

# Excellence at every angle

# Innovation at every turn



# Agenda

- 1. Opening remarks. Election of Chair and Secretary of the meeting
- 2. Board of Directors' report on activities of the Company for the previous operating year
- 3. CEO's operational report
- 4. Submission of the annual accounts of the Company for the preceding year for confirmation
- 5. Decision on how to address the profit from the Company's operations for the year 2021
- 6. Report on the execution of the Company's remuneration policy
- 7. Proposal on the Company's share-based remuneration policy
- 8. Proposal on the Company's share-based incentive scheme

- Decision on remuneration to the members of the Board of Directors for the year 2022
- 10. Decision on remuneration of the Company's auditors for the preceding year of operation
- 11. Board of Directors' proposals concerning the Company's Articles of Association
- 12. Election of the Board of Directors
- 13. Election of the Company's auditors
- 14. Proposal to renew authorization to the Board of Directors to purchase treasury shares of the Company
- 15. Any other business lawfully presented and close of the meeting





# Report of the Board of Directors

Arnar Thor Masson, Chairman of the Board of Directors





# Move the Globe

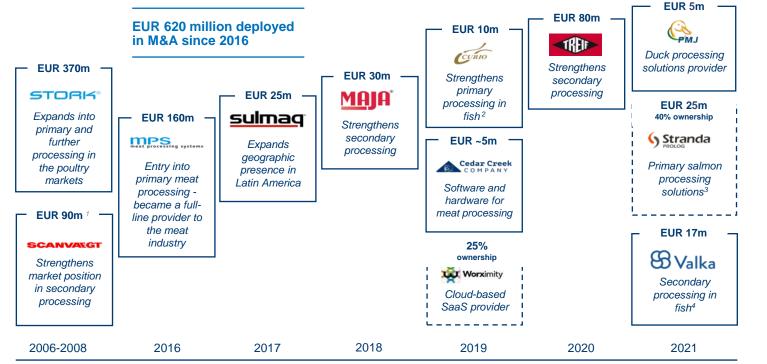
Marel employees Move the Globe and raise funds for the International Red Cross







# Marel has deployed EUR 620 million in high quality acquisitions



#### Key acquisition rationale

( 🗸

( 🗸

 $\sim$ 

 $\sim$ 

Strengthened line offering in poultry, meat and fish

Improved high quality product portfolio

Better market reach and customer engagement

Shared vision & strategy

#### Strategic investments

Notes: <sup>1</sup> Revenue at the time of acquisition, last reported FY revenues as per previous public disclosures. <sup>2</sup> 50% ownership as of beginning of 2021. <sup>3</sup> 40% ownership as of 29 Jan 2021, accounted for as investment in associate in 2020. <sup>4</sup> Closing of acquisition expected before year end 2021.







# First sustainability program

Environmental targets	Social targets	Governance targets	Our medium to long-term sustainability program
Reduce carbon emissions <sup>1</sup> by 20% by 2026	Gender diversity in management levels L1-L3 > 25%	Increase proportion of ESG incentivized pay throughout the organization	complements Marel's climate ambitions as we set a science- based target in 2022 in line with the Paris Agreement
Increase recycling of waste to 90% by 2026	All managers create annual engagement improvement action plans with their teams <sup>2</sup>	Continuously improve supply chain sustainability <sup>3</sup>	<ul> <li>Marel's long-term commitment to a sustainable future</li> <li>Setting long-term science-based targets</li> <li>Becoming net zero by 2040</li> <li>Focused on supporting three UN Sustainable Development Goals:</li> </ul>
Powering >85% manufacturing facilities on renewable electricity by 2026	Total recordable incident rate < 0.5	All new innovations need to improve at least one sustainability aspect	2 ZERO UNDUSTRY, INDUSTRY, INDUATION SSSS 9 INDUSTRY, INDUATION 9 INDUSTRY, INDUATION 12 RESPONSIBLE CONSUMPTION AND PRODUCTION COO

Notes: <sup>1</sup> Includes Scope 1, Scope 2 and business air travel from Scope 3 emission intensity. Environmental targets are set against base year 2019. <sup>2</sup> As measured by Gallup. <sup>3</sup> As measured by EcoVadis.



