

Important news

Luis Esteban Arribas, CESGA – luis.esteban@institutodeanalistas.com
Enrique Andrés Abad, CFA – enrique.andres@institutodeanalistas.com
 +34 915 904 226

Business description

Netex (NTX), is a Spanish technology company (A Coruña) dedicated to the development and commercialisation of software for the education sector. Its two main lines of business are the sale/renewal of licences (30% of revenues 2023) and the development of projects with customised content (70% of revenues 2023). Revenues outside Spain represent c. 55%. The founders control c. 51% of the capital.

Market Data

Market Cap (Mn EUR and USD)	41.5	44.4
EV (Mn EUR and USD) ⁽²⁾	66.9	71.6
Shares Outstanding (Mn)	8.9	
-12m (Max/Med/Mín EUR)	4.70 / 3.59 / 2.48	
Daily Avg volume (-12m Mn EUR)	0.01	
Rotation ⁽³⁾	7.2	
Factset / Bloomberg	NTX-ES / NTX SM	
Close fiscal year	30-Sep	

Shareholders Structure (%)⁽⁵⁾

José Carlos López Ezquerro	25.4
José Ramón Mosteiro López	25.2
Angel Fandos (Odre 2005)	12.1
3-Gutininvest, S.L.	5.0
Free Float	30.7

Relative performance (Base 100)

Stock performance (%)

	-1m	-3m	-12m	-5Y
Absolute	23.2	26.5	88.7	283.6
vs Ibex 35	24.6	24.6	57.3	216.0
vs Ibex Small Cap Index	24.8	14.8	72.6	186.2
vs Eurostoxx 50	25.6	29.3	63.3	167.7
vs Sector benchmark ⁽⁴⁾	22.5	23.4	49.3	109.4

(1) The opinion regarding the results is on reported EBITDA with respect to our estimate for the year (12m). The impact reflects whether, due to the results, we envisage a significant revision (>5% - 10%, depending on the sector) of our EBITDA estimate (for any of the estimated years).

(2) Please refer to Appendix 2.

(3) Rotation is the % of the capitalisation traded - 12m.

(4) vs Stoxx Europe 600 Technology.

(5) Others: Treasury stock 1.7%

(*) Unless otherwise indicated, all the information contained in this report is based on: The Company, Factset and Lighthouse.

BD-Capital's bid for NTX likely to be successful. Delisting expected for 1 August

BD CAPITAL'S TAKEOVER BID FULFILS THE REQUIREMENTS. BD-Capital (private equity firm specialised in European mid-market) launched a takeover bid on 27 May 2024 for NTX with aim of securing control and delisting the company. The bid was subject to the following *sine qua non* conditions: (i) a waiver of the obligations to repay borrowings subject to a change of control (at least 80% of the outstanding amounts) and (ii) acceptance of at least 50.5% of share capital. Both condition have *de facto* been fulfilled as at the date of this note.

A FRIENDLY TAKEOVER BID BACKED BY THE FOUNDERS WITH SETTLEMENT ON 9 JULY. José Carlos López Ezquerro and José Ramón Mosteiro —NTX's core shareholders, with 50.6% of share capital— have agreed to accept BD-Capital's bid. Both will vote in favour of the proposed delisting. Therefore, no additional support is needed for approval (as their combined shareholding is >50.5%). Settlement of the bid is expected to be on 9 July. The company's founders have agreed to retain 30.3% of the shares post-acquisition by BD-Capital.

SHAREHOLDERS HAVE UNTIL 28 JUNE TO TENDER THEIR SHARES IF THEY ACCEPT. Shareholder who choose not to accept the bid may sell their shares directly to BD-Capital at the bid price (EUR 4.75/share) until 31 July 2024 (inclusive). No additional liquidity window is expected for shareholders who don't sell. There will be no squeeze-out for the rest of the shares and NTX will in all certainty be delisted.

