

Results for the 12 months ended 31 May 2016

Steve McQuillan – *Chief Executive Officer* **Stephen King** – Chief *Financial Officer*





Performance dominated by Aerospace sale

- Aerospace division sold for an enterprise value of £65.0m
 - Followed prior acquisition of Rolls Royce Nuneaton and Xi'an for £3.5m
- Energy & Medical
 - Sellafield 3M3 decommissioning activities proceeding to plan
 - Nuclear life extension contract win with EDF, post period end (£3.5m/3y)
 - Contract wins with Bruker and Rapiscan (£3m/3y each)
 - Restructuring proceeded to plan, to optimise cost base
 - Maloney Metalcraft manufacturing site sold £1.1m net
 - Substantial investments: Epicor IT systems; site upgrades
 - Over £0.5m invested in the continuing operations



Value creation record

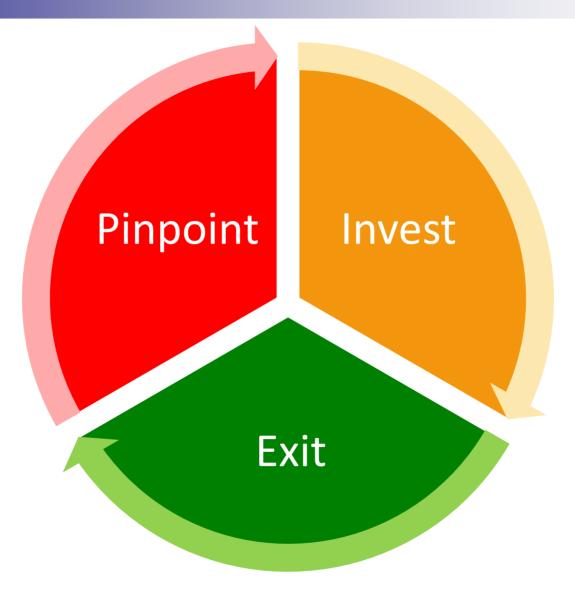


M&A strategy – brand building

Brand	Acquisitions	Bought for £m ¹	Sold for £m ¹
JENA V////TEC	JRT Ltd JenaTec Inc JGWT GMBH Boneham & Turner Moss Group	4.0 (FY02 - FY09)	14.5 (FY12)
Sigma a local sourceto a global capability	Sigma Components B&D Patterns C&H Composites Eng Group Aerotech Tubes PFW Farnborough RMDG Rolls Royce Nuneaton Rolls Royce Xi'an	22.0 (FY07 - FY16)	65.0 (FY16)



M&A strategy – a simple model





M&A strategy – a simple model PIE

Pinpoint

- Defendable markets
- Unconsolidated engineering niches
- Good businesses, or subscale entities
- Acquisitions at competitive prices

Invest

- Compelling strategy
- Operational improvements
- Strong brand
- Customer loyalty
- Engagement and passion

Exit

- Optimise sale timing
- No short deadlines
- Adapt to prevailing market conditions
- Return value to shareholders wherever possible



Pinpoint

- Rolls Royce acquisitions completed, for £3.5m
- Strengthened Sigma's niche leadership position
- An immediate increase in value, upon Sigma sale

Invest

- Promising nuclear decommissioning niche
- Investment in systems and infrastructure
- Improvement in operational performance

Exit

- Sigma sold for an enterprise value of £65m
- 3.0x increase in equity value
- Tender Offer £28m to return cash to shareholders



Metalcraft – division restructured, due to oil price

- Modest return to divisional profit for the period
- Aldridge building sold for £1.1m net
- Pre-production for Sellafield progressing to plan
- Contract wins with Bruker and Rapiscan (£6m/3y)
- Contract win with EDF (£3.5m/3y), post period end
- China production stable
 - new contract wins to drive future growth

Crown – core markets stable:

FET carbon abatement under development

Metalcraft designs and manufactures safety critical equipment for the energy, medical and science sectors, including oil and gas extraction and nuclear process plant, pressure and vacuum vessels and components.

