

OTI Greentech AG

Germany / Cleantech
 Exchange: Duesseldorf
 Bloomberg: NSA GR
 ISIN: DE000A0HNE89

2016 annual report &
 debt-to-equity swap

RATING
PRICE TARGET **BUY**
 Return Potential 196.3%
 Risk Rating High

WEAK 2016, BUT GOOD START TO 2017

Although sales grew 41% y/y to €8.8m, OTI Greentech did not reach its revised sales guidance of €10m. The company also missed its second target, an improved EBITDA. Instead, EBITDA was below last year's figure (€-2.7m vs. €-2.3m in 2015). But restructuring and repositioning of the company look set to bear fruit in 2017E. The takeover of Uniservice Unisafe (USUS) was completed in January 2017. Furthermore, OTI sold the inspection business of its subsidiary VTT Maritime and initiated a joint venture in West Africa. A cooperation agreement with KMI Cleaning Solutions opens up the North American market for OTI's cleaning chemicals. OTI had a good start to the year with Q1 sales of €3.1m and EBITDA at break-even level. In June, management passed a resolution to reduce debt by means of a debt-to-equity swap by up to €4.2m. The company is guiding towards sales of €16m and a slightly positive EBITDA this year. We have adjusted our forecasts significantly. An updated DCF model yields a new price target of €0.80 (previously: €1.90). We reiterate our Buy rating.

Sales and EBITDA below guidance Sales amounted to €8.8m. Although this is a 41% increase y/y, OTI originally expected ca. €16m. Sales came in below both initial and revised guidance for a number of reasons. VTT Maritime did not win the expected large maritime project. Meanwhile, the takeover of Uniservice Unisafe and the closure of a cooperation agreement with KMI in the US both took longer than expected, and the West African business started later than anticipated. EBITDA came in at €-2.7m (2015: €-2.3m). OTI originally expected positive EBITDA of ca. €1.0m. OTI booked an extraordinary impairment of €20m on goodwill resulting in total depreciation of €4.1m. The extraordinary impairment related to subsidiary VTT Maritime. EBIT was thus significantly lower y/y and amounted to €-6.8m (2015: €3.9m). Increased interest and similar expenses (€0.9m vs. €0.4m in 2015) led to a net result of €7.5m (2015: €-4.1m).

(p.t.o.)

FINANCIAL HISTORY & PROJECTIONS

	2014	2015	2016	2017E	2018E	2019E
Revenue (€m)	2.40	6.25	8.81	16.12	21.26	26.30
Y-o-y growth	n.a.	160.4%	41.0%	83.0%	31.9%	23.7%
EBIT (€m)	-1.40	-3.92	-6.81	0.07	1.41	2.86
EBIT margin	-58.3%	-62.8%	-77.3%	0.5%	6.6%	10.9%
Net income (€m)	-1.40	-4.12	-7.46	-0.55	0.69	1.96
EPS (diluted) (€)	-0.06	-0.18	-0.25	-0.02	0.02	0.06
DPS (€)	0.00	0.00	0.00	0.00	0.00	0.00
FCF (€m)	-1.40	-2.12	-2.41	-0.47	0.97	2.19
Net gearing	-0.3%	16.2%	30.0%	19.7%	13.5%	1.2%
Liquid assets (€m)	0.05	0.36	0.30	0.81	0.88	1.27

RISKS

Managing growth and further internationalisation, financing, market penetration of industrial and energy sector, oil price, competition from major chemical companies.

COMPANY PROFILE

OTI Greentech provides products and services to the maritime, infrastructure and oil & gas industries worldwide. Advanced engineering services, project management and a wide range of product and technology solutions are provided through its five subsidiaries. OTI Greentech Group has over 100 employees in Europe, the USA, and West Africa.

