Press release

2023 Half-Year results

Outstanding H1 financial performance

Exceptional level of organic growth and significant EBITA margin increase

2023 outlook revised upwards

Cergy, July 27th, 2023

Outstanding half-year results reflecting the strengths of SPIE's business model even in an inflationary context

- Revenue: €4,114.0 million, up +9.6% vs. H1 2022 (+9.8% on an organic basis)
- Revenue growth in Q2 was up +8.0% vs. Q2 2022 (+8.8% on an organic basis)
- EBITA: €220.0 million, up +16.1% compared to H1 2022
- EBITA margin: 5.3%, up +30 bps compared to H1 2022
- Adjusted net income[1], up +15.1% at €122.3 million

Significant EBITA margin increase, + 30 bps at Group level with all segments improving

- Enhanced pricing power thanks to our unique positioning on the energy transition markets, and the mission-critical services and innovative solutions offered to our customers
- Increased selectivity approach in a context of high demand for our services and solutions
- Permanent focus on operational excellence across the board
- Significant EBITA margin increase in the Netherlands, as planned

Strong deleveraging

- Proven sustained negative working capital structure in a context of high organic growth
- End of June 2023 leverage ratio down, at 2.3x compared to 2.8x at end of June 2022 (excluding IFRS 16) confirming SPIE's virtuous cash generative model

Sustainability-linked refinancing and upgrade of the Group's credit rating

- Gross debt reduction of 200 million euros and optimisation of Group's financing conditions with the issuance of an ORNANE in January 2023
- Credit rating upgraded to BB+ by S&P and Fitch (in January and May respectively)

Bolt-on acquisitions, a key pillar of our strategy

- Very active pipeline of bolt-on opportunities across our geographies
- 2 bolt-on acquisitions signed as of today in ICS: 1 acquisition in H1 2023 in Germany and 1 acquisition in July 2023 in France both totalling c. €44 million of full-year revenue acquired

2023 outlook: EBITA margin and organic growth revised upwards

- Organic growth: at least 6%
  (Previously: "mid-single-digit organic growth")
- EBITA margin: c.+30 bps, in line with H1 2023 increase
  (Previously: "Further EBITA margin increase")
- High focus on bolt-on M&A remaining at the core of SPIE's business model
  (unchanged)
- The proposed dividend pay-out ratio will remain at c.40% of Adjusted Net Income[1] attributable to the Group
  (unchanged)

[1] Adjusted for i) operating income items restated from the Group's EBITA, ii) the change in fair value and amortisation costs of derivative related to the ORNANE, and iii) the corresponding normative tax income adjustment

Gauthier Louette, Chairman & CEO, said:
"SPIE delivered an outstanding performance in H1 2023 with an exceptional level of organic growth, a strong +30 bps EBITA margin increase resulting in an EBITA growth of 16% year on year.
This demonstrates the strengths of SPIE's business model, even in an inflationary context. With unique positioning in its geographies and by fostering the proximity with its clients, the Group has become the first port of call when it comes to expert solutions towards the energy transition.
The accelerating demand on energy-related markets combined with the labour resources scarcity observed in our sector, leads us to further insist on our high selectivity approach and quality of execution to further improve our EBITA margin.
Bolt-on M&A remains a key pillar of our strategy and our pipeline of opportunities is very rich.
In the new interest rates and debt financing environment, SPIE successfully managed a partial refinancing of its debt and an optimisation of its financing conditions.
These strong H1 2023 results allow us to revise upwards our guidance for the full year 2023 with an organic growth of at least 6% and an EBITA margin increase of c.+30 bps".

H1 2023 results

In millions of euros	**H1 2023**	**H1 2022**	***Change***
Revenue	4,114.0	3,754.5	*+9.6%*
EBITA	220.0	189.5	*+16.1%*
EBITA margin	*5.3%*	*5.0%*	*+30 bps*
Adjusted net income[1] (Group share)	122.3	106.3	*+15.1%*
Net income (Group share)	73.2	72.5	*+1.0%*
Net debt (excl. IFRS 16)	(1,346.8)	(1,470.7)	*-123.9*
Leverage ratio[2] (excl. IFRS 16)	2.3x	2.8x	*-0.5x*

Group revenue stood at €4,114.0 million in H1 2023, up +9.6% compared to H1 2022. Revenue organic growth was up +9.8%, confirming the strong demand on our markets and evidencing our pricing power in an inflationary context. Changes in perimeter accounted for -0.4%, mainly related to the disposal of our UK activities and the consolidation effect of acquisitions. Currency movements impacts were +0.2%.