NTX HAS CALLED AN EXTRAORDINARY GENERAL MEETING ASSUMING A SUCCESSFUL BID TO SPEED UP THE DELISTING. NTX has called an Extraordinary General Meeting for 24 July 2024 for approval to delist the shares from BME Growth. However, the proposed delisting is subject to successful settlement of the offer, expected to take place on 9 July 2024. Once shareholder approval is given, the delisting will become effective from 1 August 2024.

THE TAKEOVER BID PRICE REFLECTS THE COMPANY'S INTRINSIC VALUE. The takeover bid was launched after a strong rally by the stock in the previous months (NTX -12m: +45.0%, pre-takeover bid). In our opinion, it factored in the company's potential for improvement in recurring EBITDA and FCF generation in the 2024e-2026e period.

Our estimates for 2024e put NTX trading at an EV/EBITDA of 12.1x (pre-bid) vs 15.5x for its comps (current multiple). The bid price equates to an implicit EV/EBITDA 2024e multiple of 13.8x (-11% vs sector). Discounting cash flows (2024e-2026e) using a WACC of 8.3% and assuming that NTX can generate FCF "to the firm" 2026e of EUR 5.0Mn, we obtain a valuation of EUR 47Mn or a price of EUR 5.3/share (+11% vs price of the bid). In sum, the price offered reasonably reflects the company's intrinsic value.

NTX is a BME Growth Company

BME Growth is the segment of BME MTF Equity aimed at small and medium sized companies, directed and managed by the Spanish stock market and is subject to the CNMV supervision. BME MTF Equity is not a Regulated Market but instead falls within the classification of a Multilateral Trading Facility (MTF) as defined under the Markets in Financial Instruments Directive (MiFID). In July 2020, BME Growth obtained the status of SME Growth Market, a new category of EU regulations, which in Spain is called Mercado de Pymes en Expansión.

BME Growth is the Spanish equity market for companies of reduced capitalization which aim to grow, with a special set of regulations, designed specifically for them, and with costs and process tailored to their particular features. Operations in BME Growth (former MAB) started in July 2009. There are currently c. 140 companies listed on it. Companies listed on the MAB can choose to present their financial statements under IFRS or the General Accounting Plan (PGC) and Royal Decree 1159/2010 (NOFCAC).

Appendix 1. EV breakdown at the date of this report

	EUR Mn	Source
Market Cap	41.5	
+ Minority Interests	-	12m Results 2023
+ Provisions & Other L/T Liabilities	2.2	12m Results 2023
+ Net financial debt	23.4	3m Results 2024
- Financial Investments	0.2	12m Results 2023
+/- Others		
Enterprise Value (EV)	66.9	

LIGHTHOUSE

Calle Núñez de Balboa, 108 1ª Planta
28006 Madrid
T: +34 915 904 226
institutodeanalistas.com/lighthouse

Alfredo Echevarría Otegui

Head of research

alfredo.echevarria@institutodeanalistas.com

Luis Esteban Arribas, CESGA

Equity research

luis.esteban@institutodeanalistas.com

Enrique Andrés Abad, CFA

Equity research

enrique.andres@institutodeanalistas.com

José Miguel Cabrera van Grieken

Equity research

Jose.cabrera@institutodeanalistas.com

Jesús López Gómez, CESGA

ESG Analyst & Data analytics

jesus.lopez@institutodeanalistas.com

All Lighthouse research documents are available simultaneously on the Lighthouse website (institutodeanalistas.com/lighthouse) and via third-party aggregators such as Bloomberg, Factset, Capital IQ and Refinitiv.

IMPORTANT LEGAL INFORMATION REGARDING THIS REPORT

LIGHTHOUSE

Lighthouse is a project of IEAF Servicios de Análisis S.L.U. Lighthouse is a research project funded by Bolsas y Mercados Españoles S.A. Lighthouse aims to improve the research coverage of the "orphan stocks" of the Spanish market: those which lack real and continuous research coverage. Lighthouse reports will not include valuation and target price. Lighthouse does not seek to provide investment advice to any natural or legal person. For this reason, Lighthouse will not provide a valuation, target price or investment recommendation for any of the securities analysed.

