



Q1 FY14/15
Noteholder presentation

February 2015



Disclaimer

This presentation is strictly confidential and does not constitute or form part of, and should not be construed as, an offer or invitation or inducement to subscribe for, underwrite or otherwise acquire, any securities of Selecta Group B.V. (the Company and, together with its subsidiaries, the Selecta Group), nor should it or any part of it form the basis of, or be relied on in connection with, any contract to purchase or subscribe for any securities of the Selecta Group, nor shall it or any part of it form the basis of, or be relied on in connection with, any contract or commitment whatsoever. Any offer of securities of the Company will be made by means of an offering memorandum that will contain detailed information about the Selecta Group and its management as well as financial statements. This presentation is being made available to you solely for your information and background and is not to be used as a basis for an investment decision in securities of the Selecta Group.

The contents of this presentation are to be kept confidential and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. Neither the Selecta Group nor any other party is under any duty to update or inform you of any changes to such information. In particular, it should be noted that certain financial information relating to the Selecta Group contained in this document has not been audited and in some cases is based on management information and estimates.

No reliance may be placed for any purposes whatsoever on the information contained in this document or on its completeness. No representation or warranty, expressed or implied, is given by or on behalf of the Selecta Group, Goldman Sachs International, as representatives of the initial purchasers, or any of such persons' affiliates, directors, officers or employees, advisors or any other person as to the accuracy or completeness of the information or opinions contained in this document, and no liability whatsoever is accepted for any such information or opinions or any use which may be made of them. This material is given in conjunction with an oral presentation and should not be taken out of context.

Certain market data and financial and other figures (including percentages) in this presentation were rounded in accordance with commercial principles. Figures rounded may not in all cases add up to the stated totals or the statements made in the underlying sources. For the calculation of percentages used in the text, the actual figures, rather than the commercially rounded figures, were used. Accordingly, in some cases, the percentages provided in the text may deviate from percentages based on rounded figures.

Certain statements in this presentation are forward-looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties and assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties and assumptions could adversely affect the outcome and financial consequences of the plans and events described herein. Actual results may differ from those set forth in the forward-looking statements as a result of various factors (including, but not limited to, future global economic conditions, changed market conditions affecting the automotive industry, intense competition in the markets in which the Selecta Group operates, costs of compliance with applicable laws, regulations and standards, diverse political, legal, economic and other conditions affecting the Selecta Group's markets, and other factors beyond the control of the Selecta Group). The Selecta Group is under no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on forward-looking statements, which speak of the date of this presentation. Statements contained in this presentation regarding past trends or events should not be taken as a representation that such trends or events will continue in the future.

Although due care has been taken in compiling this document, it cannot be excluded that it is incomplete or contains errors. The Selecta Group, its shareholders, advisors and employees are not liable for the accuracy and completeness of the statements, estimates and the conclusions contained in this document. Possible errors or incompleteness do not constitute grounds for liability, either with regard to indirect or direct damages.

In order to be eligible to view this presentation, you must be (i) a non-U.S. person that is outside the United States (within the meaning of Regulation S (Regulation S) under the U.S. Securities Act of 1933, as amended (the Securities Act)) or (ii) a qualified institutional buyer (QIB) in accordance with Rule 144A under the Securities Act (Rule 144A), and by accepting this information, you warrant that you are (i) a non-U.S. person who is outside the United States (within the meaning of Regulation S) or (ii) a QIB. You further understand that in order to be eligible to view this information, you must be a person: (i) who has professional experience in matters relating to investments being defined in Article 19(5) of the United Kingdom Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the FPO), (ii) who falls within Article 49(2)(a)-(d) of the FPO, (iii) who is outside the United Kingdom, or (iv) to whom an invitation or inducement to engage in an investment activity (within the meaning of section 21 of the United Kingdom Financial Services and Markets Act 2005) in connection with the issue or sale of any securities may otherwise be lawfully communicated or caused to be communicated (all such persons together being referred to as Relevant Persons), and by accepting this information, you warrant that you are a Relevant Person. In relation to each Member State of the European Economic Area that has implemented the Prospectus Directive, this presentation and any related documents are only addressed to and directed at, and may only be distributed to and accessed by persons who are "Qualified Investors" within the meaning of Article 2(1)(e) of the Prospectus Directive. The securities are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such securities will be engaged in only with Qualified Investors. The information contained in this presentation should not be acted upon or relied upon in any Member State of the EEA by persons who are not Qualified Investors. For the purposes of this provision the expression "Prospectus Directive" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

