



W E N D E L

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Q1 2023 activity is increasing Implementation of new strategic directions

Net asset value as of March 31, 2023: €7,662 million or €172.5 per share, up +2.8% YTD

Q1 2023 consolidated net sales: €2,181 million, up +10.4% overall and up +8.4% organically

- Strong growth of Constantia Flexibles (+21.8%), CPI (+18.0%) and Bureau Veritas (+8.9%)
- Stahl sales (-8.6%) impacted by a soft start of the year in the global coatings industry
- ACAMS first quarter down -14%, impacted by timing effects. Sales up +9.6% excluding timing effects

Good momentum for Wendel's portfolio and strong M&A activity

- Stahl acquired ICP Industrial Solutions Group (ISG), a leader in high-performance packaging coatings. ISG reported sales of approximately \$140 million in 2022.
- Constantia continued its selective acquisition strategy with the acquisition of the Polish company Drukpol Flexo and Lászlópack Kft in Hungary. Both acquisitions represent estimated annualized sales of c. €45 million in 2023.

Implementation of new strategic directions

- Successful issue by Wendel of bonds exchangeable into shares of Bureau Veritas due 2026, generating €750 million of additional liquidity for Wendel.
- Wendel entered into exclusive negotiations with the intent to acquire the Scalian Group, a leading European consulting firm in digital transformation, project management and operational performance. Wendel would invest c. €550 million.

Strong financial structure

- Total liquidity of €2.4bn as of March 31, 2023, including €1.6bn of cash and €750 million available under the committed credit facility (fully undrawn).
- LTV ratio of 6.4% as of March 31, 2023¹.

¹ Pro forma of Scalian acquisition project realization, LTV would stand at 12.3%

Laurent Mignon, Wendel Group CEO, commented:

'The first quarter of 2023 was very dynamic for Wendel and its portfolio companies. Consolidated net sales rose by a total of 10.4% over the first three months of the year, driven in particular by the good performances of Bureau Veritas, Constantia Flexibles and Crisis Prevention Institute. Our companies also pressed ahead with their targeted external growth strategies.

We embarked on the new strategic directions announced in March, with the completion of an issue of bonds exchangeable for Bureau Veritas shares, providing us with an additional €750 million in cash, and the announcement of exclusive negotiations to acquire the Scalian Group. This significant majority investment in an unlisted company is fully in line with our ambition to invest around €2 billion over the next 24 months, and marks Wendel's return to the French market.'

Q1 2023 sales of Group companies

Q1 2023 consolidated sales

(in millions of euros)	Q1 2022	Q1 2023	Δ	Organic Δ
Bureau Veritas	1,290.1	1,404.5	+8.9%	+8.5%
Constantia Flexibles	432.6	526.7	+21.8%	+19.0%
Stahl	224.9	205.5	-8.6%	-12.5%
Crisis Prevention Institute	20.8	24.6	+18.0%	+14.9%
ACAMS ⁽¹⁾	7.2	19.9	n.a	n.a
Consolidated net sales⁽²⁾	1,975.6	2,181.2	+10.4%	+8.4%

(1) ACAMS accounts have been consolidated since March 11, 2022.

(2) Comparable sales for Q1 2022 represent €1,975.6 m vs. 2022 published sales of €2,007.2 m. The difference of €31.6m corresponds to Indian activities from Constantia Flexibles, classified as asset held for sale in accordance with IFRS 5. The contribution of these activities has been reclassified in 'Net income from discontinued operations and operations held for sale' since 2022.

Q1 2023 sales of equity accounted companies

(in millions of euros)	Q1 2022	Q1 2023	Δ	Organic Δ
Tarkett	684.7	698.4	+2.0%	-0.9%

Sales of Group companies

Bureau Veritas – Strong start to the year; 2023 outlook confirmed.

(full consolidation)

Bureau Veritas' revenue in the first quarter of 2023 amounted to €1,404.5 million, an +8.9% increase compared with Q1 2022. Organic growth was +8.5%, led by sustained strong momentum for sustainability and energy transition across all businesses. During the quarter, Bureau Veritas launched a certification scheme for renewable hydrogen (whose objective is to ensure that it is produced under safe and sustainable practices, and from renewable energy sources) and obtained the accreditation for a new 'anti-food waste' label certification.