## 2021 Capital Markets Day 360° mini-series

This year, Marel hosted a series of virtual Capital Markets Day events where Marel leadership, joined by our experts and customers, provided a 360° insight into how Marel delivers growth — globally, digitally and sustainably





### **Board of Directors**



Arnar Thor Masson<sup>1</sup> Chairman of the Board

Arnar Masson is an independent advisor and Board member. Masson is currently on the Board of Directors of Siminn, which is the largest telecom company in Iceland and listed on Nasdaq Iceland. He also serves on the Remuneration Committee at Siminn and is a Board member of Festa – Center for Sustainability in Iceland. Masson was Chief Human Resources and Strategy Officer at Isavia, a company that handles the operations and development of all airports in Iceland. Prior to that, he was an alternate director at the European Bank for Reconstruction and Development (EBRD) in London and has held various senior level roles at the Prime Minister's Office in Iceland and at the Ministry of Finance



**Olafur S. Gudmundsson** Vice-Chairman of the Board

Dr. Olafur S. Gudmundsson is the Head of Discovery, Pharmaceutics at Bristol-Myers Squibb, a global biopharma company. He has previously held various senior level management positions within R&D in the pharmaceutical industry, both for Bristol-Myers Squibb and Genentech Inc.



Ann Elizabeth Savage<sup>1</sup> Board Director

Ann Savage is an advisor to Gousto, a UK meal kit manufacturer and retailer. Savage previously served as the Technical Director of Bakkavor Group and as a a member of the company's management board. She has held a variety of roles in technical, and R&D departments within the retail and food industry over her 35-year career



Astvaldur Johannsson<sup>1</sup> Board Director

Astvaldur Johannsson is Business Development Director at Controlant, a global real-time monitoring software solution (IoT) provider focusing on the pharmaceutical industry. Johannsson has served in various senior management positions at Össur hf., and as the Executive Director of the International Division of Valitor hf.



Lillie Li Valeur<sup>1</sup> Board Director

Lillie Li Valeur is a member of the Board of Directors, Remuneration Committee, and Science and Innovation Committee of Chr. Hansen Holding, a global bioscience company. During her 18 years with Arla Foods, a leading global dairy company, Valeur held several senior managerial roles, both in Asia and globally. She has also served as CEO for COCIO A/S in Denmark



Dr. Svafa Gronfeldt<sup>1</sup> Board Director

Dr. Svafa Gronfeldt is a Professor of Practice at the Massachusetts Institute of Technology. She is also the Vice-Chairman of the Board of Directors at Össur hf. Previous positions include executive leadership positions at two global life science companies where she served as Chief Organizational and Development Officer of Alvogen and Deputy to the CEO of Actavis Group



Ton van der Laan<sup>1</sup> Board Director

Ton van der Laan has extensive experience from executive roles in the food industry. He currently serves as a Chairman of the Supervisory Board of Royal de Heus, a global feed company, and Vice-Chairman of the Board of Directors of Rainforest Alliance in New York. He is a non-executive Board member of Dümmen Orange. Previously, he was CEO of Nidera









