

PRESS RELEASE

SOMEC S.P.A.: THE BOARD OF DIRECTORS APPROVED THE DRAFT CONSOLIDATED RESULTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019

**SOMEC, REVENUES UP BY 51.9% FOR EUR 251.4 MILLION,
EBITDA UP BY 27.7% FOR EUR 24.4 MILLION,
CONSOLIDATED PROFIT OF EUR 8.6 MILLION**

- **First financial statements approved in accordance with IAS/IFRS accounting standards¹**
- **Operating results feature a double-digit increase compared to 2018**
- **Revenues equal to EUR 251.4 million, positive performance for both divisions Landscape +90.4% and Seascope +35.7%**
- **Consolidated EBITDA equal to EUR 24.4 million, EBITDA margin equal to 9.7%**
- **EBIT equal to EUR 12.8 million up by 2.8%**
- **Net income equal to EUR 8.6 million compared to EUR 8.9 million in 2018**
- **Backlog of EUR 638 million at year end**
- **NFP of EUR 56.2 million, EUR 39 million excluding IFRS 16 adoption**
- **Dividend proposal equivalent to 0.50 Euros per share**
- **Approval of preparatory activities for the transition to MTA**
- **Updates on the COVID-19 emergency: non relevant economic impacts in the first quarter**

San Vendemiano (TV) April 7, 2020 – The Board of Directors of Somec S.p.A., which met today, has examined and approved the draft consolidated results for the Financial Year ended 31 December 2019

Oscar Marchetto, Chairman of Somec S.p.A. commented: *"Thanks to our diversification strategy, we are aware that we are enjoying a privileged position in the difficult context that is emerging. In particular, our decision to become a global player, but one with local operations thanks to short and efficient production chains, is extremely important going forward. The looming scenario requires that we look ahead with a proactive, courageous and optimistic attitude, still remaining faithful to the resilient and ingenious nature that characterizes our roots, still preserving our flexibility. This is particularly necessary in the present challenging market environment, in order to safeguard the long-term development and stability of our group. Fiscal year 2019 was a rewarding year for all of us in every respect and confirmed the growth trend that has characterised our company for years now, benefiting from a further acceleration as early as the first half of the year, with particular emphasis on the Landscape division in the USA. All of our business areas have been growing organically, while our growth by acquisition strategy has continued in parallel. The results we have achieved are a further stimulus to be even more committed and focussed on future business objectives in 2020, which we know is going to be an extremely challenging year and yet very rich in opportunities as well."*

"The Group's business model - which operates over time horizons that exceed two years of visibility thanks to the quality and structure of the backlog - and the sensitivity analyses conducted on the various scenarios are reassuring: the visibility on our order backlog for 2020 and 2021, consisting of ships that are already in the yards or in an advanced construction stage and provided with the necessary financial coverage, guarantees the group visibility on the related financial flows with a time horizon of at least two years. Moreover, the diversification strategy of our business areas launched in the past has proved to be correct: the divisions are characterised by decorrelation and countercyclicality with respect to one another, and they operate in contexts with completely different market dynamics, nevertheless sharing the same "cash generative" business model. On top of this there is a strong connection of the Landscape division with the stimulus measures for the national

¹ The 2019 consolidated financial statements have been prepared in accordance with IAS/IFRS. As required by IFRS 1 (First-time adoption of international reporting standards), the comparative figures for the previous year 2018 are also reported in accordance with IAS/IFRS.

economy of the United States, which are important in this phase of the market (especially considering that Fabbrica operates in the government and institutional buildings sector)".

Economic and financial highlights of the fiscal year 2019

Revenues as of 31 December 2019 were 251.4 million euro, increasing by 51.9% compared to 165.5 in the FY 2018.

At business area level, excellent performance in both divisions:

- Seascope +35.7% (EUR 158.5 million compared to EUR 116.8 million in the FY 2018)
- Landscape +90.4% (EUR 92.9 million compared to EUR 48.8 in the FY 2018)

Seascope business segments have been redefined following the acquisition in May 2019 of Total Solution Interiors, a player in the marine public areas outfitting in newbuilding or refitting.

