

# **Investor presentation**

January 2024

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## **Today's presenters**



**Eirik Bergsvik** Chief Executive Officer

#### Previous experience



interwell

Mhwirth

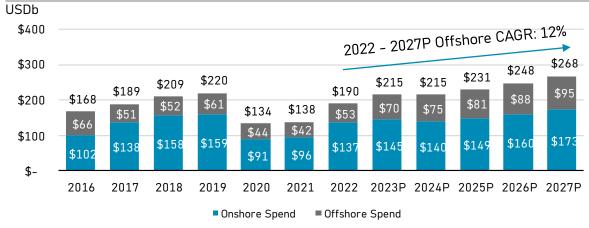


Thomas "Tom" McGee Chief Financial Officer

#### Previous experience

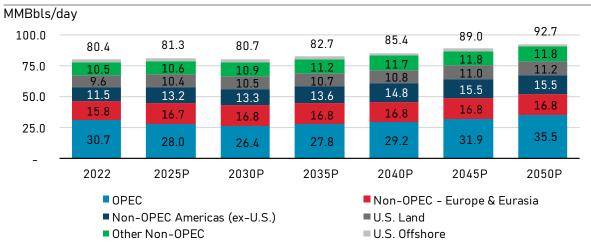


# **HMH Investment Thesis**



#### Global Onshore and Offshore Spend<sup>1</sup>

#### **Global Crude Oil Production<sup>2</sup>**



Note: <sup>1</sup> June 2023 Spears Drilling Activity Report; <sup>2</sup> March 2023 EIA International Energy Outlook Report

#### Well Positioned to Capture Recovery in Offshore and International Spend

#### Aftermarket support and services:

The high margin, recurring revenue associated with ongoing maintenance and service of equipment that HMH initially provided is expected to benefit from increasing activity across the offshore and international land markets

#### **Equipment sales**<sup>1</sup>:

**Core Growth** 

Incremental

Growth

Oil & Gas commodity price volatility in recent years led to a softening in demand for both land and offshore drilling rigs. As a result, many of the leading drilling contractors suspended or decreased the scope of newbuild programs and stacked idle rigs.

Operator requirements for drilling performance have continued to increase, potentially resulting in an undersupply of high-spec, modern rigs.

Continuous product innovation building on HMH's legacy of market-leading technology development

Leveraging the organization's significant experience in executing accretive acquisitions

Selling current equipment offerings to adjacent end markets

# HMH at a glance

#### **Company Overview**

Comprehensive "wing-to-wing" portfolio of leading drilling products, systems and services from topside to riser **\$117mm \$773mm** Integrated operations (from manufacturing to aftersale services) provide opportunities to service 2023 LTM Q3 2023 LTM Q3 customers through all stages of drilling lifecycle Adj. EBITDA Revenues မ္မတ္ရင Long-standing relationships with customers in the oil and gas, and mining industries 47% 86% Owned jointly by two of the leading brands in drilling and subsea equipment – **Baker Hughes and** Akastor Adj. EBIT Adj. Cash CAGR<sup>2</sup> Conversion<sup>3</sup> **~2,100 employees globally**, with dual operational HQs in Houston (US) and Kristiansand (Norway)

HMH by the Numbers

Note: Reconciliation of non-GAAP figures located on slides 37-38 of the Appendix; <sup>1</sup> ROIC = Adj. NOPAT / Avg. Invested Capital; <sup>2</sup> Adj. EBIT CAGR calculated as the change in Adj. EBIT from 2021-2023 LTM Q3; <sup>3</sup> Adj. Cash Conversion = Net Capex / Adj. EBITDA



14%

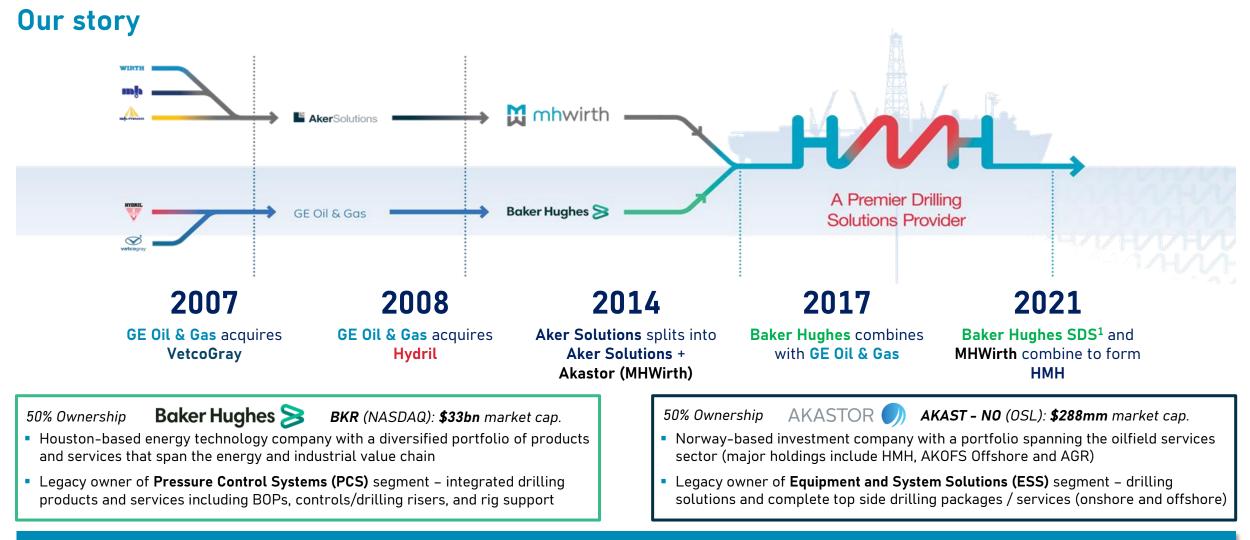
2023 LTM Q3

ROIC<sup>1</sup>

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Countries with

Operational Presence



We have manufactured premier, mission critical drilling equipment for over 125 years, and continue pushing the envelope to develop industry-leading equipment, software and services

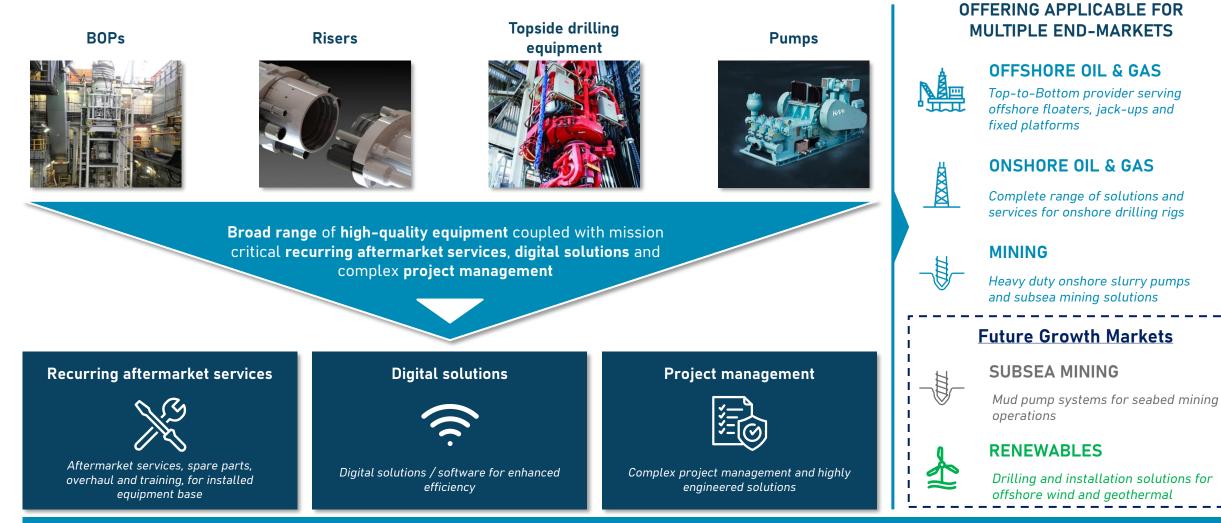
Note: <sup>1</sup> Baker Hughes Subsea and Surface Drilling Business