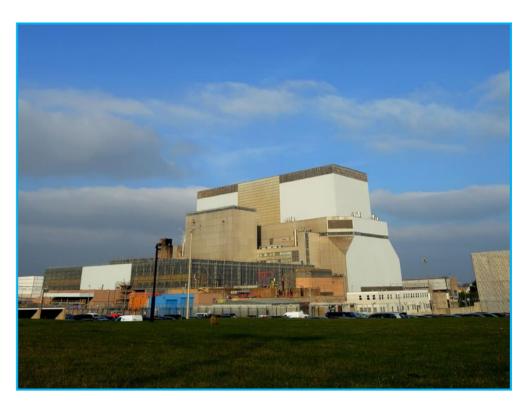
	FY16	FY15	Change
	£m	£m	
Turnover	21.2	22.6	-6%
EBIT	0.1	-0.7	N/A
EBIT Margin	0%	-3%	







Spotlight on Energy



Energy equipment cycle and our position

Extraction

Oil and Gas production and processing

Generation

Generator frames

New nuclear power

Nuclear life extension

Remediation

Nuclear waste reprocessing

Waste storage

CO₂ abatement

Storage

Alternative energy storage systems

Fuel cells



Nuclear - positioned for growth



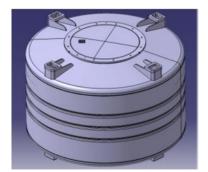


METERIE

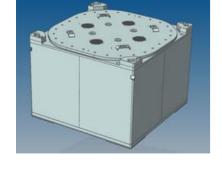
 Over 30 years' experience with manufacture of vessels and equipment for nuclear sites



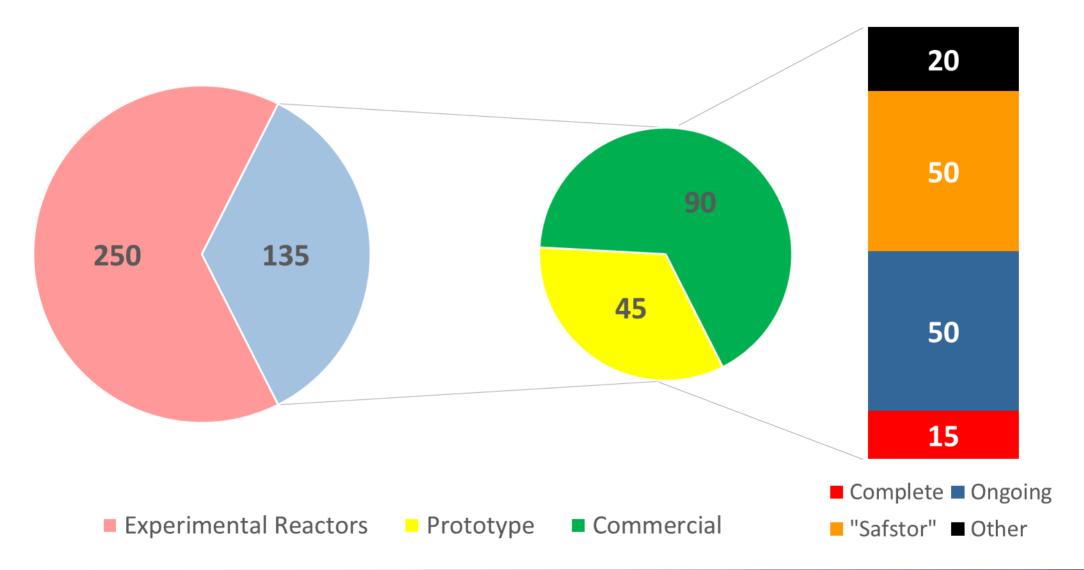
- Hinkley Point approved by leading UK based civil nuclear organisation and AREVA
- EDF UK fleet life extension contract won



- Decommissioning Sellafield Intermediate
 Level Waste 3M3 boxes & drums
- Specific plant, vessels and structures for reprocessing at Sellafield – eg vitrification

