

CREDIT OPINION

25 September 2019

Update

✓ Rate this Research

RATINGS

Wendel SE

Domicile	France
Long Term Rating	Baa2
Type	LT Issuer Rating - Dom Curr
Outlook	Stable

Please see the [ratings section](#) at the end of this report for more information. The ratings and outlook shown reflect information as of the publication date.

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Wendel SE

Update to credit analysis

Summary

[Wendel SE's](#) (Wendel) Baa2 long-term issuer rating reflects the company's consistent and prudent investment strategy as well as its conservative financial policy, reflected by its very low point-in-time market value leverage (MVL) and its commitment to maintain a low MVL through market cycles.

Wendel's conservative investment strategy is focused on a buy-and-build approach, whereby Wendel buys majority stakes in companies to support the development of their business models over a long-term holding period of close to 15 years on average. The company has established a strong track record of developing companies, with Bureau Veritas S.A. (Bureau Veritas) being a flagship example of Wendel's ability to identify sound business models and to successfully develop them over time. Wendel also has a proven track record of generating high returns for its shareholders on a sustained basis, with an annualized total shareholder return (including dividends) of around 12% since June 2002, which reflects Wendel's successful investment strategy through market cycles.

Wendel's portfolio of investments is well diversified across business sectors and geographies. The split between listed and unlisted assets of 44% ensures sufficient liquidity to the portfolio and a good level of transparency on valuation metrics. Several of Wendel's portfolio assets are currently rated or have been rated by us in the past, which increases the portfolio transparency. In addition, Wendel provides a good level of disclosure on valuation metrics and historical development of valuation metrics for private assets, offering a satisfactory level of transparency on the overall valuation of the investment portfolio. The value of Wendel's portfolio is somewhat concentrated on Bureau Veritas (slightly more than 35% of the overall value including cash), which is mitigated by the resilience of this business through macroeconomic cycles, the track record of strong and profitable growth of this business, and the public listing of the company. The current rating is supported by our expectation that Bureau Veritas will remain an anchor investment of Wendel in the foreseeable future.

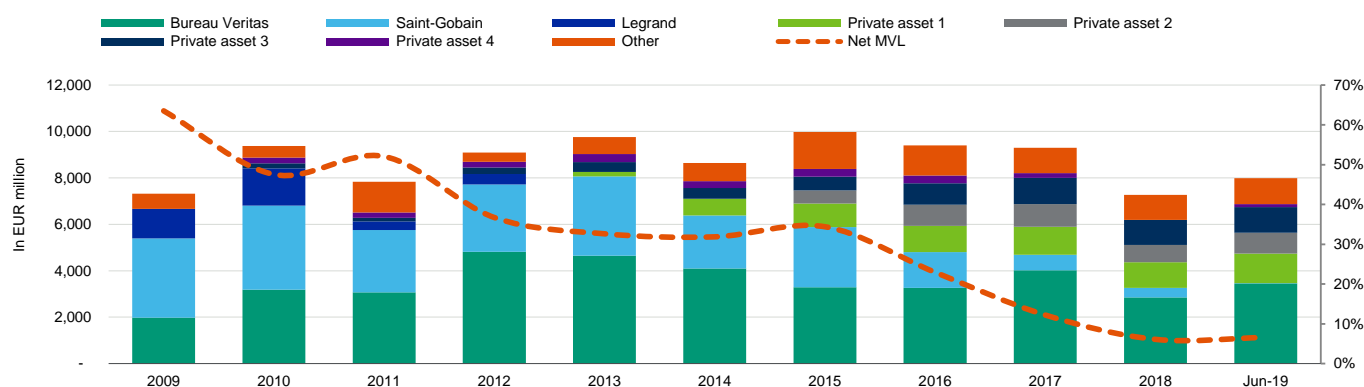
Despite a strong general track record of value creation through various market cycles, Wendel has not been immune to investment errors such as the late cycle debt financed purchase of [Compagnie de Saint-Gobain SA](#) (Saint-Gobain, Baa2 stable) and Materis Group at the end of the construction cycle before the global financial crisis. However, we recognize Wendel's ability to strongly mitigate those errors by the successful implementation of an action plan, which has restored its asset quality and reduced the loss in value to shareholders of Wendel. In addition, Wendel stated that such oversized and / or overleveraged investments will not happen again and has a more conservative financial policy since then.

