



INDEPENDENT AUDITOR'S REPORT

PetitJean S.A.S.
52-72 Avenue du Maréchal Leclerc
10120 Saint-André-Les-Vergers

Dear Sirs,

Opinion

We have audited the accompanying Special purpose financial information of Petitjean S.A.S. (the Company), which comprise the balance sheet as at December 31, 2020, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and notes including a summary of significant accounting policies.

In our opinion, the accompanying Special purpose financial information of the Company are prepared, in all material respects, in accordance with the AI Babinet Group accounting policy.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Special purpose financial information* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the entity's Special purpose financial information in France, and we have fulfilled our other responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw your attention to the following notes to the accompanying Special purpose financial information:

- Note "Going concern principle", indicating that the group will not enforce the Company repayment of current outstanding trade debts or intercompany advances until December 31, 2021,
- Note "Covid-19 consequences", presenting the situation of the company regarding the Covid-19 crisis which are subject to significant level of uncertainty,
- Note "Inventory valuation", explaining the hourly rate variation used for the valuation of work in progress and finished products, and the impact of this change in the inventories valuation.

Our opinion is not modified in respect of these matters.



Responsibilities of Management and Those Charged with Governance for the Special purpose financial information

Management is responsible for the preparation of the Special purpose financial information in accordance with the Group accounting policy, and for such internal control as management determines is necessary to enable the preparation of Special purpose financial information that are free from material misstatement, whether due to fraud or error.

In preparing the Special purpose financial information, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Special purpose financial information

Our objectives are to obtain reasonable assurance about whether the Special purpose financial information as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Special purpose financial information.

Restriction on Use and Distribution

This Special purpose financial information has been prepared for purposes of providing information to Al Babtain Power & Telecom to enable it to prepare the consolidated Special purpose financial information of the group. As a result, the Special purpose financial information is not a complete set of financial statements of Petitjean S.A.S. in accordance with IFRS and is not intended to give a true and fair view, in all material respects, of the financial position of Petitjean S.A.S. as of December 31, 2019, and of its financial performance, and its cash flows for the year then ended in accordance with IFRS. The Special purpose financial information may, therefore, not be suitable for another purpose.

