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Our agenda for today

- 1 Market Highlights
- 2 Group updated profile
- **Financials FY-2020**
- 4 Topics 2021 and Capital Structure



Key business updates





- Positive outlook for the Italian corrugated packaging industry backed by favourable growth trends (e.g. e-commerce, demand for sustainable packaging and plastic substitution)



- Improving recent market trends observed post October 2020, including recovering containerboard prices
- Recent increasing market spread substained by robust market demand, in almost all industry segments
- This scenario has created a tight demand / supply balance and a market conducive to price increases
- Raw material prices, in particular OCC, also increased materially, in the same period; part of this, is a reflection of the strong demand but part of it is also due to lower collection rates of waste paper due to Covid-19 and consequently we expect a future better "post Covid-19" scenario



- Pro-Gest is well positioned for the next growth phase, completed an investment cycle of over €500m, full restarted Mantova in Nov-2020 (close to full capacity from apr-21) as well as completion of other plants



- Pro-Gest strengthened the management team and the governance at the beginning of 2021 (Chairman, CEO and four new board members, of which two independent)



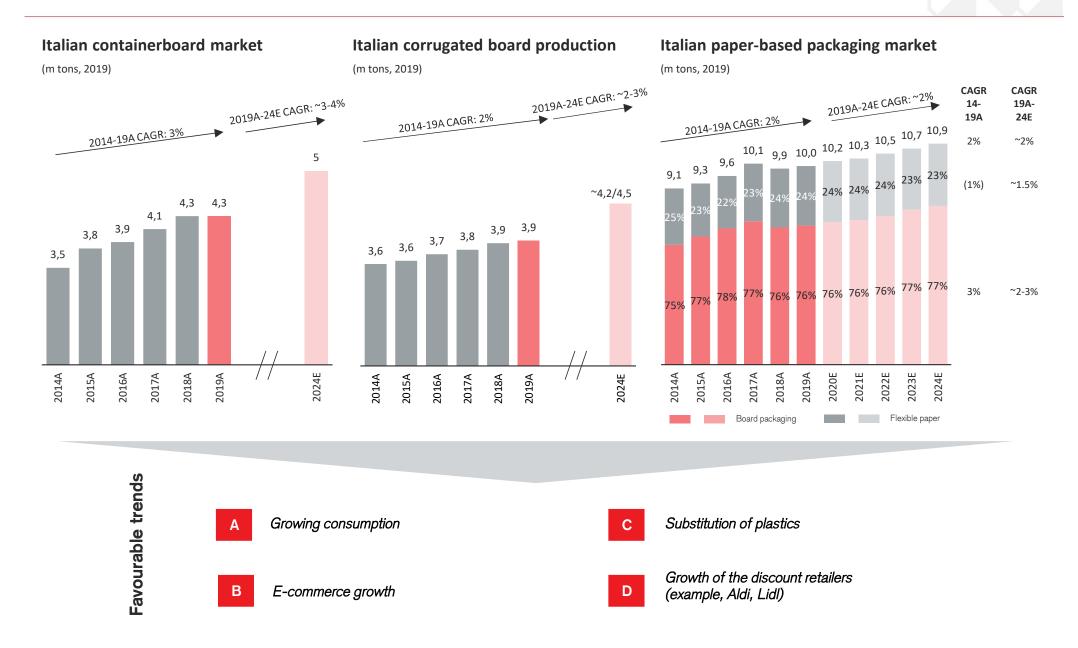
- 2020 Financial results are positive and in line with Business Plan 2021-2024, with a good level of liquidity
- Business Plan 2021-2024 foresees sustained growth supported by new flexible capital structure



- Pro-Gest "Full Potential": ÅF Pöyry (Afry) has been selected as a consultant for a project aimed at improving the market competitiveness, the production and the organizational performance of the Group

Positive industry outlook backed by favourable growth trends confirmed in the first months of 2021

