

Envipco Holding N.V.

Interim Financial Report | Second Quarter and First Half 2023

This is Envipco

Envipco is a recycling technology company. We have over four decades of experience delivering thousands of reverse vending machines (RVMs) and systems to leading customers operating deposit return schemes (DRS) across the world. We bring a broad technology portfolio, an agile and partnership approach, and deep experience operating and involvement in DRS. Known and recognized for our service delivery, we offer compelling competitive products and solutions in our chosen markets.

Targeting key global markets



Highly competitive with ability to capture new markets



Highlights

- First Half 2023 revenue growth to EUR 26.9 million (+3.1%) and EUR 16.5 million in Q2'23 (+3.5%)
- Strong Europe H1'23 revenue growth to EUR 10.7 million (+70.2%) and EUR 8.4 million in Q2'23 (+58.4%)
- North America H1'23 overall revenue down 18.1% to EUR 16.2 million and EUR 8.1 million in Q2'23 (-23.8%) on lower RVM machines sales compared to a strong H1'22
- Gross margin improvement to 34.5% in Q2'23, and 34.2% for first half 2023 compared to 31.2% in H2'22
- Operating expenses increased to EUR 7.2 million in Q2'23 on launch of the Hungary organization, ramp-up of Greece manufacturing, reorganization tied to the Scotland DRS delay, and EUR 0.3 million in one-off fees
- EBITDA H1'23 EUR -1.0 million compared to H1'22 of EUR 0.8 million driven by increased operating expenses related to market start-up and ongoing business development
- Strong revenue growth and improved financial performance expected for H2'23 driven by RVM deliveries in Hungary, Romania and continued momentum in Greece

Subsequent Events - New Commercial Successes

In Ireland, Envipco has been selected by a market leading retail organization as the preferred provider to deploy up to 800 RVMs in support of the February 2024 DRS Go-Live. In Romania, the company has received an initial order of 250 RVMs with a major retailer. In addition, another Romanian retailer is anchoring the launch of Envipco's new Modula backroom platform with an order of 30 systems.

Note: The company published on its' website (<u>www.envipco.com</u>) a restatement of the 2022 quarterly unaudited results to take effect of audit adjustments in the appropriate 2022 quarter. Comparisons to prior year quarters are to the restated/unaudited results.

CEO comment

We have continued to focus on efficient execution in the first half year 2023 and in preparation for significant activity in H2 this year. Whilst we have recognized some revenue prior to the Scotland DRS delay, as announced previously we have now realigned the UK operations to a 2025 national wide system leading to some one-time costs.

We have also completed build-up of a fully functioning Hungarian operation in anticipation of MOHU installations in H2 and updated local assembly operation in Greece is on-line both adding to Opex in H1. In terms of new commercial activity, we are pleased to announce securing a sizeable frame agreement in Ireland and the successful completion of a number of Romanian processes for delivery of products Q4/early 2024.

Whilst the timing of revenue will be different to what we anticipated at the beginning of the year, we remain excited about completing another important growth year for the business.



– CEO, Simon Bolton

Key figures

in EUR millions	Q2 2023	Q2 2022	H1 2023	H1 2022	FY 2022
Revenues	16.5	15.9	26.9	26.1	56.4
Gross Profit	5.7	5.5	9.2	9.0	18.5
Gross profit %	34.5 %	34.4 %	34.2 %	34.5 %	32.8 %
Operating Expenses	7.2	5.9	12.9	10.6	23.1
EBIT	-1.5	-0.4	-3.7	-1.6	-2.7 ¹
Net profit/(loss) after taxes after minority	-1.8	-0.6	-4.4	-2.0	-4.2
EBITDA	-0.1	0.8	-1.0	0.8	2.3
Earnings/(loss) per share in €	-0.03	-0.01	-0.08	-0.04	-0.09
Shareholders' equity	37.4	31.9	37.4	31.9	27.9

1) Including other income 2022 of EUR 1.9 million (PPP forgiveness).

Financial review

Profit and loss

Second quarter 2023

Revenues in Q2'23 came in at EUR 16.5 million, up 3.5% from Q2'22 and 58.3% from Q1'23. The growth was driven by increased machine sales in Europe offset by lower RVM sales in North America.

Gross margin ended at 34.5% in the quarter, up from 33.9% in Q1'23 and up from 31.2% in H2'22, largely representing margin improvements in Europe, effects from renegotiated pre-DRS contracts in Greece, manufacturing efficiencies, and supply chain normalization.

