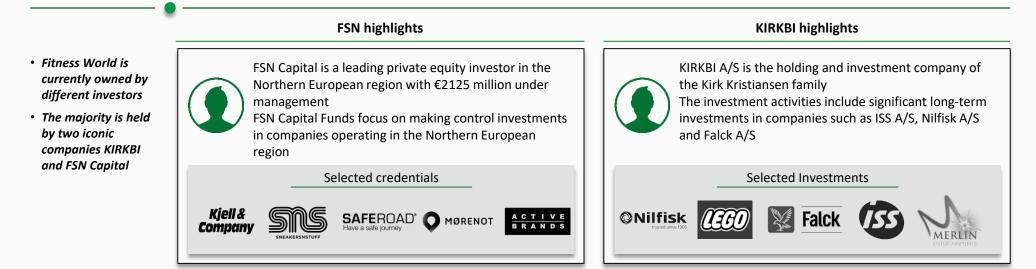


# Raising the bar for Fitness World

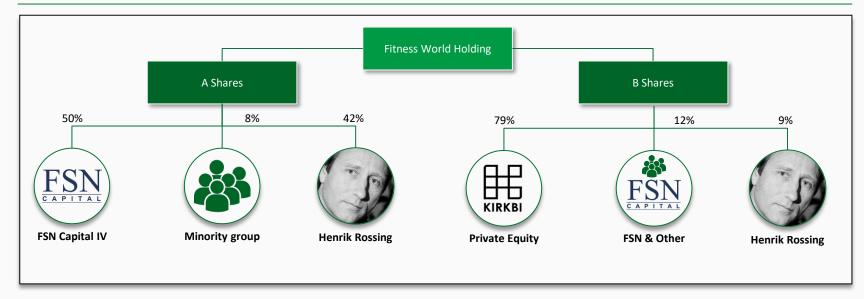
Hugo From MSc Finance Jens Stevn MSc Finance Anders Højlund MSc Finance Bue Fisker MSc Finance



### W O R L D Fitness World is owned by multiple investors, who all needs to be considered in the transaction process



### Group structure





## 1. Introduction

2. Five year strategy

3. Indicative valuation

4. Buyer & process considerations

7 DESKINS

5. Appendix

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## **FITNESS** Fitness World Group consists of three overall business areas with individualized strengths and separate W O R L D complications within the business model

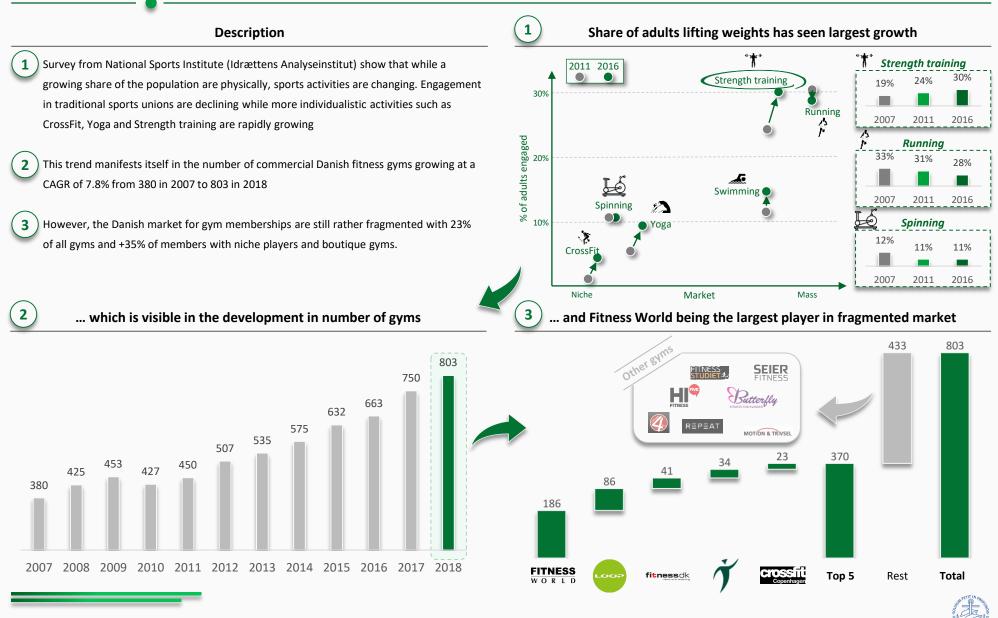
Business areas for Fitness World	Current strengths	Complication	Goal		
171 FW centres based in Denmark FITNESS W O R L D 15 FW centres based in Polen	Fitness World is an established market leader in the Danish fitness market         Fitness World has obtained a strong brand awareness in Denmark         Fitness World has proven the	<ul> <li>K Being a market leader in Denmark will not continue generating satisfactory growth</li> <li>K The current concept of Fitness World does not allow for any cost-cutting, which is why Fitness World either need to be scaled to other European markets or increase the ARPM in the Danish market</li> </ul>	20% Growth rates over the next 5 years		
in Folei	Concept cross boarder		21 New Urban Gym and		
10 UG centres based in Denmark	Urban Gym has successfully implemented a low price concept in Denmark	<ul> <li>High competition in the low-price segment with numerous new competitors entering</li> </ul>	Fitness World centres in Denmark by 2023		
	<ul> <li>K ↗ Urban Gym is completely digitalised</li> <li>∠ ↘ making it very scalable</li> </ul>	<ul> <li>the Danish market calls for continuous concept development</li> <li>X High churn rate for customers as a</li> </ul>	<b>91</b> New centres in Poland		
G Y M	Simple concept that allows for a low cost structure	consequence of low switching costs	and Germany by 2023		
မိုင္ဂ်ီမိ Small Group	Fitness World has developed a solid product line to increase ARPM	× Fitness World faces many competitors in	<b>15%</b> CAGR for Fitness World		
PERSONLIG TRÆNING	High growth rates in personal training and Functional supply	<ul> <li>the nutrition segment, and therefore needs</li> <li>to differentiate themselves</li> <li>X The personal training segment is</li> </ul>	Functional Supply from 2018-2023		
2 Business units ready for expansion	Possibility for close consumer contact through Fitness Worlds centres	fragmented with many small players			

Fitness World has established themselves as a market leader in the Danish market, having twice as many centres as the second largest competitor, but Fitness World faces large competitors in Europe

	•	Ľ	Danish competito	ors		European d	competitors	
Company	FITNESS WORLD GYM				McFIT Erfach gut ausseben.	<b>BASIC</b> ·FIT	PUREGYM	
Description	Wide offering of training activities.Offering low-co convenienceTargets the broad population. Often located in central locationsprimarily to millennials livir in urban areas Denmark	quick circle 24min training in g lower population	Effective and quick circle training in lower population dense areas in smaller towns	Cross-fit group training with raw image In the 'affordable- premium'- segment	Europe's largest member base. 24H/365 low cost concept gyms and also runs model agency	Operates in Western Europe targeting mid- to lower end groups. Gyms located in larger cities	No frills low cost 24H/365 gym concept. Gyms located in larger cities in the UK	Mid segment player offering conecpt such as TRX and organised teams
Revenue (DKKm)	1,112	n.a. <sup>(a)</sup>	423	c. 80	1,833	2,680	1,658	n.a. <sup>(a)</sup>
EBITDA (DKKm)	230	n.a. <sup>(a)</sup>	-18.3	14.5	655	809	544	n.a. <sup>(a)</sup>
Geographical focus	•	•	0	•				•
Centers			1			1	1	
Number of centers	186	86	41	23	246	565	210	368
# Members	476,000	75,000	117.000	20,000	1,700,000	1,520,000	1,100,000	540,000
Intensity	2,959	872	2,854	870	6,911	2,690	5,238	1,467
Staffed centers	(√)	$\checkmark$	<u> </u>	<ul> <li>✓</li> </ul>	×	(√)	×	✓
Services								
Digital comp. <sup>(b)</sup>								
Facilities <sup>(c)</sup>								
Ø	31,900 2,100	2,000	9,900	14,100	106,000	118,000	40,100	17,200
★ Trustpilot	3.2 3.0	6.0	7.3	6.0	1.3	1.9	2.8	4.6
Price (DKK/mo)	159-399 100-150	169-199	249-399	389-469	120-200	150-210	75-150	150-210

Notes:(a): Gyms are operated as franchises and no consolidated financial reports available, (b) apps and other digital offering, (c) overall value proposition of gyms Source: Case Material, Annual Reports, Company website, CapitalIQ, FactSet, MarketLine, Euromonitor, Trustpilot, Instagram

