MOODY'S
INVESTORS SERVICE

CREDIT OPINION
16 August 2023

Update

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RATINGS

Sherwood Parentco Limited

Domicile	United Kingdom
Long Term Rating	B1
Type	LT Corporate Family Ratings
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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Sherwood Parentco Limited

Update to credit analysis after rating affirmation with a stable outlook

Summary

On 7 August 2023, Moody's affirmed Sherwood's B1 corporate family rating (CFR) and senior secured debt rating with a stable outlook.

The B1 CFR assigned to Sherwood Parentco Limited ("Sherwood") reflects the continued progress the firm has made in shifting its business model towards integrated fund management, with a growing proportion of capital-light, recurring fee-based revenue sources, which Moody's expects to reduce the firm's earnings volatility and facilitate deleveraging. Sherwood's diversified business model now incorporates complementing businesses, with its non-performing loan (NPL) investments segment co-investing with the managed funds business, further supported by the firm's asset management and servicing capabilities. With the growth in its integrated fund management business, Sherwood will reduce the size of its direct balance sheet NPL business, which will in turn drive down the utilization of its credit facility, supporting its deleveraging.

Sherwood's CFR also incorporates: 1) moderate interest coverage, having been negatively impacted by higher interest rates, but also 2) absence of debt maturities until 2026; 3) weak profitability with high earnings volatility; 4) weak capitalisation, with a tangible equity deficit; 5) geographical concentrations, with a relatively large exposure to the countries in Southern Europe; and 6) regulatory risk inherent to the debt collection business.

The rating of B1 assigned to Sherwood's senior secured debt reflects their priorities of claims in Sherwood's liability structure.

Credit strengths

» Growing proportion of capital-light fund business, expected to support more stable earnings and facilitate deleveraging as it grows proportionately relative to direct investments

» Solid liquidity profile, with substantial availability under the credit facility; no immediate refinancing risk, given absence of debt maturities until 2026

Credit challenges

» Weak profitability and elevated Debt/EBITDA leverage

» Weak capitalisation, with a tangible common equity deficit

» Debt maturity concentrations in future years

Rating outlook

The stable outlook reflects our expectation that Sherwood's progress towards shifting its business model towards integrated fund management, and greater reliance on capital-light revenues to support deleveraging, will proceed in line with current expectations, helping to reduce the utilisation of its credit facility thereby supporting further deleveraging.

Factors that could lead to an upgrade

» Sherwood's CFR could be upgraded if the firm's profitability and interest coverage levels improve as the firm continues to expand its integrated fund management business, while once achieved, maintaining its Debt/EBITDA leverage at the targeted level (approximately 3x on a net debt basis) on a consistent basis.

» Sherwood's senior secured ratings could be upgraded with an upgrade in the CFR.

Factors that could lead to a downgrade

» Sherwood's CFR could be downgraded if the firm's direct balance sheet business continues to exhibit high earnings volatility or if the deployment of capital in its discretionary funds proves to be slower than anticipated, delaying the anticipated deleveraging. The ratings could also be downgraded if Moody's comes to believe that the firm's expansion into other asset classes, including real estate assets, presents additional credit risks given these assets' characteristics, that are not commensurate with the B1 rating.

» Sherwood Financing plc's senior secured ratings could be downgraded if the firm does not reduce the utilization of its revolving credit facility as anticipated. The senior secured ratings could be downgraded with a downgrade of the CFR.

Key Indicators

Exhibit 1

Sherwood Parentco Limited (Consolidated Financials) [1]

	03-23[2]	12-22[2]	12-21[2]	CAGR/Avg.[3]
Total managed assets (GBP Million)	2,142.5	2,155.6	2,204.2	(2.2)[4]
Total managed assets (USD Million)	2,649.0	2,593.0	2,974.9	(8.9)[4]
EBITDA (Finance) (GBP Million)	72.1	310.6	212.7	16.4[4]
EBITDA (Finance) (USD Million)	87.6	384.0	292.7	9.4[4]
Net Income / Average Managed Assets (%)	-2.2	-3.9	-3.3	-3.1[5]
EBITDA / Interest Expense + Preferred Dividends	2.8x	3.7x	5.4x	4.0x[5]
Tangible Common Equity (Finance) / Tangible Managed Assets (%)	-29.7	-28.1	-22.3	-26.7[5]
Debt / EBITDA (Finance)	5.1x	4.8x	6.9x	5.6x[5]
Debt Maturities Coverage (%)	2822.8	2985.6	3311.4	3039.9[5]
FFO to Debt (%)	-6.5	-1.2	-8.7	-5.5[5]