The following table shows revenues 2019 breakdown by business segment:

<i>Eur M/ % on total</i>	Marine Glazing		Marine Cooking Equip.		Marine Public Areas	Total Seascope		
2019	89.8	56.7%	44.6	28.1%	24.1	15.2%	158.5	100.0%
2018	83.3	71.3%	32.4	27.7%	1.0	0.9%	116.8	100.0%
Var %	7.8%		37.7%		-		35.7%	

<i>Eur M/ % on total</i>	Building Façades		Professional Cooking Equip.		-	Total Landscape		
2019	81.6	87.8%	11.3	12.2%			92.9	100.0%
2018	43.9	90.0%	4.9	10.0%			48.8	100.0%
Var%	85.9%		130.6%				90.4%	

The following table shows **revenues 2019 breakdown by geographic areas**:

Italy	Europe (excl. Italy)	North America	Rest of World
25.3%	29.3%	44.3%	1.1%

The geographical area which has benefited the most from this growth is the US where the expanding market, the company's distinctive offering and the difficulties some competitors have suffered, have all contributed to increase the company market shares.

The consolidated **EBITDA** as at 31 December 2019 amounts to 24.4 million euro, up by 27.7% compared to the 19.1 million euro figure of FY 2018, with an EBITDA margin of 9.7% compared to 11.6% in the corresponding period in 2018. The consolidated margin decrease is due to the higher incidence of the Landscape division with structurally lower profitability compared to the Seascope division and to non-recurring setup costs, in the Landscape division, needed to withstand the fast growth in turnover, the economic returns of which will realistically be seen, in terms of operating efficiency and synergies, only in next years.

At business area level, EBITDA growth in both divisions:

- Seascope +17.5% (EUR 16.1 million compared to EUR 13.7 million in the FY 2018)
- Landscape +53.7% (EUR 8.3 million compared to EUR 5.4 in the FY 2018)

Depreciation and amortisation were 11.7 million euro and rose by 5.0 million euro compared to 6.7 million euro in FY 2018, due to a productive capacity increase in the U.S. and Italy plants, representing 4.6% of revenues, compared to 4.0% in FY 2018.

Consolidated **EBIT** was 12.8 million euro, increased by 2.8% compared to 12.4 euro million in FY 2018, representing 5.1% on total revenues compared to 7.5% in the previous year.

Tax rate was 26.5% in 2019, compared to 22.2% in the previous fiscal year.

In 2019 **Consolidated Net Income** was 8.6 million euro (of which 0.7 million euro of non-controlling interest in equity), dropping by 4.3% compared to 8.9 million euro in 2018. Net profit margin is 3.4% in 2019, compared to 5.4% in 2018, due to higher corporate tax rate, which is no longer benefiting of fiscal loss carried forward in the US.

In the **Right-of-use assets** (included within the Assets since the IFRS 16 adoption) were 18.7 million euro increasing by 11.0 million euro compared to 7.6 million euro as of 31 December 2018. This increase is driven by the investments in Fabbrica LLC for plants expansion, the plants of the newly acquired TSI and the plant's expansion in San Vendemiano.

Net working capital was 25.6 million euro, increase by 13.7 million euro compared to 11.8 million euro as of 31 December 2018. This increase has been driven by the 12 million euro increase due to work in progress mainly for refitting, with payment date within the first half of 2020.

The **Consolidated Net Financial Position** amounts to 56.2 million euro, up by 38.2 million euro (compared to 18.0 million euro at 31 December 2018) due to the combined effect of the following most relevant factors:

- working capital increase, for a total amount of EUR 13.7 million;
- payment of the provisional price for the purchase of 60% of TSI for a total amount of EUR 10.2 million;
- recognition of liabilities due to put&call clause related to 40% minority interest in TSI (IFRS 3);
- 2018 dividends payout in May 2019 amounting to EUR 3.5 million;
- investments to increase Fabbrica LLC production capacity, amounting to approx. EUR 5.3 million;
- increase in the amount of EUR 9.5 million in comparison to the previous year amount due to lease obligation recognising due to IFRS 16 application as a consequence of production area increase and TSI acquisition.

Net financial position, excluding the application of IFRS 16, as at 31 December 2019 was 39.0 million euro, increased by 28.7 million euro compared to 10.3 million euro at 31 December 2018.

Cash flow from operating activities was positive and equal to 5.3 million euro. This amount was impacted by a working capital increase due to 12 million euro refitting project whit execution period over 2019 fiscal year, closing and payment date in 2020 first half. Without this effect, the Operating Cash flow would have been in line with the previous years.

