Somec Group

Sector: Industrial

So far so good, on land and sea

Somec is a global player specialized in turnkey projects for the shipping market and a fast-growing actor in the US building façades business. Listed since 2018 on AIM, it recently moved to MTA market with a strong track record of growth.

Strong set of interim results

1H 2021 results confirm the steady flow of good news reported YTD, in more details: revenues +13% to €128mn, EBITDA +33% to €14mn (11% margin, up 160bp vs H1 20) and net debt slightly down to €51.7mn (€58.3mn as of Dec 2020). Yet, revenues and margins of Fabbrica benefitted from the US Government contribution (for Covid-19), which inflated Group revenues by 2% and EBITDA margin by 170bp.

Order backlog has reached its all time high at €826m (vs €767mn of Dec 2020), supported by the solid order intake of €158mn over first half).

So far so good, but FY2021E forecasts are unchanged

While on the one hand the interim results are supportive, on the other hand they do not leave room for FY21E earnings upgrade, neither the news flow over Q3 offer additional support. Hence, we leave our 2021-23E forecasts unchanged on P&L, cash flow and backlog. We point out that two assumptions may turn out as challenging: a) our €811mn FY2021E order backlog estimate implies a collection of new orders in the region of €130mn during Q4; b) the persisting lack of refitting activities may affect Q4 revenues.

Somec remains a great medium term growth stock

Notwithstanding the lack of short-term triggers and unchanged forecast, we stick to our positive view on the stock, on the back of its medium term growth potential. Our estimates factor a 22% revenues CAGR and 32% EBITDA CAGR over the next three years, with €39mn cumulated FCF between 2021-23E. In addition, we confirm further potential upside may come from Fabbrica's expansion to West Coast and South of US.

Fair-value unchanged

Our updated peers' analysis shows that comparable stocks' market rating has averaged up slightly, supported by M&A (Ali Group-Welbilt). Given broadly stable sector ratings and unchanged forecasts, we stick to our fair value of €33.0 – coming from a mix of DCF, EV/Backlog and relative peers' multiples weighted by business. At fair value, Somec would trade at 11.0-8.4x EV/EBITDA and 12.1-9.3x EV/OpFcF for 2021-22E respectively.



Valentina Romitelli

valentina.romitelli@value-track.com

Marco Greco

marco.greco@value-track.com

Pietro Nargi

pietro.nargi@value-track.com

Fair Value (€) 33.0 Market Price (€) 30.4 Market Cap. (€m) 209.8

KEY FINANCIALS (€m)	2020A	2021E	2022E
TOTAL REVENUES	223.4	277.9	352.3
EBITDA	18.7	27.8	36.1
EBIT	-2.2	12.9	21.5
NET PROFIT	2.7	6.8	12.2
NET PROFIT ADJ.	4.2	6.8	12.2
EQUITY	45.3	52.4	61.8
NET FINANCIAL POS.	-58.3	-51.4	-43.3
EPS ADJ. (€)	0.61	0.99	1.77

Source: Somec (historical figures), Value Track (2021E-22E estimates)

RATIOS & MULTIPLES	2020A	2021E	2022E
EBITDA MARGIN (%) (*)	8.9	10.0	10.2
EBIT MARGIN (%) (*)	2.1	4.7	6.1
NET DEBT / EBITDA (x)	3.1	1.9	1.2
NET DEBT / EQUITY (x)	1.3	1.0	0.7
EV/SALES (x)	0.9	1.0	0.8
EV/EBITDA (x)	10.7	10.3	7.9
EV/EBIT (x).	nm	22.2	13.3
P/E ADJ. (x)	28.9	30.9	17.1

Source: Somec (historical figures), Value Track (2021E-22E estimates) (*) Adjusted for non-recurring costs

STOCK DATA

FAIR VALUE (€)	33.0
MARKET PRICE (€)	30.4
SHS. OUT. (m)	6.9
MARKET CAP. (€m)	209.8
FREE FLOAT (%)	24.8
AVG20D VOL. (#)	3,063
RIC / BBG	SOM.MI / SOM IM
52 WK RANGE	10.50 - 31.60

Source: Stock Market Data



Business Description

Somec is one of the major global players specializing in engineering, design and manufacturing for turnkey projects for the shipping market, and is a fast growing, emerging player in the US building façades business.

