

## Secondary market transaction involving 150+ investments structured as a continuation fund

Omni Bridgeway Limited (**Omni Bridgeway, OBL, Group**) (ASX:OBL) is pleased to announce that it has entered into a framework agreement with funds managed by Ares Management Corporation (**Ares**) for the establishment of a continuation fund (**Fund 9**) to acquire OBL's co-investment in 150+ investments across Funds 2/3, Funds 4/5 Series I (**Underlying Funds**) and one remaining balance sheet investment (together the **Fund 9 Assets**).

Ares will acquire a 70% interest in Fund 9 for an upfront cash consideration of c.A\$310m<sup>1</sup> paid to OBL, representing a c.80% fair value conversion rate, with OBL retaining a 30% interest in Fund 9. The upfront proceeds received by OBL represent a multiple on invested capital (MOIC) of c.3.2x<sup>1</sup> on the aggregated OBL-only deployments to-date on the Fund 9 Assets. Ares will receive a preferred return on its 70% interest in Fund 9, while OBL will retain further profit rights on the whole portfolio through its 30% interest.

Fund 9 will acquire OBL's distribution entitlements and capital call obligations on the Fund 9 Assets. The OBL entitlement, calculation and distribution of performance fees and management fees on Funds 4/5 will remain unchanged and is out of scope of Fund 9.

Omni Bridgeway will be the adviser to Fund 9, remain the adviser to the Underlying Funds and continue to manage the Fund 9 Assets. In addition to the existing management fees from Funds 4/5, OBL will receive an annual management fee from Fund 9 of 2.0% on gross investment commitments outstanding.

As part of the transaction, Ares has the option to acquire up to a A\$35m equity stake in Omni Bridgeway through the issuance of warrants at an agreed strike price.<sup>2</sup>

### Strategic rationale

- In line with stated strategy, the transaction represents a significant shift towards a capital light, funds management model via full deleveraging of the company and a substantial reduction in co-invest obligations on legacy funds in harvesting stage.
- Transaction achieves day-1 cash MOIC of c.3.2x<sup>1</sup> on OBL-only deployed capital, which delivers immediate value realisation for Omni Bridgeway and demonstrates the inherent embedded value in and performance of the legal assets portfolio originated and underwritten by the Omni Bridgeway platform.

<sup>1</sup> Final proceeds and associated transaction metrics to be determined through a completion true-up calculation, to reflect the fair value of Fund 9 assets as-at date of risk transfer (18 December 2024) and to reflect AUD/USD exchange rate conversion. Post-completion true-up expected to occur in Q1 CY2025, with final proceeds and associated transaction metrics anticipated to be established and disclosed in the OBL HY 2025 results presentation.

<sup>2</sup> Based on the VWAP as at term sheet signing.

- The upfront proceeds received reflect a fair value conversion ratio of approximately 80%<sup>1</sup>, across all investments, including mature and recently (FY25) originated investments. The transaction provides a validation of OBL's fair value framework by a sophisticated third party and advisors who have conducted extensive due diligence.
- The transaction improves cost coverage through additional management fees charged as 2.0% of the gross investment commitments outstanding on Fund 9 Assets, adding c.7% to cost coverage on an annualised basis in year 1.
- Additional gross liquidity of c.A\$60m<sup>3</sup> post deleveraging, providing additional balance sheet strength and flexibility for Omni Bridgeway.
- The transaction adds Ares as a capital provider for Fund 9, further affirming OBL's position as the leading institutional-grade fund management platform for legal assets.

An initial payment of A\$275m will be received upon transaction closing, which is subject to customary approvals and is expected to occur shortly. Proceeds from the initial payment will be first used to retire all of the outstanding Omni Bridgeway debt. The remaining upfront consideration will be calculated and paid following a post-completion true-up calculation expected in Q1 CY2025, to reflect risk transfer occurring on 18 December 2024. Additional net proceeds above the amount required for debt repayment will provide incremental liquidity to Omni Bridgeway.

As part of the transaction, Omni Bridgeway will deconsolidate Funds 2/3, and 4 Series I and II from its statutory accounts,<sup>4</sup> thereby simplifying statutory reporting and more closely aligning Omni Bridgeway's statutory reporting with its economic interest. The interest in Fund 9, as well as OBL's co-invest in Funds 4/5 Series II will be accounted for at fair value going forward.

Indicative transaction details	c.A\$m
<b>Cash consideration</b>	310 <sup>5</sup>
<i>less</i> fair value of warrants	(15) <sup>5</sup>
<i>add</i> fair value of the OBL Fund 9 interest	153 <sup>5</sup>
<b>Total consideration</b>	<b>448</b>
<i>less</i> derecognition of net assets	(462)
<i>add</i> NCI Derecognition	361
<i>less</i> capitalised costs derecognition	(76)
<b>Gain on deconsolidation/sale</b>	<b>271</b>

Omni Bridgeway was advised by Macquarie Capital as financial adviser, BDO as accounting and tax advisers, and DLA Piper and Thomson Geer as legal advisers.

<sup>3</sup> Pre-transaction costs.

<sup>4</sup> OBL's control over the funds has changed due to the transaction and therefore OBL is no longer required to consolidate Funds 2/3 and 4. The accounting of consolidated Funds 6 and 8 remain unchanged.

<sup>5</sup> Estimate only. Final proceeds and associated transaction metrics to be determined through a completion true-up calculation, to reflect the fair value of Fund 9 assets as-at date of risk transfer (18 December 2024) and to reflect AUD/USD exchange.

