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Results presentation

Albion JVCo Limited
for the ten months ended
31 December 2021

Aggreko Limited
for the twelve months ended
31 December 2021

14 April 2022

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Today's presenters

Blair Illingworth
CEO

Heath Drewett
CFO

Introduction

The transaction

- On **10 August 2021**, the acquisition of Aggreko plc by TDR Capital & I Squared Capital was completed
- Aggreko's shares were delisted and Aggreko plc was re-registered as a private limited company, Aggreko Limited, on 16 August 2021
- The Albion entities (as detailed in Appendix 1) were incorporated in early 2021 and in July 2021 and October 2021 entered into various financing arrangements which, together with equity contributed by the ultimate shareholders, were used to pay the acquisition consideration to the shareholders of Aggreko plc, to settle costs and to repay Aggreko's existing bilateral credit facilities and U.S. private placement notes

Results being presented today

- The Albion entities had no material operations, revenue or assets (other than in connection with their respective incorporation, the acquisition of Aggreko plc or the financing thereof) prior to 10 August 2021 and, as such, this results presentation includes:
  - Unaudited financials for Albion JVCo Limited from 25 February 2021 (date of incorporation) to 31 December 2021, which include the results of operations of Aggreko Limited and its consolidated subsidiaries (the "Aggreko Group") from 10 August 2021; and
  - Consolidated results of Aggreko Limited for the year ended 31 December 2021 and 2020 to provide a meaningful comparison of the results of operations relating to the Aggreko Group

Focusing on our key priorities

Addressing the Group's cost base

- Detailed cost-out programme fully underway, good engagement across the business, now transitioning to operational focus
- High level organisation changes announced and appointments made; simplifying the structure, driving increased agility and accountability, and supporting top-line growth

Driving day to day performance

- Financial and operational metrics refreshed and in use across the business
- Cadence of monthly and quarterly business performance reviews established

Capital discipline and accountability

- Revised, consistent capex appraisal guidelines in place
- Robust capital allocation, increased accountability for delivery against 'growth' investment
- Significant orders in place with the supply chain to support future pipeline opportunities

Eurasia

- Announcement made 1 March 2022 of our intention to sell this business. In the interim, the business is being operated fully at arms' length, independently from the wider Aggreko business.
- Sale process underway, progress updates to be provided in due course

Albion JVCo Limited

Results for the ten months to 31 December 2021

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Group headlines

Results pre-exceptional items

£m	FY 2021
Revenue	684
Operating profit	78
Operating profit margin	*11.4%*
Net finance costs	(81)
Loss before taxation	(3)
Taxation	(23)
Loss for the period	(26)
Adjusted EBITDA[1]	203
Cash generated from operations	214

- Albion JVCo Limited had no material operations, revenue or assets prior to the acquisition of Aggreko Limited on 10 August 2021
- Pre-exceptional items results shown here include the results of Aggreko Limited from 10 August 2021 to 31 December 2021
- Results to 31 December 2021 reflect the impact of a comprehensive fair value exercise, resulting in the revaluation of certain assets and the recognition of £1,072 million of goodwill (see Appendix 5 for details)
- Additionally, the group incurred exceptional costs of £127 million pre-tax (£122 million post-tax), primarily related to the acquisition (see Appendix 6 for details)
- Group net debt at 31 December 2021 was £2,115 million

1. Adjusted EBITDA is pre-exceptional items profit before tax, adjusted to add back net finance costs (including finance costs related to finance leases), depreciation and amortization

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Group cash flow

£m	FY 2021
Adjusted EBITDA	203
Changes in working capital (excluding exceptional items)	(3)
Cashflow relating to fulfilment assets and demobilization provisions	(15)
Other cashflow items	29
Cash generated from operations (excluding exceptional items)	**214**
Cash flows from exceptional items	(59)
Cash generated from operations (including exceptional items)	**155**
Acquisitions	(2,033)
Tax paid	(31)
Net interest	(84)
Purchases of property, plant and equipment	(128)
Other fixed asset movements	5
Payment of lease liabilities	(10)
Issue of ordinary shares	699
Movement in lease liability (net of exchange)	9
Other non-cash movements	(670)
Exchange	(27)
Movement in net debt	**(2,115)**
Net debt	**(2,115)**