KPMG

Stéphane Sabatier

Commissaire aux comptes

42 Ter, rue de la Paix – 10000 Troyes

February 19, 2021

PETITJEAN SAS

Financial Statements at 31/12/2020

PETITJEAN SAS

BALANCE SHEET

ASSETS IFRS GAAP
in EURO

	31/12/2020	31/12/2019
	Amount	Amount
A) CREDITS TO SHAREHOLDERS FOR PAYMENTS		
Not Called (group's companies)	0	0
Not Called (other companies)	0	0
B) FIXED ASSETS		
I- INTANGIBLE ASSETS		
1 Preliminary expenses and enlargement costs	0	0
2 Research, development and advertising costs	0	0
2a Research and development costs	0	0
2b Advertising costs	0	0
3 Industrial patent rights and know-how	0	0
3a Industrial patent rights and know-how	28 065	86 932
3b Software	33 113	23 311
4 Concessions, licenses, trademark and similar rights	61 189	110 243
4a Licenses	0	0
4b Trademarks	0	0
4c Other similar rights	0	0
5 Goodwill	0	0
6 Investments under construction and accounts	0	0
7 Other immaterial fixed assets	0	0
Total	61 189	110 243
II- PROPERTY, PLANT AND EQUIPMENT		
1 Land and buildings		
1a Land	984 844	1 047 762
1b Buildings - non operational	0	0
1c Buildings - operational	2 306 326	3 558 176
1d Small buildings	0	0
2 Plants and machinery	3 281 170	4 608 840
2a Generic plants	5 152 892	5 649 893
2b Specific plants	0	0
2c Other machinery	0	0
3 Industrial and commercial equipment	5 152 892	5 649 893
3a Industrial equipment	61 932	179 058
3b Commercial equipment	0	0
3c Various equipment	0	0
4 Other goods	61 932	179 058
4a Furniture and ordinary office machines	16 027	28 382
4b Computers and office machines	68 694	28 133
4c Transport machines	68 482	142 209
4d Vehicles	0	0
4e Other fixed assets	0	0
5 Constructions in progress and advances	153 284	196 763
4d 400 690	20 146	
Total	9 099 888	10 661 743
III- FINANCIAL ASSETS		
1 Investments in:		
1a Subsidiaries	0	0
1b Associated companies	0	0
1c Other companies	0	0
2 Loans to:		
2a1 subsidiaries (current)	0	0
2a2 subsidiaries (non-current)	0	0
2b1 associated companies (current)	0	0
2b2 associated companies (non-current)	0	0
2c1 others (current)	0	0
2c2 others (non current)	0	0
2c3 Caution money	0	0
3 Other securities	0	0
4 Own shares	-415 786	-291 175
Total	-415 786	-291 175
TOTAL FIXED ASSETS	8 745 301	10 470 811
C) CURRENT ASSETS		
I - INVENTORIES		
1 Raw materials and working materials	5 579 976	4 648 120
2 Work in progress	564 260	671 648
3 Finished products and goods	3 796 299	4 040 577
4 Prepayment	0	0
Total	9 940 537	9 360 346
II - ACCOUNTS RECEIVABLES		
1 Trade receivables		
1a current	4 110 593	3 732 092
1b non-current	2 287	2 672
2 Accounts receivables - subsidiaries	4 112 860	3 734 764
2a current	0	0
2b non-current	0	0
3 Accounts receivables - associated companies	0	0
3a current	0	0
3b non-current	0	0
4 Tax receivables	0	0
4bis1 current	69 940	560 934
4bis2 non-current	0	0
4ter Deferred tax assets	69 940	560 934
4ta current	0	0
4tb non-current	0	0
5 Other receivables and prepayments	0	0
5a current	593 520	1 830 828
5b non-current	300 000	0
Total	6 076 319	6 126 526

III - Assets held for sale		
1	Current	0
2	Non current	-59 109
3	Other investments	0
4	Own shares	0
5	Other securities	0
Total		-59 109
IV - Cash and cash equivalents		
1	bank current (postal) accounts	4 340 729
2	Petty cash and other cash items	2 137
Total		4 342 866
TOTAL CURRENT ASSETS		19 369 722
D) PREPAID EXPENSES AND ACCRUALS		18 108 818
1	(by third parties)	214 847
2	(by group companies)	0
3	Other accruals	0
Total		214 847
TOTAL ASSETS		28 319 970
LIABILITIES		28 737 395
A) SHAREHOLDERS' EQUITY		
I	Share capital	6 000 000,00
II	Share premium reserve	0,00
III	Revaluation reserve	0,00
IV	Legal reserve	0,00
V	Own shares reserve	-1 011
VI	Statutory reserve	0,00
VII	Other reserves:	17 462,74
	Voluntary reserves	0,00
	Grants	0,00
	-	0,00
VIII	Retained (deficit) earnings	-2 928 559,04
IX	Current year income (loss)	-1 378 973
TOTAL SHAREHOLDERS' EQUITY		3 088 878
B) PROVISIONS		
1	Accrued retirement plan costs	2 557 786
2	for taxes, also deferred	0
3	Other provisions	169 249
TOTAL PROVISIONS		2 727 035
D) LIABILITIES		
1	For bonds issued	0
1a	short-term	0
1b	long-term	0
2	For convertible bonds issued	0
2a	short-term	0
2b	long-term	0
3	Loans from shareholders	0
3a	short-term	0
3b	long-term (within 5 years)	0
3b.1	long-term (beyond 5 years)	0
4	Due to banks	0
4a	short-term bank liabilities	666 719
4b	short-term portion of long term debt	0
4c	long-term bank liabilities (within 5 years)	0
4d	long-term bank liabilities (beyond 5 years)	0
5	Other loans	866 719
5a	short-term	0
5b1	long-term (within 5 years)	61 974
5b.2	long-term (beyond 5 years)	93 324
5c	short-term Lease payment due	2 992 500
5c1	long-term Lease payment due (within 5 years)	201 500
5c.2	long-term Lease payment due (beyond 5 years)	112 720
6	Customers prepayments	296 807
6a	current	0
6b	non-current	0
7	Trade accounts payables	3 368 686
7a	current	503 118
7b	non-current	450 478
8	Differed income	603 118
8a	Grants	600 000
8b		0
9	Liabilities held for sale	600 000
9a	current	0
9b	non-current	0
10	Accounts payable to shareholders	0
10a	current	10 311 108
10b	non-current	0
11	Accrued income taxes	10 311 108
11a	current	0
11b	Income deferred taxes	452 064
12	Payables to Welfare Institutions	452 064
12a	current	2 281 705
12b	non-current	0
13	Other payables	2 281 705
13a	current	1 360 954
13b	non-current	0
13c	Company's board and board of auditors payables	0
TOTAL LIABILITIES		21 692 268
E) ACCRUED EXPENSES		
1	(by third parties)	652 012
2	(by group's companies)	0
3	Other accruals	238 044
TOTAL ACCRUED EXPENSES		890 056
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		28 319 970

