

Call on Q4 2021 Results

March 18th, 2022, 15CET



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Annual Report figures 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



Luca Buglione

CFO



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Key Quarter Highlights (1/3)

Revenues

- The Group keeps delivering growth, despite a physiological slow down in Covid19 extra-ordinary activities in FY2021. In particular:
 - Quarterly volumes at €309.6m, slightly above (+0.3%) the record breaking result achieved in Q4 2020 driven by a solid increase in Facility Management segment related to both International and Domestic activities
 - On LTM basis, robust increase of 3.8% in FY2021 figures landing at €1,122.0m
- Pro-Forma Revenues in Healthcare register a solid 5.8% CAGR (vs. 3.6% on a Group basis) in FY2016-FY2021 consistent with Group's repositioning strategy on Healthcare, confirming to be the largest and preferred market with a 59% share of Total Revenues on LTM basis at the end of 2021

EBITDA / EBITDA Margin

- FY2021 EBITDA basically in line with LTM Q3 2021 at €117.2m, with marginality at 10.4% level (including negative effect of Saudi contract on the year)
- Good result for Quarterly EBITDA at €32.3m, slightly below Q4 2020 figure, despite the lower contribution provided by Covid19 extra-ordinary activities

Backlog & Commercial Activity

- *Strong market awarding leading to a record-breaking performance for commercial activities close to €1Bn contract acquisitions (pluri-annual value) in FY2021*
- In line with Group repositioning strategy, Healthcare new contracts award in FY2021 accounts for approx. 60% of total
- Confirmed solid win rate (both on # of tenders and multi-annual value) achieved in Q4 2021 enhances the leading role of the Group in its core market, both in Italy as well as in Poland
- Sensible increase in Backlog at €3.4Bn including additional €500m of Potential Backlog related to won tenders waiting for formal and final awarding - 3.1xRevenues (+26.2% vs end of 2020) *with the Healthcare market accounting for 72% of the total Group Backlog*

Key Quarter Highlights (2/3)

NWC

- DSOs at 154 days at Q4 2021, landing at the lowest Q4 level ever registered by the Group proving the intense effort by Management to tackle NWOC
- DPOs realignment to historical level at 220 days (+24 days vs Q3 2021) and line with Q4 2020
- Domestic NWOC at €20.7m, at 2.1% of Revenues while Group NWOC stands €42.6m (3.8%) of Group Revenues slightly above the past reflecting the increase in volumes

Net Financial Profile and Cash Position

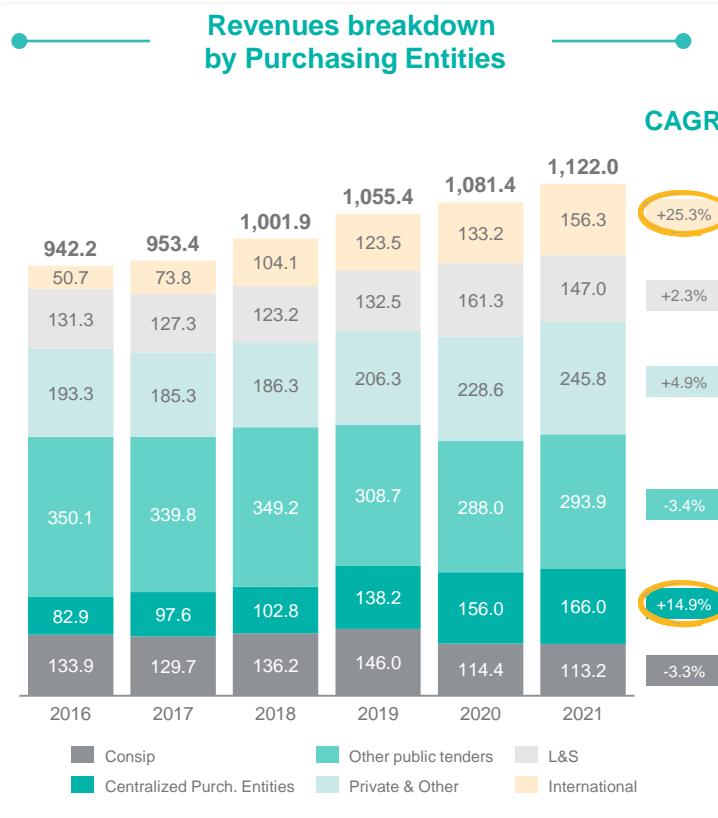
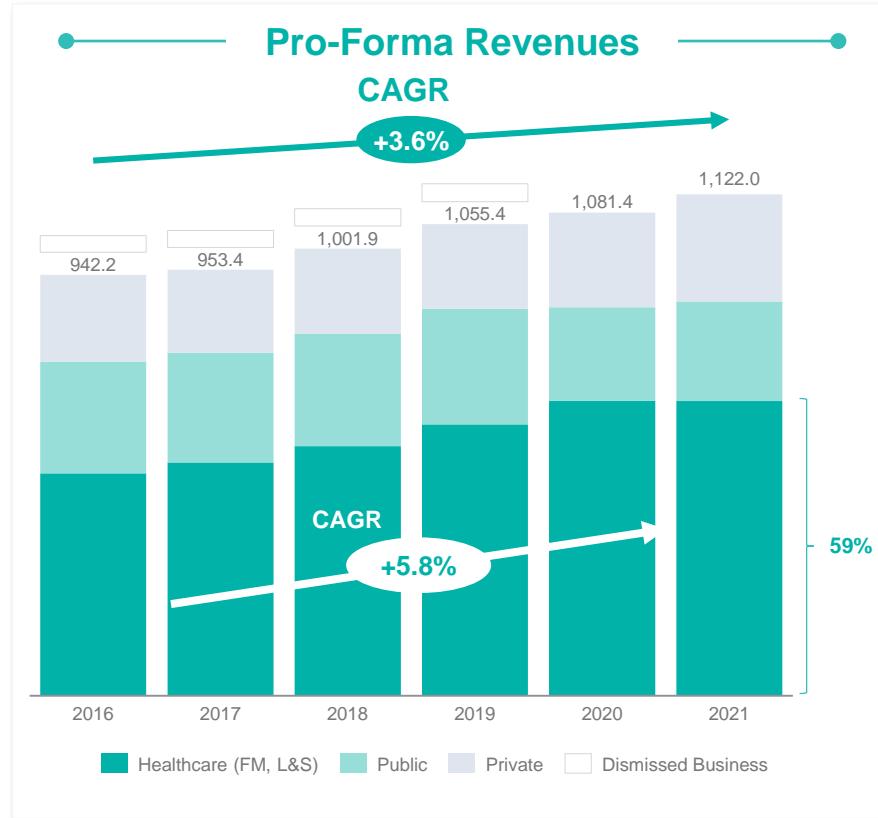
- The Company continues to show its commitment to deleverage, while retaining a sound liquidity position
- In Q4 2021, NFP (w/o Potential Debt) stands at €365.3m with leverage* at 3.1x, impacted in the year by the cost paid for 2021 refinancing (call on €360m SSN2022)

