Year end report

2022

CONSOLIS

YEAR END REPORT 2022

The forth quarter October to December

• Net sales from continued operations amounted to € 321 million (308), corresponding to a sales growth of 4 percent. Currency effects had a negative impact of 3.6 percent.

• Operating profit (EBIT) amounted to € -4.6 million (12.3)

• Adjusted EBITDA amounted to € 21.1 million (20.7), corresponding to a margin of 6.6 percent (6.7). Exchange rates had a negative impact of 6.8 percent

• Order book decreased 19 percent to € 674 million, compared to € 828 million at the beginning of the quarter. Order intake in the quarter totalled € 188 million, and the book to bill ratio corresponded to 0.6.

• Free cash flow from continued operations in the quarter amounted to € 45.2 million (34.4), primarily explained by working capital seasonality effects and the impact of inventory level reduction. LTM cash conversion was 64 percent.

Event in the reporting period

We have launched a restructuring program addressing West Nordic and aiming at further accelerating profit recovery, and preparing for a potential prolonged period of lower business activity. For further information refer to page [6].

Full year 2022

• Net sales from continued operations amounted to € 1,295 million (1,106), corresponding to a sales growth of 17 percent. Currency effects had a negative impact of 1.4 percent.

• Operating profit (EBIT) amounted to € 18.4 million (37.3).

• Adjusted EBITDA amounted to € 75.9 million (81.7), corresponding to a margin of 5.9 percent (7.4). Exchange rates had a negative impact of 1.5 percent.

• Order book decreased 27 percent to € 674 million, compared to € 925 million at the beginning of the year. Order intake in the period totalled € 1,070 million, and the book to bill ratio corresponded to 0.8.

• Free cash flow from continued operations in the period amounted to € 34.1 million (22.1).

• Consolis completed the sale of its Civil Works France business to EIM Capital on January 31, 2022, through the disposal of Bonna Sabla S.A. and its subsidiaries. On June 30 2022, a real estate asset transaction was completed for an amount slightly above € 20 million, covering the remaining cash out related to the sale.

• In July, Consolis entered into a new term facility in a principal amount of € 30 million, thus securing additional liquidity headroom for the Group.

Key metrics. Consolis Group

	Oct -Dec		Full year	
(€ in millions)	2022	2021	2022	2021
Net sales	321	308	1,295	1,106
Adjusted EBITDA	21.1	20.7	75.9	81.7
Adjusted EBITDA %	6.6%	6.7%	5.9%	7.4%
Operating profit (EBIT)	(4.6)	12.3	18.4	37.3
Order intake	188	346	1,070	1,352
Order book	674	925	674	925
Book to bill ratio	0.6	1.1	0.8	1.2
Cash conversion %	240%	177%	64%	57%
Free cash flow	45.2	34.4	34.1	22.1

The Issuer Compact Bidco B.V. is a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) incorporated under the laws of the Netherlands. Compact Bidco B.V. is the direct parent company of Consolis Group. Figures in this report reflect the consolidated accounts of Consolis Holding S.A.S. Refer to p 7 for comparison between Compact Bidco B.V. and Consolis Holding S.A.S. figures

CEO'S COMMENTS

Consolis delivered a solid fourth quarter characterized by the turnaround of West Nordics and improved cash generation across the group, thus confirming the trajectory from Q3. The fourth quarter closed with a high-quality order book which creates good visibility on business activities for the first half of 2023. In addition, Consolis accelerated its Green Spine Line® product sales in the quarter, and is entering 2023 with confidence.

RESILIENCE IN TURBULENT TIMES

Consolis continued to show resilience in a complex market environment, and we delivered an encouraging fourth quarter, where profitability of the group was restored to pre-Ukrainian war levels.

The efforts to improve commercial terms and therefore mitigate cost increases continued to be successful, now also visible in our West Nordic segment. Here, the pricing actions combined with the restructuring program delivered positive margins after several quarters of negative performance.

On order intake, the trends that we observed during the year continued into Q4. Non-residential holds up well, whereas the residential segment continuous to be negatively affected by rising interest rates. This translated in an order intake at € 188 million in the quarter, which equals a book-to-bill ratio of 0.6.

Our order book, which totaled € 674 million at the end of the fourth quarter, offers the group good visibility for the first semester of 2023.

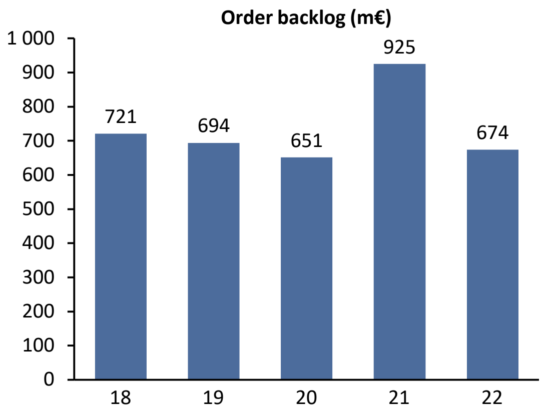
As we are entering a period of lower business activity in 2023, we have initiated resizing of our cost base across markets, in particular through temporary lays-offs, hence capitalizing on the agility we demonstrated during the Covid period. The restructuring program in West Nordics has also progressed per plan and is set to deliver the savings indicated in the Q3 report.

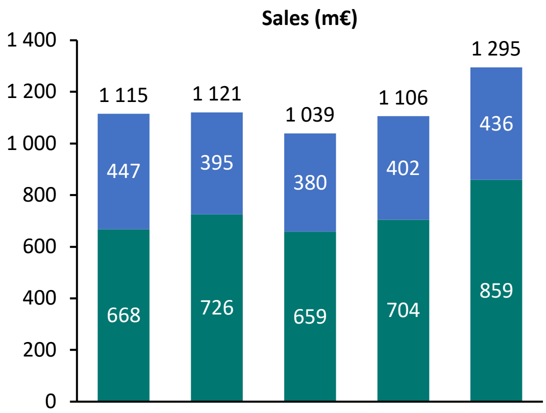
Net sales in the fourth quarter amounted to € 321 million (308), up 4 percent vs. last year.

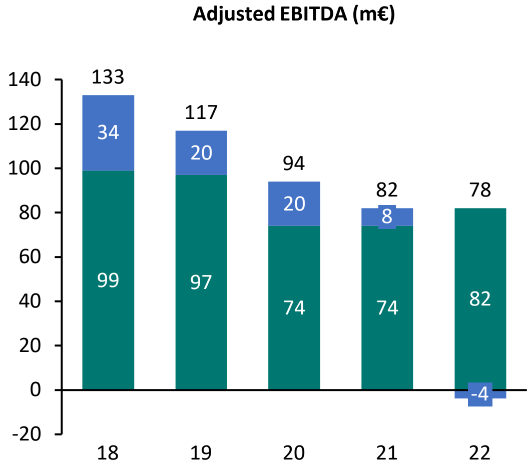
Adjusted EBITDA in the quarter amounted to € 21.1 million (20.7) equal to an adjusted EBITDA-margin of 6.6 percent (6.7).

