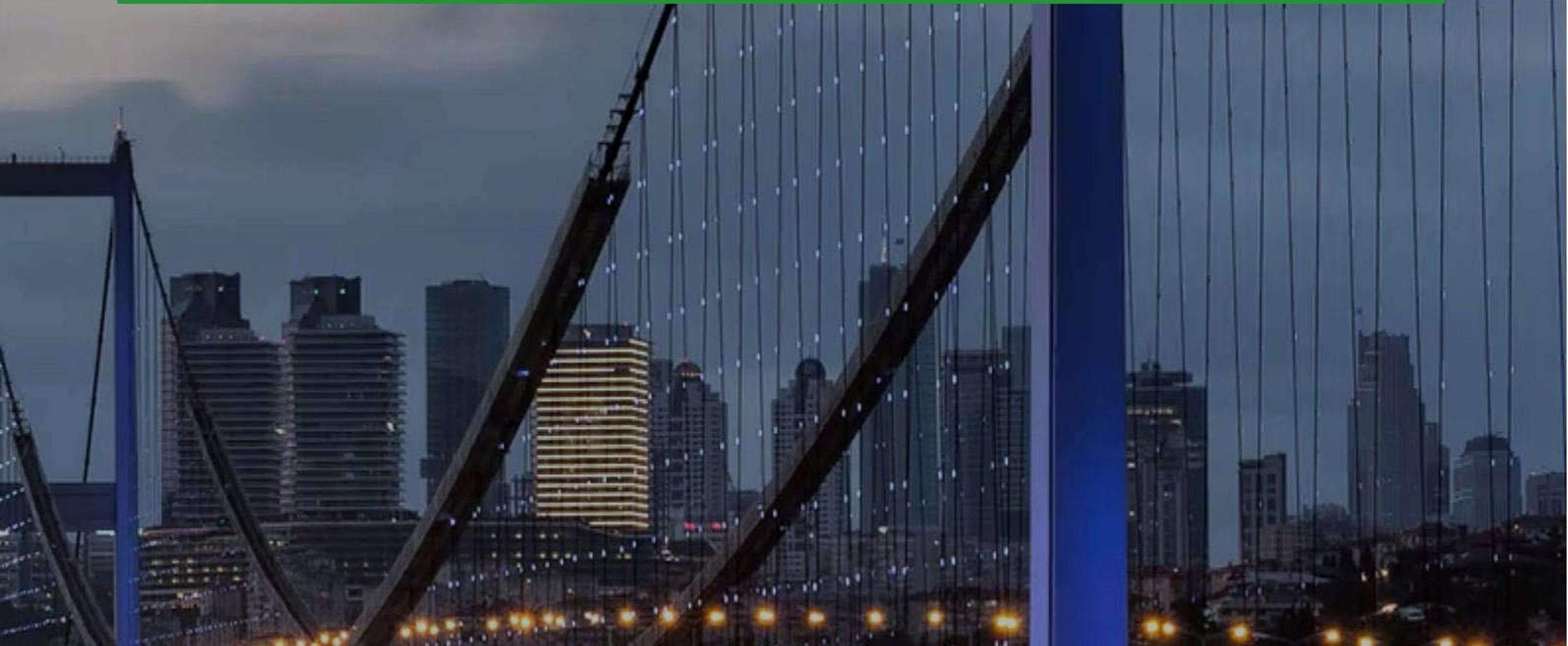


# Investor Presentation

December 2019



# Disclaimer

The material in this presentation has been prepared by IMF Bentham Limited (IMF) and is general background information about IMF's activities. The information is given in summary form and does not purport to be complete.

A number of terms used in this presentation including; ROIC, EPV, success rate by \$ weighted average, success rate by number of investments, IRR, actual, budgeted and deployed committed capital are categorised as non-IFRS information prepared in accordance with ASIC Regulatory Guidance 230 – Disclosing non-IFRS financial information, issued in December 2011. This information has not been audited or reviewed. For further commentary and analysis refer to IMF's 2019 annual report.

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Save in respect of the specific commentary regarding the Brisbane floods class action on pages 7 and 8, by providing the material in this presentation IMF is not in any way making forecasts, predictions or providing earnings guidance and nothing in this presentation should be relied on as doing so.

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# Introduction

- Key positive developments for organisation include:
  - Judgment in Wivenhoe Dam investment
  - High Court decision on Common Fund Orders
  - Refinancing of OTC Notes
- Continued integration of OB team
  - Recent completions of acquired book

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## The big “W”

- Over the past several years we have managed two large investments in Wivenhoe and Westgem which represented both a material opportunity and a material risk given the size of the investments, the potential adverse cost exposure and the impact on profitability if these matters were won or lost.
- With respect to Wivenhoe, on 29 November 2019 Justice Beech-Jones handed down his decision in a 1,600 page judgement in favour of our clients. The decision identified that the defendants, the State of Queensland, the Queensland Bulk Water Supply Authority, trading as Seqwater and Sunwater Limited, were liable in negligence to group members.
- The judgment makes findings in relation to issues that are common to the approximately 6,800 group members. However, individual losses of group members still need to be proved relying on these findings.
- The events giving rise to the claim occurred in 2011, and the trial commenced as a closed class<sup>(1)</sup> in 2014. The trial commenced in 2017, and ran for over a year. The total external costs paid were in excess of \$50 million, with several millions of dollars of expenditure deferred and carried by the lawyers pending a successful outcome.