- Acquisitions cash outflow of £2,033 million (net of cash acquired) relates to the acquisition of Aggreko Limited on 10 August 2021
- Net interest paid of £84 million includes £53 million of exceptional costs
- Other non-cash movements of £670 million comprises debt acquired of £632 million, net capitalised interest of £26 million, borrowing fees of £56 million, partially offset by £6 million of capitalised borrowing costs and USPP break costs of £38 million
- A breakdown of the closing net debt of £2,115 million is provided in Appendix 8

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Aggreko Limited

Results for the year ended 31 December 2021

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Financial summary

Pre-exceptional items			**Movement**	
£m	**FY 2021**	**FY 2020**	**CHANGE**	**CHANGE** excluding pass-through fuel and currency
Revenue	**1,661**	1,365	22%	28%
Operating profit	**233**	136	72%	81%
Operating profit margin	***14.0%***	*9.9%*	*4.1pp*	*4.1pp*
Net finance costs	**(28)**	(34)	19%	
Profit before taxation	**205**	102	102%	120%
Taxation	**(91)**	(46)	96%	
Profit for the year	**114**	56	106%	
Adjusted EBITDA[1]	**480**	420	14%	20%
Cash generated from operations	**463**	521		
Adjusted ROCE[2]	**14.7%**	7.5%	7.2pp	6.7pp

1. Adjusted EBITDA is pre-exceptional items profit before tax, adjusted to add back net finance costs (including finance costs related to finance leases), depreciation and amortization
2. Adjusted ROCE is pre-exceptional items
3. Underlying revenue and operating profit excludes exceptional items, pass through fuel and currency

- Group revenue of £1,661 million, up 28% on an underlying[3] basis
  - Continued recovery from COVID-19
  - All business units showing growth
  - Successful execution of Tokyo Olympics
- Underlying operating profit up 81%, operating margin of 14.0%, up 4.1pp on an underlying basis
- Adjusted EBITDA[1] of £480 million, up 20%
- Cash generated from operations includes a working capital outflow of £51 million driven by increased activity levels, additional fuel inventories in Brazil and inventory held to support capex build programme
- Pre-tax exceptional charge of £187 million, primarily relating to the acquisition (see Appendix 7 for details)

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Rental Solutions

REVENUE
£757m (2020: £693m)

ADJUSTED EBITDA[2]
Pre-exceptional items
£205m (2020: £214m)

ADJUSTED EBITDA MARGIN
Pre-exceptional items
27.0% (2020: 30.8%)

UTILIZATION RATE
based on average MW on hire

FY 21 **61%**

FY 20 58%

Underlying[1] revenue up 14%
Underlying operating profit up 6%
Underlying adjusted EBITDA[2] flat

- Good recovery across all regions with sales activity and orders now tracking at 2019 levels
- Our sector diversification helped offset the market downturn in O&G (17% of revenue in 2019 and 6% in 2021) - utilities sector revenue up 14%, while manufacturing and mining are up 13% and 30% respectively
- Reintroduction of bonuses across the group following the cancellation of the scheme in 2020 (post COVID) had a 5.0pp impact on the adjusted EBITDA margin
- Continued focus on customer service has led to an improved NPS of 73.5 (2020: 71.8)

1. Underlying excludes exceptional items and currency
2. Adjusted EBITDA is pre-exceptional profit before tax, adjusted to add back net finance costs (including finance costs related to finance leases), depreciation and amortization

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Power Solutions Industrial

REVENUE
£567m (2020: £362m)

ADJUSTED EBITDA[2]
Pre-exceptional items
£201m (2020: £112m)

ADJUSTED EBITDA MARGIN
Pre-exceptional items
35.4% (2020: 30.8%)

UTILIZATION RATE
based on average MW on hire

FY 21	73%
FY 20	67%

Underlying[1] revenue up 71%
Underlying operating profit up 779%
Underlying adjusted EBITDA[2] up 98%

- Exceptional revenue growth supported by Tokyo Olympics; revenue excluding Tokyo up 13%
- Revenue increases in Africa, Asia, Latin America and Eurasia
- Tokyo Olympics contract complete and fully demobilized
- 16-year hybrid contract at the Resolute Syama mine (Mali) fully mobilized
- Beijing Olympics contract which was being mobilised at end of 2021 has since been completed and is currently being demobilized
- Announcement made on 1 March 2022 of our intention to sell our Eurasia business, which generated c. 5% of the Group's revenue in 2021

1. Underlying excludes exceptional items and currency
2. Adjusted EBITDA is pre-exceptional profit before tax, adjusted to add back net finance costs (including finance costs related to finance leases), depreciation and amortization

