RelyOn Nutec

Interim financial report Q2 2022

For the period 1 January 2022 to 30 June 2022





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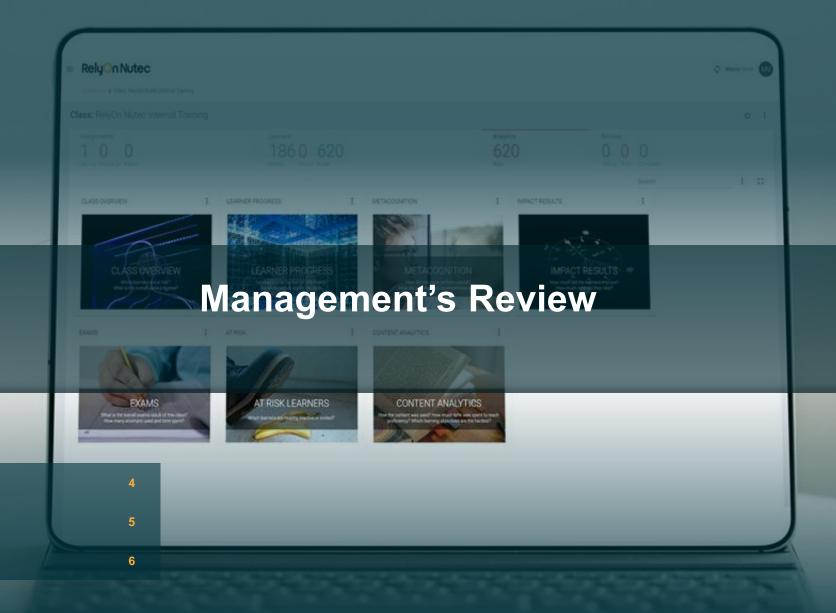
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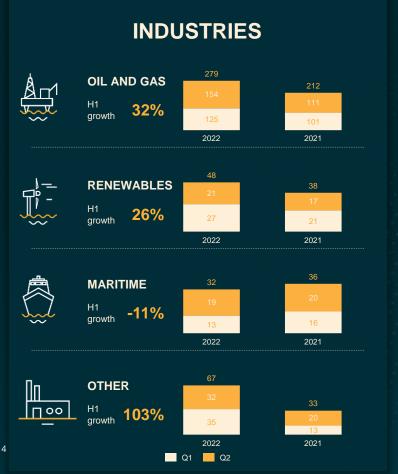
H1 at a glance

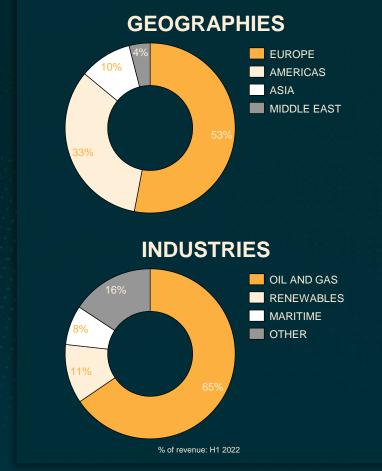
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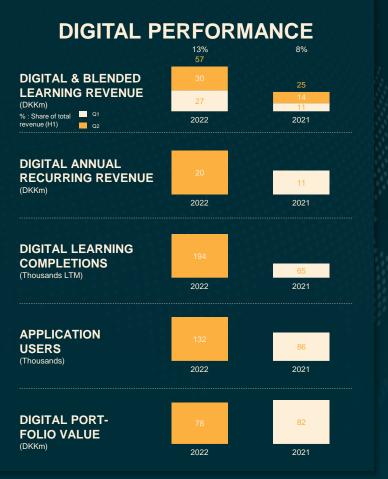
Highlights

H1 at a glance









Highlights

- Q2 revenue growth of 35%, with EBITDA increase of 34%
- · Q2 combined digital and blended revenue up by 100%
- Digital Annual Recurring Revenue (ARR) growth of 82%
- Full year EBITDA outlook increased to DKKm 160-180

"First half's EBITDA growth of nearly 50% and digital growth of 128% illustrate we are back on our disruptive steep growth trend"

CEO comments

The performance for H1 has surpassed pre-covid levels with an EBITDA of DKKm 91. Therefore, the full year EBITDA outlook has been increased to DKKm 160-180 compared to DKKm 108 last year and DKKm 146 in 2019.

