

# PLEASE SEE IMPORTANT DISCLOSURES & COPYRIGHT INFRINGEMENT IN THE APPENDIX

#### **Executive Summary**

Incorporated in 2012, One Great Studio Company Limited (1GS) is a Jamaican Digital-First Agency seeking to list on the Junior Market of the Jamaican Stock Exchange. The Company is inviting applications for up to 338,627,439 ordinary shares in the Company at a price of \$1.00 per share. The Company intends to use the funds raised to reduce the debt owed, pursue strategic growth initiatives and develop human capital.

Issuer	One Great Studio Company Limited										
Arranger	Barita Investments Limited										
Securities	Up to 338,627,439 ordinary shares.  • General Public Shares – 169,313,720  • Reserved Shares – 169,313,719										
Price per share	\$1.00 per share for all subscription pools										
Minimum Subscription	10,000 shares; amounts above this must be made in increments of 1 share.										
Use of Proceeds	<ul> <li>Reduce the debt owed to Barita Investments Limited</li> <li>Develop new products and lines of business and fund regional and international expansion.</li> <li>Build marketing and business development capabilities while increasing the operational and production capacity of the Company to meet the increasing demand.</li> <li>Invitation and Listing Expenses.</li> </ul>										
Dividends Policy	The Company intend to pursue a liberal dividend policy that projects an annual dividend of up to 30% of net profits available for distribution, subject to the need for reinvestment in the Company.										
Trailing P/E ratio	33.4x										
P/B ratio	7.5x										
Timetable of Key Dates	Opening Date: August 28, 2023 Closing Date <sup>1</sup> : September 18, 2023										
<b>Estimated Fair Value</b>	\$1.15 <sup>2</sup>										
Recommendation	OVERWEIGHT/BUY										

<sup>&</sup>lt;sup>1</sup> Subject to the right of the Company to close the subscription list at any time after it opens on 9:00 a.m. on the Opening Date.

<sup>&</sup>lt;sup>2</sup> See the valuation section for further details on valuation.

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#### **Company Overview**

One Great Studio Company (1GS) was incorporated in 2012 under the Companies Act of Jamaica. Djuvane Browne and Gina DeLisser are the founders. It is domiciled in Jamaica, with its registered office at 32 Lady Musgrave Road, Kingston 6. One Great Studio is a Digital-First Agency that offers a comprehensive suite of digital marketing services, prioritising digital channels, including branding, design, development, optimisation, and analytics. The principal activities of the Group are to provide search engine optimisation (SEO), web design and development and software development services.

The Company has three subsidiaries: (i) High Voltage Digital LLC, (ii) One Great Studio LLC and (iii) Snapay Limited. In September 2022, 1GS acquired the assets of a complementary U.S. based agency, High Voltage SEO (HVSEO). The acquisition saw 1GS, through its subsidiary, High Voltage Digital LLC, obtaining from HVSEO its customer contracts, perpetual licences to use the educational platform and SEO software, and standard operating procedures used to carry out search engine optimisation activities effectively. One Great Studio LLC operates some of the core administrative functions of 1GS, including the global processing of payments. Snapay Limited is a non-operating and currently dormant company incorporated for a proprietary digital product that the Company has not yet marketed.

1GS's team comprises 55 team members from 12 countries across the globe. They are Strategists, Designers, Developers, Marketers, SEOs, Data Scientists, Project Managers, Campaign Managers, Writers, Customer Success Managers and Administrators.



### **Details of Shareholdings**

One Great Studio Limited is currently owned by two entities: QVRFL Holdings Limited $^3$  – 37.37% and EZ4712 Holdings Limited $^4$  – 25.10%. The table below shows the percentage of shareholdings in 1GS, assuming the public and the reserved share applicants fully subscribe to the invitation.

