CONSOLIS

# INTERIM REPORT

# 1 JANUARY – 31 MARCH 2021

## The first quarter January-March

• Net sales from continued operations amounted to € 252 million (262), corresponding to a sales growth of minus 3.6 percent. Currency effects had a positive impact of 0.5 percent.

• Operating profit (EBIT) came in at € 33.1 million (6.6), the increase driven by disposal of Rail operations with a net result of 26 million.

• Adjusted EBITDA came in at € 18.0 million (19.6), corresponding to a margin of 7.1 percent (7.5).

• Order book increased 9.2 percent to € 711 million, compared to 651 at the beginning of the quarter. Order intake in the quarter totaled € 315 million, and the book to bill ratio corresponded to 1.25.

• Free cash flow in the quarter amounted to € -10.1 million (7.8). Changes in NWC had a negative impact on cash flow in the quarter. LTM cash conversion was 96 percent.

## Significant events during the quarter

• On March 31, 2021, Consolis completed the transaction regarding the sale of the Rail division. The total initial consideration amounted to € 192 million, fully cash-settled on the transaction date.

## Significant events after the quarter

• On April 14, 2021, Consolis received a binding offer for the Civil Works France business (Drainage and Tunnel activities) and the SPA was signed on June 10th. Consolis expect to complete the divestment in H2 2021.

• On May 7, 2021, Consolis issued € 300 million senior secured notes due 2026. The Notes will accrue interest at an annual rate of 5.75% and will mature on May 1, 2026. As part of the refinancing, Consolis also entered into a revolving credit facility, which provides for € 75 million of available drawings.

| Key metrics, Consolis group | Jan - Mar | | LTM | Full year |
|---|---|---|---|---|
| (€ million) | 2021 | 2020 | 12 m | 2020 |
| Net sales | 252 | 262 | 1,027 | 1,037 |
| Adjusted EBITDA | 18.0 | 19.6 | 93.7 | 95.3 |
| Adjusted EBITDA % | 7.1 | 7.5 | 9.1 | 9.2 |
| Operating profit (EBIT) | 33.1 | 6.6 | 44.6 | 18.1 |
| Order intake | 315 | 279 | 1,010 | 974 |
| Order book | 711 | 690 | 711 | 651 |
| Book to bill ratio | 1.25 | 1.10 | 0.98 | 0.94 |
| Cash conversion % | 4% | 53% | 96% | 105% |
| Free cash flow | (10.1) | 7.8 | 60.4 | 78.2 |

## About Consolis

Consolis is a European leading industrial group providing sustainable and smart precast concrete structures for the building and utilities sectors. With operations in 17 countries throughout the world, the group generated 1bn EUR sales in 2020 excluding the assets that have since been divested or are in the process of being divested.

## CEO comments

After a challenging 2020 that was largely about the Covid-19 crisis, the positive business trends from the end of previous year continued into the first quarter of 2021. Building and construction activity continued to recover, especially in West Nordic, Western Europe, Eastern Europe, and Emerging Markets. The strength of the post-Covid economic development is however still associated with continued uncertainty, as well as increases in raw material prices that we have started to experience during the quarter.

At Consolis, we had a solid start to the year in the first quarter 2021. The increased building and construction activity has become visible in our order intake which improved gradually during the first quarter. The order book amounted to € 711 million, compared to € 651 million at end of 2020 and the book-to-bill ratio was 1.25. This means that we now have built back an order book which is just above the level we had pre-Covid.

Net sales in the first quarter amounted to € 252 million (262). During the first quarter of last year, Consolis net sales were relatively unaffected by Covid-19. Adjusted EBITDA amounted to € 18.0 million (19.6) and the adjusted EBITDA-margin was 7.1 percent (7.5).

Our priorities regarding Covid-19 remained on safeguarding the health and safety of our employees. Consolis plants have been fully up and running in the quarter, with limited financial impact except from higher sick leave. Raw material cost have increased during the first quarter but the cost increase has so far had limited effects on our margins. High volatility and further cost increases is expected to materialize during the coming quarters in 2021.

Free cash flow in the first quarter amounted to € -10.1 million (7.8). Our limited capital expenditures and limited restructuring costs was offset by a reversal of the positive seasonality effect in Q4 last year with low working capital, which was partially balanced in Q1.

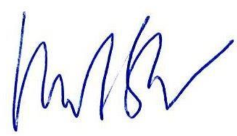
### Focusing on the core building business

Consolis continues to implement its strategy to focus on its core building business with a market leading position in Europe. During the first quarter, the divestment of the Rail division was finalized and after the first quarter, we announced the divestment of the CWF business, with expected completion in H2 2021.

Our expertise within building elements and solutions span from design to production and project management. We adopt local go to market strategies and local business- and segment strategies in combination with leveraging our scale in a select set of central processes to achieve the next level of industrialization in our precast solutions.

We are well equipped to capitalize on the increasing demand for precast concrete solutions as these solutions continue to gain market share across Consolis markets. Our precast elements, such as hollow core slabs and readymade sandwich walls, speed up construction time and ensure flexibility, consistent high quality result, and in totality cost-effective solutions.

We continue to see significant market opportunities within both residential and non-residential building solutions across all our markets. Rising commodity prices are likely to have an increasing impact on the quarters to come, partly offset by pricing and indexation.



Mikael Stöhr
CEO Consolis

# Consolis group

## Net sales and operating profit

| Key metrics | Jan - Mar | | | LTM | Full Year |
|---|---|---|---|---|---|
| (€ million) | 2021 | 2020 | Δ% | R12 | 2020 |
| Net sales | 252 | 262 | (3.6) | 1,027 | 1 037 |
| Adjusted EBITDA | 18.0 | 19.6 | (8.4) | 93.7 | 95.3 |
| Adjusted EBITDA % | 7.1 | 7.5 | | 9.1 | 9.2 |
| EBIT | 33.1 | 6.6 | 400.6 | 44.6 | 18.1 |
| Free cash flow | (10.1) | 7.8 | (229.5) | 60.4 | 78.2 |
| Order intake | 315 | 279 | | 1,010 | 974 |
| Order book | 711 | 690 | | 711 | 651 |
| Book to bill ratio | 1.25 | 1.10 | | 0.98 | 0.94 |

### Group development

Net sales from continued operations amounted to € 252 million (262), corresponding to sales growth of minus 3.6 percent. Currency effects had a positive impact of 0.5 percent.