Energy security has recently become top priority on the political agenda and further stimulated investments in an already fast-recovering oil and gas industry. Combined with a strong long-term investment outlook in renewables, this creates a solid market outlook for our services in the coming years.

The growth in the Caribbean energy markets, and in particular the market in Guyana, are promising. We have therefore started the construction of a new facility in Georgetown, Guyana, together with a local partner. The facility is expected to become operational by the end of 2022.

We experience continued external interest in our strategic transformation and our ambition to build up an unrivalled position in the renewables energy sector continues to be recognised. Most recently, the Energy Industries Council (EIC) recognised us in their July issue of the magazine "Survive and Thrive".

Likewise, we are honoured that we had the privilege to host round-table discussions on offshore wind and Power-to-X during the royal Danish visit to the Netherlands in June. The delegations included government ministers, interbranch organisations and a delegation of Danish and Dutch companies.

We are committed to the energy transition and will continue to build a solid service to the renewable sector.

We continue our digitalisation efforts. As part of this, we are rolling out our new Business Portal rapidly and have now onboarded more than 500 customers (100 customers in Q1) across the world. The Business Portal is a critical element in delivering a modern digitally supported seamless customer experience and at the same time transforming our business and revenue model, which will enable us to accelerate the up- and cross-selling of digital and blended learning.

Financial review

02.

Revenue for Q2 2022 increased to DKKm 226, which was DKKm 58 or 35% higher than Q2 2021. The revenue growth was especially driven by the Americas and Asia although the activity in both Malaysia and Mexico was still impacted by the pandemic aftermath.

The revenue for renewables amounted to DKKm 21, equalling a growth of 24%, meaning that renewables are continuing at last year's growth rates. Likewise, oil and gas and the other safety critical industries realised a revenue growth of 39% and 60%, respectively.

The growth of digital services continued at a strong pace with combined digital and blended revenue of DKKm 30 compared to DKKm 14 in Q2 2021, equalling a growth of more than 100%.

EBITDA before special items for Q2 2022 ended at DKKm 51, corresponding to an increase of DKKm 13 or 34% compared to Q2 2021. The improvement was driven by the activity uplift mentioned above.

H1.

For the first six months, we reached revenue of DKKm 426 compared to DKKm 319 in the same period last year, equivalent to an increase of 34%.

EBITDA before special items for the first six months of 2022 ended at DKKm 91; an improvement of DKKm 30 compared to the first 6 months of 2021.

EBIT for the first six months of 2022 ended at DKKm 38, compared to DKKm 17 H1 last year equalling a growth of 124%.

Trade working capital ended at DKKm 34 or 4% of revenue LTM at the end of June 2022. Cash tied up in trade working capital increased compared to the end of 2021 due to the activity uplift. Trade working capital represented 3% of the revenue LTM at the end of June 2021.

Free cash flow for H1 2022 was DKKm 19 compared to DKKm 33 in the same period last year. The reduction was driven by increased cash tied up in working capital following the activity uplift.

At the end of June 2022, NIBD was DKKm 779 compared to DKKm 756 at the end of Q1 2022, the increase was driven by the acquisition of a 5% minority stake in our business in Asia, which was primarily financed via a shareholder loan from Polaris.

As our bond and RCF facilities will mature during Q3 2023, we have initiated the preparations for the re-financing process.

Outlook

The current inflation climate and turbulence on the financial markets pose challenges to all sectors. Still, the business atmosphere remains positive across most of the industries we serve, and we expect that this will translate into further activity pickup.