FITNESS Fitness World is positioned as a market leader in an attractive market driven by shift in population exercise behaviour

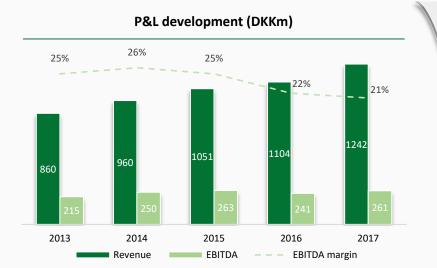


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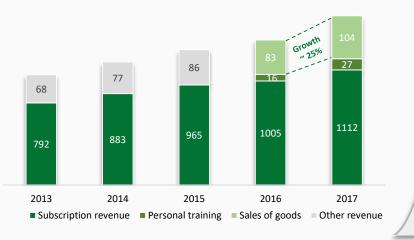
Over the last couple of years Fitness World has experienced rapid growth in revenue driven by an increase in subscription and further introduction of sales of goods and personal training

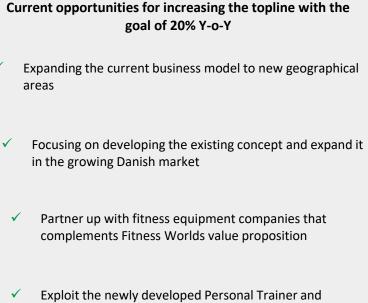
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- EBITDA margin has decreased over the last 2 years. This is however due to extraordinary revenue generated in historically.
- Normalizations of the revenue streams reveal an EBITDA margin of 21.4% in 2015 versus 21.8% in 2016.
- The current growth in revenue is beyond subscriptions driven by an increase in sales of goods and personal training – indicating new possibilities for expanding the business model



Revenue split on drivers (DKKm)





- Exploit the newly developed Personal Trainer and Functional Supply sub-segments by intensifying cross selling through membership packages
- ✓ Develop the Functional Supply segment by increase the scale and further the current growth of 25% in revenue coming from sales of goods
- Partner up with a company that generates new value propositions to current members





Even though the cost structure of Fitness World seems flexible, one have to take into account the cost commitment for operating a fitness center

	Cost group	Share of revenue	Risks	Mitigation
iii Š	<ul> <li><i>Employee expenses</i></li> <li>Includes all costs associated with the operational personnel needed. Currently, Fitness World employs 4,500 employees</li> <li>Approximately 75% of employees are part-time, making employee expenses variable and flexible.</li> </ul>	25%	<ul> <li>Changes in labor dynamics forcing Fitness World to hire full time employees</li> </ul>	<ul> <li>Outsource tasks that easily can be handled by external companies</li> </ul>
	<ul> <li>Marketing expenses</li> <li>Marketing cost for Fitness World going forward is guided at c. 4% of revenue but can be volatile do to expansion strategy.</li> <li>Brand launches and opening of gyms require marketing expenditure</li> </ul>	4%	<ul> <li>Significant increases in the average acquisition cost of new customers in new or existing markets</li> </ul>	<ul> <li>Develop an ambassador program, at which members will get a reduction if "recruiting" a new member</li> </ul>
	<ul> <li>Location and Rent</li> <li>Fitness World rely heavily on good locations for gyms to be market leading and acquire new customers</li> <li>Expenses to rent is guided at c. 20% and incorporated in financial models ongoing besides initial CAPEX for expansion</li> </ul>	20%	<ul> <li>Unsuccessful negotiations of rentals going forward leading to NWC increases</li> </ul>	<ul> <li>Develop long-term leasing agreements and take advantage of bargaining power towards leasers</li> </ul>
FOR LEASE	<ul> <li>Leasing</li> <li>In the past Fitness World has leased properties and cars as operational leasing. These will be reclassified as financial leasing going forward in accordance with new IFRS 16 standard.</li> </ul>	9%	<ul> <li>Reclassification will make Fitness World more asset heavy and potentially sale of assets less smooth</li> </ul>	<ul> <li>Constant focus on balance sheet management and optimization</li> </ul>
	<ul> <li>Headquarter &amp; Utilities</li> <li>HQ in Rødovre handles and incur all costs not directly linked to the operation of the individual gyms</li> <li>FW is implementing a cost reduction program for utility expenses which is taken into account in the financial model</li> </ul>	9%	<ul> <li>Industry dynamics forcing FW to spend larger proportion on overhead administration</li> </ul>	<ul> <li>Implement costing systems that makes it possible to allocate utility expenses to the individual centres</li> </ul>

## 1. Introduction

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4. Buyer & process considerations

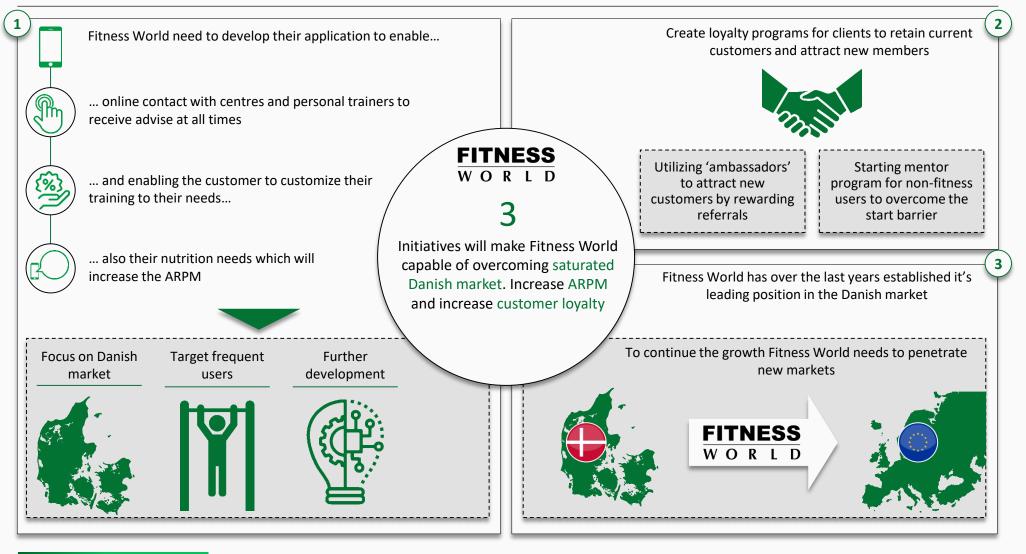
5. Appendix

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In order to continue their current growth journey Fitness World needs to establish new domestic initiatives and expand to cross border European markets

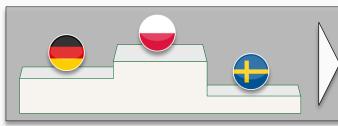
Fitness World need to launch local initiatives to capture domestic growth, but to reach their potential new market penetration is key



Market analysis shows that further engagement in Poland combined with entrance on the German market will maximize the value of an international expansion



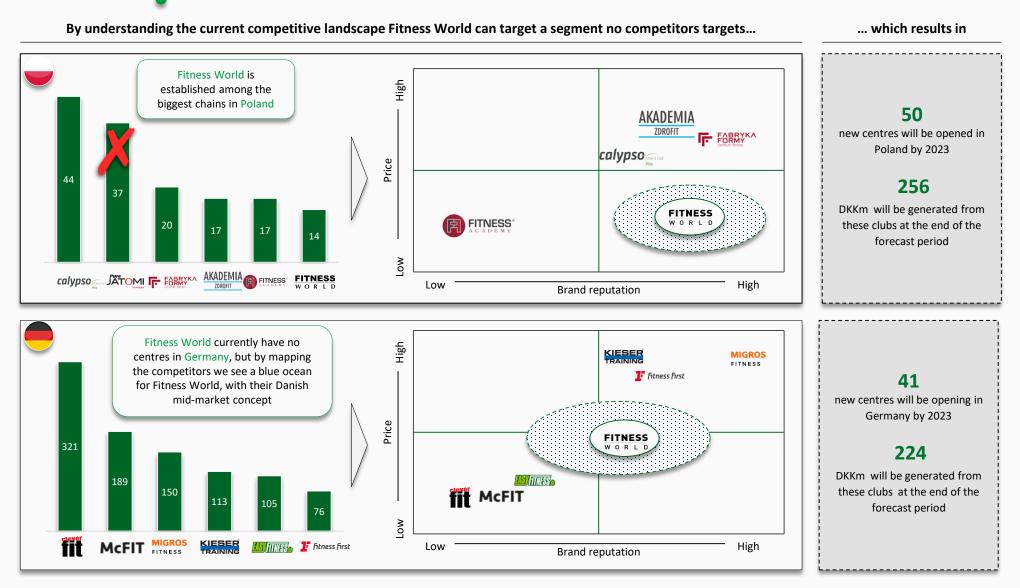
At Ba	ttractive ad Market revenue (EURb)	Membership penetration (% of pop.)	Average price (2013-17)	Market share (main players, 2016)	Potential revenue	Fragmentati -on of the market	Comparab -ility to Denmark	Time frame
	5.1	46	49	36				
	5.1	48	45	34		$\bigcirc$		
	2.5	43	41	30				
	2.2	30	39	7				
		46	39	17				
	1.3	58	37	35				
	0.8	28	28	10				
C		45	68	40	0			
ł	0.8	69	32	69				
4	0.5	n/a	36	52	0	0		