Key Quarter Highlights (3/3)

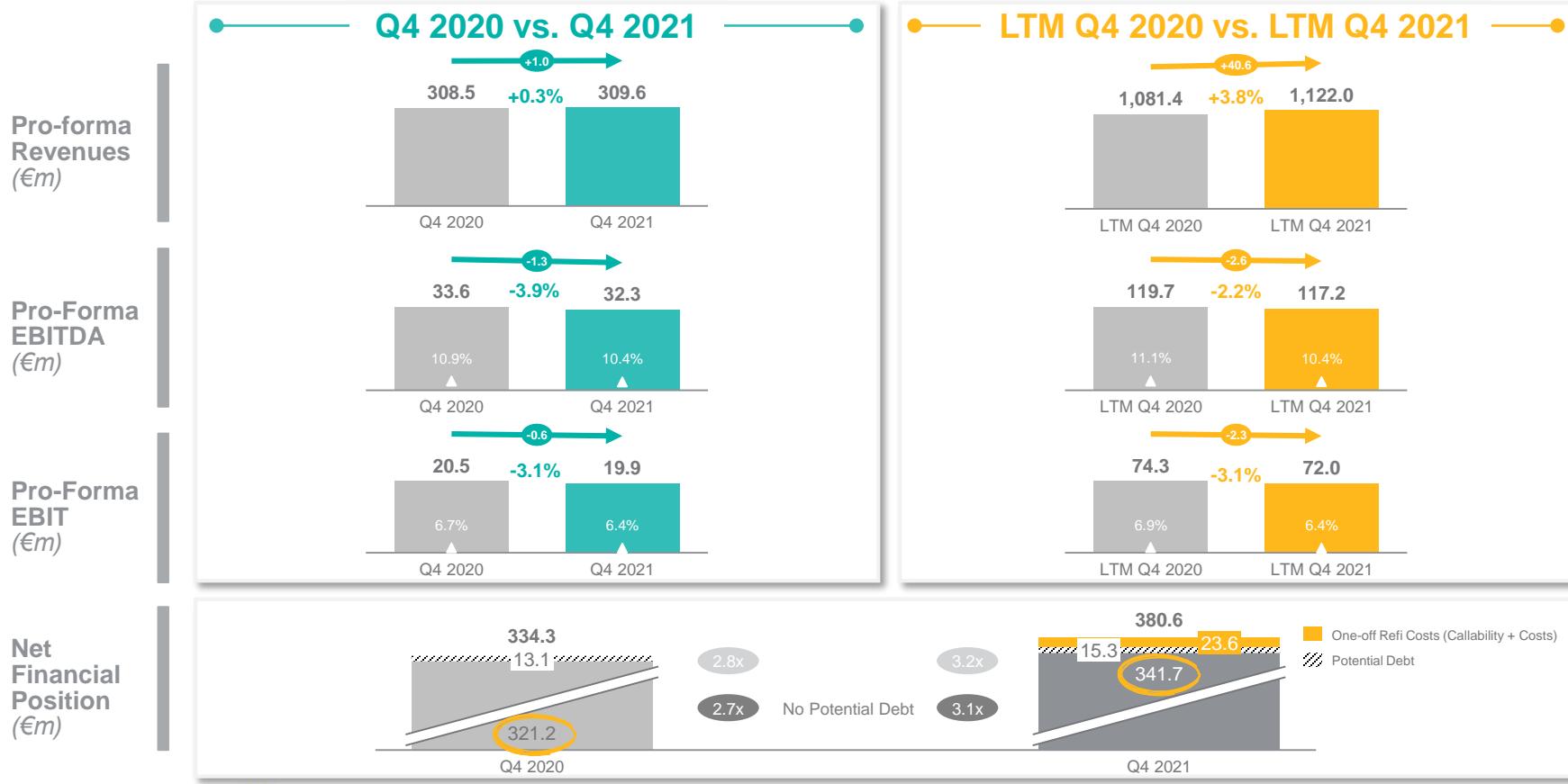
Other

- **UKRAINE/RUSSIA** - *Rekeep Group has no direct neither indirect exposure towards Ukraine and Russia*
- **Energy** – in FY2021 Energy Management (only heating) accounted for approx. 24% of Group Revenues: a vast majority of these contracts embeds pass-through mechanism to hedge from a surge in energy supplying costs. As potential effect, an amplification in NWC swing could be expected during FY2022
- **ANAC BAN** - On 25 January 2021, Council of State ruled in favor of Rekeep in relation to Santobono case by definitely removing ANAC decision to ban Rekeep S.p.A. legal entity for 6 months from public tendering
- **BFF Financing** - Rekeep has entered into a new No-Recourse Factoring Agreement with BFF Banking Group increasing the value to €300m from €200m, and further optimizing the cost of Group's debt
- **Saudi Contract** - Interim agreement reached with client to partially cover the current costs, waiting for formal resuming of the local project
- **MSC** - Effective from February 1st, 2022, MSC, holding company of Rekeep Group has transformed its legal form from a cooperative to a joint-stock company (società per azioni) and, as such, has changed its company name to MSC Società di Partecipazione tra Lavoratori S.p.A with the aim to better support the national and international development of the Rekeep Group

