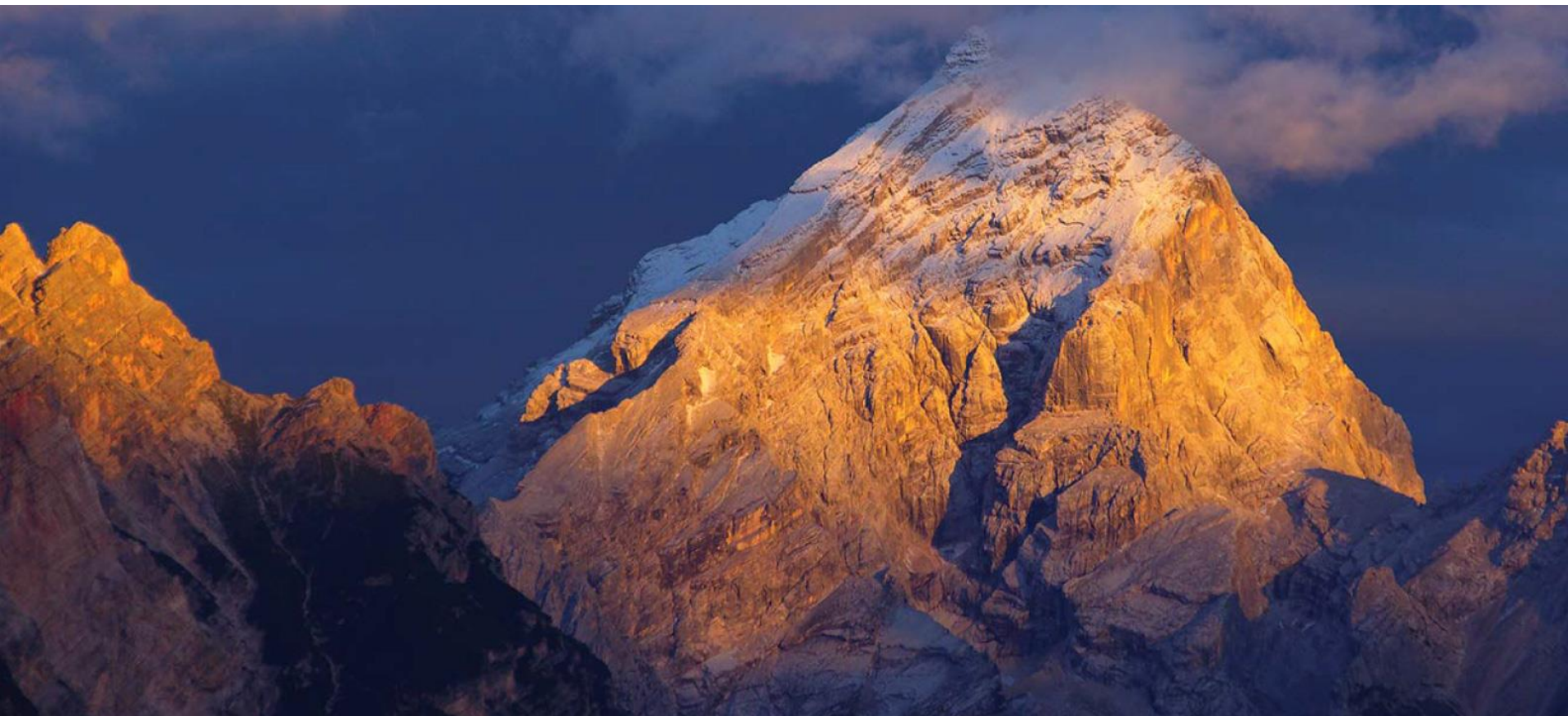




OPENGATE CAPITAL

A GLOBAL PRIVATE EQUITY FIRM



Portfolio Company Review – February 2019

March 20, 2019

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- ➔ Fund I – North America
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Summary of Portfolio Performance

Ms in Local Currency	Currency	Revenue								EBITDA							
		MTD				YTD				MTD				YTD			
		Act	Rfc	Bud	PY	Act	Rfc	Bud	PY	Act	Rfc	Bud	PY	Act	Rfc	Bud	PY
Fund I	RC																
North America																	
Power Partners, Inc.	\$	11.6	\$ 8.6	\$ 8.6	\$ 9.8	\$ 20.4	\$ 16.5	\$ 16.5	\$ 19.8	\$ 0.8	\$ 0.2	\$ 0.2	\$ 0.3	\$ 1.6	\$ 0.3	\$ 0.3	\$ 0.8
Energi Fenestration Solutions, Ltd.	\$	10.8	\$ 11.7	\$ 11.7	\$ 11.8	\$ 21.7	\$ 23.0	\$ 23.0	\$ 24.9	\$ 0.3	\$ 0.2	\$ 0.2	\$ 0.3	\$ 0.3	\$ 0.2	\$ 0.2	\$ 0.3
Hufcor Holdings, Inc.	\$	11.2	\$ 10.9	\$ 10.9	\$ 9.6	\$ 21.4	\$ 21.8	\$ 21.8	\$ 19.6	\$ 0.6	\$ 0.4	\$ 0.4	\$ (0.6)	\$ 0.7	\$ 0.4	\$ 0.4	\$ (1.2)
Mersive Holdings, Inc.	\$	2.1	\$ 2.4	\$ 2.4	\$ 1.5	\$ 4.6	\$ 4.9	\$ 4.9	\$ 3.2	\$ (0.5)	\$ (0.2)	\$ (0.2)	\$ 0.1	\$ (0.4)	\$ (0.3)	\$ (0.3)	\$ 0.4
Europe																	
Bois & Materiaux	€	50.3	€ 48.6	€ 48.6	€ 47.6	€ 100.8	€ 97.6	€ 97.6	€ 96.8	€ 0.7	€ 0.7	€ 0.7	€ 0.6	€ 1.6	€ 1.6	€ 1.6	€ 1.2
Alfatherm S.p.A.	€	6.5	€ 6.6	€ 6.6	€ 6.5	€ 12.0	€ 12.1	€ 12.4	€ 12.1	€ 0.7	€ 0.7	€ 0.7	€ 0.8	€ 0.9	€ 0.9	€ 1.0	€ 1.3
EverZinc BV	€	36.2	€ 36.2	€ 40.1	€ 45.2	€ 78.1	€ 78.1	€ 83.4	€ 100.1	€ 1.6	€ 1.6	€ 2.3	€ 2.5	€ 3.7	€ 3.7	€ 4.4	€ 5.0
Jotul AS	kr	64.6	NA	kr 58.4	kr 63.2	kr 142.8	NA	kr 127.6	kr 131.8	kr 5.5	NA	kr 3.1	kr 3.6	kr 11.0	NA	kr 5.1	kr 7.4
Fichet Security Solutions	€	9.5	€ 9.5	€ 9.3	€ 9.2	€ 18.5	€ 18.5	€ 18.1	€ 18.3	€ (0.9)	€ (0.9)	€ (1.0)	€ (1.1)	€ (2.2)	€ (2.2)	€ (2.2)	€ (2.0)

Ms in Local Currency	RC	Net Debt (External)				Capex			
		MTD				YTD			
		Act	Rfc	Bud	PY	Act	Rfc	Bud	PY
Fund I									
North America									
Power Partners, Inc.	\$	15.0	\$ 17.3	\$ 17.3	\$ 16.2	\$ 0.5	\$ (0.3)	\$ (0.3)	\$ (0.1)
Energi Fenestration Solutions, Ltd.	\$	30.3	\$ 33.6	\$ 33.6	\$ 25.3	\$ (1.0)	\$ (1.7)	\$ (1.7)	\$ (1.5)
Hufcor Holdings, Inc.	\$	41.0	\$ 36.8	\$ 36.8	\$ 36.7	\$ (0.4)	\$ -	\$ -	\$ (0.3)
Mersive Holdings, Inc.	\$	(2.2)	\$ (0.8)	\$ (0.8)	\$ (0.0)	\$ (0.1)	\$ (0.1)	\$ (0.1)	\$ (0.0)
Europe									
Bois & Materiaux	€	28.2	€ 37.5	€ 37.5	€ 29.0	€ (0.9)	€ (1.4)	€ (1.4)	€ (0.2)
Alfatherm S.p.A.	€	22.8	€ 21.1	€ 22.9	€ 25.3	€ (0.1)	€ (0.2)	€ (0.6)	€ (0.5)
EverZinc BV	€	67.7	€ 67.7	€ 58.3	€ 70.1	€ (2.1)	€ (2.1)	€ (2.5)	€ (1.2)
Jotul AS	kr	171.1	NA	kr 186.7	kr 485.3	kr (3.0)	NA	kr (8.9)	kr (2.4)
Fichet Security Solutions	€	(24.5)	€ (24.5)	€ (28.0)	€ 15.6	€ (0.2)	€ (0.2)	€ (0.2)	€ (0.2)



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➔ Summary of Portfolio Performance

➔ Fund I – North America

Power Partners, Inc.

Energi Fenestration Solutions, Ltd.

Hufcor Holdings, Inc.

Mersive Holdings, Inc.

➔ Fund I – Europe

➔ Legacy





OPENGATE CAPITAL

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Continued strong start to 2019; ABB almost fully separated; but Southern Company bid process poses material risk to earnings



➔ Operational Overview:

- February EBITDA: +818K (7.1% of Rev) vs. AOP \$239K (2.8% of Rev), also higher than 2018 which included storm carryover (Irma)
- YTD EBITDA: +1,212 (+358%) Favorable to AOP Plan (Actual: \$1,550 vs. AOP: \$338K)
- Backlog \$21M+ (vs. \$11.7M last year at this time)...Oil and Gas, LADWP Overhead \$2M, and PG&E Special Project Work Driving it above “normal” volumes
- Bank Covenant – in compliance 14 months in a row (FCCR = 4.2)
- PG&E Shipments back to “business as usual” post January bankruptcy filing
- ABB Separation, timing to stand up stand alone sales organization (Field Sales Support ends Q12019, Inside Sales Support ends Q22019). 2 Field Sales Reps Hired / 10+ Rep Contracts in Place, ~90% of Base Business “Covered”
- Project Acapulco on track; KPMG completing QoE; Lincoln likely sell-side advisor; questions about management team going with business
- Cash flow expected to be ~\$3M availability through April 2019, plan to be current on ABB Commissions and OGC monitoring fees by end of April 2019 (~\$3M pay down in total)
- Southern Company (PPI #1 customer) submitted active bid based on feedback/engagement from Bain Consulting...2018 SoCo Gross Margin (excluding Hurricane) ~\$1.8M...actively working bid package and including blended model with 1PH pads – “STAY IN THE GAME”

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Project Acapulco	●	Baker Tilly concluding YE audit; KPMG concluding QoE; expect CIM to be ready by end of April
ABB Separation	●	ABB direct commissions cease by Apr 1
Padmount	●	Successful recent testing; submitting for RUS certification; 1 st POs soon
PG&E	●	Back to business as usual; in fact, order volumes above normal



Feb 2019 revenue and EBITDA significantly exceeding monthly and YTD budget

██████████

→ Profit & Loss Statement

\$'000	MTD		Var		YTD		Var	
	Act	Bud	\$	%	Act	Bud	\$	%
Units Produced	10,415	7,308	3,107	42.5%	20,830	13,995	6,835	48.8%
Units Shipped	7,170	7,308	(138)	(1.9%)	14,340	13,995	345	2.5%
Bookings (\$'000)	\$ 17,561	\$ 8,595	\$ 8,966	104.3%	\$ 35,122	\$ 16,553	\$ 18,569	112.2%
Backlog ('\$000)	\$ 25,622	\$ –	\$ 25,622	N/A	\$ 25,622	\$ –	\$ 25,622	N/A
Gross Revenue	\$ 11,523	\$ 8,595	\$ 2,928	34.1%	\$ 20,309	\$ 16,553	\$ 3,755	22.7%
Discounts	(27)	(33)	6	(17.5%)	(58)	(64)	6	(9.3%)
Returns	–	(0)	0	(100.0%)	–	(0)	0	(100.0%)
Rebates	–	(9)	9	(100.0%)	–	(17)	17	(100.0%)
Other	59	39	20	49.8%	115	76	39	51.3%
Adj. to Gross Revenue	32	(2)	34	(1393.0%)	57	(5)	61	(1305.8%)
Net Revenue	11,555	8,593	2,962	34.5%	20,366	16,549	3,817	23.1%
Material	6,904	5,284	1,620	30.6%	12,484	10,253	2,231	21.8%
Labor	2,106	1,640	467	28.5%	4,309	3,162	1,147	36.3%
Other COGS	867	891	(24)	(2.7%)	766	1,717	(951)	(55.4%)
Total COGS	9,877	7,815	2,063	26.4%	17,559	15,132	2,427	16.0%
Gross Margin	1,678	778	899	115.6%	2,806	1,417	1,390	98.1%
Gross Margin %	14.5%	9.1%			13.8%	8.6%		
R&D	26	–	26	N/A	41	–	41	N/A
Sales & Marketing	82	162	(80)	(49.2%)	162	324	(162)	(50.0%)
Administrative	751	377	374	99.0%	1,053	755	298	39.5%
Other Opex	–	–	–	N/A	–	–	–	N/A
Total Opex	859	539	320	59.3%	1,256	1,079	177	16.4%
EBITDA	818	239	580	242.9%	1,550	338	1,212	358.8%
EBITDA %	7.1%	2.8%			7.6%	2.0%		
Adj. EBITDA	818	239			1,550	338		
Adj. EBITDA %	7.1%	2.8%			7.6%	2.0%		
Net Income (Loss)	\$ 505	\$ (149)	\$ 654	(439.1%)	\$ 780	\$ (402)	\$ 1,182	(294.1%)
Capex	\$ 499	\$ (148)	\$ 647	(437.1%)	\$ 463	\$ (296)	\$ 759	(256.3%)

Continuing to monitor cash flow daily; Realized AR spike in Feb (PG&E shipments), expect more inventory build-up relief by end of Q1

➔ Balance Sheet

	Dec-18	Nov-18	Dec-18	Jan-19	Feb-19		Variance	
\$'000	Act	Act	Act	Act	Act	Bud	\$	%
Current Assets								
Cash and cash equivalents	\$ 103	\$ 133	\$ 103	\$ 149	\$ 156	\$ 121	\$ 35	29.3%
Short term investments	—	—	—	—	—	—	—	N/A
Accounts receivable, gross	11,751	15,923	11,751	11,002	14,581	11,000	3,581	32.6%
Accounts receivable, reserves	—	(6)	—	—	—	—	—	N/A
Accounts receivable, net	11,751	15,917	11,751	11,002	14,581	11,000	3,581	32.6%
Inventory, gross	13,665	16,628	13,665	17,755	17,499	15,500	1,999	12.9%
Inventory, reserves	(434)	(832)	(434)	(454)	(474)	—	(474)	N/A
Inventory, net	13,231	15,796	13,231	17,301	17,025	15,500	1,525	9.8%
Prepaid expenses and other current assets	770	848	770	1,082	996	936	60	6.4%
Current portion of deferred taxes	—	—	—	—	—	—	—	N/A
Revenue in excess of billings	—	—	—	—	—	—	—	N/A
Other current assets	12	12	12	13	11	8	3	38.1%
Total Current Assets	25,867	32,706	25,867	29,547	32,770	27,565	5,205	18.9%
Non-Current Assets								
Property, plant & equipment, gross	13,251	13,070	13,251	13,288	11,354	8,445	2,909	34.4%
Accumulated depreciation	(3,983)	(3,837)	(3,983)	(4,129)	(2,806)	—	(2,806)	N/A
Property, plant & equipment, net	9,268	9,233	9,268	9,159	8,548	8,445	103	1.2%
Goodwill	6,390	6,466	6,390	6,314	6,239	6,289	(50)	(0.8%)
Identifiable intangible assets, gross	9,075	9,075	9,075	9,075	9,075	9,075	—	0.0%
Accumulated amortization	(2,685)	(2,609)	(2,685)	(2,760)	(2,836)	(2,785)	(50)	1.8%
Identifiable intangible assets, net	—	—	—	—	—	—	—	N/A
Deferred financing cost	154	160	154	148	142	142	—	0.0%
Deferred tax asset	620	633	620	607	594	646	(52)	(8.1%)
Other non-current assets	—	4	—	14	—	13	(13)	(100.0%)
Total Non-Current Assets	16,432	16,496	16,432	16,241	15,522	15,535	(13)	(0.1%)
Total Assets	\$ 42,299	\$ 49,202	\$ 42,299	\$ 45,789	\$ 48,292	\$ 43,100	\$ 5,192	12.0%
Current Liabilities								
Current portion of long-term debt	\$ 6,561	\$ 13,964	\$ 6,561	\$ 11,249	\$ 13,434	\$ 15,781	\$ (2,347)	(14.9%)
Notes payable	—	—	—	—	—	—	—	N/A
Accounts payable	13,205	13,430	13,205	12,829	12,049	8,750	3,299	37.7%
Accrued liabilities	5,266	4,331	5,266	3,946	4,679	2,440	2,239	91.8%
Accrued compensation	53	268	53	235	237	143	95	66.6%
Income taxes payable	284	276	284	364	482	278	204	73.3%
Short-term unearned revenue	—	—	—	—	—	—	—	N/A
Other current liabilities	279	273	279	282	284	216	68	31.6%
Total Current Liabilities	25,648	32,542	25,648	28,905	31,166	27,608	3,558	12.9%
Long-term Liabilities								
Long-term debt less current maturities	—	—	—	—	—	—	—	N/A
Capital lease	1,788	1,834	1,788	1,742	1,696	1,659	37	2.2%
Debt owing to OpenGate	—	—	—	—	—	—	—	N/A
Deferred income taxes	—	—	—	—	—	—	—	N/A
Long-term unearned revenue	—	—	—	—	—	—	—	N/A
Deferred liabilities	708	690	708	708	708	625	83	13.2%
Other non-current liabilities	4,572	4,568	4,572	4,575	2,029	4,550	(2,521)	(55.4%)
Total Long-Term Liabilities	7,069	7,093	7,069	7,026	4,433	6,834	(2,401)	(35.1%)
Total Liabilities	32,717	39,635	32,717	35,931	35,599	34,442	1,157	3.4%
Commitments and contingencies	—	—	—	—	—	—	—	N/A
Shareholders' Equity								
Common stock	14,411	14,411	14,411	15,477	17,386	14,411	2,975	20.6%
Preferred stock	—	—	—	—	—	—	—	N/A
Capital in excess of stated value	—	—	—	—	—	—	—	N/A
Retained earnings	(4,554)	(4,570)	(4,554)	(5,344)	(4,839)	(5,479)	639	(11.7%)
Accumulated other comprehensive income	(274)	(274)	(274)	(274)	147	(274)	421	(153.5%)
Other equity transactions	—	—	—	—	—	—	—	N/A
Total Shareholders' Equity	9,583	9,567	9,583	9,858	12,693	8,658	4,035	46.6%
Total Liabilities and Shareholders' Equity	\$ 42,299	\$ 49,202	\$ 42,299	\$ 45,789	\$ 48,292	\$ 43,100	\$ 5,192	12.0%

