Acquisition of Bank Schilling as good move: Buy, TP EUR 12.00

Following the closing of the transaction of the takeover of Bank Schilling we have updated our model and taken into account the acquired bank for our estimates. As already commented before we see the takeover positively as it makes sense from a strategic (better diversifying Merkur Bank's revenues) and financial point of view. We increase our EPS estimates for 2020e and 2021e slightly and increase our TP from EUR 10.50 to EUR 12.00. We confirm our Buy rating with a new TP of EUR 12.0 on the back of the bank's attractive valuation (2020e P/B: 1.0x, ROE: 8%) and its div. yield of close to 4%.

Good strategic fit

We see this transformational deal as the right strategic step for Merkur Bank as it will reduce its dependence on the real estate developer finance business, strengthen its private banking activities and significantly increase its earnings. Merkur Bank's AuC will improve from EUR 0.4bn to around EUR 2.0bn postthe transaction.

Bank Schilling

Bank Schilling, which is headquartered in Hammelburg (Northern Bavaria) focuses on private banking but is also active in leasing, in SME loans and bond trading. It has EUR 1.4bn of private banking assets under management. The bank has 16 branches (incl. Hammelburg) in Bavaria, Rhineland Patina, Hesse, North Rhine-Westphalia, Thuringia and Baden Württemberg. Total assets amounted to EUR 1bn at the end of 2018, total loan book stood at EUR 618m. Last year the bank reached a net profit of EUR 4.4m (pretax profit of EUR 9.8m), CT 1 ratio stood at 16.1%. End of 2018 Bank Schilling had 237 employees.

EURm	2017	2018	2019e	2020 e	2021 e
M.cap.	45	46	75	75	75
NII	23	29	38	42	43
Other inc.	1	1	1	2	2
Op.costs	(24)	(24)	(26)	(39)	(40)
L.losses	(0)	(0)	(1)	(1)	(1)
Net profit	3	4	4	6	6
EPS	0.60	0.64	0.53	0.72	0.75
EPS adj	0.60	0.64	0.53	0.72	0.75
P/E	13.0	12.7	18.2	13.3	12.8
P/B	0.93	0.93	1.07	1.03	0.99
Yield (%)	3.8	3.9	3.5	3.8	3.9
ROE (%)	7.4	7.5	6.4	7.8	7.9

Source: Pareto



Share price (EUR)	9.6		
Forecast changes			
%	2019e	2020e	2021e
NII	-	11	11
Operating income	-	43	43
PBLL	-	25	25
EPS	(22)	4	5

Source: Pareto

-+ --:-- /FIID\

Ticker	MBKG.DE, MBK GY
Sector	Banks
Shares fully diluted (m)	5.7
Market cap (EURm)	55

Performance



Source: Factset

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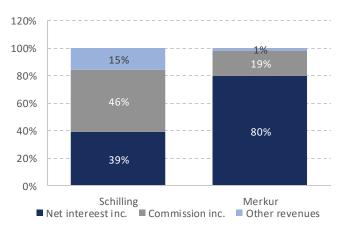
Total assets will increase to around EUR 2.2bn

Transformational deal

We see the takeover of Bank Schilling as a transformational deal for Merkur Bank as it will on the one hand diversify its revenue split and on the other hand significantly increase its total assets from EUR 1.5bn to around EUR 2.2bn, the number of employees should roughly double to more than 400.

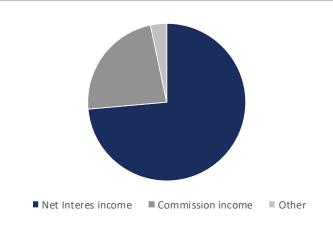
Despite its attempts to build up the leasing/SME lending business and its retail banking activities in recent years the residential real estate developer business is still the key earnings driver of Merkur Bank with estimated more than 75% of earnings coming from this business. In case of a contraction of the residential real estate market in Munich, which is by far the most important region for Merkur Bank, the bank would not only face possibly rising risk provisions but a possible decline of the loan book would result in a lower net interest income as well. The high dependence on net interest income is reflected in the fact that 80% of Merkur Bank's revenues came from net interest income in 2018. Schilling Bank has through its private banking activities a much higher net commission income and generates only 39% of total revenues from net interest income. The new bank will have a much more even revenue mix than Merkur Bank with estimated c. 70% coming from net interest income and c. 20% from commission income. We see this development positively as it should make Merkur Bank's earnings development more resilient against possible contractions of the residential real estate market in Southern Germany.