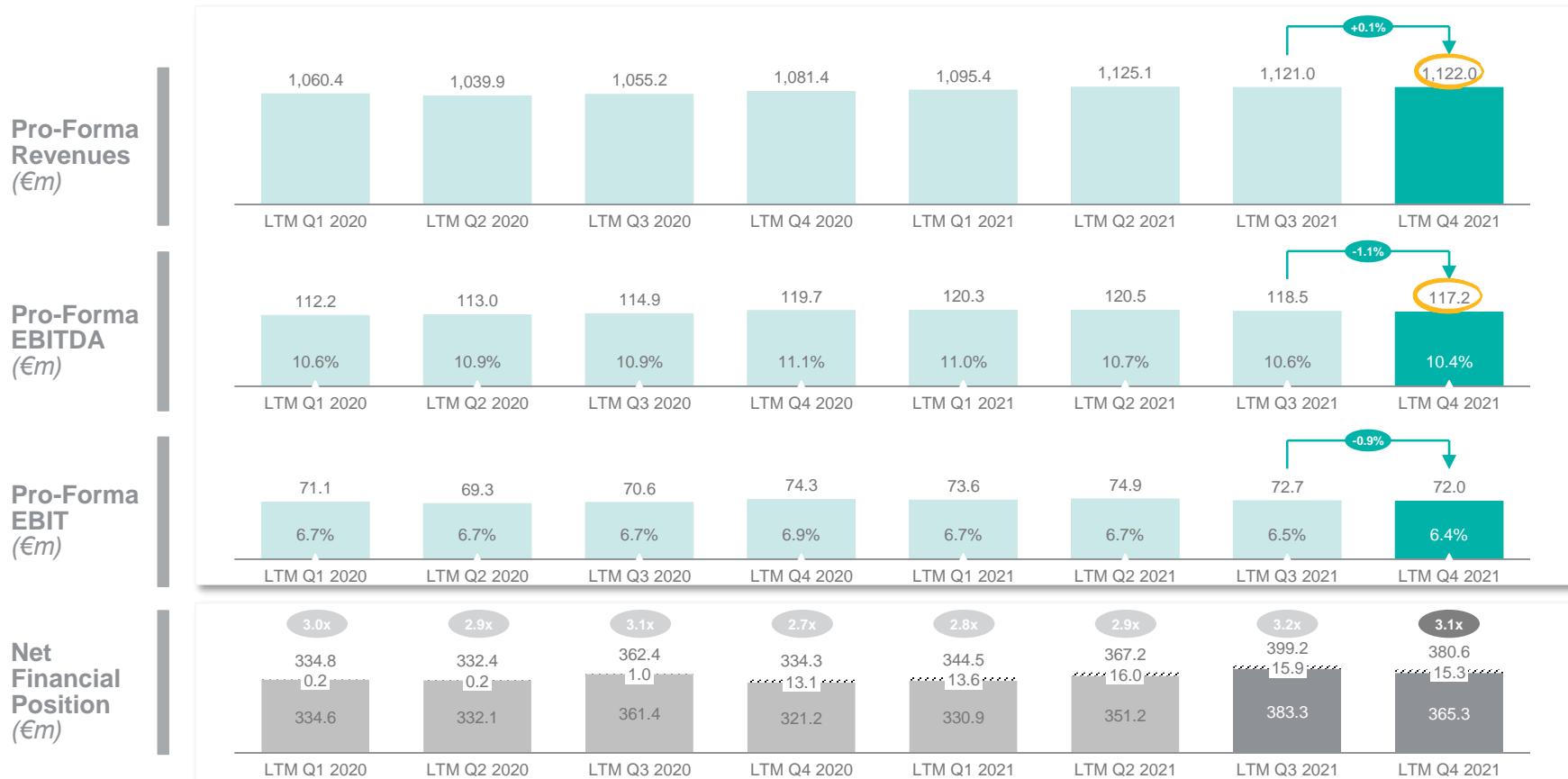
Revenues historical trend by market segment



3 months and LTM KPIs at a glance

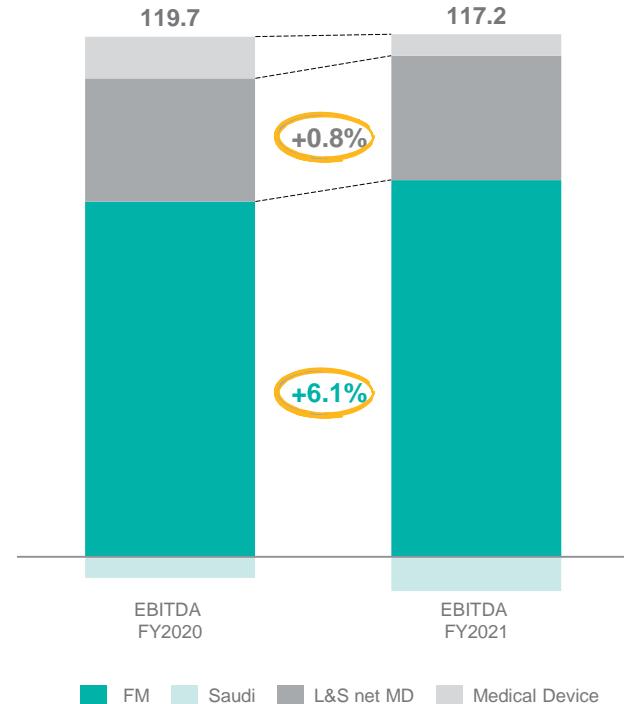


LTM Performance



FY 2021 EBITDA Bridge

EBITDA Bridge

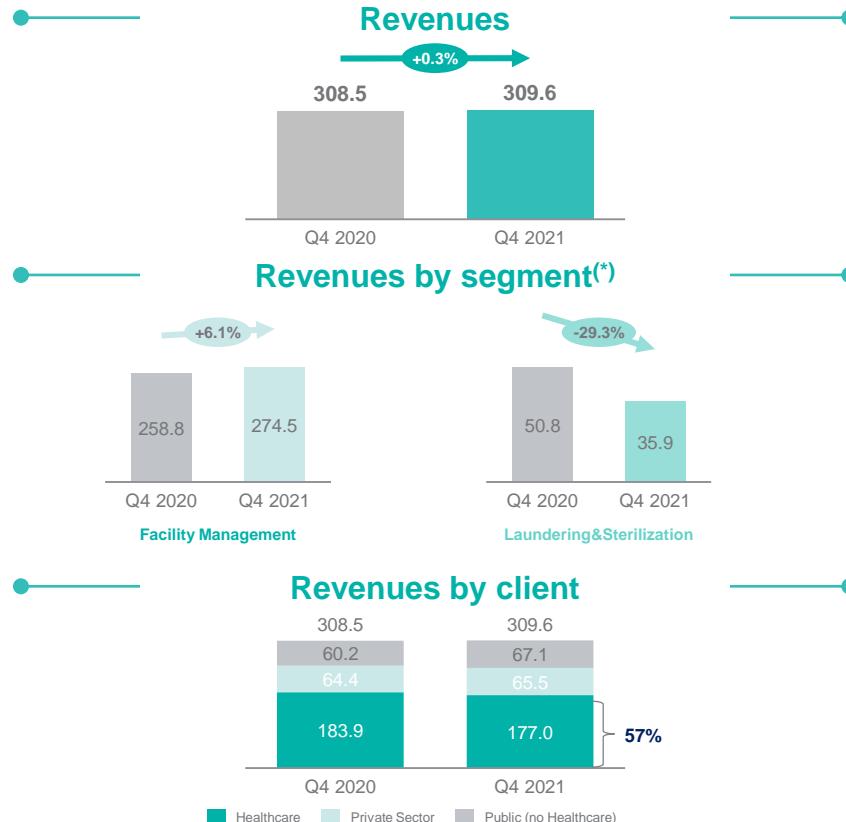


Comments

EBITDA performance for Rekeep Group segmented by key areas:

- + **Core FM business registers an increase vs FY2020** showing robust resilience also absorbing the labour cost increase from July 2021 for some domestic activities
- + **L&S (net of Medical Device) records a slight increase vs FY2020**, showing resilience with the resumption of routing operations after the peak in new Covid19 cases during 2021
- **Medical Device** realignment to a sustainable level according to a slow down of extra-ordinary activities related to Covid19
- **Saudi** activities provided a negative impact on Group performances in Full Year 2021 only partially mitigated by end of the year (Q4) Interim Agreement

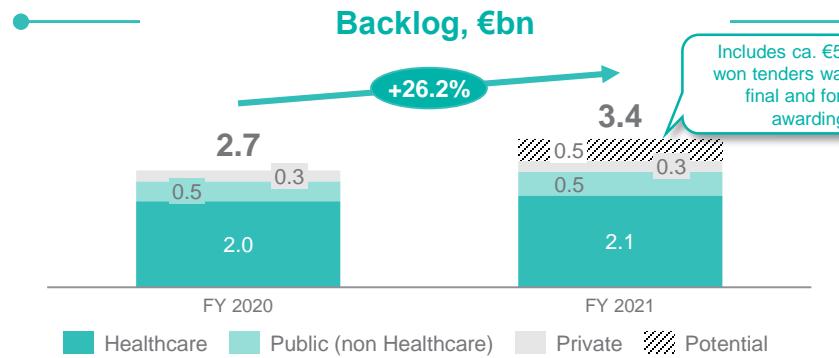
Revenues, YoY



Comments

- Q4 2021 Revenues (€309.6m) hits the record registered in Q4 2020 with more than €300m, despite a lower contribution by Covid19 extra-ordinary activities, benefitting from an impressive result by FM segment (+6.1% vs Q4 2020) which has more than offset a natural slowdown in L&S
- The trend in volumes in Q4 2021 is driven by:
 - + FM segment showed a robust increase vs. Q4 2020 (+6.1%), thanks to the good performance of Domestic activities
 - + a positive performance from International business, especially from Polish and French activities
 - a natural slowdown in L&S mainly referred to Medical Device which returned to a more sustainable level due to a lower contribution provided by extra-ordinary activities related to Covid19
- **Healthcare confirms being almost 2/3 of volumes (57%) in Q4 2021**

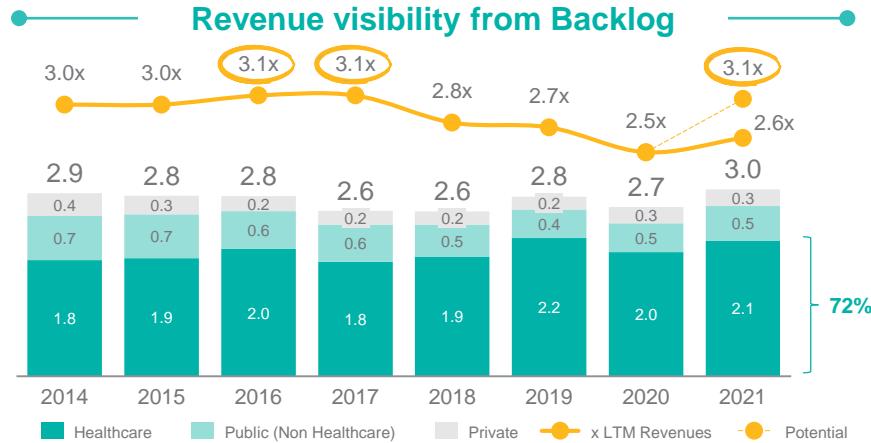
Backlog



Comments

- Group Backlog ranks €3.4bn at the end of FY2021, with a significant growth vs FY2020 with an increase of ca. 26.2% YoY
- Backlog coverage at 3.1x over Revenues (considering also Potential Backlog): reaching the historical peak in 2016-2017 and sensibly higher than previous quarters

➤ Of this, approx. €500m related to potential Backlog (i.e. tenders for which Rekeep has ranked first but waiting for final and formal awarding)

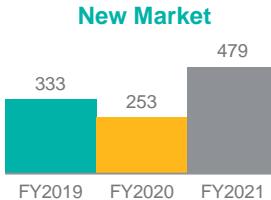
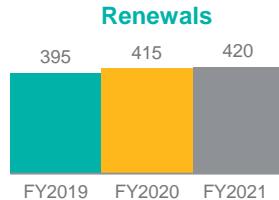


- Healthcare accounts for more than 72% of total Backlog
- As of today, Backlog does not include Saudi contract backlog

