



What's Cooking?

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Consolidated results 2023

In line with expectations:

Sales up 6.5%.

Underlying EBITDA and EAT rise again.

**Refinancing debt for the next 5 years through a consortium of banks
gives room for strategy execution, further investments and developments.**

- Consolidated sales increase by 6.5%.
- Cost control and inflation pass-through trigger recovery in operating income.
- Solid cash flow & refinancing for 5 years through consortium of banks.
- Roll-out new strategy "on track".
- Restructuring operations Aalsmeer (NL) with transfer of volumes to other production sites in the Netherlands on schedule.

Key headlines & events

Despite difficult market conditions with high inflation and the sometimes problematic availability of raw materials, the group managed to increase consolidated sales by 6.5% from EUR 781 to 832 million. The transparent pass-through of cost increases, in addition to the continuous control of cost increases throughout the year, was a crucial factor in improving the results. The year also featured the announcement of the new group strategy in March 2023 with the rebranding of Ter Beke into "What's Cooking?" as a powerful signal.

CEO Piet Sanders about the 2023 results, *"In 2023, overall inflation remained particularly high, but we managed to further improve our result by acting in a cost-conscious and sustainable manner. On the one hand, we were largely able to pass on the increased costs into the chain, but on the other hand, as part of our new strategy together with our suppliers, we also succeeded in taking costs out of the chain. We are taking clear steps in building win-win partnerships with all our stakeholders. Striving for leadership in sustainability, coupled with innovation in products and packaging, creates new opportunities with both existing and new customers and consumers."*

Underlying EBITDA increases from EUR 38 million in 2022 to EUR 50 million in 2023. This despite pressure on volumes, as expected. The group did see volumes pick up in the second half of the year which is also clearly visible in the increased underlying EBITDA in the second half compared to the first half of the year.

Non-underlying EBITDA costs (EUR 4 million in total in 2023) in the current fiscal year consist mainly of costs related to the transfer of production in Aalsmeer to other Dutch sites (EUR 3 million). The other costs relate to the costs related to the rebranding at the beginning of 2023 and costs for the development of new vegetable products to be marketed in 2024.

Net financial debt reduced from EUR 68 million to EUR 61 million.



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What's Cooking? has signed a new 5-year financing agreement for a EUR 175 million Revolving Credit Facility (RCF) with a consortium of existing and new banks. This agreement refinances the existing RCF and ensures the necessary financial stability in an uncertain changing macroeconomic and geopolitical context. The RCF allows What's Cooking? to further realize its Sustainable Profitable Growth Plan 2030. The financing is unsecured and allows the group to take on a debt ratio of up to 3.5 times EBITDA. The financing agreement provides the option to link future margin to the group's sustainability goals, an aspect that will be further detailed in the coming weeks.

Yves Regniers, CFO of What's Cooking? said, *"We are pleased that both existing and new banks are supporting us as we continue to build our strategy & innovation, and continue to finance our ongoing development as a group. This refinancing provides us with stability for the next 5 years and, thanks to the future coupling of the margin with sustainability targets, it will also ensure that we remain committed to sustainability in everything we do."*

Strategic Business Unit Savoury

Business unit sales increased 5% from EUR 443 million to EUR 464 million, mainly due to the transparent pass-through of increased labor and raw material costs. Volume in the business unit declined as expected in a declining market. Furthermore, the business unit launched a number of new vegetable products and there are concrete plans to develop this further in the coming months.

The evolving product portfolio also includes hybrid, vegetarian and plant-based products, whose importance in the segment will gradually increase. What's Cooking? also reintroduced a number of innovative packaging concepts for our customers in 2023. Under the leadership of Teun Haegens (previously Controller within the Savoury business unit) - from now on SBU Director Savoury – What's Cooking? will continue to focus on the realization of our strategic ambitions and the further sustainability of our products and packaging.

The segment's underlying EBITDA remained stable compared to 2022: EUR 21 million in 2023, compared to EUR 21 million in 2022.

