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Universal  
Registration  
Document

Discipline  
and Reinvention



**CHARGEURS**

High Emotion Technology®



2023

**Universal  
Registration  
Document**  
Integrated Report  
Annual Financial Report

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This document is a translation into English of the Company's Universal Registration Document issued in French. The French version of the Universal Registration Document was filed on April 10, 2024, with the French Financial Markets' Authority (Autorité des marchés financiers – AMF), as the competent authority under Regulation (EU) 2017/1129, without prior approval as allowed by Article 9 of the Regulation.

The Universal Registration Document may be used as a prospectus for a public offer of financial instruments or the admission of financial instruments for trading on a regulated market, provided that it is accompanied by an information memorandum (or listing particulars) and, if necessary, summary and detailed descriptions of all the amendments made to the Universal Registration Document.

The 2023 Universal Registration Document, including the Annual Financial Report 2023, has been prepared under the ESEF format (European Single Electronic Format) and filed with the AMF, available on the Company's website and on the AMF's website.

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## VISION

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### PURPOSE OF THE INTEGRATED REPORT

The Group's entrepreneurial DNA centers on four fundamental values: reliability, passion, boldness and commitment. Throughout its 150 years of existence, the Group managed to transform itself by capitalizing on a portfolio of constantly evolving assets. Today, Chargeurs is a global leader for high value-added services operating in niche markets. Through this Integrated Report, you will discover the businesses that make up Chargeurs and its history and how, thanks to its entrepreneurial business model, the Group creates sustainable value for all its stakeholders.

This report, which is managed by the Financial Communications Department, is the result of the combined work of all the Group's Executive Committee members. Reported financial and non-financial data illustrates the actions and performance of the Group in 2023.

The background features a city skyline with various skyscrapers and a large stadium-like structure, all reflected in a body of water. The sky is blue with scattered white clouds. The word 'vision' is prominently displayed in the center, with 'vi' in gold, 'sion' in white, and 'i' in black. The letters are large and have a slight shadow effect.

# vision

A committed global group  
with a leader position in niche  
industrial and services businesses

# Global champions in niche businesses

Chargeurs is a diversified international holding company and a leader in niche, high value-added markets with strong structural demand. Active in close to 100 countries with nearly 2,300 employees, the Group is supported by the long-term commitment of Groupe Familial Fribourg, a fully dedicated and engaged shareholder, and its portfolio of assets structured into two strategic divisions, Technologies and Luxury, to address the major challenges faced by its markets.



## TECHNOLOGIES Division

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### CHARGEURS ADVANCED MATERIALS

#### World No. 1

> operating under the trading name Novacel, Chargeurs Advanced Materials offers the most extensive range of high-tech industrial process films on the market, covering the most demanding materials for the construction, interior design and household appliances sectors.

### CHARGEURS PCC FASHION TECHNOLOGIES

#### World No. 1

> world leader in interlinings for the whole clothing industry, Chargeurs PCC Fashion Technologies provides major ready-to-wear womenswear and menswear global brands with highly technical products essential to the creation of their collections.



## LUXURY Division

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### CHARGEURS MUSEUM STUDIO

#### World No. 1

> world leader in cultural engineering and production, Chargeurs Museum Studio offers a platform of services and expertise that is unique worldwide in the service of museums, foundations and brands, with the ambition of creating unforgettable visitor experiences.

### CHARGEURS LUXURY FIBERS

#### World No. 1

> supplies the finest wool fibers in the world. Leveraging its proprietary traceability blockchain, it acts as the traceable and sustainable wool supplier for fashion brands.

### CHARGEURS PERSONAL GOODS

#### Quiet Luxury brands

> brings together and showcases the exceptional expertise in high-end personal accessories segments.



**5**  
businesses  
with unique  
expertise



## KEY FIGURES

# €653.2m

REVENUE IN 2023

## €26.6m

2023 recurring  
operating profit

## 19

production  
sites

## 15

 R&D  
centers worldwide

Industrial  
and commercial  
presence on

## 5

 continents

Nearly  
**2,300**  
employees

## 67.6%\*

Share of Chargeurs  
capital owned  
by Groupe Familial  
Fribourg and  
its partners

## 35%

revenue generated  
by sustainable  
products

\*Investment held jointly  
via Columbus Holding  
and Columbus Holding 2  
(including treasury shares).

## 100%

of employees trained  
in the Code of Conduct

# More than 150 years of entrepreneurial spirit

The Compagnie Maritime des Chargeurs Réunis, founded in 1872, was one of the first major international groups. Its activities included air and sea transport at a time when international transport was booming. In the 1980s, the Group diversified its activities to the textile industry and media. In 1996, two distinct entities were created to refocus the Chargeurs group on its industrial activities on the one hand, and in the audiovisual sector on the other. In 2015, with Michaël Fribourg at its helm, the Group embarked on a new phase in its transformation.

## 1872

Creation of the Compagnie Maritime des Chargeurs Réunis

## 1963

Creation of the first private long-haul airline (UTA)

## 1981

Diversification into textiles, media and industry, and disposal of the transport activities

## 1996

Separation of the industrial activities from the media empire. And IPO on the Paris stock market

- ◆ INNOVATION-DRIVEN GROWTH
- ◆ EXTERNAL GROWTH

## 2017

With the NATIVA™ program for Merino wool, Chargeurs Luxury Fibers becomes a pioneer in the trading of eco-designed and traceable natural fibers

# 2015

## A NEW ERA OF TRANSFORMATION

Colombus Holding S.A.S., founded by Michaël Fribourg, becomes the Group's main shareholder. Major capital expenditure and targeted acquisitions transform the businesses in the Technologies Division, thereby strengthening their technological lead.

Chargeurs Luxury Fibers, for its part, adopts a disruptive business model combining the production of wool which is more eco-responsible with a traceability solution throughout the value chain.

Having created Chargeurs Museum Studio in 2020, the Group assists public and private institutions in their ambition to extend their cultural footprint.

In 2022, Chargeurs creates Chargeurs Personal Goods, positioning Chargeurs as a new player in the high-end personal accessories segment.







## 2019

Launch of the new 4.0 production line at Chargeurs Advanced Materials, strengthening the business line's operational excellence

## 2022

Acquisition of Skira, publisher of high-end art books, and Cambridge Satchel, the high-end leather goods brand



## 2018

Acquisition of PCC Interlining (USA): Chargeurs becomes the world leader in interlining fabrics

## 2020

Creation of Chargeurs Museum Studio with the acquisition of D&P Inc, US leader in integrated solutions for museums

## 2023

Two new innovative products launched at Chargeurs PCC Fashion Technologies: Zero-Water Dyeing, a range of innovative interlinings and Pearlflex, a new PVC-free advertising canvas fabric made from recycled PET yarn

## 2021

Chargeurs moves into the luxury world, with the acquisitions of Swaine, a champion of British luxury, and Altesse Studio, a luxury haircare brand.

**PUBLIC TENDER OFFER  
FOR THE CHARGEURS GROUP:  
the offer coincides with a new  
chapter in the Group's history**



## Interview

**MICHAËL FRIBOURG**  
Chairman and  
Chief Executive  
Officer



*“The Fribourg family and its partners will consolidate Chargeurs’ global expansion model through global niche champions in high value-added sectors.”*

### **What is your take on 2023 for the Group as a whole and each of your Divisions?**

The 2023 fiscal year proved unfavorable, with numerous headwinds. A series of crises adversely affected some of our businesses, notably the long-standing Chargeurs Advanced Materials business line. The latter posted a 17.3% like-for-like decrease in revenue during fiscal 2023. This result followed on from a highly contrasted year in 2022, in which it achieved all-time record business (volumes/prices) levels in first-half 2022, partly owing to substantial post-COVID inventory building at customers, and from the second half onwards was impacted by an exceptional decline in volumes. A series of violent shocks disrupted business expectations in all countries and the recovery finally began in the third quarter of 2023 with a gradual increase in volumes at Chargeurs Advanced Materials.

In addition, the 50% devaluation of the Argentine peso in December 2023 impacted the revenue of the Chargeurs PCC Fashion Technologies business line to the tune of €7 million.

Even though the Luxury Division generated like-for-like revenue growth of 3.4% in 2023, driven primarily by Chargeurs Museum Studio, Group revenue nevertheless declined 6.9% on a like-for-like basis owing to the soft contribution of Chargeurs Advanced Materials.

This affected the Group’s profitability, and even though all businesses continued to generate a profit in 2023, Group recurring operating profit of €26.6 million and attributable net profit of €1.5 million were far below our standards. The sharp decline in the recurring operating profit of Chargeurs Advanced Materials (down 55.7% to €10.1 million), resulting from low sales volumes and higher energy costs, was the main cause of the decrease in the Group’s profitability.

However, the profitability of our growth assets was safeguarded in part and even improved in some of our business activities: driven by powerful sales momentum, Chargeurs Museum Studio posted impressive performances, as did Chargeurs Luxury Fibers, which improved its operating margin by 0.9 points through the ramp-up of NATIVA™ certified wool sales. Chargeurs Personal Goods, our new business line created at the end of 2022 targeting the B2C market of high-end personal accessories, made headway consistent with our objectives, with a 14.7% pro forma like-for-like increase in revenue in 2023. We also made considerable growth investments which weighed on the business line’s profitability this year.

**Following the voluntary public tender offer initiated on December 14, 2023 and finalized on April 3, 2024, Groupe Familial Fribourg now owns 67.6% of Chargeurs. What does this change for the Group?**

Designed without delisting, the offer responded to several objectives:

- offer the possibility of immediate liquidity to institutional and retail investors seeking to reduce all or part of their investment in Chargeurs given that the stock market is still largely unfavorable for small and mid caps;
- provide the Group with a solid base of institutional and retail shareholders willing to support it and take advantage of its future value creation. This project, which I arranged with the support of long-standing institutional and family investors, was favorably received by the Board of Directors and the Group Committee representing employees, which issued a positive opinion on the transaction.

The offer achieved the success we expected. Groupe Familial Fribourg and its partners now hold 67.6% of Chargeurs' capital and, consistent with the objective, the Group keeps a significant portion of free float shares, which will enable investors looking to take advantage of the future value creation of Chargeurs to join us.

Chargeurs will benefit from this solid long-term share ownership structure, enabling it to adapt the development strategy for each of its assets while adopting a long-term vision underpinned by a tighter Executive Committee affording a more agile governance consistent with the Group's transformation challenges. Chargeurs' portfolio of assets is composed of leading global champions in niche markets, Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies in the Technologies Division and Chargeurs Museum Studio and Chargeurs Luxury Fibers in the Luxury Division. The high-end personal accessories brands having recently integrated the Group, within Chargeurs Personal Goods, are being developed and gradually ramping up.



***The new share ownership structure, with a controlling shareholder, marks a new chapter in the Group's value creation journey.***

**Looking to the years ahead, what are your ambitions?**

As I said earlier, we have a true long-term philosophy that we apply to each of our business activities and in which we are investing to consolidate their global leadership. I am fully confident in the quality and potential of our assets, for which we are leading an ambitious investment program, both in R&D and the continuous optimization of the manufacturing base, looking beyond the economic cycles that may temporarily disrupt their financial performance. In fiscal 2024, the focus will be on analyzing major geopolitical and economic trends and how each of our business lines will take advantage of these trends by harnessing its strengths. This analysis will form the basis of a new operational plan for the 2025-2030 cycle. ●

# 2023 Highlights

In 2023, the Group infused its business with a new commercial impetus by stepping up its activities and introducing to the market an extended range of novel and sustainable products and services.



## Launch of an innovative Zero-Water Dyeing interlinings range

Chargeurs PCC Fashion Technologies has strengthened its leadership in the sustainable transformation of the textile industry with its Zero-Water Dyeing collection, a new range of interlinings unique in the world thanks to the low water consumption in the dyeing process, offering a broad color palette. It enables unmatched color restitution on ultralight fabrics, to meet the highly sophisticated needs of the garment industry. ●



## Expanded Group foothold in Saudi Arabia

The purpose of the joint venture agreement between Chargeurs Museum Studio and Saudi Arabian companies, Knowliom and Zamil Group Trade & Services Co., is to increase its local capacity to support the development of large-scale cultural initiatives in Saudi Arabia. This project highlights the Group's momentum in the Middle East. ●



## Inauguration of the Swaine brand flagship store

In London, Chargeurs inaugurated its flagship Swaine store, a new flagship setting new standards in terms of customer experience. This iconic venue showcases the brand's exceptional expertise, with leather accessories, hats and umbrellas. A "bespoke" area is dedicated to special customer requests and presents the most iconic pieces of the House of Swaine. ●



## Launch of "Pearlflex", an innovative PVC-free advertising canvas

Chargeurs PCC Fashion Technologies joined forces with JCDecaux to develop a PVC-free made with recycled PET yarn. Thanks to this new manufacturing process, the carbon impact of "Pearlflex" canvases is cut in half compared with traditional canvases, while maintaining the same highly technical features and guaranteeing excellent image quality. ●

## Launch of the NATIVA™ program for cotton and cashmere fibers

Buoyed by the success of NATIVA™ for wool, and keen to address the increasing needs for sustainable products, Chargeurs Luxury Fibers extended its traceability program in 2023 to cotton and cashmere fibers with the implementation of NATIVA™ in Greece and Mongolia. ●



# Global-leading assets in niche markets

**The Group's activities are structured into two strategic Divisions: Technologies, with high technology industrial assets, leaders in their markets and benefiting from a firmly established global footprint, and, Luxury, bringing together assets with strong growth potential.**

The Group's diversification strategy is combined with constant innovation to premiumize its products and services and make them more sustainable. The challenges shared by the business lines and the segments in which they operate allow the businesses to draw on each other's expertise in order to consolidate and strengthen their global-leading positions and develop their business model. ●

## TECHNOLOGIES Division

**Construction, renovation, interior design, infrastructure markets,  
the fashion industry**

**The Technologies Division brings together Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies.**

Both benefit from technological and manufacturing expertise recognized by their customers throughout the world.

The two segments stand out for their continuous commitment to innovation, constantly adapting their production processes and their product and service ranges to fulfil the expectations of their customers.

Drawing on their established global reputation, they serve more than 7,000 customers from extremely diverse industrial sectors who place their trust in the quality of their products and their customer service, and their ability to anticipate and cater to new market expectations.

The products developed by the two Technologies businesses play a pivotal role in the customer manufacturing process:

- Chargeurs Advanced Materials' industrial process films maintain all surfaces intact, throughout the transformation cycle and right through to the end customer.
- Chargeurs PCC Fashion Technologies' interlining range is essential in the construction of a garment, providing structure and durability.

Their business models leverage a highly technological and constantly optimized production base, thanks to industrial innovation and process digitalization. ●

## LUXURY Division

**Cultural engineering and production, art books, sustainable natural fibers  
and high-end personal accessories**

**The Luxury Division brings together the Chargeurs Museum Studio, Chargeurs Luxury Fibers and Chargeurs Personal Goods businesses.**

They serve a variety of sectors – culture, high-end clothing and personal accessories – which are less sensitive to economic turbulence and for which demand is fast-expanding. These business lines leverage the creativity of in-house teams which the Group built to serve cultural institutions,

as well as brands and consumers seeking high-end products. Chargeurs Museum Studio designs unforgettable visitor tours and links audiences with their history, Chargeurs Luxury Fibers addresses increasing demand from industrial players and consumers for greater traceability of natural fibers, and lastly, Chargeurs Personal Goods develops the exceptional craftsmanship of each of its B2C brands recently acquired by the Group. ●

# TECHNOLOGIES Division

Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies, world leaders in their respective markets, provide their customers with their innovation expertise and industrial know-how, to support them in the transformation of their business models.







# Chargeurs Advanced Materials

€272.0m

Revenue in 2023

## World leader for industrial process films

With its Novacel® brand, Chargeurs Advanced Materials markets a comprehensive range of industrial process films, adhesives, specialty papers and the technical machines which protect and add value to the materials of its customers operating in various sectors: construction, furnishings, infrastructure and household electrical appliances. The films range, developed by Chargeurs Advanced materials, integrates a proprietary adhesive, applied in thin even coats, using the business line's distinctive coating process. The film coats the surface and contributes to the manufacturing process by acting as a "facilitator", at certain fundamental stages for customers such as lubrication, laser cutting, stamping and the finishing of the material. The film also contributes to reducing the amount of waste generated by the industrial process.

In 2023, business at Chargeurs Advanced Materials was impacted by the difficult economic backdrop which affected all its markets, particularly the construction market. The business line nevertheless has remained profitable. The recovery kicked in from the fourth quarter with a year-on-year increase in sales. Chargeurs Advanced Materials continued its business development in high growth potential regions by opening an office in Indonesia and expanding its teams in India. ●



# Chargeurs PCC Fashion Technologies

€193.1m

Revenue in 2023

## Global leader in interlinings for the apparel industry

Chargeurs PCC Fashion Technologies offers a broad range of textile products for major global apparel brands for men and women. These technical fabrics, which are key to ensuring structure and durability in garments, are thermofixed to interior layers of the external fabric in clothing such as coats, jackets, shirts and sportswear. With the increasingly technical and sophisticated features of garments, innovation assumes a key role. With this in mind, the R&D teams at Chargeurs PCC Fashion Technologies are located as close as possible to their customers, in the international fashion capitals: New York, Shanghai, Hong Kong, Milan and Paris.

In 2023, the commercial strategy rolled out was notably driven by the launch of innovative products: Zero-Water Dyeing, a range of interlinings developed in a broad palette of colors. The process involves dyeing the adhesive material rather than the fabric itself. Zero-Water Dyeing is perfectly suited to delicate items which require high-quality interlining perfectly stuck to the fabric while remaining invisible, enabling thus a soft structure and unique color restitution. Chargeurs PCC Fashion Technologies has also developed synergies with Chargeurs Luxury Fibers, by using NATIVA™ wool, to launch Thermo+, an innovative product addressing a new textile application such as padding. ●





# LUXURY Division

The Group brings together global leaders in cultural engineering and production, in premium and traceable wool fibers, as well as iconic luxury brands in high-end leather goods and personal accessories.





## Chargeurs Museum Studio

€105.8m

Revenue in 2023

### A global player in cultural engineering and production in a fast-expanding market

Museum Studio benefits from a global presence and reputation, operating in more than 40 countries, with a strong footprint in the United States. A genuine cultural catalyst, the business line harnesses the expertise of its teams at every stage of the value chain and offers a broad portfolio of services: advisory, design of permanent and temporary exhibitions, project management, curatorial and interpretation, creation of immersive experiences and even publishing and cultural retail.

Business was buoyant in 2023, characterized by the commissioning of new projects and the excellent timely execution of different milestones for projects won in 2021 and 2022, including the major Diriyah Gate project in Saudi Arabia, the Sheikh Zayed Grand Mosque in Abu Dhabi, the National Air & Space Museum as well as the Cleveland Museum of Natural History in the United States, the Carlsberg Museum in Copenhagen, and not forgetting Trinity College, Dublin, in Europe. ●



## Chargeurs Luxury Fibers

€73.3m

Revenue in 2023

### World leading trader in natural fibers, produced and transformed using eco-friendly practices

Leveraging its know-how with over 60 years' experience in the premium wool industry, Chargeurs Luxury Fibers delivers turnkey procurement solutions to brands looking for natural fibers. Marketed under the NATIVA™ brand, this solution guarantees the traceability of Merino wool fibers throughout the value chain, thanks to Chargeurs' proprietary blockchain technology.

In 2023, revenue generated by NATIVA™ wool represented more than 20% of sales of the business line, up 40% compared with 2022, thereby addressing the increasing demand from major apparel brands for wool produced by deploying eco-responsible practices. On the strength of this success, in 2023, Chargeurs Luxury Fibers deployed its NATIVA™ program to cotton and cashmere fibers. ●



## Chargeurs Personal Goods

€9.0m

Revenue in 2023

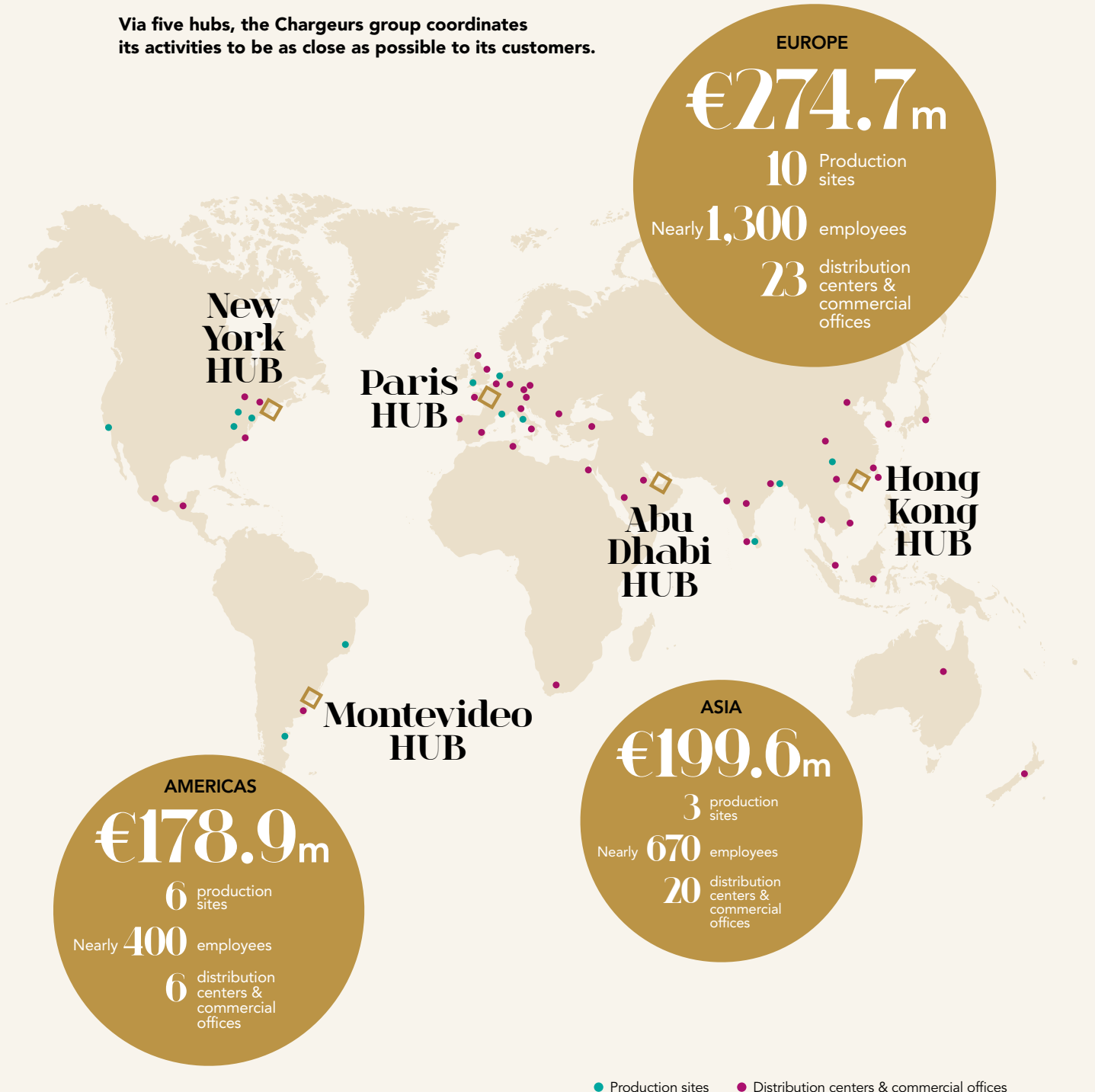
### A high-end personal accessories offering

The Chargeurs Personal Goods business line includes the Fournival Altesse and Cambridge Satchel brands. Fournival Altesse, manufacturer of high-end hairbrushes since 1875, perpetuates expert craftsmanship and stands out as a leader in the haircare segment. Founded in 2008, Cambridge Satchel, the affordable British luxury brand, has built its reputation on the iconic Satchel, inspired by the traditional model used in British schools. The brand is developing a multi-channel sales strategy internationally. Chargeurs also owns Swaine, the oldest leather goods brand in the world, founded in England in 1750.

2023 at Chargeurs Personal Goods was marked by investments carried out to boost the desirability of the three brands internationally. Fournival Altesse continued its commercial rollout: its products are now referenced by numerous retailers in France. A first physical point of sale was opened in New York. Cambridge Satchel continued its commercial expansion with the opening of its first permanent store in Covent Garden, London, and the signing of exclusive partnerships, notably with Hello Kitty. The Swaine brand, for its part, inaugurated its new global flagship store in the heart of New Bond Street, London. The brand initiated its penetration of the Japanese market, where it has one point of sale at the Vulcanize Select shop in Tokyo. ●

# Internationalization has been part of our Group's DNA from the outset

Via five hubs, the Chargeurs group coordinates its activities to be as close as possible to its customers.





# STRATEGY

Cementing the Group's global leadership in its niche markets, prioritizing innovation, industrial and commercial agility in each of its businesses, consolidated in two Divisions, Technologies and Luxury.

# Global challenges as new opportunities

**Chargeurs implements its strategy in a constantly changing world. New trends are emerging, creating new customer expectations. In response to these challenges and changes, the Group continues to adapt and its flexibility enables it to navigate this complex environment, considering these transformations as growth opportunities.**

## Optimizing the business model to address sustainable development challenges

Faced with the necessity to use natural resources in a more responsible way and to limit the carbon footprint of products and services, companies are rethinking each stage of their production and supply chains. These challenges represent key opportunities to be more innovative and to gain greater agility, enabling them to optimize their business models in favor of more sustainable value creation.

**In 2023, Chargeurs Advanced Materials** invested in the latest technology for machines at the Italian production site, to reduce consumption of electricity and gas: respectively by ~25% and ~8% in 2023 for scope 1 and 2. The business line also continued the deployment of its eco-responsible Oxygen range of industrial process films. **Chargeurs Luxury Fibers** joined LVMH Group's LIFE 360 Business Partners plan with its NATIVA™ traceable wool program.

## Transferring cultural heritage to new generations

The transfer of the cultural heritage of a population or a nation to young people is an ever-growing challenge. As guardians of collective memory, museums and cultural institutions play a central role in this respect. With this in mind, their mission goes beyond mere preservation, extending its focus to the education and inspiration of future generations.

In this way, museums and cultural institutions make a significant contribution to the vitality and appeal of cities and countries, acting as cultural magnets.

**In 2023, Chargeurs Museum Studio** reported remarkable growth and its secured order portfolio, valued at more than €240m at end-2023, illustrates the recognition of its cultural ecosystem for its essential role with the cultural institutions, museums and the brands it assists in their cultural and educational ambitions.

## Addressing growing premiumization demand from customers

Industrial customers seek committed supplier partners who demonstrate in-depth knowledge of their needs, combining quality and fair pricing. These expectations represent opportunities for Chargeurs which, with its R&D resources and the continuous improvement of its industrial processes, demonstrates its ability to anticipate market trends.

**In 2023, Chargeurs PCC Fashion Technologies** harnessed its expertise in high-tech print materials to design a PVC-free advertising canvas, Pearflex, for JCDecaux. This product demonstrates the strength of collaborative innovation.



## Enabling individuals to spotlight their personalities

New generations are attracted by the value propositions of luxury brands which commit to perpetuating excellent expertise and combining sustainability with desirability. New generations desire beautiful objects which enable them to express their personality. The Luxury vision promoted by Chargeurs group brands, with a focus on sustainable Quiet Luxury, caters to these expectations.

**In 2023, Cambridge Satchel** transformed its visual identity to enhance its desirability among younger generations. Altesse Studio stepped up its referencing across numerous retailers. The Swaine brand opened its flagship store in London and also actively operates in Tokyo. ●



# A strategy to create world leaders

**Since 2015, Chargeurs has invested in each of its assets to build global champions in high value-added niche markets.**

Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies successfully adapted to constantly changing markets and to address increasing needs of customers, who are even more demanding and global. By considerably stepping up R&D investments, the two activities innovated and launched new products, while also entering into a more collaborative approach with their customers by offering bespoke services to support them in their own transformation. Parallel to this, the Group modernized its manufacturing facilities, revamping and digitalizing product lines and boosting its industrial efficiency and flexibility.

## A targeted acquisitions policy

Since 2015, Chargeurs has carried out 16 targeted acquisitions, including 10 in Luxury. They have enabled the Group to extend its global footprint in strategic geographical regions and to acquire new expertise,

strengthening its global leadership in legacy businesses. They have also enabled the Group to successfully diversify into fast-growing markets, notably in cultural offerings.

Hence, Chargeurs created Chargeurs Museum Studio, which has become the world leader in assisting cultural institutions, brands and museums on major cultural projects. The Group also succeeded in its entry into the B2C market with the acquisitions of high-end accessories and luxury leather goods brands, benefiting from recognized age-old craftsmanship appreciated by a demanding clientele looking for unique pieces.

**From an industrial group serving professional customers,** Chargeurs has gradually diversified its activities toward more customer-driven sectors. As such, Chargeurs benefits from more balanced exposure to various economic cycles. ●

### ACQUISITIONS IN EACH DIVISION, WITH THE GOAL OF:

#### Chargeurs Advanced Materials

Increasing market share in the United States.  
Expanding the comprehensive and fully-integrated product and service offering.



#### Chargeurs PCC Fashion Technologies

Amplifying global reach to be closer to customers and fashion brands and to extend the product and service offering.



#### Chargeurs Museum Studio

Creating the world leader in cultural engineering with targeted acquisitions of expertise, to design a comprehensive service offering for cultural institutions, brands and museums.



#### Chargeurs Personal Goods

Becoming a key player in Quiet Luxury through high growth potential brands.





# Chargeurs has transformed its businesses, laying the foundations for tomorrow

In recent years, the Group has enriched its portfolio, which now includes best-in-class industrial assets such as Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies, world leaders in their respective markets. It also brings together assets focused on high potential growth services, such as Chargeurs Museum Studio and Chargeurs Luxury Fibers, also world leaders, as well as high-end personal accessory brands, targeting the B2C segment.

**Chargeurs is a diversified international holding company, active via hubs in Paris, New York, Hong Kong, Abu Dhabi and Montevideo**, positioned as closely as possible to its customers and tapping into all growth opportunities.

## Public tender offer: introducing a new chapter in the Group's history

On December 14, 2023, a voluntary public tender offer was made to purchase Chargeurs' shares, without delisting, by the Colomus group, controlled at the highest level by Michaël Fribourg. The transaction served to strengthen the Group's shareholder structure with the goal of consolidating its long-term growth strategy.

**The Chargeurs group is now engaged in a new operating configuration**, backed by a strengthened shareholder structure. This will be achieved through a development plan, prepared in 2024 and presented during the first quarter of 2025, covering the 2025-2030 period.

Following the public tender offer, Groupe Familial Fribourg and its partners hold 67.58% of the Chargeurs capital (including the 824,460 treasury shares). Maintaining a substantial free float enables shareholders to take advantage of the Group's future value creation. ●



**Chargeurs boasts a portfolio of brands that are highly valued by customers and which enjoy robust pricing power**, leveraging a streamlined and modernized production base, a strong culture of innovation and a global footprint, within businesses that have remained profitable despite the many crises they have experienced.



**CHARGEURS PCC**  
FASHION TECHNOLOGIES



# Our 2023 CSR policy

Chargeurs is convinced that the answer to ESG challenges can only be found in collaboration with all stakeholders. All the initiatives in 2023 are aligned with this conviction, starting with a work group on responsible procurement.



## 2023 highlights

- A large-scale effort was made to implement the **Code of Conduct** within the Chargeurs group, notably via online training enabling the Group to **train 100% of staff**. This program has been extended to all our external stakeholders in an effort to share the same high standards of ethics and compliance.
- Training remains a top priority of HR policy at Chargeurs with **21 hours of training per employee in 2023**. To raise employee awareness of **CSR challenges**, dedicated modules were added to the 360 Learning platform, addressing issues such as climate, biodiversity and sustainable finance. An interactive "**Climate Pitch**" was recommended by members of the CSR committee as part of the drive to increase awareness on climate issues.
- Given the strategic nature of the supply chain for an international group, Chargeurs established a work group specifically focused on **responsible procurement**. Its first task is to update the Responsible Procurement Charter with a view to publication in 2024.

## Our commitments

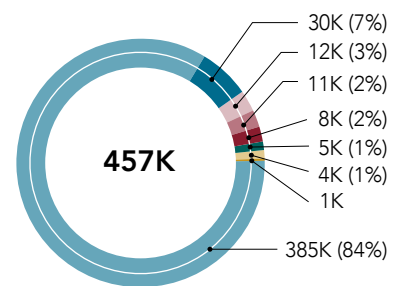
- Our **Code of Conduct** formally enshrines all the values, principles and rules that unite the Chargeurs group's employees around an ambitious, sustainable and innovative project.
- Chargeurs is a member of the United Nations' (UN) **Global Compact** since 2017. The Group's CSR approach recognizes **the UN Sustainable Development Goals (SDGs)**, aligning them with the ten fundamental principles in the areas of human rights, labor, the environment and the fight against corruption.
- Chargeurs placed a Sustainability-Linked (Euro PP) loan which is founded on two CSR commitments:
  - > a reduction in the frequency of accidents;
  - > an increase in revenue generated by sustainable products.
- Our production sites are subject to an annual **SMETA** (Sedex Members Ethical Trade Audit) auditing procedure. SMETA is a recognized social and ethical audit methodology that demonstrates the operational implementation of our commitments in these areas.
- Through **Chargeurs Philanthropies**, we are committed, alongside those taking action to shape the future, to develop art and culture, support young people and their education, as well as champion health and healthcare.
- In 2023, Chargeurs renewed its commitment to the **Modern Slavery Statement**, as required under UK law, and confirmed its responsibility as a global company for tackling all forms of modern slavery through its supply chain.



## Our climate commitment

- The Board of Directors has appointed a director as **Climate Change Lead**, with the role of specifically monitoring this key topic for a global group such as Chargeurs within the Board.
- Chargeurs decided to design and implement an ambitious, detailed and automatic calculation of its carbon footprint. In an initial phase, the approach will focus on emissions accumulated in the cradle-to-gate segment.
- **As a result, the Group's carbon footprint** for 2022 was updated to fine-tune **Scope 1, 2 and 3** thanks to the development of this tool, specifically adapted to the diverse nature of the Group's business activities.
- Efforts were kick-started **to reduce emissions** with priority given to the Group's most polluting emission sources, mainly stemming from the two business units – Advanced Materials and PCC Fashion Technologies.

### CARBON FOOTPRINT OF ACTIVITIES CARRIED OUT IN 2022



- Scope 1
- Scope 2
- Scope 3 Energy
- Scope 3 Procurement
- Scope 3 Upstream Freight
- Scope 3 Downstream Freight
- Scope 3 Shareholding
- Scope 3 Business Travels



# Placing innovation at the heart of the Group's strategy

From the creation of high value-added products and services to the optimization of our industrial processes to enhance operational efficiency, our teams share a passion for innovation. This creative impetus translates into the development of ingenious solutions in-house and with our partners. Leading the way in its markets, Chargeurs focuses on promoting more sustainable products and services.

## Developing more sustainable products to tackle environmental challenges and fulfil customer expectations.

The future lies in promoting the circular economy and reducing pollution, by developing advanced recycling techniques. To address growing demand from our industrial customers for more sustainable products, our R&D teams strive to create more eco-virtuous solutions. Our recent innovations meet both the expected quality standards and our customers' ambitions to shrink their carbon footprint.

Chargeurs Advanced Materials is positioned as a forerunner in its markets, with its eco-responsible Oxygen range and next-generation industrial process films which use less virgin plastic and deliver a smaller carbon impact. **The Oxygen range combines product innovation with novel optimization of the industrial process.**



### THE OXYGEN FILMS RANGE IS ORGANIZED INTO THREE ECO-DESIGNED TECHNOLOGIES:

**OXYGEN RECYCLED**

**25%**

recycled polyethylene (PE).

**OXYGEN VEGETAL**

**30%**

plant-based, organic PE.

**OXYGEN LEAN**

**20%**

less virgin PE, by deploying an advanced manufacturing technique.

These past five years, Chargeurs Advanced Materials has introduced close to 60 new products (including the Oxygen range), catering to new market expectations. The business line simplifies its range to promote greater versatility of its products.

Water consumption is a critical challenge for the environment, notably in the textile industry. Mindful of this challenge, in **2023, Chargeurs PCC Fashion Technologies designed and launched Zero-Water Dyeing**, an exclusive fabric coloring process using no water, which enables dyeing of the interlining adhesive rather than the fabric itself. This high-quality and innovative interlining, developed in a broad palette of colors is ideally suited to delicate items which require premium interlining perfectly stitched to the fabric while remaining invisible, to produce a soft structure and unique color restitution.

## Chargeurs innovates in industrial processes to strengthen its operational excellence

In 2023 the Group made targeted investments to boost energy efficiency. As a result, the modernization of the production line at the Chargeurs Advanced Materials site in Italy triggered reductions in its electricity and gas consumption of 25% and 8% respectively.

Furthermore, R&D and Production teams at Chargeurs PCC Fashion Technologies designed an innovative production line, in collaboration with an industrial supplier.

**Chargeurs Museum Studio reinvents the art of narration** and creates emotional heritage. Innovation is ingrained in the business line's DNA, whose role is to design increasingly innovative and eco-friendly spaces that demonstrate awareness of the geopolitical challenges, with a view to connecting audiences with their memory. Operating as a catalyst for culture, the business imagines and builds bespoke tour packages, showcasing a narrative that immerses and galvanizes the visitor to capture their full attention. The business also supports cultural policies to foster urban regeneration. In 2023, Chargeurs Museum Studio helped boost the city of Glasgow by participating in the Burrell Collection renovation and transformation project which was awarded the Art Fund Museum of the Year 2023.

Thanks to this new machine, the business line will provide fashion brands with an increasingly enhanced product experience, and new, higher quality, interlining fabrics. The new, eco-designed production line will optimize the production process by consuming less energy. Commissioning is scheduled for 2024 at the site of La Lainière de Picardie in France.



*As part of the Holy Grail 2.0 project carried out in partnership with the Alliance to End Plastic Waste, Chargeurs Advanced Materials (CAM) validated its printed digital watermarks technologies. When implemented, this project will enable CAM to improve the traceability of its films, the quality of its sorting and the recycling of its process films.*



## Prioritizing R&D partnerships

**Chargeurs Advanced Materials** renewed its partnership with the Alliance to End Plastic Waste which seeks to develop new solutions to reduce plastic waste and promote the circular economy.

**Chargeurs Advanced Materials** has also extended its partnership with l'École Polytechnique Fédérale de Lausanne (EPFL) to further research into the emergence of more sustainable plastics.

In 2023, **Chargeurs PCC Fashion Technologies** stepped up its collaboration with CLO Virtual Fashion, the world leader in the creation of 3D garment prototypes. With the CLO 3D software, the business line invites customers from all over the world into a virtual showroom, delivering an extensive catalog of more than 1,000 interlining features. This interactive design enables fashion brands to insert the interlinings of Chargeurs PCC Fashion Technologies directly into their virtual prototypes and save time in the production and marketing of their collections. Chargeurs PCC Fashion Technologies adopts an eco-responsible approach by considerably reducing the vast amount of samples sent by physical mail. ●

# Our shared value creation model

## Our resources

## Trends

More responsible growth — Premiumization —

### WORKFORCE

- Nearly 2,300 employees
- 34.7% women
- 1.4% investment in employee training
- 30 countries with active employees

### FINANCIAL

- A solid financial structure
- A long-term controlling shareholder, Columbus Holdings

### MANUFACTURING

- 19 production sites
- A strong culture of innovation with 15 R&D laboratories

### ENVIRONMENTAL

- 182 GWh of energy consumed
- 411 m<sup>3</sup> of water consumed

### SOURCING AND SUPPLY

- A committed “responsible procurement” approach
- Raw materials used: polyester and derivatives, cotton (purchased in yarns or woven fabrics), PE films (polyethylene)

### SOCIAL/SOCIETAL:

- An established, proactive CSR policy
- A committed foundation: Chargeurs Philanthropie

**FOCUSED ON  
ENTREPRENEURIAL  
SPIRIT**

—  
**Passion  
Boldness  
Reliability  
Commitment**

**TECHNOLOGIES  
Division**

Chargeurs  
Advanced Materials  
Chargeurs PCC  
Fashion Technologies

**LUXURY  
Division**

Chargeurs  
Museum Studio  
Chargeurs Luxury Fibers  
Chargeurs  
Personal Goods

**factoring climate change**

Developing and optimizing our portfolio of solid assets, benefiting from our leading global positions in our niche markets and high-growth markets.

Personalization — Transfer of cultural heritage

## Our value creation model

### Our growth strategy

- Consolidate the global leadership of our activities in the Technologies Division
- Continue the expansion of our new champion Chargeurs Museum Studio
- Cement the global leadership of Chargeurs Luxury Fibers in trading eco-designed natural fibers
- Fuel the desirability of our brands in the new Chargeurs Personal Goods business line

#### Leveraging:

- The industrial excellence of our production base
- A far-reaching global foothold
- The innovation expertise of each of our businesses

into strategic thinking

#### WORKFORCE

- 94.8% permanent contracts
- 26% of the Group's top 50 executives are women
- 21 hours of training per employee

#### FINANCIAL

- €653.2m in revenue
- €26.6m in recurring operating profit
- Enterprise value tripled since 2015 (€541m in 2023 vs. €178m in 2015)
- 35% of our revenue generated by our sustainable product ranges

#### MANUFACTURING

- High-tech proprietary technologies
- Boosting employment in local economies

#### ENVIRONMENTAL

- CO<sub>2</sub> emissions/Mm<sup>2</sup> of production: -5.3%
- Water consumption/Mm<sup>2</sup>: -6.3%
- Waste production (Tonnes): -11%

#### SOURCING AND SUPPLY

- More than 393 suppliers signed the Responsible Procurement Charter
- Organization of social and environmental audits at our strategic suppliers: more than 30 suppliers audited and 272 farms NATIVA™ certified
- NATIVA™ program, ensuring full traceability of wool

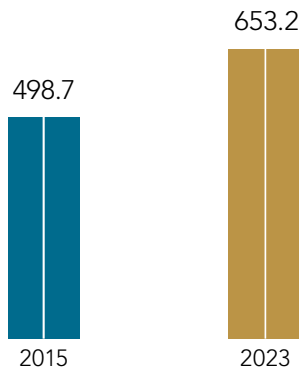
#### SOCIAL/SOCIETAL

- Initiatives led in our operating regions working closely with communities

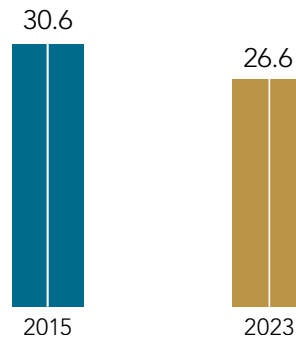
# Financial performance

€m

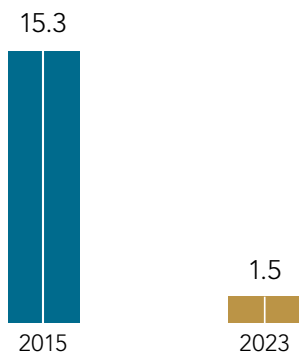
## REVENUE



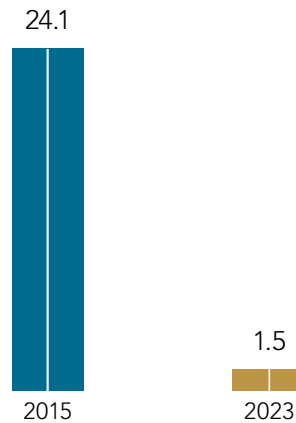
## RECURRING OPERATING PROFIT



## ATTRIBUTABLE NET PROFIT



## NET CASH FROM OPERATING ACTIVITIES





# Non-financial performance

Chargeurs is a member of the **United Nations' (UN) Global Compact** since 2017. The Group's CSR approach recognizes the UN Sustainable Development Goals (SDGs), aligning them with the ten fundamental principles in the areas of human rights, labor, the environment and the fight against corruption.

## SAFETY

# 7.21

**Occupational accident frequency rate**  
(vs. 6.52 in 2022)

Efforts are being pursued and stepped up at all industrial sites to achieve the expected result in 2024, with full involvement from all managers. In an effort to highlight Top Management's commitment and vision, a Group Safety policy was drafted, which will be distributed to entities across the board.



## SUSTAINABLE PRODUCTS

# 35%

**of revenue generated by sustainable products**  
(vs. 33.2% in 2022)

In 2023, 35% of Chargeurs' revenue was achieved by sustainable products. This result shows how the Group is continuing its product transformation to adopt sustainable ranges.



## CO<sub>2</sub>

# -5.3%

**CO<sub>2</sub> emissions related to energy consumption in equivalent metric tonnes per million sq. meters of production (Mm<sup>2</sup>)**  
(54 TCO<sub>2</sub>eq./Mm<sup>2</sup> vs. 57 TCO<sub>2</sub>eq./Mm<sup>2</sup> in 2022)

CO<sub>2</sub> emissions/Mm<sup>2</sup> declined in 2023. This resulted from a decrease in total energy consumption, in 2023, versus 2022. Wide-scale energy performance initiatives were implemented during the year.



## WATER

# -6.3%

**water consumption in m<sup>3</sup>**  
(vs. -11.6% in 2022)

Overall water consumption continued its decline thanks to effective reduction initiatives, such as the widespread use of products made from mass-dyed yarn which is replaced by water-intensive processes such as dyeing.



## Transparent and ethical principles that serve to guide Group strategy

# 26%

of the Group's Top 50 executives are women

# 50%

Independent Board members

# 100%

of staff trained in "ethics and compliance"

# Risk management measures

Chargeurs operates its businesses in varied and fast-changing environments. As a result, it is exposed to risks which, if they were to occur, could adversely affect its business, financial position, reputation and/or outlook.

In 2023, the Group stepped up its risk management measures with the implementation of an approach structured as follows:

- a reassessment of the risks to which the Group is exposed which will be performed annually: a Risk Committee was established in 2023 to identify the most significant risks and considering the likelihood of their occurrence, their potential impacts, and the current management measures;
- constant adaptation of internal control procedures, quality assurance programs and business continuity plans;
- continued strengthening of the risk management culture throughout the Company, particularly with self-assessment campaigns to facilitate interactions between the three specified levels of responsibility.

## LEVEL 1

Controls ensured by each employee and their management in their day-to-day activities.

## LEVEL 2

Supervision and assistance controls, ensured by the Executive Committee, the Group Head of Internal Control, the Group Chief Compliance Officer, the Data Protection Officer and the support functions in their areas of expertise.

## LEVEL 3

Controls of the relevance and efficiency of measures at Levels 1 and 2, as supervised by the Audit Committee and the Board of Directors.

The table below outlines the most significant risk factors. Other risks, likely to have an unfavorable impact may exist or arise; these risks are not considered as material but are still factored in when adjusting and bolstering risk management systems.

CATEGORY	RISK	LIKELIHOOD*
Risks related to the macroeconomic environment	Sharp increase in non-energy input costs	Low
	Pressure on energy resources	Moderate
	Risks related to financial markets	Moderate
	Risks related to changes in regulations	Moderate
Risks inherent in business activities	Supply chain disruption	Low
	Industrial and business continuity risks	Low
	Pollution or impact on the physical environment	Low
	Risks related to the quality of products sold	Moderate
	Personal safety	Moderate
	Deficient change management	Moderate
Risks of malicious damage and unethical behavior	Talents and skills management	Low
	Cyberattacks & the integrity of information systems	Moderate
	Infringement of intellectual property	Low
	Damage to the Group's image and reputation	Low
Risk of force majeure	Risk of fraud or asset deterioration	Low
	Geopolitical instability	High
	Extreme climate or geological events	Moderate
	Pandemics/lockdowns	Low

For more information, see Chapter 2 of this Universal Registration Document.

\* In terms of likelihood of occurrence in 12, 24 or 60 months (High, Moderate, Low).



# GO VERNANCE

The Group operates through a decentralized organization whereby each business line, directed by its Executive Committee, determines and implements its growth strategy. The presence of a controlling shareholder, the Columbus group, managed by Groupe Familial Fribourg, offers long-term perspective while ensuring active involvement in its governance.

# Governance designed to back a long-term strategy

## Board of Directors

### Composition as of December 31, 2023



#### Michaël Fribourg

Chairman and Chief Executive Officer, Chargeurs

Current term expires: 2024 AGM, 2024 Board Meeting (Chairman)  
2026 Board Meeting (CEO)  
Chair of the Acquisitions Committee  
EXPERTISE: *Experience of Group business lines, international experience, finance/audit/M&A, CSR, Governance of listed companies, digital/new technologies*



#### Colombus Holding S.A.S.

Director, represented by Emmanuel Coquoin

Member of the Audit Committee and the Governance and Compensation Committee, Climate Change Lead, Member of the ad hoc Committee  
Current term expires: 2025 AGM  
EXPERTISE: *Experience of Group business lines, international experience, finance/audit/M&A, CSR, Governance of listed companies, digital/new technologies*



#### Isabelle Guichot

Independent Director

Chair of the Audit Committee and member of the ad hoc Committee  
Current term expires: 2025 AGM  
EXPERTISE: *Experience of Group business lines, international experience, finance/audit/M&A, CSR*



#### Anne-Gabrielle Heilbronner

Independent Director

Member of the ad hoc Committee  
Current term expires: 2025 AGM  
EXPERTISE: *International experience, finance/audit/M&A, CSR, Governance of listed companies*



#### Alexandra Rocca

Independent Director

Chair of the Governance and Compensation Committee  
Current term expires: 2026 AGM  
EXPERTISE: *International experience, finance/audit/M&A, CSR, Governance of listed companies, digital/new technologies*



#### Nicolas Urbain

Director

Director, member of the Governance and Compensation Committee and the Acquisitions Committee  
Current term expires: 2026 AGM  
EXPERTISE: *Experience of Group business lines, international experience, finance/audit/M&A, Governance of listed companies*

# 50%

**Percentage of women at December 31, 2023**

3 women directors, i.e., women representation of 50%, above the legal threshold of 40%

# 50%

**Percentage of Independent Directors at December 31, 2023**

Alignment of independence criteria on the Board with those of MiddleNext

# 6

**Meetings**

# 97%

**Attendance rate for the Board of Directors**

# Board Committees

**Three specialist Committees work with the Board of Directors, highlighting the Company's commitment to implement governance best practices.**

## Governance and Compensation Committee

4 Meetings  
100% attendance rate

The Governance and Compensation Committee assists the Board of Directors in setting the compensation and benefits of executives so that the Company can retain and attract the best talents, while ensuring that executive pay is aligned with shareholders' interests and the Company's performance.

In 2023, it examined and issued recommendations to the Board of Directors on the compensation of the Chairman and Chief Executive Officer, the fixed and variable compensation of the Managing Directors of the business lines, and the compensation of Directors. For more information, see Chapter 4 of this Universal Registration Document. ●

## Audit Committee

4 Meetings  
100% attendance rate

The Audit Committee monitors the process of drawing up financial information, and reviews and analyzes the annual and half-year financial statements. It also monitors the efficiency of risk management and internal control measures as well as the work and independence of the Statutory Auditors.

In 2023, it examined the processes used to prepare the annual 2022 financial statements and half-year 2023 financial statements, as well as the report on Corporate Governance and Internal Control. It also reviewed the Group's CSR policy and targets as well as the "Compliance" audits. For more information, see Chapter 4 of this Universal Registration Document. ●

## Acquisitions Committee

The Acquisitions Committee is responsible for examining the Group's global external growth strategy, reviewing on a case-by-case basis significant external growth projects or transactions of strategic importance to the Group, and monitoring progress on projects.

In 2023, the Acquisitions Committee did not meet, with the Group's proposed acquisitions directly reviewed by the Board of Directors. ●

In 2023, an ad hoc Committee, mostly comprising Independent Directors was formed within the Board of Directors, following the voluntary public tender offer announced on December 14, 2023. The purpose of this Committee was to supervise the work of the appointed independent expert before issuing recommendations to the Board of Directors regarding this public tender offer.

# Executive Committee

Composition as of April 9, 2024



**Michaël Fribourg\***  
Chairman and Chief Executive Officer



**Olivier Buquen\***  
Deputy CEO, Financial Affairs and Group Performance,  
Chairman of Chargeurs Museum Studio  
and Chargeurs Advanced Materials



**Joëlle Fabre-Hoffmeister\***  
Group Secretary General, Deputy CEO Organization,  
Talents and Sustainable Transformation  
Chief Compliance Officer



**Philippe Denoix**  
Managing Director,  
Chargeurs Advanced Materials  
Executive Vice President,  
Industrial Performance & Logistics



**Gianluca Tanzi**  
Managing Director,  
Chargeurs PCC Fashion Technologies,  
Chairman of the Textiles business line



**Federico Paullier**  
Managing Director,  
Chargeurs Luxury Fibers



**Delphine de Canécaude**  
Managing Director,  
Chargeurs Museum Studio



**Carine De Koenigswarter\***  
Managing Director,  
Chargeurs Personal Goods,  
Group Global Head of Communication



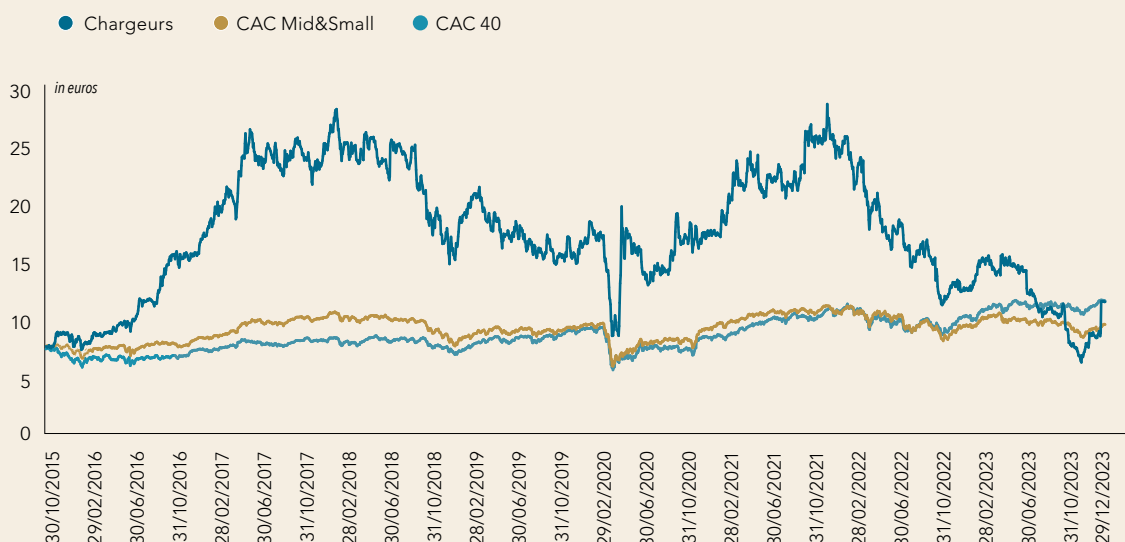
**Daniel Laurent\***  
Advisor to the Chairman

\*Member of the Select Executive Committee.

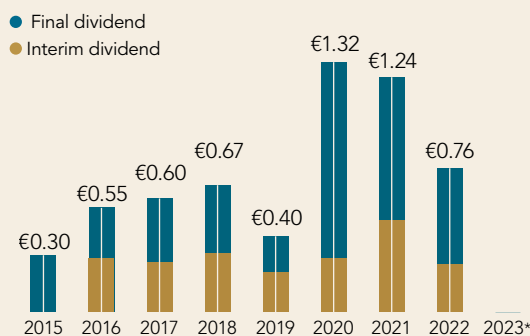
# Stock market performance and ownership structure

In 2023, in a volatile stock market and an extremely disadvantageous market environment for small- and medium-sized companies, the Chargeurs share price fell by 17%.

## CHARGEURS VS. CAC 40 AND CAC MID&SMALL



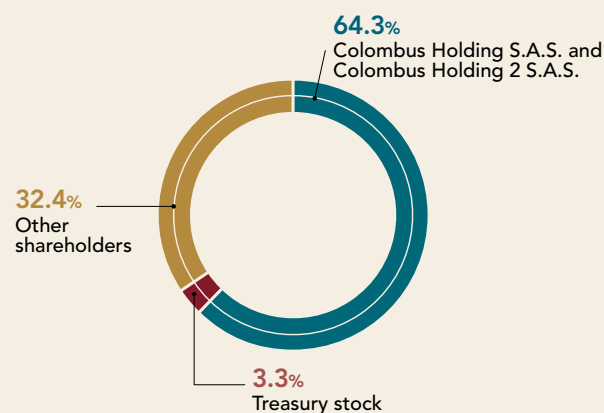
## DIVIDENDS PAID SINCE 2015



\* The Board of Directors decided not to pay out a dividend for the fiscal year 2023

## SHAREHOLDER STRUCTURE

(at April 9, 2024)







# Business overview



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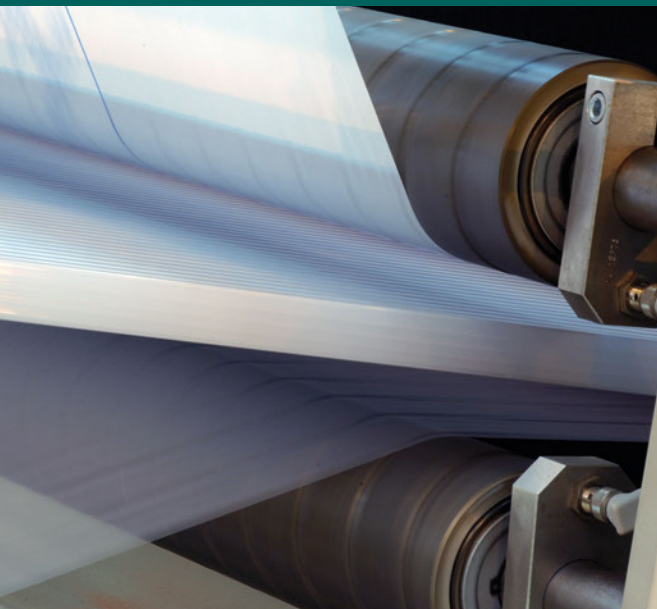
# No. 1

**WORLDWIDE**  
in industrial process  
films

**MORE THAN 700**  
employees

**€272.0m**  
of revenue in 2023

**€10.1m**  
of recurring operating  
profit in 2023



● **TECHNOLOGIES**  
Division

## Chargeurs Advanced Materials



**PHILIPPE DENOIX**  
Managing Director,  
Chargeurs Advanced Materials  
Executive Vice President,  
Industrial Performance & Logistics

“ Against a backdrop of slowing global industrial demand, Chargeurs Advanced Materials stayed the course thanks to its teams who pulled together to serve their customers. The business line has launched transformation projects to keep leadership in innovative products and boost industrial efficiency, being able thus to accelerate as soon as markets rebound.”

**Chargeurs Advanced Materials is the global leader in surface solutions for numerous industrial materials, such as plastics, glass, stainless steel, aluminum, pre-coated metals as well as PVC and aluminum profiles. Under the brand name Novacel, the business line provides an extensive range of highly technical films to preserve the integrity of fragile surfaces throughout their transformation, including bending, stamping, and profiling, through to the end product. Chargeurs Advanced Materials also offers technical adhesives, specialty papers, and manufactures bespoke lamination machines.**

**As the global leader in its market, Chargeurs Advanced Materials delivers the most comprehensive range of surface solutions.** For more than 40 years, the business has deployed cutting-edge technological solutions that protect and add value to the materials used by its customers from various sectors, including building (construction and renovation), furnishings, electrical appliances, mobility and signposting.

**Chargeurs Advanced Materials' expertise lies in its unique know-how in combining polyethylene film with its proprietary adhesive.** The quality of the assembly of these two components is key to the manufacturing of the process film. Using a coating process, which is central to the business' expertise, the adhesive is applied in a thin and even layer to the film, to obtain the desired properties (thickness, adhesive strength, elasticity and transparency) to sustain the material's surface integrity.

**The process film is essential in specific stages of manufacturing.** It facilitates certain manufacturing stages, such as lubrication, laser cutting and the finishing of the material. Once removed, the film reveals the perfect integrity of the covered material, thereby helping to significantly reduce the level of waste from its customers' industrial processes. Protecting a fridge, a dishwasher or a window with a few microns of recyclable film serves to dramatically lower the risk of scratches or other damage.

## Digital innovation: enhancing efficiency and customer relationships

Fully engaged in the modernization of its business line, Chargeurs Advanced Materials (CAM) is transforming, notably by digitalizing its processes. The business line has integrated a new planning tool for collaborative production, rolled out at all of its sites worldwide, thereby maximizing global production and inventories. To this end, it has implemented a new customer delivery management system to streamline deliveries and reduce their carbon footprint. Lastly, CAM has designed a mobile app for its Chinese customers with which they can obtain product information and recommendations according to the planned use of the product as well as making online purchases. All these examples illustrate how CAM places the customer at the heart of its business model.

**Chargeurs Advanced Materials' societal and environmental commitment goes beyond mere waste reduction.** Leveraging its technological edge, the business line has developed the next generation of eco-responsible products with its Oxygen range. A go-to solution for customers, this new product range saw sales double in 2023 compared with 2022. ●

●  
**TECHNOLOGIES**  
Division

## A modernized and proprietary manufacturing base



### ANALYSIS OF CUSTOMER NEEDS

Working in tandem with sales, the marketing department identifies and analyzes the needs of the various markets (stainless steel, pre-coated metals, plastics, glass, etc.). Following this analysis, the technical and financial data are sent to the technical department.

### FORMULA DEVELOPMENT

The R&D team formulates the coating films and adhesives to specification. Each formula is exclusive and reflects customers' needs, surface characteristics and how the self-adhesive film will be used.

### DEFINITION OF THE INDUSTRIAL PROCESS

The business line is highly proficient in extrusion and coating technologies. Extrusion consists of producing multi-layer films from thermo-plastic polymers. These films are produced by partners on dedicated machines using Chargeurs' proprietary formulae. Coating is the deposition of a calibrated layer of adhesive on film media. It is carried out by CAM, in its multiple plants, using the formulae developed by the R&D Team.

### TRANSFORMATION

Films are then rolled and cut into different widths to meet customer needs.

### QUALITY CONTROLS

Chargeurs Advanced Materials' products comply with applicable standards such as the REACH Regulation. Continuous controls are performed on all industrial equipment as well as on process films and technical adhesives, particularly to ensure compliance with environmental standards.

### WAREHOUSING AND SUPPLY CHAIN

The film rolls are inspected, labeled and wrapped before being shipped around the world.

## 2023 Business Review and Outlook

**Chargeurs Advanced Materials (CAM) generated revenue of €272.0 million in 2023**, compared with €332.6 million in 2022, down 17.3% on a like-for-like basis. CAM experienced an exceptionally difficult year in 2023 on the back of a mixed performance in 2022: with record-high business (volumes/prices) levels in H1 2022, partly owing to significant inventory building at customers, after the pandemic, and from H2 2022, the business line was impacted by an unprecedented decline in volumes. A series of violent shocks disrupted business expectations in all countries.

The recovery finally kicked in during the third quarter of 2023, with a gradual increase in sales volumes. The latter was confirmed in the fourth quarter, with a year-on-year increase in sales volumes. Despite this recovery, revenue in the fourth quarter was down a limited 4.3% on a like-for-like basis compared

with the same period of 2022, whereas it declined by 20.5% like-for-like at end-September 2023. The increase in volumes was not sufficient to offset the decline in polyethylene prices.

As we kick-start 2024, the market environment confirms the gradual recovery across all regions. Nevertheless, the Group remains cautious given the uncertain market backdrop. The business line continued to bolster its positioning in high-growth markets, notably by consolidating its commercial network in India and by opening an office in Indonesia.

**Chargeurs Advanced Materials posted recurring operating profit of €10.1 million in 2023, representing 3.7% of revenue.** These exceptionally low earnings, lower than normative levels, can be mainly attributed to the lesser absorption of fixed costs owing to unexpectedly soft volumes in 2023.

7  
production sites

Breakdown of 2023 revenue by region



50%  
Europe  
32%  
Americas  
18%  
Asia

# No.1

**WORLDWIDE** in technical textiles for the luxury and fashion industries

MORE THAN **1,000** employees

**€193.1m**

of revenue in 2023

**€13.8m**

of recurring operating profit in 2023



● **TECHNOLOGIES**  
Division

## Chargeurs PCC Fashion Technologies



**GIANLUCA TANZI**  
Managing Director, Chargeurs  
PCC Fashion Technologies  
Chairman, Chargeurs PCC  
and CLF Textiles

“ Thanks to its global foothold and wide range of products, Chargeurs PCC Fashion Technologies is the preferred partner of our customers. We cement our market position by assisting our customers throughout the world and by appealing to new customers, thanks to the quality of our products and services. With production sites dotted around the globe, we minimize supply chain risks.”

