

WAVESTONE



Kepler Cheuvreux - Autumn Conference
September 12, 2023

Speakers



Pascal Imbert
Co-founder, Chairman
& CEO Wavestone



Karsten Höppner
Co-founder
& CEO Q_PERIOR

Agenda

1. **Wavestone** in a nutshell
2. **Q_PERIOR** in a nutshell
3. **Building a European global champion** of consulting
4. **Main terms** of the combination
5. Indicative **timetable**

WAVESTONE
IN A
NUTSHELL

Wavestone - An expert in management, digital and innovation consulting for 30 years





Wavestone - Supporting large organizations
in their most critical transformations

Pure player
in consulting

€532m
in 2022/23

**Business
Technology
Sustainability**

**Europe
US, Asia**

~4,400
employees

Wavestone - A 360° vision of transformations by combining business, technology and sustainability perspectives



Financial Services



Manufacturing & Life science



Consumer Goods, Retail & Luxury



Energy & Utilities



Transportation & Travel



Government & International Institutions

Key Verticals

Transversal capabilities

Customer Experience & Service Design

Cybersecurity

Data & AI

Finance, Performance & Procurement

Industry 4.0 & IoT

IT Strategy & CTO Advisory

Operating Model Design & Agility

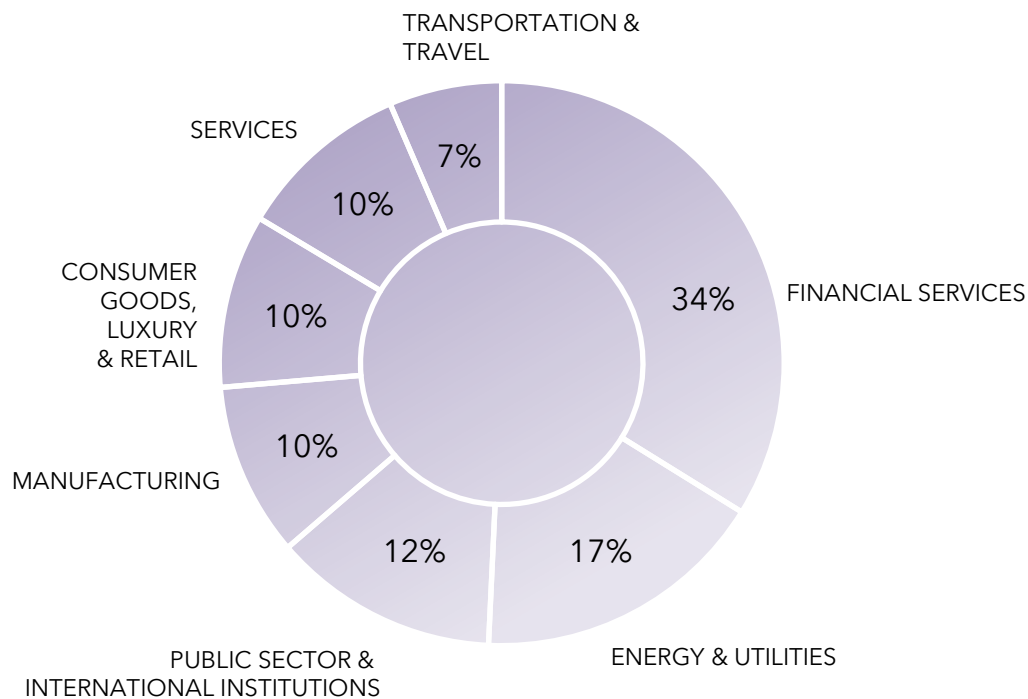
Sourcing & Services Optimization

Supply chain

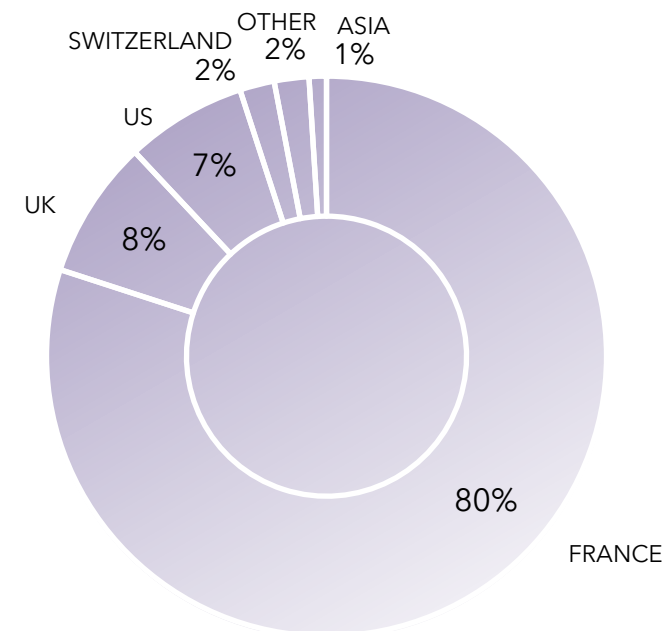
Sustainability

Wavestone - Distribution of revenue at March 31, 2023

By industry



By geography



Key customers

AXA
BNP PARIBAS
CREDIT AGRICOLE
EDF
ENGIE

L'OREAL
LA POSTE
SNCF
SOCIETE GENERALE
TOTAL ENERGIES

TWO EUROPEAN MAJOR PLAYERS

Wavestone - Client stories of transformation projects

British bank
Maturity of cybersecurity
& operational resilience



AIG
Creation of a
data platform



Société Générale
Operational resilience
& compliance with
DORA regulations



Axa
Group-level HR &
HRIS transformation

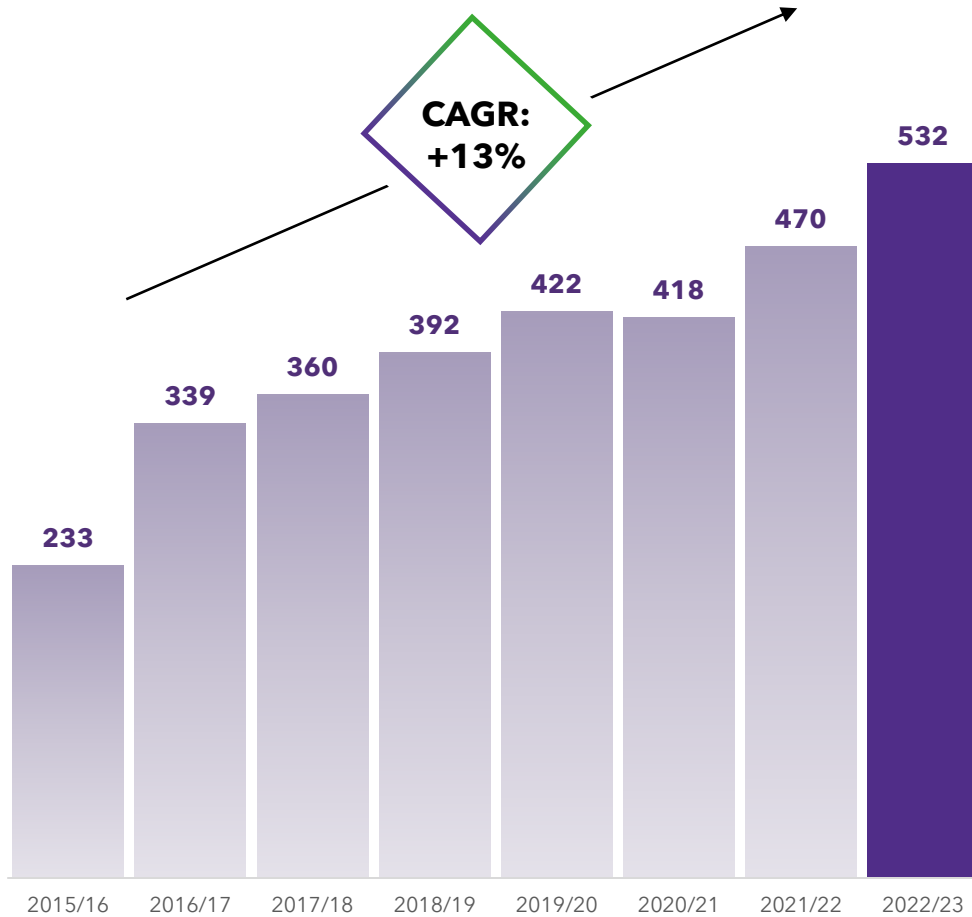


Accor
Global sustainable
development strategy

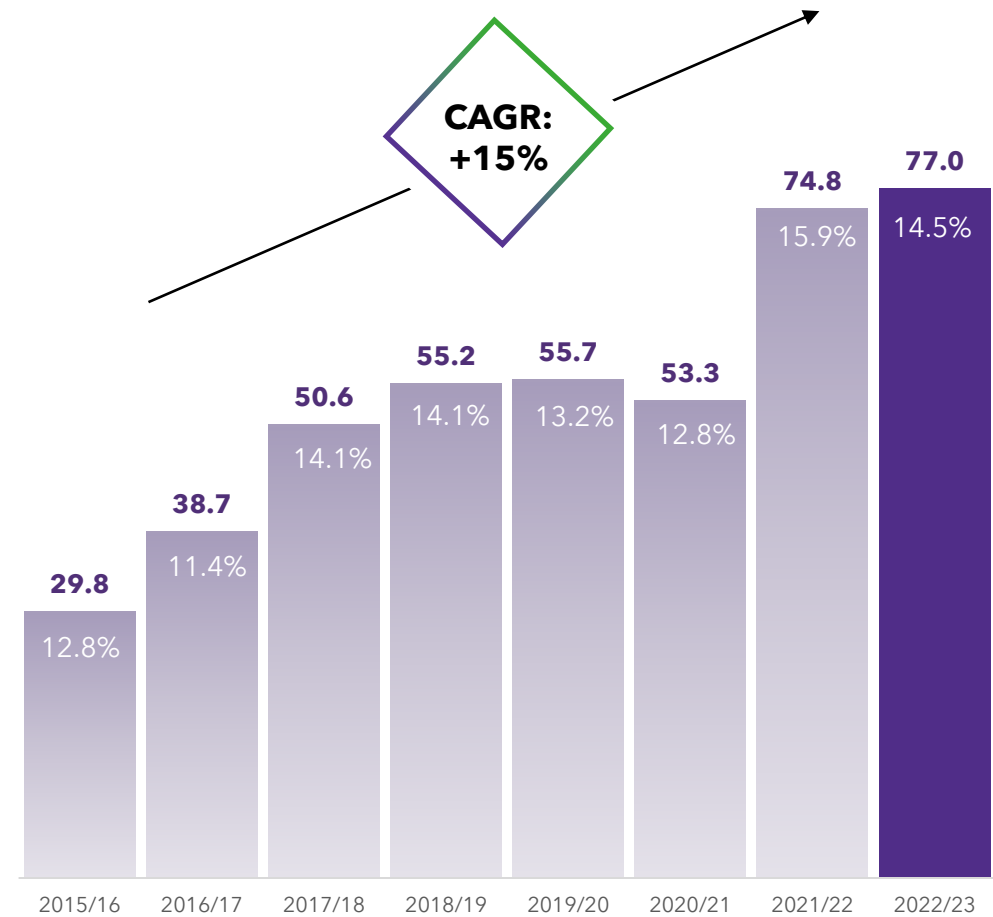


Wavestone - A solid financial track record

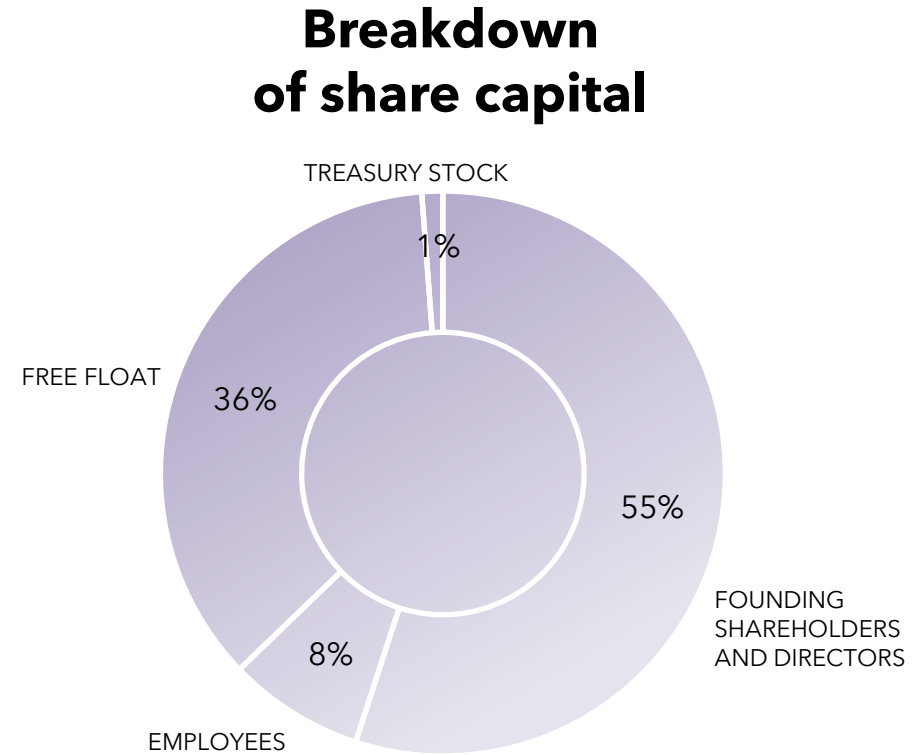
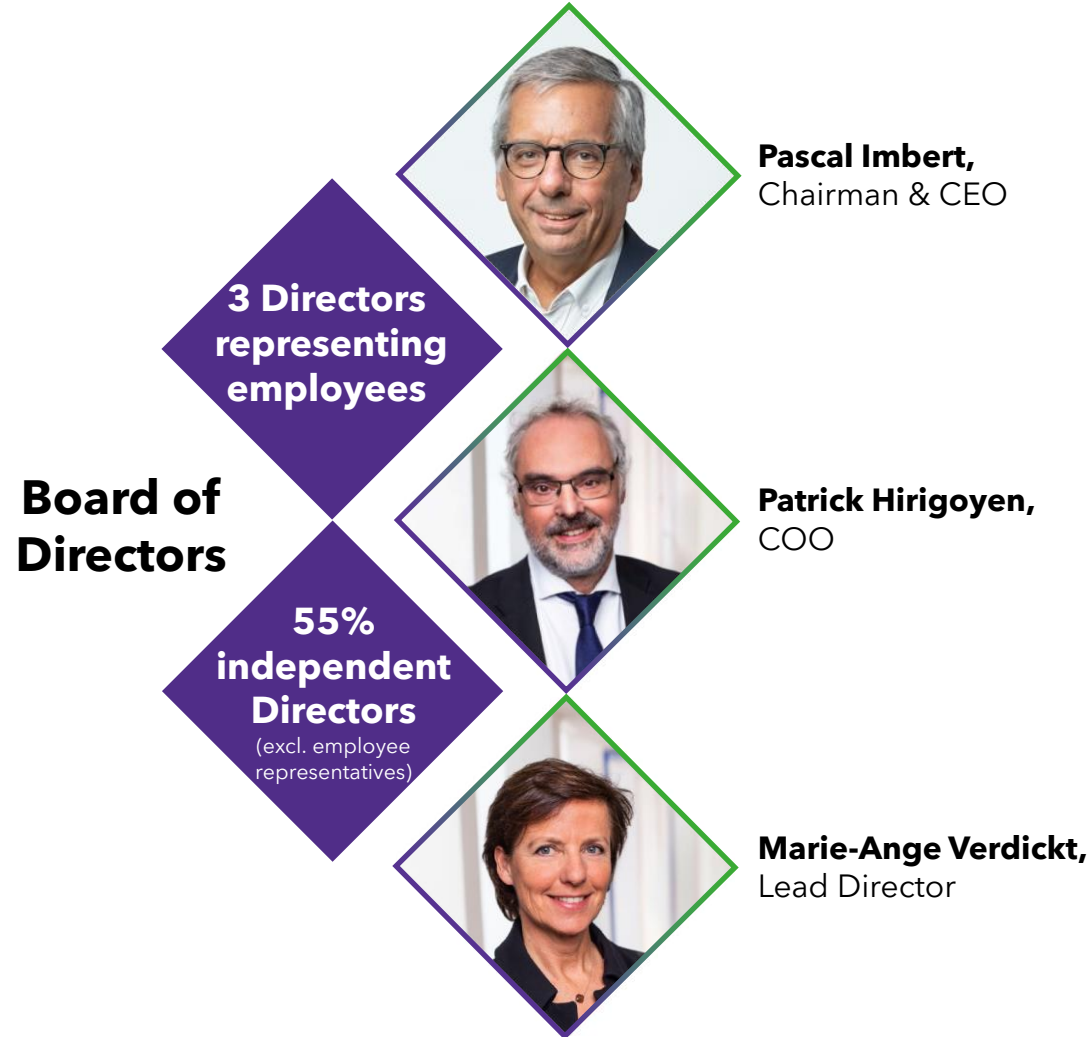
Revenue (in €m)