The information contained herein does not constitute investment, legal, accounting, regulatory, taxation or other advice and the information does not take into account your investment objectives or legal, accounting, regulatory, taxation or financial situation or particular needs. You are solely responsible for forming your own opinions and conclusions on such matters and the market and for making your own independent assessment of this information. You are solely responsible for seeking independent professional advice in relation to this presentation and any action taken on the basis of this information. Investors and prospective investors in the securities of any issuer mentioned herein are required to make their own independent investigation and appraisal of the business and financial condition of such issuer and the nature of the securities. By participating in this presentation, you agree to be bound by the foregoing limitations.

THIS PRESENTATION IS NOT AN INVITATION TO PURCHASE SECURITIES OF THE SELECTA GROUP.

Content

- Introduction
- Financial review Q1 FY14/15
- Impact of Swiss Franc appreciation
- Outlook



Speakers

Remo Brunschwiler (CEO)



- Appointed Group CEO in January 2013
- Formerly CEO at Swisslog, global Swiss-based engineering company
- Proven track record in operational and financial transformation
- MBA from INSEAD, Fontainebleau France

Gary Hughes (CFO)



- Appointed Group CFO in January 2013, Group Financial Controller (2008-13)
- Formerly Head of Financial Reporting at Ciba Vision (Novartis Group), senior manager in Big 4 audit practice
- UK Chartered Accountant
- Expertise in business planning, financial reporting, IFRS and SOX

Company overview

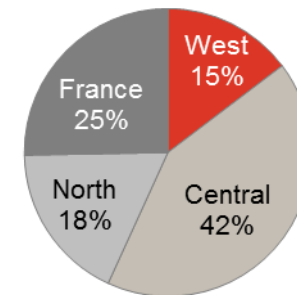
Selecta European presence



Selecta business overview

- 144,000 active machines
- 6 million customers every day
- 21 geographies across Europe
- 4,500 FTE's in 250 branches
- The leading vending machine operator in Europe
- Number 1 or 2 position in the key markets
- Strong brand recognition
- Diversified portfolio of product/concept offerings









Q1 FY 14/15 Turnover by region



Selecta product offering

Selecta offers a broad and diversified service offering tailored to each of its key markets

3 months ended 31 Dec 2014
year to date revenue

Activity	Selecta offering	€	Illustration	Illustration
Private Vending	<ul style="list-style-type: none"> Private Vending represents Selecta's largest concept by revenue with leading positions in key geographies Led by hot drink vends, with opportunity to cross-sell impulse machines to complement offering 	€ 99m	 <p>■ Private 56%</p>	
Public Vending	<ul style="list-style-type: none"> Selecta is a European leader in Public Vending Impulse vends centered around rail, metro and airport offering Hot drink vends led by petrol station offering 	€ 37m	 <p>■ Public 21%</p>	
Office Coffee Services ("OCS")	<ul style="list-style-type: none"> Selecta is the leader in the Nordics region with growth opportunities across Europe Coffee offering from table-top machines Selecta rents out the machines, provides the technical service and supplies the ingredients to be used in the relevant machines 	€ 20m	 <p>■ OCS 12%</p>	
Other services	<ul style="list-style-type: none"> Trade business includes the sale of ingredients, machines and machine parts Focus on offering technical services to existing clients and other third parties 	€ 20m	 <p>■ Other 11%</p>	

Content

- Introduction
- Financial review Q1 FY14/15
- Impact of Swiss Franc appreciation
- Outlook



Summary Q1 FY14/15

Highlights

- Sales continue to stabilise – revenue in line with prior year (versus -3.5% in previous quarter)
 - Net growth shows positive results of sales force effectiveness programme coming through
 - Rollout of new machines continues to generate new clients and sales uplift on reinvestments
 - Sales growth offset by continued impact from loss of Avia
 - Same machine sales* still running at -3%
- Adjusted EBITDA M€ 4.2 below prior year due to:
 - Lower profit on sale of assets (€ 1.0m)
 - Increase in vacation provision (€ 0.6m) – impact will reverse in coming quarters
 - Investment in sales force (+20 additional FTE's) and additional logistics and technician costs associated with the rollout of new machines.
- Capex of M€ 17 in Q1 reflects higher investment in new business in line with expectations