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Power Solutions Utility

REVENUE
(excl. pass-through fuel)
£272m (2020: £265m)

ADJUSTED EBITDA[2]
(excl. pass-through fuel)
Pre-exceptional items
£62m (2020: £91m)

ADJUSTED EBITDA MARGIN
(excl. pass-through fuel)
Pre-exceptional items
23.1% (2020: 34.3%)

UTILIZATION RATE
based on average MW on hire

FY 21	**71%**
FY 20	71%

Underlying[1] revenue up 10%
Underlying operating profit down 122%
Underlying adjusted EBITDA[2] down 26%

- Revenue performance reflects Kurdistan flare to power on-hire, offset by Guam off-hire and lower revenue from Bahamas contracts
- Adjusted EBITDA impacted by the reintroduction of the group bonuses, together with additional provisions for bad debts, primarily in Africa, and trapped cash in Lebanon
- Two major grid balancing projects in the Philippines (IASCO and INGRID) now largely commissioned and awaiting formal approval from the regulator to begin operating this year

1. Underlying excludes exceptional items and currency
2. Adjusted EBITDA is pre-exceptional profit before tax, adjusted to add back net finance costs (including finance costs related to finance leases), depreciation and amortization

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Cash flow

£m	FY 2021	FY 2020
Adjusted EBITDA	480	420
Changes in working capital (excluding exceptional items)	(51)	170
Cashflow relating to fulfilment assets and demobilization provisions	(55)	(97)
Other cashflow items	89	28
Cash generated from operations (excluding exceptional items)	**463**	**521**
Cash flows from exceptional items	(61)	-
Cash generated from operations (including exceptional items)	**402**	**521**
Tax paid	(57)	(57)
Net interest[1]	(56)	(42)
Purchases of property, plant and equipment	(221)	(204)
Other fixed asset movements / lease payments / investments	(24)	(20)
Increase in non-trade amounts from other Albion entities	394	-
Dividends paid to shareholders (pre-acquisition)	(26)	(13)
Issue of shares in relation to share save schemes (pre-acquisition)	5	-
Purchase of treasury shares (pre-acquisition)	(1)	-
Movement in lease liability (net of exchange)	14	8
Exchange	4	11
Movement in net debt	**434**	**204**
Net cash / (debt)	**54**	**(380)**

£m	FY 2021	FY 2020
Trade and other receivables	(73)	98
Trade and other payables	37	83
Inventory	(15)	(11)
Working capital	(51)	170

- Receivables outflow driven by revenue increase, movement in payables driven by bonus accrual and increased activity levels, while inventory increase due to additional fuel holding in Brazil
- Fulfilment asset spend on the Tokyo Olympics, Kurdistan and Resolute Syama mine projects
- Net debt reduction of £434 million driven by £394m of pre-refinancing funding received from other Albion entities to facilitate subsequent debt repayment

1. Net interest paid of £56 million includes £38 million of exceptional costs

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Closing remarks

Summary

- The Group delivered a good set of results in 2021 as markets began to return post COVID
- Successful delivery of the Tokyo Olympics showcased the Group's world class capability in this sector
- We have now established three clear priorities for the business:
  - Addressing the Group's cost base
  - Driving day to day performance
  - Capital discipline and accountability
- We are making good progress on each of these priorities, while at the same time managing the evolving situation in Russia
- We are encouraged by our start to the new year, and look forward to updating on our Q1 performance next month

