



**CEMBRE**

# INTERIM REPORT

2024 THIRD QUARTER

# Cembre S.p.A.

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Head Office: Via Serenissima 9, Brescia, Italy

Share Capital: EUR 8,840,000 (fully paid-up).

Registration no: 00541390175 (Commercial Register of Brescia)

**This document contains translations of the Interim Report drawn up in the Italian language**

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## Corporate Boards and Independent Auditors

### Board of Directors

|                       |                                |
|-----------------------|--------------------------------|
| Giovanni Rosani       | Chairman and Managing Director |
| Aldo Bottini Bongrani | Deputy Chairman                |
| Anna Maria Onofri     | Director                       |
| Sara Rosani           | Director                       |
| Felice Albertazzi     | Director                       |
| Franco Celli          | Director                       |
| Paola Carrara         | Independent Director           |
| Elisabetta Ceretti    | Independent Director           |

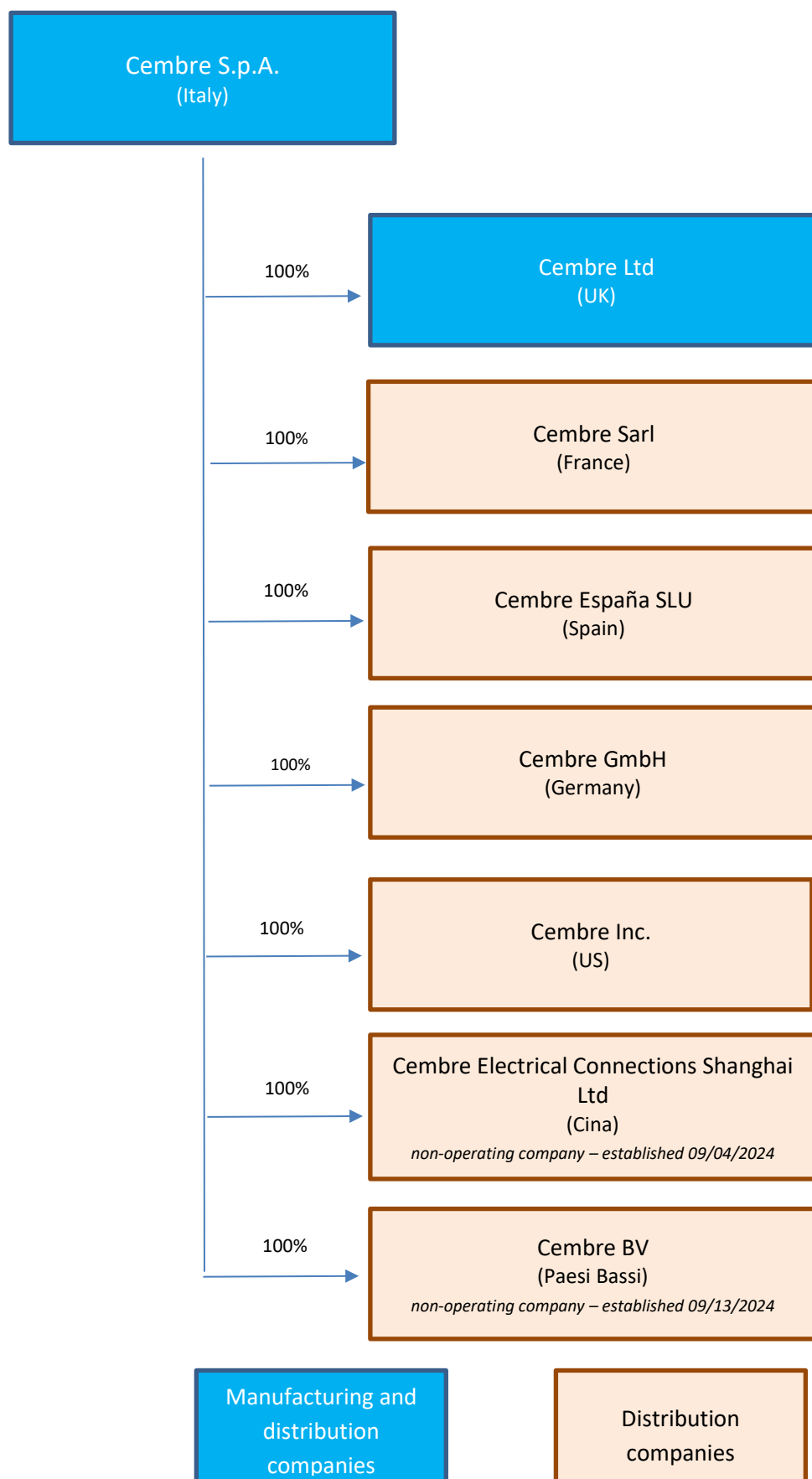
### Board of Statutory Auditors

|                        |                    |
|------------------------|--------------------|
| Stefano Colpani        | Chairman           |
| Riccardo Astori        | Auditor            |
| Rosanna Angela Pilenga | Auditor            |
| Maria Grazia Lizzini   | Substitute Auditor |
| Alessandra Biggi       | Substitute Auditor |

### Independent Auditors

EY S.p.A.

## Group Structure as at September 30, 2024



## Interim Report on Operations

Despite the unfavourable economic situation, the Cembre Group's operating performance in the first nine months of 2024 confirmed the positive results recorded at the end of the first half of the year, recording a 1.3% increase in turnover compared to the first nine months of 2023.

