#### CMP: ₹ 1340

# Target: ₹ 1730 (29%)

# Target Period: 12 months



BUY

### February 9, 2023

# Zudio: Game changer for Trent!

**About the stock:** Trent is India's leading retailer with a presence across various consumer categories (600+ stores). Inherent strength of brands (Westside, Zudio, Star, Zara) and accelerated store additions has led Trent to be among the fastest growing companies in our retail coverage universe.

- 'Westside' (70% of revenues) has proven to be one of the most profitable business models as it primarily focuses on selling private label brands (EBITDA margin: 11%, consistent SSSG: 10%+)
- 'Zudio' (30% of sales), the value fashion brand, continues to be the next leg of growth for Trent (revenue CAGR: 72% FY19-22)

**Q3FY23 Results:** Trent reported superlative sales number with growth beating our/consensus estimates. Acceptance of Zudio as a value fashion brand has been a game changer for Trent leading to fastest growing apparel company in India.

- On a slightly favourable base, revenue grew 61% YoY to ₹ 2171 crore. On a three-year CAGR basis, revenue growth was at an impressive 36%, which is the highest among other lifestyle retailers
- Gross margins for the quarter declined 590 bps YoY to 45.4% (I-direct estimate: 49%) possibly on account of a sharp rise in share of Zudio format (yields lower gross margins but has superior asset turn)
- Higher opex cost on account of new store openings resulted in EBITDA margins declining 620 bps YoY to 15.5%. Despite lower than anticipated margins, absolute EBITDA was at ₹ 336 crore (I-direct estimate: ₹ 337 crore) with three-year CAGR of 25%

**What should investors do?** Trent has been an exceptional performer with stock price appreciating at ~33% CAGR in the last five years.

• Robust performance during challenging times and industry leading growth will continue to warrant premium valuations for Trent. Hence, we maintain our **BUY** rating on the stock

Target Price and Valuation: We value Trent at ₹ 1730 based on SOTP valuation.

#### Key triggers for future price performance:

- We pencil in 250 store additions between Westside and Zudio for FY23-24E
- Liquidity position remains strong with cash & investments worth ₹ 350+ crore that will enable it to tide over the current situation better than peers
- Zudio continues to be the growth engine for Trent. We expect revenues to grow at 59% CAGR in FY20-24E
- In the long run, the company aims to grow its revenue at 25% + CAGR

Alternate Stock Idea: Apart from Trent, we also like Aditya Birla Fashion & Retail.

 ABFRL has charted out growth strategies to become a ~US\$2.8 billion entity (₹ 21000 crore) by FY26E, translating to 15% CAGR in FY20-26E

#### • BUY with a target price of ₹ 340/share

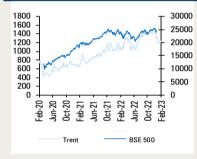
#### **Key Financial Summary** 5 year CAGR 2 year CAGR FY23E FY24E Financials FY19 FY20 FY21 FY22 (FY17-22) (FY22-24E) 3,486.0 2,630.2 2,593.0 4,498.0 8,130.9 9,526.4 Net Sales 20.0% 45.5% EBITDA 227.7 544.0 171.9 573.9 1,152.1 1,460.4 59.5% PAT 97.0 122.8 (146.2) 105.8 13.0% 500.4 676.5 EV/Sales (x) 17.1 13.5 18.2 10.6 5.8 4.9 EV/EBITDA (x) 197.5 86.6 274.5 82.8 41.2 32.2 10.1 15.9 32.7 RoCE (%) 4.3 14.1 29.0 20.8 59 5.1 -6.3 4.5 18.3 RoE (%)

Result Update

Partic	ulars					
Particula	r				Am	ount
Market C	apitalisat	tion (₹ Cr	ore)		47,6	33.0
Total Deb	t (Mar-22	2) (₹ Croi	e)		4	97.4
Cash (Ma	Cash (Mar-22) (₹ Crore)					
EV (₹ Cro	re)	47,519.9				
52 week	52 week H/L					
Equity Ca	pital (₹ C	rore)				35.5
Face Valu	ie (₹)					1.0
Share	holding	j patte	rn			
	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	
Promoter	37.0	37.0	37.0	37.0	37.0	

	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22
Promoter	37.0	37.0	37.0	37.0	37.0
FII	28.9	28.3	26.8	25.9	24.8
DII	12.5	13.4	14.6	15.2	16.1
Others	21.6	21.2	21.6	21.9	22.1

