



Velan Inc.

7007 Côte de Liesse, Montreal, QC H4T 1G2 Canada
Tel: (514) 748-7743 Fax: (514) 748-8635 www.velan.com

PRESS RELEASE

For further information please contact:
Bruno Carbonaro, Chief Executive Officer and President
Tel: (438) 817-7593

FOR IMMEDIATE RELEASE

or
Rishi Sharma, Chief Financial Officer
Tel: (438) 817-4430

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VELAN INC. REPORTS ITS SECOND QUARTER 2023/24 FINANCIAL RESULTS

MONTREAL, QUEBEC

Velan Inc. (TSX: VLN) (the “Company”), a world-leading manufacturer of industrial valves, announced today its financial results for its second quarter ended August 31, 2023.

Highlights:

- Order backlog² remains strong at \$485.7 million, an increase of \$21.3 million or 4.6% since the beginning of the year. The increase in backlog² is primarily attributable to changes in the profile of scheduled backlog² shipment dates. The portion of the current backlog² deliverable in the next twelve months is \$339.4 million.
- Net new orders (“bookings”)² of \$71.5 million for the quarter, a decrease of \$2.0 million or 2.7% compared to last year. The decrease in bookings² is primarily attributable to a reduction in MRO distributor orders as well as lower process and mining orders, partially offset by a pick-up in oil and gas orders compared to last year.
- Sales for the quarter amounted to \$80.3 million, an improvement of \$12.7 million or 18.7% compared to the first quarter of the current fiscal year, a decrease of \$4.7 million or 5.6% compared to the second quarter of the previous fiscal year. The decrease in sales for the quarter compared to the prior year is primarily attributable to delays on certain shipments caused by customer readiness issues and a shortage of deliverable orders in the Company’s Italian operations.
- Gross profit for the quarter amounted to \$23.4 million or 29.1% compared to last year’s \$23.5 million or 27.6%. Gross profit improved by \$8.3 million or 690 basis points compared to the first quarter of the current fiscal year. Gross profit percentage for the quarter was a result of improved product mix offsetting the lower sales volume and unfavorable unrealized foreign exchange translations compared to last year.
- Net loss¹ of \$2.1 million and EBITDA³ of \$3.0 million for the quarter compared to a net loss¹ of \$3.7 million and EBITDA² of \$1.4 million last year. The increase in EBITDA² is primarily attributable to a \$2.1 million decrease in administration costs.
- The Company’s net cash amounted to \$39.4 million at the end of the quarter, a decrease of \$19.3 million compared to the \$58.6 million net cash balance at the beginning of the quarter. The decrease in net cash for the quarter is primarily related to temporary unfavorable movements in working capital, notably in accounts receivable, inventories and accounts payable and accrued liabilities as the Company prepares for its ramp-up in Q3 and Q4 of the current year. The overall available liquidity remains strong with \$122.1 million of available cash-on-hand and facilities.
- The Company announced earlier today that it has been verbally informed that the French Ministry of Economy is refusing to grant its approval in connection with the change of control of Segault S.A.S. and Velan S.A.S. as part of the overall sale of Velan Inc. to Flowserve. As a result, Flowserve informed the Company that they intend to terminate the arrangement agreement on October 7, 2023.



Bruno Carbonaro, CEO and President of Velan Inc., said, “Our second quarter was an improvement in terms of results when compared to our second quarter of last year, as we partly recovered from some of the delays experienced at the start of the year. We are now focused on the ramp-up for the second half of the year. We continue to manage our business prudently with specific focus around executing on our backlog while working on a pipeline of opportunities. We will ensure to benefit from the working capital investments we made in the first half of the fiscal year by working diligently on increasing our collections and reducing our inventories on hand during the latter part of the year. Our North American commercial operations are tapping into new and emerging markets while we also continue to see growth in the nuclear business activities in France. Finally, the Board, the Velan family and Flowserve are obviously disappointed with the outcome and the decision of the French regulators. The Board recognizes, appreciates, and wants to thank the executives, the management team, the integration team, and all employees at Velan and outside stakeholders who have done everything possible and who worked tirelessly to support the transaction and make it happen. The board and executive leadership are very confident in our strong future, and we will resume operations as an independent business, free of the covenants and other restrictions of the arrangement agreement.”

