

# **EUROPEAN MID CAP EVENT**

**PARIS** JUNE 28-29, 2017

WE SHOULD ALL FEEL NOTHING BUT SHAME FOR THE REPUTATION THAT FINANCE HAS EARNED ITSELF IN THE LAST FEW YEARS, BUT IF YOU MANAGE TO GUIDE HEALTHY CAPITAL FROM SUCCESSFUL BUSINESSES AND THE ASSETS OF FAMILIES THAT WISH TO INVEST THEM INTELLIGENTLY IN COMPANIES THAT WANT TO GROW, YOU ARE GENUINELY DOING ONE OF THE MOST BENEFICIAL JOBS IN THE WORLD.













# TAMBURI INVESTMENT PARTNERS S.P.A.

**2,0** BILLION EURO CONSIDERING DIRECT INVESTMENTS AND CLUB DEALS IN LEADING MULTINATIONAL & TECHNOLOGICAL COMPANIES

























# **KEY INVESTMENT FACTS**

12

INVESTMENTS IN COMPANIES WITH WORLDWIDE LEADERSHIP POSITIONS

~ 18 BILLION EURO

AGGREGATE ANNUAL REVENUES OF THE MAIN INVESTEE COMPANIES

+282,7%

TOTAL RETURN T.I.P. (LAST 5 YEARS)

## PORTFOLIO BY INDUSTRY:

34%

33%

8%

25%

LUXURY AND DESIGN

**TECHNOLOGY** 

HEALTH AND SILVER AGE

OTHER INVESTMENTS



# LISTED COMPANIES



~75 MILLION EURO



~61 MILLION EURO



~ 10 MILLION EURO

HUGO BOSS

~60 MILLION EURO



~ 100 MILLION EURO INITIAL INVESTMENT

INTERPUMP GROUP

~ 660 MILLION EURO







~ 140 MILLION EURO

**MONCLER** 



~ 240 MILLION EURO

## PRIVATE COMPANIES



~40 MILLION EURO







15 MILLION EURO (+15 IN IPO)





~30 MILLION EURO



~8 MILLION EURO





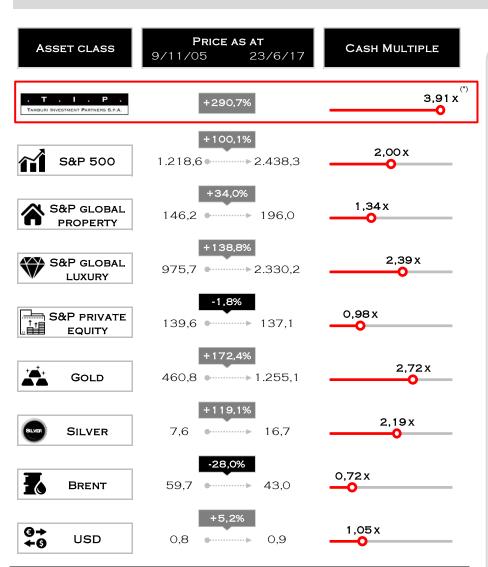
. T . I . P . O . TIP - PRE IPO S.P.A.



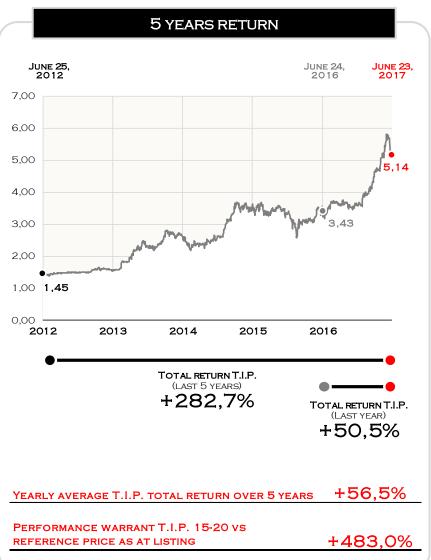




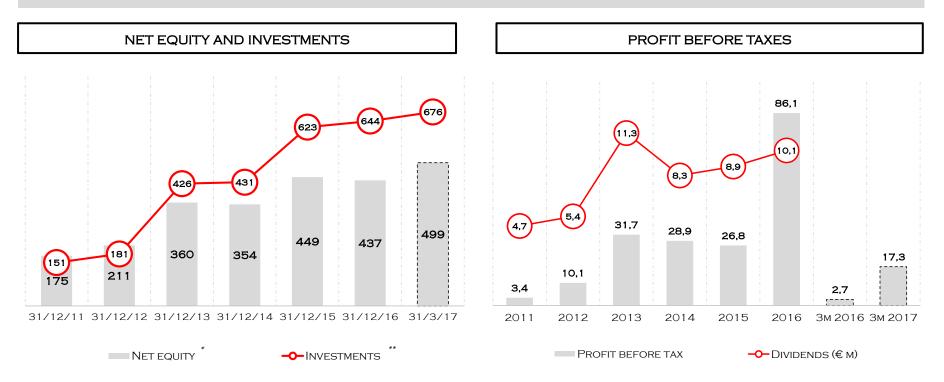
## TIP STOCK PERFORMANCE







# TIP - 6 YEARS OF RESULTS



\*CONSOLIDATED GROUP EQUITY (INCLUDING MINORITIES); \*\*INCLUDING ASSOCIATED COMPANIES MEASURED UNDER THE EQUITY METHOD, AFS FINANCIAL ASSETS AND FINANCIAL RECEIVABLES