Statement of Profit & Loss IFRS GAAP		31/12/2020	31/12/2019
In EURO		Amount	Amount
A) OPERATING INCOME			
1	Gross sales (goods and services) (+):		
1a	to third parties (goods)	35 769 618	44 593 503
1a	to group's companies (goods)	0	0
1b	to third parties (services)	4 463 555	4 529 376
1b	to group's companies (services)	0	0
	Total	40 233 173	49 122 879
2	Changes in inventory of finished and work in progress goods (-/+):		
2a	Initial inventories	0	0
2b	Final inventories	0	0
	Total	0	0
3	Changes in inventory of work in progress by order (-/+):		
3a	Initial inventories	0	0
3b	Final inventories	0	0
	Total	0	0
4	Increases in capital value for self-constructed assets (+):		
4a	Intangible assets	0	0
4b	Property, Plant and Equipment	4 121	1 998
	Total	4 121	1 998
5	Other income of the exercise (+):		
5a	Proceeds (third parties)	0	52 000
5a	Proceeds (group's companies)	0	0
5b	Other revenues and proceeds	-25 235	25 235
5c	Grants	0	0
	Total	-25 235	77 235
	Total operating income	40 212 060	49 202 112
B) OPERATING COSTS			
6	For purchase of raw materials, working materials and goods (+):		
6a	third parties	14 084 811	16 344 905
6b	group's companies	0	0
	Total	14 084 811	16 344 905
7	For services (+):		
7a	third parties	9 379 012	11 643 031
7b	group's companies	0	0
	Total	9 379 012	11 643 031
8	For utilisation of third parties' goods (+):		
8a	third parties	508 714	548 029
8b	group's companies	0	0
	Total	508 714	548 029
9	For employees (+):		
9a	Salaries and wages	10 954 895	13 137 706
9b	Social security costs	3 991 760	4 309 548
9c	Pension costs	0	0
9c	Board of Directors	0	0
9d	Other costs	0	0
	Total	14 946 676	17 447 253
11	Changes in inventory of raw materials, working material and goods (+/-):		
11a	Initial inventories	9 360 345	9 065 519
11b	Final inventories	-9 940 537	-9 360 345
	Total (revenue) / expense	-580 192	-294 826
12	Appropriations for risks (+):		
12a	other	41 342	0
	Total	41 342	0
13	Other Appropriations (+):		
13a	other appropriations	0	0
	Total	0	0
14	Other Operating Costs (+):		
14a	third parties	1 116 730	1 231 383
14b	group's companies	0	0
	Total	1 116 730	1 231 383
	Total operating costs	39 497 093	46 919 775
	EBITDA BEFORE BARGAIN PURCHASE income / (loss)	714 966	2 282 337
	OTHER OPERATIONAL ITEMS (BARGAIN PURCHASE)	0	0
	EBITDA AFTER BARGAIN PURCHASE income / (loss)	714 966	2 282 337