Wendel's underlying portfolio of investments is slightly more leveraged than its peers we rate, such as [Criteria Caixa, S.A., Sociedad Unipersonal](#) (Baa2 stable) or [JAB Holding Company S.a.r.l.](#) (JAB, Baa1 negative) with a weighted average rating level in the mid-to-low Ba range notwithstanding that Wendel has focused on deleveraging the balance sheet of its portfolio companies recently. The leverage used at portfolio companies to optimize the return on equity of Wendel is also mitigated by a conservative MVL at the investment holding level and by the strength of the underlying assets, which enable them to carry relatively high leverage.

Wendel's rating is constrained by a relatively low and irregular interest cover. However, the low interest cover reflects the fact that a large portion of Wendel's portfolio companies are growing companies that have opportunities to reinvest their free cash flow into the business to grow both organically and externally rather than to pay dividends to Wendel. The value accretion from reinvesting the generated cash flow into the businesses by far exceeds the return that shareholders of Wendel would obtain through dividend upstreams. In addition, Wendel has a healthy cash position, which covers several years of interest and debt maturities and mitigates the structurally low interest cover.

Exhibit 1

Wendel's net MVL has reduced substantially in recent years



Sources: Wendel SE, Moody's Investors Service

Credit strengths

- » Consistent and prudent investment strategy
- » Conservative financial policy, reflected by our expectation that Wendel will maintain a net MVL of below 20% on a sustained basis
- » Strong track record of developing assets through organic and external growth as well as generating strong shareholder returns through market cycles
- » Good end industry and geographic diversity
- » Well spread maturity profile with an average maturity of close to 6 years

Credit challenges

- » Some asset concentration, with the top-three assets accounting for a material portion of the gross asset value of the investment portfolio
- » Some historical investment errors, which have been well mitigated
- » Weaker weighted average rating of the underlying investment portfolio than its peers
- » Relatively low interest cover

This publication does not announce a credit rating action. For any credit ratings referenced in this publication, please see the ratings tab on the issuer/entity page on www.moody's.com for the most updated credit rating action information and rating history.

Rating outlook

The stable outlook assigned to the rating reflects our expectation that Wendel will maintain a conservative leverage profile through the cycle with a net MVL below 20%. The stable outlook is also predicated on Wendel refraining from making highly priced investments at the top of the market cycle and not using its annual €750 million investment target presented to the capital markets if they cannot identify fairly priced assets, a challenge under the current market conditions. The stable outlook also reflects our expectation that Wendel's portfolio will remain broadly stable, with a continued commitment to its stake in Bureau Veritas.

Factors that could lead to an upgrade

- » Increased portfolio diversification
- » Continued track record of shareholder return through the cycle, coupled with conservative financial policies
- » Net MVL below 15% through market cycles and interest cover of above 2.0x, both on a sustained basis

Factors that could lead to a downgrade

- » Net MVL above 20% on a sustained basis
- » Material changes in the portfolio composition, including significant shift in listed /unlisted assets, reduction of its stake in Bureau Veritas and reinvestment in more volatile assets
- » Deterioration in liquidity, especially in light of Wendel's weak interest cover

Key indicators

Exhibit 2

Wendel SE						
	31/12/2014	31/12/2015	31/12/2016	31/12/2017	31/12/2018	30/06/2019
Gross Market Value in EUR billion	8.6	10.0	9.4	9.3	7.3	8.0
Net MVL	31.9%	34.4%	22.9%	12.2%	6.1%	6.6%
(FFO + Interest Expense) / Interest Expense	1.2x	1.1x	0.8x	3.0x	0.8x	na

Market value excludes cash.

