rekeep

minds that work

Call on Q4 2020 Results

March 18th, 2021, 17CET

Disclaimer

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Annual Report figures in this presentation have been approved by Board of Directors, waiting for formal auditor's opinion

Pro-Forma Revenues, EBITDA and EBIT are not audited or reviewed or intended to comply with applicable accounting standards – they are provided for illustrative purposes only and does not purport to represent or project current or future results.

Index and Presenters

Rekeep speakers

Giuliano Di Bernardo

Chairman and CEO

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CFO

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Key Quarter Highlights

Revenues

- Financials demonstrated proven resilience of the Group performance with no material impact by Covid19 outbreak in 2020, confirming Healthcare the preferred client base with more than 60% of the total in Q4
- Q4 2020 revenues exceeds for the first time quarterly €300m level, leading to €308.5m with a material +9.3% increase vs. Q4 2019, driven by a growth both in FM and L&S
- Despite Covid19, Rekeep delivered growth: increase of 2.5% in FY 2020 figures landing at €1.081m, increasing from pre-Covid level (€1.055m ~ FY 2019)

EBITDA / EBITDA Margin

- Announced Guidance accomplished on target EBITDA: FY2020 EBITDA at €119.7m within the forecasted range of €118-120m with a sound increase of 8.1% vs FY2019
- Quarterly Pro-Forma EBITDA at €33.6m, increased by +16.8% vs. Q4 2019, with marginality up to 10.9%

Backlog & Pipeline

- Solid Pipeline evolution and commercial performance driven by Renewals while New Market was partially affected by a slowdown in final awarding process
- Win rate (both on # of tenders and multi-annual value) achieved in 2020 confirms the leading role of Rekeep in Italy as well as in Poland
- Stable level for Backlog at €2.7Bn (2.5xRevenues), also supported by Polish contribution

NWC

- NWOC at €31.2m, with a sharp seasonal decrease vs. Q3 2020 (-32.3m) - Domestic NWOC approx. close to zero
- DSOs landing at 159 days, recovering the delay in invoicing registered in Q3 2020 due to higher extraordinary activity. DPOs stable at 220 days in line with past quarters
- Despite Covid-19, no sign of deterioration in clients' ability to pay, so far

Net Financial Profile and Cash Position

- The Company continues to show its commitment to deleverage, while retaining a sound liquidity position
- Strong cash position on B/S of €90.5m despite the full repayment of ssRCF before year end
- At year end, NFP *(w/o Poland Put Option)* at €321.2m with a material decrease of the leverage* by -0.6x (2.68x) vs FY 2019

Other

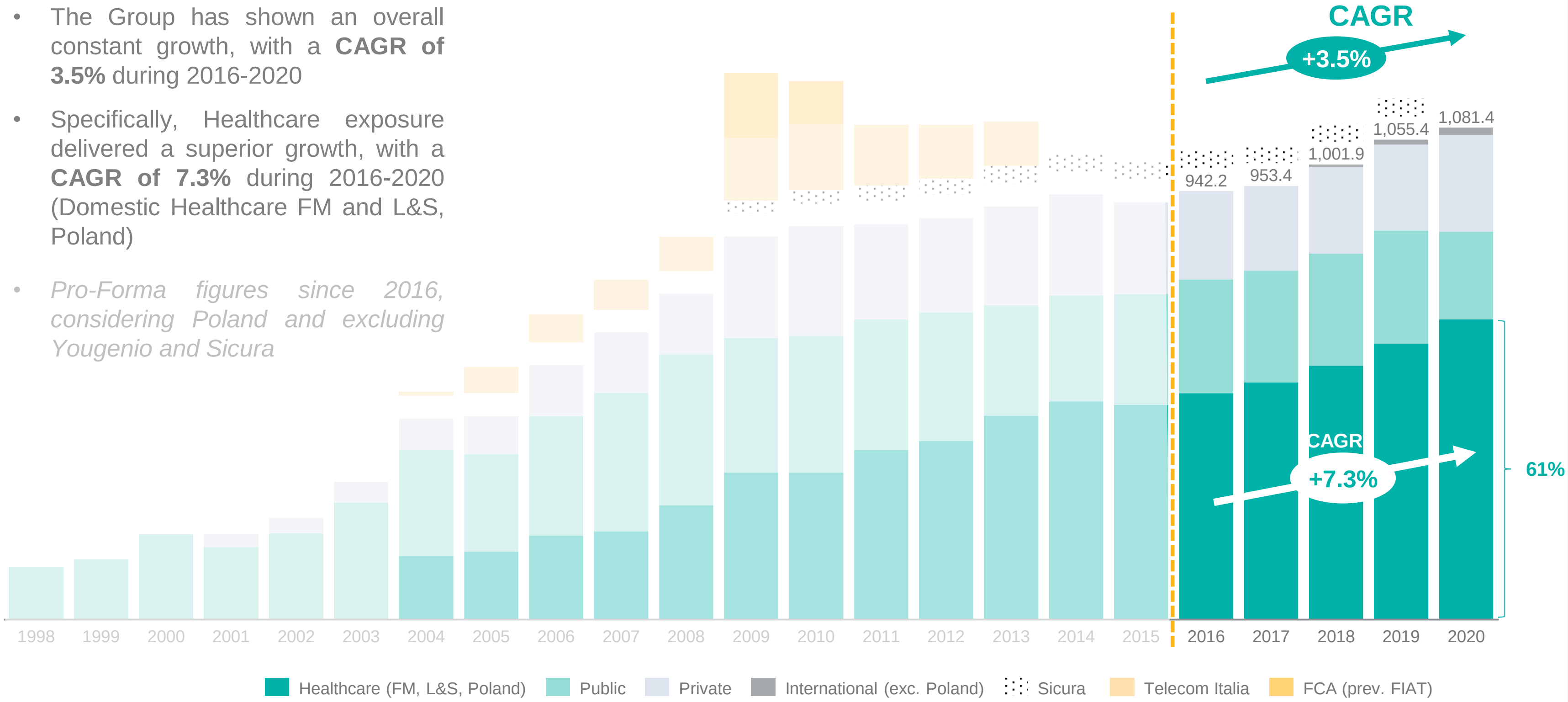
- In FY2020, Rekeep Polska delivered intense growth in Healthcare FM (+22% vs FY2019) while registered a slight slowdown in Healthcare Catering (-5% vs FY2019)
- Recalculation of ICA fine on FM4 tender set at €79.8m, accounted as a cost. Rekeep started paying the remaining 69 installments in Q1 2021. As of today, 6 instalments (out of 72) have been paid

- ***In Jan. 2021, the Group successfully completed the refinancing of its SSN2022, with a new bond, €350m SSN2026 5NC2 at 7.25% and a new ssRCF for €75m, followed by a €20m Tap Issuance***