[1] All figures and ratios are adjusted using Moody's standard adjustments. [2] IFRS [3] May include rounding differences because of the scale of reported amounts. [4] Compound annual growth rate (%) based on the periods for the latest accounting regime. [5] Simple average of periods for the latest accounting regime.
Sources: Moody's Investors Service and company filings

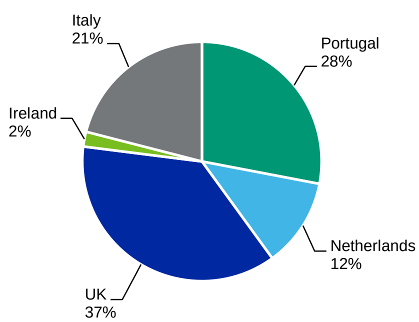
Profile

Sherwood Parentco Limited is the special purpose entity that was set up to acquire Arrow Global Group plc ("Arrow") by the private equity firm TDR Capital LLP ("TDR") in October 2021. Arrow's shares were subsequently delisted.

As compared to most other rated debt purchasers, Sherwood has a more diversified business mix, comprising a sizable asset management and fund management business and servicing (collectively, "Integrated Fund Management" business), in addition to its "Balance Sheet" business, where it predominantly invests in non-performing loans (NPLs) and, increasingly, other asset classes, including real estate. This business mix underscores Sherwood's strategy of being an "integrated fund manager", where its fund management business originates new investment opportunities, in which its direct balance sheet business co-invests into and its servicing business can then service.

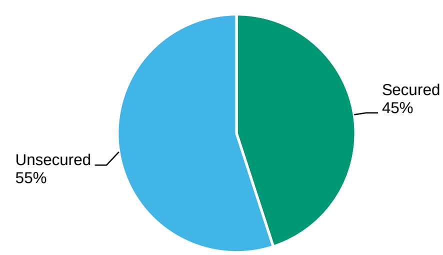
As of 31 March 2023, Sherwood had £1.6 billion of Estimated Remaining Collections (ERCs)[1] (84-month basis), comprising mostly NPLs (Sherwood's's ERCs also include investments in its own credit funds and a small amount of investments in real estate). Sherwood operates in five countries, with 37% of its total 84-month ERCs based in the UK as of 31 March 2023 (prior to the transaction with Intrum, the details of which are provided below), 28% in Portugal, 21% in Italy, 12% in the Netherlands, and the remaining 2% in Ireland. Sherwood's secured ERCs represented 45% total ERC portfolio (84-month basis) as of 31 March 2023, and are predominantly concentrated in Italy and Portugal. The unsecured ERCs are primarily sourced from the UK, Netherlands, and Portugal.

Exhibit 2
Sherwood has a geographically diverse asset mix
31 March 2023 84-month ERC by geography



Source: Company financials

Exhibit 3
Unsecured assets make up a greater proportion of ERCs
31 March 2023 84-month ERC by asset type



Source: Company financials

In addition, Sherwood had €7.9 billion of funds under management as of 31 March 2023, which mainly comprised third-party committed capital and Sherwood's discretionary closed-end funds Arrow Credit Opportunities 1 (ACO 1) and Arrow Credit Opportunities 2 (ACO 2) and a newly established discretionary Real Estate Equity Fund (AREO), with the first close of €100 million in 1Q 2023. ACO 1 had total commitments of €1.7 billion, with €1.3 billion from third-party investments (final close in 2020) and ACO 2 fundraising completed in 1Q 2023, reaching €2.75 billion, where it was capped. Sherwood's co-investment percentage has been 25% in ACO 1 and will be 10% in ACO 2 and AREO. In 1Q 2023, origination volumes were €209 million across the ACO funds.