Overall, we saw encouraging performance across our operating segments in the quarter. Profit development was strong in Western Europe and Eastern Europe thanks to high production levels and a solid operational performance. East Nordics, with a higher exposure to residential, declined. Cost-cutting measures have been put in place to stabilize the profit development of this segment. West Nordic margins turned positive driven by pricing- and restructuring activities. Performance in Emerging markets was negatively affected by shortage of hard currencies in Egypt and a devaluation of the Egyptian pound. Business fundamentals, however, remain solid in Emerging markets.

Cash flow is a strategic priority for us in Consolis, especially in times of market turbulence. Therefore, it is with satisfaction we can conclude that the free cash flow in the quarter amounted to € 45.2 million (34.4), driven by the seasonal reduction of working capital including a reduction of our inventories.







TAKING THE LEAD IN LOW CARBON CONCRETE AS A COMPETITIVE ADVANTAGE

During Q1 2022, we launched our low-CO_2 prefabricated concrete product line where we aim to take commercial and sustainability leadership in each of our markets – the Green Spine Line®.

Product roll-out across our core markets has been successful and we are now selling low- CO_2 products in Finland, Denmark, Sweden, Netherlands and Spain. We continue to see a strong and increasing appetite for low- CO_2 products as this enables our customers to reach the ambitious CO_2 reduction targets they are committed to. Our Green Spine Line® continues to deliver higher than average margins, which we believe is good evidence of a willingness among our most advanced customers to pay for competence in material technology.

During 2022, some 9% of Consolis total produced volume was Green Spine Line® products. This equals some 436 000 tons certified products with a direct saving of over 12 000 tons carbon dioxide emissions when compared to regular precast concrete. During the year, we have seen a gradual increase of the proportion of our produced volume under the Green Spine Line, as well as a corresponding gradual increase in sales.

In the Q3 report, we announced a partnership agreement with the largest Finnish general contractor for supply of Green Spine Line® hollow core slabs for their entire construction need in the Helsinki Metropolitan area. In the fourth quarter, we have initiated similar discussions in several other markets and expect to build further customer partnerships for low-CO_2 construction during 2023.

We also continue to extend our strategic supplier partnerships with the ambition to finding new smarter ways of producing concrete with the aim set for completely carbon free concrete.

ENTERING 2023 WITH CONFIDENCE – PRECAST CONCRETE SET FOR INCREASED RELATIVE COMPETITIVENESS

We are entering 2023 with a solid and high quality backlog which provides us good visibility on the first half of the year.

Order intake has slowed down in the latter part of 2022, but we see tendering activity remaining high across markets. This is true especially in the non-residential segment which represents 70% of our order backlog. Structurally, we also see a longer term pent-up demand for residential housing in our major markets, such as Sweden and the Netherlands.

Short term, we therefore prepare for an environment with lower business activity by pro actively reducing our cost base throughout the group.

Longer term, Consolis is ready to capitalize on attractive pre-cast industry tailwinds, pent-up housing demand, need for sustainable construction, and helping the construction industry address its environmental challenges.

Stockholm
23 February, 2023

Mikael Stöhr
President Consolis

CONSOLIS GROUP

Key metrics, Consolis Group

	Oct-Dec			Full year		
(€ In millions)	2022	2021	Δ%	2022	2021	Δ%
Net sales	321	308	4%	1,295	1,106	17%
Adjusted EBITDA	21.1	20.7	2%	75.9	81.7	(7%)
Adjusted EBITDA %	6.6%	6.7%		5.9%	7.4%	
Operating profit (EBIT)	(4.6)	12.3	(138%)	18.4	37.3	(51%)
Free cash flow	45,2	34,4	31%	34,1	22,1	54%
Order intake	188	346	(46%)	1,070	1,352	(21%)
Order book	674	925	(27%)	674	925	(27%)
Book to bill ratio	0.6	1.1		0.8	1.2	
Cash conversion %	240%	177%		64%	57%	

GROUP DEVELOPMENT

October to December

Net sales from continued operations amounted to € 321 million (308), corresponding to 4 percent sales growth. West Nordic and Western Europe continued to experience a growing top line, when net sales have been stable in East Nordic and Eastern Europe. Topline declined in Emerging markets compared to last year, due to a very strong Q4 in 2021 and negative impact from exchange rates. Overall exchange rate had a negative impact of 3.6 percent on Group sales growth, primarily in Egypt and Sweden.

Order intake amounted to € 188 million, down 46 percent vs. last year and corresponding to a book-to-bill ratio of 0.6. Non-residential continued to hold up well during the quarter even though we saw the first signs of a volume slowdown in certain markets. Volume contraction continued in the residential market, despite a significant pent-up demand in Sweden and the Netherlands. Consolis order book declined 18 percent in the quarter but remained at a level of € 674 million, thus offering a good visibility for the first half of 2023, and we continued to see a strong tendering activity during Q4.

Adjusted EBITDA from continued operations came in at € 21.1 million (20.7), stable compared to last year. The adjusted EBITDA-margin was 6.6 percent (6.7) with a strong profit development in Western Europe and Eastern Europe, and an encouraging performance in West Nordic where the adjusted EBITDA-margin turned positive after four subsequent quarters of negative performance.

In all segments, our order book benefits from stronger protections as it is now covered by indexation or cost pass through clauses and specific pricing actions such as customer cash advances to secure raw materials. The exact method used depends on the market practices in the various markets, and typically comes with some time lag. Although these risk mitigation actions cannot constitute a perfect hedge, during Q4, it helped to restore the pre-Ukrainian war profitability level of the Group.

The uncertainties on macroeconomic developments remain, and we saw an increase of both energy and cement prices during Q4, while the steel prices were alleviating. However, we are confident that, combined with the effects of raw material prices normalization, the trend set in motion during the second part of 2022 should continue in 2023, with the high quality order book we built in 2022 turning into a gradual improvement of the profitability.

Free cash flow in the quarter amounted to € 45.2 million (34.4), primarily explained by working capital seasonality effects and the impact of inventory level reduction . Capital expenditures amounted to € 6.3 million (10.9), resulting from the strong control we maintained on investments in this period of uncertainty.

As of December 31, 2022, the Consolis Group's liquidity amounted to €106.0 million, consisting of €46.0 million of cash and cash equivalents, and €60.0 million available for drawing under the super senior revolving credit facility.

January to December

Net sales from continued operations amounted to € 1,295 million (1,106), corresponding to 17 percent sales growth. Pricing actions across all markets have positively impacted our topline, while exchange rates had a negative impact of 1.4 percent.