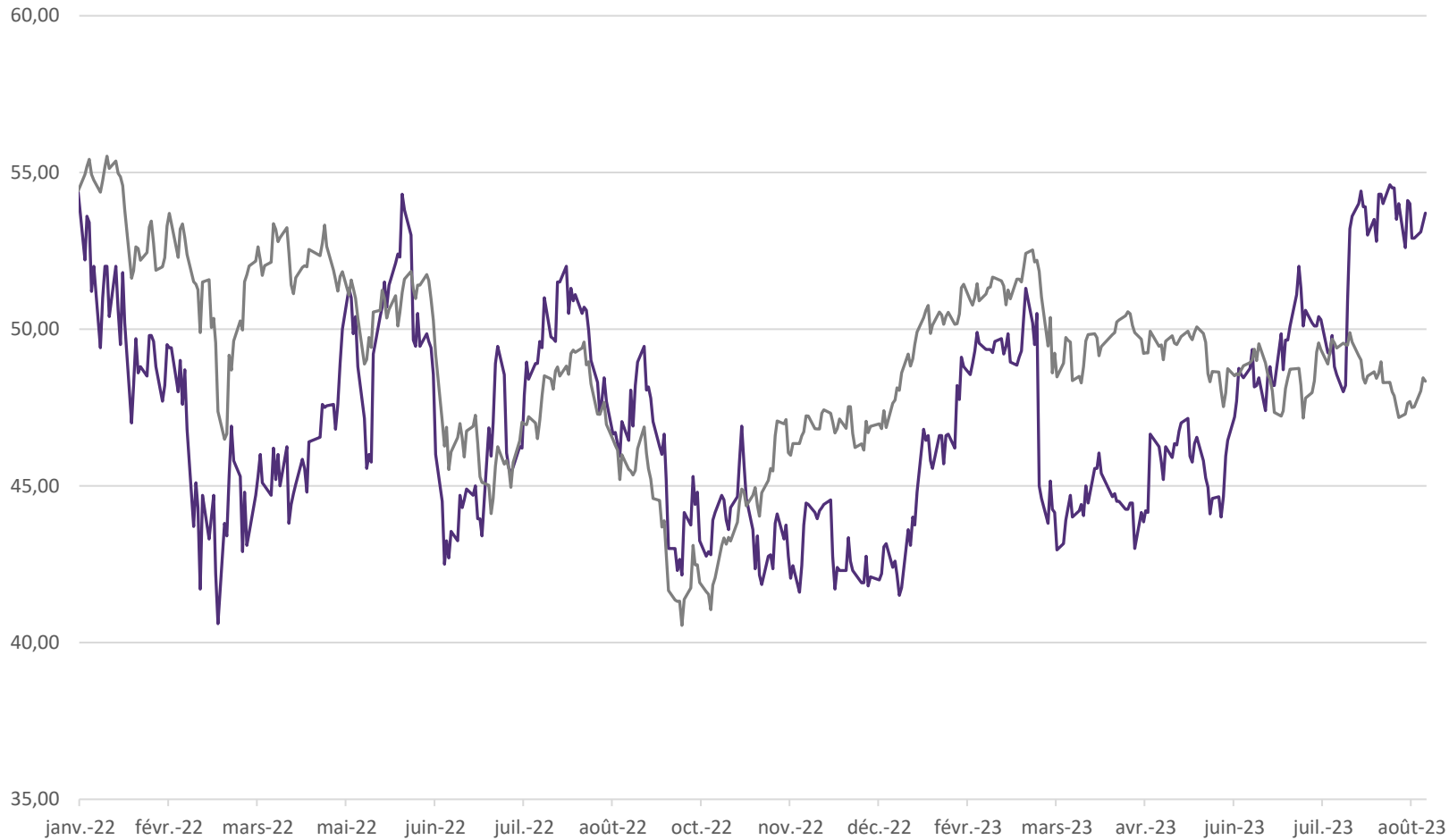
EBIT (in €m)



Wavestone - Governance & shareholding at March 31, 2023



Stock market price evolution since January 1, 2022



YTD data 2023
 Wavestone: +24%
 CAC Mid & Small: +3%

Wavestone
 €53.70*
 -1%

CAC MID &
 SMALL**
 -11%

* Data as of August 30, 2023

** CAC MID & SMALL rebased on Wavestone share price at December 31, 2021

Recent news & outlook

Buoyant start to the 2023/24 fiscal year: Q1 2023/24 revenue up +17%

Revenue	2023/24	2022/23	Change at constant scope ¹ and on a constant forex basis	Change
<i>In €m - unaudited consolidated data</i>				
Q1	143.3	122.0	+11%	+17%

⁽¹⁾ Excluding PEN Partnership, consolidated since August 1, 2022; and Coeus Consulting, consolidated since October 1, 2022

Confirmation of 2023/24 objectives

- A revenue of over €580m, which represents total growth of +9% (+7% at constant scope)
- An EBIT margin of about 15%
- These objectives are before combining with Q_PERIOR. They exclude new acquisitions and are calculated on a constant forex basis

July 25, 2023: Announcement of the project to join forces with Q_PERIOR to create a European consulting champion

Q_PERIOR
IN A
NUTSHELL

Q_PERIOR - A leading business and IT consulting company



Q_PERIOR - A consulting leader in the GSA region

**Business
& IT consulting**

€285m
in 2022

**Strong
transversal
& vertical
capabilities**

**Europe,
North America**

1,410 employees

Q_PERIOR - A leading business and IT consulting company



Insurance



Banking



Automotive & Industries



Energy



Travel, Transport & Logistics



Public Services

Key Verticals

Transversal capabilities

- Agile Transformation & Project Management
- Business Intelligence & Data Analytics
- Customer Management & Omnichannel
- Cybersecurity
- Financial & Management Accounting
- IT Strategy, Sourcing & Service Management
- Platforms & Software Development
- Risk Management, Compliance & Regulation
- SAP Consulting & Implementation
- Test & Change Management

Q_PERIOR - Client stories

International transportation player

Creation of an energy consumption app with the use of latest SAP technologies to support train drivers in energy-saving driving



US-based health insurance company

Implementation of SAP's cash and disbursement module to enable automated payments in adherence to the Affordable Care Act ("Obama Care")



One of the largest European reinsurance groups

Definition of the strategic use of one or multiple systems to price and administer Life Single Risk Policies