Recent Developments

In November 2022, Sherwood announced a sale of 50% of its UK-based consumer NPL portfolios to its competitor Intrum AB (Ba3 stable), one of the largest companies in the European NPL market. As of 31 March 2023, Sherwood's UK wholly-owned portfolios had a carrying value of £235.6 million in total, or £496.7 million of Sherwood's 120-month ERCs. The portfolios will be subject to a 50:50 profit sharing agreement between both companies. In addition, Sherwood sold two of its consumer loan servicing platforms in the UK to Intrum. On 1 June 2023, Sherwood announced the successful completion of its UK assets divestment to Intrum, generating net proceeds of £130.3 million.

Detailed credit considerations

Profitability: Weak core profitability is expected to improve with a growing amount of investment management fees

We assign a score of B1 to Sherwood's Net Income / Tangible Managed Assets. The assigned score incorporates our expectation that Sherwood's profitability will improve in the next 12-18 months, as capital raised in discretionary funds is deployed, generating higher management fees. Also incorporated in the assigned score is our expectation that the increasing proportion of capital-light, recurring fee-based revenue sources will have a stabilising effect on Sherwood's earnings, reducing their volatility in the long term.

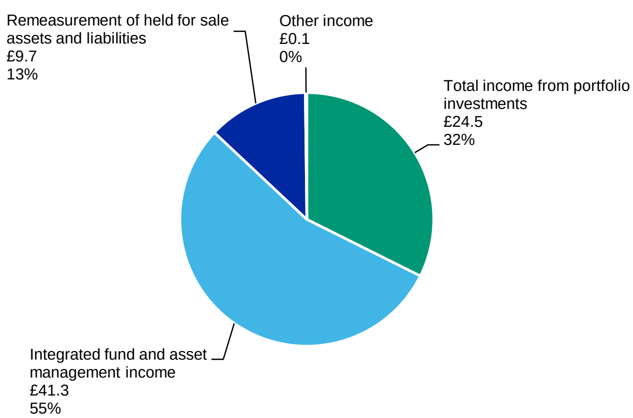
With secured collections representing 45% of its ERCs, Sherwood is exposed to greater variability of its cash flows, given that for secured assets, cash collections are more frequently realized at one point-in-time, rather than through gradual inflows. At the same time, secured cash flows have shorter collection curves than unsecured portfolios, and in the event of stress, are more likely to be deferred rather than lost entirely. The predecessor entity of Sherwood, Arrow, experienced a significant disruption to its secured cash collections during the COVID-19 pandemic, predominantly due to court closures, real estate market closures, and various moratoriums on certain legal and enforcement activities in Southern Europe. While cash collections rebounded later in 2020 and 2021, Arrow had to revalue its balance sheet assets and took a large non-cash impairment charge on portfolio investments, in the amount of £133.6 million, which resulted in a substantial financial loss and a corresponding drop in EBITDA, as well as a spike in leverage. While unsecured NPLs do not have the benefit of collateral backing, they tend to exhibit less short-term volatility of collections, also helped by automated payments.

In 1Q 2023, Sherwood recorded a pre-tax loss of £14.5 million, as compared to a pre-tax income of £0.3 million in 1Q 2022. When adjusted for £4.7 million of amortisation costs on intangible assets related to the firm's acquisition by TDR in 2021 and also for a £0.5 million negative impact related to the sale of the UK assets to Intrum (representing remeasurement of held for sale assets of £9.7 million, net of £9.1 million of income from assets held for sale), Sherwood's underlying pre-tax loss was £10.4 million (1Q 2022: underlying income of £0.6 million). The £10.4 million loss primarily reflected a higher interest expense (£6.1 million increase year-over-year) and the impact of the divestment of 50% of the wholly owned UK investment portfolio and the UK servicing platforms.

In 1Q 2023, Sherwood's capital-light income (revenues) from its Integrated Fund Management segment, which comprises investment and asset management, as well as servicing businesses, increased to £41.3 million, from £35.3 million in 1Q 2022. The increase in capital-light income, notwithstanding the impact of the divestment of the UK servicing platforms, reflected increased management fees as funds under management from the deployment of the discretionary funds continued to grow, as well as by continued expansion of asset management and servicing businesses and growth in the firm's real estate offerings. In contrast, income from portfolio investments declined to £24.5 million in 1Q 2023 from £41.9 million in 1Q 2022, primarily reflecting the divestment of the UK portfolio (no income or costs on the divested portfolios, including the retained portion, is recognized in the segments results).