Order intake for the year amounted to € 1,070 million (1,352), down 21 percent vs. last year, mainly explained by a volume contraction in the residential segment, and early indication of a slowing demand on the non-residential segment in certain geographies. Demand remained strong in Western Europe and Eastern Europe.

Adjusted EBITDA from continued operations amounted to € 75.9 million (81.7), a decline by 7.1 percent vs. last year, of which the mix of exchange rates had a negative impact of 1.5 percent. The adjusted EBITDA-margin was 5.9 percent (7.4).

Consolis completed the sale of its Civil Works France business to EIM Capital on January 31st, 2022, through the disposal of Bonna Sabla S.A. and its subsidiaries. The Civil Works France business consisted mainly of (i) precast concrete drainage products, funeral elements and urban planning business and (ii) precast concrete tunnel elements manufacturing business.

On July 21st, 2022, Consolis entered into a new term facility in a principal amount of € 30 million, thus securing additional liquidity headroom for the Group. The new facility has been drawn in full.

Reconciliation Adjusted EBITDA to result before taxes

Net sales	Oct - Dec		Full year	
(€ In millions)	2022	2021	2022	2021
Adjusted EBITDA	**21.1**	**20.7**	**75.9**	**81.7**
Depreciation and amortization	(11.6)	(13.0)	(44.2)	(45.0)
Profit (loss) from sales of fixed assets	(0.3)	0.5	0.7	0.4
Impairment	(7.6)	(2.0)	(7.4)	(2.4)
Non recurring items and restructuring costs	(6.2)	6.5	(6.7)	2.6
Operating income (EBIT)	**(4.6)**	**12.3**	**18.4**	**37.3**
Financial net	(13.4)	(7.2)	(38.2)	(35.9)
Result before taxes	**(18.1)**	**5.1**	**(19.8)**	**1.4**

DEVELOPMENT PER SEGMENT

Key metrics, Consolis Group

	Net Sales				Adj. EBITDA				Adj. EBITDA %			
	Oct - Dec		Full year		Oct - Dec		Full year		Oct - Dec		Full year	
(€ in millions)	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
West Nordic	116	108	436	402	3.2	(1.4)	(3.8)	7.8	2.8%	(1.3%)	(0.9%)	1.9%
East Nordic	74	77	329	267	2.3	5.0	15.3	12.5	3.2%	6.6%	4.6%	4.7%
Western Europe	85	69	310	256	11.4	6.7	33.8	33.5	13.5%	9.6%	10.9%	13.1%
Eastern Europe	23	23	109	89	1.8	0.8	12.5	6.7	7.7%	3.3%	11.4%	7.5%
Emerging markets	29	38	136	122	1.2	7.5	20.4	21.0	4.1%	19.8%	15.0%	17.2%
Elimination/Unallocated	(6)	(7)	(25)	(29)	1.1	2.1	(2.2)	0.4	(16.3%)	(29.4%)	8.9%	(1.4%)
Consolis Group	321	308	1,295	1,106	21.1	20.7	75.9	81.7	6.6%	6.7%	5.9%	7.4%

WEST NORDIC

October to December

Net sales in West Nordic amounted to € 116 million (108). Sales growth was 7 percent, of which organic sales growth represented 12 percent and currency effects minus 5 percent. In the quarter, sales grew strongly in Norway and moderately in Denmark whereas Sweden was stable.

Order intake in the quarter was down 64 percent vs. last year and the order book totalled € 267 million, down 20 percent vs. last quarter. Although all markets experienced a contraction of the residential demand, the order intake has weakened primarily in Sweden and Norway.

As announced in our Q3 report, we have launched a restructuring program addressing West Nordic and aiming at further accelerating profit recovery, and preparing for a potential prolonged period of lower business activity. This program, which essentially consists in resizing the costs related to personnel, rationalizing our offices and writing-down loss making projects, has delivered a € 2.8 million savings in Q4, hence explaining a good part of € 3.2 million Adjusted EBTIDA generated by West Nordic during the quarter. We expect the remaining savings for 2023 to be in a range of € 10 to 12 million.

The adjusted EBITDA-margin in the quarter was 2.8 percent (-1.3), 4.9 points above previous quarter. Profit development was solid in Denmark and moderate in Sweden. Even though Sweden is the market with the longer lead time in the Group, it is now executing an order book with higher quality, which, combined with the ongoing restructuring program, mainly explain the profitability recovery. We now expect 2023 to confirm this positive path. Profit development has been stable in Norway where profitability has been negatively impacted by the low loading in two of our three facilities while the remaining production site maintained a strong operational performance.

January to December

Net sales amounted to € 436 million (402), corresponding to a sales growth of 9 percent. The adjusted EBITDA in the period was € -3.8 million (7.8) corresponding to a margin of -0.9 percent (1.9). Currency effects were 3 percent negative on net sales and 6 percent negative on adjusted EBITDA.

EAST NORDIC

October to December

Net sales in East Nordic amounted to € 74 million (77) corresponding to sales decline of 3 percent.

Order intake declined 69 percent vs. last year and was low in Finland where we have the stronger exposure to residential, and in the Baltics where we continued to face a drop in the cross border business due to higher transportation costs. Order book totaled € 97 million, down 33 percent vs last quarter.

The adjusted EBITDA-margin in the quarter came in at 3.2 percent (6.6), partially explained by provisions released in Q4 2021. We are now adjusting our capacity to the volume contraction, and we expect that the resizing of our costs, combined with the pricing actions already included in our backlog, should enable East Nordic to stabilize its profit development.

January to December

Net sales amounted to € 329 million (267) corresponding to a sales growth of 24 percent. The adjusted EBITDA in the period was € 15.3 million (12.5) corresponding to a margin of 4.6 percent (4.7), stable vs. last year.

WESTERN EUROPE

October to December

Net sales in Western Europe amounted to € 85 million (69). Sales growth was 22 percent (24 percent adjusted for discontinued operations in the Netherlands which was € 0.8 million in Q4 2021). Sales grew primarily in Spain during the quarter, and in the Netherlands to a lesser extent.

Order intake slightly declined in the quarter vs. last year at € 65 million (75) and the order book totaled € 141 million, down 12 percent vs. last quarter, but still at a high level compared to historical figures

The adjusted EBITDA-margin in the quarter was 13.5 percent (9.6), 5.1 points above previous quarter. both the Netherlands and Spain contributing to the strong profit development and delivering a solid operational performance in a shrinking residential market.

January to December

Net sales amounted to € 310 million (256). Sales growth was 21 percent adjusted for discontinued operations in the Netherlands which was € 4.7 million in 2021. The adjusted EBITDA in the period was € 33.8 million (33.5) corresponding to a margin of 10.9 percent (13.1).