# AGGREGATED PROFIT BEFORE TAXES (LAST 5 YEARS) ABOVE 185 MILLION EURO

## **AVERAGE PROFIT BEFORE TAXES IN THE LAST 6 YEARS 31 MILLION EURO**

In July 2016 Clubsette (52,5% owned by TIP) has received a share allocation of a 5,125% stake in Moncler and, according to IAS/IFRS, TIP has realized a consolidated capital gain of around 78 million Euro. TIP now owns directly a 2,35% stake.

## TIP GROUP INVESTMENTS AND POTENTIAL

TAMBURI INVESTMENT PARTNERS S.P.A.

2,5

BILLION EURO

CONSIDERING CLUB DEALS AND "COMMITTED" CAPITAL





ASSET ITALIA
TAMBURI INVESTMENT PARTNERS S.P.A.

### **Focus**

TARGET REVENUES

BETWEEN 30 AND 200

MILLION EURO

**EQUITY SIZE X DEAL** 

BETWEEN 20 AND 50

MILLION EURO

TARGET REVENUES

>200

**MILLION EURO** 

**EQUITY SIZE X DEAL** 

<30

MILLION EURO

TARGET REVENUES

>200

**MILLION EURO** 

**EQUITY SIZE X DEAL** 

>30

**MILLION EURO** 

### OVER 1 BILLION TO BE INVESTED IN THE NEXT FEW YEAR

INVESTMENTS FINALIZED (INC. CLUB DEALS) >290

-250

MILLION EURO

INVESTMENTS FINALIZED (INC. CLUB DEALS)

>1,5

**BILLION EURO** 

INVESTMENT FINALIZED

120 MILLION EURO

RESIDUAL DIRECT CAPITAL TO BE INVESTED

~80

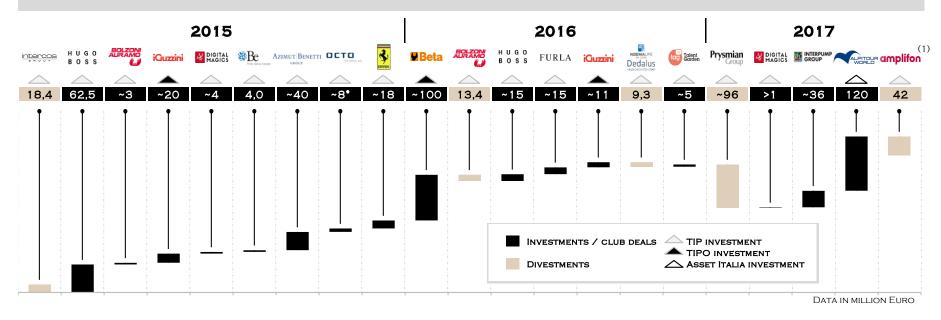
**MILLION EURO** 

TOTAL "COMMITTED"\* CAPITAL
550 MILLION EURO

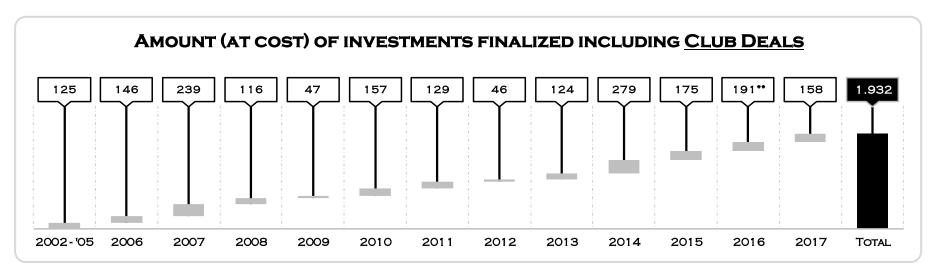
### PIPELINE OF ABOUT 20 INVESTMENTS OUT OF WHICH 5 UNDER INTENSE NEGOTIATION

<sup>\*</sup>ASSET ITALIA IS AN INVESTMENT HOLDING — WITH CAPITAL COMMITTED OF ABOUT 550 MILLION EURO CONTRIBUTED BY 30 ITALIAN FAMILY OFFICE AND TIP — THAT GIVES TO THE SHAREHOLDERS THE POSSIBILITY TO CHOOSE EACH INDIVIDUAL INVESTMENT. WITHIN FIVE YEARS EACH SHAREHOLDER WILL RECEIVE PUBLICLY TRADED TIP SHARES.