[1] Adjusted for i) operating income items restated from the Group's EBITA, ii) the change in fair value and amortisation costs of derivative related to the ORNANE, and iii) the corresponding normative tax income adjustment

[2] Ratio of net debt excluding impact of IFRS 16 at end of June to pro forma EBITDA (including full-year impact of acquisitions and disposals) on a trailing twelve-month basis

Group EBITA rose by +16.1%, to €220.0 million. **EBITA margin** was at 5.3%, up +30 bps compared to H1 2022, with all our segments improving thanks to our permanent focus on operational excellence across all activities and our selective approach in a context of higher inflation and labour resources scarcity. The Netherlands recorded a significant EBITA margin increase, supported by the successful integration of Worksphere and the performance initiatives conducted in the historical perimeter bearing fruit.

Adjusted net income[1] (Group share) was €122.3 million, up +15.1% year-on-year.

Net income (Group share) was at €73.2 million (from €72.5 million in H1 2022), only up +1.0%, due to the negative €(18.4) million non-cash impact related to the split accounting method of the ORNANE under IFRS.

SPIE's structurally negative **working capital** stood at €(366.7) million at end of June 2023, corresponding to (16) days of revenue.

Net debt excluding IFRS 16 was €1,346.8 million at end of June 2023, compared to €1,470.7 million at end of June 2022. **Leverage ratio**[2] was down -0.5x, at 2.3x at end of June 2023 compared to 2.8x at end of June 2022. As a result of SPIE's usual working capital seasonality, net debt and leverage increased in H1 2023 compared to December 31st, 2022 levels (€920.1 million net debt; 1.6x leverage ratio). Seasonality of working capital will generate a highly positive free cash flow in H2 resulting in a leverage ratio reduction.

[1] Adjusted for i) operating income items restated from the Group's EBITA, ii) the change in fair value and amortisation costs of derivative related to the ORNANE, and iii) the corresponding normative tax income adjustment

[2] Ratio of net debt excluding impact of IFRS 16 at end of June to pro forma EBITDA (including full-year impact of acquisitions and disposals) on a trailing twelve-month basis

Analysis by segment

Half-Year 2023 revenue

In millions of euros	H1 2023	H1 2022	Change	o/w organic growth	o/w external growth	o/w disposal[1]	o/w foreign exchange
France	1,487.7	1,365.7	+8.9%	+8.9%	-	-	-
Germany & CE	1,471.4	1,284.2	+14.6%	+8.4%	+5.9%	-	+0.3%
of which Germany	*1,120.7*	*1,051.4*	*+6.6%*	*+4.4%*	*+2.2%*	-	-
North-Western Europe	869.8	856.5	+1.6%	+13.2%	+2.1%	-13.8%	-
Oil & Gas and Nuclear	285.1	248.1	+14.9%	+12.0%	+2.0%	-0.2%	+1.1%
Group	**4,114.0**	**3,754.5**	**+9.6%**	**+9.8%**	**+2.7%**	**-3.2%**	**+0.2%**

EBITA

In millions of euros	H1 2023	H1 2022	Change
France	85.7	77.7	+10.4%
In % of revenue	*5.8%*	*5.7%*	*+10 bps*
Germany & CE	61.6	53.1	+16.2%
In % of revenue	*4.2%*	*4.1%*	*+10 bps*
o/w Germany	*53.2*	*49.0*	*+8.8%*
In % of revenue	*4.8%*	*4.7%*	*+10 bps*
North-Western Europe	46.7	35.3	+32.3%
In % of revenue	*5.4%*	*4.1%*	*+130 bps*
Oil & Gas and Nuclear	23.6	20.4	+15.6%
In % of revenue	*8.3%*	*8.2%*	*+10 bps*
Holding	2.4	3.1	
Group EBITA	**220.0**	**189.5**	**+16.1%**
In % of revenue	***5.3%***	***5.0%***	***+30 bps***

France

The France segment's revenue grew by +8.9% in H1 2023, exclusively on an organic basis. EBITA margin was up +10 bps at 5.8% in H1 2023 compared to 5.7% in H1 2022.

Our Building Solutions and Technical Facility Management activities remained boosted by growing needs for energy efficiency solutions (including installation works for building renovation and energy performance contracts respectively). City Networks benefitted from the high demand for e-mobility (charging stations) and the good momentum of our smart public lighting solutions (including energy performance contract). Industry Services, addressing a wide range of customers and sectors, were supported by decarbonation requirements, but also automation and digitalisation of processes.

[1] Disposal of (I) UK operations (II) ATMN Industrie (France) (III) Kabel-en Leidingtechniek B.V (the Netherlands)

EBITA margin increased by +10 bps in H1 2023, to 5.8%, thanks to our enhanced pricing power, our permanent focus on quality of execution and our added-value innovative solutions.