# CEO's operational report

Arni Oddur Thordarson, Chief Executive Officer



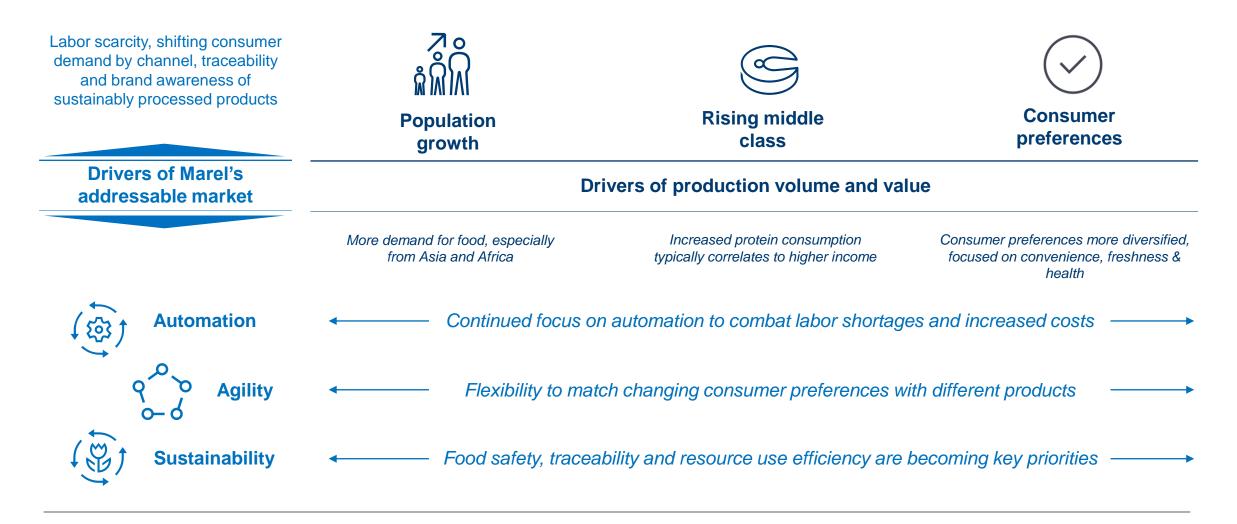
#### ▶ Video

# The power of knowing your customers, the local market and end consumers

Global Reach / China



### Marel is at the center of prevailing trends





# Three key strategic pillars to drive customer engagement and growth



#### **Customer focus**

- Reliable (maintenance) partner operate in same time zone, culture and language as our customers
- Focus on effortless customer journey and best in class infrastructure to drive customer engagement
- ✓ Improved sales & service coverage

Best-in-class products and technology

- Leader in best-in-class, high quality equipment, lines and digital solutions
- Close partnership with customers addressing opportunities with product development and strategic partnerships
- Standard and modular building blocks with overarching software and strong service model

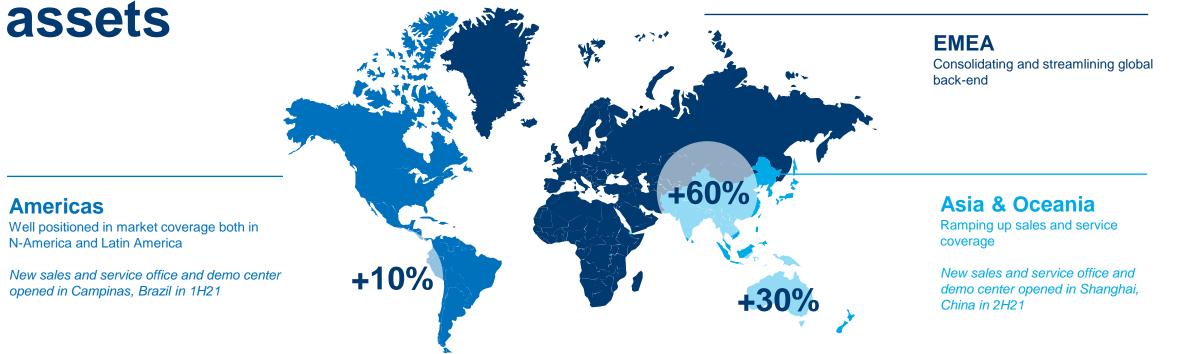
°°° ∩∩∩

#### **People and Culture**

- / Identifying and developing future leaders for strategic roles across the business
- Great talent drives our success but is in high demand, so attraction and retention is key
- Developing high performing teams by focusing on diversity, inclusion and development opportunities



# Marel's global network of dedicated sales and service representatives is one of the company's strongest and most visible



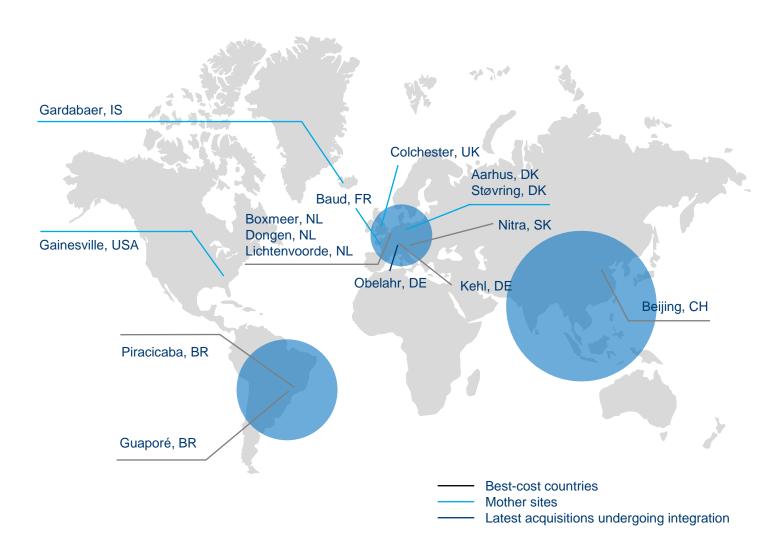


# Global manufacturing platform

15 manufacturing sites strategically positioned around the world to strengthen Marel's operational presence

- Increase flexibility and scalability
- Customer proximity
- Local sourcing and delivering
- Access to talent

