Happy Forgings | BUY

Broadly in-line Quarter; New business wins to aid growth

In 1QFY26, Happy Forgings (HFL) reported EBITDA margin of 28.6%, slightly below JMFe of 28.8%. In the domestic market, CV growth is expected to be driven by ramp-up of new order wins, while tractor segment is likely to sustain its positive momentum going ahead. Industrial and PV segment continued perform well, with management targeting an increase in PV revenue contribution to 8-10% over the next two years (vs. 6% in 1QFY26). Global demand remains muted across segments. However, new order wins are expected to support revenue growth going ahead. Margins are likely to remain under pressure due initial ramp-up cost related to new facilities, partially offset by higher share of value-added components. Owing to new order wins, we have revised our revenue growth estimates upwards by 3.5% / 3.4% for FY26E / FY27E from our previous estimates. We maintain BUY with Mar'27 TP of INR 1,090 (30x FY27E). Pick-up in exports (CVs / Farm / OHV) remains a key monitorable.

- 1QFY26 Revenue / margin broadly in line: HFL reported revenue of INR 3.5bn (+4% YoY, flat QoQ), in line with JMFe. EBITDA came-in at INR 1.01bn (+4%YoY, -1% QoQ), 1% below JMFe. EBITDA margin stood at 28.6% (flat YoY, -50bps QoQ), 20bps below JMFe. PAT stood at INR 657mn (+3% YoY, -3% QoQ), in line with JMFe of INR 660mn.
- Operational update: During 1QFY26, HFL's volumes grew 3.8% YoY to 14,457 MT. Realisation remained broadly flat YoY at c.INR245/kg, despite moderation in RM price (-3% YoY), owing to higher share of value-added components. Contribution of machined products rose to 88% in 1QFY26 (87% in 1QFY25). Exports continued to remain a drag with c.8% YoY decline, while domestic revenue grew by c.7% YoY. Despite the industry headwinds and RM price correction, its overall revenue grew by 3.6% in 1Q. New business wins and entry into new segment (delivering new revenues to the tune of 15-18%) helped counter slowdown in legacy businesses (down 7-8%). Share of industrials / PV business increased to 13% / 6% in 1QFY26 (vs. 11% / 3% in 1QFY25).
- Demand outlook: In the domestic market, MHCV production remained flat YoY, with HFL's CV revenue growth marginally outpacing the industry. The company has secured new business wins in this segment, and expects a strong ramp-up in crankshaft volumes going forward. The farm equipment segment remained healthy, with momentum likely to sustain (management expects 4-7% growth). The off-highway segment saw a mid-single-digit YoY decline in 1QFY26, impacted by delays in road, highway, and mining projects. The industrial segment delivered good growth, supported by strong demand from wind energy, power generation, and oil & gas sectors- a trend expected to continue. The PV segment recorded healthy traction on account of ramp-up in dedicated lines for key SUV platforms, with management targeting an 8-10% revenue contribution over the next two years (vs. 6% in 1QFY26). Internationally, demand in CV, farm, and off-highway segments remained subdued, with near-term headwinds likely to persist. Nevertheless, HFL retains its medium-term revenue growth guidance of 15–18%, underpinned by new product launches, fresh order inflows, and entry into new markets. We transfer coverage to Nitin Agrawal.

JM FINANCIAL

Nitin Agrawal nitin.agrawal@jmfl.com | Tel: (91 22) 66303687

Saksham Kaushal

saksham.kaushal@jmfl.com | Tel: (91 22) 66303019 Sahil Malik

9.0%

sahil.malik@jmfl.com | Tel: (91 22) 66301652

Recommendation and Price Target	
Current Reco.	BUY
Previous Reco.	BUY
Current Price Target (12M)	1,090
Upside/(Downside)	12.4%
Previous Price Target	1,000