Operating expenses amounted to EUR 7.2 million in Q2'23 compared to EUR 5.9 million in Q2'22 reflecting continued investments in the organization and IT infrastructure. The Q1'23 increase to Q2'23 was impacted by the launch of the Hungary organization, ramp-up of Greece manufacturing, reorganization tied to the Scotland DRS delay, and EUR 0.3 million in one-off fees.

Resulting Operating Profit (EBIT) ended at EUR -1.5 million in Q2'23 compared to EUR -0.4 million in Q2'22. EBITDA ended at EUR -0.1 million in Q2'23 compared to EUR 0.8 million in Q2'22.

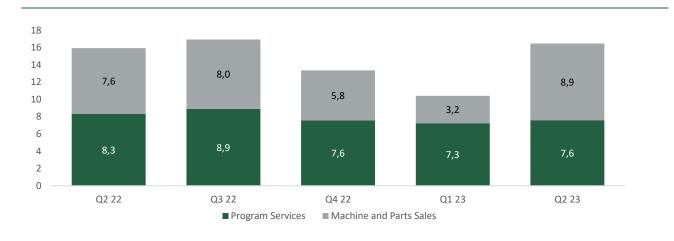
First half 2023

Revenue for H1'23 came in at EUR 26.9 million, up 3.1% from H1'22. Of this, RVM sales amounted to EUR 12.0 million (+10.4%), and program services EUR 14.8m (-2.2%).

Gross profit was EUR 9.2 million representing 34.2%, compared to 34.5% in H1'22 and 31.2% in H2'22.

Operating expenses amounted to EUR 12.9 million compared to EUR 10.6 million in H1'22 resulting from organizational investments and market start up activity. Resulting EBITDA ended at EUR -1.0 million compared to EUR 0.8 million in H1'22, largely driven by increased operating costs.

Revenue categories (EUR million)¹



1) Program services include commodity sales, lease, service, and pick-up & processing revenues.

Cash flow

First half 2023

Cash flow from operating activities amounted to EUR -11.1 million for H1'23, compared to EUR -4.1 million in 2022. The negative cash flow was principally related to inventory build-up associated with sales orders which will be executed in H2'23.

Net cash flow from investing activities was EUR -2.8 million, made up of capitalized R&D and intangibles of EUR 1.3 million, and EUR 1.5 million investments in property, plant & equipment (PPE).

Net cash flow from financing activities ended at EUR 4.9 million compared to EUR 5.6 million in H1'22, representing EUR 9.0 million in proceeds from European financing, partly offset by repayments of borrowings of EUR 3.0 million and EUR 0.6 million increase in leasing liabilities.

Net change in cash and cash equivalents was EUR -8.9 million during H1'23, compared to EUR -0.3 million for H1'22. Total cash holdings ended at EUR 7.2 million per 30 June 2023, up from EUR 2.7 million last year.

Financial position

On 30 June 2023, Envipco had total assets of EUR 86.6 million, compared to EUR 65.3 million as of 30 June 2022.

Total equity amounted to EUR 37.4 million at the end of H1'23, giving an equity ratio of 43% compared to EUR 31.9 million and 49% as of 30 June 2022.

Total borrowings at the end of the period amounted to EUR 20.3 million compared to EUR 14.6 million as of 31 December 2022, mainly stemming from EUR 6.0 million net increase in borrowings. The company is evaluating additional financing opportunities to support the company's long-term growth plans.

Borrowings – Third Parties

(EUR Thousands)	6 months to 30 June 2023	6 months to 30 June 2022
At beginning of period	14 550	7 062
Additions	9 000	6 808
Repayments	-3 007	-912
Translation effect	-229	673
At end of period	20 314	13 630

Operations

(EUR Million)	Q2 2023	Q2 2022	H1 2023	H1 2022	FY 2022
Revenues	16.5	15.9	26.9	26.1	56.4
North America ¹	8.1	10.7	16.2	19.8	38.2
Europe	8.4	5.3	10.7	6.3	18.1
Gross profit	5.7	5.5	9.2	9.0	18.5
Gross profit %	34.5 %	34.4 %	34.2 %	34.5 %	32.8 %
Total operating expenses	-7.2	-5.9	-12.9	-10.6	-23.1
Other Income	-0.0	0.0	0.0	0.0	2.0
EBIT	-1.5	-0.4	-3.7	-1.6	-2.7

1) Including Rest of the World (RoW).

