



Trends

Smart healthcare: a (r)evolution in full swing p.04

Trends

Smart healthcare,
a (r)evolution in full swing p.04

Expertise

SeniorAdom,
new-generation telecare p.06

News

Venture Capital
Mes Docteurs, Intersec,
AB Tasty, Eye Tech Care p.08

Renewable Energy
Fonroche Géothermie,
Omnigreen, Omniwatt,
Asset portfolio sold to EOS
Holding p.10

**Mid Cap Buyout
& Growth Capital**
Vivalto Santé, Dispam p.12
**Small Cap Buyout
& Growth Capital**
Coiff'Idis p.14
Private Debt p.14

Analysis

Oliver Gottschalg,
Associate Professor at HEC:
Increasingly selective
investors p.15

Profile

Pascal Masse,
Chairman and CEO of Dispam p.16



BY FABIEN PRÉVOST
Friday, 15 April 2016



Luck

A word that leading lights from the world of business, art and sport often use, along with "hard work", to describe the reasons for their success. Luck – or, rather, chance – undoubtedly has at least something to do with some successes. A fortuitous, life-changing meeting, a competitor who throws in the towel and leaves the way open for you, the renewal of an old contact that opens up unexpected prospects. We refer to these occurrences in several different ways, describing them as "an alignment of the planets", "a combination of circumstances" or "a winning ticket".

So can the success of a company simply be the result of a favourable spin of the roulette wheel?

Obviously not. But it is interesting to look at the cause of these events that we qualify as "vagaries". Much has been written about the subject¹. After all, it does arouse our curiosity. So is luck governed by a set of obscure rules?

At Omnes, we have reviewed a number of transactions made since our creation 17 years ago in which at first glance "luck" would seem to have played a part. We decided to analyse them in a new light, calling into question the simple result of fate. By doing so, we were able to make some interesting observations and a few major findings – though naturally with no scientific pretensions.

We observed that our "lucky" managers – i.e. those having gone through particular phases (difficulties, strategic choices, commercial transactions, growth transactions, high-stakes negotiations, business model overhauls, and so on) with a level of success that at first glance could be attributed to chance – have generated their own good fortune through four main basic principles:

1. The ability to identify (or even create) opportunities,

Omnes Capital Newsletter

37-41, rue du Rocher - 75008 Paris.

Managing director: Fabien Prévost.

Editor in chief: Martine Sessin-Caracci.

Editorial staff: Gaëlle de Montoussé, Caroline Mouy, Valérie Guez.

Thanks to everyone who contributed to this newsletter.

Photo credits: Corine Brisbois/Andia, Getty Images, Fotolia, SeniorAdom, Dispam, Eye Tech Care, Fonroche Géothermie.

ISSN: 2264-9751.

Design and production:  (LEOM029).

CHARITY CONCERT

For the launch of its Foundation, Omnes is organising a charity concert on 26 May at Le Petit Journal Montparnasse in Paris. The concert will feature Lucky Peterson, as special guest and Nina Attal, accompanied by the Busload of Blues band,

for which Fabien Prévost himself plays bass. The remit of the Omnes Foundation is to support fledgling organisations working with young people and infants in the areas of healthcare, education and social and professional integration. The Foundation supports

Les Amis de Mikhy organisation that, in partnership with Gustave Roussy Hospital, develops supportive care for children with cancer. The evening aims to raise funds to sustain the initiatives of the Foundation and support other causes falling within its purview.

"Our 'lucky' managers *have generated their own good fortune through four principles.*"

2. The privileged use of intuition when making decisions

(later qualified as lucky decisions) in delicate situations,

3. A deliberately positive attitude

when approaching situations, thereby creating self-fulfilling prophecies,

4. And particularly resilient behaviour

that transforms bad luck into good.

The conclusion is simple. Luck is an overly convenient excuse for explaining situations for which analysis goes beyond the usual bounds. If you look at the phenomenon more closely, one of the four above-mentioned factors will inevitably raise its head. At Omnes, we take those factors into account when recruiting employees, directors and partners.

Try it out yourselves, and feel free to share your feedback with us.

As André Regnier neatly summed up in his book *Les infortunes de la raison*: "Give luck a chance and it becomes a necessity".

Blues singers convert misfortune into a rallying cry. To the extent that one of the most famous contemporary blues singers has adopted the word "lucky" as a nickname. Would that be to ward off bad luck? You can see Judge Kenneth – the real name of the Texan bluesman – play from time to time at the New Morning in Paris. And he will be giving a private concert for the Omnes Foundation for children at Le Petit Journal Montparnasse on Thursday 26 May². A unique virtuoso of both the guitar and the Hammond B3, he will be there to share his energy and joy with you – and you will see that his success has nothing to do with luck. Or then again...