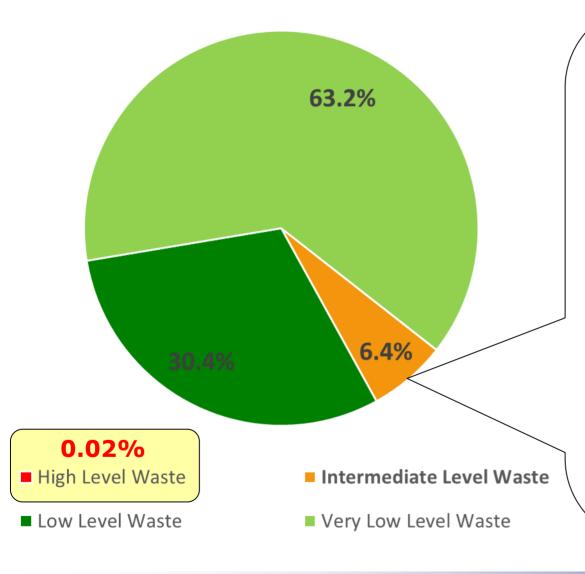


Decommissioning – global reactors in process

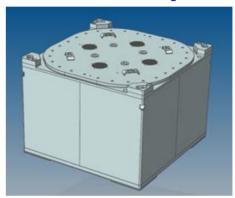




Decommissioning - UK



- 6.4% of the total waste in the UK is intermediate level (ILW)
- Long term storage in 3m3 boxes and drums (as below)



- 50% of waste is at Sellafield
- Expected total number of boxes required = 70,000
- Total cost of these boxes expected to be circa £3Bn





Financial progress



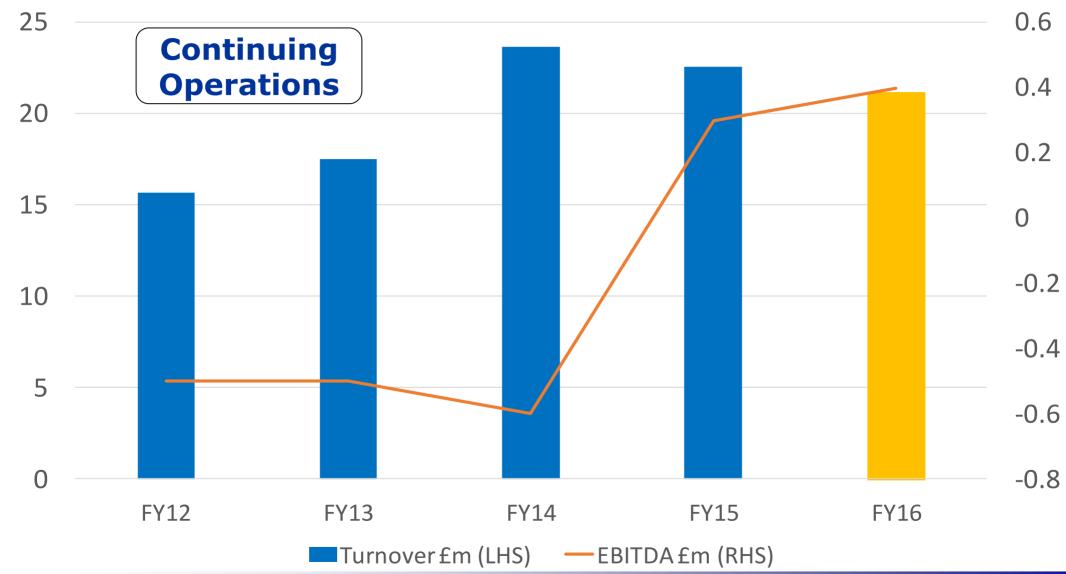


Financial Highlights (vs FY15)

- Aerospace division sold for an enterprise value of £65.0m, just prior to year end
- Turnover of continuing operations decreased by 6% to £21.2m (2015: £22.6m)
- Adjusted EBITDA from continuing operations up 18%, to £0.4m (2015: £0.3m)¹
- Adjusted PBT improved to a profit of £0.1m (2015: loss £0.7m)¹
- Adjusted, diluted EPS of continuing operations up to 1.0p (2015: loss 0.4p)
- Cash generated from operating activities £7.8m (2015: £1.6m)
- Net Cash up to £51.0m, (2015: net debt £5.9m).
- Full year dividend increased by 7% to 3.2p per share (2015: 3.0 pence)
- **Tender offer** of **£28m** to return cash to shareholders