Exhibit 1: Revenue Split (2018)



Source: Pareto Securities Research, Bank Schilling, Merkur Bank

Exhibit 2: Revenue Split of Merkur Bank (2020e)



Source: Pareto Securities Research

Financial Impact

Bank Schilling has achieved an average annual net profit of EUR 4.4m and an average annual pretax profit of EUR 12.6 m during the last three years. In 2018 it has reached a pretax profit of EUR 9.8m and a net profit of EUR 4.4m. We have conservatively assumed no earnings growth for Bank Schilling in 2019e and 2020e, no restructuring costs or synergies are taken into account as Dr. Lingel has been quoted in a newspaper article that he wants to keep all of Bank Schilling's employees on board. We have conservatively calculated with c. 60% of Bank Schilling's earnings contributing to Merkur Bank's profit as Merkur Bank will not take over the full bank. For 2019e we have assumed transaction-related costs of approximately EUR 1.5m for the takeover. We assume that Merkur Bank plans to fully consolidate Bank Schilling from October 1, 2019 onwards but have not taken into account any significant earnings impact for 2019e.

Exhibit 3: P&L Bank Schilling (EUR m)

	2016	2017	yoy	2018	yoy
Net interest income	17.18	14.36	-16%	14.13	-2%
Commission income	15.84	19.13	21%	16.52	-14%
Other revenues	7.70	8.40	9%	5.61	-33%
Total Revenues	40.72	41.90	3%	36.25	-13%
Administrative expenses	25.43	27.15	7%	26.20	-4%
CIR	62%	65%	nm	72%	nm
Risk provisions	2.06	0.00	-100%	0.22	nm
Pretax profit	13.22	14.74	12 %	9.84	-33%
Fund for general banking risks	4.80	6.26	30%	2.88	-54%
Taxes	4.07	4.16	2%	2.60	-37%
Net profit	4.35	4.33	-1%	4.35	1%

Source: Pareto Securities Research

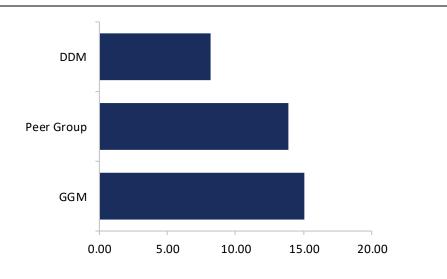
We have updated our financial model and have taken Bank Schilling into account. Thus we have reduced our EPS estimate from EUR 0.67 to EUR 0.53 for 2019e and have increased our EPS estimate from EUR 0.69 to EUR 0.72 for 2020e. For 2019e we have not taken any positive earnings impact into account from the takeover as Bank Schilling will be fully consolidated for only three months and as there should be some additional integration, merger-related costs booked in Q4. The capital increases will however lead to a higher number of shares and thus negatively impact EPS. For 2020e we have cautiously taken into account a pretax profit contribution of EUR 6m from Bank Schilling which is however somewhat reduced by higher funding costs at Merkur Bank for the newly issued Tier 1/2 capital. As we have no segmental reporting from Bank Schilling it is difficult to estimate the concrete earnings contribution from the bank as Merkur Bank will not acquire 100%.

Note that we have not changed our dividend per share estimate of EUR 0.34 for 2019e as the new shares will not be eligible for a dividend for fiscal year 2019. Hence, we have calculated the dividend on the old number of shares.

Valuation and Recommendation

Our valuation is based upon a Dividend Discount Model, a Gordon Growth Model and a Peer Group Analysis. For the Peer Group Analysis we have taken into account other German banks; as some of these banks are significantly bigger than Merkur Bank the peer group comparison must be seen in combination with the two other valuation approaches, which we regard as more appropriate. From the weighted average of the three calculated fair values we have derived a target price of EUR 12 (EUR 10.50). Given a share price upside of 10% we recommend buying the shares.