We hope you enjoy this 29th issue of our Newsletter, which provides real information about real companies, real successes, real people and real passion. Thank you for your trust.

fabien.prevost@omnescapital.com

More information at
www.omnescapital.com

1. Some major works include *The Luck Factor* (Richard Wiseman), *The Book of Luck: Brilliant Ideas for Creating Your Own Success and Making Life Go Your Way* (Heather Summers, Anne Watson), and *Luck: What It Means and Why It Matters* (Ed Smith).
2. For more information: gaelle.demontousse@omnescapital.com

INITIATIVE CARBONE 2020

Omnes Capital is joining the *Initiative Carbone 2020* launched in late 2015 by players in private equity. The initiative is the profession's first collective commitment in favour of the responsible and transparent management of the greenhouse gas emissions of the companies in their

portfolios. At Omnes, we are convinced that the integration of non-financial criteria is vital to value creation over the long term. The initiative is the natural extension of our ESG commitments, notably on the environmental impact of our investments.

CERCLE OMNES DES ENTREPRENEURS

The *Cercle Omnes des Entrepreneurs* was held on 28 January 2016 on board the *Yachts de Paris' Paquebot*. The annual evening, dedicated to our partners, entrepreneurs and investors, was attended by over 200 guests and focused on the French candidacy to the universal exhibition, EXPOFRANCE 2025,

fostering innovation and economic development. Jean-Christophe Fromantin, Hauts de Seine MP and Chairman of the project, Cédric Villani, Fields Medal winner and EXPOFRANCE spokesman, and Jérôme Lecat, CEO of Scality, attended the event to debate those issues, which are central to our businesses.



MICHEL DE LEMPDES
Managing Director, Omnes Capital

Smart healthcare

A (r)evolution in full swing

Healthcare is becoming increasingly digital and connected. The changes concern practitioners, patients and institutional players such as insurance and mutual insurance companies. **Omnes supports healthcare players and corporates in the paradigm shift.**

"Systematic use of the internet and the now-acceptable cost of software, sensors and components are behind the emergence of smart healthcare that places innovation at the service of patients and healthcare professionals." According to Michel de Lempdes, Managing Director at Omnes Capital, the healthcare sector is going through a deep-seated transformation with regulatory changes (including France's national inter-professional agreement; responsible and solidary contract) and the widespread availability of digital technologies on the internet. A number of start-ups are turning their attention to the sector with promising innovations. By way of example, let us look at two companies supported by Omnes. Cellnovo has created a patch-sized smart insulin micro-pump for type-1 diabetics that monitors blood sugar and corrects treatment in real time. SeniorAdom, specialised in telecare for

seniors, has launched a box equipped with sensors alerting the telecare services in the event of abnormal events in the daily life of the dependent individual. (cf. p6-7)

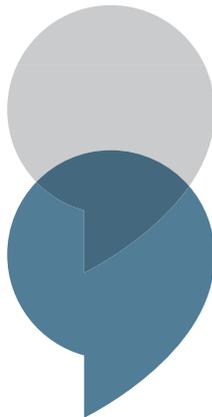
A still-emerging market

"All the conditions are now in place for this still-emerging market to establish lasting presence. The first such condition is that doctors and patients now fully accept the use of these new technologies and the sharing of personal information via the web," says Michel de Lempdes. Smart healthcare also partly addresses the issue of unequal access to care. It is an individualised solution, empowering individuals in the healthcare process. As such, it provides a solution to healthcare "deserts", for example with remote consultations. It also limits the growing costs of treatment through its preventive character. The ecosystem and relations between patients and professionals stand to be

revolutionised. Insurance and mutual insurance companies will be able to bring customers new, more customised offers and considerably improve customer relations.

The search for solutions

"These major institutional players are duty bound to create differentiation. They already know how to do so in terms of services. They are just now starting to do so in terms of innovation," explains Michel de Lempdes. To preempt these new opportunities, the players in question need to roll out open innovation strategies. One of the building blocks of those strategies is supported by corporate funds such as offered by Omnes Capital. Our aim is to spot start-ups providing a real medical and financial advantage in healthcare and digital technology, ranging from big data, health data and the internet of things to patient-centric apps, data security, e-healthcare and medtech. *"Our approach is also to bring healthcare players a vision of the market and access to our network of entrepreneurs and experts. Harnessing our dual expertise in the life sciences and technology sectors, our international expertise and 16 years of experience, Omnes has everything it takes to meet these challenges,"* says Michel de Lempdes.



ZOOM

CORPORATE VENTURE AND OPEN INNOVATION

In an increasingly digital world, open innovation strategies consist in bringing together start-ups on the cutting edge of the latest market trends and large companies looking to boost their innovative abilities.

This collaborative approach, initiated ten years ago by the web giants and the healthcare sector, is gradually emerging in all the manufacturing and

services sectors. Corporate investment funds often play a key role in the implementation of these strategies. By taking shares in and even acquiring companies, they allow large groups to forge a competitive advantage while working hand in hand with promising start-ups.

