



WHAT'S COOKING?

Half-year Financial
Report 30/06/2023

Regulated information
What's Cooking Group NV. 25/08/2023



TABLE OF CONTENTS

1. KEY FIGURES AND HEADLINES	2
2. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS WHAT'S COOKING GROUP ON JUNI 30TH 2023	6
3. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS	11
4. DECLARATION BY RESPONSIBLE PERSONS	20
5. REPORT FROM THE STATUTORY AUDITOR ON THE HALF-YEAR	21
6. CONTACTS	22
7. FINANCIAL CALENDER	22
8. WHAT'S COOKING? IN BRIEF	23



1. KEY FIGURES AND HEADLINES

What's Cooking?

The first half of the year was still characterized by a significant inflation of raw material, ingredient prices, energy costs, and labor expenses. The cost increases are passed on to customers in a responsible and transparent manner, albeit with a delay. The delayed price adjustments result in a recovery of the group's EBITDA, surpassing the EBITDA of 30/06/2022.

The net debt increases from 67.7 million EUR on 31/12/2022 to 74.8 million EUR on 30/06/2023, and the leverage (net debt / underlying EBITDA in the last 12 months) stabilizes around 1.8 times.

This resulted in the following core results:

- An increase in revenue from 373 million EUR to 413 million EUR
- An increase in underlying EBITDA from 18 million EUR to 21 million EUR
- An increase in EBIT from 3 million EUR to 6 million EUR
- An effective tax rate of 41% in 2023 compared to 26.4% in 2022
- An increase in net profit from 1.5 million EUR to 2.4 million EUR
- The net debt remains stable compared to 30/06/2022 but increases to 74.8 million EUR compared to 67.7 million EUR on 31/12/2022
- The result is a combination of the following factors:

The result is a combination of the following factors:

- A 10.7% increase in revenue translates into a 105.7% increase in operating profit. The cost inflation remains high, with raw material and ingredient costs rising by 11%. Pork prices have increased by more than 20% since 31/12/2022, and when compared to the beginning of 2022, there is a 74% increase in pork prices. Personnel costs have risen by 5.8%.
- In the first half of the year, there was a decline in sales volume for prepared dishes, as expected. For the second half of the year, a volume growth is anticipated due to the recovery of certain contracts. The Savoury SBU also experienced a decline in volume.
- There was a high cost inflation for energy and raw materials, which was passed on to customers transparently but with a delay.
- There was a decrease in non-underlying costs. Last year, the non-underlying costs were mainly related to the acquisition dossier of Imperial-Stegeman. The cost impact of the deal falling through with Imperial-Stegeman was limited this year. The largest portion of the non-underlying costs this year is related to re-branding expenses.



- The EBITDA is recovering and increases by 18.6% from 16.9 million to 20 million EUR. When we isolate the impact of non-underlying costs, the Underlying EBITDA rises by 18.8% from 17.8 million EUR to 21.1 million EUR.

Implementing a scrip dividend will result in a limited cash outflow in the second half of the year as a total of 52.15% of the shareholders opted for participation in the capital increase.

Combining all of this:

- Underlying EBITDA amounts to 21.1 million EUR compared to 17.8 million EUR in 2022;
- EBITDA amounts to 20 million EUR compared to 16.9 million EUR in 2022;
- Underlying EBIT amounts to 7.1 million EUR compared to 3.8 million EUR in 2022;
- EBIT amounts to 6 million EUR compared to 3 million EUR in 2022;
- Net result after taxes amounts to 2.4 million EUR compared to 1.5 million EUR in 2022

In the first half of 2023, salary costs also increased significantly due to collective increases in various countries where we operate. Where possible, we have adjusted our plant capacities to adapt to the changing volumes. However, this has always been done with an eye on the future, anticipating further volume growth.

Last year, What's Cooking? extended its Revolving Credit Facility with a consortium of three banks until mid-2025. The increase in the financial result from 916 thousand to 1,849 thousand EUR is a consequence of rising interest rates in the financial markets and was partially limited by the positive impact of the last interest hedges that expired before 30/06/2023.



