

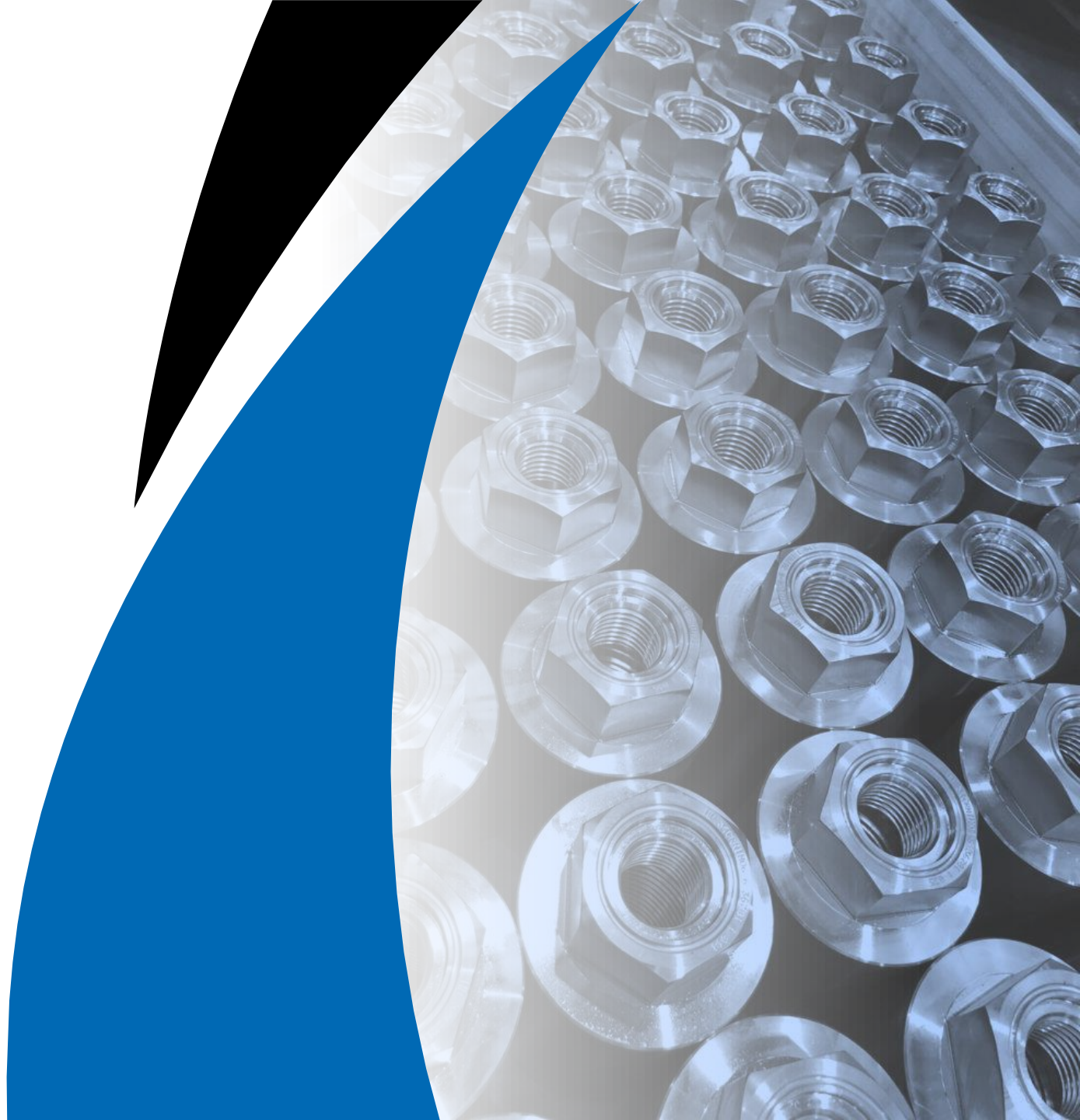


Q2 2025 UNAUDITED FINANCIAL REPORT

**USD 40m Senior secured
bond issue**

29 August, 2025

www.whitworthmidco.com



SUMMARY



- > Whitworth Midco plc acquired the LoneStar Group on the 8 March 2023. Financial information for Q2 2025 and the financial position at 30 June 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.
- > **Trading**
 - Q2 2025 revenue of c.£53.2m, an increase of c£0.2m/c.0.4% on Q2 2024, at a gross margin of c.31.4% (Q2 2024 gross margin of c.32.9%), with the revenue increase vs Q2 2024 driven by the Americas and MENA/APAC regions, largely offset by a decrease in Europe.
 - Q2 2025 EBITDA of c.£6.7m was down c.£1.4m/c.17.3% on Q2 2024. Europe was behind the prior year comparative period EBITDA, being partly offset by improvement in MENA/APAC and Americas EBITDA.
 - Reported LTM sales and EBITDA on a pro forma basis of c.£210.5m and c.£28.6m. Excluding Tachart group sales and EBITDA of c.£206.0m and c.£28.0m respectively.
 - The business has seen some IT-related disruption over the summer months with the operational impact now limited.

> **Order intake and order book**

- The group order book at 30 June 2025 was c.£45.8m down from c.£46.7m at 31 March 2025. Order intake in Q2 2025 at c.£52.4m, with order intake excluding Tachart at c.£51.0m, c.4.2% down on Q2 2024 order intake excluding Tachart of c.£53.2m. LTM order intake of c.£198.6m on an excluding Tachart basis as at 30 June 2025.

> **Balance sheet**

- Net assets (pre-subordinated shareholder loans) at 30 June 2025 amounted to c.£42.9m. Net assets after subordinated shareholder loans at 30 June 2025 was c.£25.2m.
- As at 30 June 2025, the Group recorded a cash balance of c.£6.7m with financial debt consisting of term loan, revolver and bond of c.£61.6m (including c.£29.2m relating to the bond).

> **Cash flow**

