

# Call on Q4 2022 Results

March 23<sup>rd</sup>, 2023, 17CET



# Disclaimer

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*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*



## Index

- Key Quarter Highlights
- Focus on Tax Credit
- Q4 2022 Results
- *Annex*
- Q&A session

# Key Quarter Highlights (1/3)

## Revenues

- The Group carries on marking another positive performance in terms of revenues with a significant growth in quarterly revenues at €348.0m with a +12.4% increase, mainly driven by the Energy Management services effect and development of the International business
- Likewise, on LTM basis at Q4 2022, revenues register a sound increase of +15.4% landing at €1,294.4m
- Revenues in Healthcare register as well a solid +8.1% CAGR (vs. +5.4% on a Group basis) in FY2016 - FY2022 consistently with Group's repositioning strategy, confirming to be the largest and preferred market with a 61% share of Total Revenues at FY 2022

## Backlog & Commercial Activity

- Commercial performance is lower than in 2021 as final contracts awarded value is impacted by the potential invalidation of one key tender awarded to the Group in Q1 2022 with a significant amount (€222m of potential development)
- A confirmed solid win rate (both on # of tenders and multi-annual value) achieved in FY 2022 enhances the leading role of the Group in its core markets, both in Italy as well as in Poland
- Final year increase in Backlog vs FY2021 at €3.1 Bn is conservatively accounted with historical not-inflated tender values, and highly exposed to Healthcare market accounting for 76% of the total

# Key Quarter Highlights (2/3)

## EBITDA / EBITDA Margin

- Quarterly Pro-Forma EBITDA stands at €46.9m, with an +41.2% increase vs Q4 2021, supported by Tax Credit (€22.9m)
- FY 2022 EBITDA reaches €130.8m, with marginality at 10.1% level, supported by Tax Credit (€27.7m) which are confirmed as well in Q1 2023
- Excluding Tax Credit effect, FY 2022 EBITDA is down to €103.1m from €119.9m in FY 2021 (-€16.8m) mainly due to:
  - ✓ loss of some customers at the beginning of the year, not yet replaced by a new backlog awarded
  - ✓ inflationary pressure on contracts and missed customary discounts from key energy suppliers
  - ✓ concluding tailback effect on COVID upside in 2020/2021

❑ *As of December 2022, the impact of higher costs for energy carrier is mitigated by the recognition of the tax credit introduced with Legislative Decree. n. 21 of 2022 (Conversion Law no. 51 of 20/05/2022) in partial compensation of the higher costs incurred for the purchase of electricity and natural gas, which on the Group amounts to €27.7m.*

# Key Quarter Highlights (3/3)

## NWC

- DSOs at 167 days at FY 2022 up +13 days vs previous year is mainly due to the forecasted amplification of the working capital effect, and driven by quick surge in volumes for energy management
- DPOs sensible decrease by 16 days to 199 days is mainly due to contingent acceleration of payment terms of certain energy suppliers
- NOWC at €68.5m, at 5.3% of Revenues while Domestic NWOC stands at €45.6m (4.0% of Domestic Group Revenues) reflecting the increase in volumes and unbending terms by energy suppliers vs previous year

## Net Financial Profile and Cash Position

- In FY 2022, NFP (w/o Potential Debt) stands at €433.7m with leverage\* at 3.3x on EBITDA
  - Major impact in 2022 Net Debt has been triggered since Q4-2021 by an unexpected and significant increase in cost of energy carriers, resulting in a sensible increase of Working Capital and Cash Collaterals related to energy supply for the Group.
  - Given the severe purchasing conditions requested by Energy Suppliers, which include acceleration of terms of payments and significant financial guarantees, the Management has prioritized tactically the renegotiation of contractual terms with the customers, enhancing the advance payments, and leveraging on *unsecured* source of funding to finance NWC spike, including Reverse Factoring (+€23.8m vs 2021) and Non-Recourse factoring (+€33.5m vs 2021)
  - The Company confirms its commitment to deleverage, while retaining a sound liquidity position
- ☐ ***Consistently with our policy to proactively manage our debt profile, the Company may make purchases of notes from time to time***

# Key Actions 2023

## Key Actions 2023 Plan

- Ongoing discussions with customers to accelerate recognition of inflation effect in FM and L&S, while carefully managing cost control
  - Rationalization and revamping of the Laundering business
  - Accelerating International Business
- **Prioritize financial actions to enhance deleverage in 2023FY**

# Index and Presenters



## Rekeep speakers



**Giuliano Di Bernardo**

*Chairman and CEO*



**Luca Buglione**

*CFO*

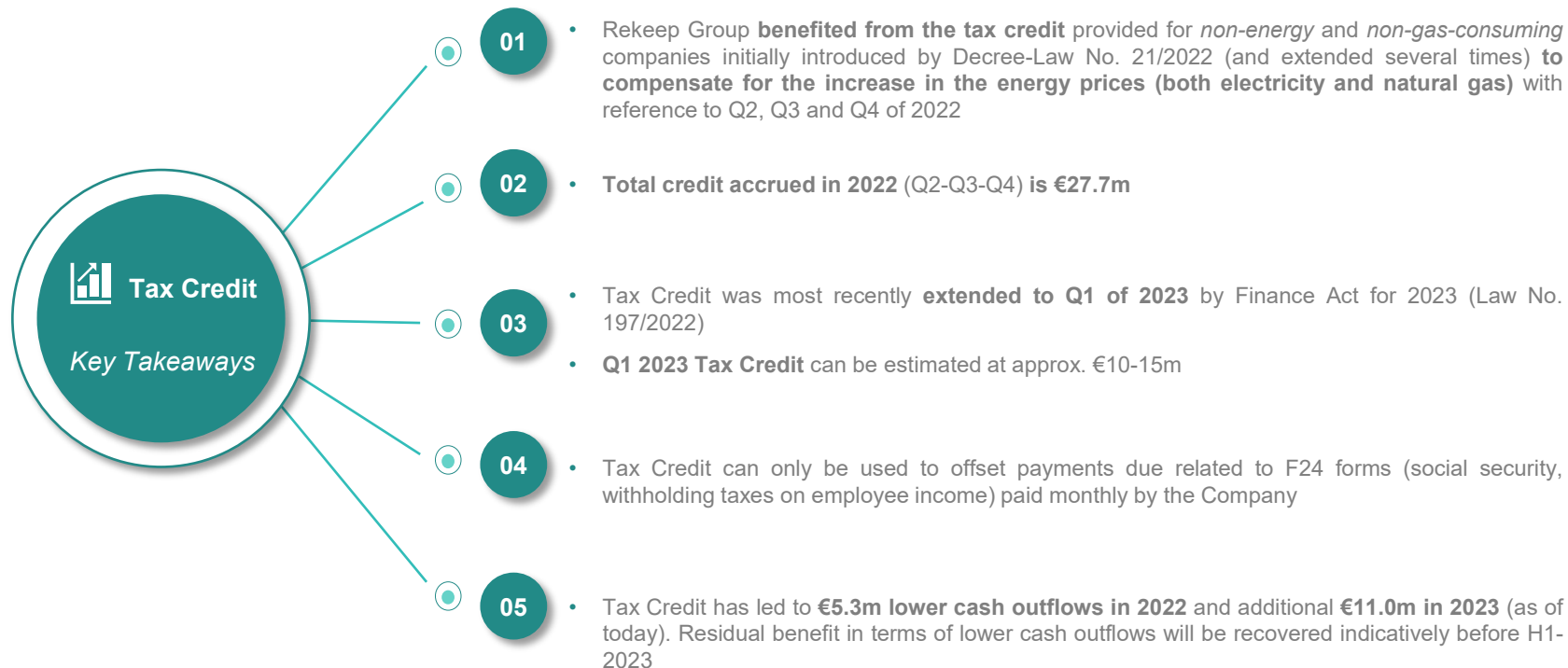


## Index

- Key Quarter Highlights
- **Focus on Tax Credit**
- Q4 2022 Results
- *Annex*
- *Q&A session*