Financial Highlights:

	Three-month periods ended		Six-month periods ended	
	August 31, 2023	August 31, 2022	August 31, 2023	August 31, 2022
<i>(thousands of U.S. dollars, excluding per share amounts)</i>				
Sales	\$80,318	\$85,054	\$147,977	\$160,059
Gross profit	23,385	23,482	38,437	43,555
Gross profit %	29.1%	27.6%	26.0%	27.2%
Net loss ¹	(2,120)	(3,676)	(10,404)	(11,028)
Net loss ¹ per share – basic and diluted	(0.10)	(0.17)	(0.48)	(0.51)
EBITDA ²	2,960	1,365	(839)	(1,513)
EBITDA ² per share – basic and diluted	0.14	0.06	(0.04)	(0.07)

Second Quarter Fiscal 2024 (unless otherwise noted, all amounts are in U.S. dollars and all comparisons are to the second quarter of fiscal 2023):

- Sales amounted to \$80.3 million for the quarter, decreasing by \$4.7 million or 5.6% compared to the same quarter last year. The decrease in sales for the quarter is primarily attributable to lower shipments of large orders by the Company’s Italian operations due to a reduction of these orders recorded in the previous fiscal year. The decrease in sales for the quarter was also caused by delays on certain shipments caused by customer readiness issues. Otherwise, the decrease was partially offset by the positive impact of the strengthening of the euro average rate against the U.S. dollar on sales which amounted to \$2.1 million for the quarter compared to last fiscal year. Finally, sales for the quarter were also positively impacted by favorable revaluations of the Company’s provision for performance guarantees and volume rebate accrual.
- Bookings² for the quarter amounted to \$71.5 million, a decrease of \$2.0 million or 2.7% compared to the second quarter of last year. The decrease for the quarter is primarily attributable to lower orders recorded by the Company’s North American operations. The decrease in North American bookings² for the quarter is partly attributable to a reduction in MRO distributor orders, due in part to higher re-stocking orders in the previous year but also a slowdown currently observed in some covered markets. Additionally, the reduction in North American bookings² for the quarter was also due to lower process and mining orders compared to last year. The decrease in bookings² for the quarter was partially offset by higher oil and gas bookings² recorded in the Company’s Italian operations. Finally, the decrease in bookings² was also partially compensated by the strengthening of the euro average rate against the U.S. dollar on bookings² for the



Company's European operations which resulted in a favorable impact of \$2.3 million in the second quarter compared to the prior year.

- Gross profit for the quarter amounted to \$23.4 million, a decrease of \$0.1 million or 0.4% compared to the second quarter of last year. The gross profit percentage for the quarter of 29.1% was an increase of 150 basis points compared to last year's second quarter. The slight decrease in gross profit for the quarter is primarily due to the lower sales volume which impacted the absorption of fixed production overhead costs as well as unfavorable unrealized foreign exchange translations related to the fluctuation of the U.S. dollar against the euro and the Canadian dollar when compared to similar movements from the previous year. This decrease in gross profit for the quarter was offset by an improved product mix as well as favorable revaluations of the Company's provision for performance guarantees and volume rebate accrual.
- Administration costs for the quarter amounted to \$22.6 million, a decrease of \$2.1 million or 8.5%. The decrease in administration costs for the quarter is primarily attributable to the recording in the last quarter of the previous fiscal year of an asbestos provision for potential settlement value of future unknown claims. The settlement expense amounted to \$3.1 million in the second quarter of fiscal 2023. The decrease in administration costs for the quarter is also due to lower outbound freight costs which have now stabilized and sales commissions in relation to the lower sales volume. Finally, the decrease for the quarter was partially offset by a general increase in administration costs.
- Net loss¹ amounted to \$2.1 million or \$0.10 per share compared to a net loss¹ of \$3.7 million or \$0.17 per share last year. EBITDA² for the quarter amounted to \$3.0 million or \$0.14 per share compared to \$1.4 million or \$0.06 per share last year. The favorable movement in EBITDA² for the quarter is primarily attributable to the previously explained decrease in administration costs, partially offset by an increase in other expense. The positive movement in the Company's results was primarily attributable to the previously mentioned factors combined with a favorable movement in income taxes and an unfavorable movement in finance costs.