Based on the above and the performance in H1 2022, we now expect a revenue of DKKm 825-875 (previously in the upper end of DKKm 750-800) and an EBITDA of DKKm 160-180 (previously in the upper end of DKKm 140-160).

DKKm	2021 Realised	2022 Outlook (9 March '22)	2022 Outlook (23 May '22)	2022 Current Outlook (5 August '22)
Revenue	657	750-800	(upper end)	825-875
EBITDA	108	140-160	(upper end)	160-180

For 2023, we project organic growth of 10-12% based on the current business environment and asset base.

"Continued strong H1 growth of 26% in renewable activities"

Torben Harring CEO

Key figures and ratios

DKKm	Q2 2022	Q2 2021	6M 2022	6M 2021	FY 2021	FY 2020	FY 2019
Consolidated income statement							
Revenue	226	168	426	319	657	535	819
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)	51	38	91	61	108	28	146
Operating result before amortisation and special items (EBITA)	34	23	57	30	45	(47)	70
Operating result (EBIT)	27	15	38	17	18	(82)	23
Net financials	(21)	(18)	(39)	(30)	(66)	(75)	(52)
Result before tax	6	(3)	(1)	(13)	(48)	(157)	(29)
Result for the period of continuing operations	-	(6)	(12)	(18)	(58)	(159)	(51)
Result for the period	-	(6)	(12)	(18)	(58)	(175)	(49)
Consolidated statement of financial position							
Total assets	1,181	1,110	1,181	1,110	1,118	1,084	1,324
Property, plant and equipment	266	280	266	280	263	280	342
Total equity	70	82	70	82	61	85	316
Trade working capital	34	17	34	17	3	8	88
Net interest-bearing debt (NIBD)	779	714	779	714	723	705	666
Consolidated statement of cash flows							
Cash flow from operating activities	26	40	44	52	108	68	102
Cash flow from investing activities	(7)	(11)	(25)	(19)	(44)	(34)	(123)
Hereof investments in property, plant and equipment	(1)	(6)	(12)	(10)	(21)	(32)	(47)
Free cash flow	19	29	19	33	64	34	(21)
Cash flow from financing activities	(15)	(21)	(19)	(37)	(93)	(38)	(18)
Net cash flow for the period	4	8	-	(4)	(29)	(4)	(39)
Employees							
Average number of employees (LTM)	826	774	826	774	790	784	910
Average number of employees in Denmark (LTM)	60	57	60	57	58	54	57
Key ratios							
EBITDA (%)	23%	23%	21%	19%	16%	5%	18%
EBITA (%)	15%	14%	13%	9%	7%	-9%	9%
EBIT (%)	12%	9%	9%	5%	3%	-15%	3%
Solvency ratio	6%	7%	6%	7%	5%	8%	24%
Trade working capital ratio (%)	4%	3%	4%	3%	0.4%	1.5%	10%
Cash conversion ratio (%)	37%	76%	21%	54%	61%	92%	30%

The financial ratios have been calculated in accordance with the recommendations of the Association of Danish Financial Analysts.

Comparative figures and key figures in the income statement for 2020 and 2019 have been adjusted to take into account the Nigerian activities being presented as discontinued operations.



