WENDEL

PRESS RELEASE - JULY 30, 2020

Half-Year Results

Net asset value of €138.6, up +17.3% vs. March 31, 2020

Net Asset Value as of June 30 2020, at €6,191m, up 17.3% since end of March 2020 and down 16.7% year to date.

Since March 31, 2020:

- Increase of Bureau Veritas' share price by 6.0 %
- Unlisted assets' value up 20.3% driven by:
  - For approximately 80% of the increase: rebound in listed peers' multiples used for valuation versus the end of March 2020
  - For approximately 20% of the increase: increase in companies' aggregates following better than expected performance during H1 leading to some upward budget revisions

Consolidated H1 2020 sales of €3,592.6 million, down 10.2% overall

- Bureau Veritas posts resilient first half despite the crisis
- Satisfactory IHS Towers and Constantia Flexibles topline and profitability
- Lockdowns impact on other companies in the first half at varying levels:
  - Cromology sales down by the same magnitude in Q2 as in Q1, with a strong rebound since May. Good recovery in margins
  - Stahl end markets strongly impacted in Q2, but margins protected
  - CPI's sales also strongly impacted in Q2, despite a good start of the year

Consolidated net loss of €279.3 million, Group share loss of €203.7 million

- Net income from operations of €83.4 million, down 66.9%: total contribution from portfolio companies negatively impacted by the lockdowns, except for Constantia Flexibles and Cromology, which have grown versus last year, whereas Wendel's financial & operating expenses decreased by €14.8 million
- Non-recurring loss of €142.7 million, impacted by portfolio companies' non-recurring items
- Impairment and goodwill allocation charges of €220 million, including the full write-down of the investment in Tsebo

Disposal of the entire remaining stake in Allied Universal on April 29, 2020

- Additional proceeds of c.$196 million, subject to potential minor price adjustments
- Total net proceeds: 2.5 times equity invested and an investment $IRR of c.30% p.a.

Group companies: other noteworthy developments since January 1, 2020

- In February 2020 IHS completed the acquisitions of c.1,600 towers in Kuwait and of c.2,300 towers in Brazil Peru, and Columbia
- Successful renegotiation of IHS Towers contract with MTN Nigeria in July 2020

- Pim Vervaat appointed CEO of Constantia Flexibles on July 1st, 2020

Wendel's financial structure further strengthened by the full sale of Allied Universal

- LTV ratio at 5.0%[1] as of June 30, 2020
- Total liquidity at c. €2.0 billion[1] as of June 30, 2020, including €1,293 million of cash and the €750 million committed credit facility (fully undrawn)
- Average debt maturity of 5.0 years
- Investment grade corporate ratings: Moody's Baa2 with stable outlook / S&P BBB with stable outlook

Dividend maintained (€2.8 per share), equal to last year

Solidarity and corporate patronage

- True to its values and to its long-standing tradition of commitment to civil society, Wendel has decided to show its support to and solidarity with people and organizations which are feeling the impact of the healthcare crisis

ESG and extra financial information

- New ESG strategy and roadmap unveiled in 2019 Universal registration document

André François-Poncet, Wendel Group CEO, commented:

"Wendel and our portfolio companies weathered the first wave of Covid relatively well. Some companies proved relatively unaffected while others suffered in terms of revenues and profit. Virtually all maintained a very healthy cash flow and balance sheet, while carefully preserving their growth options for the future.

Our financial strength and that of our portfolio allowed Wendel to comfortably pay its dividend while showing suitable restraint and support to the community. We primarily focused on health and safety, regular financial stress testing, cost containment and cash preservation.

Wendel also accelerated its digitalization in the first half and we tightened our organization by closing three offices, allowing our Firm to be nimbler going forward. We formalized our ESG strategy and we are now rolling it out.

Covid is unfortunately not yet under control and the health, economic and business environments in the fall remain highly uncertain at the present time. We therefore intend to continue to primarily look at short and medium-term value creation initiatives across our companies while keeping an open eye for new opportunities which would add growth to our portfolio."

[1] Before Wendel's dividend payment that took place on July 9, 2020

Group companies' contribution to H1 2020 sales

H1 2020 consolidated sales

(in millions of euros)	H1 2019	H1 2020	Δ	Organic Δ
Bureau Veritas	2,476.6	2,200.5	-11.1%	-9.0%
Constantia Flexibles	760.9	761.4	+0.1%	-0.1%
Cromology	348.6	290.2	-16.8%	-17.2%
Stahl	416.6	316.8	-24.0%	-22.8%
CPI (1)	n/a	23.7	n/a	-31.6%
Consolidated net sales (2)	**4,002.8**	**3,592.6**	**-10.2%**	**-9.5%**

(1) CPI accounts have been consolidated since the 31st of December 2019. The scope effect corresponds to the H1 2020 sales of CPI compared to 2019 consolidated sales of Wendel Group, including a PPA restatement impact of -$1.5M. Indicative organic growth is calculated on six months activity.

(2) Comparable sales for H1 2019 represent €4,002.8M vs 2019 published sales of €4,261.9M. Difference of €259.1M corresponds to sales of TSEBO Group, classified as asset held for sale In accordance with IFRS 5, the contribution of this portfolio company has been reclassified in "Net income from discontinued operations and operations held for sale".

H1 2020 sales of equity-accounted companies

(in millions of euros)	H1 2019	H1 2020	Δ	Organic Δ
IHS Towers	535.9	602.8	+12.5%	+11.6%

H1 2020 consolidated results

(in millions of euros)	H1 2019	H1 2020
Consolidated subsidiaries	324.9	141.2
Financing, operating expenses and taxes	-72.6	-57.9
Net income from operations(1)	**252.2**	**83.4**
Net income from operations,(1) Group share	*81.0*	*5.6*
Non-recurring net income	-35.1	-142.7
Impairment and impact of goodwill allocation	-118.5	-220.0
Total net income	**98.6**	**-279.3**
Net income, Group share	*-18.2*	*-203.7*

(1) Net income before goodwill allocation entries and non-recurring items.