OUR EXPERTISE IN VENTURE CAPITAL

16
years of
experience
and €500m
in investments

Dual expertise
in the Life
Sciences and
Technology
sectors

International
presence

A rich breeding ground for entrepreneurs



"Our approach is also to bring healthcare players a vision of the market and access to our network of entrepreneurs and experts."

Michel de Lempdes,
Managing Director, Omnes Capital

SeniorAdom

New-generation telecare

SeniorAdom sets out to conquer the telecare market.

Determined to revolutionise the sector through innovative technology, the start-up has been supported by Omnes Capital and four other reputed investors since 2015.



Key figures

- **Over 1.5 million seniors or disabled people** live at home alone and want to remain autonomous.
- **47% of seniors** take a fall at least once a year, and half of them cannot get back on their feet by themselves.
- **Only 6% of French people** over 80 were equipped with smart telecare devices in 2010.
- **Nearly 1,000 people** are already equipped with SeniorAdom technology just a few months after commercial launch.

Source: SeniorAdom

"SeniorAdom is thoroughly renewing the sclerotic sector of home care,"

says François-Xavier Dedde, Principal at Omnes Capital.

Most seniors want to spend their old age at home, but doing so hinges on the use of effective solutions to ensure their autonomy and safety. The solutions available until now required them to wear a "smart" necklace, watch or bracelet to alert the emergency services in the event of a fall. But these devices are rarely used because they come with a certain stigma and are seen as ineffective in cases of loss of consciousness. In response, SeniorAdom has developed an innovative technology able to automatically detect abnormal situations.

A TELECARE REVOLUTION

The concept consists of a box connected to sensors that detect the movements of the individual at home and serve to model their habitual everyday movements. In the event of an anomaly, an alarm is sent to the caregivers and then to a call platform, which calls out the emergency services where necessary. *"Since its launch in 2012, SeniorAdom has successfully*

demonstrated the effectiveness of its technology as well as the strong acceptability of the product from both a financial and an everyday use standpoint," says François-Xavier Dedde. All of which convinced Omnes Capital to invest in the start-up in 2015, with a view to helping it step up the roll-out of its product and extend its distribution platforms.

"Acquiring a share in SeniorAdom fits in perfectly with our investment strategy on smart healthcare," says François-Xavier Dedde.

"SeniorAdom brings together all the key success factors: market opportunity, robust technology and a profile of outstanding entrepreneurs"

STRATEGIC PARTNERSHIPS

After admitting Business Angels and Kima Ventures into its capital in mid-2014, the founders initiated a new fundraising in summer 2015, attracting three new investors alongside Omnes Capital: 123Venture, SEB Alliance and AG2R LA MONDIALE. *"After leading the financing round, we are supporting the company through regular dialogue with its managers. Our aim is to help them call themselves into question, prioritise, and to offer the benefit of our operational expertise,"* says François-Xavier Dedde. The company continues to grow and hopes to expand internationally in the near future.



3 QUESTIONS FOR...

THIERRY ROUSSEL,

co-founder of SeniorAdom, previously co-founder of Direct Energie*

"Omnes is a long-standing partner. It provides us with its network and helps us to confirm our market credibility with strong relational qualities."

*SeniorAdom was founded by Thierry Roussel, Christophe Gombault, former sales manager of Direct Energie, and Vincent Kraus.

Why the fundraising in 2015?

After winning a contract with the City of Paris in 2013, SeniorAdom was able to test its solution with vulnerable individuals through the financial support of Business Angels, including Xavier Niel via Kima. A year later, we finally received approval from France's old-age insurance fund, CNAV. The time had come for us to join forces with investors to initiate the project's roll-out phase. The investors included financial partners such as 123Venture and Omnes, which I had the pleasure of working with during Direct Energie's second financing round in 2004, together with manufacturers such as

SEB Alliance, which is interested in our technology (the box is a real hub), and AG2R LA MONDIALE, the leader in social protection in France.

What did Omnes Capital contribute to you and your company?

Their contribution was invaluable on several levels. Omnes immediately took charge of the financing round, lending it impetus and challenging our business model. We also benefited from their network, met with robust players, and confirmed our credibility in the market. In addition, we appreciate the quality of the human relations we have with our contacts

and their sound understanding of our business.

What are your objectives now?

We have given ourselves a few months to conclude our tests of the various distribution platforms. We recently formed a partnership with Europ Assistance. We need a little more time to gain the necessary perspective and finalise our strategy. We will then organise a new fundraising to initiate international roll-out by harnessing the most relevant platforms.



2016 FCPI CAMPAIGN

Capital Invest PME 2016 will give individual investors an opportunity to enjoy the reductions in wealth and income tax liabilities offered by the TEPA law while tapping into the growth potential of small businesses in France and Europe. FCPI assets will be composed 80% of innovative French and European SMEs. The remaining 20% will be invested in non-risky assets to provide the requisite management flexibility and safeguard optimum liquidity. This pocket will notably serve as a reserve for reinvestments in portfolio companies. The share of 80% will allow us to offer investors a 40% reduction in wealth tax for the sums invested.