EASTERN EUROPE

October to December

Net sales in Eastern Europe amounted to € 23 million (23), corresponding to 1 percent sales growth, of which organic sales growth represented 7 percent and currency effects minus 6 percent. Sales growth was strong primarily in Romania.

Order intake in the quarter declined by 28 percent vs. last year at € 19 million. The order book remained high at € 33 million, down 8 percent vs. last quarter but stable compared to same period last year. We continue to see positive perspectives for significant industrial projects in the coming months.

The adjusted EBITDA-margin was 7.7 percent (3.3), positively affected by high production level and a strong control of costs. Eastern Europe is the segment where we structurally have the shortest time gap between order intake and sales and hence a shorter lead-time until our mitigating pricing actions impact the profitability.

January to December

Net sales amounted to € 109 million (89), corresponding to a sales growth of 23 percent, of which 27 percent organic and minus 4 percent currency effects. The adjusted EBITDA in the period was € 12.5 million (6.7) corresponding to a margin of 11.4 percent (7.5).

EMERGING MARKETS

October to December

Net sales in Emerging markets amounted to € 29 million (38). Sales decline was 23 percent, of which the organic sales decline was 11 percent and currency effects minus 12 percent, primarily explained by a strong fourth quarter delivered by Egypt and Indonesia in 2021. Tunisia was stable.

Order Intake came in at € 32 million (44) and was low in Egypt and Indonesia, but given the nature of the business we tend to see high variations between quarters. Order book totalled € 137 million, down 12 percent vs. last quarter, but still at a high level despite the impact of the continuous Egyptian pound devaluation.
The adjusted EBITDA-margin was 4.1 percent (19.8), primarily explained by the temporary closure of our manufacturing facility in Egypt due to the shortage of hard currencies (some goods we need to operate the factory have been blocked in the port during several weeks as we were not able to source euros from local banks, but have now been released and operations are fully up and running), as well as the devaluation of the Egyptian pound which, combined with a cost inflation higher than expected, has negatively impacted our profitability.

January to December

Net sales amounted to € 136 million (122), corresponding to a sales growth of 11 percent, of which 12 percent was organic and minus 1 percent currency effects. The adjusted EBITDA in the period was € 20.4 million (21.0) corresponding to a margin of 15.0 percent (17.2).

UNALLOCATED COSTS

In addition to our operating segments, we 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 Q4, we had a positive effect in allocated costs of € 1.1 million.

FINANCIAL NET

October to December

Net financial items for the period ended amounted to € -13.4 million, a decrease by € 6.2 million compared to last year. The interest expenses was slight higher due to the new loan of € 30 million, that was fully drawn the entire period. In the quarter FX had negative impact, mainly explained by Swedish kronor and Egyptian pound.

January to December

Net financial loss for the period ended amounted to € 38.2 million, a increase by € 3.2 million compared to last year. The refinancing that took place in Q2 2021 has had a positive impact, with interest expenses being approx. € 1.6 million lower vs last year. The decrease was partly offset by the interest related to the new term loan that was drawn in August 2022. During Q4 FX had negative impact, mainly explained by Swedish kronor and Egyptian pound.

Financial net

	Oct - Dec		Full year	
(€ in millions)	2022	2021	2022	2021
FINANCIAL INCOME				
Interest income	(0.2)	0.3	1.0	1.4
Other financial income	0.7	0.8	2.2	2.0
FINANCIAL EXPENSES				
Interest expenses	(8.3)	(6.7)	(30.0)	(31.7)
Currency exchange losses/gains	(2.6)	0.0	(4.7)	(1.3)
Other financial expenses	(2.9)	(1.5)	(6.6)	(6.3)
Financial loss	**(13.4)**	**(7.2)**	**(38.2)**	**(35.9)**

CASH FLOW

October to December

Free cash flow in the quarter amounted to € 45.2 million (34.4), primarily explained by working capital seasonality effects and the impact of inventory level reduction . Capital expenditures amounted to € 6.3 million (10.9), resulting from the strong control we maintained on investments in this period of uncertainty.

Operating Cash flow, cash conversion

	Oct - Dec		Full year	
(€ in millions)	2022	2021	2022	2021
Adjusted EBITDA	21.1	20.7	75.9	81.7
Change in NWC	35.8	27.0	(9.9)	(8.9)
Capex	(6.3)	(11.0)	(17.1)	(26.0)
Operating cash flow	**50.6**	**36.7**	**48.8**	**46.9**
Cash conversion	**240%**	**177%**	**64%**	**57%**

Free cash flow

	Oct - Dec		Full year	
(€ in millions)	2022	2021	2022	2021
CF from operating activities (statutory)	51.4	45.4	48.8	46.1
Capex and proceeds from sales of fixed assets	(6.3)	(10.9)	(14.8)	(24.0)
Free cash flow	**45.2**	**34.4**	**34.1**	**22.1**

NET DEBT

The table shows Net Debt and leverage from the Issuers perspective (Compact Bidco). Compact Bidco is the direct parent company of Consolis Group. Net debt for the issuer amounted to € 419.8 million for the year ended December 31, 2022, corresponding to a leverage of 5.5. The difference in net debt of the issuer compared to figures in note 6 (Consolis Group) is the Shareholder loan from Compact Bidco to Consolis Holding S.A.S. and subsidiaries.

Net Debt

	Dec	Dec
(€ in millions)	2022	2021
Cash&Cash equivalents	(46.0)	(51.8)
Revolving credit facilities	15.0	-
Senior secured notes	300.0	300.0
Total Net senior secured debt of the issuer	**269.0**	**248.2**
Other debt	80.4	58.5
Lease Liabilities	70.5	71.9
Total Net Debt of the issuer	**419.8**	**378.6**
Adjusted EBITDA (LTM)	75.9	81.7
Leverage	**5.5x**	**4.6x**

OTHER INFORMATION

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 since new year 2023 at JA. van Leeuwenhoekweg 38 D 2, 2408 AN Alphen aan den Rijn, the Netherlands. The Issuer is the direct parent company of Consolis Holding S.A.S. 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 December 31 the material differences between Compact Bidco and Consolis group were the PIK loan cascaded down from Compact Midco 2 as a equity injection to Compact Bidco, and further down from Compact Bidco to Consolis Holding S.A.S. as a capital injection and shareholder loan. Compact Bidco holds the senior secured notes, cascaded down as shareholder loans.

About Consolis

Consolis is a European leader in precast concrete solutions providing highly engineered and sustainable solutions for the building and utilities sectors. Together with our customers we create beautiful buildings and infrastructure with the qualities to serve local communities for centuries to come. Well-built for Well-being, that is our reason to be.

We believe in responsible industry leadership, and we are committed to lead the sustainable transformation of our industry.

Consolis Holding S.A.S is the parent company of Consolis Group.