Consolidated sales by geographical area showed growth of 1.4% in the Italian market and amounted to €75.0 million; revenues in other European markets amounted to €76.0 million and declined by 2.1% compared to the first nine months of 2023; lastly, non-European sales amounted to €20.3 million, an increase of 16.7%. In the first nine months of 2024, 43.8% of Group sales were represented by Italy (as compared with 43.8% in the first nine months of 2023), 44.4% by the rest of Europe (46.0% in the first nine months of 2023), and 11.8% by the rest of the World (10.2% in the first nine months of 2023).

The summary table of consolidated sales by geographical area is reported below:

| (euro '000)       | First<br>nine<br>months<br>2024 | First<br>nine<br>months<br>2023 | Change      | First<br>nine<br>months<br>2022 | First<br>nine<br>months<br>2021 | First<br>nine<br>months<br>2020 | First<br>nine<br>months<br>2019 |
|-------------------|---------------------------------|---------------------------------|-------------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Italy             | 74,984                          | 73,977                          | 1.4%        | 64,410                          | 53,065                          | 38,961                          | 43,562                          |
| Rest of Europe    | 76,032                          | 77,687                          | -2.1%       | 69,371                          | 58,639                          | 46,852                          | 51,778                          |
| Rest of the World | 20,279                          | 17,384                          | 16.7%       | 15,197                          | 12,581                          | 12,842                          | 14,966                          |
| <b>Total</b>      | <b>171,295</b>                  | <b>169,048</b>                  | <b>1.3%</b> | <b>148,978</b>                  | <b>124,285</b>                  | <b>98,655</b>                   | <b>110,306</b>                  |

Sales and service revenues in the first nine months of 2024 are divided between the various companies net of intragroup sales:

| (euro '000)              | First<br>nine<br>months<br>2024 | First<br>nine<br>months<br>2023 | Change | First<br>nine<br>months<br>2022 | First<br>nine<br>months<br>2021 | First<br>nine<br>months<br>2020 | First<br>nine<br>months<br>2019 |
|--------------------------|---------------------------------|---------------------------------|--------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| Parent Company           | 92,469                          | 91,937                          | 0.6%   | 83,029                          | 68,764                          | 51,752                          | 57,616                          |
| Cembre Ltd. (UK)         | 21,738                          | 19,443                          | 11.8%  | 18,132                          | 16,443                          | 11,943                          | 14,594                          |
| Cembre S.a.r.l. (F)      | 11,462                          | 10,686                          | 7.3%   | 8,634                           | 8,393                           | 6,517                           | 8,036                           |
| Cembre España S.L.U. (E) | 17,077                          | 16,108                          | 6.0%   | 12,751                          | 9,554                           | 8,401                           | 8,960                           |

|                   |                |                |             |                |                |               |                |
|-------------------|----------------|----------------|-------------|----------------|----------------|---------------|----------------|
| Cembre GmbH (D)   | 17,507         | 19,626         | -10.8%      | 16,782         | 14,045         | 11,763        | 11,432         |
| Cembre Inc. (USA) | 11,042         | 11,248         | -1.8%       | 9,650          | 7,086          | 8,279         | 9,668          |
| <b>Total</b>      | <b>171,295</b> | <b>169,048</b> | <b>1.3%</b> | <b>148,978</b> | <b>124,285</b> | <b>98,655</b> | <b>110,306</b> |

In the first nine months of 2024, Group companies reported the following pre-consolidation sales revenues and results:

|                          | Sales revenues (pre-consolidation) |                        |        |                        |                        |                        |                        |
|--------------------------|------------------------------------|------------------------|--------|------------------------|------------------------|------------------------|------------------------|
| (euro '000)              | First nine months 2024             | First nine months 2023 | Change | First nine months 2022 | First nine months 2021 | First nine months 2020 | First nine months 2019 |
| Cembre S.p.A.            | 132,717                            | 132,452                | 0.2%   | 113,028                | 95,080                 | 72,198                 | 81,454                 |
| Cembre Ltd. (UK)         | 23,764                             | 21,339                 | 11.4%  | 19,830                 | 17,721                 | 12,911                 | 16,223                 |
| Cembre S.a.r.l. (F)      | 11,513                             | 10,767                 | 6.9%   | 8,870                  | 8,601                  | 6,647                  | 8,124                  |
| Cembre España S.L.U. (E) | 17,105                             | 16,143                 | 6.0%   | 12,760                 | 9,575                  | 8,405                  | 8,973                  |
| Cembre GmbH (D)          | 17,593                             | 19,823                 | -11.3% | 16,871                 | 14,123                 | 11,818                 | 11,514                 |
| Cembre Inc. (USA)        | 11,051                             | 11,340                 | -2.5%  | 9,699                  | 7,096                  | 8,321                  | 9,703                  |

|                          | Pre-tax result (pre-consolidation) |                        |         |                        |                        |                        |                        |
|--------------------------|------------------------------------|------------------------|---------|------------------------|------------------------|------------------------|------------------------|
| (euro '000)              | First nine months 2024             | First nine months 2023 | Change  | First nine months 2022 | First nine months 2021 | First nine months 2020 | First nine months 2019 |
| Cembre S.p.A.            | 34,917                             | 41,384                 | -15.6%  | 31,415                 | 25,841                 | 14,243                 | 21,187                 |
| Cembre Ltd. (UK)         | 1,975                              | 1,130                  | 74.8%   | 1,902                  | 2,009                  | 1,009                  | 1,951                  |
| Cembre S.a.r.l. (F)      | (105)                              | 599                    | -117.4% | 411                    | 35                     | 257                    | 718                    |
| Cembre España S.L.U. (E) | 2,393                              | 2,236                  | 7.0%    | 1,624                  | 750                    | 459                    | 604                    |
| Cembre GmbH (D)          | 830                                | 1,744                  | -52.4%  | 1,518                  | 1,058                  | 350                    | 784                    |
| Cembre Inc. (USA)        | 271                                | 157                    | 72.6%   | 495                    | 370                    | 472                    | 850                    |

