Shanks Group plc





Interim Results 2015/16

5 November 2015



This presentation contains certain forward-looking statements with respect to the operations, performance and financial condition of the Group. These forward-looking statements are subject to risks, uncertainties and other factors which as a result could cause Shanks Group's actual future financial condition, performance and results to differ materially from the plans, goals and expectations set out in the forward-looking statements. Such statements are made only as at the date of this presentation and, except to the extent legally required, Shanks Group undertakes no obligation to revise or update such forward-looking statements.









1 Delivered <u>revenue and profit growth</u> in constant currency during H1

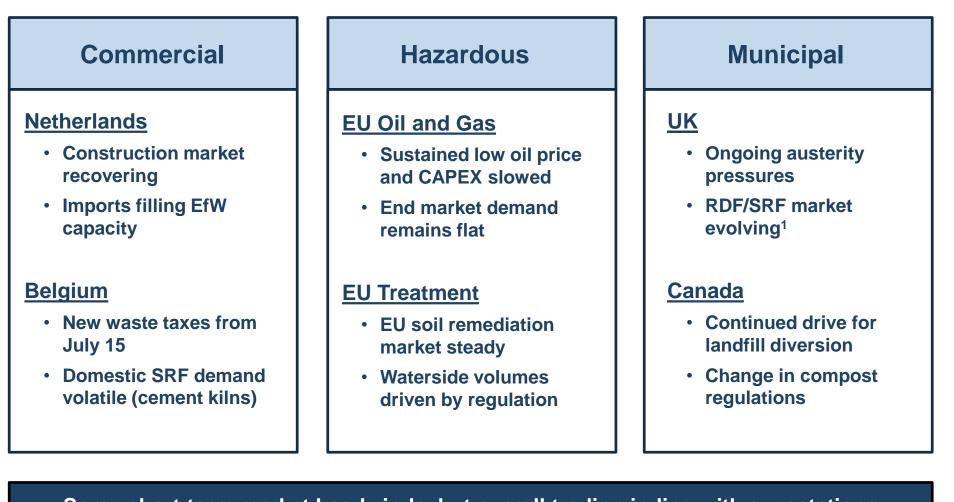
- Commercial Waste performing strongly due to self-help and market recovery
- Hazardous Waste investments on track, some H1 headwinds but stronger H2 expected
- Municipal build-out of new infrastructure progressing with BDR commissioned
- 2 Maintaining capital discipline with <u>cash better than expectations</u> at end September
- **3** Overall guidance for <u>2015/16 full year remains unchanged</u>
- 4 Consistent strategy with clear <u>future growth drivers</u>
 - Margin expansion from market recovery and productivity initiatives
 - Investment plan on track to deliver high quality earnings growth
 - Value-enhancing M&A opportunities

Focus on execution and delivery



| Revenue & Profits | Revenue up 5% at constant currency Underlying trading profit up 6% at constant currency |
|--------------------------|--|
| Commercial Division | Commercial Division trading profit up 30%, with Netherlands up 78% Some market recovery plus improvement initiatives reading through |
| Hazardous & Municipal | Hazardous Waste impacted by oil and gas market, profit remains flat Municipal trading profit down 7% due to expected contract changes |
| Cash Flow & Financing | Tight cash management debt lower than expectations at £184m Core net debt: EBITDA at 2.7x |
| EPS & Dividend | EPS up 6% at constant currency Interim dividend maintained at 1.1p per share, reflecting confidence |
| | 5 |





Some short-term market headwinds, but overall trading in-line with expectations and strong long-term growth drivers remain

¹ SRF = Solid Recovered Fuel; RDF = Refuse Derived Fuel









| | Sep 15 £m | Sep 14 £m | Change £m | % | Excluding currency change % |
|---|-------------------|---------------------|--------------|-----|-----------------------------------|
| Revenue | 297.0 | 304.8 | (7.8) | -3% | 5% |
| Trading Profit | 17.4 | 18.1 | (0.7) | -4% | 6% |
| Net Interest Income from associates and JVs | (7.1) 0.4 | (7.2) 0.3 | | | |
| Underlying profit before tax | 10.7 | 11.2 | (0.5) | -5% | 4% |
| Non-trading and exceptional items | (8.1) | (19.8) | 11.7 | | |
| Profit (loss) before tax | 2.6 | (8.6) | 11.2 | | |
| Taxation | (1.5) | (1.1) | | | |
| Profit (loss) after tax | 1.1 | (9.7) | 10.8 | | |
| Discontinued operations | 0.3 | (0.1) | | | |
| Profit (loss) for the period | 1.4 | (9.8) | 11.2 | | |
| Continuing operations: | | | | | |
| Basic earnings per share (p) Underlying earnings per share (p) | 0.3 2.1 | (2.5) 2.1 | 2.8 - | 0% | 6% |
| Interim dividend (pence per share) | 1.1p | 1.1p | - | | |