The year-on-year decline was mainly explained by the Covid crisis, with the Q1 2020 figures not affected largely as they reflected an order book pre-Covid. Our order book has continued to rebuild after a decline in order intake during Q2 and Q3 2020 and is now above pre-Covid levels in all segments except East Nordic.

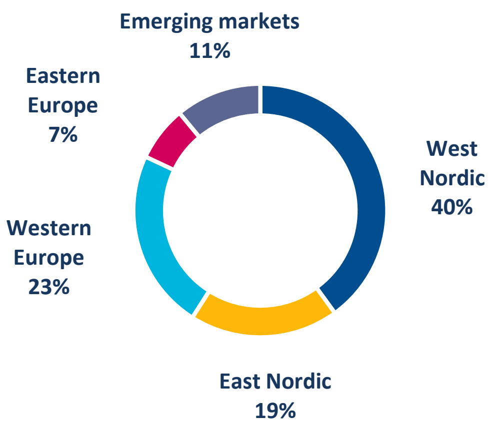
Adjusted EBITDA from continued operations came in at € 18.0 million (19.6). Exchange rates had a positive impact of 0.4 percent. The adjusted EBITDA-margin remained stable compared to last year.

During the quarter, the cost for raw material, in particular steel, increased. The impact on the result in the quarter was limited, due to timing effects of purchases and usage of inventory. The cost increases is likely to have an increasing impact in the quarters to come, partly offset by pricing and indexation.

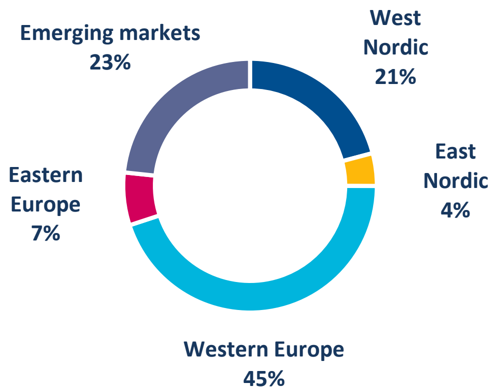
### Development per segment

Net sales in West Nordic amounted to € 101 million (96). Sales growth was 5 percent, of which organic sales growth represented 2 percent and currency effects 3 percent. The sales growth was primarily driven by Sweden, partly offset by lower sales volumes in Denmark, which also affected profits. Order intake in the first quarter was up 19 percent vs. last year and the order book totaled € 318 million, up 4 percent quarter on quarter. The adjusted EBITDA-margin in the first quarter was 3.8 percent (4.2).

**Segment share of Net Sales**




**Segment share of adjusted EBITDA**



Net sales in East Nordic amounted to € 56 million (63) corresponding to a sales growth of minus 11 percent. Order intake declined 9 percent vs. last year and the order book totaled € 122 million, up 3 percent quarter on quarter. The market recovery in East Nordic remains uncertain, especially as we see a challenging market in Finland, reflected in lower sales and lower margins in the quarter. The adjusted EBITDA-margin in the first quarter was 1.4 percent (3.5).

Net sales in Western Europe amounted to € 58 million (66). Sales growth was minus 6 percent adjusted for discontinued operations in the Netherlands (€ 1.3 million in 2021 and € 6.2 million in 2020). Order intake in the first quarter was up 11 percent vs last year and the order book totaled € 132 million, up 19 percent quarter on quarter. The adjusted EBITDA-margin came in at 14.4 percent (10.2), mainly explained by business mix in the Netherlands.

Net sales in Eastern Europe amounted to € 17 million (16). Sales growth was 8 percent, of which organic sales growth represented 12 percent and currency effects minus 4 percent. Order intake in the first quarter declined by 15 percent vs. last year and the order book totaled € 20 million, down 11 percent quarter on quarter. Lower order intake in Hungary was mainly explaining the decline. The adjusted EBITDA-margin was 7.2 percent (10.3), mainly explained by a mix of lower volumes in Hungary and competition in Romania.

Net sales in Emerging markets amounted to € 27 million (25). Sales growth was 7 percent, of which organic sales growth represented 12 percent and currency effects minus 5 percent. Order intake in the first quarter was up by 60 percent vs. last year and the order book totaled € 133 million, up 23 percent quarter on quarter. The adjusted EBITDA-margin in the first quarter came in at 16.2 percent (12.4).

In addition to the operating segments, we also have unallocated costs and eliminations, which is the mechanism through which the central SG&A costs are charged to the operating segments. The charge rate is set in the budget, and hence there can be some differences if actual costs in the quarter are higher or lower than the charge out in the quarter. In Q1 2020 there were a positive impact amounting to € 1.3 million.

| Net sales | Jan-Mar | | | |
|---|---|---|---|---|
| (€ million ) | 2021 | 2020 | Δ | Δ% |
| West Nordic | 101 | 96 | 5.0 | 5.2 |
| East Nordic | 56 | 63 | (7.1) | (11.4) |
| Western Europe | 58 | 66 | (8.4) | (12.6) |
| Eastern Europe | 17 | 16 | 1.3 | 8.3 |
| Emerging Markets | 27 | 25 | 1.7 | 6.7 |
| Unallocated/Elimination | (6) | (3) | (2) | |
| Total Net Sales to external costumers | 252 | 262 | (9.5) | (3.6) |

| Adjusted EBITDA | Jan-Mar | | | |
|---|---|---|---|---|
| (€ million ) | 2021 | 2020 | Δ | Δ% |
| West Nordic | 3.9 | 4.0 | (0.1) | (2.9) |
| East Nordic | 0.8 | 2.2 | (1.4) | (64.8) |
| Western Europe | 8.4 | 6.7 | 1.6 | 23.4 |
| Eastern Europe | 1.3 | 1.7 | (0.4) | (24.6) |
| Emerging Markets | 4.3 | 3.1 | 1.2 | 39.5 |
| Unallocated/Elimination | (0.7) | 2.0 | (2.7) | (135.0) |
| Total Adjusted EBITDA | 18.0 | 19.6 | (1.6) | (8.2) |

| Reconciliation Adjusted EBITDA to result before taxes | Jan-Mar | |
|---|---|---|
| (€ million ) | 2021 | 2020 |
| Adjusted EBITDA | 18.0 | 19.6 |
| Depreciation and amortization | (10.8) | (11.0) |
| Profit (loss) from sales of fixed assets | 0.1 | 0.1 |
| Result rail divestment | 26.1 | - |
| Adjustments and restructuring costs | (0.3) | (2.2) |
| Operating income | 33.1 | 6.6 |
| Financial net | (11.3) | (13.9) |
| Result before taxes | 21.8 | (7.3) |