Growth was driven by the vast majority of the portfolio across all geographies (Americas, Middle East, Europe, Africa and Asia Pacific) with a strong organic growth from Marine & Offshore +13.5%, Industry +12.5%, Certification +11.2%, Buildings & Infrastructure +9.0% and Agri-Food & Commodities +7.7%. Less than a sixth of the portfolio (Consumer Products Services) declined 3.5% organically due to fewer new product launches and volumes.

The scope effect was a positive +1.5%, reflecting bolt-on deals realized in the past few quarters. The currency impact was negative by -1.1%, mainly due to the depreciation of some emerging countries' currencies against the euro.

2023 Outlook confirmed

Based on a healthy sales pipeline and the significant growth opportunities related to Sustainability, and taking into account the current macro uncertainties, Bureau Veritas expects for the full year 2023 to deliver:

- Mid-single-digit organic revenue growth;
- A stable adjusted operating margin;
- A strong cash flow, with a cash conversion¹ above 90%.

For more information: <https://group.bureauveritas.com>

Constantia Flexibles – Total growth of +21.8% with organic growth of +19.0% and improved profitability.

(full consolidation)

Q1 2023² sales totaled €526.7 million, up +19.0% on an organic basis driving a strong business performance in terms of both profitability and cash generation. The sales growth was driven by (i) strong volume growth in the Pharma markets and low single digit growth in the Consumer markets and, (ii) further price increases compensating the impact of cost inflation. Total sales growth was +21.8%. The acquisition of FFP Packaging Solutions (FFP) in August 2022 contributed positively to the top line growth (+1.4%) and FX had a positive impact of +1.4%.

¹ Net cash generated from operating activities/Adjusted Operating Profit

² In accordance with IFRS 5, Indian activities are classified as discontinued operations and are reclassified. Figures are excluding Indian activities in 2022 and 2023.

Constantia Flexibles continued its selective acquisition strategy: on March 2, 2023, Constantia Flexibles announced the signing of an agreement to acquire the Polish company Drukpol Flexo and on April 6, 2023, Constantia Flexibles announced the acquisition of Lászlópack Kft., a Hungarian flexible packaging producer. These two acquisitions represent an estimated additional annualized sales of c.€45 million in 2023. These acquisitions in combination with the Propak (June 2021) and FFP acquisitions has significantly enhanced Constantia's flexo printing capabilities whilst adding valuable local customer bases.

As a reminder, throughout 2022, margins were protected by a successful passthrough of unprecedented cost inflation and good management of the sales mix. The margin trend remains positive in the first 3 months of 2023 with a positive outlook for Q2.

Stahl – Total sales down -8.6% in Q1 2023, impacted by lower than expected volumes. Successful completion of the acquisition of ICP Industrial Solutions Group.

(full consolidation)

Stahl, posted total sales of €205.5 million in Q1 2023, representing a decrease of -8.6% versus Q1 2022. Organic growth was at -12.5% over the quarter, while FX was positive (+1.5%) and scope effect contributed positively for +2.4%, following the acquisition of ICP Industrial Solutions Group in March 2023.

Activity in the global coatings industry was generally muted during the first quarter of the year. Stahl experienced low volumes across its divisions, only partly compensated by favorable price trends and FX. The orderbook started to recover towards the end of the quarter. Stahl expects a progressive rebound starting in Q2 2023 and continuing towards the end of the year, in the wake of a normalization along the supply chain and the end of customers' destocking.

On March 16, 2023, Stahl completed the acquisition of ICP Industrial Solutions Group (ISG), a leader in high-performance coatings for packaging and labelling applications. This acquisition reinforces Stahl's position as the global leader in the field of specialty coatings and treatments for flexible substrates.

Crisis Prevention Institute – Revenue growth of +12.8% as compared with Q1 2022, +14.9% organically.

(full consolidation)

Crisis Prevention Institute recorded first quarter 2023 revenue of \$26.4 million, up +12.8% vs. Q1 2022. Of this increase, +14.9% was organic growth, offset by -2.1% impact from FX movements.