Cash remains tight; Availability to hover at ~\$3M in short term due to ABB payments and OGC monitoring fee payments



➡ Cash Flow Statement

	MTD		Variance		PY-MTD	Variance		YTD		Variance		PY YTD	Variance	
\$'000	Act	Bud	\$	%	Act	\$	%	Act	Bud	\$	%	ACT	\$	%
Cash flow from operations														
Net income (Loss)	\$ 505	\$ (149)	\$ 654	(439.1%)	\$ (57)	\$ 562	(986.6%)	\$ 780	\$ (402)	\$ 1,182	(294.1%)	\$ 24	\$ 756	3108.9%
Depreciation, amortization and other	194	233	(39)	(16.8%)	227	(34)	(14.8%)	422	465	(43)	(9.3%)	456	(34)	(7.5%)
Capitalized fees & expenses	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Gain (loss) on sale of fixed assets	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Non-cash interest expense	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Non-cash dividends	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Deferred income tax	13	—	13	N/A	13	—	0.0%	26	(26)	52	(200.0%)	26	—	0.0%
Change in operating assets and liabilities:														
Accounts receivable	(3,579)	1,000	(4,579)	(457.9%)	31	(3,610)	(11499.5%)	(2,830)	751	(3,581)	(476.6%)	(256)	(2,574)	1007.5%
Inventory	276	500	(224)	(44.8%)	(352)	628	(178.4%)	(3,794)	(2,269)	(1,525)	67.2%	(408)	(3,387)	830.9%
Prepaid expenses and other current assets	87	39	49	125.8%	41	46	112.4%	(225)	(162)	(63)	39.1%	(427)	202	(47.3%)
Accounts payable	(780)	(750)	(30)	4.0%	1,044	(1,824)	(174.7%)	(1,155)	(4,455)	3,299	(74.1%)	1,000	(2,155)	(215.6%)
Accrued expenses	733	75	658	877.0%	268	464	173.0%	(588)	(2,826)	2,239	(79.2%)	(148)	(440)	298.0%
Accrued income taxes	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Other changes in operating assets and liabilities	(2,410)	(28)	(2,381)	8396.0%	(47)	(2,363)	5031.6%	(2,156)	21	(2,176)	(10543.7%)	(318)	(1,837)	577.1%
Other cash flow from operations	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Total Cash Flow from Operations	\$ (4,960)	\$ 919	\$ (5,880)	(639.6%)	\$ 1,170	\$ (6,130)	(524.1%)	\$ (9,520)	\$ (8,903)	\$ (617)	6.9%	\$ (50)	\$ (9,469)	18861.0%
Cash flow from investing														
Additions to property, plant and equipment	\$ 499	\$ (148)	\$ 647	(437.1%)	\$ (39)	\$ 538	(1369.0%)	\$ 463	\$ (296)	\$ 759	(256.3%)	\$ (110)	\$ 572	(521.7%)
Acquisitions of companies, net of cash acquired	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Investment in intangibles	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Earnout payments	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Other cash flow from investing (goodwill)	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Total Cash Flow from Investing	\$ 499	\$ (148)	\$ 647	(437.1%)	\$ (39)	\$ 538	(1369.0%)	\$ 463	\$ (296)	\$ 759	(256.3%)	\$ (110)	\$ 572	(521.7%)
Cash flow from financing														
Proceeds from the issuance (repayment) of short-term debt	\$ 4,094	\$ (727)	\$ 4,821	(663.4%)	\$ (1,077)	\$ 5,171	(480.2%)	\$ 8,783	\$ 9,346	\$ (564)	(6.0%)	\$ (238)	\$ 9,021	(3788.5%)
Proceeds from the issuance of debt	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Repayment of debt	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Capital lease	(46)	(45)	(2)	3.5%	(44)	(2)	4.2%	(92)	(129)	37	(28.5%)	452	(545)	(120.4%)
Common stock issued (repurchased)	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Common stock cash dividends paid	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Preferred stock issued (repurchased)	—	—	—	N/A	—	—	N/A	—	—	—	N/A	—	—	N/A
Other cash flow from financing costs	421	—	421	N/A	—	421	N/A	421	—	421	N/A	—	421	N/A
Total Cash Flow from Financing	\$ 4,469	\$ (771)	\$ 5,240	(679.4%)	\$ (1,121)	\$ 5,590	(498.6%)	\$ 9,111	\$ 9,217	\$ (106)	(1.2%)	\$ 214	\$ 8,897	4155.4%
Effect of FX rates on cash and cash equivalents	\$ —	\$ —	\$ —	N/A	\$ —	\$ —	N/A	\$ —	\$ —	\$ —	N/A	\$ —	\$ —	N/A
Net change in cash	\$ 7	0	\$ 7	<-1000%	\$ 9	\$ (2)	(21.7%)	\$ 54	\$ 18	\$ 35	193.1%	\$ 54	\$ (0)	(0.7%)
Beginning cash	149	121	28	23.5%	124	25	20.1%	103	103	—	0.0%	79	23	29.5%
Change in cash	7	(0)	7	<-1000%	9	(2)	(21.7%)	54	18	35	193.1%	54	(0)	(0.7%)
Ending cash	\$ 156	\$ 121	\$ 35	29.3%	\$ 133	\$ 23	17.2%	\$ 156	\$ 121	\$ 35	29.3%	\$ 133	\$ 23	17.2%



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➔ Summary of Portfolio Performance

➔ Fund I – North America

Power Partners, Inc.

Energi Fenestration Solutions, Ltd.

Hufcor Holdings, Inc.

Mersive Holdings, Inc.

➔ Fund I – Europe

➔ Legacy





ENERGI

FENESTRATION SOLUTIONS

Revenue miss due to continued softness in North America, but EBITDA continues to exceed Plan primarily due to operational improvements

➔ Operational Overview:

- Feb 2019 revenue of \$10.8M missed Plan by \$0.9M; EBITDA of \$259K exceeded Plan by \$65K
- At 3/18, Mar MTD sales were at \$6.8M (47% of Plan) on shipping day 12 (57% through the month)
- Cold temperatures YTD have caused softness in the North American market, with Mar MTD underperformance across all plants except Laval and Terrebonne
- Feb EBITDA ahead of Plan due to continued focus on lower material cost inputs, optimizing labor costs across the business, opex reductions, and Terrebonne production optimization and labor planning for the high season. Feb EBITDA also benefitted from an \$84K out-of-period workers' compensation premium refund of \$84K at Everett (annually recorded in Feb when the refund is received)
- Last month, Everett received unofficial news that one of its customers, had closed its doors and filed for bankruptcy protection, but it has now been confirmed that this customer is still in business; represents recovery of \$387K of the ~\$800K of customer losses announced last month
- CDI Resin Index increased 2cpp in Feb, in-line with expectations reflected in the Energi 2019 AOP. Management expects this to be the final resin cost increase for the year, versus an additional 2cpp increase assumed in the Energi 2019 AOP in April; this would result in ~\$1M in cost savings for the remainder of the year.
- Availability has dropped to \$8.1M as of Feb due to lower working capital and seasonality

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Sale process	●	William Blair engaged; QoE provider selected
Alternative compound	●	Discussions ongoing with suppliers regarding alternative material compound or regrind
Terrebonne profitability	●	Sales order volume is up; operational improvements in progress
Capex	●	Management has revised 2019 AOP capex down from \$10M to \$8M

Feb 2019 EBITDA exceeded Plan but fell short of prior year performance

➔ Profit & Loss Statement

	MTD							YTD							FY									
\$'000s	MTD		Var		MTD		Var		YTD		Var		YTD		Var		FY		Var		FY		Var	
Energi Fenestration Solutions, Ltd.	Act	Bud	\$	%	PY	\$	%	Act	Bud	\$	%	PY	\$	%	Actual	Bud	\$	%	PY	\$	%			
Gross Revenue	\$11,249	\$12,238	\$ (989)	(8.1%)	\$12,414	\$ (1,165)	(9.4%)	\$ 22,788	\$ 24,070	\$ (1,282)	(5.3%)	\$ 26,073	\$ (3,285)	(12.6%)	\$186,754	\$188,036	\$ (1,282)	(0.7%)	\$180,283	\$ 6,471	3.6%			
Adj. to Gross Revenue	(464)	(566)	102	(18.0%)	(612)	148	(24.1%)	(1,061)	(1,112)	50	(4.5%)	(1,202)	141	(11.7%)	(9,826)	(9,876)	50	(0.5%)	(9,708)	(118)	1.2%			
Net Revenue	10,785	11,672	(887)	(7.6%)	11,802	(1,017)	(8.6%)	21,727	22,959	(1,232)	(5.4%)	24,871	(3,144)	(12.6%)	176,928	178,160	(1,232)	(0.7%)	170,574	6,354	3.7%			
Material	5,301	5,815	(514)	(8.8%)	5,398	(97)	(1.8%)	10,505	11,310	(805)	(7.1%)	11,739	(1,235)	(10.5%)	87,550	88,355	(805)	(0.9%)	83,420	4,130	5.0%			
Labor	2,714	2,865	(151)	(5.3%)	3,288	(574)	(17.5%)	5,641	5,937	(296)	(5.0%)	6,745	(1,104)	(16.4%)	38,074	38,371	(296)	(0.8%)	38,503	(428)	(1.1%)			
Other COGS	1,015	1,233	(219)	(17.7%)	1,114	(99)	(8.9%)	2,324	2,334	(10)	(0.4%)	2,777	(453)	(16.3%)	20,251	20,261	(10)	(0.0%)	20,885	(634)	(3.0%)			
Total COGS	9,030	9,913	(883)	(8.9%)	9,799	(770)	(7.9%)	18,470	19,581	(1,111)	(5.7%)	21,261	(2,791)	(13.1%)	145,875	146,986	(1,111)	(0.8%)	142,807	3,068	2.1%			
Gross Margin	1,755	1,759	(4)	(0.2%)	2,003	(248)	(12.4%)	3,257	3,377	(121)	(3.6%)	3,609	(352)	(9.8%)	31,053	31,173	(121)	(0.4%)	27,767	3,286	11.8%			
Gross Margin %	16.3%	15.1%			17.0%			15.0%	14.7%			14.5%			17.6%	17.5%			16.3%					
R&D	—	—	—	n/a	—	—	n/a	—	—	—	n/a	—	—	n/a	—	—	—	n/a	—	—	n/a			
Sales & Marketing	603	587	16	2.7%	580	24	4.1%	1,157	1,181	(24)	(2.0%)	1,277	(120)	(9.4%)	7,223	7,247	(24)	(0.3%)	7,045	179	2.5%			
Administrative	968	996	(28)	(2.8%)	981	(14)	(1.4%)	2,005	2,064	(58)	(2.8%)	2,030	(25)	(1.2%)	12,713	12,772	(58)	(0.5%)	10,240	2,473	24.1%			
Other Opex	(75)	(19)	(57)	304.5%	96	(172)	(178.0%)	(202)	(35)	(167)	480.1%	(29)	(173)	592.6%	(395)	(228)	(167)	73.3%	302	(697)	(231.0%)			
Total Opex	1,496	1,565	(69)	(4.4%)	1,657	(161)	(9.7%)	2,960	3,210	(250)	(7.8%)	3,277	(317)	(9.7%)	19,541	19,791	(250)	(1.3%)	17,587	1,955	11.1%			
EBITDA	259	194	65	33.3%	346	(86)	(25.0%)	296	168	129	76.9%	332	(35)	(10.7%)	11,511	11,382	129	1.1%	10,180	1,331	13.1%			
EBITDA %	2.4%	1.7%			2.9%			1.4%	0.7%			1.3%			6.5%	6.4%			6.0%					
Net Income (Loss)	\$ (271)	\$ (995)	\$ 723	(72.7%)	\$ (738)	\$ 466	(63.2%)	\$ (1,158)	\$ (2,141)	\$ 983	(45.9%)	\$ (1,211)	\$ 53	(4.4%)	\$ (2,316)	\$ (3,300)	\$ 983	(29.8%)	\$ (3,987)	\$ 1,670	(41.9%)			
Capex	\$ (531)	\$ (834)	\$ 303	(36.3%)	\$ (443)	\$ (88)	19.9%	\$ (1,020)	\$ (1,668)	\$ 648	(38.9%)	\$ (1,504)	\$ 484	(32.2%)	\$ (7,352)	\$ (8,000)	\$ 648	(8.1%)	\$ (10,215)	\$ 2,863	(28.0%)			

Working capital and debt increasing due to inventory purchases as part of seasonal ramp up

➔ Balance Sheet

\$'000s	Dec-17	Nov-18	Dec-18	Jan-19	Feb-19		Variance	
Energi Fenestration Solutions, Ltd.	Act	Act	Act	Act	Act	Bud	\$	%
Current Assets								
Cash and cash equivalents	\$ (0)	\$ (0)	\$ 0	\$ 3	\$ 3	\$ 3	\$ 0	12.2%
Short term investments	—	—	—	—	—	—	—	0.0%
Accounts receivable, net	11,846	13,483	8,594	8,701	9,448	11,437	(1,989)	(17.4%)
Inventory, net	29,714	29,790	30,309	33,091	34,642	33,193	1,450	4.4%
Prepaid expenses and other current assets	3,306	3,398	2,942	3,145	3,030	3,037	(7)	(0.2%)
Current portion of deferred taxes	—	—	—	—	—	—	—	0.0%
Revenue in excess of billings	—	—	—	—	—	—	—	0.0%
Other current assets	992	2,311	901	761	864	663	202	30.4%
Total Current Assets	45,859	48,982	42,746	45,702	47,988	48,332	(345)	(0.7%)
Non-Current Assets								
Property, plant & equipment, net	46,814	47,195	47,338	47,932	47,761	49,889	(2,128)	(4.3%)
Goodwill	—	—	—	—	—	—	—	0.0%
Identifiable intangible assets, net	—	—	—	—	—	—	—	0.0%
Deferred financing cost	529	566	548	546	533	532	1	0.2%
Deferred tax asset	1,401	1,344	1,319	1,353	1,354	1,367	(12)	(0.9%)
Other non-current assets	2,795	2,785	2,616	2,688	2,690	3,022	(331)	(11.0%)
Total Non-Current Assets	51,539	51,889	51,821	52,520	52,338	54,809	(2,471)	(4.5%)
Total Assets	\$ 97,397	\$ 100,872	\$ 94,566	\$ 98,222	\$ 100,326	\$ 103,142	\$ (2,815)	(2.7%)
Current Liabilities								
Current portion of long-term debt	\$ 3,940	\$ 12,019	\$ 10,222	\$ 14,340	\$ 16,533	\$ 19,982	\$ (3,449)	(17.3%)
Notes payable	1,360	1,744	1,628	1,678	1,665	1,800	(136)	(7.5%)
Accounts payable	13,088	12,951	12,709	11,725	12,319	10,265	2,054	20.0%
Accrued liabilities	4,029	4,260	3,343	3,786	3,118	3,489	(371)	(10.6%)
Accrued compensation	4,151	2,661	2,521	2,492	2,800	3,117	(317)	(10.2%)
Income taxes payable	(101)	907	649	725	813	785	28	3.5%
Short-term unearned revenue	1,301	1,299	1,301	1,301	1,301	—	1,301	0.0%
Other current liabilities	32	92	97	101	97	128	(31)	(24.5%)
Total Current Liabilities	27,800	35,932	32,471	36,148	38,646	39,567	(921)	(2.3%)
Long-term liabilities								
Long-term debt less current maturities	13,396	12,318	12,006	12,248	12,114	11,860	254	2.1%
Capital lease	—	—	—	—	—	—	—	0.0%
Debt owing to OpenGate	—	—	—	—	—	—	—	0.0%
Deferred income taxes	8,938	7,717	7,637	7,745	7,747	7,785	(38)	(0.5%)
Long-term unearned revenue	—	—	—	—	—	—	—	0.0%
Deferred liabilities	—	—	—	—	—	—	—	0.0%
Other non-current liabilities	1,389	1,504	1,468	1,525	1,530	1,428	102	7.1%
Total Long-Term Liabilities	23,723	21,538	21,111	21,518	21,391	21,073	318	1.5%
Total Liabilities	51,523	57,471	53,583	57,666	60,037	60,640	(603)	(1.0%)
Commitments and contingencies	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	0.0%
Total Shareholders' Equity	45,874	43,401	40,983	40,556	40,289	42,502	(2,212)	(5.2%)
Total Liabilities and Shareholders' Equity	\$ 97,397	\$ 100,872	\$ 94,566	\$ 98,222	\$ 100,326	\$ 103,142	\$ (2,815)	(2.7%)
<i>Memo:</i>								
Net Working Capital	\$ 23,359	\$ 26,812	\$ 22,124	\$ 25,568	\$ 27,536	\$ 30,545	\$ (3,009)	(9.8%)
Total Net External Debt	\$ 18,697	\$ 26,080	\$ 23,857	\$ 28,263	\$ 30,308	\$ 33,640	\$ (3,331)	(9.9%)