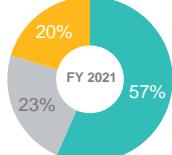
Commercial Activity



Breakdown of signed contracts FY 2021, €m



Signed contracts by Client FY 2021, %



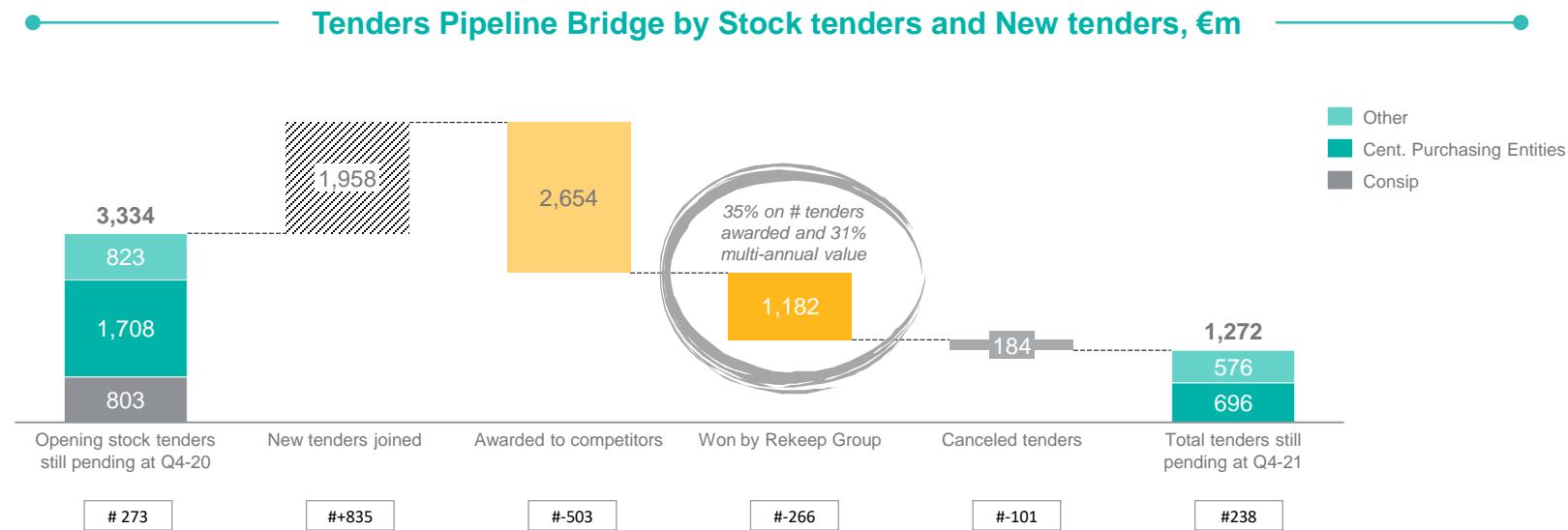
Sales activity

- Record level of contract acquisitions registered in FY2021 at €899m which is more than €200m higher than results achieved in FY2020
- FY 2021 outstanding commercial activity was mostly driven by :
 - ✓ **Renewals:** +5m compared to 2020 (€420m vs €415m), with solid performance in FM and Healthcare (renewals of contracts with key clients)
 - ✓ **New market** nearly doubling FY 2020 performance: €479m vs €253m
 - domestic market registered outstanding figures through new acquisitions both in healthcare and private segments
 - substantial contribution to growth has been given by the international activity, particularly by French and Polish markets
- Dedicated focus on Healthcare clients which remains the main segment, representing **57%** of signed contracts

Main Contracts signed in Q4 2021

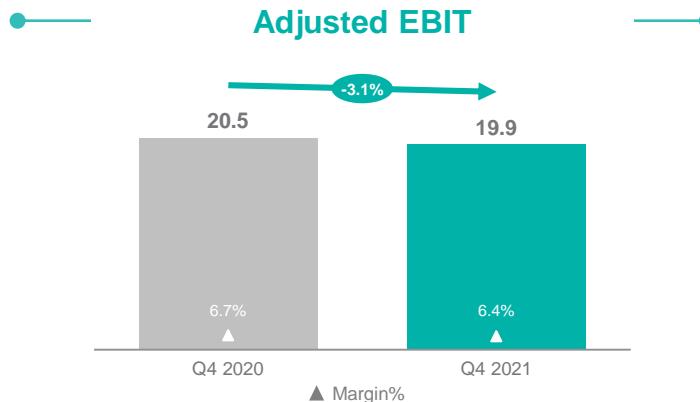
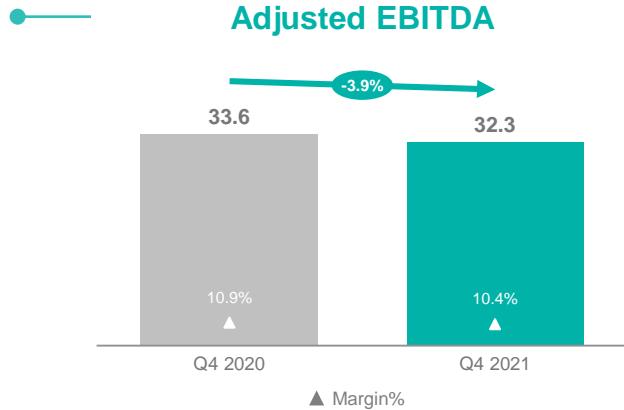
Client	Service	Annual Value	Duration	Acquisition type
ATM	Cleaning/Mainten	10.1m	4 years	New Market/Portfolio
TRENITALIA INTERCITY - PULIZIE NOTTE	Cleaning	5.6m	3 years	New Market
AZ.USL RAVENNA	Laundering	2.7m	5 years	Portfolio

Tenders Pipeline – FY 2021



- In FY2021, Rekeep Group achieved an impressive win rate of 35% on # of tenders (266 out of 769) and 31% on value of tenders, including Poland contribution
- Total amount of tenders still pending (Pipeline) accounts for €1.3bn. Value to be further increased if considering new tenders joined in FY2022
- 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. more than half of total pipeline**

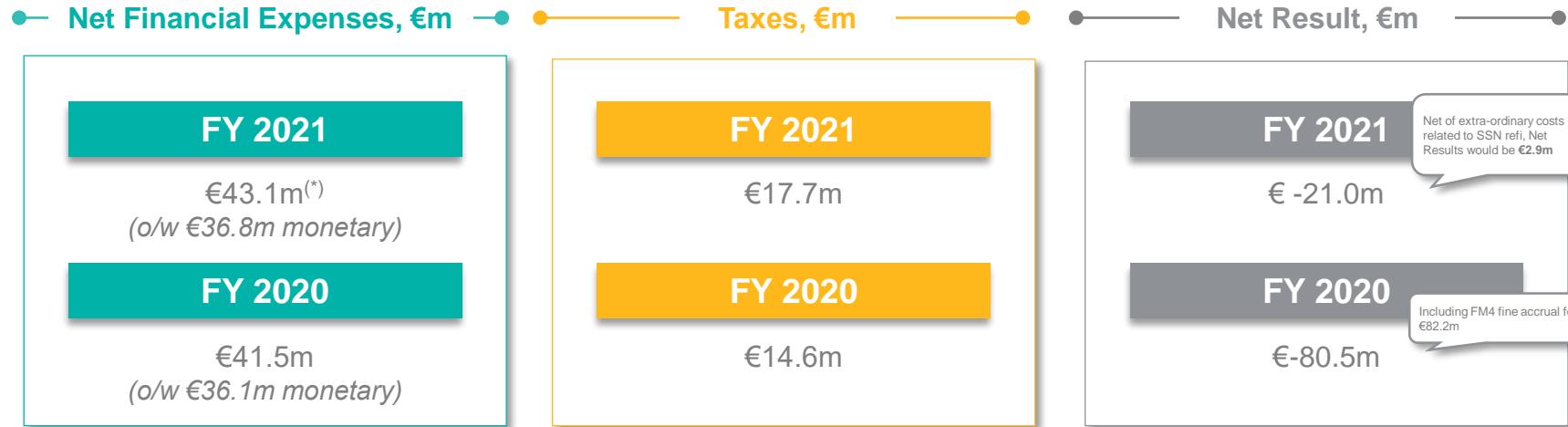
EBITDA and EBIT, YoY



Comments

- Quarterly Adjusted EBITDA at €32.3m, slightly below Q4 2020 due to a slowdown in Medical Device activity which partially offsets the positive increase in FM
- The trend in Adjusted EBITDA is driven by:
 - + Good performance by FM segment especially due to bold performance of domestic and international activities
 - Slight decrease in L&S with business slowly returning to full capacity
 - A slowdown in Medical Device to a more sustainable level due to lower extra-ordinary activity only partially offset by a gradual recovery being business back to a standard level
- EBITDA Marginality at 10.4% in Q4 2021, generally higher in Q4s due to the account of extra-ordinary activities
- Adjusted EBIT typically follows Adjusted EBITDA trend. It decreased by €0.6m, due to:
 - ✓ Decline both in Medical Device and L&S
 - ✓ Only partially offset by an increase in FM EBIT