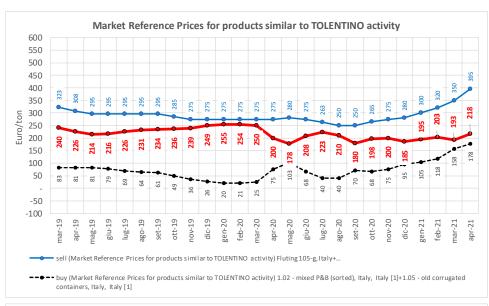


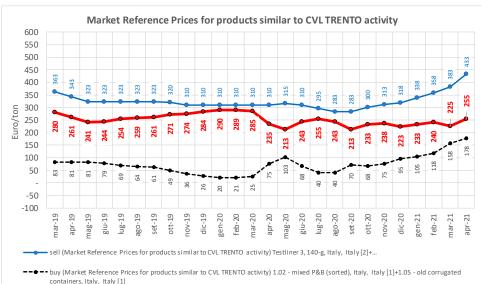


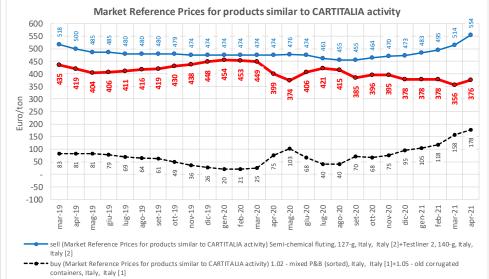
Price Market Trends and Spreads

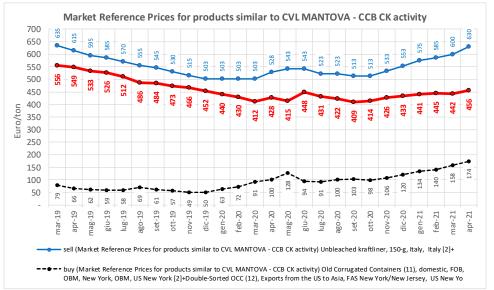


MARKET REFERENCE PRICES (SELL-BUY-SPREAD) FOR EACH MAIN PRO-GEST GROUP COMPANIES Sources: RISI https://www.risiinfo.com/ic/dashboard/recovered-paper-europe/163107









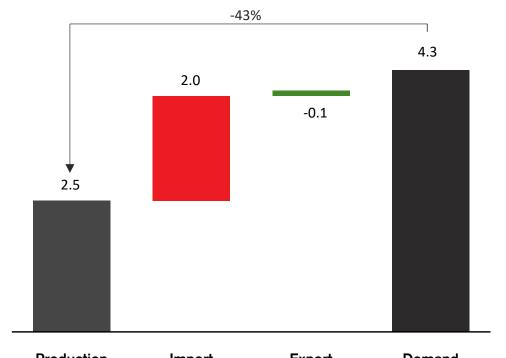
Attractive market: Italy is net importer of containerboard – Good scenario for Mantova



Italy has a capacity gap vs. local demand

Italian containerboard supply vs. demand

(M Tons, 2019)



	Production	Import	Export	Demand
Avg. €/Ton		474	369	
2018-2019	1.2%	0.2%	2.2%	0.7%

Source: Third-party reports.

Highlights

- Italian containerboard domestic supply covers about half of demand
- The gap is filled by imports of approximately 2m tons
- Imports partially include also kraftbased paper
- Imports expected to decrease due to new capacity coming online during 2020/21, including Pro-Gest's Mantova paper mill anyway Italy is still very favourable scenario for local producers

Imports have a higher average price per ton as they also include kraft-based paper (virgin)

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Italy's leading recycled paper packaging company. Well positioned for the next growth phase



Pro-Gest is one of the few vertically integrated paper packaging producers in italy

Recycling



 Collects and recycles 90kt⁽³⁾ of paper for recycling

5 recycling facilities

Containerboard



- Produces 600kt⁽³⁾, including 40kt tissue (100kt tissue including Papergroup's acquired assets)
- Capacity of over 1mt including Mantova