## DYNAMISM



(1) LINKED TO A 50 MILLION EURO NEW INVESTMENT IN THE CONTROLLING VEHICLE OF AMPLIFON (DEC '17)



<sup>\*</sup> DEBT INSTRUMENT PROVIDED TO MANAGEMENT INVESTMENT VEHICLE

\*\* EXCLUDING 550 MILLION EURO OF "COMMITTED" CAPITAL FOR ASSET ITALIA AND BETA FOR EQUITY COMPONENT ONLY

# UPDATE ON AMPLIFON, INTERPUMP AND PRYSMIAN MOST RECENT DEALS



# SHAREHOLDERS SINCE 2010

- TIP S.P.A. HAS SOLD THROUGH AN ABB 3,5 MILLION SHARES OF AMPLIFON S.P.A. (~ 1/3 OF THE STAKE) FOR A CONSIDERATION OF 42,0 MILLION EURO WITH A CAPITAL GAIN OF MORE THAN 29 MILLION EURO.
- THE DEAL IS PART OF A MEDIUM TERM PARTNERSHIP WITH AMPLITER THAT INCLUDES A 50 MILLION EURO NEW INVESTMENT.

U	INTERPUMP GROUP
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### SHAREHOLDERS SINCE 2003

- IPG HOLDING INVESTMENT VEHICLE OF INTERPUMP ENTREPRENEUR
   FULVIO MONTIPÒ AND TIP IS THE FIRST SHAREHOLDER OF INTERPUMP.
- ON MARCH 20, 2017 IPG HOLDING HAS ACQUIRED FROM MAIS S.P.A.
   N. 2.000.000 SHARES OF INTERPUMP THROUGH A BLOCK TRADE. IPG
   HOLDING STAKE IN INTERPUMP IS NOW 23.82% (FULLY DILUTED).

TIP IN AMPLIFON				
TOTAL INVESTMENTS	34,9 MILLION EURO			
PROCEEDS (DIVIDENDS AND ABB)	44,3 MILLION EURO			
NET CAPITAL INVESTED BY TIP	-9,4 MILLION EURO			
CAPITAL INVESTED ALREADY COMPLETELY REIMBURSED				
MARKET VALUE OF TIP REMAINING STAKE	74,2 MILLION EURO			
MULTIPLE ON CAPITAL INVESTED	3,4 x			

TIP IN IPG HOLDING				
<b>INVESTMENTS</b> (SHARES PURCHASED, CAPITAL INCREASES AND LOAN GRANTED)	56,1 MILLION EURO			
PROCEEDS (DISPOSAL OF SHARES, DIVIDENDS AND REFUNDS)	34,5 MILLION EURO			
	21,7 MILLION EURO			
NET CAPITAL INVESTED BY TIP	21,7 MILLION EURO			
NET CAPITAL INVESTED BY TIP	21,7 MILLION EURO			
NET CAPITAL INVESTED BY TIP  MARKET VALUE OF TIP QUOTA	21,7 MILLION EURO 185,6 MILLION EURO			
	·			

AS AT 23/6/2017



## SHAREHOLDERS SINCE 2010

- CLUBTRE S.P.A. HAS SOLD 4 MILLION SHARES OF PRYSMIAN (~ 1/3 OF THE STAKE) FOR A CONSIDERATION OF 97,6 MILLION EURO (43,3% OF TIP COMPETENCE WITH A CAPITAL GAIN OF 19,9 MILLION EURO).
- THE TOTAL INVESTMENT OF TIP IN CLUBTRE HAS BEEN TOTALLY REIMBURSED AND THE REMAINING STAKE OF TIP AT MARKET PRICE IS ABOUT 72,6 MILLION EURO.

## NOT ONLY A FINANCIAL INVESTOR. A REAL LONG TERM PARTNER

# 1 A UNIQUE NETWORK

DIRECT ACCESS TO A UNIQUE

NETWORK OF ABOUT 150

ENTREPRENEURIAL FAMILIES ABLE

TO PROVIDE UNCOMMON

INDUSTRIAL KNOW HOW

# 3 ADVISORY

LONG TIME M&A AND FINANCIAL ADVISORY EXPERIENCE AND CAPABILITY TO REALLY SUPPORT ENTREPRENEURS

# 2 TEAM

MORE THAN 40 YEARS OF PROFESSIONAL EXPERIENCE IN INVESTMENTS AND FINANCIAL ADVISORY. A TEAM OF ABOUT 20 PROFESSIONALS STRONGLY FOCUSED ON CONSTANTLY CREATING SHAREHOLDERS' VALUE

