



Paris, France — June 7, 2021

Derichebourg S.A. (“**Derichebourg**”) has filed with the French Financial Markets Authority (the *Autorité des Marchés Financiers*) an amendment to its universal registration document, which includes, among other things, information related to the previously announced acquisition by its subsidiary Derichebourg Environnement of 100% of the capital of Groupe Ecore Holding S.A.S. (together with its subsidiaries, “**Ecore**”). This press release presents selected highlighted information from the amendment, which can be found on Derichebourg’s website at [www.derichebourg.com](http://www.derichebourg.com).

### Description of Ecore

Ecore is one of the leading French metal recycling companies, integrated from the collection of waste to the sale of recycled materials. As of March 31, 2021, Ecore operated at 83 sites in the world, mainly in France, with other sites in Belgium, Switzerland, Romania, Hungary and Luxembourg. Ecore primarily sells ferrous metals such as scrap iron (81% of volumes sold for the twelve months ended March 31, 2021), non-ferrous metals such as aluminum, stainless steel, copper and brass (6% of volumes sold for the twelve months ended March 31, 2021), other materials, such as paper, plastic and cardboard (12% of volumes sold for the twelve months ended March 31, 2021) and battery lead (1% of volumes sold for the twelve months ended March 31, 2021). Ecore focuses primarily on: (i) collecting waste through its large and dense local networks; (ii) employing its industrial facilities to sort and process the waste it collects and to provide its customers with large volumes of quality recycled materials; and (iii) leveraging its logistical capabilities and access to deep-sea harbors to promptly respond to market conditions in the areas in which it operates.

For the twelve months ended March 31, 2021, Ecore generated €1,067.4 million of revenue and EBITDA of €77.5 million, and sold 2,460,000 tons of ferrous metal and 235,000 tons of non-ferrous metals. Ecore has approximately 1,300 employees.

### Strategic interest of the transaction

The Derichebourg group wishes to increase its presence in the European and global market for the sale of ferrous metals and non-ferrous metals, because it firmly believes that demand will continue to grow in the years to come, as the use of recycled raw materials helps to limit global warming when compared to metal production using an equivalent amount of non-recycled raw materials.

### Selected financial and operational information for the combined group

Assuming the acquisition is completed, and subject to any undertakings that may be negotiated with the relevant anti-trust authorities, certain selected financial and operational figures for the new combined group would be as follows:

<i>Pro forma</i> revenue	€3,880 million	(1)
<i>Pro forma</i> Recurring EBITDA	€341 million	(1)
<i>Pro forma</i> Recurring EBITDA adjusted for anticipated synergies	€362 million	(1)
Annual volume of sold ferrous metals	5,963 kt	(1)
Annual volume of sold non-ferrous metals	812 kt	(1)
Estimated market share for metal waste recycling in France	30% to 35%	
Employees	43,300	
<i>Of which recycling employees</i>	4,300	

(1) : for the 12 month period ended March 31, 2021

## **Pro forma financial information**

Selected information from the *pro forma* income statement and balance sheet are annexed to this press release.

## **Synergies**

The Derichebourg group has estimated that it could achieve synergies in an aggregate amount of €21 million with the acquisition of the full Ecore group, of which €11 million is related to savings in transportation costs due to an improved territorial network. The Derichebourg group intends to reinvest a significant portion of the expected synergies into investments having a positive environmental impact as well as an economic benefit, which will be made possible as a result of the improved territorial network.

## **Leverage ratio and liquidity**

The group's leverage ratio (Net debt/adjusted recurring EBITDA for the 12 months ended March 31, 2021) would be 2.2x, and the liquidity margin of the Derichebourg group after the entry into the financing for the acquisition and after completing the acquisition would be greater than €500 million.

## **Expected timing of completion for the transaction**

The pre-notification file is being reviewed by the DG-COMP in Brussels.

The completion of the acquisition is expected between September and December 2021.

## **Cautionary statement**

This press release constitutes a public disclosure of inside information by Derichebourg under Regulation (EU) 596/2014 (16 April 2014) and Implementing Regulation (EU) No 2016/1055 (10 June 2016).