First Six months Fiscal 2024 (unless otherwise noted, all amounts are in U.S. dollars and all comparisons are to the first six months of fiscal 2023):

- Sales for the half year totaled \$148.0 million, a decrease of \$12.1 or 7.5% compared to the last fiscal year. The decrease in sales for the half year is primarily attributable to lower shipments of large orders by the Company's Italian operations due to a reduction of these orders recorded in the previous fiscal year. The decrease for the half year was also due to accelerated shipments in the fourth quarter of the prior fiscal year as a result of customer demand and the Company's increased production ramp-up. The decrease in sales for the half year was partially offset by increased shipments in the Company's North American operations. Otherwise, the decrease was also partially offset by the positive impact of the strengthening of the euro average rate against the U.S. dollar on sales which amounted to \$2.1 million for the half year compared to last fiscal year. Finally, sales for the half year were also positively impacted by favorable revaluations of the Company's provision for performance guarantees and volume rebate accrual.
- Bookings² for the half year amounted to \$163.4 million, a decrease of \$3.6 million or 2.1% compared to the prior fiscal year. The decrease for the half year is primarily attributable to lower orders recorded by the Company's North American operations. The decrease in North American bookings² for the half year is partly attributable to a reduction in MRO distributor orders, due in part to higher re-stocking orders in the previous year but also a slowdown currently observed in some covered markets. Additionally, the reduction in North American bookings² for the half year was also due to lower process orders compared to last year. The decrease in bookings² for the half year was partially offset by higher oil and gas bookings² recorded in the Company's Italian operations and an increase in nuclear orders recorded by the Company's French operations. Finally, the decrease in bookings² was also partially compensated by the strengthening of the euro average rate against the U.S. dollar on bookings² for the Company's European operations which resulted in a favorable impact of \$2.7 million on the half year compared to the prior year.



- The total backlog² increased by \$21.3 million or 4.6% since the beginning of the fiscal year, settling at \$485.7 million at the end of the quarter. The increase in backlog² is primarily attributable to changes in the profile of scheduled backlog² shipment dates. The increase in backlog² is also due to the strengthening of the euro spot rate against the U.S. dollar since the beginning of the fiscal year which represented \$6.5 million.
- Gross profit for the half year amounted to \$38.4 million, a decrease of \$5.1 million or 11.8% compared to the prior fiscal year. The gross profit percentage for the six-month period of 26.0% represented a decrease of 120 basis points compared to the same period last year. The decrease in gross profit for the half year is primarily due to the lower sales volume which impacted the absorption of fixed production overhead costs as well as unfavorable unrealized foreign exchange translations related to the fluctuation of the U.S. dollar against the euro and the Canadian dollar when compared to similar movements from the previous year. This decrease in gross profit for the half year was partially offset by an improved product mix as well as favorable revaluations of the Company's provision for performance guarantees and volume rebate accrual.
- Administration costs for the half year amounted to \$44.1 million, a decrease of \$6.4 million or 12.7%. The decrease in administration costs for the half year is primarily attributable to the recording in the last quarter of the previous fiscal year of an asbestos provision for potential settlement value of future unknown claims. The settlement expense amounted to \$6.3 million in the first six months of fiscal 2023. The decrease in administration costs for the half year is also due to lower outbound freight costs which have now stabilized and sales commissions in relation to the lower sales volume. Finally, the decrease for the half year was partially offset by a general increase in administration costs.
- Net loss¹ for the half year amounted to \$10.4 million or \$0.48 per share compared to \$11.0 million or \$0.51 per share last year. EBITDA² for the half year amounted to negative \$0.8 million or negative \$0.04 per share compared to negative \$1.5 million or negative \$0.07 per share last year. The favorable movement in EBITDA² for the six-month period is primarily attributable to the previously explained decrease in administration costs, partially offset by a decrease in gross profit and an increase in other expense. The positive movement in the Company's results was primarily attributable to the same factors as previously explained combined with a favorable movement in income taxes and an unfavorable movement in finance costs.