The announced restructuring in Aalsmeer in The Netherlands is on track and will allow the group to produce in and respond to customer demands in an even more sustainable way. Thanks to the investments made in Ridderkerk and Wijchen, What's Cooking? can deliver our products even fresher, tastier and with improved service, packaged in very attractive packaging. During the restructuring, the group put maximum efforts into guiding the employees involved from job to job.

Strategic Business Unit Ready Meals

Turnover of the prepared meals business unit increased 9% from EUR 339 million to EUR 369 million, mainly due to the pass-thru of cost increases. What's Cooking? also succeeded in introducing a large number of innovative products both in the United Kingdom and on the continent. The successful introduction of a number of plant-based and vegetarian products also makes us optimistic for the further growth of our product portfolio.

This portfolio offers a range of internationally known and regionally adapted products that are nutritional, delicious and affordable. The emphasis on quality and unburdening customers has led to the fact that What's Cooking? won back a number of contracts, resulting in a nice growth in volumes in the second half of the year.

Modified sales contracts that better address purchase price volatility, as well as a number of investments in its plants that support production efficiency, drove a 41% improvement in the segment's underlying EBITDA, from EUR 22 million in 2022 to EUR 31 million in 2023.

Dividend Proposal



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The Board of Directors will propose to the General Meeting to approve - after several years with an unchanged dividend - a 7% increase in the dividend compared to the previous year. This brings the gross dividend that will be submitted for approval to EUR 4.28 per share. Given the improved results and the refinancing, the Board of Directors will not propose a scrip dividend.

Events after balance sheet date

No events except for the refinancing described above.

Outlook 2024

The Board of Directors looks to 2024 with confidence, bolstered by the volume growth in SBU Ready Meals and the group's solid financial position and cash flow. The refinancing will also enable us to continue the implementation of the new strategy and make the planned investments. These investments, especially in SBU Ready Meals, are expected to be higher and more structural in the coming years than in previous years.

The restructuring in Aalsmeer is on schedule and What's Cooking? is confident that this will allow to continue working - together with its customers - on sustainable, profitable growth with the objective of confirming or improving on the improved results of 2023.

The group anticipates a further update on its outlook and progress when it publishes its annual report in April 2024.



Consolidated results 2023

Consolidated key figures in 000 EUR	2023	2022	Δ%
Revenue (net turnover)	832.326	781.385	6,5%
Underlying EBITDA (1)	49.872	38.120	30,8%
EBITDA (2)	45.468	35.861	26,8%
Underlying operating result (UEBIT)	21.486	9.906	116,9%
Operating result (EBIT)	16.560	7.647	116,6%
Net financing costs	-4.974	-1.449	243,3%
Operating result after net financing costs (EBT)	11.586	6.198	86,9%
Taxes	-3.831	-1.589	141,1%
Result after tax before share in the result of enterprises accounted for using the equity method	7.755	4.609	68,3%
Share in enterprises accounted for using the equity method	-98	-89	
Earnings after taxes (EAT)	7.657	4.520	69,4%
Financial position in 000 EUR			
Total assets	399.237	404.459	-1,3%
Equity	125.783	120.573	4,3%
Net financial debt (3)	60.897	67.756	-10,1%
Equity/Total assets	31,5%	29,8%	5,7%
Gearing ratio (4)	48,4%	56,2%	-13,8%
In EUR per share			
Number of shares	1.856.180	1.821.006	1,9%
Average number of shares	1.838.256	1.807.722	1,7%
Net cash flow per share (5)	19,94	18,16	9,8%
Consolidated Earnings after taxes (5)	4,17	2,33	79,0%
EBITDA per share (5)	24,73	19,84	24,7%

- (1) UEBITDA: EBITDA from current business activity
- (2) EBITDA: result of operating activities + depreciation + amortization + write-downs + movements in facilities
- (3) Net financial liabilities: interest-bearing liabilities - interest-bearing receivables, cash and cash equivalents
- (4) Gearing ratio: Net financial debt/Equity.
- (5) Ratio always based on weighted average of the number of shares in the fiscal year.
- (6) The net cash flow consists of the result of the fiscal year excluding the contribution to the change in equity plus (minus) non-cash expenses (cash income).