- Poland shows strong potential with a high fragmented market and large market size
- **Germany** can potentially generate large revenue streams, while the comparability to Denmark and time frame is good



A market analysis of both Germany and Poland reveals a possibility to open 91 new centres combined, which have the potential of generating DKKm 480 of revenue per year at the end of the forecasting period





Source: Case Material, Deloitte report (Polen & Germany), Fitness companies homepage, Team Analysis

**FITNESS** 

WORLD

### By combining further penetration on the Danish low cost market and the trend of group training, Urban Gym will be able to differentiate themselves from other low cost fitness centres

URB AN GYM

Potential       consumer trend will generate high revenue streams       low-cost memberships       designed for group training, that only will be open when group training is in and cost efficient       of group training while staying scalable scalable staying scalable staying scalable staying sc	Attractive Bad	Intensify penetration on the Danish market	Expand Urban Gym to rest of Europe	Implement "only-group" training	Digitalize and implement group training
Strategic   fit with   urban Gym     in DK within     in DK within     in DK within     iow-cost     in DK within     iow-cost     iow-cost <td< td=""><td></td><td>market combined with the low-price consumer trend will generate high revenue streams ✓ Experience in the opening of Urban</td><td>utilize the current Europe-wide trend of low-cost memberships X Urban Gym has not previously proven themselves cross-boarder, increasing</td><td>Urban Gym to invest in small gyms designed for group training, that only will be open when group training is in session ✓ Urban Gym can utilize the large group of</td><td>Urban Gym to utilize the current trend of group training while staying scalable and cost efficient X While being cost efficient the initiative i</td></td<>		market combined with the low-price consumer trend will generate high revenue streams ✓ Experience in the opening of Urban	utilize the current Europe-wide trend of low-cost memberships X Urban Gym has not previously proven themselves cross-boarder, increasing	Urban Gym to invest in small gyms designed for group training, that only will be open when group training is in session ✓ Urban Gym can utilize the large group of	Urban Gym to utilize the current trend of group training while staying scalable and cost efficient X While being cost efficient the initiative i
Ease of implementation market knowhow investment where the second	fit with	in DK within youth targeting	in DK within youth targeting	in DK within youth targeting	in DK within youth targeting low-cost segment low-cost
					•
			A 🕀 N 🚺 🖓 🖓 🍸		

#### Others U Already est. Total 658,389 3 centers within next København 241,319 New UG Aalborg 5 years 2 125,583 Aarhus Will have 种种 Pot. rev/5y:12 DKKm "only-group" centers within next Aalborg 68,294 5 years Randers Odense 65,309 2 Pot. rev/5y:8 DKKm centers within next Frederiksberg 33,438 5 years Esbjerg 28,622 Pot. rev/5y:8 DKKm Vejle 26,852 桥 **Aarhus** Randers 23,721 3 centers within next Kolding 22,626 5 years Horsens 22,625 Pot. rev/5y:12 DKKm 111 CPH area The "only-group" training concept U centers within next 5 years The "only-group" training concept is designed to Esbjerg Pot. rev/5y:24 DKKm capitalize on the current trend of customers preferring Horsens centers within next 2 group-training... 5 years centers within next Pot. rev/5y: 4 DKKm 5 years while keeping the low-cost concept by investing in U Pot. rev/5y : 8 DKKm fitness rooms only to be used for group training. The instructor will arrive 15 minutes prior to the U training, unlock the door, host the session and lock it U afterwards - customers will be able to enjoy group training at a low cost! Odense The concept should be piloted in Copenhagen and 2 Aarhus, and expanded to larger cities over time centers within next 5 years

### Top 10 DK cities: # of people between the age of 15-34







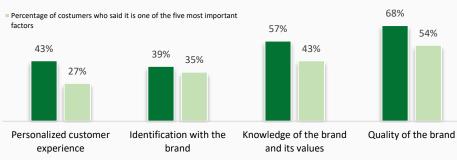
Pot. rev/5y:8 DKKm

## Fitness World should focus on their current customer contact to make personalized customer experiences



Current customer trends shows, that knowledge og the brand, its quality and a personalized consumer experience are all important factors in the buying decision.

#### Percentage of customers who said considerably or extremely important



### E-commerce - increase brand recognition

- ✓ Fitness World should invest in the sales of Functional Supply products using ecommerce – both through own channels third-party webshops.
- ✓ Products should be developed to meet the current trend of increasing demand for non-protein products
- ✓ The e-commerce sales channels will allow Fitness World to scale the Functional Supply brand at a relatively low investment, and at the same time increase brand recognition

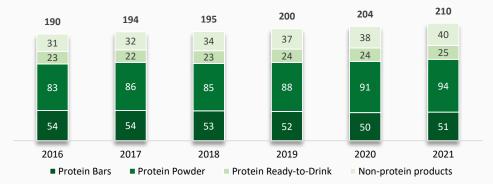
### Shop-in-center – keeping customer contact

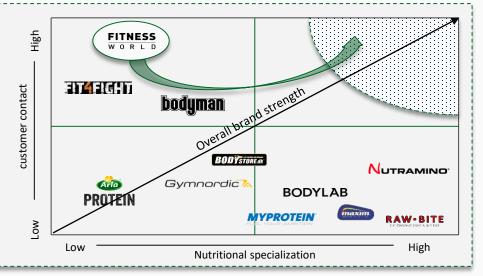
- The shop-in-center concept should be constructed as a "mini" in-center shop, designed to give members a personalized customer experience
- ✓ The shop-in-center concept will create a possibility to capitalize on the current personal trainer trend, by utilizing the current personal trainers, and design programs that entails advisory on which supplements to use and crossselling of the two sub-parts of Fitness World

## The current growth on the market for sports nutrition (DKKm) creates a need for Functional Supply to be scaled rapidly



An expected increase in the market for sports nutrition will primarily be driven by a growth in the usage of protein powder and non-protein sport nutrition products (i.e. vegetarian and soy products etc.).







## FITNESS W O R L D

- Penetrate the Polish and German market
- Roll out of initiatives including digitalisation, ambassador model, and mentor program
- Will generate DKK 480m per year by 2023

## URB AN GYM

- Expand on domestic market with 21 new centers by 2023
- Roll out "only-group"training initiative in Copenhagen and Aarhus
- Will generate DKK 77m per year by 2023



- Establish new e-commerce platform an engage thirdparty webshops
- Roll shop-in-centers and engage personal trainers
- Will generate DKK 49m per year by 2023

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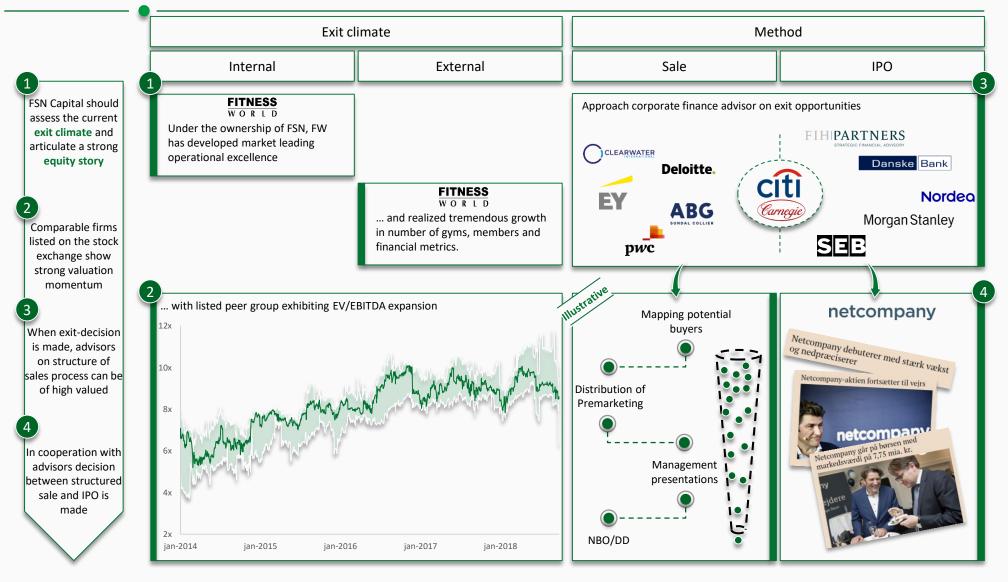
Be Children