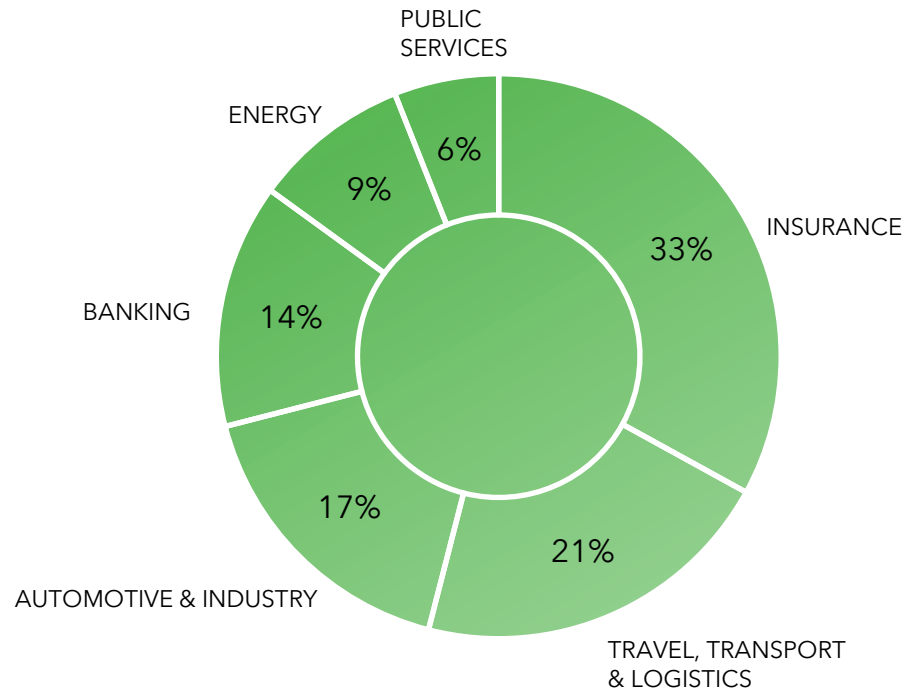
One of the world's largest player in automotive