Sources: Wendel SE, Moody's Investors Service

Profile

Wendel SE (Wendel), based in Paris, France, is the parent company of the Wendel group, a leading investment holding company in Europe with a portfolio of investments worth €8.0 billion (excluding cash) as of 30 June 2019. The Wendel group was founded in 1704 and the 1,169 family shareholders grouped under Wendel-Participations still own 37.7% of Wendel's share capital. Wendel is listed on the Paris Stock Exchange and has a current market capitalization of €5.7 billion as of September 2019.

Detailed credit considerations

Clearly defined and conservative investment strategy

Wendel's investment strategy is clearly defined and well articulated to shareholders and creditors of the group. The management team of Wendel is focused on a buy-and-build approach, which is centered on buying majority stakes in companies to support the development of their business model over a long-term holding period of close to 15 years on average. The importance of obtaining majority stakes is critical to the company's buy-and-build strategy as it is much more difficult to drive the strategy of an investment through a minority stake. In such instances, Wendel would aim to have at least a veto right, especially with regard to having the contractual optionality to trigger a divestment.

The ideal investment size is between €200 million and €700 million in public and private assets, but Wendel has used co-investors in the past to stem larger investments. This model has been successful and could well be replicated in the future. Co-investors can also sometimes be used for their specific knowledge or expertise of a business sector. However, Wendel does not entertain the idea of

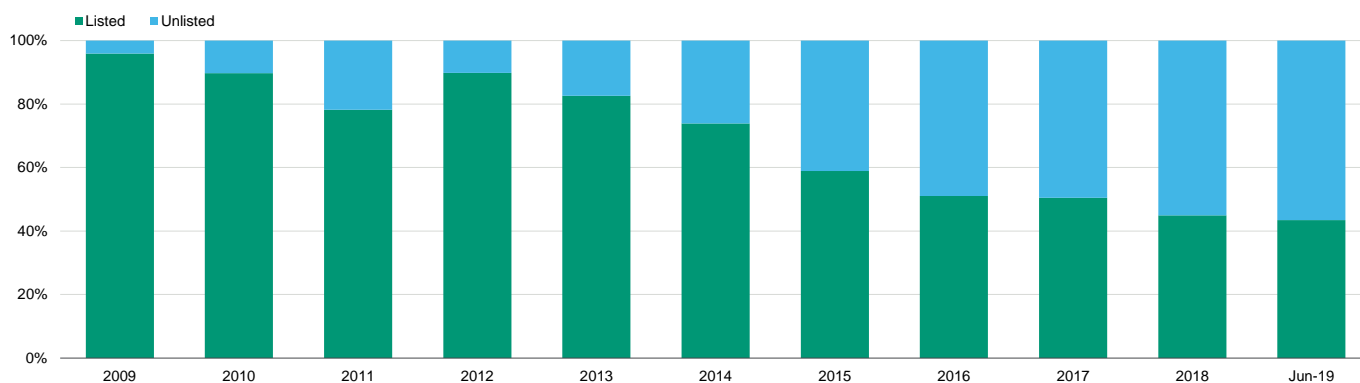
establishing a private equity fund to invest alongside shareholders of Wendel (as JAB has done). This model is seen as too complicated and could put undue strain on the management team to invest the collected funds under a specific deadline.

Wendel targets a double digit total shareholder return, with asset price appreciation being the main contributor to shareholder return and dividends paying a minor role. The ambitious return target implies the need to generate a return of 15%-20% on average at the portfolio companies and the use of leverage at the individual investment level to optimize the return on equity at Wendel. However, we view positively the sustainability of the balance sheet structure of the largest public and private assets, with the more leveraged assets in the portfolio contributing only a very small portion of the gross asset value of the total portfolio value.