(*) Net Financial position (w/o Put Option) / LTM Pro-Forma EBITDA

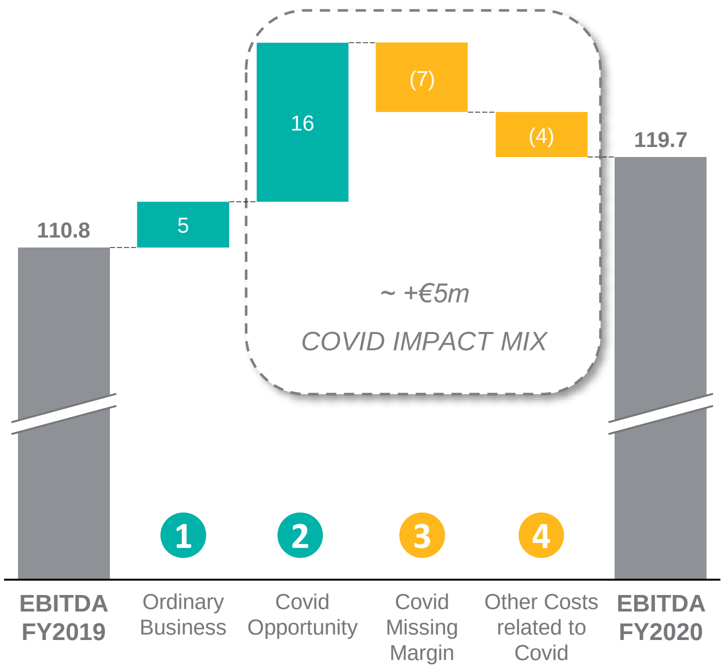
Revenues historical trend

- The Group has shown an overall constant growth, with a **CAGR of 3.5%** during 2016-2020
- Specifically, Healthcare exposure delivered a superior growth, with a **CAGR of 7.3%** during 2016-2020 (Domestic Healthcare FM and L&S, Poland)
- *Pro-Forma figures since 2016, considering Poland and excluding Yougenio and Sicura*



Covid19 Impact on 2020 Group Results

EBITDA Bridge



Comments

1 **Ordinary business** includes the marginality increase carried out by the Group independently by Covid19 impact

2 **Covid opportunity** includes marginality generated by the business related to new contracts, additional/extension of services with higher marginality requested by our clients concerning Covid19 activities

- *Expected to be only partially reduced in the future, but anyway expected to be continued until the end of pandemic effects and beyond, mainly due to a general change in attitude towards hygiene and cleaning*

3 **Covid missing margin** encompasses the loss in margin generated by those contracts affected by lockdown and reduction of volumes due to Covid19

- *To be largely recovered once pandemic effects will be over*

4 **Other costs related to Covid** are those costs the Group has borne to cope with Covid19 protocols and new prevention measures (i.e.: DPI, masks, etc.)

- *To be terminated as structural costs related only to pandemic, but definitively to be reduced proportionally to the lower unit price/impact of PPE (personal protection equipment)*

Rekeep Group resilience proven by mission critical services in Healthcare sector for approx. 60% of total turnover in Q4 2020

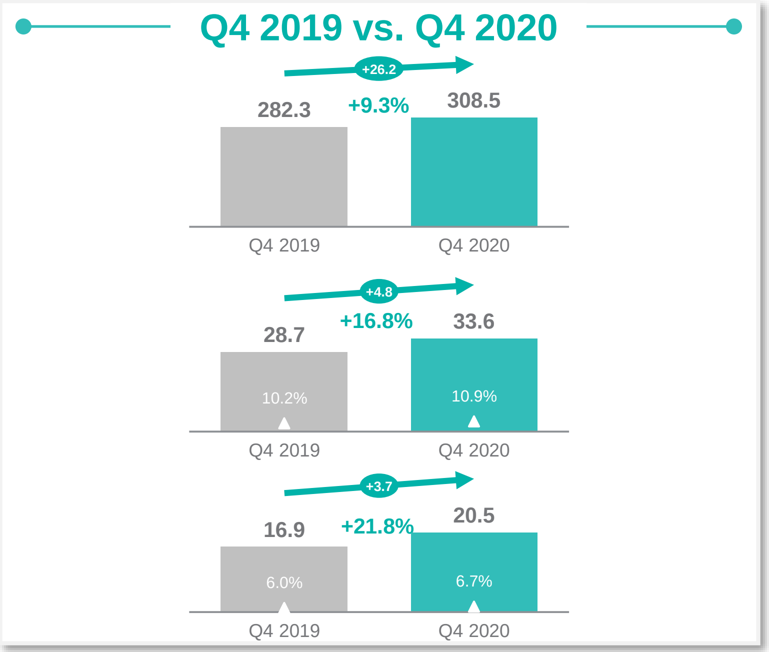
Rekeep business is based on multi-year contracts - typically 3-5+ years – with high visibility over the following 12-24 months revenues