**Raymond van Hulst, Managing Director and CEO**, commented “I am very pleased with this transaction as it delivers on all of our stated strategic objectives at once: validating the fair value of our book and the quality of our underwriting and valuation methodologies, improving the cost coverage rate, reducing debt to zero, and enforcing our position as the leading and institutional-grade funds management platform for legal assets. With 35 years of history in legal finance, Omni Bridgeway pioneered the asset class, and I am pleased we continue leading the innovation while legal assets are becoming a more mainstream asset class. I welcome Ares as a capital provider in our funds portfolio. Ares Management is a sophisticated investor that fits well with our other high-quality fund investors.”

**Jan-Paul Kobarg, Partner at Ares Management**, commented “Leveraging our scale, structuring capabilities and flexible capital base, we are pleased to invest alongside OBL in this innovative structure for the asset class. During our due diligence process, we were impressed with the experience and quality of the OBL team. We believe this transaction accelerates OBL’s transition to a capital light funds management model in a growing asset class where it is a recognised global leader.”

#### **About Ares Management Corporation**

Ares Management Corporation (NYSE: ARES) is a leading global alternative investment manager offering clients complementary primary and secondary investment solutions across the credit, real estate, private equity and infrastructure asset classes. We seek to provide flexible capital to support businesses and create value for our stakeholders and within our communities. By collaborating across our investment groups, we aim to generate consistent and attractive investment returns throughout market cycles. As of September 30, 2024, Ares Management Corporation’s global platform had approximately \$464 billion of assets under management, with more than 3,100 employees operating across North America, Europe, Asia Pacific and the Middle East. **For more information, please visit [www.aresmgmt.com](http://www.aresmgmt.com).**

For full detail on this transaction, shareholders are recommended to read the presentation released to ASX simultaneously, which is intended to be reviewed in conjunction with this release.

#### **Market Briefing**

Transaction presentation attached, conference call scheduled for 11:30am (details can be accessed via the link below).

**[Event Registration](#)**

**This announcement is authorised for release to the market by the Disclosure Committee.**

This announcement contains certain forward-looking statements that can generally be identified using forward looking words such as, “expect”, “anticipate”, “likely”, “intend”, “should”, “could”, “may”, “predict”, “plan”, “propose”, “will”, “believe”, “forecast”, “estimate”, “target” and other similar expressions. Estimates of, indications of, and guidance or outlook on, future earnings or financial position or performance are also forward-looking statements. Forward looking statement involve risks and uncertainties. Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee or future performance. Forward looking statements involve known and unknown risks, uncertainties, assumptions, and contingencies which are subject to change without notice, as are statements about market and industry trends which are based on interpretations of current market conditions. Actual results, performance or achievements may vary materially from any forward-looking statements and the assumptions on which statements are based. Except as required by law or regulation, the OBL disclaims all obligations to update publicly any forward-looking statements, whether as a result of new information, future events, or results or otherwise.

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# Structured secondary market transaction

18 December 2024





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**Please read the further information on the terms used in this presentation and the notes detailed on slide 18.**

# Transaction overview



Omni Bridgeway announces a secondary market transaction with Ares Management ('Ares')...



...structured as a Continuation Fund ('Fund 9') of OBL's co-investment across 150+ assets...



...with Ares acquiring a 70% interest in Fund 9, yielding c.A\$310m<sup>1</sup> of upfront proceeds to OBL-only...



...at a c.3.2x<sup>1</sup> day-1 cash MOIC and a c.80%<sup>1</sup> fair value conversion rate

# Transaction overview (cont.)

Establishment of Fund 9 as continuation fund to acquire 100% of Omni Bridgeway's co-investment in 150+ investments across Balance Sheet, Funds 2/3, and Funds 4/5 Series I

- 1 Sale of c.A\$0.6bn<sup>1</sup> in OBL-only fair value of the company's co-invest across Balance Sheet, Funds 2/3, and Funds 4/5 Series I to a new Fund 9, delivering a fair value conversion of c.80%<sup>1</sup>
- 2 Fund 9 will be funded 70% by Ares, and 30% by OBL, realising an immediate c.A\$310m<sup>1</sup> in OBL-only upfront cash proceeds, at a day-1 cash MOIC of c.3.2x<sup>1</sup>
- 3 OBL will advise Fund 9 and continue to manage all assets, Fund 9 will pay OBL an annual management fee at 2% of gross outstanding investment commitments
- 4 Proceeds will be first used to retire in full the A\$250m outstanding debt, with the balance providing OBL with c.A\$60m<sup>1,2</sup> in additional liquidity
- 5 Ares has the option to acquire up to a A\$35m equity stake in OBL through warrants at an agreed strike price<sup>3</sup>