LE VILLAGE BY CA



Omnes Capital is supporting Le Village by CA, the first collaborative space dedicated to innovative young companies, developed by the Crédit Agricole Group in partnership with large groups and intermediate-sized enterprises. The aim of Le Village is to host around 100 start-ups and give rise to a dynamic ecosystem with strong values. Those aims are an integral part of the objectives pursued by Omnes, which has supported innovative young firms for 15 years, particularly in the technology and life sciences sectors.

KEY FEATURES

INVESTMENTS



MES DOCTEURS / MEDICAL TELEADVICE

January 2016 - MesDocteurs finalised an initial financing round of €1.2 million with Omnes Capital, Partech Ventures and a manufacturer from the insurance sector. MesDocteurs is a start-up founded in 2015 by the founding team of Monshowroom, backed from its creation by Omnes Capital and sold to the Casino group in 2014. MesDocteurs is a fee-based medical teleadvice platform providing precise and detailed medical information. The aim is to strengthen the teams and expand the offering to make the company the French benchmark in medical teleadvice. With MesDocteurs, Omnes is once again investing in the healthcare and digital sectors.

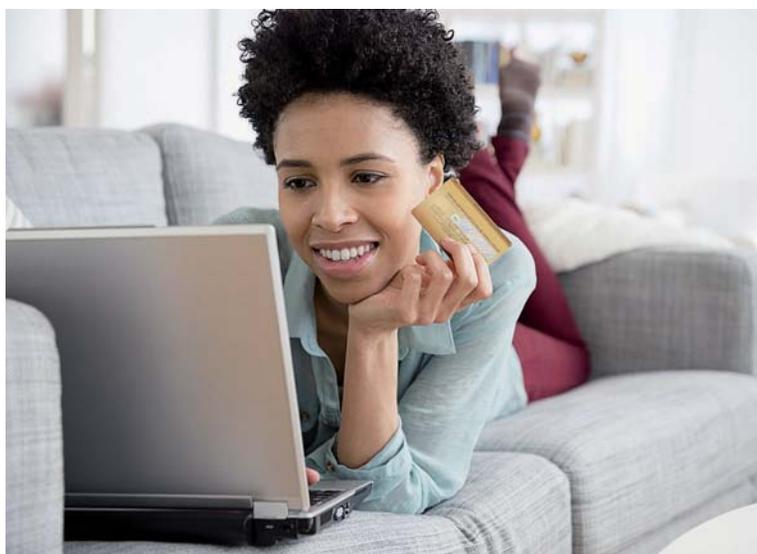
FCPI: CI PME 2014
François-Xavier Dedde, +33 (0)1 80 48 79 64

INTERSEC / BIG DATA SOFTWARE

March 2016 - Intersec, a leader in Fast Data systems, finalised a fundraising of \$10 million by Omnes Capital and Cisco Systems. Having posted impressive growth of 50% in its core business in 2015 and sold a number of software platforms, the French firm has now rolled out solutions on all the continents, expanding its footprint beyond its long-standing markets of Europe and Africa. Intersec's solutions meet a range of needs, from analysis and the use of localisation data to the coordination of customer value. Intersec customers include Telefonica Group and MTS in Russia, Etisalat, Orange, SFR and Entel in Chile, and Zain in Saudi Arabia. The funds will be used to strengthen commercial activity internationally and develop Smart Data solutions for the telecoms industry.

FCPI: CI PME 2014
Renaud Poulard, +33 (0)1 80 48 79 66
Marc Gasser, +33 (0)1 80 48 79 67

INVESTMENTS



AB TASTY / PREDICTIVE MARKETING

February 2016 – AB Tasty, a leader in A/B testing solutions and the customisation of the user experience, raised €5 million with Omnes Capital, Xange Private Equity and Kima Ventures.

Founded in 2011, the company is seeking to simplify access to new methods in the automatic optimisation of conversions. Fields of application range from predictive segmentation, with a view to identifying the public segments to be addressed as a priority, to the optimal dissemination of messages, so as to provide increasingly bespoke experiences likely to result in conversions. The fundraising will enable AB Tasty to finance

R&D and strengthen its leadership in innovation while boosting its international presence and mobile expertise. AB Tasty has a 65-strong workforce and annual growth of 100%. It is one of the 48 most innovative companies recognised by French Tech and supported by the Bpifrance Excellence label.

FCPI: CI PME 2014, CI PME 2015
Xavier Brunaud, +33 (0)1 80 48 79 62
Marc Gasser, +33 (0)1 80 48 79 67

PORTFOLIO NEWS



EYE TECH CARE / MEDICAL DEVICE

January 2016 – Eye Tech Care, supported by Omnes since 2008, pursued its development with a new fundraising of €25 million with Everpine Capital. The transaction will enable the company to further strengthen its presence in the European and Chinese markets. The Lyon-based company develops and sells non-invasive therapeutic medical systems for the treatment of glaucoma.