*Note: same machine sales excludes the impact of reinvestments at existing client sites

P&L

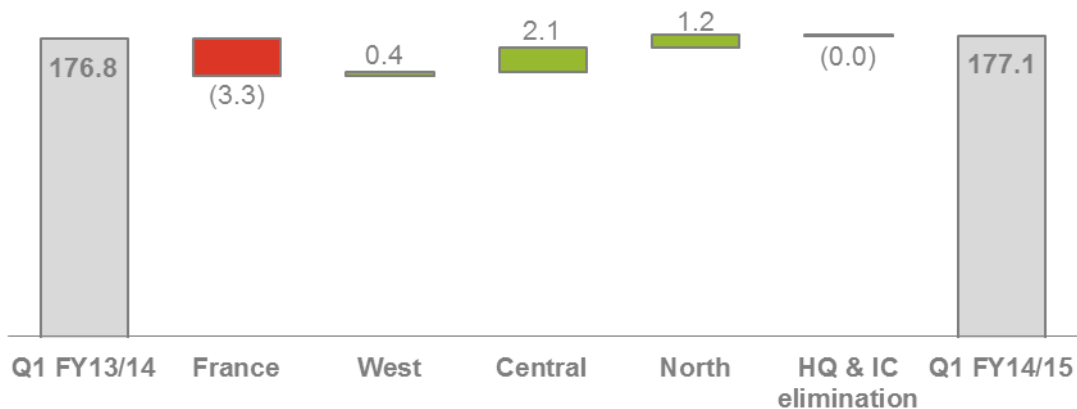
€m	Q1 FY13/14	Q1 FY14/15	% Change
Revenue	176.8	177.1	0.2%
Materials and consumables used	(56.0)	(56.2)	0.3%
Gross profit	120.8	120.9	0.1%
<i>% margin</i>	68.3%	68.3%	0.0 pts
Employee benefits expense	(54.0)	(56.4)	4.4%
Other operating expenses	(38.9)	(39.8)	2.4%
EBITDA	27.9	24.7	-11.5%
<i>% margin</i>	15.8%	14.0%	-1.8 pts
Adjustments ¹	2.9	1.9	-33.5%
Adjusted EBITDA	30.8	26.6	-13.5%
<i>% margin</i>	17.4%	15.0%	-2.4 pts
Depreciation	(15.0)	(14.5)	-3.3%
<i>% revenue</i>	-8.5%	-8.2%	0.3 pts
Adjustments ¹	0.1	0.0	-99.5%
Adjusted EBITA	15.9	12.1	-23.8%
<i>% margin</i>	9.0%	6.8%	-2.1 pts
Amortisation	(6.4)	(6.4)	0.2%
Adjusted EBIT	9.5	5.7	-39.8%
<i>% margin</i>	5.4%	3.2%	-2.1 pts

¹ Includes restructuring/redundancy costs, profit/loss on sale of assets and other adjustments.