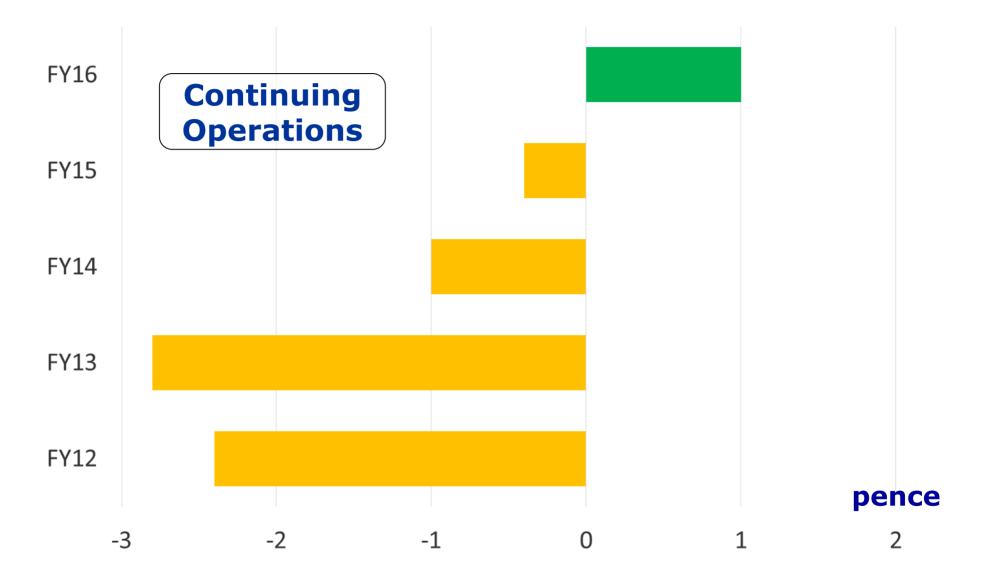


5 year history: turnover and EBITDA



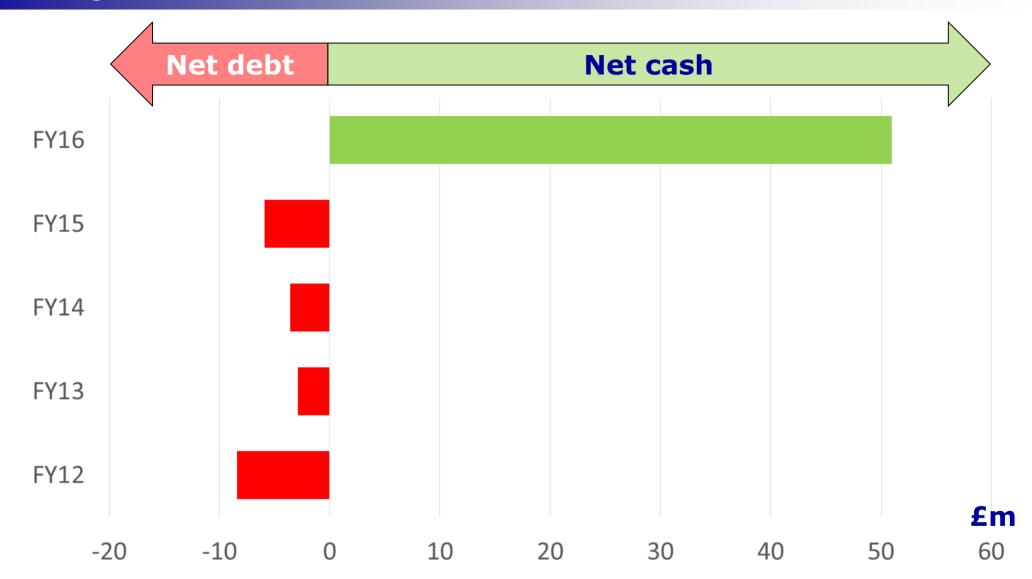


EPS growth



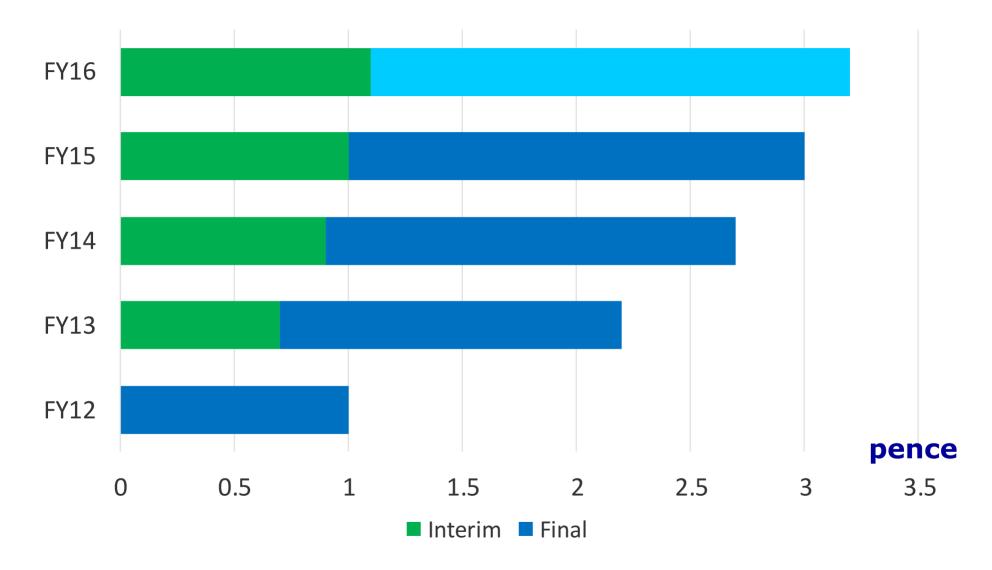


Strong balance sheet





Dividend growth 7%







- Compelling Pinpoint-Invest-Exit Strategy
- Niche market leadership positions
- Delivering robust shareholder returns







Appendix





Blue chip key accounts







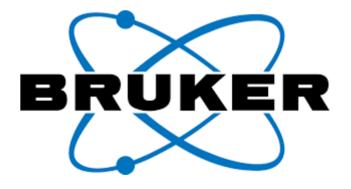




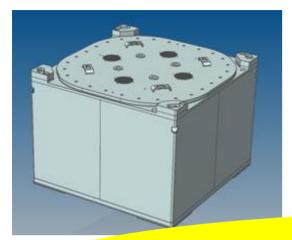
An OSI Systems Company







Our Products







Highly engineered components, systems and services









Locations



Low cost sourcing strategy appealing to main OEM customers



Profit and Loss Account

		Full Year	Full Year
		FY16	FY15
Continuing operations		£m	£m
Turnover		21.7	22.6
Gross Profit		3.1	2.4
Gross Profit margin		15%	11%
Adjusted EBITDA		0.4	0.3
Adjusted EBITDA margin		1.7%	1.3%
Profit/(loss) before tax		0.2	(1.3)
Profit/(loss) after tax		0.4	(0.8)
EPS – Continuing	Adj. Fully Dil. ¹	1.0p	(0.4)p
	Basic	1.5p	(2.8)p



^{1 –} fully diluted earnings per share adjusted to add back amortisation of intangibles from business combinations and exceptional items

Balance Sheet

	FY16	FY15
	£m	£m
Fixed Assets (including assets held for sale)	4.7	12.5
Goodwill	4.6	9.6
Other Intangible	0.9	3.4
Working Capital	3.7	15.5