# **Our premier brands**

Brand	Year founded	Business description	Why the brand of choice?
HYDRIL	1933	<ul> <li>Pressure control equipment (deep and ultra- deepwater focused)</li> </ul>	<ul> <li>Produced the first hydraulically operated blowout preventer</li> </ul>
<b>vetco</b> gray <sup>*</sup>	1906	<ul> <li>Surface and subsea drilling and production equipment (flow control and subsea drilling systems)</li> </ul>	<ul> <li>Provides worldwide capability, with "life of reservoir" support</li> </ul>
WIRTH	1895	<ul> <li>Engineers, manufactures and installs drilling equipment and systems</li> </ul>	<ul> <li>Built its first mud pump in 1904, and pioneered pile top drill rigs and reverse circulation drilling</li> </ul>
	1968	<ul> <li>Hydraulic solutions for offshore applications, including drawworks and compensating systems</li> </ul>	<ul> <li>Launched the award-winning RamRig, a compensating system for semi-submersible and drillship operations</li> </ul>
PYRAMID	1950	<ul> <li>Designer and manufacturer of masts and substructures for onshore rigs</li> </ul>	<ul> <li>Longstanding global presence</li> </ul>

Our recognizable brands have been trusted and utilized by our customers for decades

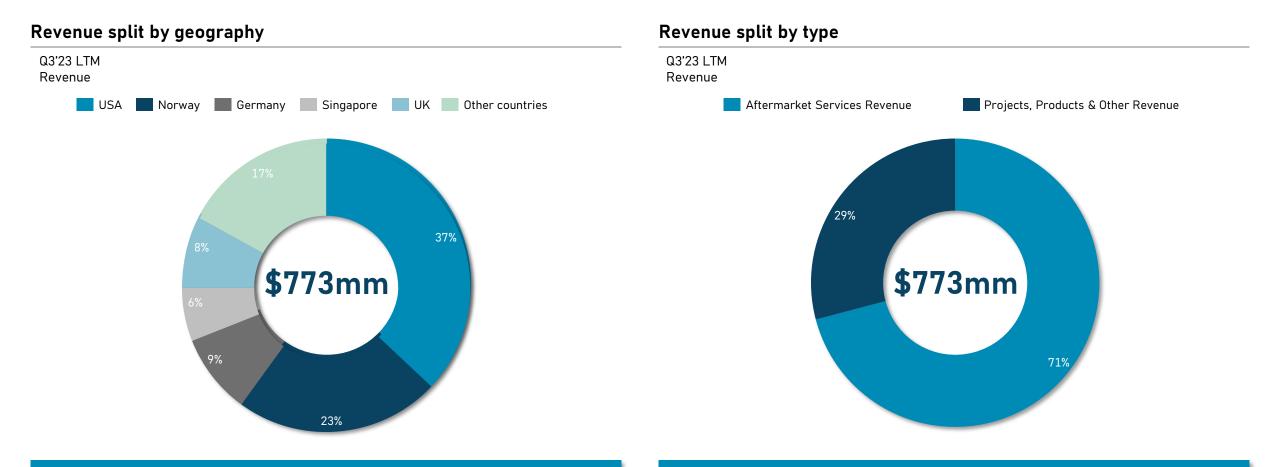
# **Our products and services**



HMH provides a wide range of technology driven equipment and recurring services to the oil & gas drilling industry as well as other adjacent end-markets

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# Attractive revenue streams with a large share of recurring and resilient service revenues



Diverse, global revenue generation with an international focus

Large base of recurring and resilient service revenues that complement project execution

# Where do we operate / Global footprint

LARGE SCALABLE GEOGRAPHICAL FOOTPRINT

- Crucial customer proximity, ensuring best in class services -





Note: <sup>1</sup> Includes active, yard and stacked assets

# Key investment highlights

A global provider of premier drilling equipment, software and services

7 Attractive and mission-critical segment servicing customers across end-markets 3 Recurring and resilient service revenues from a large global installed base Exposed to strong growth oil & gas drilling markets and increasing exposure to other attractive end-markets 4 5 Asset-light business and scalable cost base providing earnings resilience and high cash generation 6 Experienced team well-positioned to take advantage of accelerating growth opportunities and scalability in core and adjacent markets

# HMH repeatedly delivers lead drilling solutions and aftermarket services

#### Services on installed equipment

As the original equipment manufacturer ("OEM") of complex, critical equipment, some of which is subject to regulatory oversight, HMH is frequently engaged to provide ongoing service and maintenance including:

Fact-based decision support

decision

Potential upgrades, extending lifecycles

Maintenance and repair

Equipment certification



Note: <sup>1</sup> NCS = Norwegian Continental Shelf

#### Sale of projects

HMH is one of the few global OEMs with the capability to deliver a comprehensive drilling equipment package suitable for offshore and environmentally sensitive operations. The comprehensive product suite and leadingedge technology allows HMH to provide customers with all the critical components needed for a modern drilling rig, including:



Integrated hybrid energy power solutions



Equipment certified for drilling in the harsh environments of the NCS<sup>1</sup>



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#### Sale of equipment

In addition to large integrated packages, HMH sells new equipment and components to customers. This allows HMH to help customers in the land rig market looking to upgrade and / or replace components of their fleets.