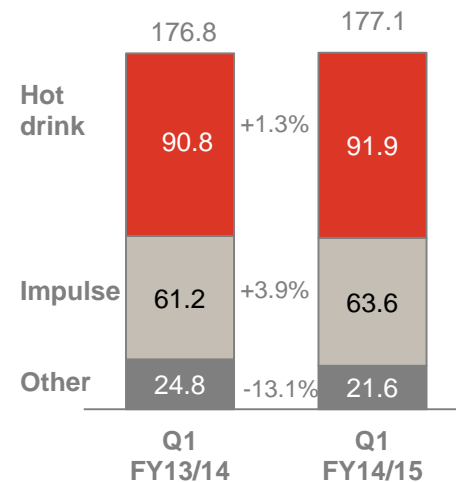
Revenue Q1 FY14/15

- **Q1 revenue flat versus prior year**

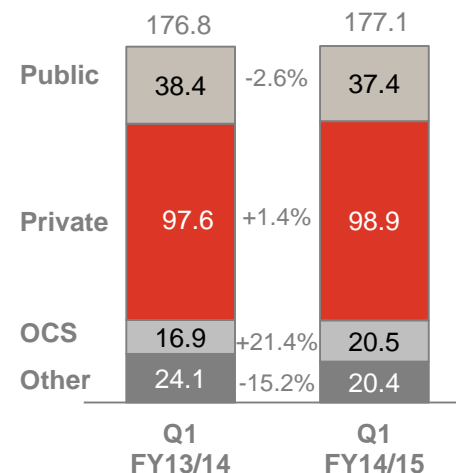
- Sales flat versus prior year (+0.2%) compared to -3.5% in the previous quarter
- Strong net growth offset by continued impact of loss of Avia in France in Q2 2014, and same machine sales still running at -3%
- Sales in France € 3.3m (-6.9%) below prior year. Impact from loss of Avia was € -1.6m in the quarter, whilst trade sales were € -1.6m below prior year.
- Sales in West region were slightly higher than previous year (€ +0.4m, +1.4%) as sales continue to stabilise in the UK post the restructuring exercise completed in 2013
- Sales in Central region were € 2.1m (+2.9%) ahead of prior year. Sales in Switzerland were € 1.1m ahead, whilst Germany and Spain also showed growth on the back of new business gains (+4.0% and +5.8% respectively)
- Sales in region North continue to show growth against prior year (€ +1.2m, +3.8%) driven by the continued impact of the rollout of the new Ferrara machine as well as the impact of the part of coffee price increases which can be passed on to customers