Capital-light business's contribution increased to 55% of total income (revenues) in 1Q 2023 from 44% a year ago, primarily reflecting a decline in Sherwood's portfolio income due to the divestment of the UK portfolio.

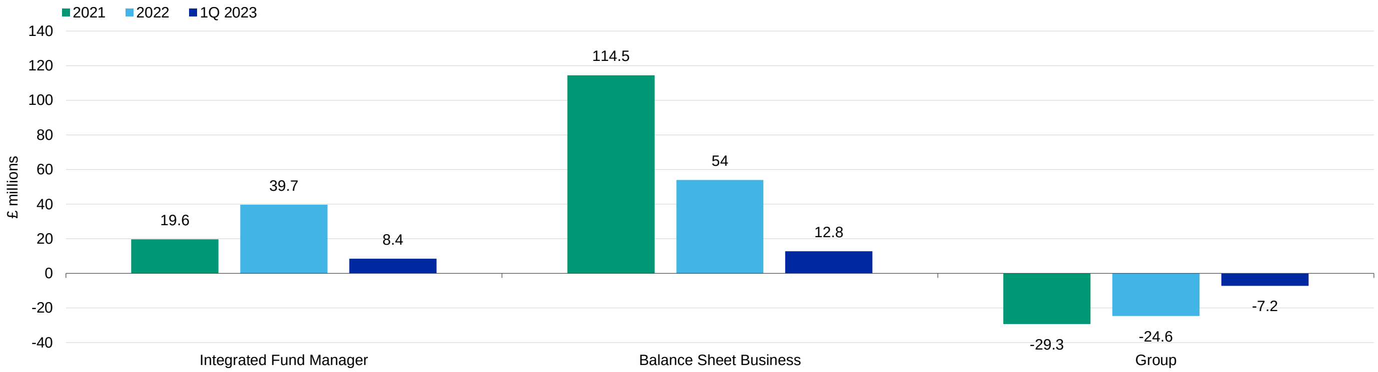
Exhibit 4
Capital-light business representing a greater proportion of revenues
Sherwood's revenue breakdown as of 31 March 2023



Source: Company financials

Sherwood's balance sheet investments contributed £12.8 million of EBITDA (before portfolio amortisation) in the three months ending 31 March 2023, down from £20.6 million a year ago, mainly due to the divestment of the UK portfolio (EBITDA on the divested portfolios in 1Q 2022 was approximately £5 million). The Integrated Fund Management segment contributed £8.4 million of EBITDA in the first three months of 2023, up slightly from £8.2 million a year ago, reflecting higher fees on larger amounts of funds under management. The segment's EBITDA margin expanded to 18.9%, from 16.9% a year ago, reflecting improved efficiencies in the business due to increased scale. The company expects EBITDA margins to continue to widen with a further increase in the scale of the business and its EBITDA contribution to increase to >50% of total EBITDA by 2025.

Exhibit 5
Sherwood's and Arrow's EBITDA by segment (before collections)