Additional information to the consolidated results 2023

Notes to the balance sheet

Goodwill remains stable compared to the previous fiscal year. The minute fluctuation is mainly due to the evolution of the British Pound against the Euro.

The decrease in tangible and intangible assets is mainly due to further depreciation of tangible and intangible assets.

The group invested EUR 24.8 million in fixed assets in 2023 compared to EUR 23.4 million over the same period in 2022. This mainly concerns continued efficiency investments, adjustments in infrastructure and refrigeration and other investments to improve the sustainability of its sites and production. Further efforts were also made to improve logistics processes.

Investments decreased slightly and included the investment in Davai BV. Davai is a Producer of plant-based snacks in which What's Cooking? took a 50% stake in the first half of 2022.

Net financial debts decreased by EUR 7 million to EUR 61 million. This decrease was achieved mainly through an improvement in working capital and operating result compared to last year. The impact of the net payment of the optional dividend remained virtually unchanged in both fiscal years.

Net cash flow from operating activities was EUR 44 million, higher than that of 2022 (EUR 37 million), mainly due to an increased operating result and a further improvement in working capital. Despite increased tax and financial charges as well as the purchase of the remaining 9% stake in What's Cooking Deeside UK for EUR 4 million, the group managed to achieve a nice net debt reduction. Following this purchase (which was completed during the first half of the year), the group became 100% owner of What's Cooking Deeside UK.

The calculation of net financial liabilities as of December 31, 2023 and 2022 is as follows:

in EUR'000	<u>31/12/2023</u>	<u>31/12/2022</u>
Cash and cash equivalents	-20.313	-19.353
Long-term interest-bearing liabilities	78.595	84.317
Short-term interest-bearing liabilities	2.615	2.792
Net financial debts	60.897	67.756



Notes to the income statement

Key explanations of the results were provided in the key headlines & events section.

UEBIT and UEBITDA - reflecting recurring or underlying business performance - are called underlying EBIT or underlying EBITDA, respectively. Their calculation for What's Cooking? is as follows:

Result of operating activities		
In EUR'000		
	<u>31/12/2023</u>	<u>31/12/2022</u>
EBITDA	45.468	35.861
Depreciations costs and impairments	-28.510	-27.833
Impairments, write offs and provisions	-398	-381
Result of operating activities (EBIT)	16.560	7.647

Result of operating activities		
In EUR'000		
	<u>31/12/2023</u>	<u>31/12/2022</u>
Result of operating activities (EBIT)	16.560	7.647
Costs of acquisitions		2.259
Rebranding expenses	882	
Restructuring costs	3.444	
Innovation costs plant based products	600	
Underlying operating result (UEBIT)	21.486	9.906
EBITDA	45.468	35.861
Costs of acquisitions	0	2.259
Rebranding expenses	882	0
Restructuring costs	2.922	0
Innovation costs plant based products	600	0
Underlying EBITDA	49.872	38.120



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External audit

The auditor, KPMG Bedrijfsrevisoren BV, represented by Filip De Bock, has confirmed that its audit procedures, which have been substantially completed, have not revealed any material misstatement in the accounting data included in the present report.

Financial calendar

Annual Report 2023	April 19, 2024 before trading hours
General Assembly	May 30, 2024
Half-year results 2024	Aug. 23, 2024 before trading hours
Annual results 2024	February 21, 2025 before trading hours