Commercial Waste



| | Sep 15 | Sep 14 | Change | % |
|-------------------------------------|--------|--------|--------|------|
| | €m | €m | €m | /6 |
| Revenue | | | | |
| NL Commercial Waste | 126.5 | 118.8 | 7.7 | 6% |
| BE Commercial Waste | 75.4 | 79.3 | (3.9) | -5% |
| Total Revenue | 201.9 | 198.1 | 3.8 | 2% |
| Total Revenue (£m) | 145.5 | 159.2 | (13.7) | -9% |
| | | | | |
| Trading Profit | | | | |
| NL Commercial Waste | 8.2 | 4.6 | 3.6 | 78% |
| BE Commercial Waste | 3.1 | 4.1 | (1.0) | -24% |
| Total Trading Profit | 11.3 | 8.7 | 2.6 | 30% |
| Total Trading Profit (£m) | 8.1 | 7.2 | 0.9 | 13% |
| | | | | |
| Trading Margin | | | | |
| NL Commercial Waste | 6.5% | 3.9% | | |
| BE Commercial Waste | 4.1% | 5.2% | | |
| Total Trading Margin | 5.6% | 4.4% | | |
| Return on operating asse | ts | | | |
| NL Commercial Waste | 7.2% | 5.1% | | |
| BE Commercial Waste | 42.4% | 36.7% | | |
| Total Return on operating assets | 9.9% | 8.6% | | |

Netherlands

- Recovery in construction volumes by 8%
- Higher commercial waste pricing and firmer recyclate prices
- Self-help programmes delivering commercial effectiveness, cost reduction, continuous improvement

Belgium

- Ongoing challenges in SRF off-take reduces
 throughput in Gent
- Wood dust market challenged in H1 but now improving
- Cetem valorisation landfill permit extension
- Sale of small non-core operations in France
- Self-help programmes underway



| | Sep 15 €m | Sep 14 €m | Change €m | % |
|-------------------------------|--------------|--------------|--------------|-----|
| Revenue | 89.4 | 86.1 | 3.3 | 4% |
| Revenue (£m) | 64.4 | 69.2 | (4.8) | -7% |
| Trading Profit | 10.1 | 10.0 | 0.1 | 1% |
| Trading Profit (£m) | 7.3 | 8.0 | (0.7) | -9% |
| Trading Margin | 11.3% | 11.6% | | |
| Return on operating assets | 23.2% | 28.5% | | |

Soil performance

- Thermal soil intake remaining strong
- · Soil processing volumes in line with expectations

Water treatment

- Strong ship cleaning volumes
- Fall in volume of industrial sludges
- Contamination incident in H1
- Water tanks and jetty extension fully operational

Industrial Cleaning markets tighten

- Fewer major shutdowns and lower productivity
- New Total Care centre in Rotterdam's Europoort is fully operational

Municipal



| | Sep 15 £m | Sep 14 £m | Change £m | % |
|---------------------------|--------------|--------------|--------------|------|
| Revenue | | | | |
| UK Municipal | 80.4 | 74.9 | 5.5 | 7% |
| Canada Municipal | 10.6 | 6.1 | 4.5 | 74% |
| Total Revenue* | 91.0 | 81.0 | 10.0 | 12% |
| Total Revenue (£m) | 90.2 | 81.0 | 9.2 | 11% |
| Trading Profit | | | | |
| UK Municipal | 4.2 | 5.0 | (0.8) | -16% |
| Canada Municipal | 1.4 | 1.3 | 0.1 | 8% |
| Bid costs | (0.3) | (0.6) | 0.3 | |
| Total Trading Profit* | 5.3 | 5.7 | (0.4) | -7% |
| Total Trading Profit (£m) | 5.2 | 5.7 | (0.5) | -9% |

| Trading Margin | | |
|----------------------|-------|-------|
| UK Municipal | 5.2% | 6.7% |
| Canada Municipal | 13.2% | 21.3% |
| Total Trading Margin | 5.8% | 7.0% |