**Chargeurs PCC Fashion Technologies is the global-leading manufacturer of interlinings, a technical fabric that is key to providing structure and durable clothing. The business line cultivates unrivaled technical know-how, drawing on its innovation capabilities and a laser focus on customer needs the world over. Its “We’re the brand that’s inside the world’s best brands” slogan demonstrates its ambition to support brands in their creative endeavors.**

**With more than 6,000 customers and a global presence, Chargeurs PCC Fashion Technologies is the benchmark for major fashion and luxury brands.** Interlinings are highly technical fabrics, thermobonded to the interior of all types of clothing (coats, jackets, shirts, trousers, sportswear, etc.) to produce sturdy items that are made to last. From a technological standpoint, clothing design is a complex and demanding business; Chargeurs PCC Fashion Technologies benefits from in-house expertise positioned at the forefront of fabric making (knitting) and chemical formulae (technical coatings).

**For many years, Chargeurs PCC Fashion Technologies has innovated to design new interlining fabrics that cater to the fashion industry’s ever-changing needs.** To meet consumer demand for flexible and comfortable clothing, the business line has developed a line of highly technical fabric coatings, the “Fusion Line”. In 2019, Chargeurs PCC Fashion Technologies developed a range of interlinings, “Sustainable 360™” designed with recycled yarn (polyester and viscose), sourced primarily from SMETA (Sedex Members Ethical Trade Audit) audited suppliers. This past year, the business line continued to innovate, with the launch of Zero-Water Dyeing, an all-new interlining range designed to cut water consumption, which represents a critical challenge in the global textile industry.

**In addition to fashion and luxury products, the growing popularity of sportswear represents a significant growth driver** and a rich source of opportunities for the most innovative suppliers. Chargeurs PCC Fashion Technologies offers its customers high value-added interlinings that are antimicrobial and non-abrasive as well as fire-resistant.

**Innovation is also in action with the deployment of a wide range of services.** As a result of an innovative partnership with CLO 3D, a fashion design software, Chargeurs PCC Fashion Technologies has designed a virtual showroom to which interlinings are added at the digital phase of the garment-making process, without having to wait for the delivery of a physical prototype. This service saves precious time for brands, in the preparation of their collections, helping to shrink the carbon footprint of Chargeurs and its customers by reducing physical mailing of samples. This service illustrates the product-as-a service model adopted by Chargeurs PCC Fashion Technologies..

#### **EXTENSIVE GLOBAL REACH**

**Chargeurs PCC Fashion Technologies enjoys a global industrial and commercial presence, positioned as close as possible to its customers.** In this way, teams deliver customized, high-quality solutions with unmatched speed of service in a market where collections follow each other in quick succession. Brands increasingly work with a preferred supplier model, which involves selecting the interlinings likely to be used in the manufacture of their clothing. As such, it is paramount to actively operate in the global capitals of the luxury industry such as Paris, Milan and New York, where Chargeurs has showrooms, but also in the new showcases of international fashion in Asia. Chargeurs PCC Fashion Technologies implements a singular manufacturing process worldwide, providing support for global brands in their international expansion thanks to best-in-class service quality. Its presence at all stages in the interlining value chain, from warping to quality control, increases the reliability of its offering and serves to consolidate its leader position. ●

**TECHNOLOGIES**  
Division

## Technological know-how and distinguishing quality of service



### WARPING

The first stage in the production process. The yarn is wound onto the warping beam for transfer to the knitting unit.

### KNITTING SUBSTRATES

Each knitting machine is connected to a computer which checks production and quality in real time. 40 gauge means that the weft comprises 40 stitches per inch (measurement unit).

### FINISHING AND DYEING

The substrates are stabilized using a chemical or thermal process. They retain the degree of elasticity required for application on the most complex fabrics. The dyeing unit adapts the color of the interlining based on customer requirements. More than 60% of our products are dyed.

### COATING

Small drops of thermo-adhesive resin are applied to the fabric using a perforated cylinder. Infrared readers check that the resin is properly applied. The one-of-a-kind Global Molecular Point (GMP) coating process, developed and patented by Chargeurs PCC Fashion Technologies, prevents seepage. Bond strength is thus significantly improved when thermobonding the interlining onto the fabric.

### TOTAL QUALITY CONTROL

The products undergo a series of tests covering quality, stability, bond strength, suppleness and rigidity. These tests are performed at various intervals for each manufacturing batch.

### SYSTEMATIC INSPECTION

Each meter of fabric on the roll is inspected as it exits the production line. The cutting and packaging/labeling processes are fully computerized. All interlining rolls are inspected meter by meter.

### GLOBAL SUPPLY CHAIN OPERATIONS

Once the interlining rolls have been inspected, labeled and packaged, they are cataloged by stock-keeping unit in the warehouse before being shipped around the world.



## 2023 Business Review and Outlook

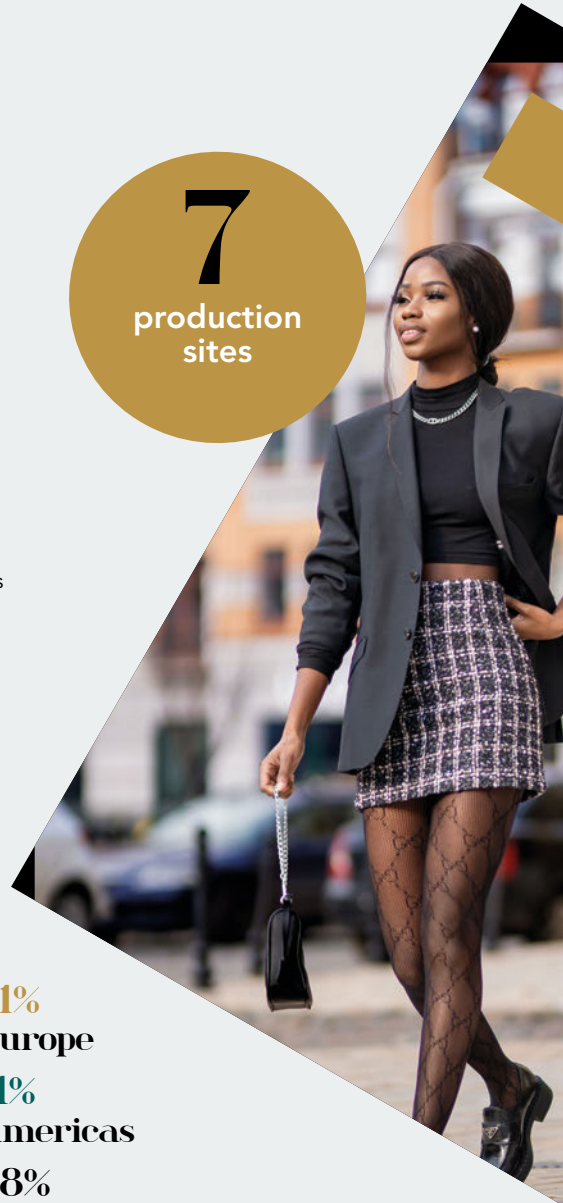
From January 1, 2023, revenue generated by the Healthcare Solutions business line was reclassified within Chargeurs PCC Fashion Technologies; that same year, Healthcare Solutions did not report revenue owing to a normalized health situation. As a result, analysis of the business solely concerns Chargeurs PCC Fashion Technologies.

**Chargeurs PCC Fashion Technologies achieved revenue of €193.1 million in 2023**, compared with €220.0 million in 2022. The 12.2% revenue decrease is attributable to the sharp depreciation of the Argentine peso in December 2023. Despite the decline in sales observed in the third quarter of 2023 in Europe, the business line stepped up stepped up its aggressive commercial strategy, notably targeting higher margin customers. The measures started to produce results right from the fourth quarter: the end-of-year order book reached a higher level, year-on-year.

**Chargeurs PCC Fashion Technologies reported recurring operating profit of €13.8 million in 2023**, compared with €17.0 million in 2022. Thanks to the combined impact of cost

optimization and the implementation of a new commercial strategy, the operating margin was kept above 7% despite the impact of energy costs, amounting to €1.5 million, and the accounting impact of hyperinflation, for the same amount of €1.5 million.

In 2023, the commercial strategy rolled out was mainly driven by the launch of innovative products: Zero-Water Dyeing, a range of interlinings which involves dyeing the adhesive material rather than the fabric itself. With the launch of Thermo+, for new textile applications such as padding, Chargeurs PCC Fashion Technologies harnessed synergies with Chargeurs Luxury Fibers by leveraging the NATIVA™ program in Merino wool.



Breakdown of 2023 revenue by region



31%  
Europe  
11%  
Americas  
58%  
Asia

## FOCUS

The textile industry is faced with significant challenges, particularly water consumption, owing to water intensive processes such as dyeing and washing fabric. Against the current background of mounting pressure on natural resources, sustainable management of water is of paramount importance. To promote responsible water usage, textile companies must opt for more energy-efficient practices. With this in mind, Chargeurs PCC Fashion Technologies has developed Zero-Water Dyeing, a one-of-a-kind interlining range worldwide, featuring low water consumption during the dyeing process and available in a broad palette of colors. It guarantees ideal adhesive strength for fabrics, virtually remaining invisible and displaying unparalleled color restitution.

**3,000+**

PROJECTS DELIVERED IN 30 COUNTRIES\*

NEARLY **400**  
employees

**€105.8m**  
of revenue in 2023

**€8.5m**  
of recurring operating  
profit in 2023



\*Since 2018

**LUXURY**  
Division

# Chargeurs Museum Studio



DELPHINE  
DE CANECAUDE  
Managing Director,  
Chargeurs Museum Studio

“Whether the museum celebrates a heritage, a collection, know-how, or a phenomenon, now more than ever, it must engage visitors in a unique and profound experience, connecting each and everyone. Rising to these challenges, Chargeurs Museum Studio imagines and builds bespoke tours, showcasing a narrative that immerses and galvanizes the visitor with a continued focus on capturing their full attention. Drawing on our talented team, we constantly strive to reinvent the art of narration, forever connecting audiences more closely to their memory.”

**Chargeurs Museum Studio is the world leader in engineering and cultural production, delivering the most complete platform of services and expertise to museums, institutions and brands. Spearheaded by international talents combining technical skills with creative thinking, Chargeurs Museum Studio imagines and builds bespoke tour packages with immersive and captivating stories, to offer visitors unparalleled experiences.**

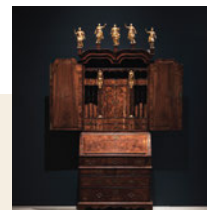
**Created from the build-up of seven companies operating at all stages of the cultural content creation value chain,** Chargeurs Museum Studio has become the leading player in this fast-growing market. As a result, the business benefits from recognized know-how which ranges from planning to the real-life implementation of cultural projects and permanent exhibitions, to the publishing of upscale art books and the management of museum book stores. This service offering is the most comprehensive in the global museum heritage market.

**Cultural demand has changed scale. From 22,000 in 1976, the number of museums worldwide has increased to over 95,000 today (source UNESCO).** This trend shows the extent to which museums contribute to cultural cohesion and serve to connect audiences to their history and heritage. More than a mere building, a museum is a space for culture, art, history and science, reflecting the past to better shape the ideas and trends of the present. In this context, cultural institutions, and museums in particular, act as platforms for learning and discussion regarding the complex issues faced by our society. They also play a vital role in boosting the local economy and the cultural reach of cities and countries.

**Committed to the accomplishment of iconic projects in all regions of the world,** Chargeurs Museum Studio mobilizes its talented 400-strong team, made of in-house, local and intercontinental expertise, via its "sister companies" based in Paris, Milan, London, Amsterdam, New York, Washington, Riyadh, Abu Dhabi and Hong Kong, acting as a catalyst for culture. The business line has participated in various phases of large-scale projects, including the Burrell Collection in Glasgow – which was awarded the "Art Fund Museum of the Year 2023" –, the Lost Shtetl in Lithuania, the Gilder Center for Science, Education and Innovation in New York, and the Diriyah Gate project in Riyadh, Saudi Arabia. Each project represents a unique quest, forging a substantial bond between 'knowledge' and 'transfer,' to establish an expansive and unifying cultural footprint.

## CHAMPIONING ALL OF OUR MUSEUM EXPERTISE ACROSS THE GLOBE

**Chargeurs Museum Studio operates in a market enjoying structural growth;** cultural institutions are no longer mere repositories of art works and artefacts, they are transforming to become immersive locations where scenarios mix creativity with new technologies to provide visitors with unique emotional experiences. Thanks to its creative and innovative boldness, Chargeurs Museum Studio involves all cultural players and works closely with the entire ecosystem: museum curators, architects, script writers, engineers, creators and craftspersons, with the ambition of designing exhibits that attract all audiences to their story, inspiring emotion. Chargeurs Museum Studio brings together talented experts in heritage, landscaping, various crafts and trades, innovation, entertainment and technology. ●



**Designed with the expertise of Museum Studio UK, the Burrell Collection in Glasgow awarded "Art Fund Museum of the year 2023"**

The venue was recognized for the sheer diversity of art works exhibited, as well as the innovation and creativity involved in elevating the collection's content. Chargeurs Museum Studio UK leveraged its creative prowess and technical acumen to shine a light on this magnificent art collection, making it more accessible to large audiences.

**LUXURY  
Division**

# A global network, with a comprehensive, modular ecosystem of expertise



## **CONSULTING, ASSISTANCE AND MANAGEMENT OF CULTURAL PROJECTS**

Chargeurs Museum Studio provides strategic consulting based on bold visions, achievable roadmaps and in-depth analysis. The business line combines a visionary reflection with a rigorous approach, by testing feasibility, planning and defining operational needs. Chargeurs Museum Studio also offers its customers a full range of services, from collecting financing to storing works, which includes preservation and marketing. Accomplishing its projects, Chargeurs Museum Studio sets three golden rules: to maximize quality, to meet preset deadlines and to curtail budgets.

## **CURATION AND INTERPRETATION**

The stories told by museums and the way they are presented are at the heart of each experience. Chargeurs Museum Studio conducts research, explores the artefacts and objects and interprets them, to create a narrative.

## **EXHIBITION DESIGN, SCENOGRAPHY**

Chargeurs Museum Studio breathes life into visions by designing every single aspect of the visitor experience, whether it is creative direction, scenography, graphic design, media management, or visitor tour mapping.

## **PRIME CONTRACTING ASSISTANCE**

Chargeurs Museum Studio combines technical expertise and quality craftsmanship to accomplish the most groundbreaking projects. Several services are required to enhance the visitor experience. These include prefabrication consulting, project management, engineering, prototyping, installation, media and lighting systems. Engineers, architects, designers, graphic designers and project managers are on hand to support their customers throughout the process.

## **PRODUCTION AND TEMPORARY EXHIBITIONS**

Skira boasts proven expertise in curation and the organization of temporary exhibitions, including ticket sales and book store activities.

## **ART AND DESIGN BOOK PUBLISHING AND BOOK STORE MANAGEMENT**

Skira is the global reference for the creation of art and design books and exhibition catalogs. Since its foundation, Skira has published more than 6,500 works which have become part of the world's cultural, artistic and creative heritage. The publishing house also manages museum book stores operated via concessions, either created for temporary exhibitions, whether or not produced by Skira, or shop-in-shop stores operated by major brands.

## 2023 Business Review and Outlook

**Chargeurs Museum Studio turned in revenue of €105.8 million in 2023,** compared with €74.7 million in 2022, up 33.5% on a like-for-like basis.

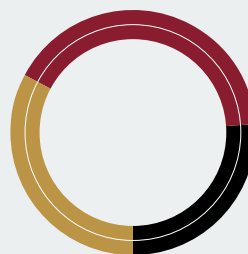
The Group decided to put its Hypsos subsidiary up for sale, to optimize its portfolio of services. The latter entity is now booked as an "Assets held for sale and discontinued operations" since December 31, 2023. Hypsos' business is largely geared toward event and professional trade show hosting. By adding in the revenue generated by Hypsos, the target set by the Group for 2023, for total revenue of €120 million, was met.

Business at Chargeurs Museum Studio was buoyant throughout 2023. It was characterized by the commissioning of new projects and the excellent execution of different milestones, according to the predefined calendar, for projects won in 2021 and 2022, including: the extensive Diriyah Gate project in Saudi Arabia, the Sheikh Zayed Grand Mosque in Abu Dhabi, the National Air & Space Museum as well as the Cleveland Museum of Natural History in the United States, and the Carlsberg Museum in Copenhagen and not forgetting Trinity College, Dublin, in Europe.

**Chargeurs Museum Studio posted recurring operating profit of €8.5 million in 2023,** reflecting robust growth of 44.1% compared with 2022, with an operating margin of 8.0%.

Leveraging its global service offering, combining creative talents and international techniques, Chargeurs Museum Studio won several tenders for major contracts, both in Europe and the United States. In Saudi Arabia, Skira scored its first successes, winning contracts to manage boutiques in the cultural retail sector. At end-2023, the business line had a portfolio of orders worth over €240 million, giving it clear visibility. Chargeurs Museum Studio therefore reiterated its confidence in achieving its revenue target of €150 million by 2024.

### Breakdown of 2023 revenue by region



**33%**  
**Europe**

**41%**  
**Americas**

**26%**  
**Asia**

**3**  
production sites



## FOCUS

2023 saw the opening of Chargeurs Museum Studio in France. On the strength of its cross-functional skill sets and a strategic global network, Museum Studio's ambition is to leverage its expertise for French private or public players, helping them design and complete wide-scale projects to enable them to extend and magnify their cultural footprint. As a result, Chargeurs Museum Studio formed a team in France. The arrival of this new team of creative thinkers will accelerate the development of Chargeurs Museum Studio's global and fully-integrated service offering.

# No. 1

WORLDWIDE

in the supply of premium  
and sustainable wool

NEARLY 30

employees

€73.3m

of revenue in 2023

€2.2m

of recurring operating  
profit in 2023



●  
**LUXURY**  
Division

## Chargeurs Luxury Fibers



**FEDERICO PAULLIER**  
Managing Director,  
Chargeurs Luxury Fibers

“ **NATIVA™** is continuing its development, addressing the increasing demand from fashion industry professionals for solutions that reflect their environmental commitments. At Chargeurs Luxury Fibers, we are committed to accelerating the rollout of our NATIVA™ Regen program, in cooperation with farmers throughout the world and by extending our partner network. In parallel, we are deploying NATIVA™ by integrating new natural fibers, such as cotton and cashmere.”

**Chargeurs Luxury Fibers is the world leader in upscale combed wool, intended for fashion industry professionals. Blazing a trail in eco-designed Merino wool, the business line created NATIVA™, an exacting certification program which guarantees the quality and traceability of wool fibers, from farms to garment units. What's more, NATIVA™ is deployed for cotton fibers and cashmere, propelling the transformation of Chargeurs Luxury Fibers' business model towards a Product As A Service.**

**Chargeurs Luxury Fibers capitalizes on 60-plus-years of expertise**, with its international supply and global distribution network, to select the best quality merino wools from carefully vetted sheep farmers. After shearing, the greasy wool is washed, carded and combed in partner combing mills located in the United States, Uruguay, Argentina and China to form the tops – broad ribbons of fine, pure wool marketed to spinning mills. Chargeurs Luxury Fibers' teams manage the entire supply chain, to address demand and deliver high-quality, eco-designed products to each customer.

#### **A LEADING PLAYER IN PREMIUM RESPONSIBLE WOOL**

**A pioneer in developing a responsible wool supply chain**, Chargeurs Luxury Fibers launched NATIVA™ in 2017. Adhering to an exacting certification protocol for various players in the value chain, and aligning with the United Nations Global Compact, the NATIVA™ program particularly ensures:

- respect for animal welfare;
- sustainable land management and environmental protection;
- the well-being of farmers and their communities.

**Audited annually, the NATIVA™ program guarantees the origin of the wool and its traceability throughout the transformation chain** using a proprietary Chargeurs Luxury fibers blockchain technology. With this unique and secure technology, consumers can find out all about the production process of their garment designed with NATIVA™ natural fibers and better understand the stakeholders involved in the value chain.

In 2019, Chargeurs Luxury Fibers added the NATIVA™ Regen program, a regenerative agriculture initiative designed with a holistic approach, factoring in the specificities of each partner farm, located in Australia, the United States, Uruguay, South Africa and Argentina. The ambition of NATIVA™ Regen is to protect land and biodiversity, and to promote carbon capture. NATIVA™ Regen also benefits local communities,

providing support to farmers and their families. In 2023, 40 farms throughout the world achieved NATIVA™ Regen certification.

#### **INCREASING DEMAND FOR NATURAL ECO-RESPONSIBLE FIBERS**

Fashion industry professionals are gradually shifting away from conventional wool in favor of the use of wool produced from manufacturing and transformation processes which are more eco-friendly. Chargeurs Luxury Fibers' customers include a diverse range of international fashion brands such as Gucci, Stella McCartney, Pangaia and VF Corp. In 2023, Chargeurs Luxury Fibers signed new partnerships with luxury groups and well-known brands such as LVMH, COS, & Other Stories, Arket, Ba&sh, Reformation and Madewell. In addition, the many qualities of wool—absorbency, insulation, heat regulation, durability, resistance, hypoallergenicity, biodegradability and inflammability—open up numerous end-markets. This natural fiber is not only in demand from the fashion brands, but also from the building, auto and interior design industries.

**Backed by its successes with major fashion brands in Europe**, Chargeurs Luxury Fibers has implemented an aggressive marketing strategy, to raise awareness of its NATIVA™ label among North American brands. ●

### **Chargeurs Luxury Fibers joins LVMH's LIFE 360 Business Partners plan**

2023 was a landmark year for the positioning of NATIVA™ as an essential player supplying sustainable natural fibers to fashion brands, with its participation in trendsetting events and the signing of partnerships with prestigious brands. Chargeurs Luxury Fibers enrolled on LVMH's strategic program—LIFE 360 Business Partners—serving as recognition of the business line's role in championing regenerative agricultural practices. NATIVA™ also took part in the Stella McCartney fashion show for its 2024 summer collection in Paris and the COP 28 in Dubai.

## The journey of NATIVA™ wool



### **CERTIFIED SHEEP FARMS**

NATIVA™ wool is sourced from certified farms in Australia, New Zealand, South Africa, Uruguay and Argentina. These farms comply with strict standards in terms of animal welfare, land stewardship and ethical work practices. NATIVA™ wool is guaranteed 100% mulesing-free. NATIVA™ offers wool that is double-certified with the Responsible Wool Standard (RWS).

### **COMBING CERTIFIED**

CLF selects the best quality wool to ship to its certified combing workshops. Raw or greasy wool is washed, carded and then combed to make wool tops.

### **SPINNING**

Wool tops are transformed into yarn: once their elasticity and strength have been carefully tested, the wool fibers are then combined to make the perfect yarn.

### **WEAVING/KNITTING**

The yarns are then knitted to make clothes, fashion accessories and are sometimes even used for the interior of luxury vehicles.

### **GARMENT-MAKING**

Each stage of wool processing, including garment-making which involves cutting, sewing and fitting, respects both rigorous environmental and social criteria such as non-discrimination and the prohibition of child labor.



## 2023 Business Review and Outlook

**Chargeurs Luxury Fibers booked revenue of €73.3m in 2023**, compared with €94.7m in 2022. After the start of 2023 that suffered from the impact of the cycle that hit New Zealand in February 2023, followed by a third quarter when inventories of conventional wool remained at high levels, at spinners and weavers, both in the United States and in Europe, the trend reversed during the closing quarter. For 2023 as a whole, revenue was down 21.0% on a like-for-like basis versus 2022.

Chargeurs Luxury Fibers has successfully implemented its selective commercial strategy to favour traceable and sustainable wool. Accordingly, revenue generated by NATIVA™ represented more than 20% of the business line's sales in 2023, up 40% compared with 2022.

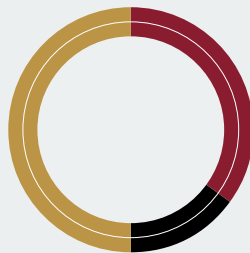
**Recurring operating profit generated by Chargeurs Luxury Fibers came out at €2.2 million**, up 10.0% on 2022, thanks to the ramp-up in sales of NATIVA™ labeled wool. As a result, the operating margin improved significantly, by 0.9 points to 3.0% of revenue, whereas it was just 2.1% in 2022.

2023 saw the business line kick-start the deployment of its traceability program for cotton and cashmere fibers. Chargeurs Luxury Fibers plans to cement its leader status in the trading of natural fibers while safeguarding the environment, thereby reaffirming its commitment to shift to a Product As A Service business model.

**5**  
NATIVA™ REGEN programs



Breakdown of 2023 revenue by region



**50%**  
Europe  
**35%**  
Americas  
**15%**  
Asia

## FOCUS

Backed by the success of the NATIVA™ program and keen to address increasing demand from fashion industry professionals for natural, eco-designed fibers, in 2023, Chargeurs Luxury Fibers extended the NATIVA™ protocol with cotton and cashmere fibers, covering Greece and Mongolia. This new offering will enable the business line to confirm its status as the global-leading trader of natural and sustainable fibers. NATIVA™ Cotton was launched at end-February 2024, pending the imminent launch of NATIVA™ cashmere.

1

**Business overview**  
Chargeurs Luxury Fibers

3

**HIGH-POTENTIAL  
BRANDS**

**NEARLY 130**  
employees

**€9.0m**  
of revenue in 2023

**LUXURY  
Division**

# Chargeurs Personal Goods



**CARINE  
DE KOENIGSWARTER**  
Managing Director,  
Chargeurs Personal Goods  
Global Head of Communications

**“ Chargeurs Personal Goods celebrated its first anniversary in 2023 and we are proud of the achievements of our three brands, which are only at the start of expanding and elevating their global status. We have broadened and diversified their product and service range and revamped their positioning and artistic direction, to boost their desirability with international customers seeking genuinely unique customer experiences.”**

**Chargeurs Personal Goods manages Cambridge Satchel and Fournival Altesse, two personal care and high-end leather goods brands leveraging exceptional craftsmanship. The business line also includes Swaine, a company that was not consolidated in 2023. Chargeurs Personal Goods heralds the Chargeurs group's penetration of the B2C market, targeting the luxury goods segment.**

Established in 1875 in the Oise department (northern France), Fournival Altesse, which markets the Altesse Studio brand, was awarded "Entreprise du Patrimoine Vivant" (Living Heritage Company). It is a specialist manufacturer of hairbrushes that are entirely made and assembled by hand using traditional methods and ancestral know-how. The entity sells its products under its own brands, and distributes them through major banners, via travel retail and e-commerce channels. The manufacturer produced a successful range of ultra-premium hairbrushes. Due to the natural properties of the components used in their manufacture, including boar bristles, the hairbrushes contribute to hair care in addition to hairstyling.

Originating in 2008, The Cambridge Satchel Company, renamed Cambridge Satchel, is a *Made in UK* fashion leather goods company. The Company has built its success on its Satchel, a schoolbag inspired by traditional

British schools, as well as other emblematic models such as the Poppy and the Doctor's Bag. Satchel is particularly acknowledged by the centers of excellence within British education and has developed collections in partnership with prestigious British institutions such as the Queen Elisabeth Scholarship Trust (QEST), the Royal Opera House and the University of Cambridge, promoting the high standard of design and craftsmanship and the values which are part of Satchel's DNA. Loved by numerous celebrities worldwide, the brand has already garnered a strong reputation outside the United Kingdom: the United States is its second market in terms of revenue, ahead of China.

**Founded in England in 1750, Swaine is the oldest leather goods brand in the world.** The Company also manufactures and sells umbrellas and hats under the Brigg and Herbert Jones brands, respectively. Known for its royal warrants and for supplying its products to members of the British royal family and celebrities the world over, the brand also built its reputation via the film industry, producing Indiana Jones' hat and James Bond's attaché case. Swaine's development strategy is based on modernizing its collections, developing its women's range and internationalizing and reinventing the customer experience. ●

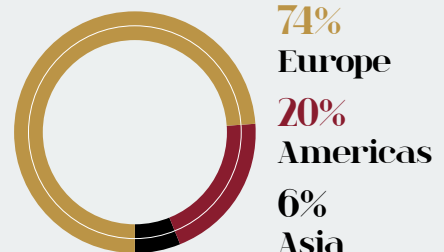
## 2023 Business Review and Outlook

Chargeurs Personal Goods posted revenue of €9.0 million in 2023, compared with €5.5 million in 2022. Pro forma like-for-like growth of 14.7% was driven by the remarkable business momentum of the Altesse Studio and Cambridge Satchel brands, whose annual accounts were consolidated from December 31, 2022. Altesse Studio has extended its commercial network in France with numerous retailers, notably La Samaritaine and Les Galeries Lafayette. It is also expanding internationally, with the opening of a point of sale this year in New York. Cambridge Satchel has accelerated its commercial rollout by inaugurating a store in Covent Garden, reflecting a successful retail strategy and the complete overhaul of its artistic direction with a revamped

e-commerce site, new bag models and an exclusive partnership with Hello Kitty. The Swaine brand enjoyed a remarkable entry into the ultra-luxury segment with the inauguration of its Flagship Store in New Bond Street, in London, which includes a workshop where each product is designed on location, as a nod to the authenticity of the Made in England manufacturing process and a personalized bespoke proposition, which appeals to an exacting clientele in search of genuinely unique products. The accelerated investments weighed on the operating margin in 2023. However, our investment strategy, which will be pursued over several years, will enable us to reach a normalized margin level, in line with the performance of the Quiet Luxury sector.



Breakdown of 2023 revenue by region



## 1.6 Analysis of 2023 consolidated results

### 1.6.1 REVIEW OF THE CONSOLIDATED RESULTS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023

#### 2023 CONSOLIDATED FINANCIAL STATEMENTS

€m	2023	2022*	Chg.
<b>Revenue</b>	<b>653.2</b>	<b>733.9</b>	<b>-11.0%</b>
Gross profit	171.7	193.3	-11.2%
<i>As a % of revenue</i>	26.3%	26.3%	
EBITDA	46.9	67.8	-30.8%
<i>As a % of revenue</i>	7.2%	9.2%	
<b>Recurring operating profit</b>	<b>26.6</b>	<b>46.1</b>	<b>-42.3%</b>
<i>As a % of revenue</i>	4.1%	6.3%	
<b>Operating profit</b>	<b>22.0</b>	<b>39.5</b>	<b>-44.3%</b>
Net financial expense	(29.7)	(18.9)	
Tax	11.1	2.4	
Profit for the period	1.2	21.9	
<b>ATTRIBUTABLE NET PROFIT</b>	<b>1.5</b>	<b>22.1</b>	<b>-93.2%</b>
<b>Earnings per share (euros per share)</b>	<b>0.06</b>	<b>0.92</b>	<b>-93.5%</b>

\* Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations.

The Group's 2023 revenue amounted to €653.2 million, down 11.0% on a reported basis and 6.9% like-for-like compared with 2022. This decline was primarily due to the sharp contraction in sales at Chargeurs Advanced Materials, which saw revenue fall 17.3% on a like-for-like basis in 2023. The division experienced an exceptionally difficult year in 2023, on the back of a mixed performance in 2022: with record-high business (volumes/prices) levels in the first half of 2022, partly owing to significant restocking by customers, after the sanitary crisis, from the second half of 2022, the division was impacted by an unprecedented decline in volumes. A series of violent shocks disrupted business expectations in all countries. The recovery began during the third quarter of 2023, with a gradual increase in sales volumes.

The Group's gross margin stood at €171.7 million in 2023, compared with €193.3 million in 2022. The 11.2% drop is proportional to the decline in total revenue. Gross margin remained stable at 26.3% of revenue, thanks to a rigorous policy of controlling purchasing and energy costs.

EBITDA stood at €46.9 million in 2023, down 30.8% on 2022 with recurring operating profit down 42.3% to €26.6 million in 2023. The sharp fall in recurring operating profit at Chargeurs Advanced Materials, well below its normative levels, was the main cause of the decline in the Group's profitability in 2023.

Attributable net profit was €1.5 million in 2023. This includes a financial expense of €29.7 million against €18.9 million in 2022. The increase was due to i) the increase in financial expenses on the back of rising interest rates and ii) the negative impact of hyperinflation in Argentina. The tax expense was €11.1 million as a result of the capitalization of the Group's long-standing tax loss carryforwards, the capitalization of which is linked to the likelihood of future profits at the French entities.

## REVENUE BY BUSINESS LINE

2023 annual performance

€m	2023	2022*	chg. 23 vs. 22	
			reported	like-for-like
<b>Technologies</b>	<b>465.1</b>	<b>559.0</b>	<b>-16.8%</b>	<b>-10.1%</b>
Chargeurs Advanced Materials	272.0	332.6	-18.2%	-17.3%
Chargeurs PCC Fashion Technologies (incl. Healthcare Solutions)	193.1	226.4	-14.7%	+0.6%
Chargeurs PCC Fashion Technologies (excl. Healthcare Solutions)	193.1	220.0	-12.2%	+3.5%
<b>Luxury</b>	<b>188.1</b>	<b>174.9</b>	<b>+7.5%</b>	<b>+3.4%</b>
Chargeurs Museum Studio	105.8	74.7	+41.6%	+33.5%
Chargeurs Luxury Fibers	73.3	94.7	-22.6%	-21.0%
Chargeurs Personal Goods	9.0	5.5	+63.6%	+14.7%
<b>GROUP TOTAL REVENUE</b>	<b>653.2</b>	<b>733.9</b>	<b>-11.0%</b>	<b>-6.9%</b>

\* Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations.

In 2023, Chargeurs posted revenue of €653.2 million, down 11.0% on a reported basis from 2022. The Technologies division saw a decline of 16.8% whilst the Luxury division grew 7.5%, primarily on the back of the strength of Chargeurs Museum Studio (+41.6%) and Chargeurs Personal Goods (+63.6%).

Revenue was down 6.9% on a like-for-like basis. This decline included a 5.7% negative exchange rate effect, primarily due to the devaluation of the Argentinian peso, and a positive scope effect of +1.5%, due to the consolidation of Skira in July 2022 within Chargeurs Museum Studio and the consolidation of Cambridge Satchel, in August 2022, within Chargeurs Personal Goods.

## 1.6.2 FINANCIAL STRUCTURE

€m	2023	2022
<b>EBITDA of continuing and discontinued operations</b>	<b>46.2</b>	<b>67.9</b>
<i>Non-recurring – cash</i>	(7.3)	(10.4)
<i>Financial expenses – cash</i>	(22.5)	(15.8)
<i>Tax – cash</i>	(5.6)	(4.0)
<i>Other</i>	(9.3)	(4.8)
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	<b>1.5</b>	<b>32.9</b>
Dividends from associates	0.3	0.2
Change in operating working capital	(17.0)	(40.5)
<b>Net cash from operating activities</b>	<b>(15.2)</b>	<b>(7.4)</b>
Acquisition of property, plant and equipment and intangible assets, net of disposals	(18.7)	(10.5)
Acquisitions	(2.1)	(7.9)
Dividends paid in cash	(8.6)	(17.9)
Other	(13.6)	(21.4)
<b>Total</b>	<b>(58.2)</b>	<b>(65.1)</b>
Effect of changes in exchange rates on cash and cash equivalents	2.7	0.3
<b>Opening net cash/(net debt)</b>	<b>(174.7)</b>	<b>(109.3)</b>
<b>Closing net cash/(net debt)</b>	<b>(235.6)</b>	<b>(174.7)</b>

For the 2023 financial year, cash flow from operations came to €1.5 million, with the business lines generating €23.2 million in operating cash flow. Despite the challenging environment last year and the sharp contraction in gross margin at Chargeurs Advanced Materials, the Technologies division continues to be profitable. Furthermore, the contribution of Chargeurs Museum Studio to cash flows from operating activities continues to steadily increase.

Changes in working capital requirements were kept under control, in particular through actions to control inventory levels, mainly at CAM. The Group pursued a policy of necessary industrial capital expenditure to finance sustainable future growth, particularly in the Technologies division.

At end-2023, the Group's net debt stood at €235.6 million, representing a leverage ratio of 5.0x. *Gearing* (net debt/equity) stood at 0.9x. The leverage ratio, which is higher than normal and beyond what is expected, in terms of the Group's internal criteria, was impacted by a denominator effect. Even though the Group is not subject to a net debt / EBITDA covenant, it should be recalled that it set itself a target of between 2.5x and 3.5x from 2024, following the normalization of EBITDA and the generation of free cash-flow.

### 1.6.3 2022-2023 CAPITAL EXPENDITURE

The Group makes investments to encourage growth.

The tables below present the capital expenditure carried out from fiscal 2022 to 2023:

€m	2023	2022
Property, plant and equipment	14.5	9.2
Intangible assets	4.7	1.6
<b>TOTAL</b>	<b>19.2</b>	<b>10.8</b>

€m	2023	2022
Europe	14.4	8.8
Asia-Oceania-Pacific and Africa	1.2	0.7
Americas	3.6	1.3
<b>TOTAL</b>	<b>19.2</b>	<b>10.8</b>

### 1.6.4 OUTLOOK

Assuming a normalization of activity levels, observed in the fourth quarter of 2023 and which seems to be continuing at the start of 2024, the Group expects an upswing in performance in 2024, in particular at Chargeurs Advanced Materials. Monthly order intake has been up at this business since autumn 2023, with the opening weeks of 2024 following the same trend; to be confirmed over the coming months.

On the back of strong commercial momentum and an order book of over €240 million, Chargeurs Museum Studio reaffirms its revenue target of €150 million for 2024.

The Group expects to once more generate positive operating cash flow and to see a return to more normal levels of attributable net profit. As a result, Chargeurs plans to pay out a dividend in 2025 for fiscal year 2024.

In 2024, Chargeurs, which is a diversified holding company, will prepare a new operational plan for 2025-2030, which will be published in Q1 2025, that will take account of the actual performance in 2024 and economic conditions.

## Business overview

A culture of excellence at the service of niche markets

# A culture of excellence at the service of niche markets

The following table summarizes, for each business line, its strengths and the results of the culture of excellence instilled within the Group.

## TECHNOLOGIES Division

	Chargeurs Advanced Materials	Chargeurs PCC Fashion Technologies	
OVERVIEW	Benchmark niche market	Industrial process films	High-tech textiles for fashion and luxury industries
	Main sub-segments served	Construction, furnishings, household appliances, transport, industries	Luxury, fashion, fast fashion, sportswear
	International positioning	World no. 1	World no. 1
GLOBAL INTEGRATION	% of revenue generated internationally	> 90%	> 90%
	Number of countries covered	> 70 countries	> 70 countries
HIGH BARRIERS TO ENTRY	Premium customer solutions	Product innovation through highly technical ranges	Broad range of technical interlinings and design consulting
	Continuous innovation policy	30% of products are less than 5 years old Rollout of the new Oxygen range	Launch of the Zero-Water and Thermo+ ranges
	A balanced global footprint	4 sites in Europe, 3 sites in North America	2 sites in Europe, 3 sites in Asia, 2 sites in South America
	Number of Innovation and Quality laboratories	8	2



# LUXURY Division



Chargeurs Museum Studio	Chargeurs Luxury Fibers	Chargeurs Personal Goods	
Cultural engineering and production	High-end and fully traceable Merino wool fibers	Leather goods and high-end personal care brand range	Leader in high value-added niche markets
Museums and cultural institutions, corporate foundations	Luxury and fashion, diverse industries	Leather goods, personal accessories	40-plus market segments
World no. 1	World no. 1	Leading brands at the national level with high potential for internationalization	World leader or benchmark player
100%	100%	> 50%	> 90%
> 70 countries	> 20 countries	> 20 countries	> 70 countries covered in 5 continents
Engineering for the design of cultural exhibitions, expertise in management at every stage of projects	Supply of eco-designed natural fibers, traceability services and regenerative agriculture	Premium personal accessory brands (leather goods, umbrellas, hats and hairbrushes)	Essential products and solutions for customers
Leading studio worldwide for the creation of cultural content	NATIVA™ program based on a blockchain traceability system guaranteeing the supply of responsible wool	Revamping collections by tapping into legacy expertise, to champion <i>Made in France</i> and <i>Made in UK</i>	Continuous innovation policy in all business lines
3 sites across North America, Europe and Asia	272 farms in 6 countries: USA, Argentina, South Africa, Uruguay, Australia, Greece	2 production sites in Europe, 5 stores, powerful reach in e-commerce	19 production sites, 100+ service centers and points of sale on 5 continents
3	-	2	15 R&D centers worldwide



# Risk factors and control environment



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## Risk factors and control environment

The main risks to which the Group believes it is exposed

The Group operates in a variety of constantly changing environments. As a result, it is exposed to risks which, if they were to occur, could negatively impact its business, results, financial position, image and/or outlook.

This chapter describes the main risks to which the Group believes it is exposed: Risks related to a more unfavorable macro-economic environment, risks inherent in the Group's business activity, risks of malicious damage and unethical behavior, risks of Force Majeure. It also sets out the Group's insurance programs and the internal control system in place for identifying and assessing risks and reducing their likelihood and potential impact on the Group.

However, Chargeurs cannot provide absolute assurance that all its risk management objectives will be met and that it will be able to totally eliminate the risks described below. Moreover, other risks and uncertainties of which the Group is unaware or which it does not consider to be material at the date of this document, could negatively impact its business, results, financial position, image and outlook in the future.

To address these risks, the Group strives, whenever possible, to proactively prevent them by training employees to deal with contingencies and unforeseen events. To that end, in 2022 the Group began substantive work on strengthening its various internal control mechanisms.

## 2.1 The main risks to which the Group believes it is exposed

Pursuant to the AMF's recommendation in its "URD Guide" of July 28, 2023, the Company annually reviews the risks that could have a material adverse impact on its business activity, financial situation, or its ability to meet its objectives. The aim of the review is to assess the exposure and management measures of these risks for each business line. The Company considers that there are no significant risks other than those presented in this document.

The below matrix identifies the Group's most significant risks. These various factors were assessed on the basis of their residual risk, calculated from:

- their likelihood of occurrence in the next 12, 24 and 60 months;
- their potential impacts;
- the extent to which such risks are managed.

Other risks that have not been identified as of the publication of this document or whose occurrence is not considered, as of this date, to have a material adverse affect, may exist or arise. Risks not considered as material are nevertheless taken into consideration when adapting and strengthening risk management systems.



Risks to which the Group may be exposed:

Category	Risk	Likelihood*
RISKS RELATED TO THE MACRO-ECONOMIC ENVIRONMENT	Sharp increase in non-energy input costs	Low
	Pressure on energy resources	Moderate
	Risks related to the financial markets	Moderate
	Risks related to changes in regulations	Moderate
RISKS INHERENT IN THE BUSINESS ACTIVITY	Supply chain disruption	Low
	Industrial and business continuity risks	Low
	Pollution or impact on the physical environment	Low
	Risks related to the quality of products sold	Moderate
	Personal safety	Moderate
	Deficient change management	Moderate
	Talents and skills management	Low
RISKS OF MALICIOUS DAMAGE AND UNETHICAL BEHAVIOR	Cyberattacks & integrity of information systems	Moderate
	Intellectual property infringements	Low
	Damage to the Group's image and reputation	Low
	Risk of fraud or asset deterioration	Low
RISKS OF FORCE MAJEURE	Geopolitical instability	High
	Extreme climate or geological events	Moderate
	Pandemics/lockdowns	Low

\* Refers to potential occurrence in the next 12, 24 and 60 months.

These risk factors are detailed in the following pages in the order used in the table above.

## Risk factors and control environment

The main risks to which the Group believes it is exposed

### 2.1.1 RISKS RELATED TO THE MACRO-ECONOMIC ENVIRONMENT

#### SHARP INCREASE IN NON-ENERGY INPUT COSTS

##### Risk identification

In an inflationary environment, each business line could be impacted to varying degrees. In particular:

- as part of its industrial businesses, the Group consumes inputs such as polyethylene, polyester, polyamide and cotton. As a result, it may be exposed to a change or significant increase in prices which cannot be passed on systematically or immediately in selling prices:
- as part of its long-term projects, Chargeurs Museum Studio could be exposed to differences in costs between those budgeted in calls for bids and those incurred when each phase of these projects is carried out.

##### Potential impacts

An increase in non-energy inputs could lead to a rise in the production prices of the products manufactured by the Group, which may have a negative impact on the operating profitability of the business lines and therefore the Group.

##### Risk management

To reduce exposure to this risk, the Group began to closely monitor price trends for the main (non-energy) inputs to which it is exposed. Moreover, wherever possible, harmonizing references and seeking varied sources serve to make suppliers more competitive and limit the impact of price increases.

In addition, thanks to its world leading position in its niche markets, the Group has the ability to pass on increases in its sales prices, and even to include in its commercial terms clauses indexing the sales prices of its products to the price of certain inputs used, or relating to invoicing on the progress of long-term projects, negotiated with the customer.

#### PRESSURE ON ENERGY RESOURCES

##### Risk identification

In the course of its industrial activities, the Group consumes gas and electricity, the price of which depends largely on market conditions. In addition, physical access to these resources can be affected by exogenous factors, such as demand peaks, temporarily reduced supply or geopolitical tensions.

##### Potential impacts

A rise in energy prices could have a negative impact on the operating profitability of the business lines. In addition, a scarcity of available energy resources could affect production capacities and objectives.

##### Risk management

To reduce exposure to this risk, the Group centrally and dynamically manages energy supply contracts. This centralization has made it possible to apply an opportunistic approach adapted to the various production sites. For example, the Group has protected itself against the risk of power cuts by temporarily renting generators. In addition, the pooling of contracts has allowed the Group to obtain optimized rates. Also, the dispersal of industrial sites in moderately correlated energy markets serves to limit the Group's exposure.

## RISKS RELATED TO THE FINANCIAL MARKETS

### Risk identification

The Group operates in a global marketplace with production facilities, customers and suppliers based in many countries around the world. The Group has a sound financing structure in place and has access to diverse financing mechanisms. However, a deterioration in the global economic environment could lead to:

- a liquidity crisis, with a mismatch between incoming and outgoing cash flows, and a restriction of external financing sources. All the Group's financing arrangements must comply with a *gearing* ratio of less than 1.2x. Failure to comply with this ratio could result in default and lead to early repayments if so required by creditors;
- a consequential and unfavorable change in exchange rates. Certain Group subsidiaries may sell in currencies that differ from the currency they use to pay their suppliers or employees. For example, the Group's long-term financing is denominated mainly in euros, but the Group operates in some countries experiencing hyper-inflation, notably Argentina.

### Potential impacts

- Insufficient liquidity could restrict the Group's room for maneuver, and notably its investment capacity to finance like-for-like and external growth. Sharp fluctuations in exchange rates could significantly impact the Group's profitability (both upwards and downwards). This impact could be temporary if the trend reverses again, but could be more significant if that is not the case.
- An upward trend in exchange rates and interest rates could adversely affect the Group's net profitability.

### Risk management

To reduce exposure to these financial risks, the Group Cash Management Department has a number of systems in place:

- **the management of liquidity risk** is subject to Group-level management and is based on three main strategies:
  - centralized cash management of a large number of subsidiaries via a cash pooling system,
  - the diversification of funding sources for its working capital requirement via a factoring program,
  - securing Group financing in the long term, by constantly ensuring that the Group has sufficient funding to roll out projects and carry out the necessary investments inherent in its activities.

The Group has carried out a specific review of its liquidity risk and considers that it is in a position to meet its upcoming repayments. At the end of December 2023, the Group had a high level of available cash (€241 million) and the average maturity of its drawn financing facilities was 2.8 years (2.6 years including undrawn financing facilities). Details are provided in Note 19.4 to the consolidated financial statements as of December 31, 2023;

- **the implementation of currency hedging policies adapted to the business lines:**
  - where a recurring business activity is sensitive to currency risks (mainly in the Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies business lines), the Group annually reviews its exposure to each currency and defines a strategy for hedging the risk over the year ahead (in particular during the budgeting process),
  - where a one-off, time-limited business activity is temporarily exposed to a currency risk, the Group hedges this currency risk when the customer order is booked,
  - Group policies for managing currency risks are described in Note 23.1 to the consolidated financial statements for the year ended December 31, 2023, in Chapter 5 of this Universal Registration Document;
- **the management of the share of variable-rate financing and the implementation of interest-rate hedges** where necessary. Consequently, as of December 31, 2023, 73% of borrowing was fixed-rate.

## Risk factors and control environment

The main risks to which the Group believes it is exposed

### RISKS RELATED TO CHANGES IN REGULATIONS

#### Risk identification

Changes to the regulatory environments applicable to Chargeurs' business lines could give rise to new restrictions to manufacturing processes or the components used by the Group's business lines. The Group must notably comply with regulations on environmental protection or the transparency of its non-financial impacts. In particular, the introduction of the Corporate Sustainability Reporting Directive (CSRD) and the Green Taxonomy (setting out a framework on the definition of sustainable activities) have increased requirements on the publication of non-financial information.

In addition, the sensitivity of public opinion regarding the acceptability of the products marketed by the Group or the presence of industrial sites near housing could motivate administrative or regulatory decisions unfavorable to the Group.

#### Potential impacts

Any breach of these regulations is liable to result in fines or other civil, administrative or criminal sanctions, which could ultimately result in the confiscation of the permits and licenses required to operate the businesses in question.

Lastly, certain components may potentially be banned, which would have an adverse impact on the business lines' manufacturing efficiency, requiring them to replace these products and alter their manufacturing processes.

#### Risk management

To reduce exposure to this risk, the Group has numerous additional strategies in place, managed either by the Group's support functions (Legal Department, CSR, Internal Control, etc.) or by the Group's Industrial Performance and Supply Chain Department. In parallel, all the business lines are required to monitor regulations in the areas relevant to them.

For example:

- The continuous innovation policy helps to protect the Group against this risk. It seeks to develop new industrial manufacturing processes. These processes employ alternative components that are different from the inputs generally used by the business lines and that may be the subject of restrictive regulatory developments.
- In 2021, the Group voluntarily produced a first carbon assessment. This assessment contains reliable information that can be used to define a reduction program for the Group's carbon footprint and associated risks. Detailed information is included in the Non-Financial Performance Statement (NFPS) and helps to define the Group's environmental policy.
- The Group is strengthening its legal teams, calling on specialized firms, and structuring its internal network of CSR officers.
- The Group regularly invests in its industrial sites to comply with the expectations of the relevant administrative bodies (for example, DREAL - France's Regional Directorate for the Environment, Planning and Housing).



## 2.1.2 RISKS INHERENT IN THE BUSINESS ACTIVITY

### SUPPLY CHAIN DISRUPTION

#### Risk identification

The Group is exposed to the risk of disruption in its supply chain arising for technical, operational, political, health or climatic reasons (for example: dependence on a small number of suppliers, punctual technical inability of a supplier, power cuts, blockades of ports, etc.).

#### Potential impacts

Difficulties in the supply chain may result in a slowdown in production or temporarily prevent the Group to sell and distribute its products, and therefore a loss of productivity. Eventually, supply chain disruptions could impact the Group's business, financial position and results of operations. Lastly, such events could tarnish the Group's reputation and image, which play an essential role in acquiring and retaining customers.

#### Risk management

To reduce its exposure to this risk, the Group places great importance on the proper and seamless operation of its supply chain at every stage in the production process, through three main levers:

- framework agreements: when a single supplier accounts for a significant proportion of a business line's inputs, a master agreement is signed to foster a long-term partnership relationship. For key suppliers, the management of purchasing performance integrates supply security aspects;
- increasing supply sources: each of the business lines refrains to the extent possible from being dependent on a single supplier for its essential raw materials;
- implementation of local partnerships, particularly to reduce logistics contingencies and benefit from teams with a solid local presence.

Lastly, the teams responsible for supply and logistics flows were strengthened in 2023.

### INDUSTRIAL AND BUSINESS CONTINUITY RISKS

#### Risk identification

The Group's production facilities may be subject to incidents resulting from its activities such as fire, explosion and/or machinery breakdown risks. An accident at any of the production sites, or during the transport of the manufactured products, could lead to unforeseen disruption to the businesses.

#### Potential impacts

Unscheduled disruptions to business activity would have an immediate impact on operational planning, potentially preventing the Group from meeting its delivery obligations towards its customers. This could lead to contractual or, more broadly, civil law claims for compensation from third parties or customers. The Group could also ultimately lose these customers, which would have an impact on its business and results of operations.

Moreover, a high frequency of industrial incidents or any other major insurance event could lead to a material change in policy terms, higher premiums or cancellation of the coverage by the insurer due to the increase in risk.

#### Risk management

To reduce exposure to this risk, the Group implements an industrial risk prevention and management strategy. This strategy is underpinned by the following three core processes:

- Identifying and anticipating risks: the Group and its business lines regularly update their industrial risk maps to identify and assess risks and prioritize the corrective actions to be implemented. In addition, on-site safety audits are conducted by specialized external companies when a potential risk is identified.
- An ongoing risk prevention system and appropriate insurance coverage: the Group addresses both technical issues, such as improving production facilities, and people issues, by instilling a true safety culture, in particular through the annual Safety Days. It has also taken out property and casualty coverage with leading insurance companies (see section 2.2 of this Universal Registration Document).
- A strict control system: the Group ensures compliance with its safety standards and practices in every production facility, in alignment with each one's particular characteristics, through an appropriate managerial organization, in particular with delegations of responsibility to empower all the people involved in the process.

In this regard, the Group's major production facilities have undertaken to obtain certification in compliance with ISO 9001 for quality management, ISO 14001 for environmental management and ISO 45001/OHSAS 18001 for safety management. Risk assessments are taken into account in guidelines and when updating the business continuity plans of the main industrial sites.

## Risk factors and control environment

The main risks to which the Group believes it is exposed

### POLLUTION OR IMPACT ON THE ENVIRONMENT

#### Risk identification

The Group could be held liable for environmental damage on several grounds:

- in relation to the chemical substances that could be potentially toxic but necessary to manufacture its products;
- in relation to the production facilities it operates, has operated or will operate, in the event that they are a source of pollution or accidents causing bodily harm;
- in relation to the evolution of civil society's sensitivity and expectations regarding environmental issues.

#### Potential impacts

Chronic pollution or a major industrial accident at any of the Group's sites could result in sanctions or fines being imposed, its partnerships being questioned, or its business activity being challenged by the civil society. This could also lead to a temporary or definitive shutdown of activity at the site in question.

The Group may be required to incur expenses for industrial site clean-ups or decontamination, especially when it ceases operations at a site.

#### Risk management

To limit the potential impact of the risks inherent in its business activities, the Group has always paid close attention to environmental and natural hazard risks, as well as to changes in the related legislation. As such, at its industrial sites it has implemented a QHSE organization system, environmental management systems (ISO 14001), ISO 18001/45001 certification on occupational health and safety management, the strengthening of the accident prevention policy and regular dialogue with the competent administrative bodies (such as DREAL in France).

Other initiatives help to limit the potential impacts of pollution risks:

- a Responsible Procurement Charter has been widely implemented by the business lines for purchases of raw materials;
- substances that are potentially environmentally toxic either upstream or downstream of production processes are the subject of protective measures or are rigorously treated to neutralize the risk of pollution. By way of example, Chargeurs Advanced Materials has installed secure storage systems (storage in a secondary containment area) for the glues and solvents used in the manufacturing process. Similarly, to mitigate the risk of polluting waterways, Chargeurs PCC Fashion Technologies treats wastewater from the dyeing processes using its own water treatment plant in Picardy.

The Group is also continuously improving its performance on its most significant CSR issue: CO<sub>2</sub> emissions, water resource management, employee safety, and the development of virtuous products.

### RISKS RELATED TO THE QUALITY OF PRODUCTS SOLD

#### Risk identification

The Group could be faced with product quality issues related to the composition of its products, the manufacturing process, packaging or compliance with applicable standards and regulations. In addition, difficulties in developing and maintaining know-how could increase the risk of quality issues. This risk exposure is particularly important for:

- products sold directly to end consumers;
- products integrated into high-value-added processes.

#### Potential impacts

The materialization of this risk could result in a loss of customer and consumer trust, thereby undermining Chargeurs' reputation and the image of its brands. In addition to the costs of product recalls and the financial consequences that may arise from any claims (individual or collective claims, fines, court rulings), the Group's revenue and operating profitability could also be impacted.

#### Risk management

To reduce exposure to this risk, the Group pays particular attention to the quality and safety of its products by implementing control measures at all levels of the value chain. These include design, raw material selection/composition, manufacturing processes and quality assurance.

Chargeurs consistently uses the ISO 9001 standard as a benchmark when purchasing and assessing the quality of its raw materials. Checks are conducted to monitor regulatory changes that may have an impact on the composition of products and their packaging. The Group also regularly schedules staff training and audits.

## PERSONAL SAFETY

### Risk identification

In addition to the general risks inherent in any industrial or craft activity, the incomplete or defective prevention of work accidents would expose the Group to risks related to:

- the handling of potentially hazardous chemicals or components;
- the processes used;
- the use of certain machines or work equipment;
- noise and vibration in plants;
- etc.

### Potential impacts

Occupational accidents could affect the Group's productivity and result in it being sued, which in turn could have an impact on its operations, image, and financial position.

### Risk management

To reduce exposure to this risk, the Group has made safety at work one of the cornerstones of its CSR policy. The Accident Frequency Rate (AFR) is one of the four areas in which the Group strives to make continual improvements, with a zero accident trajectory having been defined. The results are set out in Chapter 3 of this Universal Registration Document.

To that end:

- the Group introduced an annual Safety Day with the aim of strengthening the accident prevention culture. Since then, the Group has continued to invest in safety management systems and training and has digitized its processes;
- at its industrial sites, the Group has introduced a QHSE organization system, unique risk-assessment documents, and ISO 9001, 14001, 18001/45001 certification programs on the management of occupational health and safety. The facilities work in close collaboration with employee representatives to ensure that any risk occurrence is promptly reported and remedial action plans can be effectively deployed.

## DEFICIENT CHANGE MANAGEMENT

### Risk identification

In an environment of transformation (optimization of organizations), developments (setting up operations in new countries) and changes in tools (rollout of an ERP), the Group may experience the following:

- insufficient anticipation of the necessary resources;
- rejection or lack of buy-in on the part of employees;
- incidents affecting the completion of a project.

### Potential impacts

Deficient change management could affect the availability and engagement of the teams and thus lead to:

- a loss in productivity;
- departure of employees;
- additional costs related to delays and operational disorganization;
- failure of the project and then implementation of a degraded or sub-optimal solution.

### Risk management

To reduce exposure to this risk, the Group ensures the relevance of projects by pre-approving structuring engagements. The business lines then structure their methodology and ensure the engagement of their key employees in the completion of these projects.

## Risk factors and control environment

The main risks to which the Group believes it is exposed

### TALENT AND SKILLS MANAGEMENT

#### Risk identification

One of the keys to Chargeurs' success lies in its ability to attract and retain talent, adapt and integrate new skills, and develop its managerial structure to help drive the Group's growth and transformation. This ability may be compromised by:

- a macro-economic environment facilitating the movement of professionals from one company to another;
- a change in individual relationships to work;
- compensation and benefits considered to be insufficient;
- in-house career development prospects considered to be inadequate.

#### Potential impacts

The defective management of talent and skills could lead to the departure of employees, undermine business organization, and slow down the completion of key projects. In particular, excessively high staff turnover or significant numbers of positions being left unfilled could have an impact on employee morale and Group productivity. The Group's organization and culture could also be weakened.

#### Risk management

To reduce exposure to this risk, Chargeurs invests in talent at all stages of the employee collaboration process by:

- developing its HR processes to match the needs of its business lines and markets (establishment of a common competency framework, evaluation process and setting of targets that are aligned across the various Group entities, introduction of an onboarding tool at CAM);
- devising training programs to develop in-house expertise (creation of in-house academies, programs for managers, etc.);
- enhancing the working environments of all employees, from production line workers to managers (through working time agreements, online training, remote working organization, internal and international mobility);
- focusing in particular on the integration of new employees from newly-acquired companies;
- applying the Group's strategic objectives in all its business lines, ensuring consistency between managerial decisions and policy choices.

The Group also ensures that business-critical technologies are properly used and shared by a sufficient number of employees.

Talent management policies are described in further detail in the Non-Financial Performance Statement in section 3.4 of this Universal Registration Document.

## 2.1.3 RISKS OF MALICIOUS DAMAGE AND UNETHICAL BEHAVIOR

### CYBERATTACKS & INTEGRITY OF INFORMATION SYSTEMS

#### Risk identification

Cyberattacks, and the regularly changing techniques used to carry out cyberattacks, are becoming increasingly sophisticated. Numerous factors associated with Chargeurs' digital transformation are causing the business lines' information systems to become increasingly exposed and vulnerable. These include the adoption of new technologies, the coexistence of tools with different standards, the migration of data to the cloud, and changes to system architecture. Consequently, Chargeurs' information systems, some of which are managed by third parties, may potentially be compromised, damaged, disrupted or shut down as a result of cyberattacks (viruses and hacking, etc.).

#### Potential impacts

Any failure or a cyberattack could compromise the integrity or availability of information systems and lead to:

- a breakdown or service interruption pending system restoration;
- the loss or theft of sensitive data;
- a loss of confidence among partners;
- a loss of competitiveness.

#### Risk management

To reduce exposure to this risk, the Group ensures that:

- the databases are backed up daily in three copies, one of which is offsite;
- business-critical technologies are properly used and shared by a sufficient number of employees.

In addition, the Group has strengthened its policy for protecting sensitive data by:

- enhancing its internal procedures and relaying best practice guides worldwide. In particular, the Information Technology Charter, which each employee is required to sign, is designed to create a framework for using information systems effectively and to raise staff awareness about information systems risks and the issues of security and confidentiality;
- conducting security audits of information systems and infrastructure in order to assess whether levels of security are adequate and identify the actions required to reduce risk exposure;
- introducing adequate insurance coverage;
- investments in R&D and the digital transformation to provide robust and innovative solutions.

### INTELLECTUAL PROPERTY INFRINGEMENTS

#### Risk identification

The Group operates in markets in which technology changes rapidly and plays an essential role in its business development. The Group utilizes technologies whose industrial property rights the Group either owns or is licensed to use. In some cases, these technologies require employees to have specific skills. The Group is therefore exposed to the risk of confidential information being disclosed or a process or technology being copied, either of which could adversely affect its competitiveness.

The Group is also exposed to risks of counterfeiting or the use of similar names that could undermine the implementation of the business activities of its business lines.

#### Potential impacts

A lack of proficiency in these skills or technologies or their inadequate management could diminish the Group's competitiveness and become a barrier to it entering new markets. In addition, the Group could find itself unable to develop the innovative products its customers need.

#### Risk management

To reduce exposure to this risk, the Group trains its employees on the protection of intellectual property rights. In addition, each business line hones its technical expertise, notably to continue to maintain know-how and the mastery of the technologies it uses and to improve productivity and sharpen its competitive edge. R&D and the filing of patents are therefore key aspects of the Group's strategy.

## Risk factors and control environment

The main risks to which the Group believes it is exposed

### DAMAGE TO THE GROUP'S IMAGE OR REPUTATION

#### Risk identification

The Group has initiated an approach on strengthening its brands to boost their visibility and value. This approach, as well as the growth in direct B2C sales, could expose some Group brands to denigration campaigns, slander, or unfavorable publications (dissemination of negative opinions of consumers).

#### Potential impacts

The content and speed of dissemination of such attacks in the media or on social networks could harm the image of these brands, the reputation of the people working for the Group, or the renown of the Group.

#### Risk management

To reduce exposure to this risk, the Group has put in place effective prevention and monitoring measures:

- increasing employees' awareness of best practices and information-related risks on social networks;
- controlled and regular communication to ensure better visibility and information on the Group's activities;
- media monitoring via specialized alerts for the Chief Communications Officer or the legal departments.

### RISK OF FRAUD OR ASSET DETERIORATION

#### Risk identification

The structure and entrepreneurial nature of the Group allow operational flexibility but also expose it to the risk of fraud or asset deterioration, particularly at entities under development or with small headcounts. Employees could be tempted to introduce fraud mechanisms into payments, expenses claims, wages, financial statements, etc.

#### Potential impacts

Taken individually or as a whole, such actions would have a marginal financial impact. But their discovery by internal or external players could negatively impact the reputation of the affected entities in the eyes of supervisory bodies or partners. Moreover, the implementation of emergency corrective actions could disrupt the activities of the business line in question.

#### Risk management

The Group communicates its requirements on business integrity and ethics regularly and at all levels. As part of these efforts, the Code of Conduct was updated in 2023 and disseminated to all employees.

The Group has initiated a policy on the strengthening and continuous improvement of internal control systems through:

- the formalization of Group directives and internal control guidelines applying to all entities;
- the implementation of self-assessment campaigns by subsidiaries on their internal control systems;
- the completion of ad hoc control missions by the business lines and head office.