## Financial Net and profit after tax

Net financial items for the quarter improved by € 2.6 million compared to last year, mainly explained by lower interest expenses and exchange losses vs. last year. The quarter as well as the year-earlier period are before the refinancing, that took place in May 2021. Profit after tax came in at € 21.7 million (7.3).

| Financial net | Jan-Mar | | | |
|---|---|---|---|---|
| (€ million ) | 2021 | 2020 | Δ | Δ% |
| Financial income | | | | |
| Interest income | 0.5 | 0.2 | 0.3 | 150.0 |
| Other financial income | 0.5 | 0.5 | 0.0 | 0.0 |
| Financial expenses | | | | |
| Interest expenses | (9.3) | (9.7) | 0.4 | 4.1 |
| Currency exchange losses | (1.7) | (3.9) | 2.2 | 56.4 |
| Other financial expenses | (1.3) | (1.0) | (0.3) | (30.0) |
| Financial (loss) / income | (11.3) | (13.9) | 2.6 | 18.7 |

## Cash flow

Cash conversion is used as an efficiency measure of the proportion of a company's profit that is converted to cash. To reduce impact from swing in net working capital and other season effect, Consolis management primarily follow this measure as an LTM metric. The LTM cash conversion in the first quarter was 96 percent. Operating cash flow for the quarter amounted to € 0.7 million (10.5). Cash conversion for the quarter amounted to 4%, mainly a result of changes in net working capital in the quarter. Working capital tends to decline in the fourth quarter, with the lowest level of working capital expected at year-end, due to the aforementioned winter holiday closures and stepped up cash collection efforts. Working capital at year-end 2020 was positively affected by government reliefs on taxes and social charges, an effect that will be reversed during 2021 and 2022. The effect in the quarter was mainly explained by Western Europe, i.e. Spain and the Netherlands.

Net cash used in operating activities amounted to € -6.4 million for the period ended March 31, 2020, mainly a result of changes in NWC.

Cash flow from investing activities resulted in a net cash flow of € 117.1 million, mainly a result of the divestment of the Rail operations.

Cash flow used in financing activities for continued operations amounted to € -101.2 million for the quarter, as the proceeds from the divestment of the Rail operations were utilized to reduce debt.

| Operating cash flow, cash conversion | Jan-Mar | | LTM | Full year |
|---|---|---|---|---|
| (€ million ) | 2021 | 2020 | 12M | 2020 |
| Adjusted EBITDA | 18.0 | 19.6 | 93.7 | 95.3 |
| Change in NWC | (13.6) | (4.6) | 13.4 | 22.4 |
| Capex | (3.7) | (4.7) | (16.9) | (18.0) |
| Operating cash flow | 0.7 | 10.3 | 90.2 | 99.7 |
| Cash conversion | 4% | 52% | 96% | 105% |

| Cash flow | Jan-Mar | | LTM | Full year |
|---|---|---|---|---|
| (€ million ) | 2021 | 2020 | 12M | 2020 |
| Operating activities | (6.4) | 12.5 | 77.3 | 96.2 |
| Investing activities | 117.1 | (7.3) | 110.3 | (14.1) |
| Financing activities | (101.2) | 17.0 | (119.8) | (1.7) |

## Net debt

Net debt amounted to € 347.5 million for the period which ended March 31, 2021, compared to € 446.5 million at year end 2020. Proceeds from the divestment of Rail operations were utilized to pay down the Term loan.

Pro forma figures are included for reference. These figures are pro forma capital structure as of December 31, 2020, adjusting for the transaction (i.e. the bond issue, closed May 7, 2021) and the disposal of Rail operation (closed March 31, 2021 – hence reflected in actuals March 2021 as well) and Civil Works France divestment (expected to close Q3 2021). Pro forma figures are at Bidco level, to reflect the issuer of the senior secured notes.

| Net debt | 31 mar | 31 dec | Pro forma |
|---|---|---|---|
| (€ million ) | 2021 | 2020 | 2020 |
| Cash&Cash equivalents | (89.7) | (80.3) | (101.0) |
| RCF | 30.0 | - | - |
| Term loan | 248.2 | 369.1 | - |
| PGE Loan | 40.0 | 40.0 | - |
| New Senior secured notes | - | - | 300.0 |
| Total Net senior secured debt of the issuer | 228.5 | 328.8 | 199.0 |
| Other debt | 48.4 | 42.1 | 42.0 |
| Lease Liabilities | 70.6 | 75.6 | 76.0 |
| Total Net Debt of the issuer | 347.5 | 446.5 | 317.0 |
| Adjusted EBITDA | 93.7 | 95.3 | 95.0 |
| **Leverage** | 3.7x | 4.7x | 3.3x |