The company operates through two main business units: Seascape, which includes from engineering to installation of glass envelops, galleys and public areas for cruise ships; Landscape, which includes engineering and installation of special building façades in US, production of professional cooking equipment and contract solution for luxury outfitting of boutiques, stores, hospitality, and public areas.

Key Financials

€mn	2020A	2021E	2022E	2023E
Total Revenues	223.4	277.9	352.3	408.5
Chg. % YoY	-11.1%	24.4%	26.8%	16.0%
EBITDA	18.7	27.8	36.1	42.5
EBITDA Margin (%)	8.4%	10.0%	10.2%	10.4%
EBIT	-2.2	12.9	21.5	28.3
EBIT Margin (%)	-1.0%	4.7%	6.1%	6.9%
Net Profit	2.7	6.8	12.2	16.0
Chg. % YoY	-66.1%	nm	80.0%	31.0%
Adjusted Net Profit	4.2	6.8	12.2	16.0
Chg. % YoY	-47.0%	62.4%	80.0%	31.0%
Net Fin. Position	-58.3	-51.4	-43.3	-28.3
Net Fin. Pos. / EBITDA (x)	3.1	1.9	1.2	0.7
Capex	-1.5	-2.5	-3.5	-3.5
OpFCF b.t.	18.1	12.6	20.2	31.5
OpFCF b.t. as % of EBITDA	96.8%	45.3%	55.9%	74.1%

Source: Somec (historical figures), Value Track (estimates)

Investment case

Strengths / Opportunities

- Leading positioning as Marine Glazing supplier for Cruise ships
- Deep knowledge of US construction market
- Good visibility of both Landscape and Seascape businesses;
- Outstanding track record in business execution and M&A activities.

Weaknesses / Risks

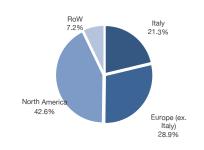
- Exposure to highly concentrated cruise market;
- Lower size if compared to competitors on Building Façade and Professional Cooking Equipment.

Shareholders Structure



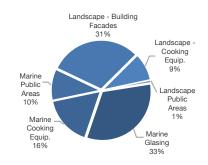
Source: Someo

Revenues by geography (2020A)



Source: Someo

Revenues by Segment (2020A)



Source: Somec

Stock multiples @ €33.0 Fair Value

	2021E	2022E
EV / SALES (x)	1.1	0.9
EV / EBITDA (x)	11.0	8.4
EV / EBIT (x)	23.6	14.1
EV / CAP.EMP. (x)	2.9	2.8
EV/ OpFcF	12.1	9.3
P / E (x)	33.5	18.6
P / BV (x)	5.0	4.2
Div. Yield. (%)	1.5	2.5

Source: Value Track



Solid first half results, but not above expectations

Despite Covid-19 pandemic, the first semester of FY2021 has been characterized by a) steady order intake (see our last report issued in July 2021); b) growing first half turnover (€128.4mn), supported by Fabbrica in the US and broadly in line with expectation; c) margins (10.4% of revenues) supported by extraordinary items; d) bottom line affected by minorities (as interim profit were much stronger in Fabbrica, 51% owned). Finally a good FCF generation pushed net debt down to €52.7mn (€32.2mn excluding the effect of IFRS16)

1H 2021 driven by Landscape

Somec's H1 results were overall in line with our expectations:

- Total Revenues reached €128.4mn (up 13.1% YoY), equally split between Seascape and Landscape, which reported revenues respectively of €64.9mn and €63.5mn, but growth was fully driven by Landscape. The latter includes €2.5mn of revenues linked to the Paycheck Protection Program (PPP) - the support offered to corporates by US Government during the pandemic, initially as a loan, due to become a State contribution if certain conditions are met. Hence, revenues adjusted for this item would amount to €61mn (still +44.7% YoY) for the division and €125.9mn (+10.9% YoY) for the Group.
- As for trends in the two divisions, **Seascape** registered a 9% YoY reduction in revenues, mainly due to the weakness in the Marine Public Areas segment (i.e. refitting business); while Landscape saw a +50.6% YoY, with strong performances by all segments, but in particular thanks to the Professional Cooking Equipment, which reported a 73.4% increase.