Net Financial Expenses, Taxes, Net Result



- Recurring FY2021 Net Financial expenses decrease by approx. €2.5m vs FY2020, excluding extra-ordinary items of FY2020 (SSN2022 buyback gain and disposal of some minor non-consolidated entities)
- Taking into account also the expenses related to SSN2022 refinancing in January totaling approx. €23.6m, Net Financial Expenses are €66.7m

- FY Net Result is affected by extra-ordinary costs related to refinancing of SSN2022 in January 2021, totaling approx. 23.6m
- Net of this effect, Net Result would be positive*

Industrial Capex

Figures not
Pro-Forma

Q4 2021

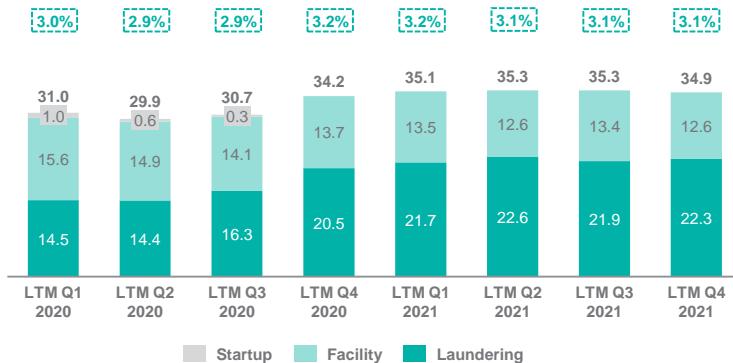
€11.9m

Q4 2020

€12.3m

- Q4 2021 Capex (€11.9m) are slightly below Q4 2020. FM Capex are driven by international investments related to catering (Poland) and transport businesses for start-up of new contracts while for L&S they are mainly related to linen purchasing
- LTM Q4 2021 Capex confirmed stable around approx. 3% of Revenues as sustainable level for the business

LTM Capex overview, €m

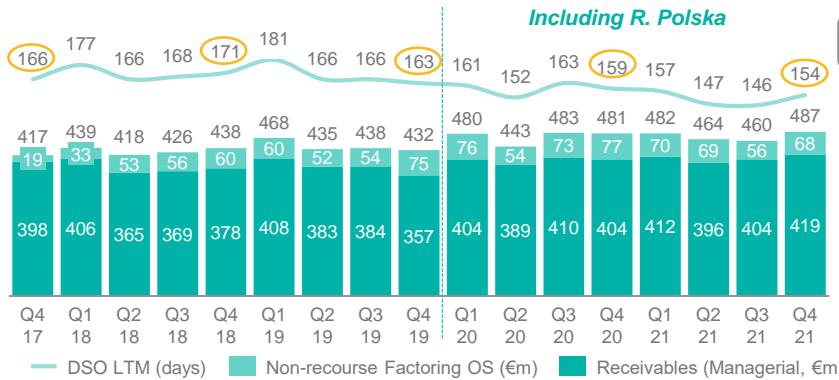


Capex by quarter, €m



DSOs & DPOs

Gross Receivables and DSO



Comments

Reduction of DSO is in line with the strategy implemented by the management, and hitting the lowest level for Q4s

- DSOs lands at 154 days (164 considering only domestic perimeter) and touching lowest level of DSO in Q4
- 5 DSO vs Q4 2020 with intense improvements in Collection activities
- Level of Non-Recourse factoring in line with previous quarters level, reaching €68m at Q4 2021

Payables and DPO



- DPOs back at 220 days (235 considering only domestic perimeter), in line with historical trend following a tactical release in Q2 and Q3 to certain energy suppliers

- DSOs/DPOs exclude the effect of Sicura (sold) and Yougenio (terminated), while include Rekeep Polska since Q1 2020

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

Q4 2021

€42.6m

(o/w €21.9m related to Poland)

Q4 2020

€31.2m

(o/w €22.2m related to Poland)

- NWOC decreased sharply vs Q3 2021 (€42.6m vs €63.2m) given the intense effort in reducing Domestic NWOC (€20.7m vs €41.3m)
- Q4 2021 NWOC is slightly higher than Q4 2020 reflecting the increase in business volumes registered by the Group
- Excluding Rekeep Polska, NWOC is only 2.1% of Domestic Revenues

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

NWOC / LTM Revenues

Q4 2021

3.8%

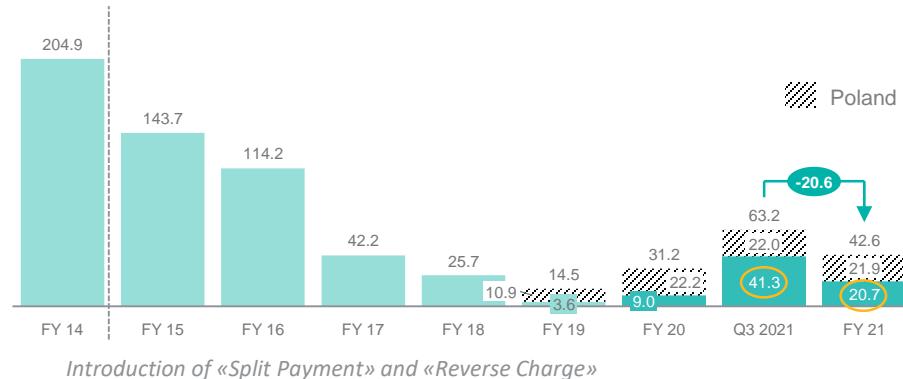
(2.1% excl. Poland)