Considering the diversity of the Group's businesses and organizational specificities, particularly between manufacturing and sales companies, this program to strengthen internal control is being rolled out in close cooperation with the business lines.

## 2.1.4 RISKS OF FORCE MAJEURE EVENTS

### GEOPOLITICAL INSTABILITY

#### Risk identification

International developments, a potential or actual increase in tension on certain continents and continuing terrorist threats, are risk factors that may adversely affect international trade, the free movement of capital and financing conditions, the stability of exchange rates and the prices of raw materials and, ultimately, global economic growth.

Geopolitical issues also constitute risk factors affecting all persons and industrial or commercial facilities, as well as business continuity.

The Group is thus particularly attentive to the risks of destabilization that may be generated by:

- the Russia-Ukraine conflict;
- the deterioration of relations between China and Taiwan;
- conflicts in the Near and Middle East;
- the consequences of upcoming presidential elections that could potentially undermine political and economic balance (primarily in Argentina (November 2023), Taiwan (January 2024), India (May 2024), and the United States (November 2024)).

#### Potential impacts

The Group's financial performance could be adversely affected by the occurrence of geopolitical risks, with the following consequences:

- the closure of certain countries or a slowdown in growth in certain world regions;
- supply disruptions and hikes in the prices of key inputs (raw materials, energy);
- restrictions on credit insurance as a result of a deterioration in sovereign credit risk of certain key markets and their impact on exports;
- technical or operational difficulties in recovering debts;
- a slowdown in, or obstacles to, external growth transactions linked to potential restrictions on the movement of people or capital.

The materialization of geopolitical risks could, in certain circumstances, impact the attainment of the Group's financial objectives.

Regarding the conflict between Russia and Ukraine that began in February 2022, the exposure of the Group's business activity to these two countries remains extremely small.

#### Risk management

The exposure of the Group's business activities, the nature of the investments it makes and the Group's governance represent significant structural protections against the potential impacts of geopolitical risks, which tend to concentrate in unstable countries:

- a very large proportion of the Group's business activities, profits and assets are concentrated in countries and regions that are politically, financially and economically stable;
- the Group's acquisitions policy is firmly focused on OECD countries, all its acquisitions since 2015 having been made in Europe or the United States;
- the Group has no direct or indirect industrial or commercial operations in the major sanctioned countries, i.e. currently Cuba, Iran, North Korea, Sudan, Syria and Crimea/Sebastopol, in war zones or in countries categorized by the credit insurer, Coface, as posing an "extreme" risk;
- the Group endeavors as much as possible to diversify and regionalize its suppliers and to seek out alternative suppliers where relevant;
- the creation of joint ventures with local partners is aimed at protecting these entities from any anti-French reprisal measures.

## Risk factors and control environment

The main risks to which the Group believes it is exposed

### EXTREME CLIMATE EVENTS

#### Risk identification

The Group may be faced with extreme climate events such as droughts, heavy rain (resulting in flooding or landslides), extreme temperatures, or forest fires.

#### Potential impacts

These events could negatively impact the Group's operations and finances with:

- restrictions on or disruptions to water supplies for certain manufacturing processes (as a result of water tables being too low);
- a deterioration in working conditions for operators in production areas;
- infrastructure that is destroyed, damaged or unavailable until it is cleaned and reconfigured.

#### Risk management

Exposure to this risk is reduced by the distribution of production sites in different climate zones and sites located relatively far from the most exposed zones (distance/spacing of buildings). In addition, the Group could distribute or reorganize production and logistics flows between these various sites in the event that one site becomes temporarily unavailable. The Group:

- has storage capacities to temporize the time necessary for resuming site operations;
- is able to flexibly adjust production locally to less critical days or times;
- carries out active monitoring to prepare ahead for water restrictions imposed by local administration;
- diversifies its supplies and sourcing to avoid dependency on a single production site for its raw materials.

### HEALTH-RELATED PANDEMICS OR LOCKDOWNS

#### Risk identification

New large-scale health crises could emerge in geographical regions owing to the spread of a virus, population movements in unstable regions, or phenomena related to changes in lifestyles or the climate. The Group could be affected if such crises were to impact one of its operating regions.

#### Potential impacts

The impact would be financial and operational owing to:

- the temporary impossibility of accessing the workplace;
- the time and resources necessary to implementing the processes adapted to the health conditions;
- a sharp decrease in orders related to this region.

#### Risk management

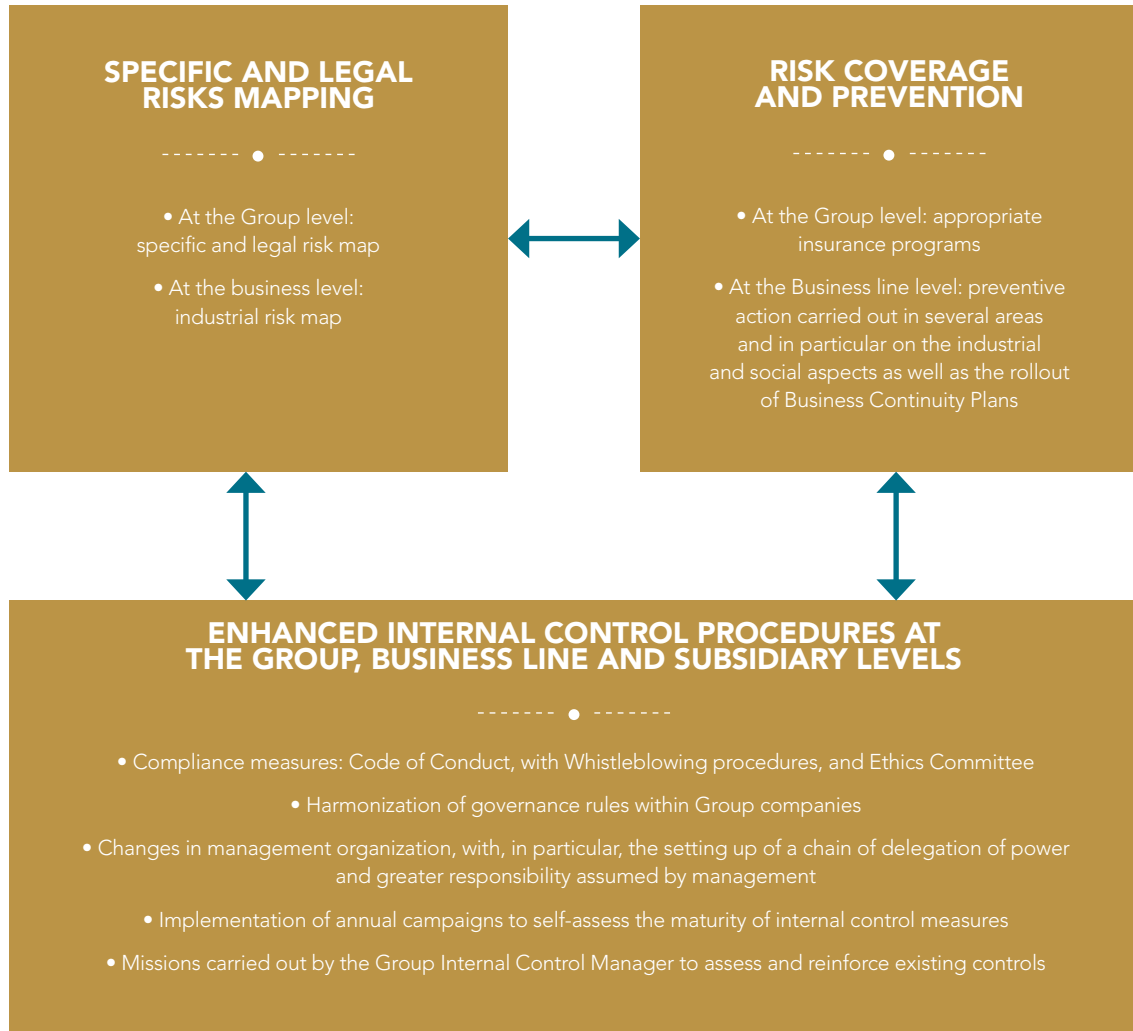
The Group permanently ensures that it acts in compliance with the health measures recommended by the local administrative authorities. The experience acquired during the COVID-19 lockdowns has served to increase the flexibility and digitalization of certain processes in order to ease business continuity.



## 2.2 Risk management and internal control

Risk management is based on three complementary priorities:

- mapping to identify, categorize and plan ahead for risks;
- coverage and prevention programs to determine insurance policies;
- enhanced internal control systems to reduce the likelihood of occurrence and the potential impact of these risks on the Group.



The Executive Committee pinpoints mission-critical issues for the Group and designates to the managers concerned the management of coverage, prevention and control measures for these issues. The issues dealt with generally concern events that could have a material adverse effect on the Group's financial results and its other risk exposures. There is regular dialog based on the reporting schedules produced monthly by the five business lines.

From time to time, Chargeurs uses the services of specialized firms to either perform key analyses or temporarily support operational teams when critical projects are being implemented.

### 2.2.1 LEGAL RISK MAP

Pursuant to the AMF's recommendation in its "URD Guide" of July 28, 2023, the Company annually reviews the risks that could have a material adverse impact on its business activity, financial situation, or its ability to meet its objectives. The aim of the review is to assess the exposure and management measures of these risks for each business line. The Company considers that there are no significant risks other than those presented in Chapter 2.1 of this document.

#### Specific risks

In 2023, the Group structured and centralized the various risk-mapping processes with:

- the creation of an internal Risks Committee to supervise and coordinate the annual risks-mapping campaign;
- the definition of standard criteria to qualify the impact and likelihood of events that may significantly affect all or part of the Group;
- the involvement of the directors of each business line and experts from head office or the business lines.

#### Legal and corruption risks

The Group appoints, regularly or on an ad hoc basis, one or more law firms to assist it in updating its legal risk mapping, including for anti-corruption risks ("Sapin 2" law). The mapping is, on average, updated every three years (2016/17, 2020 and 2023/24). The work is closely monitored by the Company, the Audit Committee and the Board of Directors.

The overriding aims of the project are to identify, analyze and assess the legal risks to which the Group could be exposed to in relation to its operations. For each update, the scope of the mapping is extended to companies recently acquired by the Group.

The findings of the work carried out in 2016/17 and 2020 did not reveal any material risks other than those described in this Chapter 2 of the Universal Registration Document. The summary of the work achieved in 2023/2024 had not been finalized when this document went to print.

#### Industrial risks

In fiscal 2018, the business lines also updated their industrial risk maps. Another indication of the importance accorded by Chargeurs to managing industrial risks was the appointment, in early 2020, of an Executive Vice President, Industrial Performance and Logistics, who is notably tasked with overseeing and ensuring the consistency of best practices in the management and control of industrial risks within the Group as well as ensuring the existence of business continuity plans at production facilities, working closely with the directors of the business lines.

### 2.2.2 INSURANCE STRATEGY

#### Insurance strategy

With a view to better protecting the men and women of our Group, our assets and revenue, Chargeurs implements a global insurance policy. The Group has a global insurance program to manage its exposure to the main risks facing it.

These programs are underwritten by leading insurers and are managed by the Group's holding company in coordination with the Insurance Manager of each business line and insurance officers at the subsidiaries.

The primary aim of the Group's insurance policy is to ensure optimal coverage of the impact of potential risks. This is ensured via the harmonization of coverage for all of the subsidiaries of each business line and thanks to the complementary nature of policies. It enables the Group to obtain a good understanding of insurable risks and existing coverage. It also targets optimization of the overall cost of these risks. Local policies can also be agreed upon outside the scope of the global policy, in particular with a view to rationalizing costs. In this case, the operating entities inform the Group of the content of the policies and the coverage guarantees. In this way, the Group has an exhaustive view of insurance policy coverage to ensure they are in line with identified risks.

The Group makes sure that all newly-acquired companies are included in its insurance programs (or, where applicable that the conditions of its insurance policies are met) so that their coverage is appropriate and in line with the Group's insurance strategy.

#### Information about the main insurance programs

The following items are provided for information purposes for the situation at a given date. They may be subject to change to adjust to market conditions and the general situation. It only concerns the Group's main insurance programs and is therefore not exhaustive.

Chargeurs has set up several global insurance programs covering all its subsidiaries. Local policies are also taken out alongside the "master" group policy whenever required in order to comply with the regulations of a particular country. In such cases, the master policy can be triggered if the local policy does not provide sufficient coverage.

- **Third-party liability:** this program covers Group subsidiaries for the financial consequences of any third-party liability that could arise in connection with their activities concerning bodily injury or property damage caused to a third party.
- **Property damage and business interruption:** for Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies, this program covers any accidental property damage on an "all-risks with specific exclusions" basis, as well as the costs of any business interruption caused by such damage. This approach is part of the Group's policy of favoring global programs. This process forms part of the Group's strategy of using global insurance programs to provide consistent, centrally managed coverage for all its subsidiaries worldwide, except when this is not possible due to local legislation.

The above policies include:

- coverage caps and exclusions, in line with market practices;
- excess loss amounts that are proportionate to the size of the subsidiary's sites and operations.

Chargeurs considers that its insurance coverage is appropriate for the typical risks of its business operations.

Other insurance policies have also been entered into by the Group, notably for the vehicle fleet, transport, personal insurance (particularly employee travel insurance) and cyber insurance.

## 2.2.3 INTERNAL CONTROL ENVIRONMENT

### Internal control participants

Chargeurs is organized by business segment, with five main business lines comprising all its subsidiaries, and managed by its parent company, Chargeurs SA. As and when warranted by their size, the business lines are organized by operating region, each led by a regional head who reports to the General Manager of the business line and is responsible for supervising the operations of subsidiaries in their region. The head office is home to the support departments, which, in addition to providing audit and control services as well as expertise and advice to the business lines, ensure the implementation of cross-functional dynamics between the business lines. Given the diversity of the Group's businesses and the specific organizational structures, particularly between manufacturing and sales companies, these systems are part of a process of continuous improvement and flexibility, led in close cooperation between head office support functions and the five business lines:

- Chargeurs Advanced Materials;
- Chargeurs PCC Fashion Technologies;
- Chargeurs Luxury Fibers;
- Chargeurs Museum Studio;
- Chargeurs Personal Goods.

The **Board of Directors** is responsible for verifying the efficiency of the internal control and risk management systems, assisted by the **Audit Committee** which, among other tasks, monitors the preparation and control of accounting and financial information.

The **Chairman and Chief Executive Officer** puts in place the organizational structure that he considers to be the most effective for continuously improving the internal control and risk management systems.

The **Executive Committee** plays a central role in the risk management process. Its members discuss and review each decision and transaction that is of strategic importance to the Group.

The **Corporate support functions**, which comprise several Group-level specialist departments (the Finance Department and the Secretary General's Office, which includes the Human Resources, CSR, Information Systems, Legal and Tax Departments). These functions provide their expertise and support to the business lines and their subsidiaries and employees. Each one has its own remit and is responsible for preparing and implementing the policies defined by the Group.

The **Group Head of Internal Control** is responsible for strengthening internal control systems, promoting best practices and providing technical support to the entire organization.

The **Chief Compliance Officer's** main role is to verify that the Group's rules of professional ethics and conduct are respected.

The **Data Protection Officer, backed by local correspondents at each business line**, is responsible for protecting information systems, particularly with regard to personal data, and that the Group complies with the related laws and regulations.

**Group employees** are responsible for continuously verifying that the internal control procedures and processes within their scope of activity are up to date and suggesting changes where appropriate.

### Internal control reinforcement process

To prevent the potential risks described above, the Group continuously strengthens its internal control systems to ensure:

- compliance with laws and regulations;
- implementation of the instructions and guidelines set by top management or the Board of Directors;
- efficient operation of the Company's internal operational, industrial, commercial and financial processes, particularly those contributing to the safeguarding of its assets;
- reliability of financial reporting.

The internal control and risk management system is based on a three-tier structure. It aims to promote a culture of risk management at all levels of the Group.

- Tier 1: controls ensured by each employee and their management in their day-to-day activities.
- Tier 2: supervision and assistance controls, ensured by the Executive Committee, the Group Head of Internal Control, the Group Chief Compliance Officer, the Data Protection Officer and the support functions in their areas of expertise.
- Tier 3: controls of insurance and the assessment of the risk management system, supervised by the Audit Committee and the Board of Directors.

By helping to prevent and manage the Group's risks, internal control systems play a key role in conducting and overseeing business activities. However, they cannot provide an absolute guarantee that all risks have been eliminated. The aims of the continuous improvement policy introduced in 2021 are to boost the effectiveness of the Group's existing internal control environment and to step up the standardization of the control process of the Finance function.

In 2023, this was reflected in:

- the structuring of the risk-mapping process on a lasting basis with standard criteria and the contribution of employees from head office and the business lines;
- the formalization of Group directives and internal control guidelines applying to all entities;
- the implementation of self-assessment campaigns by subsidiaries relative to their level of control over the risks listed in the Group guidelines;
- the completion of ad hoc control missions by head office.

### Controls relating to accounting and financial reporting

The Chargeurs group has a decentralized operating model. However, it has head office IT systems enabling it to:

- produce high-quality financial information;
- clearly understand how the different business lines operate and how they contribute to the Group's earnings and cash flows;
- be able to rapidly identify risks.

Given the diversity of its business lines and geographical locations, Chargeurs has implemented an organizational structure designed to manage the risks that could affect its earnings, assets and commitments. The cornerstones of the system are:

- a corporate organization based on empowered, accountable subsidiaries, with each business line's General Manager, Regional Head or Subsidiary Head managing all operations within their scope of responsibility, in accordance with guidelines and procedures defined by the Group;
- short lines of communication;
- regular reporting on strategic issues;
- systematic coverage of all insurable risks;
- a dedicated insurance team, made up of a Chief Insurance Officer for Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies and an Insurance Manager at head office, who reports to the latter;
- a strengthened CSR network at the corporate and business line levels.

All Group companies produce monthly management reporting packages using the same information system and the same accounting standards (IFRS).

At December 31, 2023, the Chargeurs' group was made up of 98 companies fully consolidated in its accounts: the financial information system is based on the monthly income statements and key financial position statement indicators reported by each of the Group's companies.

The monthly results of each subsidiary are reviewed and commented on by the General Manager and Finance Director in standard written format.

These results of each business line are reviewed every month with the Managing Director of the business line at meetings chaired by the Group's Chairman and Chief Executive Officer. Annual result forecasts are updated as soon as a new important event arises.

### Compliance measures and procedures (Sapin II)

The Company implemented the compliance programs provided for under French Act 2016-1691 dated December 9, 2016, related to transparency, anti-corruption measures and the modernization of the economy (France's "Sapin 2" Act). Joëlle Fabre-Hoffmeister, Group Deputy Chief Executive Officer, serves as Group Chief Compliance Officer. In this role, her main responsibility is to ensure that the Group's rules of professional ethics and conduct are respected. These rules are based on the international standards detailed in Section 4.5 of the Universal Registration Document.

In this respect, the Company's compliance system is built on two cornerstones:

- a Code of Conduct formally setting out the Group's values and principles, as well as the new preventive and enforcement measures in place, notably including a whistle-blower process. The Code of Conduct was updated in 2023 and disseminated Group-wide;
- a dedicated *ad hoc* Ethics Committee.

### CSR risk monitoring

Chargeurs' subsidiaries use CSR reporting guidelines that were drawn up in 2013, which aim to:

- set out the Group's CSR commitments;
- list the CSR indicators used for Group-wide operations;
- and describe the CSR reporting processes in place within the Group.

In fiscal 2016, the Group further strengthened its commitment to CSR, which was incorporated into its continuous improvement process. As such, CSR became one of the core pillars for successful business growth. In particular, the Group is preparing for the reporting required by the CSRD in 2025 on 2024 data.

The continuous improvement actions undertaken and the progress achieved in this area, under the leadership of the Group's Secretary General, are described in Chapter 3 of this Universal Registration Document.

# Non-Financial Performance Statement



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## INTRODUCTION BY JOËLLE FABRE-HOFFMEISTER

# Towards a sustainable future

**JOËLLE FABRE-HOFFMEISTER**

Group Secretary General, Deputy Chief Executive Officer  
Organization, Talent and Sustainable Transformation,  
Chief Compliance Officer

“We hear it from all sides: the world is changing, and so is the climate, and we need to adapt, improve and mitigate our impact on climate change.

Chargeurs, our Group, is also changing, as described in this 2023 publication, and anticipating change, as you will see in this chapter where, in addition to information on our extra-financial performance, we’ve tried to show you the path we’re following on the never-ending road to continuous improvement, towards a controlled carbon trajectory and a resolutely responsible positioning.

Chargeurs is opening a new page in its history and preparing a sustainable future, with you.”

### 3.1 Our shared value creation model

#### Our resources

**WORKFORCE**

- Nearly 2,300 employees
- 34.7% women
- 1.4% investment in employee training
- 30 countries with active employees

**FINANCIAL**

- A solid financial structure
- A long-term controlling shareholder, Columbus Holdings

**MANUFACTURING**

- 19 production sites
- A strong culture of innovation with 15 R&D laboratories

**ENVIRONMENTAL**

- 182 GWh of energy consumed
- 411 m<sup>3</sup> of water consumed

**SOURCING AND SUPPLY**

- A committed “responsible procurement” approach
- Raw materials used: polyester and derivatives, cotton (purchased in yarns or woven fabrics), PE films (polyethylene)

**SOCIAL/SOCIETAL:**

- An established, proactive CSR policy
- A committed foundation: Chargeurs Philanthropie

#### Trends

More responsible growth — Premiumization —

**FOCUSED ON  
ENTREPRENEURIAL  
SPIRIT**

—  
**Passion  
Boldness  
Reliability  
Commitment**

**TECHNOLOGIES  
Division**

Chargeurs  
Advanced Materials  
Chargeurs PCC  
Fashion Technologies

**LUXURY  
Division**

Chargeurs  
Museum Studio  
Chargeurs Luxury Fibers  
Chargeurs  
Personal Goods

**factoring climate change**



Developing and optimizing our portfolio of solid assets, benefiting from our leading global positions in our niche markets and high-growth markets.

Personalization — Transfer of cultural heritage

## Our value creation model

### Our growth strategy

- Consolidate the global leadership of our activities in the Technologies Division
- Continue the expansion of our new champion Chargeurs Museum Studio
- Cement the global leadership of Chargeurs Luxury Fibers in trading eco-designed natural fibers
- Fuel the desirability of our brands in the new Chargeurs Personal Goods business line

#### Leveraging:

- The industrial excellence of our production base
- A far-reaching global foothold
- The innovation expertise of each of our businesses

into strategic thinking

#### WORKFORCE

- 94.8% permanent contracts
- 26% of the Group's top 50 executives are women
- 21 hours of training per employee

#### FINANCIAL

- €653.2m in revenue
- €26.6m in recurring operating profit
- Enterprise value tripled since 2015 (€541m in 2023 vs. €178m in 2015)
- 35% of our revenue generated by our sustainable product ranges

#### MANUFACTURING

- High-tech proprietary technologies
- Boosting employment in local economies

#### ENVIRONMENTAL

- CO<sub>2</sub> emissions/Mm<sup>2</sup> of production: -5.3%
- Water consumption/Mm<sup>2</sup>: -6.3%
- Waste production (Tonnes): -11%

#### SOURCING AND SUPPLY

- More than 393 suppliers signed the Responsible Procurement Charter
- Organization of social and environmental audits at our strategic suppliers: more than 30 suppliers audited and 272 farms NATIVA™ certified
- NATIVA™ program, ensuring full traceability of wool

#### SOCIAL/SOCIETAL

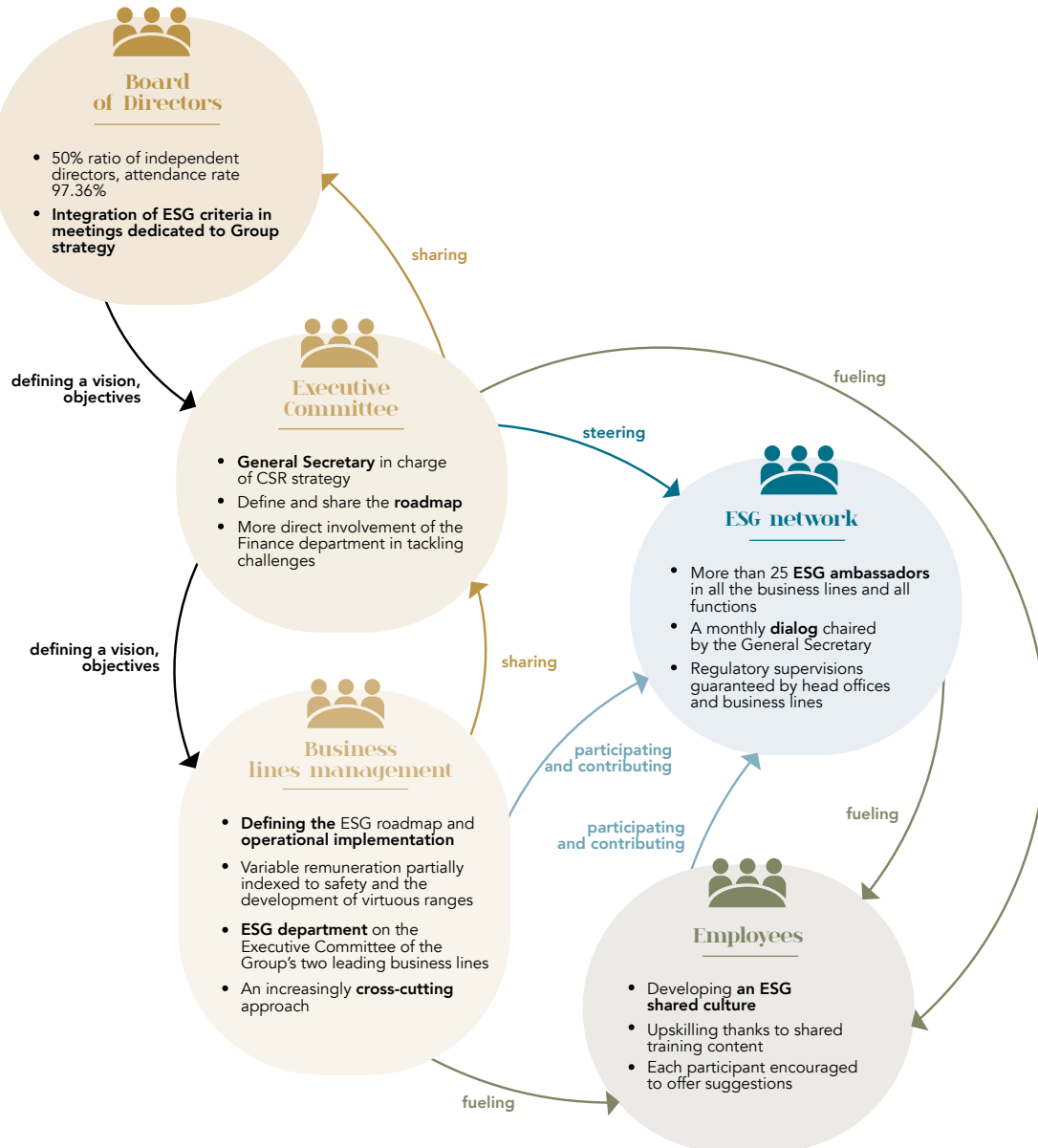
- Initiatives led in our operating regions working closely with communities

## 3.2 Our CSR governance

### 3.2.1 ORGANIZATION

The Group's CSR approach is supported by robust and committed governance at all levels of the organization. It is reflected in the strong integration of the challenges at all stages of strategic thinking, both at the corporate and operational levels, and drives the choices made in the various areas: manufacturing, sales, HR, etc.

The diagram below summarizes the interactions between the various internal stakeholders.



The Board of Directors has appointed a director as **Climate Change Lead**, with the role of specifically monitoring this key topic for a global Group such as Chargeurs within the Board.

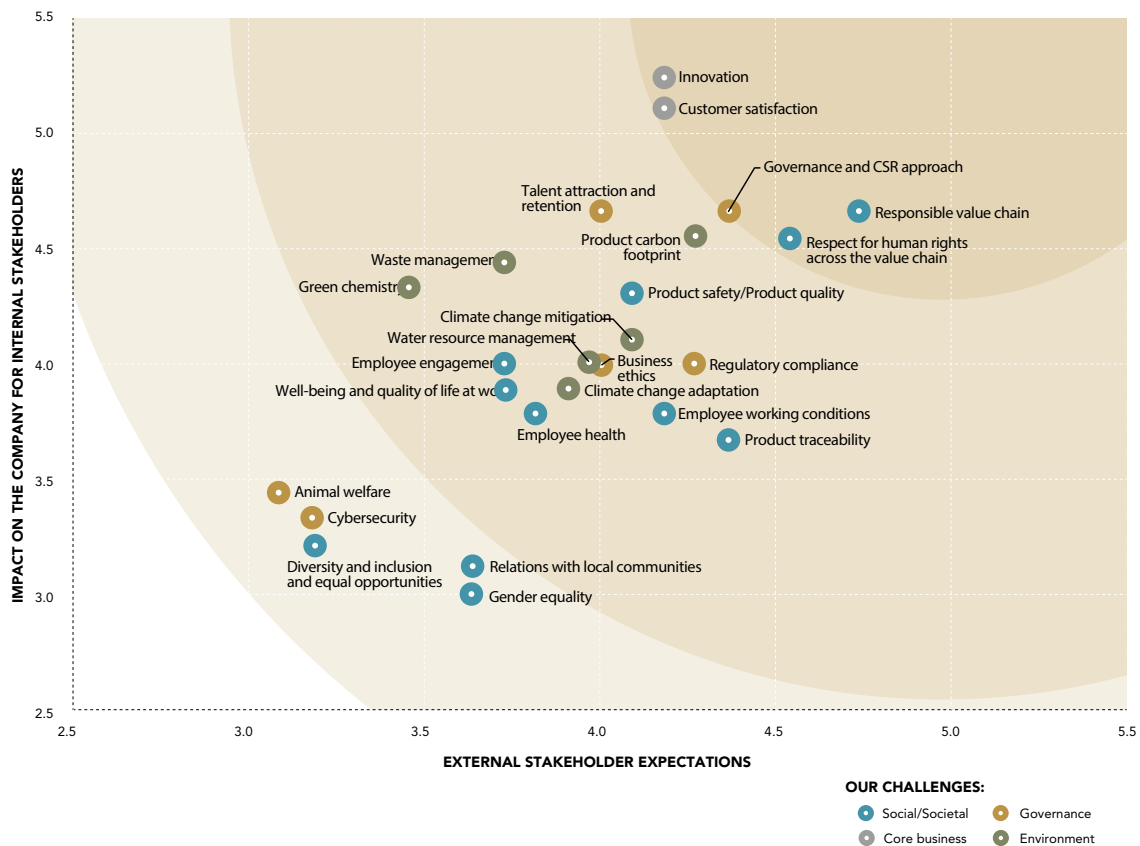
At all levels of the organization, the CSR teams are structured and developed to support the rollout of Chargeurs' CSR strategy and meet stakeholders' growing expectations.

### 3.2.2 MATERIALITY ASSESSMENT

In 2021, the Group led in-depth dialog with its stakeholders to identify and prioritize its CSR challenges before producing a materiality assessment. Driven by the Executive Committee, this project is part of the monitored relationship with Chargeurs' stakeholders, with a focus on continuous improvement. In line with the principles of United Nations Global Compact, this dialog is at the heart of the company's global strategy and contributes to its good governance.

In 2023, Chargeurs took the initiative to integrate the methodology and expectations set out in the CSRD (Corporate Sustainability Reporting Directive). This initiative will continue to be rolled out in 2024. It will result in a wider diversity of stakeholders being included in this dialog, together with the financial materiality of the issues identified in the CSRD and also the materiality of their impact both being assessed. The double materiality assessment and the new discussions with stakeholders will also mean that the recent changes of the Group are better reflected.

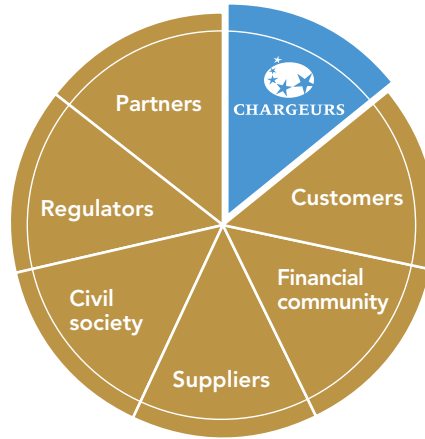
Chargeurs has sought to factor in the ongoing discussions by changing the format of its 2021 materiality matrix. The issues are classified into three categories: Governance, Social/Societal and Environmental, in line with the structure of the CSRD, plus two "core business" issues, namely innovation and customer satisfaction. The objective is also to facilitate overall understanding.



Chargeurs produced a double materiality assessment to to:

- step up stakeholder dialog and increase the transparency of its CSR strategy;
- take better account of the potential impacts of its business activities;
- adapt the relevance of its CSR strategy by focusing its efforts on the most significant material issues;
- identify emerging issues and opportunities to alter its strategy where necessary;
- provide its contacts with greater transparency on its properties.

### 3.2.3 STAKEHOLDERS



The dialog with our main stakeholders can be summarized as follows:

Stakeholders	Expectations	What we expect from them
<b>Chargeurs</b> Employees (current and future), trade unions, alumni, Board of Directors	Robust governance to drive forward an ambitious CSR strategy Sharing of information and communications Working environment, health and safety, personal development and career management	Commitment Support for the Group's performance model Responsible collaboration
<b>Customers</b> Customers, prospects and consumers (end users)	Availability and attentiveness in business relationships Responsible value chain (environmental footprint of transport/logistics, product lifecycle, and end-of-life analyses)	Loyalty Notoriety Recommendation (NPS)
<b>Financial community</b> Shareholders, financial partners and rating agencies	Sharing of information and communications Financial and Non-Financial Performance	Maintaining trust Understanding strategic challenges and choices
<b>Suppliers</b> Suppliers and subcontractors	Robust governance Sustainable innovation capabilities Responsible value chain	Transparency Long-term partnerships Commitment to our principles and values
<b>Civil society</b> Local communities, neighborhoods, citizens, associations/not-for-profits, NGOs, indigenous communities	Listening and availability Consideration of global and local CSR issues Sustainable use of resources Sharing of value, contribution to national and local development	Sharing of information and communications Support for the Company's sustainable development initiatives
<b>Regulators</b> Public authorities, governmental institutions	Compliance with laws and applicable local codes Ethical behavior	Support in implementing regulations
<b>Partners</b> Professional associations, peers and competitors, technical experts, universities, focus groups, schools, etc.	Sharing of information, experience, best practices and communication Research into shared sustainable innovation practices	Sharing of information and communications Long-term partnerships Definition of sector benchmarks Support for sector innovation

### 3.2.4 RISKS AND OPPORTUNITIES

In line with the climate disclosure supplement to the European Commission's guidelines on non-financial reporting (2019/C 209/01), we offer a double materiality climate risk analysis for Chargeurs. This analysis will be fine-tuned throughout 2024, notably in parallel to work on our climate trajectory.

#### Risk of negative impacts on the climate

##### POLLUTION OR IMPACT ON THE ENVIRONMENT

###### Risk identification

The Group could be held liable for environmental damage on several grounds:

- in relation to the chemical substances that are potentially toxic but necessary to manufacture its products;
- in relation to the production facilities it operates, has operated or will operate, in the event that they are a source of pollution or accidents causing bodily harm;
- in relation to civil society's changing sensitivity and expectations regarding environmental issues.

###### Potential impacts

Chronic pollution or a major industrial accident at any of the Group's sites could result in sanctions or fines being imposed, its partnerships being called into question, or its business activity being challenged by the general public. This could also lead to a lasting or definitive shutdown of activity at the site in question.

The Group may be required to incur expenses for industrial site clean-ups or decontamination, especially when it ceases operations at a site.

###### Risk management

To limit the potential impact of the risks inherent in its business activities, the Group has always paid close attention to environmental and natural hazard risks, as well as to changes in the related legislation. As such, at its industrial sites it has implemented a QHSE (Quality, Health, Safety, and Environment) organization system, environmental management systems (ISO 14001), ISO 18001/45001 certification on occupational health and safety management, an increasingly strict accident prevention policy and regular dialog with the competent administrative bodies (such as DREAL, France's Regional Directorate for the environment, planning and housing).

Other initiatives help to limit the potential impacts of pollution risks:

- a Responsible Procurement Charter has been widely introduced by the business lines for purchases of raw materials;
- substances that are potentially environmentally toxic either upstream or downstream of production processes are the subject of protective measures or are rigorously treated to neutralize the risk of pollution. By way of example, Chargeurs Advanced Materials has installed secure storage systems (storage in a secondary containment area) for the glues and solvents used in the manufacturing process. Similarly, to mitigate the risk of polluting waterways, Chargeurs PCC Fashion Technologies treats wastewater from the dyeing processes using its own water treatment plant in Picardy (northern France).

The Group also focuses on continuously improving its performance in top priority CSR areas such as CO<sub>2</sub> emissions, water resource management, employee safety, and sustainable product development.

## Risk of negative impacts on the Company

### Transition risk

These are the risks to the Company resulting from the transition to a low-carbon, climate-resilient economy.

#### RISKS RELATED TO CHANGES IN REGULATIONS

##### Risk identification

Changes to the regulatory environments applicable to Chargeurs' business lines could give rise to new restrictions to manufacturing processes or the components used by the Group's business lines. The Group must notably comply with regulations on environmental protection or the transparency of its non-financial impacts. In particular, the introduction of the Corporate Sustainability Reporting Directive (CSRD) and the European Green Taxonomy (setting out a framework to define sustainable activities) raise the required level of non-financial disclosure.

In addition, the trend in public opinion regarding the acceptability of the products marketed by the Group or the presence of industrial sites near houses could motivate administrative or regulatory decisions unfavorable to the Group.

##### Potential impacts

Any breach of these regulations is liable to result in fines or other civil, administrative or criminal sanctions, which could ultimately result in the confiscation of the permits and licenses required to operate the businesses in question.

Lastly, certain components may potentially be banned, which would have an adverse impact on the business lines' manufacturing efficiency, requiring them to replace these products and alter their manufacturing processes.

##### Risk management

To reduce exposure to this risk, the Group has numerous additional strategies in place, managed either by the Group's support functions (Legal Department, CSR, Internal Control, etc.) or by the Group's Industrial Performance and Supply Chain Department. In parallel, all the business lines are required to monitor regulations in the areas relevant to them.

For example:

- The continuous innovation policy helps to protect the Group against this risk. It seeks to develop new industrial manufacturing processes. These processes employ alternative components that are different from the inputs generally used by the business lines and that may be the subject of restrictive regulatory developments.
- In 2021, the Group voluntarily produced a first carbon assessment. This assessment contains reliable information that can be used to define a reduction program for the Group's carbon footprint and related risks. Detailed information is included in the Non-Financial Performance Statement (NFPS) and helps to define the Group's environmental policy.
- The Group is strengthening its legal teams, calling on specialized firms, and structuring its internal network of CSR officers.
- The Group regularly invests in its industrial sites to comply with the expectations of the relevant administrative bodies (for example, DREAL - France's Regional Directorate for the Environment, Planning and Housing).

### Physical risks

These are the risks that result for the Company from the physical effects of climate change.

#### EXTREME CLIMATE EVENTS

##### Risk identification

The Group may be faced with extreme climate events such as droughts, heavy rain (resulting in flooding or landslides), extreme temperatures, or forest fires, etc.

##### Potential impacts

These events could negatively impact the Group's operations and finances with:

- restrictions on or disruptions to water supplies for certain manufacturing processes (as a result of water tables being too low);
- a deterioration in working conditions for operators in production areas;
- infrastructure that is destroyed, damaged or unavailable until it is cleaned and reconfigured.

##### Risk management

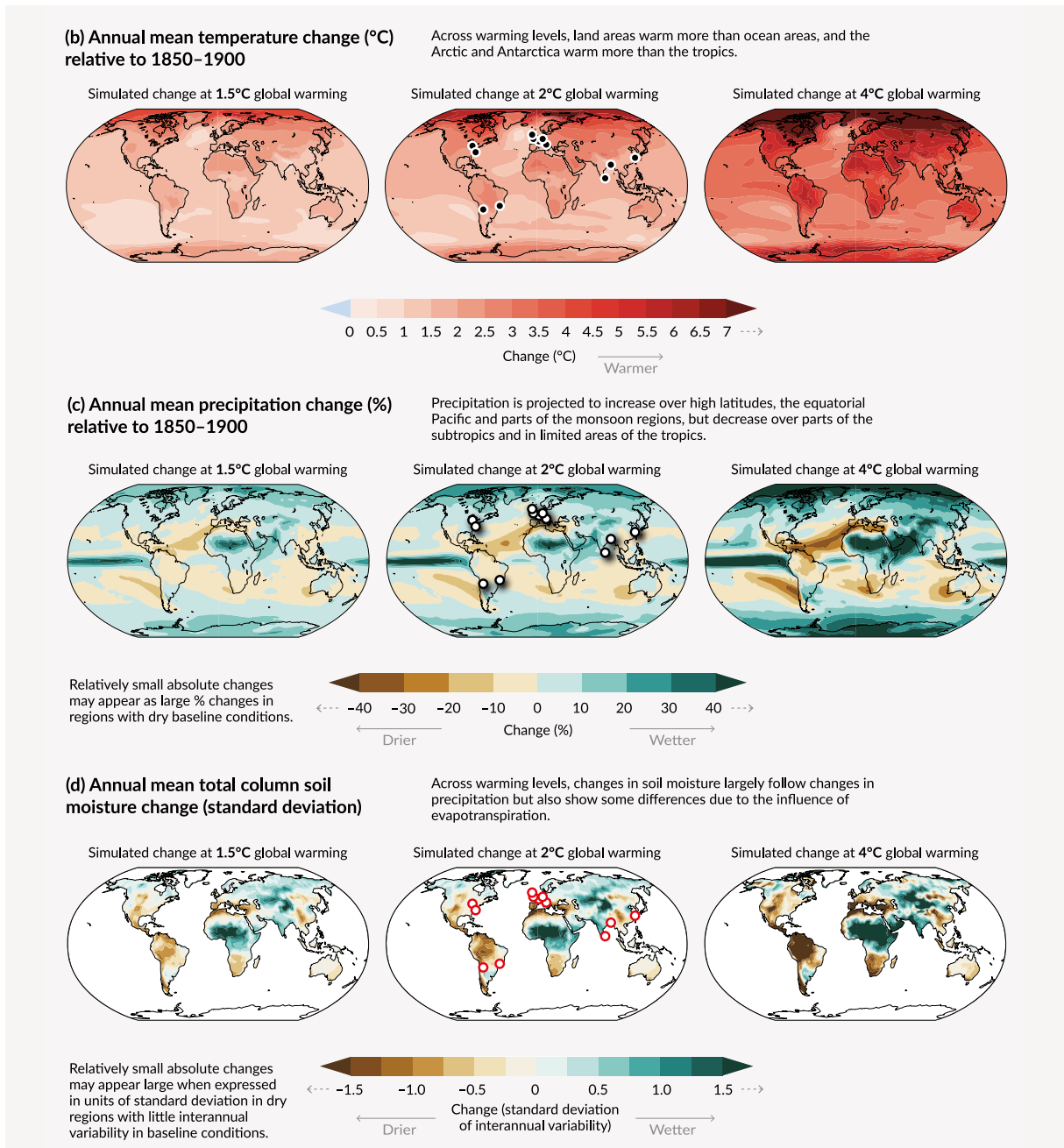
Exposure to this risk is reduced by the distribution of production sites in different climate zones and sites located relatively far from the most exposed zones (distance/spacing of buildings). Moreover, the Group could distribute or reorganize production and logistics flows between these various sites in the event that one site becomes temporarily unavailable. The Group:

- has storage capacities allowing it to take the necessary time to resume site operations;
- is able to flexibly adjust production locally to less critical days or times;
- conducts active monitoring to plan ahead for water restrictions imposed by local administrations;
- diversifies its supplies and sourcing to avoid dependency on a single production site for its raw materials.

With regard to the impacts of climate change on our Group, we have compared the global location of our industrial sites with the IPCC (Intergovernmental Panel on Climate Change) maps showing the main areas of exposure to risks, and have yet to conclude that there are significant risks. This exercise will be repeated and updated according to developments in climate change and scientific knowledge.

As a reminder, our production sites are: Entretelas Americanas (Argentina), Etacol (Bangladesh), Intissel Lanka (Sri Lanka), Lainière de Picardie (France), LP Brazil (Brazil), LP Wujiang (China), SENFA (France), Leach (UK), D&P (USA), Hypsos (Netherlands), Novacel Sessa (Italy), Novacel Cranbury (USA), Novacel Déville (France), Novacel Troy (USA), The Cambridge Satchel Company (UK), Fournival Altesse (France).

Below are the maps in the latest IPCC report concerning simulations of changes in temperature, rainfall and soil moisture where we have placed the location of our production sites (yellow or red dots on the central maps).



Source: IPCC, 2021: Summary for Policymakers. In: Climate Change 2021: The Physical Science Basis.

Contribution of Working Group I to the Sixth Assessment Report of the Intergovernmental Panel on Climate Change (IPCC).



### 3.2.5 CHARGEURS' VALUES



Group values: Reliability, Passion, Commitment and Boldness are presented to new hires on Discovery Days, the three onboarding days during which they learn about the Group's three business lines. These days provide an opportunity to welcome newcomers, helping them discover the Group's wealth of diversity as well as foster cohesion between businesses by sharing the Group's values. Each day offers a deep dive into one of the business lines, immersing new staff in the operations of a French manufacturing site (Lanière de Picardie, Novacel and SENFA).

The Group's values and culture continue to be shared with employees on a day-to-day basis, led by the management team and via local internal communications, at the business line and the Corporate levels. *Chargeurs Inside* is published on a quarterly basis. The publication highlights significant events for the Group and each entity, revisits the Group's history and introduces every newcomer.

#### Focus on onboarding at Novacel Inc

To boost appeal and draw in the best US talent in a fiercely competitive market, our Executive Vice President, Human Resources, and Talent Acquisition Partner introduced a "tailor-made" onboarding process for new employees at Novacel Inc.

Such a procedure prioritizes communication, support and personalization to deliver a successful onboarding experience:

- A custom-made Onboarding Plan: all new employees receive a personalized onboarding plan tailored to their specific role. This personalized approach serves to enhance the onboarding experience, ensuring that new team members feel valued and supported from day one in the job.

- Welcome sessions: in-person or remote visits with the head of recruitment and members of the team have been scheduled to present company culture, team dynamics and the main stakeholders to the new hires. These meetings are added to newcomers' calendars for increased clarity and organization.
- A sponsorship system: a buddy is assigned to each newcomer to help them with any adjustment issues or to answer questions about training. The sponsors offer advice and support and promote a sense of camaraderie to make new team members feel comfortable and supported.
- "Wow" moments: we create "Wow!" moments through gestures such as offering breakfast or a coffee, or leaving gifts on desks to welcome newcomers. These gestures leave a positive impression and set an enthusiastic tone for their new role.
- Contact meetings at 30-60-90 days: regular contact meetings between newcomers and managers and with Human Resources are arranged to monitor progress, address any concerns and provide support throughout onboarding. These meetings encourage communication, guaranteeing that the new employees feel supported in their transition.

### 3.2.6 ETHICS

Chargeurs is committed to respecting ethical rules and expects everyone to exercise their rights wisely, aware of their duties and the impact of their actions.

#### Code of Conduct

In 2017, Chargeurs adopted a Code of Conduct designed to reflect the Group's values in the principles and rules in force at the Group. This Code, backed by existing international benchmarks, allows us to share a common ethical framework with all our entities. It was updated in 2022, and now acts as an effective tool for our sustainable model.

The Code of Conduct formally documents all the values, principles and rules that unite the Chargeurs group's employees around an ambitious, sustainable and innovative project.

Prefaced by our CEO and validated by the Board of Directors, the Code of Conduct defines the principles of conduct intended to engage and protect all our stakeholders, from our customers to our employees, our suppliers, our partners and our shareholders.

Widely distributed within the Group, it is intended to be communicated to our external stakeholders in order to share with them the same high standards of ethics and compliance. It serves as a guide in the discussions we have with our suppliers and other commercial partners.

In 2023, hybrid training was delivered to employees to familiarize them with the new Code of Conduct. All employees underwent the training, thanks to close monitoring. Fully understood by everyone, this Code is our primary protection against the volatility and complexity of the Group's market environment.

### **Anti-corruption, Sapin II compliance and whistleblowers**

The update to Code of Conduct carried out in 2022 brought it into line with the latest regulatory developments, in particular the Wasserman Act of March 21, 2022. On this occasion, the Code specified its **anti-corruption mechanism** and its **internal whistleblowing procedure**, insisting on the notion of everyone's responsibility in using this procedure.

Supported by internal control procedures, the alert system is accessible to all our stakeholders.

Employees are encouraged to report any suspected breach to their line managers or other representatives of Top Management. If reporting the breach is impossible, or if the situation does not appear to have been appropriately dealt with, the Company's whistleblowing system can be used to report alleged breaches to the Ethics Committee.

A specific session on "anti-corruption issues and the whistleblowing procedure" has been added to the "Code of Conduct" training to emphasize the importance of these two topics.

### **Solid internal control**

In addition to revising its Code of Conduct, Chargeurs also set up an internal control system in 2022. Built to guarantee the right level of control of our risks, it defines a set of procedures that clarify and strengthen the commitments expected of each stakeholder to ensure the proper functioning of our model.

## **3.2.7 SUPPLY CHAIN MANAGEMENT**

The way we view our responsibility and our belief that procurement policies are critical for CSR performance have led the Chargeurs group to actively promote sound, streamlined practices across its supply chain.

This means playing a leadership role and promoting environmentally and socially responsible practices.

### **Responsible Procurement strategy**

By signing up to the United Nations Global Compact in 2017, the Chargeurs group is committed to promoting and supporting in its activities the ten fundamental CSR principles covering human rights, labor standards, the environment and anti-corruption.

In this spirit, the Group offers to work with suppliers to adopt these principles, in line with the following benchmark texts:

- the 1948 Universal Declaration of Human Rights;
- The Conventions of the International Labor Organization (ILO) in terms of minimum age, child labor, union freedom, right of organization and collective bargaining, ending forced or obligatory labor, promoting equal pay and ending all forms of labor discrimination.

Our Responsible Procurement strategy is based on a number of resources, including the Responsible Procurement Charter, the Sedex platform, the SMETA (Sedex Members Ethical Trade Audit) social and ethics audits, stronger dialog with our suppliers, the initiatives of our business line Procurement Departments and the processes in place. In recent years, it was stepped up by the annual publication of a Modern Slavery Statement.

### **Responsible Procurement Group and updated Charter**

A Responsible Procurement Charter was introduced in November 2017. It outlines our fundamental expectations regarding our suppliers. These principles are the minimum social and environmental requirements we expect of entities involved in the manufacturing of our products to guarantee to our customers that the people who make them are treated decently regardless of where they work. We also expect our suppliers to follow our example in making sustainable commitments in this respect.

The Charter has been signed by almost 400 suppliers (double and a half the number recorded in 2022).

Given the strategic nature of the supply chain for an international group, Chargeurs, in 2023, established a cross-functional working group specifically focused on responsible procurement. Its first task is to update the Responsible Procurement Charter with a view to publication in 2024. The new version is based on a broad benchmark and was developed with input from the various business lines. It will be shared with suppliers in an effort to engage in stakeholder dialog and raise their awareness of CSR issues.

### **Sedex SMETA audits**

Our production sites are subject to a SMETA (Sedex Members Ethical Trade Audit) every year. SMETA is a recognized social and ethical audit methodology that demonstrates the operational implementation of our commitments in these areas.

It ensures premium audits, covering all aspects of responsible business practices, including four main CSR pillars:

- Working conditions;
- Health and Safety;
- Environment;
- Business ethics.

Over the past three years, Chargeurs' production facilities have been audited as a priority, along with around 30 of its strategic suppliers.

The textiles sector is particularly exposed to the issues addressed in the audits. For this reason, Chargeurs PCC Fashion Technologies is committed to performing SMETA audits on its suppliers. In 2023, 64% of the value of its purchases were covered by SMETA-audited suppliers. The entity intends to make further progress and has set itself the ambitious target of covering 80% of the value of its purchases in 2024. Furthermore, to ensure that improvements continue to be made at all stages of the Business line's supply chain, Chargeurs PCC Fashion Technologies conducts regular monitoring, once

the audits are completed, to support suppliers in implementing corrective measures. This sound practice helps to establish solid, lasting and trusting relationships between all stakeholders.

### Mapping of suppliers and decarbonization of the supply chain

The carbon assessment carried out in 2021 demonstrated a preponderance of Scope 3 emissions (indirect emissions), particularly upstream of our activities. This trend was confirmed in the Group's updated 2023 carbon footprint assessment for 2022 and 2021 activities.

This reflection on developing a climate trajectory necessarily takes into account the challenges to be met in order to decarbonize our supply chains: transport, choice of raw materials used, dialog and innovation with our suppliers, development of circular economy initiatives, etc.

In developing the digital architecture to automate our carbon assessment, we created new databases which compile our supplier contacts. These databases include parameters that are useful in calculating the emissions related to flows between these suppliers and our sites and in consolidating emissions by "key accounts". This

consolidated data is used to determine which suppliers to speak to, as a priority, so as to fine-tune the calculation of emissions related to their products, and to collaborate on solutions to improve the current scenario.

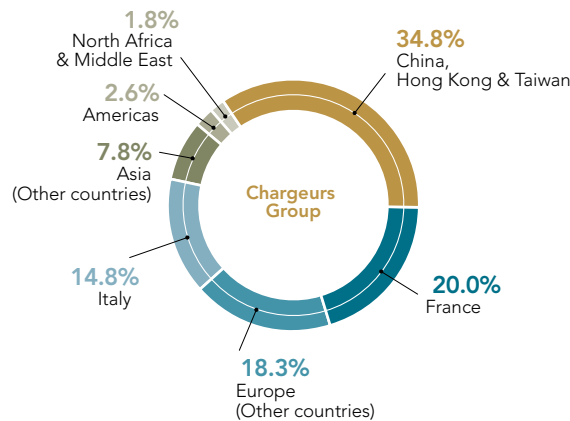
We prioritize the following four supplier categories:

- suppliers of inputs for our processes;
- suppliers of packaging for our products;
- suppliers to whom we subcontract the production of certain items;
- manufacturers who are making customized products for us, i.e. service providers that convert and return items that we initially provide to them.

The scope of this published data for supplier mapping is as follows:

- Advanced Materials: European plants, i.e. more than 80% of our global production;
- PCC Fashion Technologies: worldwide, other than South American entities;
- Luxury Fibers: combing plants that deliver 100% of the wool we sell to our customers.

BREAKDOWN OF SUPPLIERS BY REGION (% of total number)



As shown by the above graphs, for the covered scope, the Group's suppliers are distributed throughout the world, with a large number in Europe (53% of suppliers), particularly in France and Italy, and in the China/Hong Kong/Taiwan triangle (35% of suppliers).

We are working on extending this scope in fiscal year 2024:

- Chargeurs Advanced Materials: adding US plants to cover 100% of our production;
- Chargeurs PCC Fashion Technologies: adding South American entities to cover 100% of our activity;
- Chargeurs Luxury Fibers: gradually adding farms and cooperatives;
- Chargeurs Museum Studio: adding the suppliers of D&P and Leach, at least, to cover 100% of our consolidated manufacturing;
- Chargeurs Personal Goods: adding the suppliers of The Cambridge Satchel Company and Fournival Altesse to cover 100% of our consolidated manufacturing.

The next version of this mapping will include more detailed information about the current position in the Americas.

To date, the Group has already implemented initiatives to decarbonize the value chain. To this end, in 2023, Chargeurs held negotiations with energy suppliers to increase its resilience to the current crisis. Accordingly, to limit its exposure to the volatility of energy prices, the Group integrated certain subcontractors into the agreements negotiated with its energy suppliers and is supporting them in their analysis of the issues.

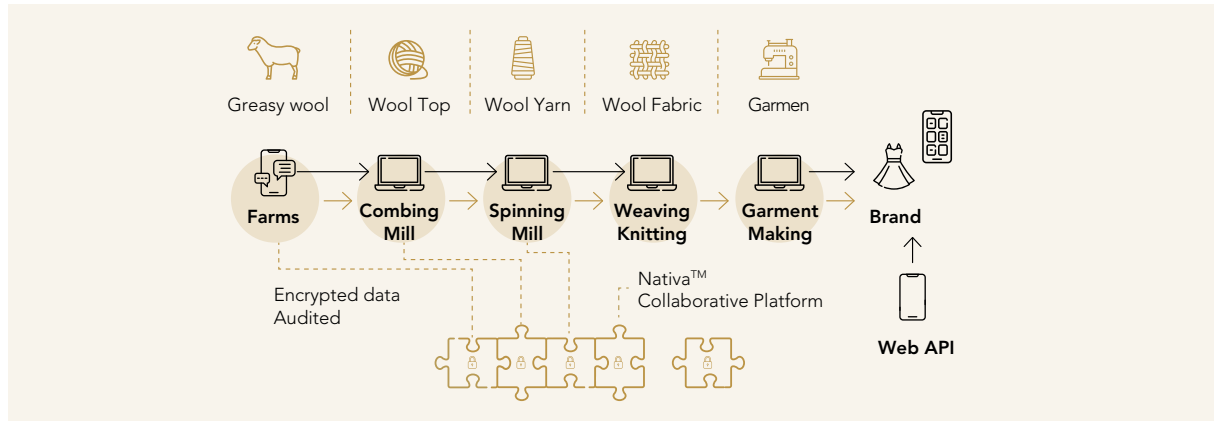
In 2024, Chargeurs Advanced Materials plans to arrange workshops to encourage its main suppliers to continue decarbonizing their activities. It will support them in assessing the carbon footprint of their activities and work with them on decarbonization projects to be implemented to maximize environmental efficiency over time. Priority will be given to the suppliers that account for the majority of the business line's carbon footprint.

### Managing Chargeurs Luxury Fibers' value chain through the NATIVA™ label

NATIVA™ is a fully traceable, Merino wool label thanks to proprietary blockchain technology that guarantees monitoring and sourcing across the entire value chain. It is supported by circular wool production methods that respect human rights, animal wellbeing and the environment, reinforcing Chargeurs Luxury Fibers' upscale positioning.

Each link in the NATIVA™ certified value chain must comply with the principles defined in its CSR protocols in terms of animal welfare, land management and industrial standards.

Each year, a process audit is conducted by an independent firm.



Nativa™ blockchain technology.

### Traceability and technology at Chargeurs PCC Fashion Technologies

In the pursuit of more responsible raw materials, Chargeurs PCC Fashion Technologies has been a member of the *Better Cotton Initiative* (BCI) since 2019. The acceleration in the amount of cotton acquired from BCI members is in line with the responsible procurement policy.

The BCI contributes to the success of the United Nations' Sustainable Development Goals (SDGs) for responsible water management and sustainable agriculture. It promotes more responsible agricultural practices. Use of irrigation is limited to ensure better management of water resources. Use of pesticides and chemical fertilizers should be kept to a minimum, to avoid pollution of natural resources, guaranteeing higher quality cotton. Lastly, the BCI guarantees decent working conditions.

BCI also launched Better Cotton Traceability at the end of 2023. The goal is to trace BCI cotton to its country of origin with the help of the Better Cotton Platform (BCP), a solution that meets the more demanding expectations of customers and consumers in this area.

In 2024, Chargeurs PCC Fashion Technologies will apply a digital approach to its supply chain. This transformation will require technology to be used to improve traceability (digital platform, supplier mapping system, etc.), to measure the CO<sub>2</sub> footprint of

products and to carry out DNA analysis to trace the source of raw fibers, among other innovations. These measures will effectively help to mitigate supply-related risks and improve relationships with the brands, while meeting increasingly stringent compliance obligations.

### Awareness-raising and training on challenges in our value chains

At Group level, we introduced initiatives in 2023 to train the teams and increase their expertise in the CSR issues affecting the value chain.

In 2024, Chargeurs PCC Fashion Technologies will offer CSR training to its sales and marketing teams to ensure that our customers are made aware of the sustainability of our products.

Ambassadors will also be appointed at each of the business lines' sites to defend the CSR initiatives at the local level. This program is a global initiative for the entire Chargeurs PCC Fashion Technologies Business line that seeks to promote the implementation of the CSR policy at all production sites. The program covers topics such as: our employees' well-being, saving energy and resources, waste management, monitoring of local laws, sourcing of innovative materials and philanthropic initiatives. It is based on regular meetings designed to help each site to develop and implement its CSR roadmap. Progress is monitored and best practices are shared.

### 3.2.8 CYBERSECURITY AND GDPR

The Chargeurs group pays particular attention to the security of its information systems and the protection of personal data. Throughout 2023, the Group continued to roll out its cyber roadmap to strengthen the cyber security of all its business lines, in particular by accelerating the migration of business line applications to the Cloud. The Group also increased the use of strong authentication measures and solutions to detect and prevent attacks through supervision by Artificial Intelligence (AI).

In terms of awareness and training, the Group has continued to roll out its policies and mandatory online training courses on cybersecurity and personal data protection for all its teams.

In 2024, the Group intends to continue its security-related work and hopes to implement AI functionalities in all its security and productivity solutions.

### 3.2.9 ANIMAL WELFARE

Through a highly demanding protocol, NATIVA™ ensures animal well-being for all its wool on all the farms where merino sheep are raised. NATIVA™ wool is guaranteed 100% mulesing-free. The label provides assurance that the sheep are raised ethically, that they are able to graze freely and feed on indigenous plants, while a management plan ensures that the farmers assess their nutrition, rearing and health in order to comply with animal welfare standards.

### 3.2.10 RECOGNIZED ESG PERFORMANCE

#### The Chargeurs group's positioning relative to the Environment, Social and Governance (ESG) benchmark

Chargeurs' non-financial performance is recognized by Gaia Research, the Ethifinance group's ESG rating agency, which assesses the companies it covers against a set of approximately 140 criteria divided into four pillars: Environment, Social, Governance and External Stakeholders. The Group received a Bronze certificate for 2022.

The overall ESG rating was 55/100, above the sector benchmark (48/100) covering 164 companies, but lower than the 2021 rating (published in 2022). This decline is linked to a change in Ethifinance's frame of reference and factors in the increase in the accident frequency rate, as a result of which the Group is accelerating its action plan.

The Chargeurs group has also been assessed by other organizations such as MSCI, ISS Corporate, S&P Global and Sustainalytics. The overall trend points to an improvement in scores, with the Group remaining at or above the sector average (Chargeurs' rating from the MSCI is A, compared with BBB for the sector). The initiatives undertaken by Chargeurs in relation to governance, managing corruption risks, protecting whistleblowers, developing employees and relations with stakeholders have been broadly welcomed. A specific area of improvement involves the implementation of environmental management systems (in the broadest sense, including climate-related systems).

#### ESG performance of Chargeurs PCC Fashion Technologies recognized via the Higg Index

Chargeurs PCC Fashion Technologies is a member of the Sustainable Apparel Coalition (SAC), a global non-profit alliance that brings together 300 major clothing, shoe and textile brands, retailers, manufacturers, supply agents, service providers, sales associations, NGOs and universities.

The SAC's vision is a "global consumer goods industry that gives back more than it takes to the planet and its people". To achieve this communal vision, the Higg index has been developed to create a comprehensive and effective approach to measuring and evaluating the social and environmental impacts of value chains and products. The objective is to help organizations to make systematic changes by identifying, understanding and quantifying opportunities for improvement.

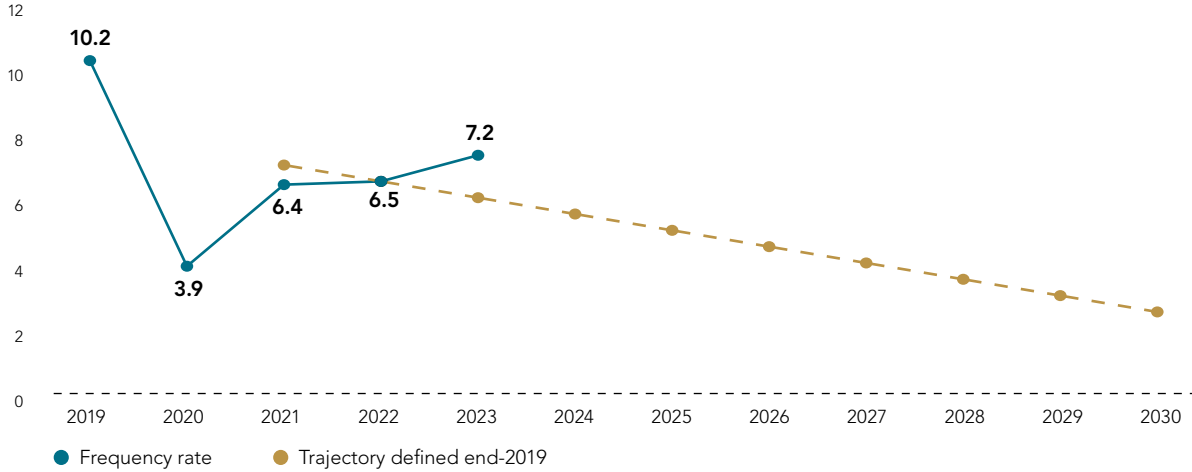
Chargeurs PCC Fashion Technologies has obtained excellent scores on the Higg index and is above average for the industry (at 57). The business line significantly improved its score, both at its Lanière site (69 in 2023, up from 35 in 2022) and at entity level (65 in 2023 and 59 in 2022).