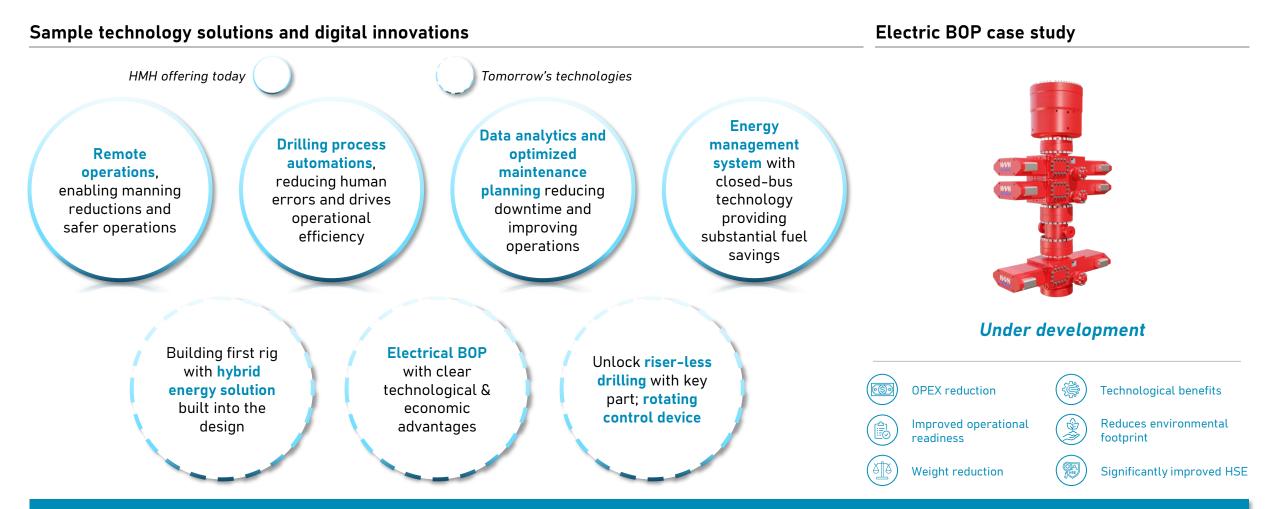


# **1** Provider of technologically advanced drilling equipment

Hoisting and Rotating Systems			Drilling (Mud) Cire	culating Systems	Press	ure Control Syste	ems
			Digitali	zation			
Illustrative Equi	pment Type						
Top Drive	Iron Roughneck & Pipe Handling	Derrick & Drawworks	Mud Pumps	Mud Mixing and Control Systems	Blowout Preventor ("BOP")	<b>BOP Controls</b>	Subsea Risers
Description							
The top drive sits within the derrick and applies rotation / torque to the drillstring during drilling operations HMH has a longstanding history of providing high- spec, highly reliable top drives and is used by most global drilling contractors	5	The derrick and drawworks are the weight bearing components of the rig which provide the lifting capacity to the rig	Mud pumps are utilized to circulate drilling fluid (mud), which is critical as the fluid provides hole cleaning, friction reduction and control during drilling As wellbores are increasingly complex and longer, operators require higher horsepower mud pumps to circulate fluid	The drilling fluid needs to be carefully monitored to ensure proper weighting to avoid either the loss of well control (underweight) or loss of fluid (overweight)	The BOP is the piece of equipment which is designed to seal the wellbore in the event a loss of well control BOPs are subject to significant regulatory requirements benefiting incumbent OEMs like HMH	Given the criticality of the BOP, the control systems monitor, activate and test the BOP In the event of an issue, the control system will activate the BOP by either: i) a signal sent by the operator, ii) a loss of signal from surface, or iii) manual activation by an ROV	The subsea riser is a positively buoyant pipe tha the drillstring runs through and provides a connection between the rig and the BO / wellhead and transports hydraulic choke and kill fluid lines
Application							
Illustrative Afte	rmarket Service P	otential					
Topside Equipment	BOP Riser	斗 Drillships 👌 Semis	Jack-Ups 🚽 Platforms	Onshore			
			215				

## HVH

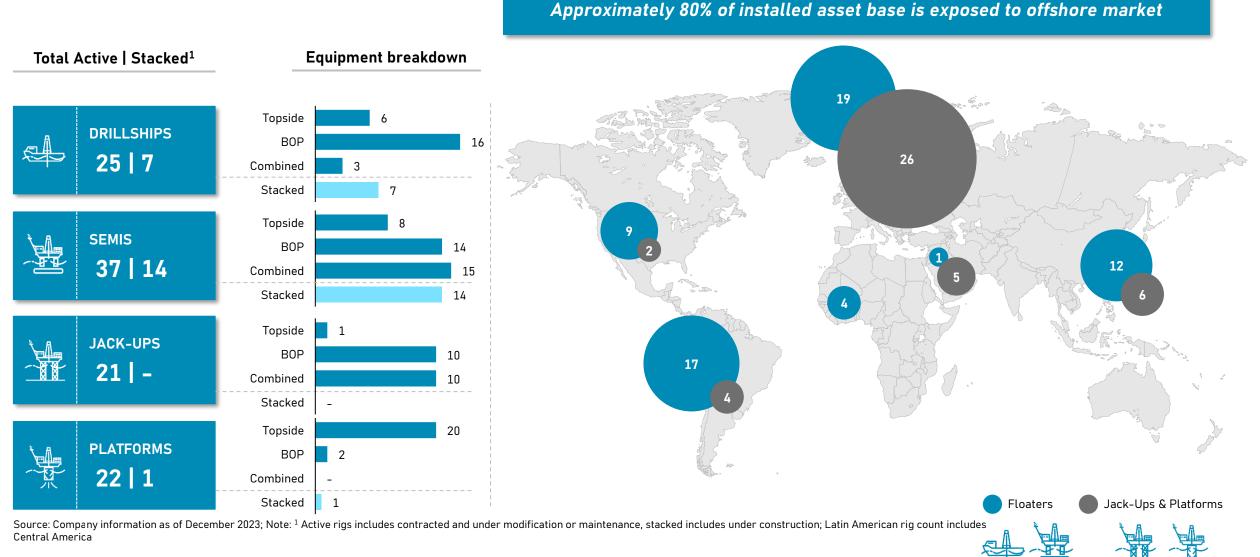
# HMH's technology development and digital innovations drives the future of drilling



HMH's growing technological and digital innovations create clear value to customers by increasing operational efficiency, reducing costs, increasing safety, and reducing environmental impact

## HVH

# 1Large base of 127 offshore drilling rigs and platforms with mission critical HMH<br/>equipment installed



# Mission critical equipment including Blow Out Preventers

#### MISSION CRITICAL SOLUTIONS AND TECHNOLOGY EXAMPLE



### Subsea BOP stack

# Trusted Hydril pressure control brand

Key Statistics: Weight: 600,000+ lbs Height: 40 ft Water depth: 12,500 ft Pressure rating: 15,000 psi

#### WHY HMH IS THE PARTNER OF CHOICE FOR CRITICAL OPERATIONS?



#### WHAT CREATES A MOAT FOR HMH IN THE SECTOR?

Customers rely on HMH for mission critical solutions and technology for important well construction