Q4 2020

2.9%

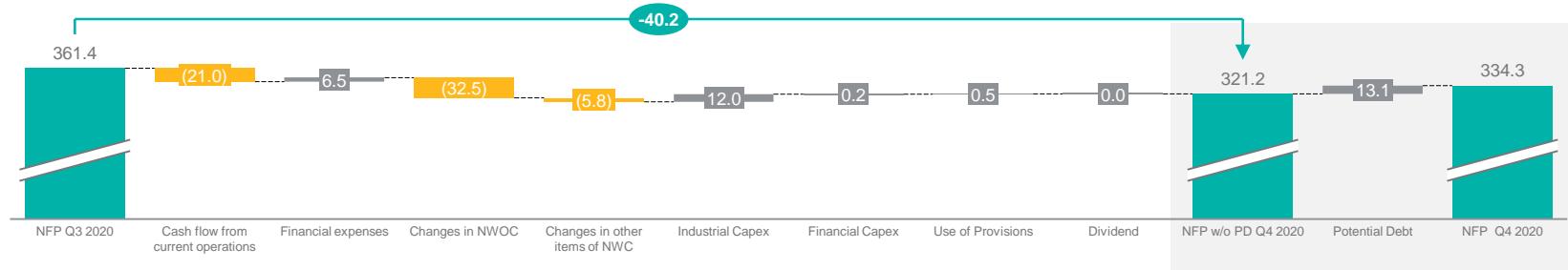
(0.9% excl. Poland)

Net Working Operating Capital Trend, €m

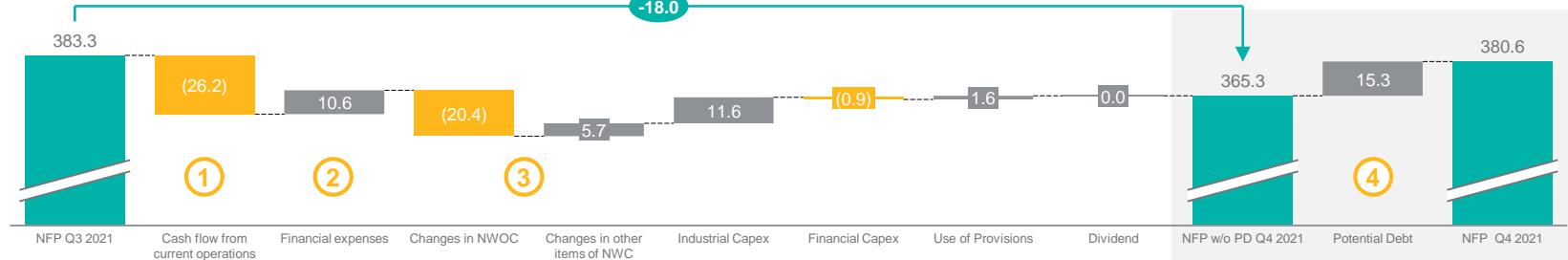


Focus on NFP changes Q4 2021 vs Q4 2020 (€m)

Q4 2020



Q4 2021



Main changes in Q4 2021 vs Q4 2020:

- ① Higher cash-flow from operations due to increase in volumes and good margins achieved
- ② Higher Financial Expenses if compared to lower positive non-recurring contribution received in Q4 2020 related to the disposal of some minor non-consolidated entities
- ③ Changes in NWOC and other items of NWC: this is mainly driven by lower debt due to the expired period of suspension – granted by Polish govt release of social charges to employees
- ④ Put Option accounted for the future potential payment of 20% stake of R.Polska in 2025, measured on expected (and significantly higher) EBITDA BP 2024

Focus on Liquidity and Credit Facilities

Data as of December 2021	Amount (€m)	x Pro-Forma EBITDA	Liquidity Available
Reference LTM EBITDA		117.2	
Cash on Balance Sheet	(99.5)		(99.5)
Short Term Financial Assets	(14.8)		(14.8)
SSN @ 2026 - 7.25% Coupon	370.0		
Other on SSN (Amortized Cost, Accrued Interest)	4.6		
ssRCF (€75m)	-		(75.0)
Total Senior Secured NFP	260.3	2.2x	
Recourse Factoring	23.3		
Reverse factoring	10.0		
Term Loans & Bank Overdrafts	7.2		
Financial Leasing	7.0		
Other Financial Debt	20.4		
<i>IFRS Adjustments</i>	37.1		
Net Financial Position w/o Potential Debt	365.3	3.1x	
Potential Debt	15.3		
Net Financial Position	380.6	3.2x	
No-Recourse Factoring	68.0		(232.0)*



Annex



Litigation Update

• 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
 - ✓ As of end of December, Rekeep has paid 14 (out of 72) monthly instalments totaling to roughly €13.8m benefitting of a suspension for the payment of some instalments provided by Tax Decree

• Santobono Case:

- ❑ On 25 January 2022, the **Council of State has upheld Rekeep's appeal**. All effects of the ANAC decision have been repealed

Next Steps

- ❑ Rekeep appealed the TAR Lazio decision before Council of State (i.e. the Italian supreme administrative Court):
 - ❑ Hearing held on 20 January 2022 and currently waiting for the ruling, expected by end of March 2022
- ❑ Rekeep started paying the remaining 69 instalments in Q1 2021. As of end of December, Rekeep has paid 14 (out of 72) monthly instalments totaling to roughly €13.8m
- ❑ **Council of State ruled in favor of Rekeep on 25 January 2022**

Methodology and data presentation

Data Presentation

- Since the acquisition of Polish Naprzod (then Rekeep Polska) in October 2019, International activities can be considered material and hence no longer as Start-up
- Adjusted EBITDA and Adjusted EBIT do not include non-recurring elements recorded in the consolidated Statement of Profit/Loss for the year
- On a Pro-Forma⁽¹⁾ basis, Revenues, EBITDA and EBIT :
 - i) Include International activities, following the acquisition of Polish company Rekeep Polska 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.*

Exchange rate:

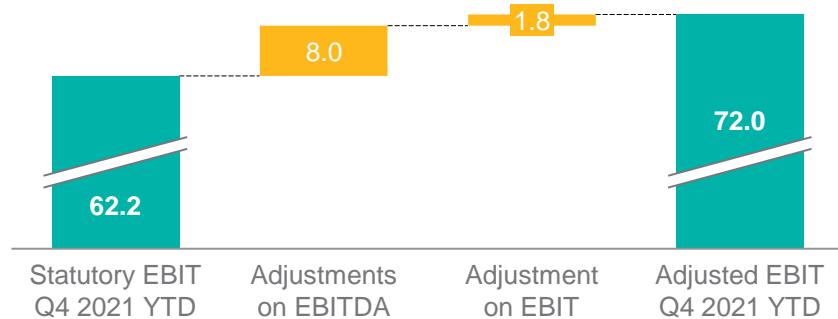
- for P&L: average exchange rate Q4 2021 YTD
- For BS: exchange rate as of 31 December 2021