## The big “W” (continued)

- IMF co-funded this investment with Innsworth on the basis that expenses and returns are shared equally and that IMF is to be paid a fee, such that, in effect, the commission is split 57.5% to IMF and 42.5% to Innsworth.
- In addition to external costs, given the length of time since these two investments commenced, and the amount of internal work undertaken, the carrying cost of the investments in IMF’s balance sheet includes substantial capitalised interest and overheads.
- The quantum of losses of all the group members is still to be determined. That process will likely involve an individualistic assessment. Any estimate of total loss and of IMF’s potential returns is subject to substantial uncertainties and relies on assumptions. In that context, IMF estimates that, subject to appeals, it is likely (on a conservative basis) to recognise income from this investment in the range of \$100 million and \$130 million, inclusive of costs. The timing of such recognition is uncertain.
- Subject to completing as anticipated, this represents IMF’s most remunerative investment to date.
- As noted, there is a risk that the judgment will be appealed. If so, income will depend on the outcome of the various processes, including any appeals, any settlement and any individual judgments in favour of group members.

## The other “W”

- The Westgem proceedings were issued in 2012. The trial on liability commenced in early April 2018 and continued through to the end of June 2018. Judgment is expected momentarily.
- If IMF’s client succeeds at trial, there is a risk that the defendants will appeal a decision. If IMF’s client fails at trial, IMF will recognise the loss and will consider with the clients any grounds for appeal.
- IMF’s capitalised costs, inclusive of external costs and overheads are similar to those in Wivenhoe. An ATE policy has been obtained to insure some of the adverse costs in Westgem. Adverse costs of Westgem are covered to the extent of \$7.5 million. Our uninsured exposure is estimated to be about \$7.5 million.
- Based on the above, with the Wivenhoe outcome, the IMF position is materially de-risked.

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# Common Fund Orders

- The High Court handed down its decision on 4 December 2019 in what was known as the Westpac and BMW CFO appeals. The High Court by majority allowed the appeals, which effectively overruled the Appeals Court and the Court of first instance decisions to allow CFOs.
- The media reported that this was the “death” of class actions and a “major setback” for funders. In the words of Mark Twain, “the reports of my death are greatly exaggerated”.
- The High Court decision takes litigation funding back to a time before CFO’s were permitted (pre a decision in 2016 called “Money Max”), when IMF funded class actions under an “opt in” model, requiring claimants to sign-up to a LFA and agree to participate in the class action process.
- The Money Max decision encouraged the “opt out” model, where a class member was in an open class, sometimes unknowingly, until such time as they opt out of the class. Funders were not required to build a book of interested participants or enter funding arrangements with each group member, such that the Court was required to intervene to set an appropriate commission rate payable to the funder from the recoveries (this was the CFO).

## Common Fund Orders (continued)

- IMF is uniquely positioned in the funding world with its internal infrastructure for book-building, to undertake class actions under the “opt in” model following the High Court decision.
- IMF will continue to explore class action opportunities on a closed class basis, and may be in a position to take over class actions that have been commenced on an open class basis where the funder lacks the capacity or interest in undertaking a bookbuild process.
- We expect this development will have a cooling effect on IMF’s competitors who do not have bookbuilding capacity, and should enhance IMF’s position as the pre-eminent class action funder in Australia.

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# The combined IMF/Omni Bridgeway Group

Global leader in dispute resolution finance, financing disputes from inception through trial, appeal, enforcement and recovery

- Funding and management of disputes, and international enforcement of judgments and awards (against sovereigns on all continents)
- Enforcement of non-performing loans of banks and subrogation claims of insurance companies
- Market leading After the Event cost protection cover in relevant jurisdictions