MARKET DATA

As of 29 Jun 2017

Closing Price	€ 0.27
Shares outstanding	29.98m
Market Capitalisation	€ 8.09m
52-week Range	€ 0.18 / 0.74
Avg. Volume (12 Months)	7,377

Multiples	2016	2017E	2018E
P/E	n.a.	n.a.	13.3
EV/Sales	1.4	0.8	0.6
EV/EBIT	n.a.	167.7	8.7
Div. Yield	0.0%	0.0%	0.0%

STOCK OVERVIEW



COMPANY DATA

As of 31 Dec 2016

Liquid Assets	€ 0.30m
Current Assets	€ 2.99m
Intangible Assets	€ 20.75m
Total Assets	€ 23.83m
Current Liabilities	€ 10.42m
Shareholders' Equity	€ 9.61m

SHAREHOLDERS

Visionaire Invest	14.0%
Green Gateway Fund	10.0%
Urruty gg Niego	8.0%
Other	29.0%
Free Float	39.0%



Guidance for 2017 suggests strong growth OTI is guiding towards sales of €16m and a slightly positive EBITDA. Q1 revenues of €3.1m and break-even EBITDA are a solid basis for this guidance. OTI's 2020 aim is €50m in revenues and EBITDA of €5m.

Balance sheet burdened by loss and impairment At the end of 2016, the cash position amounted to a mere €0.3m. In April 2017, however, a major shareholder made OTI a €500k loan, and in May 2017, large shareholders agreed to advance a further €500k. Management is working on further financing alternatives. Intangible assets declined to €20.8m from €24.9m, due to ordinary amortisation (€2.1m) and the extraordinary goodwill impairment of €2.0m. The balance sheet total fell to €23.8m from €28.3m. Equity fell from €16.9m to €9.6m. At the end of 2016, the equity ratio amounted to 40.3% (2015: 59.7%). Whereas bonds and bank debt remained largely stable and amounted to €3.3m (2015: €3.2m), other liabilities increased significantly from €5.8m to €8.2m. The main reason for this increase is higher shareholder loans.

Negative operating cash flow Operating cash flow was negative (€-2.4m). The main items were the net loss (€-7.5m) and depreciation & amortisation (€4.1m). As CAPEX was negligible, free cash flow was also €-2.4m. Cash flow from financing amounted to €2.4m due mainly to cash inflows from additional debt (€2.2m) and increased equity (€0.4m).

Takeover of USUS completed The takeover of USUS, which was originally scheduled for April 2016, was completed in January 2017 at the same valuation as agreed in February. OTI issued 2.5m shares at €1.50 per share as consideration for the purchase price of €3.75m. This is significantly above OTI's current share price. The deal increased the number of OTI shares to 29,978,162. We incorporated the deal into our model when it was announced in February 2016 (see our comment of 18 February 2016).

Market access and synergies the strategic logic behind the USUS deal OTI already had a joint venture (JV) with USUS before the acquisition. The JV (Uniservice Global) marketed OTI's chemicals, especially its innovative and environmentally friendly ECOSOLUT products which are used for oil tank cleaning. In the future, the complete sales force of USUS, rather than just a small JV, will distribute OTI's chemicals. This looks set to significantly increase OTI's sales of chemicals as USUS is a leading independent provider of chemicals and gives OTI access to more than 230 customers and USUS' distribution network of over 900 ports worldwide. As OTI's premium chemicals offer higher margins than USUS' other chemicals (mostly trading products), we expect margins at USUS and OTI to increase. Furthermore, we believe that USUS – now that it is part of a cleantech engineering and chemicals group with global reach – has a very good opportunity to generate additional business.

USUS is a family-owned business with almost 100 years market experience USUS was founded in 1918 and since then has been (indirectly) owned by the Niego family. The company is headquartered in Genoa, Italy. Matteo Niego, the current CEO of USUS, has committed to stay on at the company as a director and CTO until at least 2019. USUS offers safety & inspection services for air compressors, calibration instruments, Ullage-Temperature-Interface (UTI) oil/water detectors, gas detectors, fire fighting foam systems, and other services. USUS maritime safety equipment products comprise breathing apparatus, fire extinguishing and lifesaving equipment. Furthermore, USUS sells chemicals for a variety of applications such as tank and deck superstructure washing, treatment of water in thermal systems, anti-fouling treatments, and fuel oil additives.