8 containerboard and 1 tissue converting facilities

Corrugated Board



 Produces 650m sqm⁽³⁾ of corrugated cardboard

6 corrugator facilities

Packaging



 Produces 300m sqm⁽³⁾ corrugated packaging servicing various end markets

8 corrugated packaging and 1 shopping bag production facilities

Market leadership in Italy

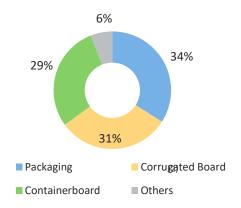


in Containerboard – c.23% market share (estimated about 28% market share, assuming Mantova at full capacity and considering new plants of other competitors)



in Corrugated board and Packaging – c.15% market share

Revenue by segment⁽¹⁾



ource: Group information

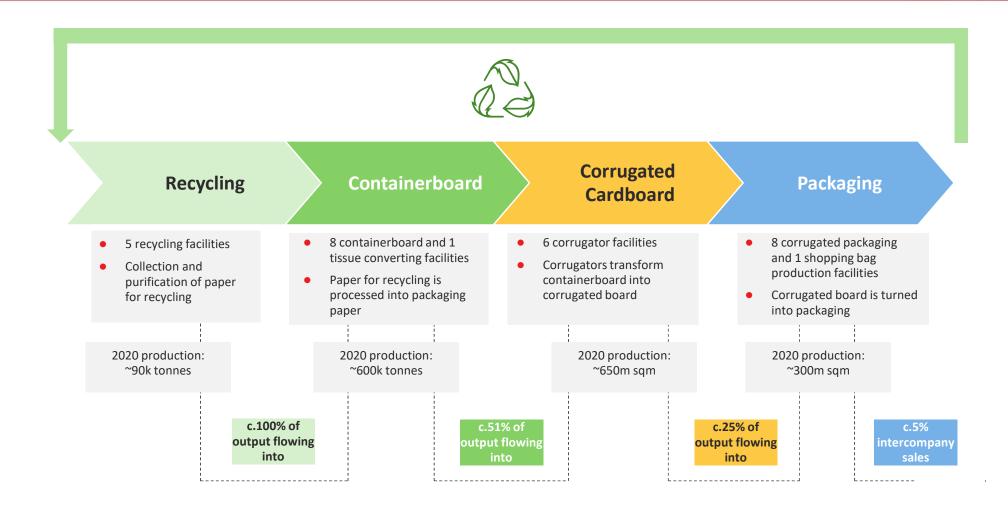
Expressed as a percentage of our total revenues and other income on a consolidated basis gross of intragroup eliminations – represents FY2019A. Includes revenues from recycling operations and other income.

(3) FY202

FV2020

Vertically integrated business model with a full lifecycle offering: recycling to packaging





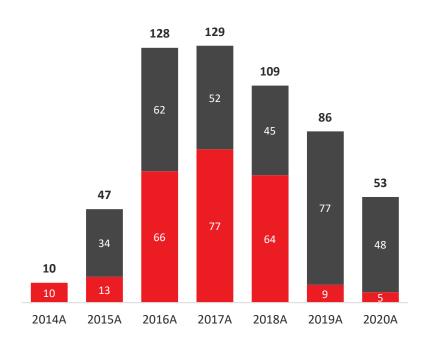
Source: Company Group profile and recent completed investment
Note: Calculations are based on % of inter-company vs. third party sales

Vertically integrated business model allowing to reduce costs across the production chain as well as mitigate impact of changes in raw material prices

Completed an investment cycle of €500m+ including acquisitions



Tangible asset capex (€m)



- Investment in the Mantova paper mill⁽¹⁾
- Other capital expenditure
- Total tangible capex for the development of the Mantova site of ~€250m between 2014 and 2020

Group information.

Note: The financial information for the year ended December 31, 2014 has not been audited.

Figures net of divestments at the Mantova site. 10m to be spent in 2020 and 2021 as agreed witht the authorities in Mantova and as part of the authorisation obtrained.

State of the art facilities (selected investments)

Grezzago facility



- State of the art facility 50,000 sqm. Strategically located near the A4 highway, close to Milan
- Brand new Fosber corrugator speed of 450 meters / minute, which will drive productivity improvements
- ✓ 25 sqm of heated floor warehouse to maintain product quality
- ✓ Energy self-sufficient with a new co-gen plant
 - This project will release the Monza facility, a prime real estate, which will be put for sale in 2020/2021
 - To be completed in 2020

COMPLETED

€26m investment in Modugno



- ✓ Production facility of 31,000 m² in Modugno (Bari)
- High graphic and quality standards thanks to advanced computer controlled production lines and latest generation printing technology
- The technological improvement will allow greater use of recycled raw materials