Germany & Central Europe

Revenue in Germany & Central Europe increased by +14.6% in H1 2023, including a +8.4% organic growth. Revenue growth from bolt-on acquisitions accounted for +5.9% and currency movements for +0.3%. EBITA margin was at 4.2%, up +10 bps compared to H1 2022.

In H1 2023, organic growth was solid in **Germany** at +4.4%; contribution from acquisitions was +2.2%. The main drivers of the activity in H1 were (i) our Technical Facility Management services, supported by dynamic energy-related markets and (ii) our Information and Communication Services, boosted notably by a large-scale investment from the Government to upgrade the healthcare infrastructures across Germany. High Voltage activities intensified in Q2 thanks to the ramp-up of some transmission lines projects.

EBITA margin in Germany increased by +10 bps in H1 2023 at 4.8% thanks to our strong positioning, our enhanced pricing power and permanent focus on quality of execution.

In **Central Europe**, the momentum was very strong across all our activities. Our position in Poland and Austria has been strengthened thanks to the recent acquisitions.

In **Switzerland,** the supply chain delays are now cleared, thus supporting our organic growth in H1.

North-Western Europe

Revenue in the North-Western Europe segment increased by +1.6% in H1 2023, including a +13.2% organic growth. Growth from change in perimeter was +2.1% and impact from disposals was -13.8% (disposal of our UK activities in December 2022). EBITA margin was markedly improved by +130 bps at 5.4% compared to 4.1% in H1 2022, mainly driven by the significant performance achieved in the Netherlands and a relutive impact from the disposal of our activities in the UK.

The Netherlands recorded an excellent performance in H1 2023. Organic growth was strong in all segments and particularly Industry Services, fuelled by investments in electrification and digitalisation. Our Technical Facility Management and Building Solutions activities were driven by the strong dynamic of Worksphere, while our Information and Communication Services were propelled by fire protection, data center and healthcare projects.

The EBITA margin significantly increased, supported by the improvement of Worksphere's margins together with synergies being delivered, as well as performance initiatives conducted in the historical perimeter bearing fruit.

In **Belgium**, organic growth was supported by Industry Services and Building Services.

Oil & Gas and Nuclear

In H1 2023, the **Oil & Gas and Nuclear** segment's revenue was up +14.9% year-on-year with a strong organic growth of +12.0%. External growth and disposals had a +1.8% impact; the currency movements had a +1.1% impact, primarily related to the USD/EUR parity benefitting to Oil & Gas Services. EBITA margin rose by +10 bps to 8.3%, compared to 8.2% in H1 2022.

In H1 2023, **Oil and Gas Services** experienced a robust growth despite a high comparison basis, reflecting the very good dynamic on our markets.

Nuclear services revenue remained constrained due to projects phasing effects. However, we anticipate long-term positive momentum with the French Government nuclear program for 6 new EPRs.

Acquisitions & perimeter

Bolt-on M&A

SPIE dedicates part of its free cash flow to fund a regular stream of small and mid-size bolt-on acquisitions. This bolt-on strategy is at the core of SPIE's growth model and contributes to the expansion of the Group's service offering and footprint density. SPIE operates in highly fragmented markets and therefore enjoys a rich pipeline of future M&A opportunities.

On June 19th, 2023, SPIE signed an agreement for the acquisition of Enterprise Communications & Services (ECS) a German technical services provider in information and communication technology for a well-diversified customer base. With around 130 employees, the company generated annual revenue of c. €22 million in 2022. This acquisition allows SPIE to strengthen its positioning in Information & Communication Services in Germany. The closing of the transaction is expected for Q3 2023.

On July 6th, 2023, SPIE entered into exclusive negotiations for the acquisition of AVM Up in France. With this acquisition, SPIE strengthens its positioning in the strongly growing UCaaS market by offering complementary cloud services and added value solutions to its customers. With around 50 qualified employees, AVM Up generated revenue of c. €22 million in 2022. The transaction was closed on July 26th, 2023.

Free cash flow and net debt (excluding IFRS 16)

As induced by SPIE's usual working capital seasonal pattern (which translates into a cash outflow in H1 and a cash inflow in H2), as expected **free cash flow** was negative in H1 2023, at €(313.1) million compared to €(306.6) million in H1 2022.