Wendel is also committed to maintaining a good balance between listed and unlisted assets. The current split is around 44%-56%, and Wendel would not reduce its share of listed assets significantly since the company aims to remain the controlling shareholder of Bureau Veritas. In this respect the current rating is supported by Wendel's stake in Bureau Veritas, a creditworthy business with a strong track record of value creation and a strong earnings and value resilience through the market cycle.

Exhibit 3

Good balance between listed and unlisted assets



Sources: Wendel SE, Moody's Investors Service

Wendel plans to invest €750 million in equity each year, which is the target presented to its shareholders in May 2019. This indicative investment target needs to be read in connection with Wendel's assessment of current market conditions where stretched valuations are more supportive of the crystallization of value through the disposal of existing assets rather than through new investments. Our current rating is predicated upon Wendel navigating very conservatively this late market cycle environment. However, we do not exclude bolt-on acquisitions at portfolio companies, which would not require Wendel's equity capital and where industrial synergies could mitigate lofty valuations.

Strong track record of developing assets through organic and external growth and generating strong shareholder returns through market cycles

Wendel has established a strong track record of developing companies through both organic and external growth, of which Bureau Veritas is a flagship example. Wendel acquired a majority stake in Bureau Veritas in 1995 at a time when the company was generating an annual turnover of €400 million. Bureau Veritas generated close to €4.8 billion of sales in 2018 and is a profitable company with a reported operating margin of around 16%. The consolidation of a historically difficult leather chemicals market under the leadership of Stahl Group is another example of a successful execution of a strategic vision. The values of Bureau Veritas and Stahl have increased materially between 2010 and year-end 2018, reflecting Wendel's ability to identify sound business models and to successfully develop them over time.

Wendel also has a proven track record of generating consistent high returns to its shareholders, with an annualized total shareholder return of 12% since June 2002, which reflects Wendel's successful investment strategy through market cycles. This compares quite favorably with the return of the Euro Stoxx 50, which has generated a net return of 4.3% over the same period. The total shareholder return has been hit in the past by investment errors such as Saint-Gobain or Materis Group.

Wendel's asset portfolio is well diversified across end industries and geographies

Wendel's asset portfolio is well diversified across business sectors and geographies. The slight concentration on business services (around 45%) is clearly mitigated by the strong resilience of Bureau Veritas' earnings through the macroeconomic cycle. We also note the strong geographic diversity of revenue generated by Wendel's portfolio companies, with a good mix of developed and emerging economies.

Exhibit 4
Enterprise value exposure of the Wendel group companies
(According to the revenue breakdown of 2018)

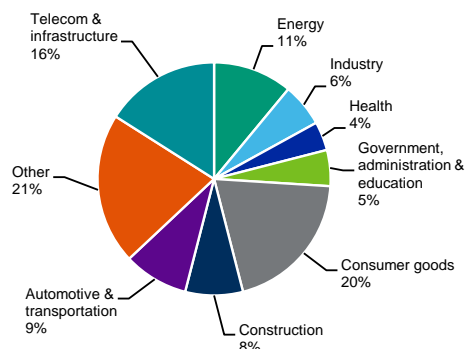
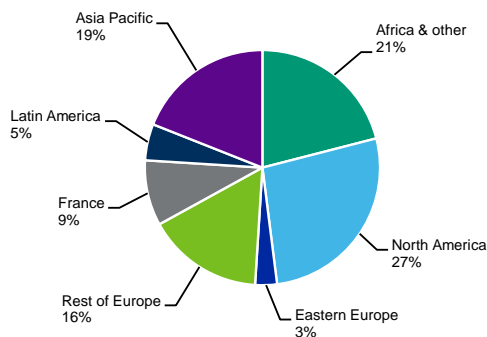