# Tax Credit – Legislative Decree No. 21/2022



# Index and Presenters



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*Chairman and CEO*



**Luca Buglione**

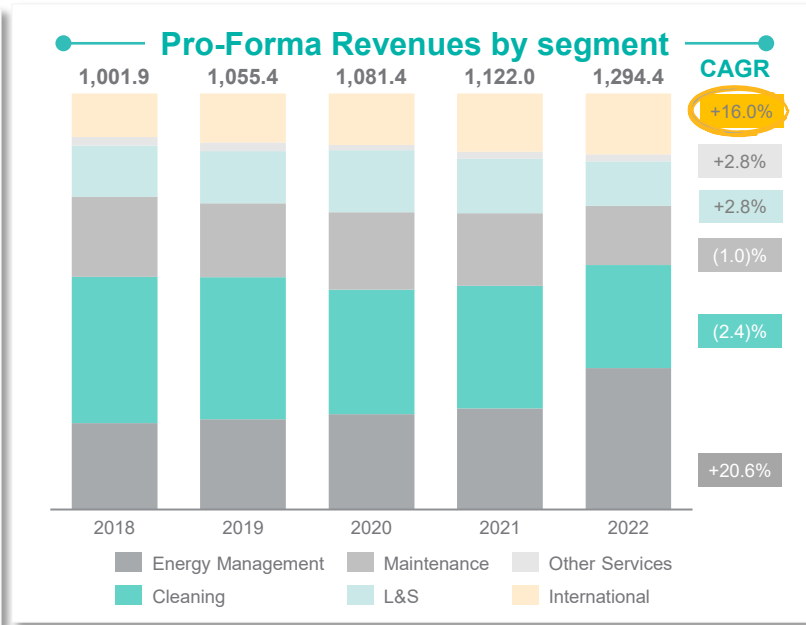
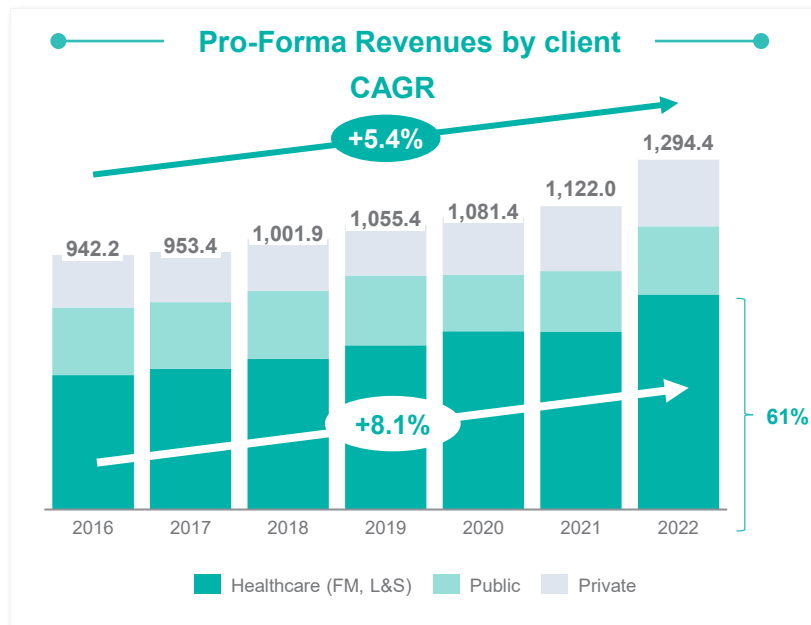
*CFO*



## Index

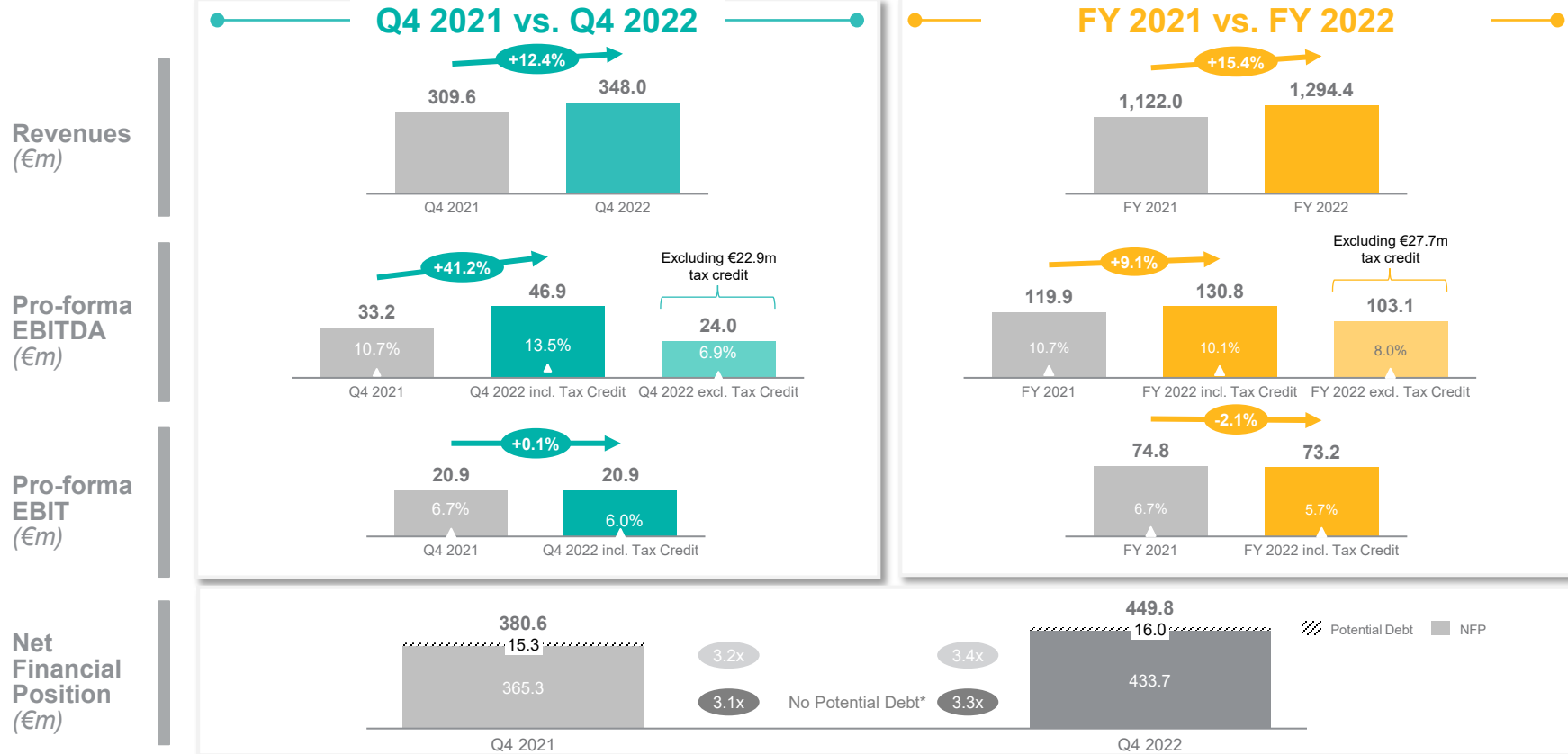
- Key Quarter Highlights
- Focus on Tax Credit
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# Revenues historical trend by market segment