North America & ROW

- Q2'23 revenue of EUR 8.1 million (-23.8%) and H1'23 revenue EUR 16.2 million (-18.1%)
- Q2'23 RVM sales revenue of EUR 0.8 million (-68.3%) and H1'23 RVM sales revenue of EUR 2.0 million (-60.8%).H1'22 was particularly strong with deliveries to a major existing customer

Program services amounted to EUR 7.3 million in Q2'23 (-9.2%) and EUR 14.2 million (-3.0%) in H1'23. Container throughput volume increased 5% for H1'23 over H1'22, this positive revenue impact was offset by lower commodity prices.

North America established markets remain stable with growth tied to updated and/or new DRS legislation and expansion within existing customers. Envipco's existing relationship with OBRC in Oregon continues to develop with ongoing RVM sales for this established market. Expectations for shipments to the company's Australian distributor in latter part of H2'23.

Europe

- Solid quarter with revenue of EUR 8.4 million in Q2'23 (+58.4%) and EUR 10.7 million in H1'23 (+70.2%) driven by Greece, Scotland, Malta and Sweden
- Established full functioning Hungarian organization in preparation for deliveries commencing Q3'23
- Commenced localized Greece manufacturing to support increasing demand
- New business development successes with confirmed orders in Ireland and Romania

Greece delivered EUR 3.5 million revenue in Q2'23 and EUR 4.7 million in H1'23, with a strong backlog for the remainder of the year. Envipco with its investment in localized manufacturing continues to support this important pre-DRS strategy which initiative is demonstrating success. The company recognized EUR 2.4 million in Scotland in Q2'23 prior to the announced Go-Live postponement. Further, the company has reorganized its Scotland/UK activities to adjust for delay to 2025. Malta DRS continues to develop and in Q2'23 launched the Quantum platform with revenues of EUR 1.0 million. After a slow start of the year, Sweden has recovered to normal activity with EUR 1.4 million revenue in Q2'23.

In preparation for deliveries in Hungary, the company has established local facilities, a full management team, service organization and IT infrastructure. The company commenced shipments in July 2023 under the MOL Group contract covering up to 2,300 RVMs initially. This contract provides for a further multi-year expansion of an additional 2,000 RVMs.

Envipco has been selected as the RVM provider for a major retail organization in Ireland. The expectation is to initially deploy up to 800 RVMs in preparation for the February 2024 DRS launch. In Romania, the company received a key retailer order of 250 RVMs initially. In addition, another Romanian retailer is anchoring the launch of Envipco's Modula backroom platform with an order of 30 systems.

Envipco has entered into a preferred supplier agreement with SPAR International. SPAR is the world's largest leading voluntary group of independently owned and operated retailers and wholesalers, who work in partnership under the SPAR Brand. The SPAR network comprises of more than 13,900 stores in over 48 countries. The SPAR relationship provides an effective and efficient sales approach to this large network of independent retailers. Envipco's Flex RVM is especially well suited for the independent retailer.



Market update

North America & ROW

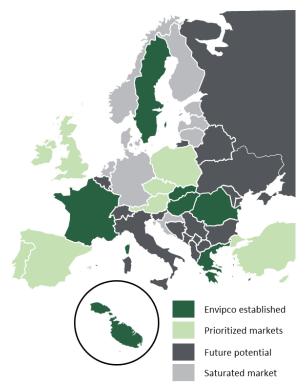
The company continues to see growth opportunities as Program Services are set to expand with the doubling of Connecticut's deposit value commencing in January 2024 and newly proposed legislation initiatives in New York and Massachusetts. The Oregon technology agreement is progressing at a steady pace with new orders as part of the effort in the state to replace aged competitor equipment. The company continues to monitor activities in California to help influence a sustainable model as the state amends their deposit legislation to include the use of RVM's.



Europe

UK/Scotland/Ireland: DRS Go-Live date in Scotland delayed to October 2025. Scotland contract coverage remains fully intact. No changes to the UK government announcement of its intention to pass DRS legislation in October 2025, an event with significant sale-through opportunity with our existing Scottish retailers operating in the rest of the UK. Significant commercial win with leading Irish retailer with frame agreement for up to 800 machines. The company expects further commercial success in Ireland with advanced discussions across all retail opportunities in preparation for February 2024 Go-Live. Key Irish service and sales management resources and showroom are in place.