Dividend

The Company opted to declare no dividend this quarter.

Conference call

Financial analysts, shareholders, and other interested individuals are invited to attend the second quarter conference call to be held on Friday, October 6, 2023, at 11:00 a.m. (EDT). The toll-free call-in number is 1-800-945-0427, access code 22028032. The material that will be referenced during the conference call will be made available shortly before the event on the company's website under the *Investor Relations* section (https://www.velan.com/en/company/investor_relations). A recording of this conference call will be available for seven days at 1-416-626-4100 or 1-800-558-5253, access code 22028032.

About Velan

Founded in Montreal in 1950, Velan Inc. (www.velan.com) is one of the world's leading manufacturers of industrial valves, with sales of US\$370.4 million in its last reported fiscal year. The Company employs approximately 1,650 people and has manufacturing plants in 9 countries. Velan Inc. is a public company with its shares listed on the Toronto Stock Exchange under the symbol VLN.



Safe harbour statement

This news release may include forward-looking statements, which generally contain words like “should”, “believe”, “anticipate”, “plan”, “may”, “will”, “expect”, “intend”, “continue” or “estimate” or the negatives of these terms or variations of them or similar expressions, all of which are subject to risks and uncertainties, which are disclosed in the Company’s filings with the appropriate securities commissions. While these statements are based on management’s assumptions regarding historical trends, current conditions and expected future developments, as well as other factors that it believes are reasonable and appropriate in the circumstances, no forward-looking statement can be guaranteed and actual future results may differ materially from those expressed herein. The Company disclaims any intention or obligation to update or revise any forward-looking statements contained herein whether as a result of new information, future events or otherwise, except as required by the applicable securities laws. The forward-looking statements contained in this news release are expressly qualified by this cautionary statement.

Non-IFRS and supplementary financial measures

In this press release, the Company has presented measures of performance or financial condition which are not defined under IFRS (“non-IFRS measures”) and are, therefore, unlikely to be comparable to similar measures presented by other companies. These measures are used by management in assessing the operating results and financial condition of the Company and are reconciled with the performance measures defined under IFRS. Company has also presented supplementary financial measures which are defined at the end of this report. Reconciliation and definition can be found on the next page.



Earnings (loss) before interest, taxes, depreciation and amortization ("EBITDA")

	Three-month periods ended		Six-month periods ended	
	August 31, 2023	August 31, 2022	August 31, 2023	August 31, 2022
<i>(thousands, except amount per shares)</i>	\$	\$	\$	\$
Net loss ¹	(2,120)	(3,676)	(10,404)	(11,028)
<i>Adjustments for:</i>				
Depreciation of property, plant and equipment	2,154	2,023	4,220	4,184
Amortization of intangible assets and financing costs	514	556	1,077	1,124
Finance costs – net	1,391	378	2,596	614
Income taxes	1,021	2,084	1,672	3,593
EBITDA	2,960	1,365	(839)	(1,513)
EBITDA per share				
- Basic and diluted	0.14	0.06	(0.04)	(0.07)

The term "EBITDA" is defined as net income or loss attributable to Subordinate and Multiple Voting Shares plus depreciation of property, plant & equipment, plus amortization of intangible assets and financing costs, plus net finance costs plus income tax provision. The terms "EBITDA per share" is obtained by dividing EBITDA by the total amount of subordinate and multiple voting shares. The forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

Definitions of supplementary financial measures

The term "Net new orders" or "bookings" is defined as firm orders, net of cancellations, recorded by the Company during a period. Bookings are impacted by the fluctuation of foreign exchange rates for a given period. The measure provides an indication of the Company's sales operation performance for a given period as well as an expectation of future sales and cash flows to be achieved on these orders.

The term "backlog" is defined as the buildup of all outstanding bookings to be delivered by the Company. The Company's backlog is impacted by the fluctuation of foreign exchange rates for a given period. The measure provides an indication of the future operational challenges of the Company as well as an expectation of future sales and cash flows to be achieved on these orders.

The term "book-to-bill" is obtained by dividing bookings by sales. The measure provides an indication of the Company's performance and outlook for a given period.

The forward-looking statements contained in this press release are expressly qualified by this cautionary statement.

