

# Menhaden Capital PLC



# Menhaden

Information as at 31 December 2015

[www.menhadencapital.com](http://www.menhadencapital.com)

## Investment Objective

Menhaden Capital PLC (the "Company") seeks to generate long-term shareholder returns, predominantly in the form of capital growth, by investing in businesses and opportunities, irrespective of their size, location or stage of development, delivering or benefiting from the efficient use of energy and resources. Whilst the intention is to pursue an active, non-benchmarked total return strategy, the Company will be cognisant of the positioning of its portfolio against the MSCI World Index (Total Return, Sterling adjusted).

## 10 Largest Holdings as at 31 December 2015 (% of total investments)

Name	Total
WHEB Ventures Private Equity Fund 2 LP	13.0
Gestamp Solar	12.5
Osmosis World Resources Efficiency	7.9
Terraform Power	5.7
Roper Technologies	4.0
Sunedison	3.8
Acuity Brands	3.7
Canadian Solar	3.7
Ecolab	3.5
AO Smith	3.3
<b>Total</b>	<b>61.1</b>

## Commentary

During December the Company's NAV was up 5.2%, while the MSCI World Index was up 0.3%. Following the volatility in November our shares moved to a 10% discount to NAV during December.

Our holdings in SunEdison and its affiliated yieldcos, Terraform Power and Terraform Global, appreciated markedly during the month, in response to new announced terms for the Vivint acquisition as well as the sale of several operating assets from the group's portfolio. Moreover, the decision by the US Government to extend its investment tax credit program for wind and solar projects was positive news for these businesses, and for Canadian Solar, another of our holdings.

In December we invested \$12 million in a high-quality private European solar development company, Gestamp Solar, alongside the infrastructure arm of global investment firm KKR. Gestamp is a leading owner (~300MW gross), operator and developer of solar PV plants worldwide with a highly experienced and entrepreneurial management team, an outstanding track record at both constructing and developing its own assets, and an attractive advanced development portfolio. KKR, Menhaden and other partners have acquired an 80% controlling stake in Gestamp. The company has a differentiated business model where it also manages the engineering, procurement and construction process of the projects it develops with an in-house team of engineers, and achieves an attractive return on capital on its development portfolio with marginal risk. We look forward to working with the company and KKR in growing Gestamp to take advantage of this global opportunity.

## Portfolio Manager Profile

Menhaden Capital PLC has appointed Frostrow Capital LLP as its Alternative Investment Fund Manager ('AIFM'). The portfolio management services for which the AIFM has overall responsibility are carried out by the Investment Committee, comprising Graham Thomas, Ben Goldsmith and Alexander Vavalidis from Menhaden Capital Management LLP ('Menhaden'), who have been seconded to the AIFM for the purpose of performing such activities.

## Biographies

**Graham Thomas** is the non-executive chairman of the Investment Committee. Before founding Menhaden, Graham chaired RIT Capital Partners plc's Executive Committee, was a member of its investment committee and had direct responsibility for its private investments. Prior to his roles with RIT Capital Partners plc, Graham was the head of the Standard Bank Group's US\$3 billion Principal Investment Management division, which was established in 2008 under his leadership. He joined Standard Bank from MidOcean Partners in London, where he was a founding partner. Before joining DB Capital Partners (MidOcean Partners' predecessor) in 2001, he was an Executive Director in the Investment Banking Division of Goldman Sachs & Co, having joined Goldman Sachs in 1993. Graham is currently a non-executive director of Tamar Energy and Lesmoir-Gordon, Boyle & Co, and is on the investment committee of Apis Partners, a private equity firm.

**Ben Goldsmith** is the Chief Executive Officer of Menhaden. Before founding Menhaden with Alexander Vavalidis and Graham Thomas, Ben co-founded the WHEB group, one of Europe's leading energy and resource-focused fund investment businesses. Ben is a director of Cavamont Holdings, the Goldsmith family's investment holding vehicle, and also chairs its Family Committee. Ben also chairs the UK Conservative Environment Network, a group which has a preference for decentralised, market orientated solutions to environmental and resource issues.

**Alexander Vavalidis** is an investment manager at Menhaden. Before founding Menhaden with Ben Goldsmith and Graham Thomas, Alexander worked at Manzanita Capital, a private equity firm founded by the Fisher family in London focusing on the prestige beauty industry. Before Manzanita Capital, Alexander worked in New York for the Financial Sponsors group at Credit Suisse and for the Illiquids Group at Dresdner Kleinwort in London. Alexander holds an MA in Natural Sciences from Oxford University and an MBA from Harvard Business School.

## Investment Policy

The Company's investment objective is pursued through constructing a conviction-driven portfolio consisting primarily of direct listed and unlisted holdings across different asset classes and geographies. The Company invests, either directly or through external funds, in a portfolio that is comprised of three main allocations: listed equity; yield assets; and special situations. The flexibility to invest across asset classes affords the Company two main benefits: 1) It enables construction of a portfolio based on an assessment of market cycles; and 2) It enables investment in all opportunities which benefit from the investment theme. Once substantially invested, it is expected the portfolio will comprise approximately 20 to 25 positions. Typically, the portfolio will not comprise fewer than 20 positions or more than 50 positions. For these purposes, an investment in an external fund is treated as one position.