Exhibit 5
Breakdown of revenue by regions of assets



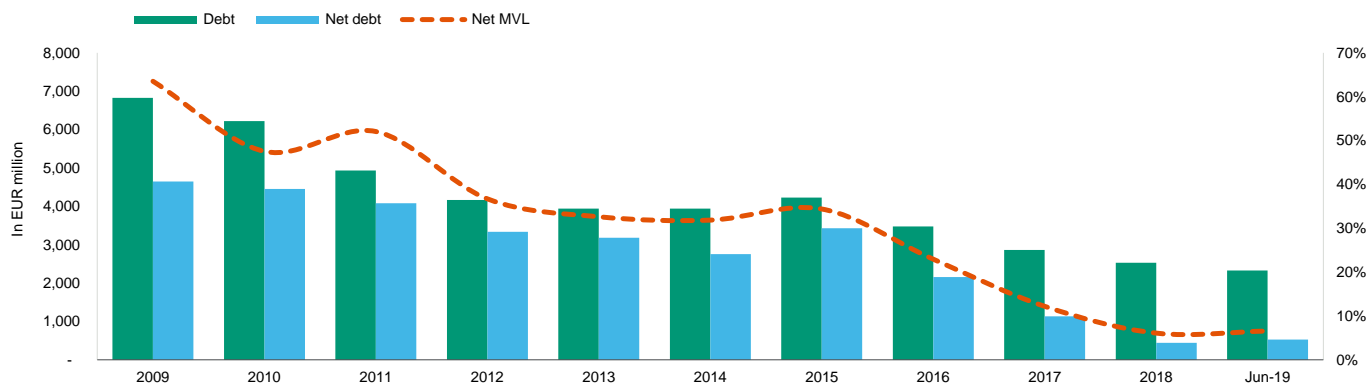
Enterprise values are based on Net Asset Value calculations as of 30 June 2019.
Sources: Wendel SE, Moody's Investors Service

Sources: Wendel SE, Moody's Investors Service

Conservative financial policy, reflected by Wendel's commitment to an investment-grade rating and a target net MVL of below 20% on a sustained basis

Wendel is currently very lowly leveraged at the investment holding company level, with a net MVL of around 7% as per June 2019. While the company's net debt ceiling of €2.5 billion would add net debt capacity of around €2.0 billion and an increase in leverage to around 25% (assuming that asset value increases by at least the same amount as the incremental net debt), we believe that Wendel would refrain from using its full debt capacity in light of their assessment of the late cycle conditions in the equity capital markets. We view positively Wendel's commitment to an investment-grade rating and to maintaining a net MVL of not materially above 20% on a sustained basis through market cycles. Wendel also has a strong track record of deleveraging through the global financial crisis when it was caught with a very high MVL at the trough of the cycle in 2009.

Exhibit 6
Strong track record of deleveraging since 2009



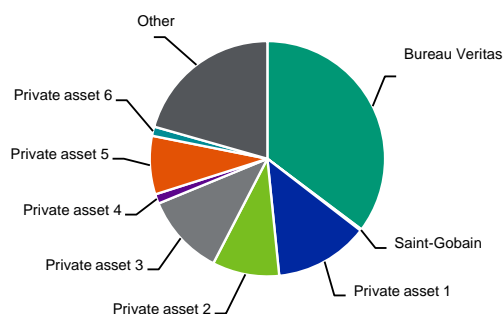
Sources: Wendel SE, Moody's Investors Service

Some asset concentration, with the top-three assets accounting for around 60% of the gross asset value of the investment portfolio

Wendel's strategy is focused on the diversity of its portfolio of assets, notwithstanding that Wendel believes that too much diversity or a very broad portfolio would be detrimental to their objective of generating a double-digit return in percentage terms to shareholders and would increase the credit risk at the Wendel level. The current portfolio is slightly concentrated, with the top-three assets of the group accounting for around 60% of its gross asset value, including cash. We expect Wendel's asset concentration to reduce in the medium term as the issuer will invest the current liquidity available into new assets over time in a disciplined manner. We also note that the asset concentration score in our scorecard has already improved from 'B' to 'Ba'. This concentration is largely mitigated by the share of Bureau Veritas to the overall gross asset value of the group (35% of gross asset value including cash) and the defensive nature of this business. As discussed above, the current rating is strongly supported by Wendel's investment in Bureau Veritas as an anchor asset, which provides stable earnings through the cycle and a strong support to the credit quality of the overall portfolio of investments.