Availability is low at \$8.1M; no issues with debt covenants

➔ Cash Flow Statement

\$'000s Energi Fenestration Solutions, Ltd.	MTD		Var		YTD		Var	
	Act	Bud	\$	%	Act	Bud	\$	%
Cash flow from operations								
Net Income (Loss)	\$ (271)	\$ (995)	\$ 723	(72.7%)	\$ (1,158)	\$ (2,141)	\$ 983	(45.9%)
Depreciation, amortization and other	721	713	8	1.1%	1,429	1,422	7	0.5%
Capitalized fees & expenses	—	—	—	n/a	—	—	—	n/a
Gain (loss) on sale of fixed assets	—	—	—	n/a	—	—	—	n/a
Non-cash interest expense	—	—	—	n/a	—	—	—	n/a
Non-cash dividends	(7)	(243)	236	(97.1%)	20	1,025	(1,005)	(98.0%)
Deferred income tax	3	—	3	n/a	111	148	(38)	(25.4%)
Change in operating assets and liabilities:								
Accounts receivable	(747)	(1,252)	505	(40.3%)	(854)	(2,931)	2,077	(70.9%)
Inventory	(1,552)	(604)	(948)	156.9%	(4,334)	(2,884)	(1,450)	50.3%
Prepaid expenses & other current assets	12	206	(194)	(94.0%)	(52)	143	(194)	(136.1%)
Accounts payable	594	(599)	1,193	(199.1%)	(390)	(2,444)	2,054	(84.0%)
Accrued expenses	(359)	(133)	(226)	169.4%	54	993	(938)	(94.5%)
Accrued income taxes	88	98	(10)	(10.6%)	164	136	28	20.4%
Other changes in op. assets & liabilities	(4)	22	(26)	(117.0%)	(0)	(1,270)	1,270	(100.0%)
Other cash flow from operations	—	—	—	n/a	—	—	—	n/a
Total Cash Flow from Operations	\$ (1,523)	\$ (2,786)	\$ 1,264	(45.4%)	\$ (5,010)	\$ (7,802)	\$ 2,792	(35.8%)
Cash flow from investing								
Additions to PP&E	\$ (531)	\$ (834)	303	(36.3%)	\$ (1,020)	\$ (1,668)	648	(38.9%)
Acq. of companies, net of cash acquired	—	—	—	n/a	—	—	—	n/a
Investment in intangibles	—	—	—	n/a	—	—	—	n/a
Earnout payments	—	—	—	n/a	—	—	—	n/a
Other cash flow from investing (goodwill)	—	—	—	n/a	—	—	—	n/a
Total Cash Flow from Investing	\$ (531)	\$ (834)	\$ 303	(36.3%)	\$ (1,020)	\$ (1,668)	\$ 648	(38.9%)
Cash flow from financing								
Proceeds from issuance (repmt) of ST debt	\$ 2,193	\$ 3,763	\$ (1,571)	(41.7%)	\$ 6,310	\$ 9,760	\$ (3,449)	(35.3%)
Proceeds from the issuance of debt	0	—	0	n/a	0	—	0	n/a
Repayment of debt	(139)	(143)	4	(2.8%)	(278)	(287)	9	(3.1%)
Capital lease	—	—	—	n/a	—	—	—	n/a
Common stock issued (repurchased)	—	—	—	n/a	—	—	—	n/a
Common stock cash dividends paid	—	—	—	n/a	—	—	—	n/a
Preferred stock issued (repurchased)	—	—	—	n/a	—	—	—	n/a
Other cash flow from financing costs	—	—	—	n/a	—	—	—	n/a
Total Cash Flow from Financing	\$ 2,053	\$ 3,620	\$ (1,567)	(43.3%)	\$ 6,032	\$ 9,473	\$ (3,441)	(36.3%)
Effect of FX rates on cash & cash equivalents	\$ —	\$ —	\$ —	n/a	\$ —	\$ —	\$ —	n/a
Net change in cash	\$ (0)	\$ (0)	\$ (0)	n/a	\$ 3	\$ 3	\$ 0	4.6%
Beginning cash	3	3	0	12.2%	(0)	(0)	—	0.0%
Change in cash	(0)	(0)	(0)	n/a	3	3	0	4.6%
Ending cash	\$ 3	\$ 3	\$ 0	4.5%	\$ 2	\$ 2	\$ 0	5.3%



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➔ Summary of Portfolio Performance

➔ Fund I – North America

Power Partners, Inc.

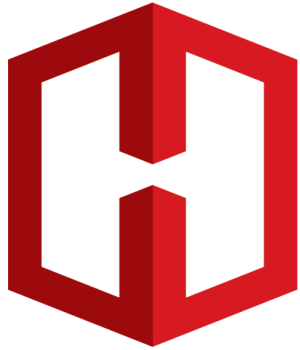
Energi Fenestration Solutions, Ltd.

Hufcor Holdings, Inc.

Mersive Holdings, Inc.

➔ Fund I – Europe

➔ Legacy



HUF CORTM





shaping your experience

YTD financials under review pending revenue recognition investigation; backlog is strong and growing; strategic initiatives progressing

➔ Operational Overview

- February & YTD financials under review pending revenue recognition investigation; impact to February between \$300K-\$500K; January TBD
- HX/700-series Athens, GA project pilot run completed; next pilot scheduled for week of 3/25; ran first glass order week of 3/18
- ~\$1.8M securements impact of pricing change YTD Feb 2019 vs. YTD Feb 2018
- 12-month rolling backlog stands at \$92M; total backlog at \$100M+
- Janesville TCAR challenges remain but Six Sigma/DMAIC process is progressing well on a future state solution to resolve 80% of root causes of excess rework/warranty costs
- YTD Janesville output up 43% YOY
- International: weaker than normal business in Asia; Germany experiencing slow start to year
- Amended debt agreement with LBC in late innings to avoid equity cure scenario
- New finance leader started 3/18

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
700 series		Running first glass order off line this week; 2 nd pilot run scheduled for 3/25
APAC optimization		Stabilizing Malaysia infrastructure (est. completion Jun 1 2019); China plant future is TBD
Partition Studio 5		Scheduled for mid-April launch
Price increases		Price increases effective on new contracts effective Sep 2018



February B/S, P&L, and SCF are pending.

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➔ Summary of Portfolio Performance

➔ Fund I – North America

Power Partners, Inc.

Energi Fenestration Solutions, Ltd.

Hufcor Holdings, Inc.

Mersive Holdings, Inc.

➔ Fund I – Europe

➔ Legacy











mersive
technologies inc

Feb 2019 bookings exceeded plan by ~\$400K, but revenue missed Plan by \$360K due to delay in shipment of new Gen 3 hardware

➔ Operational Overview:

- Revenue missed Plan by \$360K due to delay in shipment of new Gen 3 hardware, as a result of software issues identified during testing
- Feb 2019 EBITDA missed Plan by \$238K due to gross profit miss partially offset by opex below plan
- At 3/15, Mar MTD invoiced sales were at \$1.1M (37% of Plan) and bookings were at \$1.4M (47% of Plan) on shipping day 11 (52% through the month)
- If all software issues can be addressed before the end of March, then Gen 3 hardware can be shipped, in which case management expects revenue and EBITDA for the quarter to meet or exceed Plan
- New VP Engineering, Tae Kim, started on Mar 11
- In process of recruiting for Sales Ops Director to focus on enabling success across the sales organization
- In process of recruiting for new VP HR to focus on strategic human capital issues (recruiting, onboarding, retention)

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Expand and Mature Product Organization		Gen 3 hardware and Solstice 4.0 launch delayed from Feb to Mar 2019
Develop VTC Strategy		Launch scheduled for June 2019
Expand Sales Coverage		Recent hires in US and EMEA; interviews ongoing in EMEA and APAC
Launch SaaS - Kepler		Maintenance renewal enforcement underway
Improve and Expand Reporting		Contract management module being rolled out in Q1 2019
Expand Multi-Channel Marketing Campaign		Execute to Q1 content calendar

Feb 2019 revenue and EBITDA missed Plan by \$360K and \$238K, respectively

➔ Profit & Loss Statement

	MTD							YTD							FY						
\$'000s	MTD		Var		MTD	Var		YTD		Var		YTD	Var		FY		Var		FY	Var	
Mersive Holdings, Inc.	Act	Bud	\$	%	PY	\$	%	Act	Bud	\$	%	PY	\$	%	Actual	Bud	\$	%	PY	\$	%
Gross Revenue	\$ 2,076	\$ 2,425	\$ (349)	(14.4%)	\$ 1,516	\$ 560	36.9%	\$ 4,630	\$ 4,875	\$ (245)	(5.0%)	\$ 3,243	\$ 1,388	42.8%	\$ 42,208	\$ 42,453	\$ (245)	(0.6%)	\$ 27,210	\$ 14,998	55.1%
Adj. to Gross Revenue	(10)	—	(10)	n/a	(6)	(5)	83.8%	(11)	—	(11)	n/a	(12)	1	(11.5%)	(11)	—	(11)	n/a	(114)	104	(90.6%)
Net Revenue	2,065	2,425	(360)	(14.8%)	1,510	555	36.7%	4,620	4,875	(255)	(5.2%)	3,230	1,389	43.0%	42,198	42,453	(255)	(0.6%)	27,096	15,102	55.7%
Material	368	433	(65)	(15.0%)	317	51	16.1%	845	871	(26)	(3.0%)	642	203	31.6%	10,154	10,180	(26)	(0.3%)	5,622	4,532	80.6%
Labor	47	49	(2)	(3.9%)	31	16	51.5%	100	98	2	2.4%	75	25	32.5%	742	739	2	0.3%	500	242	48.4%
Other COGS	—	—	—	n/a	—	—	n/a	—	—	—	n/a	—	—	n/a	—	—	—	n/a	—	—	n/a
Total COGS	415	482	(67)	(13.9%)	348	67	19.3%	945	969	(24)	(2.5%)	717	227	31.7%	10,896	10,920	(24)	(0.2%)	6,121	4,774	78.0%
Gross Margin	1,650	1,943	(293)	(15.1%)	1,162	488	42.0%	3,675	3,907	(231)	(5.9%)	2,513	1,162	46.2%	31,302	31,533	(231)	(0.7%)	20,975	10,327	49.2%
Gross Margin %	79.9%	80.1%			77.0%			79.6%	80.1%			77.8%			74.2%	74.3%			77.4%		
R&D	504	497	7	1.5%	308	197	63.9%	903	983	(79)	(8.1%)	597	306	51.2%	6,979	7,058	(79)	(1.1%)	4,549	2,430	53.4%
Sales & Marketing	1,057	1,067	(10)	(1.0%)	561	496	88.3%	2,048	1,990	58	2.9%	1,023	1,026	100.3%	15,275	15,217	58	0.4%	7,795	7,480	96.0%
Administrative	565	617	(52)	(8.4%)	233	332	142.5%	1,116	1,251	(135)	(10.8%)	459	657	143.2%	7,251	7,386	(135)	(1.8%)	5,567	1,684	30.3%
Other Opex	—	—	—	n/a	—	—	n/a	—	—	—	n/a	—	—	n/a	—	140	(140)	(100.0%)	—	—	n/a
Total Opex	2,126	2,181	(55)	(2.5%)	1,102	1,024	92.9%	4,068	4,224	(156)	(3.7%)	2,079	1,989	95.6%	29,505	29,802	(296)	(1.0%)	17,911	11,594	64.7%
EBITDA	(476)	(238)	(238)	100.0%	60	(536)	(890.5%)	(393)	(317)	(75)	23.7%	434	(827)	(190.4%)	1,797	1,732	65	3.7%	3,063	(1,267)	(41.4%)
EBITDA %	(23.1%)	(9.8%)			4.0%			(8.5%)	(6.5%)			13.4%			4.3%	4.1%			11.3%		
Net Income (Loss)	\$ (883)	\$ (653)	\$ (230)	35.1%	\$ (350)	\$ (533)	152.4%	\$ (1,182)	\$ (1,147)	\$ (35)	3.0%	\$ (254)	\$ (928)	366.1%	\$ (3,406)	\$ (3,572)	\$ 166	(4.6%)	\$ (1,554)	\$ (1,852)	119.2%
Capex	\$ (18)	\$ (5)	\$ (13)	256.6%	\$ (3)	\$ (15)	533.4%	\$ (136)	\$ (52)	\$ (84)	160.1%	\$ (17)	\$ (119)	722.8%	\$ (484)	\$ (484)	\$ 0	(0.0%)	\$ (564)	\$ 80	(14.1%)

Inventory above Plan due to delayed shipment of Gen 3 pods

➔ Balance Sheet

\$'000s	Dec-17	Nov-18	Dec-18	Jan-19	Feb-19		Variance	
Mersive Holdings, Inc.	Act	Act	Act	Act	Act	Bud	\$	%
Current Assets								
Cash and cash equivalents	\$ 2,550	\$ 6,509	\$ 5,777	\$ 6,447	\$ 5,686	\$ 4,272	\$ 1,414	33.1%
Short term investments	—	—	—	—	—	—	—	0.0%
Accounts receivable, net	3,114	4,146	4,979	4,378	3,822	4,713	(891)	(18.9%)
Inventory, net	906	1,788	1,444	1,637	2,298	2,173	125	5.8%
Prepaid expenses and other current assets	439	1,195	1,840	2,431	2,179	1,510	669	44.3%
Current portion of deferred taxes	—	—	—	—	—	—	—	0.0%
Revenue in excess of billings	—	—	—	—	—	—	—	0.0%
Other current assets	—	—	—	—	—	—	—	0.0%
Total Current Assets	7,009	13,638	14,041	14,893	13,985	12,668	1,317	10.4%
Non-Current Assets								
Property, plant & equipment, net	240	656	695	842	835	927	(92)	(10.0%)
Goodwill	20,836	20,675	20,675	20,675	20,675	20,675	(0)	(0.0%)
Identifiable intangible assets, net	9,767	6,956	6,711	6,440	6,174	5,941	233	3.9%
Deferred financing cost	—	—	—	—	—	—	—	0.0%
Deferred tax asset	5,100	6,488	6,488	6,488	6,488	6,647	(159)	(2.4%)
Other non-current assets	14	14	14	14	80	75	5	7.2%
Total Non-Current Assets	35,958	34,789	34,583	34,459	34,251	34,265	(14)	(0.0%)
Total Assets	\$ 42,967	\$ 48,427	\$ 48,624	\$ 49,352	\$ 48,235	\$ 46,933	\$ 1,302	2.8%
Current Liabilities								
Current portion of long-term debt	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	0.0%
Notes payable	3,500	3,500	3,500	3,500	3,500	3,500	—	0.0%
Accounts payable	335	281	721	1,457	1,715	476	1,238	259.9%
Accrued liabilities	—	259	354	511	437	191	246	128.3%
Accrued compensation	—	1,725	1,987	1,902	1,157	2,118	(961)	(45.4%)
Income taxes payable	—	1,754	694	694	694	—	694	0.0%
Short-term unearned revenue	—	—	—	—	—	—	—	0.0%
Other current liabilities	704	92	232	269	333	255	77	30.3%
Total Current Liabilities	4,540	7,612	7,488	8,333	7,835	6,541	1,294	19.8%
Long-term liabilities								
Long-term debt less current maturities	—	—	—	—	—	—	—	0.0%
Capital lease	—	—	—	—	—	—	—	0.0%
Debt owing to OpenGate	—	—	—	—	—	—	—	0.0%
Deferred income taxes	—	—	—	—	—	—	—	0.0%
Long-term unearned revenue	1,694	4,849	5,606	5,791	6,055	7,318	(1,263)	(17.3%)
Deferred liabilities	24	154	154	154	154	122	32	25.8%
Other non-current liabilities	—	—	—	—	—	—	—	0.0%
Total Long-Term Liabilities	1,717	5,003	5,760	5,945	6,209	7,441	(1,232)	(16.6%)
Total Liabilities	6,257	12,615	13,248	14,278	14,044	13,981	63	0.4%
Commitments and contingencies	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	0.0%
Total Shareholders' Equity	36,710	35,812	35,376	35,074	34,192	32,952	1,240	3.8%
Total Liabilities and Shareholders' Equity	\$ 42,967	\$ 48,427	\$ 48,624	\$ 49,352	\$ 48,235	\$ 46,933	\$ 1,302	2.8%
<i>Memo:</i>								
Net Working Capital	\$ 3,419	\$ 3,017	\$ 4,275	\$ 3,614	\$ 3,964	\$ 5,355	\$ (1,391)	(26.0%)
Total Net External Debt	\$ 950	\$ (3,009)	\$ (2,277)	\$ (2,947)	\$ (2,186)	\$ (772)	\$ (1,414)	183.1%