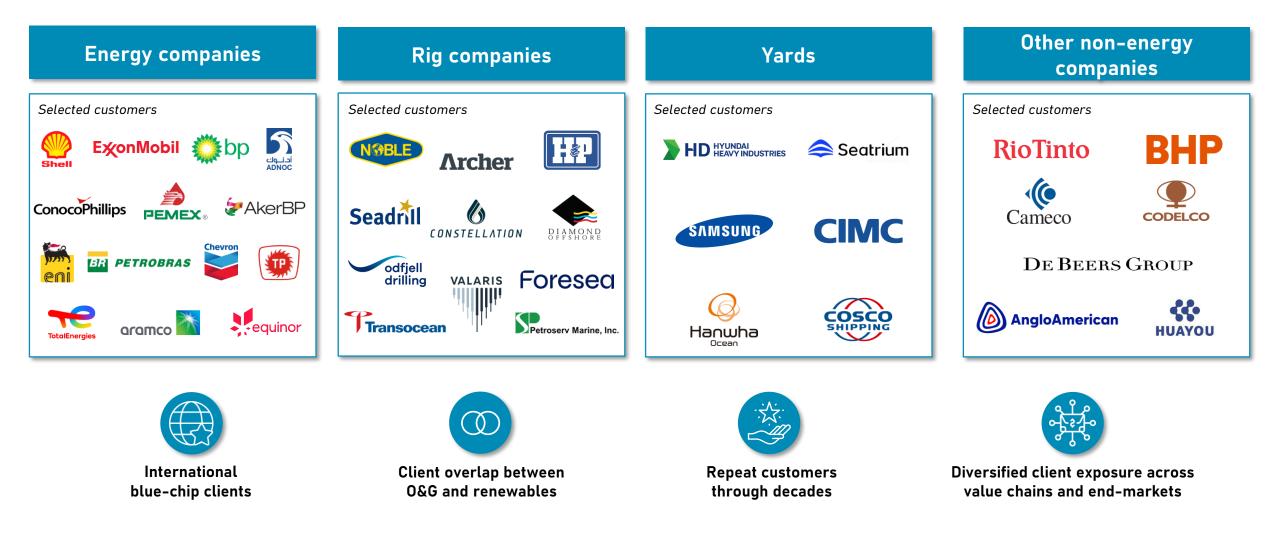


MARKET ENTRANCE REQUIRES SUBSTANTIAL INVESTMENTS IN A CYCLICAL INDUSTRY

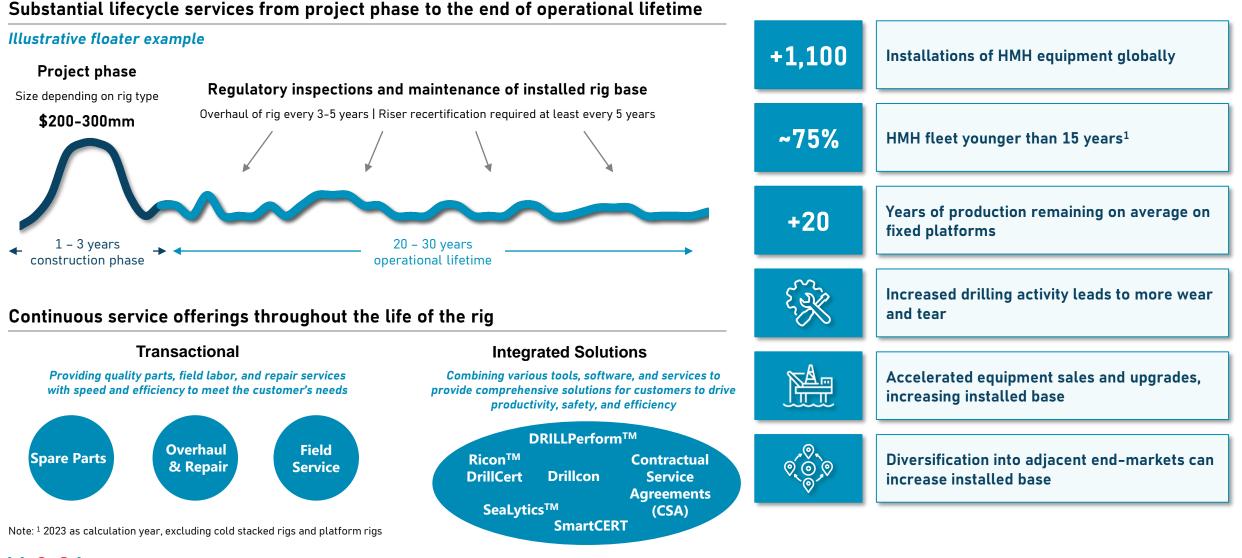
#### CUSTOMERS EXPRESS PREFERENCE FOR SUPPLIERS WITH A DEMONSTRATED RECORD FOR PERFORMANCE AND SAFETY

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# 2 Serving a broad range of customers across end-markets

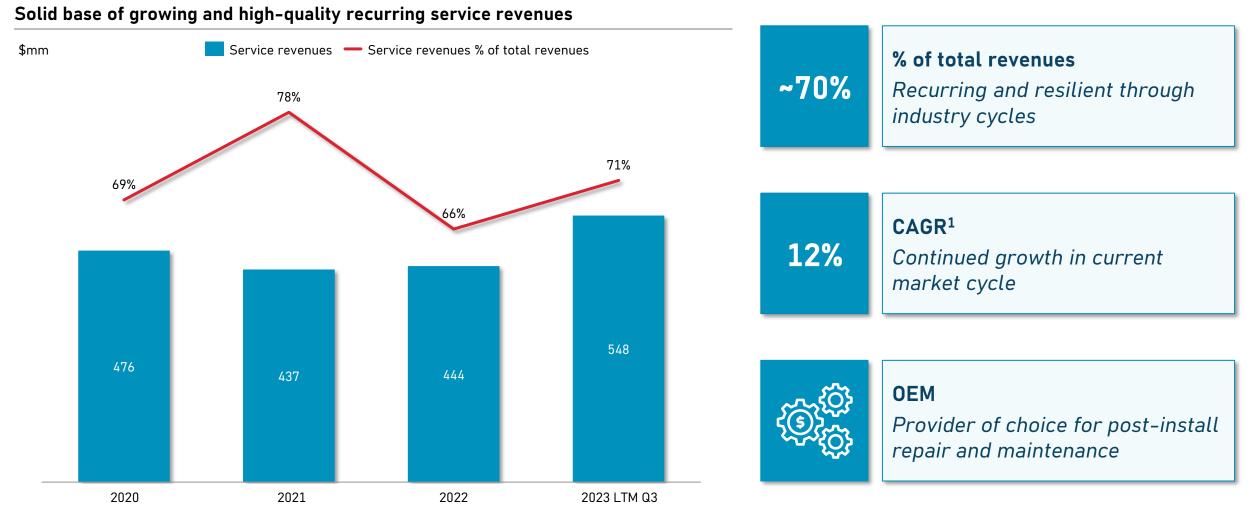


# 3 Recurring and resilient revenue streams from servicing a large and growing base of installed equipment



## **M**

# 3 High margin recurring service revenues on installed base provides visibility and stability through the cycles

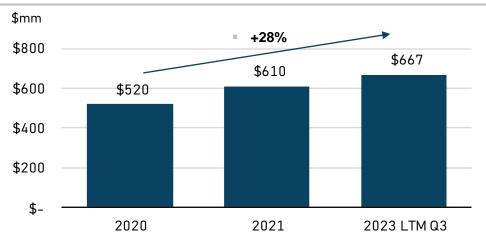


Source: Company information; Note: <sup>1</sup> Service Revenues CAGR calculated as the change in Service Revenues from 2021-2023 LTM Q3