Cash flow from investing activities was negative and equal to 13.8 million euro, mainly due to the 60% acquisition of Total Solution Interiors in May 2019 for an amount of 8.1 million euro net of related cash liquidity, production capacity increase in US and Italy and 1.2 million euro payment for the earn-out related to the acquisition of Fabbrica LLC.

Cash Flow from Financing Activities generated EUR 13 million as a result of new loans for 30.9 million euro, reimbursements for 11.3 million euro, 2018 dividend payout for 3.5 million euro and payments to Fabbrica LLC minorities for 1.8 million euro.

Order intake and backlog

In the second half of 2019, the group has secured new orders for a total of 120 million euro. Since the beginning of the year up-to-date, the group has acquired new orders for an amount of 63 million euro, 48% of which involving the Seascope division, with a time horizon reaching 2023, and 52% the Landscape division, with a time horizon reaching 2022.

As of December 31 2019, Groups' total backlog² has reached a level of euro 638 million (a growth of 86 euro million from 552 euro million as of June 30 2010), of which 506 euro million in the Seascope division and 132 euro million in the Landscape division, with a time horizon of the order portfolio reaching 2027.

On the total backlog amount of 638 euro million, the value of option covers 22.7%, while refitting backlog 4.4%.

The following chart illustrates the total Backlog breakdown:

Seascope			Landscape
New Building	New Building in option	Refitting	Building Façades
52.3%	22.7%	4.4%	20.6%

Significant events occurring after the end of the year 2019

COVID-19 emergency

At the date of approval of the financial statements, due to the emergency caused by the Covid-19 pandemic, the consensus regarding the Italian GDP forecasts on an annual basis drop at least by 6%, on the assumption that production resumes within the month of June. The forecasts and sensitivity analysis that the management is conducting are based on the same analysis horizon, assuming either that the European production sites pick up again (even if not fully) within May (best-case), or that the lockdown is extended beyond that date (worst-case).

Group operations during the emergency

In order to tackle the health emergency, the Italian Government has put in place a set of increasingly restrictive measures on individual mobility and on company activities. The Somec Group, in its Italian headquarters, has complied with these measures in a proactive manner, voluntarily and timely implementing all the actions required to safeguard the health of its employees by allowing all members of its staff, administration and engineering departments to carry out remote working and applying all of the measures necessary for the protection of its production staff from contagion. During this phase, work continued uninterrupted in the US production plants and in the shipyards abroad via the company's local organizations. This situation has subsisted to this date in all but a few work yards abroad.

The limitation in the Italian operations has caused a partial reduction in productivity at local level. This limitation allows to predict that, in a scenario of gradual recovery in production activities, the Italian sites will be immediately capable of reaching the production levels required to meet the demands of both the shipyards and of the clients.

Analysis of possible post-emergency recovery scenarios

² Considered as the sum of *Backlog* and *Backlog under option* as indicated in the Admission Document

At the date of this document, as a result of the creation of an internal committee in charge of monitoring the emergency situation on a daily basis, no imminent criticality had arisen regarding possible clients' initiatives in relation to ongoing orders or orders about to be executed. The above-mentioned committee has also dealt with and managed internal critical situations in agreement with the social partners via recourse to the Wages Guarantee Fund.

In particular, the analysis conducted leads us to exclude from the sensitive scenarios the activities of Fabbrica LLC, which operates in the design and production of government and institutional buildings, therefore outside the residential sector. Those activities do not show any criticality and enjoy the business relief measures implemented by the USA.

As regards the Seascope division, the client sentiment survey was conducted on the basis of direct relations and public information. In a nutshell, the analysis points to two scenarios featuring different effects on the building of new cruise ships (new building) and on refitting activities.

End of lockdown by May – best case scenario

The best case scenario indicated by the internal committee, based on the assumption that operations will be picking up again within the month of May, consists in delays of new building yards progresses corresponding to the expected duration of the lockdown. Based on the experience acquired also during the limited activity conditions, the management believes that, by increasing production through double shifts, even if full operativity is not achieved, the delay could be recovered within the year.

As regards the refitting sector, considering the short duration of the projects of around two weeks, the best case scenario indicates a shift in activities and in market demand with a possible roll-over in the following year, 2021.

