



**GRUPPO
ORSERO**

THE BOARD OF DIRECTORS APPROVES THE CONSOLIDATED DATA AT MARCH 31, 2020

SOLID BEGINNING OF THE YEAR WITH REVENUES AND MARGINS IN SIGNIFICANT GROWTH

BUSINESS RESILIENCE WITH RESPECT TO THE IMPACTS OF THE COVID-19 PANDEMIC

- **TOTAL REVENUES + 8% THANKS TO A SUBSTANTIAL CONTRIBUTION OF THE BU IMPORT & DISTRIBUTION IN THE THREE MOST IMPORTANT GEOGRAPHICAL AREAS FOR THE GROUP: ITALY, SPAIN AND FRANCE**
- **ADJUSTED EBITDA OF 9.5 M EUR + 39% THANKS TO A SIGNIFICANT GROWTH IN THE MARGINALITY OF THE BU SHIPPING; ADJUSTED EBITDA MARGIN IMPROVES TO 3.9%**
- **PFN IN SLIGHT INCREASE DUE TO THE SEASONALITY OF THE BUSINESS AND THE STRONG GROWTH OF REVENUE**

GUIDANCE FY 2020 CONFIRMED, IN THE ABSENCE OF UNPREDICTABLE SHOCKS IN THE NEXT FUTURE RELATED TO THE COVID-19 PANDEMIC

Consolidated Summary Results¹

€ Million	1st Quarter 2020	1st Quarter 2019	Changes	%
Net Sales	240.9	223.2	17.7	7,9%
Adjusted EBITDA ²	9.5	6.8	2.7	38,8%
Adjusted EBITDA Margin	3.9%	3.1%	+88 Bps.	
Adjusted EBIT ³	3.3	1.1	2.2	191,8%
EBIT	2.5	0.5	2.0	387,3%
Adjusted Net Profit ⁴	2.3	(1.1)	3.4	ns
Non-recurring profit/loss	(0.6)	(0.5)	ns	ns
Net Profit	1.8	(1.5)	ns	ns
Adjusted EBITDA Excl. IFRS 16 ⁵	7.3	4.6	2.7	58,9%

¹ It should be noted that on 1 January 2019 the IFRS 16 accounting principle came into force, therefore the results of 1Q 2019 e 1Q 2020 reflect the "right of use" value of the rents and operating leases stipulated by the companies of the Group. Data without the effect of said accounting principle are reported as "Excl. IFRS16".

² Excluding depreciation, amortizations, provisions, exchange rate effect and non-recurring items among which any figurative costs of long-term incentive plans.

³ Excluding non-recurring items among which any figurative costs of long-term incentive plans.

⁴ Excluding non-recurring items among which any figurative costs of long-term incentive plans, net of tax.

⁵ Excluding depreciation, amortizations, provisions, exchange rate effect and non-recurring items among which any figurative costs of long-term incentive plans.

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€ Million	31.03.2020	31.12.2019
Net Equity	149.7	150.9
Net Financial Position	134.4	126.9
NFP /Net Equity	0.90	0.84
NFP/Adjusted EBITDA ⁶	3.25	3.28
Net Financial Position Excl. IFRS 16	102.5	66.9

Milan, 14 May 2020 – The Board of Directors of Orsero S.p.A. ("**Orsero**"), company listed on the Stock Exchange Market of Borsa Italiana (MTA), Star segment, and holding of the homonymous Italian and international group, among the leaders in Mediterranean Europe for the import and distribution of fresh fruit and vegetable products (the "**Group**"), held today approved the Consolidated Financial Data as at 31 March 2020 and confirmed the guidance for the FY 2020.

Raffaella Orsero, Group CEO, commented: *"In a very complex social and economic context and strongly characterized by the Covid-19 pandemic, the Group continued to operate regularly and efficiently in all reference markets to supply essential products to its customers and end consumers. A priority for us has always been and continues to be the health of the Group's employees and collaborators, especially those engaged in operating activities on ships, warehouses and wholesale markets. The flexibility of our business model has allowed rapid adaptation to the increasingly challenging context, and thanks to the commitment of our suppliers and partners, we have been able to keep the supply channels fluid. I am proud of our people who have allowed us, as a company, to make a real contribution to the continuity of the food supply chain in Europe".*