- Q2 2025 cash flow reflects operating cash flow (OCF) inflow pre-exceptionals of c.£3.6m in Q2 2025, after c.£0.5m of capital expenditure.
- Overall net cash outflow of c.£1.7m for Q2 2025 after long term debt outflow of c.£1.9m for Q2 2025 reflecting the net sweep up to the group's existing ABL facility after scheduled term loan repayments.

> **Covenant**

- Leverage Ratio at 30 June 2025 of c.2.1x with Consolidated Net Debt of c.£55.0m and adjusted LTM EBITDA for covenant purposes (after adjusting for excess exceptionals) of c.£26.0m.

Disclaimer

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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.£0.2m of cash collateral held as security for covenant purposes. On a balance sheet basis net debt (excluding subordinated shareholder loans) was c.£54.9m as at 30 June 2025.

Summary P&L		Q2 2025		
		Actual £'000	Prior Year £'000 Var	
Net Revenue		53,245	53,054	0.4%
Cost of sales		(36,523)	(35,597)	2.6%
	% of Net revenue	68.6%	67.1%	1.5%
Gross Profit		16,722	17,457	-4.2%
Gross Margin		31.4%	32.9%	-1.5%
Operating Expenses		(10,739)	(9,960)	7.8%
	% of Net revenue	20.2%	18.8%	1.4%
Add: depreciation		712	598	19.1%
EBITDA		6,695	8,095	-17.3%
	% Net Margin	12.6%	15.3%	-2.7%
Depreciation		(712)	(598)	
EBITA		5,983	7,497	-20.2%
Loan Amortisation		(49)		
Goodwill Amortisation		(958)		
FX gain / (loss)		888		
Management Fees		(7)		
Exceptional Costs		(1,311)		
Net Interest		(1,613)		
Corporation Taxes		(256)		
Net Income		2,678		
	% of Net revenue	5.0%		
Interest on shareholders loan notes		(356)		
Net Income		2,321		
	% of Net revenue	4.4%		

YTD 2025		
Actual	Prior Year	
£'000	£'000	Var
107,667	103,799	3.7%
(74,145)	(69,317)	7.0%
68.9%	66.8%	2.1%
33,522	34,483	-2.8%
31.1%	33.2%	-2.1%
(21,767)	(20,221)	7.6%
20.2%	19.5%	0.7%
1,423	1,170	21.6%
13,178	15,432	-14.6%
12.2%	14.9%	-2.6%
(1,423)	(1,170)	
11,755	14,262	-17.6%
(98)		
(1,916)		
1,018		
(47)		
(2,279)		
(3,279)		
(873)		
4,282		
4.0%		
(709)		
3,573		
3.3%		