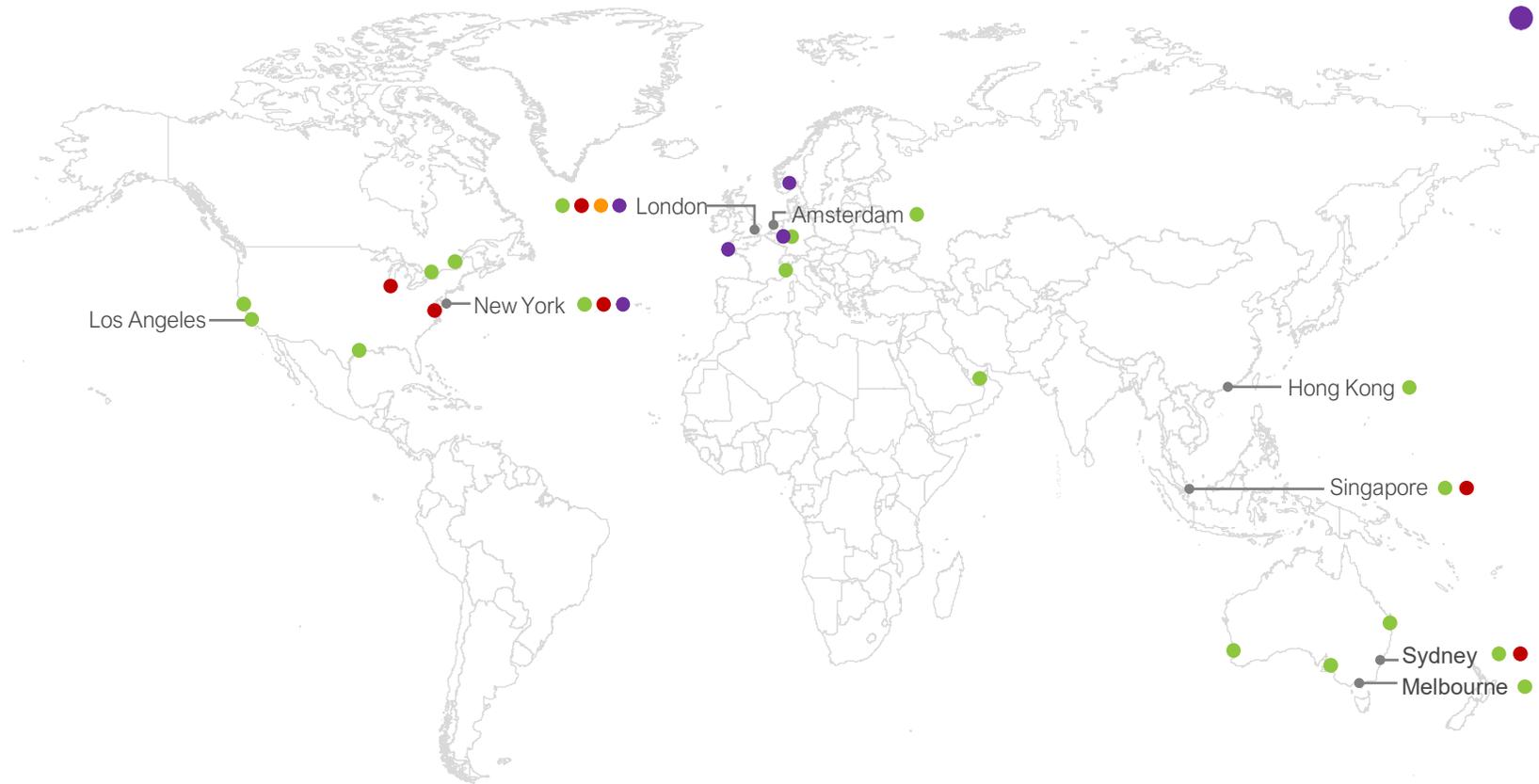
Combined team of legal and recovery experts

- Seasoned litigators, enforcement lawyers, economists, financial experts, business intelligence and asset-tracing professionals
- Experience funding commercial, antitrust, intellectual property, arbitration, whistleblower, bankruptcy, securities and multi-party claims

Unrivalled 33-year track record of funded and recovered claims throughout the world

# Our position in the market

- IMF Bentham / Omni Bridgeway
- Burford Capital
- Harbour Litigation Funding
- Therium Capital Management



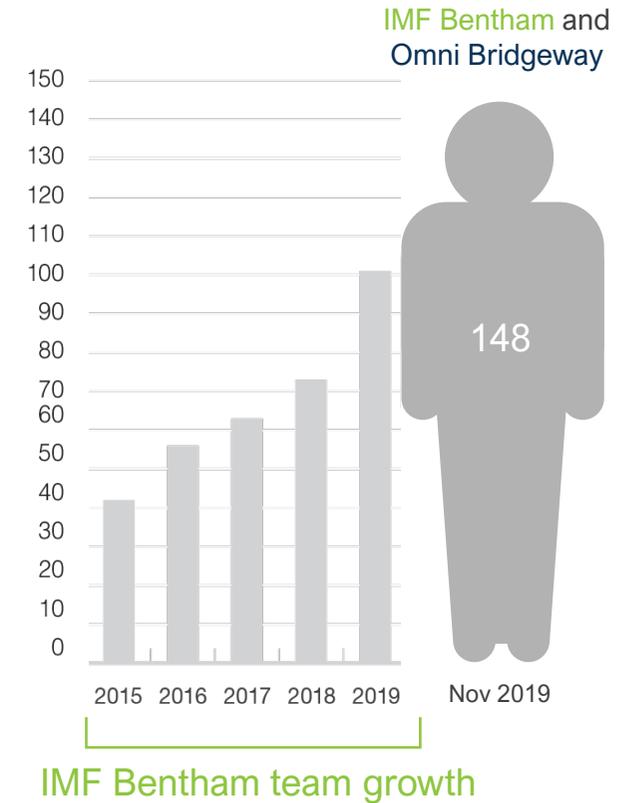
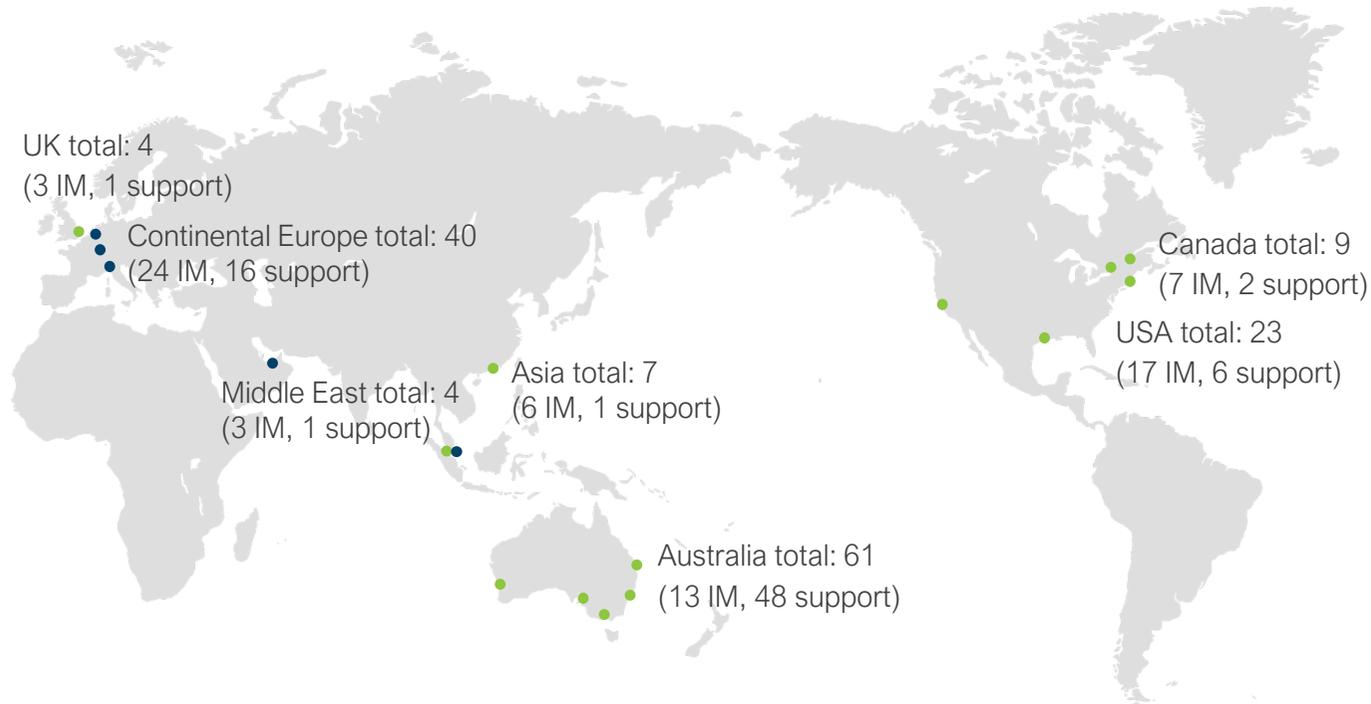
	IMF Bentham + Omni Bridgeway	Burford	Therium	Harbour	Longford	Parabellum	Augusta	Woodsford	Litigation Capital Management
Fund size (US\$m)	\$1,500	\$2,800	\$1,100	\$1,000	\$557	\$373	\$295	\$100 – \$300	\$95
Offices	18	6	6	1	2	1	4	4	5
Team	148	120+	20	32	12	18	86	23	19
Founded	2001 /1986	2009	2009	2007	2011	2012	2012	2010	1998