Building of a Cybersecurity Management Systems

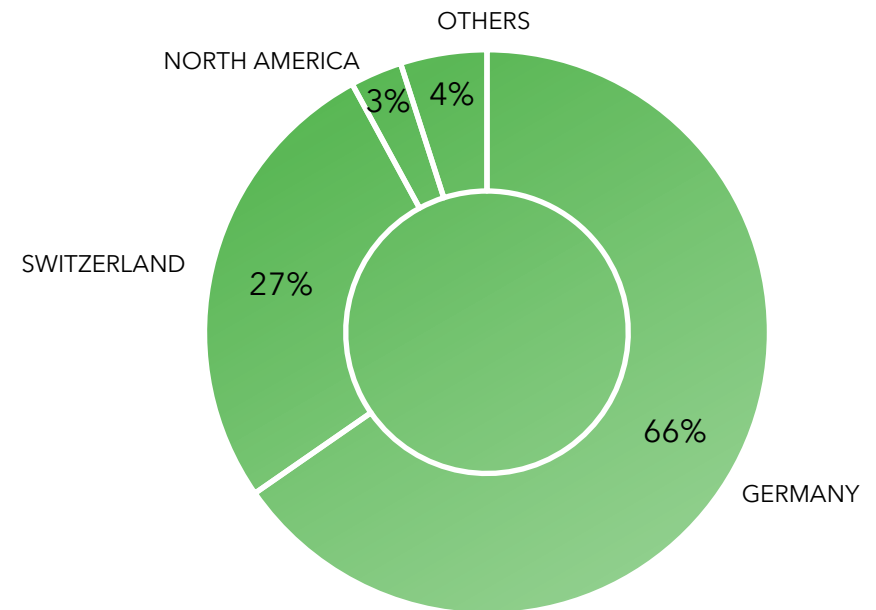


Q_PERIOR - Distribution of revenue at December 31, 2022

By industry



By geography



Key customers

BMW
DEUTSCHE BAHN
DZ BANK
ENBW
ERGO

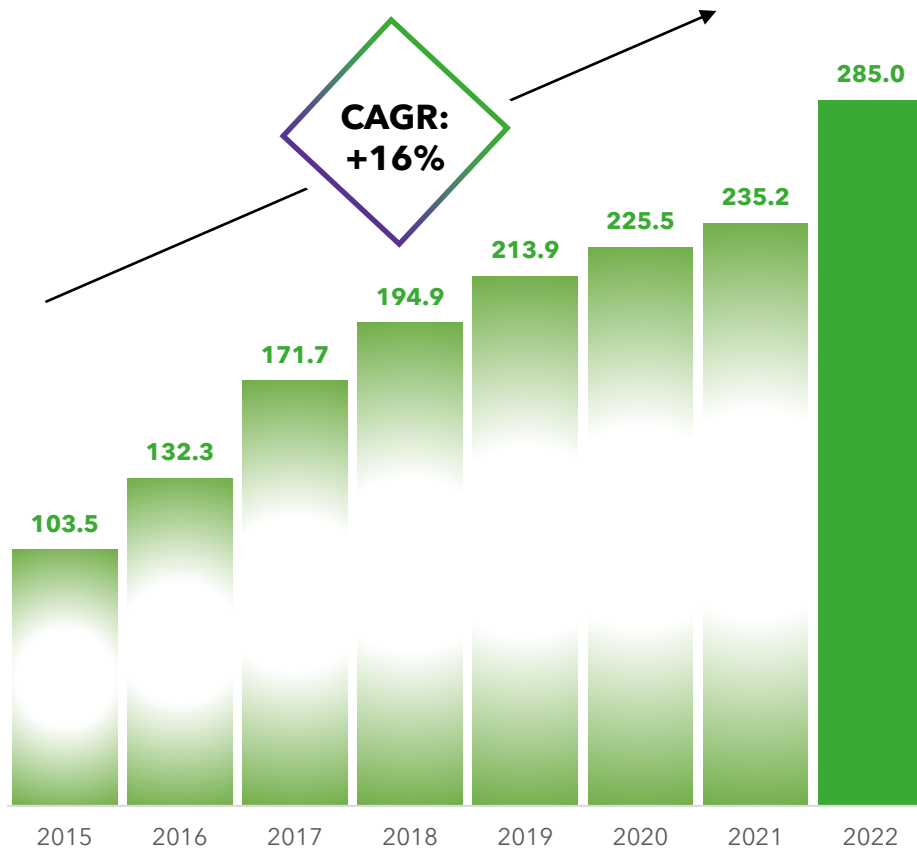
KANTON LUZERN
MAN
MUNICH RE
STADTWERKE MUNSTER
SWISS RE

TWO EUROPEAN MAJOR PLAYERS

Q_PERIOR - Track record of sustained growth and profitability

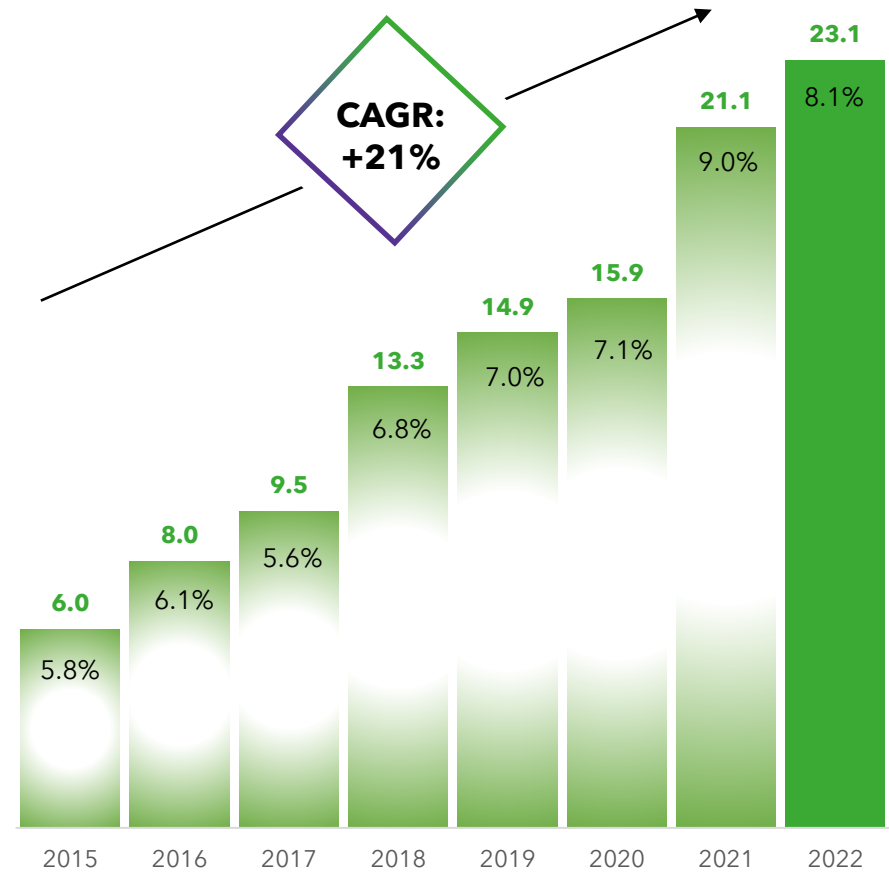
Revenue (in €m)

according to German HGB



EBIT (in €m)

according to German HGB



Q_PERIOR - Governance & shareholding

Executive Board

Karsten Höppner,
CEO

Michael Girke,
CFO

Hasan Tekin,
CTO

Dr. Bernhard Braunmüller,
CSO

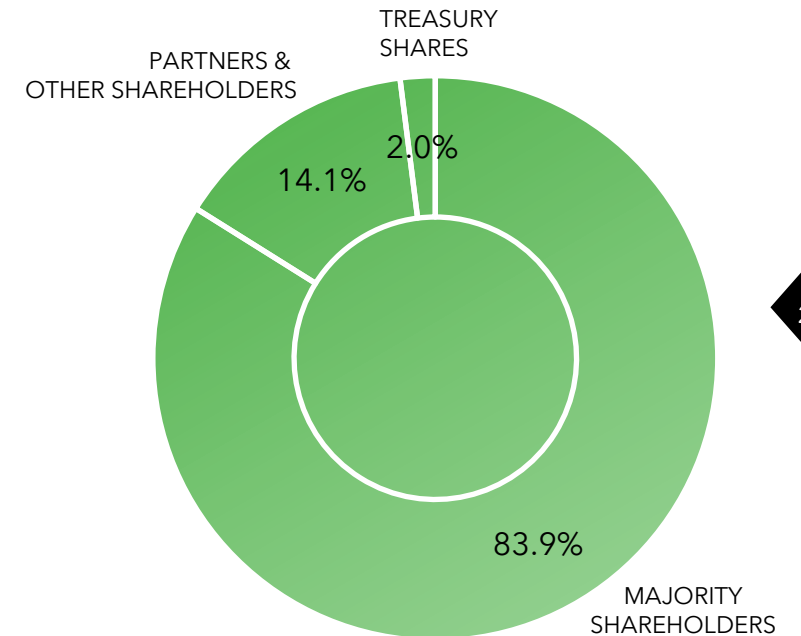
Supervisory Board

Stephan Marchner
Chairman of the Supervisory Board

Markus Enggist

Dr. Karsten Schween

Current ownership



**BUILDING A
EUROPEAN GLOBAL
CHAMPION** OF
CONSULTING

Create a European global consulting champion

Two successful consulting firms, already partners for several years

- Partnership since 2019 (non-equity)
- Success of business collaboration: development of joint business opportunities by leveraging geographical and industry complementarities
- Success of human collaboration: shared values and a genuine proximity between the teams



Now, a new joint project to respond to the transformation challenges of the world's largest companies

- Build a strike force in the consulting market
- Offer a much broader geographic footprint to global clients
- Combine even more closely strengths and complementarities, with key expertise and transversal capabilities
- All united around a common set of values: *The Positive Way* (client satisfaction, employee development, responsibility & ethics, and team spirit)

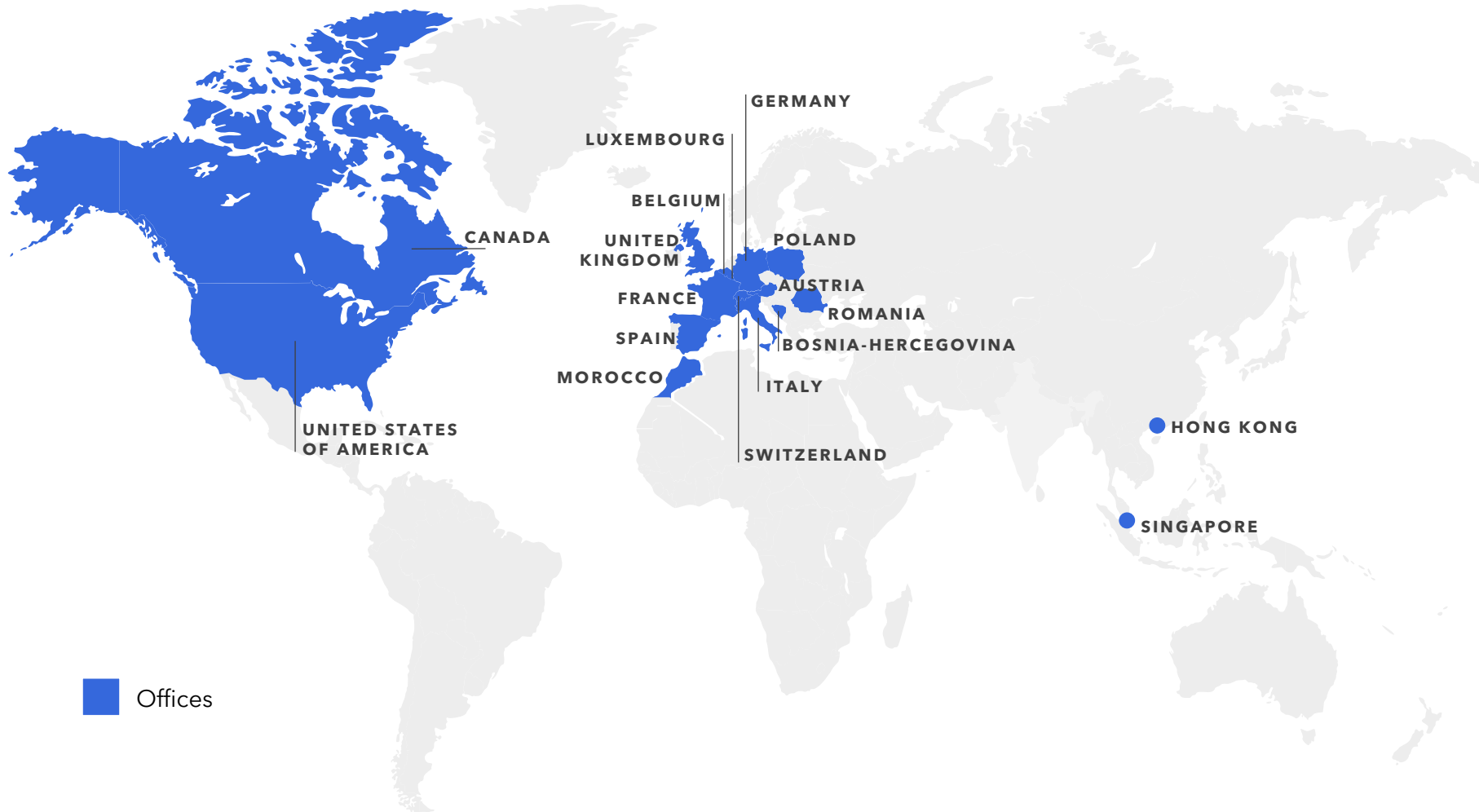
Joint client stories

Sanofi
Carve-Out
project

Geodis
ERP RFP Support
& Pre-Framing

ANSSI
Cybersecurity
maturity study

A European consulting champion



- > **€818m** consolidated¹ sales
- > **5,500+** cumulated FTEs
- > **17** countries in presence
- > **18** Global 500 clients among the TOP 30