¹ Non-IFRS and supplementary financial measures – see explanation above

² Net earnings or loss refer to net income or loss attributable to Subordinate and Multiple Voting Shares



Consolidated Statements of Financial Position

(in thousands of U.S. dollars)

	As at	
	August 31, 2023 \$	February 28, 2023 \$
Assets		
Current assets		
Cash and cash equivalents	41,474	50,513
Short-term investments	17	37
Accounts receivable	99,280	121,053
Income taxes recoverable	6,343	6,195
Inventories	225,868	202,649
Deposits and prepaid expenses	9,051	7,559
Derivative assets	141	107
	382,174	388,113
Non-current assets		
Property, plant and equipment	70,095	68,205
Intangible assets and goodwill	16,253	16,153
Deferred income taxes	4,849	4,663
Other assets	653	723
	91,850	89,744
Total assets	474,024	477,857
Liabilities		
Current liabilities		
Bank indebtedness	2,102	260
Accounts payable and accrued liabilities	74,925	79,408
Income taxes payable	1,562	2,832
Customer deposits	30,163	28,201
Provisions	18,495	16,485
Derivative liabilities	31	299
Current portion of long-term lease liabilities	1,643	1,298
Current portion of long-term debt	13,353	8,177
	142,274	136,960
Non-current liabilities		
Long-term lease liabilities	11,450	9,458
Long-term debt	20,029	21,719
Income taxes payable	519	933
Deferred income taxes	4,172	3,966
Customer deposits	31,420	27,937
Provisions	66,041	70,924
Other liabilities	5,084	5,125
	138,715	140,062
Total liabilities	280,989	277,022
Total equity	193,035	200,835
Total liabilities and equity	474,024	477,857



Consolidated Statements of Loss

(in thousands of U.S. dollars, excluding number of shares and per share amounts)

	Three-month periods ended		Six-month periods ended	
	August 31, 2023 \$	August 31, 2022 \$	August 31, 2023 \$	August 31, 2022 \$
Sales	80,318	85,054	147,977	160,059
Cost of sales	56,933	61,572	109,540	116,504
Gross profit	23,385	23,482	38,437	43,555
Administration costs	22,571	24,678	44,070	50,490
Other expense (income)	525	7	512	(134)
Operating income (loss)	289	(1,203)	(6,145)	(6,801)
Finance income	136	78	271	168
Finance costs	(1,527)	(456)	(2,867)	(782)
Finance costs – net	(1,391)	(378)	(2,596)	(614)
Loss before income taxes	(1,102)	(1,581)	(8,741)	(7,415)
Income tax expense	1,021	2,084	1,672	3,593
Net loss for the period	(2,123)	(3,665)	(10,413)	(11,008)
Net income (loss) attributable to:				
Subordinate Voting Shares and Multiple Voting Shares	(2,120)	(3,676)	(10,404)	(11,028)
Non-controlling interest	(3)	11	(9)	20
Net loss for the period	(2,123)	(3,665)	(10,413)	(11,008)
Net loss per Subordinate and Multiple Voting Share				
Basic and diluted	(0.10)	(0.17)	(0.48)	(0.51)
Dividends declared per Subordinate and Multiple Voting Share				
	- (CA\$ -)	- (CA\$ -)	0.02 (CA\$0.03)	0.02 (CA\$0.03)
Total weighted average number of Subordinate and Multiple Voting Shares				
Basic and diluted	21,585,635	21,585,635	21,585,635	21,585,635



Consolidated Statements of Comprehensive Loss

(in thousands of U.S. dollars)

	Three-month periods ended		Six-month periods ended	
	August 31, 2023 \$	August 31, 2022 \$	August 31, 2023 \$	August 31, 2022 \$
Comprehensive loss				
Net loss for the period	(2,123)	(3,665)	(10,413)	(11,008)
Other comprehensive income (loss)				
Foreign currency translation	1,696	(7,760)	3,104	(13,591)
Comprehensive loss	(427)	(11,425)	(7,309)	(24,599)
Comprehensive income (loss) attributable to:				
Subordinate Voting Shares and Multiple Voting Shares	(424)	(11,437)	(7,300)	(24,619)
Non-controlling interest	(3)	12	(9)	20
Comprehensive loss	(427)	(11,425)	(7,309)	(24,599)

Other comprehensive loss is composed solely of items that may be reclassified subsequently to the consolidated statement of loss.