Quarterly data

| (€ million) | 2020 | | | | 2021 |
|---|---|---|---|---|---|
| | Q1 | Q2 | Q3 | Q4 | Q1 |
| **Net sales** | | | | | |
| West Nordic | 96 | 99 | 87 | 99 | 101 |
| East Nordic | 63 | 66 | 67 | 62 | 56 |
| Western Europe | 66 | 69 | 61 | 60 | 58 |
| Eastern Europe | 16 | 17 | 17 | 16 | 17 |
| Emerging markets | 25 | 15 | 28 | 30 | 27 |
| | | | | | |
| **Adjusted EBITDA** | | | | | |
| West Nordic | 4.0 | 6.3 | 4.4 | 9.7 | 3.9 |
| East Nordic | 2.2 | 3.7 | 3.8 | 6.2 | 0.8 |
| Western Europe | 6.7 | 11.6 | 8.8 | 11.1 | 8.4 |
| Eastern Europe | 1.7 | 2.1 | 1.7 | 1.4 | 1.3 |
| Emerging markets | 3.1 | 0.2 | 5.2 | 4.6 | 4.3 |
| | | | | | |
| **Adjusted EBITDA %** | | | | | |
| West Nordic | 4.2% | 6.4% | 5.1% | 9.7% | 3.8% |
| East Nordic | 3.5% | 5.6% | 5.7% | 10.0% | 1.4% |
| Western Europe | 10.2% | 16.9% | 14.4% | 18.4% | 14.4% |
| Eastern Europe | 10.3% | 12.5% | 9.9% | 8.6% | 7.2% |
| Emerging markets | 12.4% | 1.5% | 18.8% | 15.3% | 16.2% |
| | | | | | |
| **Order book** | | | | | |
| West Nordic | 310 | 309 | 290 | 307 | 318 |
| East Nordic | 143 | 136 | 114 | 118 | 122 |
| Western Europe | 115 | 109 | 106 | 112 | 132 |
| Eastern Europe | 22 | 18 | 19 | 22 | 20 |
| Emerging markets | 111 | 125 | 117 | 108 | 133 |

# Other information

## Significant risks and uncertainties

Consolis's significant risks and uncertainties consist of strategic risks related to changes in market and economic conditions as well as sustainability and operational risks related to customer contracts. The Group is also exposed to various kinds of financial risks, such as currency, interest and liquidity risks. A detailed description of the Group's risks is provided in the Offering memorandum related to Issuance of senior secured notes, on pages 28-73. For further information on financial risks, refer to note 6 in "Historical Financial Information for the three years ended December 31. 2018. 2019 and 2020".

## Compact Bidco B.V.

The Issuer is a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) incorporated under the laws of the Netherlands, registered with the Kamer van Koophandel with number 67537715 and has its registered office at Looveer 1, 6851 AJ Huissen, the Netherlands. The Issuer is the direct parent company of Consolis and a holding company with no revenue-generating activities of its own, and no business operations, material assets or liabilities other than those acquired or incurred in connection with its status as a holding company. As per March 31 the material differences between Compact Bidco and Consolis group were a cash balance, where Compact Bidco received the proceed of € 192 million from divestment of Rail operation. Compact Bidco also holds a Term Loan, which was repaid as part of refinancing in May 2021.

## Related party transactions

The related parties of Consolis Group are its shareholders and their subsidiaries and its associates and joint ventures. Significant balances consists of shareholder loans, further described in note 5. All transactions with related parties are executed at arms length.

## Seasonal variations

Changes in working capital are impacted by order cycle and manufacturing operations with build-up of working capital typically occurring in the first and second quarters as post-winter holiday production is ramped up in anticipation of higher spring demand and rolling factory holiday and scheduled maintenance closures typically for two to three weeks in July and August in core European markets. Working capital tends to decline in the fourth quarter with the lowest level of working capital expected at year-end due to the aforementioned winter holiday closures and stepped up cash collection efforts. Occasionally, we may also experience negative working capital as a result of customer advances which we require prior to starting larger projects.

## Events after the reporting period

On July 6th a large supplier of cement in Sweden received a decision from the Land and Environment Court of Appeal that the production of cement in one plant will be prohibited as per November 1st 2021, due to an inadequate assessment of environmental impact by the producer. The producer has communicated its intention to appeal the decision to the Supreme Court. If the prohibition remains, it is likely to lead to disruptions in the supply and transportation chain, and imply cost increases. The effects, if there will be any, are not yet possible to quantify.

## Review

This report has not been reviewed by the company's auditors.

## Contact details

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Daniel Warnholtz, Group CFO
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## Financial calendar

Q2 report on August 18th, 2021

Q3 report on November 19th, 2021

Year end report on February 24th, 2022

| CONSOLIDATED INCOME STATEMENT, CONDENSED | Jan - Mar | | LTM | Full Year |
|---|---|---|---|---|
| (€ million) | 2021 | 2020 | 12 m | 2020 |
| Net sales | 252.0 | 261.5 | 1,027.2 | 1,036.7 |
| Production cost of goods sold | (198.8) | (205.9) | (805.1) | (812.2) |
| SALES MARGIN | 53.3 | 55.6 | 222.1 | 224.5 |
| Production overheads | (19.5) | (20.2) | (78.1) | (78.7) |
| Sales and marketing costs | (7.0) | (7.2) | (26.4) | (26.6) |
| Administrative costs | (18.1) | (17.9) | (67.1) | (66.9) |
| Research and development costs | (1.3) | (1.7) | (4.9) | (5.2) |
| OPERATING PROFIT FROM ORDINARY ACTIVITIES | 7.2 | 8.6 | 45.6 | 47.0 |
| Other income and expenses from operations | 25.9 | (2.0) | (1.0) | (28.9) |
| OPERATING PROFIT | 33.1 | 6.6 | 44.6 | 18.1 |
| Financial (loss) / income | (11.3) | (13.9) | (42.2) | (44.8) |
| PROFIT BEFORE TAX | 21.8 | (7.3) | (0.4) | (26.7) |
| Income taxes | (0.1) | (1.0) | (14.1) | (14.9) |
| NET PROFIT / (LOSS) from continued operations | 21.7 | (8.3) | (11.7) | (41.7) |
| NET PROFIT / (LOSS) from discontinued operations | 4.0 | (3.7) | (36.4) | (44.1) |
| NET PROFIT / (LOSS) | 25.7 | (11.9) | (48.1) | (85.8) |
| | | | | |
| NET PROFIT / (LOSS) FOR THE PERIOD ATTRIBUTABLE TO: | | | | |
| Shareholders of Consolis Group | 24.6 | (12.5) | (50.8) | (88.0) |
| Non-controlling interest | 1.0 | 0.5 | 2.7 | 2.2 |