### 4. Buyer & process considerations

5. Appendix

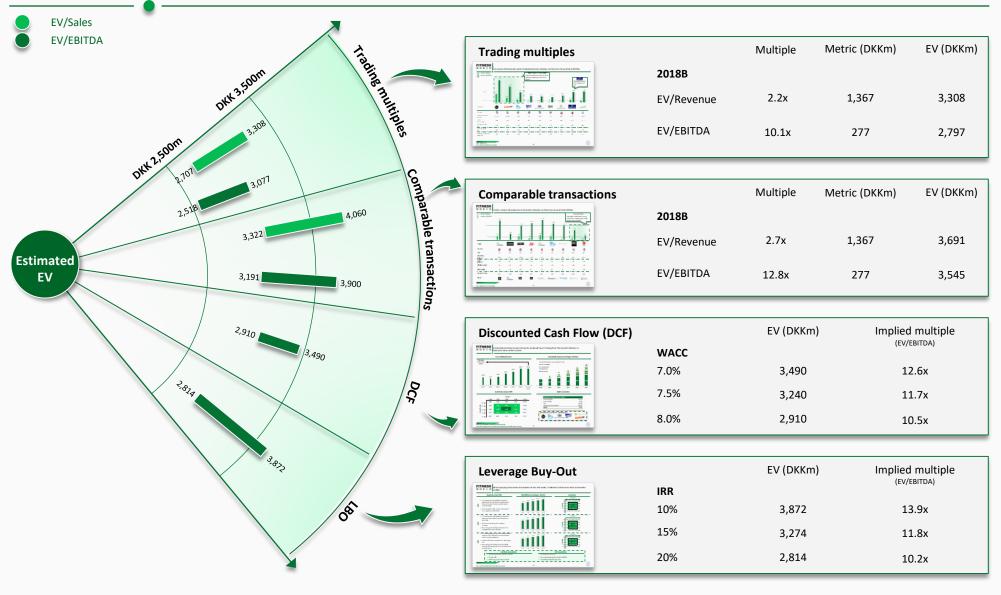
FSN has through successful ownership and management of Fitness World positioned the company

for a profitable exit





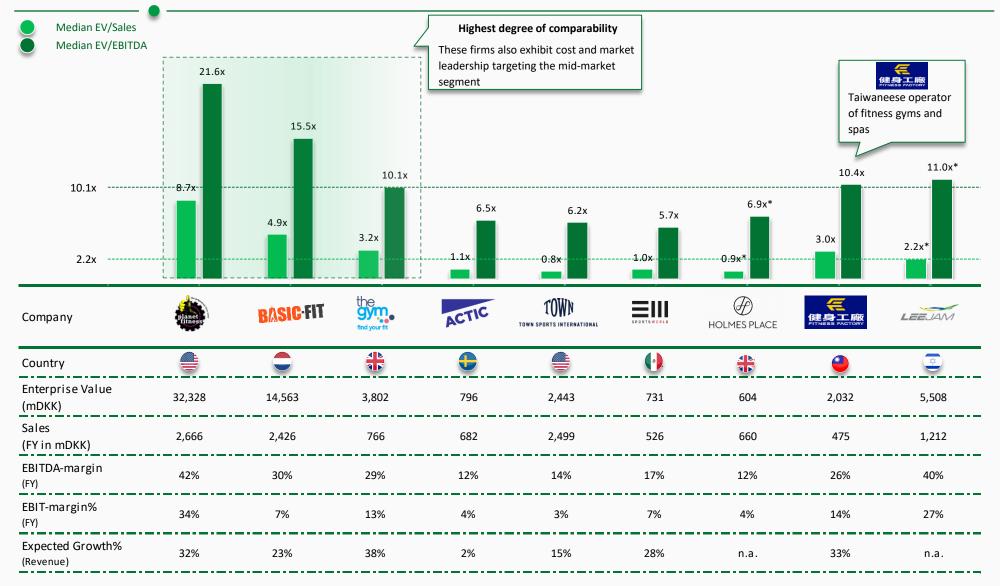
By triangulating different valuation techniques Fitness World is indicated to have Enterprise Value in the range of DKK 2,900-3,300m in a structured sales process





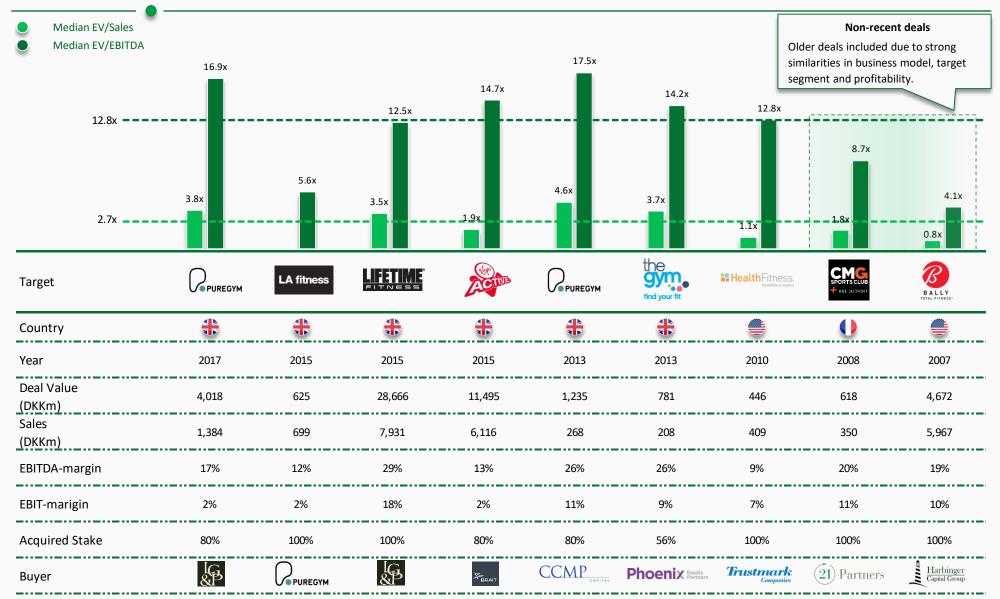


### An analysis of comparable public traded companies indicates an Enterprise Value of 10.1x EBITDA



Notes: \* Based on LTM Source: FactSet, CapitalIQ, Company websites

### Further analysis of comparable transactions indicates an Enterprise Value of 12.8x EBITDA



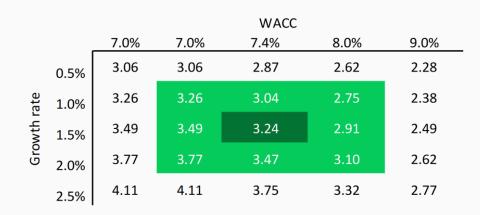
Source: MergeMarket, Company websites

# Discounted cash flow analysis taking the proposed 5-year strategy fully into account indicates an Enterprise Value of DKK 3,237m

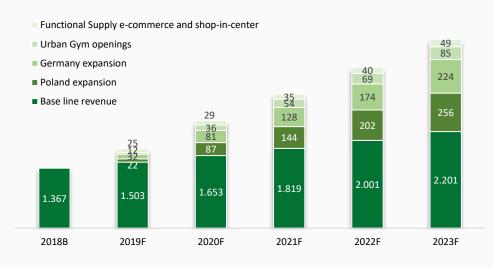


Free cashflow forecast

### Sensitivity analysis of EV



Forecasted revenue on strategic initiatives



**WACC** calculation

Cost of Equity	10.1%
Cost of Debt	3.9%
Tax	22.0%
Capital Structure (D/EV)	38.2%
WACC	7.4%



### Notes: For further details and breakdown on WACC see appendix

Source: 5-Year strategy, Annual reports, Case material, Deloitte Report, CapitalIQ, Factset, Bloomberg