Working capital stood at €(366.7) million at end of June 2023 corresponding to (16) days of revenue, compared to €(460.1) million and (21) days of revenue at end of June 2022 (excluding UK) . This is a solid performance in line with our 2022 pattern. As anticipated, it takes into account the high activity level until the end of Q2 mechanically implying higher accrued income and trade receivables at end of June 2023. We maintain a high level of discipline and attention regarding working capital management across the board, resulting in our long-standing cash generative model.

Net debt excluding IFRS 16 was at €1,346.8 million compared to €920.1 million at end of December 2022. **Leverage ratio**[1] was down by 0.5x, at 2.3x at end of June 2023, compared to 2.8x at end of June 2022.

Financing and liquidity

The Group's **liquidity** remains very high, at €1,171.7 million at end of June 2023, including €571.7 million of cash and €600 million of undrawn Revolving Credit Facility compared to €1,214.6 million at end of June 2022.

In January 2023, the Group issued **Sustainability-linked ORNANEs** (Bonds settled in cash and/or convertible into new shares and/or exchangeable for existing shares) due 2028 for a nominal amount of €400 million. The objective was twofold: to refinance the upcoming debt maturities (2024 Bond of €600 million) and optimise the Group's financing conditions by (i) using SPIE's cash to reduce the gross debt on balance sheet (by €200 million) and (ii) benefitting from an attractive 2% coupon.

In June 2023, SPIE renewed its **securitisation** facility for an amount of €300 million and for a period of four years, until June 2027, associated with improved margin conditions. The facility now includes ESG criteria as defined in the Senior Facility Agreement and the ESG Framework signed in November 2022, in line with the Group's strategy to embed its CSR roadmap into its financing strategy.

Therefore, the Group has no upcoming maturity before June 2026 and benefits from optimised financing conditions in a context of higher interests' rates.

[1] Ratio of net debt excluding impact of IFRS 16 at end of June to pro forma EBITDA (including full-year impact of acquisitions and disposals) on a trailing twelve-month basis

In H1 2023, SPIE's long term corporate **credit rating** was upgraded by Standard & Poor's in January and by Fitch in May to BB+ (previously BB), both with stable outlook. This rewards our strong performance and the Group's sound financial structure.

2023 outlook: EBITA margin and organic growth revised upwards

In light of our very strong performance in H1, SPIE expects for 2023:

- Organic growth: at least 6%
  (Previously: "mid-single-digit organic growth")
- EBITA margin: c.+30 bps, in line with H1 2023 increase
  (Previously: "Further EBITA margin increase")
- High focus on bolt-on M&A remaining at the core of SPIE's business model
  (unchanged)
- The proposed dividend pay-out ratio will remain at c.40% of Adjusted Net Income[1] attributable to the Group
  (unchanged)

Interim dividend

SPIE will pay an interim cash dividend of €0.22 per share on September 22nd, 2023 (ex-date: September 20th, 2023), i.e 30% of the approved dividend for 2022.

Consolidated financial statements

The consolidated financial statements of the SPIE Group as of and for the six months ended June 30th, 2023 were authorised for issue by the Board of Directors on July 26th, 2023. Auditors' limited review of the consolidated financial statements is complete and the statutory auditors' report on the 2023 half year financial information has been issued. The audited consolidated financial statements (full financial statements and notes) and the slide presentation of the 2023 half-year results are available on our website www.spie.com, in the "Investors" section.

[1] Adjusted for i) operating income items restated from the Group's EBITA, ii) the change in fair value and amortisation costs of derivative related to the ORNANE, and iii) the corresponding normative tax income adjustment

Conference call details for investors and analysts

Date: Thursday, July 27th, 2023

9.00 am Paris time - 8.00 am London time

Speakers:

Gauthier Louette, Chairman & CEO

Jérôme Vanhove, Group CFO

Dial-in details:

- France : +33 (0) 1 70 37 71 66
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- US : +1 786 697 3501
- Password: SPIE

Webcast link:

- https://channel.royalcast.com/landingpage/spie/20230727_1/

Next events

September 22nd, 2023: Interim dividend payment (ex-date: September 20th, 2023)

September 4th and 5th, 2023: Paris Roadshow (SG)

September 7th, 2023: UBS Business Services, Leisure and Transport Conference in London

September 11th and 12th, 2023: London Roadshow (BofA)

September 14th, 2023: Kepler Autumn Conference (Paris)

November 3rd, 2023: Quarterly information at September 30th, 2023

Financial definitions

Organic growth represents the production completed during the six months of year N by all the companies consolidated by the Group for the financial year ended December 31st of year N-1 (excluding any contribution from any companies acquired during year N) compared with the production performed during the 6 months of year N-1 by the same companies, independently of the date on which they were first consolidated within the Group.

EBITA represents adjusted operating income before amortisation of allocated goodwill, before tax and financial income.

