

FairWind

Committed to green transformation

Q4 2024 FINANCIAL REPORT

Force BidCo A/S

February 2025



About FairWind

Force BidCo A/S is the parent company to FairWind A/S (together referred to as the “Group” or “Fair-Wind”).

FairWind is the global market leader in onshore wind turbine installation, with a strong presence in offshore installation and maintenance and service delivery. With its global presence and capabilities, FairWind is a strategic partner and sub-supplier to wind turbine OEMs and asset owners in 40+ countries. The company is headquartered in Vejle, Denmark, with a shared service center in Szczecin, Poland and regional offices in Houston, Hamburg, Santiago de Compostela and Melbourne.

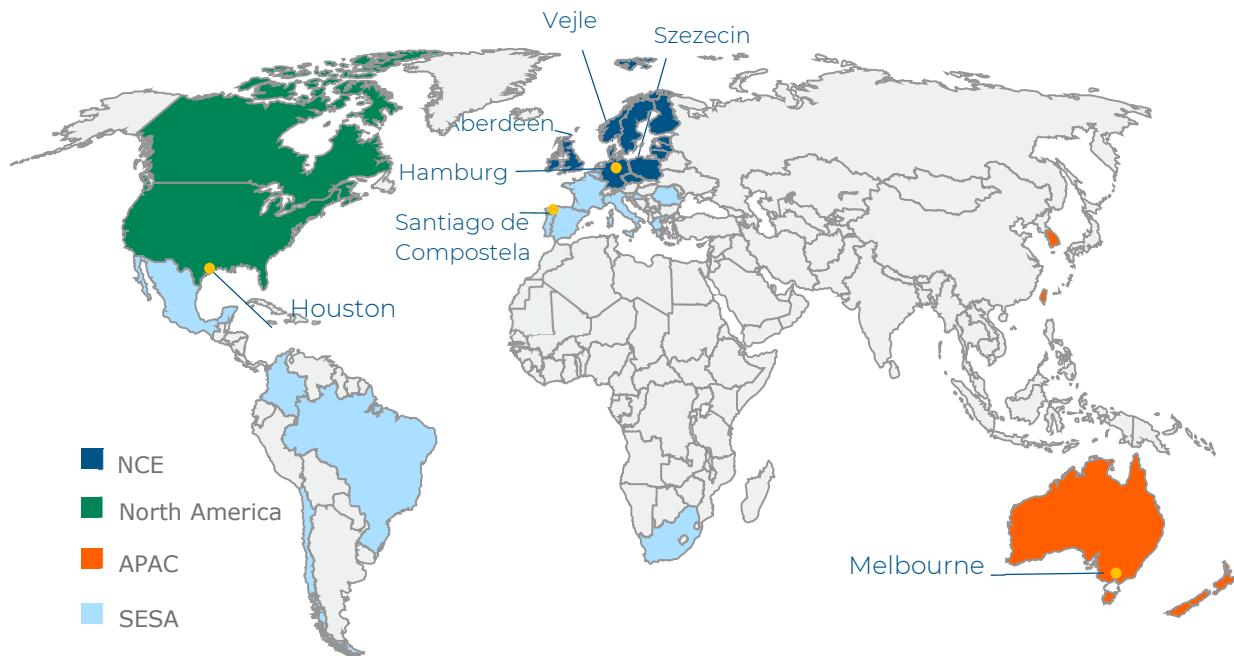
The underlying market is growing rapidly, as the climate crisis and need for energy sources to transition away from fossil fuels is a global issue. In addition, technological advancements make renewables an increasingly attractive energy source. Renewable energy sources will account for all growth in energy generation towards 2050 and wind is the single biggest contributor to the energy transition.

2 200+	40+	30.1	7 050
Technicians	Countries entered	GW installed (2016-2024)	Turbines installed (2016-2024)

*) KPI's excluding Wind1000 data prior to acquisition??

Global Service

Complete partner for installation and service solutions of onshore and offshore wind turbines worldwide. Business in over 40 countries and currently legal entities in 22 countries.