# 4 Strong growth outlook in core end-markets coupled with further potential in other complementary end-markets



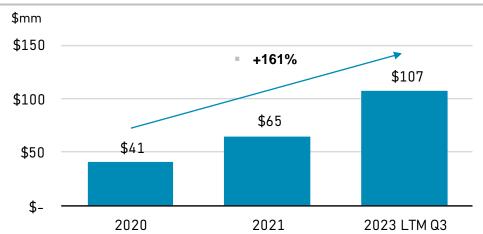
#### Core Oil and Gas Revenue



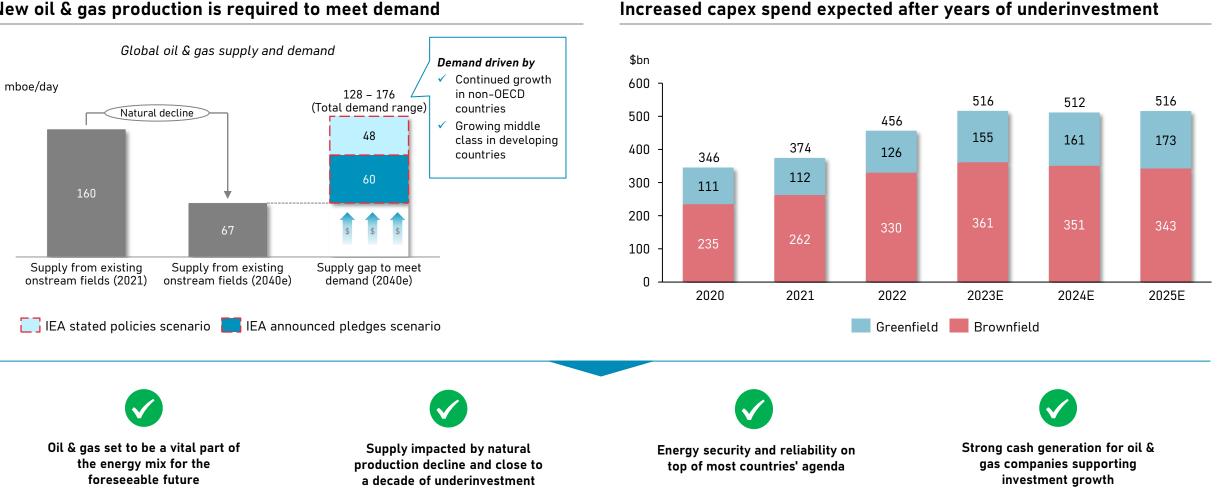
Source: Company information



#### Non-Oil and Gas Revenue



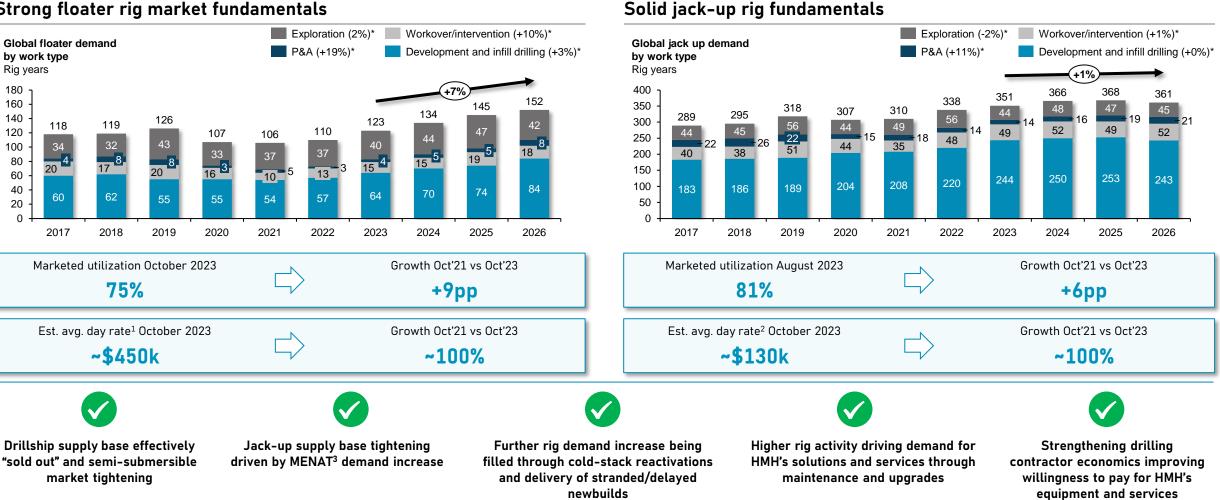
# Strong fundamentals in the oil & gas market leading to significant expected capex spend going forward 4



#### New oil & gas production is required to meet demand

Source: IEA World Energy Outlook 2022; Rystad Energy Ucube as of October 25, 2023

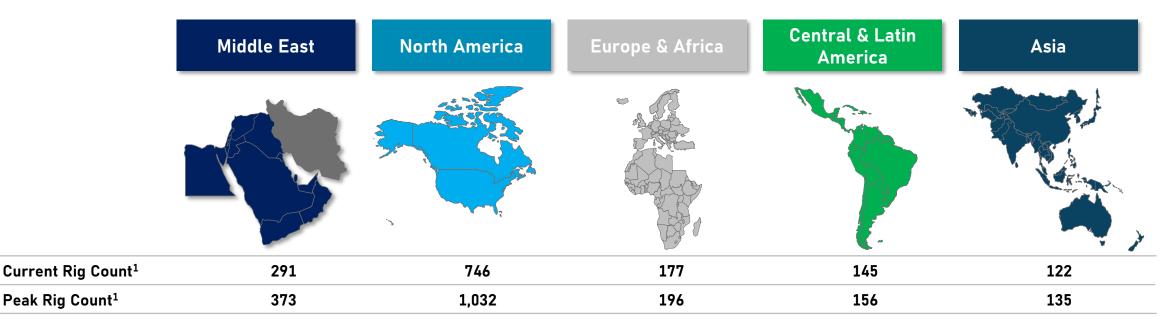
# Offshore rig market approaching activity levels not seen in nearly a decade



Strong floater rig market fundamentals

Source: Rystad Energy RigCube Dashboard as of October 25, 2023; Note: 1 Avg. ultra-deepwater and harsh environment rigs dayrates; 2 Avg. premium jack-up dayrates; 3 MENAT = Middle East and North Africa

# 4 Expected high activity ramp-up for the global land rig market, with Middle East representing a key region for larger drilling equipment



**Key Land Strategy Pillars** 



Note: <sup>1</sup> Baker Hughes International Rig Count as of December 2023, Peak Rig Count since 2020

# 4 HMH is a major supplier of equipment to the global mining industry, both onshore and subsea



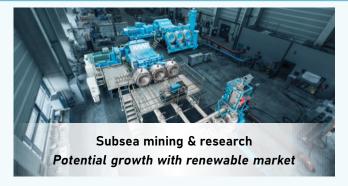
#### HMH offering:

- +60 years manufacturing slurry pumps
- Heavy duty slurry (\*mud) pumps for the transport and processing of mining

\*HMH slurry pumps are based on its legacy mud pump

## Current end-market exposure





#### HMH offering / potential offering:

- HMH currently delivers subsea mining equipment and is developing solutions for deep sea mining
- Offshore diamond mining and seabed methane hydrate extraction experience
- Mud pump system meets pressure needs for seabed mining operations