Key Data – HAPPYFOR IN	
Current Market Price	INR970
Market cap (bn)	INR91.4/US\$1.0
Free Float	33%
Shares in issue (mn)	94.2
Diluted share (mn)	94.2
3-mon avg daily val (mn)	INR30.1/US\$0.3
52-week range	1,269/716
Sensex/Nifty	80,604/24,585
INR/US\$	87.7

Price Performar	nce		
%	1M	6M	12M
Absolute	3.8	4.2	-21.3
Relative*	6.3	-1.5	-22.2

^{*} To the BSE Sensex

Change

`Financial Summary					(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Net Sales	13,434	13,949	15,656	18,807	22,647
Sales Growth (%)	15.7	3.8	12.2	20.1	20.4
EBITDA	3,875	4,067	4,511	5,454	6,596
EBITDA Margin (%)	28.5	28.9	28.5	28.7	28.8
Adjusted Net Profit	2,430	2,674	2,855	3,421	4,197
Diluted EPS (INR)	25.8	28.4	30.3	36.3	44.5
Diluted EPS Growth (%)	10.6	10.0	6.8	19.8	22.7
ROIC (%)	18.6	15.2	13.7	14.1	15.1
ROE (%)	18.7	15.4	14.4	15.1	16.1
P/E (x)	37.6	34.2	32.0	26.7	21.8
P/B (x)	5.7	4.9	4.3	3.8	3.3
EV/EBITDA (x)	23.6	22.6	20.7	17.1	14.0
Dividend Yield (%)	0.4	0.3	0.3	0.4	0.4

Source: Company data, JM Financial. Note: Valuations as of 11/Aug/2025

JM Financial Research is also available on: Bloomberg - JMFR <GO>, Thomson Publisher & Reuters, S&P Capital IQ, FactSet and Visible Alpha

Please see Appendix I at the end of this report for Important Disclosures and Disclaimers and Research Analyst Certification.

Margin outlook: We expect margin to remain under pressure, impacted by initial ramp-up
cost related to new facilities (heavyweight components forging facilities to commence in
FY27), partially offset by higher contribution of value added products.

Other highlights: 1) Capacity utilisation currently stands at 59% / 77% for Forging / Machining. 2) Capex guidance for FY26 is INR 3bn (excluding solar-related investments), of which INR 800mn is towards scaling PV segment. This year, HFL plans to commission additional forging presses of 10,000 tonnes and 4,000 tonnes, adding ~20,000 metric tonnes per annum in capacity. 3) HFL highlighted that INR 6.5bn capex plan (spread over 2-3 years) remains on track. This investment will support the establishment of advanced forging capabilities to serve requirements of heavy forged and machined components (>250 Kgs) in the non-automotive industrial segments (Power generation, Marine, Mining, High-HP farm equipment, etc.). HFL expects this capacity to be operational in FY27. 4) Direct exposure to US remains modest (3-4%), with no absorption of tariff-related costs. 5) For FY26, the company targets delivery of 35kunits of axle beams, translating into an estimated revenue of INR 300–400mn.

Exhibit 1. Quarterly financial per			6 / 3/ 3/	400.00	2/ 0.0	400,005	. (0()
Financial Matrices (INR mn)	1QFY26	1QFY25	% YoY	4QFY25	% QoQ	1QFY26E	Var (%)
Sales	3,538	3,415	3.6	3,520	0.5	3,556	(0.5)
RM	1,489	1,486	0.2	1,455	2.3	1,493	(0.3)
as a % of sales	42.1	43.5	-140bps	41.3	70bps	42.0	10bps
Employee Exp	321	290	10.6	323	(0.5)	324	(8.0)
as a % of sales	9.1	8.5	60bps	9.2	-10bps	9.1	0bps
Other Costs	717	663	8.2	719	(0.3)	715	0.3
as a % of sales	20.3	19.4	90bps	20.4	-20bps	20.1	20bps
Expenditure	2,527	2,439	3.6	2,497	1.2	2,532	(0.2)
EBITDA	1,012	976	3.6	1,023	(1.1)	1,024	(1.2)
EBITDA Margin (%)	28.6	28.6	0bps	29.1	-50bps	28.8	-20bps
Other Income	104	76	36.1	100	3	90	15.0
Interest	23	14	67.8	25	(6)	18	28.0
Depreciation	206	180	14.1	203	1	210	(2.1)
PBT	886	858	3.3	896	(1)	886	0.0
Tax	230	220	4.2	219	5	226	1.6
Tax rate (%)	25.9	25.7	20bps	24.5	140bps	25.5	0.4
PAT (Adjusted)	657	638	3.0	676	(2.9)	660	(0.5)
PAT Margin (%)	18.6	18.7	-10bps	19.2	-60bps	18.6	0bps
EPS (INR)	7.0	6.8	3.0	7.2	(2.8)	7.0	(0.5)