* Canada at constant currency

Existing Contracts

- Strong operational performance
- BDR facility entered full service on schedule
- Lean conversion, productivity programmes and procurement initiatives well underway to offset tightness in off-take markets
- ELWA fire damaged third line now operational
- · Canada broadly flat with ongoing weaker volumes

Construction

- Wakefield facility largely complete but will enter full service late due to AD contractor insolvency
- Derby waste-to-energy facility construction
 progressing well
- Canadian Surrey contract construction underway

Directors' valuation of the UK PFI portfolio increased to £115m

Non-trading and Exceptional Items



| | Sep 15 £m | Sep 14 £m |
|---|--------------|--------------|
| Damages on the Wakefield contract | (4.6) | - |
| ATM waterside contamination | (1.4) | - |
| ATM soil revenue recognition | (1.0) | - |
| Amortisation of acquisition intangibles | (0.9) | (1.0) |
| Restructuring charges | (0.1) | (3.3) |
| Acquisition costs | (0.1) | (0.2) |
| Impairment of goodwill | - | (11.1) |
| Canadian contract issues | - | (3.0) |
| Costs relating to the fire at a UK Municipal site | - | (1.0) |
| Portfolio activities | - | (0.3) |
| Change in fair value of derivatives | - | 0.1 |
| Total non-trading and exceptional items | (8.1) | (19.8) |

Continuing operations only

- Delays at Wakefield due to insolvency of the AD facility contractor
- Delivery of contaminated sludges into the ATM waterside during July
- Reversal of over-recognition of revenue
 in soil volumes processed
- 3 year restructuring programme coming to an end – small items still to come through in H2

Cash Flow Performance



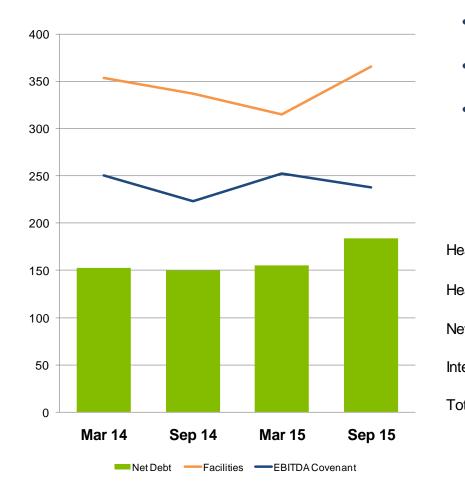
| | Sep 15 £m | Sep 14 £m |
|-------------------------------------|--------------|--------------|
| EBITDA | 34.9 | 38.4 |
| Working capital movement and other | (1.4) | (0.5) |
| Net replacement capital expenditure | (9.2) | (17.4) |
| Interest and tax | (7.9) | (7.8) |
| Underlying free cash flow | 16.4 | 12.7 |
| Growth capital expenditure | (4.8) | (5.4) |
| Acquisitions and disposals | 2.8 | 0.4 |
| Restructuring spend | (1.2) | (3.6) |
| Dividends paid | (9.3) | (9.3) |
| UK PFI funding | (21.6) | 1.8 |
| Canada Municipal funding | (3.2) | - |
| Other | (4.6) | (3.1) |
| Net core cash flow | (25.5) | (6.5) |
| Free cash flow conversion | 95% | 70% |

- Core EBITDA decline due to currency
- Ratio of replacement capital expenditure to depreciation of 52% (2014: 87%) following the catch up expenditure last year
- Growth capital mostly in Hazardous Waste
- UK PFI funding includes the sub-debt injection in BDR and additional costs of commissioning
- Canada Municipal is the Surrey build cost
- Other includes the pension deficit funding

Strong free cash conversion and high investment levels as forecast

Movement in Core Net Debt





- €100m Green Retail Bond issue at 3.65% in June
- €40m Pricoa notes redeemed in June
- €100m 2010 Retail Bond redeemed in October

| | Mar 14 | Sep 14 | Mar 15 | Sep 15 |
|--------------------------------|--------|--------|--------|--------|
| eadroom (facilities plus cash) | £201m | £188m | £154m | £169m |
| eadroom (leverage) | £98m | £74m | £97m | £54m |
| et debt / EBITDA | 1.9x | 2.1x | 2.3x | 2.7x |
| terest cover | 3.7x | 3.1x | 3.6x | 3.6x |
| otal net worth headroom | £66m | £34m | £42m | £22m |
| | | | | |