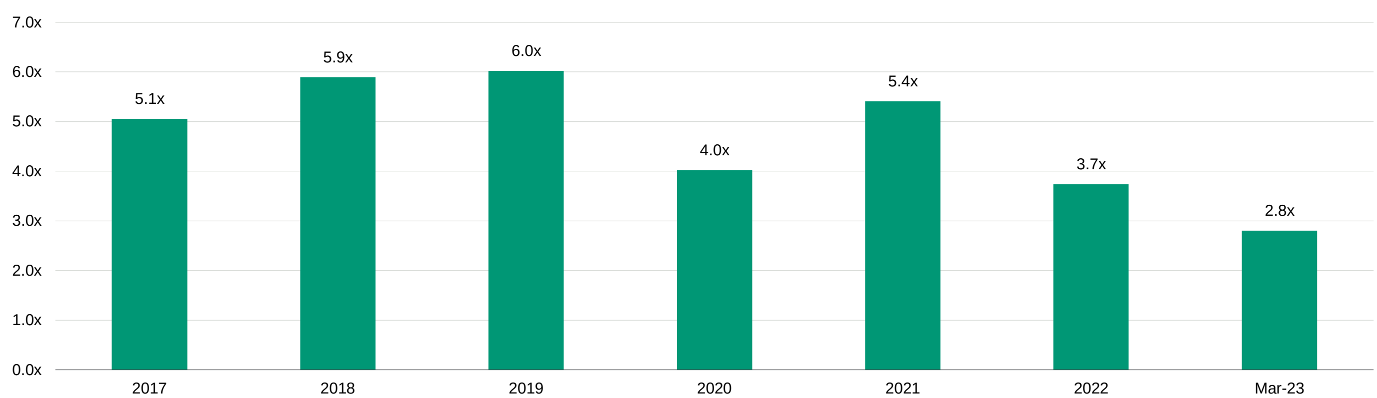


The comparative results (prior to 4Q 2021) are for Arrow Global Group Limited (formerly plc), representing the consolidated results of Arrow prior to its acquisition by TDR.
Source: Company financials

Sherwood's adjusted EBITDA (including portfolio amortisation, which represents balance sheet collections in excess of income from purchased portfolio investments) declined to £72.1 million in the first three months of 2023, down from £88 million a year ago, driven by lower collections in 1Q 2023. Given that the collections pattern of secured assets is more volatile than that of unsecured assets, there can be a meaningful volatility of cash flows in a given quarter. Indeed, in 1Q 2022, Sherwood's EBITDA was boosted by a large £15.3 million collection. On the last-twelve month (LTM) basis, Sherwood's EBITDA amounted to approximately £300 million, a small decline from £315 million at year-end 2022 due to lower collections in 1Q 2023.

Moody's assigned score for Sherwood's interest coverage ratio, measured as EBITDA to interest expense, is Ba2. Sherwood's interest coverage in the first three months of 2023 was 2.8x, which corresponds to a score of B1 under Moody's Finance Company Methodology. Sherwood's year-to-date interest coverage ratio is lower than its (and its predecessor entity Arrow Global's) historical coverage levels, reflecting increased amounts of interest expense in 2023 due to higher interest rates. The assigned score reflects the expected improvement in the company's EBITDA, facilitated by the divestment of certain of the firm's UK assets to Intrum and the anticipated increase in cash flows from the deployment of capital in discretionary credit funds, as well as by the continued expansion of the asset management and servicing businesses.

Exhibit 6
Sherwood's Interest Coverage (EBITDA/Interest Expense)



The comparative results (prior to 4Q 2021) are for Arrow Global Group Limited (formerly plc), representing the consolidated results of Arrow prior to its acquisition by TDR.
Source: Company financials and Moody's Investors Service

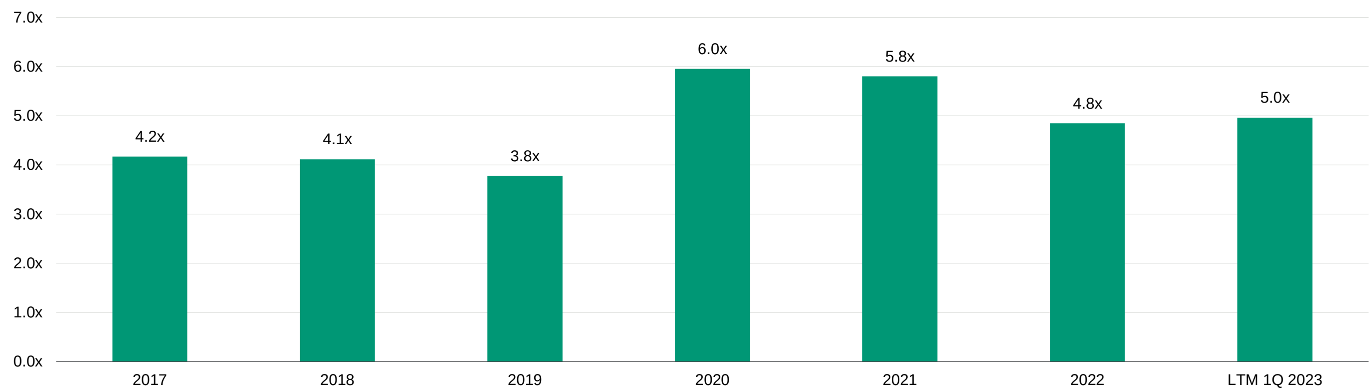
Capital Adequacy and Leverage: Elevated leverage and weak capitalisation with a tangible common equity deficit

We assign a score of Ca to Sherwood's capitalisation, reflecting our expectation that its tangible capitalisation will remain negative in the foreseeable future, given the large amount of tangible equity deficit. As of 31 March 2023 Sherwood's negative tangible common equity deficit represented approximately 30% of its tangible assets.