Highlights Interim Report for Q4 2024

Key Figures¹

EUR '000	Q4 2024	Q4 2023	YTD Q4 2024	YTD Q4 2023	LTM Q4 2024
Net Revenue	67 746	39 268	237 269	160 598	237 269
Gross Profit	13 182	10 382	54 930	37 012	54 930
Gross Margin	19.5%	26.4%	23.2%	23.0%	23.2%
Adj. EBITDA	2 977	3 077	20 126	12 145	20 126
Adj. EBITDA Margin	4.4%	7.8%	8.5%	7.6%	8.5%
Adj. EBITA	1 138	1 857	13 601	7 733	13 601
Adj. EBITA Margin	1.7%	4.7%	5.7%	4.8%	5.7%
Net Debt	86 192	59 011	86 192	59 011	86 192

Highlights for FY 2024:

General the group had a good fiscal year of 2024, ending with the Q4 numbers herein, that ended with overperforming our budget and forecast expectations, both on revenue, contribution and on normalized EBITDA, which was mainly driven by a high growth in revenue with +9.7% vs. budget, +3.7% vs. forecast and +48% vs. LY. Contribution slightly exceeded both the budget, forecast and LY with 48%. Normalized EBITDA was above target compared to the budget and the forecast and exceeded LY with 60%.

Highlights in Q4 2024:

- The main driver for the revenue overperformance in Q4 compared to last year relates to the NCE region and more precisely large projects in Denmark and Finland, the inclusion of Wind1000 and the NA region executed in general more work for our main customers on numerous more projects than anticipated.
- The gross profit margin was expected to be lower compared to last year and was driven by the closure of several larger projects, in particular for December.
- During the quarter, the Group changed its accounting policy regarding training costs. Previously, training costs were capitalized as an asset and amortized over 18 months. Under the new policy, training costs are expenditure directly in the Income Statement as incurred. The change is due to updated industry practice as well as a decision on direct expense by the National Board of Auditors in Denmark. The impact of the change is as follows:
 - Non-recurring costs of 1.8 mEUR.
 - Change in result of previous years on equity -3.3 mEUR.
 - The change has not been applied retrospectively in the comparative figures for 2023.
- In NA – Extended service portfolio, increasing numbers of long-term master service agreements with both OEMs and operators for main component exchange, repairs and service. Commenced new business line in the service business unit and maintenance of lift systems within the turbine towers.
- In SESA - established a Mexican entity with the purpose of increasing our local presence and win service work, while executing large projects. We have also started to win service work in Brazil and in Peru, as well as contract extension for commissioning and service contracts in Chile. Bidding activity is high across all major LATAM markets. Several large projects hereunder in South Africa and Chile were finalized.
- In APAC – tendered for large scope of work in Taiwan for volumes in 2026-2028. Ongoing installation work on large projects with opportunities to extend this activity to a stage 2 project in Q2 2025. Increasing levels of service activity in Taiwan and entry into the Japanese market.
- NCE - Significant number of awards in UK and Norway for blade repairs. Several large projects hereunder in Denmark were finalized.

¹ Consolidated figures for Force BidCo A/S

Message from the CEO

I'm very pleased to announce that our Q4 results show positive momentum during 2024, increasing throughout H2 2024. We have seen improvements in all the P&L figures below:

Revenue at 67.8 mEUR,

- 72.5% increase from last year.
- Organic growth at 51.0 mEUR.
- 17.8 mEUR from Wind1000 acquired in April 2024

Gross profit at 13.2 mEUR,

- 27.0% increase from last year.

Adj. EBITDA at 3.0 mEUR,

- 3.2% pts down from last year.
- Adj. EBITDA margin down with 3.4 % pts to 4.4%.



These positive gross margin result have been brought about with higher levels of activity in both our installation and service business, and across all regions.