**Upfront cash received by OBL**

c.A\$310m<sup>1</sup>

**Day-1 cash MOIC realised**





c.3.2x<sup>1</sup>

**Fair value conversion**

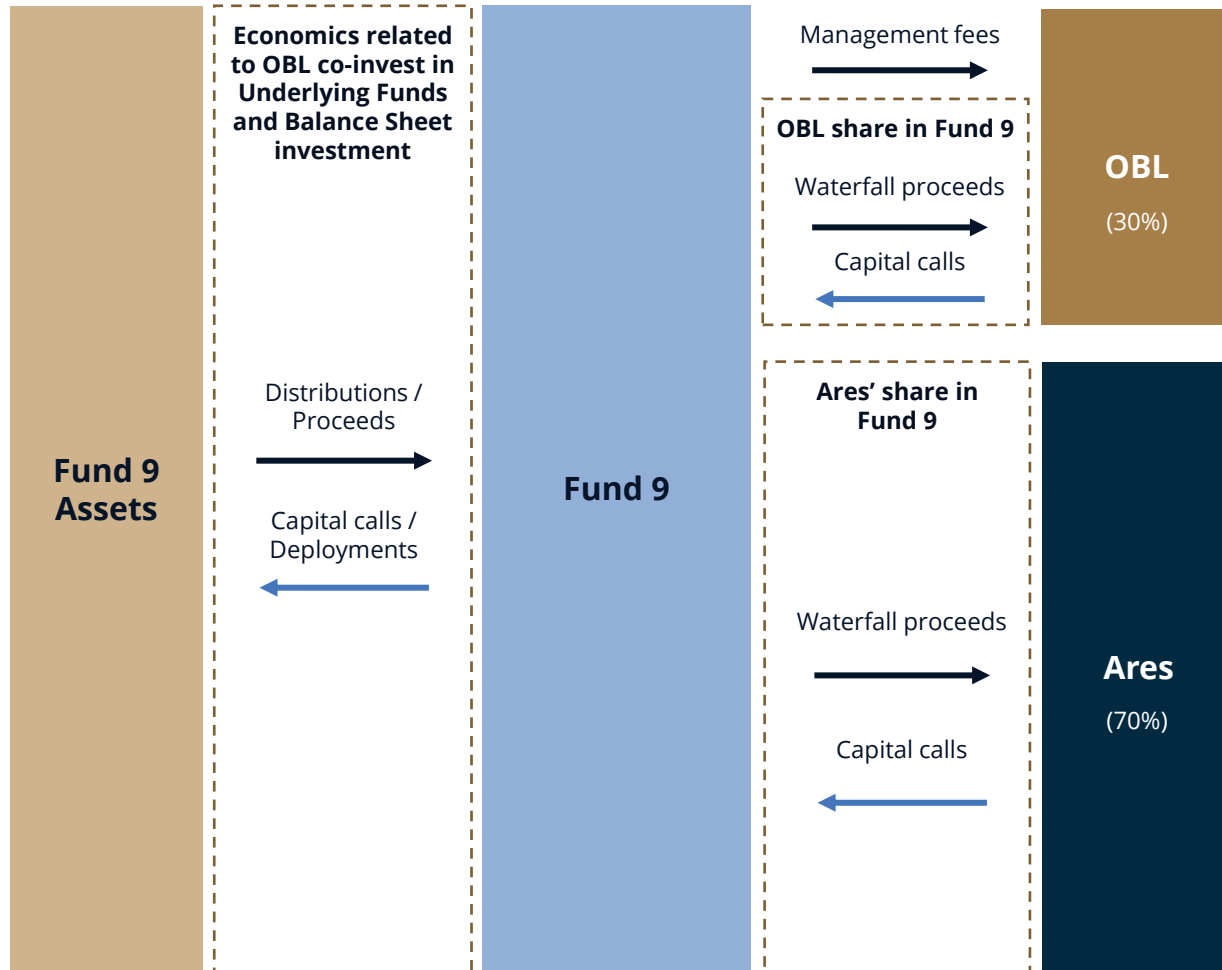
c.80%<sup>1</sup>



# Transaction delivers on Omni Bridgeway's strategic objectives

 <h2>Reduction of debt</h2>	 <h2>Validation of fair value</h2>	 <h2>Improvement of cost coverage</h2>	 <h2>Transition to fund management model</h2>
<ul style="list-style-type: none"><li>✓ Outstanding debt will be fully retired at closing</li><li>✓ Removal of associated cash outflow from interest payments</li><li>✓ Additional liquidity of c.A\$60m<sup>1,2</sup> post deleveraging</li></ul>	<ul style="list-style-type: none"><li>✓ Fair value conversion ratio of c.80%<sup>1</sup> on portfolio of seasoned and recent (FY25) investments</li><li>✓ Extensive due diligence undertaken by Ares and advisors</li><li>✓ Third-party validation of OBL's fair value methodology</li><li>✓ Demonstrates the intrinsic value of OBL's underlying portfolio</li></ul>	<ul style="list-style-type: none"><li>✓ Management fee charged at 2% of gross investment commitments on ongoing investments in Fund 9</li><li>✓ Generates management fee income on assets not currently yielding management fee income</li><li>✓ Adds c.7%<sup>4</sup> to cost coverage on an annualised basis in Year 1, equating to c.A\$6m<sup>1</sup></li></ul>	<ul style="list-style-type: none"><li>✓ Effective reduction of co-invest obligations in Funds 2/3 and 4/5 Series I from 20% to c.6%</li><li>✓ Continued alignment, through retained co-invest and full performance fee</li><li>✓ Fund 9, Funds 2/3 and 4/5 Series I and II will be non-consolidated leading to simplified statutory accounts</li><li>✓ Addition of Ares as Fund 9 capital provider affirms OBL as the leading institutional-grade funds management platform for legal assets</li></ul>
<p>● Achieved / Completed</p>	<p>● Achieved / Completed</p>	<p>● On Track</p>	<p>● Accelerated</p>