Hungary: As one of the two selected Technology Partners to the MOL Group (MOHU), Envipco has now opened capability and built the local team to install products in H2 2023. The contract potential includes approximately 2300 machines, with a further multi-year expansion opportunity of additional 2000 machines. Envipco expects deliveries to start H2 2023.



Greece: The pre-DRS project for Quantum based municipal recycling centres has continued to develop through Q2 2023 with the company's local partner. Envipco has completed an expansion and relocation of its manufacturing facility in Germany to support additional demand and has expanded its footprint in Greece to allow delivery of localized centres. Current backlog stands at over 100+ units which is expected to continue to grow in the coming periods.

Romania: The operator of the Romanian DRS, RetuRO, published final technical specifications and announced the handling fee structure in Q1, showing continued progress on preparing the country for anticipated Go-Live 2024. In addition to the announced recent orders, Envipco continues to be engaged in commercial activity with leading retailers and expects additional orders to be announced in H2 '23. In addition to the retail community, the municipality segment is important in the country where Envipco has a number of operating pilots.

Malta: Envipco continues to support BCRS in on-going system development including expanding the capacity through installation of 10 Quantums for high volume locations during Q2 / Q3 '23.

Other: In Poland the latest version of the draft law was issued in April with a 2025 Go-Live. Envipco is active with our Polish business development resources on the ground. In Portugal, communications by the Ministry of Environment indicate the operator should be announced and the law published in Q3 '23. The Portugal announcement will accelerate commercial processes that are already underway in the country including recent additions of a number of pilots showcasing our technology.

Outlook

Envipco continues to expand its foothold in new markets, winning sizeable contracts, taking important market positions, and building its backlog. The company is seeing increased demand for RVM technology as DRS approaches Go-Live or moving into detailed planning stages. The business opportunities remain significant, and Envipco is already capitalizing on the early fruition of key markets including Hungary, Greece, Scotland, Ireland, and Romania. The company currently has strong orderbook to be deployed through the second half of 2023 and 2024.

Envipco continues to build the organization and positioning the company for long-term growth. The company is expanding its organizational capacity throughout Europe, supporting legislative initiatives in the US in preparation for new DRS legislation, and ensuring sufficient production capacity for growth.

During H1'23, working capital increased by EUR 9.7 million. This is mainly related to inventory build-up for fulfilment of orders to be executed in H2'23, contributing to positive cash flows in the coming quarters. Through realisation of upcoming orders, stabilization of working capital, cash holdings and available credit facilities, the company has the necessary funding to support planned growth.

From contract signings in new European markets, the company expects strong revenue growth and improved financial performance in H2'23. In the medium term, the company maintains its ambitions for 4x-6x revenue growth from 2021 - 2025, 30%+ market share in new markets and 40% Gross Margin.

Share information

The Company's authorized capital per June 30th 2023 is EUR 4,000,000 divided into 80,000,000 shares, each having a nominal value of EUR 0.05. The issued share capital of the Company as per June 30th 2023 amounts to EUR 2,584,519 divided into 51,690,377 shares, each having a nominal value of EUR 0.05.

The Group has been notified of or is aware of the following 3% or more interests as of 30 June 2023.

	Number of Shares	Shareholding %	Voting Rights %
A. Bouri	19 830 670	38.36	38.36
G. Garvey	7 351 980	14.22	14.22
Otus Capital Management Ltd	2 785 195	5.39	5.39
Lazard Freres Gestion SAS	2 479 700	4.80	4.80
R. J. Lincoln	1 717 440	3.32	3.32
B. Santchurn/Univest Portfolio Inc.	1 554 800	3.01	3.01

Directors' interest in the share capital of the Group as per June 30^{th} 2023

	Number of Shares	Shareholding %	Voting Rights %
A. Bouri	19 830 670	38.36	38.36
G. Garvey	7 351 980	14.22	14.22
S. Bolton	100 074	0.19	0.19
C. Crepet	70 000	0.14	0.14

Subsequent events

No material subsequent events have occurred in the quarter.

Transactions with related parties

During the first half of 2023 there have not been any transactions with related parties that significantly impact the group's financial position or result for the period.