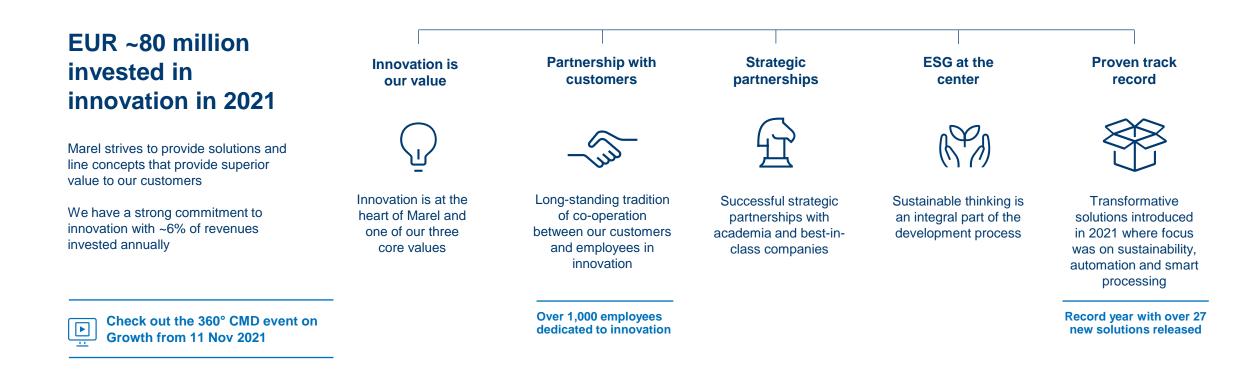
3 strategically located growth sites in Brazil, Slovakia and China





## **Best-in-class products and technology**

Digitalization, automation and sustainability are core focus areas in our innovation





## Digital solutions will be instrumental for our customers on their sustainability journey



#### Ensuring food safety

Food quality control with full audit trail minimizes risk of contamination and enables quick reaction if irregularities occur

#### Reducing CO<sub>2</sub> footprint

CO<sub>2</sub>

CO<sub>2</sub> measurement through usage of energy, water and other resources enables active management of climate impact

#### Eliminating food waste

Increase raw material utilization by optimizing raw material allocation based on orders as well as line performance (yield, throughput)

#### Source to shelf traceability

h A

Products can be traced back to their source by linking every process step of production chain

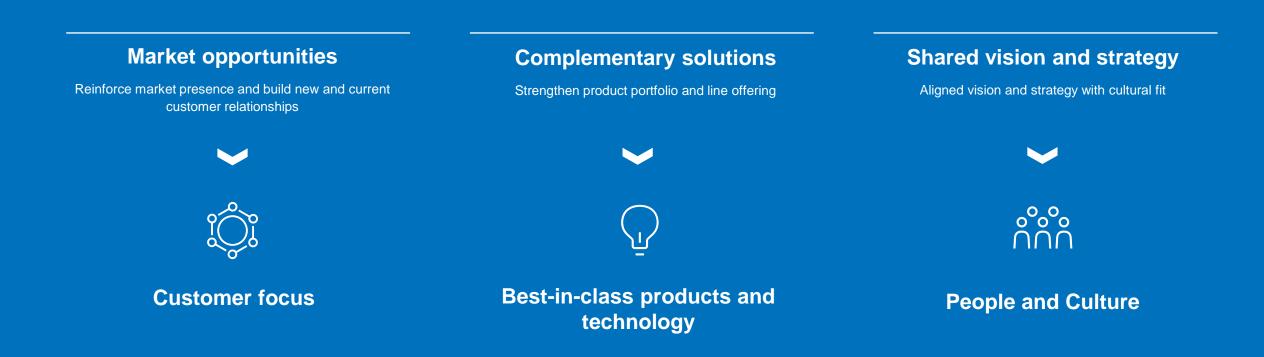


#### Data reporting for green financing

Customers can collect data through multiple channels to drive their ESG transparency and green financing



# Acquisitions are to enhance our key strategic pillars and drive organic growth



21



Following recent acquisitions, Marel has secured important orders where a broader product portfolio and worldwide sales coverage were key to successful cross- and upselling

Poultry	Meat	Fish C
<b>PMJ</b> , a Dutch duck and goose processing solutions provider. PMJ added duck market as a third pillar within poultry processing alongside broilers and turkey.	<b>TREIF</b> , a leading German food cutting technology provider. Strengthened Marel's full-line offering and increased standard equipment sales.	<b>Curio</b> , an Icelandic whitefish processing solutions provider. Marel is now a step closer becoming a full-line solution provider to the global fish industry.
Accelera	ating the innovation roadmap by transfer of technology acro	oss industries
	Leveraging aftermarket potential on acquired installed ba	ise
	Cross- and upselling	
Project example	Project example	Project example
Ulybino, duck processing in Siberia, Russia	Vion, case-ready plant in Altenburg, Germany	BRIM, whitefish plant in Reykjavik, Iceland
A joint success project for the combined PMJ and Marel Poultry team where technical and sales expertise were the defining characteristics	<ul> <li>First integrated project together with TREIF and the Marel Meat team. Initially only TREIF was involved with the project, but Marel was able to add more capabilities to the overall project</li> </ul>	<ul> <li>The most advanced whitefish processing facility in the world, where primary capabilities from Curio with Marel supplying other processing solutions and software</li> </ul>