Statement of Profit & Loss IFRS GAAP

	31/12/2020	31/12/2019
10	Depreciations and devaluations (+):	
10a	Depreciation of intangible assets	8 323
10abis	Depreciation of intangible assets from bargain purchase	54 333
10b	Depreciation of property, plant and equipment	1 370 914
10bbis	Depreciation of property, plant and equipment from bargain purchase	809 731
10c	Devaluations of intangible assets	0
10d	Devaluations of property, plant and equipment	0
10e	Depreciation of galvanization (reversal) from bargain purchase	0
10f	Trade receivables write-down	-71 276
Total		2 172 025
	EBIT BEFORE BARGAIN PURCHASE income / (loss)	-592 995
	EBIT AFTER BARGAIN PURCHASE income / (loss)	-1 457 059
C) Interest and financing income and expenses		
15	Income from investments (+):	
15a	subsidiaries	0
15b	affiliated enterprises	0
15c	other companies	0
Total		0
16	Other financing income (+):	
16a	subsidiaries	0
16b	affiliated enterprises	0
16c	other companies	379 588
Total		379 588
17	Interest and other financing expenses (-):	
17a	subsidiaries	0
17b	group company	-64 355
17c	other companies	-156 357
Total		-220 713
17-bis	Foreign exchange gain and loss (+/-):	
17b1	Foreign exchange gain	454
17b2	Foreign exchange loss	-2 129
Total		-1 675
Financial income / (loss)	157 200	-191 343
18	Revaluation (+):	
18a	Revaluation of investments	0
18b	Revaluation of other financial assets	0
18c	Revaluation of current assets securities	0
Total		0
19	Devaluation (-):	
19a	Devaluation of investments	0
19b	Devaluation of other financial assets	0
19c	Devaluation of current assets securities	0
Total		0
TOTAL ADJUSTMENTS (18-19)	0	0
E) Exceptional income and expenses		
20	Exceptional income (+):	
20a	Income	50 995
20b	Other Exceptional income	0
Total		50 995
21	Exceptional expenses (-):	
21a	Expenses	-130 910
21b	Other Exceptional expense	0
Total		-130 910
Exceptional income / (loss)	-79 915	414 976
Result before taxes income / (loss)	-1 379 774	221 809
22	Income Taxes (-/+):	
22a	(Current income taxes)	0
22b	(Taxable temporary differences) / Deductible temporary differences	-65 504
Total		-65 504
Net result income / (loss)	-1 379 774	156 305

PETITJEAN SAS

Note to the 2020 annual financial statements for the period ending December 31, 2020

Business activity

Sales at the end of December 2020 reached the amount of 40.233 K€, which represents a decrease of 8.890 K€ in comparison with previous year (49.123 K€). The company is also behind its budgetary target (- 8.096 K€). To the predicted slowdown in sales, due to municipal elections in France, came the Covid 19 sanitary crisis.

Since July, order intake has fallen significantly due to the slowdown in economic activity. This decrease of about 20% impacted sales in September, October, November and December 2020.

However, despite a much lower sales volume, the operating cash-flow (EBITDA) for the full year 2020 reached + 1.233 K€.

Basis of preparation

The financial information attached has been prepared in application of AL BAPTAIN Group accounting policies.

Going concern principle

The Company applied the going concern principle. The Group confirmed in writing its intention not to enforce the repayment of PETITJEAN current outstanding trade debts or intercompany loans and advances until December 31, 2021.

Covid 19 consequences

In accordance with the measures decided by the French government, the company had to be temporarily shut down on March 19. Faced with the quick development of the virus on French territory, the government announced tougher lockdown restrictions to be enforced for an unknown period of time in order to contain the rapid spread of Covid 19. However, a limited team of volunteers (9 people) accepted to come to work on a daily basis to manage the telephone calls and to carry out the necessary administrative paperwork.

Partial activity is a tool which offers French employers the possibility of reducing working time. The Labour Minister confirmed that the current health situation made it necessary to set up the widest possible partial activity scheme. Partial activity is governed by a quota of hours that may not be exceeded, which is currently 1,000 hours per year per employee. The company immediately filed an application. Consequently, it benefited from a global allowance which amounted to 424.740 € over the 3 months partial activity period.

In response to the Covid 19 outbreak, the French national authorities also put into place concrete and immediate support measures for businesses that were experiencing difficulties in the deployment of their activity. Companies were allowed to defer payment of all social taxes and contributions which were to be paid in March and April 2020. Companies that may encounter cash flow problems were also eligible for various financial support measures. Management of the company filed to get financial assistance from banks. The company benefited from a global cash loan of 3 million Euros repayable over a period of 5 years. This loan has been 90% guaranteed by the public bank BPI France.