For a more direct evaluation of the effect of foreign exchange translations, we include below sales figures and pre-tax result figures of the companies operating outside the euro area in the respective currency.

|                   | Currency | Sales revenues (pre-consolidation) |                        |        |                        |                        |                        |                        |
|-------------------|----------|------------------------------------|------------------------|--------|------------------------|------------------------|------------------------|------------------------|
| (euro '000)       |          | First nine months 2024             | First nine months 2023 | Change | First nine months 2022 | First nine months 2021 | First nine months 2020 | First nine months 2019 |
| Cembre Ltd. (UK)  | Gbp      | 20,231                             | 18,581                 | 8.9%   | 16,800                 | 15,305                 | 11,427                 | 14,332                 |
| Cembre Inc. (USA) | US\$     | 12,014                             | 12,284                 | -2.2%  | 10,318                 | 8,488                  | 9,361                  | 10,903                 |

|                   | Currency | Pre-tax result (pre-consolidation) |                                 |        |                                 |                                 |                                 |                                 |
|-------------------|----------|------------------------------------|---------------------------------|--------|---------------------------------|---------------------------------|---------------------------------|---------------------------------|
| (euro '000)       |          | First<br>nine<br>months<br>2024    | First<br>nine<br>months<br>2023 | Change | First<br>nine<br>months<br>2022 | First<br>nine<br>months<br>2021 | First<br>nine<br>months<br>2020 | First<br>nine<br>months<br>2019 |
| Cembre Ltd. (UK)  | Gbp      | 1,682                              | 984                             | 70.9%  | 1,611                           | 1,735                           | 893                             | 1,724                           |
| Cembre Inc. (USA) | US\$     | 294                                | 170                             | 72.9%  | 526                             | 443                             | 531                             | 955                             |

To provide a better understanding of the Company's financial performance for the first nine months of 2024, a Comparative Consolidated Income Statement for the same period and the corresponding period in 2023 showing percentage changes is enclosed as Attachment 1.

Consolidated gross operating profit for the first nine months of 2024 amounted to €49,474 thousand, corresponding to a 28.9% margin on sales, down 6.1% on €52,691 thousand reported in the first nine months of 2023 (31.2% of sales). This decrease was mainly due to the increase in the ratio of personnel costs to revenues from 24.7% to 26.8%. This higher incidence is the result of both the contractual increases applied during the period and the increase in the average number of Group employees from 865 in the first nine months of 2023 to 895 in the first nine months of 2024. It is estimated that this incidence will tend to decrease in the future as a result of a higher increase in sales revenues. Consolidated operating profit for the first nine months of 2024 amounted to €39,551 thousand, corresponding to a 23.1% margin on sales, down 8.6% on €43,263 thousand reported in the first nine months of 2023 (25.6% of sales).

Consolidated profit before taxes for the first nine months of 2024 amounted to €39,449 thousand, representing a 23.0% margin on sales, down 8.6% on the profit before taxes reported in the first nine months of 2023, amounting to €43,147 thousand and corresponding to a 25.5% margin on sales.



Consolidated net profit for the period fell by 9.3% compared to 2023 from €32,103 thousand, representing 19.0% of sales, to €29,131 thousand, representing 17.0% of sales.

The net financial position as at September 30, 2024 is composed as follows:

|          | (euro '000)                                     | 09/30/2024      | 12/31/2023     | 09/30/2023     |
|----------|-------------------------------------------------|-----------------|----------------|----------------|
| A        | Cash                                            | 10              | 5              | 9              |
| B        | Bank deposits                                   | 16,451          | 20,877         | 14,319         |
| C        | Other financial assets                          | -               | 4,000          | 2,000          |
| <b>D</b> | <b>Cash and cash equivalents (A+B+C)</b>        | <b>16,461</b>   | <b>24,882</b>  | <b>16,328</b>  |
| E        | Current bank payables                           | (8,903)         | (128)          | (17)           |
| F        | Current financial leasing liabilities           | (2,155)         | (1,840)        | (1,861)        |
| <b>G</b> | <b>Current financial indebtedness (D+E+F)</b>   | <b>(11,058)</b> | <b>(1,968)</b> | <b>(1,878)</b> |
| <b>H</b> | <b>Current net financial position (D+G)</b>     | <b>5,403</b>    | <b>22,914</b>  | <b>14,450</b>  |
| I        | Non-current bank payables                       | (3,063)         | -              | -              |
| J        | Non-current financial leasing liabilities       | (4,867)         | (4,693)        | (5,127)        |
| <b>K</b> | <b>Non-current financial indebtedness (I+J)</b> | <b>(7,930)</b>  | <b>(4,693)</b> | <b>(5,127)</b> |
| <b>L</b> | <b>Net financial position (H+K)</b>             | <b>(2,527)</b>  | <b>18,221</b>  | <b>9,323</b>   |

The net financial position as at September 30, 2024, amounting to a negative €2.5 million, was down compared to December 31, 2023, when it amounted to a positive value of €18.2 million, also as a result of the payment of dividends of €30.2 million by the Parent Company and capital expenditure in fixed assets of €22.3 million. The net financial position at September 30, 2023 was a positive €9.3 million.