Growth was underpinned by continued expansion of the installed base of Certified Instructors (CIs), as well as the related growth in renewals and peer training. In addition, Q1 growth was also driven by the expansion of program offerings, providing Certified Instructors with even more options for specialized, topic-specific training. CPI continues to experience a mix shift toward digital solutions for both new CIs and renewals, with programs retaining the required in-person components. CPI is focused, as well, on expanding its product outreach with 'verbal intervention' trainings in adjacent markets.

ACAMS – Total sales down -14% in Q1, impacted by Conferences & Training timing effects, to be offset in Q2.

(full consolidation since March 11, 2022)

ACAMS, the global leader in training and certifications for anti-money laundering and financial-crime prevention professionals, generated total revenue of \$21.3 million, down 14.1% vs. Q1 2022. The year-over-year decline in the first quarter was anticipated due to the benefit of an unusually large enterprise contract booked in Q1 2022, and ACAMS's second-largest annual conference that was held in Q1 2022 and scheduled

for Q2 2023. The large contract that benefited Q2 2022 was initiated in response to regulatory requirements and required corrective actions to improve its compliance culture, which can often produce higher revenue at the beginning of a contract than in subsequent years.

Excluding the benefit of these events on the prior year, ACAMS would have reported +9.6% year-over-year growth for the first quarter, reflecting momentum in the Company's enterprise sales efforts, notably in the U.S. and Europe, and increased adoption by Chinese banks in preparation for a planned upcoming regulatory evaluation.

ACAMS anticipates the current momentum and conference bookings to produce accelerated growth through the rest of 2023, recognizing the uncertainty related to the timing of certain large enterprise contracts and developments in the banking industry that could impact actual results.

Tarkett – Sales growth +2.0% upheld by price increases implemented in 2022. Excellent performance of Sport offsetting slower demand in flooring

(Accounted for by the equity method)

Net revenue for the Group was €698 million, up by +2.0% compared to the first quarter of 2022. Organic growth was -0.5% including the sales price increases in the CIS region. The total effect of the sales price increases implemented across all segments is +7.3% on average compared to the first quarter of 2022.

The EMEA segment achieved a turnover of €230 million, down -3.4%, the North America segment reported revenue of €214 million, an increase of +4.9% and revenue in the CIS, APAC and Latin America segment has reached €122 million, down -8.8%. As expected, the Sport segment continued to show very strong growth. Revenue amounted to €132 million, up by +22.0%, with +17.8% organic growth. The market remains dynamic in North America for both artificial turf sports fields and athletic tracks, two segments where Tarkett benefits from its leadership, and the order book remains strong.

For more information: <https://www.tarkett-group.com/en/investors/>

IHS Towers (not consolidated) – IHS Towers will report its Q1 2023 consolidated sales in May.

Wendel's net asset value: €172.5 per share as of March 31, 2023

NAV as of March 31, 2023, was prepared by Wendel in compliance with its methodology¹.

Net Asset Value was €7,662 million or €172.5 per share as of March 31, 2023 (see detail in Appendix 1 below), vs. €165.8 on March 31, 2022, representing an increase of 4.0%. Since December 31, 2022, Net Asset Value is up 2.8%. The increase is fully attributable to listed assets.

The discount to NAV was 42.6% as of March 31, 2023.

Wendel further improves its debt profile and structure

Gross debt as of the end of March 31, 2023, stood at €2,150 million, with, net cash position of €1,638 million resulting in a net debt of €521 million. LTV ratio was 6.4%.

On March 22, 2023, Wendel successfully issued a €750 million of bonds exchangeable into Bureau Veritas' shares at a premium of 25% above the reference share price and a coupon of 2.625%.

As of March 31, 2023, Wendel's total liquidity was €2.4 billion, including €1,638 million of cash and a €750 million committed credit facility (fully undrawn).

¹ See page 302 of the 2022 Universal Registration Document for the NAV methodology.

2023 other significant events:

Wendel enters into exclusive negotiations with the intent to acquire the Scalian Group, a leading European consulting firm in digital transformation, project management and operational performance.

On April 17, 2023, Wendel announced entering into exclusive negotiations with the intent to acquire the Scalian Group for an enterprise value of €965 million. As part of this transaction, Wendel would invest up to around €550 million in equity alongside the management team and hold a large majority stake of the company's capital. Subject to the ongoing process and satisfaction of the conditions to closing, including obtaining regulatory clearances, the transaction is expected to be finalized in the second half of 2023.