Revenue by Product Mix



Revenue by Concept

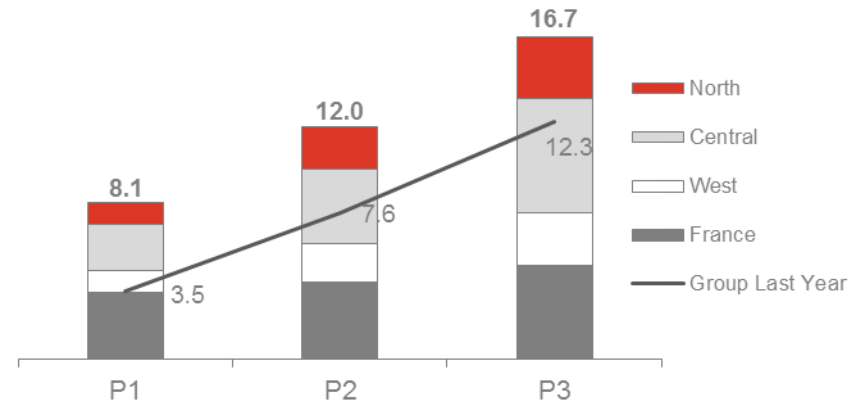


Net growth

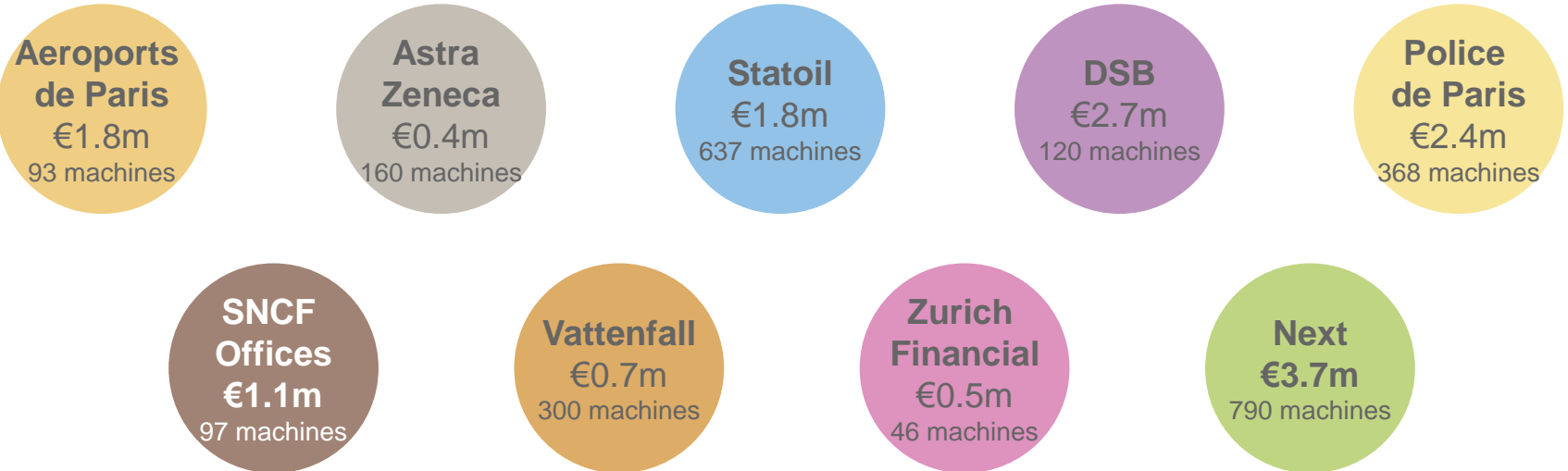
ARO¹ revenue gains and losses

€m	ARO LTM	ARO YTD
Gains	69.0	16.7
Losses	(43.9)	(7.9)
Net gains	25.1	8.8
LTM Revenue	697.3	
Net growth %	3.6%	
Retention rate	93.7%	

ARO¹ gains YTD (€m)



Recent contract gains

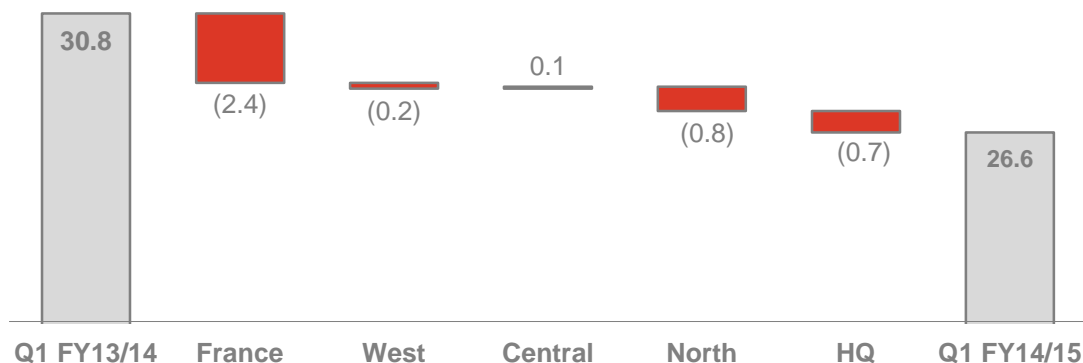


¹ ARO = annualised rate of occurrence, representing 12 months revenue

EBITDA Q1 FY14/15

- **Q1 adjusted EBITDA -13.5% versus prior year**

- Adjusted EBITDA of € 26.6m was € -4.2m (-13.8%) below last year
- Profit on sale of assets in France € 1.0m lower in current year than previous year. EBITDA in the quarter further impacted by € 0.6m cost resulting from increase in vacation provision in Switzerland. Remainder of EBITDA shortfall due to investment in sales force (+20 additional FTE's) and additional logistics and technician costs associated with the rollout of new machines, both of which expected to contribute to profit growth in remainder of the year
- EBITDA adjustments of € 1.9m were € 1.0m lower than prior year
- EBITDA in France was € -2.4m (-36.3%) below last year, due to the lower sales base, lower profit on sale of assets (€ -1.0m) and additional costs incurred due to recruitment of additional sales reps
- EBITDA in West region € -0.2m (-9.3%) below last year above last year primarily due to lower sales in Netherlands. UK delivered EBITDA growth in the quarter
- EBITDA in Central region in line with prior year. Excluding the impact of the increase in vacation provisions in Switzerland EBITDA growth in the region € +0.7m (+3.6%) reflecting the sales delivery
- Adjusted EBITDA in the quarter in North region € -0.8m (-12.4%) versus prior year due to lower gross margins as a result of the increase in coffee prices which cannot be passed on to customers as well as exceptional logistics and technical costs associated with the rollout of the Ferrara machine



Adjustments

€m	Q1 FY13/14	Q1 FY14/15
Restructuring/redundancy	(1.0)	(0.8)
Project expenses	(1.8)	(1.1)
Total EBITDA one-offs	(2.9)	(1.9)
Asset write-offs	(0.1)	(0.0)
Total EBITA one-offs	(3.0)	(1.9)