# The combined IMF/Omni Bridgeway Group

Increased jurisdictional coverage	Australia, USA, Canada, Asia, UK, Continental Europe, Middle East and Africa
Countries	10
Offices	18
Investments	400+
EPV + Claims under management <sup>1</sup>	A\$9.5 billion + €2.5 billion
Team	148
Funds management	7 funds (~A\$2.2 billion)

1. Includes investments approved by the Investment Committee, funded and conditionally funded (as at 30 September 2019)

# Global team



Boots on the ground

50% IMs or equivalent

Majority support staff in Australia

18 Offices

10 Countries

20+ Languages

148 Specialists

A\$2.2b Funds Under Management

# Omni Bridgeway's track record



#1  
Funder of  
Enforcement

Over US\$5 billion  
Total recovered  
claim value

>320  
Pending  
Cases

## Expertise and experience

- Founded in 1986
- Un-matched experience in recoveries from (sovereign and quasi sovereign) debtors, developed in the 1990's by funding and managing the recovery of political risk claims from the Lloyds of London insurance market
- Multi-disciplinary skilled and international team comprising (civil and common law trained) lawyers, former bankers and intelligence officers
- Investment Committee comprising industry founders and lawyers

## Track record

- >90% success rate over 33 years on enforcement cases
- Hired consistently by governmental entities, banks, political risk insurers and multinationals
- Only litigation funder to be selected partner of the IFC / WorldBank for the Distressed Asset Recovery Program

## Capital

- Robust balance sheet and cash position
- Significant funds available to invest via Fund 6

## Accessibility

- Speaking more than 15 languages, including Urdu, Arabic, Russian and Mandarin
- Easy to work with
- Pragmatic – commercial resolution
- Aligned interests

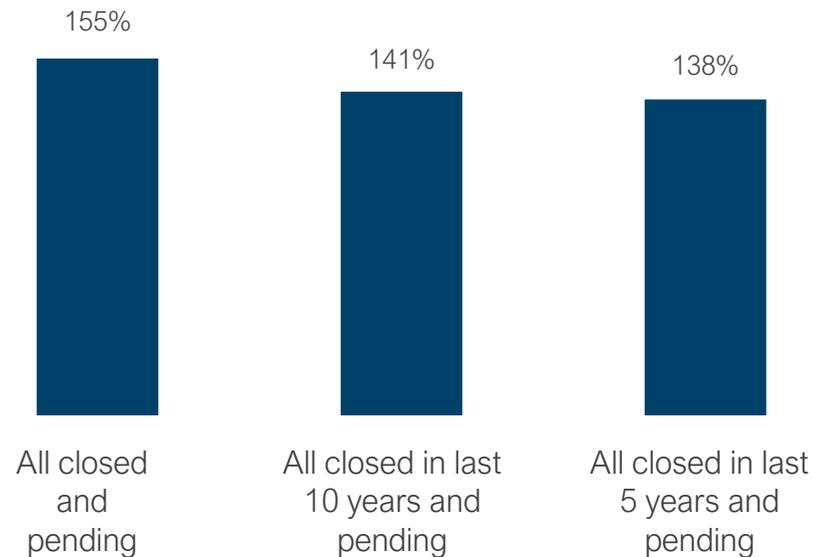
## Project Management and Strategic Insights