Subsidiary VTT Maritime sold Norwegian inspection business and started West African business In 2016, OTI restructured its subsidiary VTT Maritime. OTI initiated the sale of VTT Maritime's Norwegian-based maritime inspection business and concluded the sale in 2017 for an undisclosed price. The main reason for the sale was low demand from



the Norwegian offshore oil & gas market resulting in high competitive pressure. In 2016, VTT Maritime's sales increased to €1.8m from €1.4m in 2015 and lagged significantly behind company projections.

OTI's new Joint Venture in Nigeria, VTT Maritime West Africa, started operations in Q1 2016. The subsidiary is focusing on maritime engineering, infrastructure, and oil & gas in Nigeria and the region. Management of the JV is working on some very attractive large projects, which each have the potential to substantially contribute to group sales and earnings. In 2016, however, initial expenditure of almost €0.8m on the West African business burdened the income statement. Following the sale of the inspection business, VTT Maritime's main focus is now its West African business.

RADA subsidiary: sales as expected, but disappointing EBITDA RADA Engineering & Consulting, a Norwegian provider of highly qualified personnel, engineering and project management, has redirected its focus towards infrastructure projects. As the Norwegian government plans to increase spending on infrastructure, RADA looks set to benefit from its new focus. In 2016, sales were in line with the group's budget (€5.8m vs. €4.6m in 2015), but EBITDA lagged behind.

Distribution and framework agreements with KMI Cleaning Solutions OTI has signed distribution and framework agreements with the US company KMI Cleaning Solutions. KMI is one of the leading providers of chemicals and equipment to the US and Canadian tank wash markets. Through its cooperation with KMI, OTI Greentech has the opportunity to introduce its environmentally friendly and patented ECOSOLUT products for land-based cleaning applications in the USA and Canada. Furthermore, OTI will develop new products for KMI's existing customer base. The cooperation with KMI is planned for the long term with a minimum period of 2 years. KMI supplies cleaning chemicals and custom-designed application equipment at over 100 customer sites including road tanker, isotainer and returnable tote cleaning facilities. The agreement with KMI looks set to generate additional revenues of ca. €1m p.a. For 2017E, we pencil in ca. €0.5m.

Debt-to-equity swap reduces debt significantly In June 2017, OTI decided to increase its equity against contribution in kind as various shareholders have agreed to a debt-to-equity swap. Shareholder loans totalling up to €3.65m and accrued interest of up to €0.55m are to be converted into equity at €1.00 per new issued share creating up to 4.195.290 new shares. The transaction will reduce OTI's debt by ca. 40% and lower interest payments by ca. €0.4m annually. We have incorporated this transaction into our model.

Promising start to 2017 In Q1/17, OTI increased revenues by 40% y/y to €3.1m. EBITDA was at break-even.

Successful AGM On the Annual General Meeting on 23 June, shareholders passed all agenda items with a large majority. Andrew Schwager and Paul R. Morris were re-elected to the supervisory board. A new member, Nicholas R. Elmslie, was elected to replace Leif Pedersen. At the first meeting of the new supervisory board Andrew Schwager and Paul R. Morris were re-elected as Chairman and Vice-Chairman.

Forecasts adjusted In 2015 and 2016, OTI did not reach its guidance. We still see OTI on a growth path, but have significantly lowered our forecasts (see figure 1 overleaf). One reason, why revenues in 2016 were lower than expected, was that the USUS takeover took much longer than initially planned. Following the completion of the takeover in January 2017, USUS will now contribute to OTI for the whole year 2017 adding ca. €5.1m (FBe) to the group's revenues. We forecast RADA's revenue contribution at €7.8m and VTT Maritime's at €3.2m due mainly to first projects in West Africa.