# 4 GOVERNANCE

DEEP UNDERSTANDING OF
FAMILY DYNAMICS AND
ABILITY TO SIMPLIFY
GOVERNANCE. ALIGNMENT
OF INTEREST WITH
ENTREPRENEURS THAT
RETAIN THE OPERATING
MANAGEMENT

# TAMBURI INVESTMENT PARTNERS S.P.A.

RELIABLE AND REAL LONG TERM PARTNER

# 5 PERMANENT CAPITAL

THE HOLDING STRUCTURE ALLOWS SOFT AND REWARDING EXIT PATHS, IF ANY

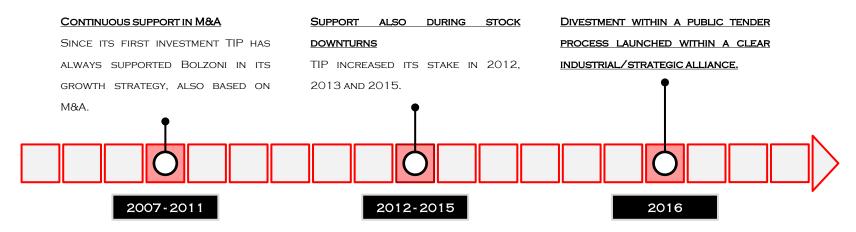
# 6 LEAN/FAST PROCESSES

EXPERIENCE AND DIMENSION OF THE TEAM ALLOWS LEAN AND FAST INVESTMENT PROCESSES

# SUPPORTING AGGREGATION PROCESSES

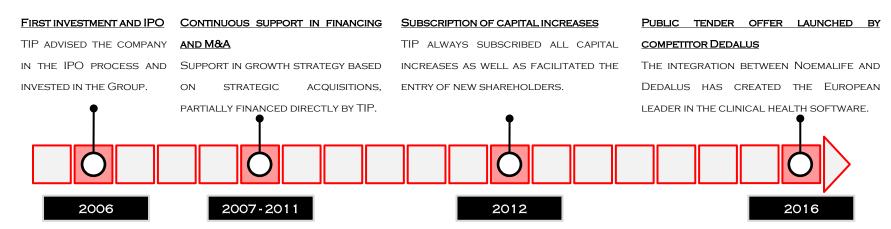


### SECOND SHAREHOLDER AFTER THE FOUNDER

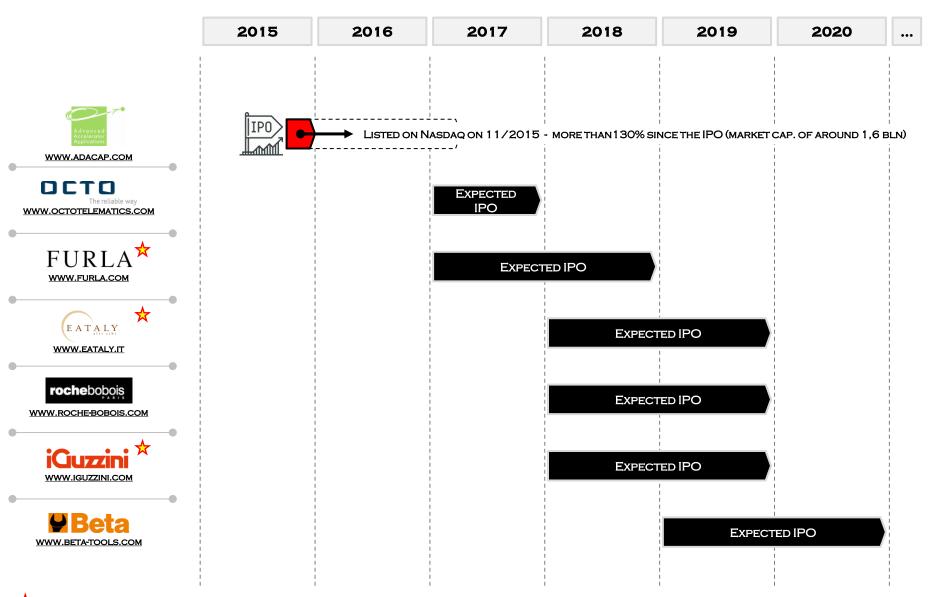




### SECOND SHAREHOLDER AFTER THE FOUNDER



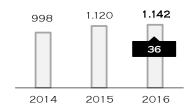
# **IPO PIPELINE**



# **INVESTEE COMPANIES MAIN RESULTS**

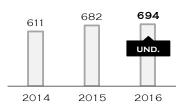


### KEY FINANCIALS

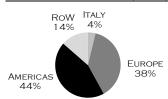


# AZIMUT BENETTI

### KEY FINANCIALS

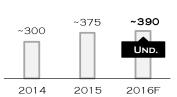


### REVENUES BREAKDOWN (2016)

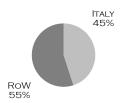




#### **KEY FINANCIALS**



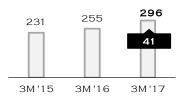
# REVENUES BREAKDOWN (2016)