Debt facilities and headroom as forecast

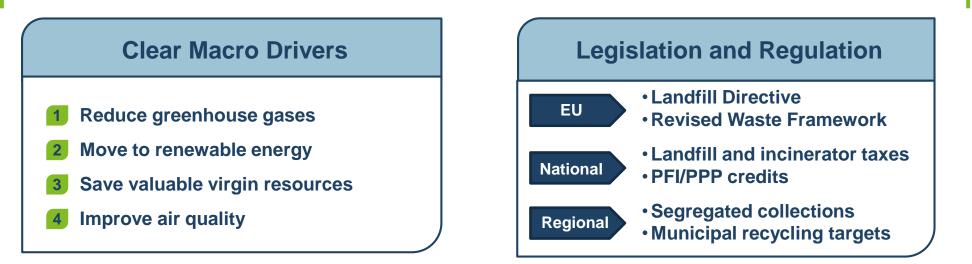


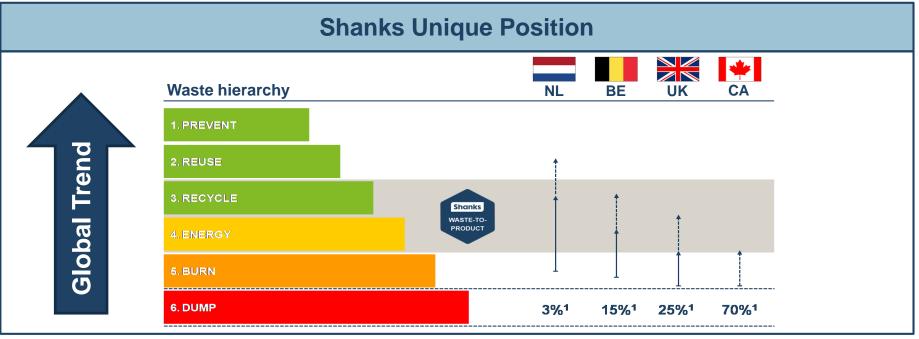




Strong Long-term Growth Drivers

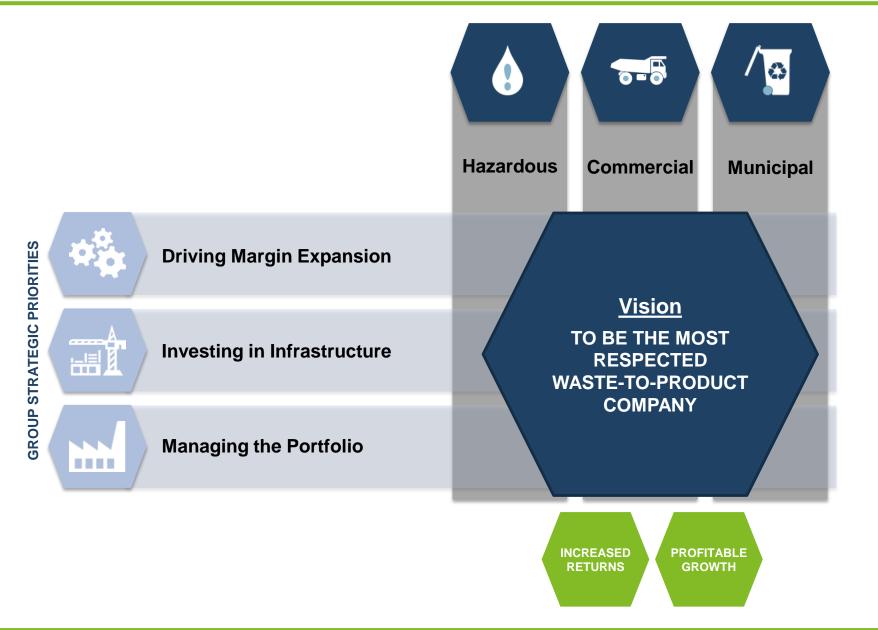






Our Strategy









| Netherlands Market Segments | | | | |
|-------------------------------|--------------------------|------------------|--|--|
| | C&D | I&C | | |
| Underlying volumes | Construction activity | GDP-linked | | |
| Recycling rate | \rightarrow | Incineration tax | | |
| Import rates | - | RDF/SRF | | |
| Demand for SKS services | | | | |