H1 2020 net income from operations

(in millions of euros)	H1 2019	H1 2020	Change
Bureau Veritas	222.8	93.0	-58.3%
Stahl	51.4	35.3	-31.3%
Constantia Flexibles	23.8	27.3	+14.5%
Cromology	-14.2	4.5	+131.4%
Tsebo	-2.7	-7.6	-183.2%
CPI	-	-7.6	n/a
Allied Universal (equity accounted)	20.4	-	-100%
Dividend from Saint-Gobain	4.1	-	-100%
IHS (equity method)	19.3	-3.4	-117.9%
Total contribution from Group companies	**324.9**	**141.3**	**-56.5%**
of which Group share	*153.6*	*63.7*	-58.6%
Total operating expenses	**-31.9**	**-30.8**	**-3.3%**
Total financial expense	**-40.7**	**-27.0**	**-33.7%**
Net income from operations	**252.2**	**83.4**	**-66.9%**
of which Group share	*81.0*	5.6	-93.0%

On July 30, 2020, our Supervisory Board was held under the chairmanship of Nicolas ver Hulst and reviewed Wendel's half-year consolidated financial statements, as approved by the Executive Board on July 27, 2020. The interim financial statements were subject to a limited review by the Statutory Auditors prior to their publication.

Wendel Group's consolidated sales totaled €3,592.6 million, down 10.2% overall and down 9.5% organically.

The overall contribution of Group companies to net income from operations amounted to €141.2 million, down 56.5% from the first half of 2019. This decline largely resulted from the impact of COVID19 related lockdowns and resulting effects on portfolio companies, with the exception of Constantia Flexibles and Cromology which posted growth of their contribution over the first half. In addition, since the full sale of Allied Universal in April 2020, there is no more contribution of this company to Total contribution from Group companies.

Financial expenses, operating expenses and taxes incurred by Wendel totaled €57.9 million, down 20.3% from the €72.6 million reported in H1 2019. This decrease was concentrated in the financial expense line item, down 33.7% mainly as a result of the reduction in gross debt during the year.

Non-recurring net result was a loss of €142.7 million in H1 2020 vs. a loss of €35.1 million in H1 2019. This is largely due to non-recurring items at the level of portfolio companies (€95.2 million), as well as a €20.3 million mark-to-market loss on a cross-currency swap at the level of Wendel.

Wendel's net income, was thus a loss of €279.3 million in H1 2020, compared with a €98.6 million gain in H1 2019. Net income, Group share was a loss of €203.7 million, vs. a loss of €18.2 million in H1 2019.

Group companies' results

Figures are **after IFRS 16, unless otherwise specified**

Bureau Veritas: Resilient first half 2020 despite the crisis

(full consolidation)

Revenue in the first half of 2020 amounted to €2,200.5 million, a 11.1% decrease compared with H1 2019. Organic decline was 9.0%, including an organic decline of 15.6% in the second quarter. Marine & Offshore delivered organic growth of 3.4%. Agri-Food & Commodities, Buildings & Infrastructure and Industry (representing around three quarters of the Group's revenue) showed a good level of resistance overall, down 6.6% organically on average. Conversely, Consumer Products and Certification, representing a fifth of the portfolio, declined sharply due to the impact of the COVID-19 shutdowns, down 21.2% organically on average.

External growth was a negative 0.5%, reflecting the impact from prior-year disposals (HSE consulting business in the US, in particular), the contribution of acquisitions made in 2019, and the absence of transactions year-to-date. Currency fluctuations had a negative impact of 1.6%, mainly due to the depreciation of some emerging countries' currencies against the euro partly offset by the appreciation of the USD and pegged currencies.

Consolidated adjusted operating profit decreased by 43.3% to €215.8 million; the half-year 2020 adjusted operating margin dropped 555 basis points to 9.8%, including a 12 basis points negative impact from foreign exchange. On an organic basis, it declined by 545 basis points to 9.9%.

All business activities apart from Marine & Offshore experienced lower margins due to the impact of the COVID-19 shutdowns on activity. This was cushioned by strong cost containment measures (salary & recruitment freeze, reduction of travel costs and non-discretionary spend notably), government aids in some countries (especially the furlough scheme in France) and restructuring. The most affected divisional margins were those of Certification and Consumer Products, due to a sharp revenue shortfall associated with negative mix effects. Together, they represented around half of the organic decline in Bureau Veritas' margin in the first half of 2020.

"Restart your business with BV" delivers strong momentum

Since April, Bureau Veritas has been on hand to support business resumption with appropriate health, safety and hygiene conditions across all sectors of the economy. The "Restart Your Business with BV" suite of solutions is enhanced with a comprehensive digital ecosystem providing for traceability and transparency.

Bureau Veritas' geographical presence in 140 countries, unparalleled network of inspectors and auditors, and unrivalled experience in certification processes are considerable assets. They enable Bureau Veritas to provide companies, public authorities and society as a whole with services and in-depth knowledge of local specificities and regulations.

Strong free cash flow at €269.6 million thanks to optimization measures

Half year 2020 operating cash flow increased by 56.8% to €364.3 million vs. €232.3 million in H1 2019. Despite the decline in profit before income tax, the improvement came from a strong working capital requirement inflow of €113.7 million, compared to a €161.6 million outflow the previous year, as a result of the deferral of cash payments (related to social and tax charges notably) and a strong reduction in accounts receivables. The Move For Cash program continued to demonstrate positive effects on the operational working capital and is still ongoing with actions all across the organization.

Free cash flow (available cash flow after tax, interest expenses and capex) was €269.6 million compared to €140.9 million in H1 2019, up 91.4% year on year. On an organic basis, free cash flow reached €277.3m, up 96.8% year on year.