**Figure 1: Revisions to forecasts**

All figures in €m	2017E			2018E			2019E		
	Old	New	Delta	Old	New	Delta	Old	New	Delta
Sales	31,40	16,12	-48,7%	37,98	21,26	-44,0%	46,06	26,30	-42,9%
EBIT	2,11	0,07	-96,6%	5,30	1,41	-73,5%	7,71	2,86	-62,9%
<i>margin</i>	6,7%	0,5%		14,0%	6,6%		16,7%	10,9%	
Net income	1,25	-0,55	-	3,93	0,69	-82,4%	5,79	1,96	-66,2%
<i>margin</i>	4,0%	-3,4%		10,3%	3,3%		12,6%	7,4%	
EPS (diluted) in €	0,04	-0,02	-	0,13	0,02	-84,4%	0,19	0,06	-69,8%

Source: First Berlin Equity Research

DCF model accounts for higher share count, and lower forecasts Following the completion of the USUS takeover and the initiated debt-to-equity swap, the share count will increase to up to 34.17m (end 2016: 27.48m). Due to the USUS takeover, the initiated debt-to-equity swap, and the good Q1 result we have lowered our cost of equity from 17.5% to 16.0%. This reduces the WACC to 13.2% (previously: 14.3%). An updated DCF model yields a new price target of €0.80 (previously: €190). We reiterate our Buy rating.



VALUATION MODEL

DCF valuation model								
All figures in EUR '000								
	2017E	2018E	2019E	2020E	2021E	2022E	2023E	2024E
Net sales	16,116	21,257	26,300	31,490	36,739	42,070	46,559	48,747
NOPLAT	73	1,300	2,473	3,101	3,904	4,092	4,584	4,839
+ depreciation & amortisation	18	69	68	75	92	110	130	151
Net operating cash flow	90	1,369	2,541	3,176	3,995	4,202	4,715	4,989
- total investments (CAPEX and WC)	-338	-287	-341	-387	-398	-309	-419	-454
Capital expenditures	-48	-64	-105	-157	-184	-210	-233	-244
Working capital	-90	26	14	20	35	151	63	39
Other (minorities)	-200	-250	-250	-250	-250	-250	-250	-250
Free cash flows (FCF)	-248	1,082	2,200	2,789	3,597	3,893	4,295	4,535
PV of FCF's	-232	894	1,606	1,798	2,047	1,957	1,906	1,777

All figures in thousands	
PV of FCFs in explicit period (2017E-2031E)	21,147
PV of FCFs in terminal period	9,456
Enterprise value (EV)	30,603
+ Net cash / - net debt	-2,963
+ Investments / minority interests	-258
Shareholder value	27,382

Fair value per share in EUR 0.80

WACC	13.2%
Cost of equity	16.0%
Pre-tax cost of debt	8.5%
Tax rate	20.0%
After-tax cost of debt	6.8%
Share of equity capital	70.0%
Share of debt capital	30.0%
Fair value per share in EUR	0.80

WACC	Terminal growth rate						
	0.5%	1.0%	1.5%	2.0%	2.5%	3.0%	3.5%
9.2%	1.32	1.36	1.40	1.45	1.51	1.57	1.65
10.2%	1.13	1.16	1.19	1.22	1.26	1.31	1.36
11.2%	0.98	1.00	1.03	1.05	1.08	1.11	1.14
12.2%	0.86	0.88	0.89	0.91	0.93	0.95	0.98
13.2%	0.76	0.77	0.79	0.80	0.81	0.83	0.85
14.2%	0.68	0.69	0.70	0.71	0.72	0.73	0.74
15.2%	0.61	0.61	0.62	0.63	0.64	0.64	0.65
16.2%	0.55	0.55	0.56	0.56	0.57	0.57	0.58