Belgium Market Dynamics

Regulation

- New taxes from 1 July 15 (blanket application)
- No change to import/export rules

CETEM

- Extension granted for valorisation (400KT)
- Approximately four years volume

SRF Outlets

- Volatile local demand
- New export markets being established

Wood

- Strong demand for dust today
- Customer transition plan underway

On track to deliver pre-crisis levels of profitability and returns





Oil and Gas Market Overview

Sustained lower oil price may continue to impact major oil companies (MOCs)

- Less exploration activities
- Lower overall CAPEX levels
- Squeeze on OPEX

End-user demand for fuel/energy continues

- Internal EU shipping flat
- Refining activities in RTM and offshore production constant

Gas market challenges in North NL with production limits and pricing pressure

Impact for Shanks

Majority of demand for Shanks' services is linked to OPEX

 Only ~20% of oil and gas demand linked to capital projects

Industrial cleaning and sludge demand has been lower in H1

- Impact of MOCs squeezing OPEX
- 'Unwind' now expected in H2

Shipping related demand is end-user linked and driven by more regulation

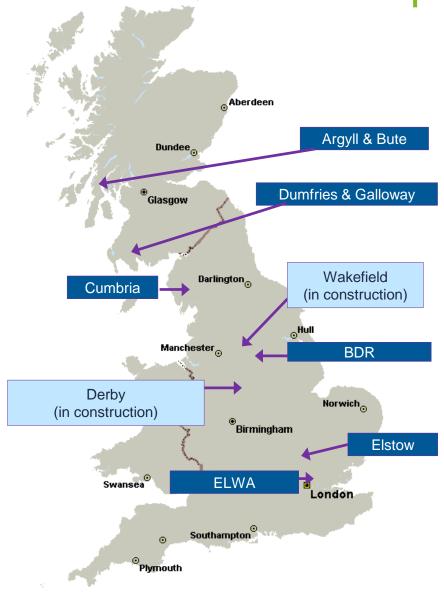
Gas activity decline may be more structural

On track to deliver double-digit earnings growth while maintaining attractive returns









Municipal Division - Canada







| Site | Input | Throughput | Technology | Operational |
|--------|--|------------|-------------------|-------------|
| London | Organic food waste | 150 KT | Tunnel composting | 2006 |
| Ottawa | Organic food waste, 'leaf & yard' waste | 150 KT | Tunnel composting | 2010 |
| Surrey | Organic food waste | 90 KT | AD & composting | 2017 |

Municipal division to increase earnings as new assets come online





| Waste Input | Processing | Product Output |
|--|---|---|
| Commercial Effectiveness | Continuous | Group Offtake |
| Segment focus based on margin contribution | 'Lean' conversion focused on productivity | Cross-border trading (RDF/SRF) Improved recyclate |
| Sales activity impact metrics | Gains in uptime and throughput | outlets and price realisation |
| Value-pricing activities | Cost reduction and operational gearing | Scale advantages at EU-level |

Core initiatives gaining traction and reading through to results in NL Commercial

Infrastructure Investment Update



| Division | H1 16 Completion | In Construction |
|------------|---|--|
| Commercial | C&D sorting line (Contrans)⁽¹⁾ | Vliko new facility⁽²⁾ |
| Hazardous | Rotterdam harbour 'Total Care' Centre Water tanks and coolers Jetty extension | - |
| Municipal | BDR facility | Wakefield facility⁽²⁾ Derby facility Surrey Organics (Canada)⁽²⁾ |

New assets to generate high quality earnings growth and target returns

⁽¹⁾ Initially completed in Mar 15 with full ramp-up to above target throughput achieved in Oct 15 ⁽²⁾ Vliko: due operational in H2 17; Wakefield: FSC expected Dec 15; Surrey: Commissioning from Sep 16





| Division | Div'n ROA | Investment Return | Spent | Allocated | Comment |
|--------------------------|--------------|----------------------|-------|-----------|---|
| Commercial | 9.9% | 13.0% | £56m | £5m | Investment returns above Division average Vliko new facility build to start |
| Hazardous | 23.2% | 28.8% | £37m | £2m | Investment returns strong due to impact of soil and water storage Limited further investment |
| Municipal ⁽¹⁾ | 14.4% | 12.5% | £57m | £25m | Surrey Bio-fuels facility build now underway |
| Total | 12.4% | 17.9% | £150m | £32m | |