| CONSOLIDATED COMPREHENSIVE INCOME STATEMENT, CONDENSED | Jan - Mar | | LTM | Full Year |
|---|---|---|---|---|
| (€ million) | 2021 | 2020 | 12m | 2020 |
| **From continued operations** | | | | |
| NET PROFIT / (LOSS) | 21.7 | (8.3) | (11.7) | (41.7) |
| *Components that may be reclassified to statement of income in subsequent periods:* | | | | |
| Currency translation adjustments | 0.6 | 3.7 | (4.8) | (1.8) |
| *Components that will not be reclassified to statement of income in subsequent periods:* | | | | |
| Change in actuarial gains and losses – net of deferred tax | 0.0 | (0.0) | (2.6) | (2.6) |
| OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | 0.6 | 3.7 | (7.4) | (4.4) |
| COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | 22.3 | (4.6) | (19.1) | (46.1) |
| | | | | |
| **From discontinued operations** | | | | |
| NET PROFIT / (LOSS) | 4.0 | (3.7) | (36.4) | (44.1) |
| OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | 2.0 | (2.4) | 2.0 | (2.3) |
| COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | 6.0 | (6.0) | (34.4) | (46.4) |
| | | | | |
| Total | | | | |
| COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD | 28.3 | (10.6) | (53.5) | (92.5) |
| ATTRIBUTABLE TO: | | | | |
| Shareholders of Consolis Group | 27.3 | (12.1) | (54.3) | (93.7) |
| Non-controlling interest | 1.0 | 1.5 | 0.8 | 1.2 |

| CONSOLIDATED STATEMENT OF FINANCIAL POSITION, CONDENSED | 31 Mar | | 31 Dec |
|---|---|---|---|
| (€ million) | 2021 | 2020 | 2020 |
| **ASSETS** | | | |
| Goodwill | 204.8 | 309.2 | 204.8 |
| Intangible assets | 57.0 | 62.7 | 57.5 |
| Property. plant and equipment | 231.3 | 341.8 | 238.5 |
| Investments in associates | - | 0.1 | - |
| Long-term financial assets including derivative assets | 3.4 | 5.6 | 3.3 |
| Other non-current assets | 12.4 | 14.2 | 12.1 |
| Deferred tax assets | 6.0 | 10.5 | 5.9 |
| TOTAL NON-CURRENT ASSETS | 515.0 | 744.1 | 522.2 |
| Inventories | 48.8 | 100.1 | 42.6 |
| Accounts receivables and other receivables | 218.1 | 316.6 | 195.6 |
| Current tax receivables | 2.5 | 2.0 | 3.7 |
| Other current assets | 10.0 | 12.8 | 10.9 |
| Cash and cash equivalents | 89.7 | 65.8 | 80.3 |
| TOTAL CURRENT ASSETS | 369.1 | 497.3 | 333.1 |
| Assets classified as held for sale | 66.8 | 3.8 | 292.9 |
| TOTAL ASSETS | 950.9 | 1,245.2 | 1,148.2 |
| **EQUITY AND LIABILITIES** | | | |
| Share capital and share premium | 403.3 | 374.4 | 403.3 |
| Retained earnings and other reserves | (385.2) | (329.4) | (412.2) |
| SHAREHOLDERS' EQUITY | 18.1 | 45.0 | (8.9) |
| NON-CONTROLLING INTERESTS | 17.6 | 17.1 | 16.5 |
| TOTAL EQUITY | 35.7 | 62.1 | 7.6 |
| Non-current financial debts | 341.8 | 489.7 | 466.2 |
| Employee benefit obligations | 31.5 | 40.5 | 32.2 |
| Non-current provisions | 12.3 | 43.2 | 12.5 |
| Other non-current liabilities | 1.2 | 1.4 | 1.2 |
| Deferred tax liabilities | 0.2 | 7.0 | 1.8 |
| TOTAL NON-CURRENT LIABILITIES | 386.9 | 581.8 | 513.9 |
| Current financial debts | 95.5 | 116.5 | 60.5 |
| Accounts payables and other liabilities | 311.7 | 443.9 | 291.5 |
| Employee benefit obligations | - | - | 4.7 |
| Current provisions | 6.6 | 28.5 | 8.5 |
| Income tax payables | 5.1 | 5.7 | 4.9 |
| TOTAL CURRENT LIABILITIES | 419.0 | 594.7 | 370.0 |
| Liabilities classified as held for sale | 109.4 | 6.6 | 256.6 |
| TOTAL EQUITY AND LIABILITIES | 950.9 | 1,245.2 | 1,148.2 |

| STATEMENT OF CHANGES IN GROUP EQUITY, CONDENSED | 1 Jan-31 Mar | | | | | | 1 Jan-31 Dec | | |
|---|---|---|---|---|---|---|---|---|---|
| (€ million) | 2021 | | | 2020 | | | 2020 | | |
| | Share-holders' Equity | Non-Control. Interests | Total Equity | Share-holders' Equity | Non-Control Interests | Total Equity | Share-holders' Equity | Non-Control Interests | Total Equity |
| Amount at beginning of period | (8.9) | 16.5 | 7.6 | 55.8 | 16.6 | 72.4 | 55.8 | 16.6 | 72.4 |
| Net (Loss) income for the period | 24.6 | 1.0 | 25.7 | (12.5) | 0.5 | (11.9) | (88.0) | 2.2 | (85.8) |
| Other comprehensive income/ (expense) | 2.2 | 0.4 | 2.7 | 1.4 | (0.1) | 1.3 | (5.8) | (1.0) | (6.8) |
| Capital increase / decrease | - | - | - | - | - | - | 28.9 | - | 28.9 |
| Dividends | | (0.3) | (0.3) | - | - | - | - | (1.2) | (1.2) |
| Others | 0.1 | (0.2) | 0.0 | 0.3 | - | 0.3 | 0.2 | (0.2) | (0.0) |
| AMOUNT AT END OF PERIOD | 18.1 | 17.6 | 35.7 | 45.0 | 17.1 | 62.1 | (8.9) | 16.5 | 7.6 |