Cancellation of the dividend for the 2019 Financial year

In early April, Bureau Veritas' Board of Directors took the exceptional decision to cancel the dividend (€0.56 per share) due to be proposed to the June 26, 2020[1] Annual General Meeting called to approve the financial statements for the year ended December 31, 2019. As per the latest health recommendations, the Group held its AGM behind closed doors.

This decision maintained cash of around €250 million in the Group, and complies with the French regulatory requirement for the suspension of dividend payments in return for government support (temporary layoffs in France, and the deferral of certain employment contributions and tax payments). It also reiterates the Group's responsibility to all its stakeholders who are making considerable efforts or facing major challenges during this unparalleled crisis.

Solid Financial Position

Bureau Veritas' financing activity over the first half of 2020 demonstrates the strong support and confidence of the Group's banks and credit investor base in the context of COVID-19 pandemic.

On April 15, 2020, Bureau Veritas fully drawn its €600 million syndicated credit facility over a 6-month period. On April 30, 2020, the Group signed an additional liquidity credit line of €500 million, with a 1-year maturity and a 6-month extension option at Bureau Veritas' decision. This new credit line strengthens the Group's liquidity position, added to the €600 million syndicated credit facility maturing in May 2025.

At June 30, 2020, the adjusted net financial debt/EBITDA ratio was further reduced to 2.00x (from 2.25x last year) and the EBITDA/consolidated net financial expense ratio was 8.71x. Finally, Bureau Veritas obtained a waiver from its banks and USPP noteholders to relax its financial covenants at June 30, 2020, December 31, 2020 and June 30, 2021. As a consequence, the adjusted net financial debt/EBITDA ratio stands at 4.5x, 6.25x and 5.5x versus 3.25x previously at the test dates and for USPP only, the EBITDA/consolidated net financial expense ratio stands at 5.5x (unchanged), 2x and 3x versus 5.5x previously at the same dates.

Outlook for 2020

Given the uncertainty surrounding the COVID-19 pandemic still affecting many of the countries in which Bureau Veritas operates, Bureau Veritas is considering different scenarios for the full year 2020:

"Slow & gradual recovery" scenario

Organic revenue	Adjusted operating margin	Net cash generated from operating activities
• Mid to high single-digit decline in 2020 • Improvement from H1 onwards	• Low double-digit margin	• Focus on cash generation • Capex of c. 2% of revenue • Working Capital Requirement (WCR) / revenue ratio of c. 9%

[1] In order to ensure the health and safety of its employees, service providers and shareholders, and also to preserve shareholders' rights to participate in the Annual General Meeting (AGM), Bureau Veritas announced on March 13, 2020, its decision to postpone the date of the AGM initially set on Thursday, May 14, 2020 to Friday, June 26, 2020.

“Muted recovery” scenario

Organic revenue	Adjusted operating margin	Net cash generated from operating activities
• High single-digit decline in 2020 • H2 in negative territory	• Low double-digit margin	• Focus on cash generation • Capex of c. 2% of revenue • WCR / revenue ratio of c. 9%

“Worsening pandemic throughout H2” scenario

Organic revenue	Adjusted operating margin	Net cash generated from operating activities
• Double-digit decline in 2020 • H2 worse than H1	• Low double-digit margin	• Focus on cash generation • Capex below 2% of revenue • WCR / revenue ratio above 9%

For more information: group.bureauveritas.com

Stahl - Margin protected thanks to tight cost management, despite -22.8% organic decrease in sales. Cash generation profile remains solid, generating net debt reduction.

(Full consolidation)

Stahl’s sales totaled €316.8 million in H1 2020, representing a decrease of -24.0% vs. €416.6 million of sales in H1 2019. Organic growth was down -22.8% and foreign exchange rate fluctuations had a negative impact (-1.2%).

After a challenging 2019, due to headwinds in automotive end-markets, Stahl began 2020 with positive volume and sales trends. Nevertheless, the rapid spread of COVID-19 has derailed this early recovery and has shifted the company’s focus away from growth towards containing the decline.

Over the first quarter, the impact of COVID-19 outbreak was mainly limited to China and the drop in sales was contained to -2.4%. The lockdown measures all over the world during Q2 however rapidly forced many of Stahl’s customers (including tanneries, automotive OEMs and luxury goods producers – predominantly in Asia, Europe and North America) to shut down manufacturing facilities or operate at very low level of activity (despite virtually all Stahl facilities remaining open). As a result, sales decreased by 45% in Q2 compared to last year. June however showed the first signs of a recovery, with customers gradually reopening, and China returning to last year’s sales levels.

Despite this challenging context and thanks to management’s focus and resilient business model, Stahl took swift measures and quickly adjusted its fixed cost base to market conditions and optimized its cash flow generation such that EBITDA for the half-year totaled €67.5 million[1], translating into a margin of 21.3% (only down a moderate 160 bps year-on-year). Stahl remained cash generative in both quarters, notably thanks to the strict management of working capital.

As of June 30, 2020, Stahl’s net debt was €342.1 million[2], thus a €22.3 million reduction year-to-date, thanks to Stahl’s good cash generation, despite a very difficult environment. Leverage was reported as 2.13x EBITDA[3] as of end of June 2020.

The company is closely monitoring the evolution of its underlying markets (automotive, footwear, leather goods, upholstery) in light of the virus outbreak and its economic consequences. Stahl has accelerated the implementation of digital customer engagement in order to extend its high technical service level. The automotive market is currently operating at c.50% capacity (with the exception of the recovering domestic Chinese market), and a gradual recovery is expected towards c.70% capacity post-summer. Most customers are reopening worldwide but demand and visibility

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[1] €67.5 million post IFRS 16 thus a 29.2% decline in EBITDA year on year. Excluding IFRS 16 impacts, EBITDA stood at €66.0 million.