Extension of lockdown - worst case scenario

The situation is still quite uncertain and unpredictable. The internal committee, however, has indicated corrective actions should the lockdown period be extended and the emergency situation continue well beyond current indications, both nationally and internationally.

These actions mainly concern the support to production chain, intended as support to the liquidity of the supply chain should the extended period of downtime cause liquidity stress in the SMEs and craft enterprises that supply Italian production sites.

Backlog Analysis

On the demand side, although it is premature to formulate hypotheses of possible scenarios, the Group has always operated on time horizons that, with the exception of refitting projects, exceed two years of visibility (considering the minimum time between the assignment of a new shipbuilding or civil project and delivery) thanks to the quality and structure of its backlog.

The analysis on the status of orders in the Seascope portfolio has resulted in the following Backlog breakdown based on sensitivity:

- The orders for the refitting of existing cruise ships should be completed within 2021, although the incidence of these orders is only 4.4% of the Group's total backlog.
- The orders planned for the year under way and for the upcoming year for a total of 24 new building projects, concern ships that are already being built, or at an advanced state of construction, and financially covered.
- Option orders account for 22.7% of the Group's total backlog and regard contracts and letters of intent for projects having a timeframe from 2022 to 2027. The cancellation of these options could occur, on average, within 6 months from the start of the project.

Management outlook

The analysis carried out, albeit in a climate of general uncertainty, has defined reassuring scenarios for the operational recovery within a very short time after the end of the lockdown. At the same time, the 2020 and 2021 order backlog visibility, consisting of projects already in the pipeline and with financial coverage, guarantees visibility on the group's cash flows with a time horizon of at least two years and hence with consequent positive sentiment on the Group's economic and financial stability.

The strategy of diversification of the business areas through two divisions, which in 2019 resulted in a 64% contribution to group revenues for the Seascope division and 36% for the Landscape division, was implemented also according to the decorrelation and countercyclicality of one division with respect to the other, which share the same "cash generative" business model but operate in contexts with completely different market dynamics.

As for the Landscape division, the resilience of the American market is partially determined by its historicity: even during the 2008 crisis the large building sector in that geographical area had not suffered a decrease comparable to the levels shown by the world's macroeconomic indicators while, on the other hand, it is strongly linked with the introduction of an economic stimulus in support of the national economy of the United States.

In addition, the commercial and production activities of the Group's U.S. offices have not been closed or slowed down to date. This resilience is also based on backlog figures of up to €131.5 million, in addition to the 2020 Building Façades orders totaling €33 million.

In the Seascope division, the order acquisition for the next two years equals 33% of the total backlog (€211 million) with projects already financed and in progress.

The investments made in 2019 are aimed at increasing the production and engineering capacity of the Glazing sector, that can serve both the Landscape and the Seascope market, and prepare the group for a possible geographical expansion of the Landscape activities, therefore seizing future opportunities, while sustaining the recovery of the Seascope market.

The "asset light" characteristics of the group's business model and at the same time the production flexibility resulting from its high value-added engineering capacity and in-house control of all production phases, coupled with an enviable financial balance, despite the tense macroeconomic scenario, place the group in a position of competitive advantage.

Last but not least, the innovative capacity and investments made in research and development allow Somec to keep up more rapidly and effectively with market modifications, that could be determined by changes in lifestyle and travel habits.

The Group follows with great interest the developments and opportunities that machine learning could offer (also contributing to a faster exit from the restrictions induced by the pandemic emergency). This is the same technology developed for the management of catering areas, as well as automatic windows in cabins and public areas, and which could be applied for the redefinition of out-of-home and cruise experiences.

Finally, the group has always been keen to create partnerships and lasting relationships with customers and suppliers. The operations in Italy are characterized by a proximity production chain, made up of a sprawling network of small and medium enterprises. While hoping for an effective intervention of the institutions in protecting the precious Italian productive fabric and the income it guarantees to families, Somec is activating a monitoring system and providing interventions in support of the supply chain.

Proposal of dividend payout

The Board of Directors resolved to propose to the Shareholders' Ordinary Meeting the distribution of a gross dividend amounting to 0.50 euros (fifty cents) per share for every Somec S.p.A. share in circulation, based on the following calendar: 28 September 2020 (ex date), date of entitlement to receive the dividend 29 May 2020 (record date) and date of dividend payment 30 September 2020 (payment date).