# Transaction details – Establishment of Fund 9



## Fund 9 Assets

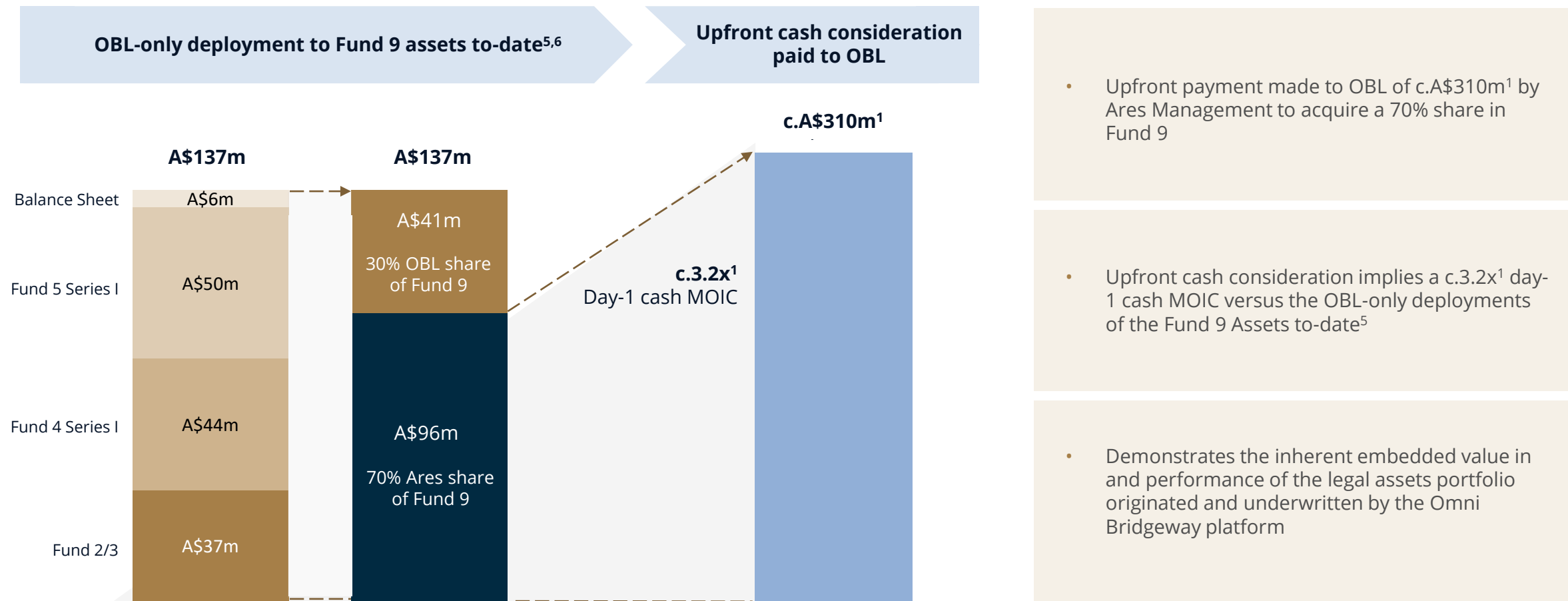
- Encompasses OBL's co-invest share of economics in 150+ investments (Fund 9 Assets), including seasoned and new (FY25) investments, with potential for follow-on assets
- Across Funds 2/3, and Funds 4/5 Series I ('Underlying Funds'), and including the last main balance sheet investment

## Fund 9 Structure

- Preferred return to Ares, with OBL retaining further upside on asset portfolio
- Reduces deployment cashflow obligations of OBL, which will be funded primarily via recycling of asset proceeds paid to Fund 9
- OBL will be the servicer to Fund 9, remain investment adviser to the Underlying Funds and manager of the Fund 9 Assets.
- The OBL entitlement, calculation and distribution of performance fees and management fees on Funds 4/5 Series I remains unchanged and is out of scope of Fund 9