Matteo Colombini, CFO and Managing Director, commented: *"A first quarter ended with decidedly positive and encouraging results that satisfy us even more in relation to the health situation in which the Group has operated. If it is true that on the one hand the demand was sustained by the effects of the lock down, on the other hand the supply chain and distribution centres were put to the test; however, the Group reacted very well to the challenge. The trend of revenues and profitability that the core business is expressing allow us to confirm the FY 2020 Guidance, remaining vigilant and attentive to the unpredictable shock risks that persist in the current scenario".*

SUMMARY OF ECONOMIC CONSOLIDATED DATA AS OF MARCH 31, 2020

Net Revenues, equal to approximately **€ 240.9 million**, show an increase of approximately 7.9% compared to the net revenues at March 31, 2019 of € 223.2 million. The improvement is linked both to the solid growth of the Import & Distribution BU (in addition to the effect of the consolidation of the 2019 acquisitions) driven

⁶ For the purposes of calculating the NFP / Adjusted Ebitda ratio of the first quarter of 2020, the Adjusted Ebitda was considered on a rolling 12-month basis, i.e. for the period 1/4/ 2019-31 / 3/2020.



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by the positive performance of the Italian, Spanish and French companies and to the positive contribution of the Shipping BU.

The **Adjusted EBITDA**⁷, equal to € 9.5 million, shows an increase of € 2.7 million compared to € 6.8 million in the previous year (+ 38.8%). The **Adjusted EBIT**⁸ of € 3.3 million reports a considerable growth of € 2.2 million (+ 191.8%) compared to March 31, 2019 of € 1.1 million.

The **Adjusted Net Result**⁹ is equal to a profit of € 2.3 million compared to a loss of € 1.1 million at March 31, 2019, highlighting an increase of € 3.4 million as a consequence of the increase in margins for the quarter.

SUMMARY CONSOLIDATED BALANCE SHEET DATA AS AT 31 MARCH 2020

Total Shareholders' Equity, equal to approximately **€ 149.7 million**, is substantially in line with Shareholders' Equity at 31 December 2019 equal to € 150.9 million.

The **Net Financial Position**¹⁰ is € 134.4 million compared to € 126.9 million at 31 December 2019. The increase is € 7.5 million, as a net effect between: (i) the increase due to the purchase value of properties instrumental to the core business, carried out at the beginning of the year, for € 17.8 million more than offset by the excerpt of the related value of the right of use pursuant to IFRS 16 for € 27.5 million, (ii) investments for the period for € 5.5 million (of which 1.3 relating to higher rights of use IFRS 16) and (iii) the cash absorption of approximately € 19 million related to the seasonality of the Commercial Net Working Capital and sales growth partially offset by the generation of operating cash for the quarter.

CONSOLIDATED ECONOMIC DATA AS AT 31 MARCH 2020 BY BUSINESS UNIT

It should be noted that, as already reported in the 2019 Annual Financial Report, starting from January 1, 2020 the importation of bananas and pineapples is included in the Distribution sector. Following this change, the "Distribution" sector changed its name to "**Import & Distribution**" while the "Import & Shipping" sector changed its name to "**Shipping**" as it only includes maritime transport activities.

Thousands of €	31.03.2020	31.03.2019
"Import & Distribuzion" Segment	223,246	207,998
"Shipping" Segment	28,709	21,318
"Service" Segment	3,257	3,198
Adjustment intra-segment	(14,267)	(9,296)
Net sales	240,946	223,218
Thousands of €	31.03.2020	31.03.2019
"Import & Distribuzion" Segment	4,490	4,752
"Shipping" Segment	6,129	3,257
"Service" Segment	(1,127)	(1,169)
Adjusted Ebitda	9,492	6,839
Adjusted Ebitda Excl. IFRS 16¹¹	7,328	4,613

⁷ Excluding depreciation, amortizations, provisions, exchange rate effect and non-recurring items among which any figurative costs of long-term incentive plans.

⁸ Excluding non-recurring items, among which any figurative costs of long-term incentive plans.

⁹ Excluding non-recurring items net of tax (totalling around € -0.6 million in 2020 and around € -0.5 million in 2019).

¹⁰ Net Financial Position includes IFRS 16 effects.