* for layout purposes the model shows numbers only to 2024, but runs until 2031



INCOME STATEMENT

All figures in EUR '000	2015A	2016A	2017E	2018E	2019E
Revenues	6,249	8,809	16,116	21,257	26,300
Cost of goods sold	604	2,493	12,059	15,647	19,093
Gross profit	5,645	6,315	4,057	5,610	7,207
Personnel costs*	5,889	7,097	2,238	2,389	2,523
Other operating income	79	6	32	43	53
Other operating expenses	2,081	1,897	1,761	1,790	1,806
EBITDA	-2,246	-2,673	90	1,474	2,931
Depreciation and amortisation	1,676	4,137	18	69	68
Operating income (EBIT)	-3,922	-6,810	73	1,405	2,863
Net financial result	-400	-839	-457	-357	-264
Pre-tax income (EBT)	-4,322	-7,649	-385	1,048	2,599
Income taxes	-14	0	-38	105	390
Minority interests	189	187	-200	-250	-250
Net income / loss	-4,119	-7,462	-546	693	1,959
Diluted EPS (in €)	-0.18	-0.25	-0.02	0.02	0.06
Ratios					
Gross margin	90.3%	71.7%	25.2%	26.4%	27.4%
EBIT margin on revenues	-62.8%	-77.3%	0.5%	6.6%	10.9%
EBITDA margin on revenues	-35.9%	-30.3%	0.6%	6.9%	11.1%
Net margin on revenues	-65.9%	-84.7%	-3.4%	3.3%	7.4%
Tax rate	0.3%	0.0%	10.0%	10.0%	15.0%
Expenses as % of revenues					
Personnel costs	94.2%	80.6%	13.9%	11.2%	9.6%
Depreciation and amortisation	26.8%	47.0%	0.1%	0.3%	0.3%
Other operating expenses	33.3%	21.5%	10.9%	8.4%	6.9%
Y-Y Growth					
Revenues	160.4%	41.0%	83.0%	31.9%	23.7%
Operating income	n.m.	n.m.	n.m.	1833.1%	103.8%
Net income/ loss	n.m.	n.m.	n.m.	n.m.	182.6%

*According to German GAAP applied in 2015 and 2016, RADA's staffing activity is accounted for in personnel costs.

For 2017E we assume the application of IFRS which will account for it in costs of good sold.



BALANCE SHEET

All figures in EUR '000	2015A	2016A	2017E	2018E	2019E
Assets					
Current assets, total	3,349	2,987	4,461	5,295	6,422
Cash and cash equivalents	356	303	805	880	1,266
Short-term investments	0	0	0	0	0
Receivables	1,168	1,169	1,766	2,330	2,882
Inventories	0	287	661	857	1,046
Other current assets	1,825	1,228	1,228	1,228	1,228
Non-current assets, total	24,949	20,839	24,584	24,579	24,617
Property, plant & equipment	87	89	344	339	377
Goodwill & other intangibles	24,862	20,750	24,240	24,240	24,240
Other assets	0	0	0	0	0
Total assets	28,299	23,826	29,045	29,875	31,039
Shareholders' equity & debt					
Current liabilities, total	1,640	10,418	8,038	10,824	9,779
Short-term debt	260	366	1,300	3,300	1,500
Accounts payable	1,358	1,762	2,643	3,429	4,185
Current provisions	0	0	0	0	0
Other current liabilities	21	8,290	4,095	4,095	4,095
Long-term liabilities, total	9,761	3,801	3,801	901	901
Long-term debt	2,900	2,900	2,900	0	0
Deferred revenue	0	0	0	0	0
Other liabilities	6,861	901	901	901	901
Minority interests	-412	-258	-58	192	442
Shareholders' equity	17,310	9,865	17,264	17,957	19,916
Share capital	22,104	27,478	34,173	34,173	34,173
Capital reserve	0	2,477	3,727	3,727	3,727
Other reserves	6,800	423	423	423	423
Treasury stock	0	0	0	0	0
Loss carryforward / retained earnings	-11,594	-20,513	-21,059	-20,366	-18,407
Total consolidated equity and debt	28,299	23,826	29,045	29,875	31,039
Ratios					
Current ratio (x)	2.04	0.29	0.55	0.49	0.66
Quick ratio (x)	2.04	0.26	0.47	0.41	0.55
Net debt	2,804	2,963	3,395	2,420	234
Net gearing	16.2%	30.0%	19.7%	13.5%	1.2%
Book value per share (in €)	0.74	0.34	0.54	0.53	0.58
Return on equity (ROE)	-23.8%	-75.6%	-3.2%	3.9%	9.8%
Days of sales outstanding (DSO)	68.2	48.4	40.0	40.0	40.0
Days inventory outstanding	0.0	42.0	20.0	20.0	20.0
Days in payables (DIP)	820.3	257.9	80.0	80.0	80.0