Somec: First half Revenues by division

(€mn)	1H 2020	1H2021	Change YoY
Seascape Revenues	71.4	64.9	-9 %
o/w Marine Glazing	38.6	39.2	1.6%
o/w Marine Cooking Equipment	16.3	16.8	3.1%
o/w Marine Public Areas	16.5	8.9	-45.9%
Landscape Revenues	42.2	63.5	50.6%
o/w Building Façades	33.7	45.9	36.2%
o/w Professional Cooking Equipment	7.9	13.7	73.4%
o/w Public Area Interiors	0.6	3.9	n.m.
Total Revenues	113.6	128.4	13.1%
Seascape as % Tot Revenues	62.9%	50.6%	
Landscape as % Tot Revenues	37.1%	49.4%	

Source: Value Track Analysis

- EBITDA margin increased to 11% or €14.1mn, with margins expansion due to the public contribution of the Paycheck Protection Program, as margin adjusted for this item amounts to 9.3% (flattish YoY). Flat adjusted EBITDA margin is the result of a small margin reduction in the Seascape division (Q1 operations still impacted by pandemic and lack of hihj margin refitting business) and of a positive impact of scale effect on Landscape division;
- Net profit in 1H came in below last year, due to a) higher tax rate and b) higher minorities, linked to strong bottom line for Fabbrica, supported in turn by the positive effect of PPP.



Somec: P&L 1H2021 vs 1H2020

(€ mn)	1H20	1H21	Δ ΥοΥ
Revenues from Sales	113.0	128.0	13.3%
Other Revenues	0.5	0.4	-20%
Total Revenues	113.6	128.4	13.1%
COGS	-83.6	-92.5	10.6%
Labour cost	-19.3	-21.8	13.2%
EBITDA Reported	10.7	14.1	32.5%
Ebitda Margin	9.4%	11.0%	-14.5%
EBITDA Adjusted	11.4	11.6	2.0%
D&A	-7.3	-7.5	2.3%
EBIT Reported	3.3	6.6	98%
EBIT Adjusted	4.1	4.1	1.5%
Net financial income/expenditure	-0.9	-0.4	-55.1%
Pre-Tax Profit	3.8	6.6	74.3%
Income Taxes	-0.8	-1.6	90.6%
Minorities	0.5	-2.1	n.m.
Net Profit	3.4	2.9	-15%
Adj. Net Profit	3.9	1.6	-58%

Source: Value Track Analysis

• Net Financial Debt was down to €52.7mn (€32.2mn excluding the effect of IFRS16) vs €58.3mn in Dec 2020, thanks to higher margins, low Capex (€0.9mn) and the lack of dividend payment and major M&A.

Somec: Balance Sheet 2020H1A - 2021H1A

(€ mn)	1H20	FY20	1H21
Net Fixed assets	89.2	81.3	88.2
Net Working Capital	29.4	27.2	20.3
Severance pay and funds	4.1	4.9	5.0
Total Capital Employed	114.4	103.6	103.5
Group Net Equity	48.1	45.3	50.8
Net Fin. Position [Net debt (-) / Cash (+)]	-66.4	-58.3	-52.7

Source: Value Track Analysis



Somec: Cash Flow 1H2021 vs 1H2020

(€mn)	1H20	1H21
EBITDA	10.7	14.1
Op. NWC requirements	-3.5	6.9
Capex (excl. Fin. Inv.)	-2.7	-0.9
Change in provisions	1.5	-0.8
Cash Taxes	-0.8	-1.6
OpFCF a.t.	5.1	17.8
As % of EBITDA	48%	126%
Capital Injections	0.0	0.0
Other (incl. Fin. Inv. and IFRS16)	-10.9	-11.8
Net Financial Charges	-0.9	-0.4
Dividend paid	-3.5	0.0
Change in Net Fin Position	-10.2	5.6

Source: Value Track Analysis

As for order intake: strong 1H followed by feable Q3 newsflow

The first half of 2021 has been characterized by a large number of orders both from the seascape and landscape division (see table below). Nevertheless, as no major orders have been communicate after June, our 2021E full-year estimates - unchanged - rely upon a very strong last quarter on both divisions, which may prove a bit challenging.

