WENDEL

PRESS RELEASE - APRIL 30, 2020

Q1 2020 Trading update
and
Disposal of the entire remaining stake in Allied Universal on April 29, 2020

Net asset value as of March 31, 2020: €5,280 million or €118.2 per share, down 28.9% since December 31, 2019 (€166.3 per share), impacted by stock market declines and updates in metrics used for the valuation of unlisted assets:

- Decrease of Bureau Veritas valuation in NAV by 22.4% year-to-date
- Unlisted assets value down 30.4% year to date explained by:
    - For approximately two thirds of the decrease: fall in listed peers multiples used for valuation as well as selected adjustments in valuation samples
    - For approximately one third of the decrease: 2020 budget adjustments to include the potential impact of lockdowns

Q1 2020 consolidated net sales: €1,875.1 million, down 2.5% overall and down 2.9% organically year-on-year

- Good resilience of IHS Towers and Constantia Flexibles topline
- Other companies already impacted by lockdowns in Q1, with various magnitudes

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

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

Investment activity by Group companies since January 1, 2020

- In February 2020 IHS completed the acquisitions of c.1,600 towers in Kuwait and c.2,300 towers in Brazil, Peru, and Columbia

Wendel's financial structure further strengthened

- LTV ratio at 8.6% as of March 31, 2020 (c. 5.8% pro forma for sale of remaining stake in Allied Universal)
- Total liquidity remaining at €1.9 billion as of March. 31, 2020, including €1,129 million of cash and a €750 million committed credit facility (fully undrawn). Pro forma of the sale of the remaining stake in Allied Universal, total liquidity rises to €2.1 billion
- Average debt maturity of 5.3 years
- Investment grade corporate ratings: Moody's Baa2 with stable outlook / S&P BBB with stable outlook

ESG and extra financial information

- New ESG strategy unveiled in 2019 Universal registration document
- ESG 2023 roadmap: Lead by Example

AGM & 2019 Dividend

- Wendel's Annual General Meeting is postponed to July 2, 2020. This decision will enable Bureau Veritas' Annual Shareholders Meeting to precede that of Wendel and may allow Wendel shareholders to participate in person.
- After a very good 2019 financial performance and in light of its solid balance sheet, Wendel had announced a €2.90 per share dividend on March 17. Wendel wants to have a better understanding of the macroeconomic and health situation prior to confirming this decision.

André François-Poncet, Wendel Group CEO, said:

"While Bureau Veritas was the first of our portfolio companies to evidence the negative impact of lockdowns mainly because of its very significant presence in China, most other companies followed suit with a strong effect generally starting mid to late March. Essential activities such as those of Constantia Flexibles which supplies the packaged food and pharmaceuticals industries and of IHS which owns and operates telecommunications towers have nevertheless been much less affected to date.

At all our companies, including Wendel, intense efforts are being deployed to mitigate negative impacts on employees (health and safety are the number one priority), communities and, of course, on their business as well as on their liquidity and cash flow.

At the time of publishing this first quarter update, there remain, of course, considerable uncertainties such as the future timing, sequence, processes for and effects of the end of lockdowns, the state of economies and the mindset of consumers as we emerge from the crisis, as well as means to eradicate COVID-19, to name but a few. Valuations may considerably fluctuate as well. These uncertainties call for our continuing to be cautious, very disciplined and extremely attentive to developments in our portfolio.

We remain confident in our ability to weather these extraordinary times due to our experienced teams, strong balance sheet and modest leverage, ample liquidity, extended debt maturities and solid investment grade ratings."

Group companies Contribution to Q1 2020 sales

Q1 2019 consolidated sales

(in millions of euros)	Q1 2019	Q1 2020	Δ	Organic Δ
Bureau Veritas	1,175.1	1,139.5	-3.0%	-1.6%
Constantia Flexibles	381.4	383.9	+0.7%	-0.6%
Cromology	161.3	135.5	-16.0%	-16.5%
Stahl	205.8	201.0	-2.4%	-3.0%
Crisis Prevention Institute(2)	n.a.	15.2	n.a.	-4.7%
Consolidated net sales(1)	**1923.6**	**1875.1**	**-2.5%**	**-2.9%**

(1) Comparable sales for Q1 2019 represent 1 923,6M€ vs 2019 published sales of 2 053,3M€. Difference of 129,7M€ 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".