Other resolutions

On today's date, the Board of Directors has passed the following resolutions:

- to call the Ordinary Shareholders' Meeting by single call on 14 May 2020 to be held at the company's main offices in Via Palù 30, San Vendemiano – Treviso (Italy), to resolve on the approval of the final statements for the year ending on 31 December 2019, the allocation of the operating results of the year 2019 and the renewal of the members of the Board of Directors and of the Board of Auditors whose terms of office expire on the date of approval of the financial statements at 31 December 2019;
- with regard to the proposal put forth at the Ordinary Shareholders' Meeting, to approve the admission to listing of the company's ordinary shares on the MTA (Borsa Italiana's main regulated equity market);
- to call the Ordinary and Extraordinary Shareholders' Meetings (single call) on 29 April 2020, at the company's offices in Via Palù 30, San Vendemiano – Treviso (Italy) to discuss and resolve on the following items:

Ordinary Meeting

- 1) Approval of the project regarding the admission to listing of the company's shares on the MTA equity market, organised and managed by Borsa Italiana S.p.A.. Related and resulting resolutions;
- 2) Process for the admission to listing of the shares on the MTA – approval of the regulations of the Meeting's proceedings. Related and resulting resolutions;
- 3) Engagement of an auditing firm, for a nine-year term, pursuant to Italian Legislative Decree No. 39/2010 and per (EU) Regulation No. 537/2014, with effectiveness subject to the start of trading of the company's shares on MTA organised and managed by Borsa Italiana S.p.A.. Related and resulting resolutions;
- 4) Authorization to purchase and sell own shares, pursuant to articles 2357 and 2357-ter of the Italian Civil Code and of Art. 132 of the Consolidated Law on Finance. Related and resulting resolutions.

Extraordinary Meeting

- 1) Amendment of the by-laws, preliminary and related to the application for admission to listing of the company's shares on the MTA equity market organised and managed by Borsa Italiana S.p.A., including the proposed amendment of the by-laws to ensure compliance with the regulations governing listed companies, including the adoption of new by-laws and any related and resulting resolutions.

It should be noted that the Ordinary and Extraordinary Shareholders' Meeting to be held on 29 April 2020 and on 14 May 2020, (i) will be held by teleconference, and that (ii) pursuant to Art. 106, § 4 of the Law-Decree No. 18 dated 17 March 2020, attendance of the Meeting by persons entitled to vote thereat shall be allowed solely through the proxy designated by the company, pursuant to the provisions of Art. 135-undecies of Leg. Decree No. 58/98.

The company shall put in place all of the most appropriate measures to ensure that both Meetings be held in full compliance with the applicable regulations and rules in force for the containment of the COVID-19 epidemic.

Document filings

The notice calling the Ordinary and Extraordinary Shareholders' Meetings on 29 April 2020, of the Ordinary Shareholders' Meeting on 14 May 2020 and all of the related documentation shall be made available to the public, in accordance with the law, in the dedicated section of the company's website (www.somecgroup.com, section: Investor Relations / Financial Data and Releases / Financial Statements and Reports) and at the Somec registered office in via Palù n.30, San Vendemiano, Treviso (Italy).

www.somecgroup.com

The Somec Group is one of the major global players, specializing in designing, engineering and manufacturing of major turnkey projects, marine- or land-based: glass envelopes and façades, special architectural projects, public areas interiors, professional cooking equipment.

The Group's principal activities operate in contract projects by designing and manufacturing unique systems to fit extreme applications and most strict safety and quality standard of naval and building engineering. The projects accomplished by the Group stand out for the deep technological know-how required in high-end service contracts.

Through the projects accomplished by the Group and its management over the years, the company has built a strong reputation of quality, reliability and execution, becoming a global leader in projects implementation.

The headquarters of Somec Group are in Italy in the city of San Vendemiano, near Treviso, while its subsidiaries are in the United Kingdom, United States of America, Slovakia, China and Canada. Overall, the Group has a workforce of 700 employees approx. and revenues equal to 250 euro million in 2019.

Nomad:

MAINFIRST BANK AG
email: nomad@mainfirst.com
tel. +39 02 85465774

Media Relations:

email: luca.manzato@closetomedia.it
tel. +390270006237

Specialist:

Intermonte S.I.M. S.p.A.