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About What's Cooking Group

*What's Cooking? is a **European fresh savoury food group headquartered in Belgium** which commercialises in Europe and beyond a wide range of high-quality and innovative savoury cold cuts, snacking and ready meal food products (also known from Come a casa®), and related services. "**Day by day, we make sustainable food second nature** by increasing the world's appetite for tasty, convenient meals, crafted with care both for the people and the planet". Our customers and consumers are always on our hungry minds when preparing our food products, as is the well-being of our approximately 3,000 people from our headquarter, 12 industrial sites in Belgium, the Netherlands, France, Poland, and the UK, and 7 sales offices. What's Cooking Group (previously named Ter Beke) exists for 75 years, is listed as family company on Euronext Brussels since 1986 (EBR: WHATS) and realised a turnover of EUR 832 million in 2023.*

More info about What's Cooking? can be found on www.whatscooking.group

What's Cooking Group NV, Beke 1, 9950 Lievegem (Belgium), RPR 03421.364.139 (Ghent, department Ghent)



Consolidated income statement

as at 31 December 2023 and 2022

	2023	2022
Revenue	832.326	781.385
Trade goods, raw and auxiliary items	-511.941	-495.220
Services and miscellaneous goods	-132.717	-120.664
Employee expenses	-143.532	-130.826
Depreciation costs	-28.510	-27.833
Impairments, write-downs, and provisions	-398	-381
Other operating income	4.243	3.617
Other operating expenses	-2.911	-2.431
Result of operating activities	16.560	7.647
Financial income	1.550	1.305
Financial expenses	-6.524	-2.754
Results of operating activities after net financing expenses	11.586	6.198
Taxes	-3.831	-1.589
Result for the financial year before result from businesses accounted for using the equity method	7.755	4.609
Share in the result of enterprises accounted for using the equity method	-98	-89
result for the financial year	7.657	4.520
Result for the financial year: share third parties	0	299
Result for the financial year: share group	7.657	4.221
Basic earnings per share *	4,17	2,33
Diluted earnings per share *	4,17	2,33
Based on the weighted average number of shares in the year		



Consolidated balance sheet		
as at 31 December 2023 and 2022		
In EUR'000	<u>2023</u>	<u>2022</u>
Assets		
Non-current assets	224.711	225.726
Goodwill	78.041	77.871
Intangible non-current assets	15.951	17.306
Tangible non-current assets	120.511	121.650
Participations using equity method	333	431
Deferred tax assets	9.808	8.392
Other long-term receivables	67	76
Current assets	174.526	178.733
Inventories	47.264	46.889
Trade and other receivables	106.949	112.491
Cash and cash equivalents	20.313	19.353
Total assets	399.237	404.459
Liabilities		
Shareholders' equity	125.783	120.573
Capital and share premiums	64.856	62.197
Reserves	60.927	56.494
Non-controlling interest	0	1.882
Deferred tax liabilities	4.929	5.615
Long-term liabilities	82.290	87.759
Provisions	3.695	3.442
Long-term interest-bearing liabilities	78.595	84.317
Other long-term liabilities	0	0
Current liabilities	186.235	190.512
Current interest-bearing liabilities	2.615	2.792
Trade liabilities and other payables	155.853	162.156
Social liabilities	24.962	22.567
Tax liabilities	2.805	2.997
Total liabilities	399.237	404.459