íarol



#### **Customer focus**

Reliable and easy to do business with

	Check out the 360° CMD event on Global Reach from 18 Nov 2021
رك	Global Reach from 18 Nov 2021
<u></u>	

#### **Global reach, local presence**

- Six strong regions building strong long-term customer partnerships
- Fully dedicated management on the ground, operating in same time zone, culture & language as our customers, with understanding of local dynamics & customer needs
- Over 30% growth in direct sales & service FTEs in the last 18 months in emerging markets
- "Seeing is believing" new demo centers in Brazil & China, bringing Marel closer to our customers in key regions

#### **Effortless customer journey**

- Investing in new spare parts distribution model (processes & infrastructure) from customer to delivery
- Being a reliable maintenance partner with attractive delivery promises is of essence for both Marel and our customers
- Using virtual reality to enhance the customer experience by simulating & showing food processing plants before order

#### New retail & food service solutions business unit

- More agile approach to meet changing customer needs driven by backward integration and increased choice in retail channels
- Main focus is on the value chain from consumer up to cut-up & deboning (secondary and further processing)
- Dedicated business development to focus on adjacent markets in alternatives and pet food





rship with our customers

ning the way food is processed.

of a world where quality food

sustainably and affordably.

## Marel's integration objective is to strengthen our integrated line offerings, drive cross selling and enable continued profitable organic growth

Integration approach / Sulmag



# Orders received up 22% in 2021



## Orders received at a record level

Orders received were EUR 1,502 million for the full year, up 22% YoY

- Record orders received and strong pipeline, fueled by pioneering solutions that meet customers' need for automated and digitized solutions for improved agility and sustainability
- Significant step up in market coverage with local sales and service capabilities outside US and Europe
- Good product mix in orders, with step up in standard consumer-ready solutions, and continued momentum in aftermarket
- A healthy order book of EUR 569 million, representing 41.8% of 12-month trailing revenues
- Revenues in 2021 were EUR 1,361 million, up 10% from 2020
- Marel is targeting a step up in revenues in 2022, compared to 2021, on the back of a strong order book and promising pipeline
- Global supply chain pressures are expected to continue to affect operational results in 1H22





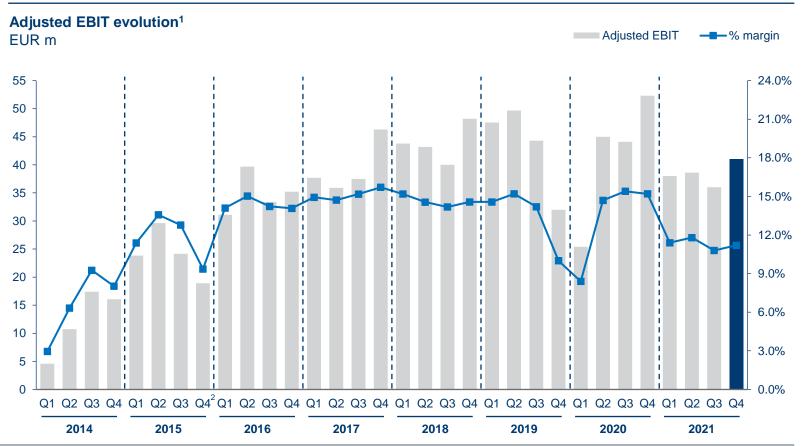
# **Revenues** up 10% in 2021



## **Operational performance**

Profitability impacted by higher cost of delivering the right quality at the right time to customers and step up in market coverage

- Gross profit was 36.6% in 2021 (2020: 37.4%), compared to mid-term YE23 target of 40%
  - Margin impacted by strategic projects with the aim of increasing speed and scale
  - Imbalance between supply and demand for electronic components and raw materials, resulting in an increase in prices and delivery times
  - Mitigation actions such as price increases have been implemented, with an emphasis on valuebased pricing, that will partly offset increased costs
- Operating expenses
  - SG&A 19.4% in 2021 (2020: 18.3%), compared to mid-term YE23 target of 18.0%
  - SG&A temporarily higher and better cost coverage will be reached through increased volume and improvement projects
  - R&D 5.9% in 2021 (2020: 5.6%), compared to mid-term YE23 target of 6.0%
- Results not adjusted for non-recurring costs, except for PPA and acquisition related costs



Notes: <sup>1</sup> Adjusted for PPA costs related to acquisitions from 2016 onwards and refocusing costs in 2014 and 2015 relating to "Simpler, Smarter, Faster" program. PPA refers to amortization of acquisition related (in)tangible assets. Beginning in Q4 2020 also adj. for acquisition related costs. <sup>2</sup> Adj. EBIT in Q4 2015 is not adj. for EUR 3.3m cost related to the MPS acquisition, which was described in the Company's Q4 2015 report and recorded in G&A expenses.