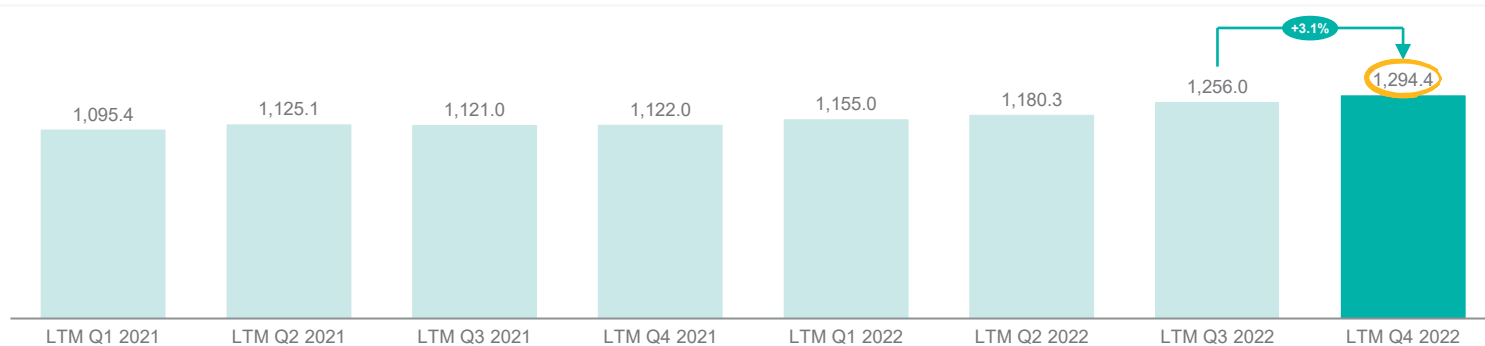
- The Group has shown an overall constant growth, with a **CAGR of +5.4%** during 2016 - 2022
- Specifically, **Healthcare** exposure delivered a superior growth, with a **CAGR of +8.1%** during 2016 - 2022 (vs 7.6% in LTM Q3 2022), as well as **International business** showing a strong increase with a Pro-Forma **CAGR of +16.0%** in the period 2018 – 2022 (vs 5.3% Domestic revenues growth in the same period)

# 3 months and FY KPIs at a glance

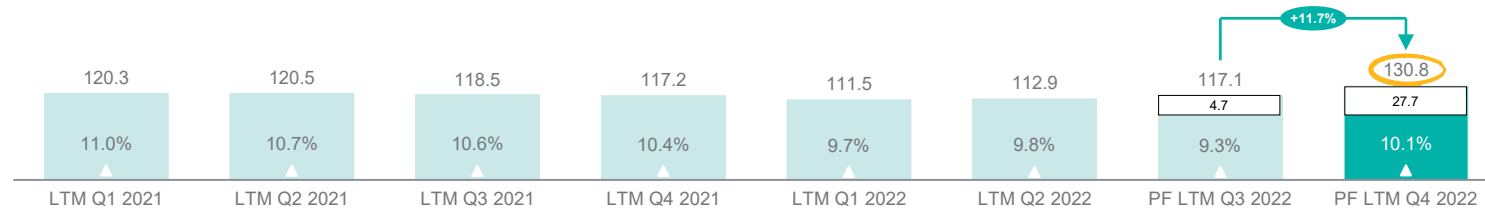


# LTM Performance

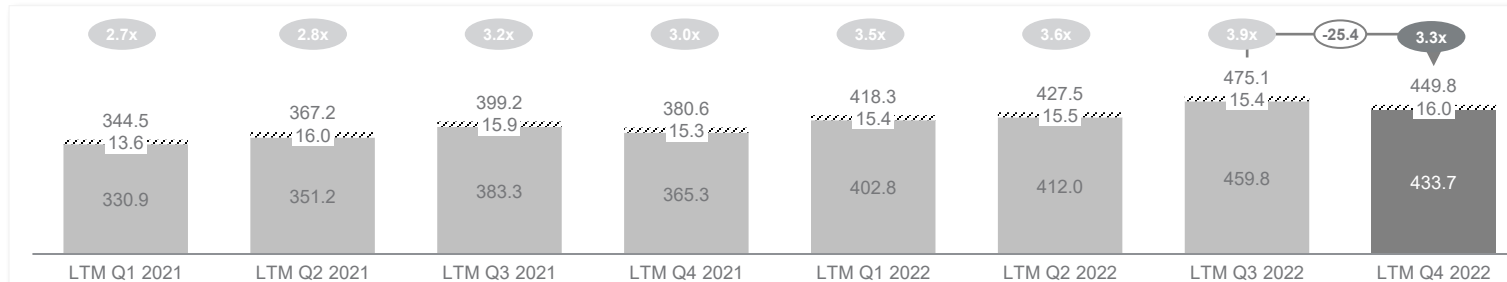
## Pro-Forma Revenues (€m)