FCPI: Capital Invest PME, CAEI 2008, LCLI 2008, LCLI 2009, CAI 10, CAEI 2009, CI PME 2009, CI PME 2011, CI PME 2012, Investissement 3, Innovation 12, Innovation 13, CI PME 2013
Bruno Montanari, +33 (0)1 80 48 79 58

RENEWABLE ENERGY

€160M
RAISED FOR
CAPENERGIE 3

TEAM

Jess Wizman joined the Renewable Energy team in 2015 as an Associate. Jess Wizman is a graduate of Ecole Polytechnique and also holds a Master's in Finance from HEC. He began his career in M&A at Morgan Stanley, in Paris and then in London. The team now has eight investors with international backgrounds.

KEY FEATURES

INVESTMENTS

PARTNERSHIP WITH FONROCHE GÉOTHERMIE / DEEP GEOTHERMAL ENERGY

December 2015 – Omnes Capital and Fonroche Géothermie signed a partnership agreement on the development, construction and operation of deep geothermal energy production projects in France. Fonroche Géothermie has since 2010 been developing geothermal projects in France in the shape of a fully integrated approach and with an ambitious industrial programme. Geothermal energy is a natural and competitive renewable energy that will serve to provide electricity and heating locally 365 days a year. Having obtained seven exclusive exploration permits in France, Fonroche Géothermie plans to

invest over €400 million in the geothermal energy market between now and 2025, leading to the creation of more than 500 jobs.

FPCI: Capenergie 3
Serge Savasta, +33 (0)1 80 48 79 34
Michael Pollan, +33 (0)1 80 48 79 20

"This partnership follows on from the shared successes in the solar energy sector that showed us all the entrepreneurial spirit and expertise of Yann Maus and his teams. The strategy of the Capenergie funds has for ten years consisted in building green energy production capacities with small and intermediate-sized French and European companies."

Serge Savasta,
Managing Director, Omnes Capital



INVESTMENTS

**OMNIGREEN / PHOTOVOLTAIC PROJECTS**

December 2015 - Omnes, through its Omnigreen holding company, recently won three photovoltaic projects due online in 2017. Two of the projects, totalling 17 MW, are in Normandy. The third project, representing 12 MW, is in Aquitaine. Omnigreen has a portfolio of wind power and solar assets in an advanced stage of development in France of over 100 MW.

FPCI: Capenergie 3
Béregère Corson-Vanlerberghe, +33 (0)1 80 48 79 36

OMNIWATT / WIND POWER

February 2016 - Omnes created the Omniwatt holding company to constitute a portfolio of wind power projects for a total 50 to 75 MW in France. It has notably acquired the Neuilly-Monnes wind power project in Picardy. The construction of this 16-MW project kicked off in February 2016.

FPCI: Capenergie 3
Béregère Corson-Vanlerberghe, +33 (0)1 80 48 79 36
Laurent Perret, +33 (0)1 80 48 79 37

DISPOSAL

ASSET PORTFOLIO SOLD TO EOS HOLDING

February 2016 - Omnes Capital sold a European portfolio of renewable assets of over 100 MW to EOS Holding, a Swiss player in renewable energies. The portfolio comprises four wind farms and four solar power plants in France and Portugal. Set up between 2010 and 2013, it perfectly illustrates the investment approach of the Capenergie funds, which consists in developing new production capacities in partnership with independent renewable energy producers. Once constructed and operational, the projects are grouped and then sold in the shape of harmonious portfolios with critical mass. The four wind farms, developed together with our partner Valorem, are located in Picardy, Burgundy and Poitou-Charentes (western France). The four solar power plants were developed with Neoen, Fonroche and Valorem. They are located in Portugal and in the Aquitaine region in France. They notably include part of the Cestas solar park (the largest in Europe) as well as the Bétout plant, winner of the first solar contract from the Regulatory Commission of Energy.

FPCI: Capenergie 2
Marc-Philippe Botte, +33 (0)1 80 48 79 35
Michael Pollan, +33 (0)1 80 48 79 20

100 MW
EUROPEAN PORTFOLIO
OF RENEWABLE ASSETS
SOLD TO EOS HOLDING.

MID CAP BUYOUT & GROWTH CAPITAL

Omnes Croissance 4 mid cap fund

€150M
IN COMMITMENTS

4

PRIMARY
INVESTMENTS COMPLETED
IN 2015 (DISPAM, CAPCOM,
BIMEDIA AND COGEPART)

KEY FEATURES

INVESTOR DAY

The Annual General Meeting of the Buyout and Growth Capital funds was held on 31 March in the presence of investors and CEOs of portfolio companies. The meeting was followed by dinner at the Hélène Darroze restaurant (Paris).