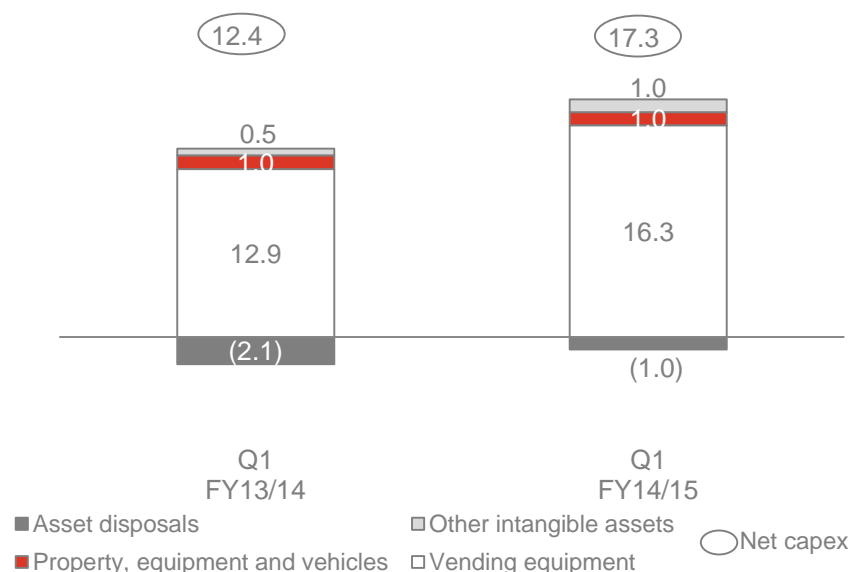
Cash flow statement and capex Q1 FY14/15

Cash flow statement

€m	Q1 FY13/14	Q1 FY14/15	% Change
Net cash from operating activities	14.4	(9.6)	-167.1%
Capex	(9.7)	(16.1)	66.5%
Finance lease payments	(0.6)	(1.4)	124.7%
Net cash used in investing activities	(10.3)	(17.6)	71.6%
Free cash flow	4.1	(27.3)	-770.6%
Proceeds from borrowings	-	29.1	
Repayment of borrowings	0.7	0.0	
Interest paid and other items	(4.3)	(19.1)	
Net cash from financing activities	(3.6)	10.1	
Change in cash and cash equivalents	0.5	(17.2)	

- Net cash generated from operating activities of € -9.6m driven by temporary increases in working capital, in particular lower accounts payable at 31 December 2014 and machines in stock awaiting installation at client sites
- Net cash used in investing activities increased by 71.6% to € 17.6m reflecting the increased investment in machines as well as lower asset disposals
- As a result, free cash flow was € -27.3m in the quarter
- Net cash from financing activities reflects a drawing on the revolving credit facility to cover the short term working capital requirements as well as payment of the December interest on the bond.

Capex spend¹ (€m)



- Net capex of € 17.3m was € 4.9m higher than last year
- Reflects return to more normal levels of capex spend and high levels of new business installed in Q1 FY14/15 (€ 16.7m ARO new gains)
- Increased investment driven in particular by rollout of new machine generations including the Ferrara and Mirante
- Cash received from asset disposals € 1.1m lower than in the equivalent period last year

¹ Total capital expenditure including cash and finance lease capex.

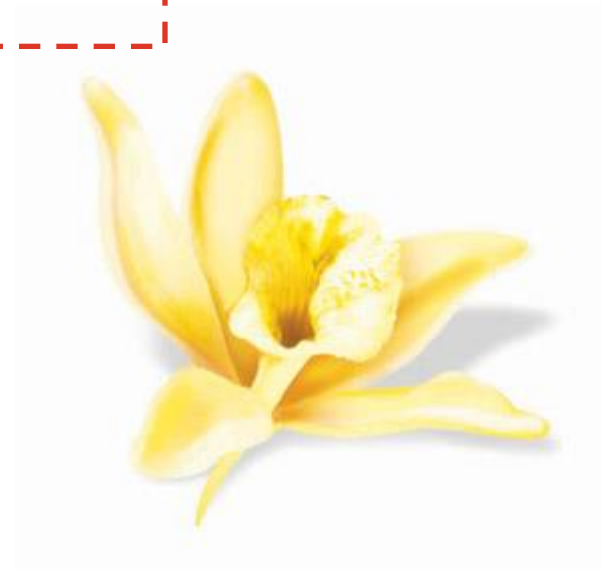
Net debt 31 December 2014

€m	31 Dec 2014
Cash at bank	28.1
Revolving credit facility	30.0
Senior secured notes	553.8
PIK loan	233.8
Accrued interest	1.7
Finance leases	14.9
Total debt	834.2
Net debt	806.1
Net senior debt	570.6
Adjusted EBITDA last twelve months	123.1
Leverage ratio	4.6