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- > 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.
- > Q2 2025 revenue of c.£53.2m, an increase of c£0.2m/c.0.4% on Q2 2024 driven by the Americas and MENA/APAC regions, largely offset by a decrease in Europe.
- > Gross profit margin was c.31.4% in Q2 2025, down from c.32.9% in Q2 2024, primarily driven by a decrease in gross margin %age in Europe.
- > Q2 2025 EBITDA of c.£6.7m was down c.£1.4m/c.17.3% on Q2 2024. Europe was behind the prior year comparative period EBITDA, being partly offset by improvement in MENA/APAC and 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	Sep-24	Inc. Tachart		
		Dec 24	Mar-25	Jun-25
Cash	6,613	8,525	8,444	6,746
Trade Receivables	36,601	38,184	38,787	38,144
Other Receivables	2,626	3,104	3,719	4,229
Inventory	50,686	58,157	61,422	63,643
Total Current Assets	96,526	107,969	112,371	112,762
Plant , Property and Equipment	9,923	13,425	13,503	13,086
Other non current assets	7,500	12,157	11,199	10,241
Total Assets	113,948	133,551	137,072	136,089
Trade Accounts Payable	(16,036)	(21,114)	(18,150)	(20,466)
VAT	1,039	1,417	1,272	1,846
Other Payables	(1,216)	(1,034)	(1,095)	(1,260)
Accrued Expenses	(13,649)	(13,501)	(14,681)	(14,412)
Income tax payable	(803)	381	(434)	(589)
Interest accrual	(344)	(328)	(439)	(459)
Total Current Liabilities	(31,010)	(34,179)	(33,527)	(35,340)
<u>Non Current Liabilities</u>				
Deferred tax Asset	4,883	3,407	3,260	3,408
Other Non Current Liabilities				
Total Non Current Assets / Liabilities	4,883	3,407	3,260	3,408
Total Liabilities	(26,126)	(30,772)	(30,268)	(31,932)
<u>Financial Debt</u>				
Term Loans	(34,003)	(34,908)	(32,796)	(29,917)
Revolver	(19,143)	(27,540)	(32,863)	(31,714)
Capitalised debt fees	538	489	440	391
Deferred consideration	0	0	0	0
Total Financial Debt	(52,608)	(61,959)	(65,219)	(61,240)
Net Assets (pre Subordinated shareholder loans)	35,214	40,820	41,585	42,917
<u>Subordinated shareholder loans</u>				
(shown as shareholder loans within equity in management accounts)	(16,928)	(17,032)	(17,384)	(17,740)
Net Assets (post Subordinated shareholder loans)	18,286	23,789	24,201	25,176

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, March 2025 and June 2025 balance sheets.
- > The issued bond makes up c.£29.2m within the c.£29.9m of term loans in the balance sheet at 30 June 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



	Q2 2025 £'000	FY25 YTD £'000
EBITDA	6,695	13,178
Movement in WC	(451)	(6,469)
FX on WC	(2,186)	(3,412)
Total	(2,637)	(9,881)
Capex	(474)	(1,366)
Operating Cash Flow (pre Exceptionals)	3,584	1,930
Exceptional Costs	(1,310)	(2,280)
Management Fees	(7)	(47)
Corporation Taxes	(41)	161
Operating Cash Flow	2,227	(235)
Net interest payments	(1,593)	(3,148)
Long term debt	(1,901)	2,564
Total Debt Service	(3,493)	(583)
Acquisitions (exc. debt drawdown)	0	0
FX/Other Movement	(432)	(960)
Net Cash Flow	(1,698)	(1,779)
Opening Cash	8,444	8,525
Net Cash Flow	(1,698)	(1,779)
Closing Cash	6,746	6,746

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.£3.6m inflow for Q2 2025. Operating cash flow, after exceptional costs and tax, of c.£2.2m inflow in Q2 2025.
- > Exceptionals costs of c.£1.3m for Q2 2025 include c.£0.8m in respect of site moves.
- > Overall net cash outflow of c.£1.7m for Q2 2025. Long term debt outflow of c.£1.9m for Q2 2025 reflects the net sweep up to the group's existing ABL facility after scheduled term loan repayments.



THANK YOU

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