¹ based on the combined IFRS 12-month figures at March 31, 2023 for Wavestone (audited) and December 31, 2022 for Q_PERIOR (unaudited)

▲ A new consulting player to face these many challenges and realize substantial growth opportunities

Solid international footprint

- Leader among European consulting firms, with a solid footprint in three of continental Europe's main markets: **France, Germany and Switzerland**
- Established base in key geographies for major clients: **UK and USA**
- Presence in **Asia**

Rich range of capabilities and expertise

Transversal capabilities

- CYBERSECURITY**
- AI & DATA**
- ERP SYSTEMS**
- IT STRATEGY**
- SUSTAINABILITY**

Deep vertical expertise

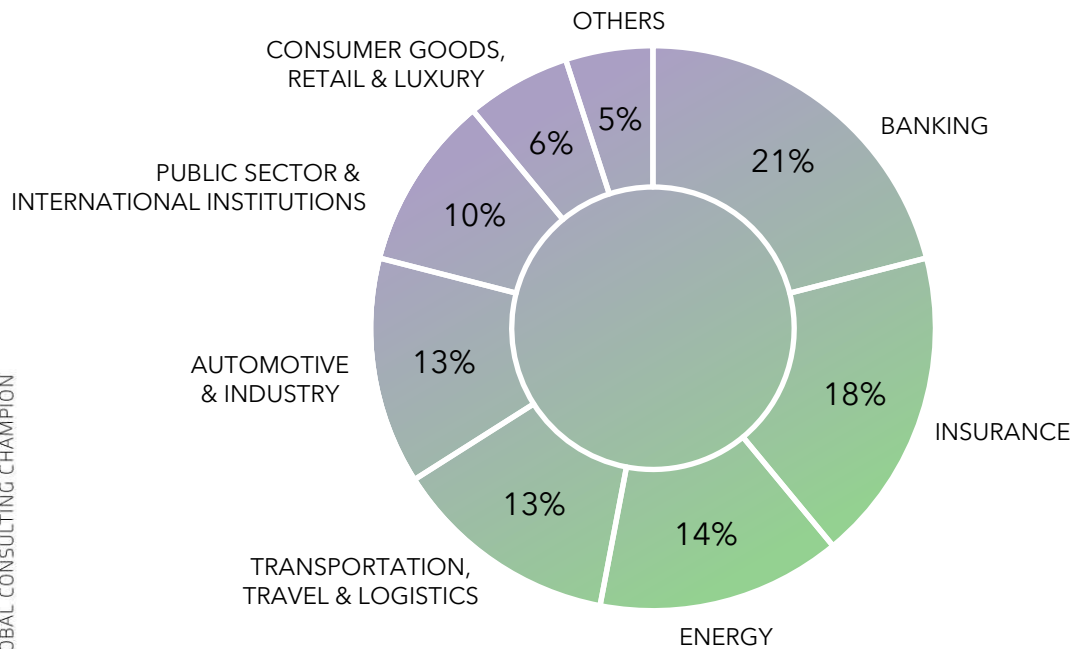
- INSURANCE**
- AUTOMOTIVE**
- BANKING**
- ENERGY & UTILITIES**
- TRANSPORTATION**

"Best place to work"

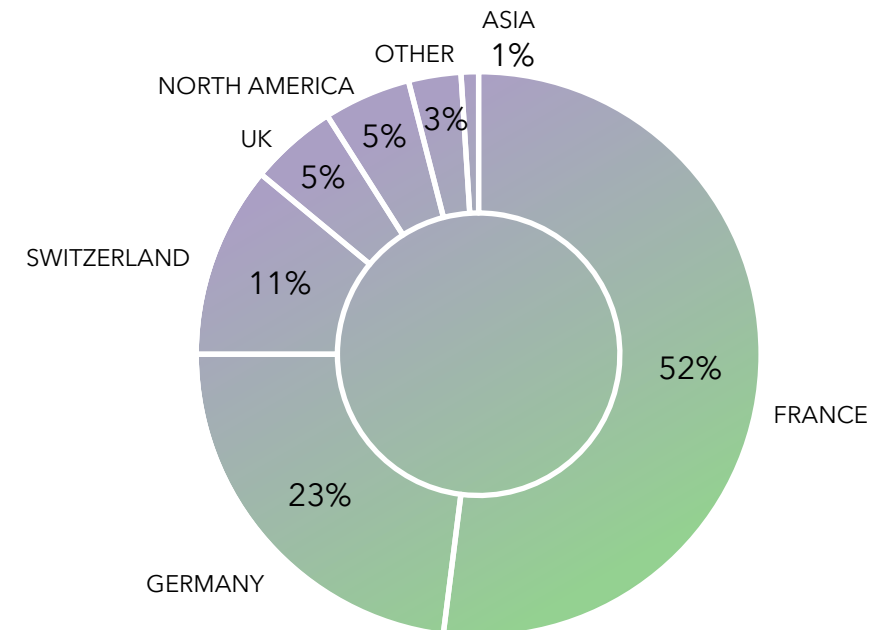
- Alliance of **two benchmark employers** in each of their respective markets
- **Values** in line with the aspirations and expectations of human talent
- **Platform to attract new employees** and strengthen their loyalty

Sectorial and geographical complementarities with no revenue overlap

Breakdown of revenue by sector



Breakdown of revenue by geography



Key customers

BMW
CREDIT AGRICOLE
DEUTSCHE BAHN
EDF
L'OREAL

MUNICH RE
SNCF
SOCIETE GENERALE
SWISS RE
TOTALENERGIES

Main financial topics - combined P&L

Consolidated data (in €m)	WAVESTONE	Q_PERIOR	WAVESTONE Q_PERIOR
	FY 2022/23 ¹ (3/31/2023) audited	FY 2022 ² (12/31/2022) audited	Combined FY ³ unaudited
Revenue	532.3	285.0	818.4
EBIT	77.0	23.1	101.4
<i>EBIT margin</i>	14.5%	8.1%	12.4%
Amortization of client relationships	(1.5)	-	(1.5)
Other operating income and expenses	(2.9)	-	(2.9)
Operating income	72.7	23.1	97.1
Cost of financial debt	(1.8)	(0.2)	(2.0)
Other financial income and expenses	(2.3)	-	(2.3)
Income tax expenses	(18.5)	(7.1)	(25.6)
Group share of net income	50.1	15.8	67.1
<i>Net margin</i>	9.4%	5.5%	8.2%

¹ based on the March 31, 2023 figures in IFRS

² based on the December 31, 2022 figures in German HGB

³ based on the combined IFRS 12-month figures at March 31, 2023 for Wavestone (audited) and December 31, 2022 for Q_PERIOR (unaudited)