(2) CPI accounts have been consolidated since the 31st of December 2019. Sales include a PPA restatement impact of -0,9M$. Indicative organic growth is calculated on three months activity.

Q1 2020 sales of equity-accounted companies

(in millions of euros)	Q1 2019	Q1 2020	Δ	Organic Δ
IHS Towers(3)	267.3	297.6	+11.3%	+10.4%

(3) 2020 excluding CSS acquisition (Latam)

Sales of Group companies

Bureau Veritas – Resilient revenues in Q1 despite the first effects of COVID-19 shock

(Full consolidation)

In the first quarter, despite the slight organic decline in revenues, operations demonstrated the resiliency of Bureau Veritas worldwide portfolio and footprint. The COVID-19 crisis mostly impacted Chinese operations. Elsewhere, the pandemic will have a very significant impact from Q2 onwards. For the full year, it would be premature to have any firm view at this stage.

Bureau Veritas revenue totaled €1.140 billion in Q1 2020, -3.0% year-on-year of which -1.9% at constant currency.

Organic growth was -1.6%, explained by:

- 3 out of 6 businesses grew organically, Marine & Offshore by 8.7%, Industry by 2.9% and Agri-Food & Commodities by 0.2%
- Buildings & Infrastructure (B&I) was broadly stable at -0.2%, showing the benefit of the geographical diversification with solid growth in most geographies apart from China
- Consumer Products and Certification declined sharply due to the impact of the COVID-19 shutdowns, notably in China, down 18.3% and 7.9% respectively

External growth was -0.3%, reflecting the small impact from prior year disposals and the absence of transactions year to date. Currency impact was -1.1%, induced by depreciation of some emerging countries' currencies against the euro partly offset by the appreciation of the USD and pegged currencies.

2020 Outlook:

Bureau Veritas continues to take every necessary action to protect the health of its employees and, where possible, of its clients, suppliers, and subcontractors. The Group's businesses around the world have activated their business continuity plans and have implemented remote working wherever possible, in strict compliance with decisions taken by local governments and World Health Organization recommendations.

Developments in the epidemic are threatening the global economy with a systemic crisis. In response, the Group is deploying its best efforts to protect its business activities and ensure continued excellence in the quality of the services it provides to its clients. In these unprecedented circumstances, the 2020 targets are no longer relevant. It would be premature to provide a firm view on 2020 at this stage.

The Group expects a very significant impact on the second quarter (Q2) of 2020, due to the lockdown measures that have been put in place in Europe, the United States and Latin America notably

Cancellation of the dividend due to be proposed for the 2019 financial year:

Bureau Veritas' Board of Directors unanimously took the exceptional decision to cancel the dividend (€0.56 per share) due to be proposed to the June 26, 2020 Annual General Meeting to approve the financial statements for the year ended December 31, 2019. As per latest health recommendations, the Group has decided to hold its AGM behind closed doors. The dividend-related decision cancels a cash outflow of around €250 million 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.

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

Constantia Flexibles – Total growth of 0.7%, with strong activity in March

(Full consolidation)

Q1 2020 sales totaled €383.9 million, up +0.7% compared with Q1 2019 (€381.4 million). Constantia's sales declined organically by -0.6% over the period, reflecting a slow start of activity in January followed by quite strong growth in March. Activity was boosted in March by a very strong demand, both in Consumer and Pharma divisions, due to the necessity nature of their respective products, within the context of COVID-19 outbreak. Pharma sales were up +2.4% organically year-to-date, driven by stronger demand in Europe for high-quality aluminum and aluminum laminate packaging materials while Consumer was down -1.4%, mainly due to specific market conditions in USA, India, and South Africa. Foreign exchange rate fluctuations had a slight favorable impact of +0.7%, the appreciation of the U.S. dollar and Mexican peso was partially offset by the weakening of the South African rand, Indian rupee, and Russian ruble. Year-to-date visibility on activity is reasonably good: the COVID-19 crisis environment is driving a strong order book and a decrease in raw material prices. Pharma and Consumer demand are expected to return to normalized levels in the second half.