| CONSOLIDATED CASH FLOW STATEMENT, CONDENSED | Jan - Mar | | LTM | Full Year |
|---|---|---|---|---|
| (€ million) | 2021 | 2020 | 12 m | 2020 |
| **Cash flows from operating activities** | | | | |
| Net income | 21.7 | (8.3) | (11.7) | (41.7) |
| Adjustments for non cash income and expenses: | (14.1) | 24.0 | 86.8 | 125.0 |
| Change in working capital | (13.6) | (4.6) | 13.4 | 22.4 |
| Income tax paid | (0.4) | 1.4 | (11.4) | (9.6) |
| Net cash from (used in) operating activities – continued operations | (6.4) | 12.5 | 77.3 | 96.2 |
| Net cash from (used in) operating activities – discontinued operations | (0.5) | (3.1) | (14.1) | (16.7) |
| NET CASH FROM (USED IN) OPERATING ACTIVITIES | (6.9) | 9.4 | 63.1 | 79.5 |
| | | | | |
| **Cash flows from investing activities** | | | | |
| Purchase of Property. Plant and Equipments | (3.2) | (4.5) | (13.8) | (15.1) |
| Acquisitions of intangible assets | (0.5) | (0.2) | (3.1) | (2.9) |
| FREE CASH FLOW | (10.1) | 7.8 | 60.4 | 78.2 |
| Proceeds from the sale of non-current assets | 1.6 | 0.1 | 8.6 | 7.1 |
| Impact in consolidation scope change | (0.4) | (2.9) | (2.0) | (4.5) |
| Disposals of business (net of cash divested) | 119.0 | 0.0 | 119.0 | (0.0) |
| Interests received | 0.5 | 0.3 | 1.6 | 1.3 |
| Net cash from (used in) investing activities – continued operations | 117.1 | (7.3) | 110.3 | (14.1) |
| Net cash from (used in) investing activities – discontinued operations | (1.5) | (1.6) | (0.4) | (0.5) |
| NET CASH FROM (USED IN) INVESTING ACTIVITIES | 115.6 | (8.9) | 109.9 | (14.6) |
| | | | | |
| **Cash flows from financing activities** | | | | |
| Proceeds from issuance of shares | 0.0 | 0.3 | 19.7 | 20.0 |
| Proceeds from borrowings | 29.4 | 56.7 | 93.6 | 120.8 |
| Repayment of borrowings | (125.5) | (12.2) | (223.9) | (110.6) |
| Net proceeds from factoring | 6.2 | (16.5) | 9.6 | (13.1) |
| Other changes in financial liabilities | (1.6) | (2.2) | (3.0) | (3.6) |
| Interest paid | (9.5) | (9.1) | (15.3) | (14.9) |
| Dividends paid | (0.3) | - | (0.6) | (0.4) |
| Net cash from (used in) financing activities – continued operations | (101.2) | 17.0 | (119.8) | (1.7) |
| Net cash from (used in) financing activities – discontinued operations | (1.0) | (3.7) | (11.1) | (13.8) |
| NET CASH FROM (USED IN) FINANCING ACTIVITIES | (102.2) | 13.3 | (130.9) | (15.5) |
| | | | | |
| Net Cash and cash equivalents at beginning of the period | 80.0 | 49.5 | 65.8 | 49.5 |
| Change in cash and cash equivalents | 9.5 | 22.2 | 67.7 | 80.5 |
| Change in cash and cash equivalents – discontinued operations | (3.0) | (8.4) | (25.6) | (31.0) |
| Cash classified as held for sale | 1.5 | - | (15.1) | (16.5) |
| Exchange gains (losses) on cash and cash equivalent | 0.3 | (1.2) | (1.0) | (2.5) |
| Net Cash and cash equivalents at end of the period | 88.2 | 62.1 | 88.2 | 80.0 |
| Bank overdraft | 1.5 | 3.7 | 1.5 | 0.3 |
| CASH AND CASH EQUIVALENTS AT END OF THE PERIOD | 89.7 | 65.8 | 89.7 | 80.3 |

# Notes

## Note 1 Accounting principles

The consolidated financial statements comprise Consolis Group S.A.S. and its subsidiaries. The consolidated financial statements of Consolis are prepared in accordance with International Financial Reporting Standards (IFRS) as endorsed by the EU. The interim report is prepared in accordance with IAS 34 Interim financial reporting. The accounting principles applied in the preparation of this interim report apply to all periods and comply with the accounting principles presented in the “Historical Financial Information for the three years ended December 31, 2018, 2019 and 2020”. No new and revised standards and interpretations effective from January 1, 2021 are considered to have any material impact on the financial statements.

### Discontinued operations

In the “Historical Financial Information for the three years ended December 31, 2018, 2019 and 2020” Rail operations and Civil Works France were classified as held for sale, due to ongoing disposal processes. The Rail disposal was completed on March 31 and are therefore not included in the group total assets, neither as continued nor discontinued as per March 31 2021. The process of selling Civil Works France are progressing according to plan, and CWF is still classified as held for sale as the sale is deemed as highly probable. After the quarter, Consolis have signed an SPA related to the sale of CWF.

In the consolidated financial statements, discontinued operations are presented as follows:

- Assets held for sale and associated liabilities are presented separately from the Group's other assets and liabilities on specific lines in the consolidated statement of financial position at March 31, 2021 and December 31, 2020. Comparative information for March 31, 2020 have not been restated
- The net profit for the period is reported on a separate line in the consolidated income statement under "Net profit or loss from discontinued operations", and items of comprehensive income are presented separately. The comparative information for 2020 (quarter and full year) have been restated accordingly.
- Cash flows are presented on separate lines in the consolidated statement of cash flows, with restatement of the comparative information for the 2020 (quarter and full year).

### Amounts and dates

Unless otherwise stated, amounts are indicated in millions of Euros (€ million) and reflect the continued operations of the group. Order intake, Order book and Net sales are presented without decimal. Comparative figures in this report refer to the corresponding period of the previous year for income statement and cash flow items, and to year end 2020 for balance sheet items. Rounding differences may occur