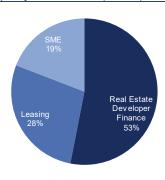
Exhibit 4: Target price derived from three different valuation methods



Source: Pareto Securities Research

Exhibit 5: Investment Case in Charts

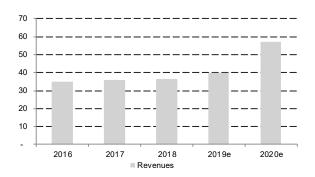
Loan portfolio split by business unit (12 2018)



Commercial Real Estate Developer Financing business is Merkur Bank's key revenue pillar.

Source: Merkur Bank, Pareto Research

Revenues should grow



The strong revenues growth in 2020e should mainly result from at he takeover of Bank Schilling.

Source: Merkur Bank, Pareto Research

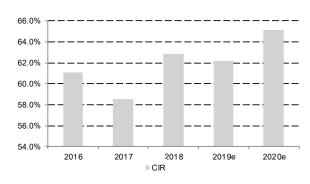
... while risk costs should remain low



Risk costs should remain on low level as we expect the benign commercial real estate environment to continue.

Source: Merkur Bank, Pareto Research

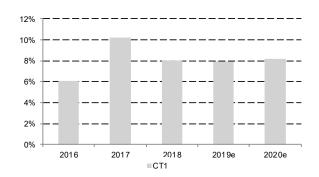
Efficiency is solid with a CIR of slightly above 60%



CIR is at relatively low level. We see no room for further improvement as Merkur Bank is already operating quite efficiently.

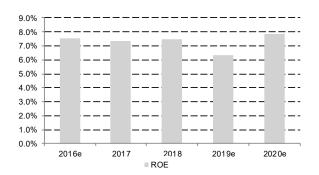
Source: Merkur Bank, Pareto Research

Capitalization on sufficient level



With an estimated CT1 ratio of 10% in 2018 we see Merkur Bank sufficiently capitalized.

Solid Profitability



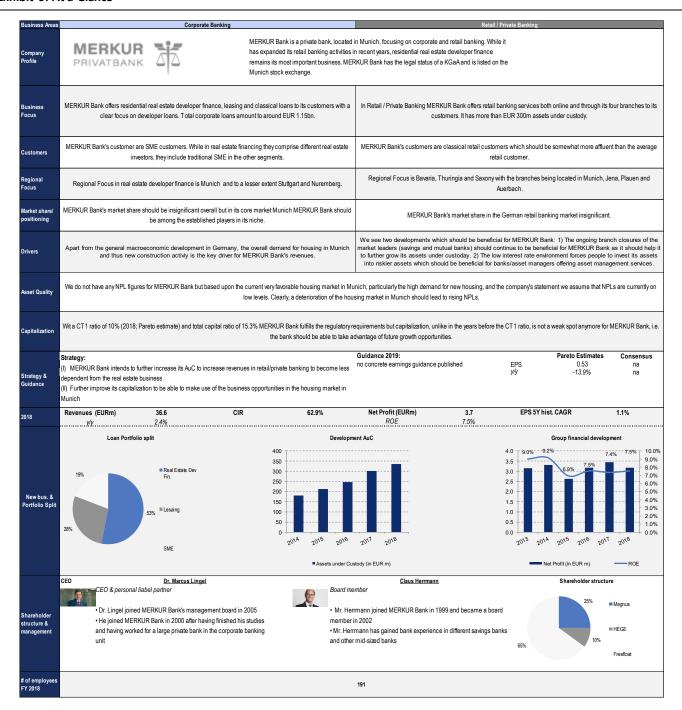
ROE should recover again in 2020e as Bank Schilling will contribute to earnings on a full-year basis.