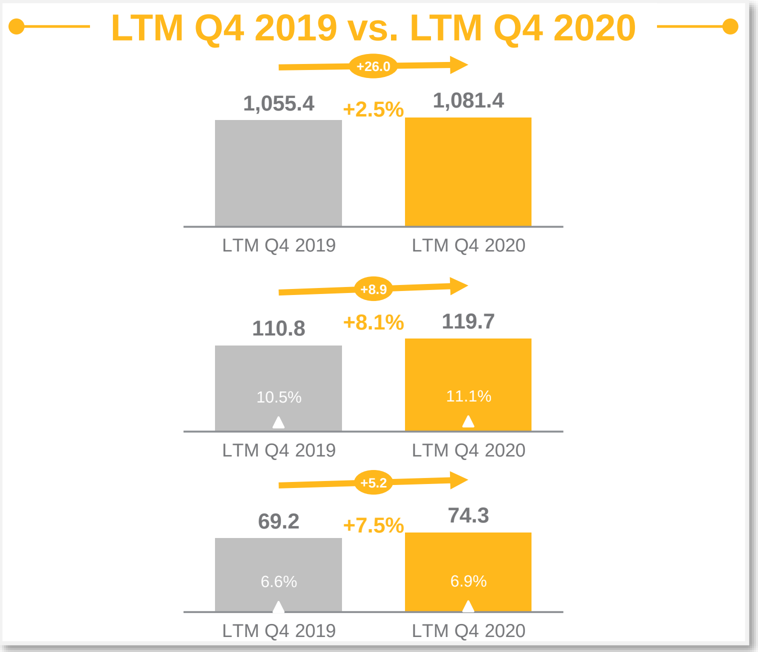
3 months and LTM KPIs at a glance

Pro-Forma Revenues *(€m)*

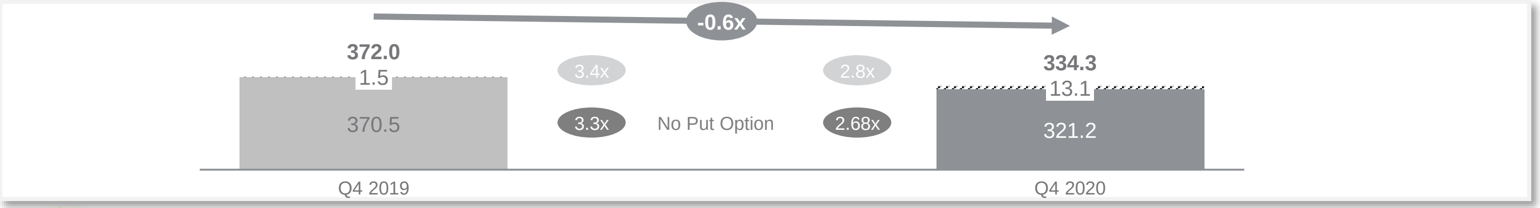
Pro-Forma EBITDA *(€m)*

Pro-Forma EBIT *(€m)*





Net Financial Position *(€m)*



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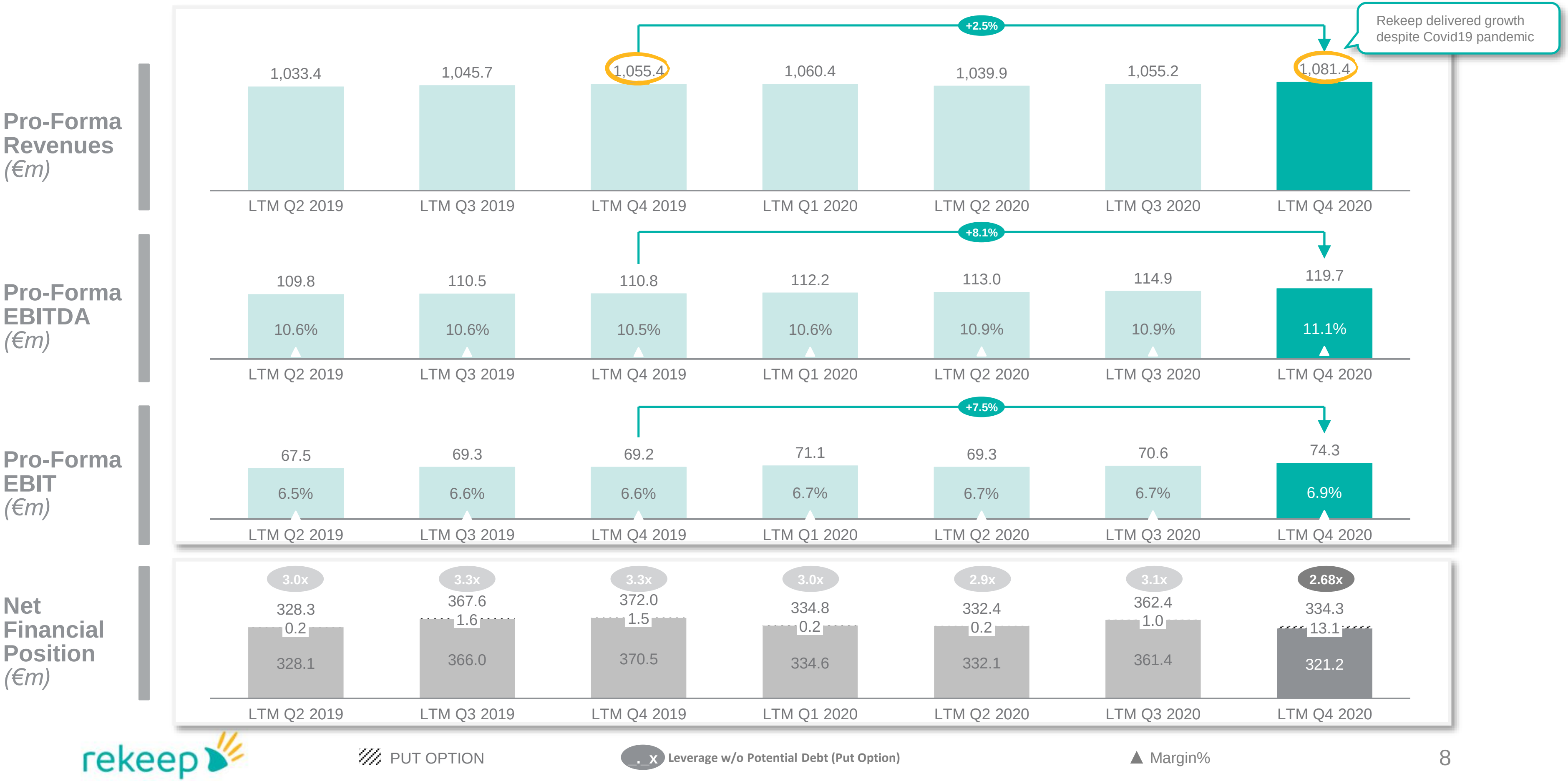
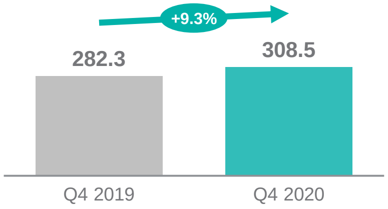
Put Option   _._x Leverage   ▲ Margin%

LTM Performance



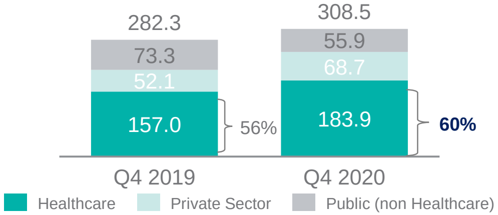
Revenues, YoY

Pro-Forma Revenues



Pro-Forma Revenues by segment(*)

Pro-Forma Revenues by client



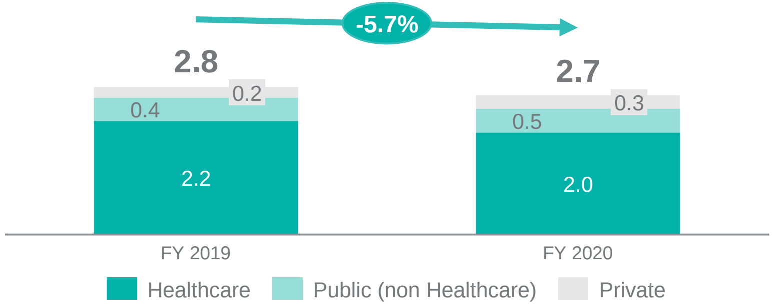
Comments

- Q4 2020 Revenues hit the record of more than €300m volumes per quarter with an increase of +9.3% leading to 308.5m
- The growth is sustained by a solid performance both in FM and in L&S :
  - ✓ **FM** increase in Q4 2020 by 4.5%, despite the termination of Public School contracts (Feb 2020)
  - ✓ Strong increase of **L&S** by 44.3% especially driven by Medical Device Srl revenues growth (acquired in 2018)
- The trend in volumes in Q4 2020 is driven by:
  - ✓ In FM, higher demand, for additional services which more than offset a slight slowdown in some clients' business (i.e. museums, schools…)
  - ✓ Growth trend in L&S due to additional services requested by clients and general recovery related to ordinary activities for Healthcare
- **Healthcare confirms being almost 2/3 of volumes (60%) in the Q4 2020 with 17% increase vs Q4 2019**

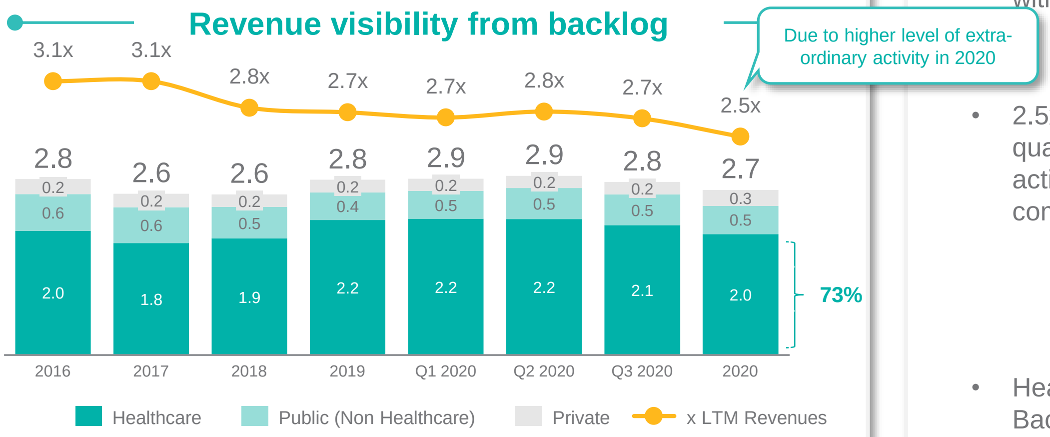
(*) Gross of intra-group eliminations ≈ €3m per annum