# Common market trends and dynamics favoring HMH's expertise



#### High growth potential for niche sub-segments

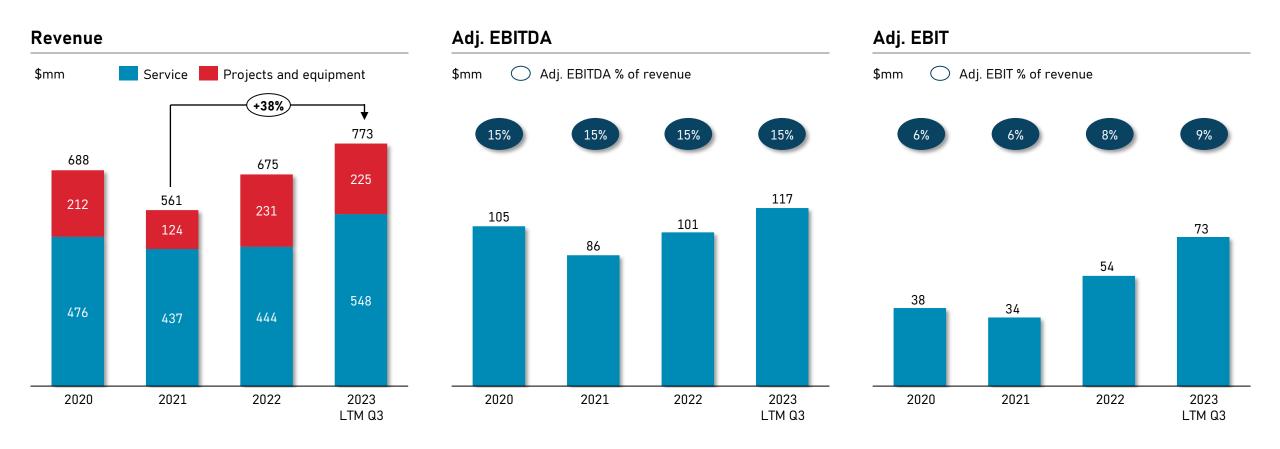


# Increasingly larger and more complex constructions

Local presence required, playing into HMH's global platform



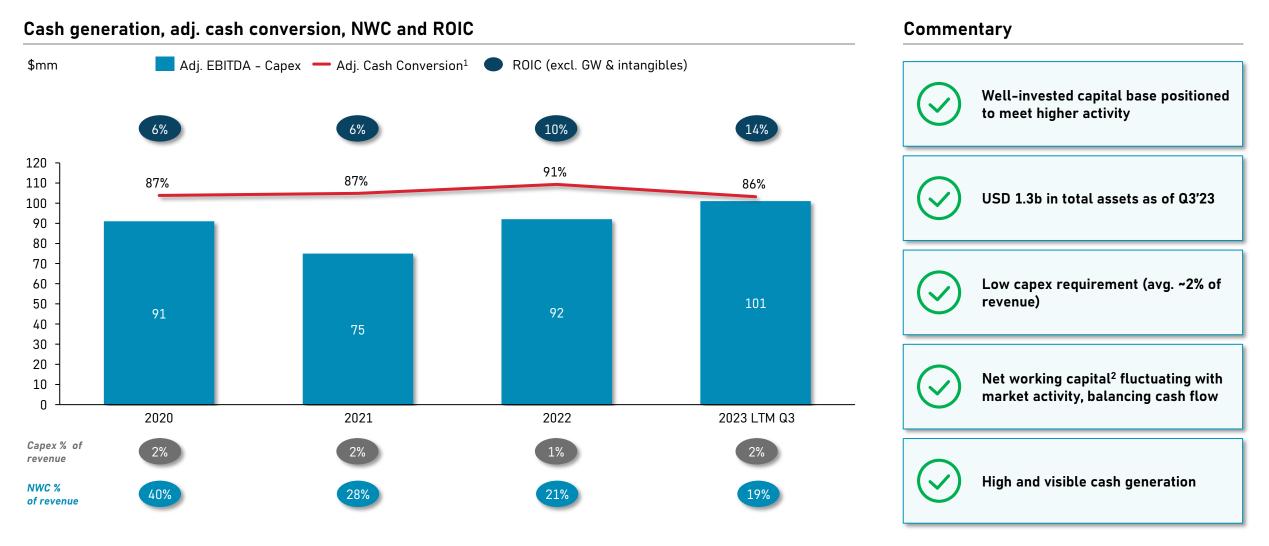
# 5 High revenue and EBIT-growth driven by increasing end-market activity



HMH is generating strong revenue growth, led by its services business, while simultaneously expanding its operating margins, a result of its asset-light business model

Source: Company information; Note: 2020 and 2021 are shown on a pro-forma basis, reflecting the combination of the legacy business segments that comprise HMH; Reconciliation of non-GAAP figures located on slides 37-38 of the Appendix

# 5 Asset-light business model generating robust through the cycle cash flows



Source: Company information; Note: 2020 and 2021 are shown on a pro-forma basis, reflecting the combination of the legacy business segments that comprise HMH; Reconciliation of non-GAAP figures located on slides 37-38 of the Appendix; <sup>1</sup> Adj. Cash Conversion = Net Capex / Adj. EBITDA; <sup>2</sup> Net working capital = Current assets – Current liabilities

# 5 Solid underlying business momentum with increasing order intake and equipment backlog



Note: <sup>1</sup> Defined as order backlog within projects and equipment

# Seasoned management team with broad range of collective experience



EIRIK BERGSVIK Chief Executive Officer



 THOMAS "TOM" MCGEE

 Chief Financial Officer

 WARBURG PINCUS SEESE FOR THE SECOND

 NOY
 Monwirth



ROY A. DYRSETH Chief Commercial Officer

DWIGHT RETTIG Chief Administration Officer & General Counsel NOV IS MATCO ARMCO Mohwirth WARBURG PINCUS

+20 Pre and Maritime Hydraulics ■ A

PÅL SKOGERBØ President Equipment and Systems Solutions



Years of experience in the oil services industry

# GrowthInternal InitiativesAcquisitionsDeep Customer RelationshipsGlobal GrowthNew Product DevelopmentIntegrationProject ManagementJoint VenturesTechnology Deployment

#### **Capital Management**

Capital Allocation

Debt Financing

Liquidity Preparation (inclusive of public U.S. equities)

#### **Business Optimization**

Complex Commercial Agreement Negotiation

**Digital Capacity** 

Scalable Team

Sales Strategy Sustainable Engineering

Industry

Focus on Secular Trends

**Rig Expertise** 

North American Oilfield

Shipyard Experience

**Proven Track Record** 

- Deep technical knowledge of full suite of offshore and onshore drilling rig equipment, from design and manufacturing to installation and aftermarket support requirements
- Substantial experience managing large integrated rig equipment package orders
- Leaders in innovation and new product commercialization
- Long-term relationships with the leading drilling contractors globally
- Extensive track record generating growth through acquisitions and realizing synergies through well-executed integrations
- Proven commitment to preserve margins through cycles
- ✓ ~170 years of collective industry experience among top six senior executives

HVH

# HMH and the management team has an extensive track record of successful M&A in the oil services space as recently shown in the merger of MHWirth and Baker Hughes' Subsea Drilling Systems

HMH has the experience and know-how to successfully identify and execute attractive M&A opportunities



#### Experienced management team:

Executive Management Team has decades of hands-on experience in M&A within the oil and gas industry



#### **Operational know-how and excellence:**

Organization with extensive experience from complex project management sharing best-practices across acquired entities



#### Integration and synergy realizations:

History of effective integration and realizations of synergies



#### Global network to source attractive deals:

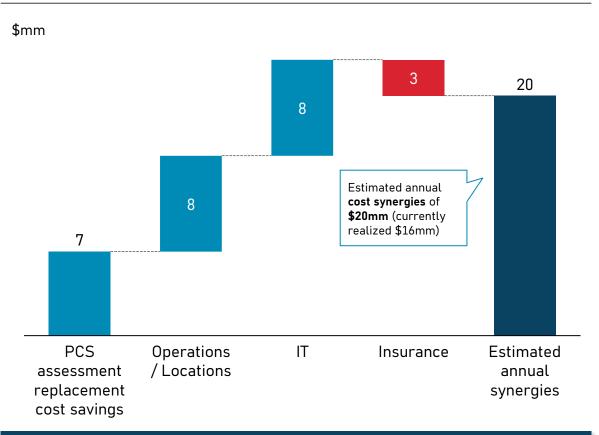
HMH is leveraging its global network to source potential attractive deals



#### Flexible funding alternatives:

In addition to internal cash flows, HMH has recently secured attractive funding with a USD 200m bond and a USD 50m super senior RCF  $\,$ 