Cash position in line with Plan

➔ Cash Flow Statement

\$'000s	MTD				YTD			
	Act	Bud	\$	%	Act	Bud	\$	%
Mersive Holdings, Inc.								
Cash flow from operations								
Net Income (Loss)	\$ (883)	\$ (653)	\$ (230)	35.1%	\$ (1,182)	\$ (1,147)	\$ (35)	3.0%
Depreciation, amortization and other	301	281	20	7.1%	601	562	40	7.1%
Capitalized fees & expenses	—	—	—	n/a	—	—	—	n/a
Gain (loss) on sale of fixed assets	—	—	—	n/a	—	—	—	n/a
Non-cash interest expense	—	—	—	n/a	—	—	—	n/a
Non-cash dividends	—	—	—	n/a	—	—	—	n/a
Deferred income tax	—	—	—	n/a	—	(159)	159	(100.0%)
Change in operating assets and liabilities:								
Accounts receivable	556	(30)	586	(1954.4%)	1,157	266	891	335.1%
Inventory	(661)	(262)	(399)	152.3%	(854)	(783)	(71)	9.0%
Prepaid expenses & other current assets	252	6	246	4097.8%	(339)	330	(669)	(202.6%)
Accounts payable	258	(26)	284	(1093.2%)	994	(178)	1,172	(658.4%)
Accrued expenses	(819)	182	(1,002)	(549.6%)	(747)	321	(1,068)	(333.1%)
Accrued income taxes	(0)	(351)	351	(99.9%)	(0)	(694)	694	(99.9%)
Other changes in op. assets & liabilities	264	170	93	54.8%	449	393	56	14.3%
Other cash flow from operations	(2)	(3)	1	(23.0%)	(22)	(405)	382	(94.4%)
Total Cash Flow from Operations	\$ (735)	\$ (686)	\$ (49)	7.1%	\$ 57	\$ (1,495)	\$ 1,552	(103.8%)
Cash flow from investing								
Additions to PP&E	\$ (18)	\$ (5)	(13)	256.6%	\$ (136)	\$ (52)	(84)	160.1%
Acq. of companies, net of cash acquired	—	—	—	n/a	—	—	—	n/a
Investment in intangibles	(9)	—	(9)	n/a	(13)	42	(55)	(130.0%)
Earnout payments	—	—	—	n/a	—	—	—	n/a
Other cash flow from investing (goodwill)	—	—	—	n/a	—	—	—	n/a
Total Cash Flow from Investing	\$ (27)	\$ (5)	\$ (22)	432.3%	\$ (149)	\$ (10)	\$ (138)	1350.3%
Cash flow from financing								
Proceeds from issuance (repmt) of ST debt	\$ —	\$ —	\$ —	n/a	\$ —	\$ —	\$ —	n/a
Proceeds from the issuance of debt	—	—	—	n/a	—	—	—	n/a
Repayment of debt	—	—	—	n/a	—	—	—	n/a
Capital lease	—	—	—	n/a	—	—	—	n/a
Common stock issued (repurchased)	—	—	—	n/a	—	—	—	n/a
Common stock cash dividends paid	—	—	—	n/a	—	—	—	n/a
Preferred stock issued (repurchased)	—	—	—	n/a	—	—	—	n/a
Other cash flow from financing costs	—	—	—	n/a	—	—	—	n/a
Total Cash Flow from Financing	\$ —	\$ —	\$ —	n/a	\$ —	\$ —	\$ —	n/a
Effect of FX rates on cash & cash equivalents	\$ —	\$ —	\$ —	n/a	\$ —	\$ —	\$ —	n/a
Net change in cash	\$ (761)	\$ (691)	\$ (70)	n/a	\$ (92)	\$ (1,505)	\$ 1,414	(93.9%)
Beginning cash	6,447	4,963	1,484	29.9%	2,550	2,550	—	0.0%
Change in cash	(761)	(691)	(70)	n/a	(92)	(1,505)	1,414	(93.9%)
Ending cash	\$ 5,686	\$ 4,272	\$ 1,414	33.1%	\$ 2,458	\$ 1,045	\$ 1,414	135.3%

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➔ Summary of Portfolio Performance

➔ Fund I – North America

➔ Fund I – Europe

Alfatherm

Bois & Matériaux

EverZinc

Jøtul

Fichet Security Solutions

➔ Legacy





ALFATHERM

➔ Operational Overview:

- February still impacted by continuing operational inefficiencies, low output and poor product quality bringing down EBITDA for the month to €0.7M
- Francesco elaborated a short term action plan to restore operational performance on short to mid term:
 - Start of new COO Feb 4th, 2019 and new Gorla 2 Plant manager starting 1st March
 - Launch of recruiting for sales manager for furniture, on-going interviews
 - Start immediate coaching of mid manager in operational functions
- January sales with €7.0M in line with PY but below budget (-1.7%) due to Furniture (-6.1%) under high price pressure
- January EBITDA reached €699k which is (€-24k) vs Budget and (€-94k) vs. PY, due to less Furniture sales and lower margin driven by high non-quality cost.
- Bank negotiations: Expert nominated by the bank pool has now received all the requested information and documents and should express a favorable opinion in March. Then advisor Mediobanca should obtain a formal written agreement around beginning of April.
- Following the €6m cash injection made in January, €2.3m still remain unused. The situation is still stretched with a February unfavorable cashflow from operations of €-1,984k
- Resigning CFO will leave the company on 10th April 19, on going interview for his replacement
- Negotiation with former COO, G Cerizza, laid off on 1st February, is progressing well and should be concluded before the end of Q1 with circa 24 months package (€381k) in exchange of the release/cancellation of his management equity incentive

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Sales Director recruitment	●	Mandate given to Korn Ferry
CFO replacement	●	Recruitment process started in January 19, on going search with Korn Ferry and EY.
Production efficiency	●	<ul style="list-style-type: none"> • New Gorla 2 plant manager started 1 March 2019 • On-going recruitment for a Product development manager • Start immediate coaching of mid manager in operational functions
Bank debt refinancing	●	Agreement in principle reached with Banks, thanks to a Advisor Mediobanca for a standstill of the repayment for 24 months, in exchange of a fresh equity injection of €5M by OGC; signed agreement expected before end of Q1-19

February results lower than Budget and PY;

➔ Profit & Loss Statement

	MTD		MTD		Var		MTD		Var		YTD		YTD		Var		YTD		Var		FY		FY		Var		FY		Var	
Alfatherm S.p.A.	Act	Bud	€	%	€	PY	€	%	€	%	€	Act	Bud	€	%	€	%	€	%	€	%	Fsct	Bud	€	%	€	PY	€	%	
Gross Revenue	€ 7,040	\$ 7,159	€ (119)	(1.7%)	€ 7,042	€ (2)	(0.0%)	€ 13,100	€ 13,555	€ (454)	(3.4%)	€ 13,160	€ (59)	(0.5%)	€ 86,439	€ 86,893	€ (454)	(0.5%)	€ 79,022	€ 7,417	9.4%			€ (454)	(0.5%)	€ 79,022	€ 7,417	9.4%		
Adj. to Gross Revenue	(570)	(606)	37	(6.1%)	(509)	(60)	11.8%	(1,090)	(1,150)	60	(5.2%)	(1,042)	(49)	4.7%	(7,402)	(7,461)	60	(0.8%)	(6,909)	(493)	7.1%									
Net Revenue	6,471	6,553	(82)	(1.3%)	6,533	(62)	(1.0%)	12,010	12,405	(395)	(3.2%)	12,118	(108)	(0.9%)	79,037	79,432	(395)	(0.5%)	72,114	6,923	9.6%									
Other COGS	799	1,261	(462)	(36.6%)	647	152	23.5%	1,650	2,479	(829)	(33.4%)	1,315	335	25.4%	9,036	14,200	(5,164)	(36.4%)	7,872	1,164	14.8%									
Total COGS	5,321	5,397	(75)	(1.4%)	5,259	62	1.2%	10,196	10,519	(323)	(3.1%)	9,833	363	3.7%	63,628	63,950	(323)	(0.5%)	60,308	3,319	5.5%									
Gross Margin	1,149	1,156	(7)	(0.6%)	1,274	(124)	(9.7%)	1,814	1,886	(72)	(3.8%)	2,285	(471)	(20.6%)	15,409	15,482	(72)	(0.5%)	11,805	3,604	30.5%									
Gross Margin %	17.8%	17.6%			19.5%			15.1%	15.2%			18.9%			19.5%	19.5%			16.4%											
Sales & Marketing	192	182	10	5.3%	189	3	1.8%	339	357	(18)	(4.9%)	365	(26)	(7.2%)	2,094	2,111	(18)	(0.8%)	2,189	(96)	(4.4%)									
Administrative	275	249	25	10.2%	278	(4)	(1.3%)	560	492	68	13.9%	534	27	5.0%	3,362	3,045	317	10.4%	2,877	485	16.9%									
Total Opex	475	458	17	3.8%	505	(30)	(6.0%)	933	900	33	3.7%	973	(40)	(4.1%)	5,489	5,455	33	0.6%	5,419	69	1.3%									
EBITDA	675	699	(24)	(3.4%)	769	(94)	(12.2%)	881	986	(105)	(10.7%)	1,312	(432)	(32.9%)	9,921	10,026	(105)	(1.1%)	6,386	3,535	55.4%									
EBITDA %	10.4%	10.7%			11.8%			7.3%	7.9%			10.8%			12.6%	12.6%			8.9%											
Net Income (Loss)	€ (503)	\$ (259)	€ (244)	94.1%	€ (140)	€ (362)	257.9%	€ (1,308)	€ (953)	€ (355)	37.3%	€ (417)	€ (891)	213.8%	€ (457)	€ 84	€ (541)	(643.6%)	€ (10,015)	€ 9,558	(95.4%)									
Capex	€ (51)	\$ (202)	€ 151	(74.7%)	€ (204)	€ 153	(75.0%)	€ (92)	€ (563)	€ 472	(83.7%)	€ (454)	€ 362	(79.8%)	€ (2,921)	€ (2,920)	€ (1)	0.0%	€ (2,446)	€ (474)	19.4%									

Still €2.3m unused from the €6m cash injection



ALFATHERM

→ Balance Sheet

€'000s	Feb-18	Nov-18	Dec-18	Jan-19	Feb-19	Variance LM	
Alfatherm S.p.A.	Act	Act	Act	Act	Act	€	%
Current Assets							
Cash and cash equivalents	€ 757	€ 274	€ 217	€ 4,139	€ 640	€ 3,498	546.2%
Accounts receivable, net	11,137	12,449	9,369	11,353	10,385	968	9.3%
Inventory, net	13,713	13,890	11,156	12,021	12,555	(534)	(4.3%)
Prepaid expenses and other current assets	—	—	—	—	—	—	0.0%
Other current assets	2,455	1,437	1,512	1,809	1,959	(150)	(7.7%)
Total Current Assets	28,063	28,051	22,254	29,322	25,541	3,782	14.8%
Non-Current Assets							
Property, plant & equipment, net	35,625	34,285	34,103	33,808	33,525	283	0.8%
Goodwill	23,195	23,195	23,195	23,195	23,195	—	0.0%
Identifiable intangible assets, net	2,143	2,203	2,638	2,613	2,588	25	1.0%
Deferred tax asset	—	—	—	—	—	—	0.0%
Other non-current assets	192	196	280	284	280	4	1.4%
Total Non-Current Assets	61,156	59,880	60,216	59,900	59,588	312	0.5%
Total Assets	€ 89,219	€ 87,931	€ 82,470	€ 89,223	€ 85,129	€ 4,094	4.8%
Current Liabilities							
Current portion of long-term debt	€ 9,077	€ 10,134	€ 9,880	€ 8,866	€ 8,100	€ 765	9.4%
Accounts payable	22,496	22,589	22,935	24,782	22,305	2,478	11.1%
Accrued liabilities	1,217	1,573	2,615	3,118	2,536	582	23.0%
Accrued compensation	3,408	3,678	2,777	2,869	3,125	(256)	(8.2%)
Income taxes payable	113	106	(34)	5	65	(61)	(92.5%)
Short-term unearned revenue	—	—	—	—	—	—	0.0%
Other current liabilities	1,240	862	762	820	747	73	9.8%
Total Current Liabilities	37,551	38,942	38,934	40,460	36,878	3,582	9.7%
Long-term liabilities							
Long-term debt less current maturities	16,829	15,260	15,257	15,297	15,337	(40)	(0.3%)
Capital lease	192	36	18	5	5	—	0.0%
Debt owing to OpenGate	—	5,000	5,000	5,000	5,000	—	0.0%
Deferred income taxes	1,447	1,447	1,206	1,206	1,147	59	5.2%
Deferred liabilities	3,224	2,809	2,543	2,542	2,547	(5)	(0.2%)
Other non-current liabilities	5,136	4,382	4,057	4,050	4,019	31	0.8%
Total Long-Term Liabilities	26,828	28,934	28,080	28,100	28,054	45	0.2%
Total Liabilities	64,379	67,875	67,014	68,560	64,932	3,627	5.6%
Shareholders' Equity							
Common stock	12	12	13	13	13	0	0.0%
Retained earnings	(52,454)	(57,239)	(62,052)	(61,845)	(62,438)	(16,122)	34.8%
Other equity transactions	77,282	77,282	77,496	82,496	82,622	15,438	23.0%
Total Shareholders' Equity	24,840	20,055	15,456	20,663	20,196	467	2.3%
Total Liabilities and Shareholders' Equity	€ 89,219	€ 87,931	€ 82,470	€ 89,223	€ 85,129	€ 4,094	4.8%
<i>Memo:</i>							
Net Working Capital	€ 27,306	€ 27,777	€ 22,037	€ 25,183	€ 24,900	€ 283	1.1%
Total Net External Debt	€ 25,341	€ 25,155	€ 24,938	€ 20,029	€ 22,802	€ (2,773)	(12.2%)



OPENGATE CAPITAL

CONFIDENTIAL

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➔ Summary of Portfolio Performance

➔ Fund I – North America

➔ Fund I – Europe

Alfatherm

Bois & Materiaux

EverZinc

Jøtul

Fichet Security Solutions

➔ Legacy






BOIS & MATÉRIAUX



➔ Operational Overview:

- Strong level of sales from January continues in February with €50.3M, +5.8% vs PY and +3.6% versus budget. Similar to January, top line was obtained with a strong commercial aggressivity, resulting in a lower gross margin rate (29,2%) vs 30.1% PY and 29.2% in budget.
- Overall market of residential construction in France continues to decline (12 months rolling: order book of builders -10.0%, new housing permits -6.4%, new housing starts -4.6%).
- Operating expenses some -€200k worse than PY and budget mainly due to one time bad debt provisions from risky customers
- February EBITDA with +€0.7M was +€159k above PY and +€4k above budget; strong sales levels were generated on a low margin rate and with somewhat higher operating expenses.
- FY EBITDA outlook remains at €18.1M
- Operating Cash flow was positive in February with +€2.8M, due to Working Capital decrease
- Current trading: Sales in March after 10 days out of 21 stands at €27.1M, +16.6% above PY and +5.3% above budget; margin rate is at 19.2% versus 19.5% in PY and 19.3% in budget
- Exit process: First review of IM and updated business plan scheduled for March 25

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Exit process		<ul style="list-style-type: none">• Exit process: kick off on Feb 18 with PWC (VDD) and KPMG (IB) went well, the next 8 weeks are dedicated to VDD and IM preparation• First review of IM and updated business plan scheduled for March 25