Maximising pizza box production through 3 Bobst machines at Trevikart



- Fully automated production process
- Key innovations include a width of 2,1 m, 7,000 die-cut sheets per hour (2x the previous generation) and Power Register, a system which allows a greater accuracy



Material decline in capex expected going forward

Mantova mill close to full capacity from April 2021

Full ramp-up

year

2021/2022



Key stats				Benefits	
250 ⁽¹⁾	<u>Investment</u> €m	450,000	Production capacity tonnes per year	√	Brand new Valmet machine (OptiConcept M) fully automated with mill-wide Valmet DNA
550,000 ⁽²⁾	Facility surface	7.6	Width meters	√	Will focus on premium light-weight paper (kraft-top-liner and wellenstoff HP) - offers an alternative solution to virgin fiber (kraftliner), which is imported to Italy
				√	Reduce energy consumption by approximately one third when compared to a traditional mill



Specialty grades

gr/sqm

70 - 160





Strategically located with close proximity to key

industrial hubs in Italy

(2) Of which 100,000sqm is covered.

Pro-Gest overall: well-defined and focused strategy for the future



Key strategic priorities



Ramp-up of Mantova with at full capacity running



Harvest recent investments (Paper Group, Modugno, Paper bags, new factory in Grezzago and other expansion projects)



Strengthen and innovate new commercial initiatives to accelerate growth



Continue to vertically integrate in high valueadded packaging with strict investment criteria

Underlying principles



Entrepreneurial organisation with strengthen of IT and Controlling and state of the art technology



Environmental and sustainability focus



Business principles aligned to core family values and new market requirements

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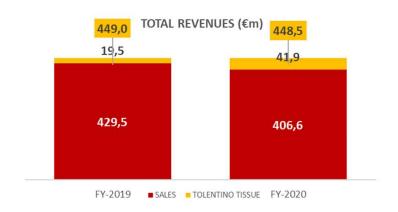
FY-2020 Executive summary



- The Covid-19 during 2020 has changed all the world economic scenarios, creating a general slowdown of most GDP countries
- Pro-Gest operates in a strategic and resilient industry (packaging for food and beverage) with consequent limited impacts on Group activity.
- The **FY-2020 income statement** main results are as follows:
 - Total Sales equal to €448,5m (vs €449,0m in 2019)
 - EBITDA adjusted equal to €71,6m (16,0% on total sales and +1,2% vs €70,7m in FY-2019)
 - EBITDA adjusted normalized equal to €81,2m (18,1% on total sales and -10,4% vs €90,6m in FY-2019, due to non recurring 2019 costs to keep Mantova plant semi-operative)
 - Net Income equal to €18,4m (vs €-26,0m vs FY-2019, which included the negative effect relating to the AGCM fine 2019 provision equal to €39,5m)
- The FY-2020 balance sheet main results are as follows:
 - Working capital: no receivable insolvencies; no payment delay from the customers; all our suppliers, all the expected debts towards banking institutions as well as all the other debts (social security, tax, etc.) paid regularly; consequently total WC is equal to €185,9m (vs €205,9m as at the end of 2019; the working capital % on sales slightly reduced from 41,4% to 45,9%)
 - Capex: equal to €53,1m (vs €88,0m in FY-2019), confirming the change in capex strategy aiming at reducing investments
 - NFP: Net Financial Position equal to € 447,5 (vs € 465,9 mil as at the end of 2019) with a liquidity of €62,9m (vs €61,4m as at the end of 2019)
- Mantova: obtained all the authorizations and permits to produce, restarted all its activities on November, 23 2020, close to full capacity in April 2021
- AGCM: on March 10, 2021 the hearing for the continuation of the discussion on the merits was held and the companies are waiting to know the decision of the Regional Administrative Court (T.A.R.) of Lazio about the outcome of the appeal. Just to remember, Pro-gest Group has been granted by the AGCM the possibility to pay the €45m fine (residual amount after considering the €2,4m instalment prudentially paid last February) in 29 monthly instalments. Pro-Gest Group will not be required to pay any instalment until that decision, it has not been required to issue any guarantee in favor of the AGCM.