Investment strategy and returns on track

⁽¹⁾ Investment represents Canadian and UK Organics assets and excludes UK PFI contract spend





Strategy

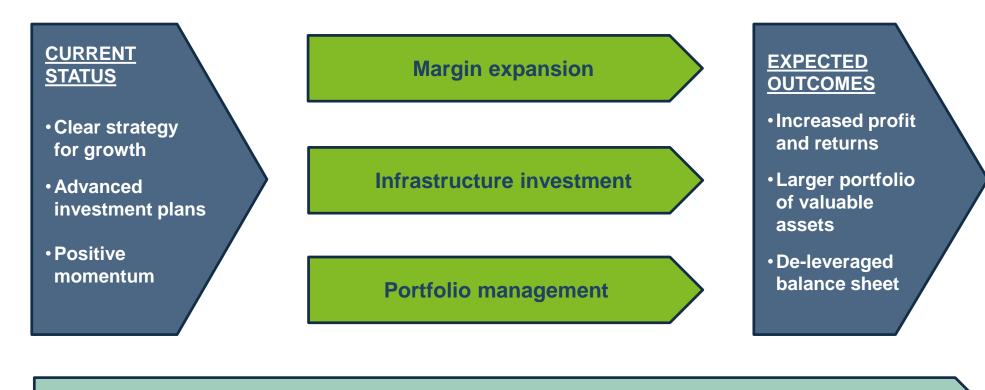
- Actively manage business portfolio to build focused Group with improved returns
- Dispose of assets where unclear path to generating target returns
- Acquire businesses that reinforce Shanks and deliver accretive returns

Potential future plays

- Possible sales of non-core standalone plants and PFI subdebt
- Acquisition of Dutch SW business where strong synergies exist
- Acquisition of adjacent business and/or expand footprint of profitable activities

Focus on portfolio management whilst maintaining capital discipline





Market recovery



Delivered <u>revenue and profit growth</u> in constant currency during H1

- Commercial Waste performing strongly due to self-help and market recovery
- Hazardous Waste investments on track, some H1 headwinds but stronger H2 expected
- Municipal build-out of new infrastructure progressing with BDR commissioned
- 2 Maintaining capital discipline with <u>cash better than expectations</u> at end September
- **3** Overall guidance for <u>2015/16 full year remains unchanged</u>
- 4 Consistent strategy with clear <u>future growth drivers</u>
 - Margin expansion from market recovery and productivity initiatives
 - Investment plan on track to deliver high quality earnings growth
 - Value-enhancing M&A opportunities

Appendices – Group Introduction





Our Strategy



Our divisional structure

• Hazardous

Industrial cleaning and treatment of hazardous waste.

• Municipal

Operation of waste management facilities under long-term municipal contracts.

• Commercial

Collection and treatment of commercial waste.

Group strategic priorities

• Driving margin expansion

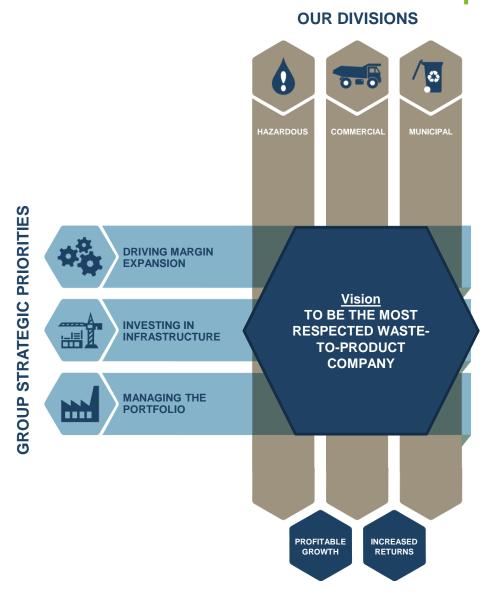
Developing world-class capabilities such as Continuous Improvement and Commercial Effectiveness.

• Investing in infrastructure

Expanding the footprint and capability with selective investment in new infrastructure.

• Managing the portfolio

Continuing to actively manage the portfolio to improve the quality of our earnings.