Shareholder	Number of Shares after Invitation	Ownership %
QVRFL Holdings Limited	506,216,988	29.90%
EZ4712 Holdings Limited	339,994,764	20.08%
Barita Investments Limited	132,908,616	7.85%
Young Tigers Holdings Limited	71,411,004	4.22%
GoGo Search Ventures Limited	68,875,020	4.07%
Operor Auctus Limited	48,817,692	2.88%
Marc & Cheyenne-Kari Gayle	31,987,980	1.89%
Jorden Investments Limited	28,818,000	1.70%
Nicholas & Ruth Browne	25,417,476	1.50%
AHL (SPV) OGS Limited	24,783,480	1.46%
Simone Bowie Jones	23,054,400	1.36%
Collette Kirlew	14,409,000	0.85%
Rezworth Burchenson	10,605,024	0.63%
Charmaine DeLisser	8,645,400	0.51%
George Anthony Limited	7,780,860	0.46%
Gabsean Limited	5,763,600	0.34%
Judith DeLisser	2,881,800	0.17%
Nathan DeLisser	1,095,084	0.06%
Gary & Carissa Messado	1,037,448	0.06%
General Public	169,313,720	10.00%
Key Strategic Partners	152,382,348	9.00%
1GS Team Members	16,931,371	1.00%
<b>Total Issued Shares after Invitation</b>	1,693,131,075	100.00%

<sup>&</sup>lt;sup>3</sup> The legal and beneficial owners of QVRFL Holdings Limited are Djuvane Browne and Rachel Browne

<sup>&</sup>lt;sup>4</sup> The legal and beneficial owner of EZ4712 Holdings Limited is Gina DeLisser.

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#### **Corporate Governance**

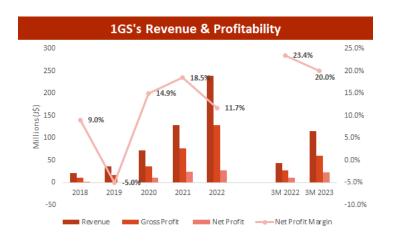
The Company is led by a seven-member board of directors, of which four are independent non-executive members and three are non-independent members. Notably, the Company has requested that the JSE waive the requirement of having a mentor appointed pursuant to the JSE Junior Market Rules as several directors on the board have the necessary experience to guide the Company in respect of the JSE Junior Market Rules. The board's expertise includes finance & accounting, risk management, compliance, legal, general

Name	Position						
John Bailey	Chairman, Independent Non-						
,	Executive Director						
Djuvane Browne	Co-Founder, Executive Director and Chief Executive Officer (CEO)						
	Co-Founder, Executive Director						
Gina Delisser	and Chief Operations Officer						
	(COO)						
	Independent Non-Executive						
Jacqueline Sharp	Director and Chairman of the Risl						
	and Audit Committee						
	Independent Non-Executive						
Simone Bowie Jones	Director and Chairman of the						
	Remuneration Committee						
Rachel Browne	Non-Executive Director and						
Racifer Browne	Company Secretary						
	Independent Non-Executive						
Marc Ramsay	Director and Chairman of the						
iviai C Ivailisay	Corporate Governance						
	Committee						

management, strategic management and entrepreneurship.

#### **Financial Performance**

#### **Profitability**



One Great Studio (1GS) posted revenue of \$238.9M for the year ended December 31, 2022, an 86.4% increase year-over-year. Revenues have grown consistently over the last five years at a compound annual growth rate (CAGR) of 82.7%. This growth was attributed to increased service offerings, improved operating procedures, refined pricing

strategies and, more recently, the acquisition of the assets and operations of HVSEO, completed in September 2022. 1GS highlighted that before the acquisition, web development service was the largest source of revenue. However, since the acquisition of HVSEO, the search engine



optimisation (SEO) business line became the largest contributor in just approximately three and a half months of the company's 2022FY (37.89%), website and application development (37.56%), digital strategy and marketing (14.98%) and branding and creative (9.57%).

Subsequently, revenue increased by 159.9% for the 3M period that ended March 2023, to \$114.9M from \$44.2M in the corresponding quarter in 2022. This increase was driven by the SEO business line, which accounted for 73.2% of revenue, followed by website and application development, contributing 17.1% of total revenue.