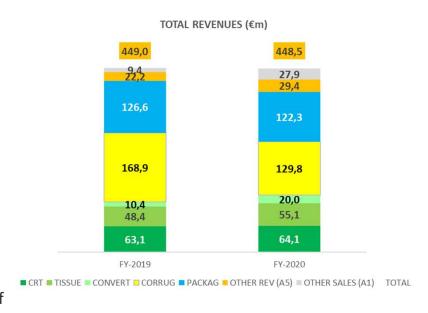
Financials FY-20 – Revenues details



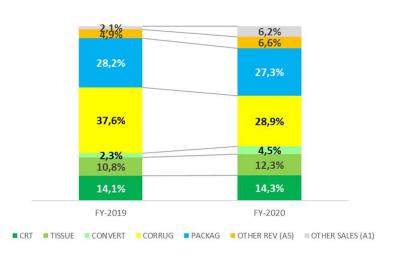




- Main changes on detailed sales compared to LY are due to:
 - The reduction of corrugated segment was affected by decrease of prices and volumes coming from Covid-19 emergency and the consequent market consumption slowdown
 - Tolentino sales equal to €41,9m (vs €19,5m of 2019) due to ramp-up of the plant acquired in mid 2019
 - Raw material/Comieco and other "A1" sales (€27,9 vs €9,4m of 2019): the total difference equal to 18,5m is due to raw material sales (~€10m), Comieco "corrispettivi" (~€3m), other sales (~€4m)
 - Other "A5" revenues including White Certificates (€29,4m vs €22,2m of '19): main changes are due to capital gains (Voghera e Carbonera), insurance reimbursement and other non recurring items
- Overall market conditions, started improving in Oct-Nov 2020. This
 positive trend is reinforcing in the first part of 2021 and management
 expectations are positive also for the second half of the 2021 (prices and
 quantities).



TOTAL REVENUES (€m) % by division



Financials FY-20 – Opex details

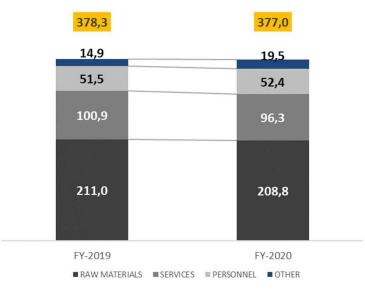




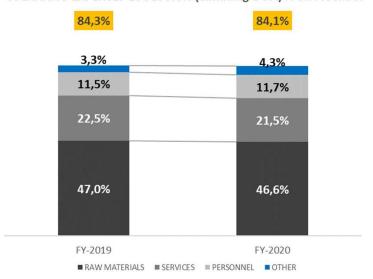


- FY-2020 operating expenses are equal to €377,0m (vs €378,3m in FY-2019) with no significant changes also in term of % of revenues (from 84,3% to 84,1%); these results confirm capability of the Group to adequate costs to the sales trend
- The consumption of raw material and gas remains stable
- The positive services costs results confirm the management capability to cost-cutting activity
- Labour cost is substantially stable in value vs LY

OPERATING EXPENSES EVOLUTION (€m, excluding D&A)