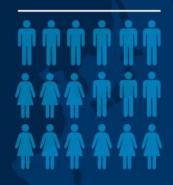


Revenues 2021 in EUR	Asia and	d Oceania	Revenues invested in INNOVATION $\sim 6\%$	<b>Nasdaq</b> Listed since 199 <b>EURONEXT</b> Listed since 207
	Meat 38% revenues	Fish 12% of revenues	Equipment 60% of total revenues Aftersales 40% of total revenues	Compounded average revenue growth of ~20% Per annum since listing in 1992

years since foundation 39

> Listed since 1992 EURONEXT Listed since 2019

#### Commitment to ESG / UN SDG



~7,000

employees

R



## **Income statement: Full year 2021**

Revenues up 10% in 2021 up to EUR 1,361 million, gross profit was EUR 498 million or 36.6% of revenues, and the adjusted EBIT was EUR 154 million or 11.3%

In EUR million	2021	Of Revenues	2020	Of Revenues	Change
Devenue	4 000 0		4 007 0		. 0.00(
Revenues	1,360.8		1,237.8		+ 9.9%
Cost of sales	(862.7)		(775.3)		+ 11.3%
Gross profit	498.1	36.6%	462.5	37.4%	+ 7.7%
Selling and marketing expenses	(170.0)	12.5%	(141.1)	11.4%	+ 20.5%
General and administrative expenses	(93.7)	6.9%	(85.5)	6.9%	+ 9.6%
Research and development expenses	(80.8)	5.9%	(69.1)	5.6%	+ 16.9%
Adjusted result from operations <sup>1</sup>	153.6	11.3%	166.8	13.5%	- 7.9%
Non-IFRS adjustments	(23.3)		(17.1)		+ 36.3%
Result from operations	130.3	9.6%	149.7	12.1%	- 13.0%
Net finance costs	(8.7)		(18.4)		- 52.7%
Share of result of associates	(0.9)		0.3		- 400.0%
Result before income tax	120.7		131.6		- 8.3%
Income tax	(24.5)		(29.0)		- 15.5%
Net result	96.2	7.1%	102.6	8.3%	- 6.2%

Notes: The income statement as presented above provides an overview of the quarterly Adjusted result from operations, which management believes to be a relevant Non-IFRS measurement.

<sup>1</sup> Operating income adjusted for PPA related costs, including depreciation and amortization, and acquisition related costs.



## **Mid-term targets**

Marel is committed to the mid-term targets to achieve gross profit of 40%, SG&A of 18% and maintain the innovation investment at the 6% strategic level by year-end 2023

In EUR million	2021	Of Revenues			Mid-tern	n target
_	4 000 0					
Revenues	1,360.8					
Cost of sales	(862.7)					
Gross profit	498.1	36.6%	Gro	ss profit		~40%
Selling and marketing expenses	(170.0)	12.5%				4.00/
General and administrative expenses	(93.7)	6.9%	9.4 /0	δA		~18%
Research and development expenses	(80.8)	5.9%		<b>.</b>		~6%
	153.6	<u> </u>		)		~0%
Adjusted result from operations <sup>1</sup>		11.3%		37.4	36.6	40.0
Non-IFRS adjustments	(23.3)		SS SIT 3	57.4	50.0	
Result from operations	130.3	9.6%	GROSS PROFIT %			
Net finance costs	(8.7)		.9	18.3	19.4	18.0
Share of result of associates	(0.9)		SG&A %			
			Ň			
Result before income tax	120.7		% 11 %	13.5	11.3	16.0
Income tax	(24.5)		ADJ. EBIT %			
Net result	96.2	7.1%	AI	2020	2021	2023

Notes: The income statement as presented above provides an overview of the quarterly Adjusted result from operations, which management believes to be a relevant Non-IFRS measurement.

<sup>1</sup> Operating income adjusted for PPA related costs, including depreciation and amortization, and acquisition related costs.