Source: Merkur Bank, Pareto Research

Source: Merkur Bank, Pareto Research

Source: Pareto Securities Research

Exhibit 6: At a Glance



Source: Pareto Securities Research, Merkur Bank

PROFIT & LOSS (fiscal year) (EURm)	2015	2016	2017	2018	2019e	2020e	2021e
Net interest income	22	23	23	29	38	42	43
Net fee and commission income	10	10	12	7	2	13	13
Operating income	33	35	36	37	40	57	58
Staff costs	(13)	(13)	(13)	(14)	(14)	(24)	(24)
Other expenses	(9)	(9)	(10)	(10)	(11)	(15)	(15)
Depr.	(1)	(1)	(1)	(1)	(1)	(1)	(1)
Operating expenses	(23)	(23)	(24)	(24)	(26)	(39)	(40)
Operating profit before losses	10	11	12	12	14	18	18
Net loan losses	(2)	2	(0)	(0)	(1)	(1)	(1)
Pre-tax profit	8	13	12	12	13	17	17
Tax expense	(3)	(4)	(4)	(5)	(5)	(7)	(7)
Net profit	4	9	7	7	8	10	10
Minority interests	(2)	(6)	(4)	(3)	(4)	(4)	(4)
Net profit attributable	3	3	3	4	4	6	6
BALANCE SHEET (EURm)	2015	2016	2017	2018	2019e	2020e	2021e
Current assets	72	121	141	98	113	117	127
Gross loans	813	847	888	1,152	2,002	2,042	2,083
Other assets and accruals	87	65	64	103	127	127	127
Total assets	973	1,033	1,094	1,353	2,242	2,286	2,337
Deposits from credit institutions	84	74	62	68	63	58	60
Deposits from the public	800	846	905	1,152	2,002	2,042	2,083
Certificates and bond loans	-	-	-	-	-	-	-
Other liabilities accruals and allocat.	19	26	32	37	30	32	32
Subordinated loan capital	31	41	46	46	76	81	86
Equity	39	46	48	50	70	73	76
Total debt and equity	973	1,033	1,094	1,353	2,242	2,286	2,337
Average total assets		1,003	1,063	1,223	1,797	2,264	2,312
PER SHARE DATA & VALUATION (EUR)	2015	2016	2017	2018	2019e	2020e	2021e
Avg. no. of shares	5	5	6	6	7	8	8
End. no. of shares	5	6	6	6	8	8	8
Price	5.9	6.7	7.9	8.2	9.6	9.6	9.6
Market cap.	31	38	45	46	75	75	75
EPS reported	0.51	0.61	0.60	0.64	0.53	0.72	0.75
EPS adj.	0.51	0.61	0.60	0.64	0.53	0.72	0.75
BVPS	7.5	8.0	8.4	8.8	9.0	9.4	9.7
DPS	0.22	0.26	0.30	0.32	0.34	0.36	0.38
P/E	11.6	10.9	13.0	12.7	18.2	13.3	12.8
P/E adj.	11.6	10.9	13.0	12.7	18.2	13.3	12.8
P/B	0.8	0.8	0.9	0.9	1.1	1.0	1.0
Dividend Yield	3.7%	3.9%	3.8%	3.9%	3.5%	3.8%	3.9%
KEY RATIOS	2015	2016	2017	2018	2019e	2020e	2021e
Net interest margin	2.39%	2.30%	2.16%	2.39%	2.09%	1.86%	1.86%
Net interest margin (intbearing assets)	2.63%	2.62%	2.53%	2.71%	2.28%	2.02%	2.03%
Cost/Income	67%	64%	63%	63%	62%	65%	65%
Loan losses (bps annualised)	0	(0)	0	0	0	0	0
ROE		7.5%	7.4%	7.5%	6.4%	7.8%	7.9%
ROA	0.3%	0.3%	0.3%	0.3%	0.2%	0.2%	0.3%
RORWA	0.3%	0.4%	0.4%	0.4%	0.3%	0.3%	0.4%

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Pareto Bank ASA	13,672,650	19.57%	Sparebanken Vest	4,507,960	7.64%

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Helgeland Sparebank	2,010,630	9.63%	SpareBank 1Østfold Akersl	1,140,010	9.20%
Pareto Bank ASA	13,672,650	19.57%	Sparebanken Møre	305,239	3.09%
Selvaag Bolig ASA	2,172,147	2.32%	Sparebanken Sør	433,149	2.77%
SpareBank 1BV	1,650,920	2.62%	Sparebanken Vest	4,507,960	7.64%
SpareBank 1Nord-Norge	3,113,087	3.10%	Totens Sparebank	79,246	1.29%
SpareBank 1SMN	1,878,192	1.45%			

Pareto Securities AS may hold financial instruments in companies where a recommendation has been produced or distributed by Pareto Securities AS in connection with rendering investment services, including Market Making.

Please find below an overview of material interests in shares held by employees in Pareto Securities AS, in companies where arecommendation has been produced or distributed by Pareto Securities AS "By material interest" means holdings exceeding a value of NOK 50 000.