Strong sales performance in February with +5.8% versus PY, but on the back of a low margin rate; EBITDA in line with budget at €0.7M

➔ Profit & Loss Statement

€'000s	MTD		MTD		Var		MTD	Var		YTD	YTD		Var		YTD	Var		FY	FY	Var		FY	Var		
Bois & Matériaux	Act	Bud	\$	%	PY	€	%	Act	Bud	\$	%	PY	€	%	Act	Bud	\$	%	Fsc	Bud	\$	%	PY	€	%
Gross Revenue	€ 50,682	€ 48,951	\$ 1,731	3.5%	€ 47,734	€ 2,948	6.2%	€ 101,724	€ 98,576	€ 3,147	3.2%	€ 97,205	€ 4,518	4.6%	€ 627,111	€ 623,964	€ 3,147	0.5%	€ 624,831	€ 2,279	0.4%	€ 624,831	€ 2,279	0.4%	
Adj. to Gross Revenue	(342)	(348)	6	(1.7%)	(132)	(210)	158.5%	(916)	(1,026)	110	(10.7%)	(362)	(555)	153.4%	(4,922)	(5,032)	110	(2.2%)	(5,149)	227	(4.4%)	(5,149)	227	(4.4%)	
Net Revenue	50,340	48,603	1,737	3.6%	47,601	2,738	5.8%	100,807	97,550	3,257	3.3%	96,844	3,963	4.1%	622,189	618,932	3,257	0.5%	619,682	2,506	0.4%	619,682	2,506	0.4%	
Other COGS	35,656	34,179	1,476	4.3%	33,270	2,386	7.2%	71,615	68,613	3,002	4.4%	68,004	3,611	5.3%	440,032	437,030	3,002	0.7%	439,836	196	0.0%	439,836	196	0.0%	
Total COGS	35,656	34,179	1,476	4.3%	33,270	2,386	7.2%	71,615	68,613	3,002	4.4%	68,004	3,611	5.3%	440,032	437,030	3,002	0.7%	439,836	196	0.0%	439,836	196	0.0%	
Gross Margin	14,684	14,424	260	1.8%	14,331	352	2.5%	29,193	28,937	255	0.9%	28,840	353	1.2%	182,156	181,901	255	0.1%	179,847	2,310	1.3%	179,847	2,310	1.3%	
Gross Margin %	29.2%	29.7%			30.1%			29.0%	29.7%			29.8%			29.3%	29.4%			29.0%						
Sales & Marketing	11,804	11,392	412	3.6%	11,135	669	6.0%	23,234	22,664	570	2.5%	23,125	109	0.5%	136,700	136,129	570	0.4%	138,794	(2,094)	(1.5%)	138,794	(2,094)	(1.5%)	
Administrative	2,159	2,315	(156)	(6.7%)	2,635	(476)	(18.1%)	4,312	4,636	(323)	(7.0%)	4,470	(158)	(3.5%)	27,403	27,718	(315)	(1.1%)	25,400	2,003	7.9%	25,400	2,003	7.9%	
Total Opex	13,963	13,706	256	1.9%	13,770	193	1.4%	27,547	27,300	247	0.9%	27,595	(49)	(0.2%)	164,102	163,847	255	0.2%	164,193	(91)	(0.1%)	164,193	(91)	(0.1%)	
EBITDA	721	717	4	0.5%	562	159	28.3%	1,646	1,638	8	0.5%	1,245	401	32.2%	18,054	18,054	0	0.0%	15,653	2,401	15.3%	15,653	2,401	15.3%	
EBITDA %	1.4%	1.5%			1.2%			1.6%	1.7%			1.3%			2.9%	2.9%			2.5%						
Net Income (Loss)	€ (286)	\$ (423)	\$ 136	(32.3%)	€ (423)	€ 137	(32.4%)	€ (566)	€ (665)	€ 99	(14.9%)	€ (760)	€ 194	(25.5%)	€ 2,832	€ 2,741	€ 91	3.3%	€ 1,744	€ 1,088	62.4%	€ 1,744	€ 1,088	62.4%	
Capex	€ (478)	\$ (666)	\$ 188	(28.3%)	€ (160)	€ (317)	198.4%	€ (873)	€ (1,409)	€ 536	(38.0%)	€ (164)	€ (709)	432.4%	€ (16,641)	€ (16,641)	€ (0)	0.0%	€ (14,329)	€ (2,312)	16.1%	€ (14,329)	€ (2,312)	16.1%	

Positive Operating cash flow in February due to reduction in Working Capital

➔ Balance Sheet

€'000s	Feb-18	Nov-18	Dec-18	Jan-19	Feb-19	Variance LM	
Bois & Materiaux	Act	Act	Act	Act	Act	€	%
Current Assets							
Cash and cash equivalents	€ 18,657	€ 23,046	€ 19,355	€ 20,893	€ 20,782	€ 111	0.5%
Accounts receivable, net	108,245	112,805	98,492	101,775	109,089	(7,315)	(6.7%)
Inventory, net	90,884	91,695	89,777	90,389	91,689	(1,300)	(1.4%)
Prepaid expenses and other current assets	3,666	3,795	4,865	3,303	3,137	166	5.3%
Other current assets	3,990	2,261	3,014	2,985	2,994	(8)	(0.3%)
Total Current Assets	225,442	233,603	215,502	219,344	227,690	(8,346)	(3.7%)
Non-Current Assets							
Property, plant & equipment, net	31,464	32,432	36,115	35,564	35,152	412	1.2%
Identifiable intangible assets, net	4,223	4,279	6,346	6,527	6,734	(207)	(3.1%)
Deferred tax asset	8,339	8,339	8,454	8,454	8,454	—	0.0%
Other non-current assets	—	—	—	—	—	—	0.0%
Total Non-Current Assets	44,026	45,049	50,915	50,545	50,341	205	0.4%
Total Assets	€ 269,468	€ 278,652	€ 266,417	€ 269,890	€ 278,031	€ (8,141)	(2.9%)
Current Liabilities							
Current portion of long-term debt	€ 14,537	€ (5)	€ -	€ 15,254	€ 12,937	€ 2,317	17.9%
Accounts payable	91,412	108,845	96,563	85,405	97,001	(11,595)	(12.0%)
Accrued liabilities	—	—	—	—	—	—	0.0%
Income taxes payable	(163)	—	—	—	—	—	0.0%
Other current liabilities	27,252	28,213	28,176	28,026	27,618	408	1.5%
Total Current Liabilities	133,039	137,053	124,739	128,685	137,556	(8,871)	(6.4%)
Long-term liabilities							
Vendor loan & Capital lease	15,183	15,428	18,100	17,885	17,538	347	2.0%
Debt owing to OpenGate	12,183	12,452	12,483	12,513	12,540	(27)	(0.2%)
Total Long-Term Liabilities	63,256	63,682	65,531	65,338	64,894	444	0.7%
Total Liabilities	196,295	200,735	190,270	194,022	202,450	(8,427)	(4.2%)
Total Shareholders' Equity	73,010	77,917	76,147	75,867	75,581	286	0.4%
Total Liabilities and Shareholders' Equity	€ 269,305	€ 278,652	€ 266,417	€ 269,890	€ 278,031	€ (8,141)	(2.9%)
<i>Memo:</i>							
Net Working Capital	€ 206,784	€ 210,556	€ 196,148	€ 198,451	€ 206,908	€ (8,457)	(4.1%)
Total Net Debt	€ 41,231	€ 23,195	€ 29,636	€ 43,210	€ 40,727	€ 2,483	6.1%

Liquidity remains comfortable at B&M throughout 2019

➔ Balance Sheet

	December N-1	January	February	March	April	May	June	July	August	September	October	November	December	YTD	FY	Budget
Inventories	89 777	90 389	91 689	93 120	93 524	92 726	93 186	92 516	91 051	92 083	91 485	90 605	89 122	91 689	89 122	88 984
AR	98 492	101 775	109 089	100 642	107 856	100 881	104 176	118 901	76 870	91 708	117 388	106 706	97 700	109 089	97 700	93 986
Other current assets & CICE	7 878	6 288	6 130	7 335	7 535	7 185	6 935	6 735	6 535	4 490	4 140	3 840	3 840	6 130	3 840	3 930
AP	(96 563)	(85 405)	(97 001)	(99 991)	(102 349)	(100 882)	(101 226)	(107 571)	(84 524)	(83 249)	(105 440)	(103 947)	(94 964)	(97 001)	(94 964)	(86 432)
Other Current Liabilities & Provision	(28 176)	(28 026)	(27 618)	(25 747)	(25 219)	(25 339)	(23 990)	(23 515)	(22 775)	(25 037)	(25 412)	(26 715)	(27 901)	(27 618)	(27 901)	(29 896)
Total Working Capital	71 408	85 020	82 290	75 359	81 347	74 570	79 080	87 066	67 157	79 996	82 161	70 489	67 797	82 290	67 797	70 572
EBITDA	15 653	925	721	1 934	2 564	2 301	2 050	4 659	(4 537)	2 358	4 685	1 629	(1 235)	1 646	18 054	18 054
Change in WC	7 944	(13 612)	2 731	6 931	(5 988)	6 776	(4 509)	(7 986)	19 909	(12 839)	(2 165)	11 672	2 692	(10 881)	3 611	5 389
Other Operating Cash Flow	(1 562)	(51)	(166)	(612)	(285)	(211)	43	43	40	43	43	43	43	(217)	(1 024)	(2 760)
Capex	(14 329)	(396)	(478)	(1 343)	(2 048)	(2 127)	(2 336)	(2 844)	(1 172)	(1 048)	(1 268)	(878)	(704)	(873)	(16 641)	(16 641)
OPERATING CASH FLOW	7 706	(13 133)	2 808	6 909	(5 756)	6 739	(4 751)	(6 127)	14 241	(11 486)	1 295	12 466	796	(10 325)	4 000	4 041
Restructuring and exceptionnal	(1 956)	(96)	(16)	-	-	(90)	(116)	(155)	(160)	-	(40)	-	(20)	(112)	(692)	(581)
Management Fees	(1 286)	(100)	(100)	(105)	(105)	(105)	(105)	(105)	(105)	(105)	(105)	(105)	(105)	(200)	(1 250)	(1 260)
Financial Incomes & Charges	(2 236)	(216)	(210)	(201)	(201)	(201)	(201)	(201)	(201)	(201)	(201)	(201)	(201)	(426)	(2 436)	(2 412)
Corporate Income Tax	-	(29)	-	-	-	-	-	-	-	-	-	-	-	(29)	(29)	-
Other Cash Flow	980	1	1	-	-	-	-	-	-	-	-	-	-	1	1	-
NON OPERATING CASH FLOW	(4 498)	(440)	(325)	(306)	(306)	(396)	(422)	(461)	(466)	(306)	(346)	(306)	(326)	(765)	(4 405)	(4 252)
Variation Leasing Debt	2 171	(215)	(347)	(93)	1 482	1 968	982	1 135	(405)	(291)	(135)	(205)	(302)	(562)	3 573	3 383
Vendor Loan	508	42	42	42	42	42	42	42	42	42	42	42	42	85	505	504
Compound interests on I/C loan	322	30	27	27	27	27	27	27	27	27	27	27	27	58	328	324
FINANCING CASH FLOW	3 002	(142)	(277)	(24)	1 551	2 037	1 051	1 204	(336)	(222)	(66)	(136)	(233)	(420)	4 406	4 211
NET CASH FLOW	6 210	(13 716)	2 206	6 579	(4 511)	8 379	(4 123)	(5 384)	13 439	(12 014)	883	12 024	237	(11 510)	4 000	4 000
Opening cash balance	17 498	19 355	20 893	20 782	19 610	19 610	19 610	19 610	19 610	22 224	19 610	19 610	23 118	19 355	19 355	19 610
Variation in Net Cash Flow	6 210	(13 716)	2 206	6 579	(4 511)	8 379	(4 123)	(5 384)	13 439	(12 014)	883	12 024	237	(11 510)	4 000	4 000
Var. in Factor Debt	(4 354)	15 254	(2 317)	(7 751)	4 511	(8 379)	4 123	5 384	(10 824)	9 399	(883)	(8 516)	-	12 937	-	(1 406)
Closing cash balance	19 355	20 893	20 782	19 610	19 610	19 610	19 610	19 610	22 224	19 610	19 610	23 118	23 355	20 782	23 355	22 204
Line of credit (available for drawdown)	57 493	57 268	60 769	62 639	65 117	64 563	64 200	70 921	46 862	54 545	68 877	65 770	57 597	60 769	57 597	55 327
Less factor debt	-	(15 254)	(12 937)	(5 186)	(9 697)	(1 317)	(5 440)	(10 824)	-	(9 399)	(8 516)	-	-	(12 937)	-	-
Total liquidity	76 848	62 907	68 614	77 063	75 031	82 855	78 370	79 707	69 086	64 756	79 971	88 887	80 953	68 614	80 953	77 531
Opening Financial Debt	(32 841)	(29 632)	(43 205)	(40 722)	(34 119)	(40 181)	(33 838)	(39 011)	(45 599)	(31 825)	(43 617)	(42 668)	(30 508)	(29 632)	(29 632)	(30 512)
Variation Leasing Debt	(2 171)	215	347	93	(1 482)	(1 968)	(982)	(1 135)	405	291	135	205	302	562	(3 573)	(2 215)
Vendor Loan	(508)	(42)	(42)	(42)	(42)	(42)	(42)	(42)	(42)	(42)	(42)	(42)	(42)	(85)	(505)	-
I/C loan with B&M Holdings	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Compound interests on I/C loan	(322)	(30)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(27)	(58)	(328)	(324)
Net Cash Flow	6 210	(13 716)	2 206	6 579	(4 511)	8 379	(4 123)	(5 384)	13 439	(12 014)	883	12 024	237	(11 510)	4 000	4 000
Closing Financial Debt	(29 632)	(43 205)	(40 722)	(34 119)	(40 181)	(33 838)	(39 011)	(45 599)	(31 825)	(43 617)	(42 668)	(30 508)	(30 037)	(40 722)	(30 037)	(29 051)

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➔ Summary of Portfolio Performance

➔ Fund I – North America

➔ Fund I – Europe

Alfatherm

Bois & Matériaux

EverZinc

Jøtul

Fichet Security Solutions

➔ Legacy





Lower volumes and high secondary raw material costs drove EBITDA performance down in February

➔ Operational Overview:

- Lower volumes in February (-11% vs. BP and -7.8% VPY) and higher secondary raw material costs were the main drivers of the poor EBITDA performance in the month (€1.6m vs. €2.3m in BP and €2.5m LY). YTD EBITDA at €3.7m is 16.3% below BP and 26.4% below LY (strong Q1 in 2018). Assessment of FY outlook in progress vs. budget of €38.4m (Everzinc €34.5m and GHC €3.9m)

Volumes: €-0.3m impact on February EBITDA

- FZP (YTD: -11% VBP and -14% VPY): disappointing performance resulting from delayed shipments (400 t in chemicals) and lower demand in China (coating)
- ZNO (YTD: -10% VBP and -16% VPY): demand remains strong, but limited supply of secondary zinc limits production capacity (mostly for feed grade and direct ZnO)
- ZBM (YTD: -1% VBP and +3% VPY): for the 1st time in several months, ZBM volume is below BP, driven by the delay in finalizing the certification of new customers
- UFZP (YTD: -2% VBP and +4% VPY): capacity remains the major bottleneck to serve the strong demand, with customers requesting volumes to be secured (LT contracts)

Costs/Overheads: €-0.4m impact on February EBITDA

- Raw Material: €-0.3m impact due to the higher cost of secondary zinc given the limited offer of ashes and bottom drosses (average of 45% of LME vs. 43% in budget)
- Overheads: €-0.1m impact related to vacant positions in Finance temporarily filled by external consultants at higher costs (Treasury & Accounting)
- Liquidity at the end of the month totalled €35.9m, which is €2.2m higher than last month and €1.1m better than budget. The variance versus the previous month is driven by the higher utilization of the reverse factoring line (back to BP level), while the advance versus budget is driven by the refund of metal brokers' margin calls in January (€1.4m)
- US Environmental claim: Umicore responded to Everzinc letter and stated that they do not wish to conduct the defence of the Third Party Claim. Live update
- GHC integration progressing with no issues to report
 - 2019 budget finalized
 - Relocation of USA sales and administrative back-office in progress, with completion expected by April
 - GHC senior management team to attend the Everzinc Academy and to visit the European plants during this week
- Evonik: good discussion held on March 12 to present Everzinc in more details. Waiting for Lincoln/Evonik feedback

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
GHC Integration	●	• Live update
Finance Function	●	• Strengthening of Finance team at HQ and plants
Refinancing	●	• Meeting with ING scheduled for May 2 nd

Lower volumes and high secondary raw material costs drove EBITDA performance down in February