Backlog

Backlog, €bn



Revenue visibility from backlog



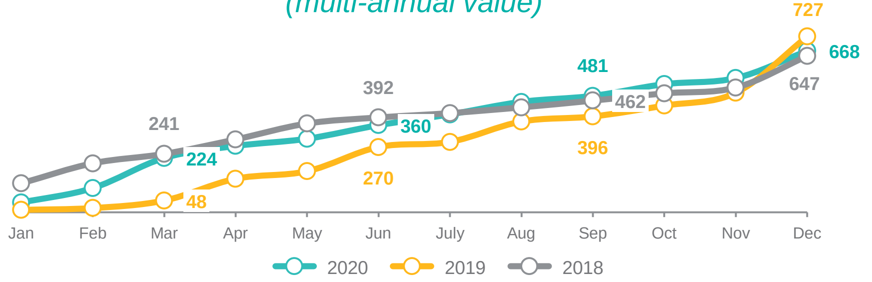
Comments

- Group Backlog ranks €2.7bn, in line with end of 2019
- Slight decrease vs 2019 due to a slowdown in final awarding process by contracting authorities
- Sensible contribution to the Backlog provided both by international and domestic activities with acquisitions of new contracts
- 2.5x over Revenues(*), lower than previous quarters, due to higher level of extraordinary activities carried out in 2020 (Backlog does not comprise extra-ordinary revenues)
- Healthcare accounts for more than 73% of total Backlog

Commercial Activity

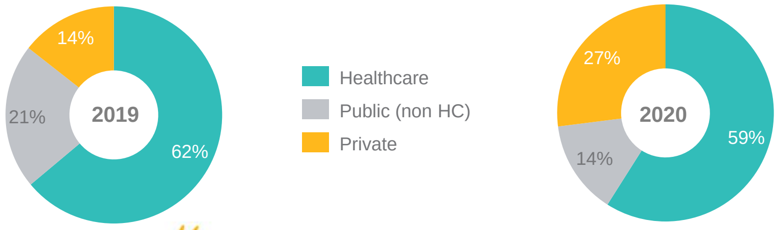
Value of contracts signed YTD, €m

(multi-annual value)



Breakdown of signed contracts YTD, €m

Signed contracts by Client YTD, %



Sales activity

- Good performance of commercial side especially for Renewals while New Market is affected by a slowdown in final awarding process, multi-annual value of 668m in line with 2018 figures:
  - ✓ **Renewals**: higher pace vs. 2019 and 2018 with total value at €415m (395m in 2019 and €309 in 2018)
  - ✓ **New market**: slowdown in final awarding process affected the performance, especially in Domestic market for new contracts signed
- Dedicated focus on Healthcare clients being still predominant in signed contracts (59% in 2020)

Main Contracts signed in Q4 2020

Client	Service	Annual Value	Duration	Acquisition type
INTERCENTER - PULIZIE IN SANITA' Lotto 8 e 9	Cleaning	€7.0m	3 years	Portfolio
WIND TRE - 2020-2023	Maintenance service	€4.0m	3 years	Portfolio
AZ.REG.EMERGENZA AREU MILANO (118)	LAUNDERING	€1.1m	6 years	Portfolio

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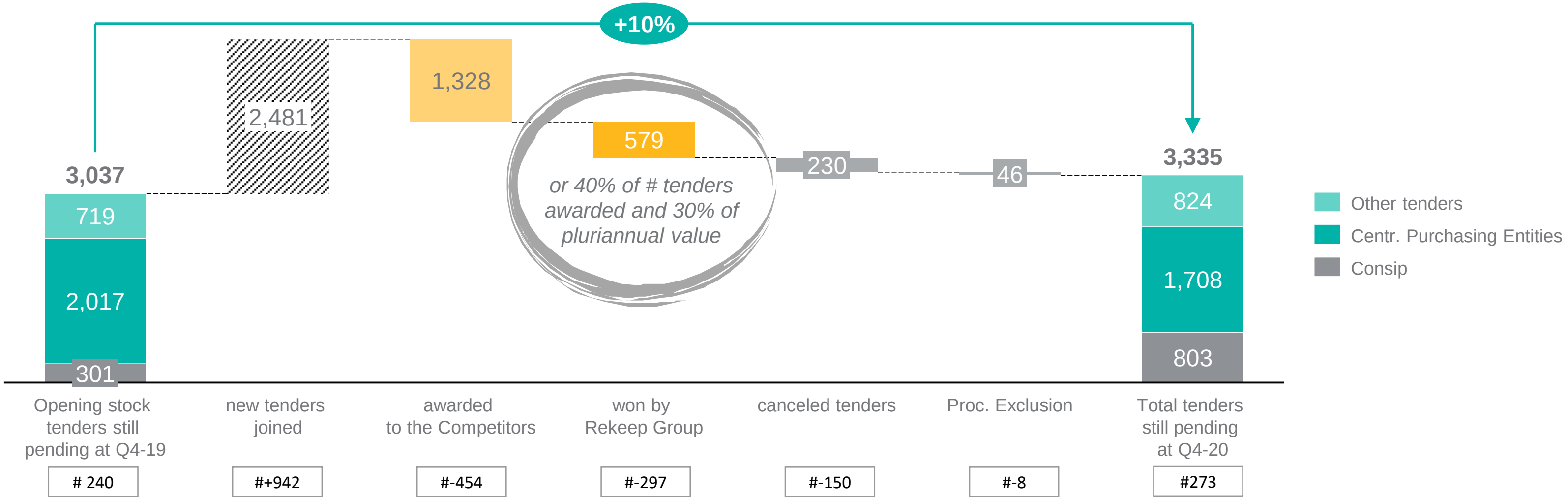
Tenders Pipeline – FY 2020

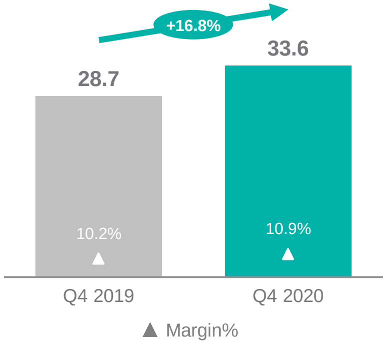
Tenders Pipeline Bridge by Stock tenders and New tenders, €m



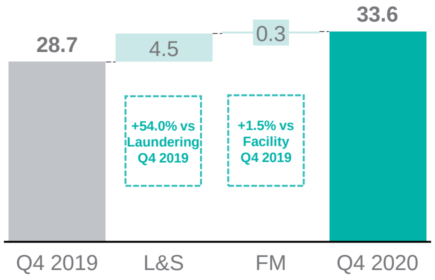
- From Q4 2019 to Q4 2020, Rekeep Group achieved a win rate of 40% on # of tenders (297 out of 751) and 30% on value of tenders, including Poland contribution
- Total amount of tenders still pending accounts for €3.3bn, ***with an increase +10% vs Q4 2019***
- The tenders held by other regional Centralized Purchasing Entities ("Soggetti Aggregatori") keeps on covering significant share of the total pipeline and allows to maintain the current portfolio and develop new business, **accounting today for approx. 1/2 of total pipeline**