- Dedicated multidisciplinary team for each claim

# Omni Bridgeway's track record

(as at 30 September 2019)

## Portfolio IRR (recovery and merits funding, incl. internal costs)



**Loss ratio** – total result on unsuccessful cases divided by the total result on successful cases i.e. 6.6% loss ratio on all closed cases indicates that for Euro 100 result that is realized on successful cases, EUR 6.6 is lost on unsuccessful cases

## Indicators

Multiple (closed cases)

4.2

Tenor  
(median - years)

4.2



2.1

Weighted  
average  
Life (years)

**Weighted average life** – algorithmic approach to calculate the average life for which invested amounts were outstanding (in years)

# Overview of Omni Bridgeway

Omni Bridgeway is a leading provider of funding and specialized skills for litigation / arbitration and enforcement proceedings, and for the work-out and monetization of claims and non-performing loans

## OVERVIEW

- Leading funder of litigation, arbitration and enforcement proceedings with a track record over 33 years
  - +135% historical IRR<sup>(1)</sup> generated over all closed cases
- Global operations with 45 employees across Amsterdam, Cologne, Geneva, Dubai and Singapore

## RECENT DEVELOPMENTS

- 2016:** Established a joint investment fund with €150 million of committed capital with an institutional investor (major global insurance company)
- 2017:** Acquired ROLAND ProzessFinanz Germany
- 2019:** Launched a US\$100m joint venture with the International Finance Corporation<sup>(2)</sup> aimed at Distressed Asset and Dispute Resolution funding (“DARP”) in the MENA<sup>(3)</sup> regions

## FINANCIALS

FY18 audited financials (ended 31 December 2018)<sup>(1)</sup>

- Revenue and other income of €20 million and net profit of €5 million
- Net assets of €16m (excluding minority interest)
- Claims portfolio of €34 million
- Claim value under management of €2.5+ billion



**320+**

Pending cases, with over €2.5 billion in total claim value



**30+**

Years track record



**45**

Employees across 3 continents and 5 offices



**4x+**

Historical money multiple over all closed cases



**€175+ million**

Immediately available capital for investments



**135%+**

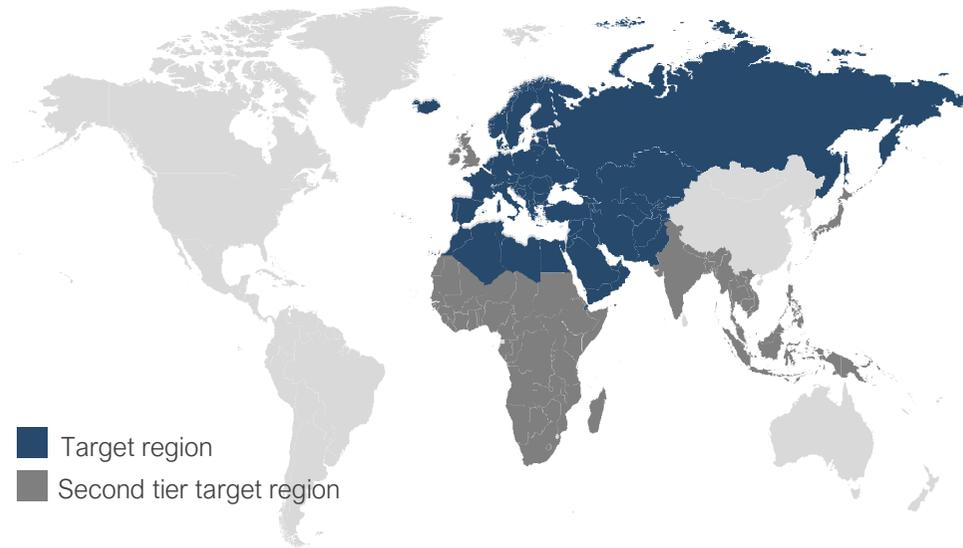
Historical IRR over all closed cases

Source: OB FY18 annual report

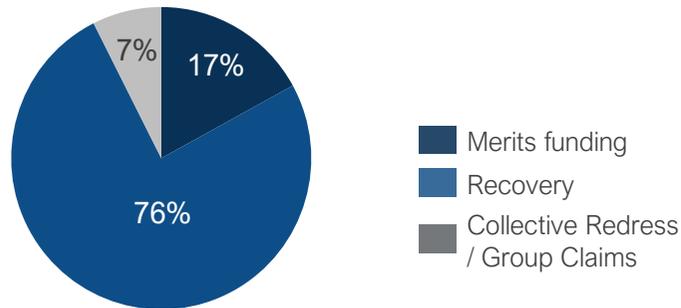
Notes: (1) Sourced from OB's FY18 annual report for the financial year ended 31 December 2018; (2) The International Finance Corporation is part of the World Bank Group; (3) The MENA DARP project actively focuses on Pakistan, Egypt, Morocco, Tunisia, Turkey, Greece and Lebanon and is pre-approved to invest in a range of other countries. Disclaimer: Past performance is not necessarily an indication of future performance. By providing this information, IMF is not in any way providing performance guidance for future periods