Somec: Order intake evolution (2019A-2021E)

	•								
(€mn)	1H19	2H19	1H20	2H20	1H21	2H21E / Q4	2019	2020	2021E
Order Intake	182	120	120	133	158	132	302	253	290
y/y Change (%)	na	na	-34%	11%	31%	0%	na	-16%	15%
o/w Seascape	125	59	90	61	112	58	184	151	170
y/y Change (%)	na	na	-28%	4%	24%	-5%	na	-18%	12%
As % of Total	69%	49%	75%	46%	71%	44%	61%	60%	59%
Landscape	57	61	30	72	46	74	118	102	120
y/y Change (%)	na	na	-47%	17%	52%	4%	na	-14%	18%
As % of Total	31%	51%	25%	54%	29%	56%	39%	40%	41%

Source: Value Track Analysis



A quick update on cruise sector

According to the 2021 Cruise Industry News Annual Report, cruise lines will have the capacity to carry 31.7 mn passengers in 2022E, compared to 27.8 mn in 2019. Passengers are expected to grow to 38.7 mn by 2027, but pent-up demand has already resulted in a huge increase in bookings in 2022 and 2023 from cruisers whose trips were cancelled or delayed due to the pandemic, as well as new bookings from people who believe cruising will quickly return safe. Industry executives estimate full recovery in 2022, when the global fleet will number nearly 450 ships. The forecasts are based on ship deployments and a 105-ship orderbook with deliveries scheduled through 2027.

Royal Caribbean, Carnival and Norwegian Cruise Line have also said demand for 2022 is strong if compared to the one of 2020/2021, even considering higher prices, but only in 2023 worldwide cruise industry turnover is expected to be comparable to the one of 2019 (\$25.2bn 2023E vs \$27.5bn in 2019), although the gap won't be fully filled yet

Unchanged Estimates and Valuation

Based on our current forecasts and updated market multiples of peers' group, we leave the fair price of the stock at €33 obtained from a mix of DCF, EV/Backlog and relative peers' multiples weighted by

We don't see any significant change in consensus estimates since our last fair price valuation and only a slight increase in peers' multiple, determined in the first place by the acquisition of Welbild by the Italian Ali Group.

Somec: Peers' stock trading multiples

0	EV	/ EBITDA	(x)	EV / OpFCF (x) (*)		
Company	2021E	2022E	2023E	2021E	2022E	2023E
Balco Group	17.6	12.8	11.1	19.2	16.5	13.1
Apogee Enterprises	8.5	6.8	nm	11.6	9.2	nm
Tecnoglass	8.7	7.6	6.5	11.2	8.8	7.4
Avg. Glazing	11.6	9.0	8.8	39.8	25.4	16.2
Eletrolux Professional	16.8	11.6	10.2	20.1	13.3	11.6
Rational (**)	>30	>30	nm	>30	>30	>30
Welbilt	17.0	13.9	12.0	19.5	15.4	13.2
Middleby Corp.	15.3	12.9	11.4	16.3	13.7	12.2
Avg. Professional Cooking	16.4	12.8	11.2	46.4	28	24.9
Griffon Corp.	7.7	6.9	6.0	9.7	9.0	7.1
Stantec	13.0	11.5	11.1	14.2	12.8	12.2
Steelcase	11.6	7.0	nm	25.5	10.4	nm
Knoll	13.6	9.5	nm	19.5	13.0	nm
Avg. Interior & Furnishing	11.5	8.8	8.5	32.5	28.3	19.1
Somec	10.3	7.9	6.5	11.4	8.8	7.1

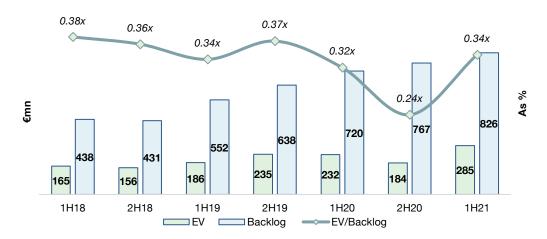
Source: Market Consensus, Value Track Analysis *OpFCF defined as (EBITDA-Capex) (**) Rational not included in the average computation



At fair value, Somec would trade at 11x EV/EBITDA and 12.1x EV/OpFcF 2021E, i.e. at average 5% discount vs pure Glazing operators and 33% and 4% discount vs Professional Cooking and Interior & Furnishing peers.