Strategic Business Unit (SBU) Savoury:

The revenue of the SBU (Strategic Business Unit) increased by 18.9 million EUR (+8.8%) compared to 2022. This growth is a result of the delayed pass-through of the cost increases of raw materials, ingredients, and wage indexation. However, the volume has decreased, leading to a decline in the SBU Savoury's result from 2,999 thousand EUR to 635 thousand EUR.

In the processed meats market, there is a decrease in consumer demand, and the inflation in energy and raw material prices is transparently passed on to customers, though with some delay. The processed meats industry, both for products and slicing activities, is characterized by intense price competition and high available capacity, which ultimately benefits the consumer.

In the Netherlands, a significant market share of meat and processed meats carries the "Beter Leven Keurmerk" (Better Life Label). To encourage pig and poultry farmers to adopt the animal welfare criteria of the "Beter Leven" concept, they receive a deserved premium. Through so-called "automatic price adjustments," this premium is also applied further in the supply chain, translating raw material price increases into the prices of end products.

In the Benelux, UK, and Germany, where What's Cooking? is primarily active with its savoury products, there is a growing interest among consumers for healthier recipes (e.g., lower salt content), better traceability, and sustainable production. Sustainability is especially emphasized through stronger chain collaboration and recyclable packaging. What's Cooking? will continue to respond to these trends, aligning with the ESG (Environmental-Social-Governance) objectives and launching new products accordingly.

Furthermore, What's Cooking? observes an increasing significance of labeling systems like Nutri-Score and similar alternatives. The company takes an active role in working with its customers to optimize and adapt product quality according to changing consumer requirements.

Operationally, they have made several strides forward, while in product development, the focus remains on innovative products with and without animal proteins.



Strategic Business Unit (SBU) Ready Meals:

The half-year revenue within the segment increased by 21 million EUR (+13.3%) compared to 2022. This growth is attributed to the inflation of raw material costs (and the pass-through of those cost increases) despite a decline in volume compared to the first half of the previous year. The volume decrease was mainly caused by the non-renewal of (non-profitable) contracts. Overall, the category remains very solid. In the second half of 2023, volumes are expected to recover, and customers are expected to return to What's Cooking?. This revenue increase results in an EBITDA increase from 8 million EUR to 12.7 million EUR and an EBIT increase from 2.7 million EUR to 7.4 million EUR.

We continue to focus on maintaining a good balance between price and quality. Our strategy of consistently delivering high-quality products is paying off, as some customers who temporarily switched to other suppliers have returned to What's Cooking?. The correct price-quality mix is crucial to winning over consumers. Additionally, there is a continued focus on innovation. We have continued our investment program, with a focus on improving products, packaging, and processes.

Our What's Cooking? facility in the United Kingdom won several awards again at the British Frozen Food Awards, winning two gold awards for the "Beef Rib in Miso Butter" and the "Beef Burrito Bowl" meals.

It is important to note that What's Cooking? operates a network of 5 production centers, enabling it to deliver throughout Europe. The company is a European leader in the Prepared Meals segment, specifically known for its chilled, Mediterranean pasta meals.

The supply of some raw materials remains fragile. Changing climate conditions, for example, have an impact on the harvest of essential ingredients like durum wheat or tomatoes used in our products. To reduce dependence, the group has implemented a multi-sourcing strategy. However, temporary shortages of certain raw materials in the future cannot be ruled out.

Highlights for various activities within the Prepared Meals division:

- The demand for lasagna, pasta meals, and other ready meals for retail remains solid. What's Cooking? products continue to offer affordable meals for every consumer.
- The prepared meals industry in Europe continues to offer good prospects.
- The retail channel (including discount stores) is increasing shelf space to meet the demand for convenience and as a response to competition from delivered meals.
- There is a continuous focus on innovation, both in-house and through startup projects.
- The hospitality sector has become a solid market again for our meals since the end of the pandemic.



2. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS WHAT'S COOKING GROUP ON JUNE 30th, 2023

CONDENSED CONSOLIDATED BALANCE SHEET

In '000 EUR	<u>30/06/2023</u>	<u>31/12/2022</u>
Assets		
Non-current assets	226.136	225.726
Goodwill	78.148	77.871
Intangible assets	16.250	17.306
Tangible non-current assets	122.126	121.650
Interests using equity method	374	431
Deferred tax assets	9.171	8.392
Other long term receivables	67	76
Current assets	163.027	178.733
Stocks	51.586	46.889
Trade- and other receivables	100.842	112.491
Cash and cash equivalents	10.599	19.353
Total assets	389.163	404.459
Liabilities		
Shareholders equity	117.776	120.573
Capital and issue premiums	62.197	62.197
Reserves	55.579	56.494
Non-controlling interests	0	1.882
Deferred tax liabilities	5.375	5.615
Long-term liabilities	84.809	87.759
Provisions	3.345	3.442
Long-term interest-bearing liabilities	81.464	84.317
Other long-term liabilities	0	0
Short-term liabilities	181.203	190.512
Short-term interest-bearing obligations	3.973	2.792
Trade liabilities and other debts	155.637	162.156
Social liabilities	19.958	22.567
Tax liabilities	1.635	2.997
Total liabilities	389.163	404.459



CONDENSED CONSOLIDATED INCOME STATEMENT

In '000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Revenu	412.579	372.646
Trade goods, raw and auxiliary materials	-256.784	-231.401
Services and miscellaneous goods	-64.825	-57.853
Wages and salaries	-69.991	-66.181
Depreciations costs and impairments	-13.915	-13.849
Impairments, write-offs and provisions	-110	-118
Other operating income	770	1.464
Other operating expenses	-1.727	-1.793
Result of operating activities	5.997	2.915
Financial income	1162	958
Financial expenses	-3.011	-1.874
Result of operating activities after net financing expenses	4.148	1.999
Tax	-1.706	-528
Result after tax before share in the result of enterprises accounted for using the equity method	2.442	1.471
Share in enterprises accounted for using the equity method	-56	0
Profit of the period	2.386	1.471
Profit in the financial year: share third parties	0	70
Profit in the financial year: share group	2.386	1.401
Basic profit per share	1,31	0,78
Diluted profit per share	1,31	0,78



CONDENSED COMPREHENSIVE INCOME

In '000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Result of the reported period	2.386	1.471
Other elements of the result recognised in the shareholders' equity		
Other elements of the result that can subsequently be reclassified to the results		
Translation differences	2.511	-949
Cash flow hedge	-410	304
Other elements of the result that cannot subsequently be reclassified to the results		
Revaluation of net liabilities regarding defined benefit pension schemes		
Related deferred taxes		
Comprehensive income	4.487	826



CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

in '000 EUR	Capital	Capital	Share	Reserved	Cash flow	Pensions	Call/put option	Translation	Attributable to	Minority	Total	Number of
	reserves	premiums	profits	profits	hedge	and taxes	on minority	differences	the	interests		shares
							interests		shareholders			
Balance on 1 January 2022	5.077	0	54.495	62.430	-121	234	-2.944	597	119.768	1.677	121.445	1.794.217
Kapitaalverhoging									0		0	
Reserve eigen aandelen									0		0	
Dividend				-7.177					-7.177		-7.177	
Decrease of minority interests as result of call/put option									0		0	
Results in the financial year				1.401					1.401	70	1.471	
Other elements of the comprehensive result for the period					304			-912	-608	-37	-645	
Comprehensive result for the period				1.401	304	0	0	-912	793	33	826	
Bewegingen via reserves									0		0	
- Resultaat eigen aandelen									0		0	
Balance on 30 June 2022	5.077	0	54.495	56.654	183	234	-2.944	-315	113.384	1.710	115.094	1.794.217
Balance on 1 January 2023	5.153	0	57.044	59.474	476	565	-2.944	-1.077	118.691	1.882	120.573	1.821.006
Kapitaalverhoging									0		0	
Reserve eigen aandelen									0		0	
Dividend				-7.284					-7.284		-7.284	
Decrease of minority interests as result of call/put option				-914			2.944	-148	1.882	-1.882	0	
Results in the financial year				2.386					2.386		2.386	
Other elements of the comprehensive result for the period					-410			2.511	2.101		2.101	
Comprehensive result for the period				2.386	-410	0	0	2.511	4.487	0	4.487	
Bewegingen via reserves									0		0	
- Resultaat eigen aandelen									0		0	
Balance on 30 June 2023	5.153	0	57.044	53.662	66	565	0	1.286	117.776	0	117.776	1.821.006