Source: Company, JM Financial

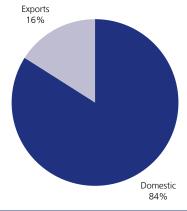
Source: Company, JM Financial

Off-Highway
10%

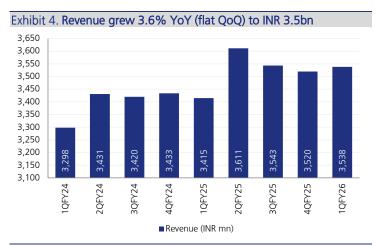
Passenger
Vehicles
32%

Passenger
Vehicles

Exhibit 3. Revenue mix by geography-1QFY26



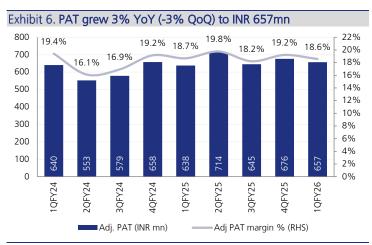
Source: Company, JM Financial





Source: Company, JM Financial

Source: Company, JM Financial





Source: Company, JM Financial

Source: Company, JM Financial

Exhibit 8. Change in estimates										
Honov Forgings	New assumption			Old	Old assumption			% Change		
Happy Forgings	FY25A	FY26E	FY27E	FY25A	FY26E	FY27E	FY25A	FY26E	FY27E	
Revenue (INR mn)	14,089	15,810	18,988	14,089	15,273	18,372	0.0%	3.5%	3.4%	
EBITDA (INR mn)	4,067	4,511	5,454	4,067	4,380	5,253	0.0%	3.0%	3.8%	
EBITDAM (%)	28.9	28.5	28.7	28.9	28.7	28.6	0bps	-20bps	+10bps	
PAT (INR mn)	2,675	2,856	3,421	2,675	2,755	3,267	0.0%	3.6%	4.7%	
EPS (INR)	28.4	30.3	36.3	28.4	29.2	34.7	0.0%	3.6%	4.7%	

Source: Company, JM Financial

Financial Tables (Consolidated)

Income Statement				(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Net Sales	13,434	13,949	15,656	18,807	22,647
Sales Growth	15.7%	3.8%	12.2%	20.1%	20.4%
Other Operating Income	149	140	154	181	221
Total Revenue	13,582	14,089	15,810	18,988	22,868
Cost of Goods Sold/Op. Exp	5,966	5,917	6,508	7,810	9,372
Personnel Cost	1,145	1,248	1,448	1,680	2,025
Other Expenses	2,596	2,857	3,343	4,045	4,876
EBITDA	3,875	4,067	4,511	5,454	6,596
EBITDA Margin	28.5%	28.9%	28.5%	28.7%	28.8%
EBITDA Growth	13.7%	4.9%	10.9%	20.9%	20.9%
Depn. & Amort.	647	771	975	1,195	1,396
EBIT	3,228	3,296	3,537	4,259	5,200
Other Income	134	375	383	401	475
Finance Cost	118	75	182	182	182
PBT before Excep. & Forex	3,244	3,596	3,737	4,477	5,493
Excep. & Forex Inc./Loss(-)	0	0	0	0	0
PBT	3,244	3,596	3,737	4,477	5,493
Taxes	814	921	882	1,056	1,296
Extraordinary Inc./Loss(-)	0	0	0	0	0
Assoc. Profit/Min. Int.(-)	0	0	0	0	0
Reported Net Profit	2,430	2,674	2,855	3,421	4,197
Adjusted Net Profit	2,430	2,674	2,855	3,421	4,197
Net Margin	17.9%	19.0%	18.1%	18.0%	18.4%
Diluted Share Cap. (mn)	94.2	94.2	94.2	94.2	94.2
Diluted EPS (INR)	25.8	28.4	30.3	36.3	44.5
Diluted EPS Growth	10.6%	10.0%	6.8%	19.8%	22.7%
Total Dividend + Tax	377	283	283	377	377
Dividend Per Share (INR)	4.0	3.0	3.0	4.0	4.0