Significant risks and uncertainties

Consolis 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. For management estimates and accounting estimates for such uncertainties, refer to Note 4 in Annual report 2021. The Group is also exposed to various kinds of financial risks, such as currency, interest and liquidity risks. For further information on financial risks, refer to note 6 Annual report 2021.

The war in Ukraine has had a key impact on the world around us. In addition to the human tragedy for the people the war touches, the situation risks macroeconomic growth in the world. For Consolis this can affect the construction industry through greater uncertainty and cautiousness concerning investments, continued high raw material and energy prices and material shortages and delivery problems. Consolis is continuously following up on risks and mitigating activities to reduce the impacts on the Group. Consolis does not have any revenue derived from Russia or Ukraine.

During 2022 Consolis have faced an inflationary environment in most markets, together with increased interest levels. In the majority of new contracts, index clauses have been included to pass on cost increase to the costumers. While the majority of the financing (senior secured notes) are fixed at 5.75 the interest risk is somewhat levered due to the new term loan that was entered during summer, as this is based on EURIBOR 6m.

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 6. 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 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

[Nothing to report]

Review

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

Confirmation

The CEO confirms that this report provides a fair overview of the Company's business, position and results and describes the significant risks and uncertainties facing the Company and its subsidiaries

Stockholm
February 23, 2023

Mikael Stöhr
CEO Consolis

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Daniel Warnholtz, Group CFO
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Financial calendar

Annual report and sustainability report on April 28, 2023
Q1 Interim report on May 17, 2023
Q2 Interim report on July 21, 2023
Q3 Interim report on November 16, 2023

CONSOLIDATED STATEMENT OF INCOME

	Oct - Dec		Full year	
(€ in millions)	2022	2021	2022	2021
Net sales	320.9	308.2	1,295.4	1,106.1
Production cost of goods sold	(258.5)	(254.7)	(1,064.7)	(888.3)
SALES MARGIN	**62.4**	**53.5**	**230.8**	**217.7**
Production overheads	(24.2)	(17.0)	(86.5)	(76.1)
Sales and marketing costs	(6.8)	(8.4)	(26.0)	(29.2)
Administrative costs	(20.6)	(19.3)	(79.9)	(70.9)
Research and development costs	(1.3)	(1.1)	(6.6)	(4.9)
OPERATING INCOME FROM ORDINARY ACTIVITIES	**9.5**	**7.7**	**31.8**	**36.7**
Other income and expenses from operations	(14.1)	4.6	(13.4)	0.6
OPERATING INCOME	**(4.6)**	**12.3**	**18.4**	**37.3**
Financial (loss) / income	(13.4)	(7.2)	(38.2)	(35.9)
RESULT BEFORE TAXES	**(18.1)**	**5.1**	**(19.8)**	**1.4**
Income taxes	(3.3)	(5.2)	(10.8)	(12.7)
NET PROFIT / (LOSS) from continued operations	**(21.3)**	**(0.1)**	**(30.6)**	**(11.3)**
NET PROFIT / (LOSS) from discontinued operations	6.2	(8.1)	16.1	(1.0)
NET PROFIT / (LOSS)	**(15.2)**	**(8.2)**	**(14.5)**	**(12.3)**
NET PROFIT / (LOSS) FOR THE PERIOD ATTRIBUTABLE TO:				
Shareholders of Consolis Group	(14.1)	(9.5)	(17.9)	(16.6)
Non-controlling interest	(1.0)	1.3	3.5	4.3

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(€ in millions)	2022	2021	2022	2021
From continued operations				
NET PROFIT / (LOSS)	**(21.3)**	**(0.1)**	**(30.6)**	**(11.3)**
Other comprehensive income (loss) to be reclassified to statement of income in subsequent periods:				
Currency translation adjustments	(12.0)	(0.3)	(16.5)	1.9
Other comprehensive income (loss) not to be reclassified to statement of income in subsequent periods:				
Change in actuarial gains and losses	2.9	3.1	2.9	3.1
Change in actuarial gains and losses – tax effect	(0.7)	(0.4)	(0.7)	(0.4)
TOTAL OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX	**(9.8)**	**2.4**	**(14.3)**	**4.6**
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX	**(31.2)**	**2.2**	**(44.9)**	**(6.7)**
From discontinued operations				
NET PROFIT / (LOSS)	**6.2**	**(8.1)**	**16.1**	**(1.0)**
TOTAL OTHER COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX	**-**	**1.2**	**-**	**2.1**
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX	**6.2**	**(6.9)**	**16.1**	**1.1**
Total				
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE PERIOD, NET OF TAX	**(25.1)**	**(4.8)**	**(28.8)**	**(5.6)**
ATTRIBUTABLE TO:				
Shareholders of Consolis Group	(22.4)	(7.4)	(27.8)	(11.2)
Non-controlling interest	(2.6)	2.6	(0.9)	5.7

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(€ in millions)	Dec 31 2022	Dec 31 2021
ASSETS		
Goodwill	191.1	204.6
Intangible assets	53.4	57.8
Property, plant and equipment	224.3	236.5
Long-term financial assets including derivatives	3.2	3.4
Other non-current assets	11.2	10.8
Deferred tax assets	2.3	4.6*
TOTAL NON-CURRENT ASSETS	**485.4**	**517.8**
Inventories	66.0	61.3
Accounts receivables and other receivables	234.8	235.2
Current tax receivables	1.7	1.4
Other current assets	8.2	8.9
Cash and cash equivalents	46.0	51.8
TOTAL CURRENT ASSETS	**356.8**	**358.6**
Assets classified as held for sale	-	51.2
TOTAL ASSETS	**842.2**	**927.6**
EQUITY AND LIABILITIES		
Share capital and share premium	421.3	403.3
Retained earnings and other reserves	(455.5)	(427.7)*
SHAREHOLDERS' EQUITY	**(34.2)**	**(24.3)**
NON-CONTROLLING INTERESTS	**11.0**	**17.4**
TOTAL EQUITY	**(23.2)**	**(6.9)**
Non-current financial debts	392.0	382.4
Employee benefit obligations	16.3	16.2
Non-current provisions	10.7	11.2
Other non-current liabilities	1.0	1.1
Deferred tax liabilities	11.0	12.1*
TOTAL NON-CURRENT LIABILITIES	**431.1**	**423.0**
Current financial debts	84.1	76.6
Accounts payables and other liabilities	336.7	329.9
Employee benefit obligations	-	4.4
Current provisions	5.4	5.8
Income tax payables	8.0	5.3
TOTAL CURRENT LIABILITIES	**434.3**	**422.0**
Liabilities classified as held for sale	-	89.5
TOTAL EQUITY AND LIABILITIES	**842.2**	**927.6**