Consolidated Statements of Changes in Equity

(in thousands of U.S. dollars, excluding number of shares)

	Equity attributable to the Subordinate and Multiple Voting shareholders						Total equity
	Share capital	Contributed surplus	Accumulated other comprehensive loss	Retained earnings	Total	Non-controlling interest	
Balance - February 28, 2022	72,695	6,260	(32,126)	217,995	264,824	686	265,510
Net income (loss) for the period	-	-	-	(11,028)	(11,028)	20	(11,008)
Other comprehensive loss	-	-	(13,591)	-	(13,591)	-	(13,591)
Comprehensive income (loss)	-	-	(13,591)	(11,028)	(24,619)	20	(24,599)
Other	-	-	(97)	97	-	-	-
Dividends							
Multiple Voting Shares	-	-	-	(366)	(366)	-	(366)
Subordinate Voting Shares	-	-	-	(131)	(131)	-	(131)
Balance - August 31, 2022	72,695	6,260	(45,814)	206,567	239,708	706	240,414
Balance - February 28, 2023	72,695	6,260	(41,208)	162,142	199,889	946	200,835
Net loss for the period	-	-	-	(10,404)	(10,404)	(9)	(10,413)
Other comprehensive income	-	-	3,104	-	3,104	-	3,104
Comprehensive income (loss)	-	-	3,104	(10,404)	(7,300)	(9)	(7,309)
Dividends							
Multiple Voting Shares	-	-	-	(354)	(354)	-	(354)
Subordinate Voting Shares	-	-	-	(137)	(137)	-	(137)
Balance - August 31, 2023	72,695	6,260	(38,104)	151,247	192,098	937	193,035



Consolidated Statements of Cash Flow

(in thousands of U.S. dollars)

	Three-month periods ended		Six-month periods ended	
	August 31, 2023	August 31, 2022	August 31, 2023	August 31, 2022
	\$	\$	\$	\$
Cash flows from				
Operating activities				
Net loss for the period	(2,123)	(3,665)	(10,413)	(11,008)
Adjustments to reconcile net loss to cash used by operating activities	2,246	6,072	3,080	4,317
Changes in non-cash working capital items	(21,283)	(13,931)	(3,133)	(7,898)
Cash used by operating activities	(21,160)	(11,524)	(10,466)	(14,589)
Investing activities				
Short-term investments	1	107	20	(1,181)
Additions to property, plant and equipment	(1,605)	(616)	(2,714)	(1,536)
Additions to intangible assets	(390)	(1,200)	(774)	(1,209)
Proceeds on disposal of property, plant and equipment, and intangible assets	39	24	53	40
Net change in other assets	5	14	33	28
Cash used by investing activities	(1,950)	(1,671)	(3,382)	(3,858)
Financing activities				
Dividends paid to Subordinate and Multiple Voting shareholders	(491)	(497)	(491)	(497)
Net change in revolving credit facility	5,000	16	5,000	16
Increase in long-term debt	-	-	-	2,160
Repayment of long-term debt	(778)	(2,108)	(1,704)	(2,677)
Repayment of long-term lease liabilities	(390)	(362)	(752)	(732)
Cash provided (used) by financing activities	3,341	(2,951)	2,053	(1,730)
Effect of exchange rate differences on cash	511	(1,781)	914	(3,563)
Net change in cash during the period	(19,258)	(17,927)	(10,881)	(23,740)
Net cash – Beginning of the period	58,630	47,652	50,253	53,465
Net cash – End of the period	39,372	29,725	39,372	29,725
Net cash is composed of:				
Cash and cash equivalents	41,474	32,938	41,474	32,938
Bank indebtedness	(2,102)	(3,213)	(2,102)	(3,213)
Net cash – End of the period	39,372	29,725	39,372	29,725
Supplementary information				
Interest received (paid)	(53)	15	(102)	(208)
Income taxes paid	(939)	(2,180)	(3,549)	(3,997)