Pro-forma EBITDA corresponds to income generated by the Group's permanent operations over 12 months before tax and financial income, including the impacts over 12 months of acquisitions. It is calculated before depreciation of tangible assets and amortisation of goodwill. It excludes the impact of IFRS 16.

Adjusted net income: correspond to net income adjusted for i) operating income items restated from the Group's EBITA, ii) the change in fair value and amortisation costs of derivative related to the ORNANE, and iii) the corresponding normative tax income adjustment.

Operating Cash-flow is the sum of EBITA, amortisation expenses, change in working capital requirement, and provisions related to income and expenses included in EBITA, minus net investment flows (excluding acquisitions) for the period. It excludes the impact of IFRS 16.

Free cash-flow is defined as operating cash-flow minus taxes, net interest paid, restructuring and discontinuation items and before acquisitions and disposals proceeds and charges. It excludes the impact of IFRS 16.

Leverage is the ratio of net debt excluding impact of IFRS 16 at end of June to pro forma EBITDA (including full-year impact of acquisitions and disposals) on a trailing twelve-month basis.

About SPIE

SPIE is the independent European leader in multi-technical services in the areas of energy and communications. Our 48,000 employees are committed to achieving the energy transition and digital transformation alongside our customers.
SPIE achieved in 2022 consolidated revenues of €8.09 billion and consolidated EBITA of €511 million.

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Disclaimer

Certain information included in this press release are not historical facts but are forward-looking statements. These forward-looking statements are based on current beliefs, expectations and assumptions, including, without limitation, assumptions regarding present and future business strategies and the environment in which SPIE operates, and involve known and unknown risks, uncertainties and other factors, which may cause actual results, performance or achievements, or industry results or other events, to be materially different from those expressed or implied by these forward-looking statements. Forward-looking statements speak only as of the date of this press release and SPIE expressly disclaims any obligation or undertaking to release any update or revisions to any forward-looking statements included in this press release to reflect any change in expectations or any change in events, conditions or circumstances on which these forward-looking statements are based. Such forward-looking statements are for illustrative purposes only. Forward-looking information and statements are not guarantees of future performances and are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of SPIE. Actual results could differ materially from those expressed in, or implied or projected by, forward-looking information and statements. These risks and uncertainties include those discussed or identified under Chapter 2 "Risk factors and internal control" of SPIE's 2022 Universal Registration Document, filed with the French Financial Markets Authority (AMF) on April 12th, 2023 under number D.23-0265, which is available on the website of SPIE (www.spie.com) and of the AMF (www.amf-france.org). This press release includes only summary information and does not purport to be comprehensive. No reliance should be placed on the accuracy or completeness of the information or opinions contained in this press release. This press release does not contain or constitute an offer of securities for sale or an invitation or inducement to invest in securities in France, the United States or any other jurisdiction.

Appendix

Consolidated income statement

In millions of euros	H1 2023	H1 2022
Revenue	**4,129.5**	**3,773.2**
Other income	54.7	45.1
Operating expenses	(4,006.4)	(3,670.2)
Recurring operating income	**177.8**	**148.2**
Other operating expenses	(7.5)	(10.6)
Other operating income	3.5	6.7
Total other operating income (expenses)	**(4.0)**	**(3.9)**
Operating income	**173.8**	**144.3**
Net income (loss) from companies accounted for under the equity method	0.1	0.1
Operating income including companies accounted for under the equity method	**173.9**	**144.4**
Interest charges and losses from cash equivalents	(43.7)	(31.2)
Gains from cash equivalents	8.8	0.2
Costs of net financial debt	**(34.8)**	**(31.1)**
Other financial expenses	(24.0)	(11.4)
Other financial income	13.0	11.3
Change in fair value and amortisation cost of the ORNANE derivative component	(18.4)	-
Other financial income (expenses)	**(29.4)**	**(0.0)**
Pre-Tax Income	**109.7**	**113.3**
Income tax expenses	(35.9)	(39.4)
Net income from continuing operations	**73.8**	**73.9**
Net income from discontinued operations	(0.0)	(0.0)
NET INCOME	**73.8**	**73.9**
Net income from continuing operations attributable to:		
. Owners of the parent	73.2	72.5
. Non-controlling interests	0.6	1.4
	73.8	**73.9**
Net income attributable to:		
. Owners of the parent	73.2	72.5
. Non-controlling interests	0.6	1.4
	73.8	**73.9**