We assign a score of Ba2 to Sherwood's Debt/Adjusted EBITDA leverage metric. Moody's calculation of Sherwood's leverage was 5.0x as of 31 March 2023 (LTM basis), a decline from 4.8x at year-end 2022 due to lower collections in 1Q 2023, which would map to a score of B1 under Moody's Finance Company methodology. While Sherwood's deleveraging has been slower than we anticipated, we expect the firm's leverage to improve meaningfully by the end of 2023 (below 4x), facilitated by the firm's divestment of its UK assets, which has generated net proceeds of £130.3 million. Sherwood's EBITDA in 2023 will benefit from accelerated cash collections from the divestment of 50% of its UK portfolio to Intrum, which will amount to £91 million. In addition, we expect that the firm will use a portion of its proceeds to reduce its borrowings under the revolving credit facility. Sherwood's medium-term leverage target is approximately 3x (net debt basis). As of 31 March 2023, the firm's net leverage was 4.4x.

With the growth in its integrated fund management bustiness, Sherwood will reduce the size of its direct balance sheet business, which will in turn drive down the utilization of its credit facility, supporting further deleveraging. Indeed, the firm's co-investment percentage (through its direct balance sheet investment business) in the second credit opportunity discretionary investment fund (ACO 2) in the amount of €2.75 billion, the close of which was announced in 1Q 2023, will be just 10%, as compared to the co-investment percentage of 25% in the inaugural €1.7 billion credit opportunity fund (ACO 1), closed in 2020.

Exhibit 7
Sherwood's and Arrow's Debt/EBITDA leverage



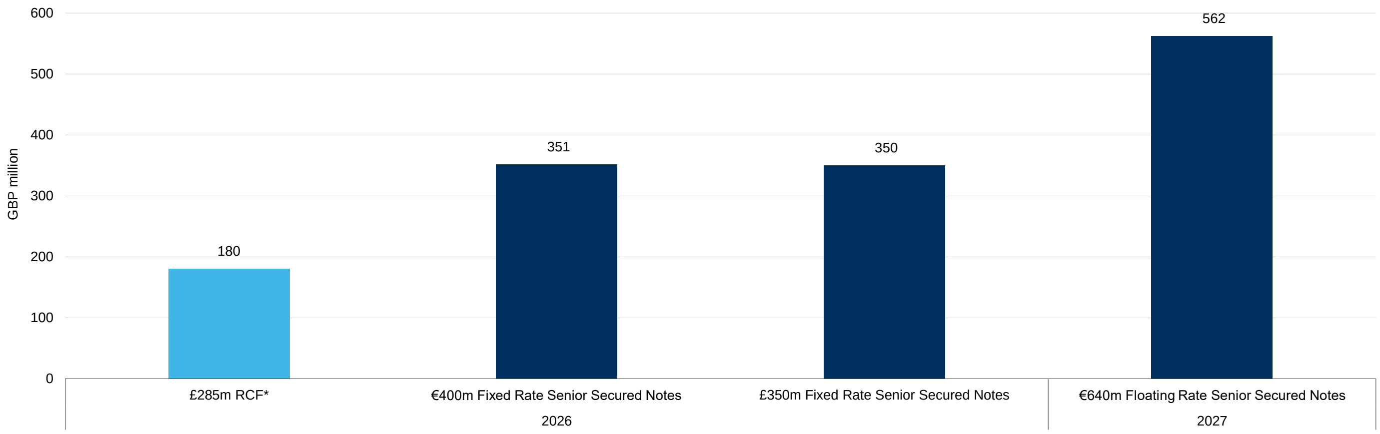
The comparative results (prior to 4Q 2021) are for Arrow Global Group Limited (formerly plc), representing the consolidated results of Arrow prior to its acquisition by TDR.
Source: Company financials and Moody's Investors Service

Cash Flow and Liquidity: Expected improvement in cash flows with stronger profitability; no immediate refinancing risk

The assigned score to Sherwood's liquidity is Ba1, reflecting no immediate refinancing risk, but also limited laddering of debt maturities and the resulting concentration of these maturities in future years.