The company's gross profit has grown at a CAGR of 82.4%, moving from \$11.5M at the end of December 2018 to \$127.9M in 2022. 1GS's gross margin fluctuated throughout the four-year period (FY2018-FY2022), peaking at 59.1% for the 2021FY, as the year-over-year growth in revenue outpaced the cost of sales. However, the company's gross margin declined to 53.5% for the 2022FY, primarily due to the incorporated expenses of the newly acquired SEO business line, which are heavily skewed toward direct costs through contract labour and commissions. Nevertheless, gross profit improved to \$127.9M from \$75.8M in the 2021FY. More recently, for the 3M 2023 period, the company's sales cost outpaced the revenue growth, increasing to \$54.9M from \$16.6M in the prior comparable period due to direct costs associated with the SEO revenue segment. As such, the gross margin for the 3M period in 2023 deteriorated year over year to 52.2% from 62.6% in the prior comparable period.

Administrative and General expenses grew at a CAGR of 71.6% during the period. The 2021FY saw the most significant increase year over year (107.4%) in operating expenses due primarily to increased staff-related costs, accounting for 54.4% of the total operating expenses. Notably, management highlighted that staff cost captured in Operating Expenses consists of compensation for work that was not directly related to a project (i.e., overhead). In contrast, staff costs directly associated with a project were recognised under direct expenses. For the 2022FY, operating expenses rose 58% year over year, reported at \$65.8M, driven by increased salaries and staff-related costs, which climbed to \$39.3M from \$22.7M. Nonetheless, the operating expenses ratio improved to 27.5% from 32.5% in 2021FY, indicating improvement in the company's operational efficiency.

For the 2022FY, operating profit was \$62.1M, up 81.7% from the prior year. This growth in operating profit was primarily driven by the inorganic expansion of the company and improved operational efficiency. Notably, operating profits moved from \$3.97M in FY2018, a CAGR of 98.9%. The company's operating margin experienced a downturn from 26.7% in the 2021FY to 26%, but still above the 4-year average gross margin of 21.9%. Subsequently, for the 3M 2023FY



period, 1GS's operating margin rose to 37.0% from 31.5% in the prior comparable period. The reduction reflects an improvement in the company's operating expense ratio to 15.2% from 31.1% in Q1 2022. Operating profit increased to \$42.6M from \$13.9M in Q1 2022.

Despite the increase in 1GS's finance cost, which rose to \$12.3M from \$953.5K in 2021FY, due to debt financing used for the acquisition and acquisition-related cost of \$10.1M, profit before tax improved by 22.1% year over year to \$35.5M for the 2022FY. Net profits have grown at a CAGR of 95.1% since 2018, up from \$1.92M. Net profit was reported at \$27.9M in 2022FY compared to \$23.7M in 2021FY, which was 17.9% higher. However, the net profit margin stood at 11.7% for the 2022FY, down from 18.5% reported in the 2021FY and up from 9.0% in the 2018FY. The return on average equity stood at 29.2% for the 2022FY, down from 119.8% in 2021FY. The return on average assets was 10.5% for the 2022FY, compared to 57.8% in the previous year. Subsequently, for the 3M period 2023FY, net profit amounted to \$22.99M, up 121.8% from the \$10.37M reported for the same period in 2022. The net profit margin stood at 20.0% for the 3M period, down from 23.4% for the previous comparable period.

#### *Liquidity & Solvency*

Total assets grew at a CAGR OF 168.8% from 2018FY to 2022FY. As at December 31, 2022, total assets amounted to \$478.1M, up from \$53.3M booked in the 2021FY. The largest asset class as at 2022FY was intangible assets, booked at \$339.9M, accounting for 71.1% of total assets. The growth in intangible assets was due to the acquisition of HVSEO, which includes licenses, proprietary content, and goodwill. Moreover, cash balances and short-term investments improved year over year to \$40.4M and \$45.8M, respectively.

Furthermore, Total assets climbed to \$523.8M at the end of Q1 FY2023, an increase of 9.6% relative to the 2022FY. This increase is driven by the increase in short-term investments and cash balances, which rose by 67.2% and 34.8%, respectively.