For the **NA region** is providing significant growth with a +100% topline increase compared to last year. We also achieved improved project volume and orders execution in both our onshore installation, as well as service, now representing 16% of total volume. This growth will continue into 2025 with an estimated growth of 18% Y-o-Y.

Our strategy for diversification both geographically and sector-wise continues to gain momentum and strength across all our business units, the **SESA region** represents 18% of total volume, mainly driven by the acquisition of Wind1000, and a return to the Central American market via Mexico. The growth will continue into 2025 with an estimated increase of 40% Y-o-Y.

Bidding activities stayed high in Taiwan, boosting growth in our **APAC region**. In 2024 region APAC represents 5% of the total volume, and is expected to grow in 1H 2025, due to start-up of the offshore projects.

In our **NCE region**, we've secured five wind farm installation projects starting in Q1 2025. Additionally, we were awarded major component exchange projects in Germany, Finland and Sweden as well as a turbine upgrade program in Sweden. All these projects significantly add to our 2025 order backlog. The NCE region represents 61% of the total volume in 2024.

Our strategy for continuous improvement in our **HSEQ performance** bares positive results, reflecting the efforts of the entire organization and customers to embrace the need for change, however there is always more work to do in not only improving quality but also ensuring the safety and wellbeing of all our employees and contractors. In addition, in line with our ESG and CSRD objectives, we have reached a major milestone in reporting our Greenhouse Gas Emissions reflecting on our ongoing commitment to reduce our environmental footprint and increase our sustainability.

Our core customers are reporting increasing levels of activity in all business segments and are reporting more positive results in Q4. Whilst the global market for installation works will still be challenging in 2025, our continued focus will remain on the growth in the service business, the offshore segment in the APAC region, and in the training sector across all our key geographic regions.

In conclusion, I am very confident that the momentum we have been building in H2 2024 will continue and will provide a solid foundation for our further growth and expansion in 2025.

Sincerely,

Stewart Mitchell
CEO, FairWind

Business and Market Overview

In Q4, we have seen a steady expansion of our business through our regionalization strategy which has resulted in new entities being established and service portfolio expanded to meet the growing demand for wind services.

In the **SESA region**, Wind1000 continues to integrate with the FairWind business with a focus on expanding from pure installation into the market for operations and maintenance services. Business development activity in Latin America has commenced with several new enquiries emerging to support the installed base across the region. The successful award of a large first project in Mexico, to install 64 Vestas turbines, is an example of regional growth.

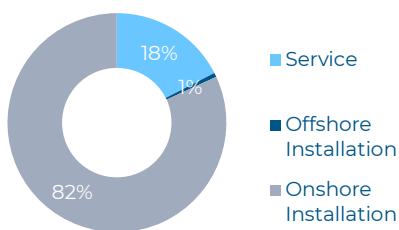
In the **APAC region**, our Melbourne office is helping to support growth and directly managing a large Australian installation contract awarded in 2024. This base has enabled local recruitment thereby developing a core in-country team to support the planned expansion in wind in Australia. Further North in Taiwan, FairWind will prepare for two major offshore pre-assembly projects which will execute in 2025 and 2026.

Growth continues in the **NA region** with approximately 50% increase in employed technicians in the field compared to same period in 2023; further expansion is planned in 2025. The NA team has successfully extended its service portfolio-covering additional scopes for major component exchanges and ancillary equipment services such as lift systems-and opportunities to migrate this capability globally will be explored in 2025. The change in Government Administration is being carefully followed to determine the effect of changes in policy and how this may impact the new installation and ongoing service markets as we are only during work onshore.