#### **Balance sheet: Assets**

#### 2021 Consolidated Financial Statements

- Since the beginning of the pandemic Marel has systematically built-up sufficient **safety stock** of critical parts to serve customer demand and ensure timely delivery, for a total of EUR 73.5m in 2021, thereof EUR 9.9 from business combinations
- Property, plant and equipment increase by EUR 32.0m, mix of business combinations and higher investments

Cash capital expenditures excluding R&D investments are expected to increase to an average of 4-5% of revenues over the next four years and then returning back to more normalized levels

In EUR million	31/12 2021	31/12 2020	Change
Property, plant and equipment	228.7	196.7	+16.3%
Right of use assets	40.5	42.7	-5.2%
Goodwill	705.2	678.8	+3.9%
Intangible assets	357.2	331.0	+7.9%
Investments in associates	12.7	17.6	-27.8%
Other receivables	-	2.1	-100.0%
Deferred income tax assets	18.1	13.3	+36.1%
Non-current assets	1,362.4	1,282.2	+6.3%
Inventories	273.4	199.9	+36.8%
Contract assets	69.6	46.1	+51.0%
Trade receivables	154.7	151.3	+2.2%
Assets held for sale	-	1.8	-100.0%
Derivative financial instruments	1.1	1.9	-42.1%
Other receivables and prepayments	66.7	53.1	+25.6%
Cash and cash equivalents	77.1	78.6	-1.9%
Current assets	642.6	532.7	+20.6%
Total Assets	2,005.0	1,814.9	+10.5%



## **Balance sheet: Equity and liabilities**

#### 2021 Consolidated Financial Statements

- Committed liquidity of EUR 666.5m at year-end, including fully committed all-senior funding in place until 2025
- Leverage ratio at 1.0x, well below the targeted capital structure of 2-3x net debt / EBITDA
- Financial strength to support strategic actions in the ongoing industry consolidation wave, in line with the company's 2017-2026 growth strategy
- Contract liabilities increased by EUR 69.4m due to down payments from customers in the record order book
- Trade and other payables increased by EUR 36.7m, mostly due to higher volume and timing of payments
- Other payables include options and holdbacks related to business combinations

In EUR million	31/12 2021	31/12 2020	Change
Group Equity	1,023.1	958.7	+6.7%
Borrowings	234.9	240.2	-2.2%
Lease liabilities	30.9	33.6	-8.0%
Deferred income tax liabilities	92.1	84.9	+8.5%
Provisions	4.0	4.1	-2.4%
Other payables	22.7	1.1	+1,963.6%
Derivative financial instruments	0.4	3.7	-89.2%
Non-current liabilities	385.0	367.6	+4.7%
Contract liabilities	306.0	236.6	+29.3%
Trade and other payables	259.4	222.7	+16.5%
Derivative financial instruments	0.8	-	+100.0%
Current income tax liabilities	10.7	8.8	+21.6%
Lease liabilities	10.5	10.0	+5.0%
Provisions	9.5	10.5	-9.5%
Current liabilities	596.9	488.6	+22.2%
Total liabilities	981.9	856.2	+14.7%
Total equity and liabilities	2,005.0	1,814.9	+10.5%



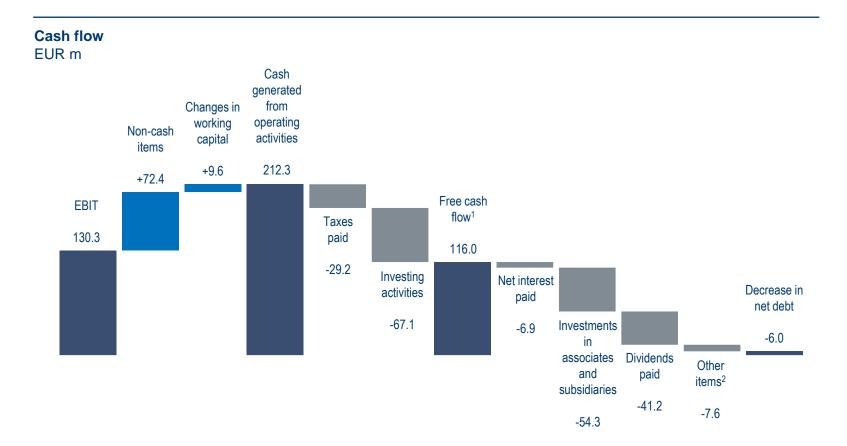
# Investing for growth using robust cash flow