# **amplifon**

#### KEY FINANCIALS

## REVENUES BREAKDOWN (2016)

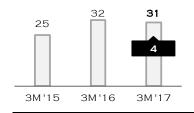






#### KEY FINANCIALS

#### REVENUES BREAKDOWN (2016)

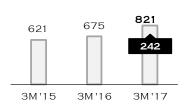






### KEY FINANCIALS

#### **REVENUES BREAKDOWN (2016)**

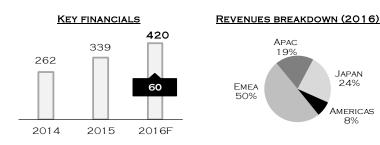






### INVESTEE COMPANIES MAIN RESULTS

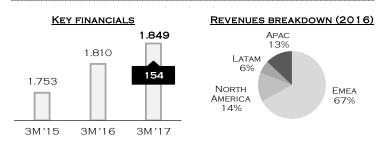
# **FURLA**



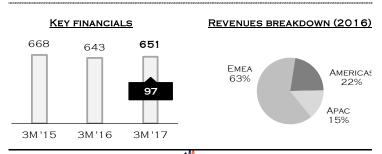


#### KEY FINANCIALS REVENUES BREAKDOWN (2016) RoW 272 223 227 ITALIA 10% OCEANIA 17% 11% 63 North **EUROPE AMERICA** 33% 30% 3M'15 3M'16 3M'17

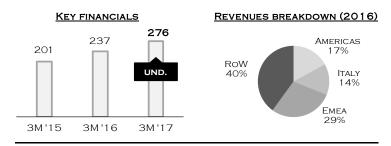
# Prysmian Group



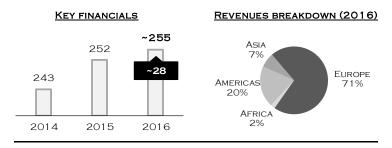
# HUGO BOSS











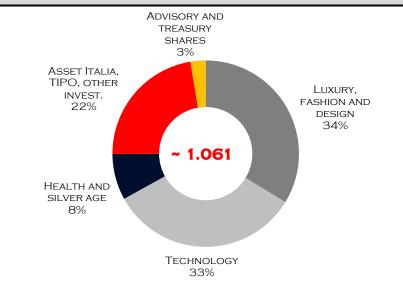
# TIP GROUP MEDIUM TERM INTRINSIC VALUE

INDUSTRY	BOOK VALUE	Analyst Consensus Value <sup>(1)</sup>	MED TERM INTRINSIC VALUE <sup>(2)</sup>
LUXURY, FASHION AND DESIGN	254	296	~358
TECHNOLOGY	55	291	~353
HEALTH/SILVER AGE	31	83	~85
ASSET İTALIA, TIPO, OTHER INVEST.	142	178	~238
ADVISORY & TR. SHARES	15	27	~27
TOTAL INVESTMENTS	497	875	~1.061

#### DATA IN MILLION EURO

- CONSENSUS ESTIMATES: INCLUDES THE ANALYTICAL VALUATION OF EACH INVESTMENT BASED ON LAST AVAILABLE ANALYST ESTIMATES (BLOOMBERG)
- 2. <u>INTRINSIC VALUE ESTIMATES</u>: ANALYTICAL EVALUATION OF EACH INVESTMENT ELABORATED BY TIP CONSIDERING THE MEDIUM-TERM OUTLOOK OF THE COMPANIES