AWARD

Omnes was awarded the "2015 LBO Deal of the Year" prize for the Exclusive Networks transaction by *Le Magazine des Affaires*. Omnes also earned a "Deal of the Year France and Benelux" nomination for the same transaction at the Private Equity Awards organised by Real Deals.

TEAM

Geoffroy Manet joined Omnes Capital's Mid Cap team in 2015 as an analyst. He holds a university diploma in Banking and Finance and a Master's in Financial Engineering from EM Lyon Business School.

DISPOSAL



"Vivalto Santé has demonstrated the relevance of its singular shareholder model based on the involvement of practitioners in group governance. Our collaborative effort with Daniel Caille was marked by unwavering trust throughout the period of the investment. The successful partnership served to step up the group's growth. Vivalto Santé has in the space of a few years become a key player in the hospitalisation market in France."

Philippe Zurawski,
Omnes Capital Partner and Chairman
of the Management Board at Vivalto Santé.

VIVALTO SANTÉ / PRIVATE CLINICS

January 2016 – Omnes Capital sold its share in the Vivalto Santé group to a group of investors led by CDC International Capital in association with Mubadala and the MACSF insurance company, alongside Daniel Caille, the founding Chairman of the group. On an initiative by Daniel Caille, supported by Omnes Capital and Parquest Capital, Vivalto Santé was set up on the basis of the takeover of the Breton firm Cliniques Privées Associées (CPA) in 2009. In six years the group more than tripled its revenue on the strength of impressive organic growth and a targeted acquisition strategy. Initially based in Brittany with three clinics, the group has moved into the Île-de-France region and the Rhône-Alpes region by taking over 11 establishments. Based on a partly medical shareholder structure – with 40% of the capital held by practitioners – Vivalto Santé has expanded while maintaining its ability to provide a coherent and top-quality private hospitalisation offer in France. In 2015, the Vivalto Santé group operated 14 establishments in France. Nine of them are located in Brittany, including the Saint-Grégoire private hospital centre in Rennes, which is regularly designated as the best hospital establishment in France by *Le Point* magazine. The group reports revenue of €330 million in 2015.

FPCI CACI 3; SCR CLCI
Philippe Zurawski, +33 (0)1 80 48 79 43
Rémy Deloffre, +33 (0)1 80 48 79 46

INVESTMENT

DISPAM / CONTROLLED-TEMPERATURE TRANSPORT

December 2015 – Omnes Capital invested €11.5 million in Dispam, a leading French firm in controlled-temperature transport, as part of a primary owner buyout alongside Pascal Masse, current CEO of the company. Founded in 1971 and based in Le Pontet in Provence, the Dispam group brings its customers a comprehensive range of high value-added solutions based on two fields of expertise: the controlled-temperature transport (positive cold) of fresh produce and general goods, together with supplementary logistics services including the processing of logistics flows through integrated solutions such as storage,

warehousing, bulk and break bulk, and order preparation. The group's main customers are agri-food manufacturers (60%) and mass retailers (30%). Dispam handles 350,000 tonnes of goods a year. It employs 680 people and reported revenue of €64 million in 2014. The aim of the transaction is to enable the family shareholders to exit the capital of Dispam and extend the group's geographical coverage in France.

**FPCI: Omnes Croissance 4, CACI PI
Bertrand Tissot, +33 (0)1 80 48 79 42
Rémy Deloffre, +33 (0)1 80 48 79 46**

"This transaction is part of a project of controlled growth. It will serve to create new momentum. I have full confidence in our operational ability to succeed in this mission while safeguarding our values. Commitment, responsiveness, technological innovation and a results-based culture will be the watchwords."

Pascal Masse,
Chairman and CEO of Dispam



"The Dispam group enjoys an excellent reputation in its market, especially in key technical criteria such as flexibility, respecting deadlines and cold chain management. Our objective is to help this excellent multi-regional SME to conquer new territories."

Bertrand Tissot,
Partner, Omnes Capital

SMALL CAP

TEAM

Antoine Joris joined the Small Cap team at Omnes Capital in 2015 as an Associate, after two years in the M&A sector at Rothschild & Cie. He holds a Master's in Management Engineering from Solvay Business School in Brussels.

KEY FEATURES

DISPOSAL



COIFF'IDIS / BEAUTY - HAIRDRESSING

January 2016 - Coiff'Idis, the French leader in the distribution of products and equipment for hair salons, supported by Omnes since 2008, was sold to Dessange International. Dessange International, the world's leading international group in luxury hairstyling, beauty and cosmetics, acquired a 62% share in Coiff'Idis, the rest of the capital being held by the founders. The company, headed

by Philippe Lecrosnier, Bertrand Lecrosnier and Pierre-Marie Hanquiez, supplies 20,000 salons with nearly 6,500 references, including from the top professional brands (Revlon, L'Oréal Professionnel, Wella, Schwarzkopf), some of them on an exclusive basis (Matrix, Moroccanoil). The company posted revenue of €36 million in 2015.