Total liabilities have grown at a CAGR of 136.1% over the four-year period. As at December 2022, total liabilities stood at \$318.7M, an increase of \$297.1M. Current liabilities increased by 152.8%, from \$14.6M to \$36.9M. This jump is attributable to a \$16.6M increase in trade payables. Trade payables as at the end of the 2022FY were booked at \$25.5M, compared to \$9.1M as at the end of the 2021FY. Non-current liabilities surged to \$281.7M as at the end of the 2022FY, compared to \$7.0M booked in the 2021FY. The \$270M loan to fund the acquisition of the assets of HVSEO fuelled the growth in non-current liabilities. Overall, the increase in 1GS's liabilities corresponds to a rise in total interest-bearing debt to \$287.5M, up from \$10.1M. As such, the company's



leverage increased as the debt/equity ratio moved from 0.32x to 1.80x. Total equity increased by 403.1%, from \$31.7M in 2021 to \$159.4M in 2022. This growth is attributable to the addition of paid-in capital of \$110.6M by shareholders.

The company's current ratio for FY2022 was 3.51x, an improvement from the 2.92x recorded in 2021.

#### Cash Flow Statement Overview

1GS's cash from operating activities (CFO) represented inflows of \$30.8M for the twelve-month period, relative to inflows of \$20.3M in 2021. The improvement in CFO was mainly driven by the increase in profit after taxation. Notably, the changes in working capital moved from an outflow of \$8.5M in FY2021 to an outflow of \$13.1M in FY2022.

Cash from investing activities represented an outflow of \$387.6M for FY2022, relative to an outflow of \$2.4M in FY2021. Acquisition of intangible assets related to HVSEO was the primary driver of the net cash used in investing, which amounted to \$339.8M.

1GS's cash from financing activities improved to \$371.6M due to debt received amounting to \$285.7M and capital received from shareholders of \$110.6M. The debt was used to acquire HVSEO.

In FY2022, the company experienced a gain of \$14.8M to its cash balance. For the 3M period in 2023, the Company's working capital position improved relative to the 2022FY. The operating cash flow before working capital amounted to \$38.5M compared to \$48.7M in the 2022FY. The change in working capital during the period resulted in a net inflow of \$15.6M relative to an outflow of \$13.1M in the 2022FY. Consequently, net operating cash flow for the 3M period ended March 2023 showed a gain of \$49.0M.

#### Outlook

1GS's recent acquisition of HVSEO's assets and operations is expected to strategically enhance the company's revenue growth by emphasising the critical role of the search engine optimisation (SEO) business line. Notably, the SEO revenue segment contributes 73.2% to the company's total revenue, with a significant portion originating internationally. The SEO industry encompasses a range of services, such as keyword research, content creation, link building, technical optimisation, and analytics. Projections indicate that the global SEO market is poised to reach



U.S. \$234.8 billion by 2030, exhibiting a robust CAGR of 17.6% during 2022-2030<sup>5</sup>This growth is propelled by factors like the expansion of online data, widespread high-speed internet adoption, increased e-commerce activities, and a rising demand for personalised user experiences.

Its transformative impact on the digital realm is evident in the dynamic landscape of the Search Engine Optimization (SEO) Services market. Offering diverse solutions in this market is pivotal for enhancing online visibility and search engine rankings, which is essential for businesses aiming to establish a robust online presence and expand their audience reach. The surge in mobile device usage for product and service searches underscores the importance of local search optimisation, generating a rise in demand for localised SEO services. This trend enables businesses to secure favourable positions in local search results and effectively connect with potential customers in their vicinity.

The digital marketing industry is growing primarily due to increased internet penetration and amplified digital marketing expenditures. Notably, global internet penetration in 2022 was approximately 67.9% in 2022, while digital marketing spending expanded by 15.2% over 2021. The company's strategy of introducing new products and services based on client needs and cross-selling to existing and acquired clients aligns with its digital-first approach.