Balance Sheet					(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Shareholders' Fund	16,125	18,495	21,068	24,112	27,932
Share Capital	188	188	188	188	188
Reserves & Surplus	15,937	18,307	20,880	23,923	27,743
Preference Share Capital	0	0	0	0	0
Minority Interest	0	0	0	0	0
Total Loans	1,430	2,280	2,280	2,280	2,280
Def. Tax Liab. / Assets (-)	316	393	393	393	393
Total - Equity & Liab.	17,871	21,169	23,741	26,785	30,605
Net Fixed Assets	8,704	10,305	13,330	15,136	16,740
Gross Fixed Assets	9,923	12,334	16,334	19,334	22,334
Intangible Assets	0	0	0	0	0
Less: Depn. & Amort.	2,487	3,257	4,232	5,427	6,823
Capital WIP	1,267	1,228	1,228	1,228	1,228
Investments	3,252	2,747	1,547	1,547	1,547
Current Assets	6,904	9,100	9,972	11,402	13,843
Inventories	2,242	2,324	2,608	3,132	3,772
Sundry Debtors	3,569	4,265	4,787	5,749	6,923
Cash & Bank Balances	6	129	197	140	766
Loans & Advances	0	0	0	0	0
Other Current Assets	1,087	2,381	2,381	2,381	2,381
Current Liab. & Prov.	988	984	1,108	1,300	1,525
Current Liabilities	555	454	499	599	719
Provisions & Others	433	530	609	701	806
Net Current Assets	5,916	8,116	8,864	10,102	12,318
Total – Assets	17,871	21,169	23,741	26,785	30,605

Source: Company, JM Financial

Source: Company, JM Financial

Cash Flow Statement				(INR mn)
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Profit before Tax	3,244	3,596	3,737	4,477	5,493
Depn. & Amort.	647	771	975	1,195	1,396
Net Interest Exp. / Inc. (-)	118	75	182	182	182
Inc (-) / Dec in WCap.	-1,230	-486	-680	-1,295	-1,590
Others	-50	-200	-57	-13	-16
Taxes Paid	-839	-832	-882	-1,056	-1,296
Operating Cash Flow	1,890	2,923	3,276	3,490	4,170
Capex	-1,941	-2,806	-4,000	-3,000	-3,000
Free Cash Flow	-51	118	-724	490	1,170
Inc (-) / Dec in Investments	-2,765	-592	1,200	0	0
Others	13	195	57	13	16
Investing Cash Flow	-4,693	-3,202	-2,743	-2,987	-2,984
Inc / Dec (-) in Capital	3,810	7	0	0	0
Dividend + Tax thereon	-116	-377	-283	-377	-377
Inc / Dec (-) in Loans	-755	846	0	0	0
Others	-130	-74	-182	-182	-182
Financing Cash Flow	2,809	402	-465	-559	-559
Inc / Dec (-) in Cash	6	123	67	-56	626
Opening Cash Balance	0	6	129	196	140
Closing Cash Balance	6	129	196	140	766