Main financial topics - combined balance sheet

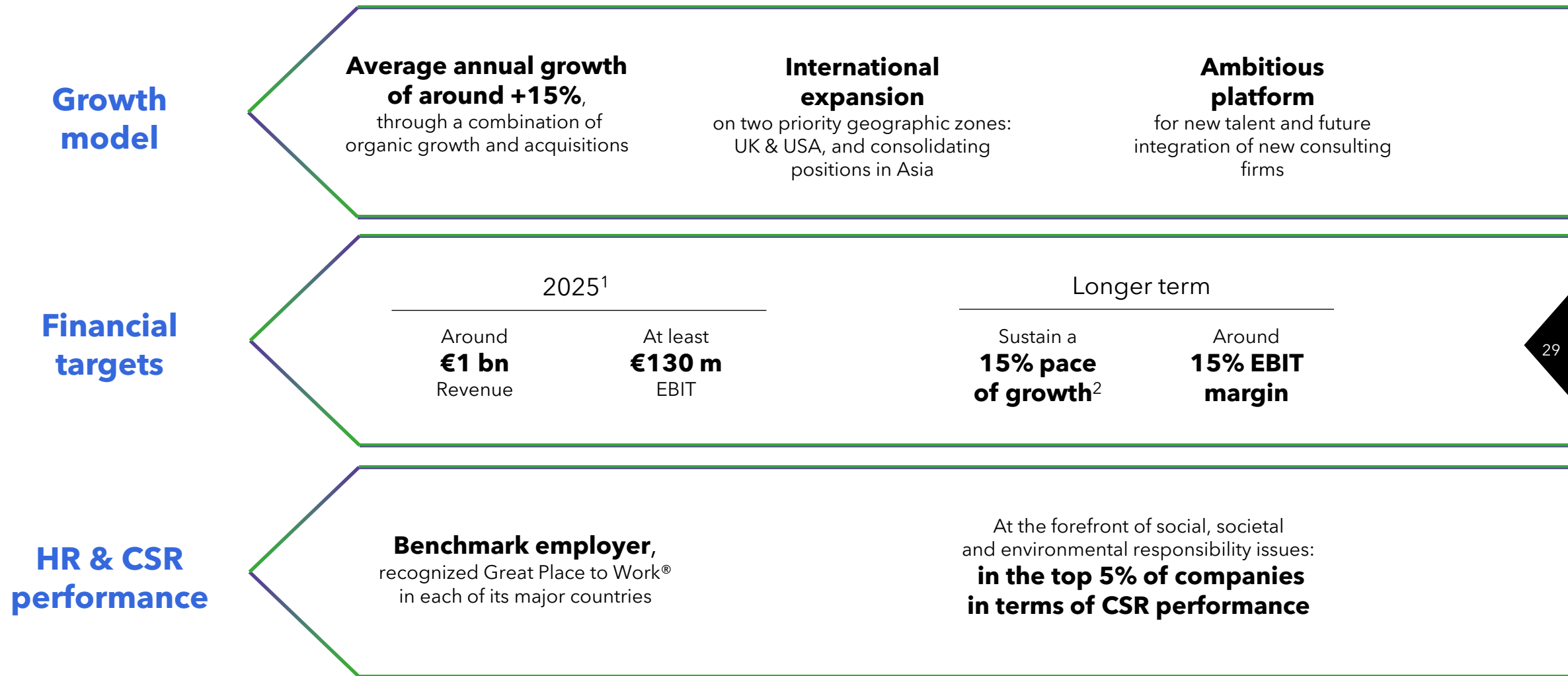
WAVESTONE Q_PERIOR

Consolidated data (in €m)	Combined FY ¹ unaudited
Non-current assets	295.3
of which goodwill	246.1
including rights to use leased assets	21.0
of which tangible assets	11.6
Current assets	260.2
of which trade receivables	241.3
of which other receivables	18.9
Cash & cash equivalents	112.2
Total	667.7

WAVESTONE Q_PERIOR

Consolidated data (in €m)	Combined FY ¹ unaudited
Shareholders' equity	345.6
Financial liabilities	49.7
of which less than one year	10.6
of which more than one year	39.1
Lease liabilities	23.7
Non-financial liabilities	248.7
of which tax and social security liabilities	132.5
of which trade payable	35.9
Total	667.7

A clear roadmap to growth and sustained profitability



¹ excluding new acquisitions
² combined organic and inorganic

MAIN TERMS OF THE COMBINATION

Financial terms of the transaction

Acquisition by Wavestone of 100% of Q_PERIOR's share capital

Transaction based on an enterprise value of €330.0 million¹

- Base price: Equity value of €321.9 million (adjusted² net debt: €8.1 million)

In addition, earn-out of up to €35.0 million, conditioned by Q_PERIOR's EBIT at March 31, 2024

Financing:

- 79.0% of the base price financed by the issuance of new Wavestone shares (reference price: €54), representing 23.3% of the current share capital³
- Remaining of the base price (€67.6 million), plus the earn-out of up to €35.0 million (if any), financed in cash on Wavestone's available funds

Transaction expected to be EPS accretive from fiscal year 2024/25

¹ Excluding any potential earn-out.

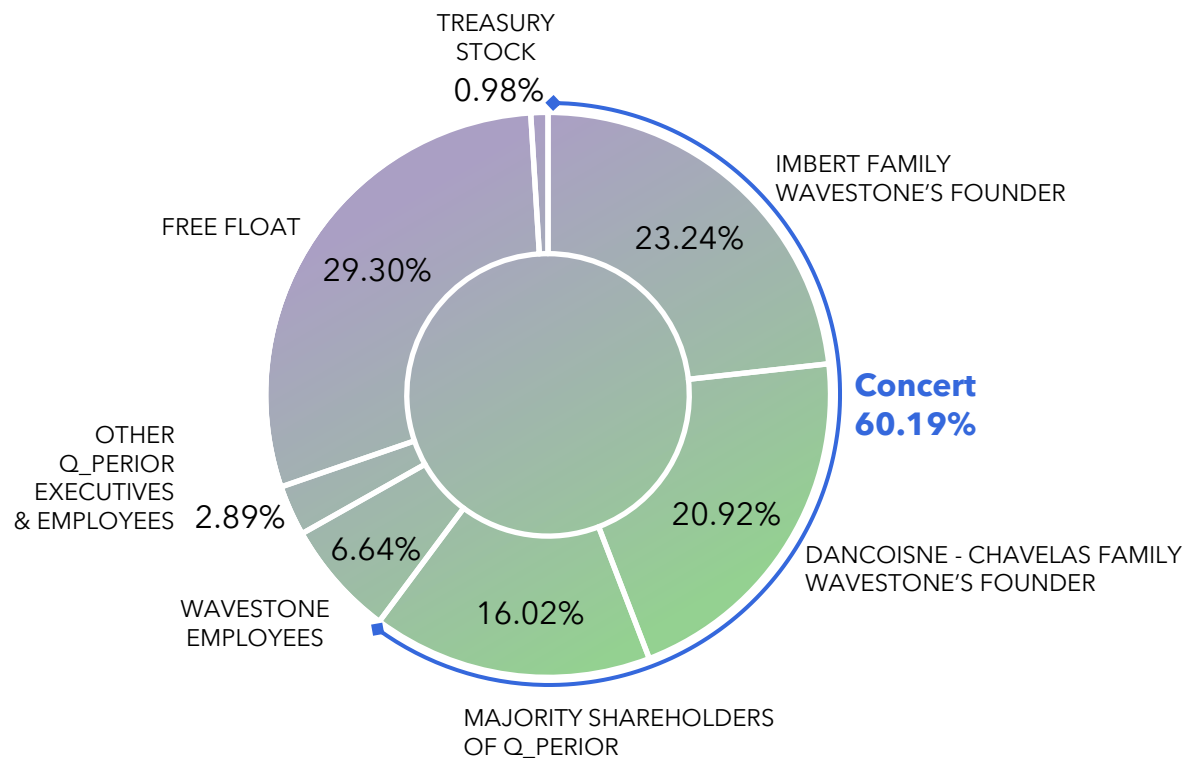
² Including financial net debt, debt-like items, and approximately €8 million corresponding to the value of some minority stakes owned by managers involved in the development of some Q_PERIOR's subsidiaries.

³ Consisting of 20,196,492 shares as of June 30th, 2023.