Consolidated statement of financial position

In millions of euros	June 30th, 2023	Dec 31st, 2022
Non-current assets		
Intangible assets	976.6	1,010.9
Goodwill	3,380.7	3,365.9
Right of use on operating and financial lease	369.3	396.9
Property, plant and equipment	158.6	161.2
Investments in companies accounted for under the equity method	13.3	13.7
Non-consolidated shares and long-term loans	39.0	48.0
Other non-current financial assets	3.9	4.9
Deferred tax assets	190.5	194.5
Total non-current assets	**5,131.9**	**5,196.0**
Current assets		
Inventories	58.9	56.0
Trade receivables	2,383.9	1,988.0
Current tax receivables	55.5	47.0
Other current assets	490.7	362.8
Other current financial assets	4.1	4.5
Cash management financial assets and cash equivalents	190.5	102.3
Cash	383.2	1,170.8
Total current assets from continuing operations	**3,566.9**	**3,731.4**
Assets classified as held for sale	0.2	0.2
Total current assets	**3,567.1**	**3,731.6**
TOTAL ASSETS	**8,698.9**	**8,927.6**

In millions of euros	June 30th, 2023	Dec 31st, 2022
Equity		
Share capital	77.4	77.2
Share premium	1,286.8	1,287.1
Consolidated reserves	442.3	370.8
Net income attributable to the owners of the parent	73.2	151.5
Equity attributable to owners of the parent	**1,879.7**	**1,886.6**
Non-controlling interests	9.9	9.2
Total equity	**1,889.5**	**1,895.7**
Non-current liabilities		
Interest-bearing loans and borrowings	1,557.0	1,795.4
ORNANE derivative component	62.3	-
Non-current debt on operating and financial leases	255.2	277.9
Non-current provisions	90.5	87.9
Accrued pension and other employee benefits	645.3	643.1
Other non-current liabilities	5.2	4.4
Deferred tax liabilities	290.8	292.8
Total non-current liabilities	**2,906.3**	**3,101.5**
Current liabilities		
Trade payables	1,233.0	1,189.4
Interest-bearing loans and borrowings	312.0	416.0
Current debt on operating and financial leases	120.4	125.6
Current provisions	144.5	137.5
Income tax payable	82.8	81.3
Other current operating liabilities	2,009.9	1,979.3
Total current liabilities from continuing operations	**3,902.6**	**3,929.0**
Liabilities associated with assets classified as held for sale	0.5	1.4
Total current liabilities	**3,903.1**	**3,930.4**
TOTAL EQUITY AND LIABILITIES	**8,698.9**	**8,927.6**

Consolidated cash flow statement

In millions of euros	H1 2023	H1 2022
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE PERIOD	**1,181.8**	**1,226.9**
Operating activities		
Net income	73,8	73,9
Loss from companies accounted for under the equity method	(0.1)	(0.1)
Depreciation, amortisation, and provisions	134.2	130.1
Change in fair value of the financial instrument (“ORNANE”)	14.6	-
Proceeds on disposals of assets	(0.9)	(0.1)
Income tax expense	35.9	39.4
Costs of net financial debt	38.7	31.1
Other non-cash items	14.1	14.0
Internally generated funds from (used in) operations	**310.3**	**288.2**
Income tax paid	(46.7)	(61.5)
Changes in operating working capital requirements	(440.3)	(391.9)
Dividends received from companies accounted for under the equity method	0.3	0.2
Net cash flow from (used in) operating activities	**(176.4)**	**(165.1)**
Investing activities		
Effect of changes in the scope of consolidation	(16.4)	(214.6)
Acquisition of property, plant and equipment and intangible assets	(17.8)	(26.0)
Net investment in financial assets	(0.4)	(0.6)
Changes in loans and advances granted	1.8	3.0
Proceeds from disposals of property, plant and equipment and intangible assets	1.4	1.1
Proceeds from disposals of financial assets	-	-
Net cash flow from (used in) investing activities	**(31.5)**	**(237.1)**
Financing activities		
Proceeds from loans and borrowings	395.7	-
Repayment of loans and borrowings	(675.3)	(99.8)
Net interest paid	(52.9)	(46.3)
Dividends paid to owners of the parent	(90.5)	(76.6)
Dividends paid to non-controlling interests	-	-
Net cash flow from (used in) financing activities	**(423.0)**	**(222.7)**
Impact of changes in exchange rates	(1.9)	1.9
Net change in cash and cash equivalents	**(632.8)**	**(623.1)**
CASH AND CASH EQUIVALENTS AT END OF THE PERIOD	**549.0**	**603.9**