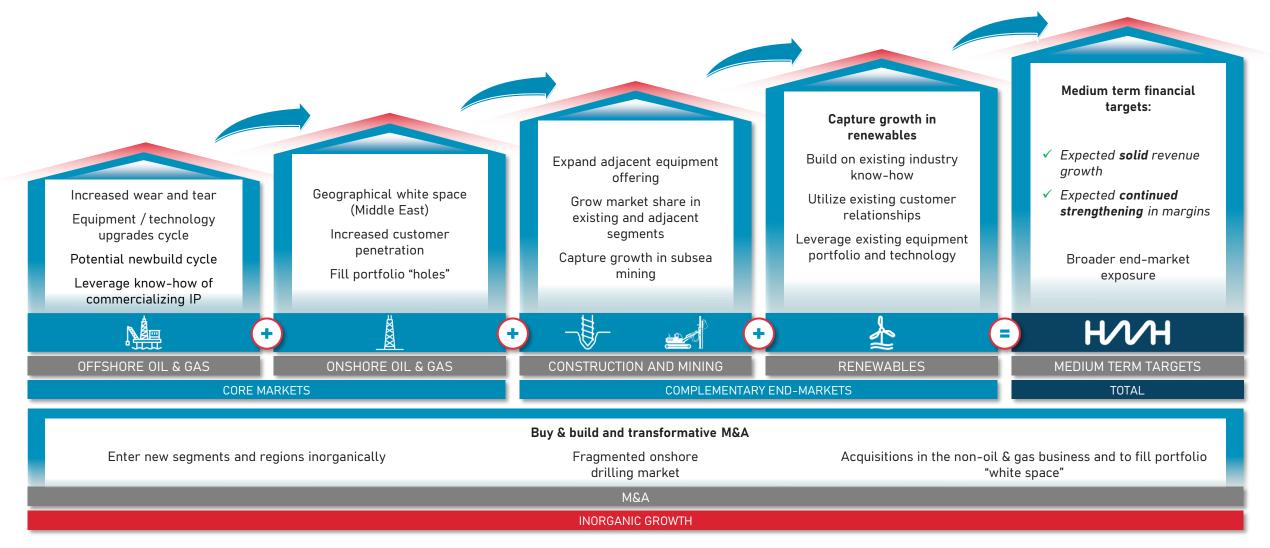
HMH's experienced management team will continuously evaluate attractive and accretive M&A opportunities



#### Significant synergies extracted and realized after the creation of HMH

**\$16mm** in annual cost synergies realized since the merger

# 6 Multiple tangible levers for growth in both core and adjacent end-markets



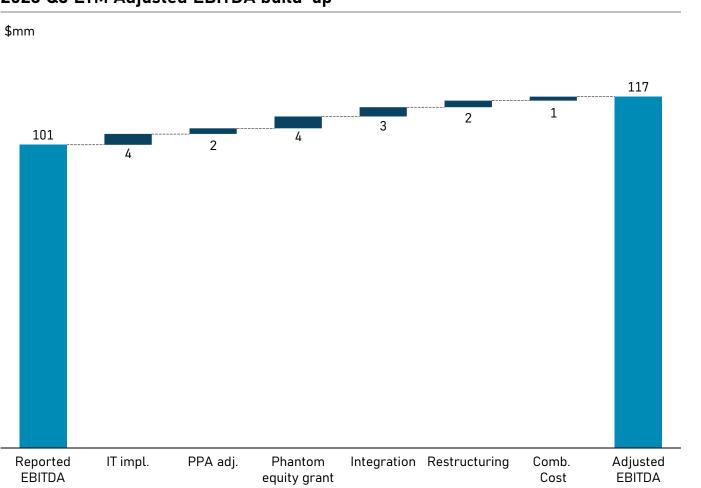
Sources: Akastor filings; HMH filings; Company information

# Appendix





# Bridge from reported to management adjusted EBITDA



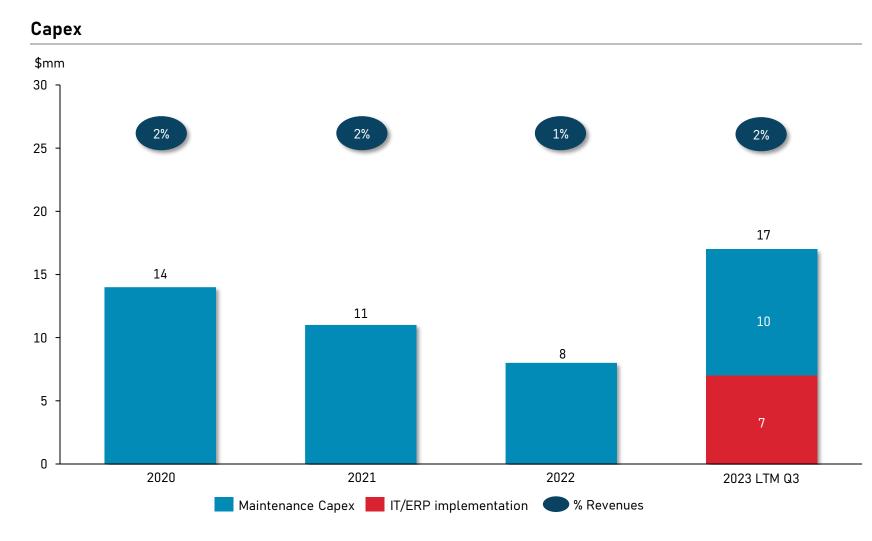
#### 2023 Q3 LTM Adjusted EBITDA build-up

#### Commentary

- **IT system implementation**: Adjustments are payments to consultants for implementation of IT systems and fees related to switch over to a common IT environment
- PPA adjustment: At time of combination a purchase price allocation adjustment was recorded to increase inventory to its fair market value
- Phantom equity grant: This adjustment removes the non-cash expense associated with the equity grant that certain HMH employees participate in as part of HMH formation
- **Integration**: Adjusts nonrecurring expense from the company advisors assisting with integration
- **Restructuring costs**: Primarily relates to severance expense
- **Combination cost**: Consultant cost related to the implementation of cost synergies throughout the organization

Source: Company information; Note: Reported EBITDA = Revenue – Operating expenses; Reconciliation of non-GAAP figures located on slides 37-38 of the Appendix

# Capex



#### Commentary

- Steady and low historical capex figures as % of revenue
- Capex is expected to be disciplined going forward at similar ratios to revenues as historical
- The capex figures also include capitalized R&D which typically is higher during periods of market expansion
- HMH does not envisage a need to expand its facilities in case of a new newbuild cycle
- IT/ERP implementation is regarded as a one-time investment which is 100% finalized

# **Detailed profit & loss statement**

		2022			2023		
\$mm	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Revenues and other income	141	181	157	196	186	189	203
(-) Operating expenses	133	158	133	172	171	161	169
Operating profit before depreciation, amortization and impairment (Reported EBITDA)	8	23	24	24	15	27	34
(-) Depreciation, amortization and impairment	12	12	12	12	11	11	11
Operating profit (loss) (EBIT)	(4)	11	12	12	4	16	23
(+) Net financial items	(8)	(11)	(11)	(8)	(8)	(10)	(11)
Profit (loss) before tax	(11)	1	1	4	(4)	7	12
(-) Tax expense (income)	1	5	4	(2)	3	(2)	(5)
Profit (loss) from continuing operations	(12)	(4)	(3)	6	(7)	5	8
(+) Net profit (loss) from discontinued operations	(1)	(1)	-	-	-	-	-
Profit (loss) for the period	(13)	(5)	(3)	6	(7)	5	8