#### Price Chart



#### Recent event & key risks

- Westside reported 17% SSSG. Added 91 stores in Zudio format in 9MFY23
- Key Risk:(i) Slower ramp up of store network (ii) Lower than expected margin due to inability to pass on input cost hike

#### **Research Analyst**

Bharat Chhoda bharat.chhoda@icicisecurities.com

Cheragh Sidhwa cheragh.sidhwa@icicisecurities.com

## Key takeaways of recent quarter

- Trent's Q3FY23 revenue print is a strong beat on our estimates. On a slightly favourable base, revenue grew 61% YoY to ₹ 2171 crore (I-direct estimate: ₹ 1886.9 crore). On a three-year CAGR basis, revenue growth was at an impressive 36%, the highest among lifestyle retailers. On the store addition front, the company has been aggressive on the Zudio format with the opening of 91 stores in YTDFY23 taking the total store count to 326. For Westside, the company added 11 new stores taking the total store count to 211. The Westside format has been performing well with SSSG of 17% in Q3FY23. Also, revenue/sq ft for Westside appears to be significantly higher at ~₹ 14000 (annualised), which is higher than average run-rate of ~₹ 10500. Back of the envelope calculation suggests the Zudio format has grown ~2.5x with share in revenue increasing significantly from ~30% to 40% + (share of Zudio format in FY20 was at ~16%). Emerging categories like beauty and personal care, innerwear and home witnessed healthy traction and now contributes ~15% to sales
- Inflationary stress has been more acute at the lower end of the fashion value chain (ASPs < ₹ 1000) as demand remains weak. However, Zudio (value fashion player) continues to defy all odds with sustained robust growth. It has been the new growth engine for Trent given its scalable business model (one-third size of Westside format) and strong acceptance in Tier II/III cities with sharp price point assortment (ASP < ₹ 500). Zudio stores have multiplied ~8x in the last three years with overall outlets at 326</li>
- Gross margins for the quarter declined 590 bps YoY to 45.4% (I-direct estimate: 49%) possibly on account of a sharp rise in share of Zudio format (yields lower gross margins but has superior asset turn). Higher opex cost on account of new store openings resulted in EBITDA margins declining 620 bps YoY to 15.5% (I-direct estimate: 17.9%). The previous quarter also had one-off benefits of rent waivers and reversals relating to inventory provisioning. Despite lower than anticipated margins, absolute EBITDA was at ₹ 336 crore (I-direct estimate: ₹ 337 crore) with three-year CAGR of 25%. A key aspect to highlight would be share of JV and associates (Star Bazar & Zara) reporting a remarkable turnaround with profit of ₹ 76.8 crore in 9MFY23 vs. ₹ 14.8 crore in 9MFY22. While Zara continues to be the most profitable brand, a material improvement in profitability for Star Bazar may have contributed to higher profits
- Trent has, over the years, consistently outperformed peers given the strong brand patronage (Westside, Zudio, Star, Zara) and proven business model (Westside: 100% private label). Healthy beat on the topline front, warrants upward revision to our revenue estimates for FY23-24E. We expect Westside and Zudio formats to report revenue CAGR of 29% and 59%, respectively, in FY20-24E. We expect the growth trajectory to marginally moderate on a very strong base with Zudio gaining substantial scale. Share of the Zudio format in standalone revenues is expected to increase to 37% by FY24E. Furthermore, a sharp increase in profits in share of associates (Zara and Star Bazar) during 9MFY23 is a key positive and signals emphasis on cost cutting measures and its journey towards improving profitability of the 'Star' format. We build in revenue, EBITDA CAGR of 29% and 28%, respectively, in FY20-24E. Industry leading performance and consistent revenue growth to support premium valuations. We recommend BUY and maintain our target price of ₹ 1730