# Omni Bridgeway

## Target regions



## Business lines



## Strategy and focus

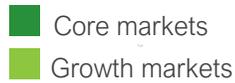
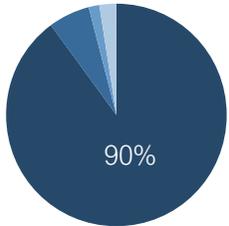
- Focus on funding and management of enforcement claims on a success-fee-only basis
- Focus on civil law litigation funding Europe
- Expand product portfolio to reduce idiosyncratic risks by including moving into anti-trust group claims
- Remain global enforcement specialist with high margins based on skills and added value
- Cross selling via Roland and DARP
- Specific focus on Europe, Middle East (North) Africa and (Central) Asia

## Types of cases

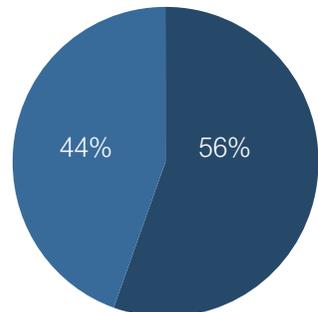


# Roland ProzessFinanz

## Geographic presence



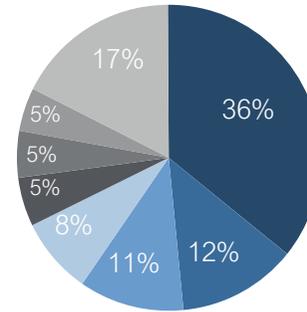
## Claim type



## Strategy and focus

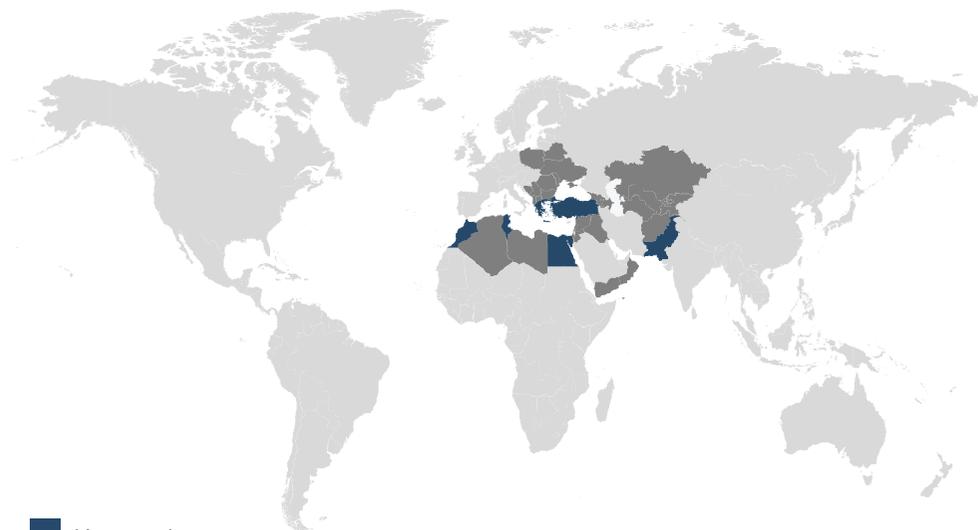
- One of the two market leaders in Germany for domestic litigation funding
- Primarily active in funding mid-sized claims (EUR 250k – EUR 5 million)
- Well diversified portfolio in excess of 200 cases with a total principal claim value in excess of EUR 400 million
- Growth strategy towards higher value claims
- Growth opportunity in Switzerland and Austria leveraging on the German language and its proven track record

## Fields of practice



# Distressed Asset Recovery Program (DARP) – WorldBank / IFC

## Geographic presence



- Key markets
- Pre-approved countries

## Clients and claims

- Banks in MENA and ECA region
- Greece, Egypt, Turkey, Morocco and Lebanon are focus markets
- NPL's with an amount outstanding exceeding USD 3 million
- Default is (partially) based on unwillingness and abuse of legal system of the obligor

## Services

- Distressed Assets Recovery Program (DARP) is a joint venture project with the WorldBank / International Finance Corporation
- To assist banks with the funding and international legal work-out of non-performing loans
- Initial tranche commitment of USD 100 million allowing for an NPL portfolio in excess of USD 1 billion in nominal value

## Status and strategy

- 3 year process: discussions started in 2015, on site due diligence performed in 2016, IFC investment committee approval in 2017 and board approval in 2018
- Launch Q1 – 2019; bank discussions started in Morocco, Greece. Egypt and Turkey to follow
- Expansion within IFC possible to Asia and Africa
- Significant investor interest
- Significant cross-sell possibilities