Capital expenditure by the Group in the first nine months of the year with regard to fixed assets, gross of amortization and depreciation, is broken down as follows:

| (euro '000)                                    | First nine months 2024 | First nine months 2023 | Change        |
|------------------------------------------------|------------------------|------------------------|---------------|
| Capital expenditure on intangible fixed assets | 1,014                  | 918                    | 96            |
| Capital expenditure on tangible fixed assets   | 21,239                 | 9,989                  | 11,250        |
| <b>Total</b>                                   | <b>22,253</b>          | <b>10,907</b>          | <b>11,346</b> |

The increase in investments in tangible fixed assets was mainly due to the construction of two industrial buildings at Cembre S.p.A.'s headquarters, totalling 15,000 m<sup>2</sup>, and advances paid to suppliers for the purchase of plant and machinery.

### **Subsequent events**

No event having significant effects on the Group's financial position or operating performance occurred after the close of the first nine months of the year.

### **Outlook**

In consideration of the uncertainty of the current economic situation, with persistent geopolitical tensions, making forecasts is extremely difficult. In spite of this, given the positive performance in the first nine months of the year, the Cembre Group is expected to close the year 2024 with growth in consolidated turnover and a positive consolidated economic result.

## Attachment 1 to the Report on Operations

### Comparative Consolidated Income Statement

|                                               | First nine<br>months<br>2024 | %             | First nine<br>months<br>2023 | %             | Change       | 3rd Qtr.<br>2024 | %             | 3rd Qtr.<br>2023 | %             | Change       |
|-----------------------------------------------|------------------------------|---------------|------------------------------|---------------|--------------|------------------|---------------|------------------|---------------|--------------|
| <i>(euro '000)</i>                            |                              |               |                              |               |              |                  |               |                  |               |              |
| Revenues from sales and services provided     | 171,295                      | 100.0%        | 169,048                      | 100.0%        | 1.3%         | 51,782           | 100.0%        | 51,406           | 100.0%        | 0.7%         |
| Other revenues and income                     | 1,340                        |               | 635                          |               | 111.0%       | 683              |               | 175              |               | 290.3%       |
| <b>Total Revenues and Income</b>              | <b>172,635</b>               |               | <b>169,683</b>               |               | <b>1.7%</b>  | <b>52,465</b>    |               | <b>51,581</b>    |               | <b>1.7%</b>  |
| Cost of goods and merchandise                 | (61,362)                     | -35.8%        | (55,231)                     | -32.7%        | 11.1%        | (18,801)         | -36.3%        | (17,780)         | -34.6%        | 5.7%         |
| Change in inventories                         | 6,610                        | 3.9%          | 1,558                        | 0.9%          | n.a.         | 2,874            | 5.6%          | 320              | 0.6%          | n.a.         |
| <b>Cost of sales</b>                          | <b>(54,752)</b>              | <b>-32.0%</b> | <b>(53,673)</b>              | <b>-31.8%</b> | <b>2.0%</b>  | <b>(15,927)</b>  | <b>-30.8%</b> | <b>(17,460)</b>  | <b>-34.0%</b> | <b>-8.8%</b> |
| Cost for services                             | (21,395)                     | -12.5%        | (20,860)                     | -12.3%        | 2.6%         | (6,936)          | -13.4%        | (6,477)          | -12.6%        | 7.1%         |
| Lease and rental costs                        | (381)                        | -0.2%         | (254)                        | -0.2%         | 50.0%        | (153)            | -0.3%         | (99)             | -0.2%         | 54.5%        |
| Personnel costs                               | (45,957)                     | -26.8%        | (41,832)                     | -24.7%        | 9.9%         | (14,713)         | -28.4%        | (13,378)         | -26.0%        | 10.0%        |
| Other operating costs                         | (1,334)                      | -0.8%         | (1,288)                      | -0.8%         | 3.6%         | (401)            | -0.8%         | (364)            | -0.7%         | 10.2%        |
| Increases in fixed assets for internal work   | 798                          | 0.5%          | 1,155                        | 0.7%          | -30.9%       | 209              | 0.4%          | 304              | 0.6%          | -31.3%       |
| Write-down of receivables                     | (64)                         | 0.0%          | (216)                        | -0.1%         | -70.4%       | 71               | 0.1%          | (59)             | -0.1%         | n.a.         |
| Accruals to provisions for risks and charges  | (76)                         | 0.0%          | (24)                         | 0.0%          | 216.7%       | 7                | 0.0%          | (6)              | 0.0%          | n.a.         |
| <b>Gross operating profit</b>                 | <b>49,474</b>                | <b>28.9%</b>  | <b>52,691</b>                | <b>31.2%</b>  | <b>-6.1%</b> | <b>14,622</b>    | <b>28.2%</b>  | <b>14,042</b>    | <b>27.3%</b>  | <b>4.1%</b>  |
| Depreciation of property, plant and equipment | (7,439)                      | -4.3%         | (7,055)                      | -4.2%         | 5.4%         | (2,529)          | -4.9%         | (2,397)          | -4.7%         | 5.5%         |
| Amortisation of intangible fixed assets       | (850)                        | -0.5%         | (793)                        | -0.5%         | 7.2%         | (287)            | -0.6%         | (275)            | -0.5%         | 4.4%         |
| Depreciation of lease assets                  | (1,634)                      | -1.0%         | (1,580)                      | -0.9%         | 3.4%         | (606)            | -1.2%         | (535)            | -1.0%         | 13.3%        |
| <b>Operating profit</b>                       | <b>39,551</b>                | <b>23.1%</b>  | <b>43,263</b>                | <b>25.6%</b>  | <b>-8.6%</b> | <b>11,200</b>    | <b>21.6%</b>  | <b>10,835</b>    | <b>21.1%</b>  | <b>3.4%</b>  |
| Financial income                              | 269                          | 0.2%          | 142                          | 0.1%          | 89.4%        | 35               | 0.1%          | 36               | 0.1%          | -2.8%        |
| Financial charges                             | (393)                        | -0.2%         | (237)                        | -0.1%         | 65.8%        | (219)            | -0.4%         | (104)            | -0.2%         | 110.6%       |
| Foreign exchange gains (losses)               | 22                           | 0.0%          | (21)                         | 0.0%          | n.a.         | (118)            | -0.2%         | (70)             | -0.1%         | 68.6%        |
| <b>Pre-tax result</b>                         | <b>39,449</b>                | <b>23.0%</b>  | <b>43,147</b>                | <b>25.5%</b>  | <b>-8.6%</b> | <b>10,898</b>    | <b>21.0%</b>  | <b>10,697</b>    | <b>20.8%</b>  | <b>1.9%</b>  |
| Income taxes                                  | (10,318)                     | -6.0%         | (11,044)                     | -6.5%         | -6.6%        | (2,590)          | -5.0%         | (2,474)          | -4.8%         | 4.7%         |
| <b>Net profit for the period</b>              | <b>29,131</b>                | <b>17.0%</b>  | <b>32,103</b>                | <b>19.0%</b>  | <b>-9.3%</b> | <b>8,308</b>     | <b>16.0%</b>  | <b>8,223</b>     | <b>16.0%</b>  | <b>1.0%</b>  |