## Note 2 Segment information

Consolis operations consist of the following segments:

| | |
|---|---|
| **West Nordic** | Building operations in Sweden, Denmark and Norway. Segment products include hollow core floors, structural, elements, stairs, walls, and facades. The main activities of the operating segment comprise the design, manufacturing and assembly of non-residential (public buildings, offices, industrial and logistics sites) and residential (multi-family housing) building solutions. |
| **East Nordic** | Building operations in Finland and the Baltics. Segment products include hollow core floors, structural elements, stairs, walls and facades. The main activities of the operating segment comprise the design, manufacturing and assembly of non-residential (public buildings, offices, industrial and logistics sites) and residential (multi-family housing) building solutions. |
| **Western Europe** | Building operations in The Netherlands, Germany and Spain. Segment products include hollow core floors (Netherlands) and structural elements, stairs, walls and facades in Spain. The main activities of the operating segment comprise the design, manufacturing (The Netherlands) and assembly of non-residential (public buildings, offices, industrial and logistics sites) building solutions. |

| | |
|---|---|
| **Eastern Europe** | Building operations in Poland, Romania and Hungary. Segment products include hollow core floors, structural elements, walls and facades. The main activities of the operating segment comprise the design, manufacturing and assembly of non-residential (public buildings, offices, industrial and logistics sites) building solutions. |
| **Emerging Markets** | Utilities operations such as pressure pipes used in water supply, irrigation and sewerage systems as well as in power stations. Operations are based in Tunisia, Egypt, Indonesia and France. In Tunisia, Egypt and Indonesia, operations are structured as Joint Ventures with local partners. |

| | Jan – Mar | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| (€ million) | 2021 | | | | | | | |
| | West Nordic | East Nordic | Western Europe | Eastern Europe | Emerging Markets | Un-allocated | Elimination | Consolis |
| Net sales | 101 | 56 | 58 | 17 | 27 | 0 | (6) | 252 |
| Internal transactions | | (6) | | | | | 6 | 0 |
| Revenues from external customers | 101 | 50 | 58 | 17 | 27 | 0 | 0.0 | 252 |
| Adjusted EBITDA | 3.9 | 0.8 | 8.4 | 1.3 | 4.3 | (0.7) | 0.0 | 18.0 |
| Depreciation and amortization | | | | | | (10.8) | | (10.8) |
| Profit (loss) from sales of fixed assets | | | | | | 0.1 | | 0.1 |
| *Items affecting comparability:* | | | | | | | | |
| Result rail divestment | | | | | | 26.1 | | 26.1 |
| Adjustments and restructuring costs | | | | | | (0.3) | | (0.3) |
| Operating income | | | | | | | | 33.1 |
| Financial net | | | | | | | | (11.3) |
| Result before taxes | | | | | | | | 21.8 |

| | Jan – Mar | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| (€ million) | 2020 | | | | | | | |
| | West Nordic | East Nordic | Western Europe | Eastern Europe | Emerging Markets | Un-allocated | Elimination | Consolis |
| Net sales | 96 | 63 | 66 | 16 | 25 | 0 | (3) | 262 |
| Internal transactions | | (3) | | | | | 3 | 0 |
| Revenues from external customers | 96 | 60 | 66 | 16 | 25 | 0 | 0 | 262 |
| Adjusted EBITDA | 4.0 | 2.2 | 6.7 | 1.7 | 3.1 | 2.0 | 0 | 19.6 |
| Depreciation and amortization | | | | | | (11.0) | | (11.0) |
| Profit (loss) from sales of fixed assets | | | | | | 0.1 | | 0.1 |
| *Items affecting comparability:* | | | | | | | | |
| Adjustments and restructuring costs | | | | | | (2.2) | | (2.2) |
| Operating income | | | | | | | | 6.6 |
| Financial net | | | | | | | | (13.9) |
| Result before taxes | | | | | | | | (7.3) |

## Note 3 Interest bearing liabilities

| € million | Mar 31 2021 | Mar 31 2020 | Dec 31 2020 |
|---|---|---|---|
| **Non-current interest-bearing liabilities** | | | |
| Facility B term loan | 94.0 | 87.5 | 93.9 |
| Shareholder loan | 147.7 | 326.1 | 268.5 |
| Lease liability | 55.2 | 63.3 | 58.3 |
| State guaranteed Loan | 40.0 | - | 40.0 |
| Other loans | 4.9 | 12.7 | 5.5 |
| Total non-current interest-bearing liabilities | 341.8 | 489.7 | 466.2 |
| **Current interest-bearing liabilities** | | | |
| Factoring - net liability (1) | 38.4 | 24.7 | 33.1 |
| Accrued interests | 6.5 | 7.5 | 6.7 |
| Revolving Credit Facilities | 30.0 | 56.0 | - |
| Current portion of long-term loans | 1.5 | 2.9 | 1.4 |
| Lease liability | 15.4 | 18.2 | 17.3 |
| Bank overdrafts | 1.5 | 3.7 | 0.3 |
| Other loans | 2.1 | 3.4 | 1.8 |
| Total current interest-bearing liabilities | 95.5 | 116.5 | 60.5 |
| Total interest-bearing liabilities | 437.3 | 606.2 | 526.7 |

### Unitranche Facility and shareholders loans

On April 20, 2017, Compact Bidco B.V., and the operating company Tonful AB, which is a subsidiary of the Group based in Sweden entered into a Senior Facility Agreement (SFA) for a total Unitranche facility of € 375 million split as follows:

- Tranche B for an amount of € 275 million with maturity 2024 (reimbursement in fine) and,
- Tranche CAR for an amount of € 100 million available for the funding of subsequent acquisitions (same conditions as Tranche B).

Compact Bidco B.V. and Tonful AB, borrowed respectively € 195 million and € 80 million from tranche B facility. The portion included in the books of Compact Bidco B.V. was then cascaded to Consolis Group through a shareholder financing. The shareholder loan strictly reflects the same terms and conditions than those included in the SFA financing concluded between Compact Bidco B.V. and GSO, with the exception of the interest rates. Therefore, in case the SFA interests are capitalised, the interests calculated on the intercompany loans will be also capitalised. The intercompany loans bear interest at a rate of Euribor-3M (with a floor at 1%) plus 8.33% annual margin or 8.83% depending on whether the interests are paid or capitalized.

The tranche CAR was available for an initial period of one year ending April 20, 2018. This tranche was drawn in January 2018 and cascaded to Bonna Sabla, a French subsidiary for € 13.4 million, in relation to the purchase Bifrost acquisition.

In 2018, Compact Bidco B.V. drew an additional facility under the existing SFA to finance Tecnyconta acquisition for an amount of € 28.5 million (same conditions as Tranche B).

In 2019, Compact Bidco B.V entered into two additional facilities under the existing SFA (same conditions as Tranche B):

- to finance the TMB acquisition (€ 62.2 million); and
- to finance the payment of the earn-out following the Tecnyconta acquisition (€ 6.1 million).