As the landscape shifts from traditional to digital marketing, the precision targeting, measurable outcomes, cost-effectiveness, and engagement opportunities offered by digital strategies have propelled them to the forefront. This trend is anticipated to persist as technology advances and consumer behaviours evolve in the digital era. Forecasts reveal a contrast between traditional and digital marketing spending trends, with a projected 0.55% increase in traditional advertising spending and a substantial 13.59% increase in digital marketing spending by 2024, as per a U.S. B2B marketers' survey<sup>7</sup>This presents an opportunity for 1GS to capitalise on the escalating demand for digital services.

However, it is essential to acknowledge the potential impact of economic uncertainty, given the industry's procyclical nature. Consumers often curtail discretionary spending during such periods, potentially reducing demand for digital services, which may affect the company's revenue. Additionally, 1GS's reliance on a concentrated client base could impact consistent revenue generation and cash flow. Nonetheless, the company's proactive initiative to diversify revenue

<sup>&</sup>lt;sup>5</sup> https://www.globenewswire.com/en/news-release/2023/02/15/2609266/0/en/Search-Engine-Optimization-Services-Market-Size-Growing-at-17-6-CAGR-Set-to-Reach-USD-234-8-Billion-By-2030.

<sup>&</sup>lt;sup>6</sup> 1GS Prospectus

<sup>&</sup>lt;sup>7</sup> https://www.amraandelma.com/digital-marketing-vs-traditional-marketing-statistics.

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streams across client segments and geographical regions is expected to bolster its resilience against economic shocks.

#### **Valuation**

We used the Discounted Free Cash Flow to Equity (FCFE) and the market comparable approach for our valuation. For the FCFE valuation, we forecasted earnings for the next five (5) financial years, with the Company reaching a steady rate of FCFE growth. This resulted in an intrinsic value of \$0.92. Also, we utilised the harmonic mean of Junior Market P/E of 16.6x with a forward EPS of \$0.113 to compted an intrinsic value of \$1.37. The average of these methods generated our price target of \$1.15.

#### **Investment Positives and Negatives**

Positives	Negatives							
1GS demonstrated its capacity for organic and	The Company operates in a highly competitive sector,							
inorganic revenue growth, exemplified by a strong	particularly in the digital advertising and search engine							
historical growth rate and its acquisition of a US-based	optimisation field, which is expanding globally. The							
company, HVSEO.	industry's low barriers to entry make it easy for new							
	players to enter. Consequently, 1GS is susceptible to							
	rivalry from established leaders and emerging							
	challengers within the industry.							
The Company has an experienced board and senior	Although the Company has successfully used its assets							
managers with a broad range of expertise.	to generate revenues, most are intangible.							
1GS operates in a dynamic high-growth industry, which	1GS's reliance on a concentrated client base could							
allows the company to continuously evolve the services	impact consistent revenue generation and cash flow.							
offered and adapt to market changes while bolstering								
revenue and profitability.								
The diversity and complementary nature of business	During periods of economic uncertainty, consumers							
lines have enabled 1GS to be well-positioned as a full-	tend to lower discretionary spending, which may lead							
service Digital-First Agency to serve clients and cross-	to lower demand for services offered by 1GS.							
sell. Furthermore, diversified revenue streams from								
geographical regions, currency and client segments								
bode well for the company.								

#### Recommendation

We recommend One Great Studio Company Limited at **BUY/OVERWEIGHT**, given the company's growth prospects and our estimation of a fair price of \$1.15, which translates to a potential



upside of 15%. This offer is suitable for investors with a medium to high-risk appetite and a medium- to long-term investment horizon as the company is in the growth phase of its life cycle.