Consolidated cash flow statement in EUR'000		
as at 31 December 2023 and 2022		
	2023	2022
Operating activities		
Result before taxes	11.586	6.198
Interest	4.943	1.322
Depreciation costs and impairments	28.510	27.833
Write-downs (*)	101	102
Provisions	245	-58
Gains & losses on disposal of fixed assets	287	-64
Cash flow from operating activities	45.672	35.333
Decrease/(increase) in receivables more than 1 year		
Decrease/(increase) in inventory	-285	-8.888
Decrease/(increase) in receivables less than 1 year	5.662	-12.662
Decrease/(increase) in operational assets	5.377	-21.550
Increase/(decrease) in trade liabilities	-4.236	22.759
Increase/(decrease) in debts relating to remuneration	3.163	2.247
Increase/(decrease) in other liabilities, accruals and deferred income	13	-426
Increase/(decrease) in operational debts	-1.060	24.580
(Increase)/decrease in the operating capital	4.317	3.030
Tax paid	-6.220	-1.750
Net cash flow from operating activities	43.769	36.613
Investment activities		
Acquisition of intangible and tangible non-current assets	-23.746	-25.082
Acquisition of shares in participations	0	-520
Total increase in investments	-23.746	-25.602
Sale of intangible and tangible non-current assets	114	818
Sale of shares in participations		
Total decrease in investments	114	818
Cash flow from investment activities	-23.632	-24.784
Financing activities		
Increase/(decrease) in short-term financial debts	0	-1.367
Increase in long-term debts	1.730	8.996
Repayment of long-term debts	-7.651	-5.632
Interest paid interest (via income statement)	-4.943	-1.322
Acquisition of non-controlling interest	-3.953	0
Capital increase (decrease) (**)	2.659	2.625
Dividend paid by parent company (***)	-7.284	-7.177
Cash flow from financing activities	-19.442	-3.877
Net change in cash and cash equivalents	695	7.952
Cash funds at the beginning of the financial year	19.353	11.544
Translation differences	265	-143
Cash funds at the end of the financial year	20.313	19.353
<p>(*) Also includes adjustments that are part of the financial result. This was -52 KEUR in 2022 and -337 KEUR in 2022</p> <p>(**) Share Capital increase following Scrip Dividend: shareholders choosing for shares rather than cash</p> <p>(***) Distributed dividend for 2022 €4.00 (net €2.80) per share or KEUR 7284 of which KEUR 4 625 was paid in cash and the balance distributed through the creation of 35 174 new shares, resulting in a strengthening of equity of KEUR 2 659.</p>		



Key data by business segment

in EUR'000	2023			2022		
	Savoury	Ready Meals	Total	Savoury	Ready Meals	Total
Segment income statement						
Segment net turnover	463.593	368.733	832.326	442.518	338.867	781.385
Segment results	338	19.468	19.806	2.325	11.456	13.781
Non-allocated results			-3.246			-6.134
Net financing cost			-4.974			-1.449
Taxes			-3.831			-1.589
Share in businesses accounted for using the equity method			-98			-89
Consolidated result			7.657			4.520
Segment balance sheet						
Segment non-current assets	107.294	109.789	217.083	110.575	109.985	220.560
Non-allocated non-current assets			7.628			5.166
Total consolidated non-current assets			224.711			225.726
Segment liabilities	113.967	72.133	186.100	112.785	73.122	185.907
Non-allocated liabilities			213.137			218.552
Total consolidated liabilities			399.237			404.459
Other segment information						
Segment investments (*)	13.698	8.419	22.117	13.732	8.756	22.488
Non-allocated investments			2.653			886
Total investments			24.770			23.374
Segment depreciation and non-cash costs	16.620	10.870	27.490	16.281	10.539	26.820
Non-allocated depreciation and non-cash costs			1.418			1.394
Total depreciation and non-cash costs			28.908			28.214
(*) Investments including new capital grants						



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Regulated information

Comparable Segment information in EUR'000	Savoury	Ready Meals	Not Allocated	Total
EBIT 2023	338	19.468	-3.246	16.560
EBIT 2022	2.325	11.456	-6.134	7.647
Variance	-1.987	8.012	2.888	8.913
EBITDA 2023	16.958	30.338	-1.828	45.468
EBITDA 2022	18.606	21.995	-4.740	35.861
Variance	-1.648	8.343	2.912	9.607
Non-Underlying 2023				
U-EBIT	-4.311	-642	27	-4.926
U-EBITDA	-3.789	-642	27	-4.404
Comparable Segment information	Savoury	Ready Meals	Not Allocated	Total
UEBIT 2023	4.649	20.110	-3.273	21.486
UEBIT 2022	4.679	11.456	-6.229	9.906
Variance	-30	8.654	2.956	11.580
UEBITDA 2023	20.747	30.980	-1.855	49.872
UEBITDA 2022	20.960	21.995	-4.835	38.120
Variance	-213	8.985	2.980	11.752