Dupont Analysis					
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
Net Margin	17.9%	19.0%	18.1%	18.0%	18.4%
Asset Turnover (x)	0.9	0.7	0.7	0.8	0.8
Leverage Factor (x)	1.2	1.1	1.1	1.1	1.1
RoE	18.7%	15.4%	14.4%	15.1%	16.1%

Key Ratios					
Y/E March	FY24A	FY25A	FY26E	FY27E	FY28E
BV/Share (INR)	171.2	196.3	223.6	255.9	296.4
ROIC	18.6%	15.2%	13.7%	14.1%	15.1%
ROE	18.7%	15.4%	14.4%	15.1%	16.1%
Net Debt/Equity (x)	0.0	0.0	0.1	0.1	0.1
P/E (x)	37.6	34.2	32.0	26.7	21.8
P/B (x)	5.7	4.9	4.3	3.8	3.3
EV/EBITDA (x)	23.6	22.6	20.7	17.1	14.0
EV/Sales (x)	6.7	6.5	5.9	4.9	4.1
Debtor days	96	111	111	111	111
Inventory days	60	60	60	60	60
Creditor days	21	17	16	16	16

Source: Company, JM Financial

Source: Company, JM Financial

History of Rec	History of Recommendation and Target Price							
Date	Recommendation	Target Price	% Chg.					
18-Mar-24	Buy	1,100						
27-May-24	Buy	1,250	13.6					
9-Aug-24	Buy	1,300	4.0					
10-Nov-24	Buy	1,350	3.8					
10-Feb-25	Buy	1,250	-7.4					
19-May-25	Buy	1,000	-20.0					



APPENDIX I

JM Financial Institutional Securities Limited

Corporate Identity Number: U67100MH2017PLC296081

Member of BSE Ltd. and National Stock Exchange of India Ltd.

SEBI Registration Nos.: Stock Broker - INZ000163434, Research Analyst - INH000000610

Registered Office: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, India.

Board: +91 22 6630 3030 | Fax: +91 22 6630 3488 | Email: jmfinancial.research@jmfl.com | www.jmfl.com Compliance Officer: Mr. Sahil Salastekar | Tel: +91 22 6224 1743 | Email: sahil.salastekar@jmfl.com Grievance officer: Mr. Sahil Salastekar | Tel: +91 22 6224 1743 | Email: instcompliance@jmfl.com

Investment in securities market are subject to market risks. Read all the related documents carefully before investing.

Definition of ratings	
Rating	Meaning
Buy	Total expected returns of more than 10% for stocks with market capitalisation in excess of INR 200 billion and REITs* and more than 15% for all other stocks, over the next twelve months. Total expected return includes dividend yields.
Hold	Price expected to move in the range of 10% downside to 10% upside from the current market price for stocks with market capitalisation in excess of INR 200 billion and REITs* and in the range of 10% downside to 15% upside from the current market price for all other stocks, over the next twelve months.
Sell	Price expected to move downwards by more than 10% from the current market price over the next twelve months.

^{*} REITs refers to Real Estate Investment Trusts.

Research Analyst(s) Certification

The Research Analyst(s), with respect to each issuer and its securities covered by them in this research report, certify that:

All of the views expressed in this research report accurately reflect his or her or their personal views about all of the issuers and their securities; and

No part of his or her or their compensation was, is, or will be directly or indirectly related to the specific recommendations or views expressed in this research
report.

Important Disclosures

This research report has been prepared by JM Financial Institutional Securities Limited (JM Financial Institutional Securities) to provide information about the company(ies) and sector(s), if any, covered in the report and may be distributed by it and/or its associates solely for the purpose of information of the select recipient of this report. This report and/or any part thereof, may not be duplicated in any form and/or reproduced or redistributed without the prior written consent of JM Financial Institutional Securities. This report has been prepared independent of the companies covered herein.

JM Financial Institutional Securities is registered with the Securities and Exchange Board of India (SEBI) as a Research Analyst and a Stock Broker having trading memberships of the BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE). No material disciplinary action has been taken by SEBI against JM Financial Institutional Securities in the past two financial years which may impact the investment decision making of the investor. Registration granted by SEBI and certification from the National Institute of Securities Market (NISM) in no way guarantee performance of JM Financial Institutional Securities or provide any assurance of returns to investors.