In terms of EV/Backlog, the ratio is gradually coming back to pre-Covid levels. The current share price implies a 0.34x ratio, slightly below the 0.35x recorded on average in 2018-19, which we assume as "fair". This ratio, however, is not fully comparable to the past, as it does not include the business related to the landscape professional cooking, hence, as long as this business keeps growing, the valuation becomes more and more conservative.

Somec: EV / Backlog ratio (*) trend



Source: Value Track Analysis (*) Backlog does not include the landscape professional cooking business



DISCLAIMER

THIS DOCUMENT IS PREPARED BY VALUE TRACK S.R.L. THIS DOCUMENT IS BEING FURNISHED TO YOU SOLELY FOR YOUR INFORMATION ON A CONFIDENTIAL BASIS AND MAY NOT BE REPRODUCED, REDISTRIBUTED OR PASSED ON, IN WHOLE OR IN PART, TO ANY OTHER PERSON. IN PARTICULAR, NEITHER THIS DOCUMENT NOR ANY COPY THEREOF MAY BE TAKEN OR TRANSMITTED OR DISTRIBUTED, DIRECTLY OR INDIRECTLY, INTO CANADA OR JAPAN OR AUSTRALIA TO ANY RESIDENT THEREOF OR INTO THE UNITED STATES, ITS TERRITORIES OR POSSESSIONS. THE DISTRIBUTION OF THIS DOCUMENT IN OTHER JURISDICTIONS MAY BE RESTRICTED BY LAW AND PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES SHOULD INFORM THEMSELVES ABOUT, AND OBSERVE, ANY SUCH RESTRICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF THE LAWS OF ANY SUCH OTHER JURISDICTION. THIS DOCUMENT DOES NOT CONSTITUTE OR FORM PART OF, AND SHOULD NOT BE CONSTRUED AS, AN OFFER, INVITATION OR INDUCEMENT TO SUBSCRIBE FOR OR PURCHASE ANY SECURITIES, AND NEITHER THIS DOCUMENT NOR ANYTHING CONTAINED HEREIN SHALL FORM THE BASIS OF OR BE RELIED ON IN CONNECTION WITH OR ACT AS AN INVITATION OR INDUCEMENT TO ENTER INTO ANY CONTRACT OR COMMITMENT WHATSOEVER. THIS DOCUMENT HAS NOT BEEN PUBLISHED GENERALLY AND HAS ONLY BEEN MADE AVAILABLE TO INSTITUTIONAL INVESTORS. IN MAKING AN INVESTMENT DECISION, POTENTIAL INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY AND ITS GROUP INCLUDING THE MERITS AND RISKS INVOLVED. THIS DOCUMENT IS FOR DISTRIBUTION IN OR FROM THE UNITED KINGDOM ONLY TO PERSONS WHO: (I) HAVE PROFESSIONAL EXPERIENCE IN MATTERS RELATING TO INVESTMENTS FALLING WITHIN ARTICLE 19(5) OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005 (AS AMENDED, THE "FINANCIAL PROMOTION ORDER"), (II) ARE PERSONS FALLING WITHIN ARTICLE 49(2)(A) TO (D) ("HIGH NET WORTH COMPANIES, UNINCORPORATED ASSOCIATIONS ETC.") OF THE FINANCIAL PROMOTION ORDER, (III) ARE OUTSIDE THE UNITED KINGDOM, OR (IV) ARE PERSONS TO WHOM AN INVITATION OR INDUCEMENT TO ENGAGE IN INVESTMENT ACTIVITY (WITHIN THE MEANING OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000) IN CONNECTION WITH THE ISSUE OR SALE OF ANY SECURITIES MAY OTHERWISE LAWFULLY BE COMMUNICATED OR CAUSED TO BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). THIS DOCUMENT IS DIRECTED ONLY AT RELEVANT PERSONS AND MUST NOT BE ACTED ON OR RELIED ON BY PERSONS WHO ARE NOT RELEVANT PERSONS. ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS DOCUMENT RELATES IS AVAILABLE ONLY TO RELEVANT PERSONS AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS. IN ITALY THIS DOCUMENT IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED AT QUALIFIED INVESTORS WITHIN THE MEANING OF ARTICLE 100 OF LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED, AND ARTICLE 34-TER, PARAGRAPH 1, LETTER B), OF CONSOB REGULATION ON ISSUERS NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY AMENDED (THE "ISSUERS' REGULATION") PROVIDED THAT SUCH QUALIFIED INVESTORS WILL ACT IN THEIR CAPACITY AND NOT AS DEPOSITARIES OR NOMINEES FOR OTHER SHAREHOLDERS, SUCH AS PERSONS AUTHORISED AND REGULATED TO OPERATE IN FINANCIAL MARKETS, BOTH ITALIAN AND FOREIGN, I.E.: A) BANKS; B) INVESTMENT FIRMS; C) OTHER AUTHORISED AND REGULATED FINANCIAL INSTITUTIONS; D) INSURANCE COMPANIES; E) COLLECTIVE INVESTMENT UNDERTAKINGS AND MANAGEMENT COMPANIES FOR SUCH UNDERTAKINGS; F) PENSION FUNDS AND MANAGEMENT COMPANIES FOR SUCH FUNDS; G) DEALERS ACTING ON THEIR OWN ACCOUNT ON COMMODITIES AND COMMODITY-BASED DERIVATIVES; H) PERSONS DEALING EXCLUSIVELY ON THEIR OWN ACCOUNT ON FINANCIAL INSTRUMENTS MARKETS WITH INDIRECT MEMBERSHIP OF CLEARING AND SETTLEMENT SERVICES AND THE LOCAL COMPENSATORY AND GUARANTEE SYSTEM; I) OTHER INSTITUTIONAL INVESTORS; L) STOCKBROKERS; (2) LARGE COMPANIES WHICH AT INDIVIDUAL COMPANY LEVEL MEET AT LEAST TWO OF THE FOLLOWING REQUIREMENTS: — BALANCE SHEET TOTAL: 20,000,000 EURO, — NET REVENUES: 40,000,000 EURO, — OWN FUNDS: 2,000,000 EURO; (3) INSTITUTIONAL INVESTORS WHOSE MAIN ACTIVITY IS INVESTMENT IN FINANCIAL INSTRUMENTS, INCLUDING COMPANIES DEDICATED TO THE SECURITISATION OF ASSETS AND OTHER FINANCIAL TRANSACTIONS (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "RELEVANT PERSONS"). ANY PERSON WHO IS NOT A RELEVANT PERSON SHOULD NOT ACT OR RELY ON THIS DOCUMENT OR ANY OF ITS CONTENTS. THIS DOCUMENT IS NOT ADDRESSED TO ANY MEMBER OF THE GENERAL PUBLIC IN ITALY. UNDER NO CIRCUMSTANCES SHOULD THIS DOCUMENT CIRCULATE AMONG, OR BE DISTRIBUTED IN ITALY TO (I) A MEMBER OF THE GENERAL PUBLIC, (II) INDIVIDUALS OR ENTITIES FALLING OUTSIDE THE DEFINITION OF "QUALIFIED INVESTORS" AS SPECIFIED ABOVE OR (III) DISTRIBUTION CHANNELS THROUGH WHICH INFORMATION IS OR IS LIKELY TO BECOME AVAILABLE TO A LARGE NUMBER OF PERSONS. THIS DOCUMENT IS BEING DISTRIBUTED TO AND IS DIRECTED ONLY AT PERSONS IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA ("EEA") WHO ARE "QUALIFIED INVESTORS" WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE (DIRECTIVE 2003/71/EC), ("QUALIFIED