Q&A

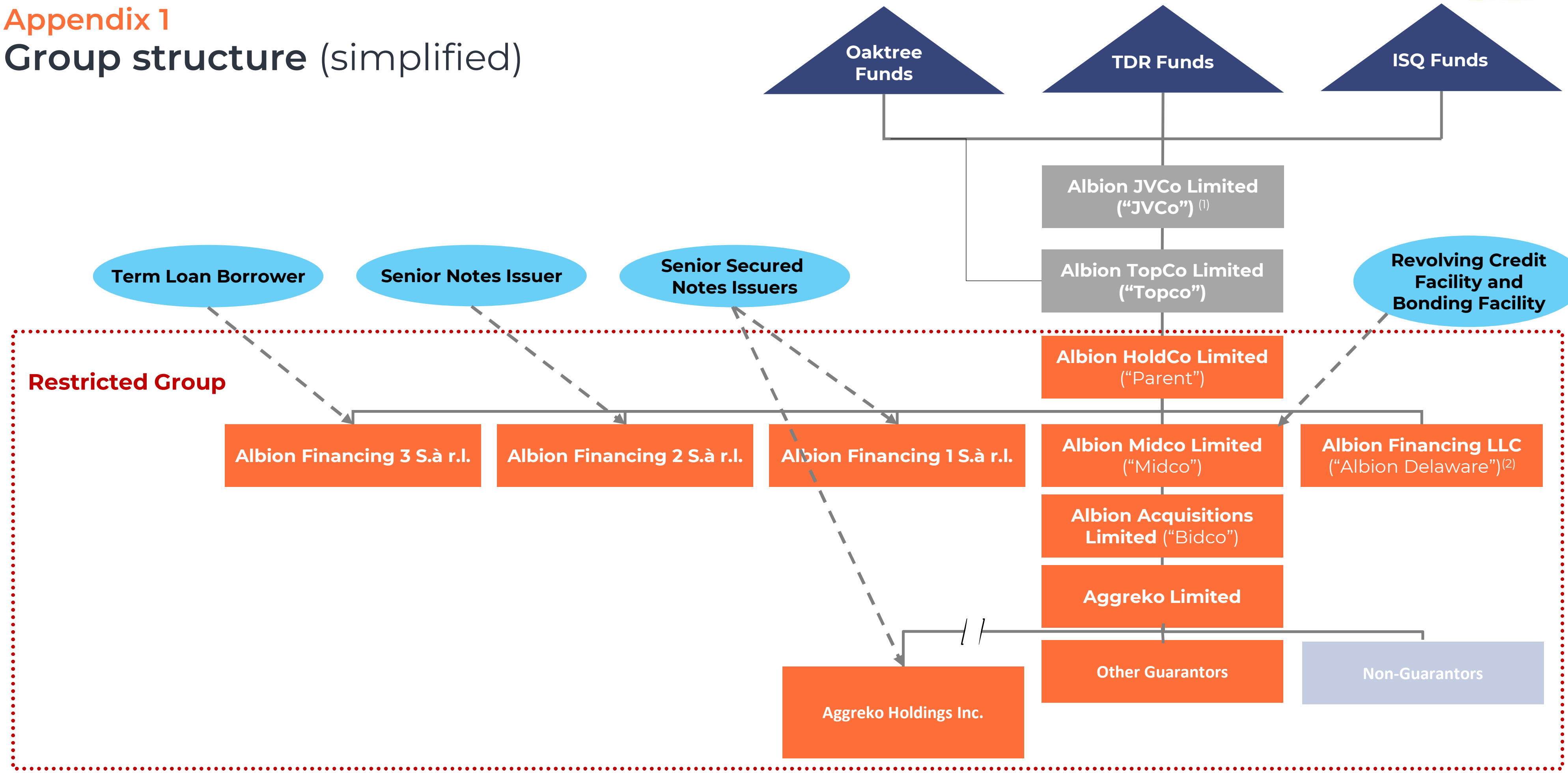
Please stay on the webcast – The Q&A will begin shortly

Questions will be streamed on the webcast via a conference call line shared with investors

Appendices

Appendix 1

Group structure (simplified)



1. Reporting entity providing consolidated financial statements going forward.
2. Notional co-borrower to the Term Loan.

Appendix 2

Albion JVCo Limited vs Albion HoldCo Limited

The differences between Albion JVCo Limited and Albion HoldCo Limited are:

- Net debt and net assets are £96 million higher at Albion JVCo Limited level as a result of £96 million of preference share debt (preference shares issued by Albion TopCo Limited to Oaktree)
- Net finance costs are £3 million higher at Albion JVCo Limited level due to interest on the above mentioned preference shares issued by Albion TopCo Limited to Oaktree

Appendix 3

Aggreko Limited - Reconciliation of underlying revenue to revenue

£m	FY 2021	FY 2020	Movement CHANGE	Movement CHANGE %
Revenue	1,661	1,365	296	22%
Pass-through fuel	(65)	(45)		
Revenue (excluding pass-through fuel)	1,596	1,320	276	21%
Currency impact[1]		(77)		
Underlying Revenue	1,596	1,243	353	28%

1. The currency impact line included in the table above excludes the currency impact on pass through fuel in PSU, which in 2021 was £5 million