## Consolidated Financial Statements at September 30, 2024

### Consolidated Statement of Comprehensive Income

|                                                                                                         | First nine months<br>2024 | First nine months<br>2023 |
|---------------------------------------------------------------------------------------------------------|---------------------------|---------------------------|
| (euro '000)                                                                                             |                           |                           |
| Revenue from contracts with customers                                                                   | 171,295                   | 169,048                   |
| Other revenues                                                                                          | 1,340                     | 635                       |
| <b>Total Revenues</b>                                                                                   | <b>172,635</b>            | <b>169,683</b>            |
| Cost of goods and merchandise                                                                           | (61,362)                  | (55,231)                  |
| Change in inventories                                                                                   | 6,610                     | 1,558                     |
| Cost for services received                                                                              | (21,395)                  | (20,860)                  |
| Lease and rental costs                                                                                  | (381)                     | (254)                     |
| Personnel costs                                                                                         | (45,957)                  | (41,832)                  |
| Other operating costs                                                                                   | (1,334)                   | (1,288)                   |
| Increases in assets due to internal construction                                                        | 798                       | 1,155                     |
| Write-down of receivables                                                                               | (64)                      | (216)                     |
| Accruals to provisions for risks and charges                                                            | (76)                      | (24)                      |
| <b>Gross operating profit</b>                                                                           | <b>49,474</b>             | <b>52,691</b>             |
| Property, plant and equipment depreciation                                                              | (7,439)                   | (7,055)                   |
| Intangible asset amortization                                                                           | (850)                     | (793)                     |
| Depreciation of right of use assets                                                                     | (1,634)                   | (1,580)                   |
| <b>Operating profit</b>                                                                                 | <b>39,551</b>             | <b>43,263</b>             |
| Financial income                                                                                        | 269                       | 142                       |
| Financial charges                                                                                       | (393)                     | (237)                     |
| Foreign exchange gains (losses)                                                                         | 22                        | (21)                      |
| <b>Pre-tax result</b>                                                                                   | <b>39,449</b>             | <b>43,147</b>             |
| Income taxes                                                                                            | (10,318)                  | (11,044)                  |
| <b>Net profit for the period</b>                                                                        | <b>29,131</b>             | <b>32,103</b>             |
| <b>Items of the other comprehensive income that will be reclassified subsequently to profit or loss</b> |                           |                           |
| Conversion difference reserves                                                                          | 614                       | 491                       |
| <b>Comprehensive income</b>                                                                             | <b>29,745</b>             | <b>32,594</b>             |