**3.2.11 OUR KEY PERFORMANCE INDICATORS**

The four indicators forming the compass of our CSR strategy are set out below.

**Occupational accident frequency rate**

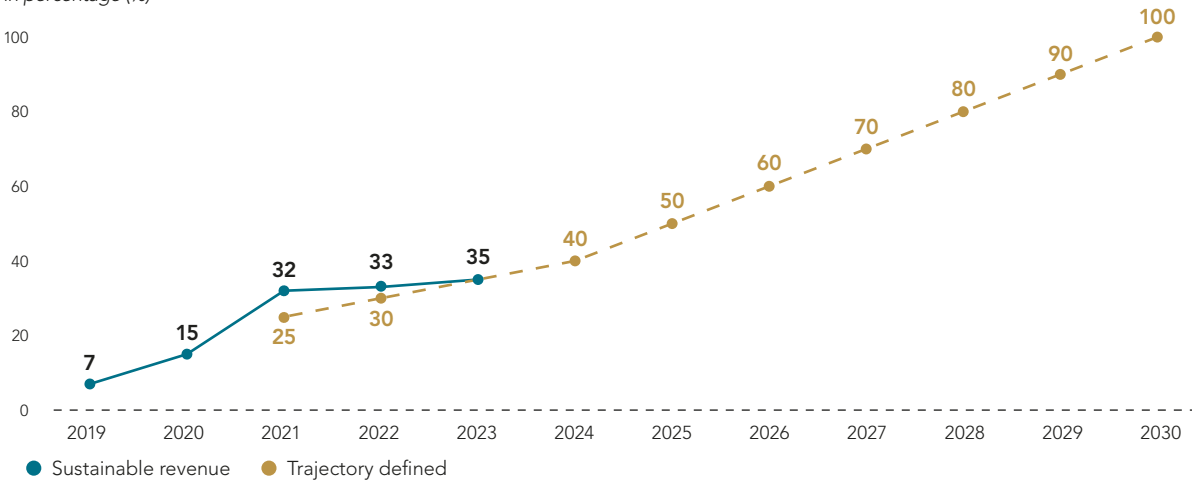
Employee safety in the workplace is one of the Group's top priorities. The rate of frequency of lost-time work accidents is a particularly closely monitored indicator, with monthly reporting for all production sites.



The Group's rate was sadly 7.21 this year, above its target of 6, due to a number of events at certain sites. Efforts are being pursued and stepped up at all the industrial sites to obtain the expected result in 2024, with the full involvement of all managers. To increase the visibility of the Management team's commitment and vision in this area, a Group Safety policy has been drawn up, and its distribution will be closely monitored at all entities in 2024.

**% of revenue generated by sustainable products**

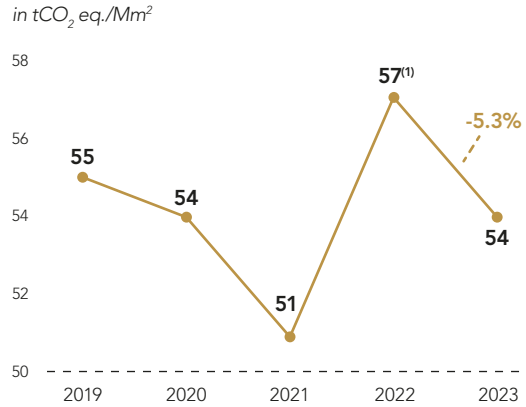
*in percentage (%)*



Over the year, Chargeurs again achieved a growing share of its revenue with its sustainable and innovative product ranges. This is an encouraging result demonstrating that the Group is continuing to develop sustainable product ranges.

### Greenhouse gas emissions related to energy consumption (tCO<sub>2</sub>eq.) per quantities produced – Technologies division (Millions of m<sup>2</sup>)

Mindful of the environmental footprint of its industrial sites, the Group is implementing actions to reduce its energy consumption with a view to continuous improvement.

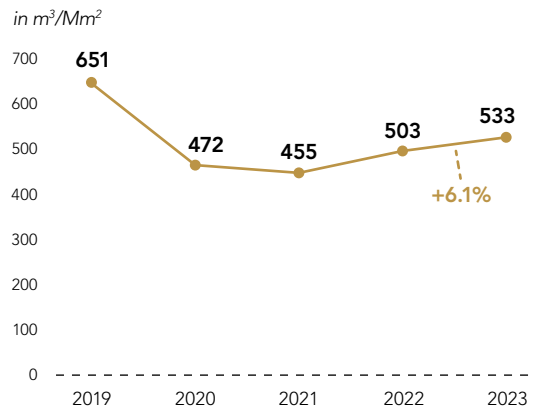


(1) The 2022 value has changed as a result of updated emission factors.

CO<sub>2</sub>/Mm<sup>2</sup> emissions were lower in 2023 than in 2022. This was the result of total energy consumption falling in 2023. Significant energy savings initiatives were implemented this year and are beginning to bear fruit, resulting in an overall decrease in energy consumption, in absolute terms, by production facilities. The increase between 2021 and 2022 is related to the trend in the relative shares of the Chargeurs Advanced Materials and Chargeurs PCC business lines in the overall production of the Group (see production graph). These shares were similar in 2022 and 2023, the decrease having resulted directly from the measures put in place.

### Water consumption (in cubic meters, m<sup>3</sup>) per quantities produced - Technologies division (Millions of m<sup>2</sup>)

Since 2016 and the introduction of non-financial reporting, the Chargeurs group has been monitoring its water consumption and working to preserve this natural resource.



The ratio of water consumption to production units increased, despite effective measures to reduce consumption and a decrease, in absolute terms, of the Group's water consumption. The ratio remains higher than in previous years, in line with a slowdown in production at certain sites, as particular aspects of consumption are fixed and do not vary based on volumes produced.

The generalized use of solution-dyed thread in the Group's three main textile plants will help cut consumption in 2024.

## 3.3 Our environmental performance and action plans

The Group's major production facilities are committed to obtaining ISO certification (ISO 9001 for quality management, ISO 14001 for environmental management and ISO 45001 and OHSAS 18001 for safety management). Five industrial sites are ISO-14001 certified (Novacel Déville, Novacel Sessa and Novacel Tapes for Chargeurs Advanced Materials, Lainière de Picardie for Chargeurs PCC, Leach and Hypsos for Chargeurs Museum Studio). These standards all include risk assessment as a criterion for certification.



### Actions initiated at Chargeurs PCC Fashion Technologies

The Chargeurs group is proud that its sites include one of the most recognized factories in the textiles sector: Lainière de Picardie, in Buire-Courcelles in the Hauts-de-France region. Established in 1903 and part of the Group since the start of the 1980s, Lainière de Picardie is a key partner of the major fashion brands with world-renowned expertise in the interlining sector, and a leading position illustrated by its unique know-how and product ranges that only it offers worldwide.

As the last surviving major interlining manufacturer in Europe, with a 50,000 m<sup>2</sup> factory that produced tens of millions of linear meters each year, its strategic position for its European customers has been strengthened by the large number of disruptions to supply chains and logistics routes.

To meet the challenges associated with transforming the textiles industry to models that are compatible with social and environmental concerns, a modernization program has been initiated for our

manufacturing facilities with a view to improving the performance of the products we make and significantly reducing the environmental footprint of our processes.

This plan includes the gradual replacement of a significant proportion of our machines with latest generation technologies. A new digital environment is being gradually introduced, in which planning, data production and quality, the parameters measured by our machines and their energy consumption interact. New innovation-focused spaces will also help our Research and Development team to develop new solutions for our customers.

The first phase of this modernization program should be completed in the 2024 fiscal year. It comprises an investment of approximately €5 million, €500,000 of which is funded by the Hauts-de-France region under their program supporting improvements in the environmental performance of Major Businesses. This investment covers:

- the replacement of knitting machines by state-of-the-art machines that are faster and more energy efficient, with improved digital interfacing with the factory's information systems;
- the modernization of the electronic components of some knitting machines to improve their operation and their integration into our information systems;
- a redesigned substrate finishing workshop with the installation of a new production line that is unique worldwide and designed by our teams. We are reducing production times by reducing the number of stages, and we are reducing energy consumption through the use of recovery technologies to replace the use of natural gas, and by lowering the temperatures of certain processes. The production line's environmental performance will be further improved through the use of water-free dyeing processes from the Zero Water collection;





- the redesign of the Company's internal logistics flows to reduce manufacturing times and ensure that all machines are continually operational;
- new systems for forecasting demand and better anticipating our customers' needs and the impact on our supply chain and our workshops;
- a successful outcome for the efforts made by our Research and Development teams with the creation of unique new interlining ranges that use natural fibers and recycled materials.

The increased monitoring of energy and water consumption plays a key role in the design of the site's energy-related infrastructure. A substantial portfolio of projects has been identified and will be gradually implemented based on feedback received following the commissioning of the new equipment.

### 3.3.1 CLIMATE AND ENERGY

#### Climate change mitigation

Our climate strategy is one of the pillars of our CSR strategy and of the definition of the environmental performance achieved by the Group's activities. The Technologies division and Chargeurs Luxury Fibers have been factoring the climate strategy into their strategic thinking and operational decisions for a number of years, particularly in relation to the European scope. In 2023, we extended this initiative to the activities of Chargeurs Museum Studio and Chargeurs Personal Goods. For these two businesses, developed more recently at the Group, and for the Asian and American branches of the Technologies division, we informed the teams of the fundamentals of our policies on environmental performance to enable them to gradually take them on board in their processes and products.

In 2023, this initiative delivered four key results:

- the implementation of monitoring methods and tools to improve our knowledge of the stages in our value chain that generate the most greenhouse gases;
- the establishment of an approach to initiate dialog and action with our suppliers and partners;
- a decrease in our emissions, in particular those linked to the energy consumption of our sites;
- the expansion of our collections with solutions that are increasingly environmentally friendly, and unique on their markets, together with the first commercial successes.

The new architecture used to calculate our carbon assessment, and the automation of the architecture, provide new information that is used to define our climate strategy and, in particular, our decarbonization trajectory. These aspects will play an important role in the establishment of roadmaps for our business activities, and in particular in the 2025-2030 strategic plan.

#### New methods for evaluating the carbon footprint of our activities

In 2023, the teams worked on introducing a method and associated tools, at Group level, to update the procurement scope used in our carbon assessment increasingly quickly and with increasing granularity. We have published in this report the initial results

for the 2022 fiscal year and for the significant scopes of the Advanced Materials, PCC Fashion Technologies and Luxury Fibers business lines. These scopes will be extended in subsequent fiscal years to include Museum Studio and Personal Goods.

Our first carbon assessments showed that the inputs purchased for our manufacturing processes were the largest contributors to the emissions related to our activities. This observation in relation to the Technologies division also applies to the Luxury division, since the majority of its activities involve the supply of products and components, such as combed wool, museum furniture, books, or brushmaking and leather goods items.

With a view to continuing to reduce our emissions, we need to refine our assessment of the emissions contributed by the manufacturing stages of our inputs. This information is key to assessing where reductions can be made in the short and medium terms, and therefore in defining a trajectory and targets based on appropriate actions.

To supplement the standard breakdown of the carbon assessment into Scope 1, 2 and 3 emissions, we have split the assessment into three scopes to which we have assigned levels of uncertainty and priority:

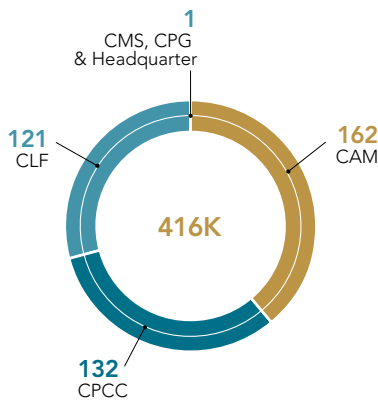
- **"Past" emissions:** cumulative emissions from the extraction or recovery of the base materials used in our inputs, and the delivery of our products to our customers. This scope includes purchases of inputs, any intermediate freight transport between our suppliers and our sites and between our sites and our customers, the energy consumed by our sites and the processing of waste generated by our sites. In parallel, this scope covers the items that are the largest contributors to the carbon assessment of our activities: they are assessed as a priority.
- **"Future" emissions:** emissions that arise between the processing or use of our products and their end of life. Uncertainty as to the level of emissions is substantial as we do not have detailed knowledge of all potential uses, particularly for the Technologies division, where there are a number of processing stages between us and the end user. In addition, the long lifespans of some of our products, particular those of the Luxury division, mean that we have to predict future developments in end-of-life management processes. In parallel, although our products mostly contain plastic components, the estimated weight of these emissions in our carbon footprint is significantly lower than our past emissions, since none of our products inherently emits greenhouse gases while being used. We will propose an estimate for this scope after satisfactorily refining the scope for past emissions.
- **"Administrative" emissions:** emissions that are not directly linked to the processes of, and transport through, our value chain, but that are necessary to the operations of our business lines. This scope covers business travel, employee commuting, purchases other than inputs, energy and logistics, and the acquisition of new assets, including manufacturing machines. These emissions have a marginal weight, and uncertainty over the emissions factors available on the monetary data used is high. Our assessment of this scope is limited to easily accessible data, i.e. business travel by air or train, for which an estimate is provided by our booking platform.

**2022 total carbon footprint (including Scope 3)**

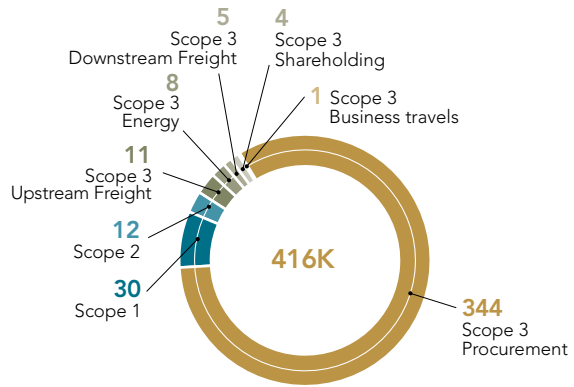
The graphs on this page show the “past” emissions of our carbon assessment for our activities carried out in 2022 for a scope which, although admittedly limited, covers the main emitters in the Group, and which will be extended in future publications. The methodology used is in line with the recommendations of the Greenhouse Gas (GHG) Protocol. Group activities in 2019 emitted 469 ktCO<sub>2</sub>eq. of carbon for a scope encompassing Chargeurs PCC and Chargeurs Advanced Materials as well as a substantially limited proportion of Chargeurs Museum Studio and Chargeurs Luxury Fibers. The carbon footprint of the Group’s activities in 2022 totaled 416 ktCO

2 eq. The result was similar to that in 2019 even though the scopes were different, particularly as regards the consideration of the value chain. Chargeurs Luxury Fibers emissions now include 100% of the upstream value chain while Chargeurs PCC emissions currently cover 50% of the upstream value chain (more limited scope than in 2019). The proportions of Chargeurs Museum Studio and Chargeurs Personal Goods in the 2022 analysis are marginal compared with the other activities. The refinement of the methodology, to be more faithful to the macroscopic approach used in 2019, is responsible for differences in scope and scale at the level of the businesses.

**2022 CARBON FOOTPRINT BY BUSINESS LINE**  
(in ktCO<sub>2</sub>eq.)



**2022 CARBON FOOTPRINT BY SCOPE**  
(in ktCO<sub>2</sub>eq.)



It should be stipulated that Chargeurs PCC is under-represented given the lower coverage rate than the two other business lines of the procurement category. The emissions of each of the three business lines are mainly derived from the production of polyester granules and filaments (Chargeurs PCC), the extrusion of polyolefin films (Chargeurs Advanced Materials) and combed wool (Chargeurs Luxury Fibers). The Chargeurs Museum Studio and Chargeurs Personal Goods scopes are limited to the energy consumed at sites and a proportion of business travel, which explains the extremely low weighting of the two entities that most recently joined the Group. Based on our projections, their “past” emissions should, however, be significantly lower than the emissions of the three historic activities.

**We are estimating “past” emissions of around 600 ktCO<sub>2</sub>eq. for fiscal 2022 by extrapolating the results of Figures above to 100% of the scopes of the three businesses, Chargeurs Advanced Materials, Chargeurs PCC Fashion Technologies and Chargeurs Luxury Fibers.**

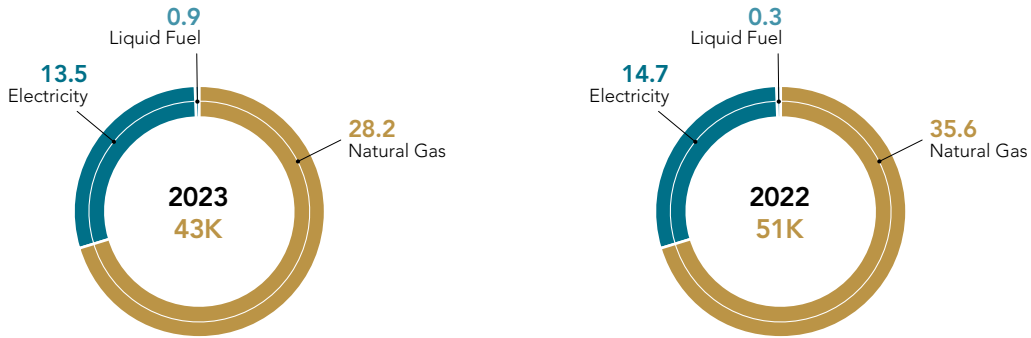
Emissions related to energy consumption account for roughly 10% of the footprint (consistent with the 12% recorded in the fiscal 2019 carbon footprint). Transportation accounted for under 5% of the assessed footprint.

Accordingly, the emissions related to purchases account for 84% of the partial results, even without a significant proportion of Chargeurs PCC purchases being represented. These proportions are close to those obtained with the simplified hypotheses for fiscal 2019 and reaffirm our objective of improving our understanding of the emissions related to this scope, so that our decisions can actually result in reduced upstream emissions in our value chain.

### 2022 and 2023 "energy" carbon footprint (including Scope 3)

The graphs on this page show the emissions related to energy consumption at our sites for the 2022 and 2023 fiscal years. The decrease between the two fiscal years was essentially caused by a decline in production, in a less favorable economic environment, and by an improvement in the energy efficiency of our manufacturing facilities. The 2022 data are slightly different from the data included in our previous publications as a result of the emissions factors being updated. The factors applicable to the 2022 and 2023 results are identical.

GHG EMISSIONS RELATED TO GROUP ENERGY CONSUMPTION BY ENERGY SOURCE  
(in ktCO<sub>2</sub>eq.)

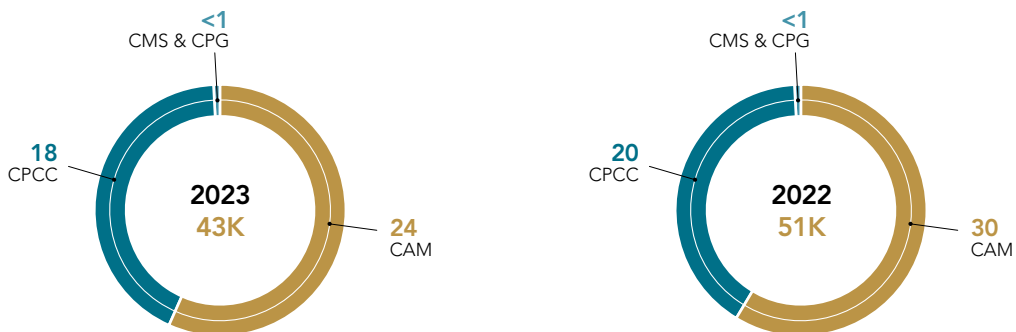


Natural gas remains the purchased form of energy that contributes the most to our emissions, accounting for more than 66% of our "energy" emissions, which was less than in 2022, as electricity consumption varies less based on volumes produced. The increase in emissions related to liquid fuels is short-term in nature, with 685 tCO<sub>2</sub>eq. directly emitted by assets designed to ensure business continuity at a time of uncertainty surrounding the availability of energy. These assets were activated to check that they remained in proper working order and to comply with contractual conditions, but their use was minimal.

Italy and France account for 72% of Group energy consumption, dominated by natural gas. The Americas accounted for more than 20% of emissions in 2023, with three sites in positions 4 to 8 in the ranking of the plants contributing most to the Group's "energy" emissions.

The Technologies division accounts for 99% of the Group's "energy" emissions:

GHG EMISSIONS RELATED TO GROUP ENERGY CONSUMPTION BY BUSINESS LINE  
(in ktCO<sub>2</sub>eq.)



### Converting our operational data into our carbon footprint

The previous figures show the initial results obtained using the new methodology and the new tools put in place at Group level. They seek to calculate "past" emissions based on data entered for subsidiaries in the ERP (Enterprise Resource Planning) system and to allocate them to stages in the value chain at which our activities are carried out. Its architecture and development are managed internally, and the Group is assisted a consultancy firm in determining which contributions to include and in listing the most relevant emissions factors.

The following are strategic aspects of the implementation of our environmental and climate-related performance ambitions:

- Automation based on the data available in the ERP system, with a view to reducing calculation times without compromising on the scope of the assessment.

## Non-Financial Performance Statement

Our environmental performance and action plans

- The carbon assessments for past fiscal years can be updated, as and when the methodology and calculation assumptions are refined, providing us, at all times, with a relevant comparison basis.
- Our entire portfolio of business activities can be covered, despite their diverse nature, by customizing tools based on the inputs and digital tools used locally.
- The assumptions applied in relation to the environmental information displayed about the products we supply are used as assumptions applied in calculating the carbon footprint of our purchases, thereby ensuring that the results are consistent.

- The effects of the local initiatives of our employees are more readily apparent than in a macroscopic calculation based on extrapolations from items or representative flows.

In 2023, our teams created fundamental tables that bring together, in a structured format, the data relevant to calculating the environmental performance of our inputs, our suppliers and the products that we offer to our customers. We also analyzed our logistics routes for freight sent by our suppliers and to our customers, and produced maps based on that analysis. In parallel, the methods used to calculate the carbon assessment have been translated into computerized code and applied to the fundamental tables and the data extracted from the management tools at the subsidiaries.

### Supplementing the day-to-day management tools used by the business lines

The developments referred to above go hand in hand with the digital transformation of our business units, which are introducing management tools that are more suited to the manipulation of large quantities of data.

Chargeurs Advanced Materials has enjoyed considerable success in this area, with the gradual installation of a number of coordinated solutions, including the ERP and order forecasting systems, at our manufacturing and distribution sites. The result is the better allocation of resources, thereby helping to reduce our consumption of inputs and energy that are not converted into products sold to our customers.

A new Transport Management System (TMS) was also commissioned in mid-2023 at Chargeurs Advanced Materials' two European plants. The system measures greenhouse gas emissions for each transport order entered. The results are derived from EcoTransIT World, the leading solution for calculating emissions in the goods transport sector. This TMS is currently being rolled out at the business line's other sites.

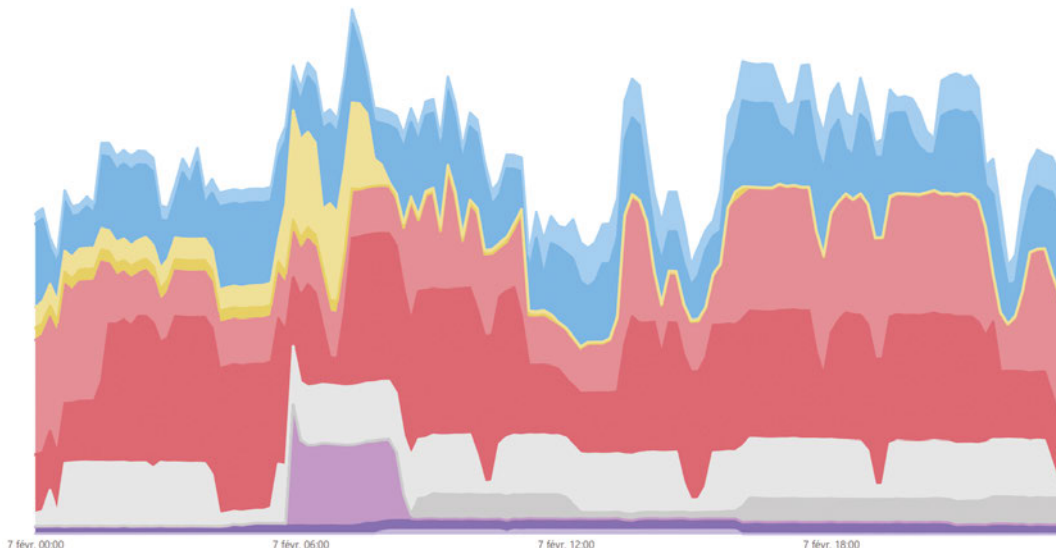
For the calculations carried out in the 2022 fiscal year, we applied a temporary methodology based on indicative distances between the departure and arrival points of goods, and the transport

methods used. This methodology was applied to the upstream and downstream transport activities of plants and distribution centers for Chargeurs Advanced Materials and Luxury Fibers.

As part of its large-scale modernization plan, the Lainière de Picardie BC plant was the pilot site for energy and water consumption monitoring. 120 measurement points, covering gas, electricity, compressed air, steam and liquid water, have already been connected out of the 200 included in the deployment plan. This network helps us to allocate our consumption between well-defined uses, to the level of the items produced. It also serves to rapidly detect leaks and identify unjustifiable levels of consumption. This monitoring system, as illustrated below, helps our teams improve the site's efficiency on a daily basis as well as designing new more effective and decarbonized processes. Preparatory work has begun at the Group's main sites on implementing this monitoring system.

This granular allocation of energy consumption has also been used to calculate the emissions factors specific to textile processes, as public databases did not contain any satisfactory data.

**MONITORING OF ELECTRICITY CONSUMPTION BY LAINIÈRE DE PICARDIE'S COATING WORKSHOP OVER THE COURSE OF A DAY (EACH COLOR REPRESENTS A PIECE OF PRODUCTION MACHINERY).**



### Reducing our emissions, particularly those generated by energy use

In 2023, a series of actions implemented at some of our larger sites helped to avoid 1,430 tCO<sub>2</sub>eq. between their commissioning date and the end of the fiscal year. Extrapolated over a full fiscal year, and compared with the emissions that we would have generated in the energy scope at Group level in 2023, without these actions being implemented, emissions decreased by 4.7%. This reduction is in line with the average annual effort that needs to be made to achieve the Paris Agreement targets, according to the SBTi (- 4.2% per year). It is permanent, i.e. similar quantities of emissions will be avoided in future years as a result of the action taken.

The energy scope means the sum of emissions proportional to the energy consumption of our consolidated sites. It includes Scope 1 (combustion of fossil fuels by our own equipment), Scope 2 (related to the generation of the electricity consumed) and the share of Scope 3 proportional to such consumption (emissions related to losses during transport and construction of regional and national infrastructure).

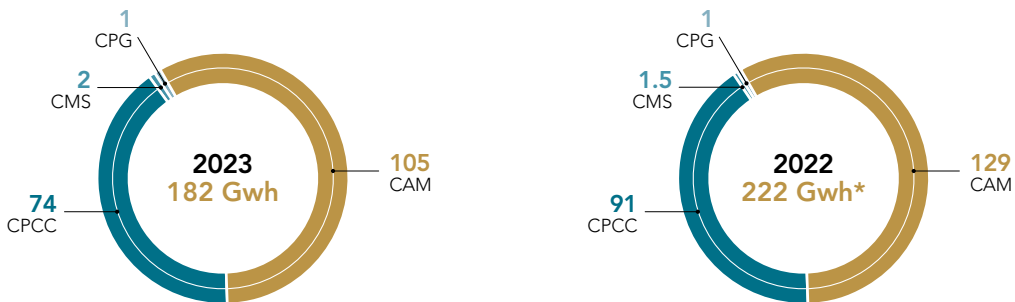
As a result of the events that occurred in 2022 and 2023, all our teams became more aware of their energy consumption and introduced a number of energy efficiency measures at our plants, distribution

centers and offices. The most energy-intensive lighting systems were replaced by LED solutions, campaigns to take accurate measurements were carried out and resulted in declines in consumption in periods of inactivity, and energy consumption now has a greater impact on the scheduling of production activities.

We made significant improvements to our energy efficiency in 2023, particularly in relation to natural gas at two of the Group's three sites that consume the most energy. We continue to support our portfolio of projects aimed at improving energy efficiency and replacing fossil fuels by electricity and renewable energies. The completion, in 2024, of the first phase of Lainière de Picardie's modernization plan, will significantly decrease natural gas consumption for the Group's second largest consumer.

Figures below show the foreseeable dominant position of the Technologies division in our energy consumption, accounting for 99% of the 182 GWh consumed in 2023.

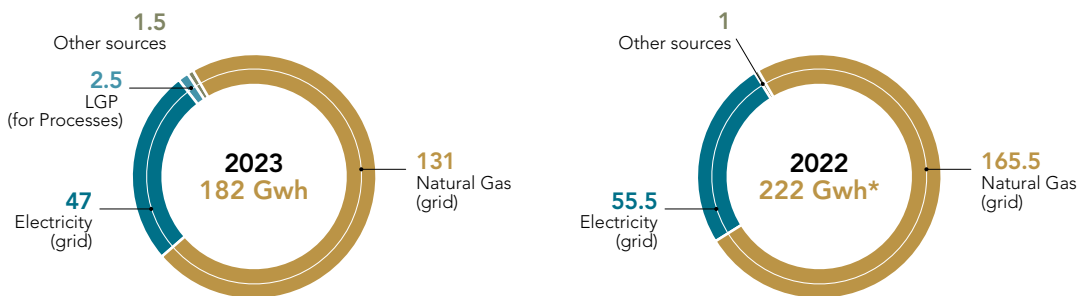
GROUP ENERGY MIX BY BUSINESS LINE  
(in GWh)



Initiatives are currently under review for the Novacel Troy (United States), Chargeurs PCC China Manufacturing (China) and Chargeurs PCC Argentina (Argentina) sites, with a view to developing a portfolio of projects for the seven Group sites that consume the most energy.

Figures below show that the gradual movement away from natural gas, which accounted for 72% of energy consumption in 2023, is the main challenge facing us in decarbonizing the energy mix of our sites. In 2024, we should feel the full-year impact of the projects implemented in 2023 and the consumption of gas by our continuous production activities should decline.

GROUP ENERGY MIX BY FORM (SOURCE) OF ENERGY  
(in GWh)



\* The 2022 data has been modified to present a scope equivalent for 2023.

## Non-Financial Performance Statement

Our environmental performance and action plans

We are currently working on proposed developments at our sites. The energy component is a key aspect of these proposals, as we need to adapt our energy mix to our future requirements and the need to decarbonize. The teams at the Technologies division assess the merits of alternatives for the Group's systems that consume the most natural gas: electrification, biomass, biomethane, thermal solar.

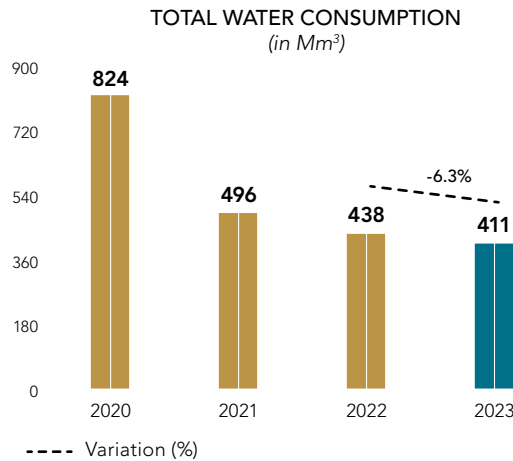
In terms of electricity, the Group is reviewing potential 100% low carbon, renewable and/or nuclear energy supply contracts under Power Purchase Agreements for Italy and the United Kingdom. In parallel, feasibility and profitability assessments are being carried out to determine the appropriateness of installing solar panels at our sites, particularly in the United Kingdom, China and Argentina.

### 3.3.2 WATER MANAGEMENT

2023 results:

Total water consumption: 411 Mm<sup>3</sup> (6.3% lower than in 2022)

Water consumption by production unit (Technologies) 533 m<sup>3</sup>/Mm<sup>2</sup> (6% higher than in 2022)



Since 2016 and the introduction of non-financial reporting, the Chargeurs group has been monitoring its water consumption and working to preserve this natural resource.

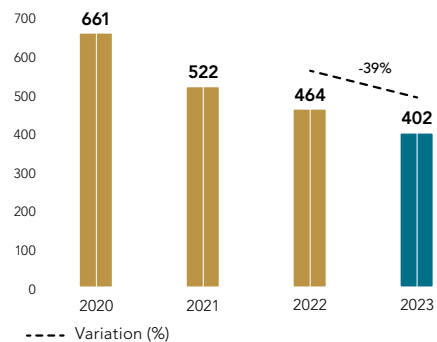
The Group has, accordingly, initiated a number of projects aimed at reducing water consumption at its manufacturing sites. As shown by the chart, total water consumption at manufacturing sites has declined by more than one third since 2019.

In 2023, despite a major water leak at one of the Group's main sites, overall water consumption by the manufacturing sites decreased. This decline in consumption is only partially due to reduced activities at certain major sites since the slowdown results in production lines and machines needing to be washed more frequently. It is the result of the implementation of four key projects that will continue to produce results in 2024:

- for all entities, the introduction of close monitoring to better manage leaks (currently being rolled out at production sites);
- at Chargeurs PCC, the generalized use of solution-dyed thread in products to replace processes that consume large volumes of water, such as dyeing (see the sidebar on this topic);
- the installation, at Novacel Déville, of steam recovery equipment, thereby saving water;
- at Novacel Sessa, the implementation of a three-year program involving a number of different technologies, which reduced the water consumption/Mm<sup>2</sup> ratio by 39% between 2020 and 2023.

The first phase involved the integration of a water (and energy) recovery system into the design of the new solvency recovery unit. The second major phase involved the installation of equipment, notably to "clean" the water using an activated carbon filter, with the water then re-used to produce steam. The site is seeking to make further progress in future years and is reviewing other innovations.

**RATIO OF WATER CONSUMED/  
PRODUCTION AT THE SESSA  
SITE** (in m<sup>3</sup>/Mm<sup>2</sup>)



### ZERO WATER INTERLINING, RAINBOW COLLECTION

Interlining is a textile technique that is generally invisible to the person wearing the clothing in which it is used. However, the color of the interlining is a source of concern for brands, as they use fine outer fabrics that can show the internal components.

The Zero Water Rainbow Collection range, offered only by Chargeurs PCC Fashion technologies, eliminates water consumption from the dyeing processes at our historic French Lainière de Picardie site, despite dyeing generally being the most water-intensive process in textile manufacturing. This process significantly reduces the volumes of water that need to be drawn and treated upstream and downstream. We are also reducing energy consumption at our site, in particular our consumption of natural gas used to heat water.

For polyester substrates, the textile material most frequently used by the sector and in our knitting facilities, two innovations have been satisfactorily implemented, depending on the desired color:

- The replacement of colorless polyester filaments by "mass-colored" filaments, i.e. the pigments that are normally mixed with water in dye baths are rather dry mixed with granules at the time the filaments are extruded. The filaments used at the time the substrates are designed in our workshops are therefore already colored. Our expertise in combining colored filaments means that our range is even larger and includes intermediate shades.
- The coloring of the glue dots deposited on the substrate, i.e. the pigments are mixed with the glues that are coated on our interlinings to give them thermobonding properties. When the interlining is thermobonded to the fabric using a heated press, the adhesive spreads uniformly over the surface of the interlining and creates a colored layer.

These methods have been adapted for polyamide substrates.

In addition to the gains achieved by replacing the traditional dyeing method with the two methods described above, additional gains are made from simplified manufacturing processes: the number of batches and stages in the first textile finishing phase are reduced, resulting in an increase in the average size of each batch. We can therefore use processes that are more standardized and more efficient in terms of energy, water and chemical products.

The gains offered by this innovation will considerably increase in 2024 thanks to the commissioning of a new textile finishing line as part of the modernization plan for the facility.

### 3.3.3 OUR SUSTAINABLE PRODUCTS

2023 results: 35% of revenue generated by sustainable products in the Technologies division (accounting for more than 70% of total Group revenue).

Over the year, Chargeurs again achieved a growing share of its revenue with its most sustainable and innovative product ranges. This was an encouraging result and the fruit of a determination to make its sustainable ranges increasingly attractive to our customers.

Note on the European Green Taxonomy: to date, our indicator on revenue generated with sustainable products and services is independent of the European Taxonomy. Our business sectors are not yet covered by the European Taxonomy regulations in force as

at December 31, 2023 in relation to eligible revenue. Our target of generating an increasing share of our revenue from sustainable products and services is not in fact in line with the European Taxonomy.

Our sustainable products and services company with proprietary definitions taking account of the environmental and social standards in our activity sectors. They generate **a lesser impact on the environment, society, and human health**. We notably include products complying with specific labels and certification, such as the Global Recycled Standard (GRS).

Our green product offering is constantly evolving, thanks to our Group's pursuit of excellence and constant innovation, and growing customer demand for increasingly sustainable products. The Sustainable 360™ range at Chargeurs PCC Fashion Technologies and the Oxygen range at Chargeurs Advanced Materials are emblematic of the ability of our business lines to integrate CSR aspects into their products and services.

TABLE PRESENTING CHARGEURS' SUSTAINABLE PRODUCTS (BY BUSINESS LINE)

Business line	Sustainable product	Description
Chargeurs PCC Fashion Technologies	Products using BCI cotton	<i>The Better Cotton Initiative</i> promotes more responsible agricultural practices. Use of irrigation is limited to ensure better management of water resources. Use of pesticides and chemical fertilizers should be kept to a minimum, to avoid pollution of natural resources, guaranteeing higher quality cotton. Lastly, the BCI guarantees decent working conditions.
	Oeko-tex certified products	Oeko-Tex is a quality label that certifies the sanitary and ecological qualities of textiles, guaranteeing the absence of toxic products for the body and the environment.
	GRS-labeled products	Complete collection of interlinings produced using (GRS-labeled) recycled polyester.
	Dope Dye Yarn	Range of products made using Dope Dye Yarn technology, manufactured with solution-dyed thread, thereby reducing water consumption.
	ALT range Alterra Altimis (at SENFA)	Technical fabric made from fully recycled materials (each square meter of fabric contains two recycled plastic bottles). The Pearl range has all the hallmarks of a best seller with a reduced environmental impact of around 25%.
Chargeurs Advanced Materials	Green chemistry	Products that can be recycled and are designed to protect people and the planet including films combining high technicality and recyclability: <ul style="list-style-type: none"> <li>• Co-extruded range (crosslinker-free range in which the adhesive and the base film are made from similar materials that facilitate recycling);</li> <li>• Water-based range (without solvents and without CX100 crosslinker);</li> <li>• Repulpable tape and recyclable tape.</li> </ul>
	Positive social impact	To stop suffering from a loud environment and heavy efforts. <b>Low Noiser</b> reduces the noise associated with the use of our products by 35 dB for our customers' factory workers. <b>Easy Peel</b> divides the force required to remove our films by at least three and thus reduces the risk of muscular strain disorders.
	Eco-plastic: Oxygen	With the <b>Oxygen range</b> , Novacel is taking another step towards protecting the planet, delivering three objectives: a reduction in fossil resources, a reduction in greenhouse gas emissions, and the recycling of plastic raw materials. The <b>Oxygen range</b> , launched in 2022, comprises products: <ul style="list-style-type: none"> <li>• incorporating recycled materials (mass balance);</li> <li>• incorporating plant-based materials;</li> <li>• a lean range.</li> </ul>
Chargeurs Luxury Fibers	Regen	NATIVA™ is a label that guarantees the quality and traceability of wool fibers at every stage of the value chain, from the farms where the sheep are raised and sheered, to the clothing items of fashion brands. Each link in the NATIVA™ certified value chain must comply with the principles defined in its CSR protocols in terms of animal welfare (NATIVA™ wool is guaranteed 100% mulesing-free), land management and industrial standards. In this respect, each year, a process audit is conducted by an independent firm.
	RWS-, ZQ- and GOTS-certified wool	NATIVA™ offers wool that is double-certified with the Responsible Wool Standard (RWS). NATIVA™ wool is guaranteed 100% mulesing-free. NATIVA™ offers wool that is double-certified with the Responsible Wool Standard (RWS). GOTS certification applies to organic textiles whereas ZQ exclusively applies to Merino wool.

Regarding the Luxury division, and the services of Chargeurs Museum Studio in particular, discussions are currently under way to determine what would constitute a sustainable approach in this activity sector. A quantified assessment will be proposed in 2024.



### 3.3.4 WASTE AND CIRCULARITY

2023 results:

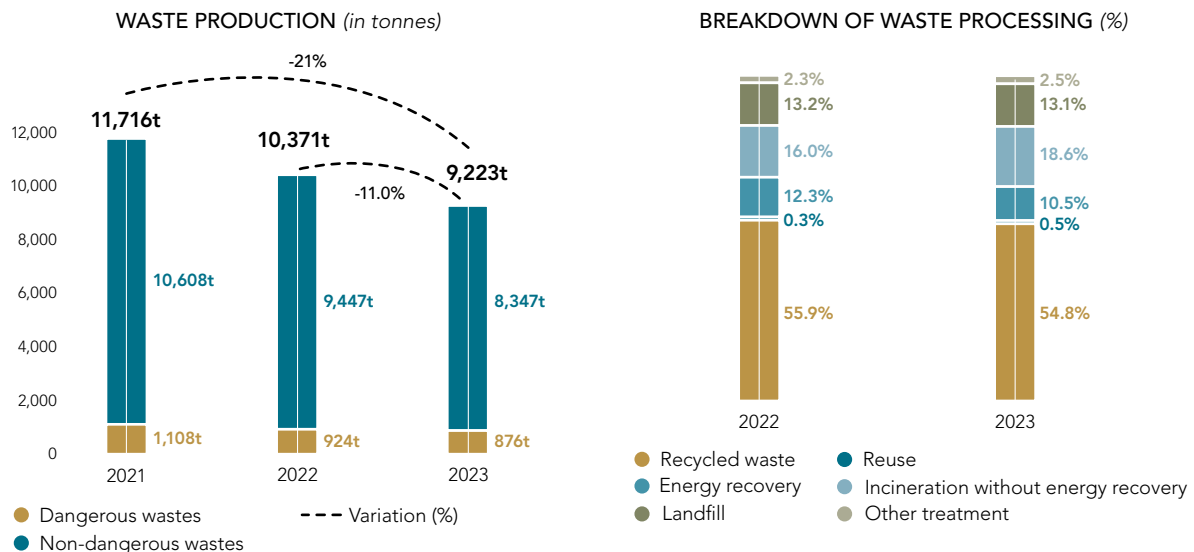
Waste generated: 9,223 tonnes (-11% vs. 2022 and -21% vs. 2021)

Waste generated by production unit (Technologies division): 11.81 t/Mm<sup>2</sup> (identical to 2022)

#### Waste production and processing

The overall production of waste declined by 11% between 2022 and 2023. This decline was due to decreased production at major sites and also the various initiatives implemented. Accordingly, at Novacel Cranbury, efforts made in relation to production activities resulted in a 28% waste reduction and, at Novacel Sessa, the introduction of processes increased the proportion of solvents that were recycled.

It should also be noted that the ratio of waste production to production (in the Technologies division) was stable at 11.8 t/Mm<sup>2</sup>. This demonstrates the progress made at the sites. The decline in production has resulted in increased stoppages/restarts and therefore increased cleaning, which should have increased the ratio. The fact that it is stable demonstrates that the sources of increased waste have been offset by general reduction initiatives put in place, including those referred to for Sessa and Cranbury.



The breakdown of waste processing activities is the very similar to last year.

In 2024, the sites will continue to make an effort to generally reduce the production of waste, in particular hazardous waste, and increase the proportion of recycling, reuse and recovery.

#### Circular economy and innovation initiatives to reduce inflows and outflows

Chargeurs is continuing its work on sustainable products and on integrating environmentally friendly materials into the production chain. The results of this work are, in part, illustrated in our sustainable revenue. In addition, certain business line initiatives emerge each year and are developed with a view to continually improving the impact of our products, as demonstrated in the below paragraphs.

#### The circularity of sustainable products at Chargeurs PCC Fashion Technologies

The Sustainable 360™ range developed by Chargeurs PCC Fashion Technologies is a range of responsible interlinings made from eco-friendly materials, including recycled CGRS-certified polyester, solution-dyed thread, which reduces water consumption

(See the sidebar), BCI cotton, hemp, responsibly sourced Ecovero viscose, and bio-based polyamides, sourced primarily from SMETA-audited suppliers.

In 2023, Chargeurs PCC Fashion Technologies entered into close partnerships with leading brands on the joint development of products aligned with their CSR requirements. The research and development laboratory has played a central role in providing innovative solutions.

Initiatives are under way to use textile waste in manufacturing processes, for example in Brazil, where a project launched in 2022 recycled textiles from cuttings. In 2022, 11 tonnes of waste were recycled. In 2023, this figure more than doubled to 28 tonnes. Each initiative of this type requires solid partnerships to be formed and production processes to be adapted. In Brazil, the partnership made

## Non-Financial Performance Statement

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it possible to reform new yarns from textile scraps, which could be directly reused by LP Brazil to make new products. In 2024, projects of this type are being developed in other countries worldwide.

### The circularity of sustainable products at Chargeurs Advanced Materials

At Chargeurs Advanced Materials, Novacel has developed its Oxygen range comprising three product categories:

- Oxygen Lean which, through a patented process, reduces the amount of plastic needed in a film by 20% (reduced quantity of polyethylene used);
- Oxygen Vegetal, which uses raw materials from plants (it uses 30% low density polyethylene in terms of mass balance);
- Oxygen Recycled, which incorporates recycled raw materials (it uses 25% recycled polyethylene).

As a result of these three innovations, the carbon footprints of the films in the Oxygen range are approximately 10% to 30% lower than equivalent traditional solutions. In 2023, the business line stepped up the marketing of its Oxygen range, a range that seeks to reduce carbon emissions and optimize available resources. As a result, more than 2.5 million square meters were sold, a 115% increase on 2022, representing 100 times the volume sold in 2021 for this range launched in 2020.

Novacel has committed to expanding its Oxygen range by entering into partnerships with suppliers of alternatives to virgin plastic. The intention is to focus on designing products with a view to them being recyclable. The entity is also working on improving traceability of the recycled and bio-sourced content.

In this spirit of innovation, Novacel has entered into long-term partnerships with EPFL (École Polytechnique Fédérale de Lausanne) and AEPW (Alliance To End Plastic Waste). Novacel is working with EPFL to bolster its positioning in the world of plastics and sustainability, by comparing Novacel's innovation portfolio with the emerging technologies in this field. Since 2020, the entity has also been a member of the Alliance to End Plastic Waste (AEPW), an organization working to eliminate plastic waste from the environment. The AEPW organizes and finances projects on waste collection, sorting and recycling technologies.

### Local reintegration of wood chips at Chargeurs Personal Goods

In the Carpentry workshop in which Altesse brushes are manufactured, the wood chips that are produced are collected and given to a local farmer to enrich their land and orchard, as a natural alternative to chemical fertilizers. In 2023, 17 tonnes of wood chips were directly reused (compared with 2.5 tonnes in 2022, the launch year).

### Chargeurs Luxury Fibers

The transition from a linear economy to a circular economy was begun a number of years ago. Where the wool is sourced from farms, only 65% of inputs comprise wool fibers, while 35% comprise waste, such as wool grease, dirt and other items.

In transitioning to a circular economy, Chargeurs Luxury Fibers has given thought to the best way of gradually transforming all outputs into inputs in its processes, for example:

- developing a washing system to recover wool grease;
- introducing a system of 22 lagoons to treat effluent;
- using anaerobic digestion, capturing methane and, using our own energy plant, powering our combing equipment;
- using wool dust as a natural biofertilizer to improve farmers' crops.

Lanas Trinidad was recognized by the Uruguayan Minister for the Environment for its contribution to protecting the environment and improving its environmental impact.

### 3.3.5 HAZARDOUS SUBSTANCES

The use of chemicals in our manufacturing processes is a priority issue at Chargeurs Group industrial sites. Minimizing their use responds to both an environmental issue (potential chronic or accidental pollution) and a societal issue (handling of products) throughout their life cycle. All the Group's production sites comply with applicable international and European regulations, with the desire to go further.

For example, Chargeurs PCC Fashion Technologies has prioritized reducing chemical substances by applying stricter limits or by eliminating certain components from its formulations. These limits are significantly lower than industry averages and, in certain cases, are undetectable. To achieve this, the business line has produced a Restricted Substances List (RSL) in partnership with TÜV Rheinland. The introduction of this list of restricted substances targets the use of inoffensive chemical compounds, not only to protect our employees, but also for the benefit of our customers and the planet. In conjunction with its suppliers, this business line is gradually implementing this list, which bans the use of certain products. A series of tests is currently being conducted with TÜV Rheinland to identify replacement products. In parallel, the procurement strategy includes these new products in an increasingly environmentally friendly range.

At Chargeurs Advanced Materials, green chemistry is a major development challenge in the premiumization of our offer. The Oxygen range is leading the development of more environmentally friendly products, supplemented by products in which substances such as solvents and crosslinkers are no longer used.

### 3.3.6 BIODIVERSITY

As part of the NATIVA™ Regen program, farmers are asked to carry out a biodiversity survey. The survey must cover flora and fauna and specific habitats. Each farm must then make specific recommendations based on the particular characteristics of the site (impacts on ecosystems, compliance with corridors, protection of species).

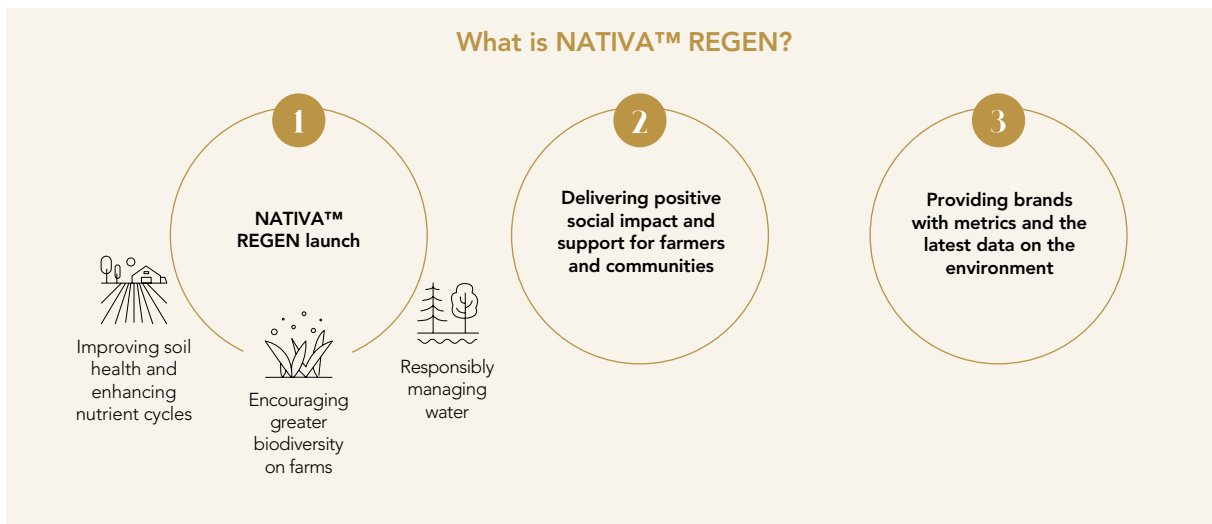
#### Chargeurs Luxury Fibers is committed to regenerative agriculture: NATIVA™ launches NATIVA™ Regen

Thanks to its strong environmental commitment, NATIVA™ has gone a step further in promoting the regenerative agriculture program.

The goal of regenerative agriculture is to apply more exacting standards as regards farming practices and animal welfare. By returning to traditional agricultural practices, the NATIVA™

regenerative agriculture program seeks to improve water quality and increase the level of CO<sub>2</sub> capture compared with each business's reference levels. The NATIVA™ regenerative practices work from the bottom up, using farming practices such as planned grazing, which helps to rehabilitate land and improve soil and microbiological health by ensuring that nutrients are retained in the soil. To that end, they are more respectful of biodiversity and land quality.

NATIVA™ Regen works with farmers in Australia, leaders in regenerative farming practices for more than 15 years, and with a regenerative agriculture transition program in Uruguay and Argentina, supporting farmers and their surrounding communities; in partnership with leading organizations such as Quantis and the National Agricultural Research Institute of Uruguay (INIA), farming experts, Lanas Trinidad and farmers.



In partnership with Quantis and the INIA, carbon and water levels in the soils, together with biodiversity, are being analyzed at these pilot farms. These results will show the change in the farms' carbon footprints as regenerative agriculture is developed. The data are provided to the customer brands of NATIVA™ Regen. This work constitutes a credible reference base for Chargeurs, NATIVA™ and their customers with a view to monitoring the progress achieved as the regenerative agriculture program is implemented over the coming years. In 2022, Chargeurs Luxury Fibers accelerated the expansion of its regenerative agriculture programs worldwide with the development of a new NATIVA™ Regen program in the United States and Argentina, and by increasing its number of farms from 13 to 40.

These programs were strengthened by new collaborations, including an exclusive supply agreement between NATIVA™ and Gucci under which the Italian luxury brand will buy traceable wool produced by farms that follow regenerative agriculture practices under the NATIVA™ Regenerative Farming program. The four-year partnership, with an option to renew for an additional four years, covers the

quantification of soil carbon with an assessment of the business's biogenic carbon and water footprint at operational level. The project also has an important social aspect, by providing support to communities and farmers.

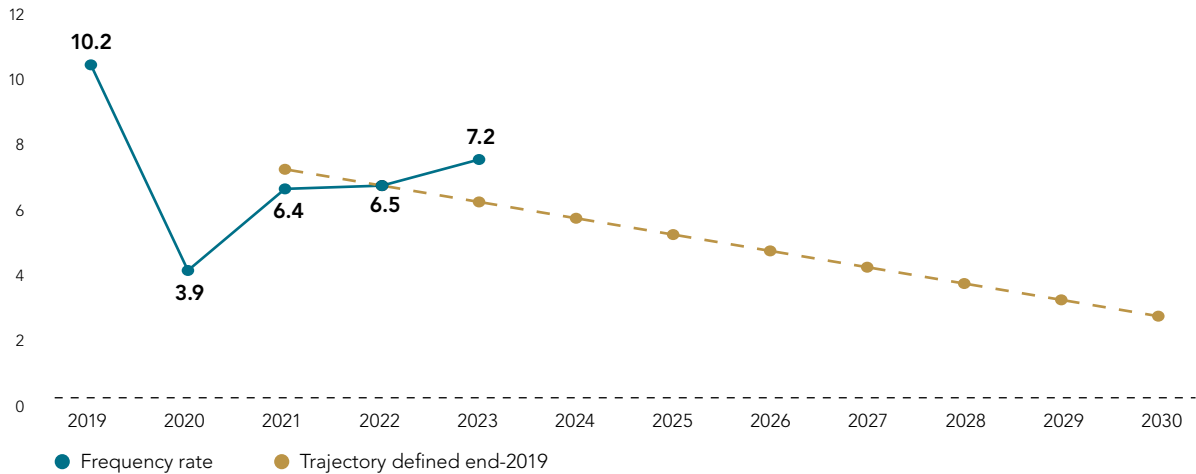
The business also entered into an agreement with the British brand PANGAIA, which specializes in environmentally-friendly fashion. Building on its high-impact commitments, NATIVA™ extended its partnership with the LVMH group at the LIFE 360 summit in Paris. This partnership has focused on scaling up regenerative farming practices through the NATIVA™ Regen program.

These agreements demonstrate the profound shift in the economic model towards a high value-added Product as a Service model, which, in time, will help to improve its operational profitability and generate positive environmental impacts. Chargeurs Luxury Fibers manages global programs in Australia, Uruguay, Argentina and the United States. The business is intending to increase the number of farms and extend its NATIVA™ Regen programs to other countries in the coming years.

## 3.4 Our social and societal performance and action plans

### 3.4.1 WORKING CONDITIONS

#### Safety



The Group's rate was unfortunately 7.21 this year, above its target of 6. This result reflects neither the Group's expectations or the teams' commitment to lowering the frequency rate. It therefore constitutes a warning in relation to which all our sites are required to take action in 2024.

This past year, in 2023, approximately 11,000 hours were spent on safety training, representing a year-on-year increase (vs. 9,737 hours in 2022).

At the end of 2023, the Group also introduced a **signed safety policy** at the highest level of the business, reaffirming all employees' commitment to their own and others' safety. It will be distributed to all entities in 2024 to remind employees of the Group's safety-related ambitions and to embed a shared safety culture.

In 2024, the Group is considering introducing a security management system at Group level. In parallel with targeted action plans for the issues encountered, this system will, in time, be able to better manage action plans and corrective actions and provide a better overall understanding of high-risk situations. This system will be deployed as a priority at the largest manufacturing sites, with the rollout scheduled for 2025.

#### Introduce a shared safety culture with an annual event, Global Safety Day

First held on November 13, 2017, the annual Safety Day highlights Chargeurs' efforts to strengthen its risk prevention policy. The goal of this day, held once a year, is to raise awareness and to encourage all Group entities to review the mandatory notices displayed in their premises as well as their safety instructions, and also to update their staff training and promote a safety culture based on the Bradley Curve. To reach its zero-accident goal, Chargeurs is committed to instilling a culture of safety at every production plant and will continue to hold Safety Day events to seize every opportunity to move forward in this area. Goal: boost awareness and get each and every employee involved in the continuous improvement process.

Once again, in 2023, this day was a success with 1,424 participants, each averaging more than 1.5 hours of training, for a total of 2,157 hours.

In addition to shared international initiatives, each site arranged workshops that were relevant to it: first aid, preventing and tackling fires, evacuation, safe driving, managing fire-related accidents, behavior and movements, assessing safety risks at manufacturing sites, etc.



## The ETSCAF method at Chargeurs Advanced Materials



Launched in 2020, Novacel's safety culture program seeks to provide a safe working environment and to let all employees take responsibility for their own safety by being attentive to the safety of others. It is based on the method developed by ETSCAF.

It was initially rolled out at the Déville site. It is gradually being extended to the entity's other production sites and distribution centers: to Sessa in Italy as well as Troy and Cranbury in the USA in 2021-2022, and to Palmer and Monterrey (in the USA and Mexico respectively) in 2023. The goal is to eventually cover all the business lines' employees.

At each site, the program launch begins with training on the security culture that includes a practical section in which participants visit sites to learn to observe with a "security eye", discuss best practices and those that need to be changed, and then implement the necessary action plans to improve the situation. More than one hundred people have already received the training.

At all the sites at which the ETSCAF program has been rolled out, safety talks have been given throughout the year to disseminate the safety culture to all employees. More than 500 talks were held in 2023.

The sites have also launched local initiatives such as:

- in France, quarterly safety talks with all production, in-store and maintenance teams and the site manager and HSE manager. A monthly communication plan is being developed for 2024;
- in America, "all employee meetings" every month;
- in Italy, depending on developments, events/communications focused on real-life cases.

## Quality of life at work

An initial survey was carried out with *Great Place To Work*® to obtain the views of Chargeurs Museum Studio's employees. A remarkable participation rate of 74% was achieved!

"A great place to work is based on moving towards a trust-based culture that permeates all levels of the organization." The survey analyzes responses against five criteria: credibility, respect, fairness, pride and friendliness, and compares the results against the benchmark and the "world best".

The analysis of the results shows that employees share a collective sense of pride (74%) in working for the Company, which is enriched by the perception of the business and by the importance of the personal contribution made by each person and by pride in collective contributions (82%). The management team is perceived as accessible and as empowering employees. The survey also showed that there was a need to homogenize managerial practices at the entities by disseminating the best practices identified and by providing support for the changes.

The results of this survey have been fed into Chargeurs Museum Studio's action plan, the objective of which is to create a shared culture between the various entities it has acquired in recent years and to develop a working environment in which all employees feel respected, responsible and empowered.

The Group is proposing, in the coming years, to extend this type of survey to its other business lines.

## Information on collective labor agreements and company agreements

- Textiles mainly at Chargeurs PCC Fashion Technologies (Chemicals at SENFA).
- Textiles at Chargeurs Personal Goods and Chargeurs head office.
- Technical textiles at Chargeurs Advanced Materials.
- Syntec at Chargeurs Museum Studio Holding.
- Remote working agreements were introduced at the head office (giving all employees the option of working on a flexible basis), as well as at Chargeurs Advanced Materials, Lainière de Picardie and within Chargeurs Personal Goods. The subject is gaining ground everywhere, responding to clear employee expectations to help improve their organization.

## Social protection and minimum wage

An existing Group policy aims to introduce basic salaries superior to the national minimum wage in all countries, with support measures for our employees.

We also ensure that each of our subsidiaries implements adapted social protection according to local practices and standards.

All our employees benefit from full coverage when traveling thanks to the International SOS system.

## Long-term short-time working

To address the constraints imposed by widespread inflation and reduce the repercussions on our business, the majority of our French industrial sites implemented long-term short-time work in a controlled manner in 2023. These measures enable us, to the extent possible, to maintain all our employees' jobs in a difficult economic environment and protect the social balance at the Group.

### 3.4.2 DIVERSITY, INCLUSION AND EQUALITY

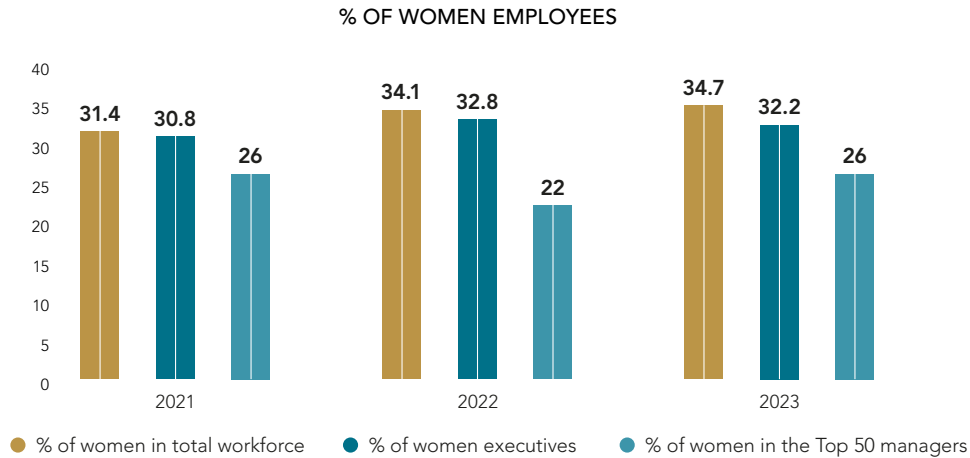
Chargeurs is committed to diversity, inclusion and equal treatment.

In relation to equal treatment, the Group pays particular attention, in its recruitment processes, to the diversity of the employees it hires, in terms of their gender, origin and education.

It is committed to providing women at the Group with access to opportunities at all levels of the companies, as illustrated by the results achieved:

- 34.7% of women in total employees;
- 32% of women executives;
- 26% in the Top 50.

As shown by the graphic below, the percentage of women at the Company's various levels increased overall between 2021 and 2023.



The changes seen in the composition of the ExCom specifically show the achievements made in this area. Since the change of governance in 2015, a number of women have joined the ExCom, significantly increasing the proportion of women on the committee. Three members of the current ExCom are women. In addition, 50% of the members of Chargeurs' Board of Directors are women.

The number of nationalities represented on management bodies worldwide reflects the cultural diversity of the teams. Chargeurs counts on the autonomy of the Group's entities and consequently works on developing its structures. This DNA pushes it to maintain

and develop this diversity of talents and cultures, a true source of innovation and competitive edge for its businesses, also supported by the integration of new employees from the recently acquired companies.