Provisions	-	-
Tax	-	(0.1)
Net Cash/ (Debt)	51.0	(5.9)
Deferred Tax	(0.1)	(0.8)
Net Assets	64.8	34.2
Net Cash/(Debt) to Equity	79%	(17%)



Cash Flow

	FY16	FY15
	£m	£m
Total EBITDA	6.6	4.1
Net Working cap	2.5	(2.2)
Interest, Tax and Other	(8.0)	(0.3)
Dividend	(8.0)	(0.7)
Disposal/(acquisition)	50.2	(1.1)
Capex	(0.5)	(2.3)
Net Cash Flow	57.2	(2.5)
Opening Net Debt	(5.9)	(3.6)
Foreign Exchange	(0.3)	0.2
Closing Net Cash /(Debt)	51.0	(5.9)



Adjusted EBITDA

	FY16 £'000	FY15 £'000
Profit /(loss) before tax	245	(1,323)
Share based payment expense/Amortisation of business combinations	21	26
Restructuring costs	272	195
Profit on disposal of property	(446)	-
Start up losses – China	-	450
Adjusted profit/(loss) before tax	92	(652)
Finance income	(554)	(1)
Finance cost	82	92
Adjusted loss before interest, tax and amortisation ('EBITA')	(380)	(561)
Depreciation	505	573
Amortisation of other intangible assets	229	288
		0.00
Adjusted Earnings before interest, tax, depreciation and amortisation ('EBITDA')	354	300



Long Term Investors

Shareholder	% of issued share capital owned
Nigel Wray	19.1
P McDowell's Pension Fund	8.7
R S McDowell's Pension Fund	8.6
Funds Managed by Unicorn Asset Management Ltd	5.9
Funds Managed by LGT Bank	4.6
Funds Managed by Close Asset Management Ltd	3.3
Other Board Members	3.4