Ownership and voting rights after transaction (1/2)

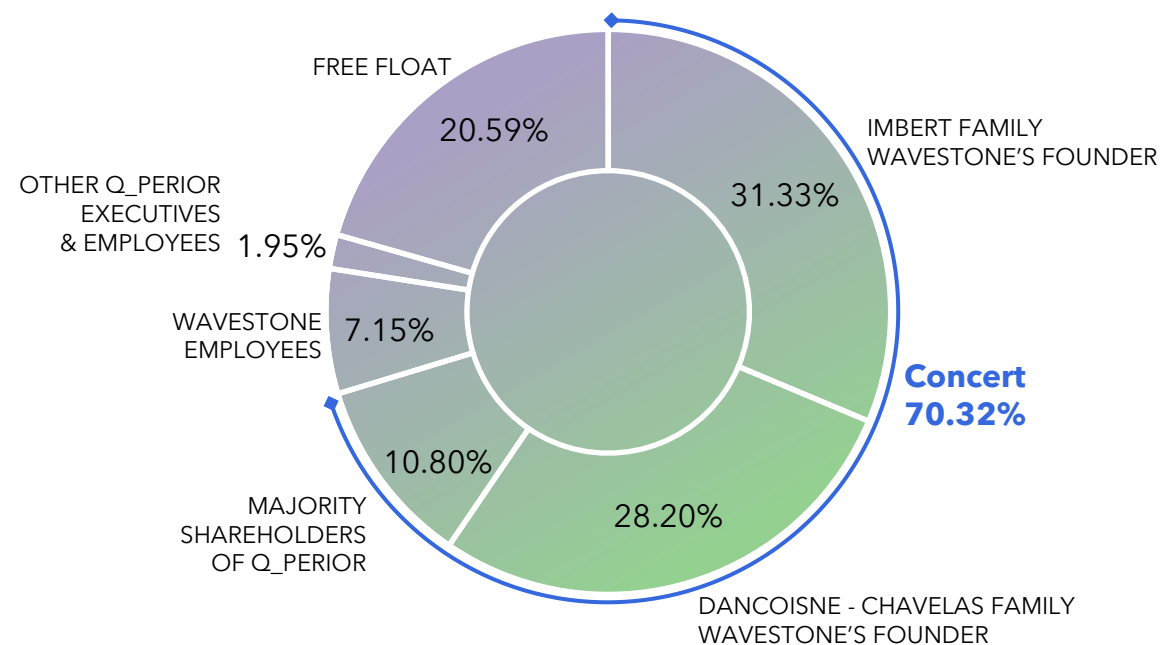
Breakdown of share capital

(24,906,332 shares)



Breakdown of voting rights

(36,960,842 voting rights¹)



¹ Exercisable voting rights.

Ownership and voting rights after transaction (2/2)

New controlling shareholder of Wavestone:

- The main shareholders of the new group, comprising Pascal Imbert, the Dancoisne - Chavelas family and the majority shareholders of Q_PERIOR act in concert
- 10-year shareholders' agreement, which testify to the strong and long-lasting alignment of all the main shareholders of the new group

Lock-up mechanism for Wavestone shares:

- Controlling shareholders' commitment to the new group's growth strategy strengthened by a 4-year degressive¹ lock-up mechanism on 60.19% of the share capital
- Other Q_PERIOR's minority shareholders subject to a 2-year degressive lock-up (2.89% of the share capital)

¹ Allowing transfer of up to: (i) 5% between closing and 2nd closing anniversary, (ii) 10% between 2nd and 3rd closing anniversaries, and (iii) 20% between 3rd and 4th closing anniversaries (any shares previously transferred shall be deducted from the 10% and 20% thresholds).

▾ Governance & leadership teams after the combination

Q_PERIOR's key executives would join Wavestone's management team: broader and more international Executive Committee



Pascal Imbert,
Chairman & CEO



Karsten Höppner,
COO



Patrick Hirigoyen,
COO

➤ **6**
New Executive Committee members from Q_PERIOR

The Board of Directors would be composed of:

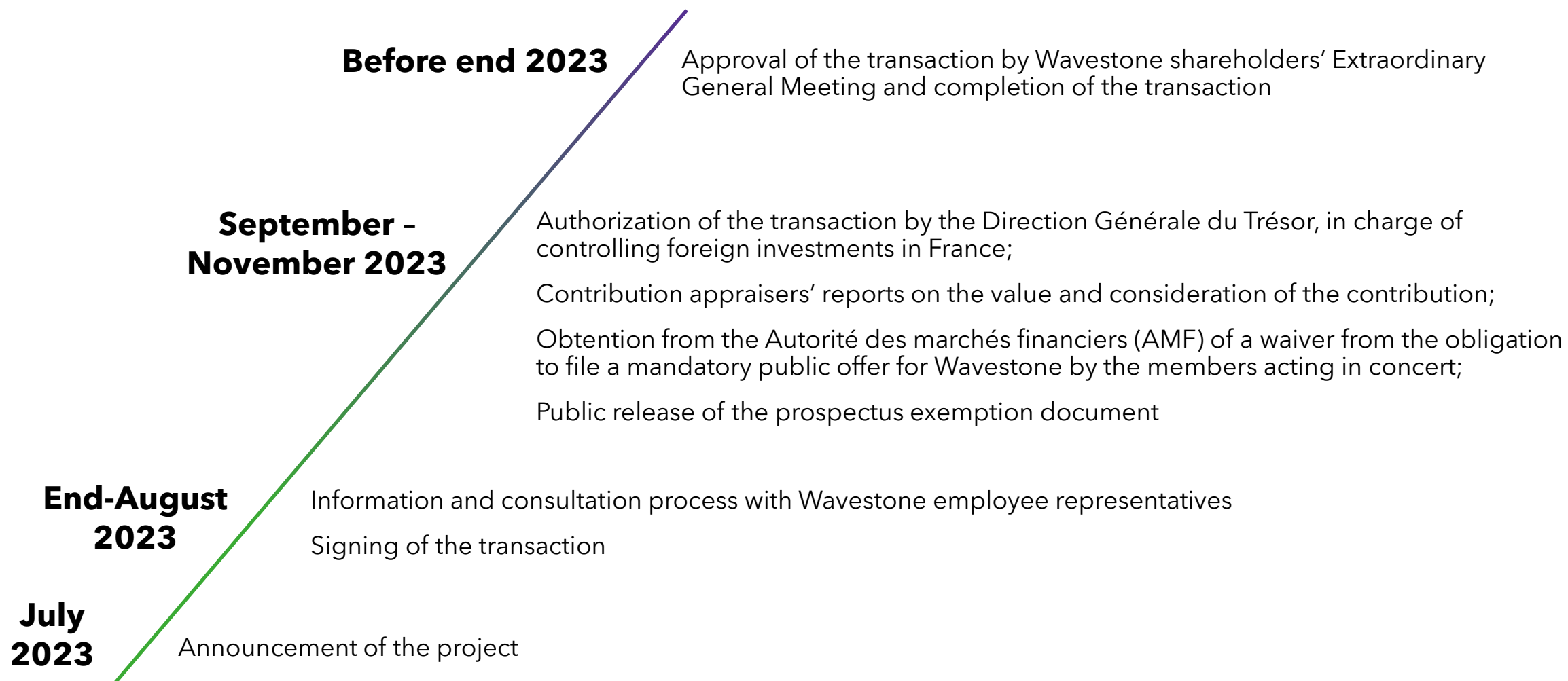
- 6 Directors representing the controlling shareholders (4 representatives of Wavestone and 2 representatives of Q_PERIOR)
- 6 independent Directors (1 newly appointed, proposed by Q_PERIOR)
- 3 employee representatives
- Appointment of the 3 new members will be submitted to the shareholders at the Extraordinary General Meeting called to ratify the transaction

➤ **50%**
Independent Directors (excl. employee rep.)

➤ **42%**
Women Directors

INDICATIVE
TIMETABLE

Indicative timetable



Conclusion

**The combination
of two successful players,
partners for several years**

**A new consulting
player, a new
dimension**

+

**A project
driven by growth,
combining
profitability and
extra-financial
performance**

**€1 billion of revenue by
2025, 70%¹ EBIT growth
by 2025...**

**...and EPS accretive
transaction as of FY
2024/25**

¹ compared with Wavestone's EBIT of €77.0m FY 2022/23

WAVESTONE



Thanks

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