[2] Net debt post IFRS 16 impacts. Excluding IFRS 16 net debt stands at €325.5 million.

[3] As defined in the banking documentation

remain low. The company is doing its utmost efforts to manage this exceptional situation in the most efficient way, across its sales, production, supply chain and cash collection functions with most customers managing deliveries carefully and some delaying payments.

Constantia Flexibles – Improved EBITDA margin in the first half following first effects of cost reduction initiatives. Stable total sales in the first half (+0.1% YoY), with a good performance in Europe, emerging countries being impacted by lockdowns.

(Full consolidation)

H1 2020 sales totaled €761.4 million, up +0.1% compared with H1 2019 (€760.9 million). Constantia's sales declined organically by -0.1% over the period, reflecting a robust performance from the Pharma end market, up +9.9 % but a steep decline in the Consumer end market (-3.2%) due to lockdowns' measures in India, South Africa and Mexico which partially paralyzed momentarily the local production. The peak in consumption from European consumer business benefiting from an increase in at-home food consumption was not sufficient to offset the difficulties in emerging markets. As a result, total growth in the second quarter was down -0.5%. For the record, Constantia had posted a total growth of +0.7% in Q1, boosted by a very strong demand in March both in Consumer and Pharma divisions, due to the essential nature of their respective products, within the context of COVID-19 outbreak in Europe.

Foreign exchange rate fluctuations had a negative impact of -0.4% over the semester, as the appreciation of the U.S. dollar did not entirely offset the weakening of the South African rand, Indian rupee, and Russian ruble. The consolidation of the Russian company Constantia TT contributed positively to growth, with a scope effect of +0.5%.

Despite the mixed sales trajectory, EBITDA was up +3.4% at €97.1 million[1] representing a 40 bps year-on-year increase in margin to 12.7%. This is mostly driven by the various cost reduction initiatives conducted over the past 12 months and a positive business/regional mix inducing higher margins from European and Pharma businesses.

At the end of June, net debt was at €403.0[2] million vs €394.9 on December 31, 2019, and leverage stood at 2.0x[3] LTM EBITDA. This leaves adequate headroom to its covenant level of 3.75x, and the Company had ample liquidity as of end of June.

Within the context of COVID-19 outbreak, Constantia Flexibles benefited in the first half of the year from the essential nature of its products and showed resilience in a volatile macro market. From historic peaks in March and April, the overall order intake is now softening, with book/bill slowing down, after having been at above the average in Q1. This more normalized ordering and stocking patterns will probably last as a number of markets where Constantia Flexibles operates are gradually exiting lockdowns.

The EcoLam sustainable technology, with superior recyclability than alternatives, was rolled out in India in November 2019. Due to the negative impact of COVID-19 in the region the ramp up phase is continuing and the expected sales will be delivered with delay. The arrival of a new Head of Commercial in the Consumer Division and a dedicated Ecolam leader should foster sales forces in the coming months subject to COVID-19 epidemic disruption.

End of June, Constantia Flexibles and Wendel announced the appointment of Pim Vervaat as CEO of the Company, starting July 1, 2020. Pim joins Constantia Flexibles after a successful career at RPC Group Plc, which he joined in 2007 as CFO and led as CEO between 2013 and 2019, quadrupling its sales to circa €4 billion. He will focus on further strengthening Constantia´s position as a leading flexible packaging player whilst improving the current business performance.

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[1] EBITDA post IFRS 16 impacts. Excluding IFRS 16 EBITDA stands at €92.7m. For Constantia Flexibles direct costs linked to Covid-19 pandemic (masks, alcoholic gel purchases and travels' cancellations) are excluded from the EBITDA presented above and monitored by management (€3.6 million)

[2] Post IFRS 16 impacts. Excluding IFRS 16 net debt is €370.9m as of end of June 2020.

[3] As per bank covenant definition

Cromology – Sales impacted by COVID-19 related lockdown in March. Recovery better than expected since lockdown ended, with an EBITDA margin higher than first half 2019

(full consolidation)

During the first half of 2020, Cromology sales totaled €290.2m, down 16.8% compared with H1 2019, impacted by the extreme COVID-19 lockdown measures in Europe. Despite increased activity during the first two months of the year vs. 2019 (and 2020 budget), business was virtually paralyzed during the following two months, with sales down approximately 70% between mid-March and mid-April. The drastic health, regulatory and safety measures forced Cromology to shut down a significant portion of its operations. Once the lockdown ended, however, the recovery was much quicker than expected, with a significant rebound in DIY paint sales in particular. Sales gradually improved after the lockdown was lifted, with greater activity in June than last year. Organic sales growth was down 17.2%. Changes in scope had a positive impact of 0.2% following the acquisition of Districolor in June 2019. Changes in exchange rates had a negative 0.3% impact.

Cromology's EBITDA was €40.4m[1], up +8% benefiting from the favorable customer and product mix effect, combined with the rapid implementation of cost-saving measures to address the extraordinary situation. The margin stood at 13.9%, higher than first half 2019, demonstrating the positive trajectory driven by company management. In addition, cost reductions continue, with savings achieved in various line items, particularly transportation, travel and marketing expenses.

Net debt at the end of June totaled €217.7m[2], up by only €3.6m compared to 31 December, due to the higher EBITDA and optimization of cash flow generation. As a reminder, in May 2019, at the time of Cromology's debt renegotiation and Wendel's €125m equity injection, Cromology received significant concessions from its lenders, specifically the suspension of financial covenants until 2022 and an extension of the senior debt maturity to 2024.

Cromology continues to focus its efforts on the sales rebound since emerging from the lockdown, ongoing cost reduction measures, accelerating the shift to e-commerce and managing trade receivables which deteriorated somewhat during the crisis.

IHS Towers – Total growth of 9.7%[3] reflecting the critical nature of IHS activity despite the Nigerian macro environment. Successful amendment of certain terms of its tower rental agreements with MTN Nigeria.