# **Detailed balance sheet**

#### Assets

	2022				2023		
\$mm	Q1	Q.2	Q.3	Q4	Q1	Q2	Q3
Cash and cash equivalents	71	63	54	47	37	43	44
Contract assets	125	0	0	148	134	131	143
Current financial assets	52	50	57	46	45	27	21
Prepaid company tax	1	1	1	1	1	2	1
Inventories	152	145	140	158	177	198	197
Trade receivables and other current assets	124	267	254	170	188	178	198
Current assets	525	526	506	571	582	578	604
Deferred tax assets	39	34	32	32	31	30	30
Fixed assets	273	256	248	250	249	251	244
Goodwill and other intangible assets	450	443	434	437	429	436	434
Other non-current assets	1	0	7	8	7	29	29
Total assets	1,287	1,260	1,227	1,298	1,299	1,323	1,341

Equity & liabilities

	2022				2023		
\$mm	Q1	Q2	Q3	Q4	Q1	Q2	Q3
Current financial liabilities	28	33	70	63	81	97	91
Current provisions	20	17	15	16	15	16	18
Contract liabilities	71	0	0	58	75	62	73
Trade payables and other current liabilities	177	248	230	245	225	227	226
Current liabilities	295	299	316	381	396	403	409
Deferred tax liabilities	25	23	23	21	21	20	20
Non-current financial liabilities	353	282	297	291	282	283	287
Employee benefit obligations	26	24	21	19	19	18	18
Other non-current liabilities	4	55	3	6	7	18	22
Total liabilities	704	684	659	719	725	742	755
Equity	583	576	568	579	574	582	586
Total liabilities and equity	1,287	1,260	1,227	1,298	1,299	1,323	1,341

# **Detailed overview of cash flow items**

		2022			2023			
\$mm	Q1	Q2	Q3	Q4	Q1	Q2	Q3	
Profit / (loss) before tax	(12)	0	1	4	(4)	7	12	
(+) Depreciation, amortization and impairment	12	12	12	12	11	11	11	
(+) Decrease / (increase) in working capital	(10)	(10)	(9)	(19)	(21)	(15)	(20)	
(+) Net finance income and expenses	8	10	11	8	8	12	13	
(+) Net interest income and expenses	(6)	(6)	(9)	(5)	(8)	(11)	(7)	
Net cash from / (used in) operating activities	(8)	6	8	1	(14)	4	8	
(-) Purchase of property, plant and equipment	1	1	-	6	3	7	1	
(-) Payments for capitalized development expenses	-	-	-	7	-	2	3	
(+) Proceeds from sale of property, plant and equipment	-	-	1	-	-	-	-	
(-) Acquisition of subsidiaries, net of cash acquired	-	-	3	-	-	-	-	
(+) Sale of subsidiaries, net of cash	-	-	2	-	-	-	-	
Net cash from / (used in) investing activities	(1)	(1)	0	(13)	(3)	(9)	(3)	
(+) Proceeds from borrowings	150	-	-	8	25	20	6	
(-) Payment of borrowings	161	8	12	8	16	8	5	
(-) Payment of lease liabilities	2	1	2	-	2	2	1	
Net cash from / (used in) financing activities	(13)	(9)	(14)	0	7	10	0	
(+) Effect of exchange rate changes on cash and cash equivalents	0	(4)	(2)	5	1	1	(3)	
Net increase / (decrease) in cash and cash equivalents	(21)	(7)	(9)	(7)	(10)	6	1	
Cash and cash equivalents at the beginning of the period	92	71	63	54	47	37	43	
Cash and cash equivalents at the end of the period	71	63	54	47	37	43	44	

# **Reconciliation of non-GAAP figures**

#### Net income to reported EBITDA

\$mm	2023 Q3 LTM
Profit (loss) for the period (Net income)	11
(-) Net profit (loss) from discontinued operations	-
Profit (loss) from continuing operations	11
(+) Tax expense (income)	6
Profit (loss) before tax	19
(+) Net financial items	36
Operating profit (loss) (EBIT)	55
(+) Depreciation, amortization & impairment	45
Operating profit before depreciation, amortization & impairment (Reported EBITDA)	101

#### Reported EBITDA to Adj. NOPAT

\$mm	2023 Q3 LTM
Reported EBITDA	101
(+) IT system implementation expense	4
(+) PPA adjustment	2
(+) Phantom equity grant	4
(+) Integration	3
(+) Restructuring	2
(+) Combination cost	1
Adj. EBITDA	117
(-) Depreciation, amortization and impairment	45
Adj. EBIT	73
(-) Tax expense (income)	17
Adj. NOPAT	56

Source: Company information; Note: LTM figures may differ from quarterly figures due to rounding

# **Reconciliation of non-GAAP figures**

#### Invested capital (IC)

\$mm	2022 Q3	2023 Q3
Property, plant and equipment	215	217
(+) Right-of-use assets	32	27
Fixed assets	248	244
(+) Net working capital	145	151
Invested capital	392	395

#### Return on invested capital (ROIC)

\$mm	2023 Q3 LTM
Adj. NOPAT	56
(+) Average IC (average of beginning and ending balance)	394
ROIC	14%

Source: Company information; Note: LTM figures may differ from quarterly figures due to rounding

#### Adj. EBIT CAGR

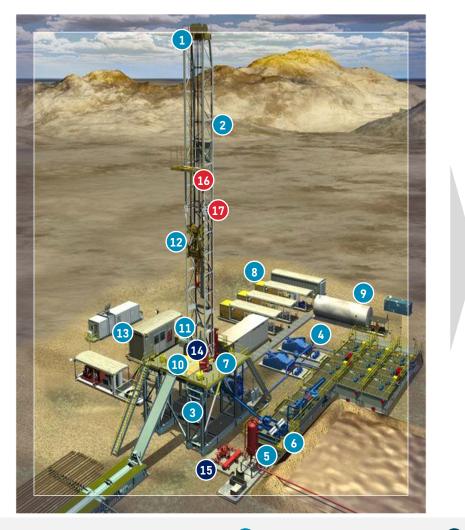
\$mm	2021	2022	2023 Q3 LTM
Adj. EBITDA	86	101	117
(-) Depreciation, amortization & impairment	53	47	45
Adj. EBIT	34	54	73
Adj. EBIT CAGR			47%

#### Adj. cash conversion

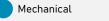
\$mm	2023 Q3 LTM
Adj. EBITDA	117
(-) Capex	16
Net Capex	101
(÷) Adj. EBITDA	117
Adj. cash conversion	86%

# **Illustrative land drilling rig components**

Individual (often interdependent) components



Components	
Mechanical	Components         1. Crown & traveling block         2. Mast or derrick         3. Substructure         4. Mud pump         5. Mud gas separator         6. Shale shakers         7. Drawworks         8. Engine generator         9. Mud, fuel, water tanks         10. Pipehandling
Pressure control	11. Iron roughneck 12. Top drive 13. Controls 14. Blowout preventer 15. Choke manifold
Expendables, consumables & parts	<ul> <li>16. Drill line</li> <li>17. Catline &amp; hoist lines</li> <li>Other: <ul> <li>Shaker screens</li> <li>Fluid ends</li> <li>PPE</li> <li>Lubricants</li> <li>Fuel oil, etc</li> </ul> </li> </ul>



Expendables, consumables & parts (Served largely by distribution companies)

## HVH

# **Types of Drilling Rigs**

- Several categories of drilling rigs exist to target specific drilling requirements, outlined below
- The below representation is illustrative, and the depth ratings cited refer to the maximum water depth rating for modern, high-spec rigs in each category