CASH FLOW STATEMENT

All figures in EUR '000	2015A	2016A	2017E	2018E	2019E
EBIT	-3,943	-6,810	73	1,405	2,863
Depreciation and amortisation	1,676	4,137	18	69	68
EBITDA	-2,266	-2,673	90	1,474	2,931
Changes in working capital	-60	478	-90	26	14
Other adjustments	277	-185	-419	-462	-654
Operating cash flow	-2,049	-2,381	-418	1,039	2,291
CAPEX	-68	-26	-48	-64	-105
Investments in intangibles	0	0	0	0	0
Free cash flow	-2,117	-2,407	-466	975	2,186
Acquisitions & Disposals, net	417	0	0	0	0
Other Investments	15	0	0	0	0
Cash flow from investing	364	-26	-48	-64	-105
Debt financing, net	2,398	2,212	934	-900	-1,800
Equity financing, net	0	420	7,945	0	0
Other Financing	-379	-279	-7,910	0	0
Cash flow from financing	2,019	2,354	969	-900	-1,800
Net cash flows	333	-53	503	75	386
Cash, start of the year	23	356	303	805	880
Cash, end of the year	356	303	805	880	1,266
EBITDA/share (in €)	-0.10	-0.09	0.00	0.04	0.09
Y-Y Growth					
Operating cash flow	n.m.	n.m.	n.m.	n.m.	120.6%
Free cash flow	n.m.	n.m.	n.m.	n.m.	124.2%
EBITDA/share	n.m.	n.m.	n.m.	1426.6%	98.8%

FIRST BERLIN RECOMMENDATION & PRICE TARGET HISTORY

Report No.:	Date of publication	Previous day closing price	Recommendation	Price target
Initial Report	18 September 2015	€0.90	Buy	€2.00
2...3	↓	↓	↓	↓
4	23 March 2016	€0.76	Buy	€2.00
5	26 May 2016	€0.50	Buy	€1.90
6	5 September 2016	€0.50	Buy	€1.90
7	Today	€0.27	Buy	€0.80

Authored by: Dr Karsten von Blumenthal, Analyst

Company responsible for preparation:

First Berlin Equity Research GmbH

Mohrenstraße 34
10117 Berlin

Tel. +49 (0)30 - 80 93 96 85 Fax +49 (0)30 - 80 93 96 87

info@firstberlin.com

www.firstberlin.com

Person responsible for forwarding or distributing this financial analysis: Martin Bailey

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Unless otherwise indicated, current prices refer to the closing prices of the previous trading day.

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The present financial analysis is based on the author's own knowledge and research. The author prepared this study without any direct or indirect influence exerted on the part of the analysed company. Parts of the financial analysis were possibly provided to the analysed company prior to publication in order to avoid inaccuracies in the representation of facts. However, no substantial changes were made at the request of the analysed company following any such provision.

ASSET VALUATION SYSTEM

First Berlin's system for asset valuation is divided into an asset recommendation and a risk assessment.

ASSET RECOMMENDATION

The recommendations determined in accordance with the share price trend anticipated by First Berlin in the respectively indicated investment period are as follows:

STRONG BUY: An expected favourable price trend of more than 50% combined with sizeable confidence in the quality and forecast security of management.

BUY: An expected favourable price trend of more than 25% percent.

ADD: An expected favourable price trend of between 0% and 25%.

REDUCE: An expected negative price trend of between 0% and -15%.

SELL: An expected negative price trend of more than -15%.

RISK ASSESSMENT

The First Berlin categories for risk assessment are low, average, high and speculative. They are determined by ten factors: Corporate governance, quality of earnings, management strength, balance sheet and financial risk, competitive position, standard of financial disclosure, regulatory and political uncertainty, strength of brandname, market capitalisation and free float. These risk factors are incorporated into the First Berlin valuation models and are thus included in the target prices. First Berlin customers may request the models.

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Legally required information regarding

- key sources of information in the preparation of this research report
- valuation methods and principles
- sensitivity of valuation parameters

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SUPERVISORY AUTHORITY: Bundesanstalt für Finanzdienstleistungsaufsicht (German Federal Financial Supervisory Authority) [BaFin], Graurheindorferstraße 108, 53117 Bonn and Lurgiallee 12, 60439 Frankfurt

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