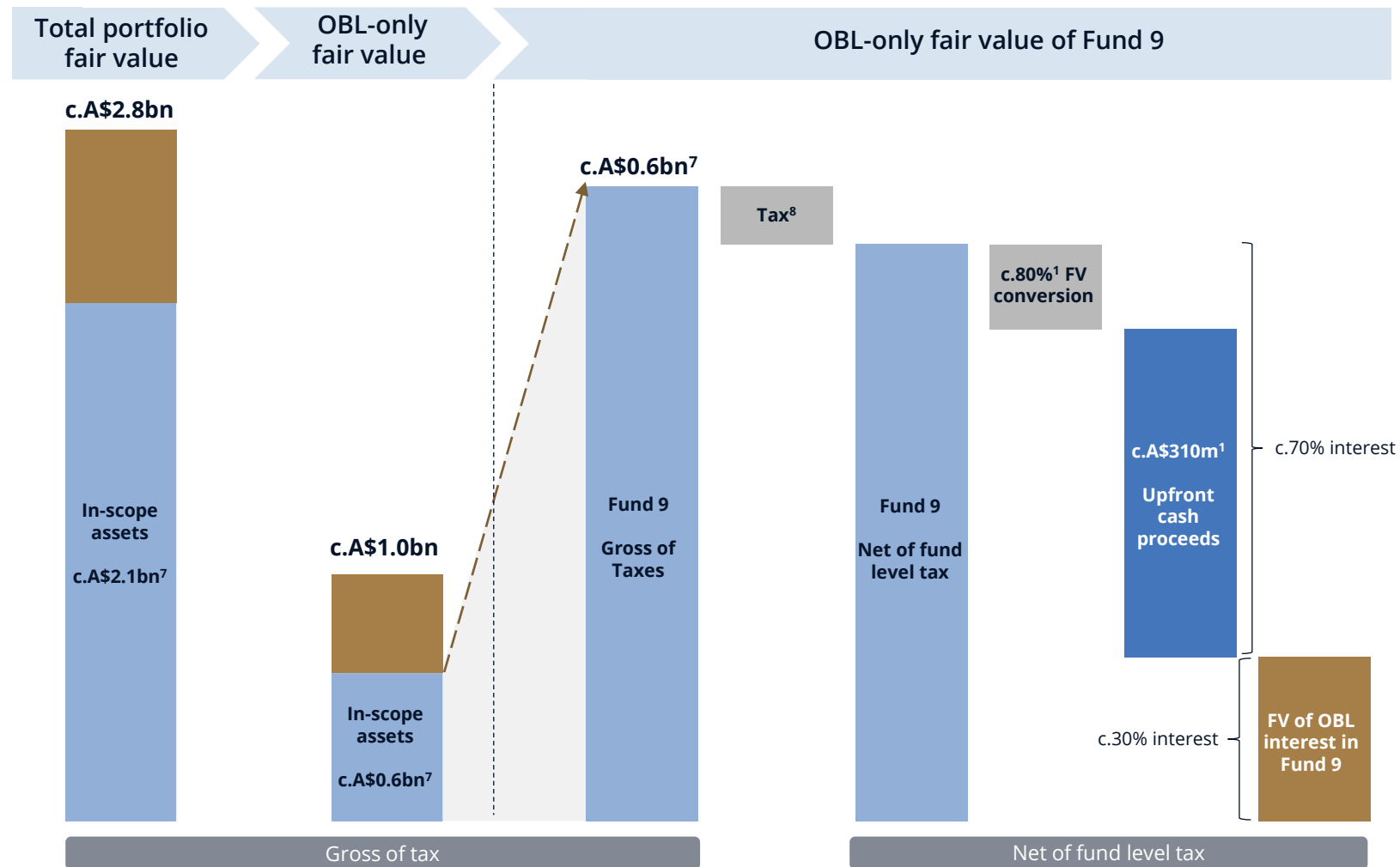
# Transaction economics – Cash MOIC

Sale of 70% of Fund 9 interests results in an immediate cash realisation equal to c.3.2x<sup>1</sup> of OBL-only deployment to-date<sup>5</sup>



Note: Chart above is not to scale

# Transaction economics – Fair value conversion



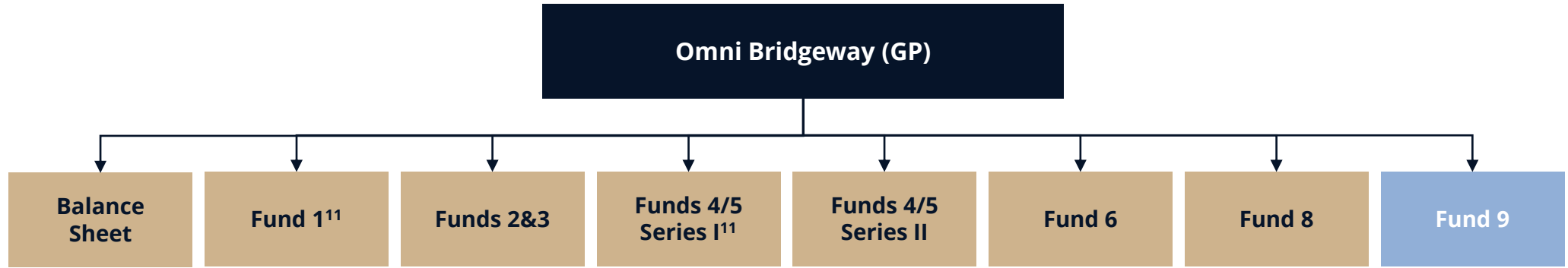
## Reconciling Fair Value Conversion

- Total gross portfolio fair value of A\$2.8bn, of which c.A\$2.1bn<sup>7</sup> is attributable to Fund 9 assets
  - At an OBL-only level, of the A\$1.0bn attributable to OBL, Fund 9 assets make up c.A\$0.6bn<sup>7</sup>, excluding management fees and performance fees
  - Fund 9 Assets are sold on a net basis (net of fund level taxes<sup>8</sup>)
  - Based on c.A\$310m<sup>1</sup> upfront cash proceeds and the fair value of the OBL interest in fund 9, the fair value conversion is c.80%<sup>1</sup>
- 
- The fair value information is indicative only and based on June 30, 2024 fair value. Final proceeds and transaction metrics to be determined through a final-completion true-up calculation, to reflect the fair value of Fund 9 assets as-at date of risk transfer (18 December 2024) and to reflect AUD/USD exchange rate fluctuations prior to financial close and final completion

Note: Chart above is not to scale

# OBL Funds Management Business

Fund 9 moves OBL's economic participation in co-invest from legacy funds into new management fee generating continuation fund