EBITDA and EBIT, YoY

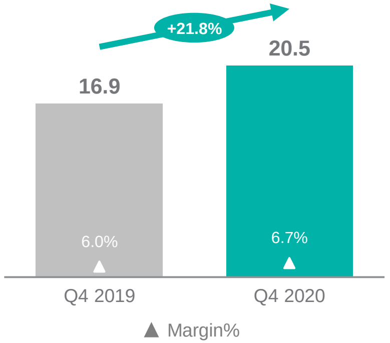
Pro-Forma EBITDA



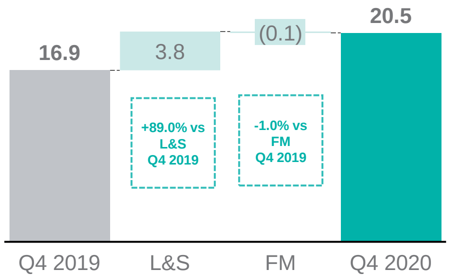
Bridge Pro-Forma EBITDA



Pro-Forma EBIT



Bridge Pro-Forma EBIT



Comments

- Pro-Forma EBITDA increased by 16.8%, due to the positive performance of:
  - ✓ FM, with an increase by +€0.3m
  - ✓ L&S with an increase by +€4.5m
  - ✓ Increase in marginality, up +0.7pp to 10.9% in Q4 2020
- Pro-Forma EBIT increased by 21.8%, due to the performance of:
  - ✓ L&S, with an increase by +€3.8m
  - ✓ Slight decline in FM EBIT due to some minor conservative provision accrued in Q4
  - ✓ Increase in marginality, up +0.7pp to 6.7% in Q4 2020
- Increase in EBITDA/EBIT is mainly due to:
  - ✓ Additional services both in Healthcare and in FM with higher marginality (including voluntary dismissal of some not profitable contracts)
  - ✓ General recovery from ordinary activity in L&S
  - ✓ Group G&A containment under the scheduled cost cutting activities

Data in €m
FY2020 Adjustments on EBITDA are €90.5m (vs. €6.9m in FY2019) while FY2020 Adjustments on EBIT are €93.8m (vs. €6.9m in FY2019)

Net Financial Expenses, Taxes, Net Profit

Net Financial Expenses, €m

FY 2020

€41.5m
(o/w €36.6m monetary)

FY 2019

€41.0m
(o/w €36.5m monetary)

- FY2020 Net Financial expenses in line with FY2019 due to lower fin interests for SSN2022(*) largely offset by i) interests on RCF (while undrawn in 2019) and iii) interests on Poland bank debt (not present until November 2019)

Taxes, €m

FY 2020

€14.6m

EBT n.m. *Tax Rate n.m.*

FY 2019

€15.0m

EBT €18.4m *Tax Rate 82%*

Net Result, €m

FY 2020

€ -80.5m

Net of the FM4 fine accrual and Yougenio liquidation cost, Net Results would be **€4.9m**

n.m.% of Revenues

FY 2019

€3.4m

0.8% of Revenues

- FY 2020 Net Result takes into account the provision for €82.2m related to FM4 fine following TAR Lazio decision and cost for liquidation of Yougenio. Net of these effects it would be at €4.9m

(*) Pursuant to privately negotiated open-market transactions, Rekeep has repurchased approx. €10.3m in 2019 and €15.8m in 2020 aggregate principal amount of its Notes directly from holders

Industrial Capex

Figures not Pro-Forma

Q4 2020

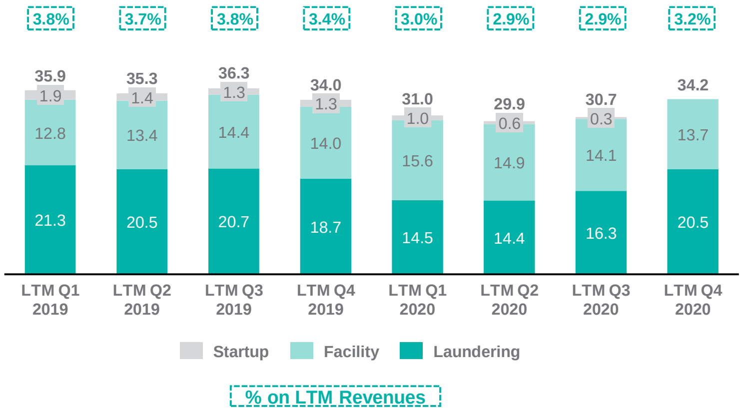
€12.3m

Q4 2019

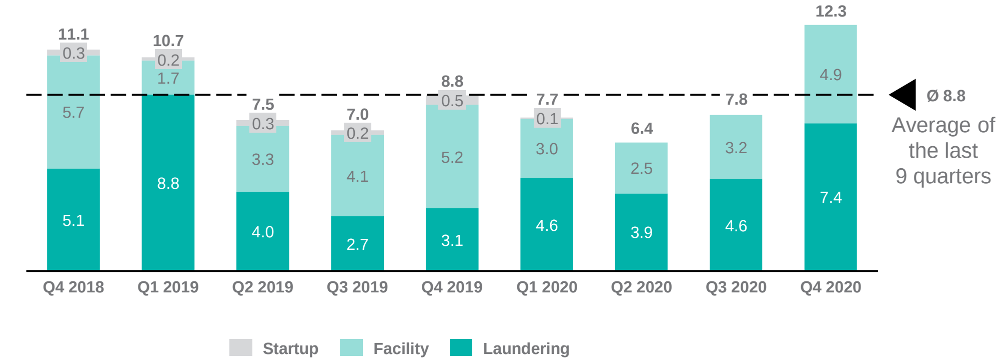
€8.8m

- Q4 2020 Capex higher than the same quarter of previous year (+€3.5m) due to anticipated investments in L&S which more than offset lower level of FM Capex
- No more Capex related to Yougenio/B2C (under liquidation)
- LTM Q4 2020 Capex in line with 2019 Capex and on average approx. 3% of Revenues

LTM Capex overview, €m

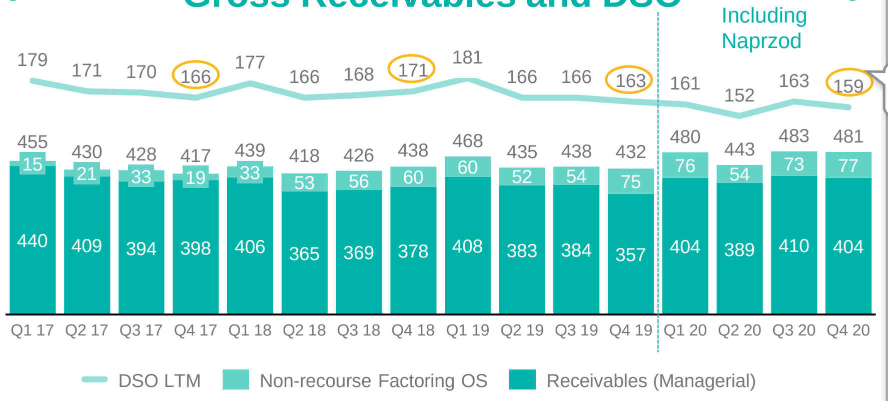


Capex by quarter, €m

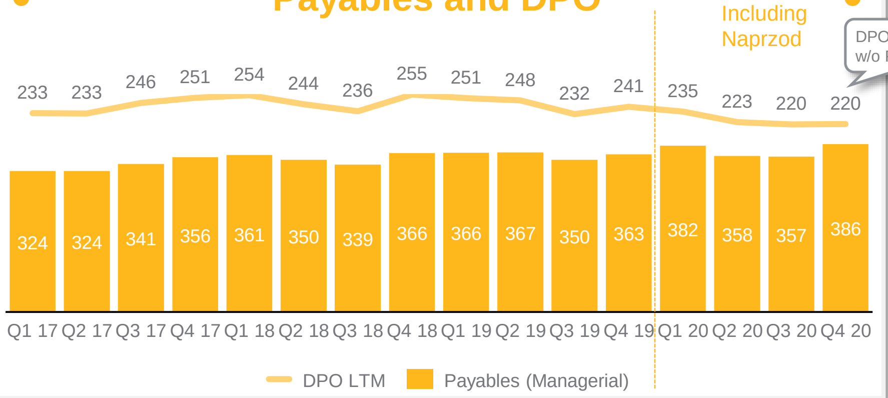


DSOs & DPOs

Gross Receivables and DSO



Payables and DPO



Comments

- *DSOs/DPOs exclude the effect of Sicura (sold) and Yougenio (terminated), while include Naprzod since Q1 2020*
- **Reduction of DSO in Q4, recovering the delay in invoicing extraordinary activities occurred in Q3**
- DSOs fall to 159 days (167 considering only domestic perimeter, delayed only by the increase in extraordinary services which has a customary longer invoicing) showing lowest Q4 level since 2017
- Level of Non-recourse factoring at €77m in line with Q1 and Q3 2020
- As of today, no sign of deteriorated ability to pay by clients due to Covid-19 outbreak
- DPOs stable at 220 vs Q3 2020, (233 considering only domestic perimeter)