Consolidated income statement

DKKm	Notes	Q2 2022	Q2 2021	6M 2022	6M 2021	FY 2021
Revenue	3, 4	226	168	426	319	657
Other income		6	12	8	18	32
Cost of sales		(64)	(48)	(122)	(92)	(200)
Staff costs		(99)	(78)	(189)	(155)	(320)
Other external costs		(18)	(16)	(32)	(29)	(61)
Operating result before depreciation, amortisation, impairment						
losses and special items (EBITDA)		51	38	91	61	108
Depreciation and impairment losses on property, plant and equipment		(17)	(15)	(34)	(31)	(63)
Operating result before amortisation and special items (EBITA)		34	23	57	30	45
Amortisation of intangible assets		(6)	(6)	(11)	(11)	(22)
Operating result before special items		28	17	46	19	23
Special items		(1)	(2)	(8)	(2)	(5)
Operating result (EBIT)		27	15	38	17	18
Financial income		-	2	2	9	6
Financial expenses		(21)	(20)	(41)	(39)	(72)
Profit before tax		6	(3)	(1)	(13)	(48)
Tax for the period		(6)	(3)	(11)	(5)	(10)
Result for the period		-	(6)	(12)	(18)	(58)
Result for the period is attributable to:						
Owners of the parent company		2	(7)	(11)	(18)	(58)
Non-controlling interests		(2)	1	(1)		-
Total		-	(6)	(12)	(18)	(58)
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Consolidated statement of comprehensive income

DKKm	Notes	Q2 2022	Q2 2021	6M 2022	6M 2021	FY 2021
Result for the period		-	(6)	(12)	(18)	(58)
Other comprehensive income:						
Exchange rate adjustments of foreign entities and intercompany loans						
classified as part of net investment		14	3	26	15	25
Total comprehensive income for the period		14	(3)	14	(3)	(33)
Total comprehensive income for the period is attributable to:						
Owners of the parent company		16	(4)	16	(4)	(33)
Non-controlling interests		(2)	1	(2)	1	-
Total		14	(3)	14	(3)	(33)

Consolidated statement of financial position

	30 June	30 June	31 December
DKKm Note	es 2022	2021	2021
Goodwill	232	204	220
Brands	56	52	54
Customer contracts	41	48	45
Knowhow	17	19	18
Software	42	28	24
Other intangible assets	20	22	32
Total intangible assets	408	373	393
Property and plant	139	159	141
Equipment	88	85	88
Leasehold improvements	36	34	34
Assets under construction	3	2	-
Total property, plant and equipment	266	280	263
Right-of-use assets	212	210	221
Deferred tax assets	45	26	45
Other non-current assets	15	16	15
Total non-current assets	946	905	937
Trade receivables	116	87	91
Contract assets	30	16	13
Prepayments	24	19	18
Other current assets	20	21	16
Cash and cash equivalents	45	62	43
Total current assets	235	205	181
Total assets	1,181	1,110	1,118