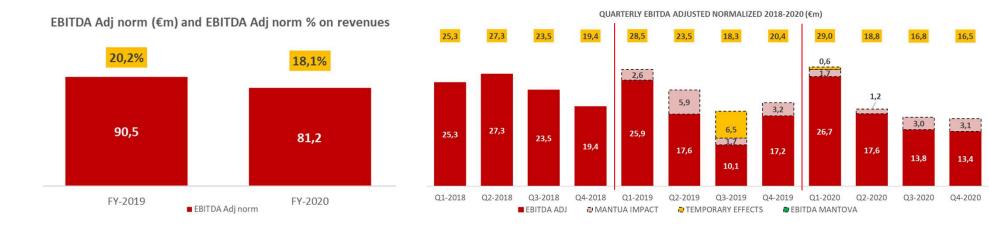


OPERATING EXPENSES EVOLUTION (excluding D&A) % on revenues



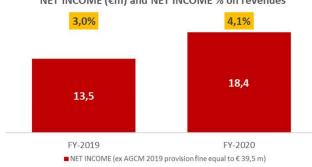
Financials FY-20 – EBITDA by quarter





- EBITDA Adj normalized is equal to €81,2m in FY-2020 (18,1% as a % on revenues) vs €90,5m of LY (20,2% as a % on revenues)
- Excluding Mantova costs and Villa Lagarina shutdown impacts, EBITDA adjusted is equal to €71,6m (16,0% on revenues) vs €70,7m of LY (15,7% on revenues); the 2020 EBITDA is influenced by the Q1 capital gains relating to the sale of a machinery owned by ex Cartiera di Voghera (€2,9m) and to the real estate sale made by Cartiera di Carbonera S.p.A. (€5,4m).
- The FY-2020 EBITDA confirms that, even if we were facing a Covid-19 emergency scenario and a low level of selling prices (mainly during the first three quarters of 2020), the Group and its management have been able to protect and improve the profitability, adequating costs/plants efficiency to the sales trend
- the Q4-20 EBITDA adjusted is equal to €16,5m vs €20,4m of the same quarter of LY; this quarter is affected by the restart costs connected with the Mantova Plant

 NET INCOME (€m) and NET INCOME % on revenues
- The graph on the right shows the net income in FY-2020 (equal to €18,4m) vs net income of 2019 (equal to €13,5m adjusted), recalculated excluding AGCM 2019 provisions set aside equal to €39,5m (net income reported is equal to -€26,0m)



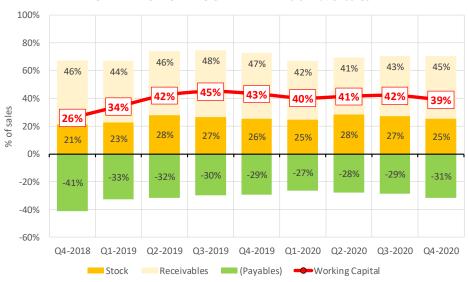
Financials FY-20 – Operating Working Capital







OPERATING WORKING CAPITAL ANALYSIS in % of sales



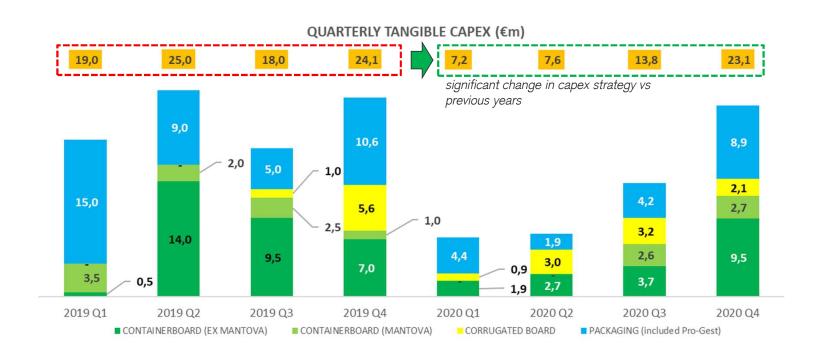
OPERATING WORKING CAPITAL ANALYSYS (incr) / decr of WC (var q/q)



- As at the end of 2020, the Group has recovered by about €18,9m and has reduced the % on total sales to 38,9% (vs 43,1% as at the end of 2019)
- The analysis shows that in 2019, the Group has increased significantly its WC, due to higher stocks (to protect profitability during cyclical trend of the market that now is turning positive) and lower payables due to payments of the investments
- In 2021, the restart of Mantova plant should create the conditions for a further general reduction of raw material stock

Financials FY-20 – Capex





- The graph shows quarterly tangible capex from Q1-2019 to Q4-2020.
- Capex in Q4-2020 is equal to €23,1m; this amount is the completion of main last tangible investments; in particular:
 - €9,5m Containerboard (mainly due to cogeneration machinery for Cartiera Carbonera)
 - €2,7m Mantova paper mill (final investments requested for the restart of plant, occurred on November, 23)
 - €2,1 Corrugated (last machinery investments for the plant of Grezzago)
 - €8,9m Packaging and Pro-Gest (mainly due to the completion of building of Grezzago factory and the completion of HQ of the Group)
- The total amount, equal to €51,7m, does not consider tangible asset disposals during the period