### When applying conservative assumptions to the LBO model, it indicates an Enterprise Value around DKK 3,300m

**Required return (IRR) EV/EBITDA exit multiples (DKKm)** Sensitivity Exit multiple 4,519 4,201 6 0x 7.0x 8.0x 9.0x 10.0x 3,872 For investments in established companies in  $\checkmark$ 3,535 3,042 3,382 3,716 4,033 4,366 1.1x 3,205 stable industries with safe and predictable cash 2.1x 3,128 3,459 3,792 4,125 4,443 ple flows flow streams investors typically require 10% 3.1x an IRR of 10.0%. 3,535 3,872 4,201 4,519 3,205 Debt 4.1x 3,282 3,611 3,944 4,278 4,611 When using IRR of 10% the LBO model yield EV  $\checkmark$ in the range DKK 3,205-4,519m 3,359 3,687 4,021 4,354 4,687 5.1x 6.0x 7.0x 8.0x 9.0x 10.0x 3,802 Exit multiple 3,535 For investments in established companies with 3,274 6.0x 7.0x 8.0x 9.0x 10.0x 3,002 stable cash flows investors typically require an 2,737 2,505 2,769 3,036 3,290 3,557 1.1x IRR of 15% 15% 2.1x 2,621 2,885 3,152 3,419 3,674 multiple We recommend using this for valuation 3.002 3.274 3.535 3.802 3.1x 2.737 purposes. Debt 3.918 4.1x 2.854 3.118 3.385 3.651 ✓ When using an IRR of 15%, we estimate EV for Fitness World to DKK 3,274 DKKm. 5.1x 2,971 3,234 3,501 3,768 4.034 6.0x 7.0x 8.0x 9.0x 10.0x 3,238 For investments with a high risk investors typically 3,022 6.0x 7.0x 8.0x 9.0x 10.0x 2,814 require an IRR of 20% which can be applicable in 2,591 2,377 1.1x 2,085 2,297 2,512 2,728 2,934 certain consumer subsectors. 2,230 2,444 2,659 2,875 3,081 ele 2.1x 20% Investors will need compensation for bearing high 1 3.1x 2,591 2,814 3,022 3,238 2,377 risk. Debt 2.738 2.954 3.169 3.385 4.1x 2.524  $\checkmark$ When using an IRR of 20%, and an exit EBITDA multiple of 8.0 we estimate EV for Fitness World to 2,672 2,885 3,101 3,316 3,532 5.1x DKK 2,814 DKKm. 6.0x 7.0x 8.0x 10.0x 9.0x **Cash flow assumptions LBO** assumptions

- Net Working Capital is relative to revenue
- Tax rate: 22%
- EBITDA-margin is constant at 20.3%

- Estimated debt rate of 3%
- Exit multiple is assumed to be 8.0x EV/EBITDA
- Exit EBITDA (FY2022/23): DKK 570m



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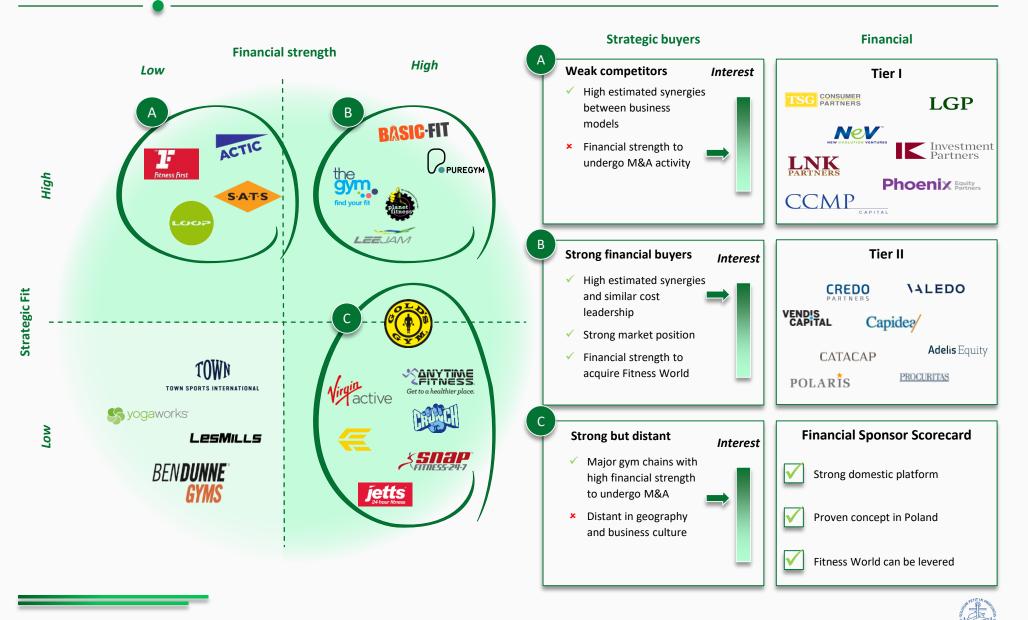
3. Indicative valuation

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### Based on a structured research the following companies have been identified as top tier potential buyers



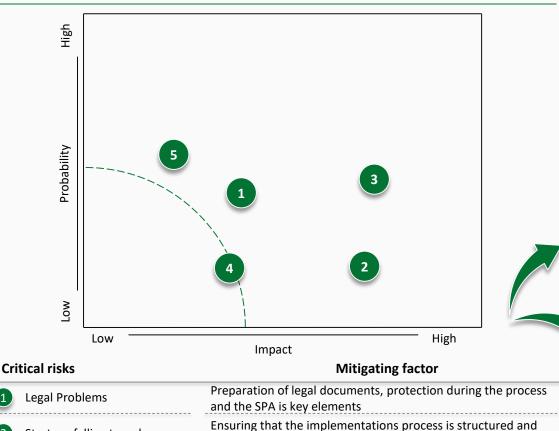


# WORLD Well prepared process with early warm-up of strategic players

		Jan 19	Feb 19	Apr 19	May 19	Jun 19	Jul 19	Aug 19	Sep 19	Oct 19	Nov 19	Dec 19	Jan 20
	Kick-off meeting												
on	Data gathering												
Part 1: Preparation	Preparation of materials	Financial data	abook, buyer univer	se analysis									
Fre	Preparation of Marketing			Marketii	ng								
	Preparation of IM					Information N	1emorandum						
Σ	Send out marketing				Mar	ceting and NDA's							
Part 2: Marketing and IM	IM and process letters												
Paı rketir	Interest indication from buyers												
Ма	Buyer selection for next phase												
	MP preparation and data gathering							Prej	paration				
Ъ Ц.	Management presentations												
Part 3: MP	Indicative offers												
	Selection of buyers for next round												
	Dataroom access for buyer												
Part 4: Closing	Final offer and negotiation of SPA												
	Signing and closing of deal												
													PETIT IN AROL

### Identification of risks and mitigation strategy will ensure no complications throughout the sales process





specific enough

strategic and financial.

A comprehensive buyer analysis, ensures the right fit both

Monitoring markets that FW is engaged in can mitigate. Crucial

### Legal and strategic considerations when mitigating risk



Ensure all legal agreements in writing and properly executed.

Letter of intent as well Confidentiality is key for your protection of key elements within Fitness World and keeping the sale under the radar.

Within the SPA the major point of interest is Payment method. We want to push for a pure cash deal which ensures payment right away and not a financing deal

*Furthermore we want to minimize the amount locked in the escrow to minimize alternative cost.* 



### Strategic considerations in regard to risk

Creation of pre-marketing, Information Memorandum and at last Management Presentations should be comprehensive enough to take into account changes in market conditions.

Constant communication between advisors on commercial and financial parts of the process will ensure that enough information will be available to make thorough projections for Fitness World.

Thorough analysis of the buyer universe will ensure a competitive price .

Optimization of the balance sheet, P&L and Cashflow will ensure smoothness in the financial due-diligence phase.