Constantia Flexibles products enjoy priority cross-border transit in most countries. To date, customer demand in the first quarter has been robust and has to date not been negatively affected by the various lockdowns implemented in most geographies. While so far, the majority of its plants continue to operate at capacity, Constantia faces operational challenges in some countries related to access to labor, materials and logistic services.

Cromology – First quarter total sales declined by 16%, impacted by COVID-19 related lockdown in March

(Full consolidation)

During the first quarter of 2020, Cromology's sales totaled €135.5 million, down -16.0% compared with Q1 2019, impacted by the COVID-19 related lock down in Europe. Organic growth is down -16.5% over the period, scope impact was +0.2% and FX +0.3%.

The first two months of the year were above 2019 activity (and budget), but March showed a very strong decline in revenue as lockdown measures started to have an impact on activity around the middle of the month. This reflects the reduced customer demand and the partial closure of points of sale in Cromology's core countries in Europe (96% of its revenue).

Operations have adapted to the changing situation in each country by giving top priority to the health of its employees and the proper functioning of its supply chain, under the impetus of management, which has put in place emergency plans at Group level and in each region.

Given the lock down measures in place in many countries, Cromology is currently operating with level of sales down approximately -70% vs. last year (estimated decrease between mid-March and mid-April vs. same period last year) as stringent health & safety measures and regulation have led it to shut down a significant part of its operations.

Stahl – Sales down 2.4 % in Q1 2020. Positive momentum for most of the quarter impacted by lockdowns at the end of the period

(Full consolidation)

Stahl's sales totaled €201.0 million in Q1 2020, representing a decrease of -2.4% versus Q1 2019. Organic growth is down -3.0% over the quarter and FX was slightly positive (+0.7%).

After a tough 2019, due to headwinds in automotive end-markets, Stahl began 2020 with a positive volume trend. 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 limited, but Stahl's activity is mostly demand driven, with many customers (including tanneries, automotive OEMs and luxury goods producers) now having shut down manufacturing facilities or operating at low level of activity. All facilities, except India, continue operations at various levels of activity. In April, despite solid order book at the beginning of the month, many orders are now being postponed or canceled by customers, leading to lower than anticipated deliveries. Stahl therefore expects a strong decline in sales in April.

Stahl is closely monitoring the downturn in businesses associated with the virus, which has a direct impact on its operations. The geographic areas initially concerned were China, South Korea, and Italy (accounting for about 30% of the business). The impact on sales in the first quarter was limited and mainly related to China, where production has been gradually restarting since end of February. However, the situation has deteriorated since then as containment measures are impacting the Group's customers in many countries. The company is making every effort to manage this exceptional situation and its impact on production as well as on the supply chain, logistics and business activity. It takes all appropriate measures to protect the health and safety of its employees.

IHS Towers – Good growth of 8.2%[1]; organic growth of 10.4%

(Equity method)

IHS's Q1 2020 sales totaled $328 million, up 8.2%[1] from Q1 2019. Organic growth was at 10.4% driven by the increase in total number of owned & MLL towers (25,102[1] as of 31 March 2020, up 4.3% since the start of the year), by new tenants, new lease amendments ("technology tenants") and price escalation mechanisms. All markets are growing with Nigeria, and Zambia posting a double-digit organic growth. Changes in exchange rates to the US dollar had a negative impact of -3.1% over total revenues. Perimeter impact was +0.9%[1] following the recent acquisitions in Kuwait.

The Point-of-Presence lease-up rate was stable at 1.55x while the technology tenancy ratio increased to 2.62x.

With regards to external growth, 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 (CSS) in Brazil, Peru and Columbia.