Investor Relations office:

email: ir@somecgroup.com
tel. +390438471998

Summary tables

Reclassified consolidated income statement <i>In thousand of euro</i>	2019	%	2018	%	Δ%
Revenue from contracts with customers	249,971	99.4%	164,304	99.3%	52.1%
Other revenues and income	1,422	0.6%	1,237	0.7%	15.0%
Total revenues	251,393	100.0%	165,541	100.0%	51.9%
Materials, services and other costs	(187,296)	-74.5%	(120,473)	-72.8%	55.5%
Personell costs	(39,663)	-15.8%	(25,938)	-15.7%	52.9%
Operating costs	(226,959)	-90.3%	(146,411)	-88.4%	55.0%
EBITDA	24,435	9.7%	19,130	11.6%	27.7%
Depreciation and amortizations	(11,666)	-4.6%	(6,710)	-4.1%	73.9%
EBIT	12,769	5.1%	12,420	7.5%	2.8%
Net financial income (costs)	(1,184)	-0.5%	(923)	-0.6%	28.2%
Net results from associate companies and joint venture	67	0.0%		0.0%	-
EBT	11,652	4.6%	11,497	6.9%	1.3%
Income taxes	(3,092)	-1.2%	(2,555)	-1.5%	21.0%
<i>Tax rate</i>	26,5%		22,2%		
Consolidated Net Profit	8,560	3.4%	8,942	5.4%	-4.3%
Non-controlling interests	667	0.3%	862	0.5%	-22.6%
Group Net Profit	7,892	3.1%	8,080	4.9%	-2.3%
Earning per share (in units of euro)	1.14		1.17		
Diluted earning per share (in units of euro)	1.14		1.17		

Reclassified consolidated balance sheet	31/12/19	31/12/18
<i>In thousand of euro</i>		
Intangible assets	57,981	39,684
<i>of which Goodwill</i>	28,484	17,168
Tangible assets	12,193	9,370
Right-of-use assets	18,693	7,647
Investment in an associate and joint venture	83	(0)
Non-current financial assets	-	1,668
Other non-current assets and liabilities	(7,415)	(5,344)
Employee benefits	(2,301)	(1,752)
Net fixed capital	79,236	51,273
Inventories and advances from clients	11,305	11,879
Construction contracts and advances from clients	36,273	22,530
Current financial assets	498	308
Trade receivables	57,921	51,222
Trade payables	(47,465)	(39,609)
Provisions for risk and charges	(344)	(379)
Other current assets and liabilities	(32,632)	(34,091)
Net working capital	25,556	11,861
Net Invested capital	104,791	63,134
Group equity	(39,669)	(34,960)
Non-controlling interest in equity	(8,933)	(10,169)
Net financial position	(56,189)	(18,004)
Sources of funding	(104,791)	(63,134)

Net financial position	31/12/19	31/12/18
<i>In thousand of euro</i>		
Bank deposits	29,399	24,921
Cash and cash equivalents	29	13
Total liquidity	29,428	24,934
Current financial receivables	1	1,250
Current bank debt	(20,059)	(9,563)
Current portion of bank loans and credit facilities	(3,457)	(1,812)
<i>of which IFRS 16 adoption</i>	(2,734)	(1,614)
Other current financial liabilities	(2,963)	(1,881)
Financial liabilities with related parties	-	(4,276)
Current Debt	(26,479)	(17,532)
Net current cash/(debt)	2,949	8,652
Non-current bank debt	(31,612)	(15,761)
Non-current loans and financial liabilities	(15,276)	(7,057)
<i>of which IFRS 16 adoption</i>	(14,493)	(6,067)
Derivative financial instruments	(2,879)	(2,702)
Other non-current financial liabilities	(9,371)	(1,136)
Non-current debt	(59,138)	(26,931)
Net non-current debt	(59,138)	(26,656)
Net financial position	(56,189)	(18,004)

Cash Flow statement	2019	2018
<i>In thousand of euro</i>		
Cash flows from operating activities	5,296	30,980
Cash flows from investing activities	(13,879)	(3,113)
Free Cash Flow	(8,582)	27,867
Cash flows from financing activities	13,229	(8,545)
<i>Effect of exchange rate changes on cash and cash equivalents</i>	(152)	-
Net cash flow for the year	4,494	19,322
Cash and cash equivalents at the beginning of the year	24,934	5,612
Cash and cash equivalents at the end of the year	29,428	24,934

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