## Pro-Forma EBITDA (€m)

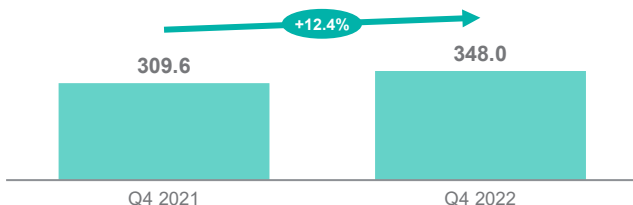


## Net Financial Position (€m)



# Revenues, YoY

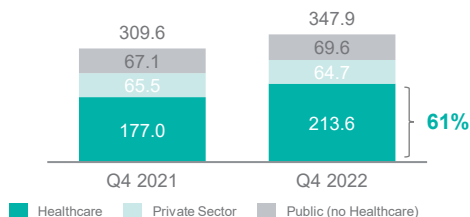
## Revenues



## Revenues by segment(\*)



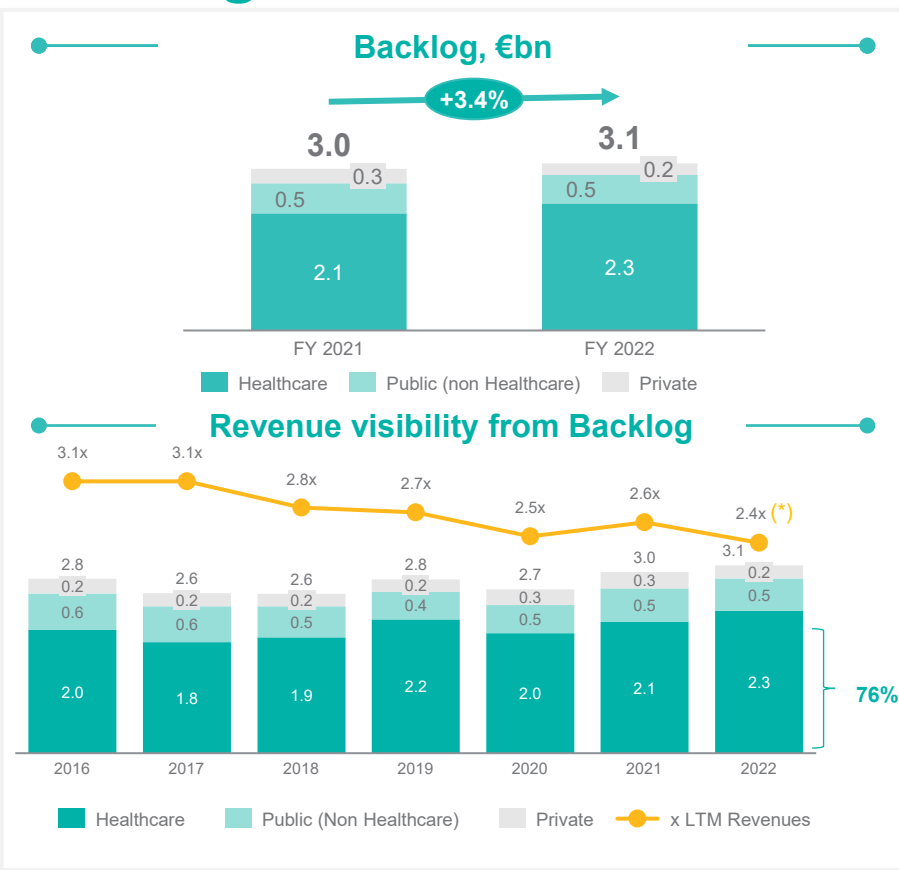
## Revenues by client



## Comments

- Q4 2022 Revenues growth is sustained with a +12.4% increase landing at €348.0m
- The trend in volumes in Q4 2022 is driven by:
  - + FM segment registers a solid increase +14.2% vs Q4 2021, mainly due to the increase in volumes generated energy contract
  - + A good performance for International business, especially from Polish and French activities
  - + L&S volume increase (+5.3% QOQ) back on sustainable path after the resumption of routine operations and lower contribution of extra-ordinary activities related to Covid19, and positively supported by the inception of one key large Hospital
- **Healthcare confirms being almost 2/3 of volumes (61%) in Q4 2022**

# Backlog



## Comments

- Group Backlog ranks €3.1bn at FY 2022, showing a slight increase vs FY 2021 (+3.4% YoY)
- Backlog coverage at 2.4x over Revenues.

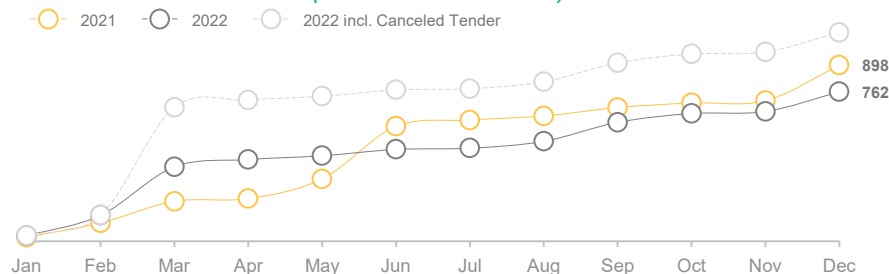
(\*) Backlog / Revenues ratio: it is important to be noted that backlog calculation – differently from revenues – is accounted as per historical tender values, not including updated inflationary effect, therefore Backlog at 2.4x over Revenues is not meaningful but should be adjusted to assess the actual coverage ratio.

- **Healthcare accounts for more than 76% of total Backlog**

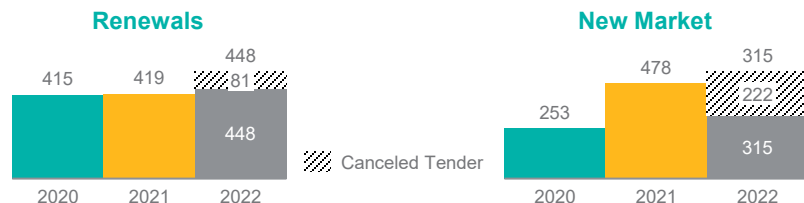
*As of today, Backlog does not include Saudi contract backlog, expected to start in H2-2023*

# Commercial Activity

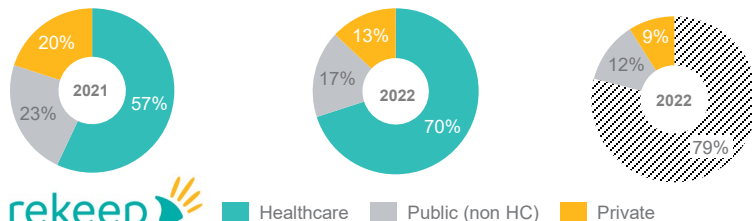
## Value of contracts signed FY 2022, €m (multi-annual value)



## Breakdown of signed contracts FY 2022, €m



## Signed contracts by Client FY 2022, %

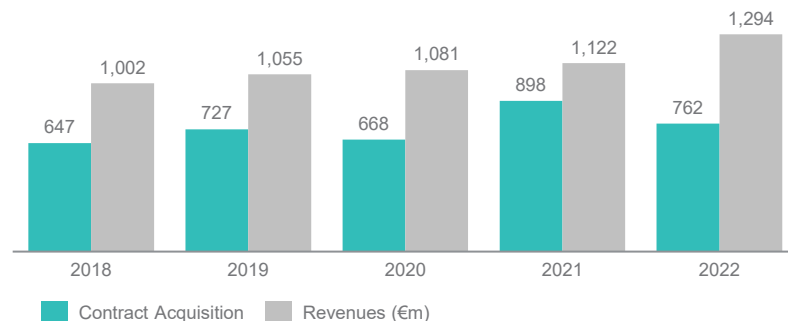


## Sales activity

- Commercial performance lower than in FY 2021. FY 2022 contracts value is impacted by the potential court invalidation of one tender formally awarded in Q1 2022.
- FY 2022 commercial activity was mostly driven by:
  - ✓ **Renewals:** intense performance (€448m vs. €419m and €415m), with main benefit from Healthcare, International and Private.
  - ✓ **New market** In FY 2022 €315m of new business acquired thanks to important new contracts signed with Healthcare clients
  - ✓ **2 New Healthcare contracts** acquisition in **France** for the Group

Reaffirmed Group strategy in repositioning as Healthcare FM providers with more than **70%** of signed contracts (both Renewals and New market) in Healthcare segment