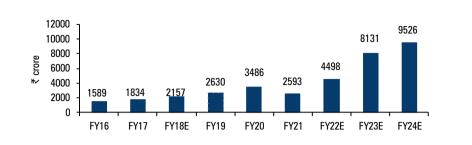
	Q3FY23	<b>Q3FY23E</b>	Q3FY22	YoY (%)	Q2FY23	QoQ (%)	Comments
Revenue	2,171.5	1,886.9	1,347.8	61.1	1,813.6	19.7	Westside reported 17% SSSG. Zudio continues to be the key growth engine
Other Operating Income	0.0	0.0	0.0	0.0	0.0	0.0	
Raw Material Expense	1,186.1	945.3	657.2	80.5	961.9	23.3	
Gross Profit	985.4	941.5	690.6	42.7	851.7	15.7	
Gross Profit Margin	45.4	49.9	51.2	-586 bps	47.0	-158 bps	Gross margins for the quarter declined by 590 bps YoY to 45.4% (I-direct estimate: 49%) possibly on account of sharp rise in share of Zudio format (yields lower gross margins but has superior A/To).
Employee exp	160.0	154.7	84.7	88.8	148.1	8.0	
Other Exp	489.9	449.1	314.1	56.0	436.1	12.3	
EBITDA	335.6	337.7	291.7	15.0	267.5	25.4	three-year CAGR: 25%
EBITDA Margin (%)	15.5	17.9	21.6	-619 bps	14.8	70 bps	
Depreciation	110.6	101.2	73.4	50.8	104.3	6.1	
Other Income	73.0	34.1	29.6	146.6	168.0	-56.5	Other income includes recognition of IND-AS 116 impact of lease modification/ termination
Interest	88.5	90.7	73.4	20.6	88.0	0.5	
Exceptional Income	0.0	0.0	0.0		0.0		
PBT	209.5	180.0	174.6	20.0	243.2	-13.9	
Tax Outgo	48.6	45.3	41.7	16.4	57.4	-15.4	
Minority Interest							
PAT	161.0	134.7	132.9	21.1	185.9	-13.4	

Exhibit 2: Change in estin	nates						
		FY23E			FY24E		
(₹ Crore)	Actual	Old	New	% Change	Old	New	% Change
Revenue	4,498.0	7,730.9	8,130.9	5.2	9,219.5	9,526.4	3.3
EBITDA	573.9	1,141.9	1,152.1	0.9	1,413.4	1,460.4	3.3
EBITDA Margin (%)	12.8	14.8	14.2	-60 bps	15.3	15.3	0 bps
PAT	105.8	457.2	500.4	9.4	637.1	676.5	6.2
EPS (₹)	3.0	12.9	14.1	9.1	17.9	19.0	6.3

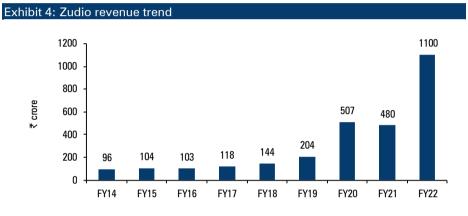
**ICICI** Direct Research

# Financial story in charts

Exhibit 3: Revenue trend



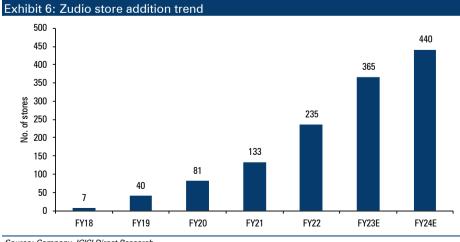
Source: Company, ICICI Direct Research

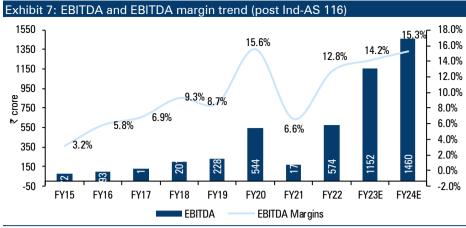


Source: Company, ICICI Direct Research



Source: Company, ICICI Direct Research





Source: Company, ICICI Direct Research

Exhibit 8: Valuation	า						
	Financial	FY24E (₹rcr)	Target Multiple	EV/Mcap	(₹ cr) Cash	Debt	Targeted Mcap (₹ cr)
Standalone revenues	Sales	8826	6.0x EV/Sales	53400	845	285	53960
Trent Hypermarket Ltd	Sales	1039	1.0x Price/Sales	1039			1039
Trent -Inditex (Zara)	Sales	1261	5x Price/Sales	6179			6179
Booker & Other Subsidiaries	Sales	357	0.5x Price/Sales	179			179
Target Market Cap. (₹ cr)							61356
Target Price (₹)							1730