# MEDIUM TERM INTRINSIC VALUE ESTIMATES 2



### INTRINSIC VALUE ESTIMATE BY YEAR OF INVESTMENT



## TIP GROUP INTRINSIC VALUE AND CONSENSUS

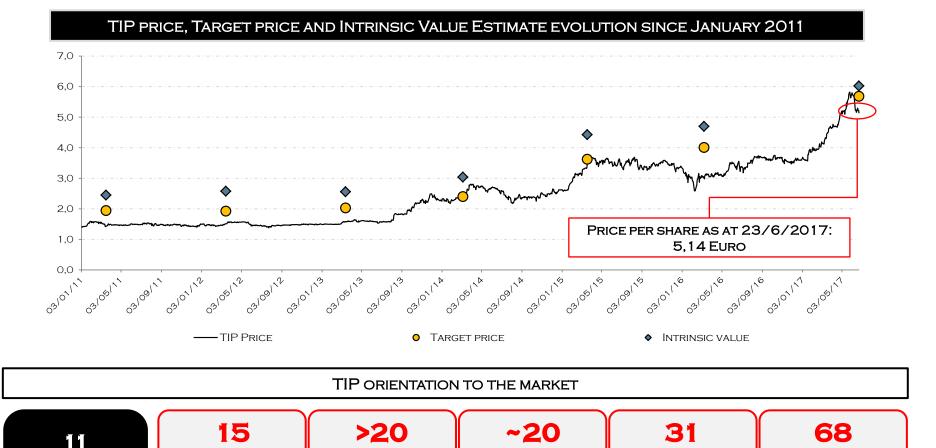
**MILLION EURO** 

**BUY BACK OF** 

TREASURY SHARES

SINCE THE IPO

IN THE LAST 5 YEARS



MILLION EURO<sup>2</sup>

FREE DISTRIBUTION

OF WARRANTS

2015 - 2020

1. N. 13,3 MILLIONS OF WARRANTS FREELY DISTRIBUTED IN 2010; PERFORMANCE OF 3,369,6% SINCE THE DISTRIBUTION.

2. «VALUE» OF WARRANTS FREELY DISTRIBUTED IN JULY 2015 TO BE EXERCISED WITHIN 2020 FOR A MAXIMUM AMOUNT OF 200 MILLION EURO.

**MILLION EURO** 

FREE DISTRIBUTION

OF TREASURY

SHARES

YEARS AS PUBLIC

**COMPANY** 

MILLION EURO<sup>1</sup>

FREE DISTRIBUTION

OF WARRANTS

2010 - 2015

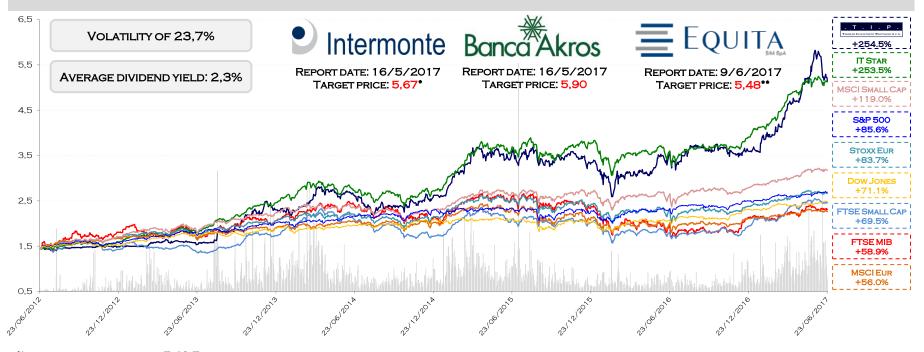
**MILLION EURO** 

DIVIDEND

**DISTRIBUTIONS** 

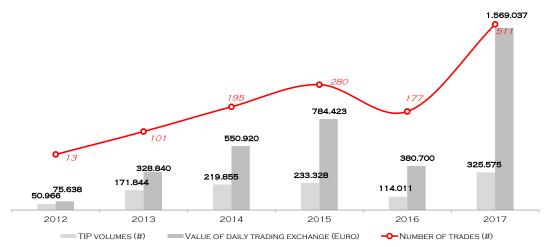
SINCE THE IPO

# TIP PERFORMANCE AS AT JUNE 23, 2017



<sup>\*</sup>Intermonte target price 5,40 Euro per share considering warrant exercise potential dilution.

<sup>\*\*</sup>Equita target price 5,33 Euro per share considering warrant exercise potential dilution.

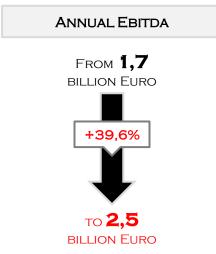


WARRANT TIP 2015-2020				
Exercise window	STRIKE PRICE (CONVERSION RATIO 1:1)			
1 – 30 JUNE 2017	4,15 EURO PER SHARE			
1 – 30 June 2018	4,55 Euro per share			
1 – 30 June 2019	5,00 Euro per share			
1 – 30 June 2020	5,41 Euro per share			

### **AGGREGATION OF INVESTEE COMPANIES**

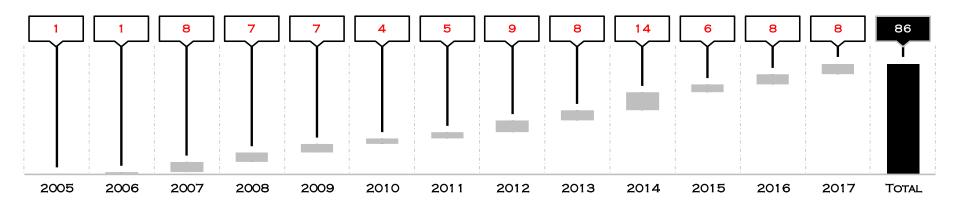
SINCE TIP/TIPO FIRST INVESTMENT THE AGGREGATE AMOUNT OF THE MAIN INVESTEE COMPANIES\* HAS INCREASED AS FOLLOWS:







# M&A TRANSACTIONS COMPLETED SINCE TIP / TIPO FIRST INVESTMENT IN THEIR SHARE CAPITAL\*



# **550 MILLION EURO**

TOTAL CAPITAL "COMMITMENT"