IHS did not experience any material impact on its business from the COVID-19 epidemic in the first three months of 2020. IHS's priority is the health and safety of its employees, as well as maintaining the uptime of its global tower portfolio. Nevertheless, the macroeconomic environment, particularly in Nigeria, has been impacted by the drop in oil prices following the effects of COVID-19. As a result, the Naira has devalued against the US$ by around 7% in the first quarter of the year. IHS is monitoring the situation very closely, including implemented its business continuity plans regarding remote working and protection of the supply chain.

[1] Q1 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). The figures exclude the contribution of the CSS towers in Latin America, to be included from Q2 2020

Crisis Prevention Institute – First quarter sales impacted by social distancing, despite a good growth trend before lockdowns

(Full consolidation since January 1st, 2020) – IFRS figures

Crisis Prevention Institute recorded first quarter 2020 revenue of $16.8 million, down -10.1% in total from Q1 2019. Of this delta, -4.9% was related to a purchase accounting adjustment to deferred revenue, -0.5% was due to FX movements, and -4.7% was organic change driven by the recent lockdown-related slowdown.

Overall normalized sales in Q1 had been trending up high-single-digits vs. prior period until the beginning of the lockdowns in response to COVID-19 in mid-March 2020.

In response to the ongoing need for certification, CPI has introduced a virtual program for Certified Instructor renewals which offers interactive digital training modules. Sales of learner materials, especially CPI's eLearning offerings, have continued. Almost all in-person training sessions have been temporarily postponed. CPI is also planning to launch a blended solution for new Certified Instructor training in May that will combine upfront virtual learning with the required physical portion to be completed in-person at a later date.

CPI is focused on ensuring the health and safety of all employees and customers. As of early-April 2020, 100% of employees were able to work remotely. CPI anticipates a significant slowdown in revenues until social distancing restrictions lessen.

Tsebo – Sales down in Q1 2020 by 9.3%, affected by macro headwinds

(reclassified – IFRS 5)

Tsebo's Q1 2020 sales totaled $114.5 million, down -9.3% from Q1 2019, notably due to continued deterioration of the economic situation in its home market (organic growth: -4.5%) and related weakening of the South African Rand against the United States Dollar (FX impact: -7.3%), and partly offset by the acquisition of Compass Egypt in February 2019 (scope impact: +2.5%).

On March 27, in response to the COVID-19 crisis, South Africa adopted strict national confinement measures that significantly reduced Tsebo's business activity. Tsebo is monitoring this situation closely and has implemented emergency measures to safeguard the safety of its staff and clients. In addition, Tsebo and its shareholders have initiated discussions with the company's lenders to find a capital structure solution that will enable the business to continue trading adequately in the face of these unprecedented challenges. Such restructuring efforts might lead Wendel to relinquish control of Tsebo. 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".

Wendel's net asset value: €118.2 per share

NAV as of March 31, 2020 was prepared by Wendel to the best of its knowledge and on the basis of market data available at this date and consistently with its methodology[1].

Global impact of COVID-19 outbreak is still far from being accurately measured by market participants. As a consequence, all forward data items retained for the NAV calculation as of March 31, 2020 (consensus estimates, portfolio companies reforecast etc.) could change materially with real market conditions in weeks and months ahead.

Net Asset Value was €5,280 million or €118.2 per share as of March 31, 2020 (see detail in Appendix 1 below), vs. €166.3 on December 31, 2018, representing a decrease of 28.9% since December 31, 2019. The discount to NAV was 31.5% as of March 31, 2020.

Net Asset Value was impacted by stock market declines and updates in metrics used for the valuation of unlisted asset: The value decrease of Bureau Veritas was 22.4% year to date, following the drop in its 20 days average share price as of March 31, 2020.

In addition, the value of unlisted assets was down 30.4% year to date explained by:

- For approximately two thirds of the decrease: fall in listed peers multiples used for valuation as well as adjustments in valuation samples. With regard to IHS Towers, the weighting of peer sample is now 100%-based on emerging markets comparable companies in order to account for current heightened concerns by stock market investors for emerging market risks.
- For approximately one third of the decrease: 2020 budget adjustments to include lockdowns potential impacts

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.