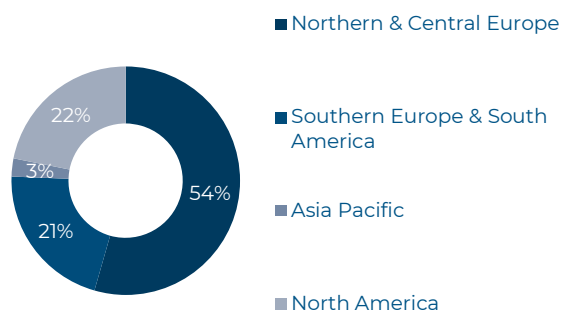
In our **NCE region**, we have opened an operations base in the UK which will accelerate local delivery for both onshore and offshore markets. The 2025 onshore installation market continues to be impacted by the postponement of new turbine sales for Siemens Gamesa but contracts for other OEMs continue. Our service market in the Nordic region has seen very high demand levels for labor in the 2025 season. The large pre-assembly contract for offshore wind farms has been successfully completed with ongoing planning for future projects now starting.

Revenue split by business unit and geography.

Share of Revenue (%) - Q4 2024



Share of Revenue (%) - Q4 2024

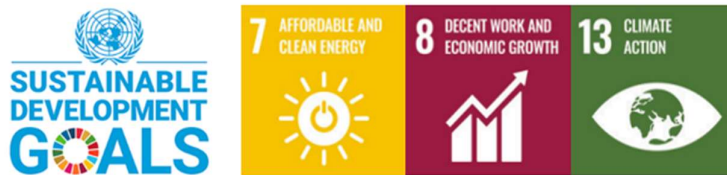


Environment, Social, & Governance Overview

We are committed to being a part of a more sustainable future through installing and servicing wind turbines worldwide. We are contributing to a sustainable transformation every day.

Our Corporate Sustainability Reporting is directly linked to our Vision and Mission with focus on delivering 3 of the 17 global **UN Sustainable development goals**.

- Affordable & Clean Energy (7)
- Decent Work & Economic Growth (8)
- Climate Action (13)

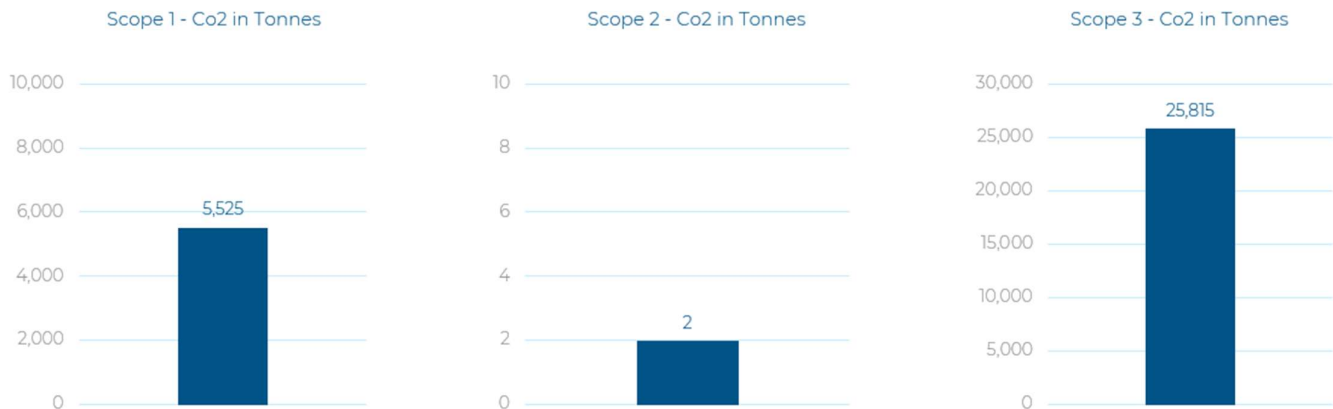


Progress as of Q4 2024

Our first Group sustainability report shall be released in April 2025, covering our ESG performance for 2024.

FairWind has registered with the Science Based Targets Initiative (SBTi), this forms part of our ESG Plan 2025.

In meeting the requirements for the Corporate Sustainability Reporting Directive, FairWind has completed provisional carbon accounting for scopes 1, 2 and 3 for 2024.