CONDENSED CONSOLIDATED CASH FLOW STATEMENT

In '000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Operating activities		
Result before taxes	4.148	1.999
Interest	2.122	521
Depreciations costs and impairments	13.915	13.849
Write-downs (*)	-70	415
Provisions	42	34
Gains and losses on disposal of fixed assets	23	29
Cash flow from operating activities	20.180	16.847
Change in receivables more than 1 year	0	0
Change in stock	-4.473	-10.424
Change in receivables less than 1 year	11.903	-3.138
Change in operational assets	7.430	-13.562
Change in trade liabilities	-10.493	11.599
Change in debts relating to remuneration	-2.352	-891
Change in other liabilities, accruals and deferred income	-249	-124
Change in operational debts	-13.094	10.584
Change in the operating capital	-5.664	-2.978
Tax paid	-4.243	-1.014
Net cash flow from operating activities	10.273	12.855
Investment activities		
Acquisition of intangible and tangible non-current assets	-11.454	-13.371
Acquisition of shares in associated companies		-520
Total increase in investments	-11.454	-13.891
Sale of tangible non-current assets	20	683
Sale of shares in associated companies		0
Total decrease in investments	20	683
Cash flow from investment activities	-11.434	-13.208
Financing activities		
Change in short-term financial debts	1.500	-245
Increase in long-term debts	685	420
Repayment of long-term debts	-3.885	-2.393
Interest paid interest (via income statement)	-2.122	-521
Acquisition of non-controlling interest	-3.953	0
Dividend paid by parent company		0
Cash flow from financing activities	-7.775	-2.739
Net change in cash and cash equivalents	-8.936	-3.092
Cash funds at the beginning of the financial period	19.353	11.544
Translation differences	182	-85
Cash funds at the end of the financial period	10.599	8.367

(*) includes adjustments that are part of the financial result.

The notes on pages 11 until 21 are part of the consolidated half-year financial statements.



3. NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

INFORMATION ON THE COMPANY

What's Cooking? (Euronext Brussels: WHATS) is an innovative European group in fresh and savoury food, bringing happiness to customers in as many as 37 countries with delicious, nutritious, and convenient meals. Prior to the announcement of the new name "What's Cooking?" in March 2023, the group was known as "Ter Beke."

The group focuses on two main areas: Savoury products (including deli meats and plant-based spreads) and Ready Meals. What's Cooking? operates twelve production sites in Belgium, the Netherlands, France, Poland, and the United Kingdom, along with seven commercial offices in Europe and a headquarters in Belgium. The company employs approximately 3,000 staff, with around fifty of them at the headquarters. In 2022, What's Cooking? achieved a revenue of 781 million EUR."

Strategic Business Unit (SBU) Ready Meals:

- produces freshly prepared dishes for the European market
- market leader in chilled lasagne in Europe
- 2 specialised production sites in Belgium (Wanze and Marche-en-Famenne), 1 in France (Mézidon-Valée d'Auge), 1 in Poland (Opole) and 1 in the United Kingdom (Deeside)
- brand names Come a casa®, Vamos® and Stefano Toselli® in addition to numerous distribution brands
- employs approximately 1,475 people

Strategic Business Unit (SBU) Savoury:

- producer and slicer of savoury products: fine meat products, vegetarian and vegan products (savoury spreads, slices & snacks) for the Benelux, the United Kingdom and Germany
- 2 production sites in Belgium (Wommelgem and Lievegem) and 1 in the Netherlands (Borculo)
- 6 centres for slicing and packaging processed meats of which 3 are located in Belgium (Wommelgem, Lievegem and Veurne) and 3 in the Netherlands (Wijchen, Ridderkerk and Aalsmeer)
- innovative in the pre-packed processed meats segment;
- distribution brands and its own brand names such as Pluma®, Daniël Coopman®, Kraak-Vers® and FairBeleg®
- has approximately 1,475 employees



DECLARATION OF CONFORMITY

The above condensed consolidated interim financial statements have been prepared in accordance with IAS-34 Interim Financial Reporting as adopted by the EU. These statements do not contain all the information required for full annual financial statements and should therefore be read in conjunction with the consolidated financial statements for the reporting period ended December 31st, 2022, as published in the annual report to shareholders for the financial year 2022.

These condensed consolidated financial statements were authorized for issue by the Board of Directors on August 24th, 2023.