IEAF Servicios de Análisis S.L.U. is a Spanish company whose corporate purpose is:

1º) To provide information and financial analysis regarding securities issued by any class of legal person traded or not on official secondary markets, and especially (but not exclusively) those securities which are not the object of the recurrent provision of information and analysis by financial analysts who participate in the markets.

2º) To publicise and update the aforementioned financial reports and analysis, in addition to the monitoring and following of the securities on which the information and analysis is provided.

3º) To prepare studies and projects aimed at proposing and implementing measures to improve the information and financial analysis of securities traded on official secondary markets.

IEAF Servicios de Análisis S.L.U. is a company whose sole shareholder is the Instituto Español de Analistas Financieros, a professional, not for profit association.

DISCLAIMER

The Instituto Español de Analistas Financieros hereby certifies that the analyst of IEAF Servicios de Análisis S.L.U. whose name figures as the author of this report, expresses views that reflect their personal and independent opinion of the company analysed without these implying, either directly or indirectly, a personalised recommendation of the company analysed for purposes of providing investment advice. This report is based on the preparation of detailed financial projections from information available to the public and following traditional fundamental research methodology (i.e. it is not a technical or quantitative analysis report). For the analysis methodology used in the preparation of this report, please contact the analyst directly; contact details are included on the front page of this report.

The report includes basic information regarding the main parameters to be used by an investor when making their own valuation (whether by discounted cash flows or multiples). These parameters are the personal opinion or estimate of the analyst. The person receiving this report should use their own judgement when using these parameters and should consider them as another element in their decision-making process in respect of investment. These parameters do not represent a personalised investment recommendation.

Rules governing confidentiality and conflicts of interest

None of the following rules governing confidentiality and conflicts of interest (12) is applicable to this report:

1. This report is non-independent research as it has been commissioned by the company analysed (issuer).
2. In the last 12 months, the Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U., has had Investment Banking mandates or has managed or co-managed a public offering of the securities of the issuer, or has received compensation from said issuer for Investment Banking services, that exclude brokerage services for prepaid fees.
3. In the next 6 months, the Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U., expects to receive or intends to obtain compensation for Investment Banking services provided to this company that exclude brokerage services for prepaid fees.
4. The Investment Analyst or a member of the Research Department or a member of their household has a long position in the shares or derivatives of the corresponding issuer.
5. The Investment Analyst or a member of the Research Department or a member of their household has a short position in the shares or derivatives of the corresponding issuer.
6. At the date of publication, the Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U. held a long position of over 0.5% of the issuer's capital.
7. At the date of publication, the Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U. held a short position of over 0.5% of the issuer's capital.
8. At the end of the month immediately prior to the publication of this report, or of the previous month if the report is published in the ten days following the end of the month, the company analysed (the issuer) or any of its subsidiaries held 5% or more of any class of equity security of the Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U.
9. A senior director or officer of the Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U., or a member of their department is a director, officer, advisor or member of the Board of Directors of the issuer and/or one of its subsidiaries.
10. The Instituto Español de Analistas Financieros or its subsidiary, IEAF Servicios de Análisis S.L.U., acts as broker for the Issuer for the corresponding prepaid fees.
11. The contents of this report related to the financial analysis, financial projections, valuation, investment summary and opinion of the analyst have been reviewed by the issuer prior to its publication.
12. The issuer has made changes to the contents of this report prior to its distribution.

The Investment Analysts who have prepared this Investment Analysis are employees of IEAF Servicios de Análisis S.L.U. These analysts have received (or will receive) compensation according to the general earnings of IEAF Servicios de Análisis S.L.U. To obtain a copy of the Code of Conduct of IEAF Servicios de Análisis S.L.U. (in respect of the Management of Conflicts of Interest in the research department), please use the e-mail address secretaria@institutodeanalistas.com or consult the contents of this Code at <https://institutodeanalistas.com>.

IEAF Servicios de Análisis S.L.U. is compensated by Bolsas y Mercados Españoles, S.A. for the preparation of this report. This report should be considered as just another element in the taking of investment decisions.