## Consolidated Statement of Financial Position – Assets

| ASSETS                                      | 09.30.2024     | 12.31.2023     |
|---------------------------------------------|----------------|----------------|
| (euro '000)                                 |                |                |
| <b>NON-CURRENT ASSETS</b>                   |                |                |
| Property, plant and equipment               | 104,225        | 90,252         |
| Investment property                         | 699            | 729            |
| Intangible fixed assets                     | 4,877          | 4,712          |
| Goodwill                                    | 4,608          | 4,608          |
| Right of use assets                         | 6,812          | 6,422          |
| Other investments                           | 5              | 5              |
| Other non-current assets                    | 206            | 78             |
| Deferred tax assets                         | 3,591          | 3,446          |
| <b>TOTAL NON-CURRENT ASSETS</b>             | <b>125,023</b> | <b>110,252</b> |
| <b>CURRENT ASSETS</b>                       |                |                |
| Inventories                                 | 76,482         | 68,743         |
| Trade receivables                           | 43,820         | 42,493         |
| Other financial assets                      | -              | 4,000          |
| Tax receivables                             | 1,208          | 1,583          |
| Other receivables                           | 1,264          | 1,250          |
| Cash and cash equivalents                   | 16,461         | 20,882         |
| <b>TOTAL CURRENT ASSETS</b>                 | <b>139,235</b> | <b>138,951</b> |
|                                             |                |                |
| <b>NON-CURRENT ASSETS HELD FOR DISPOSAL</b> | <b>-</b>       | <b>-</b>       |
|                                             |                |                |
| <b>TOTAL ASSETS</b>                         | <b>264,258</b> | <b>249,203</b> |

## Consolidated Statement of Financial Position – Liabilities and Shareholders' Equity

| LIABILITIES AND SHAREHOLDERS' EQUITY                        | 09.30.2024     | 12.31.2023     |
|-------------------------------------------------------------|----------------|----------------|
| (euro '000)                                                 |                |                |
| <b>SHAREHOLDERS' EQUITY</b>                                 |                |                |
| Share capital                                               | 8,840          | 8,840          |
| Reserves                                                    | 167,308        | 156,051        |
| Net profit for the period                                   | 29,131         | 40,828         |
| <b>TOTAL SHAREHOLDERS' EQUITY</b>                           | <b>205,279</b> | <b>205,719</b> |
| <b>NON-CURRENT LIABILITIES</b>                              |                |                |
| Non-current financial liabilities                           | 7,930          | 4,693          |
| Employee Termination Indemnity and other personnel benefits | 1,681          | 1,751          |
| Provisions for risks and charges                            | 251            | 691            |
| Deferred tax liabilities                                    | 3,578          | 3,570          |
| <b>TOTAL NON-CURRENT LIABILITIES</b>                        | <b>13,440</b>  | <b>10,705</b>  |
| <b>CURRENT LIABILITIES</b>                                  |                |                |
| Current financial liabilities                               | 11,058         | 1,968          |
| Trade payables                                              | 15,803         | 14,829         |
| Tax payables                                                | 5,020          | 4,193          |
| Other payables                                              | 13,658         | 11,789         |
| <b>TOTAL CURRENT LIABILITIES</b>                            | <b>45,539</b>  | <b>32,779</b>  |
|                                                             |                |                |
| <b>LIABILITIES ON ASSETS HELD FOR DISPOSAL</b>              | <b>-</b>       | <b>-</b>       |
|                                                             |                |                |
| <b>TOTAL LIABILITIES</b>                                    | <b>58,979</b>  | <b>43,484</b>  |
|                                                             |                |                |
| <b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>           | <b>264,258</b> | <b>249,203</b> |

## Consolidated Cash Flow Statement

|                                                                                 | First nine months<br>2024 | First nine months<br>2023 |
|---------------------------------------------------------------------------------|---------------------------|---------------------------|
| (euro '000)                                                                     |                           |                           |
| <b>A) CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD</b>              | <b>20,882</b>             | <b>15,028</b>             |
| <b>B) CASH FLOW FROM OPERATING ACTIVITIES</b>                                   |                           |                           |
| Net profit for the period                                                       | 29,131                    | 32,103                    |
| Income taxes                                                                    | 10,318                    | 11,044                    |
| Financial charges/(Financial profits)                                           | 124                       | 95                        |
| (Gains)/Losses on disposal of assets                                            | (13)                      | (50)                      |
| Amortisation/depreciation and write-downs                                       | 9,922                     | 9,428                     |
| Net change in Employee Termination Indemnity                                    | (70)                      | 101                       |
| Net change in provisions for risks and charges                                  | (440)                     | 71                        |
| Valuation of stock option plan - IFRS2                                          | 50                        | 84                        |
| <b>Operating profit (loss) before changes in working capital</b>                | <b>49,022</b>             | <b>52,876</b>             |
| (Increase) Decrease in trade receivables                                        | (1,327)                   | (11,223)                  |
| (Increase) Decrease in inventories                                              | (7,739)                   | (1,362)                   |
| Increase (Decrease) in trade payables                                           | 974                       | (6,136)                   |
| <b>(Increase) Decrease in working capital</b>                                   | <b>(8,092)</b>            | <b>(18,721)</b>           |
| Other changes                                                                   | 1,756                     | 3,453                     |
| Interest received/(Interest paid)                                               | (124)                     | (95)                      |
| (Income taxes paid)                                                             | (9,147)                   | (5,606)                   |
| <b>NET CASH FLOW (USED IN)/FROM OPERATING ACTIVITIES</b>                        | <b>33,415</b>             | <b>31,907</b>             |
| <b>C) CASH FLOW FROM INVESTING ACTIVITIES</b>                                   |                           |                           |
| Investment in fixed assets:                                                     |                           |                           |
| - intangible                                                                    | (1,014)                   | (918)                     |
| - tangible                                                                      | (21,239)                  | (9,989)                   |
| - financial                                                                     | (128)                     | -                         |
| Proceeds from disposal of tangible, intangible, available-for-sale fixed assets |                           |                           |
| - tangible                                                                      | 77                        | 148                       |
| - financial                                                                     | -                         | 1                         |
| <b>NET CASH FLOW (USED IN)/FROM INVESTING ACTIVITIES</b>                        | <b>(22,304)</b>           | <b>(10,758)</b>           |
| <b>D) CASH FLOW FROM FINANCING ACTIVITIES</b>                                   |                           |                           |
| (Increase) Decrease in other financial assets                                   | 4,000                     | 13,000                    |
| (Increase) Decrease in bank payables                                            | 11,838                    | (10,342)                  |
| Repayment of leasing liabilities                                                | (1,542)                   | (1,527)                   |
| Change in reserves                                                              | -                         | (175)                     |
| Sale (purchase) of own shares                                                   | -                         | 325                       |
| Distribution of dividends                                                       | (30,235)                  | (23,495)                  |
| <b>NET CASH FLOW (USED IN)/FROM FINANCING ACTIVITIES</b>                        | <b>(15,939)</b>           | <b>(22,214)</b>           |
| <b>E) INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (B+C+D)</b>              | <b>(4,828)</b>            | <b>(1,065)</b>            |
| F) Foreign exchange conversion differences                                      | 407                       | 365                       |
| <b>G) CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+E+F)</b>            | <b>16,461</b>             | <b>14,328</b>             |
| Of which: assets held for disposal                                              | -                         | -                         |
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b>                       | <b>16,461</b>             | <b>14,328</b>             |