# Fund structures

Description	Fund 1	Funds 2 & 3	Fund 4	Fund 5	Funds 6 and 7 (incl DARP JV)
Fund size	US\$167M	A\$180M	US\$500M	US\$500M	€195M
IMF / Omni contribution	25%	20%	20%	20%	5%
Market	USA	ROW	USA	ROW	EMEA
Type	European whole of fund	European whole of fund	American deal by deal	American deal by deal	Hybrid whole of fund
Waterfall	<ol style="list-style-type: none"> <li>Investor capital</li> <li>Investor preferred return</li> <li>Investor undrawn fee</li> <li>IMF management fee</li> <li>IMF capital</li> <li>Profit distribution (IMF 85%, Investor 15%)</li> </ol>	<ol style="list-style-type: none"> <li>Investor capital</li> <li>Investor preferred return</li> <li>Investor undrawn fee</li> <li>IMF management fee</li> <li>IMF capital</li> <li>Profit distribution (IMF 80%, Investor 20%)</li> </ol>	<ol style="list-style-type: none"> <li>Investor capital (including IMF)</li> <li>Hurdle 8%</li> <li>Catch-up</li> <li>To 20% IRR – 80% to investors (inc IMF), 20% performance fee</li> <li>Profit distribution (IMF 30% performance fee, Investors (inc IMF) 70%)</li> </ol>	<ol style="list-style-type: none"> <li>Investor capital (including IMF)</li> <li>Hurdle 8%</li> <li>Catch-up</li> <li>To 20% IRR – 80% to investors (inc IMF), 20% performance fee</li> <li>Profit distribution (IMF 30% performance fee, Investors (inc IMF) 70%)</li> </ol>	<p>Merit Investments</p> <ol style="list-style-type: none"> <li>Capital</li> <li>Hurdle 10%</li> <li>Performance fee – IRR &lt;20%, 20%; IRR &gt;20%, 30%</li> <li>Balance to investors (inc OB) pro rata</li> </ol> <p>Enforcement Investments</p> <ol style="list-style-type: none"> <li>Investor capital</li> <li>Hurdle IRR 20%</li> <li>Profit distribution (OB 100%)</li> </ol> <p>Other historic investments</p> <ol style="list-style-type: none"> <li>Deal specific ad hoc returns</li> </ol>
Management fee	Part of waterfall return	Part of waterfall return	Paid quarterly	Paid quarterly	Annual
Investment period	3 years (closed)	3 years (closed)	4 years	4 years	5 years
Commencement Date	February 2017	October 2017	December 2018	June 2019	2016
Status	Deployment / Harvest	Deployment / Harvest	Investment / Deployment	Investment / Deployment	Investment / Deployment
Other		<ul style="list-style-type: none"> <li>ATE policy to respond to claims for adverse costs</li> </ul>	<ul style="list-style-type: none"> <li>Optional second series</li> <li>Capital recycling permitted during investment period</li> </ul>	<ul style="list-style-type: none"> <li>Optional second series</li> <li>Capital recycling during investment period</li> <li>ATE policy to respond to claims for adverse costs</li> </ul>	<ul style="list-style-type: none"> <li>DARP refers to USD 100m JV with IFC / World Bank</li> </ul>

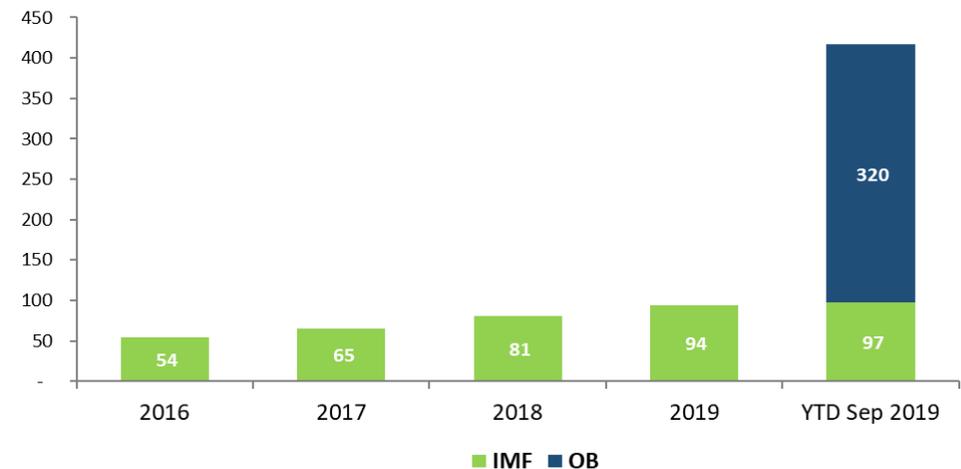
# Funds under management

- The objectives of increasing FUM and cases include the diversification of risk, and to provide access to management fee and performance fee income.
- Funding is sourced from seven funds, three of which are active for new investments each with different economics and returns.
- Accounting for new matters remain consistent with historical treatment on a cost basis except for purchased claims that will be fair-valued. Assets of Omni that were purchased are carried at their fair value at acquisition date.

Funds under management  
(AUD \$ Million)



Number of investments



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# Developments since 1 July 2019

## Corporate funding

- Over 30% of portfolio financing claims for corporates\*

## Largest investment in our history

- US\$40 million working capital investment for a corporate (Fund 4)

## Completions

- Numerous conditional and unconditional completions
- So far, income of A\$299 m potentially to be recognised in FY20

## Merger with Omni Bridgeway

- Final element of five-year strategic plan
- Expanded sourcing capacity and geographic footprint

\$ m	Balance sheet direct	Fund 1	Funds 2&3	Fund 4	TOTAL
	(RoW & USA)	(USA)	(RoW)	(USA)	(Global)
<b>Recognised income</b>					
Completed investments	28.2	32.1	8.2	29.5	98.0
Ongoing investments	-	5.5	-	-	5.5
<b>Total income recognised</b>	<b>28.2</b>	<b>37.6</b>	<b>8.2</b>	<b>29.5</b>	<b>103.5</b>
<b>Income yet to be recognised</b>					
Binding conditional settlements	8.3	-	7.7	-	16.0
Agreed in-principle settlements	12.0	7.0	-	-	19.0
Successful judgments	160.5	-	-	-	160.5
<b>Total income yet to be recognised</b>	<b>180.8</b>	<b>7.0</b>	<b>7.7</b>	<b>-</b>	<b>195.5</b>
<b>TOTAL EXPECTED INCOME</b>	<b>209.0</b>	<b>44.6</b>	<b>15.9</b>	<b>29.5</b>	<b>299.0</b>