## **Forward-looking statements**

This press release may include forward-looking statements. These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts and include statements regarding Derichebourg's or its affiliates' intentions, beliefs or current expectations concerning, among other things, Derichebourg's or its affiliates' results of operations, financial condition, liquidity, prospects, growth, strategies and the industries in which they operate. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Readers are cautioned that forward-looking statements are not guarantees of future performance and that Derichebourg's or its affiliates' actual results of operations, financial condition and liquidity, and the development of the industries in which they operate may differ materially from those made in or suggested by the forward-looking statements contained in this press release. In addition, even if Derichebourg's or its affiliates' results of operations, financial condition and liquidity, and the development of the industries in which they operate are consistent with the forward-looking statements contained in this press release, those results or developments may not be indicative of results or developments in subsequent periods.

The forward-looking statements and information contained in this announcement are made as of the date hereof and Derichebourg undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise, unless so required by applicable securities laws.

**Annex: Selected figures from the *pro forma* income statement and balance sheet**

**Selected *pro forma* income statement information**

<i>(in millions of euros)</i>	<i>Pro forma for the 12 months ended March 31, 2021</i>	<i>Pro forma for the year ended September 30, 2020</i>	<b>Change</b>
<b>Revenue</b>	<b>3,879.7</b>	<b>3,345.2</b>	<b>16.0%</b>
Of which Environmental Services	3,057.5	2,508.0	21.9%
Of which Multiservices	821.1	836.2	(1.8%)
<b>Recurring EBITDA</b>	<b>341.0</b>	<b>229.7</b>	<b>48.5%</b>
Of which Environmental Services	302.2	194.8	55.1%
Of which Multiservices	45.7	44.0	3.9%
<b>Recurring operating profit</b>	<b>177.4</b>	<b>68.9</b>	<b>157.4%</b>
Of which Environmental Services	167.7	62.9	166.5%
Of which Multiservices	20.0	18.1	10.3%
Non-recurring items, net	0.8	4.9	(83.7%)
<b>Operating profit</b>	<b>178.2</b>	<b>73.8</b>	<b>141.3%</b>
Net financial expenses	(29.7)	(42.4)	(30.0%)
Foreign exchange and other gains and losses	(2.5)	(3.0)	(14.6%)
<b>Profit before taxes</b>	<b>146.0</b>	<b>28.4</b>	<b>413.2%</b>

**Pro forma balance sheet**

<i>(in millions of euros)</i>	<b>March 31, 2021 <i>pro forma</i></b>
Goodwill	510.7
Intangible assets	7.9
Right of use intangible assets	3.6
Property, plant and equipment	679.6
Right of use tangible assets	264.7
Financial assets	23.9
Investments in associates and joint-ventures	11.6
Deferred tax	71.0
<b>Total non-current assets</b>	<b>1,573.0</b>
Inventories	210.9
Trade receivables	480.7
Tax receivables	5.7
Other assets	100.3
Financial assets	20.0
Cash and cash equivalents	336.2
Financial instruments	1.4
<b>Total current assets</b>	<b>1,155.1</b>
<b>Total non-current assets and groups of assets held for sale</b>	<b>0.8</b>
<b>Total assets</b>	<b>2,728.9</b>

<i>(in millions of euros)</i>	<b>March 31, 2021 <i>pro forma</i></b>
<b>Group shareholders' equity</b>	<b>595.1</b>
Non-controlling interests	7.4
<b>Total shareholders' equity</b>	<b>602.4</b>
Financial borrowings and debts	875.5
Provision for pensions and similar benefits	52.0
Other provisions	41.8
Deferred taxes	25.3
Other liabilities	4.9
<b>Total non-current liabilities</b>	<b>999.5</b>
Financial borrowings and debts	242.0
Provisions	5.8
Trade payables	579.1
Tax payables	29.7
Other liabilities	268.5
Financial instruments	1.9
<b>Total current liabilities</b>	<b>1,127.0</b>
<b>Total liabilities related to a group of assets held for sale</b>	<b>0.0</b>
<b>Total liabilities</b>	<b>2,728.9</b>