Financial Overview

Profit & Loss Statement – Consolidated

EUR '000	Q4 2024	Q4 2023	LTM Q4 2024
Net revenue	67 746	39 268	237 269
Direct costs	(54 565)	(28 886)	(182 339)
Gross margin	13 182	10 382	54 930
Personnel expenses	(5 296)	(4 154)	(18 746)
Other external expenses	(4 908)	(3 150)	(16 058)
Adjusted EBITDA	2 977	3 077	20 126
Non-recurring items	(546)	(2 706)	(3 734)
EBITDA	2 431	371	16 393
Depreciation and amortization	(1 839)	(1 220)	(6 525)
EBITA	592	(849)	9 867
Financing cost, net	(2 019)	(2 192)	(8 561)
Profit/loss before tax	(1 427)	(3 040)	1 307
Taxes	(2 148)	(777)	(4 639)
Profit/loss for the period	(3 575)	(3 817)	(3 332)

Large top-line growth (72.5%) compared with Q4 2023, due to large organic growth as well as through M&A activities of W1000 in Spain. Our gross profit increased by +26.9% from Q4 2023 impacted by the closure of several larger projects, and therefore the Adjusted EBITDA ended unchanged.

EBITDA overview

EUR '000	Q4 2024	Q4 2023	LTM Q4 2024
Normalized EBITDA	3 138	3 415	20 429
Cost related to investor group	(23)	(71)	(155)
Senior Management recruitment cost		(167)	
Cost related to bond tap	(137)	(100)	(148)
Adjusted EBITDA	2 977	3 077	20 126
Final exclusion of the business in Russia		(928)	
Double rent costs from move of offices in Szczecin, Poland		(37)	(3)
Organizational Changes		(323)	(1 002)
M&A	1 235	(297)	(810)
US Insurance liability case		(826)	(34)
Change in Accounting Policies regarding Training	(1 781)		(1 781)
Other		(295)	(103)
Reported EBITDA	2.431	371	16 393

Normalized EBITDA & EBITA

During the period some normalized costs occurred, primarily related to the investor group. These costs are classified as non-recurring expenses for a potential new owner.

EUR '000	Q4 2024	Q4 2023	YTD Q4 2024	YTD Q4 2023	LTM Q4 2024
Adjusted EBITDA	2 977	3 077	20 126	12 145	20 126
Normalized costs	160	338	303	552	303
Normalized EBITDA	3 138	3 415	20 429	12 697	20 429
<i>Norm. EBITDA Margin</i>	4.6%	5.0%	30.2%	18.7%	30.2%
Normalized EBITA	1 299	2 195	13 904	8 285	13 904
<i>Norm. EBITA Margin</i>	1.9%	3.2%	20.5%	12.2%	20.5%

Several non-recurring items were recognized in Q4 2024 compared to Q4 2023, primarily relates to Wind1000 and change in accounting principles.

Balance Sheet – Consolidated

EUR '000	Q4 2024	Q3 2024
Assets		
Goodwill and Trademarks	78 785	77 270
Tangible fixed Assets	22 182	21 603
Other non-current Assets	4 000	4 000
Total non-current Assets	104 967	102 873
Trade receivables	51 910	43 471
Work in progress	19 102	20 233
Inventory	403	382
Other receivables	4 233	2 827
Accrued courses	0	5 149
Corporate Tax (Assets)	146	221
Deferred tax	4 776	4 891
Cash	13 363	14 353
Total current assets	93 933	91 528
Total assets	198 900	194 401
Equity and liabilities		
Equity	41 200	48 447
Deferred Tax	6 889	6 893
Long term liabilities	66 436	67 441
Credit institutions	31 307	18 357
Trade payables	31 183	25 350
Accrued costs (reservations)	8 053	10 879
Corporate tax	1 290	1 107
Other liabilities	12 541	15 927
Short term liabilities	84 375	71 620
Total liabilities	150 810	139 060
Total equity and liabilities	198 900	194 401

Reporting Force Bidco A/S: IFRS and including Force Bidco A/S and subsidiaries

Capex investments in Q4 primarily consist of tools and for NA the investments relate to the new Lift service business.