VALUATION AND INTERPRETATION RULES

The accounting standards used in the preparation of the condensed interim consolidated financial statements are consistent with those used in the preparation of the consolidated financial statements for the period ended December 31st, 2022. Standards and interpretations applicable for the financial year beginning January 1st, 2023 do not have a material impact on the balance sheet. The Group also expects that the standards and interpretations published but not yet applicable for the financial year beginning January 1st, 2023 will have no material impact.

The methods for valuing assets and liabilities measured at fair value were consistently applied for each applicable category as described in the 2022 Annual Report.

GENERAL

The General Meeting of May 25th, 2023 has approved the Board of Directors' proposal for a scrip dividend (gross EUR 4.00/share). For 52.15% of their shares entitled to dividend, the group's shareholders opted to contribute their dividend rights in exchange for new shares instead of paying the dividend in cash.

For What's Cooking? this results in a strengthening of its equity of 2.659.154,40 EUR (capital and share premium) through the creation of 35.174 new shares. As a result, the total number of What's Cooking? shares as of July 6th 2023 will be: 1.856.180. The creation of new shares will also increase the denominator in the calculation of the earnings per share for the entire financial year. The other dividends were paid out in cash on July 7th, 2023. Including total withholding tax, this amounts to a total cash distribution of EUR 4.624.869,60. This capital increase reduces the debt ratio by approximately 0.8% compared to a 100% cash dividend. The scripdividend avoids a cash-out (in proportion to the contribution of the dividend rights to What's Cooking's capital).

With the exception of a slight increase in activity at the end of the calendar year, the group's figures are virtually unaffected by seasonal effects. The intended acquisition of Sigma's activities in Belgium (Imperial) and the Netherlands (Stegeman) was abandoned at the beginning of June 2023.

On July 18th, 2023, What's Cooking? reached a settlement agreement with the FSMA (Financial Services and Markets Authority) for an amount of 200,000 euros concerning previous information requests dated April 23th, 2021, September 23th, 2021, and February 25th, 2022. There is no impact on the income statement in the current fiscal year as an adequate provision was made in the fiscal year 2021.

TerBeke France SA, a subsidiary of the group, lost its appeal against the French Fiscal Authorities. The tax administration won the appeal, and the group decided to accept the judgment. This decision does not impact the consolidated figures as the necessary provisions had been made for this.



NOTES TO THE BALANCE SHEET

Under IAS-34, the balance sheet as of June 30th, 2023, should be compared with the balance sheet as of December 31th, 2022.

During the first half of 2023, the group invested 12 million EUR in property, plant, and equipment, compared to 12.3 million EUR during the same period in 2022. These investments primarily focused on efficiency improvements and infrastructure adjustments at various sites.

As expected, inventories were higher than the previous year, increasing by 4.7 million EUR to 51.6 million EUR. This increase was mainly due to higher prices in the market and a strategic decision to maintain larger buffer stocks, given the challenging supply chain situation. The goal was to enhance customer service levels.

Trade and other receivables decreased by 11.7 million EUR, from 112.5 million EUR to 100.8 million EUR. This decrease resulted from improved customer follow-up and management.

Net financial debt increased by 7.1 million EUR, rising from 67.7 million EUR to 74.8 million EUR. The increase was primarily due to the utilization of the net positive cash flow from operating activities, amounting to 10.3 million EUR, offset by 11.4 million EUR of paid investments (adjusted for proceeds from divestments) and 2.1 million EUR of paid interest. Additionally, 3.9 million EUR was used to finance the acquisition of the minority interest in What's Cooking Deeside UK. However, the net financial debt remained in line with the financial debt as of June 30th, 2022.

The calculation of net financial debt as of June 30th, 2023, and December 31th, 2022, is as follows:

In '000 EUR	<u>30/06/2023</u>	<u>31/12/2022</u>
Cash and cash equivalents	-10.599	-19.353
Long-term interest-bearing liabilities	81.464	84.317
Short-term interest-bearing liabilities	3.973	2.792
Net financial debts	74.838	67.756

In June 2022, the group extended its Revolving Credit Facility (RCF) of 175 million EUR with the consortium of banks for a period of 2 years, under the same terms as the existing agreement. As of June 30, 2023, the liquidity headroom exceeded 100 million EUR, indicating a healthy level of available funds.