In the upper chart, on top of gross receivables, the amount of factoring outstanding receivables for each quarter is separately depicted, which is taken into consideration to calculate DSOs

Net Working Operating Capital

NWOC

FY 2020
€31.2m

O/w:
€22.2m related to Poland perimeter

FY 2019
€14.5m

NWOC / LTM Revenues

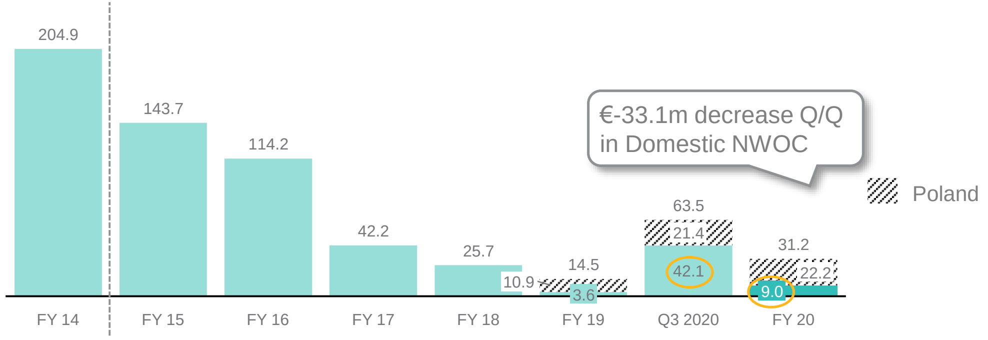
FY 2020
2.9%
(0.9% excl. Poland)

FY 2019
1.4%
(0.4% excl. Poland)

- NWOC decreased sharply from Q3 2020, -33.1m, hitting €31.2m level showing the Group commitment in NWC management over the past few years
- Excluding the Rekeep Polska contribution, NWOC is €9.0m, 0.9% of LTM Domestic revenues

NB: stock values before FY 2014 are not comparable due to the 2015 introduction of VAT new fiscal regime (Split payment e Reverse charge)

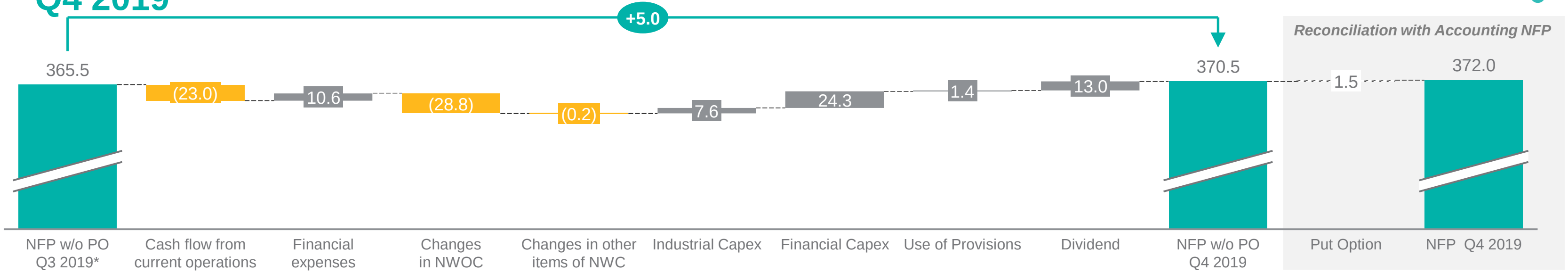
Net Working Operating Capital Trend, €m



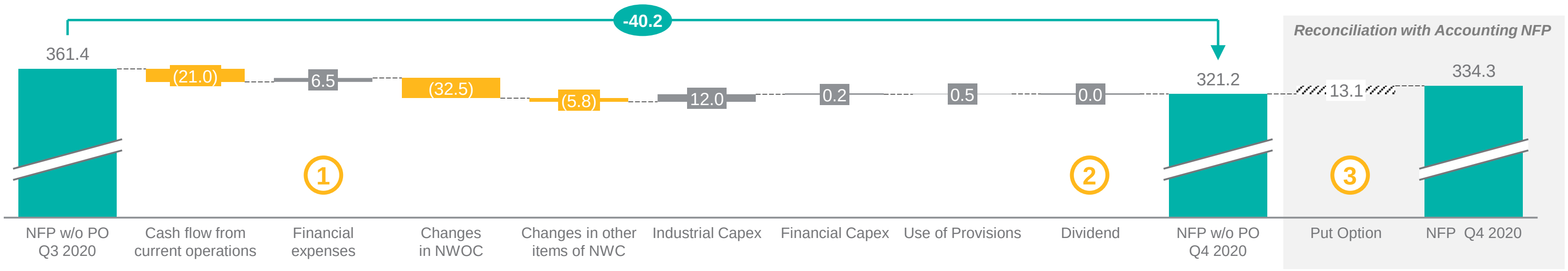
Introduction of «Split Payment» and «Reverse Charge»

Focus on NFP changes Q4 2020 vs Q4 2019 (€m)

Q4 2019



Q4 2020



Main changes in Q4 2020 vs Q4 2019:

1. Lower Financial Expenses: in Q4 2020 some financial proceeds related to the sale of minority interests in non core business were cashed-in
2. Dividend neither accrued nor distributed in Q4 2020
3. Put Option is related to Poland to acquire 20% stake in 2025, and measured on expected EBITDA BP 2024

NFP Q3 2019 has been restated due to re-calculation of IFRS16 impact during 2019

Focus on Liquidity and Credit Facilities

Data as of December 2020	Amount (€m)	x Pro-Forma EBITDA	Strong liquidity cushion on balance sheet
Reference LTM EBITDA		**119.7**	
Cash on Balance Sheet	(90.5)		(90.5)
Short Term Financial Assets	(6.0)		(6.0)
SSN @ 2022 - 9% Coupon (*)	333.9		
Other on SSN (Amortized Cost, Accrued Interest)	(4.5)		
ssRCF (€50m)	-		(50.0)
Total Senior Secured NFP	**233.0**	**1.9x**	
Recourse Factoring	15.7		
Reverse factoring	4.6		
Term Loans & Bank Overdrafts	7.4		
Financial Leasing	6.4		
Other Financial Debt	15.4		
IFRS Adjustments	*38.8*		
Net Financial Position w/o Put Option	**321.2**	**2.68x**	
Potential Debt (Put Option)	*13.1*		
Net Financial Position	334.3	2.8x	
No-Recourse Factoring	*76.8*		*(123.2)* *

Includes 20% put option for the remaining stake in Poland (est. in 2025)