A report issued by IEAF servicios de análisis S.L.U.

All rights reserved. The unauthorised use or distribution of this report is prohibited. This document has been prepared and distributed, according to the provisions of the MiFID II by IEAF Servicios de Análisis S.L.U. Its corporate activity is regulated by the CNMV (the Spanish Securities Exchange Commission). The information and opinions expressed in this document do not represent nor are they intended to represent an offer or a solicitation to buy or sell the securities (in other words, the securities mentioned in this report and related warrants, options, rights or interests). The information and opinions contained in this document are based upon information available to the public and have been obtained from sources believed to be reliable by IEAF Servicios de Análisis S.L.U., but no guarantee is given regarding their accuracy or completeness. All comments and estimates reflect solely the opinion of IEAF Servicios de Análisis S.L.U. and do not offer any implicit or explicit guarantee. All the opinions expressed are subject to change without prior warning. This document does not take into account the specific investment objectives, financial position, risk profile or other specific aspects of the person who receives this document, and accordingly they should exercise their own judgement in this respect. Neither the Instituto Español de Analistas Financieros nor its subsidiary, IEAF Servicios de Análisis S.L.U., assumes any responsibility for direct or indirect losses arising from the use of the published research, except in the event of negligent conduct by IEAF Servicios de Análisis S.L.U. The information contained in this report is approved for distribution to professional clients, eligible counterparties and professional advisers, but not for distribution to private individuals or retail clients. Its reproduction, distribution or

publication for any purpose without the written authorisation of IEAF Servicios de Análisis S.L.U. is prohibited. The Instituto Español de Analistas Financieros and/or its subsidiary IEAF Servicios de Análisis S.L.U., their employees and directors, may hold a position (long or short) in an investment knowing that this issuer will be the object of analysis and that this analysis will be distributed to institutional investors. Any further information regarding the contents of this report will be provided upon request. IEAF Servicios de Análisis S.L.U. intends to publish (at least) one quarterly report or note updating the information on the company analysed.

United States. IEAF Servicios de Análisis S.L.U. is not registered in the United States and, consequently, is not subject to the regulations of that country governing the preparation of research and the independence of analysts. This report is distributed solely to major US institutional investors, in reliance on the exemption from registration provided by Rule 15a-6 of the US Securities Exchange Act of 1934, as amended (the "Exchange Act"), and interpretations of this made by the US Securities Exchange Commission.

Major US Institutional Investors. This report will be distributed to "major US institutional investors", as defined by Rule 15a-6 of the US Securities Exchange Commission and of the US Securities Exchange Act of 1934.

Notes and Reports History

Date of report	Recommendation	Price (EUR)	Target price (EUR)	Period of validity	Reason for report	Analyst
26-Jun-2024	n.a.	4.68	n.a.	n.a.	Important news	Luis Esteban Arribas, CESGA
27-May-2024	n.a.	3.80	n.a.	n.a.	Small & Micro Caps (Spain)	Alfredo Echevarría Otegui
27-May-2024	n.a.	3.80	n.a.	n.a.	Important news	Luis Esteban Arribas, CESGA
01-Feb-2024	n.a.	3.80	n.a.	n.a.	12m Results 2023 - Estimates downgrade	Luis Esteban Arribas, CESGA
25-Jul-2023	n.a.	2.86	n.a.	n.a.	6m Results 2023	Luis Esteban Arribas, CESGA
12-Jun-2023	n.a.	2.74	n.a.	n.a.	Small & Micro Caps (Spain)	David López Sánchez
01-Feb-2023	n.a.	3.12	n.a.	n.a.	12m Results 2022 - Estimates downgrade	Luis Esteban Arribas, CESGA
01-Aug-2022	n.a.	3.23	n.a.	n.a.	6m Results 2022	Luis Esteban Arribas, CESGA
07-Jul-2022	n.a.	3.27	n.a.	n.a.	Initiation of Coverage	Luis Esteban Arribas, CESGA