The drawing on the revolving facility increased by EUR 13.0m compared to Q3 2024 and cash positions decreased by EUR 1.0m, which is a net decrease of EUR 14.0m mainly driven by changes in working capital.

An updated version of the opening balance for Wind1000 is included in the appendix. With respect to IFRS 3, all excess value has been allocated to goodwill, changes have hence been made to the opening balance presented in the Q1 2024 report. Expect to complete the final audit during Q1 2025.

Equity in Q4 is negatively affected by a non-cash change in accounting policies for training costs with EUR 3.3m. See Financial Overview for extended comment.

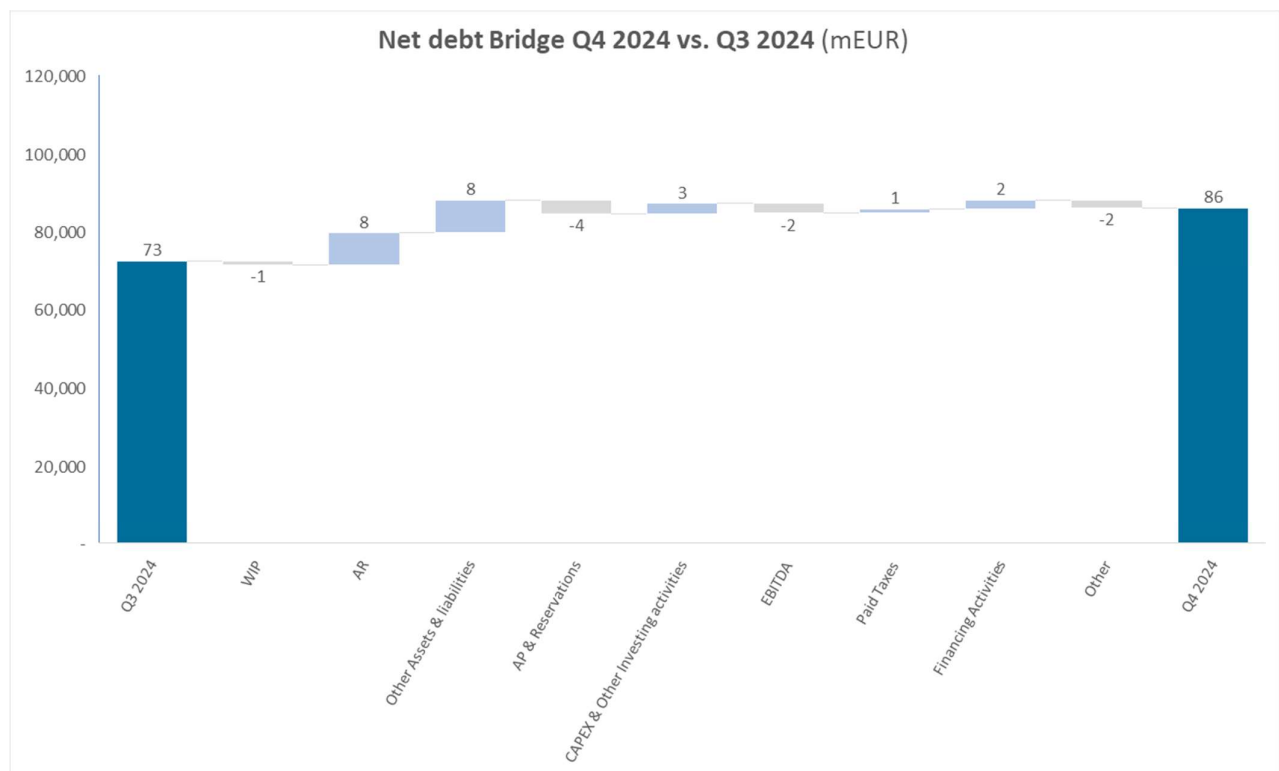
Net Debt

Net debt overview

EUR '000	Q4 2024	Q3 2024
Cash	(13 363)	(14 353)
Long term liabilities ¹	68 247	68 587
Credit institutions	31 307	18 357
Net debt	86 192	72 590

¹: Long term liabilities including short-term lease debt

Net debt increased compared to the previous quarter, mainly driven by the development in the net working capital. The change in Net debt combined with decreased LTM adjusted EBITDA resulted in an increased Leverage ratio from 3.1x in Q3 2024 to 4.1x in Q4 2024.