In terms of disabilities, actions are taken locally at our sites to promote access, with support for the people concerned and, if necessary, workstation adaptations. In France, in 2023, 4.74% of our workforce comprised people with disabilities (4.55% in 2022), representing 24 people altogether.

### 3.4.3 DEVELOPMENT AND TRAINING

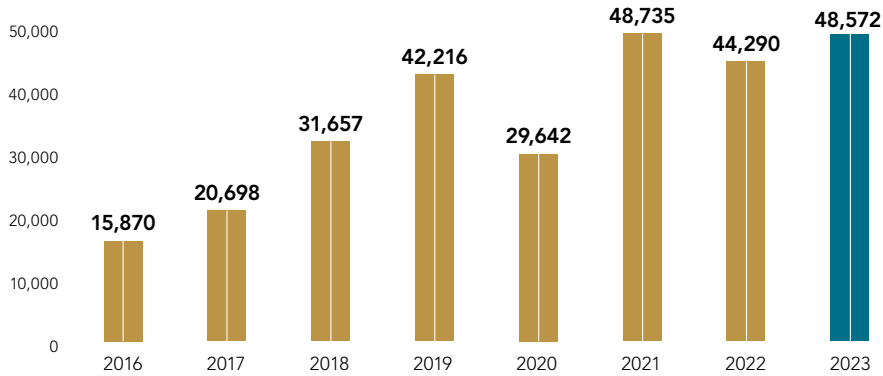
#### Key figures for training in 2023\*:

48,572 hours of training in 2023 (vs. 44,290 hours of training in 2022)

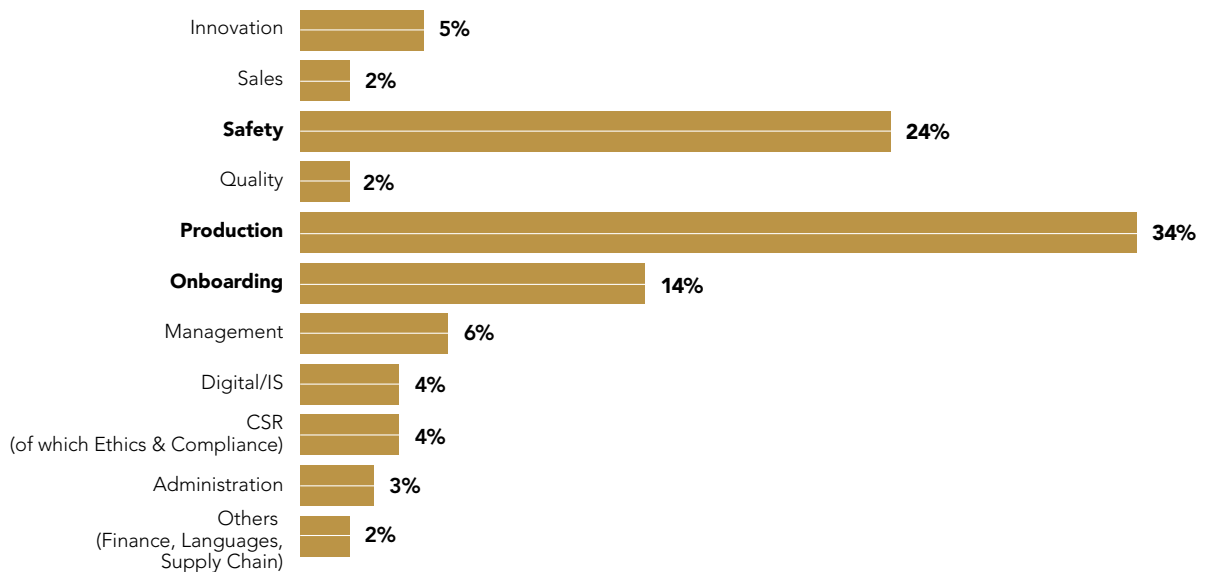
1.4% of employees (vs. 1.6% of employees in 2022)

Employee averaged 21 hours of training (compared with 19 hours in 2022)

CHANGE IN THE NUMBER OF TRAINING HOURS (in hours)



BREAKDOWN OF TRAINING PROVIDED IN 2023 BY TOPIC (as a percentage of the total)



Training trended upward throughout the Chargeurs group, with its frequency increasing by 9% from 2022.

More than 48,000 training hours were delivered, enabling our employees to upskill.

\* Part of the USA and UK hours could not be validated by the audit.

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### Our top 3 training topics in 2023:

- **Production** (34%, up on 2022, -10%), was the number one topic with training sessions helping employees to adapt to their workstations and also become more versatile.
- **Safety**: (24%, slightly down on 2022, -26%) came second among the topics, consistent with our safety policy and “zero accident” ethos.
- **Onboarding** (14%, up on 2022, -16%) is becoming a clear priority in support of our organizational adjustments. Encouraging the integration of new employees within the Group is a condition for success in operating smoothly, with all the teams taking turns to help along the journey for new entrants.

In 2023, e-learning modules covering, inter alia, climate, biodiversity and sustainable finance issues became available in 360 Learning to all our employees, allowing them to increase their awareness of CSR issues. New modules will be regularly added to continue developing this collective awareness.

Similarly, specific modules have been added to the Blue Book program aimed at sales teams.

In 2024, an interactive workshop on the climate (Climate Pitch) was delivered to the whole of the CSR committee.

### Professional integration of young people

Novacel has arranged a number of international corporate volunteering assignments (VIEs) to strengthen its international teams. In 2023, Novacel continued to apply its active VIE policy, extending the initiative to its IT and Finance functions. Those on VIE programs are onboarded over a one-month period at the head office and in operational departments, before leaving to carry out their assignments in their allocated country (USA and Italy in 2023).

This scheme is an opportunity for young French people to work for a year on our sites abroad, to familiarize themselves with industrial activities and to discover a foreign culture; two ways to develop their skills. For Novacel, this fruitful collaboration brings diversity to the teams and contributes to a form of integration of new talents.

In addition, Novacel has continued to deploy Novacel Academy with the opening of a fourth session in early February 2024.

The objectives of the Novacel Academy are multiple:

- succession plan (to transfer important technical skills);
- the need to structure internal changes;
- develop employability;
- reinforce basic skills for operational staff.

Six work-study students from the first two intakes (2022 and 2023) were hired in the Rouen production workshop as production line operators after successfully obtaining their professional qualifications.

To date, the Novacel Academy can be proud to have successful interns who have developed genuine know-how thanks to a significant theoretical contribution and a strong involvement of all those involved in the project.

In 2022, the approach was launched in Italy after the experiment carried out in France in 2021. The manufacturing sites have felt the benefits of developing our own internal programs and of training qualified future operators on the work carried out by our business lines (currently, mainly production business lines). The long-term goal of this internal school is to continue developing our teams, throughout their careers, and also to provide sessions for current employees.

Since the scheme has proved successful, it will be extended to the whole of the EMEA region in 2024.

### Sales Boost

*Sales Boost* is a holistic program dedicated to sales teams and launched in 2021 to support the Group's development strategy.

The first phase of this program saw 100 members of the sales team being trained and a Sales Boost Awards ceremony *chaired by our Chairman and Chief Executive Officer, Michaël Fribourg*, was organized to reward the best performing teams in the areas of Sales to Cash, Data and Hybrid Selling, and Sustainability & Innovation with an Overall award for best performance.

*With a view to improving the performance of sales staff, training courses tailored to the specific needs of the sales team have been made available* via the Blue Book platform. Tested on a group of 80 sellers in the first half of 2023, the initiative was extended to a total of 200 sellers in December 2023, with the following training courses offered:

1. The 10 steps to sales success;
2. Onboarding of sales staff;
3. Hunter Program;
4. Presentation skills.

The Blue Book will continue the exercise in 2024 by giving sales teams access to the best tools for:

- improving market share with our existing customers and in particular with our respective Top 50 accounts following the implementation of key account management strategies;
- improving market share in new markets. This exercise requires existing and new teams to focus on finding new customers. An assessment of the exercise will be carried out in the first half of 2024.

### 360 Learning

At the same time as the Blue Book project, the Group has created its first online training platform: 360 Learning

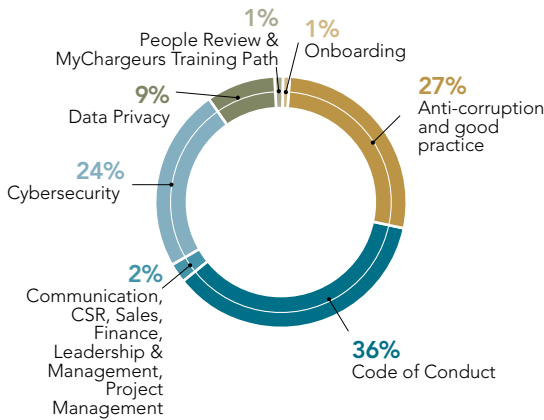
Particularly well suited to the needs of our decentralized organization, this platform was initially used to distribute mandatory training modules: cybersecurity, anti-corruption, GDPR, etc. and, in 2022, in a second phase, content on developing technical expertise in 2023.

Since its introduction, the platform has continued to develop and now offers more than 150 training modules (compared with 10 modules in 2022), divided into 14 personalized pathways for our employees. In 2023, over 1,200 employees benefited from the program (doubling the number of learners from 590 in 2022).



The platform now offers both generic, “off-the-shelf” content, tailored to Chargeurs and selected to support our employees’ development of technical expertise, as well as specific content designed for needs identified by the teams with the help of the human resources network. It covers the following topics: CSR, essential finance, law, communications, project management, leadership and Management. We are continuing on this trajectory in 2024 by adding further content, allowing our employees to build on their expertise.

**BREAKDOWN OF E-LEARNING COURSES BY TOPIC (%)**



**Training Chargeurs’ managers on the Art of Providing Feedback**

A number of employees from the various business lines and Chargeurs head office received training on the “Art of Providing Feedback”.

Launched in 2022 and continued in 2023, the principal objective of this training course was to learn how to define, carry out and provide feedback, a day-to-day management activity. This training course identifies the practices and challenges associated with feedback, and provides guidance on instilling a feedback culture in teams. This training was provided during the 2023 People Review period and throughout the year.

**3.4.4 RESPECT FOR HUMAN RIGHTS**

**Code of Conduct**

Defining the founding principles of our professional ethics, the principles and rules set out in the Group’s Code of Conduct have been designed to reflect the Group’s values. It documents the ethical standards that we seek to meet, particularly in relation to upholding human rights, in accordance with the principals of the UN Global Compact.

Chargeurs is committed to applying, in all places in which it operates, the International Labour Organization (ILO) standards, particularly in relation to tackling forced labor and child labor. Where local laws are more stringent, they are applied.

We encourage our commercial partners, subcontractors and suppliers to also meet this requirement.

**Modern Slavery Statement**

In 2023, Chargeurs renewed its commitment to the Modern Slavery Statement, as required under UK law, and confirmed its responsibility as a global company for tackling all forms of modern slavery through its supply chain. With this in mind, the Group has outlined its policies, due diligence processes and internal initiatives to secure its supply chains.

**3.4.5 SOCIETAL COMMITMENT**



**Local initiatives around the world**

Our sites around the world roll out numerous initiatives with their local communities. The examples below demonstrate the diversity of the initiatives carried out locally:

- In 2023, a program was developed with rural communities in three territories/areas of influence near NATIVA™ Regen farms. The aim of the program is to develop cross-functional expertise for the twenty-first century with a view to improving and strengthening access to job openings and opportunities for personal development. The program was aimed both at young people aged 16 and above, and at entrepreneurs, with a particular focus on education and support for women (80% of participants were women). It has already held two workshops for 88 persons: one on entrepreneurial spirit and another on digital expertise.
- D&P (Chargeurs Museum Studio) organized an in-house toy collection for local disadvantaged children. This year, 75 children received a Christmas present via this initiative.
- The “SENFAs acts for biodiversity” project, which was launched in 2022, is continuing. It is carried out within the framework of a partnership with the Maison du Ried, de la nature et de l’Alsace centrale (House of the Ried, of nature and of central Alsace) in Muttersholtz, an association for education in nature and the environment. This project was selected in the Grand Est call for proposals “Companies and biodiversity”. It includes a three-year contract with the Ecopatu’Rhin company, which practices eco-grazing on part of the site’s green spaces as well as beekeeping. SENFA also has an active partnership with the association Recycl’sac for the production of bags made with fabric scraps.

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- Chargeurs PCC Fashion Technologies' Chinese site created a vegetable garden on unused lawns around the factory while its employees volunteered to help at an animal shelter.
- Novacel Déville entered into a local partnership with Secours Populaire de Mont Saint Aignan, arranging a collection of Christmas toys from employees and giving them to children from disadvantaged backgrounds. The site also entered into a partnership with ASAR (Rouen Association for the Homeless) to collect clothes and hygiene products).
- Chargeurs Interf. Italia participated in AIRC (Association for Cancer Research in Italy)'s "Christmas campaign".
- Intissel Lanka continues to participate in the "butterfly garden" maintenance project at a children's hospital.
- Hypsos supports local , such as the creation of a fund for young creative people in the region.
- In 2023, Novacel Palmer sponsored a collection for school supplies, with USD 2 000 of school supplies collected from the community. The site also supports local youth associations (baseball and softball teams). This takes the form of volunteering: employees have devoted 1,360 hours to the sports league and 80 hours to the local primary school.
- An initial initiative was carried out, as part of the creation of Chargeurs PCC Academy, with the delivery of a masterclass on interlining at the *Institut Français de la Mode* (France's Grande Ecole of fashion) in Paris. Through such projects, our goal is to enable students to develop the necessary expertise and know-how to flourish in a constantly changing environment.

In addition, a number of sites have a sponsorship budget and thereby contribute to actions that positively impact their local environment.



### Mainstreaming cultural activities through Chargeurs Philanthropies

Through Chargeurs Philanthropies, we are committed, alongside those taking action today to shape the future, to develop Art and Culture and to support the young and their education.

In 2023, the Chargeurs Philanthropies foundation supported both talented individuals and cultural institutions: artist residences, support for events such as the "Paris Opera Competition", "Untitled Miami", the "We could be heroes" exhibition and the Panthéon and literary prizes. It continues to support the *Société Marseillaise des Amis de Chopin*.

This year, the foundation carried out an unusual act of sponsorship in the form of an instrument loan enabling a promising young violinist to procure a bow.

### 3.4.6 CUSTOMER RELATIONS

Chargeurs is keen to satisfy its customers. As an illustration of Chargeurs' performance in maximizing customer satisfaction, Chargeurs Advanced Materials achieved a Net Promoter Score (NPS) of 44 whereas the industry benchmark is 18.

The NPS is a uniquely calculated score based on the responses of customers who are asked to give a score from 1 to 10 to assess the extent to which they would recommend the brand (here Novacel). The score is then calculated by taking the number of customers who gave a score higher than 9 (the "sponsors") and subtracting the number of customers who gave a score lower than six (the "detractors").

The results of the most recent survey carried out with CAM's customers showed that 96% of respondents were generally satisfied. The survey also revealed that 90% of customers who had tried the Oxygen range were satisfied with it.

Chargeurs Luxury Fibers, thanks to the NATIVA™ label (which guarantee the quality and traceability of wool fibers throughout the value chain) and NATIVA™ Regen label, supports customers who are committed to implementing environmental programs.

### 3.5 Summary table of social indicators

Mandatory DPEF information but not relevant to the Chargeurs group:

- the fight against food waste;
- the fight against food insecurity;
- responsible, fair and sustainable food;
- actions to promote links between the national and the army and to support commitments to the army reserves;
- actions aimed at the practice of physical and sports activities.

Indicator	2019	2020	2021	2022	2023	2023 without Hypsos			
<b>Total employees</b>									
<b>Number of employees (permanent and fixed-term contracts) as of December 31 of year N</b>									
	Chargeurs Group	2,095	2,228	2,248	2,329	2,284	2,234		
	Headquarters	24	27	31	36	37	37		
	Technologies	1,850	1,797	1,821	1,815	1,762	1,762		
	<i>Advanced Materials</i>	724	721	752	736	737	737		
	<i>PCC Fashion Technologies</i>	1,126	1,076	1,058	1,079	1,025	1,025		
<b>Breakdown of the workforce by division and business line</b>									
	Luxury	221	402	396	468	485	435		
	<i>Museum Studio</i>	189	375	371	330	340	290		
	<i>Luxury Fibers</i>	32	27	25	28	29	29		
	<i>Personal Goods</i>				110	116	116		
<b>Breakdown of sales by geography</b>									
	Groupe	Europe	995	1,083	1,126	1,276	1,239	1,189	
		<i>of which France</i>	599	591	617	650	614	614	
		Asia (incl. Africa/Oceania)	778	744	707	689	663	663	
		Americas	322	401	387	364	382	382	
		Technologies	Europe	44%	45%	46%	47%	47%	47%
		Asia (incl. Africa/Oceania)	40%	39%	38%	38%	37%	37%	
		Americas	16%	16%	16%	15%	16%	16%	
		Luxury	Europe	88%	67%	71%	80%	78%	75%
		Asia (incl. Africa/Oceania)	3%	1%	1%	1%	1%	1%	
		Americas	9%	32%	28%	19%	21%	24%	
<b>Share of women employees</b>									
	Groupe	31.5%	34%	32%	34%	34.7%	35.1%		
	Executives	29%	31.5%	30.8%	32.8%	32.2%	32.5%		
	Top 50	34%	28%	26%	22%	26%	26%		
<b>Share of employees with disabilities</b>									
	France	4.04%	3.3%	3.73%	4.55%	4.74%	4.74%		
<b>Training hours</b>									
	Average training hours per employee	19 hours	13 hours	21 hours	19 hours	21 hours	21 hours		
<b>Accidents</b>									
	Frequency rate: number of occupational accidents (causing at least one day off work) per million hours worked	10.17	3.86	6.43	6.52	7.21	7.47		
	Severity rate: number of days lost per thousand hours worked	0.39	0.16	0.31	0.44	0.49	0.51		
<b>Use of temporary employment</b>									
	Temporary personnel	% of total employees							
		Permanent and fixed-term contracts							
		6.55%	7.59%	2.22%	0.96%	1.47%	1.19%		
<b>Payroll costs</b>									
	Payroll expenses for the year (in €m)	Employees of fully consolidated companies worldwide							
		98.9	116	126	131.7	131	127.3		

## 3.6 Non-financial performance statement concordance table

Challenges of the materiality matrix	Challenges for the Chargeurs group	Structuring actions and results	KPI
Customer satisfaction	Maximum customer satisfaction, driven by premiumization of the offer	Recognition of our brands as innovative and committed Ability to offer complete solutions to our customers	NPS: 44
Governance and CSR approach	Solid governance capable of supporting an ambitious CSR approach	<ul style="list-style-type: none"> <li>Independence of the Board of Directors, presentations to the Board of Directors, internal network around CSR, animation of the approach</li> </ul>	50% independent Board members 97.36% presence
Business ethics	Conducting business with integrity	<ul style="list-style-type: none"> <li>Overhaul and strengthening of the Code of Conduct, reinforcement of internal controls, deployment of anti-corruption training</li> </ul>	100% of employees received anti-corruption training
Health and safety of our employees	Preserving the health and guaranteeing the safety of our employees	<ul style="list-style-type: none"> <li>Regular safety training sessions, annual organization of a Global Safety Day, on all our sites, monthly monitoring of the accident frequency rate and objectives for all managers</li> </ul>	Occupational accident frequency rate: 7.21
Innovation	Promoting innovation in all our businesses	<ul style="list-style-type: none"> <li>Promotion of a culture of innovation through the animation of an internal network, partnership with EPFL, development of projects with an environmental impact (recyclability, circular economy, green chemistry)</li> </ul>	35% of our revenue generated by sustainable products
Responsible value chain	Promoting our values throughout our supply chain and decarbonizing our value chains	<ul style="list-style-type: none"> <li>Development and deployment of the Responsible Procurement strategy, continuation of audits on ethical criteria at our suppliers, completion of a new carbon assessment and construction of a climate trajectory</li> </ul>	More than 393 suppliers signed the Responsible Procurement Charter More than 30 suppliers audited
Talent attraction and retention	Be able to retain our talents and attract new talents	<ul style="list-style-type: none"> <li>Strengthening of HR policies, deployment of training to upskill employees</li> </ul>	Staff turnover 18.29% 21 hrs training per employee on average
Preserving natural resources	Ensuring responsible use of water resources	<ul style="list-style-type: none"> <li>Monitoring of water consumption at industrial sites, larger-scale deployment of mass-dyed wire at Chargeurs PCC Fashion Technologies</li> </ul>	411 Mm <sup>3</sup> of water consumed (-6.3%)
Climate change mitigation	Contributing to climate change mitigation by limiting our impact	<ul style="list-style-type: none"> <li>Carrying out a new carbon assessment based on 2023 to build a climate trajectory</li> <li>Monitoring energy consumption at our industrial sites and related greenhouse gas emissions and implementation of energy performance actions</li> </ul>	182 GWh (18% reduction) Related greenhouse gas emissions: 43 MtCO <sub>2</sub> eq.
Climate change adaptation	Protecting ourselves from the potential impacts of climate change on our activities	<ul style="list-style-type: none"> <li>Risk mapping and risk management policy</li> </ul>	
Product carbon footprint	Minimizing the carbon footprint of our products	<ul style="list-style-type: none"> <li>R&amp;D and innovation to design less carbon-intensive products (sustainable ranges), carrying out a carbon assessment and building a climate trajectory</li> </ul>	Greenhouse gas emissions related to energy consumption (TCO <sub>2</sub> ) per quantities produced (Mm <sup>2</sup> ) (Technologies division) 54 tCO <sub>2</sub> eq./Mm <sup>2</sup>
Waste management and the circular economy	Promoting circular economy initiatives	<ul style="list-style-type: none"> <li>Continuous innovation on the recyclability of our products and the integration of recycled raw materials, deployment on our industrial sites of initiatives based on the principle of circularity</li> </ul>	waste produced down 11% 55% of our waste recycled
Cybersecurity	Guaranteeing the security of our information systems and the protection of personal data	<ul style="list-style-type: none"> <li>Strengthening access security, detection and prevention of attacks with strong authentication solutions and AI supervision, GDPR compliance</li> </ul>	
Gender equality	Promoting gender equality	<ul style="list-style-type: none"> <li>Increasing the number of women of managers from 29% in the executive population in 2019 to 32.2% in 2023</li> </ul>	34.7% of women in total employees 32.2% of women executives 26% in the Top 50
Product traceability	Making it possible to trace our products	<ul style="list-style-type: none"> <li>NATIVA™ allows complete traceability of wool, from farm to finished garment, thereby bolstering the Responsible Procurement strategy</li> </ul>	
Animal welfare	Ensuring animal welfare	<ul style="list-style-type: none"> <li>Deployment of NATIVA™ audits to ensure animal welfare, as the protocol is very demanding in this area</li> </ul>	272 NATIVA™ certified farms (including the 40 who joined the Regenerative program)

## 3.7 European Green Taxonomy

### 3.7.1 CONTEXT

European Regulation (EU) 2020/852 of June 18, 2020, known as the "Taxonomy", is one of the flagship measures of the European Green Pact aimed at:

- redirecting capital to sustainable investments;
- managing the financial risks induced by climate change and the resulting social issues;
- promoting transparency and a long-term view of economic and financial activities.

The Taxonomy establishes a classification system for economic activities that can be considered environmentally sustainable, distinguishing between activities carried out on behalf of customers, investments and ongoing operations. Three indicators are therefore expected, expressed as a percentage of "alignment":

- revenue;
- capital expenditure (or Capex);
- operating spending (or Opex).

An "aligned" activity is one that is considered sustainable because it contributes to one or more of the following environmental objectives:

- climate change mitigation;
- climate change adaptation;
- sustainable use and protection of aquatic and marine resources;
- the transition to a circular economy;
- pollution prevention and control;
- protection and restoration of biodiversity and ecosystems.

The classification of activities is based on a five-step approach:

- identifying so-called "eligible" activities for the Taxonomy, based on the Delegated Regulation (EU) 2021/2139 of 4 June 2021;
- qualifying the substantial contribution of the activity to the environmental objective;
- ensuring that the activity does not cause significant harm to any of the objectives;
- ensuring compliance with the OECD and United Nations guidelines for business, in particular with regard to fundamental labor and human rights;
- calculating the indicator by relating the aligned activities to the total activities.

### 3.7.2 GREEN TAXONOMY INDICATORS

#### Revenue

To date, sustainable activities are described in view of the first two objectives of climate change mitigation and adaptation (Appendices I & II of the Climate Delegated Acts). Appendices I and II provide the definitions of eligible activities, including the corresponding NACE Codes and the technical criteria for qualifying them as

effectively sustainable. Accordingly, activities that do not meet these definitions are considered undefined within the reference framework, and as such, are "ineligible."

Based on the above regulatory framework, the Chargeurs group has not identified any eligible activities, revenues, Capex or Opex related to its operations.

#### Capital expenditure (or Capex);

Capex corresponds to new acquisitions of property, plant and equipment and intangible assets during the year, before depreciation, amortization or revaluation. Thus, the new rights of use of leased assets are taken into account as soon as the lease contracts are signed, and not the financing terms. Capital expenditure also includes new assets resulting from business combinations carried out during the year.

For 2023, capital expenditure amounted to €22.7 million for the Group, distributed as follows:

- €14.5 million in tangible investments and €3.5 million in rights of use (including new capitalized leases);
- €4.7 million in intangible investments.

Eligible capital expenditure is:

- related to potentially sustainable activities;
- part of a plan to extend a business or make it sustainable;
- related to economic activities considered "individual eligible measures" in the Taxonomy aimed at reducing the Company's environmental footprint, such as expenses related to premises, vehicles and data hosting.

Under Delegated Regulation (EU) 2021/2139 of June 4, 2021, the Chargeurs group's activities are not considered to make a substantial contribution to the first two environmental objectives and are therefore not eligible. Therefore, only the investment costs of individual measures can be taken into account.

As the Group undertook no capital expenditure under these individual measures in 2023, the proportion of Capex relating to business activities aligned with the Taxonomy is 0%.

#### Operating spending (or Opex).

Opex to consider include that:

- related to eligible businesses;
- part of a plan to extend a business or make it sustainable;
- related to economic activities considered "individual measures" in the Taxonomy aimed at reducing the Company's environmental footprint, such as expenses related to premises, vehicles and data hosting.

Not all operating expenses are to be taken into account. Only research and development costs, building renovation costs, short-term lease expenses, maintenance, upkeep and repair of assets, and any other direct expenses related to the day-to-day upkeep of tangible assets necessary for their proper functioning are to be considered.

For the year 2023, operating expenses amounted to €15.4 million for the Group - representing less than 3% of the Group's total Opex, i.e. not significant - broken down as follows:

- payroll expenses: €6.1 million;
- depreciation and amortization; €0.2 million;
- other current and non-current operating expenses: €9.1 million, of which €9.1 million corresponding to external expenses.

Under Delegated Regulation (EU) 2021/2139 of June 4, 2021, the Chargeurs group's activities are not considered to make a substantial contribution to the first two environmental objectives and are therefore not eligible. Therefore, only the operating costs of individual measures can be taken into account.

As the Group undertook no operating spending under these individual measures in 2023, the proportion of Opex relating to business activities aligned with the Taxonomy is 0%.

The financial information used for this analysis is taken from the Chargeurs group's information systems (investment tracking and consolidation) at the end of fiscal year 2023. They have been analyzed and verified jointly by the local and central teams to ensure that they are consistent with consolidated revenues, Opex and Capex for the fiscal year 2023.

The tables are presented in Chapter 8, Section 8.7 "European Taxonomy."

## 3.8 Methodological note on reporting and non-financial indicators

### 3.8.1 SCOPE OF NON-FINANCIAL REPORTING AND DETAILS OF CERTAIN INDICATORS

Chargeurs set up a non-financial reporting system for its subsidiaries several years ago. This reporting is monthly for the accident frequency rate, semi-annually for the KPIs, and annually for all indicators. Each year, sites are audited by our ITO. For 2023, these were:

- Novacel Troy, Chargeurs Advanced Materials
- Novacel Déville, France, Chargeurs Advanced Materials
- Etacol, Bangladesh, Chargeurs PCC Fashion Technologies
- Lainière de Picardie, France, Chargeurs PCC Fashion Technologies
- Leach, UK, Chargeurs Museum Studio
- Satchel, UK, Chargeurs Personal Goods

The scope is the consolidated financial scope.

The Group's subsidiaries are housed in two divisions and five business lines:

- Technologies: Chargeurs Advanced Materials, Chargeurs PCC Fashion Technologies;
- Luxury: Chargeurs Museum Studio, Chargeurs Luxury Fibers, Chargeurs Personal Goods.

Social indicators (headcount, staff turnover, safety, training) concern all subsidiaries.

Details concerning certain indicators:

- the number of employees corresponds to the number of people employed on December 31 of year N, whether they are on permanent or fixed-term contracts, full time or part time. It does not include interns, work-study students, VIE;
- The frequency rate of accidents at work is calculated as follows: (Number of accidents\*1,000,000)/Number of hours worked. It includes all work-related accidents resulting in at least one day's absence from work, but not travel and commuting accidents.

The environmental indicators (energy and water consumption, waste production and treatment) concern the Group's production sites. For 2023, there were 16:

- Technologies: Entretelas Americanas (Argentina), Etacol (Bangladesh), Intissel Lanka (Sri Lanka), Lainière de Picardie (France), LP Brazil (Brazil), LP Wujiang (China), SENFA (France), Novacel Sessa (Italy), Novacel Cranbury (USA), Novacel Déville (France), Novacel Troy (USA);
- Luxury: Leach (UK), D&P (USA), Hypsos (Netherlands), The Cambridge Satchel Company. (UK), Fournival Altesse (France).

The greenhouse gas emissions presented for the year 2023 correspond to the emissions related to energy consumption on the industrial sites during the year 2023 (gas, electricity, fuel oil and charcoal) according to the ADEME conversion rates for fuel oil and charcoal, and according to the sources referred to in the paragraph below for gas and electricity.

### 3.8.2 SCOPE OF THE CARBON FOOTPRINT FOR THE 2022 AND 2023 SCOPE

The data published in absolute terms concern all 16 production sites listed above. By definition, indicators relating to production in millions of m<sup>2</sup> (Mm<sup>2</sup>) concern only the businesses of the Technologies division, Chargeurs Advanced Materials and Chargeurs PCC Fashion Technologies, which can express their production in this unit. For the production sites of the Luxury division, this unit is not applicable.

Figures page 104 consolidate the results obtained by calculating the carbon footprint of the Chargeurs group's activities for a restricted but significant scope, at Group level, for the 2022 fiscal year.

Our previous carbon assessment for the 2019 fiscal year highlighted that procurement volumes were key to an activity being significant at Group level. We have accordingly prioritized automated calculations for Advanced Materials, PCC Fashion Technologies, and Luxury Fibers. Museum Studio and Personal Goods have much lower quantities of inputs or purchased materials. In addition, the items purchased by the Group's two newest businesses are relatively diverse, given the high level of customization of the items that are made, and are poorly covered by the reference databases used to calculate carbon footprints, since these activities are carried out in niche markets. The automation of carbon footprint calculations for these activities will begin in the 2024 fiscal year.

Two categories of emissions fall outside the scope of these restrictions: emissions related to energy consumption, which cover more than 99% of the energy consumed by the plants, workshops and distribution centers operated by our teams, including those at Museum Studio and Personal Goods, and a proportion of the emissions related to business travel, which cover, in all likelihood, at least 70% of air and rail travel, and at least 50% of stays in hotels or equivalent accommodation. Information on energy consumption is collected via the annual environmental questionnaire, which is completed by sites with activities encompassing more than just office work. Information on business travel is calculated by the booking platform selected by the Group and which is currently being rolled out at the entities that recently joined the Group and in regions where business travel was historically less relevant.

## Non-Financial Performance Statement

Methodological note on reporting and non-financial indicators

Table below lists the factors applied in calculating emissions related to energy consumption.

Data	Country	Energy	Scope	Emissions factor	Unit	Source
Natural gas Scope 1	World	Natural gas	1	0.181	tCO <sub>2</sub> eq./MWhGCV	2022 ADEME Carbon Database
Natural gas Scope 3	World	Natural Gas	3	0.0344	tCO <sub>2</sub> eq./MWhGCV	2022 ADEME Carbon Database
GPL Scope 1	World	GPL Scope 1	1	2.939	kgCO <sub>2</sub> eq./kg	BEIS 2023
GPL Scope 3	World	GPL Scope 3	3	0.3493	kgCO <sub>2</sub> eq./kg	BEIS 2023
Diesel Vehicles Scope 1	World	Diesel Vehicles Scope 1	1	3.016	kgCO <sub>2</sub> eq./kg	BEIS 2023
Diesel Vehicles Scope 3	World	Diesel Vehicles Scope 3	3	0.7336	kgCO <sub>2</sub> eq./kg	BEIS 2023
Diesel Industry Scope 1	World	Diesel Industry Scope 1	1	3.204	kgCO <sub>2</sub> eq./kg	BEIS 2023
Diesel Industry Scope 3	World	Diesel Industry Scope 3	3	0.752	kgCO <sub>2</sub> eq./kg	BEIS 2023
GNR Scope 1	World	GNR Scope 1	1	3.229	kgCO <sub>2</sub> eq./kg	BEIS 2023
GNR Scope 3	World	GNR Scope 3	3	0.7149	kgCO <sub>2</sub> eq./kg	BEIS 2023
Argentina Electricity Scope 2	Argentina	Electricity	2	0.322	tCO <sub>2</sub> eq./MWh electricity (MWhelec)	DEFRA Database 2020
Argentina Electricity Scope 3	Argentina	Electricity	3	0.0789	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Bangladesh Electricity Scope 2	Bangladesh	Electricity	2	0.494	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Bangladesh Electricity Scope 3	Bangladesh	Electricity	3	0.122	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Belgium Electricity Scope 2&3	Belgium	Electricity	2&3	0.154	tCO <sub>2</sub> eq./MWhelec	EEA 2021
Brazil Electricity Scope 2	Brazil	Electricity	2	0.0999	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Brazil Electricity Scope 3	Brazil	Electricity	3	0.02512	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
China Electricity Scope 2	China	Electricity	2	0.616	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
China Electricity Scope 3	China	Electricity	3	0.1477	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
France Electricity Scope 2	France	Electricity	2	0.0338	tCO <sub>2</sub> eq./MWhelec	2022 ADEME Carbon Database
France Electricity Scope 3	France	Electricity	3	0.01824	tCO <sub>2</sub> eq./MWhelec	2022 ADEME Carbon Database
Germany Electricity Scope 2&3	Germany	Electricity	2&3	0.4528	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2021
Italy Electricity Scope 2	Italy	Electricity	2	0.308	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Italy Electricity Scope 3	Italy	Electricity	3	0.0749	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Mexico Electricity Scope 2&3	Mexico	Electricity	2&3	0.5441	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2021
Netherlands Electricity Scope 2&3	Netherlands	Electricity	2	0.355	tCO <sub>2</sub> eq./MWhelec	Ember 2023
Spain Electricity Scope 2&3	Spain	Electricity	2&3	0.232	tCO <sub>2</sub> eq./MWhelec	EEA 2021
Sri Lanka Electricity Scope 2	Sri Lanka	Electricity	2	0.528	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Sri Lanka Electricity Scope 3	Sri Lanka	Electricity	3	0.1197	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
United Kingdom Electricity Scope 2	United Kingdom	Electricity	2	0.229	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
United Kingdom Electricity Scope 3	United Kingdom	Electricity	3	0.0529	tCO <sub>2</sub> eq./MWhelec	DEFRA Database 2020
Uruguay Electricity Scope 2&3	Uruguay	Electricity	2&3	0.114	tCO <sub>2</sub> eq./MWhelec	Ember 2023
USA Electricity _ California (Chargeurs Walco site) Scope 2	USA	Electricity	2	0.206	tCO <sub>2</sub> eq./MWhelec	EPA 2020 published in 2022
USA Electricity _ California (Chargeurs Walco site) Scope 3	USA	Electricity	3	0.012	tCO <sub>2</sub> eq./MWhelec	EPA 2020 published in 2022
USA Electricity _ Massachusetts (Chargeurs Palmer site) Scope 2 & 3	USA	Electricity	2&3	0.399	tCO <sub>2</sub> eq./MWhelec	EPA 2022
USA Electricity _ New Jersey (Chargeurs Cranbury site) Scope 2 & 3	USA	Electricity	2&3	0.223	tCO <sub>2</sub> eq./MWhelec	EPA 2022
USA Electricity _ Ohio (Chargeurs Troy site) Scope 2 & 3	USA	Electricity	2&3	0.529	tCO <sub>2</sub> eq./MWhelec	EI 2021
USA Electricity _ Virginia (Chargeurs D&P site) Scope 2 & 3	USA	Electricity	2&3	0.318	tCO <sub>2</sub> eq./MWhelec	EI 2021



Based on the information set out above, and the information included on page 103 via the definition of “past”, “future” and “administrative” emissions, we focused on the “past” emission of Advanced Materials, PCC Fashion Technologies and Luxury Fibers to supplement the emissions related energy consumption and business travel.

Of the three scopes, the volume of “past” emissions is the least uncertain, as these emissions are already effective at the time we deliver products to our customers. Data is therefore accessible.

For Luxury Fibers, the emissions related to purchases account for 100% of our sales. They comprise aggregate emissions from shearing and raising sheep, and from cleaning and combing wool. In relation to these emissions, we have only considered emissions related to the energy consumed by the combing factories of which we are aware. This assumption is applied due to the predominance of mechanical and thermal processes, and the very low proportion of purchases of other inputs such as chemical products when compared with downstream textile processing activities.

Emissions related to raising sheep are difficult to estimate as they are almost impossible to calculate on-site (or at grassroots level), and because the orders of magnitude that are published vary hugely between organizations, and depending on the assumptions applied in allocating emissions to the items obtained from the sheep over its lifetime (meat, wool, skin, milk and wool grease). We have applied an average calculated based on five assessments, comprising three lifecycle analyses and two factors published in the Ecoinvent database, that are based on similar assumptions, namely that emissions are approximately evenly distributed between meat and wool. This assumption is in line with data provided by a farm in Uruguay, which stated that the weight of meat obtained at the end of the sheep’s life was equivalent to the aggregate weight of the raw wool obtained over the sheep’s lifetime. The emissions obtained for the raw wool are then split between clean and combed wool (as to 93%) and the recovered wool grease (as to 7%), which will then be utilized as a chemical compound. This split was determined by one of the combing factors in our value chain. There is significant uncertainty surrounding the results of this component, given the number of assumptions applied in relation to the allocation of emissions and the difficulty for the farming, forestry and livestock sectors in making assessments of this nature. What’s more, we have not considered the effects of regenerative agriculture under the NATIVA™ Regenerative program, the impacts of which are currently under review by model farms in Uruguay, and for which no mature scientific literature is available.

Emissions related to transport have been estimated based on the “combing factory to Luxury Fibers’ customers” segment. Emissions related to the “farm to combing factory” and “distribution center to Luxury Fibers’ customers” segments were omitted because the relevant distances are much shorter than those of the chosen segment, with the exception of wool supplied by Chinese combing factories, which mainly comes from Australia and New Zealand. Since transport only accounts for 1.3% of “past” emissions for the chosen segment, we have decided to prioritize other categories of emissions for other business lines, rather than refine the results. The method used to estimate emissions from transport can be described using the following steps:

- identification of the geographic coordinates of the departure and arrival points;
- segmentation of logistics routes with the intermediate ports, stations or airports that are actually used, or the most likely to be used in the absence of accurate data;

- for road segments, we estimated distances using Google Maps;
- for other segments, a firm that specializes in calculating carbon assessments provided us with indicative distances;
- the emissions factors that were applied were those set out in the Ecoinvent IPCC GWP 100a database. One-off estimates using the EcoTransIT World methodology indicate that emissions obtained using the factors in the Ecoinvent database would result in emissions being over-estimated.

Lastly, since we are minority shareholders in most of the combing factories that we have approached, we have also included a proportion of the emissions related to the energy consumed by these factories. This proportion is equal to the product of Chargeurs’ percentage shareholding and the emissions related to energy consumed in producing items not intended for the Group’s consolidated entities. In allocating the emissions to the volumes sold to the Group and other businesses, we have assumed that energy consumption is proportional to the volumes of wool combed.

For Advanced Materials, emissions related to purchases were calculate only for the two European factories. This scope nevertheless accounts for 80% of production measured in m<sup>2</sup>. Ninety-nine per cent (99%) of the emissions related to purchases relate to inputs for industrial processes, while the remaining 1% relates to emissions related to other services or spare parts, estimated based on monetary emissions factors.

We successfully managed to provide a carbon footprint for 93% of our inputs. The emissions factors used are taken from life cycle assessments carried out in 2021 on the recipes of three items that are representative of the three largest categories of items produced in France. Our R&D teams have recommended the best methods of applying these emissions factors to other inputs for the French and Italian factories. We are aware that the application of these factors results in an under-estimation for films extruded by non-French suppliers, due to the difference between the carbon footprint of electricity generated in France and in neighboring countries, such as Italy. A correction will be included in subsequent publications, but it will not have any impact on the orders of magnitude. Other than in relation to this correction, the total order of magnitude is relatively reliable, even though efforts to decarbonize petrochemicals will have a significant impact on our carbon footprint, since polyethylene films account for 75% of the carbon footprint of the business’s purchases. The calculation scope will also be extended, in future publications, to the inputs used in processes in our European factories, with purchases of packaging materials by distribution centers being integrated at a later date, based on the speed at which the business’s new ERP system is rolled out.

Emissions related to freight for “suppliers of inputs to the Group’s European factories” and “the Group’s European and US factories to customers” segments have been estimated using the same method that was used for Luxury Fibers’ freight. For downstream freight, a complete map of the flows has been produced based on data taken from the factories’ TMSs and the sales of each sales subsidiary. The results obtained from using the TMS, which is currently being rolled out, will gradually replace the reconstituted flows in future publications. As stated in relation to Luxury Fibers’ freight, this change in method will probably cause estimates to decline as our assumptions will become more accurate.

The emissions related to purchases by PCC Fashion Technologies are more difficult to calculate, due to the significant diversity of the items purchased (materials, manufacturing processes, manufacturing region), the large number of stages in the value chain, from agricultural production for natural fibers or oil extraction for synthetic fibers, to the pre-assembly of multiple textile items to produce an internal component ready to be incorporated in an item of clothing. In parallel, public databases contain no information about a number of transformation stages, including heat treatment, dyeing and bonding, which are, however, energy-intensive processes, and there is significant volatility in the emissions factors between different databases, meaning that they are difficult to combine. The comments made in the paragraph on Luxury Fibers concerning the uncertainty surrounding emissions factors for farming, forestry and livestock inputs also apply to PCC Fashion Technologies, but with a lower impact given the significant proportion of synthetic fibers (polyester and polyamide) it uses, for which the orders of magnitude are less sensitive to the assumptions applied.

To produce as full a carbon footprint as possible, and to be consistent with our ongoing work on environmental information, we have divided the manufacture of inputs into a number of stages:

1. agriculture, forestry and livestock farming for natural and synthetic fibers;
2. transformation into a general commodity: cleaning of agricultural crops, oil extraction and conversion into plastic granules for synthetic fibers;
3. transformation into an input for the textiles sector: essentially spinning;
4. manufacture of substrates, through knitting, weaving or non-woven processes, including the heat treatment required to stabilize these substrates;
5. bonding;
6. dyeing;
7. cutting out of textile components and pre-assembly.

For the first four stages and for the chemical inputs used in stage five, the firm assisting us with our climate strategy has identified the emissions factors published in the reference databases (Ecoinvent and Idemat). Where no emissions factors were available for processes or materials, we applied the nearest equivalents. We used the loss rates published by Textile Exchange to adapt the emissions factors to the type of input (bases, threads).

For the energy consumed in stage 5, we established emissions factors based on the average energy consumption at Lainière de Picardie's French site using our energy meters: We used, by default, the energy mix in China for bonding activity carried out externally to the Group, although the effect of this assumption is that the footprint of this stage is overestimated for other regions.

For stages 6 and 7, we did not apply any emissions factors for the purposes of this publication. Our energy meters at Lainière de Picardie should help us to estimate carbon footprints for dyeing. Assembly is a stage that is considerably less energy intensive and will be reviewed at a later date.

The creation of a new table of the items purchased (15,000 lines and 100 columns), which consolidates all relevant information and associates it with a carbon footprint, is at an advanced stage but requires further work to improve the coverage rate of the methodology. For the 2022 fiscal year, we have obtained an initial version for purchases by all subsidiaries worldwide, other than SENFA in France, Argentina and Brazil. This scope covers approximately 90% of the volumes sold by PCC Fashion Technologies. Within this scope, we have successfully calculated a carbon footprint for 40% of the substrates and textile strips purchased, and 50% of the items purchased by weight (100% for yarn).

The freight emissions for the "suppliers to PCC Fashion Technologies" and "PCC Fashion Technologies to customers" segments were not estimated. The logistics routes are relatively similar to those of Advanced Materials, for which freight accounts for approximately 10% of "past" emissions. Given that the freight emissions are minor compared with those of inputs, we have chosen to prioritize improvements to the procurement table.

It should be noted that a number of ways of rapidly carrying out the calculation for large volumes of purchased items have been identified and will be discussed in future publications. The automation of the methodology means that we are able to subsequently update our calculations with little effort.

## 3.9 Independent third-party report opinion of the auditing body

### OPINION OF THE AUDITING BODY

At December 31, 2023

To the Shareholders,

Following the request made to us by the company Chargeurs SA (hereafter «entity») and in our capacity as an independent third party organization («third party»), accredited by COFRAC Inspection under number 3-2013 Revision 1 (Accreditation Cofrac Inspection, scope available on [www.cofrac.fr](http://www.cofrac.fr)), we have performed procedures to provide a reasoned opinion expressing a moderate level of assurance on the historical information (observed or extrapolated) of the non-financial performance statement, prepared in accordance with the procedures of the entity (hereinafter the «Reporting Criteria»), for the fiscal year ended December 31, 2023 (hereinafter respectively the «Information» and the «Statement»), presented in the Group's management report in accordance with the provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de commerce).

#### Conclusion

Based on the procedures we performed, as described in the «Nature and scope of our work» section, and on the information we obtained, nothing has come to our attention that causes us to believe that the consolidated statement of non-financial performance is not in compliance with the applicable regulations and that the Information, taken as a whole, is presented fairly in accordance with the Standards.

#### Preparation of the Non-Financial Performance Statement

The lack of a generally accepted and commonly used framework or established practices on which to base the assessment and measurement of the Information allows for the use of different, but acceptable, measurement techniques that may affect comparability across entities and over time.

Therefore, the Information should be read and understood with reference to the Reporting Criteria, the significant elements of which are presented in the Statement.

#### Limitations inherent in the preparation of the Information

As indicated in the statement, the Information may be subject to inherent uncertainty due to the state of scientific or economic knowledge and the quality of the external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Statement.

#### The entity's responsibility

It is the responsibility of the Executive Board to

- select or establish appropriate criteria for the preparation of the Information;
- in accordance with legal and regulatory requirements, prepare the Statement, which must include a presentation of the business model, a description of the principal non-financial risks, a presentation of the policies implemented in light of those risks and the outcome of said policies, including key performance indicators and also the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- and to implement such internal control procedures as it determines are necessary to enable it to produce Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the entity's Reference Framework as mentioned above.

### Report by the independent third party

On the basis of our work, our responsibility is to provide a reasoned opinion expressing a moderate level of assurance on:

- the consistency of the Statement with the provisions of Article R. 225-105 of the French Commercial Code;
- the fairness of the historical information (recorded or extrapolated) provided pursuant to 3° of I and II of article R. 225-105 of the French Commercial Code, i.e., the outcome of the policies, including key performance indicators, and the measures implemented in light of the principal risks.

As it is our responsibility to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information, as this could compromise our independence.

It is not our responsibility to comment on:

- the entity's compliance with other applicable legal and regulatory provisions (in particular with regard to the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the due diligence plan and the fight against corruption and tax evasion);
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- the consistency of products and services with the applicable regulations.

### Regulatory provisions and applicable professional doctrine

Our work described below was performed in accordance with the provisions of Articles A. 225-1 et seq. of the French Commercial Code, the professional doctrine of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this intervention in lieu of an audit program and the international standard ISAE 3000 (revised).

### Independence and quality control

Our independence is defined by the provisions of article L. 822-11 of the French Commercial Code and the code of conduct of the auditing profession. In addition, we have implemented a quality control system that includes documented policies and procedures designed to ensure compliance with applicable laws and regulations, ethical rules and the professional doctrine of the Compagnie Nationale des Commissaires aux Comptes (CNCC) relating to this activity.

### Means and resources

Our work mobilized the skills of four people and took place between January 16 and April 2, 2024, over a total intervention time of two weeks.

We called on our specialists in sustainable development and corporate responsibility to help us perform this work. We conducted 37 interviews with the persons responsible for the preparation of the Statement, representing in particular the general management, administration and finance, risk management, compliance, human resources, health and safety, environment and purchasing departments.

### Nature and scope of our work

We planned and performed our work taking into account the risks of material misstatement of the Information.

We believe that the procedures we conducted in the exercise of our professional judgment enable us to provide a moderate level of assurance:

- we reviewed the activities of all the entities included in the scope of consolidation and the description of the main risks;
- we assessed the appropriateness of the Guidelines with respect to their relevance, completeness, reliability, objectivity and understandability, with due consideration of industry best practices, where appropriate;
- we assessed that the Statement covers each information category provided for in paragraph III of Article L. 225-102-1 in social and environmental matters;
- we verified that the Statement presents the information required by Article R. 225-105 when they are relevant to the main risks and includes, where appropriate, an explanation of the reasons for the absence of the information required by the second paragraph of III of Article L. 225-102-1;

- we verified that the Statement presents the business model and a description of the principal risks associated with all the consolidated entities' activities, including where relevant and proportionate, the risks associated with their business relationships and products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators relative to the main risks;
- we consulted documentary sources and conducted interviews to:
  - assess the process for selecting and validating key risks and the consistency of the results, including the key performance indicators selected, with the key risks and policies presented, and
  - corroborate the qualitative information (actions and results) that we considered most important presented in Appendix 1. For certain risks, such as combatting corruption, combatting tax evasion, data protection, responsible purchasing etc., our work was carried out at the level of the consolidating entity; for other risks, work was carried out at the level of the consolidating entity and in a selection of entities<sup>(1)</sup>;
- we verified that the Statement covers the scope of consolidation, i.e., all the entities included in the scope of consolidation in accordance with Article L. 233-16 with the limitations specified in the Statement;
- we examined the internal control and risk management procedures implemented by the entity and assessed the collection process aimed at ensuring the completeness and accuracy of the Information;
- for the key performance indicators and other quantitative results that we considered to be the most important, presented in Appendix 1,
- we implemented:
  - analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - tests of details, using sampling or other selection techniques, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was conducted with a selection of contributing entities and covers between 31% and 100% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

The procedures performed for a moderate assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional doctrine of the Compagnie Nationale des Commissaires aux Comptes; a higher level of assurance would have required more extensive audit work.

Lyon, April 3, 2024  
FINEXFI  
Isabelle Lhoste  
Partner

(1) *Social and environmental indicators: Scope CAM Déville, CPCC LPBC, CPCC Etacol, CAM Troy USA, CPG Satchel, CMS Leach, except for the Percentage of women in the Top 50 (Group Scope)*  
*Corporate indicators: Group scope except for the Number of suppliers who signed the Group's Responsible Purchasing charter and Number of audited suppliers (Scope CPCC and CAM Business lines)*

**APPENDIX 1****Social indicators:**

- Total workforce
- Percentage of women in the total workforce
- Percentage of women executives
- Level of turnover
- Number of training hours (Process verification)
- Occupational accident seriousness rate
- Occupational accident frequency rate
- Percentage of women in the Top 50

**Environmental indicators:**

- GHG emissions from Group energy consumption
- CO<sub>2</sub> emissions from energy consumption (tCO<sub>2</sub>e) by quantity produced (Mm<sup>2</sup>)
- Production of hazardous waste
- Production of non-hazardous waste
- Total waste production
- Total waste production / Mm<sup>2</sup>
- Breakdown by processing (Recycling, Energy recovery, Incineration without energy recovery, Landfill, Other channel)
- Total water consumption
- Electricity consumption (grid)
- Natural gas consumption (network)
- Group energy mix

**Corporate indicators:**

- Number of suppliers who signed the Group's responsible purchasing charter (Process verification)
- Number of suppliers audited
- Percentage of revenue generated by sustainable products (Process verification)
- Attendance rate (Process verification)
- Percentage of independent directors (Process verification)

**Qualitative information:**

- ISO 9001, 14001, 45001 certification
- Company-wide agreements

# Corporate governance



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The Board of Directors' Report on Corporate Governance, prepared in accordance with Articles L. 225-37 and L. 22-10-20 of the French Commercial Code ("Code de commerce") is included in this Chapter.

After the Board committees reviewed the matters within their remit, the report was approved by the entire Board on March 14, 2024 and submitted to the Statutory Auditors.

Chargeurs' business model is built upon two main characteristics:

- an organization that operates according to a decentralized model, whereby the parent holding company, Chargeurs, focuses on actively overseeing all of the business lines and subsidiaries, while centrally driving the Group's growth and transformation strategies, and each of the business lines is led and managed by a full executive committee; and

- the presence of a family controlling shareholder, with the Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. companies, which, since April 9, 2024, have together held 67.58% of the share capital and 68.46% of the voting rights of Chargeurs (this including the 824,460 treasury shares of Chargeurs held by the Company and ranking *pari passu* with the shares held by the Offerors). Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. are controlled by Groupe Familial Fribourg, a highly engaged investor that plays an active role in the Group's governance and in expressing its long-term vision and corporate mission.

These two fundamentals shape the Group's governance structure and create a corporate culture in which good governance practices figure prominently among the Group's key success factors.

## 4.1 Corporate governance framework

### REFERENCE FRAMEWORK

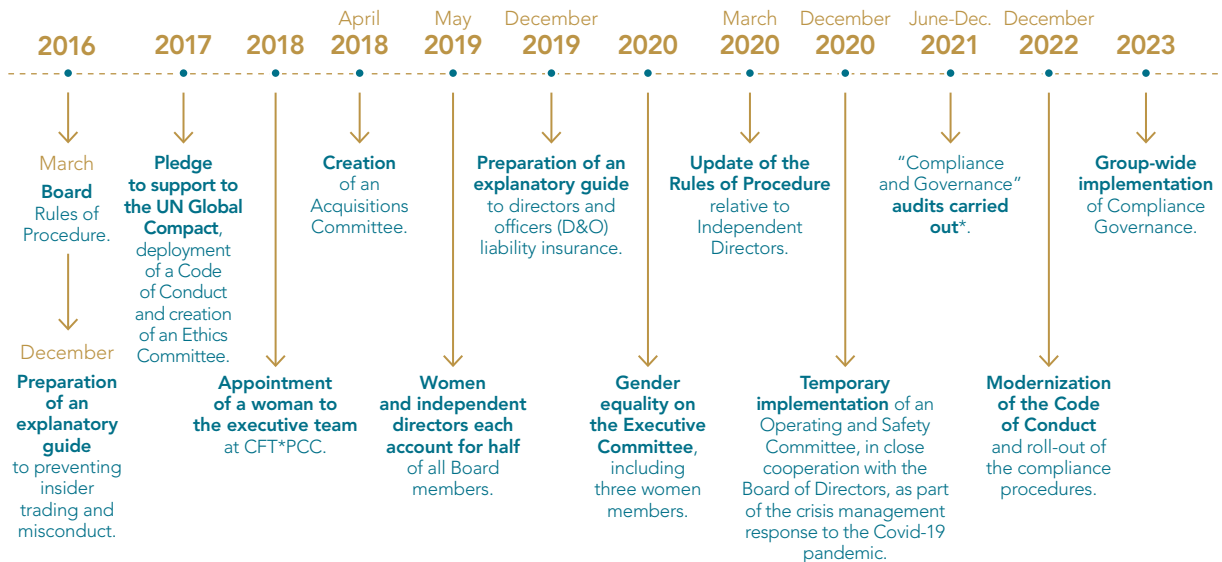
Chargeurs' Board of Directors has chosen to use the Corporate Governance Code for Small- and Mid-caps published by MiddleNext in September 2021 and available on the MiddleNext website as its reference framework for corporate governance practices and procedures, and particularly for the preparation of this report.

Since changing its governance structure on October 30, 2015 Chargeurs has expanded its corporate governance rules with a view to continually ensuring that its governance practices are aligned with its specific characteristics and needs, based on a set of rules capable of supporting its sustainable business development over time. As part of this continuous improvement process, the Company has relied heavily on the MiddleNext Code, to the extent that today all the recommendations of the Code, which already existed in the 2016 and some of which were strengthened or updated in the 2021 version, have been effectively applied. The three new recommendations formulated in the 2021 MiddleNext Code (on the training of board members (R5), the implementation of a specialized CSR committee

(R8) and a company policy on diversity and fairness (R15) were also reviewed at the Audit Committee meeting of December 15, 2021 and the Board of Directors meeting of December 16, 2021 with a view to their integration in the Company's practices, while taking account of the specific aspects of its governance system and the importance of maintaining an effective organization system and rules adapted to the Company's challenges. The Code's "red-flag" issues were reviewed by the Board of Directors, which recognized that their objective was to generate questions on their issues without having to provide explicit and detailed answers on these points.

Chargeurs' practices and procedures in the areas of risk management and internal control are based on the general principles defined by the French Financial Markets' Authority (AMF – *Autorité des marchés financiers*) in its July 22, 2010 document entitled "*Cadre de référence sur les dispositifs de gestion des risques et de contrôle interne : Guide de mise en oeuvre pour les valeurs moyennes et petites*", which provides a risk management and internal control framework and guidelines for small- and mid-cap companies.

In recent years, the Company has introduced a number of significant improvements and upgrades to the governance system, including:



\* The "Compliance and Governance" audits were initiated by the Company as part of a preventive approach and a continuous improvement policy. Several investigations have been performed with a view to updating existing procedures where so required.



## MIDDLENEXT CORPORATE GOVERNANCE CODE RECOMMENDATIONS THAT WERE NOT APPLICABLE OR WERE NOT APPLIED AT DECEMBER 31, 2023

As mentioned above, Chargeurs refers to the MiddleNext Corporate Governance Code (September 2021), available on the MiddleNext website. The Company is deeply committed to continuously improving its governance practices and considers that all of its practices comply with all the recommendations in the MiddleNext Code.

To take account of its specific governance system and with a view to maintaining an appropriate and effective organization system, while respecting the spirit of the new recommendation on the

implementation of a specialized CSR committee (R8), the Audit Committee of Chargeurs meets as part of CSR training and reported its work and recommendations to the Board of Directors. Special CSR sessions are organized, during which the Secretary General, Ms. Joëlle Fabre-Hoffmeister, who is responsible for these issues with the internal CSR network, reports on the Group's approach and objectives in this respect.

## 4.2 Governance structure and Board Committees

### CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Since October 30, 2015, the date of the change in the Company's main shareholder (Columbus Holding S.A.S., which, on April 9, 2024, together with Columbus Holding 2 S.A.S., became the controlling shareholder), the Board of Directors has opted to change the governance structure by combining the positions of Chairman of the Board and Chief Executive Officer and appointed Mr. Michaël Fribourg to the new position.

Mr. Fribourg serves as:

- Chairman of the Board of Directors, for his term as a member of the Board; and as
- Chief Executive Officer, for a period of five years.

### The combined position of Chairman of the Board and Chief Executive Officer

The combination of the positions of Chairman of the Board of Directors and Chief Executive Officer was informed by the Board's considered choice of a governance system that reflected Chargeurs' specific characteristics and size. It was accompanied by the introduction of balanced governance rules:

- A unified oversight and executive position is perfectly suited to the responsibilities exercised by Chargeurs, which is a holding company leading a Group operating in five niche segments, each of which has its own Chief Executive Officer and empowered Executive Committee. To this end, the Group's operating procedures and practices are based on a devolved operational organization, with a separate Managing Director in each of the five business lines and the whole led and guided by Chargeurs.
- This governance structure gives the Group a strong, clear vision of its future prospects and developments, championed by a Chairman and Chief Executive Officer who has a deep, unrivaled understanding of the business lines and the operational challenges they face. Given the existence of a proprietary Chief Executive Officer and empowered Executive Committee, this organizational structure prevents an excessive juxtaposition of managerial grades. It also facilitates highly efficient management, business development and reporting processes through regular, effective and trust-based exchanges between the Chairman and Chief Executive Officer and the business line Managing Directors.

The Group's organization and Chargeurs' business lines also mean that the Board of Directors must take care to reduce the asymmetry of information with business line executives. In this sense, the Chairman and Chief Executive Officer plays a critical role in relaying information to support the work of the Board of Directors.

Dialog with the Board, as well as with shareholders, through a single point of contact fosters closer relationships and extensive, ongoing communication.

It avoids the juxtaposition of layers and interfaces, while enabling more responsive decision-making – an essential capability in dealing with today's fiercely competitive global marketplace and in supporting the strategic transformation and acquisitions-led growth strategy being impelled by the Chairman and Chief Executive Officer.

Combining the positions of Chairman and Chief Executive Officer is accompanied by the introduction of checks to ensure a balance of power and good governance. In particular:

- the Chairman and Chief Executive Officer is supported by a management body, the Executive Committee, which meets in limited format to approve any major decisions impacting the Group's operations and in plenary format to provide coordination between the headquarters and the business lines. This coordination is strengthened by the functional link between the Finance Department and the Secretary General's Office and the parallel functions in the business lines;
- restrictions on the powers of the Chairman and Chief Executive Officer by the Board of Directors: the Board must give prior authorization for the acquisition of any company whose shares have been valued at €10 million or more. In practice, the Chairman and Chief Executive Officer keeps the Board of Directors properly informed and seeks its opinion before carrying out any external growth transaction;
- three Board Committees are responsible for preparing the work of the Board in regards to the following areas: audit, governance and corporate social responsibility (CSR) (Audit Committee), compensation (Governance and Compensation Committee) and acquisitions (Acquisitions Committee).

Mr. Fribourg's current positions within the Company	Date first elected/appointed	Current term expires
Director	10/30/2015 Board meeting (appointed by the Board)	2024 AGM 2024 Board meeting (Chairman)
Chairman and Chief Executive Officer	Board meeting 10/30/2015	2026 Board meeting (Chief Executive Officer)

### Powers of the Chairman and Chief Executive Officer

As Chairman of the Board of Directors, the Chairman and Chief Executive Officer (i) organizes and leads the work of the Board and reports thereon to the shareholders at General Meetings; and (ii) oversees the effectiveness of the Company's governance structures and monitors compliance with generally accepted governance principles and best practices.

As Chief Executive Officer, the Chairman and Chief Executive Officer is responsible for implementing the strategy decided by the Board of Directors and for managing the Company's day-to-day operations.

### Restrictions on the Chairman and Chief Executive Officer's powers

In accordance with the Company's bylaws, when the Chairman of the Board also performs the role of Chief Executive Officer, he has the broadest powers to act in all circumstances in the Company's name. He may use these within the limits of the corporate purpose and except for those powers that the law attributes to shareholders in General Meetings and to the Board of Directors. He represents the Company in its dealings with third parties.

Internal restrictions on the Chairman and Chief Executive Officer's powers concern the requirement to obtain the Board of Directors' prior approval before issuing any guarantees that are binding on the Company, except in cases where the Board of Directors has expressly delegated its authority within the limits defined in Articles L. 225-35 and R. 225-28 of the French Commercial Code.

## BOARD OF DIRECTORS

### Membership

A list of the members of the Board of Directors is provided in section 4.3.2 of this Universal Registration Document.

The Board today has six Directors, including the Chairman and Chief Executive Officer.

With a view to expanding the Board of Directors and in an effort to reflect the Company's new shareholder structure, of which Chargeurs Holding S.A.S. and Chargeurs Holding 2 S.A.S. have held joint control since April 9, 2024, shareholders will be invited to appoint two new members at the Annual General Meeting of April 30, 2024, namely Columbus Holding 2 S.A.S., represented by Mr. Georges Ralli, and Ms. Stéphanie Cassan-Fribourg, whose biography is provided in section 4.3.2 of this Universal Registration Document.

The careers of Mr. Georges Ralli and Ms. Stéphanie Cassan-Fribourg, their knowledge of the Group, and their expertise in key subjects (particularly governance and finance for Mr. Georges Ralli and CSR and digital for Ms. Stéphanie Cassan-Fribourg) will provide the Board of Directors with supplementary skills for the implementation of its strategy.