(Equity method)

Given the critical nature of the telecommunications infrastructure, even more so in a context of local lockdowns during Q2, IHS's clients (i.e. MNOs) experienced an increase of voice and data consumption. As a result, IHS revenues held up well despite the challenging macro environment, as evidenced by H1 revenues which totaled $664.1 million, up 9.7% versus the prior year, with growth across all its markets. For the record, Q1 2020 sales totaled $328 million, up 8.2% from Q1 2019. IHS's sales accelerated in Q2 2020, totaling $336 million, up 11.1% from Q2 2019. Organic growth was at 11.6% over the first half of the year driven by new tenancies, new lease amendments ("technology tenants"), price escalation mechanisms as well as the positive impact of reset mechanisms related to the devaluation of Nigeria's CBN rate. The total number of owned & MLL towers (27,473[1] as of 30 June 2020) is up 14.1% since the start of the year following the acquisitions of Kuwait towers and CSS in South America. In fact, the consolidation of Kuwait towers and CSS in Q1 contributed 3.6% positively to revenue growth. The changes in local exchange rates to the U.S. dollar had a negative impact of 5.5% over total revenues. The Point-of-Presence lease-up rate increased to 1.54x.

IHS continued the successful development and rationalization of its installed base of towers. The company also maintained a tight operating cost control policy and lower capital expenditure since the start of the year. Impacted by a

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[1] EBITDA post IFRS 16. EBITDA before IFRS 16 was €24.7m. For Cromology direct costs linked to Covid-19 pandemic (masks, alcoholic gel purchases and travels' cancellations) are excluded from the EBITDA presented above and monitored by management (€0.6 million)

[2] Net Debt post IFRS 16. Excluding the impacts of IFRS 16, net debt was €116.1m.

[3] H1 2020 sales, growth, tower count and lease-up rate include the contribution of the c.1,000 towers transferred to IHS in February 2020 following the Kuwait deal (approximately 600 additional towers remain to be transferred to IHS early 2021) and the contribution of the CSS towers in Latin America included from Q2 2020.

depreciation catch up following a change in battery useful life from 5 to 3 years and other impairment costs, EBIT[1] for the half year decreased by 11.0% to $160.7m[2] (vs. $180.6m in 2019), representing a margin of 24.2%, but EBITDA is up year-on-year.

As of June 30, 2020, IHS' net debt was $1,962.2 million[3], up $620.6 million since the end of December 2019, driven by Kuwait and CSS acquisitions. As a reminder, in February 2020, IHS completed the acquisitions of c. 1,600 towers from Zain in Kuwait and c. 2,300 towers from Cell Site Solutions in Brazil, Peru and Columbia.

IHS supply chain and operations have proven to be resilient during the lockdown and faced limited disruptions over the past months despite the COVID-19 crisis. The macroeconomic environment, in Nigeria (c.70% of IHS's sales), has been impacted by the drop in oil prices and COVID-19. As a result, official CBN rate was devalued from 306 to 360 NGN for 1 USD and NAFEX moved from 360 to approximately 386. Another key challenge has been the varying access to USD over the past few months in the Nigerian market. IHS has been closely monitoring these developments and making sure it has enough liquidity in hard currency to meet its obligations and cover its expenses.

On July 23, 2020, IHS expanded and amended some key terms in its tower lease agreement with MTN Nigeria, its largest customer in the region. These include an increased focus on rural connectivity and fiber access and a new pricing structure for future technology upgrades and backhaul in the network. Furthermore, IHS and MTN Nigeria have agreed to change the reference rate (used contractually for the USD-based indexation of a portion of IHS revenues) from the Central Bank of Nigeria's official rate ("CBN") to the Nigerian Autonomous Foreign Exchange rate ("NAFEX"). This amendment will have a positive impact on IHS's topline and bottom line – these are not reflected in H1 2020 financials - and will strengthen IHS's revenues by increasing the proportion of hard currency.

Crisis Prevention Institute – Revenue down 35.7% due to the impact of the COVID-19 crisis and associated economic shutdowns and social distancing restrictions. EBITDA margin stands at 27.2%

(Full consolidation since January 1st, 2020)

Crisis Prevention Institute reported revenue for the first half of 2020 of $26.1 million, down 35.7% compared to the same period in 2019. This decline reflects the impact of COVID-19 related lockdowns which began in mid-March and which persisted throughout the second quarter in most of the Company's markets and restricted its ability to hold in-person on-site training sessions. Prior to the beginning of the lockdowns, CPI's revenues increased nearly 10% compared to the same period in 2019. Despite the strong start to the year, the impact of the shutdown resulted in reported year-over-year revenue declines of –10.1% in the first quarter and –57.4% during the second quarter. The decline in business activity had a similarly negative impact on profitability during the first half. CPI generated an EBITDA of $7.1 million[4], representing an overall decrease of c.60%[5] year on year, resulting in a margin of 27.2% over the period. The earnings decline was partially offset by cost management implemented shortly after the lockdown began.

The decline of activity reflects the prohibition on in-person training, which primarily impacted the Company's Initial Certification Program ("ICP") designed to train new Certified Instructors ("CIs"). This decline in ICP volumes was partially offset by revenue generated from the Company's installed base of CI's, who continued to renew their certifications and train their colleagues during this period, in part through the Company's e-learning offering. Management facilitated the delivery of the training during the shutdown period by introducing new digital and virtual programs for existing CIs and, more recently, a blended virtual and physical offering for ICPs.

[1] Wendel's definition: EBIT excluding non-recurring items.

[2] Post IFRS 16, excluding IFRS 16 EBIT is $152.8m

3 Post IFRS 16, excluding IFRS 16 net debt is $1,676.7m

4 Post IFRS 16 impacts; pre IFRS 16, EBITDA is $6.6 million. For CPI direct costs linked to Covid-19 pandemic (masks, alcoholic gel purchases and travels' cancellations) are excluded from the EBITDA presented above and monitored by management.