** Opening balance as of January 1, 2021 have been restated with € 8,0 million to reflect a prior year adjustment related to accounting for deferred taxes.This does also impact 2022 opening balance.*

CONSOLIDATED STATEMENT OF CASH FLOWS

	Oct - Dec		Full year	
(€ in millions)	2022	2021	2022	2021
Cash flows from operating activities				
Net income	(21.3)	(0.1)	(30.6)	(11.3)
Adjustments for income and expenses:	37.4	18.2	97.6	72.5
Depreciation and amortization expenses	11.6	13.0	44.2	45.1
Impairment of intangible / tangible assets	7.6	2.0	7.4	2.4
Financial income and expenses	13.4	7.2	38.2	35.9
Taxes	3.3	5.1	10.8	12.6
Other non-cash (expenses) / income, net	1.4	(9.2)	(2.9)	(23.6)
Change in working capital	35.8	27.0	(9.9)	(8.9)
Income tax paid	(0.4)	0.4	(8.3)	(6.3)
Net cash from (used in) operating activities – continued operations	**51.4**	**45.3**	**48.8**	**46.1**
Net cash from (used in) operating activities – discontinued operations	-	3.9	(10.1)	(30.0)
Net cash from (used in) operating activities	**51.4**	**49.3**	**38.7**	**16.1**
Cash flows from investing activities				
Purchase of Property, Plant and Equipment	(5.2)	(9.0)	(15.3)	(21.3)
Acquisitions of intangible assets	(1.1)	(2.0)	(1.8)	(4.7)
Proceeds from the sale of non-current assets	(0.0)	0.1	2.3	2.0
Impact in consolidation scope change	-	(0.4)	(0.0)	(1.0)
Disposals of business (net of cash divested)	(0.0)	-	(8.4)	114.8
Change in financial assets and other assets	0.9	(0.1)	(0.1)	0.1
Interests received	0.0	0.3	1.1	1.3
Net cash from (used in) investing activities – continued operations	**(5.9)**	**(11.1)**	**(22.2)**	**91.2**
Net cash from (used in) investing activities – discontinued operations	-	(3.8)	(0.1)	(5.2)
Net cash from (used in) investing activities	**(5.9)**	**(14.9)**	**(22.4)**	**86.0**
Cash flows from financing activities				
Proceeds from borrowings	(1.2)	7.7	121.3	257.2
Repayment of borrowings	(29.3)	(46.0)	(97.7)	(360.3)
Net proceeds from factoring	(4.7)	19.4	(4.1)	21.0
Other changes	(3.6)	(0.7)	(8.3)	(5.0)
Interest paid	(12.7)	(10.5)	(28.9)	(33.6)
Dividends paid	0.6	(0.2)	(2.4)	(1.3)
Net cash from (used in) financing activities – continued operations	**(50.8)**	**(30.3)**	**(20.2)**	**(122.1)**
Net cash from (used in) financing activities – discontinued operations	-	(1.2)	0.5	(5.8)
Net cash from (used in) financing activities	**(50.8)**	**(31.5)**	**(19.7)**	**(127.9)**
Cash and cash equivalents at beginning of the period	**52.9**	**59.2**	**51.8**	**80.3**
Change in cash and cash equivalents	(5.3)	(2.0)	6.5	16.3
Change in cash and cash equivalents – discontinued operations	-	2.2	(9.8)	(40.9)
Cash classified as held for sale	-	(4.5)	-	(4.5)
Exchange gains (losses) on cash and cash equivalent	(2.7)	0.3	(3.5)	0.7
Net Cash and cash equivalents at end of the period	**44.9**	**51.8**	**44.9**	**51.8**
Bank overdraft	1.1	0.0	1.1	0.0
Cash and cash equivalents at end of the period	**46.0**	**51.8**	**46.0**	**51.8**

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(€ in millions)	Share-holders' Equity	Non-Controlling Interests	Total Equity	Share-holders' Equity	Non-Controlling Interests	Total Equity
	Jan -Dec 2022*			Jan - Dec 2021*		
Balance at beginning of period	**(24.3)**	**17.4**	**(6.9)**	**(17.0)**	**16.5**	**(0.5)**
Net (Loss) income for the period	(17.9)	3.5	(14.5)	(16.6)	4.3	(12.3)
Other comprehensive income/ (loss)						
Items that will not be reclassified to profit or loss						
Change in actuarial gains and losses	2.9	-	2.9	4.1	-	4.1
Tax on items that will not be reclassified to profit or loss	(0.7)	-	(0.7)	(0.8)	-	(0.8)
Items that will be reclassified to profit or loss						
Currency translation adjustments	(12.1)	(4.4)	(16.5)	2.0	1.3	3.3
Other comprehensive income/ (loss), net of tax	**(9.9)**	**(4.4)**	**(14.3)**	**5.4**	**1.3**	**6.7**
Total comprehensive income/ (loss)	**(27.8)**	**(0.9)**	**(28.8)**	**(11.2)**	**5.7**	**(5.6)**
Transactions with owners						
Capital increase	18.0	-	18.0	-	-	-
Dividend	-	(5.5)	(5.5)	-	(0.7)	(0.7)
Others	-	-	-	3.9	(4.0)	(0.1)
Balance at end of period	**(34.1)**	**11.0**	**(23.2)**	**(24.3)**	**17.4**	**(6.9)**

** Opening balance as of January 1, 2021 have been restated with € 8,0 million to reflect a prior year adjustment related to accounting for deferred taxes. This does also impact 2022 opening balance.*

NOTES

1. ACCOUNTING POLICIES

The consolidated financial statements comprise Consolis Holding 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 Annual report for 2021. No new and revised standards and interpretations effective from January 1, 2022 are considered to have any material impact on the financial statements.

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 2021 for balance sheet items. Rounding differences may occur.

2. SEGMENT INFORMATION

Within Consolis, the segments are grouped on a geographical basis, where smaller countries/markets are grouped together with larger countries that share characteristics and/or management. The segments reflect the internal reporting that is used for review by the Chief Executive Officer in his role as CODM for determining the allocation of resources and assessing performance.

West Nordic

Building operations in Sweden, Denmark and Norway. Segment products include hollow core floors, structural elements, stairs, walls and façades. 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 façades. 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. There are cross border trade from Baltics to West Nordic segment.

Western Europe

Building operations in the Netherlands, Germany and Spain. Segment products include hollow core floors and structural elements, stairs, walls and façades. 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 façades. 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 Egypt and Indonesia, operations are managed with local partners.