JM Financial Institutional Securities renders stock broking services primarily to institutional investors and provides the research services to its institutional clients/investors. JM Financial Institutional Securities and its associates are part of a multi-service, integrated investment banking, investment management, brokerage and financing group. JM Financial Institutional Securities and/or its associates might have provided or may provide services in respect of managing offerings of securities, corporate finance, investment banking, mergers & acquisitions, broking, financing or any other advisory services to the company(ies) covered herein. JM Financial Institutional Securities and/or its associates might have received during the past twelve months or may receive compensation from the company(ies) mentioned in this report for rendering any of the above services.

JM Financial Institutional Securities and/or its associates, their directors and employees may; (a) from time to time, have a long or short position in, and buy or sell the securities of the company(ies) mentioned herein or (b) be engaged in any other transaction involving such securities and earn brokerage or other compensation or act as a market maker in the financial instruments of the company(ies) covered under this report or (c) act as an advisor or lender/borrower to, or may have any financial interest in, such company(ies) or (d) considering the nature of business/activities that JM Financial Institutional Securities is engaged in, it may have potential conflict of interest at the time of publication of this report on the subject company(ies).

Neither JM Financial Institutional Securities nor its associates or the Research Analyst(s) named in this report or his/her relatives individually own one per cent or more securities of the company(ies) covered under this report, at the relevant date as specified in the SEBI (Research Analysts) Regulations, 2014.

The Research Analyst(s) principally responsible for the preparation of this research report and their immediate relatives are prohibited from buying or selling debt or equity securities, including but not limited to any option, right, warrant, future, long or short position issued by company(ies) covered under this report. The Research Analyst(s) principally responsible for the preparation of this research report or their immediate relatives (as defined under SEBI (Research Analysts) Regulations, 2014); (a) do not have any financial interest in the company(ies) covered under this report or (b) did not receive any compensation from the company(ies) covered under this report, or from any third party, in connection with this report or (c) do not have any other material conflict of interest at the time of publication of this report. Research Analyst(s) are not serving as an officer, director or employee of the company(ies) covered under this report.

While reasonable care has been taken in the preparation of this report, it does not purport to be a complete description of the securities, markets or developments referred to herein, and JM Financial Institutional Securities does not warrant its accuracy or completeness. JM Financial Institutional Securities may not be in any way responsible for any loss or damage that may arise to any person from any inadvertent error in the information contained in this report. This report is provided for information only and is not an investment advice and must not alone be taken as the basis for an investment decision.

This research report is based on the fundamental research/analysis conducted by the Research Analyst(s) named herein. Accordingly, this report has been prepared by studying/focusing on the fundamentals of the company(ies) covered in this report and other macro-economic factors. JM Financial Institutional Securities may have also issued or may issue, research reports and/or recommendations based on the technical/quantitative analysis of the company(ies) covered in this report by studying and using charts of the stock's price movement, trading volume and/or other volatility parameters. As a result, the views/recommendations expressed in such technical research reports could be inconsistent or even contrary to the views contained in this report.

The investment discussed or views expressed or recommendations/opinions given herein may not be suitable for all investors. The user assumes the entire risk of any use made of this information. The information contained herein may be changed without notice and JM Financial Institutional Securities reserves the right to make modifications and alterations to this statement as they may deem fit from time to time.

This report is neither an offer nor solicitation of an offer to buy and/or sell any securities mentioned herein and/or not an official confirmation of any transaction.

This report is not directed or intended for distribution to, or use by any person or entity who is a citizen or resident of or located in any locality, state, country or other jurisdiction, where such distribution, publication, availability or use would be contrary to law, regulation or which would subject JM Financial Institutional Securities and/or its affiliated company(ies) to any registration or licensing requirement within such jurisdiction. The securities described herein may or may not be eligible for sale in all jurisdictions or to a certain category of investors. Persons in whose possession this report may come, are required to inform themselves of and to observe such restrictions.