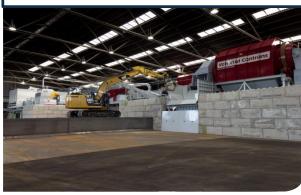


Markets

- Dutch construction and demolition (C&D)
- Benelux industrial & commercial (I&C waste)
- Selective municipal Benelux contracts
- Recycling monostreams (glass & wood)



Macro recovery plus increased demand due to legislation



⁽¹⁾ Icopellets, SRF, wood pellets +

Position

- Market leader in Dutch C&D collection and treatment
- I&C scale and advantage route density in selected Benelux regions
- Strong local presence and respected brands
- Excellent product quality and certifications⁽¹⁾

Current market leadership and growth platform in recovering markets



Strategy

- Ensure lowest cost position through productivity & scale
- Pocus commercial activity on profitable segments
- Gain share through consolidation and winning business from distressed competitors
- 4 Create high quality products for target markets

Leverage market position to deliver previous profitability and returns







Markets

- Contaminated soil remediation
- Waste water and industrial sludge treatment
- Industrial ship cleaning and degassing
- Industrial cleaning and services



Increasingly stringent legislation plus macro recovery



Position

- EU market leadership in thermal soil treatment
- Advantaged water technology and harbour location
- Proven excellence in Dutch industrial services
- Integrated and synergistic operations

Market leadership and scale in attractive linked niches



Strategy

- **1** Invest in environmental excellence
- 2 Ramp-up new capacity
- Broaden scope of inputs and treatments
- **4** Expand geographic footprint





Municipal: Growth Strategy



Markets

- UK PFI/PPP waste treatment contracts
- EU waste-derived fuel for industrial applications⁽¹⁾
- Organics waste treatment for Canadian cities
- Integrated municipal waste treatment contracts in NA

Long-term growth markets as North America and UK increasingly divert waste from landfill



Position

- Market leader in UK MBT
 (mechanical biological treatment)
- Deep experience (over 15 years) of long-term contracts
- Leading quality and volume producer of SRF
- Established provider of robust organics treatment in NA

Clear UK and Canadian leadership in sustainable waste solutions⁽²⁾ for municipalities



⁽¹⁾ Includes RDF and SRF for use in EfW and cement production
 ⁽²⁾ Sustainable municipal waste treatment = MBT in the UK and Organics in Canada

Strategy

- Sustain current contracts in partnership with local authorities
- 2 Ramp-up new assets under construction In UK and Canada
- Secure incremental volumes to maximise utilisation
- Win new long-term contracts in target growth areas



Deliver growth from assets under construction and new contract wins



Group Strategic Levers





Deliver Margin Improvement

Strategy

Develop capabilities where excellence creates advantage and has direct profit impact – examples:

- Commercial effectiveness
- Continuous improvement

2 Embed capabilities with new processes and training to ensure sustained ongoing improvement

Investment in Infrastructure

Strategy

- Deploy capital where Shanks advantaged and can generate attractive returns
- 2 Reinforce market leadership positions to ensure sustained advantage
- **3** Use non-recourse debt to maximise growth potential where appropriate



Strategy

- Actively manage business portfolio to build focused Group with improved returns
- 2 Dispose of assets where unclear path to generating target returns
- 3 Acquire businesses that reinforce Shanks and deliver accretive returns

Execution

- Run pilot improvement projects in key businesses using Shanks expertise and input from other industries
- 2 Roll-out "piloted" capabilities across Group with PMO support and training
- 3 Track and drive profit impact

Execution

- 1 Target 16-20% post-tax returns
- 2 Strong preference for secure inputs, often under long-term contract
- Rigorous structured process to filter, test, implement and review

Execution

- 1 Develop register of non-core assets, sweat, and then sell when value can be realised
- Cultivate funnel of acquisition targets based on strategic fit and synergies
- Acquire assets while maintaining strong capital discipline