5 Year on year decline is calculated on a pre IFRS 16 basis due to data availability.

CPI reported consistent month-over-month revenue growth since the low point in April and has benefited from sustained growth in ICP and renewal registrations more recently as the U.S. economy reopened, an early indication of an improved business environment although the pace and timing of continued recovery remains difficult to predict. While many customers continue to face challenging work environments, including those in healthcare and education, the Company is helping customers maintain their certifications, as required by regulation and needed to ensure a safe work environment. The recent introduction of new programs, including virtual learning, verbal de-escalation, and specialized renewals related to trauma and autism, expands the Company's offering to better serve existing customers while simultaneously expanding the addressable market to include customers working in lower acuity settings.

As of June 30, 2020, net debt totaled $342.1[1] million, or 10.0x EBITDA as defined in CPI's credit agreement. The Company's leverage level is expected to remain elevated until the depressed 2Q 2020 EBITDA is no longer included in the trailing twelve-month EBITDA calculation. While the leverage ratio has increased, the Company has continued to generate cash and net debt has remained largely stable over the past six months. As at the end of the second quarter, the Company was in compliance with all covenants required under its credit agreement. As of June 30, 2020, the Company had $16.5 million in cash on hand, an amount that is expected to be sufficient to fund its near-term obligations.

NAV of €138.6 per share as of June 30, 2020

Net asset value was €6,191 million or €138.6 per share as of June 30, 2020 (see Appendix 1 below for details), an increase of 17.3% from €118.2 per share as of March 31, 2020, and down 16.7% year to date. Compared to the last 20-day average share price as of June 30, the discount to the June 30, 2020, NAV was of 37.6%.

The changes in Net Asset Value since March 31, 2020, are explained by:

- The increase of Bureau Veritas' share price by 6.0 %
- The increase of the value of unlisted assets by 20.3%, of which:
    - For approximately 80% of the increase: rebound in listed peers multiples used for valuation since the end of March 2020
    - For approximately 20% of the increase: increase in companies' aggregates following better than expected performance during H1 leading to some upward budget revisions

The Net Asset Value as of June 30, 2020 is before payment of the €2.80 per share dividend paid by Wendel on July 9, 2020 and does not take into account the positive impact of the MTN contract renegotiation by IHS in Nigeria.

In compliance with the Net Asset Value methodology, Wendel's investment in CPI will be held at the original transaction value ($569 million) until and including the September 30, 2020 NAV. After this date, the valuation will be based on a basket of listed peers. Wendel currently estimates that CPI's recent financial performance and uncertain outlook may mechanically reduce very significantly the value attributed to its investment in the company.

Strong financial structure, €2.0[2] billion liquidity and improved debt profile

- LTV ratio at 5.0%[3] as of June 30, 2020
- Total liquidity remaining at €2.0 billion[4] as of June 30, 2020, including €1,293 million of cash and a €750 million committed credit facility (fully undrawn)
- Average debt maturity of 5.0 years
- Investment grade corporate ratings: Moody's Baa2 with stable outlook / S&P BBB with stable outlook

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[1] Post IFRS 16 impacts; pre IFRS 16, net debt is $337.1 million.

[2] €1.3 billion cash + €750m Revolving Credit Facility as of June 30, 2020. Dividend paid by Wendel on July 9, 2020 was not deducted.

[3] before Wendel's dividend payment which was paid on July 9, 2020

[4] before Wendel's dividend payment which was paid on July 9, 2020

ESG commitment

As a long-term shareholder, Wendel more than ever believes that commitment to engagement and action on ESG areas is key in creating sustainable value. A more explicit and more ambitious, new ESG focus is described in Wendel's Universal Registration Document which was published on April 17, 2020 and in the new ESG section of the Wendel website.

In March 2020, Wendel signed the UN PRI (Principles for Responsible Investment) as well as the Gender Parity Charter by France Invest, and will continue to transparently share information about our commitments throughout the year.

Significant events since the beginning of 2020

Wendel sold its remaining stake in Allied Universal®

On April 29, 2020, Wendel has closed the sale of its remaining shares to an investor group controlled by Warburg Pincus for additional proceeds of c. $196 million.

As a reminder, on December 13, 2019, Wendel and Allied Universal's existing shareholders completed a sale of a majority stake in the company to Caisse de dépôt et placement du Québec (CDPQ), and to a new investment group led by Warburg Pincus and to an affiliate of the J. Safra Group (the "Transaction"). At the time, Wendel retained an approximately 6% ownership interest in the company after selling 79% of its total investment in Allied Universal for net cash proceeds of $721 million.

As in December, the Transaction values Wendel's combined proceeds, at approximately $918 million, or approximately 2.5x total invested capital in USD. The Transaction is subject to typical post-closing adjustments.

Tsebo

Wendel and Capital Group are advancing discussions with Tsebo's lenders to re-structure Tsebo's capital and find a solution which will enable the business to continue trading adequately in the face of the unprecedented challenges which it is facing. Such restructuring will lead Wendel to relinquish control of Tsebo in the short term. In accordance with IFRS 5, the contribution of Tsebo to Wendel has been reclassified as "Net income from discontinued operations and operations held for sale"

IHS Netherlands Holdco BV and MTN Nigeria announced amended service contract

On July 23, 2020, IHS has concluded a successful renegotiation of some key terms in its tower lease agreement with MTN Nigeria, its largest customer in the region. These include an increased focus on rural connectivity and fiber access and a new pricing structure for future technology upgrades and fiber backhaul. Furthermore, IHS and MTN Nigeria have agreed to change the reference rate (used contractually for the USD-based indexation of a portion of IHS revenues) to the "prevailing" market rate instead of the Central Bank of Nigeria's official rate ("CBN") which has been used so far. In an environment of multiple exchange rates in Nigeria, the prevailing market rate currently is the Nigerian Autonomous Foreign Exchange rate ("NAFEX"). This amendment will have a positive impact on IHS topline and bottom line – these are not reflected yet in H1 2020 financials- and will strengthen IHS' revenues by increasing the proportion of hard currency.

