

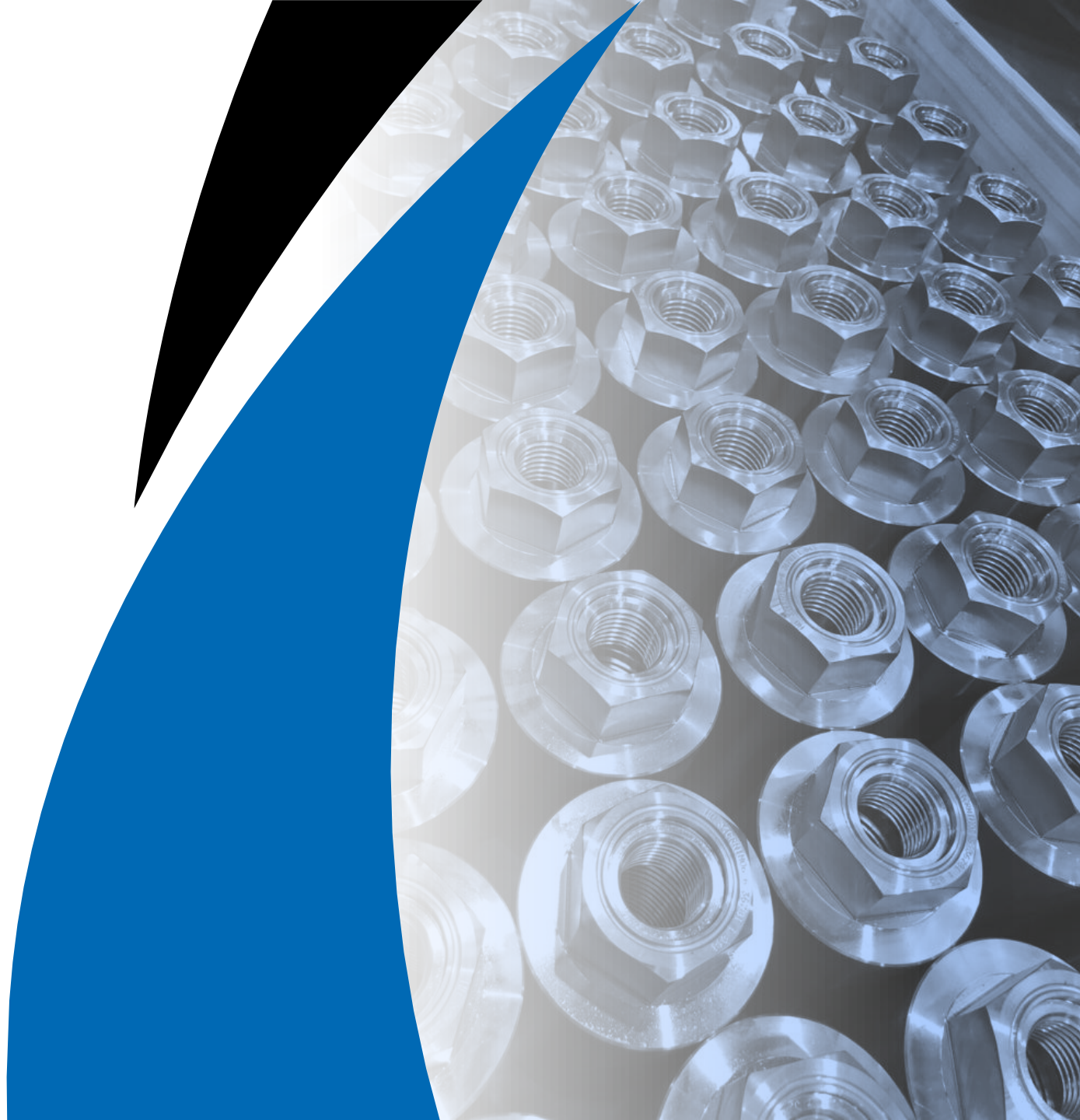


Q1 2025 UNAUDITED FINANCIAL REPORT

**USD 40m Senior secured
bond issue**

29 May, 2025

www.whitworthmidco.com



SUMMARY



- > Whitworth Midco plc acquired the LoneStar Group on the 8 March 2023. Financial information for Q1 2025 and the financial position at 31 March 2025 is presented on a consolidated basis at the level of Whitworth Midco plc. Comparatives including certain pre-acquisition financial information are presented on a pro forma basis.
- > All financial data is unaudited and the information is presented after any FY24 audit adjustments, unless otherwise stated.
- > On 1 October 2024 the group completed the acquisition of Tachart Limited (“Tachart”). Unless otherwise stated, profit and loss financial information is included on a pro forma basis. Balance sheet and cash flow information is shown on a post-acquisition basis.
- > **Q4 trading**
 - Q1 2025 revenue of c.£54.4m, an increase of c£3.7m/c.7.2% on Q1 2024, at a gross margin of c.30.9% (Q1 2024 gross margin of c.33.6%), with the revenue increase vs Q1 2024 driven by the Americas, partly offset by a decrease in the Europe and MENA/APAC regions.
 - Q1 2025 EBITDA of c.£6.5m was down c.£0.9m/c.11.6% on Q1 2024. Europe and MENA/APAC were behind the prior year comparative period EBITDA, being partly offset by improvement in Americas EBITDA.
 - Reported LTM sales and EBITDA on a pro forma basis of c.£210.4m and c.£30.0m. Excluding Tachart group sales and EBITDA of c.£205.6m and c.£29.2m respectively.