Quarterly organic growth by segment

	Q1 2023	Q2 2023	H1 2023
France	+10.4%	+7.5%	+8.9%
Germany & CE	+8.6%	+8.2%	+8.4%
o/w Germany	*+3.5%*	*+5.3%*	*+4.4%*
North-Western Europe	+14.6%	+11.9%	+13.2%
Oil & Gas and Nuclear	+14.4%	+9.9%	+12.0%
Group	**+10.9%**	**+8.8%**	**+9.8%**

Reconciliation between revenue (as per management accounts) and revenue under IFRS

In millions of euros		H1 2023	H1 2022
Revenue (as per management accounts)		**4,114.0**	**3,754.5**
Holding activities	(a)	15.1	14.5
Other	(b)	0.4	4.2
Revenue (IFRS)		**4,129.5**	**3,773.2**

a) Non-Group revenue of SPIE Operations Group and other non-operational entities;

b) Re-invoicing of services provided by Group entities to non-managed joint ventures; revenue that do not correspond to operational activity (essentially re-invoicing of expenses incurred on behalf of partners); restatements of revenue from entities consolidated under the equity method, or not yet consolidated.

Reconciliation between EBITA and operating income

In millions of euros		H1 2023	H1 2022
EBITA		**220.0**	**189.5**
Amortisation of allocated goodwill	(a)	(36.2)	(37.2)
Restructuring costs	(b)	(0.3)	(1.1)
Financial commissions		(0.6)	(0.7)
Other non-recurring items	(c)	(9.0)	(6.1)
Consolidated Operating Income		**173.9**	**144.4**

(a) In H1 2023, amortisation of allocated goodwill includes € (17.0) million pertaining to the SAG Group (same amount in H1 2022) and € (4.2) million pertaining to Worksphere, compared to € (5.7) million in H1 2022.

(b) In H1 2023, restructuring costs related to Worksphere integration costs in SPIE Nederland for € (0.3) million and amounted to € (1.1) million in H1 2022.

(c) In H1 2023, "Other non-recurring items" mainly corresponded to a restatement made pursuant to IFRIC 21 for € (2.5) million and costs related to long term incentive shares plan, in accordance with IFRS 2 for € (5.4) million - explained by the definitive allocation of shares under the 2020-2022 plan and the increase in the share price (underlying).

In H1 2022, the "other non-recurring items" mainly corresponded to a restatement made pursuant to IFRIC 21 for € (2.4) million, and € (1.7) million costs related to long term incentive shares plan, in accordance with IFRS 2.

Reconciliation between adjusted net income and reported net income

In millions of euros		H1 2023	H1 2022
Adjusted net income, Group share		**122.3**	**106.3**
Amortisation of allocated goodwill		(36.2)	(37.2)
Restructuring costs		(0.3)	(1.1)
Other items	(a)	(9.0)	(6.0)
Change in fair value and amortisation cost of the ORNANE derivative component		(18.4)	-
Net income from discontinued operations		0.0	0.0
Implied tax adjustment		14.8	10.5
Reported net income, Group share		**73.2**	**72.5**

(a) Including long-term incentive shares plan in accordance with IFRS 2.

Net debt & leverage

In millions of euros	**June 30th, 2023**	**June 30th, 2022**	**Dec 31st, 2022**
Loans and borrowings as per balance sheet	**2,307.0**	**2,501.2**	**2,614.9**
Deduct debt on operating and financial leases – continued activities	(375.6)	(415.1)	(403.5)
Capitalised borrowing costs	11.5	6.0	9.7
Amortisation costs of the convertible bond derivative instrument	43.9	-	-
Convertible bond derivative instrument	(62.3)	-	-
Others (1)	(6.0)	(6.8)	(24.8)
Gross financial debt (a)	**1,918.5**	**2,085.3**	**2,196.3**
Cash equivalents	190.5	90.0	102.3
Cash	383.2	524.6	1,170.8
Accrued interest	(2.0)	-	-
Gross cash (b)	**571.7**	**614.6**	**1,273.1**
Consolidated net debt (a) - (b)	**1,346.8**	**1,470.7**	**923.2**
(-) Net debt held in discontinued activities	-	-	-
Unconsolidated net debt	-	-	(3.1)
Net debt excluding IFRS 16	**1,346.8**	**1,470.7**	**920.1**

Pro forma EBITDA excluding IFRS 16	587.0	521.3	559.0
Leverage excluding IFRS 16	**2.3x**	**2.8x**	**1.6x**

Add debt on operating and financial leases (IFRS 16)	375.6	415.1	403.5
Net debt including IFRS 16	**1,722.4**	**1,885.8**	**1,323.6**
Pro forma EBITDA including IFRS 16	735.1	673.5	712.8
Leverage including IFRS 16	**2.3x**	**2.8x**	**1.9x**