Profit & Loss

€'000s	MTD		MTD		Var		MTD		Var		YTD		YTD		Var		YTD		Var		FY		FY		Var		FY		Var	
EverZinc BV	Act	Bud	\$	%	PY	€	%	Act	Bud	\$	%	PY	€	%	Act	Bud	\$	%	PY	€	%	Fcst	Bud	\$	%	PY	€	%		
Units Produced	12,661	14,647	(1,985)	(13.6%)	13,640	(978)	(7.2%)	25,774	30,291	(4,517)	(14.9%)	28,962	(3,188)	(11.0%)	183,521	188,038	(4,517)	(2.4%)	171,158	12,363	7.2%									
Units Shipped	12,229	13,783	(1,553)	(11.3%)	13,262	(1,033)	(7.8%)	26,186	28,767	(2,581)	(9.0%)	29,845	(3,659)	(12.3%)	186,771	189,352	(2,581)	(1.4%)	177,930	8,841	5.0%									
Gross Revenue	€ 36,263	€ 40,117	€ (3,854)	(9.6%)	€ 45,279	€ (9,016)	(19.9%)	€ 78,226	€ 83,492	€ (5,266)	(6.3%)	€ 100,141	€ (21,916)	(21.9%)	€ 552,022	€ 552,022	€ -	0.0%	€ 566,043	€ (14,020)	(2.5%)									
Adj. to Gross Revenue	(41)	(65)	24	(36.8%)	(44)	3	(6.1%)	(80)	(130)	50	(38.7%)	(70)	(10)	14.5%	(789)	(789)	(0)	0.0%	(888)	99	(11.2%)									
Net Revenue	36,222	40,052	(3,830)	(9.6%)	45,235	(9,013)	(19.9%)	78,146	83,362	(5,216)	(6.3%)	100,072	(21,926)	(21.9%)	551,233	551,233	-	0.0%	565,155	(13,921)	(2.5%)									
Material	27,232	30,415	(3,183)	(10.5%)	36,237	(9,005)	(24.9%)	59,494	63,907	(4,413)	(6.9%)	80,977	(21,483)	(26.5%)	422,207	422,206	0	0.0%	445,439	(23,232)	(5.2%)									
Labor	1,761	1,890	(129)	(6.8%)	1,903	(143)	(7.5%)	3,672	3,781	(109)	(2.9%)	3,581	92	2.6%	23,253	23,253	-	0.0%	22,307	946	4.2%									
Other COGS	3,559	3,599	(40)	(1.1%)	3,348	210	6.3%	7,261	7,492	(231)	(3.1%)	7,019	242	3.4%	46,691	46,568	124	0.3%	43,554	3,137	7.2%									
Total COGS	32,551	35,904	(3,353)	(9.3%)	41,488	(8,937)	(21.5%)	70,427	75,181	(4,753)	(6.3%)	91,577	(21,150)	(23.1%)	492,151	492,027	124	0.0%	511,300	(19,149)	(3.7%)									
Gross Margin	3,671	4,148	(477)	(11.5%)	3,747	(76)	(2.0%)	7,718	8,181	(463)	(5.7%)	8,494	(776)	(9.1%)	59,082	59,206	(124)	(0.2%)	53,855	5,227	9.7%									
Gross Margin %	10.1%	10.4%			8.3%			9.9%	9.8%			8.5%			10.7%	10.7%			9.5%											
Sales & Marketing	262	262	-	0.0%	267	(4)	(1.5%)	575	544	31	5.7%	540	35	6.4%	3,537	3,506	31	0.9%	3,786	(249)	(6.6%)									
Administrative	1,108	1,108	-	0.0%	1,204	(96)	(8.0%)	1,550	2,391	(841)	(35.2%)	2,012	(462)	(23.0%)	13,030	13,871	(841)	(6.1%)	16,293	(3,263)	(20.0%)									
Other Opex	678	444	235	52.9%	(244)	923	(377.9%)	1,920	775	1,145	147.7%	948	971	102.4%	8,008	7,321	687	9.4%	4,466	3,542	79.3%									
Total Opex	2,049	1,894	155	8.2%	1,226	823	67.1%	4,044	3,790	255	6.7%	3,500	544	15.5%	24,575	24,699	(124)	(0.5%)	24,545	30	0.1%									
EBITDA	1,622	2,254	(632)	(28.0%)	2,520	(898)	(35.6%)	3,674	4,392	(718)	(16.3%)	4,994	(1,320)	(26.4%)	34,507	34,507	(0)	(0.0%)	29,310	5,197	17.7%									
EBITDA %	4.5%	5.6%			5.6%			4.7%	5.3%			5.0%			6.3%	6.3%			5.2%											
Net Income (Loss)	€ (1,741)	€ 655	€ (2,395)	(365.9%)	€ 233	€ (1,974)	(846.5%)	€ 439	€ 1,228	€ (789)	(64.2%)	€ (137)	€ 577	(419.9%)	€ 13,463	€ 13,464	€ (1)	(0.0%)	€ 3,454	€ 10,009	289.8%									
Capex	€ (541)	€ (793)	€ 252	(31.8%)	€ (629)	€ 88	(14.0%)	€ (2,076)	€ (2,485)	€ 409	(16.5%)	€ (1,163)	€ (912)	78.4%	€ (7,485)	€ (7,485)	€ 1	(0.0%)	€ (8,232)	€ 748	(9.1%)									

Despite the TWC development, cash position is improving, while LT debt increase reflects the acquisition of GHC

➔ Balance Sheet

€'000s	Dec-18	Nov-18	Dec-18	Jan-19	Feb-19	Variance LM		Variance LY	
EverZinc BV	Act	Act	Act	Act	Act	€	%	€	%
Current Assets									
Cash and cash equivalents	€ 42,245	€ 24,269	€ 42,245	€ 33,677	€ 35,864	€ 2,186	6.1%	€ (6,381)	(15.1%)
Accounts receivable, net	62,884	71,582	62,884	59,160	57,929	(1,231)	(2.1%)	(4,955)	(7.9%)
Inventory, net	57,405	64,287	57,405	69,388	76,085	6,696	8.8%	18,680	32.5%
Other current assets	9,363	10,419	9,363	6,046	9,483	3,437	36.2%	120	1.3%
Total Current Assets	171,896	170,557	171,896	168,272	179,362	11,090	6.2%	7,466	4.3%
Non-Current Assets									
Property, plant & equipment, net	48,613	49,014	48,613	46,427	46,742	315	0.7%	(1,871)	(3.8%)
Goodwill	12,455	12,288	12,455	10,096	10,096	–	0.0%	(2,359)	(18.9%)
Deferred financing cost	11,152	11,383	11,152	31,494	27,391	(4,103)	(15.0%)	16,239	145.6%
Other non-current assets	2,749	2,676	2,749	2,525	2,948	423	14.3%	199	7.2%
Total Non-Current Assets	74,969	75,361	74,969	90,543	87,179	(3,364)	(3.9%)	12,209	16.3%
Total Assets	€ 246,865	€ 245,918	€ 246,865	€ 258,815	€ 266,541	€ 7,726	2.9%	€ 19,676	8.0%
Current Liabilities									
Accounts payable	73,940	70,055	73,940	64,278	75,800	11,522	15.2%	1,860	2.5%
Accrued liabilities	2,201	5,501	2,201	9,894	9,957	63	0.6%	7,756	352.4%
Other current liabilities	10,858	11,516	10,858	14,065	11,930	(2,136)	(17.9%)	1,072	9.9%
Total Current Liabilities	86,998	87,072	86,998	88,238	97,687	9,449	9.7%	10,688	12.3%
Long-term liabilities									
Long-term debt less current maturities	92,250	92,250	92,250	103,550	103,550	–	0.0%	11,300	12.2%
Long-term unearned revenue	2,334	2,330	2,334	2,375	2,391	16	0.7%	57	2.4%
Other non-current liabilities	26,303	26,328	26,303	26,065	26,065	–	0.0%	(238)	(0.9%)
Total Long-Term Liabilities	120,888	120,908	120,888	131,991	132,007	16	0.0%	11,119	9.2%
Total Liabilities	207,886	207,980	207,886	220,228	229,693	9,465	4.1%	21,807	10.5%
Shareholders' Equity									
Capital in excess of stated value	43,851	43,851	43,851	53,551	53,551	–	0.0%	9,700	22.1%
Retained earnings	(4,872)	(5,913)	(4,872)	(14,967)	(16,707)	(1,741)	0.0%	(11,836)	242.9%
Total Shareholders' Equity	38,979	37,938	38,979	38,585	36,846	(1,740)	(4.7%)	(2,134)	(5.5%)
Total Liabilities and Shareholders' Equity	€ 246,865	€ 245,918	€ 246,865	€ 258,815	€ 266,541	€ 7,726	2.9%	€ 19,675	8.0%
<i>Memo:</i>									
Net Working Capital	€ 129,651	€ 146,288	€ 129,651	€ 134,595	€ 143,498	€ 8,904	6.2%	€ 13,847	10.7%
Total Net External Debt	€ 50,005	€ 67,981	€ 50,005	€ 69,873	€ 67,686	€ (2,186)	(3.2%)	€ 17,681	35.4%

Operating CF €0.6m below budget (lower EBITDA), but Total CF is €1.1m better (margin calls refund)

→ Cash Flow

In kEur	YTD 02/2019	YTD Budget 02/2019
CASH FLOW		
EBITDA	3.674	4.471
Delta WC (trades)	-9.173	-8.790
Delta Others (non cash)	223	0
Capex	-2.076	-2.485
Operating Cash Flow	-7.352	-6.803
Financial results	0	
Restructuring	0	
Non recurring (reclass DB adjustments)	-500	-500
OGC Fees	-300	-300
Other	1.400	
CIT	-456	-720
Other cash flow	144	-1.520
Investment	-21.000	
Equity	9.700	
Net debt	11.300	
Investment Cash Flow	0	

Total Cash Flow	-7.208	-8.323
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Forecast 2019	Budget 2019
34.507	34.507
3.597	3.597
-116	-116
-7.485	-7.485
30.503	30.503
-8.014	-8.014
-500	-500
-1.200	-1.200
-4.354	-4.354
-14.067	-14.067
-21.000	
9.700	
11.300	

16.435	16.435
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FINANCIAL POSITION DEVELOPMENT		
Opening fin. position		
Cash and cash equivalent	43.072	43.072
Fin. debt	-92.250	-92.250
Total	-49.178	-49.178
Closing fin. position		
Cash and cash equivalent	35.864	34.749
Fin. debt	-103.550	-92.250
Total	-67.686	-57.501

43.072	43.072
-92.250	-92.250
-49.178	-49.178
59.507	59.507
-92.250	-92.250
-32.743	-32.743

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➔ Summary of Portfolio Performance

➔ Fund I – North America

➔ Fund I – Europe

Alfatherm

Bois & Materiaux

EverZinc

Jøtul

Fichet Security Solutions

➔ Legacy



EBITDA in February with +NOK 5.5M in line with January and better than PY and due to strong sales



➔ Operational Overview:

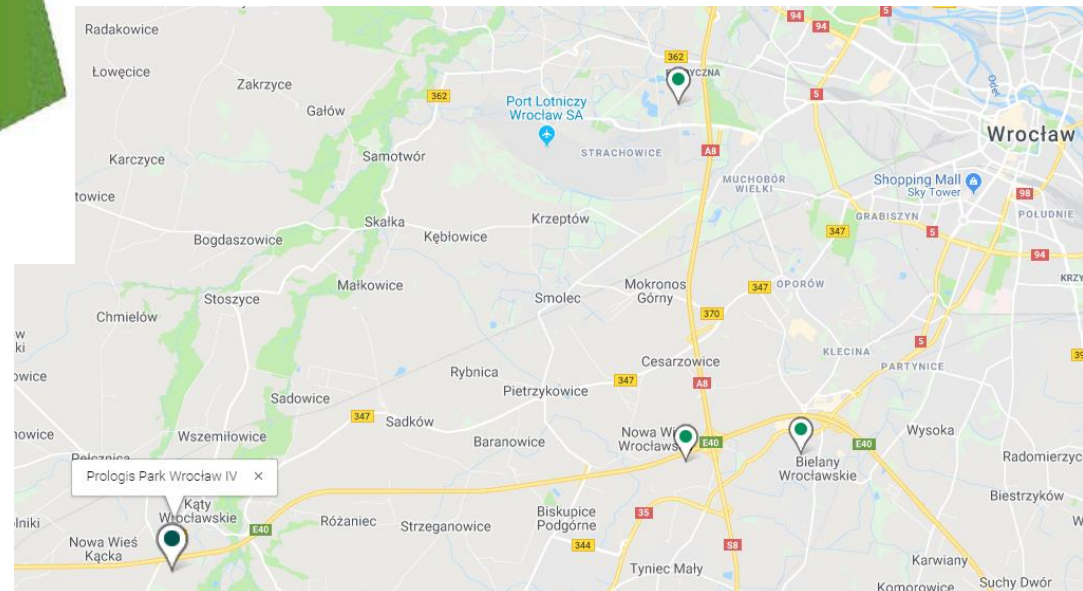
- February net sales with NOK 64.5M were +2.1% above PY and +10.6% above budget; strong sales performance in Norway and France as observed in January continued in February; some slowdown expected towards April due to increase of prices towards dealers
- Gross margin at 33.8% above PY at 29.6% and above budget at 31.6% due to positive sales mix and some overhead cost capitalization due to stock build for relocation project; manufacturing efficiencies in February were below PY but not a concern
- Opex were above PY and budget due to phasing of cost, no real overspend in the month
- EBITDA with NOK 5.5M in line with January results and +NOK1.9M above 2018 and +NOK 2.4M above budget due to the strong sales performance and positive margins
- FY 2019 EBITDA outlook remains at NOK 107.1M
- Operating Cash Flow positive +NOK 17M from Working Capital reductions due to seasonal slow down of activities, while stock build continues
- Current trading: slow start in March with sales after 6 days out of 21 at NOK 15.6M, -21% versus PY and -14% versus budget
- Relocation:
 - 10 year Lease Agreement Factory of facility in Poland will be signed this week
 - Painting and enamling lines have been ordered (two main new machines)
 - IT project has been kicked off
 - HR manager and Site manager have been contracted and will start on April 1st and May 15th respectively
 - Updated project on plan for both timing and budget (global budget of NOK 110M) without any roadblock at this point
- 2018 audit: due to more rigid listing requirements, the audit process will only finalize in April, hence an audit opinion for Jotul will NOT meet the March deadline

➔ Key Initiatives

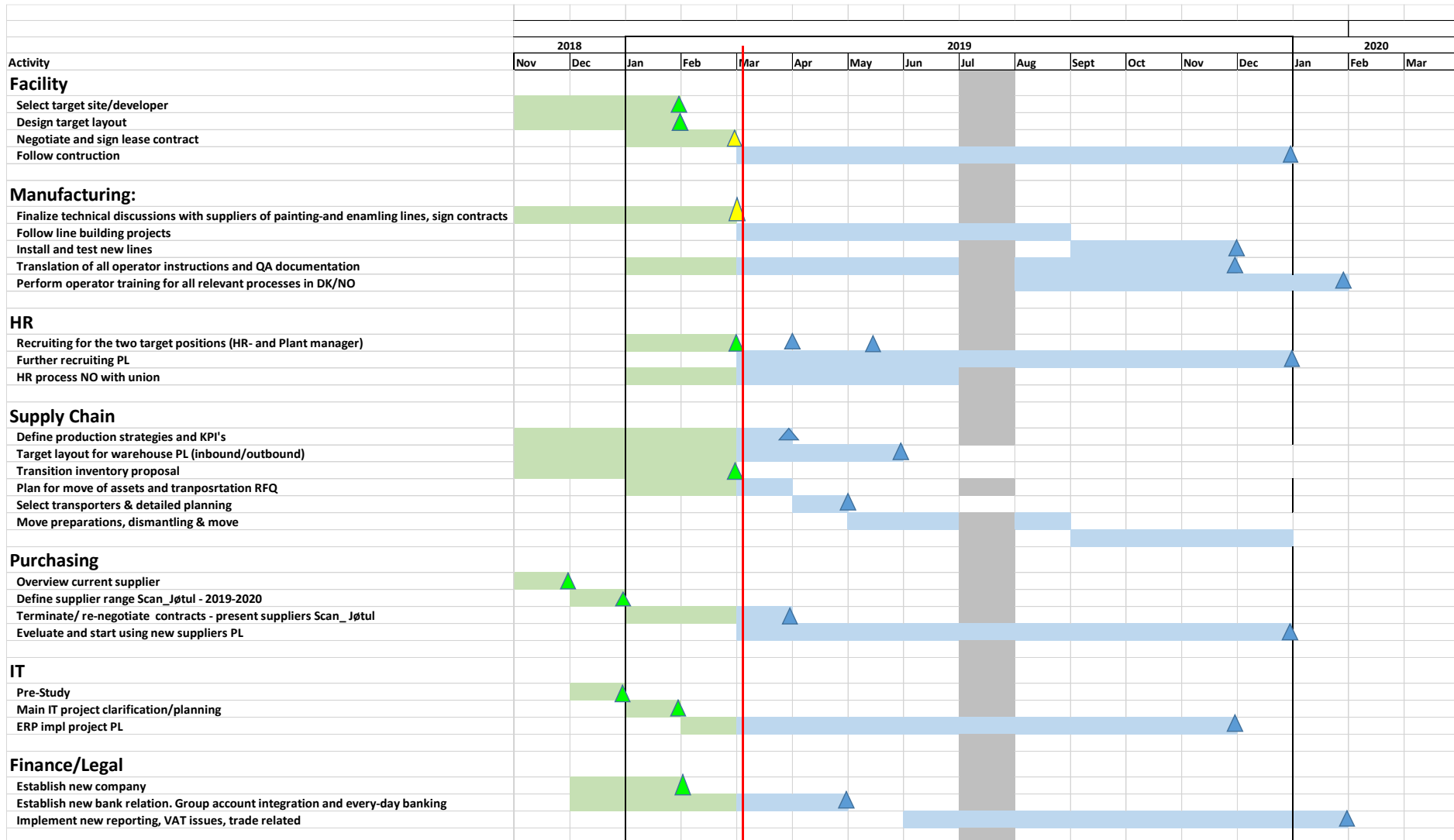
Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Manufacturing efficiency measures	●	<ul style="list-style-type: none">• 10 year Lease Agreement Factory of facility in Poland will be signed this week• Painting and enamling lines have been ordered (two main new machines)• IT project has been kicked off• HR manager and Site manager have been contracted and will start on April 1st and May 15th respectively• Updated project on plan for both timing and budget (global budget of NOK 110M) without any roadblock at this point