During the first half of the previous fiscal year, the interest expense was significantly lower than in the current fiscal year due to the prevailing lower interest rates in the financial markets. In the first half of 2023, the remaining active interest rate hedging contracts still had a positive impact of 0.5 million EUR on the financial results. However, since these hedging contracts are expiring, and considering the rise in EURIBOR (Euro Interbank Offered Rate), the group expects a higher interest expense in the second half of the current fiscal year. This means that the interest



costs are likely to increase due to the higher market interest rates, and the positive effect of the remaining hedging contracts will no longer be present.

The difference in equity is mainly the result of the profit after taxes for the first semester and the dividend approved by the General Meeting. On March 30th, the minority shareholders of What's Cooking Deeside UK exercised their put option. By purchasing the remaining 9% of the shares for approximately 4 million EUR, the group now holds 100% ownership of What's Cooking Deeside UK.



NOTES TO THE INCOME STATEMENT

The main explanations for the results were provided in the section "Key figures and headlines".¹

In '000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
EBITDA	20.022	16.882
Depreciation and impairments on non-current assets	-13.915	-13.849
Write-downs, and provisions	-110	-118
Result of operating activities (EBIT)	5.997	2.915

In '000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Profit from operating activities (EBIT)	5 997	2 915
Costs of acquisitions	83	899
Rebranding expenses	961	
Innovation costs plant based products	57	
Underlying profit from operating activities (UEBIT)	7 098	3 814
EBITDA	20 022	16 882
Kosten m.b.t. acquisitie	83	899
Rebranding expenses	961	0
Innovation costs plant based products	57	0
Underlying EBITDA	21 123	17 781

¹ The definition of EBIT, EBITDA, UEBIT, UEBITDA and 'non-underlying' income and expenses: see page 113 of the annual report 2022.



Results of operating activities

The category "Services and miscellaneous goods" consists of:

in '000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Temporary workers and persons put at the disposal of the company	10.918	11.554
Repair & Maintenance	13.348	11.233
Marketing & Sales costs	2.317	1.751
Transport costs	14.645	15.303
Energy	10.978	7.018
Rent	2.199	2.298
Fees	6.264	5.683
Other	4.156	3.013
Total	64.825	57.853

The category "rent" consists of short-term leases and leases with low value that What's Cooking? did not capitalize based on possible exemptions in IFRS 16.

The increase compared to 2022 is mainly due to exceptionally high cost inflation. There has been a significant rise in costs for maintenance and repair works, energy costs, and professional fees. The increase in energy costs can be explained by the evolution of gas and electricity prices. The rise in professional fees is caused by marketing consultancy expenses related to the re-branding efforts. Maintenance and repair costs are increasing due to ongoing price hikes in services and goods.

The categories "Other operating income and expenses" consist of



Other operating income

'000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Recovery of wage-related costs	356	343
Recovery of logistics costs	45	40
Grants	25	49
Profits from the disposal of assets	0	30
Insurance recoveries	64	91
Claims	20	515
Others	260	396
Total	770	1.464

Other operating expenses

'000 EUR	<u>30/06/2023</u>	<u>30/06/2022</u>
Local taxes	1.661	1.601
Realised loss on disposal of assets	23	59
Claims	2	27
Others	41	106
Total	1.727	1.793

The other operating expenses are in line with 2022. As for the other operating income, there is a significant decrease mainly attributed to a reduction in received compensations for damages.

Net financing costs

In the first half of 2023, the net financing costs are significantly higher compared to the same period in 2022. This increase is a result of rising interest rates in the financial markets. The "net debt on adjusted EBITDA" on the Revolving Credit Facility (RCF) remains in line with the previous year. However, the substantial increase in interest expenses for the first half of 2023 is partially mitigated (by 0.5 million EUR) due to financial income from the last expired interest hedging contracts.

Negative exchange rate differences are consistent with 2022. On the other hand, positive exchange rate differences have decreased from 0.9 million EUR in 2022 to 0.6 million EUR in 2023.

