INR 2.9bn (-18%YoY, -1% QoQ), 9% below JMFe. EBITDA for the quarter stood at INR 536mn (-33% YoY, -10% QOQ). EBITDA margin stood at 18.3% (-390bps YoY, -170bps QoQ), 270bps below JMFe. QoQ decline in margin was due to higher other expenses. Adj. PAT in 2QFY24 stood at INR 330mn (-37% YoY; 11% QoQ). Capex during 2Q stood at INR 83mn.
- Demand Outlook: Performance during 2QFY24 was impacted due to inventory correction primarily in aftermarket channel (c.8-9% impact) and muted demand in US small agri market. The company expects inventory correction to bottom out in 3Q (with normalisation in 4QFY24). Management indicated that near-term operating environment remains mixed. US large Agri and CE OE demand remains strong while small Agri demand remain muted. OE demand in EU remains steady. However, company continues to see healthy order traction owing to China+1 de-risking strategy adopted by its customers. Company has won ~INR3bn worth new orders on TTM basis (vs. ~1.7bn annual run-rate pre-covid). Near-term volume is expected to remain soft owing to inventory correction. 3PL for large Agri & UTVs and adjacent products (Hydraulic Cylinders, PTO, etc.) remain key areas of opportunity in the medium-term.
- Margin Outlook: Gross margin improved by 100bps QoQ owing to lower RM cost and phasing out of high cost inventory. However, EBITDA margin declined by 170bps QoQ on higher other expenses. The company expects EBITDA margin to normalise by 4QFY24. Softening inflationary pressure and focus on value-added business is also expected to support margins going ahead.
- Other highlights: Pilot sales for UTV 3PL will be starting and ramp-up will be starting FY25. Margin on UTV 3PL is better than overall company margins.

Recommendation and Price Target	
Current Reco.	BUY
Previous Reco.	BUY
Current Price Target (12M)	750
Upside/(Downside)	39.0%
Previous Price Target	800
Change	-6.3%

Key Data – UNIPARTS IN	
Current Market Price	INR540
Market cap (bn)	INR24.3/US\$0.3
Free Float	33%
Shares in issue (mn)	45.1
Diluted share (mn)	45.1
3-mon avg daily val (mn)	INR95.8/US\$1.1
52-week range	723/501
Sensex/Nifty	64,905/19,425
INR/US\$	83.3

Price Performance			
%	1M	6M	12M
Absolute	-2.8	-6.8	0.0
Relative*	-0.7	-10.9	0.0

\* To the BSE Sensex

Financial Summary					(INR mn)
Y/E March	FY22A	FY23A	FY24E	FY25E	FY26E
Net Sales	12,275	13,660	12,774	15,283	17,517
Sales Growth (%)	35.9	11.3	-6.5	19.6	14.6
EBITDA	2,681	2,970	2,528	3,257	3,807
EBITDA Margin (%)	21.8	21.7	19.8	21.3	21.7
Adjusted Net Profit	1,688	2,049	1,672	2,220	2,614
Diluted EPS (INR)	37.4	45.4	37.1	49.2	57.9
Diluted EPS Growth (%)	81.2	21.4	-18.4	32.8	17.7
ROIC (%)	22.5	24.1	20.6	27.4	25.9
ROE (%)	27.2	27.0	18.8	21.7	20.8
P/E (x)	14.4	11.9	14.6	11.0	9.3
P/B (x)	3.6	2.9	2.6	2.2	1.7
EV/EBITDA (x)	9.6	8.3	9.1	7.2	6.4
Dividend Yield (%)	1.7	2.2	2.1	2.7	3.2

Source: Company data, JM Financial. Note: Valuations as of 10/Nov/2023

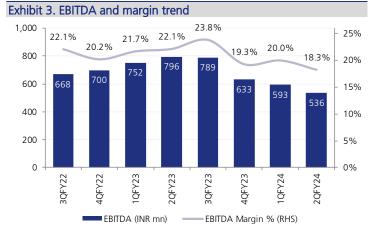
JM Financial Research is also available on: Bloomberg - JMFR <GO>, Thomson Publisher & Reuters, S&P Capital IQ, FactSet and Visible Alpha