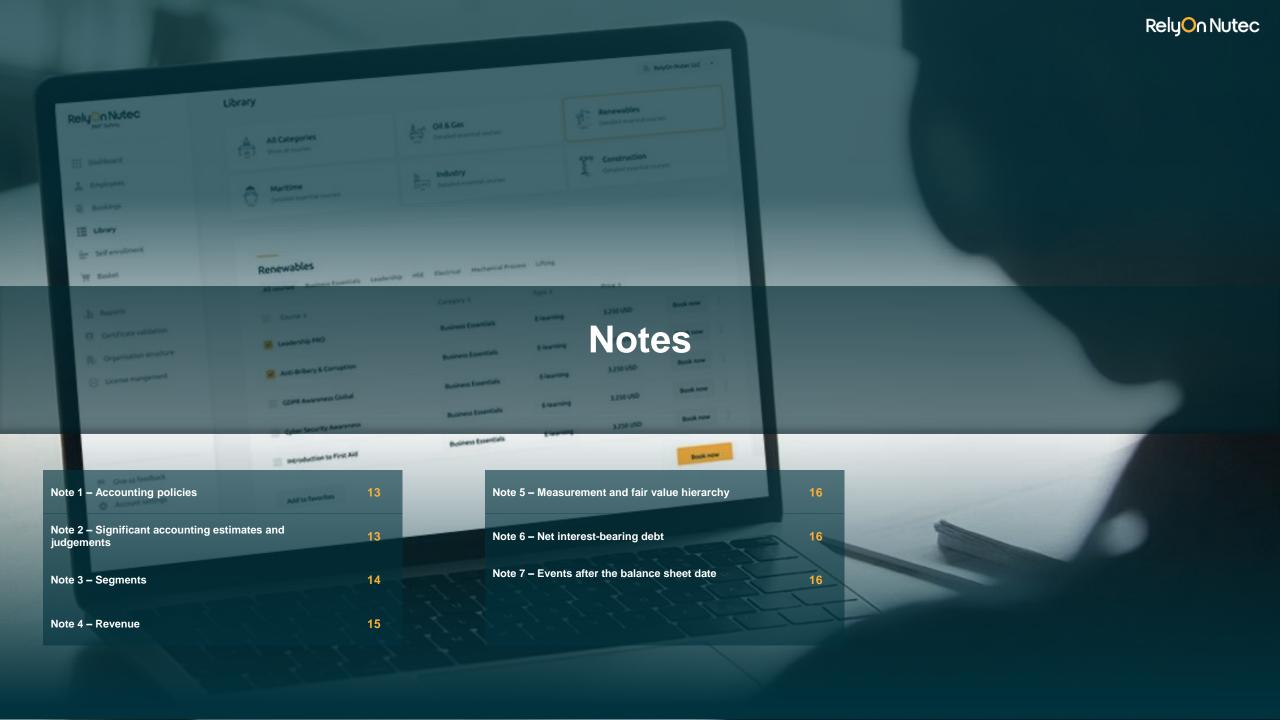
		30 June	30 June	31 December
DKKm	Notes	2022	2021	2021
Share capital		2	2	2
Foreign currency translation reserve		3	(30)	(20)
Retained earnings		51	106	75
Total equity attributable to owners of the parent company		56	78	57
Non-controlling interests		14	4	4
Total equity		70	82	61
Provisions		18	17	23
Bond	5	416	411	413
Credit facilities		83	40	40
Shareholder loan	5	56	33	35
Lease liabilities		234	260	246
Deferred tax liabilities		16	5	15
Other non-current liabilities		24	14	20
Total non-current liabilities		847	780	792
Lease liabilities		35	32	32
Trade payables		113	87	103
Deferred consideration		-	2	-
Other current liabilities		116	127	130
Total current liabilities		264	248	265
Total liabilities		1,111	1,028	1,057
Total equity and liabilities		1,181	1,110	1,118

Consolidated statement of changes in equity

		Foreign		Total equity attributable to		
		currency translation	Retained	owners of the parent	Non- controlling	
DKKm	Share capital	reserve	earnings	company	interests	Total equity
			3			
Equity at 1 January 2021	2	(45)	124	81	4	85
Result for the period	-	-	(18)	(18)	-	(18)
Other comprehensive income	-	15	-	15	-	15
Total comprehensive income for the period	-	15	(18)	(3)	-	(3)
Equity at 30 June 2021	2	(30)	106	78	4	82
Equity at 30 June 2021		(30)	100	76		62
Equity at 1 January 2022	2	(20)	75	57	4	61
Result for the period	-	-	(11)	(11)	(1)	(12)
Other comprehensive income	-	23	-	23	3	26
Total comprehensive income for the period	-	23	(11)	12	2	14
Dividende			(0)	(0)		(0)
Dividends	-	-	(3)	(3)	-	(3)
Settlement of preference shares	-	-	(2)	(2)	-	(2)
Reclassification	-	-	(8)	(8)	8	-
Total transactions with shareholders	-	-	(13)	(13)	8	(5)
Equity at 30 June 2022	2	3	51	56	14	70