Appendix 4

Reconciliation of EBITDA to Adjusted EBITDA

	Albion JVCo Limited	Aggreko Limited	
£m	**FY 2021**	**FY 2021**	**FY 2020**
Loss (Post exceptional items)	(148)	(63)	(111)
Taxation (Post exceptional items)	18	81	38
Net finance costs (Post exceptional items)	148	66	34
Operating profit / (loss) (Post exceptional items)	**18**	**84**	**(39)**
Depreciation	108	242	278
Amortisation of intangible assets	17	5	6
EBITDA (Post exceptional items)	**143**	**331**	**245**
Exceptional items	60	149	175
Adjusted EBITDA	203	480	420

Appendix 5

Albion JVCo Limited – Fair value exercise

- The Group completed the acquisition of the entire share capital of Aggreko on 10 August 2021
- The acquisition method of accounting has been adopted and the goodwill arising on the purchase has been capitalised.
- This resulted in goodwill £1,072 million being brought on to the balance sheet
- The goodwill is attributable mainly to the skills and technical talent of Aggreko's work force, technological know how and assets acquired, customer base and reputation. None of the goodwill recognised is expected to be deductible for tax purposes.
- The valuation approach for measuring the fair value of material assets acquired was:
  - Property, plant and equipment: Market comparison and replacement costs techniques
  - Intangibles: Relief-from-royalty method and multi-period excess earnings method
  - Inventories: Replacement cost technique
  - Fulfilment asset: Replacement cost approach
  - Borrowings: Adjusted for an embedded derivative in respect of the break costs arising from the pre-payment of Aggreko's US private placement notes

Appendix 6
Albion JVCo Limited - Exceptional costs

Albion JVCo Limited: £127 million (pre-tax), £122 million (post-tax)

- Acquisition related costs (£117 million)
  - Legal, consultancy and deal fees (£41 million)
  - Costs arising from the refinancing of the bridging facilities (£67 million)
  - Non-resident capital gains tax charge (£6 million)
  - Employee costs including redundancies (£3 million)
- Restructuring costs (£12 million)
  - Costs related to the Group's Future of Finance programme (£7 million)
  - Severance and depot closures relating to restructuring of Global Products and Technology and several Power Solutions depots (£5 million)
- Impairment of cash balances in Nigeria (£2 million)
- Gain on sale of previously impaired property, plant and equipment (£1 million)
- Reversal of previously impaired trade receivables (£3 million)

Appendix 7

Aggreko Limited - Exceptional costs

Aggreko Limited: £187 million (pre-tax), £177 million (post-tax)

- Acquisition related costs (£121 million)
  - Legal, consultancy and deal fees (£35 million)
  - Break costs from pre-payment of US private placement notes (£38 million)
  - Share-based payments (£39 million)
  - Non-resident capital gains tax charge (£6 million)
  - Employee costs including redundancies (£3 million)
- Property, plant and equipment impairment (£42 million)
  - HFO fleet (£40 million)
  - Fleet stranded in Yemen (£3 million)
  - Closure of a site in Germany (£1 million)
  - Offset by gain on sale of previously impaired property, plant and equipment (£2 million)
- Restructuring costs (£15 million)
  - Costs related to the Group's Future of Finance programme (£10 million)
  - Severance and depot closures relating to restructuring of Global Products and Technology and several Power Solutions depots (£5 million)
- Impairment of cash balances in Nigeria (£7 million) and impairment costs of tooling inventory (£7 million)
- Reversal of previously impaired trade receivables (£5 million)

Appendix 8

Debt summary

Debt at 31 December 2021		£ equivalent[1]
6.125% senior secured notes due 2026	$565,000,000	419,000,000
5.250% senior secured notes due 2026	€450,000,000	378,000,000
8.750% senior notes due 2027	$450,000,000	333,000,000
Senior Term Facility Agreement, maturity 2026 ($)	$750,000,000	555,000,000
Senior Term Facility Agreement, maturity 2026 (€)	€500,000,000	420,000,000
Preference shares		95,000,000
Drawings on revolving credit facility[2, 3]		25,000,000
Gross debt[3]		**2,225,000,000**
Capitalised interest / fees deducted at source / capitalised borrowing costs		(5,000,000)
Total borrowings		**2,220,000,000**
Cash at bank and in hand		(179,000,000)
Lease liability		74,000,000
Net borrowings		**2,115,000,000**

Notes:

[1] Translated into Sterling at the spot fx rate on 31 December 2021

[2] Total revolving credit facility of £300 million

[3] The gross debt together with the undrawn revolving credit facility of £275 million equates to committed facilities of £2.5 billion