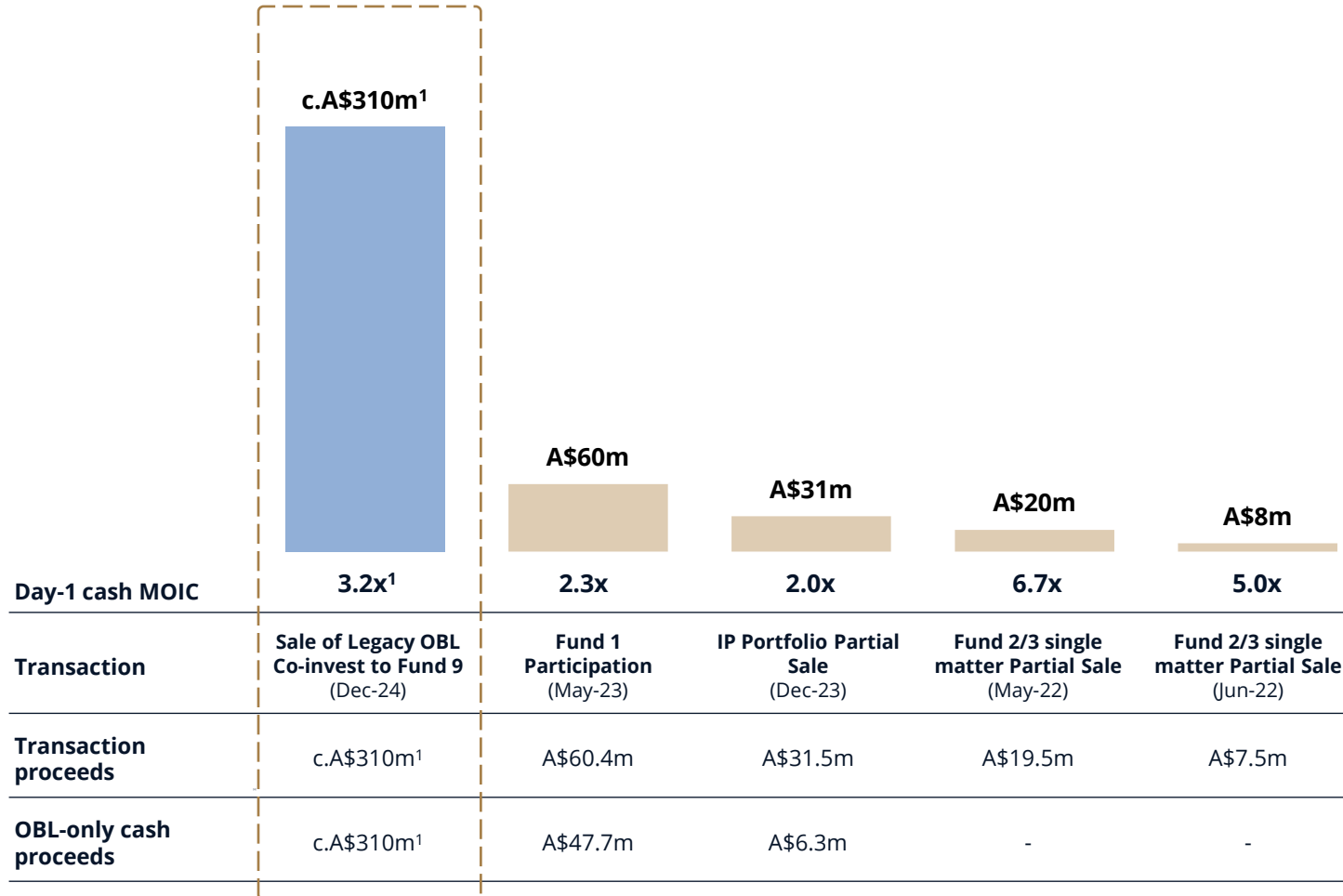
## Investments

Earn-out		Retained				Retained	Retained	
Co-invest	Sold to Fund 9		Sold to Fund 9	Sold to Fund 9	Retained	Retained		New

## Management

Management fees <sup>9</sup>		Sold to Fund 9 <sup>10</sup>	Retained	Retained	Retained	Retained	Retained	New
Performance fees			Retained	Retained	Retained			
Transaction fees				Retained				

# Transaction economics in context – Secondary transactions to date



- Upfront payment made to OBL of c.A\$310m<sup>1</sup> by Ares delivers a c.3.2x<sup>1</sup> day-1 cash MOIC on invested capital in Fund 9 Assets

- Fifth secondary market transaction and first transaction of scale, materially larger than prior secondary market transactions for legal assets

- Scale, number and metrics of secondary market transactions affirms OBL as the leading institutional-grade funds management platform for legal assets

Note: Chart above is not to scale

# Pro-Forma day-1 gain on deconsolidation and sale

## Gain on deconsolidation and sale (OBL-only, 30 Sep 2024)<sup>1</sup>

	c.A\$m	Total
<b>A</b>	(+) Cash consideration (incl. receivable of \$35m)	310
<b>B</b>	(-) Fair value of warrants	(15)
<b>C</b>	(+) Fair value of interest in Fund 9	153
	<b>Total consideration</b>	<b>448</b>
<b>D</b>	(-) Derecognition of net assets	(462)
<b>E</b>	(+) NCI derecognition	361
<b>F</b>	(-) Capitalised costs derecognition	(76)
	<b>Gain on deconsolidation and sale (excl. transaction costs)</b>	<b>271</b>
	(-) Estimated tax effect @30%	(81)
	<b>Net gain on deconsolidation and sale after tax (excl. transaction costs)</b>	<b>190</b>

Immediate realization of investment return delivering statutory net gain on OBL-only basis

Deconsolidation of funds, simplifying statutory accounts and moving towards fair value accounting<sup>12</sup>