Consolidated statement of cash flows

DKKm	Notes	Q2 2022	Q2 2021	6M 2022	6M 2021	FY 2021
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)		51	38	91	61	108
Special items		(3)	(2)	(10)	(3)	(9)
Change in net working capital		(18)	6	(30)	(3)	21
Income taxes paid		(4)	(2)	(7)	(3)	(12)
Cash flow from operating activities		26	40	44	52	108
Investment in intangible assets		(6)	(5)	(13)	(9)	(21)
Investment in property, plant and equipment		(1)	(6)	(12)	(10)	(21)
Purchase of subsidiaries, net of cash		-	-	-	-	(2)
Cash flow from investing activities		(7)	(11)	(25)	(19)	(44)
Free cash flow		19	29	19	33	64
Interest expenses etc. paid		(16)	(15)	(31)	(21)	(59)
Proceeds from borrowing		33	(13)	63	(21)	(39)
Installments on lease liabilities		(8)	(8)	(17)	(16)	(32)
Transactions with non-controlling interests, including settlement of contingent consideration		(24)	(6)	(31)	(10)	(32)
Change in other financing activities		(24)	2	(3)	-	(2)
Cash flow from financing activities		(15)	(21)	(19)	(37)	(93)
<u> </u>	_	(13)	8		(4)	
Net cash flow for the period	_	4	0		(4)	(29)
Cash and cash equivalents at the beginning of the period		42	57	43	70	70
Exchange rate adjustments		(1)	(3)	2	(4)	2
Net cash flow for the period		4	8	-	(4)	(29)
Cash and cash equivalents at the end of the period		45	62	45	62	43



NOTE 1 – ACCOUNTING POLICIES

The interim consolidated financial statements for the three months ended 30 June 2022 have been prepared in accordance with International Financial Reporting Standards as adopted by the EU and further requirements in the Danish Financial Statements Act.

The interim consolidated financial statements do not include all the information and disclosures required in the annual financial statements and should be read in conjunction with the Group's annual consolidated financial statements for the year ended 31 December 2021.

The accounting policies, judgements and estimates are consistent with those applied in the consolidated financial statements for 2021.

The latest amendments to the International Financial Reporting Standards (IFRS) effective as of 1 January 2022 as adopted by the European Union is implemented.

None of the amendments implemented have had any material impact on the financial statement, nor are they expected to have so in the foreseeable future.

The interim report is presented in Danish kroner (DKK) rounded to the nearest million.

A number of reclassifications and adjustments have been made in the comparative figures. The result for the period and equity have not been impacted.

New accounting regulations

The IASB has issued a number of new standards and amendments not yet in effect or endorsed by the EU and therefore not relevant for the preparation of the Q2 2022 interim consolidated financial statements.

None of the new standards issued are expected to have any significant impact on the consolidated financial statements when implemented.

NOTE 2 - CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the preparation of the consolidated financial statements according to IFRS, Management is required to make certain estimates. Many financial statement items cannot be reliably measured but must be based on estimations as the value of assets and liabilities often depends on future events that are somewhat uncertain.

The judgements, estimates and assumptions made are based on historical experience and other factors that Management considers to be reliable, but which by their very nature are associated with uncertainty and unpredictability. These assumptions may prove incomplete or incorrect, and unexpected events or circumstances may arise. The most critical judgements, estimates and assumptions for the individual items are described below.

Accounting estimates:

- Deferred tax assets
- Goodwill and brands
- Business combinations
- Provisions

Management judgements:

- Special items
- Leases

Please refer to note 1.2 in the financial statements for 2021 for further information on critical accounting estimates and judgements.

NOTE 3 - SEGMENTS

					Non-allocated items and	
DKKm	Americas	Asia	Europe	Middle East	eliminations	Total
Q2 2022						
Revenue from external customers	77	24	117	8	-	226
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)	27	10	14	1	(1)	51
Non-current assets	277	159	639	28	(157)	946
DKKm	Americas	Asia	Europe	Middle East	Non-allocated items and eliminations	Total
Q2 2021						
Revenue from external customers	44	14	104	6	-	168
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)	15	5	19	2	(3)	38
Non-current assets	240	128	593	30	(86)	905
					Non-allocated items and	
DKKm	Americas	Asia	Europe	Middle East	eliminations	Total
6M 2022						
Revenue from external customers	140	45	225	16	-	426
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)	45	19	26	2	(1)	91
Non-current assets	277	159	639	28	(157)	946
					Non-allocated items and	
DKKm	Americas	Asia	Europe	Middle East	eliminations	Total
6M 2021						
Revenue from external customers	82	33	190	14	-	319
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)	22	13	26	3	(3)	61
Non-current assets	240	128	593	30	(86)	905
					Non-allocated items and	
DKKm	Americas	Asia	Europe	Middle East	eliminations	Total
FY 2021						
Revenue from external customers	174	69	386	28	-	657
Operating result before depreciation, amortisation, impairment losses and special items (EBITDA)	46	28	40	-	(6)	108
Non-current assets	257	158	619	30	(127)	937