Founded in 1989, Scalian is ranked among France's Top 10 engineering consulting firms, is also active internationally, providing industrial project management services for issues pertaining to supply chain (costs, quality, deadlines, performance), the architecture and development of embedded digital systems and information system applications, big data and AI. Scalian also addresses project optimization and organizational performance issues, as well as providing digital transformation support for industry and service sector leaders.

The group expects to reach c. €510 million in revenue, an adjusted EBITDA¹ of c. €74 million as of June 2023 LTM, and will total c. 5,000 employees in nine countries at this date. Since 2015, the company has delivered average annual growth of around +30% of its revenues, including +12% of organic growth, amplified by a selective external growth strategy, in France and internationally, with nine acquisitions completed over the same period.

¹ Adjusted EBITDA after IFRS 16 calculated according to Wendel's usual methodology

Agenda

June 15th, 2023

Annual General Meeting

July 27th, 2023

H1 2023 results – Publication of NAV as of June 30, 2023, and condensed Half-Year consolidated financial statements (after-market release).

October 26th, 2023

Q3 2023 Trading update – Publication of NAV as of September 30, 2023 (after-market release).

December 7th, 2023

2023 Investor Day.

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in Europe and North America in companies which are leaders in their field, such as Bureau Veritas, ACAMS, Constantia Flexibles, Crisis Prevention Institute, IHS Towers, Stahl and Tarkett. Wendel often plays an active role as a controlling or significant shareholder in its portfolio companies. Wendel seeks to implement long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions. With Wendel Growth (formerly known as Wendel Lab), Wendel also invests via funds or directly in innovative, high-growth companies.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB, stable outlook – Short-term: A-2 since January 25, 2019

Moody's ratings: Long-term: Baa2, stable outlook since September 5, 2018

Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of 'Grand Mécène de la Culture' in 2012.

For more information: wendelgroup.com

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Appendix 1: NAV as of March 31, 2023: €172.5 per share

(in millions of euros)			March 31, 2023	Dec. 31, 2022
Listed equity investments	<u>Number of shares</u>	<u>Share price</u> ⁽¹⁾	4,767	4,460
Bureau Veritas	160.8/160.8 m	€26.4/€24.8	4,241	3,990
IHS	63.0/63.0m	\$7.5/\$6.5	437	382
Tarkett		€12.0/€11.9	89	88
Investment in unlisted assets ⁽²⁾			3,402	3,440
Other assets and liabilities of Wendel and holding companies ⁽³⁾			14	15
Net cash position & financial assets ⁽⁴⁾			1,638	961
Gross asset value			9,821	8,876
Wendel bond debt			-2,159	-1,420
Net Asset Value			7,662	7,456
<i>Of which net debt</i>			<i>-521</i>	<i>-459</i>
<i>Number of shares</i>			<i>44,407,677</i>	<i>44,407,677</i>
Net Asset Value per share			€172.5	€167.9
Wendel's 20 days share price average			€99.0	€88.2
Premium (discount) on NAV			-42.6%	-47.5%

(1) Last 20 trading days average as of December 31, 2022, and March 31, 2023

(2) Investments in unlisted companies (Stahl, Constantia Flexibles, Crisis Prevention Institute, ACAMS, Wendel Growth). Aggregates retained for the calculation exclude the impact of IFRS16. As per Wendel methodology, on March 31, 2023, ACAMS valuation is weighted at 33.3% on acquisition multiple and 66.7% on listed peer group multiples. Wendel Growth direct investments valued at acquisition cost or last funding round.

(3) Of which 983,315 treasury shares as of December 31, 2022, and 963,406 treasury shares as of March 31, 2023

(4) Cash position and financial assets of Wendel & holdings.

Assets and liabilities denominated in currencies other than the euro have been converted at exchange rates prevailing on the date of the NAV calculation.

If co-investment and managements LTIP conditions are realized, subsequent dilutive effects on Wendel's economic ownership are accounted for in NAV calculations. See page 332 of the 2022 Universal Registration Document.