INVESTORS"). ANY PERSON IN THE EEA WHO RECEIVES THIS DOCUMENT WILL BE DEEMED TO HAVE REPRESENTED AND AGREED THAT IT IS A QUALIFIED INVESTOR. ANY SUCH RECIPIENT WILL ALSO BE DEEMED TO HAVE REPRESENTED AND AGREED THAT IT HAS NOT RECEIVED THIS DOCUMENT ON BEHALF OF PERSONS IN THE EEA OTHER THAN QUALIFIED INVESTORS OR PERSONS IN THE UK, ITALY AND OTHER MEMBER STATES (WHERE EQUIVALENT LEGISLATION EXISTS) FOR WHOM THE INVESTOR HAS AUTHORITY TO MAKE DECISIONS ON A WHOLLY DISCRETIONARY BASIS. THE COMPANY, VALUE TRACK S.R.L. AND THEIR AFFILIATES, AND OTHERS WILL RELY UPON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATIONS AND AGREEMENTS. ANY PERSON IN THE EEA WHO IS NOT A QUALIFIED INVESTOR SHOULD NOT ACT OR RELY ON THIS DOCUMENT OR ANY OF ITS CONTENTS. THE EXPRESSION "PROSPECTUS DIRECTIVE" MEANS DIRECTIVE 2003/71/EC (AND AMENDMENTS THERETO, INCLUDING THE 2010 PD AMENDING DIRECTIVE, TO THE EXTENT IMPLEMENTED IN THE RELEVANT MEMBER STATE), AND INCLUDES ANY RELEVANT IMPLEMENTING MEASURE IN THE RELEVANT MEMBER STATE AND THE EXPRESSION "2010 PD AMENDING DIRECTIVE" MEANS DIRECTIVE 2010/73/EU. SOMEC SPA (THE "COMPANY") IS A RESEARCH CLIENT OF VALUE TRACK S.R.L. HOWEVER ANY FORECASTS, OPINIONS AND EXPECTATIONS CONTAINED HEREIN ARE ENTIRELY THOSE OF VALUE TRACK S.R.L. AND ARE GIVEN AS PART OF ITS NORMAL RESEARCH ACTIVITY AND SHOULD NOT BE RELIED UPON AS HAVING BEEN AUTHORISED OR APPROVED BY ANY OTHER PERSON. VALUE TRACK S.R.L. HAS NO AUTHORITY WHATSOEVER TO MAKE ANY REPRESENTATION OR WARRANTY ON BEHALF OF THE COMPANY, ITS SHAREHOLDERS, ANY OF ITS ADVISORS, OR ANY OTHER PERSON IN CONNECTION THEREWITH. WHILE ALL REASONABLE CARE HAS BEEN TAKEN TO ENSURE THAT THE FACTS STATED HEREIN ARE ACCURATE AND THAT THE FORECASTS, OPINIONS AND EXPECTATIONS CONTAINED HEREIN ARE FAIR AND REASONABLE, VALUE TRACK S.R.L. HAS NOT VERIFIED THE CONTENTS HEREOF AND ACCORDINGLY NONE OF VALUE TRACK S.R.L., THE COMPANY, ITS SHAREHOLDERS, ANY ADVISORS TO THE COMPANY OR ITS SHAREHOLDERS OR ANY OTHER PERSON IN CONNECTION THEREWITH NOR ANY OF THEIR RESPECTIVE DIRECTORS, OFFICERS OR EMPLOYEES, SHALL BE IN ANY WAY RESPONSIBLE FOR THE CONTENTS HEREOF AND NO RELIANCE SHOULD BE PLACED ON THE ACCURACY, FAIRNESS, OR COMPLETENESS OF THE INFORMATION CONTAINED IN THIS DOCUMENT. NO PERSON ACCEPTS ANY LIABILITY WHATSOEVER FOR ANY LOSS HOWSOEVER ARISING FROM THE USE OF THIS DOCUMENT OR OF ITS CONTENTS OR OTHERWISE ARISING IN CONNECTION THEREWITH. TO THE EXTENT PERMITTED BY LAW AND BY REGULATIONS, VALUE TRACK S.R.L. (OR ITS OFFICERS, DIRECTORS OR EMPLOYEES) MAY HAVE A POSITION IN THE SECURITIES OF (OR OPTIONS, WARRANTS OR RIGHTS WITH RESPECT TO, OR INTEREST IN THE SHARES OR OTHER SECURITIES OF) THE COMPANY AND MAY MAKE A MARKET OR ACT AS A PRINCIPAL IN ANY TRANSACTIONS IN SUCH SECURITIES.