Oct -Dec	West Nordic		East Nordic		Western Europe		Eastern Europe		Emerging Markets		Un allocated		Elim		Consolis	
(€ in millions)	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Sales before eliminations	116	108	74	77	85	69	23	23	29	38	(0)	-	(6)	(7)	321	308
Eliminations			(6)	(7)												
Net sales	116	108	68	70	85	69	23	23	29	38	(0)	-	(6)	(7)	321	308
Adjusted EBITDA (non-GAAP measure)	3.2	(1.4)	2.3	5.0	11.4	6.7	1.8	0.8	1.2	7.5	1.1	2.1			21.1	20.7
Depreciation and amortization											(11.6)	(13.0)			(11.6)	(13.0)
Profit (loss) from sales of fixed assets											(2.0)	0.5			(2.0)	0.5
Impairment											(7.6)	(2.0)			(7.4)	(2.0)
Adjustments and restructuring costs											(6.2)	1.5			(6.2)	1.5
Operating income															**(4.6)**	**12.3**
Financial net											(13.4)	(7.2)			(13.4)	(7.2)
Result before taxes															**(18.1)**	**5.1**
Capex	(0.7)	(1.5)	(0.4)	(1.1)	(2.9)	(4.1)	(1.1)	(1.0)	(0.8)	(1.6)	(0.4)	(1.4)	0.0	(0.3)	(6.3)	(11.0)

Jan - Dec	West Nordic		East Nordic		Western Europe		Eastern Europe		Emerging Markets		Un allocated		Elim		Consolis	
(€ in millions)	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Sales before eliminations	436	402	329	267	310	256	109	89	136	122	-	-	(25)	(29)	1,295	1,106
Eliminations			(25)	(29)									25	29		
Net sales	436	402	304	238	310	256	109	89	136	122	-	-	-	-	1,295	1,106
Adjusted EBITDA	(3.8)	7.7	15.3	12.5	33.8	33.5	12.5	6.7	20.4	21.0	(2.2)	0.4			75.9	81.7
Depreciation and amortization											(44.2)	(45.0)			(44.2)	(45.0)
Profit (loss) from sales of fixed assets											0.3	0.4			0.7	0.4
Impairment											(5.7)	(2.4)			(5.7)	(2.4)
Other items affecting comparability											(6.7)	5.3			(6.7)	5.3
Operating income											-	-			**18.4**	**37.3**
Financial net											(38.2)	(35.9)			(38.2)	(35.9)
Result before taxes											**-**	**-**			**(19.8)**	**1.4**
Capex	(2.8)	(4.9)	(2.4)	(2.1)	(6.6)	(9.8)	(2.0)	(1.8)	(2.4)	(4.1)	(1.0)	(3.2)	-	-	(17.1)	(26.0)

Quarterly data

(€ in million)	2020				2021				2022			
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4
Net sales												
West Nordic	96	99	87	99	101	108	84	108	108	114	98	116
East Nordic	63	66	67	62	56	62	72	77	83	87	84	74
Western Europe	66	69	61	60	58	69	60	69	70	82	73	85
Eastern Europe	16	17	17	16	17	21	27	23	29	28	29	23
Emerging markets	25	15	28	30	27	28	30	38	33	35	38	29
Adjusted EBITDA												
West Nordic	4.0	6.3	4.4	9.7	3.9	4.8	0.3	(1.4)	(3.3)	(1.6)	(2.1)	3.2
East Nordic	2.2	3.7	3.8	6.2	0.8	2.8	3.8	5.0	5.6	3.5	3.8	2.3
Western Europe	6.7	11.6	8.8	11.1	8.4	11.2	7.3	6.7	6.4	9.7	6.2	11.4
Eastern Europe	1.7	2.1	1.7	1.4	1.3	2.1	2.6	0.8	3.5	3.0	4.2	1.8
Emerging markets	3.1	0.2	5.2	4.6	4.3	3.7	5.5	7.5	6.0	5.8	7.4	1.2
Adjusted EBITDA %												
West Nordic	4.2%	6.4%	5.1%	9.7%	3.8%	4.4%	0.4%	(1.3%)	(3.1%)	(1.4%)	(2.1%)	2.8%
East Nordic	3.5%	5.6%	5.7%	10.0%	1.4%	4.6%	5.3%	6.6%	6.8%	4.0%	4.5%	3.2%
Western Europe	10.2%	16.9%	14.4%	18.4%	14.4%	16.1%	12.2%	9.6%	9.0%	11.9%	8.4%	13.5%
Eastern Europe	10.3%	12.5%	9.9%	8.6%	7.2%	9.6%	9.7%	3.3%	12.2%	10.9%	13.9%	7.7%
Emerging markets	12.4%	1.5%	18.8%	15.3%	16.2%	13.4%	18.3%	19.8%	18.0%	16.5%	19.7%	4.1%
Order book												
West Nordic	310	309	290	307	318	346	376	391	406	374	335	267
East Nordic	143	136	114	118	122	165	191	210	205	177	145	97
Western Europe	115	109	106	112	132	134	130	137	177	181	161	141
Eastern Europe	22	18	19	22	20	27	31	34	35	39	36	33
Emerging markets	111	125	117	108	133	149	168	178	162	153	155	137
Order intake												
West Nordic	95	83	72	98	113	134	109	121	124	91	57	44
East Nordic	66	58	44	58	60	104	83	92	76	63	52	29
Western Europe	71	52	53	69	79	70	54	75	106	88	51	65
Eastern Europe	18	13	19	19	15	28	32	26	29	34	28	19
Emerging markets	31	32	21	22	50	45	47	44	26	22	35	32
Book to bill ratio												
West Nordic	1.0	0.8	0.8	1.0	1.1	1.2	1.3	1.1	1.2	0.8	0.6	0.4
East Nordic	1.1	0.9	0.7	1.0	1.1	1.7	1.2	1.2	0.9	0.7	0.6	0.4
Western Europe	1.1	0.8	0.9	1.2	1.4	1.0	0.9	1.1	1.5	1.1	0.7	0.8
Eastern Europe	1.1	0.8	1.1	1.2	0.9	1.3	1.2	1.2	1.0	1.2	0.9	0.8
Emerging markets	1.3	2.1	0.8	0.8	1.9	1.6	1.6	1.2	0.8	0.6	0.9	1.1

3. OTHER INCOME AND EXPENSES

	Oct - Dec		Jan-Dec	
(€ in millions)	2022	2021	2022	2021
Profit/(loss) from sale of fixed assets	(0.3)	0.5	0.7	0.4
Restructuring costs	(6.2)	(1.5)	(6.7)	(5.3)
Impairment (charge)/reversal	(7.6)	(2.0)	(7.4)	(2.4)
Other items	(0.0)	8.0	(0.0)	7.9
Other income and expenses from operations	**(14.1)**	**5.0**	**(13.4)**	**0.6**

Profit/(loss) from sale of fixed assets
During the year Consolis have divested 3 real estate sites in Finland and Germany.