Following the acquisition of Arrow by TDR, Sherwood's operating subsidiary Sherwood Financing plc issued three senior secured notes in the aggregate equivalent amount of £1.2 billion, with maturities of 2026-2027 (current aggregate equivalent amount is c. £1.3 billion, due to currency fluctuations). As of 31 March 2023, there was £180 million outstanding under Sherwood's £285 million revolving credit facility, leaving £105 million available for borrowing, which together with a cash balance of £126 million, resulted in a total liquidity position of £231 million. Sherwood repaid in full the non-recourse asset backed securitisation term loan during the first three months of 2023.

Exhibit 8
Sherwood's debt maturity profile



Euro bond amounts have been converted into GBP using EUR/GBP rate as of 31 March 2023
Source: Company financials

Moody's assigns a score of Caa1 to Sherwood's FFO/Total Debt ratio, reflecting the expected improvement in the entity's profitability in the next 12-18 months as capital raised in discretionary funds is deployed, generating higher management fees an also facilitating deleveraging.

Operating Environment

We assign a Ba2 score to Sherwood's operating environment, reflecting the industry risk of European debt purchasers. The macro-level indicator does not have any weighting in the scorecard since this score is higher than the industry risk score for all countries Arrow operates in.

The operating environment score has no impact on Sherwood's financial profile and results in a B1 adjusted financial profile.

Macro-level Indicators

We use Sherwood's geographic split of its 84-month ERC to determine the geographical split of the business mix when assigning macro-level indicators.

Industry Risk

We assign a Ba industry risk score for most European debt purchasers. Barriers to entry in the European debt purchasing space are moderately high. Accurately pricing unsecured non-performing loan (NPL) portfolios requires access to large amounts of data, which acts as a barrier to entry for potential new competitors.

Cyclicality is somewhat elevated. In a downturn scenario, such as is being experienced due to the coronavirus outbreak, many EMEA debt purchasers' cash flows declined due to lower collection volumes in particular regions, such as Southern Europe, resulting in companies recording revaluation losses owing to time value of money, as collection curves shift into the future.

Debt purchasers offer a niche product, but with relatively low risk of obsolescence. However, the track-record of the debt purchasing industry varies by market, with decades of history in Northern and Western European markets, such as the Nordics and the United Kingdom, while certain Eastern European and Southeastern European markets, such as Romania and Greece, have only started seeing material volumes of debt sales recently. For Sherwood, the result of the weighted average industry risk score is Ba.

Business Profile and Financial Policy

We make no qualitative adjustments to Sherwood's adjusted financial profile for business profile and financial policy.

ESG considerations

Sherwood Parentco Limited's ESG Credit Impact Score is CIS-4

Exhibit 9
ESG Credit Impact Score

CIS-4
Highly Negative

NEGATIVE IMPACT
POSITIVE IMPACT

For an issuer scored CIS-4 (Highly Negative), its ESG attributes are overall considered as having a discernible negative impact on the current rating. The negative influence of the overall ESG attributes on the rating is more pronounced compared to an issuer scored CIS-3.

Source: Moody's Investors Service

Sherwood has a Credit Impact Score of 4 (**CIS-4**), primarily reflecting its elevated leverage, private equity ownership, minimal presence of independent directors on its board, as well as the short track record under new ownership and management, mitigated to some extent by the presence of an experienced management team and owners' long track record of acquiring and overseeing portfolios of companies. Furthermore, the assigned score reflects the impact of high social risks on Sherwood's current ratings, driven by high exposure to conduct risk related to fair treatment of customers. The score also reflects Sherwood's track record of operating performance, including its successful expansion into the fund management business.

Exhibit 10
ESG Issuer Profile Scores

ENVIRONMENTAL	SOCIAL	GOVERNANCE
E-2	**S-4**	**G-4**
Neutral-to-Low	Highly Negative	Highly Negative

Source: Moody's Investors Service

Environmental

Sherwood faces low environmental risk because its debt purchases and collections are predominantly focused on unsecured consumer loans and residential real estate assets.