- > **Order intake and order book**
 - The group order book at 31 March 2025 was c.£46.7m down from c.£47.4m at 31 December 2024 (order book excluding Tachart at 31 December 2024 was c.£46.9m). Order intake in Q1 2025 at c.£54.1m, with order intake excluding Tachart at c.£52.7m, c.4.4% down on Q1 2024 order intake of c.£55.1m. LTM order intake of c.£200.8m on an excluding Tachart basis as at 31 March 2025.
- > **Balance sheet**
 - Net assets (pre-subordinated shareholder loans) at 31 March 2025 amounted to c.£41.6m. Net assets after subordinated shareholder loans at 31 March 2025 was c.£24.2m.
 - As at 31 March 2025, the Group recorded a cash balance of c.£8.4m with financial debt consisting of term loan, revolver and bond of c.£65.7m (including c.£30.9m relating to the bond).
- > **Cash flow**
 - Q1 2025 cash flow reflects operating cash flow (OCF) outflow of c.£1.7m in Q1 2025, after c.£0.9m of capital expenditure.
 - Overall net cash outflow of c.£0.1m for Q1 2025 after long term debt inflow of c.£4.5m for Q1 2025 reflecting the net drawdown on the group’s existing ABL facility after scheduled term loan repayments.
- > **Covenant**
 - Leverage Ratio at 31 March 2025 of c.2.1x with Consolidated Net Debt of c.£57.5m and adjusted LTM EBITDA for covenant purposes (after adjusting for excess exceptionals) of c.£27.9m.

Disclaimer

We, Whitworth Midco plc (the “Issuer”), have prepared this information material, together with its enclosures and appendices (collectively, the “Information Material”), in order to provide information with regards to the Issuer’s results. This Information Material does not constitute an offer, invitation or solicitation of an offer to buy any securities.

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A description of the principal risks and uncertainties in respect of the Issuer can be found in the Admission Document dated 18 December 2023.

Notes: Consolidated Net Debt figure excludes c.£0.3m of cash collateral held as security for covenant purposes. On a balance sheet basis net debt (excluding subordinated shareholder loans) was c.£57.2m as at 31 March 2025.

PROFIT AND LOSS



Summary P&L

	Q1 2025		
	Actual £'000	Prior Year £'000	Var
Net Revenue	54,423	50,745	7.2%
Cost of sales	(37,622)	(33,720)	11.6%
<i>% of Net revenue</i>	69.1%	66.4%	2.7%
Gross Profit	16,801	17,025	-1.3%
Gross Margin	30.9%	33.6%	-2.7%
Operating Expenses	(11,029)	(10,260)	7.5%
<i>% of Net revenue</i>	20.3%	20.2%	0.0%
Add: depreciation	711	573	24.1%
EBITDA	6,483	7,338	-11.6%
<i>% Net Margin</i>	11.9%	14.5%	-2.5%
Depreciation	(711)	(573)	
EBITA	5,772	6,765	-14.7%
Loan Amortisation	(49)		
Goodwill Amortisation	(958)		
FX gain / (loss)	130		
Management Fees	(40)		
Exceptional Costs	(968)		
Net Interest	(1,667)		
Corporation Taxes	(617)		
Net Income	1,604		
<i>% of Net revenue</i>	2.9%		
Interest on shareholders loan notes	(352)		
Net Income	1,252		
<i>% of Net revenue</i>	2.3%		

	YTD 2025		
	Actual £'000	Prior Year £'000	Var
Net Revenue	54,423	50,745	7.2%
Cost of sales	(37,622)	(33,720)	11.6%
<i>% of Net revenue</i>	69.1%	66.4%	2.7%
Gross Profit	16,801	17,025	-1.3%
Gross Margin	30.9%	33.6%	-2.7%
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	LTM	FY24
	Actual £'000	Actual £'000
Net Revenue	210,356	206,679
Cost of sales	(142,776)	(138,874)
<i>% of Net revenue</i>	67.9%	67.2%
Gross Profit	67,580	67,805
Gross Margin	32.1%	32.8%
Operating Expenses		
Add: depreciation		
EBITDA	29,954	30,809
<i>% Net Margin</i>	14.2%	14.9%
Depreciation		
EBITA		
Loan Amortisation		
Goodwill Amortisation		
FX gain / (loss)		
Management Fees		
Exceptional Costs		
Net Interest		
Corporation Taxes		
Net Income		
<i>% of Net revenue</i>		
Interest on shareholders loan notes		
Net Income		
<i>% of Net revenue</i>		