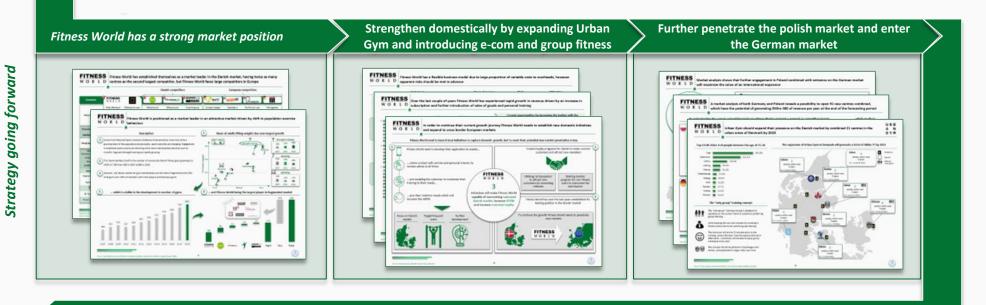
4	Changes in market conditions	factors are health trend, the economic and political environment
•	Changes in leasing agreements	Monitor and ensure that 3 party agreements are not violated, a
৩	Changes in leasing agreements	proper monitoring should minimize the risk exposure

مرمانا المراجم بالمرابي ممريا المراجع

Source: Team Analysis, Accura 'Overdragelsesaftaler'

Strategy falling trough

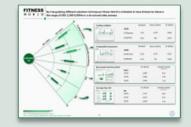
Deal falling trough



### Based on the current exit climate, we recommend an exit strategy trough a private sale



Exit climate suggest a private sale



The valuation indicate an EV in the rage of 2,900-3,300 DKKm Initial buyer research

suggest multiple financial

and strategic buyers.

<figure>

A structured process mitigates major risk in the process



Exit strategy for FSN

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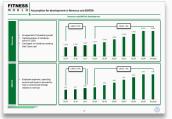
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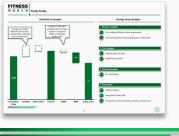
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									101000						
											10	20	10	0	
									Reserved Miles	24	21	100	10.4	20,4	
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8 8 8 8 8			Strategic buyer profiles	36
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cia noti	Equity bridge	34	Financial buyer profiles	41





### **Financials for valuation**

	• —							
P&L (DKKm)	2017	2018B	2019F	2020F	2021F	2022F	2023F	Terminal
Revenue from existing operations	1.242,3	1.366,5	1.503,2	1.653,5	1.818,8	2.000,7	2.200,8	2.200,8
Extra from Poland			21,6	86,9	144,4	201,8	255,6	255,6
Extra from Germany			31,6	80,8	128,0	173,9	224,3	224,3
Extra from Urban Gym			11,5	36,0	54,2	69,3	85,0	85,0
Extra from Functional Supply e-			24,6	28.5	34,9	39,9	49,1	49,1
commerce								
Revenue from initiatives			89,3	232,3	361,4	484,9	614,1	614,1
Total revenue	1.242,3	1.366,5	1.592,5	1.885,8	2.180,2	2.485,6	2.814,9	2.814,9
Cost of goods sold	-77,13	-84,85	-98,88	-117,09	-135,37	-154,33	-174,77	-174,77
Other external costs	-612,3	-673,5	-784,9	-929,5	-1.074,6	-1.225,1	-1.387,4	-1.387,4
Gross profit	552,9	608,1	708,7	839,2	970,3	1.106,2	1.252,7	1.252,7
Gross margin	45%	45%	45%	45%	45%	45%	45%	45%
Employee expenses	-301.4	-331,5	-386,3	-457,5	-528,9	-603,0	-682,9	-682,9
Other operating income	3,3	0,00	0,00	0,00	0,00	0,00	0,00	0,00
Other operating losses	0,0	0,00	0,00	0,00	0,00	0,00	0,00	0,00
EBITDA	254,8	276,6	322,4	381,7	441,4	503,2	569,8	569,8
EBITDA margin	21%	20%	20%	20%	20%	20%	20%	20%
Depreciation, Ammortization and								
impairment	-238,2	-137,24789	-385,36535	-423,0869	-437,72036	-492,2846	-517,10117	-517,1011
EBIT	16,5	139,4	-63,0	-41,3	3,6	10,9	52,7	52,7
EBIT Margin	1%	10%	-4%	-2%	0%	0%	2%	2%
Free Cashflow (DKKm)	2017	2018B	2019F	2020F	2021F	2022F	2023F	erminal valu
EBIT	16,53	139,38	-62,99	-41,34	3,63	10,89	52,73	52,73
Tax on EBIT	3,64	30,66	-13.86	-9,09	0.80	2.40	11,60	11,60
Depreciations and ammortizations	238,24	137,25	385,37	423.09	437,72	492,28	517,10	517,10
Provisions in the year	-10,92	0,00	0,00	0,00	0,00	0.00	0,00	0,00
Exchange rate adjustments	-0,67	0,00	0,00	0,00	0,00	0,00	0,00	0,00
Financial income	1,15	1,15	1,15	1,15	1,15	1,15	1,15	1,15
Financial expenses	-45,85	-45,85	-45,85	-45,85	-45,85	-45,85	-45,85	-45,85
Other non-cash	1,72	0,00	0,00	0,00	0,00	0,00	0,00	0,00
Total non-cash transactions	178,77	92,55	340,67	378,39	393,02	447,59	472,41	472,41
Cash flow from operating activities	191,67	201,27	291,54	346,15	395,86	456,08	513,53	513,53
before change in NWC and CAPEX								
Change in NWC	25,99	28,59	33,32	39,46	45,62	52,01	58,90	58,90
Maintenance CAPEX Current operations	-36,05 -67,50	-39,66 -20	-45,50	-53,90	-62,26	-70,97	-80,26	-80,26
Urban Gym			-27	-26	-19	-25	-23	-23
Poland (FW)			-60	-56	-61	-66	-61	-61
Germany (FW)			-35	-49	-48	-52	-61	-61
Growth CAPEX	-67,50	-20,00	-122,00	-130,00	-128,00	-143,00	-144,50	-144,50
CAPEX	-103,55	-59,66	-167,50	-183,90	-190,26	-213,97	-224,76	-224,76
FCF	62,13	113,0	90,7	122,8	160,0	190,1	229,9	229,9
	,		0,80	1,35	1,30	1,19	1,21	1,00
PV(FCF) =		105,2	90,7	99,1	120,2	133,0	149,8	2538,7
			/-		,	,_		
EV =	3236,81	,			,			

#### Growth CAPEX in 2017 UG FW Total cost Тах 22,00% New centres 5 9 WACC 7,40% Cost per center 4,5 5 Growth at terminal period 1,50% 22,5 45 67,5 Base case - Germany: Centres build in year: 3 5 1 2 4 New centres 7 9 8 8 9 7 16 24 32 1. year (at least) centres 28,7 73,4 158,1 Revenue DKKm 116,3 203,9 10% add on product sale 2,9 7,3 11,6 15,8 20,4 Base case - Poland: Centres build in year: 1 2 3 4 5 8 12 10 10 10 New centres 22 32 1. year (at least) centres 12 42 183,4 232,4 Revenue DKKm 19,7 79,0 131,2 10% add on product sale 2,0 7,9 13,1 18,3 23,2 Base case - Urban Gym: Centres build in year: 5 1 2 3 4 6 5 3 4 3 New centres 6 18 1. year (at least) centres 11 14 Revenue DKKm 10,5 32,8 49,3 63,0 77,3 1,0 7,7 10% add on product sale 3,3 4,9 6,3 Functinal Supply (DKKm) 1 2 3 4 5 Protein Bars 12% 14% 20% 26% 35% Protein Powder 9% 11% 13% 14% 17% 30% 30% 31% 31% 32% Protein Ready-to-Drink 9% 11% 12% 13% 15% Non-protein products Protein Bars 6.25 7.04 10.24 13.18 17.56 Protein Powder 7.88 10.02 12.22 13.49 16.79 Protein Ready-to-Drink 7.14 7.26 7.66 7.80 8.20 3.30 4.76 5.43 6.59 Non-protein products 4.21 Total revenue stream 24.57 28.54 34.88 39.90 49.14

Assumptions made about financials and growth strategy

Notes: Provisions are excluded from FCF since it covers Audit provisions, and is therefore normalized out, The financial expenses are assumed constant since the growth strategy will be financed by the free cashflow and reserves 31





# WORLD WACC calculation and assumptions

Target capital structure		( A )
Current debt		827,664
EBITDA		254,769
EBITDA Multiple		8.5
D/EV		38.2%
Company	Be	eta [2Y] (B
Fitness planet, Inc.		1.14
The Gym Group, Plc.		0.53
Town Sports International, Inc.		1.40
Basic-Fit, N.V.		0.90
YogaWorks, Inc.		0.50
Actic Group		0.50
Average		0.83
Estimation af cost of debt		( c )
Risk Free Rate		1.6%
Credit facility 1)	225	3.5%
Credit facility 1)	550	4.0%
Weighted Cost of Debt		3.9%
САРМ		( D )
Beta Asset (unlevered)		0.83
Beta Equity (assuming constant D/EV)		1.34
Market Risk Premium		5.3%
Risk Free Rate		1.6%
Size premium		1.4%
Cost of Equity		10.1%
Weighted average cost of capital		( E )
Cost of Equity		10.1%
Cost of Debt		3.9%
Тах		22.0%
Capital Structure (D/EV)		38.2%
WACC		7.4%

A In order to estimate the D/EV we use their current interest bearing debt level. And in estimating the EV we use the weighted EBITDA multiple from the listed peers and transactions

B The Beta applied is calculated as a average of the peer groups. Notice not the entire peer group is used since Beta estimates was not available for all.