Interim financial statements (IFRS)

Consolidated Statement of Comprehensive Income

in EUR thousands No	te Q2 2023	Q2 2022	H1 2023	H1 2022	FY 2022
Revenues	16 477	15 926	26 885	26 075	56 373
Cost of revenue	-10 797	-10 443	-17 679	-17 075	-37 911
Gross Profit	5 680	5 483	9 207	9 000	18 462
Selling and distribution expenses	-607	-906	-1 249	-1 352	-3 437
General and administrative expenses	-6 301	-4 597	-11 086	-8 535	-18 342
Research and development expenses	-264	-399	-609	-697	-1 351
Other income /(expenses)	-0		1	0	1 958
Operating Results	-1 493	-419	-3 736	-1 584	-2 710
Financial expense	-189	-177	-422	-326	-1 341
Financial income	24	32	23	46	97
Net finance (cost) and or income	-165	-145	-399	-280	-1 244
Results before tax	-1 658	-565	-4 135	-1 864	-3 954
Income taxes	-140	-70	-234	-128	-224
Net Results	-1 798	-635	-4 370	-1 993	-4 178
Other comprehensive income					
Items that will be reclassified subsequently to profit and loss					
Exchange differences on translating foreign operations	25	1 542	-693	1 542	1 625
Total other comprehensive income	25	1 542	-693	1 542	1 625
Total comprehensive income	-1 773	907	-5 063	2 134	-2 553
Profit attributable to:					
Owners of the parent					
Non-controlling interests	-1 797	-641	-4 374	586	-4 182
Total Profit/(loss) for the period	-0	6	4	6	4
Total comprehensive income attributable to: Owners of the parent	-1 798	-635	-4 370	592	-4 178
Non-controlling interests	-1 772	901	-5 067	2 128	-2 556
	-0	6	4	6	4
	-1 773	907	-5 063	2 134	-2 553
Number of weighted average (exclude treasury shares) shares used for calculations of EPS Earnings/(loss) per share for profit attributable to the ordinary equity holders of the parent during the period	51 690	46 051	- 5 063 51 690	46 051	- 2 553 46 051
- Basic (euro)					
- Fully diluted (euro)	-0,03	-0,01	-0,08	-0,04	-0,09

Consolidated Balance Sheet

in EUR thousands	Note	H1 2023	H1 2022	FY 2022
Assets				
Non-current assets				
Intangible assets		9 309	7 699	8 595
Property, plant and equipment		15 024	12 751	14 175
Financial assets		33	1 175	830
Deferred tax assets		1 938	2 100	2 081
Restricted cash		-	340	-
Total non-current assets		26 304	24 064	25 681
Current assets				
Inventory		34 605	23 246	24 114
Trade and other receivables		18 157	15 218	12 633
Cash and cash equivalents		7 185	2 747	16 121
Restricted cash		340	-	340
Total current assets		60 287	41 211	53 208
Total assets		86 591	65 275	78 889
Free Star				
Equity		2 5 9 5	2 202	2 202
Share capital		2 585	2 303	2 303
Share premium		70 867	56 990	56 939
Translation reserves		4 898	6 486	5 591
Legal reserves		7 880	7 525	7 575
Retained earnings		-48 884	-41 438	-44 511
Equity attributable to owners of the parent		37 345 43	31 865	27 897 43
Non-controlling interests		43 37 388	43 31 907	43 27 940
Total equity		57 566	51 907	27 940
Liabilities				
Non-current liabilities				
Borrowings		16 857	11 801	10 930
Lease liabilities		2 244	954	1 233
Other liabilities		120	-	120
Deferred tax liability		-	-	50
Total non-current liabilities		19 222	12 756	12 333
Current liabilities				
Borrowings		3 456	1 829	3 620
Trade creditors		15 444	11 842	10 055
Share lending liability		-	-	15 000
Accrued expenses		8 427	5 446	7 458
Provisions		454	415	680
Lease liabilities		1 026	493	620
Tax and social security		1 174	587	1 182
Total current liabilities		29 981	20 613	38 616
Total liabilities		49 203	33 368	50 949
Total equity and liabilities		86 591	65 276	78 889