Financials FY-20 – EBITDA to Cash Flow bridge



(€/m)	FY-2020	
EBITDA adjusted	71,6	
(increase) / decrease of working capital	18,9	
(increase) / decrease of other items	(20,3)	< this amount includes ~€20,5m of capex payables at the end of Q4-2020
Operating cash flow	70,3	
(investment cash out)	(42,9)	< net of relative payables at the end of Q4-2020 (~€20,5m); 42,9 investment
divestment cash in	10,4	cash out + 20,5 relative payables - 10,4 divestment cash in = €53,1m (2020
(capex net cash out)	(32,6)	total capex tangible + intangible items)
Cash flow after capex	37,7	
(increase) / decrease of financial investment	0,9	
increase / (decrease) of AGCM fine / TFR / others	(2,4)	< payment of the AGCM fine february instalment
(increase) / decrease of other asset / investment	-	
Cash flow after extraordinary items	36,2	
(taxes)	(0,3)	
Operating Post-tax free cash flow	35,9	
(interest)	(17,5)	
Cash flow	+18,4	< equal to more than 25% of cash conversion during 2020
(NFP) at the beginning of the period	(465,9)	
(NFP) at the end of the period	(447,5)	
Variation of NFP	+18,4	
(€/m)	FY-2020	
increase / (decrease) of FINANCIAL DEBTS	(16,9)	
increase / (decrease) of EQUITY	-	
increase / (decrease) of LIQUIDITY	1,5	
LIQUIDITY at the beginning of the period	61,4	
LIQUIDITY at the end of the period	62,9	
Variation	1,5	







- The FY-2020 Net Financial Position improvement, equal to +€18,4m, confirms that the business during 2020, although the Covid-19 impact, has generated liquidity, in a situation in which, above all, there are no overdue towards banks, suppliers, employees or other creditors
- The Dec-2020 amount of financial debts shows an increase of short term debt % of utilization; the short term debt represents the 56% of uncommitted available credit lines
- The liquidity at the end of 2020 is equal to €62,9m, slightly better than the previous year, confirming the capability of the Group to manage liquidity even in a slowdown business period

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Pro-Gest historical performance and Business Plan 2021-2024



- Pro-Gest is a ~450 M€ family-run company mainly active in recycled paper containerboard ("Testliner") and related corrugated board/packaging (~90% of sales) in Italy. Group is also present in tissue business (~10% of sales)
- Growth has been fueled **organically** (expansion of own capacity, accounting for ~30%) and by a **string of M&A with local paper companies** (scale deals, ~70% of growth), plus a recent portfolio expansion with a **tissue-based** acquisition (Tolentino Tissue)
- EBITDA adjusted (clearing one-off effects) have been fairly stable in the range of 90-100 M€ (~20% on revenues)
- Free cash flows (FCF) has been negative in the last three years ('17-'19) due to large expansion Capex (~250 M€ '15-'20 only for Mantova mill; the total investments in the period 2015-2020 was more than ~500 M€, including Mantova mill), increase in working capital and M&A (Tolentino)
- At the beginning of 2020, management decided to change Pro-Gest Group capital structure to overcome complexity of relationship with numerous lenders and also to strengthen the financial position and support business development and primarily Mantova relaunch. In mid-2020, management has developed a new Business Plan 2020-2024 as a reference point for potential investors.
- The Business Plan 2020-2024 envisions:
 - Sales through 2024 to increase significantly, with Mantova accounting for more than half of the increase
 - EBITDA growth to be similarly robust, with margins increasing through 2024
 - Reduction of Net Financial Position to 2024 by approximately half, due to the benefit of the new capital structure and the
 expected refinancing of €250m high yield bond at the end of 2024
 - NFP/EBITDA ratio steadily improvement through 2024
- 2020 Financial Results positive and in line with the Business Plan 2020-2024
- 2021 First 4 months sales show good results vs previous year

New Private Placement Notes Phase 1 done - Phase 2 under process



- New Private Placement Notes Phase 1 DONE
 - €125m secured Notes of €90m and €35m at Cartiere di Villa Lagarina S.p.A. and Tolentino S.p.A. respectively fully subscribed by Carlye Global Credit ("Carlyle") on December 21st, 2020
- New Private Placement Notes Phase 2
 UNDER PROCESS
 - €75m (up to) to be issued by Cartitalia S.r.l. before the end 2021 (possibly by the end of June 2021)
- All Notes (phase 1 and phase 2)
 - maturity of December 2025
 - callable after two years (NC27 months, 104, par)
 - secured and guaranteed
- Proceeds
 - Phase 1 have been entirely used to refinance all existing indebtedness by the end of 2020
 - Phase 2 proceeds to be used to support Mantova plant and the growth of the core business of the Group