¹¹ The positive effect of IFRS 16 on the Adjusted Ebitda for the first quarter of 2020 amounts to approximately € 2.2 million, consisting of approximately € 1.2 million for the Import & Distribution BU, approximately € 0.9 million for the BU Shipping and approximately € 80



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The **Import & Distribution segment** achieved net revenues of € 223.2 million, recording an increase of € 15.2 million compared to the data at March 31, 2019; this growth is linked to the positive performance of the Italian, Spanish and French companies. Adjusted EBITDA was € 4.5 million substantially in line in absolute terms compared to € 4.7 million in the previous year, but with a slight drop in margins linked to price dynamics on some products such as bananas at the import stage and the limited availability of the pineapple product as well as a difficulty on the Avocado product.

The **Shipping segment** generated net revenues of approximately € 28.7 million, highlighting an increase of € 7.4 million compared to March 31, 2019 due to the good load factor (load-factor at around 94%) and the increase of freight rates linked to the cost of fuel following the application of the IMO 2020¹² regulation. Adjusted EBITDA is € 6.1 million with a significant increase of € 2.9 million (+ 88%) compared to March 31, 2020; this increase was made possible by the recovery of profitability of the shipping business, already from 2019, after underperforming in the years 2017 and 2018.

The **Services segment** achieved net revenues of € 3.3 million and a negative Adjusted EBITDA of € 1.1 million both substantially in line at March 31, 2019. This segment includes the activities referring to the parent company Orsero as well as the performance activities customs and IT services performed by some minor companies. The sector result physiologically shows a negative sign at the Adjusted EBITDA level since, given the nature of holding company of the Parent Company, the revenues and ultimately the result is linked to the measure of dividends received by the Group companies.

MAIN SIGNIFICANT EVENTS OCCURRED DURING THE FIRST QUARTER 2020

In **January 2020**, the Group purchased 4 instrumental properties, already used as logistic platforms, for an amount of approx. € 17.8 million, including applicable charges and taxes. The transaction was configured as a transaction of greater importance with a related party, since all the shareholders of the seller (Nuova Beni Immobiliari S.r.l.) are also shareholders of FIF Holding S.p.A., the company that controls Orsero. For more details, please refer to the relevant Information Document published on 17 January 2020 on the Company website www.orserogroup.it.

MAIN SIGNIFICANT EVENTS OCCURRING AFTER THE CLOSURE OF THE FIRST QUARTER 2020

The Shareholders' Meeting was held on **30 April 2020** which resolved, among other things,: (i) the distribution of a dividend in kind through the allocation of maximum no. 250,000 treasury shares in the amount of 1 share for every 69 shares owned by the Shareholders on the coupon detachment date with rounding down to default (detachment date 11 May 2020, record date 12 May and payment starting from 13 May 2020); (ii) the appointment of the new Board of Directors, consisting of 9 members, and the new Board of Statutory Auditors both in office until the date of approval of the 2022 financial statements - confirming Mr. Paolo

thousand for the Services BU. As for the first quarter of 2019, the same values are equal to approximately € 2.2 million in total, of which approximately € 1.4 million for the Import & Distribution BU, approximately € 0.7 million for the Shipping BU and approximately € 80 thousand. for the Services Business Unit.

¹² From 1 January 2020, the International Maritime Organization (IMO) has introduced a new regulation that limits sulphur emissions to 0.5% (previously 3.5%) for the combustion gases produced by the engines of ships underway, both on the high seas and in coastal areas.



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Prudenzianti as Chairman of the Board of Directors; (iii) authorization to the Board of Directors to purchase and dispose of ordinary treasury shares pursuant to articles 2357 and 2357 ter of the Italian Civil Code: in particular, the purchase authorization, also in several tranches, is given for a period of 18 months and relates to a maximum number of shares which, taking into account the ordinary shares of the Company held from time to time in the portfolio, does not in total exceed the maximum value of Euro 2 million.

The Board of Directors on **6 May 2020** confirmed the position of Vice-President to Mrs. Raffaella Orsero as well as assigning the same management powers to the same together with Mr. Matteo Colombini. The BoD also set up the Remuneration and Nomination Committee, the Control and Risk Committee and the Committee for related party transactions, which will remain in office until the date of approval of the financial statements as at 31 December 2022.

COVID 19

The first effects of the Covid-19 pandemic took place in Italy in March, which was followed, with a delay between two and three weeks, with equal effects, albeit with different intensities, in the other European markets in which it operates the Group such as Spain, France, Greece and Portugal.

Given the nature of the Group's business related to the marketing of fresh food products, the Covid-19 pandemic had no negative effects on sales and results, as the reduction in sales on the food service channel (hotels, professional catering for bars and restaurants, canteens), was in fact offset by a greater volume of sales to Large Retailers.