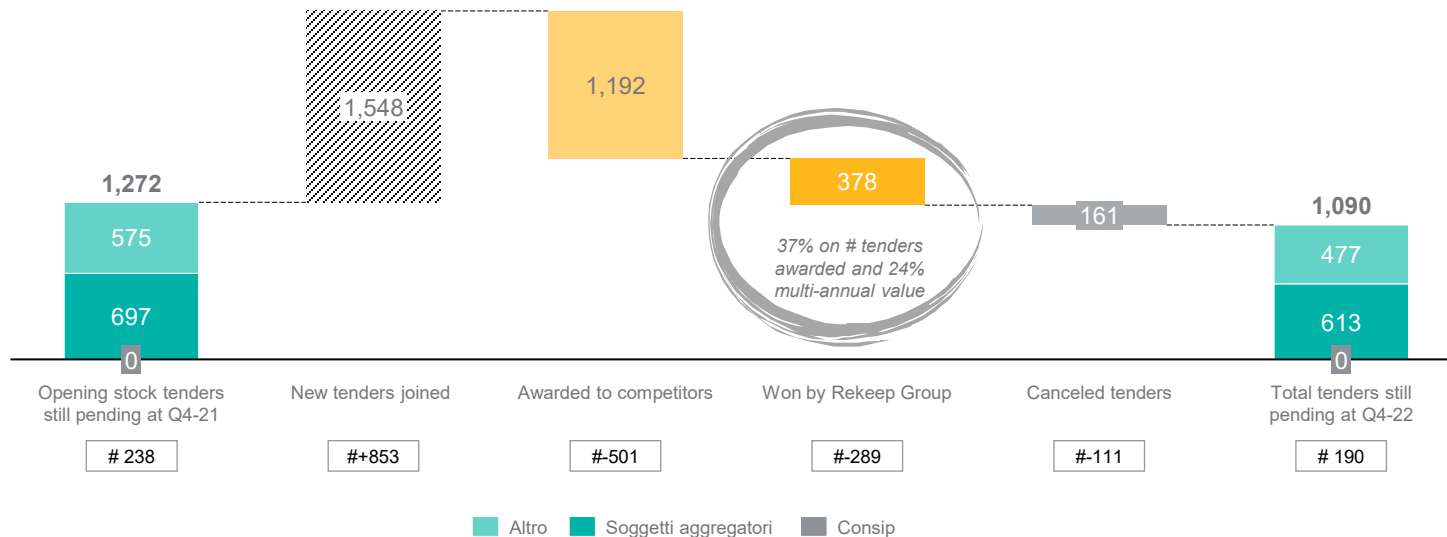
## Revenues and Contract Acquisition





# Tenders Pipeline – FY 2022

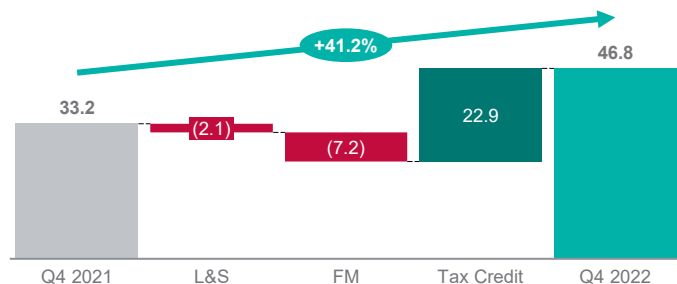
## Tenders Pipeline Bridge by Stock tenders and New tenders, €m



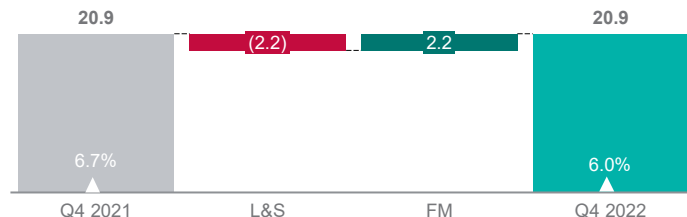
- In FY 2022, Rekeep Group achieved an impressive win rate of 37% on # of tenders (289 out of 790) and 24% on value of tenders, including Poland contribution
- Total amount of tenders still pending (Pipeline) accounts for approx. €1.1bn

# EBITDA and EBIT, YoY

## Adjusted EBITDA



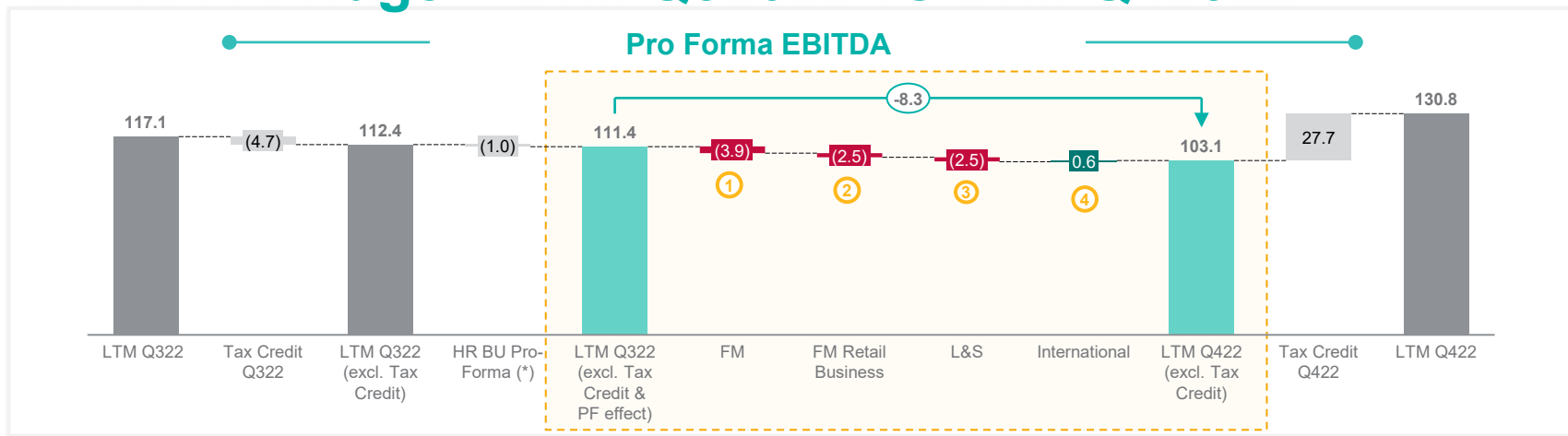
## Adjusted EBIT



## Comments

- Quarterly Adjusted EBITDA registers a positive performance and lands at €46.9m, with an increase of +41.2% vs Q4 2021 mainly given by the support of the Tax Credit
- Excluding Tax Credit effect, the quarter result is defined by:
  - + A general good ongoing performance by International business
  - A suffering in the domestic Facility Management segment, impacted by a lack of new business development and impacted by inflationary pressure
  - For L&S, a slowdown in profitability due to an increase of energy and transportation costs, under discussions with the customers, and the conclusion of a single significant contract
- Quarterly EBIT basically in line with previous year despite positive effect of Tax Credit, but twisted by specific non-linear annual provisions singularly occurred in the last quarter

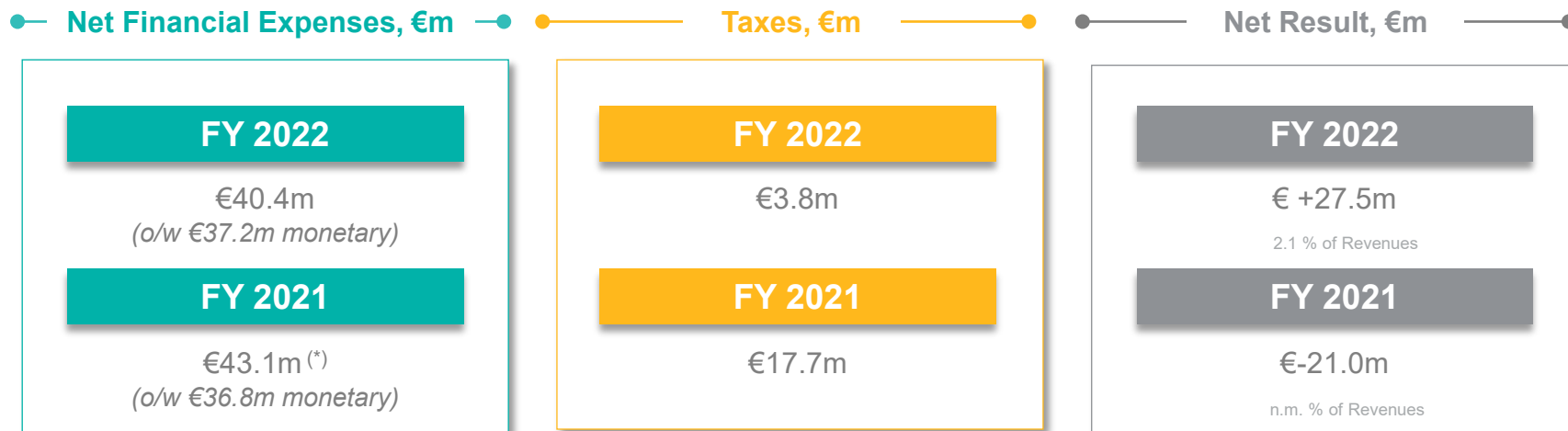
# EBITDA Bridge – LTM Q32022 vs LTM Q42022