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

Exhibit 1. Quarterly financial performance							
Financial Matrices (INR mn)	2QFY24	2QFY23	% YoY	1QFY24	% QoQ	2QFY24E	Var (%)
Sales	2,937	3,598	(18.4)	2,968	(1.0)	3,235	(9.2)
RM	1,113	1,243	(10.5)	1,153	(3.5)	1,262	(11.8)
as a % of sales	37.9	34.6	330bps	38.8	-100bps	39.0	-110bps
Employee Exp	613	598	2.5	601	2.0	615	(0.3)
as a % of sales	20.9	16.6	420bps	20.3	60bps	19.0	190bps
Other Costs	675	960	(29.7)	621	8.7	679	(0.6)
as a % of sales	23.0	26.7	-370bps	20.9	210bps	21.0	200bps
Expenditure	2,401	2,801	(14.3)	2,375	1.1	2,555	(6.1)
EBITDA	536	796	(32.7)	593	(9.6)	679	(21.1)
EBITDA Margin (%)	18.3	22.1	-390bps	20.0	-170bps	21.0	-270bps
Other Income	10	18	(43.9)	9	15	10	2.1
Interest	11	18	(39.5)	11	(6)	12	(11.3)
Depreciation	105	99	6.0	99	5	101	3.6
PBT	431	698	(38.3)	491	(12)	576	(25.2)
Tax	101	171	(40.7)	120	(16)	145	(30.2)
Tax rate (%)	23.5	24.4		24.4	-100bps	25.1	(1.7)
PAT (Adjusted)	330	528	(37.5)	371	(11.1)	432	(23.5)
EPS (INR)	7.3	11.7	(37.5)	8.2	(11.1)	9.6	(23.5)

Source: Company, JM Financial





Source: Company, JM Financial

Source: Company, JM Financial

Exhibit 4. Uniparts India – Change in estimates									
I Indoorate In alla	New assumption		Old assumption			% Change			
Uniparts India	FY24E	FY25E	FY26E	FY24E	FY25E	FY26E	FY24E	FY25E	FY26E
Revenue (INR mn)	12,774	15,283	17,517	14,141	16,556	18,965	-10%	-8%	-8%
EBITDA (INR mn)	2,528	3,257	3,807	3,035	3,679	4,235	-17%	-11%	-10%
EBITDA margin (%)	19.8	21.3	21.7	21.5	22.2	22.3	-50bps	-90bps	-60bps
PAT (INR mn)	1,672	2,220	2,614	2,032	2,509	2,900	-18%	-11%	-10%
EPS (INR)	37.1	49.2	57.9	45.0	55.6	64.3	-18%	-11%	-10%

Source: Company, JM Financial

## Financial Tables (Consolidated)

Income Statement				(	INR mn)
Y/E March	FY22A	FY23A	FY24E	FY25E	FY26E
Net Sales	12,275	13,660	12,774	15,283	17,517
Sales Growth	35.9%	11.3%	-6.5%	19.6%	14.6%
Total Revenue	12,275	13,660	12,774	15,283	17,517
Cost of Goods Sold/Op. Exp	4,016	4,875	4,727	5,578	6,394
Personnel Cost	2,197	2,396	2,283	2,651	2,980
Other Expenses	3,381	3,418	3,236	3,797	4,337
EBITDA	2,681	2,970	2,528	3,257	3,807
EBITDA Margin	21.8%	21.7%	19.8%	21.3%	21.7%
EBITDA Growth	124.6%	10.8%	-14.9%	28.8%	16.9%
Depn. & Amort.	366	390	410	430	475
EBIT	2,315	2,580	2,118	2,827	3,332
Other Income	36	162	122	134	147
Finance Cost	57	60	40	40	40
PBT before Excep. & Forex	2,294	2,682	2,200	2,921	3,440
Excep. & Forex Inc./Loss(-)	0	0	0	0	0
PBT	2,294	2,682	2,200	2,921	3,440
Taxes	605	633	528	701	826
Extraordinary Inc./Loss(-)	0	0	0	0	0
Assoc. Profit/Min. Int.(-)	0	0	0	0	0
Reported Net Profit	1,688	2,049	1,672	2,220	2,614
Adjusted Net Profit	1,688	2,049	1,672	2,220	2,614
Net Margin	13.8%	15.0%	13.1%	14.5%	14.9%
Diluted Share Cap. (mn)	45.1	45.1	45.1	45.1	45.1
Diluted EPS (INR)	37.4	45.4	37.1	49.2	57.9
Diluted EPS Growth	81.2%	21.4%	-18.4%	32.8%	17.7%
Total Dividend + Tax	405	539	502	666	784
Dividend Per Share (INR)	9.0	12.0	11.1	14.8	17.4

Source: Company, JM Financial

Cash Flow Statement				(	INR mn)
Y/E March	FY22A	FY23A	FY24E	FY25E	FY26E
Profit before Tax	2,293	2,682	2,200	2,921	5,135
Depn. & Amort.	366	390	410	430	475
Net Interest Exp. / Inc. (-)	38	34	40	40	40
Inc (-) / Dec in WCap.	-1,126	151	663	-964	-3,021
Others	-90	-86	0	0	0
Taxes Paid	-624	-633	-528	-701	-1,232
Operating Cash Flow	856	2,538	2,786	1,726	1,396
Capex	-347	-300	-237	-406	-394
Free Cash Flow	510	2,239	2,548	1,320	1,003
Inc (-) / Dec in Investments	0	0	0	0	0
Others	21	-237	-500	-1,000	-1,000
Investing Cash Flow	-326	-536	-737	-1,406	-1,394
Inc / Dec (-) in Capital	0	0	0	0	0
Dividend + Tax thereon	-405	-539	-502	-666	-784
Inc / Dec (-) in Loans	-42	-1,165	-40	-40	-40
Others	-52	-50	0	0	0
Financing Cash Flow	-499	-1,755	-541	-706	-824
Inc / Dec (-) in Cash	32	247	1,507	-386	-821
Opening Cash Balance	108	140	387	1,894	1,508
Closing Cash Balance	140	387	1,894	1,508	687