Important and necessary interventions have been made on the operational level, with regard to the introduction and application of the prescribed regulations for the protection of employees and third parties, both in warehouses and markets, as well as in offices. The Group companies thus regularized the entrances and interpersonal contacts within its operating platforms and offices, provided for the necessary sanitization activities, made available equipment suitable for individual protection from the outset. The smart working was promptly adopted for most of the indirect staff employed in commercial and administrative activities.

The Group's management carries out continuous monitoring of the situation from a financial, commercial and organizational point of view in order to better react to possible situations of difficulty that could arise due to the social and economic circumstances connected with the global health crisis.

BUSINESS OUTLOOK: GUIDANCE 2020

Despite the context strongly characterized by Covid-19, the Group continued its activity, rapidly adopting all the behaviours and safety measures indicated by the Authorities of the Countries involved.

With reference to the business trend for the current year, supplies from vendors and partners have been confirmed to date, as well as logistics and freight transport activities that guarantee the continuity of the flow of goods. In consideration of the nature of the Group's business linked to the basic food supply chain, the Covid-19 pandemic has not had overall negative effects on the Group's business, at least in terms of sales and results.



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At the risk management level, all necessary actions were taken to limit costs and preserve liquidity, continuing to be oriented towards sustainable business growth; this thanks to the strong competitive positioning and a solid financial structure.

The Group therefore confirms its commitment to take all necessary actions in order to contain the effects of the Covid-19 pandemic and to provide any updates in a timely manner.

In light of the aforementioned, the Company therefore believes that it can currently confirm the estimates underlying the FY 2020 Guidance communicated to the market on 11 February 2020, without prejudice to monitoring events and developments and reserving a more in-depth moment of analysis based on the results as at 30 June 2020.

FILING OF DOCUMENTS

A presentation of consolidated Data of Q1 2020, in English, will be made available to the public on the institutional website www.orserogroup.it, section "Investors/Financial Documents".

The Copy of the consolidated interim report on operations as at 31 March 2020, will be made available to the public within the legal terms at the registered office in Milan, via G. Fantoli 6/15, other than through publication on the institutional website www.orserogroup.it, section "Investors/Financial Documents" and on the authorized storage system eMarket Storage (www.emarketstorage.com).

The Manager in charge of preparing the corporate accounting documents of Orsero S.p.A., Mr. Giacomo Ricca certifies, pursuant to art. 154-bis, paragraph 2, of Legislative Decree 58/98 that the accounting information contained in this press release corresponds to the documentary results, books and accounting records.

The Group's results for Q1 2020 will be presented to the financial community on 15yMat 2020 during a conference call at 9.30 CEST (UTC +02:00).

For information contact the references at the bottom of this press release.

ORSERO is the holding company of the Italian and international group with the same name, a leader in Mediterranean Europe for the import and distribution of fresh fruit and vegetables. The Orsero Group was created more than 50 years ago at the initiative of the Orsero family, which had been operating since the 1940s in the fruit and vegetable sector, in partnership with other entrepreneurs. Over the decades, the Orsero Group has expanded its business both in terms of area covered, which today includes Italy, France, Spain, Portugal, Greece, Costa Rica and Colombia, and in terms of product categories and sectors, according to a model known as vertical integration. Along with the distribution of fresh produce, the Orsero Group's business model also includes the import of bananas and pineapples using its own ships owned, as well as the production of fruit. In 2012, the Orsero Group launched the brand "F.lli Orsero" for bananas and pineapples. The name intends to convey a sense of tradition and the passion of a large Italian family-run company for high-end produce.

ORSERO ordinary shares listed on MTA, Starsegment, of Borsa Italiana: ISIN - IT0005138703; Bloomberg Ticker "ORS.IM"; Thomson Reuters Ticker "ORSO.MI";

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ANNEXES

ORSERO GROUP - CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS AT 31 MARCH 2020