## EBITDA

- ① FM - Mainly due to the combined effect of (i) lower customary supplier discounts (especially in the energy carriers supply) due to the extraordinary environment of high inflation, which are expected to be only partially carried over in 2023, (ii) general lack of Backlog domestic development in order to cover / replace exiting tenders
- ② FM Retail Business - negatively impacted by inflation trend
- ③ L&S - Attributable to a combined effect (i) increase in direct costs not fully passed-through to clients, including transportations and energy costs, (ii) conclusion of a contract
- ④ International - Positive contribution by International business

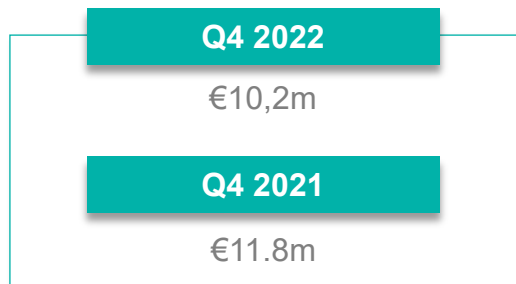
# Net Financial Expenses, Taxes, Net Result



Recurring FY2022 Net Financial expenses decrease by approx. €2.7m vs FY2021 mainly due to lower coupon expenses and lower other financial interest discount

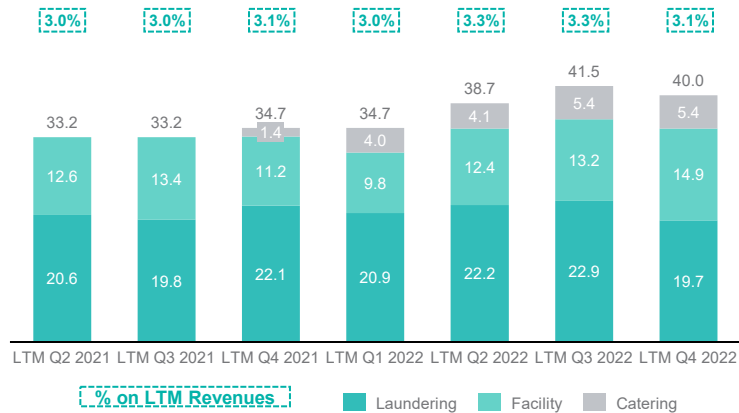
FY2022 Net Result is positive at €27.5m

# Industrial Capex

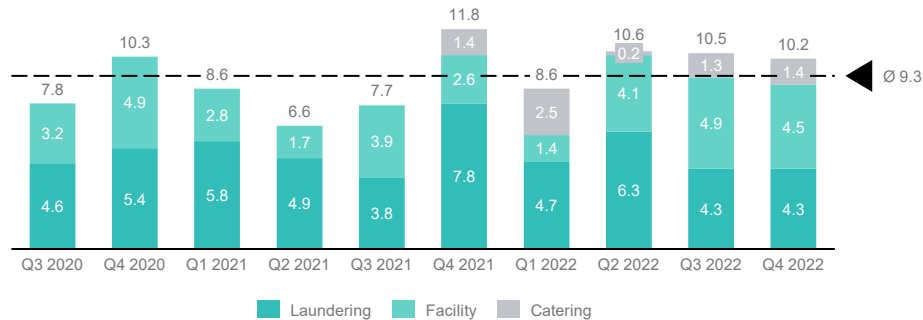


- Q4 2022 Capex at €10.2m <sup>(\*)</sup>, while LTM Q4-2022 amounted to €40.0m
- FM Capex are driven by IT software investments and international business investments, especially related to a key investment for catering in Poland (€5.4m in FY 2022)
- L&S investments mainly refer to the purchase of linen (both current and new contracts)
- FY2022 recurring Capex stood at 3.1% as sustainable level for the business

## LTM Capex overview, €m

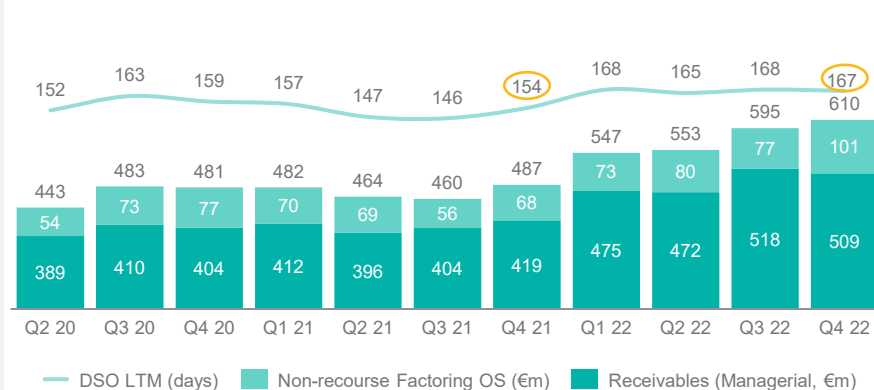


## Capex by quarter, €m

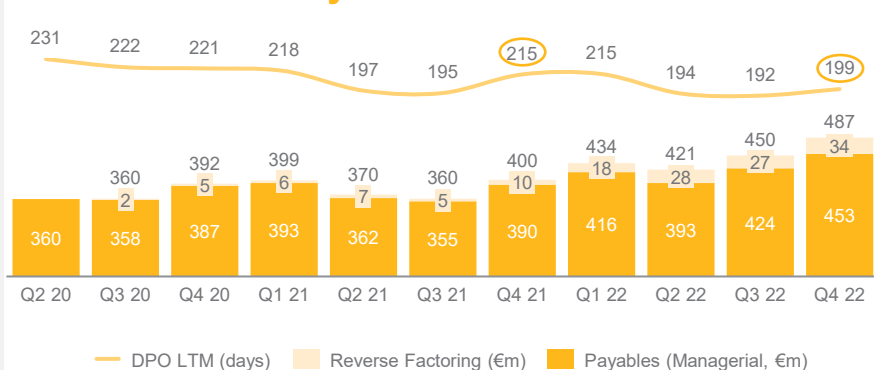


# DSOs & DPOs

## Gross Receivables and DSO



## Payables and DPO



## Comments

- **Visible increase in DSO on the year**, mainly related to the contingent situation on energy raw materials price surge which has impacted the Group and its invoicing contractual terms to customers since Q3 2021:
  - ✓ DSOs at 167 days with an increase (+13 days) DSO vs Q4 2021
  - ✓ Volume effect due to the increase in prices for energy raw materials
  - ✓ Level of Non-Recourse factoring reaching €101.5m at Q4 2022 (+€34m), quite in line with the increase of receivables stock / volumes, being 7.8% on LTM Revenues
- **DPOs at 199 days** with a decrease -16 days vs. Q4 2021, is mainly due to advanced payment of certain energy suppliers - and partially funded through Reverse Factoring vs the previous year (+€24m vs Q4 2021)
  - ❖ In the upper chart, on top of gross receivables, the amount of factoring outstanding receivables is separately depicted, which is taken into consideration to calculate DSOs
  - ❖ In the lower chart, on top of payables, the amount of reverse factoring is separately depicted and it's not taken in consideration to calculate DPOs

# Net Operating Working Capital

## NOWC

### Q4 2022

€68.5m

(o/w €22.8m related to Poland)

### Q4 2021

€42.6m

(o/w €21.9m related to Poland)

- NOWC increased vs Q4 2021 (€68.5m vs €42.6m) mainly due to the effect of the increase of volumes mainly generated by the increase in energy management volumes
- **Q4 2022 NOWC decreased vs Q3 2022 (-€38.7m)** due to the combined effect of (i) NOWC seasonal declining trend in Q4, (ii) declining energy price, (iii) billing cycle reduction (at Q4 2022 close to +90% of customers invoiced on a monthly basis)
- Excluding Rekeep Polska, NOWC is 4.0% 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)