Abridged Financials	YEAR END							TU	DE	E MONTHS					
Abilugeu Filialiciais		YE2018		YE2019		YE2020		YE2021		YE2022	Change	Mar-22	VL.	Mar-23	Change
Revenue	\$	21,445,898	\$	36,118,810	\$	71,710,438		128,181,489	\$	238,934,377	_		\$	114,936,436	159.9%
Gross Profit	\$	11,548,250	\$	17,449,252	\$	36,631,982	\$	75,787,975	\$	127,868,691	68.7%	\$ 27,678,787	\$	59,996,476	116.8%
Operating Profit	\$	3,970,705	\$	4,318,912	\$	16,568,886	\$	34,168,252	\$	62,090,209	81.7%	\$ 13,938,639	\$	42,580,898	205.5%
Profit for the year	\$	1,924,354	\$	(1,803,453)	\$	10,701,225	\$	23,664,136	\$	27,901,244	17.9%	\$ 10,368,364	\$	22,991,872	121.8%
Cash and Cash Balances	\$	704,870	\$	2,756,372	\$	11,235,567	\$	26,826,013	\$	40,381,002	50.5%	-	\$	54,444,457	
Total Assets	\$	9,159,198	\$	11,482,698	\$	28,567,767	\$	53,290,663	\$	478,078,685	797.1%	\$ -	\$	523,768,432	
Total liabilties	\$	10,249,314	\$	14,376,266	\$	20,760,110	\$	21,599,501	\$	318,655,668	1375.3%	\$ -	\$	342,805,848	
Total Shareholder's Equity	\$	(1,090,116)	\$	(2,893,569)	\$	7,807,657	\$	31,691,162	\$	159,423,017	403.1%	\$ -	\$	180,962,584	
CFO	\$	1,598,809	\$	6,048,290	Ś	13,378,674	\$	20,367,585	Ś	30,836,197	51%	_	\$	49,015,042	
CFI	\$	(164,940)	\$	(1,868,550)	\$	(2,385,100)	\$	(2,396,966)	\$	(387,605,003)	16071%		\$	(30,402,003)	
CFF	\$	(1,026,506)	\$	(2,128,238)		(2,514,380)		(2,952,489)	\$	371,605,560		-	\$	(3,905,797)	
Key Ratios															
Gross Profit margin		53.8%		48.3%		51.1%		59.1%		53.5%		62.6%		52.2%	
Operating Margin		18.5%		12.0%		23.1%		26.7%		26.0%		31.5%		37.0%	
Net Profit margin		9.0%		-5.0%		14.9%		18.5%		11.7%		23.4%		20.0%	
Return on average Assets		-		-17.5%		53.4%		57.8%		10.5%		-		-	
Return on average Equity		-		90.5%		435.5%		119.8%		29.2%		-		-	
Current ratio (x)		-		-		-		2.92		3.51		-		3.14	
Debt/Equity (x)		-		-		-		0.32		1.80		-		1.60	

Sources: http://www.Jamstockex.com, JMMB Investment & Research, Bloomberg, Company Financials, International Monetary Fund, Company Prospectus

### **APPENDIX**



### **IMPORTANT DISCLOSURES**

**ABSTRACT**—As a part of our new Portfolio Strategy we are recommending strict adherence to the following Portfolio Allocation **DEFINITIONS/RECOMMENDATIONS**.

PLEASE NOTE THAT NO INDIVIDUAL ASSET IN YOUR PORTFOLIO SHOULD HAVE A WEIGHTING GREATER THAN 5% UNLESS OTHERWISE RECOMMENDED BY YOUR PORTFOLIO MANAGER OR A SPECIFIC JMMB RESEARCH REPORT. CONSEQUENTLY, THE FOLLOWING <u>DEFINITIONS</u> ARE PROVIDED FOR CLARITY.

**OUTPERFORM/OVERWEIGHT/BUY**—EXPOSURE TO THIS ASSET SHOULD BE UP TO 10% OF YOUR TOTAL PORTFOLIO HELD AT JMMB

**MARKETPERFORM/HOLD/MARKETWEIGHT**—EXPOSURE TO THE ASSET SHOULD BE EQUAL TO 5% OF YOUR TOTAL PORTFOLIO HELD AT JMMB.

**UNDERPERFORM/UNDERWEIGHT**— ADJUST EXPOSURE IN YOUR PORTFOLIO HELD AT JMMB TO BETWEEN 2.5% AND 4.9% FOR THIS PARTICULAR ASSET

**STRONGLY UNDERPERFORM/UNDERWEIGHT**—REDUCE EXPOSURE TO THIS ASSET TO BELOW 2.5% OF YOUR TOTAL PORTFOLIO HELD AT JMMB **SELL**—REDUCE EXPOSURE IN YOUR PORTFOLIO TO ZERO (0%).

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