Taxes

In 2023, the tax expense amounts to 1.7 million EUR compared to 0.5 million EUR in 2022. The effective tax rate is 41.1% in 2023, as opposed to 26.4% in 2022. This increase in the effective tax rate is influenced by the rise in the tax rate in the UK from 19% to 25%, which was applied one-time to the valuation differences in What's Cooking Deeside UK (0.2 million EUR). Additionally, there were increased disallowed expenses and unrecognized deferred tax assets contributing to the higher effective tax rate.



SEGMENT INFORMATION

In '000 EUR	30/06/2023			30/06/2022		
	Savoury	Ready Meals	Total	Savoury	Ready Meals	Total
Segment income statement						
Segment sales	232.799	179.780	412.579	213.907	158.739	372.646
Segment results	635	7.390	8.025	2.999	2.718	5.717
Non-allocated results			-2.028			-2.802
Net financing cost			-1.849			-916
Taxes			-1.706			-528
Result of companies according to equity method			-56			0
Consolidated result			2.386			1.471
Other segment information						
Segment investments	6.368	4.039	10.407	7.307	4.329	11.636
Non-allocated investments			1.547			624
Total investments			11.954			12.260
Segment depreciations and non-cash costs	8.023	5.296	13.319	7.956	5.269	13.225
Non-allocated depreciations and non-cash costs			706			742
Total depreciations and non-cash costs			14.025			13.967

Comparison of key data per business segment In '000 EUR

EBIT 2023
EBIT 2022
Variance

EBITDA 2023
EBITDA 2022
Variance

Savoury	Ready Meals	Not attributable	Total
635	7,390	-2,028	5,997
2,999	2,718	-2,802	2,915
-2,364	4,672	774	3,082
8,658	12,686	-1,322	20,022
10,955	7,987	-2,060	16,882
-2,297	4,699	738	3,140

Comparison of key data per business segment In '000 EUR

U-EBIT 2023
U-EBIT 2022
Variance

U-EBITDA 2023
U-EBITDA 2022
Variance

Savoury	Ready Meals	Not attributable	Total
1,256	7,728	-1,886	7,098
3,995	2,718	-2,899	3,814
-2,739	5,010	1,013	3,284
9,279	13,024	-1,180	21,123
11,951	7,987	-2,157	17,781
-2,672	5,037	977	3,342



CALCULATION OF EARNINGS PER SHARE

In '000 EUR			
Calculation earnings per share		<u>30/06/2023</u>	<u>30/06/2022</u>
Number of outstanding ordinary shares per 1 January		1.821.006	1.794.217
Effect of issued ordinary shares			
Weighted average number of outstanding ordinary shares per 30 June of the financial year		1.821.006	1.794.217
Net profit		2.386	1.401
Average number of shares		1.821.006	1.794.217
Basic profit per share		1,31	0,78
Calculation diluted earnings per share		<u>30/06/2023</u>	<u>30/06/2022</u>
Net profit		2.386	1.401
Average number of shares		1.821.006	1.794.217
Dilution effect warrant plans			
Adjusted average number of shares		1.821.006	1.794.217
Diluted profit per share		1,31	0,78

PROSPECTS FOR 2023

Despite the challenging macroeconomic environment with ongoing cost inflation of raw materials, labor costs, and ingredients, we remain confident that our underlying EBITDA result for 2023 will land between that of 2021 and 2022. The increase in volume from regaining certain contracts in Prepared Meals will contribute to this, even with the investments we are making in people and resources to implement our long-term strategy into tangible actions.

The group continues to focus on responsibly and transparently passing on the exceptional cost inflation that characterizes the market.

RELATED PARTY TRANSACTIONS

In the first half of 2023, there were no transactions with related parties that had a material impact on the financial position or results of the group during this period.

MATERIAL RISKS AND UNCERTAINTIES

The main risks for the remaining months of the fiscal year 2023 are largely the same as the risks and uncertainties described in the annual report for the fiscal year 2022. These mainly relate to risks and uncertainties associated with the quality, availability, and price fluctuations of the raw materials used.



