

Monthly Update

Positively affecting the unit price during the month of December was the initial recognition the assets in the underlying fund, The Branford Castle Fund II, L.P. Negatively affecting the unit price was the 1.88% increase in the value of the Australian dollar against the US dollar from US\$0.7128 to US\$0.7262. The Fund does not hedge currency exposure.

The Spire Branford Castle Private Equity Fund II (AUD) commenced pricing at the end of November, 2021.

Investment Activity

To date, the Fund has been utilizing its capital call line of credit in order to make acquisitions as well as for general working capital purposes.

Regarding the acquisitions, the Fibrix Filtration acquisition closed in August of 2020 and utilized \$16.1 million of Fund capital. The Lafayette Instrument acquisition closed in April of 2021 and utilized \$5.7 million of Fund capital. The Fund will now pay down the capital call line related to those acquisitions and access \$21.8 million, via this capital call, for the original Fund equity investments in these transactions. Additionally, the Fund is now in the process of acquiring Americo Manufacturing (“Americo” or the “Company”) as an add-on acquisition for Fibrix Filtration, which will necessitate \$5.5 million of equity. We expect this transaction to close on, or about, January 31, 2022. Finally, the Fund is also calling an additional \$5 million for working capital purposes and other near-term bolt-on acquisitions. In total, the Fund has \$32.3 million of total equity needs and will access the \$32.3 million, in the form of this capital call, from its partners.

Americo (Target Close in late-January/early-February 2022)

Americo, which will be an add-on acquisition for Fibrix, is a leading specialty nonwovens platform that develops, manufactures, and markets sustainable, technical high-loft nonwoven products for diverse, high-demand applications.

The Company has three facilities: two manufacturing facilities in Georgia and one warehouse / distribution center in California. The Company provides a complete line of floor care products for the janitorial / sanitation industry, as well as products for building materials, geotextiles, and filtration. Americo also manufactures specialty and custom floor mats for the cleaning, industrial, and promotional products industries. Americo has the #2 global market share position in floor pads within its janitorial segment overall and holds the #1 position in customized, niche janitorial floor pads. Additionally, Americo has been at the forefront of “green” nonwovens made with 100% recycled PET fibers and water-based resins. More recently, the Company introduced Full Cycle®, a proprietary enhanced biodegradation technology for disposable nonwoven materials, and is the only floor pad manufacturer globally with these capabilities. For the period ending December 2021, Americo is expected to generate revenue of \$50.6 million and Adjusted EBITDA of \$6.2 million on a standalone basis. Fibrix Filtration’s management has conducted a detailed analysis on Americo’s cost structure and estimates that they can achieve \$2 to \$3 million of cost synergies. Additionally, we have already received a Letter of Intent from Fibrix Filtration’s current landlord to purchase the Americo-owned real estate, with the expectation that the sale leaseback will close within 30 days after the Americo transaction closing.

For the acquisition, the transaction multiple is 5.6x, pro forma for \$2.5 million of cost synergies and the sale leaseback transaction. On a pro forma basis, the combined Fibrix Filtration-Americo had 2021 revenue of \$97.5 million and EBITDA of \$16.3 million, inclusive of synergies and sale leaseback rent expense. This compares to the \$6.9 million of EBITDA that Fibrix had when Branford invested in August 2020.

Fibrix Filtration (Acquired in August 2020)

Headquartered in Charlotte, NC, Fibrix Filtration is a leading manufacturer of specialized niche filtration fabric products that are utilized for industrial air purification and commercial HVAC systems. The Company’s products are pivotal in optimizing the performance of these systems, leading to enhanced system efficiency, lower energy costs and improved air quality. Fibrix’s air filtration fabric products are designed to meet specific technical standards related to particle capture, pressure drop and dust collection. They are also one of the few manufacturers that produce filtration fabric in certain customized, value-add manners such as in multiple colors, or with additives such as baking soda, antimicrobial, charcoal and/or in various scents. This is in contrast to larger competitors who are focused on very high-run production items that have little to no customization. Fibrix was acquired by the Fund for a purchase price of \$48.0 million. EBITDA (at the time of the transaction) was \$6.9 million resulting in a 6.9x EBITDA multiple. Since the acquisition the business has performed exceptionally well, driven by demand for new product lines and the increased focus on air filtration due to Covid-19. For 2021, Fibrix is estimated to have \$46.9 million of revenue and \$9.1 million in EBITDA. Fibrix Filtration and Americo are both niche, specialty nonwovens companies that have similar manufacturing processes and utilize similar equipment. The specialized products made by both companies focus on creating clean living and working environments. Post-transaction, Fibrix-Americo will be uniquely positioned in the nonwovens sector as a manufacturer centered around clean technologies. Both companies utilize recycled PET as a component to manufacture their nonwovens materials and Americo has an additive that is used on their Jan/San products that allows it to become biodegradable. Further, we believe that this additive can also be utilized on some of Fibrix’s products. Within the current nonwovens market, we do not believe that there is another company that would be able to make these same environmentally friendly claims. As a combined entity, the companies would be able to offer green products in various markets including air and liquid filtration, janitorial / sanitation, and specialty materials.