ON JULY 2016, WITH THE CONTRIBUTION OF  $\sim$  **30 Family Offices** ON TOP OF TIP (DIRECTLY OWNING A 20% STAKE AND BEING — BY FAR — THE SINGLE MOST RELEVANT SHAREHOLDER)

I

INVESTMENT HOLDING THAT <u>WILL GIVE EACH SHAREHOLDER THE FACULTY TO CHOOSE</u> — EVERY TIME THAT A PROPOSAL ARISES — <u>EACH INDIVIDUAL INVESTMENTS</u> AND TO RECEIVE THE SHARES OF THE SPECIFIC CLASS RELATED TO THE

INVESTMENT SUBSCRIBED

IN ORDER TO MAXIMIZE LIQUIDITY WITHIN FIVE YEARS A BUSINESS COMBINATION BETWEEN ASSET ITALIA AND TIP SHALL

TAKE PLACE AND ASSET ITALIA SHARES WILL BE SWAPPED WITH PUBLICLY TRADED TIP SHARES BASED ON INDEPENDENT

AND COHERENT VALUATIONS

### **ITALIAN LEADING LEISURE TRAVEL GROUP**



INVESTMENT OF 120 MILLION
EURO (99% VIA CAPITAL INCREASE)
FOR A STAKE OF 32,67%

- INTEGRATED BUSINESS MODEL ACROSS THE WHOLE TOURISM VALUE CHAIN
- Leading Italian Operator as Brand Awareness: First and SECOND PLAYER IN ITALIAN TOUR OPERATING MARKET WITH ALPITOUR AND FRANCO ROSSO
- I FADING TOUR OPERATOR ONLINE
- Leader in Charter Flights to Tourist Destinations with a Fleet of 9 Aircraft Boeing 737 and 767
- MANAGEMENT OF 11 HOTELS & RESORTS MAINLY LOCATED IN SEASIDE DESTINATIONS
- 2016 CONSOLIDATED REVENUES AROUND 1.2 BILLION EURO





TIP HAS INVESTED ABOUT 6 MILLION EURO IN DIGITAL MAGICS AND IS THE SINGLE BIGGEST SHAREHOLDER WITH > 18%





- DIGITAL IS NOW PERVASIVE IN EVERY SECTOR
- SEED CAPITAL EARLY STAGE IS ONE OF THE MOST PROMISING SEGMENT IN THE VENTURE CAPITAL INDUSTRY, PARTICULARLY IN DIGITAL

LEADERSHIP

DIGITAL MAGICS GROUP IS THE MAIN ITALIAN INCUBATOR AND THE ONLY ONE WITH SEVERAL LOCATIONS (7) THROUGH ITALY

OPEN INNOVATION

+
SEED CAPITAL
+
EARLY STAGE

- 72 STARTUPS IN PORTFOLIO MORE THAN 500 JOBS CREATED
- OPEN INNOVATION PROGRAMS WITH MAJOR ITALIAN COMPANIES SUCH AS POSTE, ENEL, SKY, E&Y, FASTWEB, NICE, CISCO AND OTHERS
- Relevant shareholder also of Talent Garden (TAG)

GROWTH
+
STRUCTURE

- DIGITAL MAGICS HAS RECENTLY STRENGTHEN ITS ROLE AS LEADER IN THE ITALIAN DIGITAL ECOSYSTEM THROUGH IMPORTANT PARTNERSHIPS AND ACQUISITIONS SUCH AS WEBWORKING, WITHFOUNDERS / INNOGEST AND UNIVERSITÀ TELEMATICA PEGASO.
- 2017 TARGET OF START UP AGGR. REVENUES: ~100 MILLION EURO
- 9 COMPANIES WITH ANNUAL REVENUES IN EXCESS OF 1 MILLION EURO







"PREFERRED" ACCESS TO DIGITAL MARKETS





SUPPORT TO TIP / TIPO
INVESTEE COMPANIES TO
APPROACH DIGITAL
MARKETS AND IDENTIFY
"CONTIGUOUS" STARTUPS





INVESTMENT
OPPORTUNITIES IN THE
MOST PROMISING DEALS
FOR TIP / TIPO

IN MARCH 2017 DIGITAL MAGICS HAS COMPLETED A 5 MILLION EURO CAPITAL INCREASE OF WHICH 1,3 MILLION SUBSCRIBED BY TIP

## TIP MOST RECENT INVESTMENTS



25% OWNED BY TIP / TIP'S F&F AND 19% OWNED BY DIGITAL MAGICS

### THE MAIN CO-WORKING HUB IN EUROPE

- COWORKING SPACES FOR DIGITAL ECOSYSTEMS TO MEET, WORK, LEARN AND COLLABORATE.
- 18 CAMPUSES IN 6 COUNTRIES, 1.500 TALENTS WORKING IN TAG AND 35.000 MEMBERS OF THE CLUB.
- TAG HAS COMPLETED A ROUND OF EQUITY AND DEBT FINANCING OF 12
   MILLION EURO MAINLY SUBSCRIBED BY TIP / TIP FAMILIES AND FRIENDS
   AND PRESTIGIOUS INTERNATIONAL INVESTORS.