Consolidated Cash Flow Statement

in EUR thousands	Note	H1 2023	H1 2022	FY 2022
Cashflow from operating activities				
Operating results		-3 736	-1 584	-2 710
Adjustment for:				
Depreciation & Amortization		2 785	2 368	4 969
PPP loan forgiveness		-	-	-1 948
Changes in:				
Changes in trade and other receivables		-4 967	-528	807
Changes in inventories		-11 176	-7 315	-8 424
Changes in provisions		-220	234	499
Changes in trade and other payables		6 695	3 007	5 572
Cash generated from operations		-10 619	-3 817	-1 236
Interest received and paid		-198	-138	-249
Income taxes paid		-234	-128	-278
Net cash flow from operating activities		-11 052	-4 084	-1 763
Investing activities				
Development expenditure, patents		-1 320	-753	-2 462
Investments in property, plant & equipment		-1 491	-1 069	-5 944
Restricted cash (non-current)		-	-	-
Net cash flow used in investing activities		-2 811	-1 822	-8 406
Financial activities				
Proceeds of share issue		14 514	-	-
Proceeds share lending		-15 000	-	15 000
Changes in borrowings – proceeds		9 000	6 808	13 696
Changes in borrowings – repayments		-3 007	-912	-4 779
Changes in lease liabilities		-562	-301	-648
Net cash flow from financing activities		4 945	5 594	23 269
Net increase/(decrease) in cash and cash equivalents		-8 917	-311	13 101
Opening position		16 121	3 061	3 061
Foreign currency differences on cash and cash e	quivalents	(18)	-18	-2
Closing position		7 185	2 747	16 121
The closing position consists of:				
Cash and cash equivalents		7 185	2 747	16 121
Total closing balance in cash and cash equivalents		7 185	2 747	16 121

Consolidated Statement of Changes in Equity

in EUR thousands	Share Capital	Share Premium	Translation Reserve	Legal Reserve	Retained Earnings	Total	Non- Controlling Interests	Total Equity
Opening Balance at 1 January 2023	2 303	56 939	5 591	7 575	- 44 511	27 897	43	27 940
Net profit/(loss) for the period	-	-	-	-	- 4 374	- 4 374	- 0	- 4 374
Other comprehensive income						-		
 Currency translation 	-		- 693	-		- 693	-	- 693
Total comprehensive								
income for the period ended 30 June 2023	-	-	- 693	-	- 4 374	- 5 067	- 0	- 5 067
Share issue	282	14 232	-	-	-	14 514	-	14 514
Legal reserve	-	- 305	-	305	-	-		
Balance at 30 June 2023	2 585	70 867	4 898	7 880	- 48 884	37 345	43	37 38

in EUR thousands	Q2 2023	Q2 2022	H1 2023	H1 2022	FY2022
Opening Balance	39 160	29 653	27 940	30 493	30 493
Net profit/(loss) for the period	- 1 798	- 635	- 4 374	- 1 993	- 4 178
Other comprehensive income:					
- Currency translation adjustment	25	2 889	- 693	3 407	1 625
Total comprehensive income for the period	- 1 773	2 254	- 5 067	1 414	- 2 553
Share issue	-	-	14 514	-	-
Closing Balance	37 388	31 907	37 388	31 907	27 940

Selected Explanatory Notes

General

Activities

Envipco Holding N.V. is a public limited liability company incorporated in accordance with the laws of The Netherlands, with its registered address at Van Asch van Wijckstraat 4, 3811 LP Amersfoort, The Netherlands.

Envipco Holding N.V. and Subsidiaries ("the Company" or "Envipco") are engaged principally in Recycling in which it develops, manufactures, assembles, leases, sells, markets and services a line of "reverse vending machines" (RVMs) mainly in the USA and Europe.

Basis of Preparation

The consolidated interim financial information for the full quarter ended 30 June 2023 has been prepared in accordance with IAS 34 "interim financial reporting." The consolidated interim financial information should always be read in conjunction with the annual financial statements for the year ended 31 December 2022, which have been prepared in accordance with IFRS as endorsed by the European Union.

All financial information is reported in thousands of euros unless stated otherwise.

Accounting Policies

Except as set out below, the accounting policies of these interim financial statements are consistent with the annual financial statements for the year ended 31 December 2022.

- Taxes on income in the period are accrued using the tax rate that would be applicable to expected total annual earnings.
- The annual impairment tests on goodwill and intangible assets with indefinite life will be carried out at the end of fiscal year 2023. Consequently, any impairment losses will only be recognised in the audited annual financial statements over the fiscal year 2023.
- These unaudited interim financial statements have not been reviewed by our auditors.

Envipco Holding NV Van Asch van Wijckstraat 4 3811 LP Amersfoort The Netherlands

Contact:

EnvipcoInvestorRelations@envipco.com mailto:EnvipcoInvestorRelations@envipco.com

www.envipco.com