Exhibit 7

Wendel's portfolio composition As of June 2019



Sources: Wendel SE, Moody's Investors Service

Some historical investment errors, which have been well mitigated

While Wendel has a strong long-term track record of generating high total shareholder return, the company has not been immune to investment errors. In general we would highlight the purchase of two building materials-related investments in 2006 and 2007 (Materis and Saint-Gobain, respectively), which has led to a strong exposure to the cyclical building materials industry late in the cycle and a leveraging up of Wendel's balance sheet just before a collapse in market valuation.

From our interaction with the senior management of Wendel, we sense that the company has learned from these errors and has implemented the necessary changes in corporate governance to avoid such mistakes in the future. We sense that the management of Wendel is navigating very cautiously what we consider as the late stage of the current market cycle and is certainly not inclined to execute material debt financed concentrated investments that would expose their shareholders to an abrupt turn in the cycle.

Wendel has largely mitigated the negative impact of these transactions on the group's credit profile by swiftly deleveraging the holding company's balance sheet and by successfully reducing its exposure to both Materis and Saint-Gobain. Wendel has achieved an average annualized total shareholder return of 12% since June 2002, despite its two investment errors.

Relatively low interest cover

Wendel's interest cover has been historically relatively weak. The low interest cover reflects the relatively high share of private assets in the portfolio of investments and Wendel's deliberate choice to use the financial flexibility of private portfolio companies to reinvest into their businesses to generate incremental value rather than to upstream cash to the holding through dividends. The value accretion from reinvesting generated cash flow into the businesses by far exceeds the return that shareholders of Wendel would obtain through dividend upstreams. However, Stahl Group has paid €243 million of dividends to Wendel in 2017. The relatively weak interest cover is

also mitigated by the very low net MVL of Wendel and by the group's healthy cash position on balance sheet at a time when interest income on excess cash is very low.

Environmental, social and governance considerations

The environmental risks for Wendel SE are mainly centered on its underlying assets. Two key private assets of the group are exposed to environmental risks. Stahl Group is a leather chemicals business. The treatment of leather chemicals is a polluting process although Stahl Group has been working on using leather treatment techniques that reduces the environmental impact. Stahl also levered on the increasing demand and regulation for sustainable chemical products to develop innovative solutions (85% of Stahl's products are water based) providing a competitive advantage over competitors in the long term. The company Constantia Flexibles produces amongst other plastic packaging and could suffer from a shift toward non-plastic packaging. In 2018 Constantia Flexibles pledged that 100% of its consumer and pharma packaging will be recyclable by 2025. During the same year Constantia was awarded a high CDP Climate score rating. Other investments in Wendel's portfolio have low exposure to environmental risks.

Wendel has established a strong framework to ensure limited social risks including good labor relations, strong gender diversity and health and safety management both at the holding company level and amongst its portfolio companies.

Wendel SE has a good corporate governance despite the Wendel family holding a 37.7% stake in the company. Stakeholders' interest are protected by an independent board of directors and by conservative financial policies.