Appendices – Financial Information





Segmental Analysis



| | Sep 15 £m | Sep 14 £m | Change % | Excluding currency change % | Sep 15 £m | Sep 14 £m | Change % | Excluding currency change % |
|------------------------|--------------|--------------|-------------|-----------------------------------|--------------|----------------|-------------|-----------------------------------|
| | | Revenue | | | | Trading Profit | | |
| Commercial Waste | 145.5 | 159.2 | (9) | 2 | 8.1 | 7.2 | 13 | 30 |
| Hazardous Waste | 64.4 | 69.2 | (7) | 4 | 7.3 | 8.0 | (9) | 1 |
| Municipal | 90.2 | 81.0 | 11 | 12 | 5.2 | 5.7 | (9) | (7) |
| Group central services | - | - | | | (3.2) | (2.8) | (14) | (14) |
| Inter-segment revenue | (3.1) | (4.6) | | | - | - | | |
| | 297.0 | 304.8 | (3) | 5 | 17.4 | 18.1 | (4) | 6 |

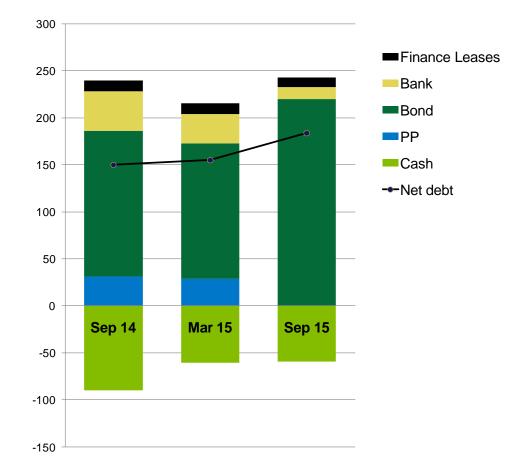
Trading profit = operating profit before amortisation of acquisition intangibles and exceptional items Comparatives for 2014 have been restated to reflect the new reportable segments post the March 2015 divisional restructuring

Balance Sheet



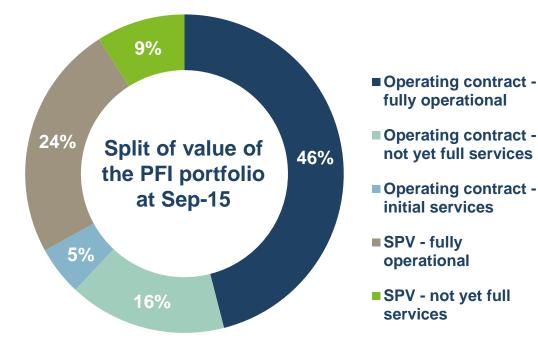
| | Sep 15 £m | Mar 15 £m |
|--------------------------------------|--------------|--------------|
| | | |
| Tangible fixed assets | 279.7 | 282.9 |
| Goodwill & other intangibles | 175.3 | 173.8 |
| Non current PFI/PPP financial assets | 271.5 | 246.6 |
| Trade and other receivables | 0.8 | 2.2 |
| Investments | 11.5 | 10.1 |
| Non current assets | 738.8 | 715.6 |
| Working capital | (55.0) | (59.1) |
| Current PFI/PPP financial assets | 5.5 | 31.6 |
| Assets classified as held for sale | 1.1 | 3.5 |
| Pension deficit | (22.6) | (16.4) |
| Taxation | (15.6) | (14.7) |
| Provisions and other liabilities | (53.1) | (49.8) |
| Net core debt | (183.7) | (155.0) |
| PFI non recourse net debt | (196.6) | (222.6) |
| Derivative financial liabilities | (39.9) | (44.0) |
| Net Assets | 178.9 | 189.1 |

Analysis of Core Net Debt £m



UK PFI Directors' Valuation

- Portfolio valuation includes the five fully operational contracts, plus Wakefield and Derby under construction
- Valuation based on the cash flows of the financing vehicles and the operating contracts discounted at 8% and risk adjusted
- Valuation increased by £5m to £110m



| Portfolio split £m | Sep-15 |
|---|--------|
| Operating contract - fully operational | 53 |
| Operating contract - initial services | 6 |
| Operating contract - not yet full services | 18 |
| SPV - fully operational | 28 |
| SPV - not yet full services | 10 |
| | 115 |

Shanks

Making more from waste

Return on Capital



| | Sep 15 | Mar 15 | Sep 14 |
|--|--------|--------|--------|
| Post tax ROIC (on depreciated capital base including goodwill) | 6.3% | 6.0% | 5.8% |
| Return on operating assets – continuing operations (trading profit on depreciated operating assets excluding debt, tax and goodwill) | 12.4% | 12.2% | 13.2% |
| Pre-tax project returns – fully operational projects (on the original invested capital) | 17.9% | 18.1% | 18.4% |