In accordance with its Rules of Procedure, which apply all of the criteria recommended by the MiddleNext Code, the Board of Directors assesses the independence of its members by determining whether they:

- are an executive in the Company or the Group or have any particular ties with any of the executives of the Company or the Group;
- are now or in the past five years have been an employee or a corporate officer of the Company or another Group entity;
- are now or in the past two years have been a significant customer, supplier, competitor, service provider or banker of the Company or another Group entity, or for whom the Company or the Group represents a material share of its business;
- have a close family relationship with a corporate officer;
- are now or in the past six years have been a Statutory Auditor of the Company.

Having reviewed each of its members' situations on a case-by-case basis, the Board considers that it has three Independent Directors (Isabelle Guichot, Anne-Gabrielle Heilbronner and Alexandra Rocca) as of the date of this Universal Registration Document.

Directors are elected for a term of three years, which is perfectly suited to the Company's operations and requirements. Their terms of office are staggered, as shown in the table in section 4.3.2 of this Universal Registration Document.

### Authorization concerning the Board's membership structure during fiscal 2023 approved at the April 26, 2023 Ordinary General Meeting

At the Ordinary General Meeting on April 26, 2023 shareholders:

- re-elected Nicolas Urbain as a Director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025;
- elected Alexandra Rocca as an Independent Director for a three-year term, expiring at the close of the shareholders' Annual General Meeting to be held in 2026 to approve the financial statements for the fiscal year ending December 31, 2025;

These changes were the outcome of a diligent selection process, supervised by the Board of Directors, as shown below:

<b>DETERMINING THE PROFILE</b>	Identify the Company's needs in line with its strategic vision Determine the required profile Selection criteria: knowledge, skills, non-French national and/or woman to support a more diverse, multi-faceted Board
<b>CANDIDATE SEARCH</b>	Search for candidates matching the defined profile, in particular by using specialized headhunters
<b>SHORTLISTING</b>	Careful short-listing based on the vetted criteria
<b>EVALUATION</b>	Interviews and in-depth discussions with the candidates
<b>DECISION</b>	Selection of the candidate by the Board of Directors Election/ratification by shareholders at the Annual General Meeting
<b>TAX</b>	Director participation in seminars organized by the Group Meetings with business line General Managers On-site visits

### Proposed resolutions to be submitted to shareholders at the Annual General Meeting of April 30, 2024

The following resolutions will be submitted to shareholders at the Annual General Meeting of April 30, 2024:

- the re-election of Mr. Michaël Fribourg as a Director for a three-year term, expiring at the close of the Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026;
- the appointment of Columbus Holding 2 S.A.S. as a Director, represented by Mr. Georges Ralli, for a three-year term, expiring at the close of the shareholders' Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026;
- the nomination of Ms. Stéphanie Cassan-Fribourg as a Director for a three-year term, expiring at the close of the shareholders' Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

The Company's Directors have diverse professional and personal backgrounds and significant international experience. The names of the members of the Board and their profiles are provided in section 4.3.2 of the Universal Registration Document. These profiles show a range of complementary skills and experience, presenting a competitive advantage for the Company.

In accordance with French Financial Markets' Authority (AMF – *Autorité des marchés financiers*) recommendation 2013-20 issued on November 18, 2013, the Universal Registration Document includes a summary table setting out changes in the Board's membership during fiscal 2023, as well as the independence status of each Director as assessed using the criteria applied by the Board.

Lastly, the Board does not have any members representing either employee shareholders or employees in general, as the Company's headcount is below the thresholds specified in Articles L. 22-10-5 and L. 22-10-7 of the French Commercial Code that trigger the requirement for employee representation.

### Director skill sets at December 31, 2023

	Experience of Chargeurs business lines	International experience	Finance/Audit/M&A	CSR	Governance of listed companies	Digital/New technologies
Michaël Fribourg	•	•	•	•	•	•
Emmanuel Coquoin ( <i>Permanent representative of Columbus Holding S.A.S., Director</i> )	•	•	•	•	•	•
Isabelle Guichot	•	•	•	•	-	-
Anne-Gabrielle Heilbronner	•	•	•	•	•	-
Alexandra Rocca <sup>(1)</sup>	-	•	•	•	•	•
Nicolas Urbain	•	•	•	-	•	-
Total number of members <sup>(2)</sup>	5/6	6/6	6/6	5/6	5/6	3/6

(1) Appointment of Ms. Alexandra Rocca during the Annual General Meeting of April 26, 2023.

(2) The appointment of Columbus Holding 2 S.A.S., represented by Mr. Georges Ralli, will strengthen the skills of the Board of Directors in the following areas: Experience of business lines, international experience, finance/audit/M&A/governance. The appointment of Ms. Stéphanie Cassan-Fribourg will serve to upskill the Board of Directors in the following areas: International experience, finance/audit/M&A, CSR, and digital.

## Professional ethics and conduct, roles and responsibilities and organization of the work of the Board of Directors

The Board of Directors' roles and responsibilities and main operating procedures are set out in the Company's bylaws.

### Board of Directors' Rules of Procedure

At its March 14, 2016 meeting, the Board introduced a set of Rules of Procedure that supplement the bylaws by setting out the organizational and operating procedures of the Board and its Committees as well as the rights and obligations of Directors, Non-Voting Directors and members of the Board Committees. The Rules of Procedure have been amended several times to bring them in line with legislation and the MiddleNext Code:

Date	Purpose of the amendment
December 7, 2016	<ul style="list-style-type: none"> <li>Compliance with the revised September 2016 version of the MiddleNext Code.</li> <li>Role of the Audit Committee specified in Article L. 823-19 of the French Commercial Code, as amended by French government order No. 2016-315 dated March 17, 2016, relating to audit reform.</li> </ul>
March 6, 2018	<ul style="list-style-type: none"> <li>Role played by the Board of Directors in relation to succession planning for top executives and other key personnel.</li> <li>Compliance with French government order No. 2017-1162 dated July 12, 2017 which simplifies and clarifies the disclosure requirements applicable to French companies and introduced a new Corporate Governance Report that now falls within the remit of the Board.</li> </ul>
April 16, 2018	<ul style="list-style-type: none"> <li>Creation of an Acquisitions Committee.</li> </ul>
March 4, 2020	<ul style="list-style-type: none"> <li>Compliance with Article L. 225-35 of the French Commercial Code, as amended by Act 2019-486 dated May 22, 2019 on business growth and transformation (France's PACTE Law), which clarified the Board's role and mission by including, in particular, consideration of the Company's labor and environmental issues.</li> <li>Adoption of the MiddleNext Code timeframes for the two criteria for determining a Director's independence: (i), they must not have been an employee or corporate officer of the Company or its Group in the past five years (instead of three previously), and (ii), they must not have had significant business relations with the Company or Group over the past two years.</li> </ul>

The Rules of Procedure correspond to an internal document but substantial extracts are included in this report.

### Professional ethics and conduct

Each Director is informed of the obligations arising from their appointment and the rules of professional ethics and conduct applicable to them in accordance with the provisions of the Rules of Procedure and the recommendations outlined in the MiddleNext Code. The Company has not identified any cases of non-compliance with these rules.

To the best of the Company's knowledge, as of the publication date of this Universal Registration Document, there are no conflicts of interest between the duties that the Directors have to the Company and their personal interests or other duties. Likewise, no conflicts of interest were identified during fiscal 2023.

### Related-party agreements

#### Internal Guidelines on related-party agreements and assessment procedure for standard agreements concluded under normal conditions

Regarding regulations governing related-party agreements and commitments, such as those in force pursuant to France's PACTE Law 2019-486 of May 22, 2019 relative to growth and corporate transformation, the Board of Directors has adopted Internal Guidelines aimed at (i) recalling the applicable regulations covering related-party agreements and commitments and to provide details on the methodology applied internally to characterize the different agreements entered into; and (ii) implementing within the Chargeurs group a procedure to regularly assess related-party agreements covering normal operations and concluded under normal conditions.

As part of the Company's implementation procedure, the Support, Finance, Legal and Tax Departments, among others, will assess the recurring nature and normality of the agreements concerned prior to signature, where applicable, in relation with the Statutory Auditors. Every year, before the accounts of the previous fiscal year are closed, the support departments concerned meet on an ad hoc basis presided by the Chief Compliance Officer to draw up a list of "recurring agreements concluded under normal conditions" signed by Chargeurs in respect of the fiscal year, those extending over several fiscal years, or those for which a modification has been proposed, and any observations or analysis supporting their classification. The Chief Compliance Officer informs the Chairman of the Board of Directors of the findings of the ad hoc Committee meeting. The Chairman of the Board of Directors informs the Board of Directors at least once a year of the findings of the ad hoc Committee, where applicable accompanied by any comments or details that he deems useful to the knowledge and analysis of the Board.

#### Related-party agreements in fiscal 2023

No new agreements or regulated undertakings were authorized or signed in fiscal 2023.

#### Related-party agreements in respect of fiscal 2020 the execution of which continued in 2023

Two related-party agreements in respect of fiscal 2020, the execution of which continued in fiscal 2023, were submitted to a vote at the Annual General Meeting of Shareholders on April 28, 2020 and April 8, 2021 and approved with 96.45% and 96.39%, respectively of votes.

These two agreements, the financial conditions of which are presented in the Statutory Auditors' Special Report, concern:

- the leasing agreement signed on June 18, 2020 between Chelsea Real Estate US, Inc., a wholly-owned subsidiary of Foncière Transcontinentale, a company controlled by Mr. Michaël Fribourg (the Lessor), and Chargeurs USA, LLC (the Lessee) covering the offices based in New York (United States) where the registered office of Chargeurs USA LLC is located;
- the leasing agreement signed on December 4, 2020 between Compagnie Immobilière Transcontinentale, a company controlled by Mr. Michaël Fribourg (the Lessor), and Chargeurs S.A. (the Lessee) for the offices at 7, Rue Kepler in Paris, 75116 (16<sup>th</sup> arrondissement), where the registered office of Chargeurs S.A. is located.

In accordance with Article L. 225-40-1 of the French Commercial Code, the Board of Directors meeting on March 14, 2024 re-examined these two agreements and confirmed that they were consistent with the social interest of the Company, with only Independent Directors taking part in the examination.

### Organization of the Board's work

The Board of Directors generally meets at least four times a year: twice to examine the interim and annual financial statements, once to review Group strategy in relation to the budget and business plan, and once after the Annual General Meeting to implement the decisions voted by shareholders. At each meeting, the Directors also discuss the Group's business performance, major projects and any matters specifically submitted to the Board.

### DIRECTOR ATTENDANCE AT BOARD AND COMMITTEE MEETINGS IN FISCAL 2023

Excluding Board Committee meetings, the Board of Directors met six times in fiscal 2023, with an average attendance rate of 97.36% (excluding the ad hoc Committee in connection with the public tender offer).

	Board of Directors	Audit Committee	Governance and Compensation Committee
Mr. Michaël Fribourg	6/6	-	-
Colombus Holding S.A.S. (Represented by Mr. Emmanuel Coquoin)	6/6	5/5	-
Ms. Isabelle Guichot	5/6	5/5	-
Ms. Anne-Gabrielle Heilbronner	6/6	-	-
Ms. Cécilia Ragueneau	2/6 <sup>(1)</sup>	-	1/4 <sup>(1)</sup>
Mr. Nicolas Urbain	6/6	-	4/4
Ms. Alexandra Rocca	4/6 <sup>(1)</sup>	-	3/4 <sup>(1)</sup>
Mr. Georges Ralli (Non-Voting Director)	2/6 <sup>(2)</sup>	3/5 <sup>(2)</sup>	-
2023 attendance rate	97.36%	100%	100%

(1) End of term of office of Ms. Cécilia Ragueneau and nomination of Ms. Alexandra Rocca at the Annual General Meeting of April 26, 2023.

(2) End of term of office of Mr. Georges Ralli at the Annual General Meeting of April 26, 2023.

The Acquisitions Committee did not meet in fiscal 2023, the Board of Directors having been regularly informed of progress on the Group acquisition projects on which it issued an opinion.

### Roles and responsibilities

The Board of Directors determines the Company's business strategy and oversees its implementation.

At its meetings, the Board also regularly reviews and is consulted on the measures put in place by the Company in relation to succession planning for top executives and other key personnel. Succession

However, in recent years, the Board's workload has increased considerably and now far exceeds simply monitoring the Group's daily running. Consequently, special Board meetings are held to discuss and review the Company's key strategic projects. In practice, this means that Board meetings may be called at any time depending on the current circumstances and the Directors are fully involved in overseeing the Group's main strategic goals and actions.

The Board of Directors met six times in 2023, excluding Board Committee meetings (the Audit Committee met five times and the Governance and Compensation Committee four times). Board members regularly meet with Executive Committee members, participate in the Group's strategic seminars and visit key companies in the manufacturing and sales organization.

In 2023, the Board of Directors also established an ad hoc Committee in connection with the public tender offer for the Company's shares initiated by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., both of which are controlled by the Chairman and Chief Executive Officer. This Committee includes the Independent Directors, Ms. Anne-Gabrielle Heilbronner and Ms. Isabelle Guichot, as well as Mr. Emmanuel Coquoin, the representative for Columbus Holding S.A.S., and a Director, i.e., a majority of Independent Directors. Tasked with overseeing the work of the independent expert and issuing recommendations to the Company's Board of Directors concerning the public tender offer, the ad hoc Committee met several times in 2023 and in the first quarter of 2024 as part of its assignment responsibilities.

planning was earmarked as a priority when the governance changes were put in place in October 2015 and has been continued since then in order to anticipate future requirements and adapt the Group's organizational structure in line with its developments and growth.

### Executive Committee

In 2016, this focus on succession planning led the Company to expand its Executive Committee by appointing (i) a Secretary General, Ms. Joëlle Fabre-Hoffmeister, whose main responsibilities include overseeing the succession planning policy and ensuring the continued excellence of the Group's management teams.

Since then, the Executive Committee's membership structure has been further strengthened and its profile modernized, with the appointment of new highly experienced members with diverse professional backgrounds in order to help drive the Group's growth.

At present, the Executive Committee is made up of Mr. Michaël Fribourg, Chairman and Chief Executive Officer, Mr. Olivier Buquen, Deputy Chief Executive Officer, in charge of Financial Affairs and Group Performance and Chairman of Chargeurs Museum Studio and Chargeurs Advanced Materials, Ms. Joëlle Fabre-Hoffmeister, Group General Secretary, Deputy CEO Organization, Talents and Sustainable Transformation and Chief Compliance Officer, Mr. Philippe Denoix, Managing Director, Chargeurs Advanced Materials, and Director of Industrial Performance and Logistics, Mr. Gianluca Tanzi, Chairman of the Group Textile business line grouping Chargeurs PCC Fashion Technologies and Chargeurs Luxury Fibers, and Managing Director of Chargeurs PCC Fashion Technologies, Ms. Delphine de Canecaude, Managing Director of Chargeurs Museum Studio, Mr. Federico Paullier, Managing Director of Chargeurs Luxury Fibers, Ms. Carine de Koenigswarter, Managing Director of Chargeurs Personal Goods and Global Head of Communications, and Mr. Daniel Laurent, Advisor to the Chairman.

The composition of the Executive Committee is presented in section 4.3.1 of this Universal Registration Document.

Beyond the composition of the Executive Committee, which in recent years has reflected the feminization of the management bodies and highlighted the key positions held by women, most recently with the appointment of Ms. Delphine de Canecaude as Managing Director of Chargeurs Museum Studio, the trend towards feminization has been reinforced within the Group. In 2023, women accounted for 34.8% of the Group workforce (33.8% in 2022, 32% in 2021, 31% in 2020, 32% in 2019, 30% in 2018 and 26% in 2017). This positive shift was especially noticeable in the increase in the percentage of women managers and professionals, increasing from 29% in 2019 to 31% in 2020 and 2021 and to 33% in 2022. In 2023, this percentage stood at 32%, slightly down on the last fiscal year. In January 2023, Chargeurs Museum Studio in particular appointed a woman Managing Director. Chargeurs is committed to introducing a level playing field, giving women employees access to opportunities and networks and paying special attention in its hiring processes to the diversity of candidates selected in terms of gender, origin or educational background. Half of all Board members are women and two of the Board Committees (the Audit Committee and the Governance and Compensation Committee) are chaired by women.

### Preparation of Board meetings

Prior to each Board meeting, the Directors receive all of the information and documents they require in order to perform their duties, in the form of a meeting pack that contains the agenda and a presentation of the Company's operations and the various

projects submitted for their approval. The meeting pack is provided sufficiently in advance so that the Directors can effectively prepare for the Board's discussions. They may also ask the Chairman and Chief Executive Officer to give them any additional information they may consider useful for performing their tasks. The Chairman and Chief Executive Officer communicates transparently with the members of the Board, keeping them up to date about the Company's operations, business trends and developments and competition.

The Directors also have numerous opportunities to meet and discuss with the Managing Directors of the Group's business lines, both during the Board meetings dealing with the presentation of their forecast accounts and budget and during visits to Chargeurs' production sites. They may also be invited to attend seminars organized by the Group to deal with strategic issues.

### Other disclosures

To the best of the Company's knowledge, in the past five years (i) none of the members of the Board of Directors have been convicted in relation to fraudulent offenses, (ii) none of the members of the Board of Directors have been associated with any bankruptcies, receiverships or liquidations, (iii) none of the members of the Board of Directors have been subject to any official public incriminations and/or sanctions by statutory or regulatory authorities (including designated professional bodies), and (iv) none of the members of the Board of Directors have been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

To the best of the Company's knowledge, there are no family relationships between any members of the Board of Directors.

No service agreements have been entered into between any Board member or member of Management and the Company or any of its subsidiaries under which that Board or Management member would be granted benefits.

To the best of the Company's knowledge, none of the Board's members have agreed to any restrictions – other than those provided for under the applicable laws and regulations or in the Company's bylaws or the Board's Rules of Procedure – on the sale within a certain timeframe of their shareholding in the Company.

### Work of the Board of Directors in 2023

In recent years, the Board's activities have significantly expanded and diversified in line with the Group's development, with 15 acquisitions in seven years and the creation of new business lines, including Chargeurs Museum Studio and Chargeurs Personal Goods. The accelerated transformation of the Group entails not just an increase in the individual, bilateral and collective workload of the Board members, but an increase in their responsibilities and scope of intervention. In light of the numerous projects underway and the challenges taken up by the Company, the activity of the Board of Directors and Board Committees was particularly brisk. This observation was confirmed in 2023 and in the first quarter of 2024, particularly with the public tender offer initiated by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. for the Company's shares, an operation

for which members of the Board of Directors, and notably members of the ad hoc Committee created for this purpose, were particularly solicited and involved. The commitment of the Board members, whose expertise and experience stand as a decisive asset for the Group, was illustrated in 2023 at the six Board meetings, in addition to meetings held by Board Committees and the ad hoc Committee (public tender offer) for which Directors' attendance rate was 100%. The meetings lasted between two and three hours depending on the items on the agenda.

The commitment of the members of the Board of Directors will be stepped up in fiscal 2024. In addition to Board meetings and Board Committees, this commitment will take two main forms:

- on the one hand, through visits to sites in France and abroad;
- on the other, more frequent dialog with the members of the Group Executive Committee, notably as part of the Strategic Operational Committee, formed of the Chairman and Chief Executive Officer and the Company's Executive Committee, and which continuously involves one or more Board members in its work on a weekly basis.

During its various meetings in 2023, the Board of Directors dealt with the following main issues, without this list being exhaustive:

The financial and cash flow positions and commitments of the Group	<ul style="list-style-type: none"> <li>• Approval of the fiscal 2022 parent company and consolidated financial statements, based on which the shareholders at the April 26, 2023 Annual General Meeting approved the Board's recommendation to pay a total per-share dividend of €0.76 for the fiscal year (representing a final dividend of €0.54 taking into account the interim dividend already paid).</li> <li>• Approval of the parent company and consolidated financial statements for the first half of 2023.</li> <li>• Examining the provisional 2023 financial statements.</li> <li>• Reviewing a new financing program (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program).</li> </ul>
Reviewing the Group's strategic objectives, decisions and CSR policy.	<ul style="list-style-type: none"> <li>• Review of the voluntary public tender offer for the Company's shares.</li> <li>• Review of the 2024 budget.</li> <li>• Assessing acquisition strategies and opportunities by business line. Review of the Group's non-financial strategy and CSR initiatives for 2023, with particular reference to the new Corporate Sustainability Reporting Directive (CSRD) and its implications for corporate governance.</li> </ul>
Corporate governance	<ul style="list-style-type: none"> <li>• Assessing the work and procedures of the Board and its Committees.</li> <li>• Approved, on a proposal by the Governance and Compensation Committee, the compensation policy of the Chairman and CEO for fiscal 2024 subject to the approval of the Annual General Meeting of April 30, 2024 (11<sup>th</sup> resolution) and assessed the variable compensation of the Chairman and CEO in respect of fiscal 2023, the payment of which is subject to the approval of the Annual General Meeting of April 30, 2024 (14<sup>th</sup> resolution).</li> <li>• Review of the free share plans set up for certain Group employees and valuing the associated performance conditions.</li> <li>• Review of the compensation policy for the Group's key executives.</li> <li>• Review of the Company's gender equality and equal pay policy.</li> </ul>
Other	<ul style="list-style-type: none"> <li>• Arranged Annual General Meeting invitation and approved reports and resolution proposals.</li> <li>• In accordance with the provisions of the French Commercial Code and the Internal Guidelines governing related-party agreements and the assessment procedure for standard agreements, re-examined the two related-party agreements approved by the Annual General Meeting of April 28, 2020 and April 8, 2021, the execution of which continued in fiscal 2023.</li> <li>• Implemented the 2023-2024 share buyback program.</li> </ul>

As well as attending meetings, the Directors are invited to visit several commercial and production sites both in and outside France in order to give them further insight into the Group's operations, notably as regards its strategic investments.

### Assessment of the Board of Directors

In line with best governance and continuous improvement practices, the Board of Directors conducts a formal annual assessment of its composition, procedures and practices, as well as those of the Board Committees. This internal self-assessment is governed by a formal

Company procedure in line with the MiddleNext Code. Led by the Chairman and Chief Executive Officer, the assessment is based on a questionnaire sent to all of the Directors, giving them the opportunity to express their views on the practices and procedures of the Board and its Committees, and to make suggestions for improvement. The Board then devotes an agenda item to reviewing and discussing the outcome of the questionnaire. This initiative, which reflects a constructive approach to improving procedures and practices, was praised by all Directors. The first self-assessment of the Board was conducted in fiscal 2018. It is carried out on an annual basis.

These assessments showed that, overall, the Directors have a very positive view of the membership structure, operating procedures and dynamics of the Board and its Committees. The Directors found the Board's membership structure to be balanced and suited to the Company's needs. The composition of the Board of Directors has changed since the Annual General Meeting of April 26, 2023, thus developing its members' skill profiles.

The Directors felt that the Board and its Committees function well, with regular meetings, active members and open and constructive dialogue. The Board ensures that all compliance and ethics rules set out in its Rules of Procedure are upheld by all members.

The Directors consider that they have a sufficiently active role to play with regard to the Group's operations and its long-term strategy, and that all of the conditions are met to enable the Board and its Committees to carry out their designated roles and responsibilities. In particular, the information provided is considered satisfactory and the presentations by management and their strategic focus are considered sufficient to enable the Board to make informed decisions as to the Group's strategy and future acquisitions.

Similarly, on-site visits, discussions with the business line Managing Directors invited to present their activities to the Board, and participation in Group-run strategic seminars were all deemed to be very positive.

The Directors also put forward proposals regarding the different issues they would like to address in more depth or include on the agenda of the Board or its Board Committees. To this end, dedicated meetings may also be organized by the Board or its Committees to review the identified issues in more detail. Lastly, the Directors praised the positive changes that have taken place within the Group in recent years and said they were satisfied with how the Board's self-assessments were conducted.

## GOVERNANCE AND COMPENSATION COMMITTEE

### Membership structure and roles and responsibilities of the Governance and Compensation Committee

The Governance and Compensation Committee was established by the Board of Directors at its meeting on December 16, 2015. At December 31, 2023 it had two members: Ms. Alexandra Rocca (Independent Director and Chair of the Committee) and Mr. Nicolas Urbain (Director).

The profiles of the members of the Governance and Compensation Committee are provided in section 4.3.2 of this Universal Registration Document.

The membership structure of this Committee and the experience of each of its members are suited to the Board of Directors' size and requirements.

The Board's Rules of Procedure state that:

"The roles and responsibilities of the Governance and Compensation Committee include putting forward proposals and recommendations to the Board of Directors concerning:

- the Company's overall executive compensation policy;

- the compensation packages awarded to executives and the calculation methods used for setting the relevant amounts;
- and more generally, any matters concerning executive compensation submitted to the Committee by the Chairman of the Board of Directors.

The Governance and Compensation Committee may use the services of external specialists, at the Company's expense, provided it informs the Chairman of the Board in advance and receives the Board's prior approval."

The Governance and Compensation Committee assists the Board in the above-mentioned areas and helps it to set the compensation and benefits of executives so that the Company can retain, motivate and hire the best talent, while ensuring that executive pay is aligned with shareholders' interests and the Company's performance.

The Governance and Compensation Committee applies the seven criteria listed in the thirteenth recommendation (R13) of the MiddleNext Code relating to setting and disclosing executive corporate officer compensation: Completeness, Balance, Benchmark, Consistency, Clarity, Measurement and Transparency.

### Work of the Governance and Compensation Committee in 2023

The Governance and Compensation Committee met four times in 2023, with an attendance rate of 100%.

During these meetings, the Committee reviewed and issued recommendations to the Board on the following matters:

#### Compensation and benefits of the Chairman and Chief Executive Officer

During the 2023 fiscal year, in light of the dialog held with the various stakeholders and factoring in the views of shareholders, the Board of Directors has tasked the Governance and Compensation Committee with reviewing the Chairman and Chief Executive Officer's compensation policy as a whole before issuing recommendations to make it simpler and more understandable, since it was made more complex over the years as a result of additional layers. As part of its remit, the Governance and Compensation Committee made recommendations to this effect to the Board of Directors, which have been incorporated into the 2024 compensation policy, as submitted for approval to the Annual General Meeting of Shareholders of April 30, 2024 (*ex-antesay-on-pay* vote). The Committee also issued recommendations to assist the Board with setting the variable portion of the Chairman and Chief Executive Officer's compensation for fiscal 2023 based on the achievement levels of the performance criteria set by the Board and an assessment of Chargeurs' share performance in 2023 (*ex-post say-on-pay* vote).

All these recommendations were followed by the Board on December 14, 2023 and March 14, 2024.

Information on the compensation and benefits of the Company's Chairman and Chief Executive Officer is provided in section 4.4.1 of this Universal Registration Document.



### Fixed and variable compensation awarded to the Managing Directors of the Group's business lines

In fiscal 2018, the Group laid the groundwork for updating its compensation policy for the Managing Directors, based on a comprehensive review of market benchmarks and a detailed analysis of their responsibilities. The findings were presented to the Governance and Compensation Committee before deploying the updated principles. Introduced in 2019, the new policy structures the compensation packages for Managing Directors into two parts, one fixed, calculated on the basis of each profile and reference benchmarks, and the other variable, comprising:

- a portion, of at least 50%, based on the overall performance of their business line, as measured by the criteria approved by the Board of Directors during the budget presentation;
- a portion, of no more than 50% based on their personal performance, as measured by the priorities defined for the fiscal year, among which the Group's CSR commitments.

### Directors' compensation

In accordance with the eighth resolution adopted with 96.75% of the vote, the Ordinary General Meeting of April 8, 2021 set at a gross 420,000 euros (€420,000) the global budget allocated to the compensation of Board members for fiscal 2021 and subsequent fiscal years, until a further decision is made by the Annual General Meeting. The Ordinary General Meeting of April 26, 2023 also approved with 96.85% of the vote the policy on Directors' compensation in 2023 in respect of the *ex-ante* say-on-pay vote (12<sup>th</sup> resolution). To take account of the expansion of the Board of Directors with the appointment of two new Directors (7<sup>th</sup> and 8<sup>th</sup> resolutions), at the General Meeting of April 30, 2024, the shareholders will be asked to vote on increasing this budget to €520,000 effective from fiscal 2024 (9<sup>th</sup> resolution). The Governance and Compensation Committee has issued recommendations to the Board of Directors for changes to the rules governing the allocation of the overall compensation package, to better reflect the responsibility and investment of each Board member. The chief purpose of the proposed amendments is to include a fixed and variable portion.

Information on Directors' compensation and benefits is provided in Section 4.4.2 of this Universal Registration Document.

## AUDIT COMMITTEE

### Membership structure and roles and responsibilities of the Audit Committee

In accordance with the provisions of Article L. 823-19 of the French Commercial Code, at its meeting on December 3, 2009, the Board set up an Audit Committee.

At December 31, 2023 the Audit Committee had two members: Ms. Isabelle Guichot (Independent Director and Chair of the Audit Committee) and Columbus Holding S.A.S. (Director and member of the Audit Committee, represented by Mr. Emmanuel Coquoin).

Biographies of the Audit Committee members may be found in section 4.3.2 of this Universal Registration Document.

The membership structure of the Audit Committee and the experience of each of its members are suited to the Board of Directors' size and requirements.

When determining the roles and responsibilities of the Audit Committee, the Company referred to the report of the French Financial Markets' Authority (AMF – *Autorité des marchés financiers*) Working Group on Audit Committees, which was issued in 2010 and can be viewed on the AMF's website at (<http://www.amf-france.org>).

The Board's Rules of Procedure state that:

"The Audit Committee's roles and responsibilities include:

- monitoring the processes used to prepare financial information and the methods applied for preparing the financial statements and, where necessary, putting forward recommendations on ensuring the integrity of financial information;
- reviewing and analyzing the annual financial statements and reporting to the Board on this review;
- monitoring the effectiveness of the measures put in place related to risk management, internal control, regulatory and operational compliance and respecting the applicable rules on professional ethics and conduct;
- monitoring and participating in the procedure for selecting Statutory Auditors including submitting recommendations (i) in accordance with the provisions of Article 16 of EU Regulation No. 537/2014 at the end of the selection procedure for appointing new Statutory Auditors (notably when the existing Statutory Auditors' term has reached the maximum authorized duration); or (ii) on re-appointing existing Statutory Auditors;
- overseeing the work carried out by the Statutory Auditors and giving an opinion on the quality of their engagement, taking into account the observations and conclusions of the French Auditors' Oversight Body (H3C) following its periodic quality controls;
- ensuring compliance with the rules guaranteeing the independence of the Statutory Auditors, and, in particular (i) verifying that the conditions set out in Article 6 of European Union (EU) Regulation No. 537/2014 are respected (compliance with the conditions applicable before accepting or continuing an engagement for a statutory audit, annual confirmation of independence and assessment of any threats to their independence), and (ii) taking the measures required in accordance with paragraph 3 of Article 4 of the above EU Regulation if the total fees received by the Statutory Auditors from the Company in each of the last three consecutive fiscal years exceed 15% of those Auditors' total client fees for the year concerned;
- approving any supply of non-audit services by the Statutory Auditors which are authorized in the "Authorized Services Charter" drawn up by the Audit Committee;
- examining the Chairman's report on the membership of the Board of Directors, the preparation and organization of its work, and internal control and risk management procedures;
- and, more generally, regularly reporting to the Board on the Committee's work, notably on the role it plays in relation to monitoring the audit engagements of the Statutory Auditors, and issuing any recommendations concerning the above-mentioned topics and informing the Board on any difficulties it may encounter." "The Audit Committee meets as often as the Committee's Chair deems appropriate and at least twice a year, before the Board meetings held to approve the publication of the Company's interim and annual financial statements. Other meetings may be requested by the Chairman of the Board if he considers it necessary. Agendas for Audit Committee meetings are drawn up by the Committee Chair, or in her absence the Chairman of the Board.

The Committee Chair regularly reports to the Board of Directors on the work of the Audit Committee and promptly informs the Board if any difficulties are encountered."

### Work of the Audit Committee in 2023

The Audit Committee met four times in 2023, with an attendance rate of 100%.

During these meetings, the Committee particularly focused on the following:

- examining the process used to prepare the draft parent company and consolidated financial statements for fiscal 2022 and the draft Report on Corporate Governance and Internal Control that were submitted to the April 26, 2023 Annual General Meeting;
- examining the process used to prepare the draft financial statements for the first half of 2023;
- review of the Group's non-financial strategy and CSR work, particularly in light of the CSRD directive and its new requirements for companies and the Audit Committee;
- review of the actions carried out in the area of internal control following the deployment of the organization and the implementation of the Internal Control Framework
- review of work carried out by a law firm on legal risk mapping 2023;
- tracking services other than accounts certification (SACC) in fiscal 2022;
- selection process for the new Chargeurs Statutory Auditors, appointed at the Annual General Meeting of Shareholders of April 26, 2023.

During these meetings, the Audit Committee was able to hear the Group's Corporate Secretary, the Group Chief Financial Officer, the Statutory Auditors, as well as the various audit firms pre-selected by the Company in the context of the call for tenders for the appointment of new Statutory Auditors.

## ACQUISITIONS COMMITTEE

### Membership structure and roles and responsibilities of the Acquisitions Committee

In view of the Group's proactive external growth strategy, at its April 16, 2018 meeting the Board of Directors decided to set up an Acquisitions Committee.

At December 31, 2023, the Acquisitions Committee had five members: Mr. Michaël Fribourg (Chairman and Chief Executive Officer), Columbus Holding S.A.S. (Director, represented by Mr. Emmanuel Coquoin), Ms. Anne-Gabrielle Heilbronner (Independent Director and member of the ad hoc Committee), Ms. Alexandra Rocca (Independent Director and Chair of the Governance and Compensation Committee) and Mr. Nicolas Urbain (Director and member of the Governance and Compensation Committee).

Biographies of the different members of Acquisitions Committee members are presented in section 4.3.2 of this Universal Registration Document.

The membership structure of the Acquisitions Committee and the experience of each of its members are suited to the Board of Directors' size and requirements.

The Board's Rules of Procedure state that: "The Acquisitions Committee's roles and responsibilities include:

- examining the Group's overall external growth strategy;
- studying, on a case-by-case basis, major acquisition projects or other transactions that are of strategic importance to the Group (alliances, partnerships, divestments, etc.);
- monitoring the progress of the projects referred to in b) above."

"Meetings of the Acquisitions Committee are called solely by the Chairman of the Board of Directors, who draws up their agenda.

The Committee Chair regularly reports to the Board of Directors on the work of the Acquisitions Committee and promptly informs the Board of any difficulties encountered."

### Work of the Acquisitions Committee in 2023

The Acquisitions Committee did not meet in fiscal 2023, the acquisition projects led by the Group having been directly reviewed by the Board of Directors.

## 4.3 Executive Management, Board of Directors and Board Committees

### 4.3.1 EXECUTIVE MANAGEMENT

#### Management Committee at December 31, 2023



**Michaël Fribourg\***  
Chairman and Chief Executive Officer



**Olivier Buquen\***  
Deputy Chief Executive Officer, Financial Affairs and Group Performance, Chairman of Chargeurs Museum Studio and Chargeurs Advanced Materials



**Joëlle Fabre-Hoffmeister\***  
Group Secretary General, Deputy Chief Executive Officer Organization, Talent and Sustainable Transformation, Chief Compliance Officer



**Philippe Denoix**  
Managing Director, Chargeurs Advanced Materials, Executive Vice President, Industrial Performance & Supply Chain



**Gianluca Tanzi**  
Managing Director, Chargeurs PCC Fashion Technologies, Chairman of the Textiles business lines



**Federico Paullier**  
Managing Director, Chargeurs Luxury Fibers



**Delphine de Canecaude**  
Managing Director, Chargeurs Museum Studio



**Carine De Koenigswarter\***  
Managing Director, Chargeurs Personal Goods, Group Global Head of Communication





**Daniel Laurent\***  
Advisor to the Chairman

\* Member of the Select Executive Committee.

## 4.3.2 BOARD OF DIRECTORS AND BOARD COMMITTEES

## Members of the Board of Directors and Board Committees at December 31, 2023

Name	Current position within the Company	Date first elected/ appointed	Current term expires	Audit Committee	Governance and Compensation Committee	Acquisitions Committee
 Michaël Fribourg	Director	10/30/2015 Board meeting (appointed by the Board)	2024 AGM			
	Chairman and Chief Executive Officer	Board meeting 10/30/2015	2024 Board meeting (Chairman) 2026 Board meeting (CEO)	N/A	N/A	Chairman
 Colombus Holding S.A.S.** represented by Emmanuel Coquin	Director	10/30/2015 Board meeting (appointed by the Board)	2025 AGM	Member	N/A	Member
 Isabelle Guichot**	Independent Director	AGM 5/04/2016	2025 AGM	Chair	N/A	N/A
 Anne-Gabrielle Heilbronner**	Independent Director	AGM 4/07/2022	2025 AGM	N/A	N/A	N/A
 Alexandra Rocca	Independent Director	AGM 4/26/2023	2026 AGM	N/A	Chair	N/A
 Nicolas Urbain	Director	10/30/2015 Board meeting (appointed by the Board)*	2023 AGM	N/A	Member	Member

\* Appointment of Colombus Holding S.A.S., Director, represented at the time by Mr. Nicolas Urbain as permanent representative.

\*\* Members of the ad hoc Committee established in connection with the voluntary public tender offer for Chargeurs shares.

## Terms of office for Board members

### Director whose re-election will be proposed at the Annual General Meeting of April 30, 2024



## Michaël Fribourg

Chairman and Chief Executive Officer and Chairman of the Acquisitions Committee

Current term expires: 2024 Annual General Meeting

Date of birth: August 14, 1982

Business address: 7 Rue Kepler – 75116 Paris

**Chargeurs shares held:** Mr. Michaël Fribourg is the controlling shareholder of Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., which, since April 9, 2024, together control Chargeurs.

### Profile

Mr. Fribourg founded Groupe Familial Fribourg, the controlling shareholder of Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., alongside long-term minority institutional investors and several French family offices. He began his career in the cabinet office of Renaud Dutreil (French Minister for Trade, Craft Industry and Small Businesses and Enterprises), where he worked from 2005 to 2006 before joining the French Tax Inspectorate (Inspection générale des finances), where he led several advisory and support projects for the French administration and for the Office of the French President. In 2011, he became Special Advisor to the French Minister for Industry, Energy and the Digital Economy, serving as co-chief of staff. Mr. Fribourg is a graduate of École Normale Supérieure, Institut d'Études Politiques de Paris (Sciences-Po) and École Nationale d'Administration. He also holds postgraduate degrees in philosophy and economics, as well as a master's degree in modern humanities. In 2009, he became a member of the French Tax Inspectorate. He is currently a Senior Lecturer at Sciences-Po Paris.

### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

#### Directorships and positions held

##### Chairman and Chief Executive Officer

- Chargeurs S.A.\* – Group

##### Chairman

- Fribourg Investissement S.A.S. – Non-Group
- Fribourg Développement S.A.S. – Non-Group
- Compagnie Fribourg Investissement S.A.S. – Non-Group
- Fribourg Développement Holding S.A.S. – Non-Group
- Columbus Holding S.A.S. – Non-Group
- Columbus Holding 2 S.A.S. – Non-Group
- Compagnie Immobilière Fribourg S.A.S. – Non-Group
- Groupe Familial Fribourg S.A.S. – Non-Group
- Groupe Familial Fribourg 2 S.A.S. – Non-Group
- Columbus Century Holding B.V. – Non-Group
- Columbus Premium Holding B.V. – Non-Group
- Columbus Paramount Holding – Non-Group
- Columbus Bluesky Holding S.A. – Non-Group
- Harwanne Compagnie de Participations Industrielles et Financières S.A. – Non-Group
- Chargeurs Textiles S.A.S. – Group
- Fribourg Collections S.A.S. – Non-Group
- Fribourg Philanthropies – Non-Group
- Chelsea Real Estate US, Inc – Non-Group
- Columbus Fribourg Group S.A. – Non-Group
- Compagnie Familiale Groupe Fribourg S.A. – Non-Group
- Fribourg Value Opportunités S.A. – Non-Group

##### Chief Executive Officer

- Columbus Family Holding S.A.S. – Non-Group
- Chargeurs Media Inc. (United States) – Group

##### Manager

- Chargeurs Boissy SARL – Group

##### Director

- Chargeurs Development International S.A. – Group
- Brooklyn Museum – Non-Group
- Chargeurs USA Holding Inc. – Group
- Association Le Millénaire – Non-Group

#### Other directorships and positions that expired in the last five years

##### Chairman

- France-Amérique LLC (United States) – Group
- Chargeurs Philanthropies-Excellence Française – Group

##### Director

- Main Tape Company, Inc. – Group
- Lanas Trinidad S.A. – Group
- Lanera Santa Maria S.A. – Group
- Skira Editore S.p.A. – Group

\* Listed company.



## Colombus Holding S.A.S.

Director, member of the Audit Committee and member of the Acquisitions Committee, Climate Change Lead

Permanent representative on the Board of Directors: Emmanuel Coquoin (since March 11, 2019)

Current term expires: 2025  
Annual General Meeting

Registered Office:  
55 Avenue Marceau –  
75116 Paris

Business address:  
7 Rue Kepler – 75116 Paris.

### Profile

For the last eleven years, Mr. Coquoin has held the position of Investment Director at Habert Dassault Finance. He is a graduate of IEP Paris and holds an MBA from INSEAD.

He began his career at Barclays Bank, Paris, as an analyst and subsequently worked in the Corporate Finance division in London as an Associate Director.

### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

#### Directorships and positions held

##### Investment Director

- Habert Dassault Finance – Non-Group

##### Director

- Columbus Holding S.A.S. – Non-Group
- Parc Spirou S.A.S. – Non-Group
- Crystalchain S.A.S.: HDF representative\* – Non-Group
- MWM S.A.S.: HDF representative – Non-Group
- ITEN S.A.S.: HDF representative – Non-Group
- Remedee S.A.S.: HDF representative – Non-Group
- ETX Studio: HDF representative – Non-Group
- Columbus Holding 2 S.A.S. – Non-Group

#### Other directorships and positions that expired in the last five years

##### Non-Executive Director

- Geary LSF\*\* – Non-Group
- Atsuke – Non-Group
- Relaxnews – Non-Group
- Bloom S.A.S. – Non-Group

\* Habert Dassault Finance.

\*\* Listed company.



## Isabelle Guichot

Independent Director,  
Chair of the Audit  
Committee and member  
of the Ethics Committee

Current term expires: 2025  
Annual General Meeting

Business address:  
2 Rue de Marengo –  
75001 Paris

### Profile

A graduate of HEC Business School, Ms. Guichot began her career at Cartier International where she held the following positions: Project Manager at Cartier Incorporated in New York (United States) (1988-1989), Deputy General Secretary (1989-1991), Sales and Marketing Director at Cartier International (1992-1995), Chief Executive Officer of Cartier S.A. France (1996-1999), Chair and Chief Executive Officer of Van Cleef & Arpels International (1999-2005) and of Lancel (2003-2005); at the Pinault Printemps Redoute (PPR) group: Development Director at Gucci Group (2005-2007), President and Chief Executive Officer of Sergio Rossi (2005-2007) and President and Chief Executive Officer of Balenciaga S.A. (2007-2017) and a member of the Board of Directors of the Kering Foundation. Honor: Ms. Guichot has been named a Knight of the French Legion of Honor and an Officer of the French National Order of Merit. Awards: She won the *Femme en Or* Whirlpool Trophy in 2003 and 2004 and the Trofémina Siemens prize in 2005.

### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

#### Directorships and positions held

##### Chief Executive Officer

- SMCP S.A.\* – Non-Group
- SMCP Group S.A.S. – Non-Group
- Fursac S.A. – Non-Group

##### Chair

- 341 SMCP S.A.S. – Non-Group
- Claudie Pierlot S.A.S. – Non-Group
- SMCP Logistique S.A.S. – Non-Group

##### Chairman of the Board of Directors

- De Fursac S.A. – Non-Group
- SMCP Switzerland S.A. – Non-Group
- SMCP Sweden – Non-Group

##### Vice-Chair and Director

- SMCP USA Inc. – Non-Group
- SMCP Retail East Coast Inc. – Non-Group
- SMCP Retail West Coast Inc. – Non-Group
- SMCP Canada Inc. – Non-Group

##### Director

- SMCP S.A.\* – Non-Group
- SMCP Asia Ltd. – Non-Group
- SMCP Shanghai Trading Co Ltd.
- SMCP Hong Kong Ltd. – Non-Group
- AZ Retail Ltd – Non-Group
- SMCP Taiwan Trading Co. Limited – Non-Group
- SMCP Malaysia SDN. BHD – Non-Group
- SMCP Japan GK – Non-Group
- SMCP Fashion Limited – Director

##### Manager

- SMCP Portugal – Non-Group
- SMCP Deutschland GmbH

#### Other directorships and positions that expired in the last five years

##### Deputy General Manager

- Maje S.A.S. – Non-Group

##### Chair

- SMCP Holding S.A.S. – Non-Group

\* Listed company.



## Anne-Gabrielle Heilbronner

Independent Director

Current term expires: 2025  
Annual General Meeting

Business address:  
7 Rue Kepler – 75116 Paris

### Profile

Anne-Gabrielle Heilbronner is a member of the Publicis Groupe Management Board.

A General Auditor and former student of France's École Nationale d'Administration (ENA), Anne-Gabrielle Heilbronner is a graduate of both ESCP Management School and Sciences-Po. She also holds a post-graduate diploma in Public Law. In 1999, Anne-Gabrielle joined the French Treasury. Then, in 2000, she joined Euris/Rallye, becoming Head of Corporate Finance. From 2004 to 2007, Anne-Gabrielle was Chief of Staff to the French Minister in charge of State Reform before taking up the Special Advisor to the French Minister of Foreign Affairs position. Between 2007 and 2010, she worked for SNCF as Internal Audit and Risk Management Director. Anne-Gabrielle was then appointed Senior Banker at Société Générale Corporate & Investment Banking before joining Publicis Groupe in April 2012. As the nominated Secretary General in 2013 and a Member of the Publicis Groupe Management Board since 2014, she is currently in charge of Human Resources, Legal, Internal Audit, Risk Management and Internal Control, as well as Social and Environmental Responsibility. Ms. Anne-Gabrielle Heilbronner is President of the *Women's Forum for the Economy and Society*.

### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

#### Directorships and positions held

##### Member of the Management Board and Secretary General

- Publicis Groupe\* – Non-Group

##### Chair

- Women's Forum – Non-Group
- Publicis Groupe Services S.A.S. – Non-Group

##### Chair and Director

- Multi Market Services France Holdings S.A.S. (MMSFH) – Non-Group

##### Director and MMSFH representative

- Régie Publicitaire des Transports Parisiens Métrobus Publicis S.A. – Non-Group

##### Director

- SOMUPI S.A. – Non-Group
- Sapient Corporation (USA) – Non-Group
- Publicis Groupe Holdings BV (Netherlands) – Non-Group
- BBH Holdings Limited (UK) – Non-Group
- Publicis Limited (UK) – Non-Group

##### Independent Director and Chair of the Governance, Compensation and CSR Committee

- Orange Group – Non-Group

##### Independent Director and Chair of the Audit Committee

- SANEF – Non-Group

##### Independent Director

- Musée d'art et d'histoire du judaïsme – Non-Group

\* Listed company.





## Alexandra Rocca

Independent Director and  
Chair of the Governance  
and Compensation  
Committee

Current term expires: 2026  
Annual General Meeting

Business address:  
7 Rue Kepler – 75116 Paris

\* Listed company.

### Profile

Starting her career with the Printemps group from 1986 to 1990, Alexandra Rocca then spent 11 years with Air Liquide between 1990 and 2001 where she held various positions of responsibility before becoming the Group's Deputy Director of Communications.

In 2001, Alexandra was appointed Galeries Lafayette's Communications Director before joining Crédit Agricole S.A. group from 2005 to 2010 where she was successively appointed Communications Director for LCL, followed by Crédit Agricole S.A.

She worked for Lafarge Group between 2010 and 2015 and was appointed Director of Communications, Public Affairs and Sustainable Development. In 2015, Alexandra joined Sanofi as Global Head of Communications.

In 2018, she returned to Air Liquide as the Group's Global Head of Communications, a position she held until end-2022, before starting her own communications consulting business in 2023.

In 2023, Alexandra became an Advisory Council member for Metyis (The Netherlands).

Alexandra Rocca is a graduate of H.E.C., the Institut d'Études Politiques de Paris (Sciences-Po) and has a bachelor's degree in modern humanities.

### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

#### Directorships and positions held

##### Chair

- Arenco S.A.S.U. – Non-Group

##### Independent Director

- SFL (Société Foncière Lyonnaise) S.A.\* – Non-Group

#### Other directorships and positions that expired in the last five years

##### Global Head of Communications

- Groupe Air Liquide (S.A.)\* – Non-Group
- Groupe Sanofi (S.A.)\* – Non-Group

##### Supervisory Board Member

- Etam Développement S.C.A. – Non-Group



## Nicolas Urbain

Director, member of  
the Governance and  
Compensation Committee  
and the Acquisitions  
Committee

Current term expires: 2023  
Annual General Meeting

Business address:  
7 Rue Kepler – 75116 Paris

### Profile

Mr. Nicolas Urbain is Chairman of the HRP Group. He holds a post-graduate degree in corporate and tax law from Paris II University and is a certified public accountant.

Mr. Urbain has worked for Clinvest in both Paris and New York and has served in various management positions at companies in the pharmaceutical, services and real estate investment industries. He has also been a financial engineering consultant.

### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

#### Directorships and positions held

##### Chairman

- HRP Group – Non-Group

## Director recommended for appointment Annual General Meeting of April 30, 2024



### Colombus Holding 2 S.A.S.

represented by  
Mr. Georges Ralli

Business address:  
7 Rue Kepler – 75116 Paris

#### Profile

Mr. Ralli holds a post-graduate diploma in banking and finance from the University of Paris-V, and is a graduate of IEP Paris (economics and finance) and the ICN Business School in Nancy.

He joined Crédit Lyonnais in 1970 where he served in a number of positions until 1981.

In 1982, he became Secretary to the French Commission for Savings Development and Protection.

From 1982 to 1985, he was director of financial negotiations at Crédit du Nord (primary bond and equity markets, M&A, proprietary investment).

He joined Lazard in Paris in 1986 to help develop its primary equity market business. In 1989, Mr. Ralli moved to the mergers and acquisitions department. He became managing partner in 1993 and was appointed as co-head of mergers and acquisitions at Lazard LLC in 1999. From 2000 to 2010, he was Managing Director and Deputy Chairman of the Executive Committee of Lazard LLC (United States). At the same time, he headed up its French branch (Maison Française) until 2009.

He quit his executive role in 2010 and remained Chairman until 2012 of the European M&A business and the European asset management and private banking businesses.

In 2013, he founded IPF Management and IPF Partners, asset management and investment fund advisory companies working in the health sector and investing in the form of structured loans in biotech, medtech, diagnosis and vaccine companies. He was director and manager of these firms until December 2021.

In 2017, he was involved in setting up LLC Real Estate Fund S.C.A., based in Luxembourg.

#### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

##### Directorships and positions held

**Director, Chairman and of the Audit and Risks Committee, member of the Appointments and Compensation Committee** (term expires on April 19, 2024)

- Icade – Non-Group \*

##### Director

- Colombus Holding S.A.S – Non-Group
- Colombus Holding 2 S.A.S – Non-Group

##### Manager

- Kampos sàrl (Switzerland) – Non-Group
- LLC RE Management S.A.R.L. (Luxembourg) – Non-Group

##### Chair of the Board of Directors

- Association ICN / ICN Business School – Non-Group

##### Other directorships and positions that expired in the last five years

##### Director then Non-Voting Director

- Chargeurs S.A. – Group \*

##### Director

- IPF Management S.A. (Luxembourg) – Non-Group

##### Manager

- IPF Partners S.A.R.L. (Luxembourg) – Non-Group

\* Listed company.

## Director recommended for appointment at the Annual General Meeting of April 30, 2024



### Stéphanie Cassan-Fribourg

Business address:  
7 Rue Kepler – 75116 Paris

#### Profile

With a Master's in Art and Literature from Université de Paris Nanterre, majoring in Cinema, Broadcasting and the Performing Arts, Ms. Stéphanie Cassan-Fribourg is a former student of INSEAD (Fontainebleau, Singapore) and holds an INSEAD Certificate in Global Management (Finance, Digital, Sustainability).

Ms. Cassan-Fribourg completed the "Driving Sustainability for the Board Room" expertise program at the International Institute for Management Development - IMD Business School de Lausanne (Switzerland).

She is a Director of Groupe Familial Fribourg, the family-owned controlling holding company of Chargeurs S.A., and of Colombus Holding 2 S.A.S., and is a permanent member of the Strategic Committee of the Colombus group and Secretary General of the Chargeurs Philanthropies-Excellence Française endowment.

A specialist in the cultural industries, notably in Europe, the United States and the Middle East, Ms. Cassan-Fribourg is also a member of the Board of Directors of Harwanne Compagnie de Participations Industrielles et Financières (Geneva).

#### DIRECTORSHIPS AND POSITIONS HELD IN OTHER COMPANIES

##### Directorships and positions held

##### Secretary General

- Chargeurs Philanthropies-Excellence Française – Group

##### Director

- Harwanne Compagnie de Participations Industrielles et Financières S.A. – Non-Group

## 4.4 Directors' compensation

### 4.4.1 COMPENSATION AND BENEFITS IN KIND PAID TO CORPORATE OFFICERS

#### 4.4.1.1 Compensation of the Chairman and Chief Executive Officer for fiscal 2023 (ex-post say-on-pay vote)

##### Components of compensation and benefits paid or awarded in 2023

In accordance with the provisions of Article L. 22-10-34-I of the French Commercial Code, the following paragraphs set out the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023 for the duties he performed in this capacity, and which will be submitted for shareholders' approval on an ex-post basis at the Annual General Meeting of April 30, 2024 called to approve the 2023 financial statements.

The principles and criteria used for determining, allocating and awarding the fixed, variable and exceptional components of the total compensation and benefits in kind payable to the Chairman and Chief Executive Officer for fiscal 2023 were approved on an ex-ante say-on-pay vote basis by a 63.10% vote at the Annual General Meeting of April 26, 2023.

The Chairman and Chief Executive Officer's steadfast financial commitment and renewed trust in the Group's expansion are also emphasized, as evidenced by the voluntary public tender offer for the Company's shares filed on January 5, 2024 by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., controlled at the highest level by the Chairman and Chief Executive Officer, with the Offerors' stated and confirmed intention to pursue the main strategic directions implemented by the Company.

Following the settlement-delivery of the public tender offer on April 9, 2024, Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. together hold 67.58% of the share capital and 68.46% of the voting rights of the Company (this including the 824,460 treasury shares of Chargeurs held by the Company and ranking *pari passu* with the shares held by the Offerors).

As a result, the Chairman and Chief Executive Officer's financial exposure to the Group creates the conditions that seamlessly align interests with Chargeurs' other shareholders.

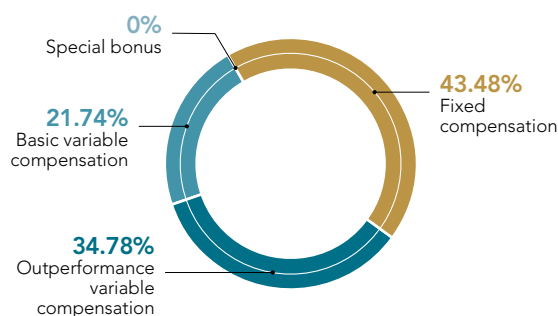
The compensation policy for 2023 is based on the same budgetary principles and the same rules applied to the compensation policy adopted during previous fiscal years:

- compensation including a fixed and variable portion, with a substantial share of variable compensation continuing to support strategic objectives;
- the maintenance of specific sub-caps between the different variable compensation criteria, with a blanket ceiling on variable compensation set at 150% of basic fixed compensation, the rate that initially applied prior to the health crisis.

The variable compensation model, in its various components, helps value the Group's outperformance.

The weighting of each component of the Chairman and Chief Executive Officer's compensation for 2023 was as follows:

##### WEIGHTING OF EACH FIXED AND VARIABLE COMPENSATION COMPONENT DUE FOR 2023



##### (a) Basic fixed compensation

The Chairman and Chief Executive Officer's basic fixed compensation for 2023 amounted to 750,000 euros (€750,000), gross.

The basic fixed compensation, which had remained unchanged for the previous two fiscal years, was reviewed by the Governance and Compensation Committee and then by the Board of Directors, increasing to 750,000 euros (€750,000).

The level of basic fixed compensation factors in several principles and determining factors deemed relevant by the Board of Directors:

- Chairman and CEO's level of experience and complex nature of responsibilities;
- Consistency with fixed compensation of other Group executives and employees;
- Competitiveness in relation to the compensation of international companies of the same profile, given that the Chairman and Chief Executive Officer, who is the Group's largest shareholder, has expressly renounced all share-based compensation (free share plans, stock options) and all similar deferred cash compensation since taking office, unlike the majority of companies on the comparison panel. In addition to the panel of peers on which the Company based its 2023 compensation policy, this competitiveness criterion was assessed in light of a new dedicated benchmark analysis conducted with an external consultant at end-2023, confirming that the Chairman and Chief Executive Officer's annual fixed compensation was in line with the median fixed salary of the executives in the reviewed panel;
- The final stage in developments to the annualized base compensation of the Group's previous governance structure, despite the Group's change of scale and the international expansion and diversification in its activities;
- Successes achieved as part of the operations drive in *Leap Forward 2025* and the Group's sector transformation.

As such, it is specified that whereas in the past, Chargeurs was a purely industrial and B2B group, it is now a mixed group with, on the one hand, both industrial and service activities, and on the other, both B2B and B2C activities. In view of these developments, managers have dealt with even more sophisticated and demanding challenges, issues, responsibilities and constraints than before, exacerbated by the difficult macroeconomic context of recent years, affected by a succession of unprecedented crises (health, energy and inflation). Furthermore, Chargeurs confirms its position in the premium products and services sector, where talent and managers

are particularly sought after, with compensation packages that are generally higher than that selected for the Chief Executive Officer in 2023.

The basic fixed compensation was therefore consistent with the Group's ambitious commitments in the luxury goods sector, which materialized through no less than five strategic and diversifying acquisitions – Fournival Altesse (2021), Swaine Adeney, Brigg (2021), Event Communications Ltd (2021), Skira Editore S.p.A. (2022), and The Cambridge Satchel Company (2022) - but also iconic successes, such as the global partnership between Gucci and NATIVA, the opening of Swaine stores in London, and the creation of Chargeurs Museum Studio.

#### (b) Basic variable compensation

The Chairman and Chief Executive Officer's variable compensation for 2023 was contingent on the achievement of quantitative and qualitative objectives, which were appropriately weighted at 60% and 40% respectively.

Over the last year, as his performance levels exceeded the triggering threshold set for his quantitative objectives and in view of the Group's consolidated recurring operating profit figure for 2023, the Chairman and Chief Executive Officer was eligible for 100% of his basic variable compensation based on quantitative objectives. All these qualitative criteria were met and exceeded, notably in the following respects:

- developing talent management;
- implementing the like-for-like and external growth strategy;
- expanding green manufacturing;
- enhancing innovation; and
- increasing the proportion of sustainable products included in the Group's total production, within the meaning of the United Nations' Global Compact Sustainable Development Goal (SDG) No. 9.

SDG No. 9 (United Nations Sustainable Development Goal) – Target 9.2: Promote inclusive and sustainable industrialization and, by 2030, significantly raise the industry's share of employment and gross domestic product, in line with national circumstances, and double its share in least developed countries.

The table below summarizes the major and noteworthy advances made in fiscal 2023 that were impelled and guided by the Chairman and Chief Executive Officer:

Strategic vision	2023 outcomes	Examples
Talent management	<ul style="list-style-type: none"> <li>Talent management</li> <li>Hiring of new talent and implementation of succession plans</li> <li>Optimized organization</li> </ul>	<ul style="list-style-type: none"> <li>Recruitment of a Managing Director at CMS.</li> <li>Succession plan for Chargeurs PCC Fashion Technologies' HR Director and Chargeurs Advanced Materials' Chief Financial Officer (CFO)</li> <li>Appointment/promotion of the Group's Legal Director to the position of Deputy Group Secretary General.</li> <li>Leap Forward 2025: continuation of in-person training and enhancement of the 360Learning training platform thanks to a contract with the content provider enabling access to its extensive catalog of online training courses</li> <li>Launch of Blue Book with sales teams and update to skills guidelines for the Sales family</li> </ul>
Implementation of the like-for-like and external growth strategy	<ul style="list-style-type: none"> <li>Implementation of a like-for-like growth strategy, notably for the Group's B2C businesses</li> </ul>	<ul style="list-style-type: none"> <li>Inauguration of the Swaine brand's new global flagship store in London</li> <li>Partnership between Chargeurs Museum Studio, Knowliom and Zamil Group to accelerate Chargeurs' reach in high-potential Middle Eastern markets</li> <li>Acquisition of the Rayne London brand</li> </ul>
Expansion of green manufacturing	<ul style="list-style-type: none"> <li>Industrial operational excellence</li> <li>Optimization of energy and natural resources consumption</li> <li>Deployment of circular economy initiatives</li> </ul>	<ul style="list-style-type: none"> <li>Investments in more energy-efficient production assets (electricity and natural gas), notably at the four main sites producing the Group's direct greenhouse gas emissions (LPBC, CPCM, Novacel Déville and Novacel Sessa)</li> <li>Rollout of digital tools to manage resources more effectively: ERP and TMS for CAM, supervision over utilities for the LPBC pilot site</li> <li>Deployment of low water- and energy-intensive dyeing solutions at the LPBC site</li> <li>Assignment to automate the annual carbon footprint calculation of the Group's activities and to instill a stronger culture among teams in relation to climate change mitigation</li> </ul>
Innovation enhanced	<ul style="list-style-type: none"> <li>Strategic partnerships formed</li> <li>Shared tools developed</li> </ul>	<ul style="list-style-type: none"> <li>Partnership with JCDecaux to design PVC-free advertising fabric (Pearlflex), made in France, 100% European sourced, woven from recycled PET yarns, with an aqueous coating to replace the solvents used in PVC.</li> </ul>
Increase in the proportion of sustainable products included in the Group's total production, within the meaning of the United Nations' Global Compact Sustainable Development Goal (SDG) No. 9.	<ul style="list-style-type: none"> <li>Continued development of sustainable and innovative product lines</li> </ul>	<ul style="list-style-type: none"> <li>Expansion of Chargeurs Advanced Materials' Oxygen product range: 40% of new products developed at Novacel in 2023 are part of this range, with sales doubling in H1 2023 vs. H1 2022.</li> <li>Expansion of the NATIVA™ range and NATIVA™ Regen programs: Chargeurs Luxury Fibers extended the NATIVA™ label to new wool thinnesses, as well as to cotton and cashmere fibers.</li> <li>The Chargeurs PCC Fashion Technologies business line continued expanding its portfolio of sustainable products: Zero-Water™ dyeing is a new interlining product created from an innovative dyeing process that is less water- and energy-intensive. Thermo+ is a new brand that complements the existing wadding offering with more environmentally friendly solutions obtained by blending traceable NATIVA™ wool with natural down, PLA or recycled PES fibers, for multiple clothing applications in extreme outdoor conditions.</li> </ul>

Consequently, the Chairman and Chief Executive Officer was eligible for the full amount of his basic variable compensation contingent on both the qualitative and quantitative objectives, corresponding to 50% of his basic fixed compensation, i.e., 375,000 euros (€375,000).

### (c) Variable compensation for outperformance

On top of this basic variable compensation, for 2023, the Chairman and Chief Executive Officer was eligible for additional variable compensation or variable compensation for outperformance if his performance targets were exceeded. This was in fact the case, as the target threshold for quantitative performance, measured based on a predefined level of 2022 Group recurring operating profit, was exceeded. This compensation is capped at 140% of the Chairman and Chief Executive Officer's total basic variable compensation, which itself is capped at 50% of his basic fixed compensation.

The amount of additional variable compensation, based on quantitative outperformance, totaled 115,000 euros (€115,000) in respect of fiscal 2023.