Liquidity analysis

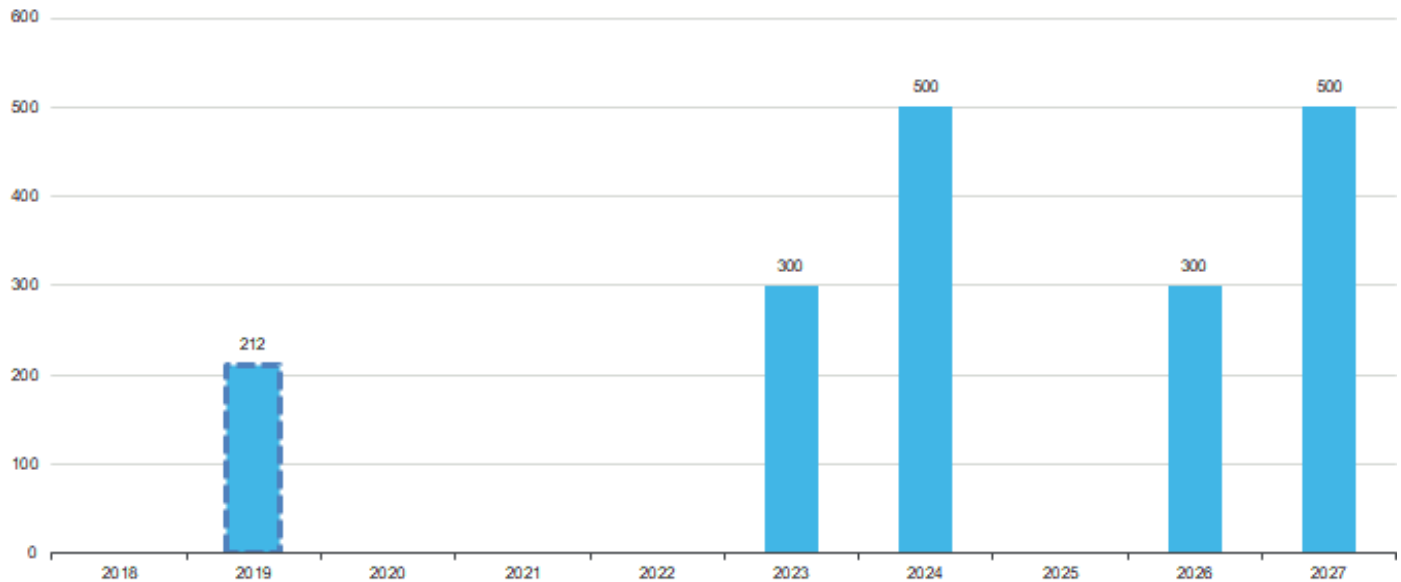
Wendel's liquidity is solid. Wendel had around €1.8 billion of cash and marketable securities on balance sheet as of 30 June 2019 and has access to an undrawn revolving credit facility of €750 million maturing in 2023. The availability of the revolving credit facility is subject to compliance with two financial covenants, which are tested semiannually: (1) net MVL below 50%, and (2) (unsecured debt + off balance sheet commitment akin to debt - cash)/(75% of value of listed assets + 50% of value of unlisted assets) below 1.0x. Wendel had good headroom under its financial covenants as of year-end 2018. The group's senior unsecured bonds are not subject to maintenance financial covenants. On 18 September Wendel announced the sale of 70% of its stake in Allied Universal for \$650 million cash proceeds. This should further increase the group's cash position leading to a net cash position absent any new investments.

Wendel has a well-spread maturity profile, with an average maturity of its debt of 5.8 years. The Wendel group's cash position as of June 2019 covers around eight years of debt maturities. Following the recent extension of the average debt maturity (€300 million 7-year bond issuance in April 2019 coupled with the early repayment in whole of the 2020 and 2021 bonds) Wendel's liquidity score in our scorecard has improved to 'A' from 'Baa'.

Exhibit 8

Wendel's debt maturity profile is well spread, with an average maturity of almost six years

As of September 2019



Source: Wendel SE, Moody's Investors Service

As a backup form of liquidity, Wendel's proportion of listed assets (43% of the gross asset value of the portfolio of investments) provides it with the flexibility to more quickly monetize its investments.

Wendel also has the flexibility to reduce dividends paid to its shareholders, although we expect Wendel to revert to such measures only in a very severe scenario. A growing dividend is part of the value proposition Wendel is offering to its shareholders even if dividends are only contributing a marginal portion to the overall shareholder return.