The facilities were cascaded down to Consolis Group as shareholder loans, except € 72 million that are expected to be repaid in 2021 with the divestment of the Rail activities (which are included in liabilities held for sale).

### State guaranteed loan

On April 28, 2020, Consolis Group entered into a € 40.0 million government-backed loan agreement in France betweenConsolis and Credit Lyonnais S.A., as agent, and other banks and financial institutions. On April 30, 2020, Consolis drew the full amount available under the PGE loan. As of December 2020 and March 2021, € 40 million remained outstanding under the PGE Loan. This Loan will be repaid during the second quarter 2021.

## Note 4 Financial (loss)/income

| | Jan - Mar | | LTM | Full Year |
|---|---|---|---|---|
| (€ million) | 2021 | 2020 | 12m | 2020 |
| **Financial income** | | | | |
| Interest income | 0.5 | 0.2 | 1.6 | 1.3 |
| Other financial income | 0.5 | 0.5 | 2.2 | 2.2 |
| **Financial expenses** | | | | |
| Interest expenses | (9.3) | (9.7) | (39.1) | (39.4) |
| Currency exchange losses | (1.7) | (3.9) | (0.1) | (2.4) |
| Other financial expenses | (1.3) | (1.0) | (6.8) | (6.5) |
| Financial (loss) / income | (11.3) | (13.9) | (42.2) | (44.8) |

## Note 5 Alternative performance measures

Consolis presents certain financial measures in the interim report that are not defined according to IFRS. The Company believes that these measures provide valuable supplemental information to bondholders and the Company's management as they allow for evaluation of trends and the Company's performance. Since all companies do not calculate financial measures in the same way these are not always comparable to measures used by other companies. These financial measures should therefore not be considered as a replacement for measurements as defined under IFRS.

| Metric | Definition | Purpose |
|---|---|---|
| Order book | The aggregate amount of the transaction price allocated to the unsatisfied performance obligations, or to the unsatisfied part of partially satisfied performance obligations | The key figure used to monitor revenues expectation for the coming periods |
| Order intake | Signed contracts in the period | The key figure used to monitor revenues expectation for the coming periods |
| Book-to-bill ratio | Ratio between the period's order intake and sales<br>Order intake/Revenue | The key figure used to monitor revenues expectation on evaluation of the order book. A ration of 1 or more indicates a growing order book, where a ratio below 1 indicates that we "consume" more orders than we take in |
| Growth (%) | Growth consists of the increase in sales in relation to the comparative period.<br>The period's increase in net sales/Net sales in the period of comparison | This key figure is used to follow up the company's sales increase |
| Acquired growth (%) | The period's net sales growth from acquisitions/the comparative period's net sales | The key figure used to monitor the proportion of the company's sales growth generated through acquisitions |
| Foreign exchange (fx) effect on growth (%) | The increase in net sales for the period attributable to change in exchange rates/Net sales in the comparative period | The key figure used to monitor the proportion of the company's sales growth generated through exchange-rate fluctuations |

| | | |
|---|---|---|
| Organic growth (%) | The increase in net sales for the period adjusted for acquisitions. divestments and currency/Net sales in the comparative period | This key figure is used when analysing underlying sales growth driven by comparable operations between different periods |
| Operating profit (EBIT) | Profit for the period before financial items and tax<br>Total operating income – Operating expenses | The key figure used to monitor the company's profit generated by operating activities.<br>This key figure enables comparisons of profitability between companies/industries |
| Items affecting comparability | Items related to events in the company's operations that impact comparability with profit during other periods | The key figure of Items affecting comparability is used to achieve a fair comparison of the underlying development of business operations |
| EBITDA | Operating profit before depreciation, amortization and impairment of intangible and tangible assets<br>Operating profit (EBIT) + Depreciation. amortization and impairment of tangible and intangible assets | The key figure used to follow up the company's profit generated by operating activities. This key figure enables comparisons of profitability between companies/industries |
| Adjusted EBITDA | Operating profit before depreciation/amortization and impairment of intangible and tangible assets adjusted for items from such events in the company's operations that affect comparisons with profit from other periods<br>EBITDA + Items affecting comparability | This key figure is used to follow up the company's profit generated by operating activities with a fair comparison of the underlying development of the business operations. The key figure enables comparisons of profitability between companies/industries |
| Operating cash flow | Total cash flow from operating activities excluding tax, net financial items and items affecting comparability, as well as cash flow from investing activities excluding acquisitions and divestments of operations<br>Adjusted EBITDA + Changes in working capital + Cash flow from investing activities excl. acquisitions and divestments of subsidiaries + adjustments for cash flow from investing activities related to increased capacity/growth | This key figure shows the cash flow from the company's operations excluding business combinations, company divestments, financing, tax and items affecting comparability and is used to follow up whether the company is able to generate a sufficiently positive cash flow to maintain and expand its operations |
| Free cash flow | Total cash flow from operating activities and cash flow from investing activities excluding acquisitions and divestments of operations<br>Cash flow from operating activities + Cash flow from investing activities excluding acquisitions and sales of subsidiaries | This key figure shows cash flow from operating activities including cash flow from investing activities excluding acquisitions and divestments of operations and is used because it is a relevant measure for investors to be able to understand the Group's cash flow from operating activities |
| Cash conversion (%) | Cash conversion as a percentage is defined as operating cash flow | The key figure used as an efficiency measure of the |

| | | |
|---|---|---|
| | divided by adjusted EBITDA<br>Operating cash flow/Adjusted EBITDA | proportion of a company's profit that is converted to cash. Cash conversion is mainly followed on a twelve-month basis |
| Net debt | The Group's interest-bearing liabilities excluding pension provisions adjusted for cash and cash equivalents<br>Interest-bearing liabilities – cash and cash equivalents | This key figure is a measure of the company's debt/equity ratio and is used by the company to assess its capacity to meet its financial commitments |
| Net debt /Adjusted EBITDA LTM | Net debt/Adjusted EBITDA LTM is a measure of the debt/equity ratio defined as the closing balance for net debt in relation to LTM adjusted EBITDA | The key figure used to monitor the level of the company's indebtedness |