Company	A nalyst holdings*	Total holdings	Company	Analyst holdings*	Total holdings	Company	A nalyst holdings*	Total holdings
AF Gruppen	0	18,475	Helgeland Sparebank	0	4,127	SalMar	0	280
Aker	0	1,021	Höegh LNG	0	3,890	Sandnes Sparebank	0	23,832
AkerBP	0	8,560	Jæren Sparebank	0	500	Scatec Solar	0	35,635
AKVA Group	0	2,100	Komplett Bank	0	108,913	Schibsted ASA B Aksjer	0	453
Archer	0	38,730	Kongsberg Gruppen	0	34,051	Seadrill	0	11,722
Atlantic Sapphire	0	3,805	KWS	75	75	Selvaag Bolig	0	3,000
Avance Gas	0	4,580	Lerøy Seafood	0	4,880	SpareBank 1BV	0	17,700
Axactor	0	8,709	Magseis Fairfield	0	12,379	SpareBank 1Nord-Norge	0	26,500
BASF	270	270	Mowi	0	2,679	SpareBank 1Ringerike Hade	0	500
Bonheur	0	48,485	NEXT Biometrics	0	10,976	SpareBank 1SM N	0	15,490
BRABank	0	1,371,000	NORBIT	0	18,864	SpareBank 1SR-Bank	0	29,482
BWLPG	0	2,069	Nordic Semiconductor	0	6,000	Sparebank 1Østfold Akersh	0	450
DNB	0	31,295	Norsk Hydro	0	96,051	SpareBank 1Østlandet	0	2,891
DNO	0	391,278	Northern Drilling	0	5,060	Sparebanken Sør	0	15,840
DNO Bull ETN	0	7,000	Norwegian Air Shuttle	0	66,467	Sparebanken Vest	0	1,900
Entra	0	31,627	Norwegian Energy Compan	0	300	Sparebanken Øst	0	1,500
Equinor	0	6,431	Ocean Yield	0	34,967	Stolt-Nielsen	0	40,400
Europris	0	14,750	Odfjell Drilling	0	2,244	Storebrand	0	5,565
Fjord1	0	51,250	Okeanis Eco Tankers	0	1,738	Subsea 7	0	1,162
Fjordkraft Holding	0	5,000	Orkla	0	19,864	Telenor	0	1,911
FlexLNG	0	1,032	Panoro Energy	0	5,670	TGS-NOPEC	0	2,000
Frontline	0	11,730	Pareto Bank	0	1,183,040	XXL	0	8,879
Gjensidige Forsikring	0	6,690	Pioneer Property	0	2,050	Yara International	0	12,475
Golden Ocean Group	0	1,744	Protector Forsikring	0	14,385	Zenterio	0	78,865
Grieg Seafood	0	970	REC Silicon	0	32,776			

This overview is updated monthly (last updated 15.10.2019).

 $^{{}^*\!}Analyst \, holdings \, refers to \, position sheld \, by \, the \, Pareto \, Securities \, AS \, analyst \, covering \, the \, company.$

Appendix B

Disclosure requirements pursuant to the Norwegian Securities Trading Regulation § 3-11, letters ef, ref the Securities Trading Act Section 3-10

Overview over issuers of financial instruments where Pareto Securities AS have prepared or distributed investment recommendation, where Pareto Securities AS have been lead manager/co-lead manager or have rendered publicly known not immaterial investment banking services over the previous 12 months:

2020Bulkers Genel Energy Norwegian Air Shuttle
Advanzia Bank Gfinity Plc Nouveau Monde Graphite

 African Petroleum
 GG. St. Kongensgade 100 og 106
 Ocean Yield

 Agder Energi
 Hafslund E-CO
 OKEA

 American Tanker
 Hertha BSC GmbH
 Okeanis Eco Tankers

 Andfjord Salmon
 HKN Energy Ltd
 Otiga Group

 APC Forsikringsmæglere A/S
 Hunter Group ASA
 Panoro Energy

 Belships ASA
 Hörmann Industries
 Pareto Bank

Bluewater Holding Ice Group Petroleum Geo-Services

BRAbank Jactel AS PetroTal Central Nic Group Klaveness Ship Holding Point Resources AS DNO LifeFit Quest erre Energy Dof Subsea Lundin Petroleum Rødovre Port Holding A/S Shamaran Petroleum Eco Atlantic Oil and Gas Magseis Euromicron AG Monobank ASA Sparebank 1Østlandet Stolt Nilsen

 FFS Bidco
 Navigator Holdings
 TEMPTON Dienst leist ungen

 Filo Mining Corp
 NGEX Resources
 Union Mart ime Limited

 Flex LNG
 Norbit ASA
 Vantage Drilling

Floatel

This overview is updated monthly (this overview is for the period 30.09.2018 – 30.09.2019).