(continued)

*(continued from previous page)*

|                                                           |                |               |
|-----------------------------------------------------------|----------------|---------------|
| <b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b> | <b>16,461</b>  | <b>14,328</b> |
| Other financial assets                                    | -              | 2,000         |
| Current financial liabilities                             | (11,058)       | (1,878)       |
| Non-current financial liabilities                         | (7,930)        | (5,127)       |
| <b>NET CONSOLIDATED FINANCIAL POSITION</b>                | <b>(2,527)</b> | <b>9,323</b>  |

|                                                                        |               |               |
|------------------------------------------------------------------------|---------------|---------------|
| <b>BREAKDOWN OF CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD</b> |               |               |
| Cash                                                                   | 10            | 9             |
| Bank deposits                                                          | 16,451        | 14,319        |
|                                                                        | <b>16,461</b> | <b>14,328</b> |



## Statement of Changes in the Consolidated Shareholders' Equity

| (euro '000)                                     | Balance at December 31, 2023 | Allocation of profits to reserves | Allocation of profits - dividends | Valuation of stock option plan - IFRS2 | Assignment of shares under stock option plan | Comprehensive Income for the period | Balance at September 30, 2024 |
|-------------------------------------------------|------------------------------|-----------------------------------|-----------------------------------|----------------------------------------|----------------------------------------------|-------------------------------------|-------------------------------|
| Share capital                                   | 8,840                        |                                   |                                   |                                        |                                              |                                     | 8,840                         |
| Share premium reserve                           | 12,245                       |                                   |                                   |                                        |                                              |                                     | 12,245                        |
| Legal reserve                                   | 1,768                        |                                   |                                   |                                        |                                              |                                     | 1,768                         |
| Reserve for Treasury Shares                     | (3,844)                      |                                   |                                   |                                        |                                              |                                     | (3,844)                       |
| Suspended-tax reserves                          | 585                          |                                   |                                   |                                        |                                              |                                     | 585                           |
| Other suspended-tax reserves                    | 68                           |                                   |                                   |                                        |                                              |                                     | 68                            |
| Other reserves                                  | 30,526                       | 1,199                             |                                   |                                        |                                              |                                     | 31,725                        |
| Conversion differences                          | (1,400)                      |                                   |                                   |                                        |                                              | 614                                 | (786)                         |
| Extraordinary reserve                           | 107,358                      | 9,394                             |                                   | 6                                      |                                              |                                     | 116,758                       |
| First time application of IAS/IFRS reserve      | 3,715                        |                                   |                                   |                                        |                                              |                                     | 3,715                         |
| Discounting of employee termination indemnities | 347                          |                                   |                                   |                                        |                                              |                                     | 347                           |
| Merger differences                              | 4,397                        |                                   |                                   |                                        |                                              |                                     | 4,397                         |
| Stock options reserve                           | 286                          |                                   |                                   | 44                                     |                                              |                                     | 330                           |
| Net profit                                      | 40,828                       | (10,593)                          | (30,235)                          |                                        |                                              | 29,131                              | 29,131                        |
| <b>Total Shareholders' Equity</b>               | <b>205,719</b>               | <b>-</b>                          | <b>(30,235)</b>                   | <b>50</b>                              |                                              | <b>29,745</b>                       | <b>205,279</b>                |