Cash Flow Statement– Consolidated

EUR '000	Q4 2024	Q4 2023	LTM Q4 2024
EBIT	592	(849)	9 867
Depreciations and accrued courses	1 839	1 220	6 525
EBITDA	2 431	371	16 393
Changes in Working Capital:			
- Change in Work in progress	1 123	4 382	(6 763)
- Change in Trade Receivables	(8 313)	247	(15 556)
- Change in inventories	(20)	140	(66)
- Change in Other Receivables	(2 382)	(1 425)	(7 015)
- Change in Trade Payables	5 977	4 041	14 533
- Change in Accrued Cost (Reservations)	(2 459)	(5 733)	2 895
- Change in Other Liabilities	(6 019)	1 752	646
- Change in Accrual Courses	2 080	(136)	67
- Change in Deposits	(33)	(58)	(39)
Changes in Working Capital total:	(10 047)	3 210	(11 297)
Paid Taxes	(1 088)	(254)	(3 808)
Cash flows from operating activities	(8 703)	3 328	1 287
Additions of Property, plant and equipment	(2 330)	(1 715)	(8 118)
Disposals of Property, plant and equipment	19	(4)	54
Additions of Goodwill and other Intangible assets	(452)	-	(2 617)
Other Investing activities	(291)	-	(20 238)
Cash flows from investing activities	(3 054)	(1 719)	(30 919)
Leasing, net	(396)	(19)	1 046
Currency exchanges	885	675	770
Paid/received interest	(2 672)	(2 353)	(9 457)
Issuing of new bonds	-	4 997	-
Contribution from Shareholders	-	-	11 460
Credit Institution Loan	-	-	4 803
Repayments, loans from shareholders	-	70	-
Cash flows from financing activities	(2 183)	3 372	8 622
Change in cash and cash equivalents	(13 940)	4 980	(21 010)
Opening Cash and Cash equivalents	14 353	12 716	22 664
Opening Credit Institutions	(18 357)	(20 302)	(19 597)
Change in cash and cash equivalents for the period	(13 940)	4 980	(21 010)
Cash End of period	(17 944)	(2 607)	(17 944)

Significant NWC build-up during 2024 impacting cash flow due to the significantly increased activity level. Majority of capex during the year relates to the acquisition of Wind1000.

Definitions

OEM: Original Equipment Manufacturer

PPA: Purchase Price Allocation

SESA: South Europe & South America region

NCE: North & Central Europe region

APAC: Asian Pacific and Central Asia region

NA: North America region

RCF: Revolving credit facility

SBTi: Science Based Targets Initiative

ESG: Environment, Social and Governance

Appendix: Wind1000 Final Closing Balance

WIND1000 EUR '000	Opening Balance
Assets	
Goodwill and Trademarks	7 489
Tangible fixed assets	11 937
Total non-current assets	19 426
Trade receivables	6 326
Work in progress	2 456
Other receivables	1 005
Deferred tax	967
Cash	5 685
Total current assets	16 438
Total assets	35 864
Equity and liabilities	
Equity	25 489
Long term liabilities	5 662
Credit institutions	9
Trade payables	3 974
Accrued costs (reservations)	729
Short term liabilities	4 712
Total liabilities	10 374
Total equity and liabilities	35 864

*) Unaudited figures, see explanation on page 8.

FairWind



FairWind A/S

Lysholt Allé 6, Green Tech House, 7100 Vejle, DK



+45 75 11 76 20



mail@fairwind.com



www.fairwind.com



www.linkedin.com/company/fairwind



www.facebook.com/FairWindCompany



[Click corporate video](#)