(*) Committed revolving credit facility of €200m

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Annex

Litigation Update

FINAL TAIL OF CONCLUDED LITIGATIONS

- **FM4 Investigation:**
  - ❑ On May 9, 2019 the Italian Competition Authority decided to impose a fine of €91.6 million against Rekeep Group.
  - ❑ On July 27 TAR Lazio decision partially accepted Rekeep appeal, with respect to the criteria used in calculating the fine and set the parameters for its recalculation by ICA, which determined the new amount in €79.8m.
    - ✓ Rekeep accrued the cost in FY2020 Results for €82.2m including also the premium for the payment in instalments
    - ✓ Rekeep originally obtained for deferred payment by collection agency *Agenzia delle Entrate*, in 72 monthly instalments. After Covid19 suspension, Rekeep started to pay the remaining 69 remaining instalments (out of original 72), according to the amortization plan already agreed for the previous amount of the fine
    - ✓ To be noted the Unsecured class of the Fine and the so called "*Inability To Pay*" EU directive with reference to Antitrust Fines

- **Santobono Case:**
  - ❑ The hearing at the Italian Supreme Court - originally scheduled on March 10, 2020 - was postponed due to Covid-19 to October 20, 2020
  - ❑ The Italian Supreme Court ruling was published on December 4, 2020, rejecting the Company's appeal and removing the suspension of the exclusion provided for by the ANAC Provision, which was re-entered into the relevant electronic register on December 25th, 2020

Next Steps

- ❑ Rekeep appealed the TAR Lazio decision before Council of State (i.e. the Italian supreme administrative Court), hearing scheduled on March 30th, 2021
- ❑ Rekeep appealed the recalculation of the fine decision before TAR Lazio. Hearing still to be scheduled
- ❑ Rekeep started paying the remaining 69 installments in Q1 2021
- ❑ The ban related only to Rekeep S.p.A. legal entity will terminate on June 17th, 2021

Methodology and data presentation

Data Presentation

- Since the acquisition of Polish Naprzod in October 2019, International activities can be considered material and hence no longer as Start-up

- Therefore, the only normalization considered is the exclusion of B2B/B2C activities carried out by Yougenio

- On a **Pro-Forma**[1] basis, Revenues, EBITDA and EBIT :

  i) Include International activities, following the acquisition of Polish company Naprzod since November 2019 (for accounting purposes)

  ii) Do not include Yougenio activities. Since September 2020, Yougenio has been de-consolidated from Group figures

  iii) Do not take into account Sicura as it is no longer part of the Rekeep Group since February 2020

IFRS16

- Please note that all the figures shown in **this presentation take into account the impacts of the first-time adoption of the new IFRS 16**, mandatory since 2019. For this reason, the figures may sensibly differ from those presented in previous investors presentations

- The adoption of this Standard led Rekeep to adapt its key financial indicators:

  ✓ EBITDA no longer includes operating lease costs, while EBIT and Net Profit for the period include the depreciation of the right of use asset and interest on lease liabilities

  ✓ Net Financial Debt includes the financial liability for operating leases calculated as the present value of future lease payments

(1) Pro-Forma Revenues, EBITDA and EBIT are not audited or reviewed or intended to comply with applicable accounting standards – they are provided for illustrative purposes only and does not purport to represent or project current or future results.

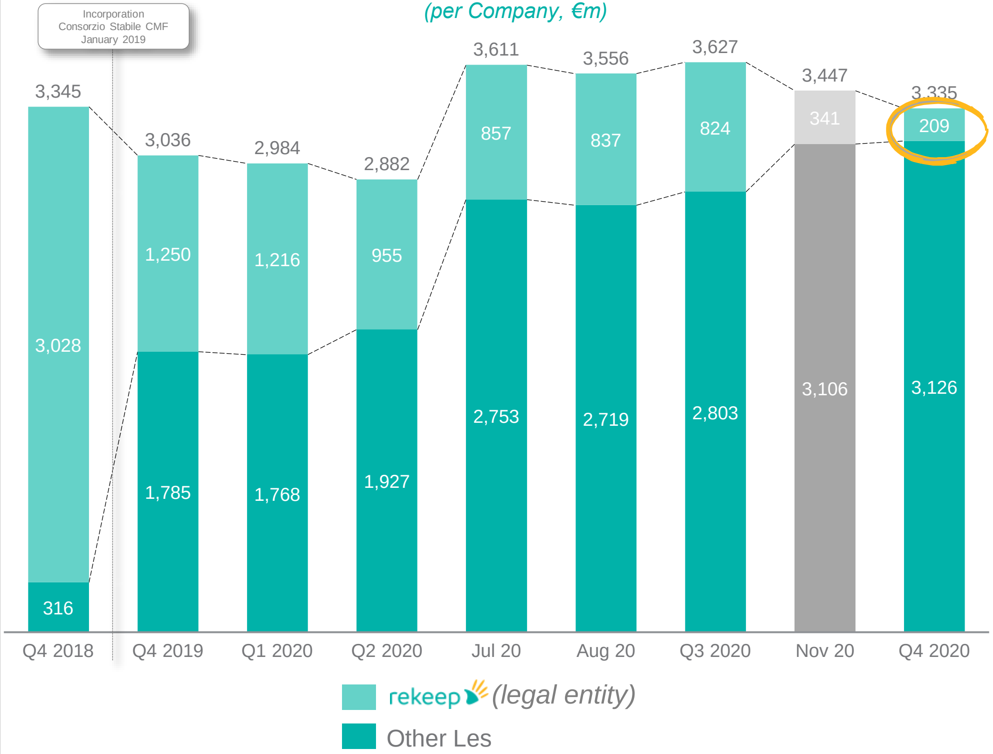
Exchage rate:

- *for P&L: average exchange rate Q3 2020 YTD*
- *For BS: exchange rate as of 31 December 2020*

Group Pipeline Breakdown by Legal Entity

Group Pipeline Historical Trend

(per Company, €m)

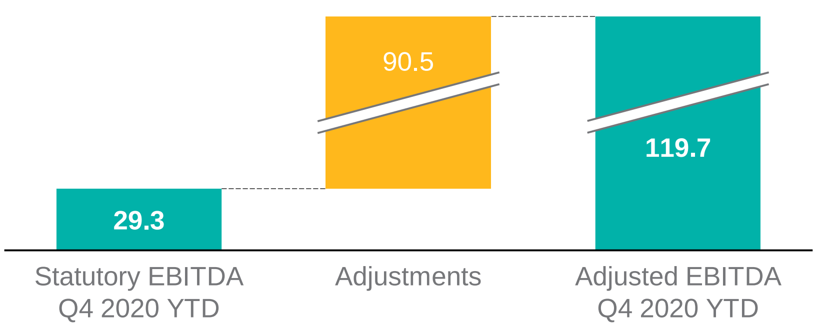


Comments

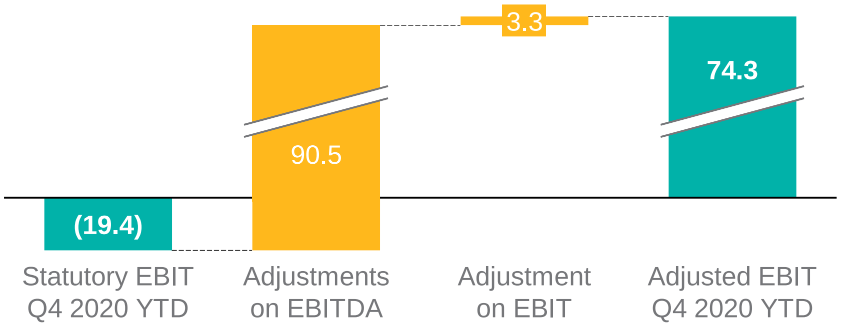
- The commercial pipeline includes the overall value of tenders for which the Group has submitted a proposal and is still waiting for the outcome
- The pipeline is one of the key indicators that the Group uses to measure expected future business
- The pipeline has been historically segmented by different legal entities depending on the technical and other requirements of the relevant public tender
- At the end of December 2020, the remaining pipeline related to Rekeep SpA legal entity was ca. € 209m, approx. 6% of total Group pipeline