The portfolio will be predominantly focused on investments in developed markets, though if opportunities that present an attractive risk and reward profile are available in emerging markets then these may also be pursued. While many of the companies forming the portfolio will be headquartered in the UK, USA or Europe, it should be noted that many of those companies will be global in nature so their reporting currency may not reflect their actual geographic or currency exposures. Subject at all times to any applicable investment restrictions contained in the Listing Rules, the Company will not make an investment if it would cause a breach of any of the following limits at the point of investment: 1) no more than 20% of the Company's gross assets may be invested, directly or indirectly through external funds, in the securities of any single entity; and, 2) no more than 20% of the Company's gross assets may be invested in a single external fund.

Menhaden Capital PLC conducts its affairs so that its shares can be recommended by independent financial advisers ("IFAs") to retail private investors. The shares are excluded from the Financial Conduct Authority's ("FCA's") restrictions which apply to non-mainstream investment products because they are shares in a UK-listed investment trust.

## Menhaden Capital PLC

### Asset Allocation Breakdown as at 31 December 2015 (%)

Asset	Total
Listed Equity	56.2
Yield	21.2
Special Situations	17.7
Cash	4.9
<b>Total</b>	<b>100.0</b>

Source: All portfolio information sourced from Frostrow Capital LLP

### Geographic Breakdown as at 31 December 2015 (%)

Asset	Total
US	41.5
Europe	19.3
Unquoted UK LPs	16.1
Global	7.9
Asia	4.7
Emerging Markets	3.0
UK	2.6
Cash	4.9
<b>Total</b>	<b>100.0</b>

Source: All portfolio information sourced from Frostrow Capital LLP

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### Fast Facts

As at 31 December 2015

<b>Launch Date</b>	31 July 2015
<b>Annual Management Fee</b>	(payable by the Company) Portfolio Management Fee 1.25% p/a on first £150m of AUM, 1.0% thereafter; AIFM Fee 0.225% p/a up to £150m, 0.20% p/a thereafter up to £500m, 0.175% in excess of £500m.
<b>Performance fee</b>	See Prospectus for details
<b>Ongoing charges*</b>	Expected to be 2.1%
<b>Continuation Vote</b>	At AGM in 2020; every 5 years
<b>Year / Half Year</b>	December / June
<b>Capital Structure</b>	80,000,001 Ordinary Shares of 1p

### Trust Characteristics

<b>Number of Holdings</b>	24
<b>Total Net Assets (£m)</b>	£68.4m
<b>Market Capitalisation (£m)</b>	£61.6m
<b>Dividend Policy</b>	Target 2% per annum dividend yield once the Company's assets are substantially invested
<b>Gearing (AIC basis)</b>	0%
<b>Leverage Gross &amp; Commitment</b>	0%
<b>Share Price (p)</b>	77.00
<b>NAV (p)</b>	85.48
<b>(Discount) / Premium</b>	(9.9%)

### Codes

<b>Sedol</b>	BZ0XWDO
<b>ISIN</b>	GB00BZ0XWDO4
<b>Bloomberg</b>	MHN LN
<b>Epic</b>	MHN

\*Calculated at the financial year-end, includes management fees and all other operating expenses, excludes performance fees.

## Important Information

Menhaden Capital PLC (the "Company") is a UK investment trust listed on the London Stock Exchange. As this Company may implement a gearing policy, investors should be aware that the share price movement may be more volatile than movements in the price of underlying investments. Past performance is not a guide to future performance. The value of investments and the income from them may fall as well as rise and is not guaranteed. An investor may not get back the original amount invested. Changes in the rates of exchange between currencies may cause the value of investments to fluctuate. Fluctuation in the share price may be particularly marked and the value of an investment may fall suddenly and substantially. There can be no assurance that the Company's investment objective will be achieved and investment results may vary substantially over time. This document is for information purposes only and does not constitute an offer or invitation to purchase shares in the Company and has not been prepared in connection with any such offer or invitation. Investment trust share prices may not fully reflect underlying net asset values. There may be a difference between the prices at which you may purchase ("the offer price") or sell ("the bid price") a share on the stock market which is known as "bid-offer" or "dealing" spread. Net Asset Value per share is calculated in accordance with the guidelines of the Association of Investment Companies in that income received in the period since the last annual accounts is excluded. Total net assets are stated inclusive of income received. Any opinions on individual stocks are those of the Company's Investment Committee and no reliance should be given on any such views. The views expressed herein do not constitute investment or any other advice and are subject to change. They do not necessarily reflect the views of Frostrow Capital LLP and no assurances are made as to their accuracy.

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