4. DECLARATION BY RESPONSIBLE PERSONS

The undersigned, Piet Sanders*, Chief Executive Officer, and Yves Regniers**, Chief Financial Officer, declare that, to the best of their knowledge:

- the interim condensed consolidated financial statements for the first half of the financial year 2022 which have been prepared in accordance with the International Financial Accounting Standards ("IFRS") give a true and fair view of the assets, the financial position and the results of What's Cooking Group NV and the companies included in the consolidation;
- the interim financial report gives a true and fair view of the most important events that have occurred in the first semester of the financial year 2023, of the transactions with related parties to be reported and of the main risks and uncertainties for the remaining months of the financial year;

Lievegem, 24 August 2023

Piet Sanders*

Chief Executive Officer

Yves Regniers**

Chief Financial Officer

*Permanent representative of BV Leading For Growth

**Permanent representative of van BV ESROH



5. REPORT FROM THE STATUTORY AUDITOR ON THE HALF-YEAR

Statutory auditor's report to the board of directors of What's Cooking Group NV on the review of the condensed consolidated interim financial information as at 30 June 2023 and for the 6-month period then ended

Introduction

We have reviewed the accompanying condensed consolidated balance sheet of van What's Cooking Group NV as at 30 June 2023, and the related condensed consolidated statements of income, comprehensive income, changes in equity and cash flows for the 6-month period then ended, and notes to the interim financial information ("the condensed consolidated interim financial information"). The board of directors is responsible for the preparation and presentation of this condensed consolidated interim financial information in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union. Our responsibility is to express a conclusion on this condensed consolidated interim financial information based on our review.

Scope of review

We conducted our review in accordance with the International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity". A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed consolidated interim financial information as at June 30th, 2023 and for the 6-month period then ended is not prepared, in all material respects, in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union.

Antwerp, August 24, 2023

KPMG Corporate Auditors
Statutory Auditor represented by

Filip De Bock
Corporate Auditor



6. CONTACTS

If you have any questions regarding this half-year financial report or you would like further information, please contact:

Ann De Jaeger

General Secretary – General Counsel & Corporate Affairs Director

Tel. +32 (0)9 370 13 44 - +32 475 201344

You can also review this half-year financial report and send us your questions through the Investor relations module on our website (www.whatscooking.group). The Dutch version of this half-yearly report is the sole official version.

7. FINANCIAL CALENDER

Annual Results 2023:

At the latest on February 23th, 2024

Annual Report 2023:

At the latest on April 19th, 2024

General Shareholders Meeting:

May 30th, 2024



8. WHAT'S COOKING? IN BRIEF

What's Cooking? is a European fresh food group specialized in savoury products. With its headquarters in Belgium, the group offers a wide range of high-quality and innovative deli meats, savoury snacks, prepared meals (also known as Come a casa®), and related services in Europe and beyond. "Day by day, we make sustainable food the norm. We do this by making the world crave delicious and easy meals prepared with care for people and the planet." Our customers and consumers are always at the center of the preparation of our food products, as well as the well-being of our approximately 3,000 employees in our headquarters, 12 industrial sites in Belgium, the Netherlands, France, Poland, and the UK, and 7 sales offices. What's Cooking Group (previously known as Ter Beke) has been in existence for 75 years and has been listed on Euronext Brussels (WHATS) as a family business since 1986. The group achieved a revenue of 781 million euros in 2022.

Strategic Business Unit (SBU) Savoury:

- produces freshly prepared dishes for the European market
- market leader in chilled lasagne in Europe
- 2 specialised production sites in Belgium (Wanze and Marche-en-Famenne), 1 in France (Mézidon-Valée d'Auge), 1 in Poland (Opole) and 1 in the United Kingdom (Deeside)
- brand names Come a casa®, Vamos® and Stefano Toselli® in addition to numerous distribution brands
- employs approximately 1,475 people

Strategic Business Unit (SBU) Ready Meals:

- producer and slicer of savoury products: fine meat products, vegetarian and vegan products (savory spreads, slices & snacks) for the Benelux, the United Kingdom and Germany
- 2 production sites in Belgium (Wommelgem and Lievegem) and 1 in the Netherlands (Borculo)
- 6 centres for slicing and packaging processed meats of which 3 are located in Belgium (Wommelgem, Lievegem and Veurne) and 3 in the Netherlands (Wijchen, Ridderkerk and Aalsmeer)
- innovative in the pre-packed processed meats segment;
- distribution brands and its own brand names such as Pluma®, Daniël Coopman®, Kraak-Vers® and FairBeleg®
- has approximately 1,475 employees