Social

Sherwood faces high social risk because of conduct risks related to the fair treatment of customers during the collection process, which is heavily regulated.

Governance

Sherwood's governance risk are high, reflecting its elevated leverage and private equity ownership, with minimal presence of independent directors on its board. These considerations are partly mitigated by Sherwood's track record of operating performance, such as its successful expansion into the fund management business, as well as by presence of an experienced management team and owners' long track record of acquiring and overseeing portfolios of companies.

ESG Issuer Profile Scores and Credit Impact Scores for the rated entity/transaction are available on Moodys.com. In order to view the latest scores, please click here to go to the landing page for the entity/transaction on MDC and view the ESG Scores section.

Notching considerations

Sherwood's senior secured debt ratings of B1 reflect theirs priorities of claims and asset coverage in the company's capital structure.

Rating methodology and scorecard factors

Our scorecard is designed to capture, express and explain in summary form our rating committee's judgment. When read in conjunction with our research, a fulsome presentation of our judgment is expressed. As a result, the output of our scorecard may materially differ from that suggested by raw data alone (though it has been calibrated to avoid the frequent need for strong divergence). The scorecard output and the individual scores are discussed in rating committees and may be adjusted up or down to reflect conditions specific to each rated entity.

Exhibit 11
Sherwood Parentco Limited

Sherwood Parentco Limited						
Financial Profile	Factor Weights	Historic Ratio	Initial Score	Assigned Score	Key driver #1	Key driver #2
Profitability						
Net Income / Average Managed Assets (%)	10%	-3.92%	Ca	B1	Expected trend	
EBITDA / (Interest Expense & Preferred Dividends) (x)	20%	3.73x	Ba3	Ba2	Expected trend	
Weighted Average Profitability Score			**B2**	**Ba3**		
Capital Adequacy and Leverage						
Tangible Common Equity / Tangible Managed Assets (%)	10%	-29.69%	Ca	Ca	Expected trend	
Debt / EBITDA (x)	25%	5.86x	B3	Ba2	Expected trend	
Weighted Average Capital Adequacy and Leverage Score			**Caa1**	**B1**		
Cash Flow and Liquidity						
Debt Maturities Coverage (%)	10%	2985.61%	Aaa	Ba1	Other adjustments	
FFO / Total Debt (%)	25%	-1.25%	Ca	Caa1	Expected trend	
Weighted Average Cash Flow and Liquidity Score			**B2**	**B2**		
Financial Profile Score	**100%**		**B3**	**B1**		
Operating Environment						
Home Country	Factor Weights	Sub-factor Score	Score			
Macro Level Indicator	0%		A1			
Economic Strength	25%	a1				
Institutions and Governance Strength	50%	a1				
Susceptibility to Event Risk	25%	baa				
Industry Risk	100%		Ba			
Home Country Operating Environment Score			Ba2			
	Factor Weights			Score	Comment	
Operating Environment Score	**0%**			**Ba2**		
ADJUSTED FINANCIAL PROFILE				Score		
Adjusted Financial Profile Score				**B1**		
Financial Profile Weight	100%					
Operating Environment Weight	0%					
Business Profile and Financial Policy				Adjustment	Comment	
Business Diversification, Concentration and Franchise Positioning				0		
Opacity and Complexity				0		
Corporate Behavior / Risk Management				0		
Liquidity Management				0		
Total Business Profile and Financial Policy Adjustments				**B1**		
					Comment	
Sovereign or parent constraint				**Aa3**		
Standalone Assessment Scorecard-indicated Range				ba3 - b2		
Assigned Standalone Assessment				b1		

Source: Moody's Investors Service

Overall, the scorecard calculated standalone assessment range for Sherwood is ba3 – b2. The company's assigned b1 standalone assessment is in the middle of the range.

Ratings

Exhibit 12

Category	Moody's Rating
SHERWOOD PARENTCO LIMITED	
Outlook	Stable
Corporate Family Rating	B1
SHERWOOD FINANCING PLC	
Outlook	Stable
Senior Secured	B1

Source: Moody's Investors Service

Endnotes

1 ERCs represent the expected future balance sheet collections on portfolio investments.

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