# **Financial Summary**

Exhibit 9: Profit and loss s	ibit 9: Profit and loss statement					
	FY21	FY22	FY23E	FY24E		
Total operating Income	2,593.0	4,498.0	8,130.9	9,526.4		
Growth (%)	-25.6	73.5	80.8	17.2		
Cost of Goods Sold	1,534.0	2,481.5	4,496.4	5,211.0		
Gross Margin (% )	40.8	44.8	44.7	45.3		
Employee Expenses	301.9	399.0	634.2	743.1		
Operating & Other Expenses	585.2	1,043.7	1,848.2	2,112.0		
Total Operating Expenditure	2,421.1	3,924.2	6,978.8	8,066.0		
EBITDA	171.9	573.9	1,152.1	1,460.4		
Growth (%)	-68.4	233.9	100.8	26.8		
Depreciation	257.3	310.8	464.1	505.1		
Interest	248.7	304.7	351.3	380.9		
Other Income	201.6	175.2	211.4	219.1		
PBT	-133.5	106.1	548.1	793.5		
Share of Profit from JV	-71.4	5.1	74.0	80.1		
Total Tax	-23.7	76.6	161.8	227.1		
PAT	-181.1	34.6	460.4	646.5		
Minority Interest	-35.0	-71.2	-40.0	-30.0		
PAT after MI	-146.2	105.8	500.4	676.5		
Extraordinary item	0.0	0.0	0.0	0.0		
Reported PAT	-146.2	105.8	500.4	676.5		
EPS (₹)	-4.1	3.0	14.1	19.0		

Exhibit 10: Cash flow stat	ement			₹ crore
(Year-end March)	FY21	FY22	FY23E	FY24E
Profit after tax	-146.2	105.8	500.4	676.5
Add: Depreciation	257.3	310.8	464.1	505.1
Add: Finance Cost	248.7	304.7	351.3	380.9
(Inc)/dec in Current Assets	215.7	-541.8	-762.7	-273.1
Inc/(dec) in CL and Provisions	-23.2	184.0	267.4	107.0
Others	-99.0	-100.3	0.0	0.0
CF from operating activities	453.3	263.3	820.6	1,396.4
(Inc)/dec in Investments	27.7	203.8	196.7	22.3
(Inc)/dec in Fixed Assets	-90.7	-206.7	-305.3	-200.0
Others	-36.0	-17.7	0.0	0.0
CF from investing activities	-99.0	-20.6	-108.5	-177.7
Issue/(Buy back) of Equity	0.0	0.0	0.0	0.0
Inc/(dec) in loan funds	0.2	197.5	-196.0	-15.9
Less: Finance Cost & Others	-335.9	-374.2	-421.4	-655.0
Others	0.8	-62.8	-128.0	-164.8
CF from financing activities	-334.9	-239.5	-745.4	-835.7
Net Cash flow	19.5	3.2	-33.3	383.0
Opening Cash	61.8	81.3	84.5	51.1
Closing Cash	81.3	84.5	51.1	434.1

Source: Company, ICICI Direct Research

Source: Company, ICICI Direct Research

Exhibit 11: Balance Sheet			₹	₹ crore
(Year-end March)	FY21	FY22	FY23E	FY24E
Liabilities				
Equity Capital	35.5	35.5	35.5	35.5
Reserve and Surplus	2,277.5	2,328.0	2,703.3	3,210.6
Total Shareholders funds	2,313.0	2,363.5	2,738.8	3,246.2
Total Debt	299.9	497.4	301.4	285.4
Other LT Liabilities	2,677.3	4,246.0	4,171.6	3,901.8
Deferred Tax Liability	-114.5	-126.4	-126.4	-126.4
Minority Interest / Others	44.5	44.5	46.0	46.0
Total Liabilities	5,220.2	7,025.0	7,131.4	7,353.0
Assets				
Gross Block	986.0	1,112.1	1,422.1	1,622.1
Less: Acc Depreciation	345.5	387.2	543.6	705.8
Capital WIP	108.0	104.7	100.0	100.0
Total Fixed Assets	748.4	829.7	978.5	1,016.3
Investments	1,515.4	1,311.6	1,114.8	1,092.5
Other Non-current Assets	2,471.28	4,034.72	3,727.05	3,384.21
Goodwill	66.8	69.7	69.7	69.7
Deferred Tax Asset	0.0	0.0	0.0	0.0
Inventory	428.4	867.8	1,559.4	1,748.7
Debtors	20.8	17.9	22.3	26.1
Loans and Advances	156.2	221.5	248.1	277.9
Cash	81.3	84.5	51.1	434.1
Other Current Assets	120.5	160.5	200.6	250.8
Total Current Assets	807.1	1,352.1	2,081.4	2,737.5
Creditors	274.6	378.0	677.5	756.7
Other Current Liab. & Prov.	114.2	194.7	162.6	190.5
Total Current Liabilities	388.8	572.7	840.2	947.2
Net Current Assets	418.4	779.4	1,241.3	1,790.3
Application of Funds	5,220.2	7,025.0	7,131.4	7,353.0