(1) “Others” line under gross financial debt corresponds to:
- On June 30th, 2023, accrued interest including €3.6 million related to the ORNANE
- In 2022, accrued interest including €23.0 million on bonds

Cash Flow statement – Management accounts

In millions of euros	H1 2023 excl. IFRS 16	IFRS 16 impacts	H1 2023 incl. IFRS 16	H1 2022 excl. IFRS 16
EBITA	**215.9**	**4.2**	**220.0**	**186.1**
Depreciation	26.5	66.2	92.7	26.9
Capex	(16.4)	-	(16.4)	(24.9)
Change in Working Capital and Provisions	(429.8)	0.1	(429.7)	(386.9)
Operating Cash Flow	**(203.9)**	**70.5**	**(133.4)**	**(198.7)**
Taxes paid	(46.7)	-	(46.7)	(61.5)
Net interest paid	(48.9)	(4.0)	(52.9)	(42.1)
Others[1]	(13.6)	0.2	(13.5)	(4.1)
Free Cash Flow	**(313.1)**	**66.6**	**(246.5)**	**(306.6)**
Acquisitions & disposals	(19.5)	-	(19.5)	(216.7)
Dividends	(90.5)	-	(90.5)	(76.6)
FX impacts & others[2]	(3.6)	(38.7)	(42.3)	3.6
Change in net debt	**(426.7)**	**(27.9)**	**(398.9)**	**(596.2)**

[1] Including in H1 2023 (I) cash out related to the financial element of pensions for (€9.0m), (II) bank and insurance guarantee fees for (€2.8m) vs. (3.2m) in H1 2022, (III) restructuring costs for (€1.7m) vs. (€2.2m) in H1 2022

[2] Including (€4.3) million of one-off refinancing costs related to the ORNANE issuance in January 2023

Financing conditions

Cost of bank debt facilities

The table below presents the costs of the bank facilities put in place in October 2022 (€600 million term loan and €600 million revolving credit facility). These costs are margins added to EURIBOR (or any other applicable base rate with a floor at zero per cent per annum) and vary depending on year-end leverage ratio[1].

Leverage ratio	Term loan	RCF
Higher than 3.5x	2.000%	1.600%
Higher than 3.0x up to 3.5x	1.850%	1.450%
Higher than 2.5x up to 3.0x	1.700%	1.300%
Higher than 2.0x up to 2.5x	1.550%	1.150%
Higher than 1.5x up to 2.0x	1.400%	1.000%
Up to 1.5x	1.200%	0.800%

In addition, (i) a customary Sustainability-linked adjustment will provide for a maximum discount or premium of 5 basis points (ii) a utilisation fee ranging from 0.10% p.a. to 0.40% p.a. applies to the revolving credit facility and (iii) an additional margin of 20 basis points for drawings in USD.

Detailed characteristics of the ORNANE convertible bonds

SPIE issued Sustainability-linked bonds settled in cash and/or convertible into new shares and/or exchangeable for existing shares (« ORNANE »), for an amount of €400 million and bear interest at an annual rate of 2%.

For the accounting treatment of the “ORNANE” issued in 2023, the SPIE Group has opted for split accounting method, separating a debt component from a derivative instrument component.

Main features	Convertible Bond « ORNANE »
Duration	5 years
Maturity date	17 January 2028
Issue size	400 000 000 €
Issue price	100 000 €
Initial conversion premium	37.5%
Reference share price	23.977 €
Initial conversion price	32.97 €
Bond interest («coupon»)	2% (paid semi-annually: 17 January & 17 July)

In line with SPIE’s sustainability-linked financing framework dated November 2022, the bonds are indexed to ESG key performance indicators.

[1] Excluding IFRS 16

If a defined sustainable performance target is not met by the end of 2025, SPIE will pay a premium of 0.25% of the principal amount of each bond; 0.375% premium for two targets not met; and 0.50% premium for three targets not met.

Characteristics of the securitisation program

The securitisation program established in 2007 with a maturity at June 2023, has been renewed under the conditions below:

- The Securitisation program will run for four years until June 2027 (except in the event of early termination or termination by agreement),

- Indexation on sustainable development criteria, with an ESG adjustment premium in the form of a discount or a maximum premium of 5 basis points, to be applied each year, from December 31st, 2023, depending on the achievement of annual ESG performance targets, as defined in the contract,

- A maximum funding of €300 m.

In thousands of euros	*Repayment*	*Fixed / floating rate*		***June 30th, 2023***
Receivable Securitisation Program	Monthly	Floating	Internal rate Société Générale + 1%	292 851
Loans and borrowings from banking Institutions				**292 851**