Source: Company, JM Financial

Balance Sheet					(INR mn)
Y/E March	FY22A	FY23A	FY24E	FY25E	FY26E
Shareholders' Fund	6,852	8,306	9,477	11,031	14,149
Share Capital	446	446	446	446	446
Reserves & Surplus	6,406	7,860	9,031	10,585	13,703
Preference Share Capital	0	0	0	0	0
Minority Interest	0	0	0	0	0
Total Loans	1,579	610	610	610	610
Def. Tax Liab. / Assets (-)	248	229	229	229	229
Total - Equity & Liab.	8,680	9,145	10,316	11,870	14,988
Net Fixed Assets	3,269	3,441	3,268	3,244	3,163
Gross Fixed Assets	5,510	5,999	6,236	6,642	7,036
Intangible Assets	653	677	677	677	677
Less: Depn. & Amort.	2,916	3,306	3,716	4,146	4,621
Capital WIP	22	71	71	71	71
Investments	148	309	809	1,809	2,809
Current Assets	6,894	6,803	7,616	8,339	10,991
Inventories	4,419	4,530	3,852	4,608	6,978
Sundry Debtors	1,942	1,553	1,558	1,864	2,822
Cash & Bank Balances	140	387	1,894	1,508	687
Loans & Advances	36	-16	-19	-19	-19
Other Current Assets	357	349	332	379	525
Current Liab. & Prov.	1,632	1,409	1,378	1,522	1,975
Current Liabilities	906	715	670	799	1,205
Provisions & Others	726	694	708	723	771
Net Current Assets	5,262	5,395	6,238	6,817	9,016
Total – Assets	8,680	9,145	10,316	11,870	14,989

Source: Company, JM Financial

Dupont Analysis					
Y/E March	FY22A	FY23A	FY24E	FY25E	FY26E
Net Margin	13.8%	15.0%	13.1%	14.5%	14.9%
Asset Turnover (x)	1.5	1.5	1.3	1.4	1.3
Leverage Factor (x)	1.3	1.2	1.1	1.1	1.1
RoE	27.2%	27.0%	18.8%	21.7%	20.8%

FY22A	FY23A	FY24E	FY25E	FY26E
151.8	184.0	210.0	244.4	313.5
22.5%	24.1%	20.6%	27.4%	25.9%
27.2%	27.0%	18.8%	21.7%	20.8%
0.2	0.0	-0.1	-0.1	0.0
14.4	11.9	14.6	11.0	9.3
3.6	2.9	2.6	2.2	1.7
9.6	8.3	9.1	7.2	6.4
2.1	1.8	1.8	1.5	1.4
58	42	45	45	59
131	121	110	110	145
34	24	23	24	32
	151.8 22.5% 27.2% 0.2 14.4 3.6 9.6 2.1 58	151.8 184.0 22.5% 24.1% 27.2% 27.0% 0.2 0.0 14.4 11.9 3.6 2.9 9.6 8.3 2.1 1.8 58 42 131 121	151.8 184.0 210.0 22.5% 24.1% 20.6% 27.2% 27.0% 18.8% 0.2 0.0 -0.1 14.4 11.9 14.6 3.6 2.9 2.6 9.6 8.3 9.1 2.1 1.8 1.8 58 42 45 131 121 110	151.8         184.0         210.0         244.4           22.5%         24.1%         20.6%         27.4%           27.2%         27.0%         18.8%         21.7%           0.2         0.0         -0.1         -0.1           14.4         11.9         14.6         11.0           3.6         2.9         2.6         2.2           9.6         8.3         9.1         7.2           2.1         1.8         1.8         1.5           58         42         45         45           131         121         110         110

Source: Company, JM Financial

History of Recommendation and Target Price							
Date	Recommendation	Target Price	% Chg.				
20-Feb-23	Buy	780					
28-May-23	Buy	780	0.0				
10-Aug-23	Buy	800	2.6				

## 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: +91 22 6630 3030 | Fax: +91 22 6630 3488 | Email: imfinancial.research@imfl.com | www.imfl.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 1325 Avenue of the Americas, 28th Floor, Office No. 2821, New York, New York 10019. Telephone +1 (332) 900 4958 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 investment 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