Consolidated P&L

- > Whitworth Midco plc acquired the LoneStar Group on 8 March 2023. LoneStar Group completed the acquisition of Tachart Limited on 1 October 2024. Prior Year, LTM and FY24 figures to EBITDA are presented on a pro forma basis.
- > Q1 2025 revenue of c.£54.4m, an increase of c£3.7m/c.7.2% on Q1 2024 driven by the Americas, partly offset by a decrease in the Europe and MENA/APAC regions.
- > Gross profit margin was c.30.9% in Q1 2025, down from c.33.6% in Q1 2024, primarily driven by a decrease in gross margin %age in Europe.
- > Q1 2025 EBITDA of c.£6.5m was down c.£0.9m/c.11.6% on Q1 2024. Europe and MENA/APAC were behind the prior year comparative period EBITDA, being partly offset by improvement in the Americas EBITDA.

Notes: Prior year, LTM and FY24 results are prepared on a pro-forma basis and after FY24 audit adjustments.

BALANCE SHEET



Balance Sheet £'000	Inc. Tachart			
	Jun-24	Sep-24	Dec 24	Mar-25
Cash	8,504	6,613	8,525	8,444
Trade Receivables	38,215	36,601	38,184	38,787
Other Receivables	3,262	2,626	3,104	3,719
Inventory	48,952	50,686	58,157	61,422
Total Current Assets	98,933	96,526	107,969	112,371
Plant , Property and Equipment	9,549	9,923	13,425	13,503
Other non current assets	8,374	7,500	12,157	11,199
Total Assets	116,855	113,948	133,551	137,072
Trade Accounts Payable	(16,689)	(16,036)	(21,114)	(18,150)
VAT	1,504	1,039	1,417	1,272
Other Payables	(1,153)	(1,216)	(1,034)	(1,095)
Accrued Expenses	(14,427)	(13,649)	(13,501)	(14,681)
Income tax payable	16	(803)	381	(434)
Interest accrual	(337)	(344)	(328)	(439)
Total Current Liabilities	(31,086)	(31,010)	(34,179)	(33,527)
<u>Non Current Liabilities</u>				
Deferred tax Asset	5,187	4,883	3,407	3,260
Other Non Current Liabilities				
Total Non Current Assets / Liabilities	5,187	4,883	3,407	3,260
Total Liabilities	(25,900)	(26,126)	(30,772)	(30,268)
<u>Financial Debt</u>				
Term Loans	(36,881)	(34,003)	(34,908)	(32,796)
Revolver	(20,631)	(19,143)	(27,540)	(32,863)
Capitalised debt fees	586	538	489	440
Deferred consideration	0	0	0	0
Total Financial Debt	(56,925)	(52,608)	(61,959)	(65,219)
Net Assets (pre Subordinated shareholder loans)	34,031	35,214	40,820	41,585
Subordinated shareholder loans (shown as shareholder loans within equity in management accounts)	(16,596)	(16,928)	(17,032)	(17,384)
Net Assets (post Subordinated shareholder loans)	17,435	18,286	23,789	24,201

Consolidated Balance Sheet

- > The adjacent table presents the unaudited consolidated balance sheet on a post-acquisition basis.
- > Please note that certain balances reflect adjustments made through the 2024 statutory accounts process including tax and non-current assets. These adjustments have been made to December 2024 and March 2025 balance sheets.
- > The issued bond makes up c.£30.9m within the c.£32.8m of term loans in the balance sheet at 31 March 2025.

Notes: Subordinated shareholder loans are shown as shareholder loans within equity for management account purposes, are subordinated to the bond and are excluded from the debt figure for bond covenant calculation purposes. Financial Debt excludes bonds/guarantees.

CASH FLOW



	<u>Q1 2025</u>
	<u>£'000</u>
EBITDA	6,483
Movement in WC	(6,018)
FX on WC	(1,226)
Total	(7,244)
Capex	(893)
Operating Cash Flow (pre Exceptionals)	(1,654)
Exceptional Costs	(970)
Management Fees	(40)
Corporation Taxes	202
Operating Cash Flow	(2,462)
Net interest payments	(1,555)
Long term debt	4,465
Total Debt Service	2,910
Acquisitions (exc. debt drawdown)	0
FX/Other Movement	(528)
Net Cash Flow	(81)
Opening Cash	8,525
Net Cash Flow	(81)
Closing Cash	8,444

Consolidated Cash Flow

- > The adjacent table presents the consolidated cash flow of Whitworth Midco plc.
- > Operating cash flow before exceptional costs and tax was a c.£1.7m outflow for Q1 2025. Operating cash flow, after exceptional costs and tax, of c.£2.5m outflow in Q1 2025.
- > Exceptionals costs of c.£1.0m for Q1 2025 include c.£0.8m in respect of site moves.
- > Overall net cash outflow of c.£0.1m for Q1 2025. Long term debt inflow of c.£4.5m for Q1 2025 reflects the net drawdown on the group's existing ABL facility after scheduled term loan repayments.



THANK YOU

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