Adjustments to EBITDA and EBIT

Bridge to EBITDA YTD, €m



Bridge to EBIT YTD, €m



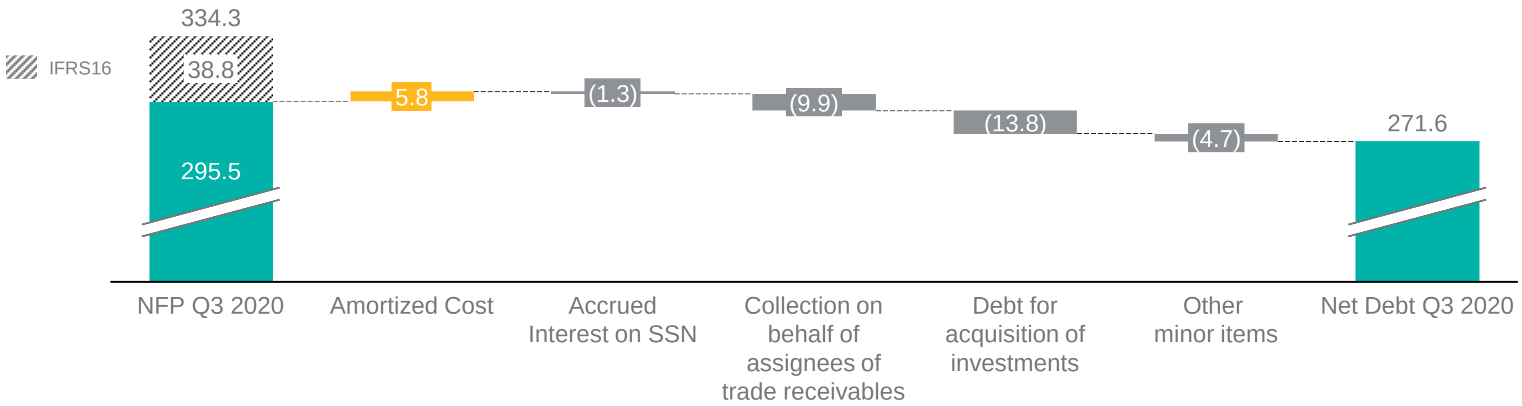
Adjustments on EBITDA, €m	
FM4 fine	82.2
Advisory and legal fees including Sicura Sale / Refi / ICT Special Project No Recurring Layoff Extraordinary legal fees related to litigations Bonus for Covid19 emergency	8.3
Total Adjustments on EBITDA	**90.5**
Adjustments on EBIT, €m	
Other minor provisions	3.3
Total Adjustments on EBIT	**93.8**

rekeep

Net Financial Position to Net Debt

Q4 2020 Net Financial Position to Net Debt, €m

	31st Dec 2020	31st Dec 2019
Long term financial debt	380.7	396.8
Bank borrowings, including current portion of long-term debt and other financial liabilities	50.0	71.8
Gross financial indebtness	***430.8***	***468.6***
Cash and cash equivalents	(90.5)	(97.1)
Current financial assets	(6.0)	(4.8)
Net financial indebtness Rekeep Group	***334.3***	***366.6***



Definitions

More definitions

(1) **“Gross Debt”** is defined as the sum of debts for principal referring to: i) Senior Secured Notes; ii) Long-term bank debts; iii) Current bank overdraft, advance payments and hot money; iv) Obligations arising from assignments of trade receivables with recourse; v) Financial lease obligations

(2) **“NFP Net financial indebtedness** (PFN - Posizione Finanziaria Netta)” **-** Consolidated Net Financial Position represents the balance of Long-term debt, Derivatives, Bank borrowings (including current portion of long-term debt) and other financial liabilities, net of the amount of receivables and other current financial assets and Cash and Cash equivalents

(3) **“Collections on behalf of factoring counterparties”** refers to the balances of bank accounts into which customers make payments on the trade receivables that have been sold to factoring counterparties

ANNEX

BALANCE SHEET (€/000)	31 Dec 2020	31 Dec 2019	Change
USES			
Trade receivables and advances to suppliers	431,121	412,572	18,549
Inventories	12,921	7,910	5,011
Trade payables and advances from customers	(412,849)	(405,950)	(6,899)
Net working operating capital	***31,193***	***14,532***	***16,661***
Other element of working capital	(161,427)	(115,344)	(46,083)
Net working capital	***(130,234)***	***(100,812)***	***(29,422)***
Tangible assets	122,542	126,491	(3,949)
Intangibles assets	424,215	414,601	9,614
Investments accounted for under the equity method	9,140	10,376	(1,236)
Other non current assets	34,012	123,603	(89,591)
Operating fixed assets	***589,909***	***675,071***	***(85,162)***
Non current liabilities	(52,812)	(54,826)	2,014
Net invested capital	***406,863***	***519,433***	***(112,570)***
SOURCES			
Minority interests	3,199	836	2,363
Equity attributable to equity holders of the parent	69,337	151,970	(82,633)
Shareholders' equity	***72,536***	***152,806***	***(80,270)***
Net financial indebtedness	334,327	366,627	(32,300)
Total financing sources	***406,863***	***519,433***	***(112,570)***

ANNEX

PROFIT&LOSS *(€/000)*	For the period ended 31 December		For the period ended 31 December
		RESTATED IFRS5	REPORTED
	2020	2019	2019
Total revenues	1,081,390	966,083	1,007,082
Total costs of production	(1,052,118)	(869,985)	(905,537)
EBITDA	**29,272**	**96,098**	**101,545**
EBITDA %	***2.71%***	***9.95%***	***10.08%***
Amortization/depreciation, write-downs and write-backs of assets	(40,472)	(36,647)	(37,789)
Accrual of provisions for risks and charges	(8,228)	(4,176)	(4,270)
Operating income	**(19,428)**	**55,275**	**59,486**
Operating Income %	***-1.80%***	***5.72%***	***5.91%***
Share of net profit of associates	(7,441)	(92)	(92)
Net financial charges	(41,527)	(40,961)	(41,088)
Profit before taxes from continuing operations	**(68,396)**	**14,222**	**18,306**
Profit before taxes from continuing operations %	***-6.32%***	***1.47%***	***1.82%***
Income taxes	(14,624)	(13,296)	(14,956)
Profit from continuing operations	**(83,020)**	**926**	**3,350**
Loss for the period from discontinued operation	2,569	2,424	-
Net profit for the period	**(80,451)**	**3,350**	**3,350**
Net profit for the period %	***-7.44%***	***0.35%***	***0.33%***
Minority interests	(2,703)	(65)	(65)
Net profit for the period attributable to equity holders of the parent	**(83,154)**	**3,285**	**3,285**
Net profit for the period attributable to equity holders of the parent %	***-7.69%***	***0.34%***	***0.33%***

2020 figures are affected by FM4 fine accounted for €82.2.m

ANNEX

STATEMENT OF CASH FLOW (Statutory) (€/000)	31 Dec 2020	31 Dec 2019
CASH at the beginning of the period	**97,143**	**94,733**
Cash flow from current operations	50,509	55,194
Use of provisions for risks and charges and for employee termination indemnity	(6,380)	(6,258)
Change in NWOC	(16,892)	4,634
Industrial Capex, net of disposals	(39,601)	(32,638)
Financial Capex	43,789	(16,297)
Other changes	875	(23,872)
Change in net financial liabilities	(38,980)	21,647
CASH at the end of the period	**90,464**	**97,143**

What's next

- ✓ Next call on Q1 2021 Results will be held on May 13th, 2021

- ✓ Rekeep Financial Calendar and Replay available on:

  https://www.rekeep.com/en/investors/financial-info/financial-calendar