Lafayette Instrument (Acquired in April 2021)

Headquartered in Lafayette, IN, Lafayette Instrument is a global leader in the development and manufacture of scientific instrumentation equipment for the polygraph, neuroscience and human evaluation markets. The Company also has a wholly owned subsidiary, Campden Instruments, which is based in the United Kingdom. Lafayette sells to blue-chip customers such as the CIA, FBI and the Department of Homeland Security for polygraph equipment and Pfizer, Northwestern University, University of Michigan and NIH for neuroscience laboratory equipment. Of note, the Company is globally recognized as the dominant player in polygraph equipment, accessories, and associated software, with an estimated 73% market share. Lafayette is the #2 player in the neuroscience instrument market, with approximately a 15% market share, offering a number of proprietary products. Lafayette was acquired by the Fund for a purchase price of \$17.0 million. EBITDA (at the time of the transaction) was \$2.7 million resulting in a 6.3x EBITDA multiple. In the nine months since the acquisition the business has performed well. For 2021, Lafayette is estimated to have \$12.0 million of revenue and \$2.9 million in EBITDA.

SPIRE GLOBAL PRIVATE EQUITY
SPIRE BRANFORD CASTLE US PRIVATE EQUITY FUND II
(AUD) FIRST CLOSE

A UNIT CLASS OF SPIRE CAPITAL MASTER FUND
 MONTHLY REPORT – DECEMBER 2021



Performance (Net of Fees)*

As at 31 December 2021

Based upon underlying fund data as at 30 September 2021

1 month	3 months	6 months	1 year	Since Inception Annualised ¹	Inception Foreign Exchange Impact	TVPI ²
-0.46%	N/A	N/A	N/A	N/A	2.13%	1.0194

¹**Inception**- 30 November 2021. Inception date occurred from the commencement of NAV based unit pricing, following the completion of capital raising in November 2021. Please note however that each investor's performance numbers are calculated on an individual basis from their time of application and may differ from the above

²**TVPI** – is the "Total Value Paid In" ratio and is, according to the Institutional Limited Partners Association (ILPA) perhaps the best available measure of performance before the end of a (closed-ended) fund's life. TVPI is the total estimated value of the Spire Feeder Fund's investments, both distributions received plus the value of the remaining investments in the Spire Feeder Fund, divided by the amount of capital paid into the Spire Feeder Fund to date. For the purposes of calculating TVPI Spire Capital includes the value of any Foreign Income Tax Offsets in the value of distributions received. This ratio has other names, including Multiple of Investment Capital (MOIC) and the Return on Invested Capital (ROIC).

Growth of AU\$100,000 Investment*



Fund Details

Total Commitments to the Branford Castle US II Program (All Share Classes) (in USD)	US\$50m
Fund Size (AUD):	AU\$15.69m
Unit Price (AUD):	\$1.3674
APIR Code:	SPI0659AU
Commencement:	15 May 2020
Distributions:	Annually
Application Status	CLOSED
Liquidity	Nil – Closed ended Fund
Fund Manager:	Spire Capital Pty Limited
Investment Manager:	Branford Castle Partners, L.P.
Trustee:	Spire Capital Pty Limited
Base Management Fee:	0.50% p.a. x NAV
Underlying Management Fees ("Priority Profit Share"):	2.00%p.a of Committed Capital
Underlying Performance Fee:	20% of realised profits after an 8% preferred return is paid to Limited Partners.

SPIRE GLOBAL PRIVATE EQUITY
**SPIRE BRANFORD CASTLE US PRIVATE EQUITY FUND II
(AUD) FIRST CLOSE**

A UNIT CLASS OF SPIRE CAPITAL MASTER FUND
MONTHLY REPORT – DECEMBER 2021



Fund Overview

The Fund seeks to deliver steady returns and strong asset growth from US Private Equity. The Fund was established in May 2020 and serves as an AUD denominated Australian unlisted unit trust that feeds into the Branford Castle Partners Fund II, L.P. (“the Underlying Fund” or “Fund II”). The Investment Manager for the Underlying Fund is Branford Castle Partners, L.P., (“Branford”). Branford is launching the Underlying Fund to build upon the Firm’s track record of making control investments in strong, privately held “Small-Cap” businesses primarily based in North America. For over three decades, Branford’s professionals have been buying solid Small-Cap businesses, at reasonable prices, then adding value, in the pursuit of generating superior risk-adjusted returns.

Ordinary Units will acquire an interest in the Underlying Fund, which has exposure to US Small-Cap companies. The Underlying Fund will benefit from Branford’s operational capability in delivering for investors through equity and preferred equity positions. Branford’s Small-Cap investment strategy is focused on finding companies with under USD 100m in enterprise value and whose product or service lines typically have less than USD 200m in total industry sales. Many private equity firms overlook the types of Small-Cap companies that Branford invests in, leaving significant actionable opportunities for Branford which often can be purchased for around 6.0x EBITDA or lower.

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Important Information

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*Past performance is not an indicator of future performance. Performance and Growth table and chart are based on the aggregated total application amount and units issued during the capital raising period and includes Unit Price growth from commencement of NAV based unit pricing following completion of capital raising in November 2021. Unit Price and performance do not include the value of Foreign Income Tax Offsets (FITOs) which have been distributed in addition to cash. Individual investor performance will vary according to the Application Price at which they were issued Units in the Fund, which in turn was based upon the AUD / USD exchange rate applicable on the day that an investment is accepted.