Taxes offset by available deferred tax assets (DTA) balance, with no expected cash taxes associated with the transaction

- A** Estimated gross cash consideration payable to OBL by Ares
- B** Fair value of warrants issued to Ares
- C** Fair value of cashflows associated with OBL's interest in Fund 9
- D** Net assets of Funds 2 – 5 as at 30 September 2024
- E** Net assets of Funds 2 – 4 relating to NCI as at 30 September 2024
- F** Capitalised costs allocated to Funds 2 – 5 as at 30 September 2024

# Summary of key transaction terms

Establishment of Fund 9	<ul style="list-style-type: none"> <li>On 18 December 2024, Omni Bridgeway Limited (<b>Omni Bridgeway, OBL, Group</b>) entered into a framework agreement with funds managed by Ares Management Corporation (<b>Ares</b>) for the establishment of a continuation fund (<b>Fund 9</b>) to acquire OBL's co-investment in 150+ assets across Funds 2/3, Funds 4/5 Series I and balance sheet (<b>Fund 9 Assets</b>).</li> <li>Ares will acquire a 70% interest in Fund 9 for an upfront cash consideration of c.A\$310m<sup>1</sup> paid to OBL, with OBL retaining a 30% interest in Fund 9.</li> </ul>
Key features of Fund 9	<ul style="list-style-type: none"> <li>Fund 9 will acquire OBL's distribution entitlements and capital call obligations on the Fund 9 Assets for Funds 2/3, Funds 4/5 Series I (Underlying Funds) as well as the entitlements and investment obligations on the remaining Balance Sheet Investment.</li> <li>Fund 9 will pay an annual management fee of 2.0% on gross investment commitments outstanding.</li> <li>Fund 9 obligations (Underlying Funds capital calls, fund costs and the management fee paid to OBL) in any period are first paid through recycling of the proceeds of Fund 9 Assets in such period. Any shortfalls will be funded through capital (re)calls by Fund 9 from Ares and OBL as the Fund 9 investors in proportion with their ownership share of Fund 9, capped at the initial fund capital amount.</li> <li>Fund 9 distributions are made in accordance with a waterfall structure based on IRR and MOIC hurdles, providing Ares with an initial preferred return and OBL retaining majority of exposure to asset outperformance.</li> <li>Ares will have a put option to recover any shortfall between the net proceeds received by 30 June 2029 and the initial investment. The put option will extinguish in full upon Ares exercising any of the warrants or OBL cash settling the warrants in full. The put option will be included in the accounts but has zero value attributable to it as at transaction signing on the basis of the probabilistic analysis of the portfolio.</li> </ul>
No changes to existing LP arrangements	<ul style="list-style-type: none"> <li>Omni Bridgeway will be the adviser to Fund 9 and remains the adviser to the Underlying Funds, and manager of the Fund 9 Assets.</li> <li>The calculation and distribution of existing performance fees and management fees to OBL will remain unchanged for Funds 4 and 5.</li> </ul>
Conditions precedent, use of proceeds and financial impacts	<ul style="list-style-type: none"> <li>An initial payment of A\$275m will be received upon transaction closing, which is subject to customary conditions and regulatory approvals, and is expected to occur shortly.<sup>13</sup></li> <li>Proceeds from the initial payment will be primarily used to pay down all of the outstanding Omni Bridgeway Debt Facility.</li> <li>Additional proceeds above the amount required for debt repayment will provide incremental liquidity to Omni Bridgeway.</li> </ul>
Warrants	<ul style="list-style-type: none"> <li>Ares has the option to acquire up to a A\$35m equity stake in Omni Bridgeway through the issuance of warrants at a strike price of A\$0.9375 calculated using the volume weighted average share price as at term sheet signing date. The warrants are exercisable at any time after the second anniversary of the closing date and expire at the fifth anniversary of the closing date. OBL has a cash settlement option at any time, subject to Fund 9 achieving certain performance hurdles.</li> </ul>



# Transaction parties



**Market Cap<sup>14</sup>:** US\$57.1bn (NYSE: ARES)

**AUM:** US\$464bn

**Employees:** 3,100+

**Global Offices:** 35+

**Founded:** 1997



**Market Cap<sup>14</sup>:** A\$285m (ASX: OBL)

**AUM / total raised:** c.A\$3.2bn

**Staff globally:** 170+

**Global Offices:** 24+

**Founded:** 1986

Advised by:



Investment due diligence and legal documentation



Financial due diligence

Advised by:



Financial adviser



Transaction counsel

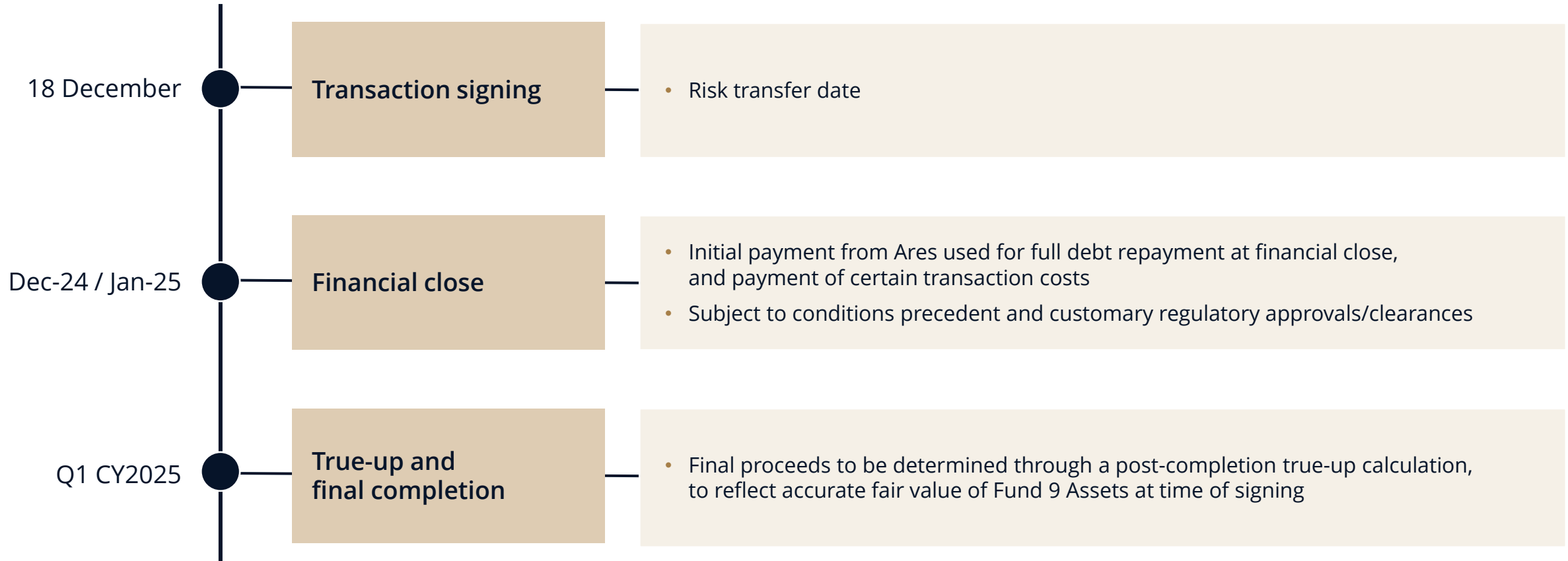


Accounting and tax



Corporate counsel

# Next steps



# Transaction concluding remarks

- 1 Restructured capital base with full repayment of debt, removing c.A\$30m of annual interest expense
- 2 Balance of proceeds provides c.A\$60m<sup>1,2</sup> of additional liquidity
- 3 Reduction of OBL deployment requirement for Fund 9 assets from 20% to c.6%
- 4 Additional management fees generated on Fund 9 assets, further improving cost coverage
- 5 Validation of OBL's Fair Value model via in-depth due diligence by an independent third party
- 6 Confirmation of OBL as the leading institutional grade funds management platform for legal assets

# Omni Bridgeway is positioned to continue strategy execution

## Strategic goals



- Accelerated transition to **capital-light funds management model** for legal assets.
- Continued **improvement of cost coverage** through increased fee income.
- The **validation of our underwriting and valuation approach**, and the implied returns profile is highly supportive to the **continuing fundraising for Fund 4 / 5 Series II** that we expect to conclude in 2025, as well as subsequent funds.

An update on the above strategic goals will be provided at the 1H'25 Results release in February 2025, as well as the cash flow profile of the business going forward after final completion when final proceeds and metrics will be available.



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Q&A



# Footnotes

- 1 Final proceeds and associated transaction metrics to be determined through a completion true-up calculation, to reflect the fair value of Fund 9 assets as-at date of risk transfer (18 December 2024) and to reflect AUD/USD exchange rate conversion. Post-completion true-up expected to occur in Q1 CY2025, with final proceeds and associated transaction metrics anticipated to be established and disclosed in the OBL HY 2025 results presentation.
- 2 Pre-transaction costs.
- 3 A\$0.9375 based on the VWAP as at term sheet signing.
- 4 Estimate for first 12 months, based on A\$85 million opex and subject to gross commitments on outstanding investments.
- 5 Representative of OBL-only deployment as at 30 September 2024.
- 6 Deployments as per signing date will be updated at the final completion announcement.
- 7 Excludes management and performance fees.
- 8 Fund taxes and costs (incl. ATE wrap costs), net of ATE fund policy insurance wrap benefits. Fund taxes can typically be netted against OBL's corporate tax liabilities.
- 9 Includes cost recharges associated with Funds 4/5 Series I and II
- 10 Management fees back-ended through Funds 2&3 European waterfall structure.
- 11 Fund 1 interest and Fund 5 are not consolidated within the Group Consolidated Financial Statements; the interest in Fund 1 is recognised as an investment in associate, whereas Fund 5 is brought in at the OBL's attributable 20% share of income, assets, and liabilities.
- 12 OBL's control over the funds has changed due to the transaction and therefore OBL will no longer consolidate Funds 2/3 and 4. The accounting of consolidated Funds 6 and 8 remain unchanged. The interest in Fund 9 and OBL's investment in Funds 4/5 Series II will be accounted for at fair value going forward.
- 13 Financial close of the transaction is subject to amongst other standard transaction conditions, approval pursuant to the Foreign Acquisitions and Takeovers Act 1975 (Cth) (FIRB) by the Treasurer on behalf of the Commonwealth Government.
- 14 As of 13 December 2024.

Capitalised terms not defined within this presentation have the meanings given to such terms in OBL's glossary which can be found at <https://omnibridgeway.com/investors/omni-bridgeway-glossary> and should be consulted for further detail.

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- All figures are in Australian Dollars (AUD, A\$) unless otherwise stated. The figures in this Presentation may be subject to rounding.
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