Deep dive relocation project: The factory in Poland



Deep dive relocation project: Project Planning, SOP on Jan 2nd, 2020



Deep dive relocation project: CAPEX and One Off investments = NOK 110M



	One-off costs, kNOK															Project lifetime	Project lifetime
	2018 AC	January AC	February AC	March FC	April FC	May FC	June FC	July FC	August FC	September FC	October FC	November FC	December FC	2020 FC	Project lifetime AC/FC	Alix Budget	Last FC
One-offs	-1 724	-1 203	-821	-1 305	-761	-686	-686	-1 923	-2 183	-4 039	-4 664	-4 341	-5 875	-19 784	-49 995	-61 643	-49 996
Internal costs and consultant expenses	-1 724	-1 203	-821	-990	-761	-686	-686	-136	-701	-701	-701	-701	-708	-	-10 520	-10 520	-10 520
Local management set-up	-	-	-	-	-	-	-	-1 049	-1 049	-1 049	-1 049	-1 049	-1 049	-	-6 294	-6 294	-6 294
Transition and moving costs, see detailed	-	-	-	-314	-	-	-	-738	-433	-2 289	-2 914	-2 591	-4 118	-18 083	-31 480	-41 637	-31 480
Exit costs Denmark and other warehouses	-	-	-	-	-	-	-	-	-	-	-	-	-	-1 702	-1 702	-3 192	-1 702

	Transition costs and moving costs, kNOK															Project lifetime	Project lifetime
	2018 AC	January AC	February AC	March FC	April FC	May FC	June FC	July FC	August FC	September FC	October FC	November FC	December FC	2020 FC	Project lifetime AC/FC	Alix Budget	Last FC
Transition costs, kNOK	-	-	-	-314	-	-	-	-738	-433	-2 289	-2 914	-2 591	-4 118	-18 083	-31 480	-41 637	-31 480
Clean up NO	-	-	-	-	-	-	-	-	-	-	-	-	-	-2 000	-2 000	-2 000	-2 000
Clean up DK	-	-	-	-	-	-	-	-	-	-	-	-	-	-500	-500	-500	-500
Move costs NO	-	-	-	-	-	-	-	-	-	-	-	-	-458	-1 375	-1 833	-1 833	-1 833
Move costs DK	-	-	-	-	-	-	-	-	-	-	-	-	-1 069	-3 208	-4 277	-4 277	-4 277
Translation of work instructions	-	-	-	-	-	-	-	-	-323	-323	-323	-	-	-	-970	-970	-970
Hiring key people	-	-	-	-314	-	-	-	-629	-	-	-	-	-	-	-943	-2 303	-943
Hiring - All Direct Manuf FTEs DK	-	-	-	-	-	-	-	-	-	-66	-66	-66	-66	-	-266	-649	-266
Hiring - Direct Manuf FTEs NO Assy/Painting	-	-	-	-	-	-	-	-	-	-62	-62	-62	-62	-	-248	-605	-248
Hiring - Direct Manuf FTEs NO Full Enamelling	-	-	-	-	-	-	-	-	-	-24	-24	-24	-24	-	-95	-233	-95
Hiring - Direct Manuf FTEs NO Machining/Flatp.	-	-	-	-	-	-	-	-	-	-112	-112	-112	-112	-	-448	-1 094	-448
Productivity ramp-up NO	-	-	-	-	-	-	-	-	-	-	-625	-625	-625	-	-1 875	-3 169	-1 875
Productivity ramp-up DK	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-980	-
Quality issues	-	-	-	-	-	-	-	-	-	-	-	-	-	-1 000	-1 000	-1 000	-1 000
Training DK	-	-	-	-	-	-	-	-	-	-92	-92	-92	-92	-	-367	-367	-367
Training NO	-	-	-	-	-	-	-	-	-	-250	-250	-250	-250	-	-1 000	-1 000	-1 000
Transition incentives lump-sum	-	-	-	-	-	-	-	-	-	-1 250	-1 250	-1 250	-1 250	-10 000	-15 000	-20 000	-15 000
Transition set-up for supply chain	-	-	-	-	-	-	-	-110	-110	-110	-110	-110	-110	-	-658	-658	-658

	Capital expenditures, kNOK															Project lifetime	Project lifetime
	2018 AC	January AC	February AC	March FC	April FC	May FC	June FC	July FC	August FC	September FC	October FC	November FC	December FC	2020 FC	Project lifetime AC/FC	Alix Budget	Last FC
Factory investments	-	-	-	-	-1 498	-9 559	-2 850	-	-7 395	-12 024	-8 015	-2 122	-1 133	-6 582	-51 178	-46 028	-52 004
Sheet metal Paint line	-	-	-	-	-	-3 043	-	-	-4 565	-	-4 565	-	-	-3 043	-15 217	-14 100	-14 013
Cast iron Paint line	-	-	-	-	-	-1 700	-	-	-2 550	-	-2 550	-	-	-1 700	-8 500	-4 700	-8 689
Enameling line	-	-	-	-	-	-4 816	146	-	-	-9 778	-	-	-	-1 605	-16 054	-19 740	-17 893
Foldable metal crates	-	-	-	-	-1 498	-	-2 995	-	-	-2 246	-	-749	-	-	-7 488	-7 488	-7 488
Capex Jotul North America	-	-	-	-	-	-	-	-	-	-	-900	-900	-900	-	-2 700	-	-2 700
QA and HSE equipment	-	-	-	-	-	-	-	-	-240	-	-	-240	-	-	-480	-	-480
Miscellaneous tools and equipment	-	-	-	-	-	-	-	-	-40	-	-	-233	-233	-233	-740	-	-740
IT investments	-	-	-	-340	-600	-350	-635	-650	-1 600	-915	-710	-550	-550	-350	-7 250	-3 000	-6 250
ERP system (M3)	-	-	-	-340	-350	-350	-350	-350	-350	-350	-260	-100	-100	-100	-3 000	-3 000	-3 000
Production software (Prodman)	-	-	-	-	-150	-	-285	-300	-250	-15	-	-	-	-	-1 000	-	-
IT hardware	-	-	-	-	-50	-	-	-	-500	-250	-200	-200	-200	-100	-1 500	-	-1 500
IT software, other	-	-	-	-	-50	-	-	-	-500	-300	-250	-250	-250	-150	-1 750	-	-1 750
Warehouse investments	-	-	-	-	-	-	-	-300	-	-	-795	-	-	-	-1 095	-1 000	-1 095
Shelves	-	-	-	-	-	-	-	-300	-	-	-700	-	-	-	-1 000	-1 000	-1 000
Miscellaneous warehouse	-	-	-	-	-	-	-	-	-	-	-95	-	-	-	-95	-	-95
Sum all CAPEX	-	-	-	-340	-2 098	-9 909	-3 485	-950	-8 995	-12 939	-9 520	-2 672	-1 683	-6 932	-59 523	-50 028	-59 348



EBITDA in February with +NOK 5.5M in line with January and better than PY and budget due to strong sales



➔ Profit & Loss Statement

kr 000s	MTD		MTD		Var		MTD		Var		YTD		YTD		Var		YTD		Var		FY		FY		Var		FY		Var	
Jotul AS	Act	Bud	kr	%	PY	kr	%	Act	Bud	kr	%	PY	kr	%	Act	Bud	kr	%	Fsc't	Bud	kr	%	PY	kr	%	Act	Bud	kr	%	
Gross Revenue	117,325	106,225	11,100	10.4%	113,251	4,074	3.6%	254,604	233,383	21,221	9.1%	236,142	18,462	7.8%	1,723,079	1,723,078	€	1	0.0%	1,651,786	71,293	4.3%								
Adj. to Gross Revenue	(52,772)	(47,860)	(4,912)	10.3%	(50,019)	(2,753)	5.5%	(111,791)	(105,765)	(6,026)	5.7%	(104,374)	(7,417)	7.1%	(767,050)	(767,050)		0	(0.0%)	(739,511)	(27,539)	3.7%								
Net Revenue	64,553	58,365	6,188	10.6%	63,232	1,321	2.1%	142,813	127,617	15,196	11.9%	131,768	11,045	8.4%	956,029	956,028		1	0.0%	912,275	43,754	4.8%								
Other COGS	12,555	12,390	165	1.3%	16,878	(4,323)	(25.6%)	27,657	27,912	(255)	(0.9%)	35,292	(7,635)	(21.6%)	220,629	220,631		(2)	(0.0%)	216,205	4,425	2.0%								
Total COGS	42,737	39,906	2,831	7.1%	44,525	(1,788)	(4.0%)	99,318	90,357	8,961	9.9%	94,036	5,282	5.6%	654,225	654,225		(0)	(0.0%)	634,762	19,464	3.1%								
Gross Margin	21,816	18,459	3,357	18.2%	18,707	3,109	16.6%	43,495	37,260	6,235	16.7%	37,732	5,763	15.3%	301,803	301,802		1	0.0%	277,513	24,290	8.8%								
Gross Margin %	33.8%	31.6%			29.6%			30.5%	29.2%			28.6%			31.6%	31.6%					30.4%									
Sales & Marketing	7,299	7,551	(252)	(3.3%)	7,361	(62)	(0.8%)	14,580	15,819	(1,239)	(7.8%)	14,056	524	3.7%	100,447	100,447		(0)	(0.0%)	88,728	11,718	13.2%								
Administrative	6,861	6,003	858	14.3%	6,111	750	12.3%	13,864	12,684	1,180	9.3%	12,615	1,249	9.9%	73,551	73,551		(0)	(0.0%)	76,971	(3,420)	(4.4%)								
Total Opex	16,315	15,333	982	6.4%	15,135	1,180	7.8%	32,462	32,158	304	0.9%	30,313	2,149	7.1%	194,716	194,716		(0)	(0.0%)	185,450	9,266	5.0%								
EBITDA	5,501	3,126	2,375	76.0%	3,571	1,930	54.0%	11,033	5,102	5,931	116.2%	7,419	3,614	48.7%	107,087	107,086		2	0.0%	92,063	15,024	16.3%								
EBITDA %	8.5%	5.4%			5.6%			7.7%	4.0%			5.6%			11.2%	11.2%				10.1%										
Net Income (Loss)	-5,290	-3,247	-2,043	62.9%	-6,465	1,175	(18.2%)	-12,976	-12,197	-779	6.4%	4,329	-17,305	(399.8%)	-8,046	-7,641		-405	5.3%	-48,852	40,806	(83.5%)								
Capex	-1,345	-4,199	2,854	(68.0%)	-1,105	-240	21.7%	-2,990	-8,879	5,889	(66.3%)	-2,411	-579	24.0%	-31,533	-31,153		-380	1.2%	-33,392	1,859	(5.6%)								



Positive operating cash flow due to a reduction in working capital due to slowin down of activities, while stock build for the relocation continues



→ Balance Sheet

kr'000s	Feb-18	Nov-18	Dec-18	Jan-19	Feb-19	Variance LM	
Jotul AS	Act	Act	Act	Act	Act	€	%
Current Assets							
Cash and cash equivalents	6,488	89,557	117,811	176,666	199,921	-23,255	(11.6%)
Accounts receivable, net	75,365	129,523	85,031	78,898	77,902	996	1.3%
Inventory, net	165,554	173,853	179,012	184,274	200,133	(15,859)	(7.9%)
Prepaid expenses and other current assets	—	—	—	—	—	—	0.0%
Other current assets	12,381	16,737	11,712	22,059	23,771	(1,712)	(7.2%)
Total Current Assets	259,788	409,670	393,566	461,897	501,727	(39,830)	(7.9%)
Non-Current Assets							
Property, plant & equipment, net	147,679	141,078	139,589	136,464	137,935	(1,471)	(1.1%)
Goodwill	223,365	—	—	—	—	—	0.0%
Identifiable intangible assets, net	205,281	127,924	129,471	16,865	14,057	2,808	20.0%
Deferred tax asset	1,268	1,274	1,300	1,266	1,253	13	1.1%
Other non-current assets	15,855	15,238	15,348	15,033	15,060	(27)	(0.2%)
Total Non-Current Assets	593,448	285,514	285,708	169,628	168,305	1,323	0.8%
Total Assets	853,236	695,184	679,274	631,525	670,032	-38,507	(5.7%)
Current Liabilities							
Current portion of long-term debt	5,837	15,247	6,424	14,898	26,458	-11,560	(43.7%)
Accounts payable	68,564	73,120	83,282	72,165	96,348	(24,183)	(25.1%)
Accrued liabilities	—	—	—	—	—	—	0.0%
Accrued compensation	—	—	—	—	—	—	0.0%
Income taxes payable	—	—	—	—	—	—	0.0%
Short-term unearned revenue	—	—	—	—	—	—	0.0%
Other current liabilities	71,173	86,624	82,693	74,563	76,890	(2,327)	(3.0%)
Total Current Liabilities	145,574	174,991	172,399	161,626	199,696	(38,070)	(19.1%)
Long-term liabilities							
Long-term debt less current maturities	485,967	249,784	255,094	334,050	337,053	(3,003)	(0.9%)
Capital lease	—	—	—	7,531	7,495	36	0.5%
Debt owing to OpenGate	92,419	138,434	139,211	140,019	140,816	(797)	(0.6%)
Deferred income taxes	949	14,019	13,802	12,602	12,259	343	2.8%
Deferred liabilities	—	—	—	—	—	—	0.0%
Other non-current liabilities	40,522	37,121	38,216	(594)	227	(821)	(361.7%)
Total Long-Term Liabilities	619,857	439,358	446,323	493,608	497,850	(4,242)	(0.9%)
Total Liabilities	765,431	614,349	618,722	655,233	697,546	(42,313)	(6.1%)
Shareholders' Equity							
Common stock	701,026	121	600	600	600	600	0.0%
Retained earnings	(613,221)	80,714	59,952	(24,307)	(28,114)	(28,114)	0.0%
Other equity transactions	—	—	—	—	—	—	0.0%
Total Shareholders' Equity	87,805	80,835	60,552	(23,707)	(27,514)	3,807	(13.8%)
Total Liabilities and Shareholders' Equity	853,236	695,184	679,274	631,526	670,032	-38,506	(5.7%)
<i>Memo:</i>							
Net Working Capital	113,563	160,369	109,780	138,503	128,568	9,935	7.7%
Total Net External Debt	485,316	175,474	143,707	179,813	171,085	8,728	5.1%