## NOWC / LTM Revenues

### Q4 2022

5.3%

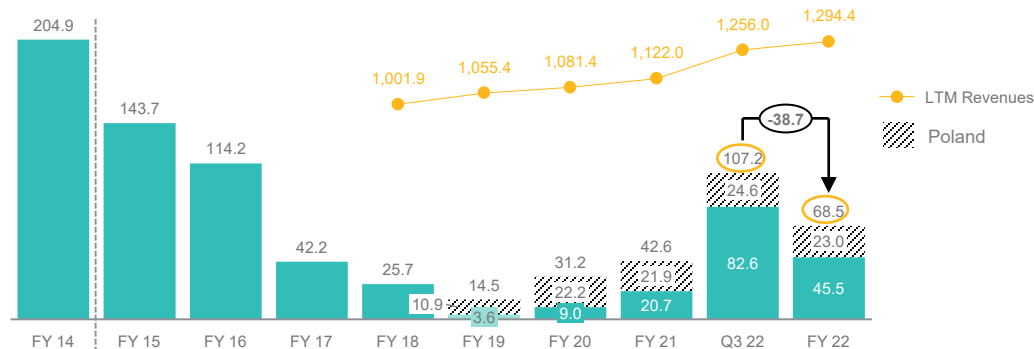
(4.0% excl. Poland)

### Q4 2021

3.8%

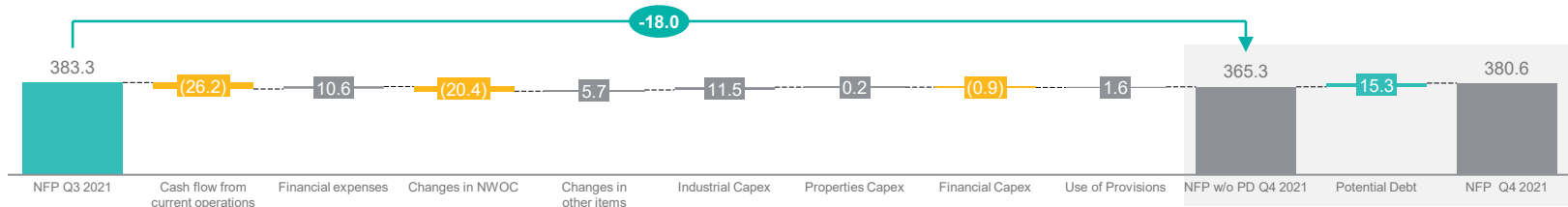
(2.1% excl. Poland)

## Net Operating Working Capital Trend, €m

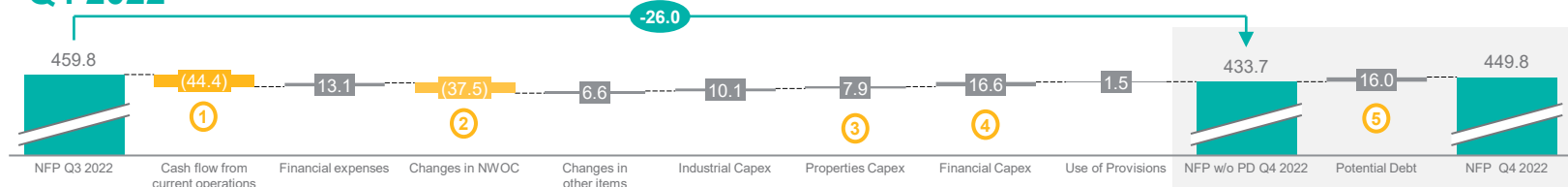


# Focus on NFP changes Q4 2022 vs Q4 2021 (€m)

## Q4 2021



## Q4 2022



### Main changes in Q42022 vs Q42021

- ① Higher cash-flow from operations due to higher contribution from business operations
- ② The increase in Change in NWOC is mainly due to decrease in trade receivables and increase in trade payables vs Q3 2022
- ③ Includes the net effect of the undertaking of the Headquarter building
- ④ Higher Financial Capex due to amounts escrowed as collateral for gas supply contracts, in ongoing negotiations to be released
- ⑤ Put Option accounted for the future potential payment of 20% stake of R. Polska in 2025; measured on the basis of the expected (and significantly higher) EBITDA BP 2024



# Focus on Liquidity and Credit Facilities

Data as of December 2022

Reference LTM EBITDA

As of 31 Dec 2022, Cash on Balance does not include approx. €25m cash collateralized for financial guarantees for Gas purchase, requested in November and expected to be released/revised in H12023 following gas price decreasing trend.

As of today, €4.5m has been already released

Amount  
(€m)

x  
Pro-Forma  
EBITDA

Liquidity Available

130,8

Cash on Balance Sheet

(84,2)

(84,2)

Short Term Financial Assets

(7,0)

(7,0)

SSN @ 2026 - 7.25% Coupon

370,0

Other on SSN (Amortized Cost, Accrued Interest)

6,2

ssRCF (€75m)

-

(75,0)

**Total Senior Secured NFP**

**284,9**

**2,2x**

Recourse Factoring

11,8

Reverse factoring

33,8

Term Loans & Bank Overdrafts

16,1

Financial Leasing

21,3

Other Financial Debt

38,1

IFRS Adjustments

27,7

**Net Financial Position w/o Potential Debt**

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

**433,7**

**3,3x**

Potential Debt

16,0

Net Financial Position

449,8

3,4x

No-Recourse Factoring

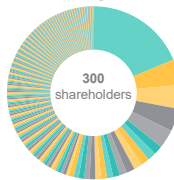
101,5

(198,5) \*

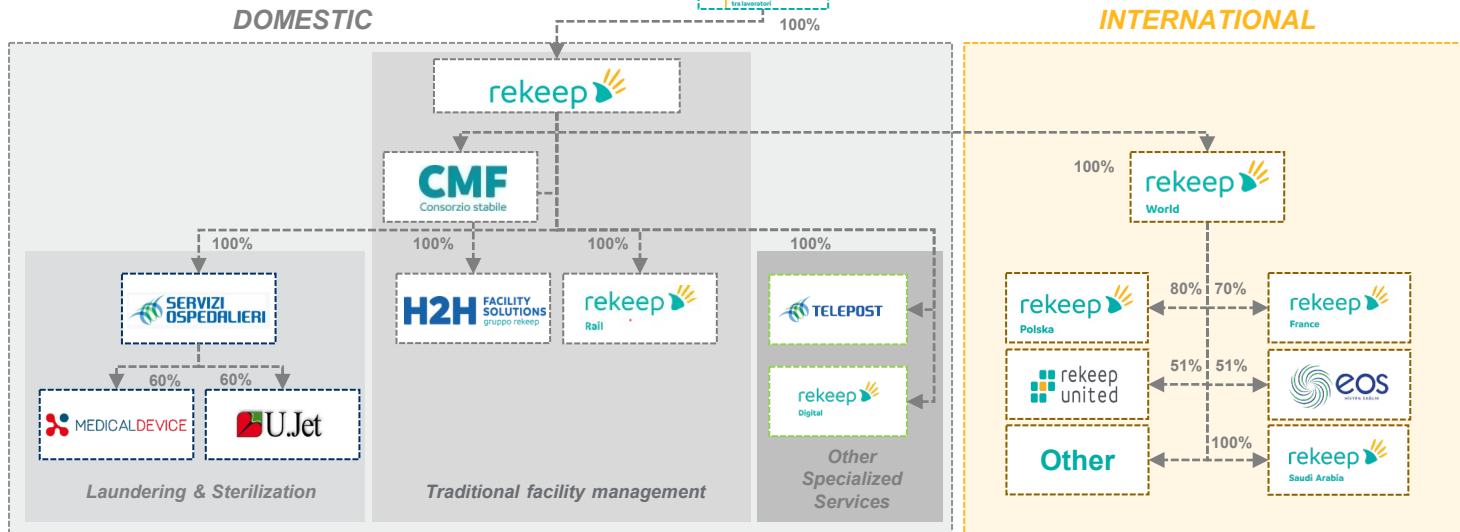
## Annex

# Simplified organizational structure

- 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 – S.p.A.) and, as such, has changed its company name to **MSC Società di Partecipazione tra Lavoratori S.p.A**
- MSC, 100% owner of Rekeep Group, is ultimately owned by 300 shareholders, mainly managers and employees of the Group