Appendix C

Disclosure requirements pursuant to the Norwegian Securities Trading Regulation § 3-11(4)

Distribution of recommendations

 Recommendation
 % distribution

 Buy
 65%

 Hold
 31%

 Sell
 4%

$\label{eq:definition} \textbf{Distribution of recommendations (transactions*)}$

Recommendation % distribution

 Buy
 95%

 Hold
 5%

 Sell
 0%

This overview is updated monthly (last updated 15.10.2019).

^{*} Companies under coverage with which Pareto Securities Group has on-going or completed public investment banking services in the previous 12 months

Appendix D

This section applies to research reports prepared by Pareto Securities AB.

Disclosure of positions in financial instruments

The beneficial holding of the Pareto Group is 1 % or more of the total share capital of the following companies included in Pareto Securities AB's research coverage universe: None

The Pareto Group has material holdings of other financial instruments than shares issued by the following companies included in Pareto Securities AB's research coverage universe: None

Disclosure of assignments and mandates

Overview over issuers of financial instruments where Pareto Securities AB has prepared or distributed investment recommendation, where Pareto Securities AB has been lead manager or co-lead manager or has rendered publicly known not immaterial investment banking services over the previous twelve months:

Azelio Green Landscaping Holding Mentice AB Sedana Medical
Bionvent IRRAS AB Pledpharma AB ShaM aran Petroleum

Climeon Jetpak Top Holding AB

Members of the Pareto Group provide market making or other liquidity providing services to the following companies included in Pareto Securities AB's research coverage universe:

Cavotec Saltängen Property Invest Sedana Medical Tethys Oil

Cibus Nordic Real Estate SciBase Holding ShaMaran Petroleum Vostok Emerging Finance

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Members of the Pareto Group have entered into agreements concerning the inclusion of the company in question in Pareto Securities AB's research coverage universe with the following companies: None This overview is updated monthly (last updated 15.10.2019).

Appendix E

Disclosure requirements pursuant to the Norwegian Securities Trading Regulation § 3-11, letter d, ref the Securities Trading Act Section 3-10

Designated Sponsor

Pareto Securities acts as a designated sponsor for the following companies, including the provision of bid and ask offers. Therefore, we regularly possess shares of the company in our proprietary trading books. Pareto Securities receives a commission from the company for the provision of the designated sponsor services.

2G Energy * MAX Automation SE SCOUT24 Merkur Bank Siemens Healthineers AG Aixtron MLP* GFT Technologies SMT Scharf AG Baywa Biotest Gigaset * M OBOTIX AG Surteco Group Brenntag Heidelberg Pharma* OVB Holding AG Syzygy AG * TAKKT AG CORESTATE Capital Holding S.A. Hypoport AG Procredit Holdina * Daldrup & Söhne init PSI SOFTWARE AG * Vapiano PWO* va-Q-tec ' Intershop Communications AG Demire RIB Software * Epigenomics AG* Leifheit Viscom* Euromicron AG * Logwin* S&T AG * windeln.de Eyemaxx Real Estate Manz AG * Schaltbau Holding AG

Appendix F

 $\underline{\textbf{Disclosure requirements pursuant to the Norwegian Securities Trading Regulation § 3-11, letter \, g. \, ref \, the Securities \, Trading \, Act \, Section \, 3-10}$

Sponsored Research

Pareto Securities has entered into an agreement with these companies about the preparation of research reports and—in return—receives compensation.

Adler Modemaerkte Eyemaxx Real Estate Intershop Communications AG OHB SE First Sensor Leifheit OVB Holding AG Baywa BB Biotech Godewind Immobilien AG MAX Automation SE Schaltbau Holding AG Siegfried Holding AG comdirect Hypoport AG Merkur Bank

Daldrup & Söhne init MOBOTIX AG Vapiano

This overview is updated monthly (last updated 15.10.2019).

^{*} The designated sponsor services include a contractually agreed provision of research services.