## **Robust cash flow generation**

Operational cash flow in 2021 was EUR 212 million, at 15.6% of revenues

- Cash flow enabling continued significant investments in innovation, infrastructure and strategic inventory buildup
- Operating cash flow was EUR 212.3m in 2021 (2020: 217.6m), strong cash conversion as operating cash flow was at 15.6% of revenues in 2021, despite building up safety stocks
- Significant inventory buildup of EUR 63.6m in 2021, to ensure timely delivery of equipment and spare parts to customers
- Net cash used in investing activities, excluding business combinations and investments/loans in associates, was EUR 67.1m (2020: 51.7m) for the full year equivalent
- Free cash flow was EUR 116.0m in 2021 (2020: 140.5m)





## Financial targets and dividend policy

Marel is targeting 12% average annual revenue growth from 2017-2026 through market penetration and innovation, complemented by strategic partnerships and acquisitions

Mid-term targets by YE23		2017-2026 targets			FY17	FY18	FY19	FY20	FY21
				Organic	4.9%	12.5%	5.4%	-5.4%	4.4%
Gross profit 40%				Acquired	2.2%	2.9%	1.8%	1.8%	5.5%
	40%	Revenue growth <sup>1</sup>	Total <b>12%</b>	7.1%	15.4%	7.2%	-3.6%	9.9%	
·							CAGR 2017-2021		7.0%
Innovation		Innovation investment	~6% of revenues		5.6%	6.2%	6.4%	5.6%	5.9%
investment	6%	Earnings per share (TTM)	EPS to grow faster than revenues		13.7	18.0	15.3	13.6	12.9
SG&A	18%	Leverage	Net debt / EBITDA 2-3x		1.9x	2.0x	0.4x	1.0x	1.0x
Adj.EBIT	16%	Dividend policy	20-40% of net result		30%	30%	40%	40%	40%

Notes: Growth is not expected to be linear but based on opportunities and economic fluctuations. Operational results may vary from quarter to quarter due to general economic developments, fluctuations in orders received and timing of deliveries of larger systems.



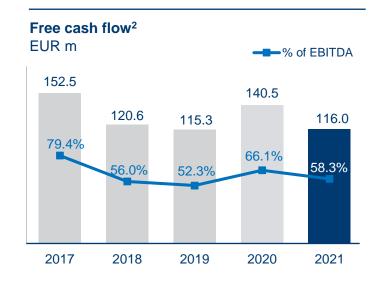
# **Key performance metrics**

Proven track record of earnings results and value creation



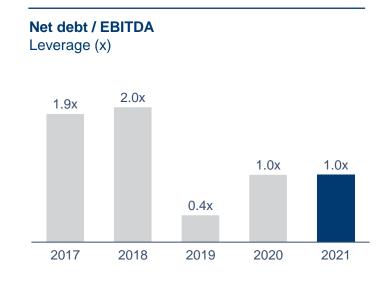
#### EPS expected to grow faster than revenues

- In the period 2017-2026, Marel's management expects basic earnings per share to grow faster than revenues
- Focus on margin expansion in Marel Meat and Marel Fish and overall operational improvement and value creation



#### Strong cash generation

- Marel's strong cash generation supports continued investments in infrastructure, innovation and strategic inventory buildup
- Strong cash flow enables both deleveraging and the undertaking of strategic acquisitions



#### Capacity for further growth

- Leverage well below the targeted capital structure of 2-3x net debt / EBITDA
- Financial strength enables continued investment and will facilitate future strategic moves in line with the company's 2017-2026 growth strategy



# Impact through innovation





# Customers and Marel share an ambition for sustainability and food quality

Customer story / Cranswick



# Investor Relations Contact us

+354 563 8001

✓ IR@marel.com

#### Follow us and join the conversation





ware



@Marel\_IR / \$MAREL



#### **Tinna Molphy**

Director of Investor Relations



#### Marino Jakobsson

**Investor Relations** 



#### **Drofn Farestveit**

**Investor Relations** 



## Disclaimer

#### **Forward-looking statements**

Statements in this press release that are not based on historical facts are forward-looking statements. Although such statements are based on management's current estimates and expectations, forward-looking statements are inherently uncertain.

We therefore caution the reader that there are a variety of factors that could cause business conditions and results to differ materially from what is contained in our forward-looking statements, and that we do not undertake to update any forward-looking statements.

All forward-looking statements are qualified in their entirety by this cautionary statement.

#### Market share data

Statements regarding market share, including those regarding Marel's competitive position, are based on outside sources such as research institutes, industry and dealer panels in combination with management estimates.

Where information is not yet available to Marel, those statements may also be based on estimates and projections prepared by outside sources or management. Rankings are based on sales unless otherwise stated.



# Excellence at every angle

# Innovation at every turn