Rating methodology and scorecard factors

The principal rating methodology used in this rating was the [Investment Holding Companies and Conglomerates](#) methodology, published in July 2018.

The point-in-time scorecard-indicated rating is Baa1, one notch above the assigned rating. The scorecard-indicated rating is supported by Wendel's very strong MVL and strong liquidity.

The 1-notch differential between the scorecard indicated rating and the assigned rating reflects Moody's expectation that Wendel will use some of its financial flexibility under the current rating category to pursue acquisitions once valuation multiples will have come down. However we would expect Wendel to sustain a net MVL of below 20% on a sustainable basis during the market cycle to maintain its current rating. We also note that any acquisitions might have positive implications on the asset quality of Wendel's portfolio, which is however difficult to assess before a life transaction is being announced.

Exhibit 9

Rating factors

Investment Holding Companies Industry Grid [1][2]

	FY2018	
	Measure	Score
Factor 1 : Investment Strategy (10%)		
a) Investment Strategy	Baa	Baa
Factor 2 : Asset Quality (40%)		
a) Asset Concentration	Ba	Ba
b) Geographic Diversity	A	A
c) Business Diversity	Baa	Baa
d) Investment Portfolio Transparency	A	A
Factor 3 : Financial Policy (10%)		
a) Financial Policy	Baa	Baa
Factor 4 : Estimated Market Value-based Leverage (MVL) (20%)		
a) Estimated Market Value-Based Leverage	Aaa	Aaa
Factor 5 : Debt Coverage and Liquidity (20%)		
a) (FFO + Interest Expense) / Interest Expense	0.8x	Caa
b) Liquidity	A	A
Rating:		
a) Indicated Rating from Grid		Baa1
b) Actual Rating Assigned		

Moody's 12-18 Month Forward View As of 8/29/2019 [3]

	Measure	Score
	Baa	Baa
	Ba	Ba
	A	A
	Baa	Baa
	A	A
	Baa	Baa
	Aa	Aa
	1x - 1.5x	B
	A	A
		Baa1
		Baa2

[1] All ratios are based on 'Adjusted' financial data and incorporate Moody's Global Standard Adjustments for Non-Financial Corporations.

[2] As of year-end 2018.

[3] This represents Moody's forward view, not the view of the issuer, and unless noted in the text, does not incorporate significant acquisitions and divestitures.

Source: Moody's Financial Metrics™

Appendix

Exhibit 10

Peer comparison

INVESTMENT HOLDING COMPANIES PEER GROUP					
Rating & Outlook	Investor Aa3 stable	JAB Baa1 negative	Criteria Baa2 stable	Wendel Baa2 stable	Franz Hanke Baa3 stable
Country of Domicile	Sweden	Luxembourg	Spain	France	Germany
	As at June 2019	Pro forma June 2019e	As at June 2019	As at June 2019	As at June 2019
Total Portfolio Value (in €m)	36,300	-27,600	20,793	7,993	5,198
Cash (in €m)	1,600	2,000	817	1,800	263
Asset Concentration (Top 3 Assets)	36%	86%	61%	59%	62%
Proportion of Listed Assets	80%	-57%	79%	43%	33%
Company Guidance / Financial Target	MVL < 10%	MVL in the range of 15% - 20%	MVL < 25% (but improving to 20%)	€2.5 billion of net debt	€1 billion of net debt
Net Market Value Leverage (MVL)	6%	17.00%	19.40%	7%	13%
*(FFO + Interest Expense) / Interest Expense	6.2x	2.6x	7.1x	0.8x	5.9x

Sources: Company information, Moody's Investors Service

Ratings

Exhibit 11

Category	Moody's Rating
WENDEL SE	
Outlook	Stable
Issuer Rating -Dom Curr	Baa2
Senior Unsecured -Dom Curr	Baa2
ST Issuer Rating -Dom Curr	P-2

Source: Moody's Investors Service

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