In addition, a portion of the Chairman and Chief Executive Officer's variable compensation for 2023 was specifically based on shareholders' returns. The Shareholders' Returns objective was measured on the basis of achieving either one or both of the following two criteria, which each counted for 50% of the objective:

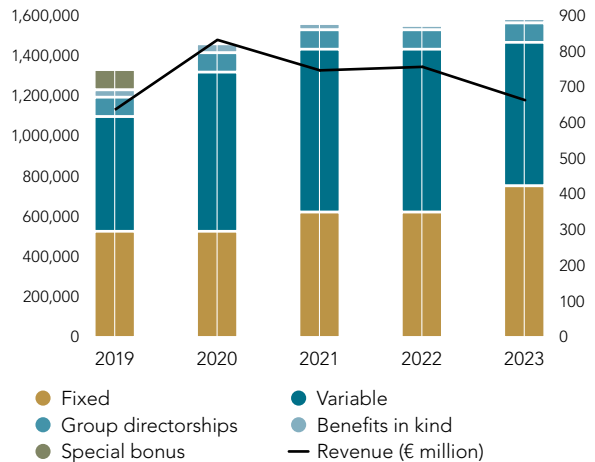
- If the difference in the Chargeurs share price between the beginning and the end of the fiscal year in question – based on the average closing share price for the last twenty (20) trading days of the year compared with the average closing share price for the first twenty (20) trading days of the year – is five percent (5%) higher than the SBF 120, a special bonus of 120,000 euros (€120,000) is awarded;
- If the dividend amount paid during the fiscal year – based on the average closing share price for the first twenty (20) trading days of the year – is 2% higher than the average for a panel of peer companies, a special bonus of 120,000 euros (€120,000) is awarded. The Governance and Compensation Committee defines peer companies as Danaher, ITW and Griffon (50%); Serge Ferrari, Wendel, Guillin Group and SEB (50%).

As the dividend objective described in point (ii) above was met, the Chairman and Chief Executive Officer was eligible for specific additional compensation of 120,000 euros (€120,000).

Based on the recommendations of the Governance and Compensation Committee, the Board of Directors also decided to award a specific bonus of 100,000 euros (€100,000) to the Chairman and Chief Executive Officer in recognition of the Group's strengthened financing resources in a particularly difficult macroeconomic environment (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program).

As a result, the Chairman and Chief Executive Officer's total variable compensation for 2023 totaled 710,000 euros (€710,000), gross, representing less than the overall cap of 150% of his fixed compensation.

Furthermore, the change in the Chairman and Chief Executive Officer's overall compensation compared with that of revenues over the past five fiscal years, is shown in the following chart, bearing in mind that fiscal 2020 was a particularly exceptional year due to the Lainière Santé business, which generated revenue of €303.6 million:



In accordance with Articles L. 22-10-8 II and L. 225-100-2 of the French Commercial Code, the payment of the Chairman and Chief Executive Officer's variable and exceptional compensation for fiscal 2023 will be contingent on the shareholders' approval, at the April 30, 2024 Annual General Meeting, of the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023.

The following table summarizes the various components of the Chairman and Chief Executive Officer's compensation in respect of fiscal 2023:

Type	Theoretical weighting	Performance	Amount (in €)
<b>BASIC ANNUAL VARIABLE COMPENSATION</b>			
Consolidated recurring operating profit	60%	€26.6m	€225,000
Talent management	8%	Talent management/Hiring of new talent and implementation of succession plans/Optimized organization/Rollout of <i>cross-functional skills guidelines</i>	
Like-for-like growth strategy	8%	Definition and implementation of a like-for-like growth strategy for the Group's B2C businesses	
<i>Green manufacturing</i>	8%	Premium production facilities developed/Sites specialized/Supply chain revamped	
Innovation	8%	Strategic partnerships formed	
Sustainable products	8%	Continued development of green ranges/Strengthened communication on sustainable products	€150,000
<b>Sub-total I</b>	<b>100%</b>	<b>-</b>	<b>€375,000</b>
<b>ANNUAL VARIABLE COMPENSATION FOR OUTPERFORMANCE</b>			
Consolidated recurring operating profit	68.62%	€26.6m	€115,000
Relative share price	15.68%	Criterion not met	€0
Dividends/Relative share price	15.68%	Criterion met	€120,000
<b>Sub-total II (including the sub-cap of 140%)</b>	<b>100%</b>	<b>-</b>	<b>€235,000</b>
<b>EXCEPTIONAL VARIABLE COMPENSATION</b>			
Equity/debt raising exercises, divestments or acquisitions, stock market performance	100%	Strengthened Group financing resources (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program)	€100,000
<b>Sub-total III</b>	<b>100%</b>	<b>-</b>	<b>€100,000</b>
<b>Sub-total I+II</b>	<b>-</b>	<b>-</b>	<b>€610,000</b>
<b>Sub-total I+II+III</b>	<b>-</b>	<b>-</b>	<b>€710,000</b>
<b>TOTAL AFTER APPLYING THE 150% CAP</b>	<b>-</b>	<b>-</b>	<b>€710,000</b>

**(d) Compensation for corporate officer positions in other Group entities**

As part of the Group's policy on international development and like-for-like and external growth, the Chairman and Chief Executive Officer closely monitors international subsidiaries playing a strategic role, notably in the United States, where his role has been strengthened. In this respect, as in previous fiscal years and as recalled in Table 2 "Summary table of compensation awarded to each executive director" in Chapter 7 of this Universal Registration Document, the Chairman and Chief Executive Officer received compensation of 96,000 euros (€96,000), gross, in respect of fiscal 2023 relating to his functions as corporate officer.

**(e) Participation in the Board of Directors**

The Chairman and Chief Executive Officer did not receive any compensation for his roles and responsibilities in organizing the work and operating procedures of the Chargeurs Board of Directors as set in the Company's bylaws.

**(f) Benefits in kind**

In respect of fiscal 2023, the Chairman and Chief Executive Officer made only limited use of the means of transport at the Group's disposal to facilitate certain business trips, as authorized by the Board of Directors on the recommendation of the Governance and Compensation Committee and approved under the shareholders' *ex-ante* say-on-pay vote at the April 26, 2023 Annual General Meeting.

He has not been granted any stock options or performance shares, he is not a member of a supplementary pension plan and he does not receive any benefits in kind such as a company car.

### Ratio between the Chairman and Chief Executive Officer's compensation and Company employees' average and median compensation

In accordance with the provisions of Article L. 22-10-9-6, presented below are the ratios between the Chairman and Chief Executive Officer's compensation, on the one hand, and the average compensation of the Company's employees (excluding corporate officers) and, on the other, the median compensation of the Company's employees (excluding corporate officers) in the last five fiscal years.

	2019	2020	2021	2022	2023
Average monthly salary	€18,210	€21,151	€20,332	€23,530	€22,561
CEO/Median ratio	18	13	13	11	17
CEO/Average ratio	6	5	6	5	6
CEO/Min. wage ratio	72	71	75	72	73

The following table shows the ratio between the Chairman and Chief Executive Officer's compensation and the French minimum wage for the last five years. This information does not correspond to a legal disclosure requirement but provides a useful stable basis of comparison that is common to all French companies:

#### Draft resolution (ex-post say-on-pay vote)

*Voting in accordance with the quorum and majority rules applicable to ordinary meetings and having considered the report of the Board of Directors, in accordance with Article L. 22-10-34 I of the French Commercial Code approves the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023 as presented and described in the Board of Directors' Report on Corporate Governance."*

#### 4.4.1.2 Summary of compensation and benefits awarded to Top Management for fiscal 2023

In accordance with the provisions of Article L. 22-10-9, I et seq. of the French Commercial Code and the MiddleNext Code, the tables below are based on the templates provided by the French Financial Markets' Authority (AMF – *Autorité des marchés financiers*) in its recommendation dated December 22, 2008, (No. 2009-16, as amended on December 17, 2013, December 5, 2014 and April 13, 2015) and the table numbers used are the same as in those templates.

##### TABLE 1: SUMMARY TABLE OF COMPENSATION AND STOCK OPTIONS AND FREE SHARES AWARDED TO EACH EXECUTIVE CORPORATE OFFICER

Chargeurs' executive corporate officers did not receive any multi-annual compensation, stock options or free shares in the fiscal years presented. Consequently, all of their compensation and benefits are presented in Table 2 below.

Since Chargeurs' executive directors did not receive any stock options or free shares, the following tables are not applicable in this Universal Registration Document:

- Table 4: Stock options granted during the fiscal year to each Director by the issuer or any other Group entity;
- Table 5: Stock options exercised during the fiscal year by each executive director;
- Table 6: Free shares granted to each Director.
- Table 7: Free shares that became available during the fiscal year for each Director;
- Table 8: Summary of stock option plans;
- Table 9: Stock options granted to and exercised by the 10 employees (not directors of the Company) who received the greatest number of stock options;
- Table 10: Summary of free share plans.



TABLE 2: SUMMARY TABLE OF COMPENSATION AWARDED TO EACH EXECUTIVE DIRECTOR

Since 2015, and at the request of the Chairman and Chief Executive Officer, the Board of Directors has capped his total variable compensation. This cap has been set at 180% of his basic fixed compensation for fiscal 2024.

Depending on the year, this cap can have the effect of significantly reducing the variable compensation paid to the Chairman and Chief Executive Officer, even in years when the Group delivers an exceptionally strong performance or demonstrates above-average resilience to volatile conditions by considerably outperforming its competitors. This cap, which aligns with observed market practices, is not offset by any alternative system for the benefit of the Chairman and Chief Executive Officer.

Michaël Fribourg, Chairman and Chief Executive Officer	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount due	Amount paid	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€620,000	€620,000	€620,000	€620,000	€750,000	€750,000
Variable compensation and special bonus	€806,000 <sup>(1) (4)</sup>	€787,500 <sup>(3)</sup>	€806,000 <sup>(1) (5)</sup>	€806,000 <sup>(1) (4)</sup>	€710,000 <sup>(6)</sup>	€806,000 <sup>(1) (5)</sup>
Compensation for corporate officer positions in other Group companies	€96,000	€96,000	€96,000	€96,000	€96,000	€96,000
Benefits in kind	€30,707 <sup>(2)</sup>	€44,000 <sup>(2)</sup>	€21,120 <sup>(2)</sup>	€30,707 <sup>(2)</sup>	€21,120 <sup>(2)</sup>	€21,120 <sup>(2)</sup>
<b>TOTAL</b>	<b>€1,552,707</b>	<b>€1,547,500</b>	<b>€1,543,120</b>	<b>€1,552,707</b>	<b>€1,577,120</b>	<b>€1,673,120</b>

(1) Variable compensation of 806,000 euros (€806,000) due in respect of fiscal 2021 and 2022 was paid during fiscal 2022 and 2023 respectively.

(2) For fiscal 2021 and 2022, these amounts exclusively correspond to an unemployment insurance policy whose premiums are subject to payroll taxes and are accounted for as a benefit in kind, and for fiscal 2021, they correspond to personal use by Top Management of a means of transport at the Group's disposal to facilitate certain business trips (€9,587 in 2021, with no use of this means in 2022 or 2023), and personal protection and travel insurance plans taken out on behalf of the Chairman and Chief Executive Officer.

(3) Two special bonuses had been awarded to the Chairman and Chief Executive Officer for the acquisitions carried out in 2020 and the successful integration of Design & Productions Inc. (United States) and Hyposos (Netherlands) (€40,000) and in respect of the creation and structuring of the Chargeurs Healthcare Solutions business line (€60,000). However, this bonus was not paid due to the cap of 150% of basic fixed compensation applied to his total variable compensation.

(4) A special bonus of 100,000 euros (€100,000) had been awarded to the Chairman and Chief Executive Officer in respect of the new Euro PP (€20 million) and the acquisitions of the Fournival Altesse and Swaine Adeney, Brigg, luxury brands and Event Communications in 2021. However, this bonus was not paid due to the cap of 130% of basic fixed compensation applied to his total variable compensation.

(5) A bonus of 100,000 euros (€100,000) was allocated to the Chairman and Chief Executive Officer for the successful acquisitions of Skira Editore S.p.A. (Italy) and The Cambridge Satchel (UK), as well as the implementation of a new financing program (€105 million). However, this bonus was not paid due to the cap of 130% of basic fixed compensation applied to his total variable compensation.

(6) A bonus of 100,000 euros (€100,000) was awarded to the Chairman and Chief Executive Officer in recognition of the Group's strengthened financing resources in a particularly difficult macroeconomic environment (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program).

TABLE 11: SUMMARY TABLE OF EXECUTIVE CORPORATE OFFICERS' INDEMNITIES AND BENEFITS

	Employment contract	Supplementary pension plan	Non-compete clause indemnity	Termination benefit <sup>(1)</sup>
<b>Michaël Fribourg</b> Chairman and Chief Executive Officer, Chargeurs First appointed: Board meeting 10/30/2015 Current term expires: 2024 Board meeting (Chairman) and 2026 Board meeting (Chief Executive Officer)	No	No	Yes <sup>(2)</sup>	Yes <sup>(3)</sup>
Director First appointed: Board meeting 10/30/2015 Current term expires: 2024 OAGM				

(1) Mr. Fribourg's termination benefit has been applicable since fiscal 2017.

(2) In this respect, considering his roles and responsibilities, Mr. Fribourg has daily access to confidential information about the Company and other Group entities, as well as their customers, which, if disclosed to competitors, could severely harm the Company's interests. Consequently, Mr. Fribourg has given an undertaking that if his duties as either Chief Executive Officer or as Chairman and Chief Executive Officer are terminated (irrespective of the reasons therefor and manner thereof), he will refrain for a period of two years from entering into the service of, or taking any form of direct or indirect interest in, any entity whose business activities compete with those of the Chargeurs group in the segments of (i) temporary surface protection and (ii) garment interlining. This undertaking applies in the main countries where the Group has premises or an operating presence. As consideration, if Mr. Fribourg leaves office or his roles of Chairman and Chief Executive Officer are separated, the Company will pay him a non-compete indemnity equal to his total gross compensation for the last full fiscal year. For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including compensation received for his directorships in Group companies) and the full amount of his variable compensation received for the last full fiscal year.

(3) If Mr. Fribourg is removed from office or his term of office is not renewed for whatever reason (including in the event of a transformation, a change in governance structure, the separation of the roles of Chairman and Chief Executive Officer or a merger), except in the event of gross negligence or serious misconduct (within the meaning of French case law), or if he resigns from his office of Chairman and Chief Executive Officer within the Company, he will receive an indemnity equal to his total gross compensation received for the last full fiscal year. For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including the compensation received for his directorships in Group entities) and the full amount of his variable compensation received for the last full fiscal year. The payment of this indemnity is contingent on reaching, during the last full fiscal year, the quantitative objectives for Mr. Fribourg's variable compensation.

#### 4.4.1.3 Compensation policy applicable to the Chairman and Chief Executive Officer for 2024 (ex-ante say-on-pay vote)

As of the date of this document, the Chairman and Chief Executive Officer is the Company's sole executive corporate officer.

The Chairman and Chief Executive Officer's compensation policy is part of a stringent discussion and decision-making process involving several parties:

Prior to the Annual General Meeting of Shareholders, the Company enters into dialogue with its main shareholders, **presenting the main comments made to the Governance and Compensation Committee and the Board of Directors**, to ensure that they are recognized when establishing the compensation policy for the Chairman and Chief Executive Officer.

1

##### The Governance and Compensation Committee:

- **reviews the compensation of the Chairman and Chief Executive Officer (ex-ante and ex-post)** and the observations of shareholders **to make recommendations to the Board**, where appropriate, with support from an expert firm

2

##### The Board of Directors:

- **decides, based on the recommendations of the Governance and Compensation Committee, the components of compensation for the Chairman and Chief Executive Officer (ex ante and ex post)**, to be submitted for shareholders' approval in a vote
- the Chairman and Chief Executive Officer is not involved in the vote

3

##### The Annual General Meeting of Shareholders:

- **approves the components of compensation for the Chairman and Chief Executive Officer (ex ante and ex post)**

#### General principles

The compensation policy for the Chairman and Chief Executive Officer focuses on two guiding principles, namely **balance** and **consistency**. As such, the latter is established by factoring in the Company's general interest and targeting consistency with the compensation of the Company's other executives and employees, particularly through the ratios referred to in section 4.4.1.1 of the Universal Registration Document.

Moreover, the Board of Directors has paid particular attention to ensure that the compensation policy for fiscal 2024 is **simple** and **understandable**, in a special effort to acknowledge the comments made by the Company's main shareholders. With this in mind, in 2023, the Governance and Compensation Committee was specifically tasked with issuing recommendations in this regard, resulting in noticeable adjustments which was presented below and will be voted on at the Annual General Meeting of Shareholders of April 30, 2024.

In drafting this new compensation policy, the Board of Directors drew on an extensive study of market practices in compensation terms for comparable French and foreign companies in the sector, ensuring that it was aligned with the Group's strategic priorities, its economic performance, as well as the personal performance of the Chairman and Chief Executive Officer.

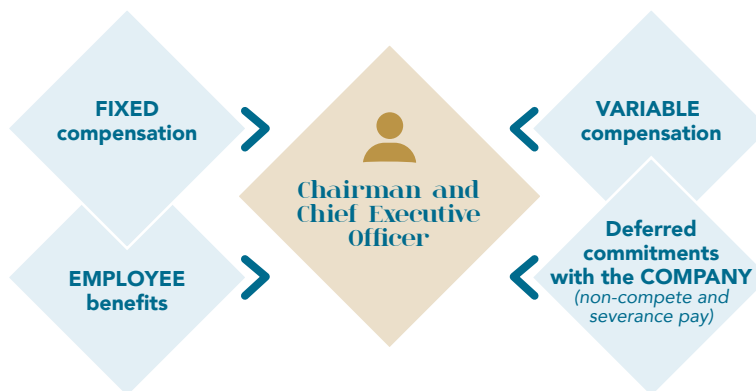
Furthermore, the Board of Directors considered the experience and responsibilities of the Chairman and Chief Executive Officer, as well as the Group's size and sector profile. As a result, since the change of governance in 2015, the Group has undergone significant change, including 15 targeted acquisitions in seven years and the creation of two strategic business lines – Industrial and Luxury Technologies – despite a complex and volatile macroeconomic environment and a succession of unprecedented crises since 2020 (Covid-19 (health), geopolitics, inflation, energy, etc.). Against this background, despite a persistently complicated environment these past few years, requiring involvement from the Chairman and Chief Executive Officer to manage a number of disruptive factors, the Group has continued its strategic transformation and a policy of robust growth.

The Chairman and Chief Executive Officer's steadfast financial commitment and renewed trust in the Group's expansion are also emphasized, as evidenced by the voluntary public tender offer for the Company's shares filed on January 5, 2024 by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., controlled at the highest level by the Chairman and Chief Executive Officer, with the Offerors' stated and confirmed intention to pursue the main strategic directions implemented by the Company.

Following the settlement-delivery of the public tender offer on April 9, 2024, Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. together hold 67.58% of the share capital and 68.46% of the voting rights of the Company (this including the 824,460 treasury shares held by the Company and ranking *pari passu* with the shares held by the Offerors).

As a result, the Chairman and Chief Executive Officer's financial exposure to the Group creates the conditions that seamlessly align interests with Chargeurs' other shareholders.

The Chairman and Chief Executive Officer's compensation breaks down into four categories, excluding all other components:



Below, these various categories are detailed.

The compensation paid to the Chairman and Chief Executive Officer does not include any exceptional compensation, deferred company pension scheme or any other scheme of such effect. What's more, Mr. Michaël Fribourg does not have an employment contract.

### Proposed changes for the 2024 compensation policy

During the 2023 fiscal year, in light of the dialog held with the various stakeholders and factoring in the views of shareholders, the Board of Directors has tasked the Governance and Compensation Committee with reviewing the Chairman and Chief Executive Officer's compensation policy as a whole before issuing recommendations to make it simpler and more understandable, since it was made more complex over the years as a result of additional layers.

To perform its assignment, the Governance and Compensation Committee implemented a stringent process:

- An external consultant conducted a special benchmark analysis to establish a panel of companies comparable to Chargeurs, while recognizing the specific features of Chargeurs' business model.

Several criteria were used to select the Group's peers, including market capitalization, business sector (including investment and holding companies), international footprint, governance (uniqueness of roles) and capital structure (with reference or controlling shareholders);

- Analysis of market practices and applicable compensation recommendations;
- Constructive discussions between Board members based on the recommendations of the Governance and Compensation Committee.

As a result of this process, the compensation policy for the Chairman and Chief Executive Officer was thoroughly reviewed.

The following table summarizes the main adjustments:

Main adjustments for the Chairman and CEO's 2024 compensation policy	
Abolition of several variable compensation components and streamlining of its structure to avoid any possible offsetting effect between the various criteria	<ul style="list-style-type: none"> <li>Abolition of <i>Shareholder Return bonuses</i>.</li> <li>Abolition of exceptional bonuses linked to equity/debt raising exercises, divestments or acquisitions and stock market performance.</li> <li>Introduction of an allocation scale for each financial and non-financial criterion, preventing any offsetting between such criteria.</li> </ul>
Addition of a new financial criterion and redefinition of non-financial criteria in line with the Group's strategic priorities	<ul style="list-style-type: none"> <li>Introduction of a new financial performance criterion: Cash flow from operating activities, in addition to the Group recurring operating profit criterion.</li> <li>Redefinition of non-financial criteria, with a focus on three strategic priorities: <ul style="list-style-type: none"> <li>Development of talent and organizational management;</li> <li>Personal performance;</li> <li>Sustainable development.</li> </ul> </li> </ul>
New weighting for financial and non-financial criteria	<ul style="list-style-type: none"> <li>Financial criteria: 70%</li> <li>Non-financial criteria: 30%</li> </ul>
Increased clarity and transparency	On top of the weighting of criteria, publication of the target and maximum weighting per criterion, as well as the completion rate for each criterion.

#### SUMMARY OF CHAIRMAN AND CEO COMPENSATION COMPONENTS FOR 2024

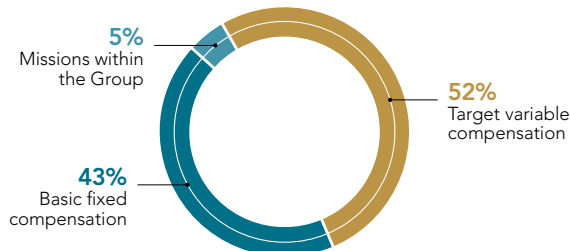
Fixed compensation	€750,000, gross
Variable compensation	<ul style="list-style-type: none"> <li>Target bonus: 120% of annual fixed compensation/Maximum bonus: 180% of annual fixed compensation (financial criteria: target 84% / max. 126% – non-financial criteria: target 36% / max. 54%)</li> <li>Weighting of financial criteria (70%): Group recurring operating profit (35%) and cash flow from operating activities (35%).</li> <li>Weighting of non-financial criteria (30%): development of talent and organizational management (10%), personal performance (10%) and sustainable development (10%).</li> <li>No clawback clause.</li> </ul>
Special bonus	No
Long-term bonus: performance shares	No
Directors' fees	<ul style="list-style-type: none"> <li>96,000 euros (€96,000) in respect of his missions in the Group's foreign subsidiaries.</li> <li>No compensation in respect of his mission as Chairman of the Board of Directors and a Director of Chargeurs.</li> </ul>
Supplementary pension plan	No
Employment contract	No
Supplementary unemployment insurance	No
Deferred commitments	<ul style="list-style-type: none"> <li>Termination benefit: indemnity equal to the total gross compensation received in respect of the last completed fiscal year.</li> <li>Non-compete benefit: indemnity equal to the total gross compensation received in respect of the last completed fiscal year.</li> </ul>
Other benefits	<ul style="list-style-type: none"> <li>Use of Group transport: annual maximum amount of 22,000 euros (€22,000).</li> <li>Partial coverage of Mr. Michaël Fribourg's international residency costs: annual maximum amount of 120,000 euros (€120,000).</li> </ul>

The Chairman and Chief Executive Officer's compensation package comprises a fixed and a variable component. The breakdown between the various components reflects the Board of Director's choice of maintaining an overriding emphasis on variable performance-based compensation that supports the Group's strategic objectives.

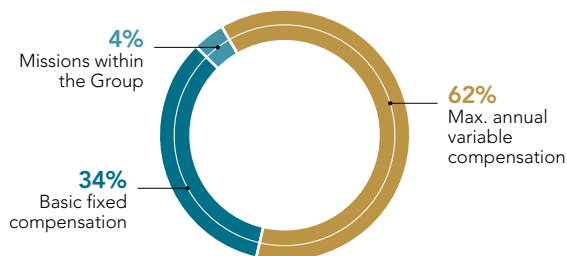
## THEORETICAL ANNUAL BREAKDOWN

The theoretical annual breakdown of the different components of the compensation of the Chairman and Chief Executive Officer reflects the preponderance of performance conditions compared with the fixed portion:

### TOTAL TARGETED COMPENSATION



### TOTAL MAXIMUM COMPENSATION



#### (a) Annual fixed compensation

During each fiscal year, based on the recommendations of the Governance and Compensation Committee, the Board of Directors sets the annual fixed compensation of the Chairman and Chief Executive Officer for the period, insofar as it has not been set over multiple fiscal years.

The annual fixed compensation of the Chairman and Chief Executive Officer was last amended in 2023, totaling 750,000 euros (€750,000), gross.

This amount was set on the basis of several principles and determining factors deemed relevant by the Board of Directors:

- Chairman and CEO's level of experience and complex nature of responsibilities;
- Consistency with fixed compensation of other Group executives and employees;
- Competitiveness in relation to the compensation of international companies of the same profile, given that the Chairman and Chief Executive Officer, who is the Group's largest shareholder, has expressly renounced all share-based compensation (free share plans, stock options) and all similar deferred cash compensation since taking office, unlike the majority of companies on the comparison panel. An external consultant conducted a special

benchmark analysis at end-2023, based on a panel of companies comparable to Chargeurs, which confirmed that the annual fixed compensation of the Chairman and Chief Executive Officer was aligned with the fixed median salary of executives in the reviewed panel;

- The final stage in developments to the annualized base compensation of the Group's previous governance structure, despite the Group's change of scale and the international expansion and diversification in its activities;
- Successes achieved as part of the operations drive in Leap Forward 2025 and the Group's sector transformation.

As such, it is specified that whereas in the past, Chargeurs was a purely industrial and B2B group, it is now a mixed group with, on the one hand, both industrial and service activities, and on the other, both B2B and B2C activities. In view of these developments, managers have dealt with even more sophisticated and demanding challenges, issues, responsibilities and constraints than before, exacerbated by the difficult macroeconomic context of recent years, affected by a succession of unprecedented crises (health, energy and inflation). Furthermore, Chargeurs confirms its position in the premium products and services sector, where talent and managers are particularly sought after, with compensation packages that are generally higher than that selected for the Chief Executive Officer.

The basic fixed compensation is therefore consistent with the Group's ambitious commitments in the luxury goods sector, which materialized through no less than five strategic and diversifying acquisitions - Fournival Altesse (2021), Swaine Adeney, Brigg (2021), Event Communications Ltd (2021), Skira Editore S.p.A. (2022), and The Cambridge Satchel Company (2022) - but also iconic successes, such as the global partnership between Gucci and NATIVA™, the opening of Swaine stores in London, and the creation of Chargeurs Museum Studio.

For fiscal 2024, the annual fixed compensation of the Chairman and Chief Executive Officer will be kept at the same level.

#### (b) Annual variable compensation

The objective of annual variable compensation is to reward the performance achieved by the Chairman and Chief Executive Officer in the fiscal year. This compensation is determined on the basis of attaining precise, exacting annual targets, consistent with those of the Group's other senior executives and designed to reflect the Group's strategy and ambitions as closely as possible. These targets are set by the Board of Directors on a proposal from the Governance and Compensation Committee

In 2024, performance criteria are as follows:

- Financial criteria defined by the Group's economic performance and assessed on a consolidated basis:
  - Group recurring operating profit,
  - cash flow from operating activities;
- non-financial criteria highlighting the implementation of key strategic initiatives and actions in three priority areas:
  - development of talent and organizational management,
  - personal performance, and
  - sustainable development.

The respective weighting of each criterion reflects the preponderance of the quantitative component and the Board's decision to sustain an exacting variable compensation scheme. As a result, in fiscal 2024, the criteria used to determine target variable compensation are 70% financial and 30% non-financial:

Variable compensation criteria:	2024 weighting <sup>(1)</sup>
<b>FINANCIAL TARGETS</b>	
Group recurring operating profit by business segment	35%
Cash flows from operating activities	35%
<b>Sub-total</b>	<b>70%</b>
<b>NON-FINANCIAL TARGETS</b>	
Development of talent and organizational management	10%
Personal performance	10%
Sustainable development	10%
<b>Sub-total</b>	<b>30%</b>
<b>TOTAL</b>	<b>100%</b>

(1) Weighting based on target variable compensation set at 120% of annual fixed compensation.

Non-financial criteria will be assessed by the Governance and Compensation Committee and validated by the Board of Directors on the basis of tangible initiatives led during fiscal 2024:

Priorities	Criteria	Weighting
Development of talent and organizational management	Increase in company headcount eligible for the training policy.	10%
	Internationalization of business line Executive Committees.	
Personal performance	Drafting of a new strategic plan to support the Group's development and add value.	10%
Sustainable development	<u>Environment</u> : Accelerating innovation by expanding sustainable product range.	10%
	<u>Social</u> : Fostering diversity and equal opportunities within business lines.	
	<u>Governance</u> : Training Directors on CSR topics.	

Annual variable compensation is expressed as a percentage of annual fixed compensation. It varies from 0% to 120% (target weighting) if targets are met, and up to a maximum of 180% if targets are outperformed.

At the start of the fiscal year, the Governance and Compensation Committee conducts an in-depth review of the weighting of each financial and non-financial criterion, before presenting them to the Board of Directors for approval. The content of the targets, i.e., the level of performance required for each criterion, is set in line with the Group's development strategy and budget trajectories:

- On the recommendation of the Governance and Compensation Committee, the Board of Directors has set a pre-established target and a range of performance thresholds for each financial criterion. The overall target weighting of financial criteria is 84%, for a maximum of 126% of fixed compensation, including a target weighting of 42% for each of the two criteria - Group recurring operating profit by business segment and cash flow from operating activities - for a maximum of 63% of fixed compensation.

- Specific initiatives and actions were identified for each non-financial criterion so as to assess their achievement at the end of the fiscal year. The overall target weighting of non-financial criteria is 36%, for a maximum of 54% of fixed compensation, which includes the three priority areas – development of talent and organizational management, personal performance and sustainable development – with a target weighting of 12% for a maximum of 18% of fixed compensation.

Corresponding final amounts depend on the performance level of the set pre-established targets, with no option to offset between criteria. Note that for reasons of business confidentiality, the annual pre-established targets set by the Board of Directors, on the recommendation of the Governance Committee, are not published. However, attainment levels for each criterion will be communicated annually, once the performance assessment has been established and recorded.

### (c) Compensation for corporate officer positions in other Group entities

As part of the Group policy on international development and like-for-like and external growth, the Chairman and Chief Executive Officer closely monitors international subsidiaries playing a strategic role, notably in the United States, where his role has been strengthened, and, in this respect, will receive compensation of €96,000, gross, in respect of fiscal 2024 relating to his functions as corporate officer. Conversely, at his own request, the Chairman and Chief Executive Officer does not receive any compensation for his roles and responsibilities as Chairman of the Board of Directors as set in Chargeurs S.A.'s bylaws (i.e., in relation to organizing the Board's work and operating procedures).

### (d) Payment of the Chairman and Chief Executive Officer's variable compensation

Pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, payment of the Chairman and Chief Executive Officer's variable compensation for fiscal 2024 will be contingent on the shareholders' approval – at the Annual General Meeting called to approve the 2024 financial statements – of the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2024.

### (e) Directors' compensation

As stated above, at his own request, the Chairman and Chief Executive Officer does not receive any compensation for his roles and responsibilities as Chairman of the Board of Directors as set in the Company's bylaws (i.e., in relation to organizing the Board's work and operating procedures). As in prior fiscal years, and again at his own request, he will not receive any compensation for fiscal 2024 in his capacity as a member of the Board of Directors of Chargeurs S.A.

### (f) Benefits in kind

In 2024, the Chairman and Chief Executive Officer may continue to have the personal use of a means of transport at the Group's disposal to facilitate certain business trips. The use of this means of transport – which will be calculated on a variable hourly cost basis – will be recognized as a benefit in kind and capped at an annual amount of 22,000 euros (€22,000).

In addition, given the constraints resulting from the Group's international position, the international residency costs of Mr. Michaël Fribourg will be provided for in part with an annual limit of €120,000.

On his request, the Chairman and Chief Executive Officer is not granted any stock options or performance shares, is not a member of a supplementary pension plan and does not receive any benefits in kind such as a company car.

### (g) Commitments given to the Chairman and Chief Executive Officer

At its meeting on March 8, 2017 the Board of Directors approved a non-compete agreement between Mr. Fribourg and the Company which reflects the Group's standard practices. This commitment was approved by the shareholders at the April 20, 2017 Annual General Meeting in accordance with the applicable legislation.

In this respect, considering his roles and responsibilities, Mr. Fribourg has daily access to confidential information about the Company and other Group entities, as well as their customers, which, if disclosed to competitors, could severely harm the Company's interests.

Consequently, Mr. Fribourg has given an undertaking that if his duties as either Chief Executive Officer or as Chairman and Chief Executive Officer are terminated (irrespective of the reasons therefor and manner thereof), he will refrain for a period of two years from entering into the service of, or taking any form of direct or indirect interest in, any entity whose business activities compete with those of the Chargeurs group in the segments of (i) temporary surface protection and (ii) garment interlining. This undertaking applies in the main countries where the Group has premises or an operating presence.

As consideration, if Mr. Fribourg leaves office or his roles of Chairman and Chief Executive Officer are separated, the Company will pay him a non-compete indemnity equal to his total gross compensation for the last full fiscal year. For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including the compensation received for his directorships in Group entities) and the full amount of his variable compensation received for the last full fiscal year.

Also on March 8, 2017 the Board of Directors approved a related-party agreement setting out the benefits that would be payable to Mr. Fribourg by Chargeurs S.A. in the event that (i) his term of office is not renewed, (ii) he is removed from office, (iii) his roles as Chairman and Chief Executive Officer are separated, or (iv) there is a change in the Company's strategy or control. This agreement, which reflects the Group's standard practices, was approved by the shareholders at the April 20, 2017 Annual General Meeting in accordance with the applicable legislation.

As such, if Mr. Fribourg is removed from office or his term of office is not renewed for whatever reason (including in the event of a transformation, a change in governance structure, the separation of the roles of Chairman and Chief Executive Officer or a merger), except in the event of gross negligence or serious misconduct (within the meaning of French case law), or if he resigns from his office of Chairman and Chief Executive Officer within the Company, he will receive an indemnity equal to his total gross compensation received for the last full fiscal year.

For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including the compensation received for his directorships in Group entities) and the full amount of his variable compensation received for the last full fiscal year.

The payment of this indemnity is contingent on consolidated recurring operating profit for the last full fiscal year representing the minimum amount for Mr. Fribourg's quantitative-based variable compensation to become payable.

**(h) Special circumstances**

In accordance with the provisions of Article L. 22-10-26 III, paragraph 2, of the French Commercial Code, and only in the event of exceptional circumstances outside the Group which have not been considered in the compensation policy, the Board of Directors may decide to waive the application of said policy, if such departure is temporary, consistent with corporate interests and necessary to guarantee the Company's business continuity or viability. Should this option be exercised, the Board of Directors will make its decision on the basis of the recommendations of the Governance and Compensation Committee, and must justify its decision in the context of special circumstances and alignment with shareholders' interests. Moreover, such an option will be exercised publicly. In any event, such special measures can only be implemented under the following constraints:

- only the annual variable compensation may be amended, to redefine one or more of the parameters associated with the performance criteria (trigger thresholds, objectives, targets, etc.), it being specified that this may not have the effect of amending the overall cap on total variable compensation in relation to annual fixed compensation (i.e., 150%), nor of amending the maximum weighting of the quantitative component of annual variable compensation and the maximum weighting of the qualitative component of said compensation.
- only major events impacting the markets or altering the sector environment, not factored into the criteria or parameters initially set out in this policy for annual variable compensation, and which would have a material impact on the Company's performance, would result in the use of this option.

**Draft resolution (ex-ante say-on-pay vote)**

*Voting in accordance with the quorum and majority rules applicable to ordinary meetings and having considered the report of the Board of Directors, in accordance with Article L. 22-10-8 of the French Commercial Code, the shareholders approve the compensation policy applicable to the Chairman and Chief Executive Officer as presented and described in the Board of Directors' Report on Corporate Governance."*

**4.4.2 COMPENSATION AND BENEFITS  
IN KIND PAID TO MEMBERS  
OF THE BOARD OF DIRECTORS**

**4.4.2.1 Compensation policy applicable  
to the members of the Board  
of Directors for fiscal 2024  
(ex-ante say-on-pay vote)**

The compensation policy for Directors, as presented below, was approved by the Board of Directors based on the recommendations of the Governance and Compensation Committee. The policy is also presented word-for-word in the Board of Directors' Corporate Governance Report in section 4 of this Universal Registration Document.

**Compensation policy applicable to Directors for fiscal 2024 (ex-ante say-on-pay vote)**

In accordance with Articles L. 225-45 and L. 22-10-8 of the French Commercial Code, an annual fixed amount of compensation is awarded to the Board of Directors by the shareholders at the Annual General Meeting.

This amount is divided between the members of the Board of Directors, except the Chairman and Chief Executive Officer who has decided to forego any compensation in respect of his directorship within the Company, on the basis of a fixed and variable portion which notably recognizes the attendance rate of Directors at meetings of the Board and Board Committees, as well as the investment required by their members for these meetings and their preparation.

At the Annual General Meeting of Shareholders of April 8, 2021, the eighth resolution was voted on, increasing the overall annual amount of compensation that may be awarded to the members of the Board of Directors as compensation for their participation in the work of the Board and the Board Committees at 420,000 euros (€420,000), applicable for fiscal 2021 and all subsequent fiscal years until any further decision is made at an Annual General Meeting.

The overall budget would increase to 520,000 euros (€520,000) for fiscal 2024 to factor in an expansion of the Board of Directors, with the appointment of two additional members. It is specified and underlined that this overall budget may not be fully used by the Directors in respect of the modernization of the attribution rules starting from fiscal 2024. The overall budget also takes account of the significance of the work of the Board and Board Committees, as well as the commitment of each one of its members.

In recent years, the Board's activities have significantly expanded and diversified in line with the Group's development, with 15 acquisitions in seven years and the creation of new business lines, including Chargeurs Museum Studio and Chargeurs Personal Goods. The accelerated transformation of the Group entails not just an increase in the individual, bilateral and collective workload of the Board members, but an increase in their responsibilities and scope of intervention. In light of the numerous projects under way and the challenges taken up by the Company, the activity of the Board of Directors and Board Committees was particularly brisk. This observation was confirmed in 2023 and in the first quarter of 2024, particularly with the public tender offer launched by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. for the Company's shares, an operation for which members of the Board of Directors, and notably members of the ad hoc Committee created for this purpose, were particularly solicited and involved. The commitment of the Board members, whose expertise and experience stands as a decisive asset for the Group, was illustrated in 2023 at the six Board meetings, in addition to meetings held by Board Committees and the ad hoc Committee for which Directors' attendance rate was 100%. The meetings lasted between two and three hours depending on the items on the agenda. The content of the work of the Board of Directors and the Board Committees is presented in the Report to the Board of Directors on Corporate Governance provided in section 4.2 of this Universal Registration Document.



The commitment of the members of the Board of Directors will be stepped up in fiscal 2024. In addition to Board meetings and Board Committees, this commitment will take two main forms:

- on the one hand, through visits to sites in France and abroad;
- on the other, through regular discussions with members of the Group's Management Committee.

The rules for distributing the overall budget will change from previous years, to better reflect the responsibility and investment of each Board member. The chief purpose of the proposed amendments is to include a fixed and variable portion.

The amount to be allocated individually to the members of the Board of Directors will comprise the following:

- (i) an annual fixed portion in respect of the liability they incur in their capacity as Directors.
- The basic amount is 25,000 euros (€25,000) for each Director, plus an additional fixed portion of:
- €10,000 for each member of the Audit Committee and Governance and Compensation Committee;
  - €10,000 for each voting member of the ad hoc Committee (public tender offer).
  - €5,000 for the Chairs of the Audit Committee and Governance and Compensation Committee;
- (ii) a variable portion allocated to each member based on their attendance at meetings:
- €4,000 for each meeting held by the Board of Directors,
  - €3,000 for each meeting held by the Board Committees,
  - €4,000 for each meeting held by ad hoc Committee (public tender offer) voting members and €1,500 for each meeting for the non-voting member.

This compensation is payable annually in arrears. The members of the Board of Directors do not receive any compensation from the Group apart from that allocated to them for their attendance at

meetings of the Board and the Board Committees. They do not receive any performance shares or stock options. Lastly, there are no agreements providing for Director indemnities in the event of their terms of office being terminated for any reason whatsoever.

The Board of Directors may authorize the reimbursement of travel and other expenses incurred by Board members in the interests of the Company.

If a member of the Board of Directors were to be asked to perform a one-off assignment in the Company's interests, owing to their expertise and role, the compensation allocated to this Board member for this assignment by the Board of Directors would be subject to the approval procedure applicable to related-party agreements.

#### Draft resolution (ex-ante say-on-pay vote)

*Voting in accordance with the quorum and majority rules applicable to ordinary meetings and having considered the report of the Board of Directors, in accordance with Article L. 22-10-8 of the French Commercial Code, the shareholders approve the compensation policy applicable to the members of the Board of Directors as presented and described in the Board of Directors' Report on Corporate Governance."*

#### 4.4.2.2 Summary table of compensation awarded to the members of the Board of Directors for fiscal 2023

As recommended in the MiddleNext Corporate Governance Code (the "MiddleNext Code"), a summary table is provided below of the compensation paid in the last three fiscal years to members of the Board of Directors in respect of their participation in the work of the Board and Board Committees. The members of the Board of Directors did not receive any other form of compensation from the Group.

The total compensation allocated among the members of the Board of Directors for fiscal 2023 amounted to 420,000 euros (€420,000).

TABLE 3: TABLE OF COMPENSATION RECEIVED BY NON-EXECUTIVE DIRECTORS

Mr. Emmanuel Coquin	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023
Compensation for participation in the work of the Board of Directors and the Board Committees	€71,707	€77,778	€77,700
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€77,778</b>	<b>€77,700</b>

Ms. Isabelle Guichot	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023
Compensation for participation in the work of the Board of Directors and the Board Committees	€71,707	€77,778	€88,420
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€77,778</b>	<b>€88,420</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022 (from 4/07/2022 to 12/31/2022)	Amount due for fiscal 2023
<b>Ms. Anne-Gabrielle Heilbronner</b>			
Compensation for participation in the work of the Board of Directors and the Board Committees	N/A	€31,111	€75,370
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>N/A</b>	<b>€31,111</b>	<b>€75,370</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023 (from 1/01/2023 to 4/26/2023)
<b>Ms. Cécilia Ragueneau</b>			
Compensation for participation in the work of the Board of Directors and the Board Committees	€61,463	€77,778	€17,560
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€61,463</b>	<b>€77,778</b>	<b>€17,560</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023 (from 1/01/2023 to 4/26/2023)
<b>Mr. Georges Ralli (Non-Voting Director)</b>			
Compensation for participation in the work of the Board of Directors and the Board Committees	€71,707	€46,662	€15,050
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€46,662</b>	<b>€15,050</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023 (from 4/26/2023 to 12/31/2023)
<b>Ms. Alexandra Rocca</b>			
Compensation for participation in the work of the Board of Directors and the Board Committees	N/A	N/A	€52,160
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>N/A</b>	<b>N/A</b>	<b>€52,160</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023
<b>Mr. Nicolas Urbain</b>			
Compensation for participation in the work of the Board of Directors and the Board Committees	€71,707	€77,778	€77,250
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€77,778</b>	<b>€77,250</b>

#### Draft resolution (first part of the ex-post say-on-pay vote)

*Voting in accordance with the quorum and majority rules applicable to ordinary meetings and having considered the report of the Board of Directors, in accordance with Article L. 22-10-34 II of the French Commercial Code, the shareholders approve the information mentioned in Article L. 22-10-9 I of the French Commercial Code, this Chapter comprises the Board of Directors' Report on Corporate Governance."*

### 4.4.3 FREE SHARE PLAN

Since fiscal 2017, Chargeurs has adopted a policy of granting shares free of consideration to its employees in order to encourage the development of long-term employee share ownership. With a view to more closely involving employees in the Group's performance, and strengthening their commitment to value creation, Chargeurs launched its first free share plan ("performance share plan") in fiscal 2017 for selected Group employees.

At his own request, the Chairman and Chief Executive Officer is not a beneficiary of the performance share plans described below. In addition, no other corporate officer is a beneficiary of these plans. The Board of Directors does not intend to use its authorizations to grant performance shares to corporate officers.

For future performance share plans, the Board of Directors intends to set performance conditions that are similar to those of previous plans:

- quantitative conditions based on Group performance, as measured based on budgeted recurring operating profit;
- achievement of personal performance targets, corresponding for each beneficiary to their direct contribution to the success of the new strategic plan to be developed in 2024 to support the Group in its expansion and new operational setup.

The performance targets are ambitious, as illustrated by the vesting rates of the different plans as shown in the summary table below. Reaching all the performance criteria of plan No. 5, which was just as ambitious as previous plans, can be partially attributed to the excellent performance recorded by the Group during fiscal 2020.

### Free share grant plans applicable in the Company at December 31, 2023

The table below presents free share grant plans applicable in the Company at December 31, 2023:

	Plan No. 1 (2017)	Plan No. 2 (2018-1)	Plan No. 3 (2018-2)	Plan No. 4 (2019)	Plan No. 5 (2020)	Plan No. 6 (2023)	Plan No. 7 (2023-2)	Plan No. 8 (2021)	Plan No. 9 (2022)
Annual General Meeting date:	4/20/2017	4/20/2017	4/20/2017	4/20/2017	5/06/2019	5/06/2019	4/28/2020	5/06/2019	4/28/2020
Board meeting date:	7/20/2017	9/05/2018	12/10/2018	3/11/2019	12/19/2019	12/19/2019	11/10/2020	2/17/2021	9/08/2021
Total number of free shares granted, of which:									
Corporate officers	31,400	44,200	18,000	2,000	13,000	150,000	42,000	13,000	99,000
	None	None	None	None	None	None	None	None	None
Vesting date:	7/20/2018	9/05/2019	12/10/2019	3/11/2020	1/01/2021	8/03/2023	8/03/2023	17/02/2022	8/03/2023
Holding period end date:	7/20/2019	9/05/2020	12/10/2020	3/11/2021	1/01/2022	8/03/2024	8/03/2024	2/17/2023	8/03/2024
Number of shares vested at December 31, 2022	17,000	13,017	0	0	13,000	44,160	3,840	11,000	58,000
Total number of canceled or lapsed shares:	14,400	31,183	18,000	2,000	0	105,840	38,160	2,000	41,000
Free shares outstanding at December 31, 2022:	0	0	0	0	0	0	0	0	0

### Free shares granted by the Board of Directors during the fiscal year ended December 31, 2023

During the fiscal year ended December 31, 2023, the Board of Directors did not make use of the authorization granted by the General Meeting of April 26, 2023.

## 4.5 Code of Conduct and Ethics Committee

Chargeurs has committed to a number of international human rights standards currently in force, including:

- the Universal Declaration of Human Rights;
- the United Nations (UN) Global Compact;
- the UN Guiding Principles on Business and Human Rights;
- the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises;
- the International Labour Organization (ILO) Conventions.

In 2017, Chargeurs decided to strengthen its commitment by pledging to support the UN Global Compact and its 10 universally accepted principles, namely that businesses:

- (1) support and respect the protection of internationally proclaimed human rights;
- (2) ensure they are not complicit in human rights abuses;
- (3) uphold the freedom of association and the effective recognition of the right to collective bargaining;
- (4) uphold the elimination of all forms of forced and compulsory labor;
- (5) uphold the effective abolition of child labor;
- (6) uphold the elimination of discrimination in respect of employment and occupation;
- (7) support a precautionary approach to environmental challenges;
- (8) undertake initiatives to promote greater environmental responsibility;
- (9) encourage the development and diffusion of environmentally friendly technologies;
- (10) work against corruption in all its forms, including extortion and bribery.

To mark the occasion, Chargeurs brought together all of the values and principles held by the Group and formally enshrined them in its Code of Conduct in order to raise awareness and encourage everyone to apply them in full.

In fiscal 2022, the Code of Conduct was modernized as it was brought into compliance with the new law of March 21, 2022 on whistleblower protection, and internal *compliance* procedures were expanded and deployed within the Group. The new Code of Conduct, which forms the basis of the Group's ethical principles, is addressed to all its employees and external partners. The updated version of the Code of Conduct can be viewed on the Chargeurs website at: [www.chargeurs.fr/fr/content/responsabilite-sociale-et-environnementale](http://www.chargeurs.fr/fr/content/responsabilite-sociale-et-environnementale)

In parallel, an Ethics Committee was created during fiscal 2017.

### ROLE OF THE ETHICS COMMITTEE

The role of the Ethics Committee is to define and recommend to the Board of Directors best governance and ethics practices for the Group, and to make sure that the Code of Conduct is properly applied.

Its responsibilities include:

- providing an advisory opinion on any situation that may violate the Code of Conduct;
- expressing a position on the most critical cases, which are submitted to the Committee by the Compliance Officer;
- investigating reported violations under the whistleblowing system and deciding what action needs to be taken: closing the case, adopting appropriate corrective measures or initiating disciplinary and/or legal proceedings;
- providing an advisory opinion on the suitability of the measures adopted by the Group in various situations.

In fiscal year 2023, the following subjects were presented to the Ethics Committee:

- review of CSR activities in 2023;
- assessment of alerts in 2023.

### ETHICS COMMITTEE MEMBERSHIP

The Ethics Committee is composed of three members, two of whom are chosen from outside the Company and one of whom is a member of the Audit Committee, Ms. Isabelle Guichot. The Ethics Committee is chaired by Honorary President Francis Teitgen. The outside members are selected based on their experience, independence and support of humanist values.

The Group's Chief Compliance Officer serves as Secretary and *Rapporteur Général* of the Ethics Committee and presents members of the Committee with an analysis of the Group's ethics issues.

If necessary, the Chairman and Chief Executive Officer of the Group may, on the initiative of the Chairman of the Ethics Committee, personally participate in Committee meetings.

Ethics Committee members are chosen by the Chairman and Chief Executive Officer of Chargeurs S.A. and approved by the Board of Directors.

Each member is appointed for a two-year term.

The Ethics Committee is chaired by one of the three selected members, based on the recommendation put forward to the Board of Directors by the Chairman and Chief Executive Officer.

### COMPENSATION OF ETHICS COMMITTEE MEMBERS

No compensation is paid to Ms. Guichot for her Ethics Committee membership.

The two Non-Director members receive a fixed fee set by the Board of Directors at the beginning of each year of office. The maximum fee for these Non-Director members was set at 15,000 euros (€15,000) each for fiscal 2023.

# Financial and accounting information

# 5

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## 5.1 The Group's 2023 consolidated financial statements

### 5.1.1 2023 CONSOLIDATED FINANCIAL STATEMENTS

#### Consolidated Statement of Income

€m	Note	Fiscal year ended December 31	
		2023	2022 <sup>(1)</sup>
<b>Revenue</b>	4	<b>653.2</b>	<b>733.9</b>
Cost of sales		(481.5)	(540.6)
<b>Gross profit</b>		<b>171.7</b>	<b>193.3</b>
Distribution costs		(76.0)	(84.6)
Administrative expenses		(64.5)	(58.4)
Research and development costs		(4.6)	(4.2)
<b>Recurring operating profit</b>		<b>26.6</b>	<b>46.1</b>
Amortization of intangible assets acquired through business combinations		(5.4)	(6.2)
Other operating income	5	9.8	10.1
Other operating expense	5	(9.0)	(10.5)
<b>Operating profit</b>		<b>22.0</b>	<b>39.5</b>
Cost of net debt		(21.7)	(14.7)
Other financial expense		(8.0)	(5.2)
Other financial income		-	1.0
<b>Net financial expense</b>	7	<b>(29.7)</b>	<b>(18.9)</b>
<b>Pre-tax profit for the period</b>		<b>(7.7)</b>	<b>20.6</b>
Share of profit/(loss) of associates	14	(0.3)	0.1
Income tax expense	8	11.1	2.4
<b>Profit from continuing operations</b>		<b>3.1</b>	<b>23.1</b>
Profit from discontinued operations	9	(1.9)	(1.2)
<b>PROFIT FOR THE PERIOD</b>		<b>1.2</b>	<b>21.9</b>
<b>PROFIT FOR THE PERIOD – ATTRIBUTABLE TO OWNERS OF THE PARENT</b>		<b>1.5</b>	<b>22.1</b>
Profit for the period – Attributable to non-controlling interests		(0.3)	(0.2)
<b>Profit from continuing operations attributable to:</b>			
Owners of the parent		3.4	23.1
Non-controlling interests		(0.3)	-
<b>Profit from discontinued operations attributable to:</b>			
Owners of the parent	9	(1.9)	(1.0)
Non-controlling interests	9	-	(0.2)
<b>Earnings per share from continuing operations:</b>			
Earnings per share from continuing operations (in euros)	10	0.14	0.96
Diluted earnings per share from continuing operations (in euros)	10	0.14	1.00
<b>Earnings per share:</b>			
Earnings per share (in euros)	10	0.06	0.92
Diluted earnings per share (in euros)	10	0.06	0.96

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

## Consolidated Statement of Comprehensive Income

(€m)	Note	Fiscal year ended December 31	
		2023	2022 <sup>(1)</sup>
<b>Profit for the period</b>		<b>1.2</b>	<b>21.9</b>
Exchange differences on translating foreign operations		(13.5)	7.4
Cash flow hedges		0.2	0.3
<b>Total items that may be reclassified subsequently to profit or loss</b>		<b>(13.3)</b>	<b>7.7</b>
Other comprehensive income/(expense) for the period		(1.8)	(0.8)
Actuarial gains and losses on post-employment benefit obligations	20	(0.5)	5.0
<b>Total items that may not be reclassified subsequently to profit or loss</b>		<b>(2.3)</b>	<b>4.2</b>
<b>OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX</b>		<b>(15.6)</b>	<b>11.9</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE PERIOD</b>		<b>(14.4)</b>	<b>33.8</b>
COMPREHENSIVE INCOME FROM CONTINUING OPERATIONS ATTRIBUTABLE TO:			
Owners of the parent		(12.2)	35.0
Non-controlling interests		(0.3)	-
COMPREHENSIVE INCOME FROM DISCONTINUED OPERATIONS ATTRIBUTABLE TO:			
Owners of the parent		(1.9)	(1.0)
Non-controlling interests		-	(0.2)

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

## Consolidated Statement of Financial Position

### ASSETS

(€m)	Note	12/31/2023	12/31/2022
Intangible assets	11	270.3	276.0
Property, plant and equipment	12	85.0	84.4
Right-of-use assets	13	20.0	29.5
Investments in associates and joint ventures	14	5.6	8.1
Deferred tax	8	61.3	48.1
Non-current financial assets	15	40.2	12.6
Other non-current assets		2.6	4.4
<b>Net non-current assets</b>		<b>485.0</b>	<b>463.1</b>
Inventories and work-in-progress	16	135.5	163.3
Long-term contract assets	16	17.7	5.8
Trade receivables	16	72.5	81.0
Derivatives	16	0.5	0.8
Miscellaneous receivables	16	35.4	38.0
Current tax receivables	15	1.3	-
Current financial assets	15	2.1	11.5
Cash and cash equivalents	19	92.2	121.7
<b>Net current assets</b>		<b>357.2</b>	<b>422.1</b>
Assets held for sale	9	15.0	-
<b>TOTAL ASSETS</b>		<b>857.2</b>	<b>885.2</b>

### EQUITY AND LIABILITIES

(€m)		12/31/2023	12/31/2022
Attributable to owners of the parent		252.5	279.7
Non-controlling interests		(0.1)	0.2
<b>Total equity</b>		<b>252.4</b>	<b>279.9</b>
Medium and long-term borrowings	19	313.9	243.9
Medium and long-term lease liabilities	13	13.4	22.2
Deferred tax	8	8.2	5.3
Pension and other post-employment benefit obligations	20	12.4	12.6
Provisions for other liabilities	21	6.4	13.1
Other non-current liabilities	22	3.0	5.2
<b>Net non-current liabilities</b>		<b>357.3</b>	<b>302.3</b>
Short-term portion of long-term borrowings	19	47.5	68.3
Short-term portion of lease liabilities	13	6.7	7.8
Short-term portion of provisions for other liabilities	21	1.1	2.1
Trade payables	16	116.9	147.3
Long-term contract liabilities	16	8.1	9.4
Other payables	16	50.7	61.3
Current income tax liabilities	16	1.2	3.0
Derivatives	16	0.9	1.0
Short-term bank loans and overdrafts	19	3.2	2.8
<b>Net current liabilities</b>		<b>236.3</b>	<b>303.0</b>
Liabilities held for sale	9	11.2	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>857.2</b>	<b>885.2</b>

The accompanying notes are an integral part of the consolidated financial statements.



## Consolidated Statement of Cash Flows

( <i>€m</i> )	Note	Fiscal year ended December 31	
		2023	2022
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>			
Pre-tax profit of consolidated companies and discontinued operations		(9.1)	19.4
Adjustments to reconcile pre-tax profit to cash generated from operations		16.2	17.5
• depreciation and amortization expense	11 & 12 & 13	25.8	28.9
• provisions and pension and other post-employment benefit obligations		(7.9)	(2.3)
• impairment of non-current assets		-	0.2
• fair value adjustments		3.5	(0.9)
• impact of discounting		(0.1)	0.1
• exchange (gains)/losses on foreign currency receivables and payables		(0.2)	(1.4)
• other non-cash adjustments		(4.9)	(7.1)
Income tax paid		(5.6)	(4.0)
<b>Cash flows provided by operating activities, before changes in net working capital</b>		<b>1.5</b>	<b>32.9</b>
Dividends from associates	14	0.3	0.2
Change in operating working capital	16	(17.0)	(40.5)
<b>NET CASH FROM OPERATING ACTIVITIES</b>		<b>(15.2)</b>	<b>(7.4)</b>
<i>Of which operating cash flow from discontinued operations</i>	9	(2.1)	1.5
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>			
Acquisition of subsidiaries, net of the cash acquired		(2.1)	(5.1)
Acquisition of intangible assets	11	(4.7)	(1.6)
Acquisition of property, plant and equipment	12	(14.5)	(9.2)
Proceeds from disposals of intangible assets & property, plant and equipment		0.5	0.3
Impact of changes in scope of consolidation			
Net change in current and non-current financial assets	15	(8.2)	(7.2)
Other movements		-	(0.3)
<b>Net cash used in investing activities</b>		<b>(29.0)</b>	<b>(23.1)</b>
<i>Of which investing cash flow from discontinued operations</i>	9	-	(0.3)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>			
Cash dividends paid to owners of the parent		(8.6)	(17.9)
(Purchases)/sales of treasury stock		(4.2)	(3.9)
Proceeds from new borrowings	19	128.0	14.7
Repayments of borrowings	19	(78.9)	(37.3)
Repayments of lease liabilities	13	(9.0)	(10.3)
Change in short-term bank loans and overdrafts	19	0.5	(8.8)
Other movements		0.3	(3.3)
<b>Net cash used in financing activities</b>		<b>28.1</b>	<b>(66.8)</b>
<i>Of which financing cash flow from discontinued operations</i>	9	1.1	(0.7)
<b>Increase/(decrease) in cash and cash equivalents</b>		<b>(16.1)</b>	<b>(97.3)</b>
Cash and cash equivalents at beginning of period	19	121.7	219.2
Other movements	19	(9.7)	-
Transfers to assets held for sale	9	(0.9)	-
Effect of changes in foreign exchange rates on cash and cash equivalents		(2.8)	(0.2)
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>17</b>	<b>92.2</b>	<b>121.7</b>

The accompanying notes are an integral part of the consolidated financial statements.

## Consolidated Statement of Changes in Equity

(€m)	Share capital	Share premium account	Other reserves and retained earnings	Translation reserve	Cash flow hedges	Actuarial gains and losses on post-employment benefit obligations	Treasury stock	Equity attributable to owners of the parent	Non-controlling interests	Total
<b>At 12/31/2021</b>	<b>3.9</b>	<b>91.5</b>	<b>189.0</b>	<b>(0.3)</b>	<b>(1.1)</b>	<b>(5.3)</b>	<b>(10.3)</b>	<b>267.4</b>	<b>(0.6)</b>	<b>266.8</b>
Issue of share capital	0.1	5.5	-	-	-	-	-	5.6	-	5.6
Changes in treasury stock	-	-	-	-	-	-	(4.0)	(4.0)	-	(4.0)
Share-based payment	-	-	1.2	-	-	-	-	1.2	-	1.2
Payment of dividends	-	-	(23.5)	-	-	-	-	(23.5)	-	(23.5)
Shareholder transactions	-	-	(1.0)	-	-	-	-	(1.0)	1.0	-
Profit for the period	-	-	22.1	-	-	-	-	22.1	(0.2)	21.9
Other comprehensive income/(expense) for the period	-	-	(0.8)	7.4	0.3	5.0	-	11.9	-	11.9
<b>At December 31, 2022</b>	<b>4.0</b>	<b>97.0</b>	<b>187.0</b>	<b>7.1</b>	<b>(0.8)</b>	<b>(0.3)</b>	<b>(14.3)</b>	<b>279.7</b>	<b>0.2</b>	<b>279.9</b>
Capital increase <sup>(1)</sup>	-	4.4	-	-	-	-	-	4.4	-	4.4
Changes in treasury stock <sup>(2)</sup>	-	-	(8.8)	-	-	-	4.5	(4.3)	-	(4.3)
Share-based payment	-	-	(0.2)	-	-	-	-	(0.2)	-	(0.2)
Dividend payments <sup>(1)</sup>	-	-	(13.0)	-	-	-	-	(13.0)	-	(13.0)
Profit for the period	-	-	1.5	-	-	-	-	1.5	(0.3)	1.2
Other comprehensive income/(expense) for the period	-	-	(1.8)	(13.5)	0.2	(0.5)	-	(15.6)	-	(15.6)
<b>AT 12/31/2023</b>	<b>4.0</b>	<b>101.4</b>	<b>164.7</b>	<b>(6.4)</b>	<b>(0.6)</b>	<b>(0.8)</b>	<b>(9.8)</b>	<b>252.5</b>	<b>(0.1)</b>	<b>252.4</b>

(1) A payment of €13.0 million was made for the balance of the 2022 dividend, with €8.6 million paid in cash and €4.4 million in shares (see Note 18).

(2) At its meeting on April 26, 2023, the Board of Directors decided to cancel 500,000 treasury shares. This transaction has no impact on the Group's consolidated financial statements nor on earnings per share.

The accompanying notes are an integral part of the consolidated financial statements.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Chargeurs and its subsidiaries carry out their activities in five segments:

### Technologies

- **Chargeurs Advanced Materials (CAM)** is the world leader in the design, production and marketing of industrial process films, technical adhesives, lamination machines and specialty paper that protects high-end materials during transformation processes;
- **Chargeurs PCC Fashion Technologies (CFT PCC)** is the world leader in the production and marketing of high-end interlinings for clothing and accessories. The Chargeurs Healthcare Solutions business is now integrated within CFT PCC, due to the standardization of the healthcare environment.

### Luxury

- **Chargeurs Museum Studio (CMS)** is the leading studio worldwide in the creation of cultural content and consultancy for cultural institutions and corporate brands;
- **Chargeurs Luxury Fibers (CLF)** manufactures and markets premium, sustainable and traceable wool tops;
- **Chargeurs Personal Goods (CPG)**, which comprises the brands that develop, produce and market premium accessories and personal goods.

Chargeurs is a French joint-stock corporation (*société anonyme*) governed by the laws of France. Its registered office is located at 7 Rue Kepler, 75116 Paris, France.

Chargeurs shares are listed on Euronext Paris.

The consolidated financial statements at December 31, 2023 were approved by the Board of Directors on February 14, 2024.

## NOTE 1 Significant events of the period

### 1.1 Voluntary public tender offer for Chargeurs shares

On December 14, 2023, the Board of Directors was informed of the intention of Columbus Holding and Columbus Holding 2, companies controlled by Michaël Fribourg, Chairman and Chief Executive Officer of Chargeurs, to file a voluntary public tender offer for the Company's shares, at a price of 12 euros per share, with a view to reinforcing the consistency of the Company's shareholding structure with its diversified model, changes and goals.

The Board of Directors took note of the Offeror's intention to pursue the main strategic orientations implemented by the Company following the offer. The Board of Directors observed that the Offerors are aiming for a material majority stake in Chargeurs while ensuring that the company remains listed with a substantial free float to ensure solid liquidity of the shares.

The Board of Directors has approved the principle of this transaction, pending the opinion of the employee representative bodies and the independent expert's report, and without prejudice to the reasoned opinion it will be required to issue following the opening of the offer.

In accordance with the provisions of article 261-1 of the General Regulations of the Autorité des Marchés Financiers (AMF), the Board of Directors has set up an *ad hoc* committee, the majority of whose members are independent directors.