# **FURLA**

CONVERTIBLE BOND OF 15

MILLION EURO TO BE

AUTOMATICALLY SWAPPED INTO

FURLA SHARES AT IPO

### LEADER IN HIGH QUALITY LEATHER BAGS AND ACCESSORIES

- 2016 CONSOLIDATED REVENUES >420 MILLION EURO (80% ABROAD) WITH AN YOY INCREASE OF >+24% (ACTUAL EXCH. RATE) AND EBITDA OF ABOUT 60 MILLION EURO.
- 444 STORES IN THE WORLD (50% DOS), THE PRODUCTS ARE AVAILABLE IN MORE THAN 1.200 MULTIBRAND AND DEPARTMENT STORES.
- DURING 2016 THE GROUP HAS OPENED AN IMPORTANT STORE IN BROMPTON (LONDON), ACQUIRED MINORITY STAKES OF FURLA BUSINESS IN AUSTRALIA AND SUBSCRIBED A JOINT VENTURE AGREEMENT FOR THE SHOPS IN PORTUGAL.





# AZIMUT BENETTI

INVESTMENT OF ~ 40 MILLION

EURO (75% VIA CAPITAL INCREASE) FOR A STAKE OF ABOUT 12%

### WORLD LEADING MANUFACTURER OF MEGA - YACHTS

- 16 TIMES OVER 18 YEARS FIRST IN THE GLOBAL ORDER BOOK.
- 11 SHIPYARDS, A SALES NETWORK OF 138 DEALERS IN OVER 70 COUNTRIES, MORE THAN 2.100 EMPLOYEES.
- 2016 CONSOLIDATED REVENUES AROUND 700 MILLION EURO.





## TIPO MOST RECENT INVESTMENTS



DIRECT AND INDIRECT INTEREST
IN IGUZZINI

#### ONE OF THE WORLDWIDE LEADERS IN ARCHITECTURAL LIGHTING

- TIPO BOUGHT A 14,3% OF THE GROUP IN 2015.
- IN JULY 2016 TIPO AND SOME MEMBERS OF THE GUZZINI FAMILY HAVE SET UP GH S.R.L. TO ACQUIRE 17,32% OF FIMAG S.P.A., THAT CONTROLS IGUZZINI ILLUMINAZIONE S.P.A. (THE MAIN ASSET) AND SOME OTHER ASSETS. THE IMPLICIT TOTAL STAKE IN IGUZZINI IS NOW AROUND 24%.
- 2016 CONSOLIDATED REVENUES OF AROUND 232 MILLION EURO AND EBITDA OF AROUND 29 MILLION EURO.







ACQUISITION OF 100% OF THE GROUP FOR ~200 MILLION EURO

### ITALIAN MARKET LEADER IN HIGH-QUALITY PROFESSIONAL HAND TOOLS

- During 2016 TIPO and TIP have structured a club deal in order to fund the total transaction.
- 11.000 REFERENCES, 100 DISTRIBUTORS, DIRECT PRESENCE ABROAD WITH 7 SUBSIDIARIES, AROUND 530 EMPLOYEES AND 3 PRODUCTION PLANTS.
- 2016 CONSOLIDATED REVENUES AROUND 130 MILLION EURO AND EBITDA OF AROUND 25 MILLION EURO.







# TIPO HAS INVESTED ABOUT 7 MILLION EURO BEFORE IPO

LISTED ON NASDAQ WITH A MARKET CAP OF AROUND 1,6 BLN

### LEADER IN A NICHE OF RADIOPHARMACEUTICALS

- AAA DEVELOPS, PRODUCES AND COMMERCIALIZES MOLECULAR NUCLEAR MEDICINE, DIAGNOSTIC AND THERAPEUTIC PRODUCTS IN THE FIELD OF ONCOLOGY, NEUROLOGY, CARDIOLOGY AND INFECTIOUS & INFLAMMATORY DISEASES.
- OPERATES IN BELGIUM, CANADA, FRANCE, GERMANY, ISRAEL, ITALY, NETHERLAND, POLAND, PORTUGAL, SPAIN, SWITZERLAND, UK AND USA, ITS DISTRIBUTION NETWORK COVERS MORE THAN 30 COUNTRIES.
- From the IPO, AAA ADS have increased by more than 130%.

IGUZZINI AND BETA UTENSILI BUSINESS CASES ARE EXAMPLES OF THE CAPABILITY OF TIP / TIPO TO HELP FAMILIES IN THE PROCESS OF SIMPLIFYING SHAREHOLDING AND GOVERNANCE