- A vast majority of Managers now involved as investors in shareholding of the Company (166 white collars of the Group)
- 20 shareholders - key managers and senior executives - own more than 50% of the shares



# 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**<sup>(1)</sup> 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
  - iv) Do not include the cost of personnel relating to the business unit "Personnel and payroll" (HR Business Unit) acquired from MSC

## 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

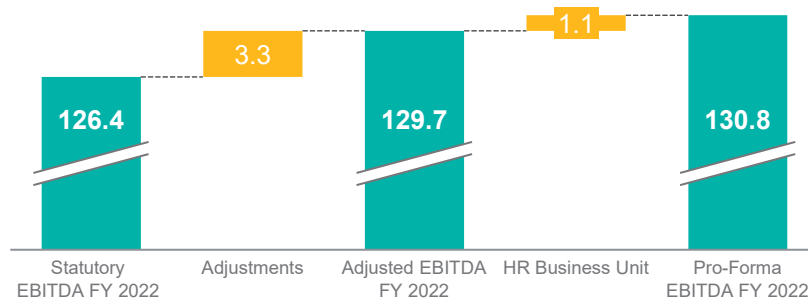
(1) Pro-Forma Revenues, EBITDA and EBIT are not audited or reviewed or intended to comply with applicable accounting standards – they are provided for illustrative purposes only and does not purport to represent or project current or future results.

Exchange rate:

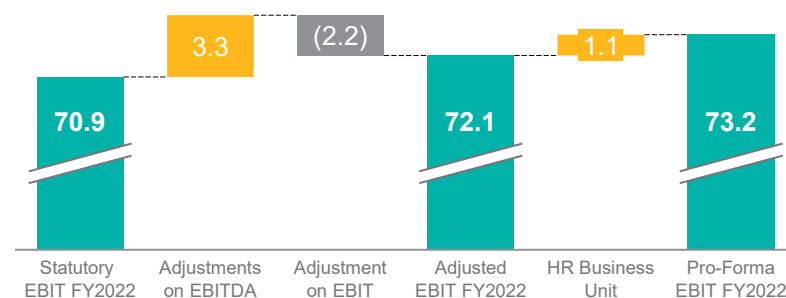
- for P&L: average exchange rate Q4 2022 YTD
- For BS: exchange rate as of 31 December 2022

# Adjustments to EBITDA and EBIT

## Bridge to EBITDA, €m



## Bridge to EBIT, €m



### Adjustments on EBITDA, €m

Extraordinary legal fees related to litigations	0.7
Re-organizations / Lay-off / Bonus	2.6

<b>Total Adjustments on EBITDA</b>	<b>3.3</b>
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### Adjustments on EBIT, €m

Adjustments on EBIT	(2.2)
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<b>Total Adjustments on EBIT</b>	<b>1.1</b>
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### Pro-Forma on EBITDA and EBIT, €m

HR Business Unit	1.1
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<b>Total Pro-Forma on EBITDA and EBIT</b>	<b>1.1</b>
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# 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 2022	31 Dec 2021	Change
<b>USES</b>			
Trade receivables and advances to suppliers	537.227	443.248	93.979
Inventories	12.088	12.743	(655)
Trade payables and advances from customers	(480.808)	(413.374)	(67.434)
<b>Net working operating capital</b>	<b>68.507</b>	<b>42.617</b>	<b>25.890</b>
Other element of working capital	(120.289)	(150.501)	30.212
<b>Net working capital</b>	<b>(51.782)</b>	<b>(107.884)</b>	<b>56.102</b>
Tangible assets	147.874	129.965	17.909
Intangibles assets	423.223	424.185	(962)
Investments accounted for under the equity method	10.121	9.153	968
Other non current assets	51.270	30.857	20.413
<b>Operating fixed assets</b>	<b>632.488</b>	<b>594.160</b>	<b>38.328</b>
Non current liabilities	(57.972)	(54.293)	(3.679)
<b>Net invested capital</b>	<b>522.734</b>	<b>431.983</b>	<b>90.751</b>
<b>SOURCES</b>			
Minority interests	6.096	4.588	1.508
Equity attributable to equity holders of the parent	66.862	46.746	20.116
<b>Shareholders' equity</b>	<b>72.958</b>	<b>51.334</b>	<b>21.624</b>
Net financial indebtedness	449.776	380.649	69.127
<b>Total financing sources</b>	<b>522.734</b>	<b>431.983</b>	<b>90.751</b>

# ANNEX

PROFIT&LOSS (€/000)	For the period ended 31 Dec	
	2022	2021
Total revenues	1.294.376	1.122.025
Total costs of production	(1.168.016)	(1.012.898)
<b>EBITDA</b>	<b>126.360</b>	<b>109.127</b>
<b>EBITDA %</b>	<b>9,76%</b>	<b>9,73%</b>
Amortization/depreciation, write-downs and write-backs of assets	(41.912)	(41.477)
Accrual of provisions for risks and charges	(13.505)	(5.471)
<b>Operating income</b>	<b>70.943</b>	<b>62.179</b>
<b>Operating Income %</b>	<b>5,48%</b>	<b>5,54%</b>
Share of net profit of associates	703	1.267
Net financial charges	(40.397)	(66.704)
<b>Profit before taxes from continuing operations</b>	<b>31.249</b>	<b>(3.258)</b>
<b>Profit before taxes from continuing operations %</b>	<b>2,41%</b>	<b>-0,29%</b>
Income taxes	(3.750)	(17.743)
<b>Profit from continuing operations</b>	<b>27.499</b>	<b>(21.001)</b>
Loss for the period from discontinued operation	-	16
<b>Net profit for the period</b>	<b>27.499</b>	<b>(20.985)</b>
<b>Net profit for the period %</b>	<b>2,12%</b>	<b>-1,87%</b>
Minority interests	(368)	(1.603)
<b>Net profit for the period attributable to equity holders of the parent</b>	<b>27.131</b>	<b>(22.588)</b>
<b>Net profit for the period attributable to equity holders of the parent %</b>	<b>2,10%</b>	<b>-2,01%</b>



STATEMENT OF CASH FLOW (Statutory) (€/000)	31 Dec 2022	31 Dec 2021
<b><i>CASH at the beginning of the period</i></b>	<b>99.512</b>	<b>90.464</b>
Cash flow from current operations	80.841	29.301
Use of provisions for risks and charges and for employee termination indemnity	(4.976)	(4.539)
Change in NWOC	(21.588)	(11.595)
Industrial Capex, net of disposals	(49.822)	(33.843)
Financial Capex	(33.495)	(2.603)
Other changes	(40.088)	(23.043)
Change in net financial liabilities	53.858	55.370
<b><i>CASH at the end of the period</i></b>	<b>84.243</b>	<b>99.512</b>

# What's next

- ✓ Next call on Q1 2023 will be held on May 18<sup>th</sup>, 2023
- ✓ Rekeep Financial Calendar and Replay available on:  
<https://www.rekeep.com/en/investors/financial-info/financial-calendar>