

UNIVERSAL PARTNERS LIMITED
(Incorporated in the Republic of Mauritius)
(Registration number: 138035 C1/GBL)
SEM share code: UPL.N0000
JSE share code: UPL
ISIN: MU0526N00007
("Universal Partners" or "the Company")



UNIVERSAL PARTNERS

DISPOSAL OF INTEREST IN DENTEX HEALTHCARE GROUP LIMITED ("DENTEX")

Shareholders are referred to the announcement dated 25 August 2022, whereby it was announced that Dentex's shareholders had entered into definitive transaction agreements with Portman Dental Care ("**Portman**"), resulting in a merger of Dentex with Portman (the "**Transaction**"). The Transaction was conditional upon clearance of the merger by the Competition and Markets Authority ("**CMA**") in the United Kingdom ("**UK**"). The CMA has conditionally approved the merger, which satisfied the remaining condition precedent of the sale agreement and enabled the parties to complete the Transaction on 13 April 2023.

The merged entity will form one of the largest dental care platforms in Europe. The management teams have been working together to plan the integration of the companies, which will happen over the course of 2023. Both Portman and Dentex are high-performing businesses that have significantly changed the private dental landscape in the UK. The merger will combine the best of both companies to create a dental entity that is transformative both for the profession and for patients.

In combination, the group will operate over 350 practices in the UK, with more than 2,000 clinicians and more than 4,000 employees. The group will provide dental care to over 1.5 million patients per year. Whilst Dentex has exclusively focused on the UK, Portman currently has operations in 5 European countries and plans to expand further in future.

Transaction Overview

The Transaction resulted in Portman acquiring 100% of the ordinary equity in Dentex, with shareholders in Dentex receiving a combination of cash, loan notes and equity in the merged business. Universal Partners' share of the consideration, net of Transaction fees and costs, is £65.5m, payable as follows:

- £30.3m cash;
- £35.2m worth of shareholder loan notes and ordinary shares in Portman.
(collectively, "**UPL Exit Proceeds**")

The shareholder loan notes rank pari passu with existing Portman shareholder loan notes. The value attributable to the ordinary shares is based on the agreed merger valuation negotiated at signing of the Transaction in August 2022 and will result in UPL owning a minority shareholding in the group.

History of Universal Partners' Investment in Dentex

Universal Partners invested in Dentex in April 2017, the year after it was founded, when it owned three practices. With the support of Universal Partners and other shareholders, Dentex has grown to over 160 practices to become a highly respected player and the second largest private focused group in the UK dental market. Dentex has a strong management team led by CEO, Barry Lanesman.

After initially investing £15m in Dentex in 2017, Universal Partners has increased its equity investment over the last six years to £32.3m to support the impressive growth of the business. The Transaction results in Universal Partners receiving back 94% of its invested capital in Dentex in cash, with the balance of its proceeds reinvested in one of the largest dental consolidators in Europe. The current fair value of Dentex in Universal Partners' accounts is £59.6m. The UPL Exit Proceeds, therefore, represent a 10% uplift on the current fair value of the investment and more than two times the cash cost of the investment.

About Portman

Portman was founded in 2009 by the CEO, Sam Waley Cohen, and is the largest private dental consolidator in the UK and one of the largest in Europe, with operations in Ireland, the Nordics, Benelux and France. Core Equity Holdings acquired a majority interest in Portman in 2018 and has supported the growth of the business to over 200 practices, taking the best learnings from retail, healthcare and digital businesses to transform the offering to their clinicians, patients and colleagues. Portman cares for more than one million patients per year.

Universal Partners looks forward to working with Core Equity Holdings and the Portman and Dentex management teams to grow and develop the merged business. The group plans to continue investing in high-quality dental practices in the UK and the rest of Europe.

The Transaction constitutes an undertaking in the ordinary course of business of Universal Partners. Therefore, it does not fall within the scope of Chapter 13 of the Listing Rules of the Stock Exchange of Mauritius Ltd ("**SEM**"), being the primary exchange on which the Company is listed.

Universal Partners has its primary listing on the Official List of the SEM and a secondary listing on the Alternative Exchange of the Johannesburg Stock Exchange.

By order of the Board

14 April 2023

For further information, please contact:

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This notice is issued pursuant to the SEM Listing Rule 11.3 and the JSE Listings Requirements. The Board of Universal Partners accepts full responsibility for the accuracy of the information contained in this announcement.