- Leverage ratio has increased to 4.6 reflecting the temporary increase in working capital as well as the lower adjusted EBITDA

Content

- Introduction
- Financial review Q1 FY14/15
- Impact of Swiss Franc appreciation
- Outlook



Impact of CHF appreciation on Group financials

- **Senior leverage ratio and interest cover will not be impacted to any large degree by the Swiss Franc (CHF) appreciation. Any impact will be marginally positive**
 - The proportion of revenues, profits, cash and senior debt generated in Swiss Francs, *including all Swiss operating and holding companies*, in the consolidated financial statements for the year ended 30 September 2014 was as follows:
 - Revenues 29%
 - Adjusted EBITDA 40%
 - Free cash flow 44%
 - Senior debt 36%
 - The issuance of the bond in a EUR and a CHF tranche created a natural hedge between the currency mix in EBITDA and net debt, as well as free cash flow and interest charges
 - Based on the above the appreciation of CHF the increased EBITDA will cover the increased net debt whilst the increased free cash flow will cover the increased cash interest liabilities
- **No goodwill impairment would result as a direct impact of the CHF appreciation**
 - Goodwill value fixed in Euro at historic rates
 - Discounted cash flow generated in CHF will create additional headroom in region Central (headroom at 30 Sep 2014 was M€ 465)

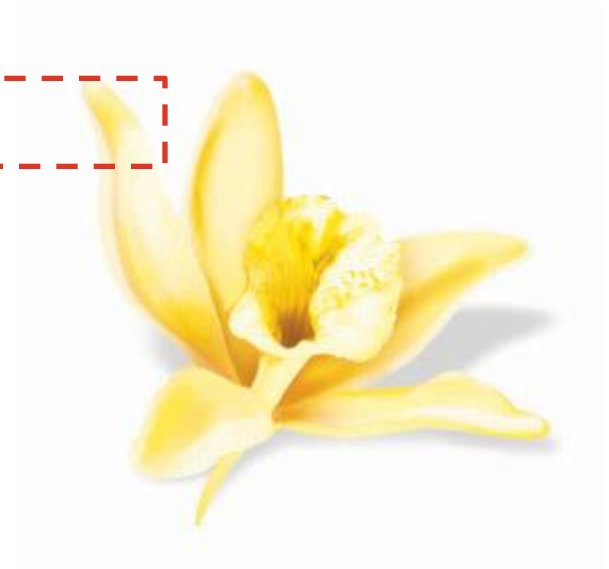
Operational impacts on Selecta Switzerland

- **Short term marginal EBITDA benefit from reduced purchase prices in Switzerland**
 - > 90% of costs in Selecta Switzerland sourced in Switzerland
- **Pressure on selling prices**
 - General price pressure in Switzerland from cheaper imports will put pressure on selling prices
 - One time impact from adjustment of 16'000 machines and loading stations which accept cash in EUR
- **Longer term impacts dependent on development of Swiss economy**
 - Recession led by downturn in export business in Switzerland would create risk for private vending in particular

Content

- Introduction
- Financial review Q1 FY14/15
- Impact of Swiss Franc appreciation

- Outlook



Outlook

2015 full year expectations maintained: range of 2-5% sales growth at comparable EBITDA margins

- Growth supported by full implementation of sales force effectiveness programme with increased numbers of sales reps in major markets
- Starbucks *on the go* trials in petrol and convenience retail continue – first wave of 50 machines at petrol station convenience store chain in UK currently being installed
- Rollout of the Group's new machine generations continues apace with higher levels of capex spend
- EBITDA margin maintained with continued strong focus on cost management
- Outlook guidance excludes potential impact of CHF appreciation
 - Assuming EUR/CHF rate of 1:1.05 additional growth in the current year arising from the consolidation of Swiss operations would be approximately 3%
 - Potential impact on Swiss operations if the CHF appreciation leads to an export led recession or stagnation of growth not quantifiable at this time