Strong financial structure, €1.9[2] billion liquidity and improved debt profile

- LTV ratio at 8.6% as of March 31, 2020 (LTV pro forma of sale of remaining stake in Allied Universal is c. 5.8%)
- Total liquidity of €1.9 billion as of March. 31, 2020, including €1,129 million cash and €750 million committed credit facility (fully undrawn). Pro forma of the sale of the remaining stake in Allied Universal, total liquidity amounts to €2.1 billion
- Average debt maturity of 5.3 years
- Investment grade corporate ratings: Moody's Baa2 with stable outlook / S&P BBB with stable outlook

[1] See page 314 of the 2019 Universal Registration Document for the NAV methodology.

[2] €1.1 billion cash + €750m Revolving Credit Facility

AGM and 2019 Dividend

Wendel's Annual General Meeting is postponed to July 2, 2020. This decision will enable Bureau Veritas' Annual Shareholders Meeting to precede that of Wendel and may allow Wendel shareholders to participate in person.

After a very good 2019 financial performance and in light of its solid balance sheet, Wendel had announced a €2.90 per share dividend on March 17. Wendel wants to have a better understanding of the macroeconomic and health situation prior to confirming this decision.

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.
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.

Agenda

7/2/2020

Shareholders' Meeting

7/30/2020

Q2 2020 / Publication of NAV as of June 30, 2020, and trading update (post-market release).

09/16/2020

2020 Half-Year consolidated financial statements / Condensed Half-Year consolidated financial statements (post-market release) - No NAV publication.

11/4/2020

2020 Investor Day – Publication of NAV as of September 30, 2020, and Q3 2020 trading update (publication on November 4, 2020 after market close).

About Wendel

Wendel is one of Europe's leading listed investment firms. The Group invests in Europe, North America and Africa in companies which are leaders in their field, such as Bureau Veritas, Cromology, Stahl, IHS, Constantia Flexibles, Crisis Prevention Institute and Tsebo. Wendel plays an active role as a controlling or lead shareholder in these companies. We implement long-term development strategies, which involve boosting growth and margins of companies so as to enhance their leading market positions.

Wendel is listed on Eurolist by Euronext Paris.

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

Moody's ratings: Long-term: Baa2, stable outlook – Short-term: P-2 since September 5, 2018

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

For more information: wendelgroup.com

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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

Analysts and investors 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 March 31, 2020: €118.2 per share

(in millions of euros)			3/31/2020	12/31/2019
Listed equity investments	Number of shares	Share price (1)	**2,928**	**3,775**
Bureau Veritas	160.8 m	€18.2 / €23.5	2,928	3,775
Unlisted investments (2)			**2,801**	**4,026**
Other assets and liabilities of Wendel and holding companies (3)			51	101
Cash and marketable securities (4)			1,129	1,142
Gross asset value			**6,909**	**9,044**
Wendel bond debt and accrued interest			-1,629	-1,615
Net Asset Value			**5,280**	**7,429**
Of which net debt			*-499*	*-473*
Number of shares			*44,682,308*	*44,682,308*
Net Asset Value per share			**€118.2**	**€166.3**
Average of 20 most recent Wendel share prices			€80.9	€120.8
Premium (discount) on NAV			**-31.5%**	**-27.3%**

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

(2) Investments in non-publicly traded companies (Cromology, Stahl, IHS, Constantia Flexibles, Allied Universal, 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 December 31, 2019 IHS valuation as of March 31, 2020 was solely performed based on EBITDA which is at this stage the most relevant subtotal. Residual stake in Allied Universal is valued after the closing of Wendel's partial disposal. Stake in Crisis Prevention Institute is valued at the acquisition price.

(3) Of which 943,802 treasury shares as of March 31, 2020 and 908,950 as of December 31, 2019.

(4) Cash position and financial assets of Wendel & holdings. As of March 31, 2020, this comprises € 0.9bn of cash and cash equivalents and € 0.3bn short term financial investment.

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

Multiples and accounting aggregates used to calculate Net Asset Value do not take into account IFRS 16 impacts.

If co-investment conditions are realized, there could be a dilutive effect on Wendel's percentage ownership. These items have been taken into account in the calculation of NAV. See page 346 of the 2019 Universal Registration Document.