Funds: LCL Expansion, Omnes Expansion
Laurent Espic, +33 (0)1 80 48 79 51

PRIVATE DEBT

Omnes Mezzanis 3

€150M
TARGET SIZE

€50M to
€300M
ENTERPRISE VALUE

Transactions: mezzanine and untranche financing / LBOs or sponsorless transactions

PRIVATE DEBT

Omnes is launching Omnes Mezzanine 3, a third-generation private debt fund for French SMEs and intermediate-sized companies.

The fund targets growth businesses (SMEs with an EV of €50 million to €300 million) in France with solid fundamentals, experienced management teams and strong potential for operational development and/or external growth. The fund (with a target size of €150 million) deals in mezzanine and untranche financing transactions, structuring bonded private debt products as part of LBOs or sponsorless transactions.

Having made 40 investments in 15 years, the Private Debt team is a long-standing player in France in financing for SMEs.

For individual customers, Omnes has structured a dedicated fund,* Omnes Mezzanis No3 Private Investors, which co-invests alongside the FPCI. This original offering allows private clients to benefit from an investment strategy providing the same objectives as an institutional buyout and growth capital fund.

*FCPR approved by the AMF; minimum investment: €5,000.

Increasingly selective investors

Investors have clearly redeveloped a taste for private equity, and the trend looks set to be confirmed. **Oliver Gottschalg, professor at HEC and a recognised specialist in the performance of private equity investments, shares his take on the sector with us.**

Oliver Gottschalg

Oliver Gottschalg holds an MBA from Georgia State University and a Ph.D. from INSEAD. He is an Associate Professor at HEC and a member of the CNRS-GREGHEC Research Group. His research focuses on the strategic logic and the performance determinants of private equity investments. He regularly presents his research at academic conferences and private equity symposia. He also serves as an advisor to leading investors in the private equity industry. His courses at HEC address private equity strategies and LBOs (leveraged management buyouts).



Did you see a confirmation in investor appetite for private equity in 2015?

2015 was a remarkable year for private equity, both in terms of fundraising (€10bn according to the AFIC private equity organisation) and achievements. We saw a sharp increase in exits, towards secondary and tertiary markets, as well as IPOs and acquisitions on the part of strategic investors, and Asian investors in particular.

Are we heading towards an increase in the allocation of funds to this asset class?

Private equity is keeping its outperformance promises, whereas returns are lacking in other asset classes. This obviously increases investor appetite. However, a number of uncertainties are weighing on the global macro-economic climate, including market liquidity, the slowdown in Chinese growth, the oil price, and the banking sector crisis in Europe. If these disruptions prove too strong, investors may turn towards less risky and more clearly understood investments.

What do investors expect from fund managers?

Private equity investors have become much more selective. This is especially true concerning the quality of managers

in terms of their past and, naturally, future performances. And this is entirely logical, since they are entrusting their money over quite a long period with little or no control over its management!

Has your work changed their perception in this field?

I hope I have helped that to happen. First of all, by providing investors with reliable tools and indicators for determining the best funds likely to outperform. And also by asking not just "How much?" in terms of past performance but above all "How?" I try to identify the DNA of the manager by clarifying their sources of value creation, in other words what characterises their expertise, such as the type of risks they take or the support strategy they implement regarding underlyings.

You are calling for more flexibility in the Solvency 2 criteria so as to foster the arrival of new institutional players on the market?

I have shown that the risk taken by a reasonably diversified investor does not justify the capital charge of 39% advocated by the regulator. For a portfolio comprising 100 underlying LBOs (through ten primary funds or one fund of funds), the 99.5% probability is that investors risk losing a maximum 14% of their capital a year. By diversifying the investment into several funds, "value at risk" rates come out at between 18% and 25% rather than 39%. I'm fairly hopeful that the dialogue initiated with the regulator will serve to bring the ratio down to under 30%.



PASCAL MASSE,
Président-directeur général de Dispam
Chairman and CEO of Dispam

CHANCE ET TÉNACITÉ

Quand on lui demande quels sont les facteurs clés de sa réussite, Pascal Masse évoque l'extraordinaire opportunité dont il a bénéficié quand, tout jeune diplômé en économie, son beau-père lui a proposé de rejoindre la société familiale, spécialisée dans le transport sous température dirigée. Le jeune homme apprend vite. Il imagine déjà de nouvelles stratégies pour l'entreprise. « *A l'époque, Dispam acheminait des produits de la mer, ainsi que des fruits et légumes. A force de côtoyer la grande distribution lors de nos approvisionnements, nous avons choisi de nous réorienter vers les produits frais industriels (yaourts, charcuterie, plats cuisinés, etc.)* », explique Pascal Masse. Un changement de cap payant, qui permet à la société de croître de manière soutenue et régulière au fil des années. « *Poussé par notre volonté d'industrialisation, Dispam s'est finalement imposé comme une alternative fiable et crédible face aux leaders du marché* », souligne Pascal Masse. En 1998, lors du départ à la retraite de son mentor, il partage la direction de l'entreprise avec l'un des actionnaires historiques du groupe. Mais au bout d'une quinzaine d'années, une divergence entre les deux dirigeants incite Pascal Masse à monter une opération d'owner buyout (OBO)* à l'issue de laquelle il prend

le contrôle de la société.