No meaningful debt maturities until 2024 (other than ~€15m loans)

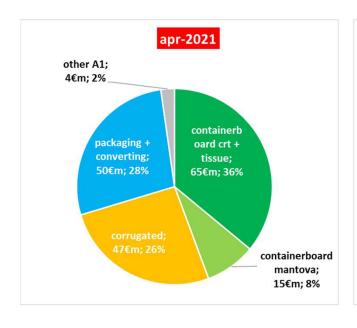


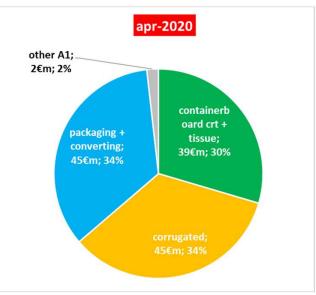
The total average cost of money for the Group planned in the Business Plan will be equal to about 5,5-6,0% (existing High Yield bond plus New Private Placement Notes – Phase 1 and Phase 2 – plus total short term uncommitted lines)





dati consolidati	controvalore € mil e var %			effetti ac/ap in valore		
SOCIETA/STABILIM	apr-21	apr-20	ac/ap	volume	price	value (*)
	(*) actual (firts column) vs previous (second column)					
TOTALE GENERALE RICAVI A1	180,9	131,3	+38%	+42,0	+7,6	+49,6





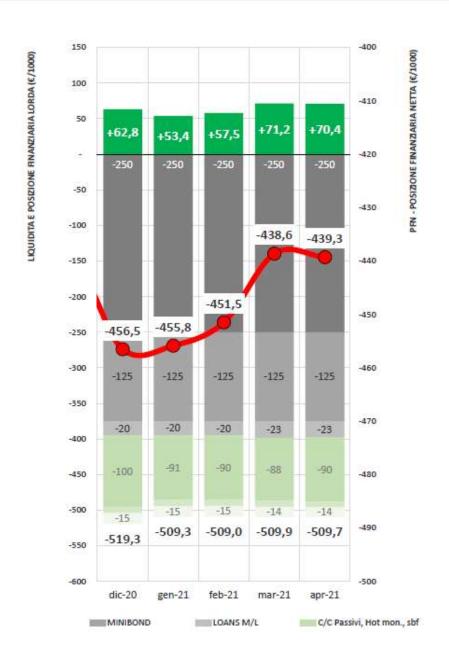
- Changes % apr-21 vs apr-20 (excluding Mantova):
 - Containerboard: +68%
 - Corrugated: +5%
 - Packaging + converting: +9%
 - LFL: +26%
 - Overall: +38%

- The graphs show preliminary data relevant to sales of first four months 2021 vs the same period of last year (with also the % breakdown)
 - of quantity in containerboard segment with limited contribution from price increase, since the recent market price increases started in march/April
- LFL YTD performance of containerboard and packaging segments equal to €145,5m with an increase of +26% vs last year period
- Mantova YTD performance, mainly focused on March and April, equal to €15,1m





Current trading 2021 - NFP



- NFP (1) positive trend during the first four months of 2021 confirms the capacity of the business to generate cash
- NFP as at the end of April 2021 (1) is equal to €439,3m (vs €456,5m as at the end of 2020) with a strong liquidity position equal to €70,4m
- The working capital absorption by Mantova still marginal, thanks to the use of raw material in stock at the end of 2020
- Positive trend in NFP also reflects the limited capex activity which if part of the Business Plan strategy

(1) the data shown and commented in this side are no IAS-39 ("costo ammortizzato") compliance and consequently they are slightly different from the same one reported in the third chapter (Financials)

Business Plan Implementation Process





Pro-Gest Business Plan 2021-2024 aims at sustaining growth in terms of sales, EBITDA and cash generation to provide a stable financial position for the refinancing of the Dec-2024 High Yield bond and Dec-2025 New Private Placement Notes at or prior to their maturities