Additional disclosure only for U.S. persons: JM Financial Institutional Securities has entered into an agreement with JM Financial Securities, Inc. ("JM Financial Securities"), a U.S. registered broker-dealer and member of the Financial Industry Regulatory Authority ("FINRA") in order to conduct certain business in the United States in reliance on the exemption from U.S. broker-dealer registration provided by Rule 15a-6, promulgated under the U.S. Securities Exchange Act of 1934 (the "Exchange Act"), as amended, and as interpreted by the staff of the U.S. Securities and Exchange Commission ("SEC") (together "Rule 15a-6").

This research report is distributed in the United States by JM Financial Securities in compliance with Rule 15a-6, and as a "third party research report" for purposes of FINRA Rule 2241. In compliance with Rule 15a-6(a)(3) this research report is distributed only to "major U.S. institutional investors" as defined in Rule 15a-6 and is not intended for use by any person or entity that is not a major U.S. institutional investor. If you have received a copy of this research report and are not a major U.S. institutional investor, you are instructed not to read, rely on, or reproduce the contents hereof, and to destroy this research or return it to JM Financial Institutional Securities or to JM Financial Securities.

This research report is a product of JM Financial Institutional Securities, which is the employer of the research analyst(s) solely responsible for its content. The research analyst(s) preparing this research report is/are resident outside the United States and are not associated persons or employees of any U.S. registered broker-dealer. Therefore, the analyst(s) are not subject to supervision by a U.S. broker-dealer, or otherwise required to satisfy the regulatory licensing requirements of FINRA and may not be subject to the Rule 2241 restrictions on communications with a subject company, public appearances and trading securities held by a research analyst account.

Any U.S. person who is recipient of this report that wishes further information regarding, or to effect any transaction in, any of the securities discussed in this report, must contact, and deal directly through a U.S. registered representative affiliated with a broker-dealer registered with the SEC and a member of FINRA. In the U.S., JM Financial Institutional Securities has an affiliate, JM Financial Securities, Inc. located at 1325 Avenue of the Americas, 27th Floor, Office No. 2715, New York, New York 10019. Telephone +1 (332) 900 4958 which is registered with the SEC and is a member of FINRA and SIPC.

Additional disclosure only for U.K. persons: Neither JM Financial Institutional Securities nor any of its affiliates is authorised in the United Kingdom (U.K.) by the Financial Conduct Authority. As a result, this report is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the matters to which this report relates may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This report is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this report relates is available only to relevant persons and will be engaged in only with relevant persons.

Additional disclosure only for Canadian persons: This report is not, and under no circumstances is to be construed as, an advertisement or a public offering of the securities described herein in Canada or any province or territory thereof. Under no circumstances is this report to be construed as an offer to sell securities or as a solicitation of an offer to buy securities in any jurisdiction of Canada. Any offer or sale of the securities described herein in Canada will be made only under an exemption from the requirements to file a prospectus with the relevant Canadian securities regulators and only by a dealer properly registered under applicable securities laws or, alternatively, pursuant to an exemption from the registration requirement in the relevant province or territory of Canada in which such offer or sale is made. This report is not, and under no circumstances is it to be construed as, a prospectus or an offering memorandum. No securities commission or similar regulatory authority in Canada has reviewed or in any way passed upon these materials, the information contained herein or the merits of the securities described herein and any representation to the contrary is an offence. If you are located in Canada, this report has been made available to you based on your representation that you are an "accredited investor" as such term is defined in National Instrument 45-106 Prospectus Exemptions and a "permitted client" as such term is defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Under no circumstances is the information contained herein to be construed as investment advice in any province or territory of Canada nor should it be construed as being tailored to the needs of the recipient. Canadian recipients are advised that JM Financial Securities, Inc., JM Financial Institutional Securities Limited, their affiliates and authorized agents are not responsible for, nor do they accept, any liability whatsoever for any direct or consequential lo