Restructuring cost
Recorded restructuring cost mainly comprises restructuring charge related to the previously mentioned restructuring programme in West Nordic, which have also impacted the operation in East Nordic segment due to lower level of cross border trade from Baltics to Sweden and Finland. Out of the previous communicated € 6-7 million we have charged € 5.9 million, where of € 2.5 had a cash impact in 2022 and the remaining part is expected to effect H1 2023.

Impairment charge
As part of year end closing we performed a impairment test. The methodology was unchanged compared to last year, for further description of applied CGU refer to note 11.3 in the Annual report for 2021. The outcome of the test indicated a need for impariment on Norway and France. An impariment charge was recorded of € 5.4 million on Norway and € 0.4 million on France, affecting the value on goodwill.

Apart from this we have also recorded an impariment charge amounting to € 1.7 million related to other intangible assets, where we have written off the value for an internally developed tool for optimising hollow core design. The triggering event was that the Nehterlands decided to not roll out the application, which changed the business case significantly.

Other items
Last year, other items were effected by a curtailment gain due to changes pension plans in the Netherlands.

4. DISCONTINUED OPERATIONS

Civil works France disposal
Consolis completed the sale of its Civil Works France business to EIM Capital on January 31, 2022, through the disposal of Bonna Sabla S.A. and its subsidiaries. The Civil Works France business consisted mainly of (i) precast concrete drainage products, funeral elements and urban planning business and (ii) precast concrete tunnel elements manufacturing business. Consolis' intention was to use an estimated € 45 million of cash in order for the CWF Business to be self-sufficient between the issue date of the senior secured notes and the completion date of the disposal. The total amount of cash used is expected to be in line with the previously communicated amount € 45 million. On closing, January 31, 2022, an injection of € 17.3 million was done. In addition, Consolis had an obligation to fund € 20 million of cash, which was recovered from the real estate asset transaction that was completed on June 30, 2022.

Presentation in the financial statements
As of December 2022, the Civil Works France were divested hence no assets or liabilities were part of consolidated numbers for Consolis Group. The line "result from discontinued operations" consists of net result for the period Bonna Sabla and subsidiaries were part of Consolis group (January 1-31) and net gain from the disposal, amounting to € 16.7 million. In the quarter Consolis reviewed the net gain calculation and adjusted the recorded result. The adjustment was impacted by release of contingencies related to certain claims for which Consolis were responsible according to the sales and purchase price agreement, and to lower level of uncertainties related to certain real estate disposals.

	Oct - Dec		Jan - Dec	
(€ in millions)	2022	2021	2022	2021
Net result from Civil Works France operations	-	(8.1)	(0.6)	(30.3)
Net gain from Civil Works France divestment	6.2	-	16.7	-
Net result from Rail operations	-	-	-	2.7
Net gain from Rail divestment	-	-	-	26.6
Result from discontinued operations	**6.2**	**(8,1)**	**16.1**	**(1.0)**

5. FINANCIAL (LOSS)/INCOME

	Oct - Dec		Jan - Dec	
(€ in millions)	2022	2021	2022	2021
Financial income				
Interest income	(0.2)	0.3	1.0	1.4
Other financial income	0.7	0.8	2.2	2.0
Financial expenses				
Interest expenses	(8.3)	(6.7)	(30.0)	(31.7)
Currency exchange losses	(2.6)	0.0	(4.7)	(1.3)
Other financial expenses	(2.9)	(1.5)	(6.6)	(6.3)
Financial (loss) / income	**(13.4)**	**(7.2)**	**(38.2)**	**(35.9)**

6. INTEREST-BEARING LIABILITIES

(€ in millions)	Dec 2022	2021
Non-current interest-bearing liabilities		
Shareholder loan	305.8	324.3
Lease liabilities	53.2	54.4
Other loans	33.2	3.6
Total non-current interest-bearing liabilities	**392.0**	**382.4**
Current interest-bearing liabilities		
Factoring - net liability [1]	45.5	54.0
Accrued interests	4.7	4.2
Revolving credit facilities	15.0	-
Current portion of long-term loans	0.6	0.6
Lease liabilities	17.3	17.5
Bank overdrafts	1.1	0.0
Other loans	0.0	0.3
Total current interest-bearing liabilities	**84.1**	**76.6**
Total interest-bearing liabilities	**476.1**	**459.0**

[1] Factoring is presented net of guarantee reserve

2022 Term Loan

On July 21, 2022, Consolis entered into a new term facility by certain of its subsidiaries, in a principal amount of € 30 million, with certain unaffiliated third-party lenders, thus securing additional liquidity headroom for the Group. The new facility matures on May 31 2025 (if not repaid earlier), and accrues interest at a floating rate based on EURIBOR, with a 700 basis points margin. The new facility was borrowed by certain members of Consolis that are not guarantors of the Group's senior secured revolving credit facility or senior secured notes, and are incorporated in Germany, Poland and Spain. The new facility is secured over the shares of certain members of the Group incorporated in Germany, Norway, Poland and Spain, and guaranteed by such entities and their direct parent companies. It is also secured over certain real estate assets located in Germany, Norway and Poland. The aggregate market value of the real estate assets subject to security is estimated at approximately €40 million.

Factoring

Consolis factoring agreement includes a non-recourse mechanism which offers a protection in case of a non-payment of the receivables that have been assigned to the factor. When the Group considers it has transferred substantially all the associated risks and rewards to the factor, both the receivables that are covered by the credit insurance policy and the corresponding debts are derecognized from the consolidated statement of financial position. Note that advance payments, interim billings and cash withheld for warranty retention cannot be deconsolidated as per the factoring agreement.
As of December 31, 2022, the factoring liability amount is €107.7 million out of which € 62.2 million were derecognized.

A guarantee fund (to guarantee the repayment of the amounts of which Consolis may become debtor with CALF) was constituted at the beginning of the factoring contract. The guarantee fund is defined as a percentage of the total amount of financed receivables and doesn't generate interest. For the period ended December 31, 2022, the guarantee fund amounted to €5.2 million with a remaining portion of the guarantee fund netted with the factoring liability of € 5.3 million.

7. ALTERNATIVE PERFORMANCE MEASURES

Consolis presents certain financial measures in the interim report that are not defined according to IFRS and qualifies as non-GAAP measures. The Company believes that these measures provide valuable supplemental information to stakeholders 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	Orders agreed with costumers, not yet delivered	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	The key figure used to monitor revenues expectation on evaluation of the order book. A ratio 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. 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 Total operating income – Operating expenses	The key figure used to monitor the company's profit generated by operating activities. 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 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 EBITDA + Items affecting comparability	The key figure of Items affecting comparability is used to achieve a fair comparison of the underlying development of business operations
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 divestment of operations 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 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 divided by adjusted EBITDA Operating cash flow/Adjusted EBITDA	The key figure used as an efficiency measure of the 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 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 last twelve months adjusted EBITDA	The key figure used to monitor the level of the company's indebtedness

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