Thousands of euro	31/03/2020	31/12/2019
ASSETS		
Goodwill	46.828	46.828
Other intangible assets	5.251	5.145
Tangible assets	170.395	181.722
Financial investments	7.157	8.117
Other fixed assets	5.152	5.401
Deferred tax assets	9.744	9.122
NON-CURRENT ASSETS	244.528	256.336
Inventories	43.411	36.634
Trade receivables	126.452	121.439
Current tax receivables	16.468	16.971
Other current assets	13.761	11.066
Cash and cash equivalent	39.049	56.562
CURRENT ASSETS	239.142	242.672
Assets held for sale	-	-
TOTAL ASSETS	483.670	499.008
Share Capital	69.163	69.163
Reserves	78.290	79.036
Net profit	1.541	2.022
Group equity	148.994	150.221
Minorities	719	710
TOTAL SHAREHOLDERS' EQUITY	149.713	150.931
LIABILITIES		
Non-current financial liabilities	118.651	131.583
Other non-current liabilities	317	349
Deferred tax liabilities	5.290	5.216
Provisions for risks and charges	4.495	4.345
Employees benefits liabilities	9.494	9.422
NON-CURRENT LIABILITIES	138.248	150.915
Current financial liabilities	54.774	51.897
Trade payables	119.885	127.523
Current tax and social security contributions liabilities	5.634	6.400
Other current liabilities	15.417	11.343
CURRENT LIABILITIES	195.709	197.162
Liabilities held for sale	-	-
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES	483.670	499.008



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ORSERO GROUP - CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 31 MARCH 2020

Thousands of euro	First quarter 2020	First quarter 2019
Net sales	240.946	223.218
Cost of goods sold	(221.752)	(205.745)
Gross profit	19.194	17.473
Overheads	(16.647)	(16.359)
Other income and expenses	(35)	(598)
Operating result (Ebit)	2.512	516
Financial income	37	22
Financial expenses and exchange rate differences	(527)	(1.109)
Net income (loss) from equity investments	1	7
Share of net profit of associates and joint ventures	17	(48)
Profit before tax	2.040	(612)
Tax expenses	(268)	(906)
Net profit from continuing operations	1.772	(1.518)
Net profit of "Discontinued operations"	-	-
Net profit	1.772	(1.518)
attributable to non-controlling interests	231	(1)
attributable to parent company	1.541	(1.517)



ORSERO GROUP - CONSOLIDATED STATEMENT OF CASH FLOWS

Thousands of euro	First quarter 2020	First quarter 2019
A. Net cash flows provided by (used for) operating activities		
Net profit	1.772	(1.518)
Income taxes	268	906
Net financial expenses	490	1.086
1. Net Profit before Tax, Interests, Dividends and (earnings)/losses from disposal of assets	2.530	474
Non-cash adjustments not related to working capital:		
Provisions	367	381
Depreciations and Amortizations	5.839	5.332
2. Cash flows before working capital changes	8.736	6.187
Changes in Working Capital:		
Change in inventories	(6.778)	(13.577)
Change in trade receivables	(5.379)	(9.224)
Change in trade payables	(7.638)	(1.181)
Other working capital changes	1.380	(2.982)
3. Cash flows after working capital changes	(9.680)	(20.777)
Other non-cash adjustments:		
Net financial expenses	(490)	(1.086)
Income taxes	(268)	(906)
4. Cash flows after other changes	(10.438)	(22.770)
Net cash flows provided by (used for) operating activities (A)	(10.438)	(22.770)
B. Net cash flows provided by (used for) investing activities		
Tangible assets		
(Investment)	(22.930)	(3.877)
Disposals	28.678	38
Intangible assets		
(Investment)	(366)	(1.582)
Disposals	-	-
Financial Investments		
(Investment)	(17)	48
Disposals	976	760
Financial assets		
(Investment)	(373)	(620)
Disposals	-	-
Disposals / (acquisitions) of investments in controlled companies, net of cash	-	(106)
Net cash flows provided by (used for) investing activities (B)	5.969	(5.340)
C. Net cash flows provided by (used for) financing activities		
Financial loans		
Increase /(decrease) of short term financial debts	4.086	(972)
Drawdown of new loans	16.522	2.972
Pay back of loans	(30.663)	(3.457)
Equity		
Capital Increase and other changes in increase or decrease	(2.990)	1.520
Disposal/ (acquisition) of own shares	-	-
Dividends paid	-	-
Net cash flows provided by (used for) financing activities(C)	(13.044)	63
Increase/ (decrease) of cash and cash equivalent (A ± B ± C)	(17.513)	(28.047)
Net cash and cash equivalents, at the beginning of the year 20-19	56.562	76.285
Net cash and cash equivalents, at the end of the period	39.049	48.238