Pim Vervaat appointed CEO of Constantia Flexibles

Constantia Flexibles ("Constantia" or the "Company") announced on June 30, 2020, the appointment of Pim Vervaat as CEO of the Company, starting July 1st 2020.

He succeeded Alexander Baumgartner who has over the last 5 years refocused Constantia on its core flexible packaging business, strengthened its positions in key markets and developed highly innovative solutions such as EcoLam providing sustainable and recyclable packaging with maximum functionalities ensuring consumers safety.

Pim joins Constantia Flexibles after a successful career at RPC Group Plc, which he joined in 2007 as CFO, led as CEO between 2013 and 2019 and turned into a global design and engineering business in plastic products (the largest market being packaging), quadrupling its sales to circa €4 billion.

Solidarity and corporate patronage

True to its values and to its long-standing tradition of commitment to civil society, Wendel has decided to show its support to and solidarity with people and organizations which are feeling the impact of the healthcare crisis.

- Wendel believes it is very important to support cultural institutions during the current period and as a result it is renewing its sponsorship agreement with Centre Pompidou-Metz for five years. Wendel was the museum's founding sponsor at inception in 2010. Wendel is also reiterating its support for all existing healthcare and educational institutions which already benefit from its philanthropy.
- Amounts deriving from the reduction in the Executive Board's and Supervisory Board's compensation will be contributed to Wendel's endowment fund for the benefit of Restaurants du Coeur in France and The Bowery Mission and Empty Bowls in the United States.
- Wendel would like to add skills patronage to its solidarity initiatives by financing some of the training courses Crisis Prevention Institute (CPI) offers for preventing violence in the most highly vulnerable French healthcare and specialized educational organizations. CPI is a world leader in evidence-based crisis prevention workplace training, helping professionals ensure best practice in de-escalating & managing challenging behaviors through their "train-the-trainer" model that creates the greatest positive impact on organization culture.

Agenda

11.04.2020

2020 Investor Day / Presentation of NAV as of September 30, 2020, and Q3 2020 trading update (publication post-market release on 11/03/2020).

03.18.2021

2020 Full Year Results - Publication of NAV as of December 31, 2020 (pre-market release).

04.28.2021

Q1 2021 Trading update - Publication of NAV as of March 31, 2021 (pre-market release).

06.03.2021

Annual General Meeting

07.29.2021

H1 2021 results - Publication of NAV as of June 30, 2021, and condensed Half-Year consolidated financial statements (pre-market release).

10.28.2021

Q3 2021 Trading update - Publication of NAV as of September 30, 2021 (pre-market release).

12.02.2021

2021 Investor Day - Meeting to take place in the morning

Press contacts

Christine Anglade-Pirzadeh: +33 (0)1 42 85 63 24
c.anglade@wendelgroup.com

Caroline Decaux: +33 (0)1 42 85 91 27
c.decaux@wendelgroup.com

Analyst and investor contacts

Olivier Allot: +33 (0)1 42 85 63 73
o.allot@wendelgroup.com

Lucile Roch: +33 (0)1 42 85 63 72
l.roch@wendelgroup.com

Appendix 1: NAV as of June 30, 2020: €138.6 per share

(in millions of euros)			06/30/2019	12/31/2019
Listed equity investments	Number of shares	Share price [1]	**3,103**	3,775
Bureau Veritas	160.8/160.8 m	€19.3/€23.5	3,103	3,775
Investment in unlisted assets [2]			**3,369**	**4,026**
Other assets and liabilities of Wendel and holding companies[3]			42	101
Net cash position & financial assets [4]			1,293	1,142
Gross asset value			**7,807**	9,044
Wendel bond debt			-1,616	-1,615
Net Asset Value			**6,191**	7,429
Of which net debt			*-323*	-473
Number of shares			*44,682,308*	44,682,308
Net Asset Value per share			**€138.6**	€166.3
Wendel's 20 days share price average			€86.4	€120.8
Premium (discount) on NAV			-37.6%	-27.3%

(1) Last 20 trading days average as of December 31, 2019, and June 30, 2020

(2) Investments in non-publicly traded companies (Cromology, Stahl, IHS, Constantia Flexibles, Tsebo, Crisis Prevention Institute, indirect investments). As per its methodology, Wendel discarded companies in Stahl's and IHS's peer samples as their respective characteristics were deemed no more comparable in the post-COVID-19 financial markets environment. As per previous NAV calculation as of March 31, 2020, IHS valuation as of June 30, 2020, was solely performed based on EBITDA which is at this stage the most relevant sub-total. Aggregates retained for the calculation exclude the impact of IFRS16.

(3) Of which 897,919 treasury shares as of June 30, 2020, and 908,950 treasury shares as of December 31, 2019

(4) Cash position and financial assets of Wendel & holdings. As of June 30, 2020, this comprises € 0.9bn of cash and cash equivalents and € 0.3bn short term financial investment. Cash position considered for NAV calculation as of June 30, 2020, is before payment of our dividend (€ 2.8 per share / € 123m). Proforma NAV stands at € 6,069m / € 135.8 per share

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

If co-investment and managements LTIP conditions are realized, subsequent dilutive effects on Wendel's economic ownership are accounted for in NAV calculations. See page 346 of the 2019 Universal Registration Document