\* By number of total investments (approved, funded and conditionally funded)

## Restructure of OTC Debt

- IMF is in the process of completing the restructuring of its OTC Debt. The original maturity date for the OTC debt was 30 June 2020 and priced at 7.4%.
- We have completed a consent process to enable an early redemption of the OTC Debt which was supported by 83% of noteholders.
- We are aiming to complete the restructuring of the OTC Debt on or around 20 December 2019. It is envisaged that approximately 50% of current holders will exchange into a new OTC note with the balance of holders being cash redeemed and those cash redemptions being funded by the issue of new OTC notes.
- It is proposed that the new notes terms will mature in January 2026 and will align the covenants to the IMF listed bonds, including increasing the secured debt ceiling to \$300 million. The new notes are intended to be priced at 5.56%.

# The future

Integration	Operations   Rebrand   Multinational decision making
Strategy	Business plan   Human resources
Footprint	Team growth   Jurisdictional expansion where appropriate
Technology	Artificial Intelligence
Growth opportunities	Corporates   Strong pipelines   Global coordination
Debt management	OTC debt restructured to close mid-December
Ongoing risk mitigation	Continued diversification   Adverse cost insurance
Becoming mainstream	Increasing world-wide awareness and appetite

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# Notes to investment portfolio (at 30 September 2019)

## Investments Included in Portfolio

The Investment Portfolio includes investments for which the IMF Group have entered into an unconditional commitment to fund and includes investments where a previously conditional funding agreement has become unconditional. It includes investments that have settled until they have finally complete and the associated income can be recognised. Investments in Australian shareholder class actions included in the portfolio as unconditional may still be subject to a Court process, where there are competing class actions claims, to determine which case proceeds.

## Past Performance

Past performance is not necessarily an indication of future performance. Past performance indicates that IMF's litigation funding investments have generated average gross income of approximately 15% of the EPV of an investment at the time it is completed (Long Term Conversion Rate). Both the Long-Term Conversion Rate and IMF's ROIC may vary materially over time. By providing this information, IMF has not been and is not now in any way providing earnings guidance for future periods. IMF's ROIC figures in its Investment Portfolio are reviewed by EY in its semi-annual review of completed investments.

The completed investment data has been reviewed by the auditor of IMF, EY, to 31 December 2018 and updated to 30 June 2019 by management and will be reviewed by EY as part of the year end audit.

ROIC (return on invested capital) is calculated as gross income to the Group less all reimbursed costs, divided by total expenditure (excluding overheads but including any adverse costs on lost cases).

IRR is calculated on underlying flows for completed cases including losses but excluding withdrawals, excluding overheads but including any adverse costs on lost cases.

## EPV

EPV for an investment where the IMF funding entity earns a percentage of the resolution proceeds as a funding commission, is IMF's current estimate of the claim's recoverable amount after considering the perceived capacity of the defendant to meet the claim. It is not necessarily the amount being claimed by the claimants, nor is it an estimate of the return to IMF if the investment is successful. EPV for an investment where the IMF funding entity earns a funding commission calculated as a multiple of capital invested shall be calculated by taking IMF's estimate of the potential income return from the investment and grossing this up to an EPV using IMF's Long-Term Conversion Rate. An EPV is subject to change over time for a number of reasons, including, but not limited to, changes in circumstances and knowledge relating to an investment, partial recovery and, where applicable, fluctuations in exchange rates between the applicable local currency and the Australian dollar.

## Possible Completion Periods

The possible completion period is IMF's current estimate of the period in which an investment may be finalised. It is not a projection or forecast. An investment may finalise earlier or later than the identified period for various reasons.

Completion for these purposes means finalisation of the litigation by either settlement, judgment or arbitrator determination, for or against the funded claimant, notwithstanding that such finalisation may be conditional upon certain matters such as court approval in the context of a class action. It may not follow that the financial result will be accounted for in the year of finalisation. Possible completion period estimates are reviewed and updated where necessary.

## Invested and Committed Capital

Invested and committed capital is equal to the total capital either invested or committed to investments, translated to Australian dollars at the foreign exchange spot rate prevailing on the reporting date.

## Rest of the World/Non-USA

IMF's Non-USA classification includes all regions excluding the USA in which IMF has commitments currently being Australia, Canada, Asia and Europe.

## Accounting Consolidation of IMF's Investment Vehicles

Funds 1, 2 & 3, and 4's balance sheets are consolidated within the IMF group financial statements, with the respective external investors' interests reflected as Non-Controlling interests. Fund 5 balance sheet is not consolidated within the IMF Group financial statements. The entire EPV and gross income for all investments including external investors proportionate share therein are included in this quarterly investment portfolio announcement.

## Investment Commitments

(i) Fund 1 & 4 are the amounts committed to conditionally & unconditionally funded investments and are generally fixed; (ii) Fund 2/3 are the investment budget amounts of conditionally & unconditionally funded investments.

## Other Costs

Includes unrecoverable due diligence costs; and for Funds 2 & 3 it additionally includes the cost of the After-the-Event insurance policy premium.

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