Exhibit 12: Key ratios FY21 FY22 FY23E FY24E (Year-end March) Per share data (₹) (annualised) EPS -4.1 3.0 14.1 19.0 Cash EPS 3.1 11.7 27.1 33.2 BV 65.1 66.5 77.0 91.3 DPS 1.0 1.2 3.5 4.8 Cash Per Share 2.3 2.4 1.4 12.2 **Operating Ratios** EBITDA Margin (%) 6.6 12.8 14.2 15.3 PBT Margin (%) -5.1 2.4 6.7 8.3 PAT Margin (%) -5.6 2.4 6.2 7.1 Inventory days 60.3 70.4 70.0 67.0 Debtor days 2.9 1.4 1.0 1.0 Creditor days 38.7 30.7 30.4 29.0 Return Ratios (%) -6.3 RoE 4.5 18.3 20.8 RoCE 4.3 14.1 29.0 32.7 RolC -9.4 19.3 38.8 50.1 Valuation Ratios (x) (annualised) P/E 450.1 95.2 70.4 EV / EBITDA 274.5 82.8 41.2 32.2 EV / Net Sales 18.2 10.6 5.8 4.9 Market Cap / Sales 18.4 10.6 5.9 5.0 Price to Book Value 20.6 20.2 17.4 14.7 **Solvency Ratios** 0.3 Debt/EBITDA 1.7 0.9 0.2 Debt / Equity 0.1 0.2 0.1 0.1 **Current Ratio** 2.5 3.1 3.0 3.0 Quick Ratio 1.0 1.0 0.7 0.7 Source: Company, ICICI Direct Research

# **RATING RATIONALE**

ICICI Direct endeavors to provide objective opinions and recommendations. ICICI Direct assigns ratings to its stocks according -to their notional target price vs. current market price and then categorizes them as Buy, Hold, Reduce and Sell. The performance horizon is two years unless specified and the notional target price is defined as the analysts' valuation for a stock

Buy: >15% Hold: -5% to 15%; Reduce: -15% to -5%; Sell: <-15%



Pankaj Pandey

Head – Research

ICICI Direct Research Desk, ICICI Securities Limited, 1st Floor, Akruti Trade Centre, Road No 7, MIDC, Andheri (East) Mumbai – 400 093 research@icicidirect.com pankaj.pandey@icicisecurities.com

## ANALYST CERTIFICATION

I/We, Bharat Chhoda, MBA, Cheragh Sidhwa, MBA, Research Analysts, authors and the names subscribed to this report, hereby certify that all of the views expressed in this research report accurately reflect our views about the subject issuer(s) or securities. We also certify that no part of our compensation was, is, or will be directly or indirectly related to the specific recommendation(s) or view(s) in this report. It is also confirmed that above mentioned that above mentioned in the report in the preceding twelve months and do not serve as an officer, director or employee of the companies mentioned in the report in the preceding twelve months and do not serve as an officer, director or employee of the companies mentioned in the report.

#### Terms & conditions and other disclosures:

ICICI Securities Limited (ICICI Securities) is a full-service, integrated investment banking and is, inter alia, engaged in the business of stock brokering and distribution of financial products.

ICICI Securities is Sebi registered stock broker, merchant banker, investment adviser, portfolio manager and Research Analyst. ICICI Securities is registered with Insurance Regulatory Development Authority of India Limited (IRDAI as a composite corporate agent and with PFRDA as a Point of Presence. ICICI Securities Limited Research Analyst SEBI Registration Number – INH000000990. ICICI Securities Limited SEBI Registration is INZ000183631 for stocl broker. ICICI Securities is a subsidiary of ICICI Bank which is India's largest private sector bank and has its various subsidiaries engaged in businesses of housing finance, asset management, life insurance, general insurance, ventur capital fund management, etc. ("associates"), the details in respect of which are available on www.icicibank.com.

ICICI Securities is one of the leading merchant bankers/ underwriters of securities and participate in virtually all securities trading markets in India. We and our associates might have investment banking and other business relationship with a significant percentage of companies covered by our Investment Research Department. ICICI Securities and its analysts, persons reporting to analysts and their relatives are generally prohibited from maintaining a financia interest in the securities or derivatives of any companies that the analysts cover.

Recommendation in reports based on technical and derivative analysis centre on studying charts of a stock's price movement, outstanding positions, trading volume etc as opposed to focusing on a company's fundamentals and, as such, may not match with the recommendation in fundamental reports. Investors may visit icicidirect.com to view the Fundamental and Technical Research Reports.