| (euro '000)                                     | Balance at December 31, 2022 | Allocation of profits to reserves | Allocation of profits - dividends | Valuation of stock option plan - IFRS2 | Assignment of shares under stock option plan | Comprehensive Income for the period | Balance at September 30, 2023 |
|-------------------------------------------------|------------------------------|-----------------------------------|-----------------------------------|----------------------------------------|----------------------------------------------|-------------------------------------|-------------------------------|
| Share capital                                   | 8,840                        |                                   |                                   |                                        |                                              |                                     | 8,840                         |
| Share premium reserve                           | 12,245                       |                                   |                                   |                                        |                                              |                                     | 12,245                        |
| Legal reserve                                   | 1,768                        |                                   |                                   |                                        |                                              |                                     | 1,768                         |
| Reserve for Treasury Shares                     | (4,129)                      |                                   |                                   |                                        | 325                                          |                                     | (3,804)                       |
| Suspended-tax reserves                          | 585                          |                                   |                                   |                                        |                                              |                                     | 585                           |
| Other suspended-tax reserves                    | 68                           |                                   |                                   |                                        |                                              |                                     | 68                            |
| Other reserves                                  | 27,726                       | 2,802                             |                                   |                                        |                                              |                                     | 30,528                        |
| Conversion differences                          | (1,440)                      |                                   |                                   |                                        |                                              | 491                                 | (949)                         |
| Extraordinary reserve                           | 101,722                      | 5,621                             |                                   | (24)                                   | (3)                                          |                                     | 107,316                       |
| First time application of IAS/IFRS reserve      | 3,715                        |                                   |                                   |                                        |                                              |                                     | 3,715                         |
| Discounting of employee termination indemnities | 347                          |                                   |                                   |                                        |                                              |                                     | 347                           |
| Merger differences                              | 4,397                        |                                   |                                   |                                        |                                              |                                     | 4,397                         |
| Stock options reserve                           | 333                          |                                   |                                   | 108                                    | (172)                                        |                                     | 269                           |
| Net profit                                      | 31,918                       | (8,423)                           | (23,495)                          |                                        |                                              | 32,103                              | 32,103                        |
| <b>Total Shareholders' Equity</b>               | <b>188,095</b>               | <b>-</b>                          | <b>(23,495)</b>                   | <b>84</b>                              | <b>150</b>                                   | <b>32,594</b>                       | <b>197,428</b>                |

## Notes to the accounts

### Accounting principles, form and content of the Financial Statements, estimates

The Interim Report on Operations of the Cembre Group at September 30, 2024 was prepared in compliance with article 2.2.3, paragraph 3 of the “Rules for Markets organised and managed by Borsa Italiana S.p.A.” and aims to provide a general description of the financial position and the economic performance of the Company and its subsidiaries in the period, in addition to reporting important events occurred and operations carried out and their effect on the financial position of the Company and its subsidiaries.

All the information required by IAS 34 is not provided in this document.

The consolidation principles and measurement criteria adopted conform to the international accounting standards (IAS/IFRS) and are consistent with those adopted to draft the financial statements of the Group for the year ended as at December 31, 2023.

The Group’s financial statements include those as at September 30, 2024 of Cembre S.p.A. (Parent Company) and the following companies:

|                              | Share owned by the<br>Group as at September<br>30, 2024 | Share owned by the<br>Group as at September<br>30, 2023 |
|------------------------------|---------------------------------------------------------|---------------------------------------------------------|
| Cembre Ltd. (UK)             | 100%                                                    | 100%                                                    |
| Cembre S.a.r.l. (France)     | 100%                                                    | 100%                                                    |
| Cembre España S.L.U. (Spain) | 100%                                                    | 100%                                                    |
| Cembre GmbH (Germany)        | 100%                                                    | 100%                                                    |
| Cembre Inc. (USA)            | 100%                                                    | 100%                                                    |

The Parent Company has control of the above companies pursuant to Article 2359 of the Italian Civil Code.

On September 4, 2024, Cembre Electrical Connections Shanghai Ltd (share capital of 1 million euros) was established and on September 13, 2024 Cembre B.V. (share

capital of 300,000 euro) was established (based in Eindhoven in the Netherlands). It is specified that at the date of this report the share capital of both the aforementioned newly established companies has not yet been paid. Both of these companies are wholly-owned subsidiaries of Cembre S.p.A. and were not operating as at September 30, 2024.

The criteria used in the preparation of the financial statements were applied consistently within the Group. Where necessary, financial data were adjusted and reclassified. In compliance with IAS 1, in the financial statements costs were classified by nature.

Amounts are expressed in thousands of Euro.

The Interim Report was prepared according to the “separation of periods method”, based on which the reference period is considered an autonomous financial year. The income statement for the quarter thus reflects the income components relating to the period based on the accrual method.

Bonuses recognised to customers at the end of the period were estimated based on past sales and their expected future performance.

### **Translation of financial statements expressed in currencies other than the euro**

The functional and reporting currency of the Group is the euro.

Exchange rates applied in the translation of financial statements of subsidiaries are shown in the table below (expressed in currency/€).

| Currency      | Exchange rate at September 30, 2024 | Average exchange rate 2024 |
|---------------|-------------------------------------|----------------------------|
| British pound | 0.8354                              | 0.8514                     |
| US Dollar     | 1.1196                              | 1.0871                     |

Brescia, November 14, 2024

**FOR THE BOARD OF DIRECTORS  
OF THE PARENT COMPANY CEMBRE S.P.A.**  
The Chairman and Managing Director

Giovanni Rosani

## **DECLARATION**

pursuant to art 154-bis, Paragraph 2 of Legislative Decree 58 dated Feb. 24, 1998 "Consolidated Law on financial intermediation regulations" and subsequent integrations and updates

Re: 2024 Third Quarter Interim Report

The undersigned,

Claudio Bornati, Manager responsible for preparing the Cembre S.p.A. financial reports

## **DECLARES**

pursuant to Paragraph 2 of Article 154-bis of the Consolidated Law on Finance, that the financial disclosure contained in the 2024 third Quarter Interim Report corresponds to the document results, books and accounting records.

Brescia, November 14, 2024

Signed by: Claudio Bornati  
Manager in charge of drafting  
the accounts of Cembre S.p.A.



**CEMBRE SpA**

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