« *Entreprendre est parfois un chemin difficile, note-t-il. Pour réussir et concrétiser ses idées, il ne faut surtout rien lâcher, si l'on est convaincu d'aller dans la bonne direction.* »
Sur un marché du transport en proie à des difficultés conjoncturelles, Dispam met aujourd'hui en place une offre de services différenciante, qui s'adapte aux nouvelles exigences de ses clients, sensibles à la simplicité d'usage et à la fiabilité. « *Contrairement à la plupart des secteurs, l'agroalimentaire est en retard en matière de normes administratives et informatiques, qui permettraient de mettre en place la traçabilité totale des flux physiques de l'industriel vers le distributeur, rappelle Pascal Masse. D'ici à la fin 2016, le groupe équipera ses entrepôts de bornes wifi et ses chauffeurs de smartphones, pour suivre en temps réel la progression de la livraison et gérer l'envoi de notifications lors de l'enlèvement ou de la livraison des marchandises.* »
Un nouveau volet dans l'histoire de l'entreprise qui va lui permettre de moderniser son outil de production au profit du business et de ses clients.

* OBO : montage avec effet de levier qui permet au dirigeant, principal actionnaire, de transmettre une partie du capital de son entreprise à une société holding, tout en restant actionnaire majoritaire de la société holding.

PARCOURS/ CAREER PATH

1979-1982

Études supérieures d'informatique et mathématiques appliquées aux sciences sociales, puis d'économie.

Higher studies in Computer Technology and Mathematics applied to the Social Sciences, then Economics

1982

Entrée chez Dispam. Joins Dispam.

1998

Co-direction de Dispam. Co-management of Dispam.

2015

Opération d'owner buyout avec Omnes Capital. Owner buyout transaction with Omnes Capital

ZOOM/FOCUS

LE CHOIX DE LA RELATION

Au-delà de l'apport de capital, Pascal Masse cherche, à travers l'opération d'OBO, un partenaire partageant sa vision et ses valeurs. Selon le dirigeant, « le choix d'Omnes Capital s'est fait prioritairement sur la qualité des échanges et de la relation avec mes interlocuteurs. » Résultat ? « Plus de confiance et une envie renouvelée d'aller de l'avant. »

THE CHOICE OF THE RELATIONSHIP

In addition to the contribution of capital, through the OBO Pascal Masse was looking for a partner that shared his vision and values. The director says that he chose Omnes Capital "mainly on the basis of the quality of the dialogue and the relationship with my contact people." The result? "Greater trust and a renewed desire to keep moving forward."

LUCK AND TENACITY

When asked about the reasons behind his success, Pascal Masse talks about the amazing opportunity he had when, as a young economics graduate, his father-in-law asked him to join the family firm working in controlled-temperature transport. The young man proved a fast learner. He quickly devised new strategies for the company. "At the time, Dispam shipped fish and seafood and fruits and vegetables. Through our contact with mass retail in product supply, we decided to refocus on industrial fresh produce, including yogurt, cold cuts and ready-cooked dishes," says Pascal Masse. The change of direction paid off, and the company posted strong and regular growth in the ensuing years. "Driven by our determination to develop industrially, Dispam in the end positioned itself as a reliable and credible alternative to the market leaders," he says. In 1998, when his mentor retired, he shared the management of the company with one of its long-standing shareholders. But 15 years later a divergence between the two directors led Pascal Masse to launch an owner buyout transaction (OBO)¹, at the conclusion of which he took control of

the company. "Taking business initiatives can sometimes be a tough task," he says. "To convert your ideas into reality, you have to give it your all if you're convinced that you're going in the right direction." In today's transport market with its difficult economic environment, Dispam provides a differentiated service adapted to the new expectations of customers who appreciate simplicity in use and reliability. "Compared with other sectors, agri-food lags behind in terms of administrative and IT standards that could serve to implement complete traceability for material flows from the manufacturer to the retailer," says Pascal Masse. "Between now and the end of the year, the group will be equipping its warehouses with Wi-Fi terminals and its drivers with smartphones to monitor deliveries in real time and send notifications when collecting and delivering goods." This new step forward will enable the group to modernise its production base to the benefit of the business and its customers.

1. OBO: a leveraged buyout enabling the director and main shareholder to transfer part of the capital of his or her company to a holding company while remaining the majority shareholder of the holding company.