We have estimated Fitness worlds cost of debt as a weighted average of their current debt facilities

D Market risk premium is based on PWC's yearly Cost-of-capital report (February 2016). A size premium is added when the transaction EV is between 2-5DKKbn.

Ε

The risk free rate is calculated based on the rate of the Danish

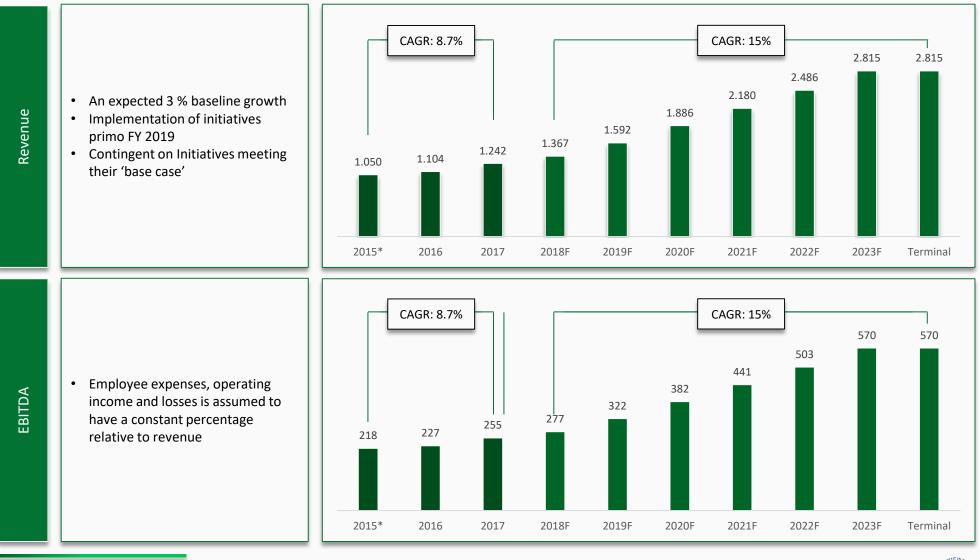
government bond with expiration in 2023



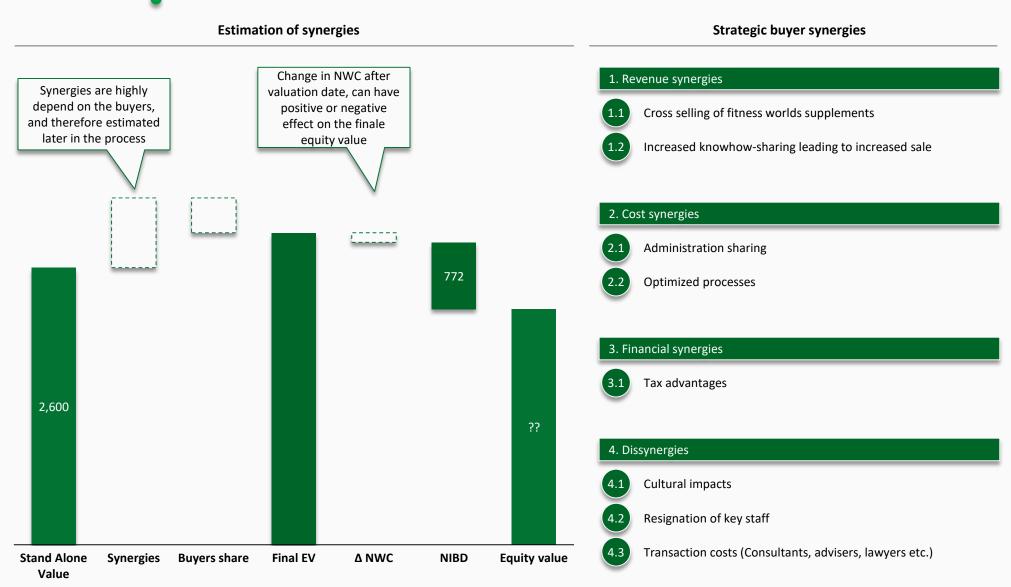


### Assumption for development in Revenue and EBITDA

**Revenue and EBITDA development** 

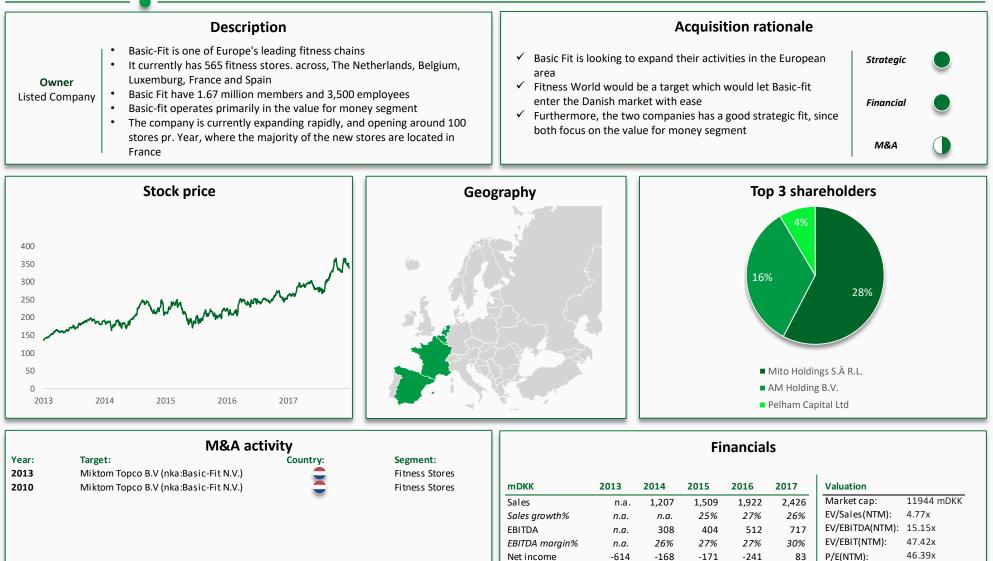




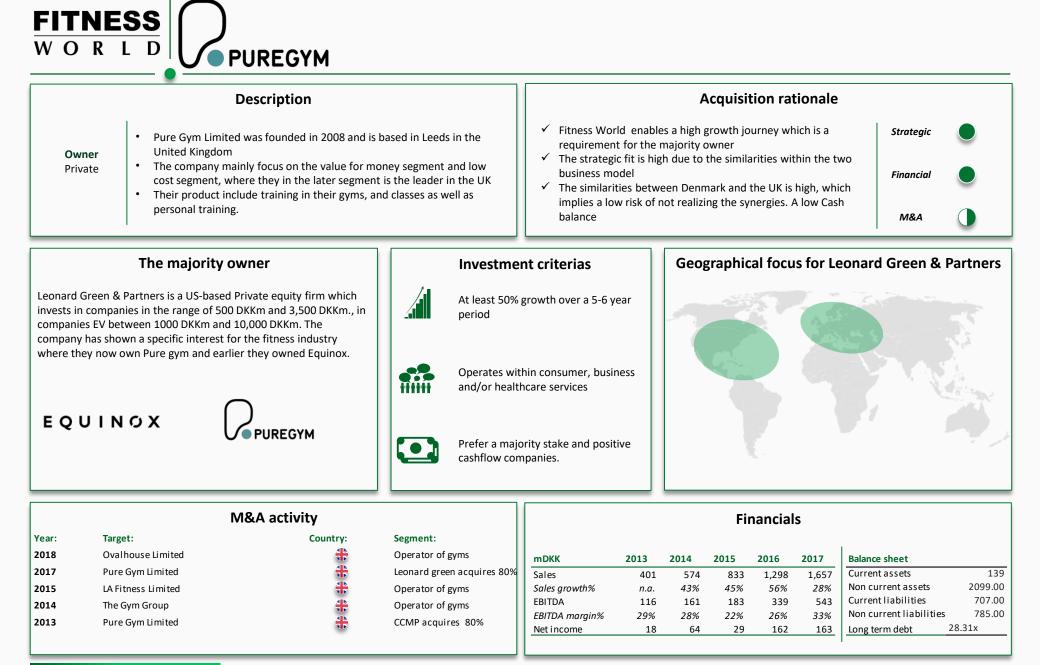






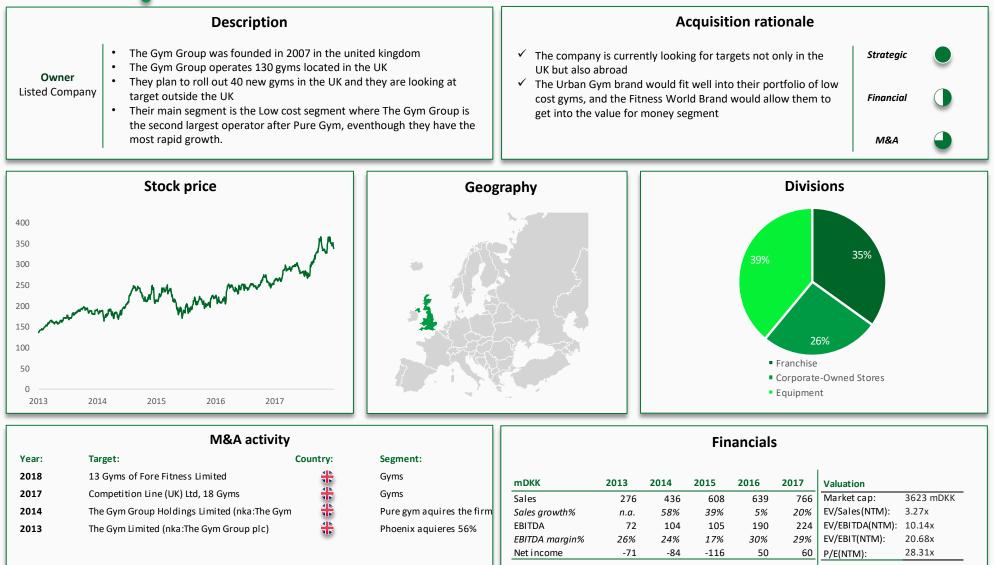
















	Description		Acquisition rationale			
<ul> <li>Planet Fitness franchises and operates fitness centers under the Planet Fitness brand</li> <li>It operates through three segments: Franchise, Corporate-Owned Stores, and Equipment.</li> <li>As of December 31, 2017, the company had 1,518 fitness centers, which include 1,456 franchised and 62 are corporate-owned</li> </ul>			<ul> <li>Fitness World would be an optimal platform for Planet Fitness to enter the European market</li> <li>Planet fitness has the financial strength to acquire.</li> <li>Further more there is significant synergies to be realized trough leveraging the sales channels of Planet fitness to push Fitness world product, and reduce overhead cost by running a combined operation</li> <li>M&amp;A</li> </ul>			
	Stock price	Geo	graphy	Fitness clubs		
400						
350	٨٨					
300	m			1 5 1 6		