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NOTE 4 – REVENUE

			Other safety critical				
DKKm	Oil and gas	Maritime	Renewables	industries	Total		
Q2 2022							
Americas	69	6	1	1	77		
Asia	19	1	2	2	24		
Europe	58	12	18	29	117		
Middle East	8	-	-	-	8		
Total	154	19	21	32	226		

			Other safety critical			
DKKm	Oil and gas	Maritime	Renewables	industries	Total	
Q2 2021						
Americas	39	3	-	2	44	
Asia	10	1	-	3	14	
Europe	56	16	17	15	104	
Middle East	6	-	-	-	6	
Total	111	20	17	20	168	

			Other safety critical			
DKKm	Oil and gas	Maritime	Renewables	industries	Total	
6M 2022						
Americas	117	10	1	12	140	
Asia	36	2	3	4	45	
Europe	111	20	44	50	225	
Middle East	15	-	-	1	16	
Total	279	32	48	67	426	

			Other safety critical		
DKKm	Oil and gas	Maritime	Renewables	industries	Total
6M 2021					
Americas	71	6	-	5	82
Asia	26	1	1	5	33
Europe	101	29	37	23	190
Middle East	14	-	-	-	14
Total	212	36	38	33	319

			Other safety critical			
DKKm	Oil and gas	Maritime	Renewables	industries	Total	
FY 2021						
Americas	140	15	1	18	174	
Asia	54	2	3	10	69	
Europe	200	54	64	68	386	
Middle East	26	-	-	2	28	
Total	420	71	68	98	657	

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Supplementary information
Geographies with more than 10% of the Group's external revenue and home market (Denmark):

	Q2 2022	Q2 2021	6M 2022	6M 2021	FY 2021
Norway	31	32	59	57	115
United Kingdom	28	30	56	54	108
United States	28	14	54	29	65
Netherlands	26	20	47	30	74
Denmark	16	17	35	28	57
Others	97	55	175	121	238
Total	226	168	426	319	657

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NOTE 5 – MEASUREMENT AND FAIR VALUE HIERARCHY

Financial instruments measured at fair value are shown in accordance with the following accounting hierarchy:

- Level 1: Observable market prices of identical instruments.
- Level 2: Valuation models primarily based on observable prices or trading prices of comparable instruments.
- Level 3: Valuation models primarily based on non-observable prices.

<u>DKKm</u>	Carrying amount	Fair value Level 1	Fair value Level 2	Fair value Level 3
As of 30 June 2022				
Fair value:				
Contingent consideration, non-controlling interest	12	-	-	12
Amortised cost:				
Shareholder loan	56	-	56	-
Bonds	416	387	-	-
Total financial liabilities	484	387	56	12
As of 30 June 2021				
Fair value:				
Contingent consideration, non-controlling interest	33	-	-	33
Amortised cost:				
Shareholder loan	33	-	33	-
Bonds	411	337	-	-
Total financial liabilities	477	337	33	33
As of 31 December 2021				
Fair value:				
Contingent consideration, non-controlling interest	34	-	-	34
Amortised cost:				
Shareholder loan	35	-	35	-
Bonds	413	383	-	-
Total financial liabilities	482	383	35	34
Development in fair value of financial instruments in level 3:				
Fair value as of 31 December 2021				34
Fair value changes recognised in the income statement in 2022				5
Settlements of contingent considerations				(27)
Fair value as of 30 June 2022				12