The French government decided an extension of the lockdown restrictions until May 11. The management of the company could not oblige all the employees to resume working before this date. However it decided to call on volunteers, and part of the company's employees (69 people on a global staff of 250) came back to work on April 14. However, a majority of the company's customers remained closed and refused to receive any goods before May 11. From April 14 to May 11, the company only resumed very limited delivery rounds.

In present-day circumstances and to the best of our knowledge at this time, the assets' value of the company is not called into question by the Covid 19 health crisis.

Inventory valuation

During the 2020 financial year, an update of the company's hourly rates was carried out. These hourly rates are used for the valuation of the work in progress and finished products inventories. The new calculation made showed a significant reduction in hourly rates, due to a better management of the company's human resources and a significant reduction in operating costs over the past few years. These hourly rates have fallen by 20% (from about 75 to 60 €). The new data has been entered into our computer system for the inventory valuation of the company's inventory at the end of November 2020. The impact of this change on the total value of the finished products inventory only at the end of November could be assessed to 350K€.

PETITJEAN SAS

STATEMENT OF CASH FLOWS AT: 31/12/2020

Cash flows from operating activities	2020	2019
Net income for the period	-1 379 774	156 305
<i>Adjustment to reconcile net income to net cash provided by (used in) operating activities:</i>		
Depreciation and amortization	2 153 846	2 228 969
Zakat and income tax	0	0
Foreign currency translation differences	0	0
Gains on sale of property, plant and equipment	410	735
Adjustments and write-off of projects in progress		
Provision for employees' end of service benefits & others	227 931	-561 041
Provision of doubtful receivable and inventories	-78 328	86 676
Changes in operating assets and liabilities		
Decrease / (increase) in trade receivables	13 380	-357 508
Decrease / (increase) in inventories	-573 140	-466 838
Decrease / (increase) in prepayments and other current assets	292 977	-163 639
(Decrease) / increase in trade payables	-1 270 388	65 202
(Decrease) / increase in related parties accounts, net	0	0
(Decrease) / in accrued expenses and other current liabilities	163 958	-1 248 293
Employee's end of service benefits paid	0	0
Zakat Paid	0	0
Net cash (used in)/provided by operating activities	-449 127	-259 432
Cash flows from investing activities		
Purchase of investments		
Purchase of property, plant and equipment	-796 556	-56 345
Property, plant and equipment balance at subsidiaries' acquired		
Investment grant	300 000	
Intangible assets		
Proceed from sale of property, plant and equipment	0	0
Net cash used in investing activities	-496 556	-56 345
Cash flows from financing activities		
short-term bank financing	351 820	0
Proceeds from long-term loans	0	0
Repayments of long-term loans	2 575 262	-20 000
Dividends-subventions recues-other	0	0
group current account	5 410	834 877
Adjustments relating to consolidation of investments instead of applying equity method for accounting	0	0
capital Increase	0	0
Net cash provided by/(used in) financing activities	2 932 492	814 877
Theoretical variation	1 986 809	499 100
Cash and cash equivalents at the beginning of the year	1 841 158	1 342 058
cash at end of the year	3 827 967	1 841 158
Net increase (decrease) in cash and cash equivalents	1 986 809	499 100

	OPENING as of January 1st 2020	P&L (12 months)	Equity adj / incl. Dividendes	OTHER ADJUSTE MENT	CLOSING as at DEC 31 2020
in 000/€					
French Gaap :					
AB France	3 821	-288		600	4 134
	3 821	(288)	-	600	4 134
IFRS Gaap :					
Deferred tax	(452)	-			(452)
Demolition cost assets	(536)				(536)
PPA (net opening goodwill)	19 818				19 818
PPA follow up	(17 282)	(864)			(18 146)
Goodwill	-				-
Provision for accrued retirement adjustment France	(2 377)	(180)			(2 557)
Finance Lease	97	(48)			49
Investment grant	-			(600)	(600)
TOTAL GROUP RESTATEMENTS	-731	-1 092	0	-600	-2 424
NET EQUITY CONSOLIDATED	3 090	-1 380	-	-	1 710
Reporting	3 089	-1 380	0		1 709
Eccart	1	0	-		1