250	way and way way way and			1,518	>	
200	monoral WW WWW					
150				Fitness centres based		
100				United state	25	
50						
0						
2013	2014 2015 2016 2017					
M&A activity			Financials			
ear:	Target: Country:	Segment:				
018	6 Franchise Stores in Long Island	6 Franchise Stores acquired		2014 2015 2016 2017 Valua Mark	tion et cap: 30574 mDKK	
014 012	Eight Stores in the Hudson Valley area of NY States Inc.	8 Franchisee-Owned Stores TSG Partners acquires stake	Sales1,143Sales growth%n.a.	1,721 2,271 2,664 2,666 51% 32% 17% 0% EV/Sa	les(NTM): 9.26x ITDA(NTM): 22.90x	

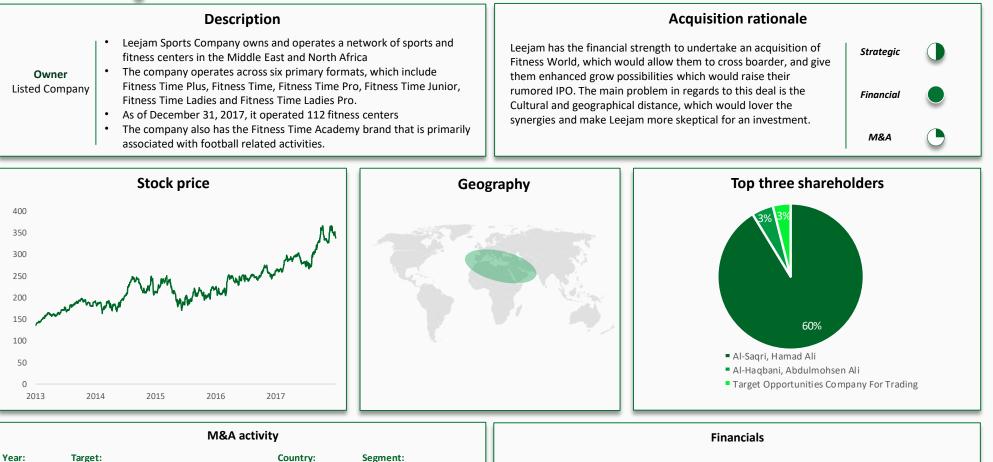
Year:	Target:	Count
2018	6 Franchise Stores in Long Island	
2014	Eight Stores in the Hudson Valley area of NY	
2012	Planet Fitness, Inc.	

TSG Partners acquires stake

#### Sales growth% n.a. 51% 32% 17% 0% EV/EBITDA(NTM): 22.90x 1,114 EBITDA 353 589 720 1,030 EV/EBIT(NTM): 26.04x EBITDA margin% 42% 31% 34% 32% 39% 44.59x P/E(NTM): 206 138 226 151 Net income 127







	-
2013	Leejam Sports Company

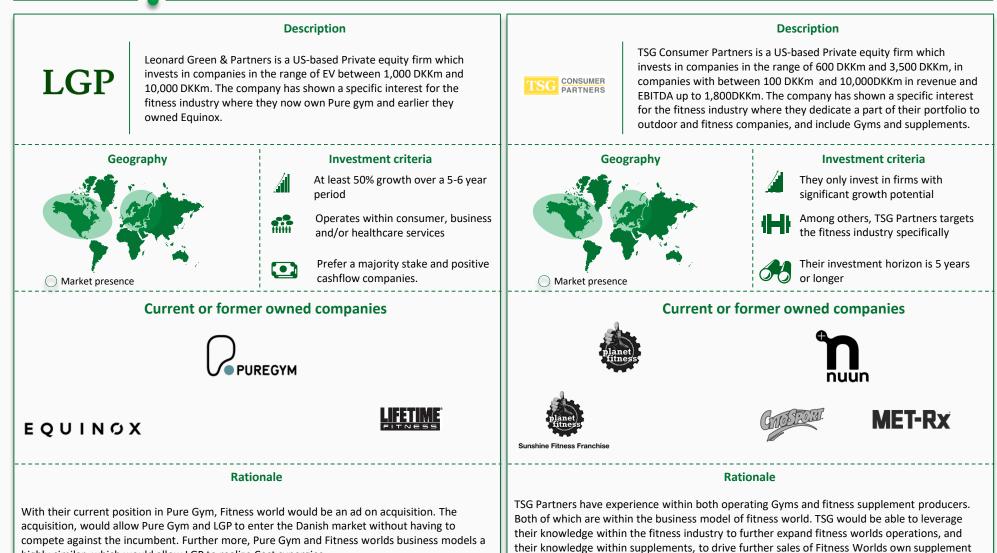
# Country: Segment:

mDKK	0	2014	2015	2016	2017	Valuation	
Sales	0	738	1,089	1,315	1,212	Market cap:	4766 mDKK
Sales growth%	n.a.	#DIV/0!	48%	21%	-8%	EV/Sales(NTM):	4.40x
EBITDA	0	324	486	568	482	EV/EBITDA(NTM):	11.26x
EBITDA margin%	n.a.	44%	45%	43%	40%	EV/EBIT(NTM):	17.50x
Net income	0	226	331	379	288	P/E(NTM):	17.04x





### Appendix I Financial buyers Tier 1



highly similar, which would allow LGP to realize Cost synergies.



line.



### Appendix I Financial buyers Tier 2