Liquidity forecast does not foresee any liquidity issue in 2019




	MTD	MTD	MTD	MTD	MTD	MTD	MTD	MTD	MTD	MTD	MTD	MTD	MTD	YTD
	December	January	February	March	April	May	June	July	August	September	October	November	December	December
Actual 2019	2018	AC	AC	FC	FC	FC	FC	FC	FC	FC	FC	FC	FC	AC/FC
Inventories (gross value)	179 012	184 274	200 133	195 070	202 949	207 892	222 227	217 090	226 783	231 125	221 826	213 625	190 714	190 714
Trade account receivables	75 698	78 898	77 902	78 483	75 246	82 152	95 560	88 527	113 597	150 151	150 344	138 508	95 749	95 749
Other current assets	15 213	22 059	23 470	9 766	14 269	11 754	10 002	15 489	12 623	11 048	14 709	11 307	8 944	8 944
Trade account payables	-83 282	-72 165	-96 348	-62 626	-58 120	-52 055	-61 206	-46 309	-57 883	-70 073	-75 187	-70 274	-78 138	-78 138
Other current liabilities	-77 725	-66 365	-71 679	-64 682	-66 666	-59 396	-60 778	-45 568	-53 125	-56 349	-64 026	-65 051	-70 533	-70 533
Operating Working Capital (OWC)	108 916	146 700	133 478	156 010	167 678	190 348	205 805	229 229	241 995	265 902	247 666	228 116	146 736	146 736
EBITDA (before NRI)	-4 467	5 532	5 501	3 025	2 009	5 079	915	-2 598	5 983	25 115	30 832	27 730	-2 035	107 086
Change in WC	54 521	-37 784	13 222	-22 532	-11 668	-22 670	-15 457	-23 424	-12 766	-23 907	18 236	19 550	81 380	-37 820
Other operating cash flow	-277	-199	-389	-383	-158	-393	-393	-148	-383	-383	-158	-383	-480	-3 841
Capex Re-location						-4 154	-11 562	-849	-900	-2 246	-300	-14 796	-1 910	-36 717
Capex- other	-2 966	-1 645	-1 345	-2 524	-2 365	-3 150	-3 464	-3 005	-2 043	-1 705	-1 672	-1 369	-6 866	-31 153
OPERATING CASH FLOW	46 810	-34 097	16 990	-22 415	-12 182	-25 279	-29 961	-30 025	-10 110	46 938	30 732	70 089	70 089	-2 445
Non-recurring items and management fee	-9 917	-2 280	-3 177	-2 150	-1 464	-1 278	-2 014	-3 282	-2 020	-3 184	-2 625	-1 992	-11 388	-36 854
Agio	-1 841	5 494	1 452	-5 511	-1 306	881	-1 050	912	1 630	1 886	3 430	1 242	1 679	10 739
Net payable interest and financial expenses	-1 826	-5 416	-3 830	-4 754	-5 442	-406	-352	-5 356	-388	-400	-5 395	-482	-652	-32 874
Corporate income tax	-1 462	-660	-122	-122	-271	-316	125	659	-1 171	-2 409	-3 444	-2 838	4 751	-5 410
NON-OPERATING CASH FLOW	-15 046	-2 862	-5 269	-12 536	-8 482	-1 119	-3 291	-7 067	-1 949	-4 107	-8 034	-4 071	-5 610	-64 398
Variation leasing debt	-45	-398	-36	-93	-93	-93	-93	-93	-93	-93	-93	-94	1 504	233
Change RCF	5 355	-	-	-	-	1 236	31 761	27 116	10 454	-5 547	-40 898	-24 122	-	0
Change in factoring debt	-8 823	8 473	11 561	-12 089	-2 737	8	4 746	-741	6 386	11 133	421	-3 023	-17 756	6 382
Net proceeds from transaction (funding)	-	87 750	-	-	-	-	-	-	-	-	-	-	-	87 750
FINANCING CASH FLOW	-3 513	95 825	11 525	-12 182	-2 829	1 151	36 415	26 282	16 747	5 493	-40 570	-27 239	-16 252	94 365
NET CASH FLOW	28 252	58 866	23 245	-47 133	-23 493	-25 247	3 163	-10 810	4 688	-1 739	-1 667	-578	48 227	27 522
Opening cash balance	89 559	117 810	176 676	199 921	152 788	129 295	104 048	107 211	96 401	101 090	99 351	97 684	97 106	117 810
NET CASH FLOW	28 252	58 866	23 245	-47 133	-23 493	-25 247	3 163	-10 810	4 688	-1 739	-1 667	-578	48 227	27 522
Closing cash balance	117 810	176 676	199 921	152 788	129 295	104 048	107 211	96 401	101 090	99 351	97 684	97 106	145 333	145 332
Jotul Holdings SA	91 090	69 578	66 041											
Jotul AS	26 721	107 098	133 880											
Line of credit (available for drawdown)	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000	60 000
Local cash requirements (subsidiaries)	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000	-15 000
Used credit line	-	-	-	-	-	-1 236	-32 997	-60 113	-70 567	-65 020	-24 122	-	-	-
Available credit line	45 000	45 000	45 000	45 000	45 000	43 764	12 003	-15 113	-25 567	-20 020	20 878	45 000	45 000	45 000
Bank deposits	117 810	176 676	199 921	152 788	129 295	104 048	107 211	96 401	101 090	99 351	97 684	97 106	145 333	
Restricted cash (tax withhold)	-5 107	-3 966	-7 007	-3 158	-6 958	-2 806	-5 969	-160	-4 850	-3 111	-6 444	-3 710	-5 292	
Total liquidity	157 703	217 710	237 914	194 630	167 337	145 006	113 245	81 128	70 672	76 220	112 118	138 396	185 041	
Opening External Net Debt	-175 474	-143 709	-179 802											
Variation leasing debt	45	398	36											
Transfer of debt	-5 355													
Compound interests on bond debt		867	-3 004											
Change in RCF	-	-87 750												
Change in factoring	8 823	-8 473	-11 561											
Net Cash Flow	28 252	58 866	23 245											
Closing external Net Debt	-143 709	-179 802	-171 085											
Intercompany loan	-139 211	-140019	-140816											
Total net debt	-282 920	-319 821	-311 901											



➔ Operational Overview:

- February results have not been finalized yet
- 2017-2018 bridge:
 - 2017 adjusted EBITDA = + € 1.1m
 - 2.3M lower volumes & mix (6.000 stoves less sold in 2018 versus 2017, a drop of more than -16% while the market decreased -2% in Italy)
 - 0.5M price reductions
 - 0.5M increase in material cost
 - 1.1M inventory write down
 - +0.3 from traded products (sold at 12% margin)
 - +/- some miscellaneous positive and negative effects including in the foreign subsidiaries (FR, US)
 - 2018 adjusted EBITDA = - € 3.0m
- Main issues therefore are:
 - low sales volumes partially related to the new products which did not get accepted that well while old products were phased out; a special sales plan will be set up for 2019 in the budget to recover this
 - New products were wrongly priced (20% too low) and margins are half (~25%) of old products (~40%)
- Action plan:
 - Prepare 2019 budget including sales plan by April 11
 - Implement standard costing method to have a control over the margin; standard cost needs to be the basis for the 2019 budget
 - HR: COO candidate identified, make an offer so he can start by mid April
- Liquidity: Liquidity at € 3.0m, reducing to 0 by April but subsequently recovering due to seasonality; cash actions continue (collection, supplier payable postponement, reduction of stock, acceleration of synergies)
- Forensic analysis: ongoing, will take at minimum 4 more weeks

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
AICO performance and funding		<ul style="list-style-type: none"> 2017-2018 bridge delivered Cash acceleration actions in progress Synergy acceleration actions in progress 2019 budget to be finalized by April 11

Liquidity remains critical in the coming weeks, mitigation actions have been taken

Forecast 2019												
Week	11	12	13	14	15	16	17	18	19	20	21	22
First day of week	11/03/2019	18/03/2019	25/03/2019	01/04/2019	08/04/2019	15/04/2019	22/04/2019	29/04/2019	06/05/2019	13/05/2019	20/05/2019	27/05/2019
Receipt from Clients Not Given to Factor	378	469	998	325	271	305	862	425	217	178	164	204
Receipt from Clients paying on Factor account	49	107	107	33	33	76	76	58	58	135	135	61
Receipt from RIBA	275	641	641	215	215	502	502	309	309	720	720	203
Insolvency from RIBA	-	-	(130)	(8)	(0)	-	(54)	(2)	(2)	-	-	(18)
Suppliers due before end of February	(327)	(273)	(43)	(12)	(19)	-	-	-	-	-	-	-
Suppliers due end of February	(218)	(279)	-	-	(36)	-	-	-	-	-	-	-
Suppliers due this week	(310)	(270)	(288)	(909)	(650)	(474)	(88)	(696)	(538)	(280)	(309)	(349)
Other	(277)	(516)	(557)	(297)	(320)	(706)	(451)	(70)	(398)	(541)	(198)	(301)
Free Cash Flow	(430)	(120)	728	(653)	(506)	(296)	847	24	(355)	213	512	(201)
Cash obtained (drawn) from Factor + advanced invoices												
Cash paid to Factor / advanced invoices	(389)	(421)	(446)	(340)	(1,021)	(46)	-	(44)	(148)	(26)	(12)	(321)
Factor debt Δ (with recourse)	(389)	(421)	(446)	(340)	(1,021)	(46)	-	(44)	(148)	(26)	(12)	(321)
Total Variation	(820)	(541)	282	(993)	(1,526)	(341)	847	(19)	(503)	187	500	(522)
Liquidity available BoP	3,780											
Liquidity available EoP	2,961	2,419	2,701	1,708	182	(160)	688	668	165	352	852	330

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➔ Summary of Portfolio Performance

➔ Fund I – North America

➔ Fund I – Europe

Alfatherm

Bois & Matériaux

EverZinc

Jøtul

Fichet Security Solutions

➔ Legacy



Strong sales in February +1.6% vs Budget and EBITDA -1.2% below Budget. Order intake +3% vs Budget but -4% vs PY

➔ Operational Overview:

- Sales for the month reached €9.5m vs. €9.3M in budget and vs. €9.2m in PY, but significant activity drop in Electronic Security in orders intake which will impact next months
- EBITDA is +1.2% vs Budget and +12.3% vs. PY. Recruitment fees offset with higher contribution lead by Security Doors & Partitions
- Liquidity at month-end reached €31.9M, including seller contribution at closing, OGC equity and the factoring in France (Belgium and Luxembourg to be effective in February)
- Recruitment update:
 - Permanent CFO: Start date on 15 April
 - COO: Start date on COO 13 May
 - HR Director: agreement reached. Previous HRD left on 15th February and new HRD started on 19th February
- Closing accounts review started with PWC: Final Price adjustments received from Gunnebo on 6th February requesting a price increase of €195k. PWC analysis completed which lead to an Objection notice sent by OGC on 28 February for a price adjustment of €5.6m favourable to OGC. Accountings advisors from both side (PWC and EY) have exchange calculation details.

➔ Key Initiatives

Key Initiative	Status	Expected Progress/Milestones Over Next 90 Days
Closing Accounts	●	<ul style="list-style-type: none">• Objections Notice sent 28 February
CFO Recruitment	●	<ul style="list-style-type: none">• Start date of the new CFO 15 April
COO Recruitment	●	<ul style="list-style-type: none">• Start date of the new COO 13 May
IT Carve-Out	●	<ul style="list-style-type: none">• On-going. Completion expected for April
Restructuring Plan	●	<ul style="list-style-type: none">• Detailed plan being formalized by management. Information/consultation with employees representatives forecasted for mid April

Strong sales in February +1.6% vs Budget and EBITDA -1.2% below Budget. Order intake +3% vs Budget but -4% vs PY

➔ Profit & Loss

		Month							YTD							FY																				
€'000s	Currency	MTD		MTD		Var		MTD		Var		YTD		YTD		Var		YTD		Var		FY		FY		Var		FY		Var						
Fichet Security Solutions	EUR	Act	Bud	\$	%	PY	€	%	Act	Bud	\$	%	PY	€	%	Fsct	Bud	\$	%	PY	€	%														
Gross Revenue	€	9,462	9,317	€	145	1.6%	9,228	€	235	2.5%	€	18,506	€	18,141	€	365	2.0%	18,276	€	230	1.3%	€	133,943	€	133,943	€	-	0.0%	€	124,913	€	9,030	7.2%			
Adj. to Gross Revenue		-	-	-	n/a	-	-	n/a	-	-	-	n/a	-	-	n/a	-	-	-	n/a	-	-	n/a	-	-	-	-	-	-	-	-	n/a					
Net Revenue		9,462	9,317	145	1.6%	9,228	235	2.5%	18,506	18,141	365	2.0%	18,276	230	1.3%	133,943	133,943	-	0.0%	124,913	9,030	7.2%														
Other COGS		1,818	1,802	16	0.9%	1,846	(29)	(1.6%)	3,525	3,315	210	6.3%	3,814	(288)	(7.6%)	25,104	25,104	-	0.0%	25,718	(614)	(2.4%)														
Total COGS		7,450	7,337	113	1.5%	7,647	(198)	(2.6%)	14,868	14,502	366	2.5%	14,926	(58)	(0.4%)	100,675	100,675	-	0.0%	99,609	1,066	1.1%														
Gross Margin		2,012	1,980	32	1.6%	1,580	432	27.4%	3,639	3,639	(0)	(0.0%)	3,350	288	8.6%	33,268	33,268	-	0.0%	25,304	7,965	31.5%														
Gross Margin %		21.3%	21.3%			17.1%			19.7%	20.1%			18.3%			24.8%	24.8%			20.3%																
Sales & Marketing		1,491	1,428	63	4.4%	1,354	136	10.1%	2,845	2,838	7	0.2%	2,661	184	6.9%	16,168	16,168	-	0.0%	16,024	144	0.9%														
Administrative		1,304	1,202	102	8.5%	1,094	210	19.2%	2,507	2,417	90	3.7%	2,181	326	14.9%	13,849	13,849	-	0.0%	13,114	735	5.6%														
Total Opex		2,958	2,936	21	0.7%	2,658	300	11.3%	5,845	5,868	(22)	(0.4%)	5,322	523	9.8%	33,678	33,678	-	0.0%	31,626	2,052	6.5%														
EBITDA		(945)	(956)	11	(1.2%)	(1,078)	132	(12.3%)	(2,206)	(2,228)	22	(1.0%)	(1,972)	(234)	11.9%	(410)	(410)	-	0.0%	(6,323)	5,913	(93.5%)														
EBITDA %		(10.0%)	(10.3%)			(11.7%)			(11.9%)	(12.3%)			(10.8%)			(0.3%)	(0.3%)			(5.1%)																
Net Income (Loss)	€	(1,627)	€	(1,336)	€	(292)	21.8%	€	(1,425)	€	(202)	14.2%	€	(3,643)	€	(2,990)	€	(653)	21.8%	€	(2,511)	€	(1,132)	45.1%	€	(13,863)	€	(13,863)	€	-	0.0%	€	2,395	€	(16,258)	(678.7%)
Capex	€	(69)	€	(136)	€	67	(49.0%)	€	(110)	€	40	(36.8%)	€	(196)	€	(201)	€	5	(2.4%)	€	(187)	€	(9)	4.7%	€	(2,855)	€	(2,838)	€	(17)	0.6%	€	(2,053)	€	(802)	39.1%

Cash as of February 28st 2019 reached €31.9M, including sellers contribution, OGC equity and the factoring in France

➔ Balance Sheet

€'000s	Currency	Nov-18	Dec-18	Jan-19	Feb-19	Variance LM	
Fichet Security Solutions	EUR	Act	Act	Act	Act	€	%
<u>Current Assets</u>							
Cash and cash equivalents	€	21,856	€ 37,094	€ 32,361	€ 31,916	€ 445	1.4%
Accounts receivable, net		33,524	30,778	27,966	28,446	(480)	(1.7%)
Inventory, net		19,240	18,051	18,770	19,455	(685)	(3.5%)
Other current assets		6,498	6,389	7,200	7,279	(79)	(1.1%)
Total Current Assets		81,774	92,764	87,231	88,163	(932)	(1.1%)
<u>Non-Current Assets</u>							
Property, plant & equipment, net		5,231	5,236	5,412	5,396	16	0.3%
Goodwill		—	—	—	—	—	0.0%
Deferred financing cost		—	—	—	—	—	0.0%
Other non-current assets		11,271	172	175	167	8	4.5%
Total Non-Current Assets		18,417	7,366	7,840	7,779	61	0.8%
Total Assets	€	100,191	€ 100,131	€ 95,071	€ 95,942	€ (871)	(0.9%)
<u>Current Liabilities</u>							
Accounts payable		17,571	16,228	14,524	15,855	(1,331)	(8.4%)
Accrued liabilities		—	—	—	—	—	0.0%
Other current liabilities		25,866	34,610	31,862	32,751	(889)	(2.7%)
Total Current Liabilities		48,032	55,190	52,525	54,882	(2,357)	(4.3%)
<u>Long-term liabilities</u>							
Long-term debt less current maturities		11,293	5,925	5,842	5,852	(10)	(0.2%)
Long-term unearned revenue		—	—	—	—	—	0.0%
Deferred liabilities		—	—	—	—	—	0.0%
Other non-current liabilities		600	655	—	—	—	0.0%
Total Long-Term Liabilities		11,893	6,580	5,842	5,852	(10)	(0.2%)
Total Liabilities		59,925	61,769	58,367	60,734	(2,367)	(3.9%)
<u>Shareholders' Equity</u>							
Capital in excess of stated value		—	—	—	—	—	0.0%
Retained earnings		(3,469)	(5,838)	(7,525)	(9,025)	(9,025)	0.0%
Total Shareholders' Equity		40,266	38,361	36,705	35,207	1,497	4.3%
Total Liabilities and Shareholders' Equity	€	104,794	€ 106,790	€ 101,761	€ 102,634	€ (873)	(0.9%)
<i>Memo:</i>							
Net Working Capital	€	59,918	€ 55,671	€ 54,870	€ 56,247	€ (1,377)	(2.4%)
Total Net External Debt	€	(10,563)	€ (31,169)	€ (24,914)	€ (24,483)	€ (431)	1.8%



OPENGATE CAPITAL