Our proprietary trading and investment businesses may make investment decisions that are inconsistent with the recommendations expressed herein.

ICICI Securities Limited has two independent equity research groups: Institutional Research and Retail Research. This report has been prepared by the Retail Research. The views and opinions expressed in this document may o may not match or may be contrary with the views, estimates, rating, and target price of the Institutional Research.

The information and opinions in this report have been prepared by ICICI Securities and are subject to change without any notice. The report and information contained herein is strictly confidential and meant solely for the selecter recipient and may not be altered in any way, transmitted to, copied or distributed, in part or in whole, to any other person or to the media or reproduced in any form, without prior written consent of ICICI Securities. While we would endeavour to update the information herein on a reasonable basis, ICICI Securities is under no obligation to update or keep the information current. Also, there may be regulatory, compliance or other reasons that may prevent ICIC Securities from doing so. Non-rated securities indicate that rating on a particular security has been suspended temporarily and such suspension is in compliance with applicable regulations and/or ICICI Securities policies, in circumstances where ICICI Securities might be acting in an advisory capacity to this company, or in certain other circumstances.

This report is based on information obtained from public sources and sources believed to be reliable, but no independent verification has been made nor is its accuracy or completeness guaranteed. This report and information herein is solely for informational purpose and shall not be used or considered as an offer document or solicitation of offer to buy or sell or subscribe for securities or other financial instruments. Though disseminated to all the customer: simultaneously, not all customers may receive this report at the same time. ICICI Securities will not treat recipients as customers by virtue of their receiving this report. Nothing in this report constitutes investment, legal, accounting and tax advice or a representation that any investment or strategy is suitable or appropriate to your specific circumstances. The securities discussed and opinions expressed in this report may not be suitable for all investors, whi must make their own investment decisions, based on their own investment objectives, financial positions and needs of specific recipient. This may not be taken in substitution for the exercise of independent judgment by an recipient should independently evaluate the investment risks. The value and return on investment may vary because of changes in interest rates, foreign exchange rates or any other reason. ICICI Securities accepts nu liabilities whatsoever for any loss or damage of any kind arising out of the use of this report. Past performance is not necessarily a guide to future performance. Investors are advised to see Risk Disclosure Document to understant the risks associated before investing in the securities markets. Actual results may differ materially from those set forth in projections. Forward-looking statements are not predictions and may be subject to change without notice.

ICICI Securities or its associates might have managed or co-managed public offering of securities for the subject company or might have been mandated by the subject company for any other assignment in the past twelve months

ICICI Securities or its associates might have received any compensation from the companies mentioned in the report during the period preceding twelve months from the date of this report for services in respect of managing or co managing public offerings, corporate finance, investment banking or merchant banking, brokerage services or other advisory service in a merger or specific transaction.

ICICI Securities or its associates might have received any compensation for products or services other than investment banking or merchant banking or brokerage services from the companies mentioned in the report in the pas twelve months.

ICICI Securities encourages independence in research report preparation and strives to minimize conflict in preparation of research report. ICICI Securities or its associates or its analysts did not receive any compensation or othe benefits from the companies mentioned in the report or third party in connection with preparation of the research report. Accordingly, neither ICICI Securities nor Research Analysts and their relatives have any material conflict o interest at the time of publication of this report.

Compensation of our Research Analysts is not based on any specific merchant banking, investment banking or brokerage service transactions.

ICICI Securities or its subsidiaries collectively or Research Analysts or their relatives do not own 1% or more of the equity securities of the Company mentioned in the report as of the last day of the month preceding the publication of the research report.

Since associates of ICICI Securities and ICICI Securities as a entity are engaged in various financial service businesses, they might have financial interests or actual/ beneficial ownership of one percent or more or other materia conflict of interest various companies including the subject company/companies mentioned in this report.

ICICI Securities may have issued other reports that are inconsistent with and reach different conclusion from the information presented in this report.

Neither the Research Analysts nor ICICI Securities have been engaged in market making activity for the companies mentioned in the report.

We submit that no material disciplinary action has been taken on ICICI Securities by any Regulatory Authority impacting Equity Research Analysis activities.

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 ICICI Securities and affiliates to any registration or licensing requirement within such jurisdiction. The securities described herein may or may not be eligible for salin all jurisdictions or to certain category of investors. Persons in whose possession this document may come are required to inform themselves of and to observe such restriction.