Appendix 2: Conversion from accounting presentation to economic presentation

(in millions of euros)	Bureau Veritas	Constantia Flexibles	Cromology	Stahl	Tsebo	CPI	Equity method investment IHS	Wendel and holding companies	Total Group
Net income from operations									
Net sales	**2,200.5**	**761.4**	**290.2**	**316.8**	**-**	**23.7**	**-**		**3,592.6**
EBITDA	**N/A**	**97.1**	**40.4**	**67.5**	**-**	**6.4**	**-**		
Adjusted operating income (1)	**215.8**	**41.2**	**15.0**	**53.7**	**-0.9**	**1.1**	**-**		**326.0**
Other recurring operating items		1.0	0.6	0.8	0.5	**0.2**	-		
Operating income	**215.8**	**42.2**	**15.6**	**54.5**	**-0.5**	**1.3**	**-**	**-30.4**	**298.6**
Finance costs, net	-58.5	-8.1	-60.7	-10.3	-	**-13.3**	-	-18.0	**-168.8**
Other financial income and expense	-7.6	-0.8	51.0	4.2	-0.3	**-0.4**	-	-9.0	**37.1**
Tax expense	-56.7	-6.1	-1.3	-12.3	-	**4.7**	-	-0.4	**-72.2**
Share in net income of equity-method investments	0.0	0.0	-0.2	-	-	**-**	-3.4	-	**-3.7**
Net income from discontinued operations and operations held for sale	-	-	-	-0.8	-6.9	**-**	-	-	-7.6
Recurring net income from operations	**93.0**	**27.3**	**4.5**	**35.3**	**-7.6**	**-7.6**	**-3.4**	**-57.9**	**83.4**
Recurring net income from operations – non-controlling interests	61.7	10.1	0.2	11.6	-5.5	**-0.3**	0.0	0.0	**77.7**
Recurring net income from operations – Group share	**31.3**	**17.2**	**4.3**	**23.7**	**-2.1**	**-7.3**	**-3.4**	**-57.9**	**5.6**
Non-recurring net income									
Operating income	**-156.2**	**-38.0**	**-1.6**	**-11.9**	**-**	**-15.5**		**-23.2** (7)	**-246.4**
Net financial income (expense)	-	-2.7	-	-3.4	-	**-**		-19.2 (2)	**-25.2**
Tax expense	32.5	6.4	0.1	4.0	-	3.3			**46.2**
Share in net income of equity-method investments	-	-0.1	-	-	-	**-**	-58.5 (6)		**-58.6**
Net income from discontinued operations and operations held for sale	-	-	-	-	-73.5	**-**	-	-5.2	**-78.7**
Non-recurring net income	**-123.7**	**-34.4**	**-1.5**	**-11.4**	**-73.5**	**-12.2**	**-58.5**	**-47.5**	**-362.7**
of which:									
- Non-recurring items	-24.4 (5)	-9.3	-1.4	-3.6	-0.0	-0.4	-56.3	-47.5	**-142.7**
– Impact of goodwill allocation	-82.9 (4)	-14.9	-0.1	-7.8	-	-11.9		-	**-117.6**
- Asset impairment	-16.5 (3)	-10.1	-	-	-73.5	**-**	-22.2	-	**-102.4**
Non-recurring net income – non-controlling interests	-80.2	-13.5	-0.1	-3.9	-54.8	-0.5	-0.3	-0.1	**-153.3**
Non-recurring net income – Group share	**-43.5**	**-20.9**	**-1.4**	**-7.5**	**-18.7**	**-11.7**	**-58.2**	**-47.6**	**-209.6**
Consolidated net income	**-30.8**	**-7.1**	**3.0**	**23.9**	**-81.1**	**-19.9**	**-61.9**	**-105.4**	**-279.3**
Consolidated net income – non-controlling interests	-18.6	-3.4	0.1	7.7	-60.3	**-0.8**	-0.3	-0.1	**-75.6**
Consolidated net income – Group share	**-12.2**	**-3.7**	**2.8**	**16.2**	**-20.8**	**-19.1**	**-61.6**	**-105.3**	**-203.7**

(1) Before the impact of goodwill allocation, non-recurring items, and management fees and after application of IFRS 16. For Cromology and Constantia Flexibles, direct costs linked to Covid-19 pandemic are excluded from the EBITDA presented above and monitored by management. However, these costs which amount to -€0.6 million for Cromology and -€3.6 million for Constantia Flexibles, remain included in the recurrent operating income presented above.

(2) This figure includes any changes in the fair value linked to foreign exchange hedges (the ineffective portion of the hedge).

(3) Including -€22 million of scrapping of tangible and intangible assets and the impact of the revision of depreciation periods.

(4) Including -€71 million of excess of depreciation of intangible assets.

(5) Including -€21 million for the impact of the restructuring at Bureau Veritas.

(6) This amount corresponds to -€45.7 million of foreign exchange expenses linked to IHS funding in U.S. dollar of subsidiaries for which functional money is Nigerian Naira.

(7) Including -€17.9 million linked to the recognition of commitments as part of Wendel's managers co-investment mechanism.

Appendix 3: Summary table of main aggregates before and after the application of IFRS 16

(in millions)	Sales		EBITDA (EBIT for IHS)				Net debt	
	H1 2019	H1 2020	H1 2019 before IFRS 16	H1 2019 after IFRS 16	H1 2020 before IFRS 16	H1 2020 after IFRS 16	H1 2020 before IFRS 16	H1 2020 after IFRS 16
IHS	\$605.5	\$664.1	\$176.4	\$180.6	\$152.8	\$160.7	\$1,676.7	\$1,962.2
Stahl	€416.6	€316.8	€94.0	€95.4	€66.0	€67.5	€325.5	€342.1
Constantia Flexibles	€760.9	€761.4	€89.3	€93.9	€92.7	€97.1	€370.9	€403.0
Cromology	€348.6	€290.2	€22.3	€37.4	€24.7	€40.4	€116.1	€217.7
CPI	\$40.6	\$26.1	\$17.0	n/a	\$6.6	\$7.1	\$337.1	\$342.1