Adjustments to EBITDA and EBIT

Bridge to EBITDA YTD, €m



Bridge to EBIT YTD, €m



Adjustments on EBITDA, €m

M&A and Advisory fee for extra-ordinary transaction/project 2.5

Extraordinary legal fees related to litigations 1.5

Re-organizations / Lay-off / Bonus 4.0

Total Adjustments on EBITDA 8.0

Adjustments on EBIT, €m

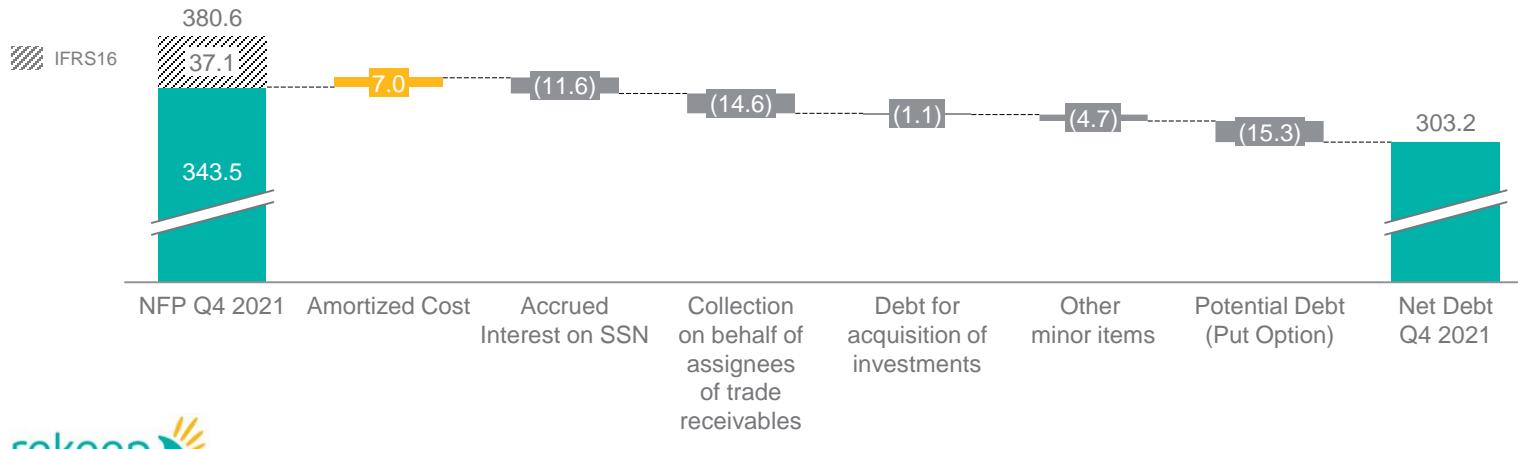
Adjustments on EBIT, net of Adjustments on EBITDA 1.8

Total Adjustments on EBIT 9.8

Net Financial Position to Net Debt

Q4 2021 Net Financial Position to Net Debt, €m

	31 st December 2021	31 st December 2020
Long term financial debt	412.9	380.7
Bank borrowings, including current portion of long-term debt and other financial liabilities	82.1	50.0
Gross financial indebtedness	495.0	430.8
Cash and cash equivalents	(99.5)	(90.5)
Current financial assets	(14.8)	(6.0)
Net financial indebtedness Rekeep Group	380.6	334.3



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) **“NFP without Potential Debt”** means Consolidated Net Financial Position, net of Potential Debt (i.e. Put Options and Earn-out related to M&A transactions)
- (4) **“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 2021	31 Dec 2020	Change
USES			
Trade receivables and advances to suppliers	443,248	431,121	12,127
Inventories	12,743	12,921	(178)
Trade payables and advances from customers	(413,374)	(412,849)	(525)
<i>Net working operating capital</i>	42,617	31,193	11,424
Other element of working capital	(150,501)	(161,427)	10,926
<i>Net working capital</i>	(107,884)	(130,234)	22,350
Tangible assets	129,965	122,542	7,423
Intangibles assets	424,185	424,215	(30)
Investments accounted for under the equity method	9,153	9,140	13
Other non current assets	30,857	34,012	(3,155)
<i>Operating fixed assets</i>	594,160	589,909	4,251
Non current liabilities	(54,293)	(52,812)	(1,481)
<i>Net invested capital</i>	431,983	406,863	25,120
SOURCES			
Minority interests	4,588	3,199	1,389
Equity attributable to equity holders of the parent	46,746	69,337	(22,591)
<i>Shareholders' equity</i>	51,334	72,536	(21,202)
Net financial indebtedness	380,649	334,327	46,322
<i>Total financing sources</i>	431,983	406,863	25,120

ANNEX

PROFIT&LOSS (€/000)	For the period ended 31 december	
	2021	2020
Total revenues	1,122,025	1,081,390
Total costs of production	(1,012,898)	(1,052,118)
EBITDA	109,127	29,272
EBITDA %	9.73%	2.71%
Amortization/depreciation, write-downs and write-backs of assets	(41,477)	(40,472)
Accrual of provisions for risks and charges	(5,471)	(8,228)
Operating income	62,179	(19,428)
Operating Income %	5.54%	-1.80%
Share of net profit of associates	1,267	(7,441)
Net financial charges	(66,704)	(41,527)
Profit before taxes from continuing operations	(3,258)	(68,396)
Profit before taxes from continuing operations %	-0.29%	-6.32%
Income taxes	(17,743)	(14,624)
Profit from continuing operations	(21,001)	(83,020)
Loss for the period from discontinued operation	16	2,569
Net profit for the period	(20,985)	(80,451)
Net profit for the period %	-1.87%	-7.44%
Minority interests	(1,603)	(2,703)
Net profit for the period attributable to equity holders of the parent	(22,588)	(83,154)
Net profit for the period attributable to equity holders of the parent %	-2.01%	-7.69%

ANNEX

STATEMENT OF CASH FLOW (Statutory) (€/000)	31 Dec 2021	31 Dec 2020
CASH at the beginning of the period	90,464	97,143
Cash flow from current operations	29,301	50,748
Use of provisions for risks and charges and for employee termination indemnity	(4,539)	(6,380)
Change in NWOC	(11,595)	(16,892)
Industrial Capex, net of disposals	(33,843)	(33,556)
Financial Capex	(2,603)	49,843
Other changes	(23,043)	(11,463)
Change in net financial liabilities	55,370	(38,980)
CASH at the end of the period	99,512	90,464

What's next

- ✓ Next call on Q1 2022 will be held on May 17th, 2022
- ✓ Rekeep will attend the Morgan Stanley Leveraged Finance Conference on May 12th, 2022 in London (UK)
- ✓ Rekeep Financial Calendar and Replay available on:

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