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NOTE 6 – NET INTEREST-BEARING DEB

	30 June	30 June	31 December
DKKm	2022	2021	2021
Credit facilities	83	40	40
Bond	416	411	413
Shareholder loan	56	33	35
Lease liabilities	269	292	278
Total interest-bearing debt	824	776	766
Cash and cash equivalents	45	62	43
Net interest-bearing debt	779	714	723

NOTE 7 - EVENTS AFTER THE BALANCE SHEET DATE

No events materially affecting the assessment of the interim report have occurred after the balance sheet that not already have been included and adequately disclosed in this interim report.



Management statement

Statement by the Board of Directors and Executive Management

Company information and definitions



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Statement by the Board of Directors and Executive Management

The Board of Directors and the Executive Management have today reviewed and approved the interim report for the period 1 January to 30 June 2022 of BidCo RelyOn Nutec A/S.

The interim consolidated financial statements of BidCo RelyOn Nutec A/S have been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the EU and additional Danish disclosure requirements for interim financial reporting for listed companies.

The interim consolidated financial statements have not

been subject to audit or review by the company's independent auditors.

We consider the accounting policies applied to be appropriate and the accounting estimates and judgements made to be adequate. Furthermore, we find the overall presentation of the interim report to present a true and fair view.

Besides what has been disclosed in the interim report, no other significant changes in the Group's risks and uncertainties have occurred relative to what was disclosed in the consolidated Annual Report for 2021.

In our opinion, the interim consolidated financial statements give a true and fair view of BidCo RelyOn Nutec A/S' consolidated assets, equity and liabilities and the financial position at 30 June 2022 as well as the result of BidCo RelyOn Nutec A/S' consolidated activities and cash flows for the period 1 January to 30 June 2022.

Furthermore, in our opinion the Management Review gives a fair representation of the Group's activities and

financial position as well as a description of the material risks and uncertainties which the Group is facing.

Copenhagen, 5 August 2022

Executive Management

Torben Harring

Group CEO

Board of Directors

Jakob Thomasen Jesper Teddy Lok Merete Søby

Chairman

Henrik Bonnerup Jan Damsgaard

Company information and definitions

Company

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CVR no. 39 46 78 36

Financial year: 01.01.2022 - 31.12.2022

Established 30 March 2018

Municipality of headquarter: Copenhagen

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Torben Harring

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Forward-looking statements

This interim report contains forward-looking statements, including statements regarding the Group's future operating profit, financial position, cash flows, strategy as well as plans for the future. Forward-looking statements include, without limitation, any statement that may predict, indicate or imply future results, performance or achievements, and may contain the words "believes", "expects", "estimates", "projects", "plans", "anticipates", "continues" and "intends" or any variations of such words or other words with similar meaning. The statements are based on Management's reasonable expectations and forecasts at the time of disclosure of the interim report. Any such statements are subject to risks and uncertainties, and a number of different factors many of which are beyond BidCo RelyOn Nutec A/S' control can mean that the actual development and actual result will differ significantly from the expectations contained in the interim report. Without being exhaustive, such factors include general economics and commercial factors, including market and competitive matters, supplier issues and financial issues. Accordingly, forward-looking statements should not be relied on as a prediction of actual results.

Definitions

Application users: Sum of Worksafe ®-users, Know-how-users, Business Portal-users, and delegates managed via Rider application

ARR: Annual Recurring Revenue

Digital & blended learning revenue: Including Digital Learning (traditional e-learning, adaptive learning and blended learning), applications (Rider and Worksafe ®) and simulation

Digital annual recurring revenue: Subscription fees, license fees as well as service and maintenance fees

Digital learning completions: Completed digital learning courses over the past twelve months

Digital portfolio value: Committed future digital revenue "order book"

LTM: Last Twelve Months

NIBD: Net Interest-Bearing Debt

RelyOn Nutec