At its meeting held on December 14, 2023, the Company's Board of Directors, acting on the recommendation of the *ad hoc* committee, appointed Didier Kling Expertise & Conseil, represented by Mr. Didier Kling, as independent expert to draw up a report on the financial terms of the offer in accordance with the conditions set forth in article 262-1 of the AMF's General Regulations.

Following a detailed analysis, the independent expert concluded that "the offer price of 12 euros is fair from a financial perspective for all holders of Chargeurs securities".

In parallel, the Group Committee representing Chargeurs employees unanimously approved the transaction.

After considering this approval and on the basis of the conclusions of the independent expert, the *ad hoc* committee submitted a draft reasoned opinion to the Board of Directors.

At its meeting of January 16, 2024, in a vote in which only the independent directors voted – the other directors abstaining –, the Board of Directors of Chargeurs, in light in particular of the report of the independent expert and the unanimous approval of the Group Committee approved the proposal of the *ad hoc* committee and issued a reasoned opinion that:

- Notes the intention of the Offerors not to delist the company and to ensure it continues to have a substantial free float;
- Finds that the financial terms of the Offer are fair for Company shareholders;
- Concludes that the Offer is in the interests of the Company, its shareholders and its employees;
- Accordingly recommends that shareholders wishing to take advantage of a liquidity window should tender their shares to the Offer.

The outline timetable for the offer from its opening was as follows:

- February 8, 2024: opening of the Offer;
- February 15, 2024: publication of the Company's audited 2023 financial statements;
- March 13, 2024: closing of the Offer;
- March 14, 2024: publication by the AMF and Euronext of the notice of outcome of the Offer;
- March 18, 2024: in the event the Offer is successful, publication of the notice of reopening of the Offer;
- March 19, 2024: in the event the Offer is successful, settlement-delivery of the Offer;
- March 19, 2024: reopening of the Offer;
- April 2, 2024: closing of the Reopened Offer;
- April 3, 2024: publication by the AMF and Euronext of the notice of outcome of the Reopened Offer;
- April 8, 2024: settlement-delivery of the Reopened Offer.

## 1.2 Museum Studio Segment

### Acquisition of Skira

On July 21, 2022, Chargeurs finalized the acquisition of 80% of the capital of Skira Editore S.p.A, the world renowned publisher of classical and modern art and design books. This acquisition of a majority stake was accompanied by a cross put option with a call option on the remaining 20%.

During the first half of 2023, at the end of the purchase price allocation exercise, the Group recognized a non-amortizable brand for €3.7 million (see Note 11.2). Final goodwill amounts to €6.9 million.

### Plan to dispose of Hypsos

In light of the decision by management to dispose of Hypsos, Chargeurs Group feels that the criteria for applying IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations are satisfied and that the sale is highly probable (see Note 9).

## 1.3 Personal Goods Segment

### Acquisition of Rayne Shoes

On December 8, 2023, Chargeurs finalized the outright acquisition of Rayne Shoes Limited, a company that designs and creates high-end shoes built around a historic brand.

As part of the exercise of allocating the purchase price, the Rayne brand was valued at £6.7 million (€7.7 million), generating goodwill of £4.3 million (€4.9 million). The brand is non-amortizable.

## 1.4 Conflict between Ukraine and Russia

The Chargeurs Group is watching developments in Ukraine and Russia very closely. The exposure of the Group's businesses to this conflict is very small, and represents less than 0.3% of consolidated revenue.

## NOTE 2 Summary of significant accounting policies

### 2.1 Basis of preparation

The 2023 consolidated financial statements of Chargeurs have been prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union. These standards can be downloaded from the European Commission's website [https://ec.europa.eu/info/index\\_en](https://ec.europa.eu/info/index_en).

The significant accounting policies applied to prepare the consolidated financial statements are described below. Unless otherwise specified, these policies were applied consistently in all the periods presented.

The consolidated financial statements are presented in millions of euros (€m).

The preparation of consolidated financial statements in accordance with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Company's accounting policies. The areas involving the highest degree of judgment or estimation complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in note 3.

### 2.2 List of new, revised and amended IFRS standards and interpretations

#### 2.2.1 New standards, amendments to existing standards and interpretations whose application was mandatory for the first time in the fiscal year ended December 31, 2023

##### Adopted by the European Union

- Amendments to IAS 1 – Presentation of Financial Statements – Disclosure of Accounting Policies.
- Amendments to IAS 8 – Definition of Accounting Estimates.
- Amendments to IAS 12: Deferred Tax related to Assets and Liabilities arising from a Single Transaction.
- Amendments to IAS 12 – International Tax Reform – Pillar Two Model Rules.
- Amendments to IFRS 17: Insurance Contracts.
- Amendments to IFRS 17: Initial application of IFRS 17 and IFRS 9 – Comparative information.

##### Not yet adopted by the European Union

- Amendments to IAS 7 and IFRS 7 – Disclosure of concentration risk with reference to supplier financing arrangements.
- Amendments to IAS 21 – Lack of Exchangeability.

These texts did not have a material impact on the Group's consolidated financial statements.

The Group is not impacted by the new "Pillar II" legislation because its revenue has been under €750.0 million for two of the last four years.

## 2.2.2 New standards, amendments to existing standards and interpretations not mandatory for the fiscal year ended December 31, 2023, and not applied early by the Group

### Adopted by the European Union

- Amendments to IAS 1 - Presentation of Financial Statements - Classification of Liabilities as Current or Non-current.
- Amendments to IFRS 16 – Leases – Lease Liability in a Sale and Leaseback.
- Amendments to IAS 7 and IFRS 7 – Disclosure of concentration risk with reference to supplier financing arrangements.

These three amendments will apply to fiscal years beginning after January 1, 2024.

## 2.3 Consolidation methods

### 2.3.1 Subsidiaries

Subsidiaries are all entities that are directly or indirectly controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Acquisitions of subsidiaries are accounted for using the acquisition method. The cost of acquisition is measured as the fair value of the assets transferred, equity instruments issued and liabilities incurred or assumed at the date of exchange. The directly attributable costs of the business combination are recognized as an expense for the period in which they are incurred.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are initially recognized at their acquisition-date fair values. Goodwill arising on a business combination is measured as the excess of (a) over (b) as follows: (a) the aggregate of: (i) the acquisition-date fair value of the consideration transferred; (ii) the amount of any non-controlling interest in the acquiree (which can be measured either at fair value or based on the non-controlling interest's proportionate share of the fair value of the acquiree's identifiable net assets); (iii) the fair value of any previously held equity interest in the acquiree (as remeasured at the acquisition date with any resulting gain or loss recognized in profit); (b) the net of the acquisition-date fair values of the identifiable assets acquired and the liabilities assumed.

If the cost of an acquisition is less than the fair value of the Group's share of the net assets of the acquired subsidiary, the difference (badwill) is recognized directly in the income statement.

Intercompany transactions, balances and unrealized gains on transactions between Group companies are eliminated in consolidation.

Accounting policies of subsidiaries have been aligned with the policies adopted by the Group to ensure consistency.

### 2.3.2 Transactions with non-controlling interests

Sales of shares to non-controlling interests resulting in a loss of control of the entity give rise to gains and losses for the Group that are recorded in the income statement. Sales of shares to non-controlling interests that do not result in a loss of control are recognized in the statement of changes in equity.

Acquisitions of additional shares in controlled entities are recognized in the statement of changes in equity.

### 2.3.3 Associates and joint ventures

Joint arrangements are arrangements of which Chargeurs and one or more other parties have joint control.

The Group has joint control of an arrangement when decisions about the relevant activities require the unanimous consent of Chargeurs and the other parties sharing control.

The Group has significant influence over an entity when it has the power to participate in the financial and operating policy decisions of the entity but does not have control or joint control of those policies, generally accompanying a shareholding representing between 20% and 50% of the voting rights.

Investments in joint ventures (entities of which the Group has joint control) and associates (entities over which the Group has significant influence) are accounted for by the equity method and are initially recognized at cost. The carrying amount of investments in associates and joint ventures includes goodwill (net of any accumulated impairment losses) identified upon acquisition (see Note 2.11).

The Group's share of post-acquisition profits or losses of associates and joint ventures is recognized in the income statement, and its share of post-acquisition movements in equity – which have no impact on profit or loss – is recognized directly in equity.

Cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses of an associate or joint venture equals or exceeds its interest in the associate or joint venture, including any unsecured receivables, the Group does not recognize further losses unless it has incurred obligations or made payments on behalf of the associate or joint venture.

Unrealized gains on transactions between the Group and its associates and joint ventures are eliminated to the extent of the Group's interest in the associate or joint venture concerned. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment in value of the assets transferred. Accounting policies of associates and joint ventures have been aligned where necessary with the policies adopted by the Group to ensure consistency.

### 2.3.4 Non-consolidated companies

Companies that individually generate less than €3 million in annual revenue are not consolidated.

The impact on Group equity of including these companies in the scope of consolidation at December 31, 2023, would not have been material.

### 2.3.5 Assets and liabilities held for sale and discontinued operations

IFRS 5 Non-current Assets Held for Sale and Discontinued Operations specifies the accounting treatment for assets held for sale, the presentation and disclosures regarding discontinued operations.

#### Assets held for sale

Non-current assets held for sale are presented on a separate line in the statement of financial position provided:

- The Group has decided to sell the assets in question; and
- The sale is considered highly probable.

These assets are measured at the lower of the carrying amount and their fair value less costs to sell.

When the Group has entered into a sales process that would ultimately result in the loss of control of a subsidiary, all the assets and liabilities of that subsidiary are classified as being held for sale, regardless of whether the Group retains a residual interest in the entity following the sale.

#### Discontinued operations

Discontinued operations, whether sold or in the process of being sold are presented on a separate line in the statement of financial position provided they:

- Represent a major line of business or a geographical area of operations for the Group; or
- Are part of a single coordinated plan to dispose of a major line of business or geographical area of operations for the Group; or
- Are held in a subsidiary acquired exclusively with a view to resale, are presented on a separate line in the consolidated income statement at the closing date of the fiscal year.

Assets related to discontinued operations, where they are held for sale, are measured at the lower of the carrying amount and fair value less costs to sell. The items in the income statement and the statement of cash flows relating to these discontinued operations are presented on a separate line for all periods presented.

## 2.4 Operating segments

An operating segment is a group of assets and operations corresponding to a management unit. Chargeurs' top management team — which is the Group's chief operating decision maker — has identified five operating segments:

- Advanced Materials, which produces and markets industrial process films, technical adhesives, lamination machines and specialty paper that protects high-end materials during transformation processes;
- PCC Fashion Technologies, which produces and markets technical textiles; the Healthcare Solutions business is now included in the CFT PCC segment;

- Museum Studio, which corresponds to services and production in the museum industry (construction and restructuring of museums) and visitor experience as well as the marketing of technical textile operations for the advertising, decoration and interior architecture markets;
- Luxury Fibers, which encompasses the marketing and sale of premium combed wool;
- Personal Goods, which comprises the companies that develop, produce and market premium accessories and personal goods (The Cambridge Satchel Company, Rayne Shoes and Fournival Altesse).

The reported segment information also includes a "non-operating" segment that primarily consists of the Group's holding companies.

The segments identified above are those used in the Group's internal reporting system and reported to Chargeurs' top management team for the purposes of making decisions about allocating resources and assessing performance.

## 2.5 Foreign currency translation

### 2.5.1 Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entities operate (the functional currency).

### 2.5.2 Transactions and balances

Foreign currency transactions are translated into each entity's functional currency using the exchange rates prevailing at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions are recognized in the income statement. Gains and losses on foreign currency cash flow hedges are accumulated in equity and reclassified to the income statement when the exchange gain or loss on the hedged item is recognized.

Exchange gains and losses arising from translation of foreign currency receivables and payables are recognized in the income statement, under "Other financial income" or "Other financial expense".

### 2.5.3 Foreign operations

The results and financial position of all Group entities that have a functional currency other than the euro are translated as follows: (i) items in the statement of financial position are translated at closing exchange rates, (ii) income statement items are translated at average exchange rates for the period, and (iii) all resulting exchange differences are recognized as a separate component of equity under "Translation reserve" or "Non-controlling interests."

Exchange differences arising from the translation of the net investment in subsidiaries with a functional currency other than the euro, and of instruments designated as hedges of such investments, are recorded under "Translation reserve" in equity.

When a foreign operation is sold, the exchange differences accumulated in the translation reserve are reclassified to the income statement and taken into account in determining the gain or loss on sale.

### 2.5.4 Hyperinflation

As an exception to the principles set out in Note 2.5.3 above, the financial statements of entities operating in a hyperinflationary economy are translated in accordance with the requirements of IAS 29 Financial Reporting in Hyperinflationary Economies. All non-monetary assets and liabilities as well as equity, comprehensive income (income statement items and other comprehensive income) and cash flows of such entities are restated based on a general price index, and the financial statements are then translated at the period-end exchange rate. Non-monetary items are not restated.

## 2.6 Revenue

### 2.6.1 Revenue recognition

The Group generates revenue from the manufacture and sale of high value-added products and services, carried out by its various divisions:

- Advanced Materials supplies the construction, manufacturing and electronics industries with industrial process films, technical adhesives, lamination machines and specialty paper that protects high-end materials during transformation processes;
- PCC Fashion Technologies, specialized in the manufacture and sale of interlinings – technical fabrics used in the manufacture of garments;
- Museum Studio offers a full range of museum exhibit solutions, as well as producing and selling technical textiles used in the advertising, decoration and interior architecture markets;
- Luxury Fibers buys premium combed wool and sells it to customers;
- Personal Goods comprises the brands that develop, produce and market premium accessories and personal goods.

The amount recognized in revenue is based on the transaction price set in the contract and corresponds to the amount of consideration that the Group expects to receive in line with the related contractual provisions. The transaction prices applied by the Group do not include any variable amounts requiring the use of estimates.

No financing component is recognized, as the Group's contracts with customers do not contain any clauses providing for payment periods in excess of one year.

A receivable is recorded when the Group has performed its obligations, i.e., at the delivery date of the goods, which corresponds to the date on which the Group has an unconditional right to receive the consideration.

#### Short-term contracts

The Group recognizes revenue when it transfers control of the good or service to the customer, which takes place when the good or service is delivered in accordance with the terms and conditions agreed with the customer. Most of the Group's contracts (other than those of the Museum Studio division) do not last longer than one year and the transfer of control takes place on a specified date.

#### Long-term contracts

The Group's long-term contracts correspond to projects carried out as part of the Museum Studio business. Such contracts may be structured into several phases, including design, construction and installation.

In accordance with IFRS 15, these services result in the progressive recognition of revenue based on project stage completion. Project stage completion is determined using a cost percentage-of-completion method. Revenue is recognized for each performance obligation based on the percentage of costs incurred to date in relation to the total expected costs of the contract.

Where several separate performance obligations can be identified in a single, specific contract, the total cost of the contract is split between the different obligations in proportion to their respective selling prices. In the event that the sale price of each obligation is not observable, it is estimated on the basis of expected costs plus a mark-up.

If it becomes probable that the cost to complete a contract will exceed its estimated total revenue, the expected loss on completion is immediately expensed in the income statement.

The order book includes outstanding performance obligations under ongoing signed agreements, and performance obligations under signed agreements in respect of which performance has not yet begun. The contracts have an average duration of between three and five years. Contracts with a term of less than a year are not included.

### 2.6.2 Long-term contract assets and liabilities

The difference, at the period-end, between the total amount invoiced to date in relation to a given contract and the revenue recognized to date on that contract is recorded in the consolidated statement of financial position under (i) long-term contract assets when the invoiced amount is less than the revenue figure, or (ii) long-term contract liabilities when the invoiced amount is higher than the revenue figure.

## 2.7 Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA)

EBITDA corresponds to the businesses' operating profit (as defined below) restated for the depreciation and amortization of property, plant and equipment and intangible assets.

## 2.8 Recurring operating profit

Recurring operating profit is an indicator used by the Group to estimate future underlying performance. It is stated before (i) amortization of intangible assets related to acquisitions, and (ii) other operating income and expense, which correspond to non-recurring items that represent material amounts, are unusual in nature and occur infrequently, thereby distorting assessments of the Group's underlying performance.

Recurring operating profit corresponds to gross profit after distribution costs, administrative expenses and research and development costs.



## 2.9 Other operating income and expense

Other operating income and expense include non-recurring items that represent material amounts, are unusual in nature and occur infrequently, with the result that they are difficult to predict. They primarily consist of restructuring costs, assets impairment losses, gains and losses on disposal of property, plant and equipment and intangible assets, and acquisition-related costs.

## 2.10 Earnings per share

Basic earnings per share are calculated by dividing profit attributable to owners of the parent by the weighted average number of shares outstanding, representing the number of shares issued less the average number of Chargeurs shares held by the Company or its subsidiaries.

Depending on the circumstances and financial market conditions at the year-end, the dilutive effect taken into account for the calculation of diluted earnings per share may result from employee stock options, stock warrants and/or convertible bonds. The dilutive instruments concerned are taken into account as from their grant or issue date, except in cases where their exercise price exceeds the market price of Chargeurs shares.

## 2.11 Intangible assets

### 2.11.1 Goodwill

Goodwill represents the excess of the cost of an acquisition over the acquisition-date fair value of the Group's share of the net identifiable assets of the acquired subsidiary. Goodwill arising on acquisitions of subsidiaries is included in "Intangible assets".

Goodwill is tested annually for impairment and is carried at cost less any accumulated impairment losses. Impairment losses recognized against goodwill are irreversible.

The calculation of gains and losses on the disposal of an entity take into account the carrying amount of any goodwill relating to that entity.

Goodwill arising on acquisitions of associates and joint ventures is recorded under "Investments in associates and joint ventures". and is included in the impairment tests carried out on associate companies.

### 2.11.2 Trademarks, client relationships and licenses

Separately acquired intangible assets are carried at cost less accumulated amortization and any accumulated impairment losses.

Intangible assets acquired in a business combination are recognized separately from goodwill if they are (i) controlled by the Group, and (ii) separable, or arise from contractual or other legal rights. Amortization of intangible assets related to acquisitions is recorded on a separate line in the income statement.

Intangible assets with finite useful lives are amortized over their useful lives on a straight-line basis and are tested for impairment if there is an indication that they may be impaired. The useful lives applied are as follows:

- Trademarks with a definite life and licenses: based on their period of use or protection (between 15 and 20 years);
- Assets representing customer relationships are depreciated over a period of between six and 14 years.

Intangible assets with indefinite useful lives are not amortized but are tested for impairment at least once a year or whenever there is an indication that they may be impaired.

### 2.11.3 Computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over the estimated useful lives of the software concerned (between three and five years).

Costs associated with developing and maintaining computer software are recognized as an expense as they are incurred.

### 2.11.4 Development costs

Development costs are capitalized when the Group can demonstrate all of the following:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical and financial resources to complete the development;
- its ability to reliably measure the expenditure attributable to the intangible asset during its development.

Capitalized development costs are amortized over the estimated useful life of the asset concerned.

### 2.11.5 Impairment of intangible assets

Goodwill and other intangible assets with indefinite useful lives are tested for impairment at least once a year and more often where there is an indication that they may be impaired. An impairment loss is recognized if the asset's carrying amount exceeds its recoverable amount (see Note 11).

Any impairment losses recognized against goodwill are irreversible.

Goodwill is recognized in the statement of financial position net of impairment losses.

## 2.12 Property, plant and equipment

Property, plant and equipment (other than land) are stated at cost less depreciation and any accumulated impairment losses. Land is not depreciated and is stated at cost less any accumulated impairment losses. Cost comprises the purchase price, capitalized interest and fair value adjustments. Capitalized interest corresponds to interest costs, whether on designated loans or on other designated sources of financing, that arise during the period preceding the date the asset is put into service.

The cost of dismantling and removing old assets or restoring the site on which new assets are located is included in the cost of the new assets.

Each significant part of an item of property, plant or equipment whose useful life is different from that of the asset as a whole is recognized separately.

Depreciation is calculated using the straight-line method to allocate the cost of each asset to its residual value over its estimated useful life as follows: The main useful lives used, in order to make the valuation of property, plant and equipment consistent, are as follows:

- buildings: 15 to 40 years;
- plant and equipment: 4, 8, 12 or 20 years;
- fixtures and fittings: 5 to 10 years.

In very specific cases, the Group applies the units of production method to better reflect the rate of use of certain items of property, plant and equipment.

### Impairment of property, plant and equipment

Impairment tests are performed whenever there is any internal or external indication that the carrying amount of any items of property, plant or equipment may be impaired.

If these tests show that the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in addition to accumulated depreciation. For the purposes of impairment testing, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units).

The recoverable amount of cash-generating units is considered to be equal to the higher of its value in use, corresponding to the discounted future cash flows expected to be generated by these units, and the fair value. In practice, most calculations are based on the former.

Gains and losses on the sale of property, plant and equipment are calculated by comparing the sale proceeds with the carrying amount of the sold asset and are recognized in the income statement.

## 2.13 IFRS 16 – Leases

The Group recognizes a lease when it has the right to obtain substantially all of the economic benefits from use of an identified asset and a right to control the use of this asset. The Group's leases mainly concern real estate assets (such as industrial buildings, warehouses and offices) but also machinery and equipment.

Leases are recognized in the statement of financial position at the commencement date of the lease, in an amount corresponding to the present value of the future lease payments. This results in the recognition of:

- a "right-of-use asset" under non-current assets; and
- a lease liability representing the obligation to make future lease payments.

### 2.13.1 Right-of-use assets

At the commencement date of a lease, the right-of-use ("RoU") asset is recognized and measured at an amount equal to the amount of the initial measurement of the lease liability plus (i) any initial direct costs incurred by the lessee, (ii) the initial estimate of any restoration costs, and (iii) any lease payments made to the lessor at or before the commencement date, less any lease incentives received.

The RoU asset is depreciated over the term of the lease, which generally corresponds to the non-cancellable period of the lease taking into account optional periods when it is reasonably certain that an option to extend (or not to terminate) the lease will be exercised. Depreciation of RoU assets is recognized in recurring operating profit.

### 2.13.2 Lease liabilities

The lease liability is recognized at the commencement date of the lease and measured at the present value of the lease payments expected over the period of the lease. This amount includes (i) fixed lease payments, (ii) variable lease payments that depend on an index or a rate defined in the lease, and (iii) payments relating to extension, purchase, termination or non-renewal options if the Group considers it is reasonably certain such options will be exercised. The periods used reflect the periods of depreciation for fixtures and fittings.

If the interest rate implicit in a lease cannot be readily determined, the Group uses its incremental borrowing rate to measure the RoU asset and corresponding lease liability. This rate notably takes into account the Group's borrowing conditions and the economic environment in which the lease was taken out.

After initial recognition, the lease liability is measured at amortized cost using the effective interest method.

The interest expense is recognized in financial expense.

Lease liabilities are presented separately to net debt.

### 2.13.3 Exemptions

Lease payments for low-value assets (under €5,000) and short-term leases are recognized directly in expenses.

## 2.14 Financial assets and liabilities

### 2.14.1 Financial assets

The Group classifies its financial assets into the following three categories in accordance with IFRS 9:

- financial assets measured at amortized cost;
- financial assets measured at fair value through other comprehensive income (FVOCI); and
- financial assets measured at fair value through profit or loss (FVPL).

The category of financial asset applied depends on the business model chosen by the Group for managing the asset as well as the asset's contractual cash flow characteristics.

#### Financial assets measured at amortized cost

These financial assets are held in order to collect their contractual cash flows (the "hold to collect" business model).

On initial recognition they are measured at their acquisition-date fair value, which generally corresponds to the transaction price, net of directly attributable transaction costs. Subsequently, if they are not hedged, these assets are measured at amortized cost using the effective interest method.

Financial assets measured at amortized cost primarily correspond to the following financial position statement items: loans, deposits, other non-current assets and trade and other receivables.

#### Financial assets measured at fair value through other comprehensive income (FVOCI)

The objective of the business model for financial assets measured at fair value through other comprehensive income (FVOCI) is achieved both by collecting contractual cash flows and selling the financial assets (the "hold to collect and sell" business model). These assets are initially recognized and subsequently measured at fair value, with changes in fair value recorded in other comprehensive income. Only interest and dividend income and, in accordance with IAS 21, foreign exchange gains and losses on these assets are recognized in profit or loss. When the financial asset is derecognized, any remeasurement gains or losses accumulated in equity are not recycled to profit or loss.

The fair value is determined based on the most appropriate financial criteria, including the Group's equity in the underlying net assets and the earnings outlook of the company concerned.

For the Group they mainly correspond to certain cash investments in the securities of listed and unlisted companies classified as non-current financial assets.

#### Financial assets measured at fair value through profit or loss (FVPL)

This last category represents the "default" or "residual" category if the requirements to be classified as financial assets at amortized cost or FVOCI financial assets are not met. FVPL assets are financial assets that are held for trading or that are designated as at FVPL on initial recognition.

A financial asset is classified in this category if it was acquired primarily with a view to being sold in the short term or if it does not have any pre-determined contractual cash flows. Derivatives are categorized as held for trading unless they are designated as hedging instruments.

For the Group, they primarily correspond to derivatives and cash investments in the securities of listed and unlisted companies under the heading entitled "Other current financial assets."

#### Impairment

The Group recognizes impairment based on expected credit losses for financial assets measured at amortized cost.

The amount of provisions recognized is remeasured at each reporting date to reflect changes in the credit risk of a financial instrument since its initial recognition.

For financial instruments (other than trade receivables), the Group applies the expected credit loss model over their lifetime only when there is a significant deterioration in credit risk. If the credit risk of the financial instrument has not increased significantly since initial recognition, the Group assesses the expected credit losses over the 12 months following the reporting date.

In order to assess changes in credit risk, the Group compares the default risk on the financial instrument at the reporting date with the default risk on the financial instrument at its initial recognition date, taking into account reasonable and supportable information that is available without undue cost or effort at the reporting date and that are indications of significant increases in credit risk since initial recognition.

For trade receivables, the Group applies the simplified approach and recognizes expected credit losses over the assets' expected lives. Under this approach, trade receivables are initially recognized at the amount invoiced to customers, and an expected credit loss allowance is recognized as soon as the receivables are originated in order to take into account the risk of any payment defaults throughout the lives of the receivables. If a credit risk is identified for a particular trade receivable, an impairment loss is recognized, calculated on a case-by-case basis. The amount of the expected credit loss is recognized in the statement of financial position as a deduction from the gross amount of the trade receivable and the impairment loss is recognized in "Distribution costs" in the income statement.

#### Derecognition

The Group derecognizes a financial asset when the contractual right to receive cash flows from the asset has expired or when the asset and substantially all of the related risks and rewards have been transferred to a third party.

If the Group has retained control of the asset, it continues to recognize the asset to the extent of its continuing involvement; if the Group has not retained control of the asset, it is derecognized. If substantially all the risks and rewards have been neither retained nor transferred, the Group assesses whether or not it has retained control of the asset.

When an asset measured at amortized cost is derecognized, the difference between its carrying amount and the consideration received for the asset is recorded in profit or loss.

### 2.14.2 Financial liabilities

Financial liabilities include borrowings measured at amortized cost and financial liabilities measured using the fair value option.

Borrowings and other financial liabilities are generally measured at amortized cost using the effective interest method. Operating liabilities have original maturities of less than one year and are stated at nominal value.

They mainly correspond to borrowings (see Note 19), other non-current liabilities, trade payables and other payables.

### 2.14.3 Fair value disclosures

IFRS 7 requires companies to disclose the technique used to measure financial instruments at fair value, based on the three levels of inputs introduced in the fair value hierarchy. These are: quoted prices in an active market (level 1), directly observable market inputs other than level 1 inputs (level 2), and inputs not based on observable market data (level 3).

The table below shows the fair value hierarchy classification for the Group's financial assets measured at fair value. No financial liabilities are measured at fair value other than derivative instruments:

	Level 1	Level 2	Level 3
Marketable securities	X		
Derivative instruments		X	
Investments in non-consolidated companies			X

## 2.15 Derivatives and hedges

Derivative financial instruments are initially recognized, and subsequently measured, at fair value. Gains and losses arising from the fair value remeasurement carried out at the end of each reporting period are recognized in profit or loss unless the derivative is the hedging instrument in a qualifying hedge. Consequently, the recognition of these gains and losses through profit or loss depends on the type of hedge.

The Group uses derivatives to hedge currency and interest rate risks, including futures contracts, options and interest rate swaps (see Note 23).

The Group formally documents the relationship between the hedging instrument and the hedged item at the hedge's inception. The documentation describes the hedging relationship and the entity's risk management and hedging strategy. The description includes the designation of the hedging instrument and hedged item, the nature of the underlying risk that is being hedged and the way in which the entity will assess whether the hedging relationship meets the applicable hedge effectiveness requirements.

A hedging relationship satisfies all of the hedge effectiveness requirements if:

- there is an economic relationship between the hedged item and the hedging instrument;
- the effect of credit risk does not dominate the value changes that result from that economic relationship; and
- the hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

The Group designates the entire value of forwards and options as hedges.

The Group hedges forecast foreign currency transactions, such as sales of products in dollars, that arise in the ordinary course of business. Changes in the fair value of derivatives that qualify as hedges of forecast transactions are recognized directly in other comprehensive income and subsequently reclassified to profit or loss in the same period or periods when the transaction is settled and impacts profit or loss.

Changes in the fair value of hedged firm commitments and of currency derivatives that qualify as fair value hedges are recorded in the income statement.

Depending on the circumstances, the Group uses interest rate swaps to convert variable rate debt into fixed rate debt and vice versa. In the first case, gains and losses arising from remeasurement of swaps at fair value are initially recorded in other comprehensive income and reclassified into profit or loss when the variable rate interest is recognized. In the latter case, changes in the value of the derivatives are recognized directly in profit or loss and the carrying amount of the hedged portion of the underlying debt is adjusted to reflect the rate change.

Changes in the fair value of financial instruments used to hedge currency risks on the Group's net investment in foreign operations that result from changes in exchange rates, are recognized in equity under "Translation reserve," offsetting all or part of the opposite change in the fair value of the underlying net investment caused by changes in exchange rates.

Fair value adjustments to interest rate and currency derivatives classified as held for trading are recognized immediately in the income statement.

## 2.16 Deferred taxes

Deferred taxes are recognized for temporary differences between the carrying amount of assets and liabilities and their tax base, as follows:

- all deferred tax liabilities are recognized;
- deferred tax assets arising from temporary differences or from tax loss carryforwards are recognized only when it is probable that the differences will reverse or the assets will be recovered in the foreseeable future.

Deferred tax assets and liabilities are adjusted at the year-end for enacted changes in tax rates that will apply when the asset is recovered or the liability settled.

Deferred tax assets and liabilities are offset within each company or taxable entity.

## 2.17 Inventories

Inventories are carried at the lower of cost and net realizable value. Cost is determined by the weighted average cost method. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale. The cost of finished products and work-in-progress includes raw materials, direct production costs and production overheads based on normal capacity utilization rates.

Turnover and obsolescence of inventories are analyzed by segment and category of inventory in order to determine the appropriate level of impairment.

## 2.18 Trade receivables

Trade receivables are initially recognized at face value and subsequently measured at amortized cost, less any provisions for impairment. Amortized cost is measured by the effective interest method.

The Group applies the simplified impairment method for trade receivables and recognizes expected credit losses over the assets' lifetimes. Expected credit losses are estimated using a provision matrix based on historical default rates and adjusted for specific factors relating to the debtors concerned, current general economic conditions and estimates of future economic conditions that can be obtained at the reporting date without incurring undue cost or effort.

The amount of the provision is recognized in "Distribution costs".

## 2.19 Cash and cash equivalents

Cash and cash equivalents analyzed in the statement of cash flows correspond to cash in hand, marketable securities and short-term deposits. Cash equivalents are highly liquid instruments with original maturities of less than three months that are not exposed to any material risk of changes in value.

Marketable securities are classified as financial assets at fair value through profit or loss. Short-term bank deposits and cash in hand are classified as loans and receivables and are measured at amortized cost.

Bank overdrafts are recorded under "Short-term bank loans and overdrafts" in current liabilities.

## 2.20 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or stock options are recorded in equity as a deduction from the issue proceeds, net of tax.

When any Group company purchases Chargeurs' shares (treasury stock), the consideration paid, including directly attributable incremental costs (net of income taxes), is deducted from equity attributable to owners of the parent until the shares are canceled, re-issued or sold. Where such shares are subsequently sold or reissued, any consideration received, net of any directly attributable incremental transaction costs and the related income tax effects, is included in equity attributable to owners of the parent.

## 2.21 Borrowings

Borrowings are initially recognized at fair value, net of transaction costs. They are subsequently measured at amortized cost and any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the income statement over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement for at least twelve months after the reporting date, in which case they are classified as non-current.

## 2.22 Employee benefits

Obligations for the payment of post-employment benefits and other long-term employee benefits are measured by the projected unit credit method and recognized in accordance with IAS 19.

The recognized obligation takes into account the fair value of plan assets – for example under insured plans – at the reporting date.

Actuarial gains and losses on post-employment benefit obligations are recognized in other comprehensive income and may not be subsequently reclassified to profit or loss.

Actuarial gains and losses on other long-term employee benefits and length-of-service awards payable to employees on retirement are recognized in the income statement in the period in which they arise.

Gains and losses arising from plan amendments are recognized in the income statement under "Other operating income" or "Other operating expense".

Employee benefit expense is divided into two categories as follows:

- the increase in the provision due to the passage of time, net of the return on plan assets, is recognized as a financial expense. The expected return on plan assets is measured using an interest rate that is the same as the discount rate used for calculating the provision;
- the expense corresponding to service cost is allocated to the relevant operating expense items by function.

## 2.23 Provisions

Provisions for site remediation, restructuring costs and legal claims are recognized when (i) the Group has a present legal or constructive obligation as a result of past events, (ii) it is more likely than not that an outflow of resources embodying economic benefits will be required to settle the obligation, and (iii) the amount of the provision can be reliably estimated. Restructuring provisions include lease termination penalties and employee termination payments. Provisions are not recognized for future operating losses.

The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the reporting date. The discount rate used reflects current market assessments of the time value of money and the risks specific to the liability concerned. The increase in the carrying amount of provisions to reflect the passage of time is recognized as interest expense.

## NOTE 3 Critical accounting estimates and judgments

The preparation of financial statements under IFRS requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses.

The critical accounting estimates and assumptions that could result in a material adjustment to the carrying amount of assets and liabilities during subsequent periods are analyzed below.

### 3.1 Depreciation of goodwill and other intangible assets with an indefinite life

Goodwill and intangible assets with an indefinite life, notably trademarks, are tested for impairment on an annual basis as described in Note 2.11.1. The recoverable amounts of cash-generating units (CGUs) are determined based on calculations of value in use, which require the use of estimates (see Note 11).

### 3.2 Income tax expense

Deferred tax assets are recognized for tax loss carryforwards only if it is considered probable that there will be sufficient future taxable profit against which the loss can be utilized.

Deferred tax assets are recognized in the accounts to the extent that their recovery is considered probable. The amount of these assets is assessed based on taxable profit projections over a period of seven years.

The exercise of judgment is required in assessing the consequences that new events will have on the value of deferred tax assets, notably changes in the estimates of future taxable profit and the timings for utilizing the assets.

In addition, tax positions may depend on interpretations of legislation, and such interpretations may be uncertain.

### 3.3 Other main estimates

The other main estimates made by management for preparing the consolidated financial statements primarily related to the assumptions used for:

- measuring intangible assets (brands, customer relationships, non-compete clauses, etc.);
- measuring right-of-use assets and lease liabilities;
- provisions for disputes;
- post-employment benefit obligations;
- uncertain tax positions;
- impairment of assets;
- provisions for contingencies and charges;
- liabilities related to acquisitions of consolidated companies.

The Group regularly reviews its assessments having regard, in particular, to historical data or the economic conditions in which it operates. Accordingly, the amounts that will appear in the Group's future financial statements may be affected.

### 3.4 Risks associated with climate change

The Group's current exposure to the consequences of climate change in the short term is limited and does not therefore have a material impact on the financial statements.

All the steps taken by the Group as well as the potential risks associated with climate change were taken into account when drafting the business plans.

Since 2016, Chargeurs has been committed to developing its value chains, with a view to reducing its environmental impact. The Group is also committed to contributing to carbon neutrality by reducing its energy consumption, transitioning to renewable energies and strengthening its responsible purchasing practices.

## NOTE 4 Segment reporting

### 4.1 Information by segment

In accordance with IFRS 8 – Operating Segments, the segment information presented below is based on the internal reporting used by management to assess performance and allocate resources to each segment.

Created in the second half of 2022, the Personal Goods segment comprises The Cambridge Satchel Company, Fournival Altesse and Rayne Shoes, which develop, produce and market accessories and personal goods.

With effect from January 1<sup>st</sup>, 2023, the Healthcare Solutions segment, which had no significant sales in 2023, is monitored and managed by management at the Fashion Technologies segment.

In compliance with IFRS 8, comparative information has been restated.

The Chargeurs Group therefore operates in five operating segments. Their performance is presented below.

#### 4.1.1 Income statement by segment

Fiscal year ended 12/31/2023 (€m)	Technologies			Luxury				Non- operating	Consolidated
	Advanced Materials	Fashion Technologies	Total Technologies Division	Museum Studio	Luxury Fibers	Personal Goods	Total Luxury Division		
Revenue	272.0	193.1	465.1	105.8	73.3	9.0	188.1	-	653.2
EBITDA	18.8	19.9	38.7	10.7	2.3	(0.2)	12.8	(4.6)	46.9
Depreciation and amortization	(8.7)	(6.9)	(15.6)	(2.2)	(0.1)	(0.7)	(3.0)	(1.7)	(20.3)
Recurring operating profit	10.1	13.0	23.1	8.5	2.2	(0.9)	9.8	(6.3)	26.6
Amortization of intangible assets acquired through business combinations	-	(1.8)	(1.8)	(3.6)	-	-	(3.6)	-	(5.4)
Other operating income and expense (note 5)	(4.0)	(1.3)	(5.3)	0.9	-	4.7	5.6	0.5	0.8
Operating profit	6.1	9.9	16.0	5.8	2.2	3.8	11.8	(5.8)	22.0
Net financial expense									(29.7)
Pre-tax profit for the period									(7.7)
Share of profit/(loss) of associates									(0.3)
Income tax expense									11.1
Profit from continuing operations									3.1
Profit from discontinued operations									(1.9)
<b>PROFIT FOR THE PERIOD</b>									<b>1.2</b>

(1) Amounts adjusted following the application of IFRS 5.

(2) Amounts corresponding to the activities held for sale.

Fiscal year ended 12/31/2022 (€m)	Technologies			Luxury				Non- operating	Consolidated <sup>(1)</sup>
	Advanced Materials	Fashion Technologies <sup>(2)</sup>	Total Technologies Division	Museum Studio <sup>(1)</sup>	Luxury Fibers	Personal Goods	Total Luxury Division		
Revenue	332.6	226.4	559.0	74.7	94.7	5.5	174.9	-	733.9
EBITDA	32.0	29.4	61.4	8.2	2.1	0.6	10.9	(4.5)	67.8
Depreciation and amortization	(9.2)	(8.1)	(17.3)	(2.3)	(0.1)	(0.3)	(2.7)	(1.7)	(21.7)
Recurring operating profit	22.8	21.3	44.1	5.9	2.0	0.3	8.2	(6.2)	46.1
Amortization of intangible assets acquired through business combinations	-	(2.3)	(2.3)	-3.9	-	-	-3.9	-	(6.2)
Other operating income and expense (note 5)	(2.6)	(4.3)	(6.9)	1.4	(0.1)	7.1	8.4	(1.9)	(0.4)
Operating profit	20.2	14.7	34.9	3.4	1.9	7.4	12.7	(8.1)	39.5
Net financial expense									(18.9)
Pre-tax profit for the period									20.6
Share of profit/(loss) of associates									0.1
Income tax expense									2.4
Profit from continuing operations									23.1
Profit from discontinued operations									(1.2)
<b>PROFIT FOR THE PERIOD</b>									<b>21.9</b>

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

(2) Information modified following the reclassification as of January 1, 2023 of the Healthcare Solutions segment within the Fashion Technologies segment.

## 4.1.2 Assets and liabilities by segment

At December 31, 2023 (€m)	Technologies			Luxury				Non-operating	Consolidated
	Advanced Materials	Fashion Technologies	Total Technologies Division	Museum Studio	Luxury Fibers	Personal Goods	Total Luxury Division		
Assets <sup>(1)</sup>	225.9	179.1	405.0	171.6	48.9	31.2	251.7	77.9	734.6
Liabilities <sup>(2)</sup>	73.4	68.1	141.5	59.2	19.0	6.4	84.6	14.0	240.1
<b>Capital employed</b>	<b>152.5</b>	<b>111.0</b>	<b>263.5</b>	<b>112.4</b>	<b>29.9</b>	<b>24.8</b>	<b>167.1</b>	<b>63.9</b>	<b>494.5</b>
Capital expenditure	10.5	5.6	16.1	1.4	0.1	0.8	2.3	0.8	19.2

(1) The "Assets" line includes all assets other than cash and cash equivalents and other current and non-current financial assets.

(2) The "Liabilities" line excludes equity excluding non-controlling interests and borrowings (medium and long-term borrowings, short-term portion of borrowings and short-term bank loans and overdrafts).

Fiscal year ended December 31, 2022 (€m)	Technologies			Luxury				Non-operating	Consolidated
	Advanced Materials	Fashion Technologies <sup>(3)</sup>	Total Technologies Division	Museum Studio	Luxury Fibers	Personal Goods	Total Luxury Division		
Assets <sup>(1)</sup>	238.5	187.6	426.1	167.4	68.4	17.3	253.1	72.8	752.0
Liabilities <sup>(2)</sup>	84.6	77.4	162.0	59.3	42.1	5.4	106.8	21.7	290.5
<b>Capital employed</b>	<b>153.9</b>	<b>110.2</b>	<b>264.1</b>	<b>108.1</b>	<b>26.3</b>	<b>11.9</b>	<b>146.3</b>	<b>51.1</b>	<b>461.5</b>
Capital expenditure	6.9	2.4	9.3	0.5	0.1	0.3	0.9	0.6	10.8

(1) The "Assets" line includes all assets other than cash and cash equivalents and other current and non-current financial assets.

(2) The "Liabilities" line excludes equity excluding non-controlling interests and borrowings (medium and long-term borrowings, short-term portion of borrowings and short-term bank loans and overdrafts).

(3) Information modified following the reclassification as of January 1, 2023 of the Healthcare Solutions segment within the Fashion Technologies segment.

## 4.1.3 Additional information

Fiscal year ended 12/31/2023 (€m)	Technologies			Luxury				Non-operating	Consolidated
	Advanced Materials	Fashion Technologies	Total Technologies Division	Museum Studio	Luxury Fibers	Personal Goods	Total Luxury Division		
Depreciation of property, plant and equipment	(5.2)	(4.4)	(9.6)	(0.5)	(0.1)	(0.2)	(0.8)	(0.5)	(10.9)
Net impairment Reversals/ (Additions):									
• inventories	2.4	0.9	3.3	0.1	0.2	0.4	0.7	-	4.0
• trade receivables	0.1	0.3	0.4	0.1	-	-	0.1	-	0.5
Net reversals of provisions for other liabilities	0.2	0.8	1.0	0.1	0.1	0.1	0.3	6.6	7.9
Restructuring costs (note 5)	(3.2)	(1.5)	(4.7)	(0.2)	-	-	(0.2)	(0.5)	(5.4)



Fiscal year ended 12/31/2022 (€m)	Technologies			Luxury				Non- operating	Consolidated
	Advanced Materials	Fashion Technologies <sup>(2)</sup>	Total Technologies Division	Museum Studio <sup>(1)</sup>	Luxury Fibers	Personal Goods	Total Luxury Division		
Depreciation of property, plant and equipment	(5.8)	(5.0)	(10.8)	(0.6)	(0.1)	(0.1)	(0.8)	(0.3)	(11.9)
Impairment:									
• Property, plant and equipment (Note 5)	-	(0.1)	(0.1)	-	-	-	-	-	(0.1)
Net impairment Reversals/ (Additions):									
• inventories	0.5	6.8	7.3	-	-	-	-	-	7.3
• trade receivables	0.1	0.1	0.2	(0.3)	-	-	(0.3)	-	(0.1)
Net reversals of provisions for other liabilities	0.1	(1.4)	(1.3)	-	-	(0.9)	(0.9)	-	(2.2)
Restructuring costs (note 5)	(1.6)	(3.7)	(5.3)	(1.5)	-	-	(1.5)	(0.7)	(7.5)

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

(2) Information modified following the reclassification as of January 1, 2023 of the Healthcare Solutions segment within the Fashion Technologies segment.

## 4.2 Information by geographical area and by stage of revenue recognition

### 4.2.1 Revenue

Revenue by customer location breaks down as follows:

Fiscal year ended 12/31/2023 (€m)	Technologies			Luxury				Total Luxury Division	Consolidated
	Advanced Materials	Fashion Technologies	Total Technologies Division	Museum Studio	Luxury Fibers	Personal Goods			
<b>Region</b>									
Europe	136.7	60.2	196.9	34.7	36.4	6.7	77.8	274.7	
Asia-Oceania-Pacific and Africa	48.2	112.4	160.6	27.5	11.0	0.5	39.0	199.6	
Americas	87.1	20.5	107.6	43.6	25.9	1.8	71.3	178.9	
<b>TOTAL REVENUE</b>	<b>272.0</b>	<b>193.1</b>	<b>465.1</b>	<b>105.8</b>	<b>73.3</b>	<b>9.0</b>	<b>188.1</b>	<b>653.2</b>	
At a specific date	272.0	193.1	465.1	24.7	73.3	9.0	107.0	572.1	
Percentage-of-completion basis	-	-	-	81.1	-	-	81.1	81.1	
<b>TOTAL REVENUE</b>	<b>272.0</b>	<b>193.1</b>	<b>465.1</b>	<b>105.8</b>	<b>73.3</b>	<b>9.0</b>	<b>188.1</b>	<b>653.2</b>	

Fiscal year ended 12/31/2022 (€m)	Technologies			Luxury				Total Luxury Division	Consolidated <sup>(1)</sup>
	Advanced Materials	Fashion Technologies <sup>(1)</sup>	Total Technologies Division	Museum Studio <sup>(1)</sup>	Luxury Fibers	Personal Goods			
<b>Region</b>									
Europe	163.6	71.8	235.4	26.8	44.0	4.1	74.9	310.3	
Asia-Oceania-Pacific and Africa	58.3	125.4	183.7	14.9	11.6	0.1	26.6	210.3	
Americas	110.7	29.2	139.9	33.0	39.1	1.3	73.4	213.3	
<b>TOTAL REVENUE</b>	<b>332.6</b>	<b>226.4</b>	<b>559.0</b>	<b>74.7</b>	<b>94.7</b>	<b>5.5</b>	<b>174.9</b>	<b>733.9</b>	
At a specific date	332.6	226.4	559.0	18.8	94.7	5.5	119.0	678.0	
Percentage-of-completion basis	-	-	-	55.9	-	-	55.9	55.9	
<b>TOTAL REVENUE</b>	<b>332.6</b>	<b>226.4</b>	<b>559.0</b>	<b>74.7</b>	<b>94.7</b>	<b>5.5</b>	<b>174.9</b>	<b>733.9</b>	

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

(2) Information modified following the reclassification as of January 1, 2023 of the Healthcare Solutions segment within the Fashion Technologies segment.

At December 31, 2023, the order book represented €125.1 million and related only to the Museum Studio division.

During fiscal year 2023, no customer accounted for more than 5% of revenue.

The main countries where the Group's customers are located are the following:

(€m)	Fiscal year ended December 31			
	2023		2022 <sup>(1)</sup>	
United States	134.3	20.6%	160.5	21.9%
Italy	76.7	11.7%	82.0	11.2%
Mainland China and Hong Kong	61.9	9.5%	72.0	9.8%
Germany	39.8	6.1%	50.2	6.8%
France	42.5	6.5%	48.4	6.6%
United Kingdom	34.9	5.3%	32.3	4.4%
<b>Top 5 countries</b>	<b>390.1</b>	<b>59.7%</b>	<b>445.4</b>	<b>60.7%</b>
Other countries	263.1	40.3%	288.5	39.3%
<b>TOTAL</b>	<b>653.2</b>	<b>100.0%</b>	<b>733.9</b>	<b>100.0%</b>

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

#### 4.2.2 Non-current assets by country of location

The following tables provide an analysis of non-current assets and capital expenditure based on the region in which the assets are located.

##### NON-CURRENT ASSETS

(€m)	12/31/2023	12/31/2022
Europe	250.0	208.8
Asia-Oceania-Pacific and Africa	50.6	56.1
Americas	184.4	198.2
<b>TOTAL</b>	<b>485.0</b>	<b>463.1</b>

##### PURCHASES OF PPE AND INTANGIBLE ASSETS

(€m)	12/31/2023			12/31/2022		
	Property, plant and equipment	Intangible assets	Total	Property, plant and equipment	Intangible assets	Total
Europe	9.7	4.7	14.4	7.2	1.6	8.8
Asia-Oceania-Pacific and Africa	1.2	-	1.2	0.7	-	0.7
Americas	3.6	-	3.6	1.3	-	1.3
<b>TOTAL</b>	<b>14.5</b>	<b>4.7</b>	<b>19.2</b>	<b>9.2</b>	<b>1.6</b>	<b>10.8</b>

## NOTE 5 Other operating income and expense

Other operating income and expense can be analyzed as follows:

(€m)	Fiscal year ended December 31	
	2023	2022 <sup>(1)</sup>
Restructuring costs <sup>(2)</sup>	(5.4)	(7.5)
Acquisition-related expenses <sup>(3)</sup>	(2.3)	(1.5)
Other operating expense <sup>(4)</sup>	(1.3)	(1.5)
Other operating income <sup>(4)</sup>	9.8	10.1
<b>TOTAL</b>	<b>0.8</b>	<b>(0.4)</b>

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

(2) At December 31, 2023, the Group carried out and scheduled reorganizations for certain business lines.

(3) Acquisition-related expenses correspond to costs incurred in connection with external growth programs in progress or completed within the Group's various business lines.

(4) This item includes the fair value change in the liability pertaining to the put options held by minority shareholders and the goodwill arising on the acquisition of Rayne Shoes of €4.9 million.

## NOTE 6 Number of employees and payroll costs

### 6.1 Number of employees

The average number of employees of fully consolidated subsidiaries was as follows in 2018 and 2019:

	Fiscal year ended December 31	
	2023	2022 <sup>(1)</sup>
Employees in France	615	643
Employees outside France	1,627	1,703
<b>TOTAL EMPLOYEES</b>	<b>2,242</b>	<b>2,346</b>

(1) Figures adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

### 6.2 Payroll costs

(€m)	Fiscal year ended December 31	
	2023	2022 <sup>(1)</sup>
Wages and salaries	98.6	98.3
Payroll taxes	28.1	27.9
Discretionary profit sharing	0.6	1.2
<b>TOTAL</b>	<b>127.3</b>	<b>127.4</b>

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

## NOTE 7 Net financial expense

(€m)	Fiscal year ended December 31	
	2023	2022 <sup>(1)</sup>
• Finance costs	(23.9)	(14.7)
• Interest income on loans and investments	2.2	-
<b>Cost of net debt</b>	<b>(21.7)</b>	<b>(14.7)</b>
• Interest on lease liabilities	(0.6)	(0.9)
• Interest expenses on employee benefit obligations	(0.3)	(0.2)
• Impact of the effects of hyperinflation	(3.3)	(1.0)
• Exchange gains and losses on foreign currency receivables and payables	(0.3)	1.0
• Fair value adjustments to financial instruments <sup>(2)</sup>	(3.2)	(3.1)
• Fair value adjustments to derivatives	(0.3)	-
<b>Other financial income and expenses</b>	<b>(8.0)</b>	<b>(4.2)</b>
<b>NET FINANCIAL EXPENSE</b>	<b>(29.7)</b>	<b>(18.9)</b>

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

(2) Gains and losses recorded in cash investments in shares of listed companies (see Note 15).

## NOTE 8 Income tax

### 8.1 Income tax

Income tax expense reported in the income statement is analyzed in the table below:

(€m)	Fiscal year ended December 31	
	2023	2022 <sup>(1)</sup>
Current taxes	(2.1)	(2.6)
<b>Deferred tax</b>	<b>13.1</b>	<b>5.0</b>
<b>TOTAL</b>	<b>11.1</b>	<b>2.4</b>

(1) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

The table below reconciles the Group's actual tax charge to the theoretical tax charge that would apply based on the weighted average tax rate of the consolidated companies (which is similar to the French tax rate).

(€m)	Fiscal year ended December 31	
	2023	2022 <sup>(4)</sup>
Pre-tax profit of consolidated companies	(7.7)	20.6
Standard French income tax rate	25.83%	25.83%
Tax at the standard rate	2.0	(5.3)
Income tax expense for the period	11.1	2.4
<b>Difference between income tax expense for the period and tax at the standard rate</b>	<b>9.1</b>	<b>7.7</b>
Effect of differences in foreign tax rates	0.4	-
Effect of permanent differences between book profit and taxable profit	3.6	3.0
Change in tax assets recognized for tax losses		
• - Activation of unused tax loss carryforwards <sup>(1)</sup>	4.7	4.5
• Utilizations of tax loss carryforwards covered by valuation allowances <sup>(2)</sup>	1.2	1.7
• Effect of unrelieved tax losses	(1.5)	(3.2)
Other <sup>(3)</sup>	0.7	1.7
<b>DIFFERENCE BETWEEN INCOME TAX EXPENSE FOR THE PERIOD AND TAX AT THE STANDARD RATE</b>	<b>9.1</b>	<b>7.7</b>

(1) In 2023, the Group capitalized €4.6 million in tax loss carryforwards from the French tax group (€1.5 million in 2022).

(2) This amount corresponds to the use of unrecognized losses in various tax jurisdictions.

(3) In 2023, this amount included the CVAE tax in France, the IRAP tax in Italy, and local state taxes in the United States and a reversal of a provision of €1.8 million under IFRIC 23.

(4) Amounts adjusted following the application of IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations (see Note 9).

### 8.2 Deferred tax

#### 8.2.1 Analysis of the net deferred tax asset

(€m)	12/31/2022	Income statement impact	Equity impact	Changes in scope of consolidation	Transfers to assets held for sale	Translation adjustment	12/31/2023
France	34.0	13.7	(0.1)	-	-	-	47.6
United States	9.6	(1.3)	-	-	-	(0.4)	7.9
Germany	1.0	0.1	-	-	-	-	1.1
Italy	0.6	0.1	-	-	-	-	0.7
Other countries	(2.4)	0.5	-	(3.0)	0.5	0.2	(4.2)
<b>TOTAL</b>	<b>42.8</b>	<b>13.1</b>	<b>(0.1)</b>	<b>(3.0)</b>	<b>0.5</b>	<b>(0.2)</b>	<b>53.1</b>

(€m)	12/31/2023			12/31/2022		
	Tax loss carryforwards and tax credits	Temporary differences	Total	Tax loss carryforwards and tax credits	Temporary differences	Total
Deferred tax assets						
• recoverable beyond 12 months	58.9	1.0	59.9	44.8	1.0	45.8
• recoverable within 12 months	-	6.6	6.6	-	6.9	6.9
Deferred tax liabilities, net						
• to be settled beyond 12 months		(11.8)	(11.8)	-	(8.7)	(8.7)
• to be settled within 12 months	-	(1.6)	(1.6)	-	(1.2)	(1.2)
<b>TOTAL</b>	<b>58.9</b>	<b>(5.8)</b>	<b>53.1</b>	<b>44.8</b>	<b>(2.0)</b>	<b>42.8</b>

### 8.2.2 Analysis of tax loss carryforwards

No deferred tax assets have been recognized for a significant portion of the evergreen losses of the various tax groups.

Tax loss carryforwards were as follows at December 31, 2023:

(€m)	France group relief	United States group relief	Germany group relief	Other countries	Total tax loss carryforwards
Available until					
2024	-	10.9	-	2.4	13.3
2025	-	14.5	-	-	14.5
2026	-	15.3	-	0.8	16.1
2027	-	15.7	-	-	15.7
2028 and beyond	-	0.8	-	17.7	18.5
Evergreen losses	191.3	-	26.9	42.7	260.9
<b>TOTAL TAX LOSS CARRYFORWARDS AT 12/31/2023</b>	<b>191.3</b>	<b>57.2</b>	<b>26.9</b>	<b>63.6</b>	<b>339.0</b>
<i>o/w recognized</i>	184.8	57.2	3.5	22.0	267.5
<i>o/w unrecognized</i>	6.5	-	23.4	41.6	71.5
<b>Total tax loss carryforwards at 12/31/2022</b>	<b>161.3</b>	<b>66.2</b>	<b>27.4</b>	<b>62.6</b>	<b>317.5</b>
<i>o/w recognized</i>	131.7	66.2	3.5	20.9	222.3
<i>o/w unrecognized</i>	29.6	-	23.9	41.7	95.2

At the end of each financial period, the Group analyzes, for each tax jurisdiction, the economic factors that may affect its business activity in the foreseeable future and the past events so that it can determine whether it is likely to be able to use its tax loss carryforwards in the future.

As of December 31, 2023, the amount of tax loss carryforwards was estimated based on taxable profit projections over a period of seven years, derived from the updated business plans approved by Management.

In some countries (notably the United States and Germany), deferred tax assets can only be recognized for tax loss carryforwards if the company has a stable direct or indirect ownership structure.

## NOTE 9 Profit of discontinued operations and assets held for sale

In light of the decision by management to dispose of Hypsos, Chargeurs Group feels that the criteria for applying IFRS 5 – Non-current Assets Held for Sale and Discontinued Operations are satisfied and that the sale is highly probable.

The application of IFRS 5 had the following accounting impacts:

- The profit of discontinued operations in fiscal year 2023 is presented on a single line in the Group income statement entitled "Profit of discontinued operations" and the 2022 income statement was also restated;

- the assets held for sale and the corresponding liabilities are presented separately from other assets and liabilities on specific lines in the statement of financial position at December 31, 2023;
- net cash flows from operating, investing and financing activities, attributable to the discontinued operations during the fiscal year, are presented in the Group's statement of cash flows. The cash flows for fiscal year 2022 are also presented in accordance with IFRS 5.

The statement of financial position and the income statement for the assets held for sale and discontinued operations are presented below:

### 9.1 Statement of financial position for discontinued operations

#### ASSETS

(€m)	12/31/2023
Intangible assets	6.7
Property, plant and equipment	0.4
Right-of-use assets	4.5
Investments in associates and joint ventures	0.3
Deferred tax	0.1
<b>Net non-current assets</b>	<b>12.0</b>
Inventories and work-in-progress	-
Long-term contract assets	0.3
Trade receivables	3.3
Miscellaneous receivables	(1.5)
Cash and cash equivalents	0.9
<b>Net current assets</b>	<b>3.0</b>
<b>TOTAL ASSETS</b>	<b>15.0</b>

#### LIABILITIES

(€m)	12/31/2023
Medium and long-term lease liabilities	3.4
Deferred tax	0.6
<b>Net non-current liabilities</b>	<b>4.0</b>
Short-term portion of lease liabilities	0.6
Short-term portion of provisions for other liabilities	0.3
Trade payables	1.2
Long-term contract liabilities	1.4
Other payables	3.7
<b>Net current liabilities</b>	<b>7.2</b>
<b>TOTAL LIABILITIES</b>	<b>11.2</b>

## 9.2 Income statement for discontinued operations

(€m)	Fiscal year ended December 31	
	2023	2022
Revenue	14.1	12.5
EBITDA	(0.8)	0.1
Depreciation and amortization	-	(0.8)
Recurring operating profit	(0.8)	(0.7)
Amortization of intangible assets acquired through business combinations	-	(0.3)
Other operating income and expense	(0.5)	-
Operating profit	(1.3)	(1.0)
Net financial expense	(0.2)	(0.2)
Pre-tax profit for the period	(1.5)	(1.2)
Share of profit/(loss) of associates	(0.3)	(0.1)
Income tax expense	(0.1)	0.1
<b>Profit for the period</b>	<b>(1.9)</b>	<b>(1.2)</b>
<b>PROFIT FOR THE PERIOD – ATTRIBUTABLE TO OWNERS OF THE PARENT</b>	<b>(1.9)</b>	<b>(1.0)</b>
Profit for the period – Attributable to non-controlling interests	-	(0.2)

## 9.3 Statement of cash flows for discontinued operations

(€m)	At December 31, 2023
Operating cash flow from discontinued operations	(2.1)
Investing cash flow from discontinued operations	0.0
Financing cash flow from discontinued operations	1.1
<b>TOTAL CASH FLOW FROM DISCONTINUED OPERATIONS</b>	<b>(1.0)</b>

## NOTE 10 Earnings per share

Basic earnings per share are calculated by dividing profit from continuing operations attributable to owners of the parent by the weighted average number of shares outstanding during the period.

Basic earnings per share amounted to €0.06 in 2023 (earnings/average number of shares).

Diluted earnings per share takes into account (i) the weighted average number of performance shares granted to employees (see Note 17.4), (ii) interim dividends, and (iii) dividends paid in shares. Bonus share plans were unwound during the period.

The diluted earnings per share were adjusted for the expense recognized for performance shares (see Note 18.4).

(€m)	Fiscal year ended December 31			
	2023		2022	
	Basic	Diluted	Basic	Diluted
Profit from continuing operations	3.4	3.4	23.1	24.4
Profit from discontinued operations	(1.9)	(1.9)	(1.0)	(1.0)
Weighted average number of shares	24,197,291	24,197,291	24,096,274	24,375,274
<b>Earnings per share from continuing operations (in euros)</b>	<b>0.14</b>	<b>0.14</b>	<b>0.96</b>	<b>1.00</b>
<b>Earnings per share (in euros)</b>	<b>0.06</b>	<b>0.06</b>	<b>0.92</b>	<b>0.96</b>

Based on a par value of €0.16 per share, shares outstanding represented €3,977,970.24 at December 31, 2023.

## NOTE 11 Intangible assets

### 11.1 Goodwill

#### 11.1.1 Movements in goodwill

The table below provides a breakdown of goodwill by cash-generating unit (CGU).

(€m)	Advanced Materials	Fashion Technologies	Museum Studio	Total
<b>12/31/2021</b>	<b>72.8</b>	<b>36.2</b>	<b>79.8</b>	<b>188.8</b>
Additions	-	-	20.9	20.9
Translation adjustment	4.3	1.3	1.8	7.4
Other <sup>(1)</sup>	0.1	11.1	(11.1)	0.1
<b>12/31/2022</b>	<b>77.2</b>	<b>48.6</b>	<b>91.4</b>	<b>217.2</b>
Translation adjustment	(2.6)	(1.3)	(1.2)	(5.1)
Transfers to assets held for sale	-	-	(4.3)	(4.3)
Other <sup>(2)</sup>	-	(0.1)	(2.7)	(2.8)
<b>12/31/2023</b>	<b>74.6</b>	<b>47.2</b>	<b>83.2</b>	<b>205.0</b>

(1) Reclassification at January 1, 2022 of Senfa from the CMS segment to the CFT PCC segment.

(2) Finalization of the Skira purchase price allocation for €2.7 million (see Notes 1.3 and 11.2).

#### Advanced Materials

The Advanced Materials segment is managed on a worldwide basis to meet the needs of global customers, and is considered to represent a group of cash-generating units.

Substantially all of Advanced Materials' goodwill is denominated in US dollars and the fluctuation in the dollar against the euro between December 31, 2022 and December 31, 2023 resulted in a €2.6 million reduction in this goodwill.

#### Fashion Technologies

The Fashion Technologies segment also has a global management structure that is aligned with local needs.

Fashion Technologies' goodwill is partially denominated in Bangladesh taka, Hong Kong dollars and US dollars, and the fluctuation of these currencies resulted in a €1.3 million reduction in the carrying amount at December 31, 2023.

#### Museum Studio

The Museum Studio operating segment is managed on a worldwide basis to meet the needs of global customers, and is considered to represent a group of cash-generating units.

The purchase price allocation for the acquisition of Skira was finalized during the period. Goodwill is definitive and amounts to €6.9 million (see Note 1.3).

Museum Studio's goodwill is partially denominated in British pounds and US dollars, and the fluctuation of these currencies resulted in a €1.2 million reduction in the carrying amount at December 31, 2023.

#### 11.1.2 Goodwill impairment tests

The tests performed at the level of each cash-generating unit (CGU) at December 31, 2023, showed that their recoverable amounts were higher than their carrying amounts, including goodwill.

#### 11.1.3 Main assumptions used and sensitivity tests

The recoverable amount of the cash-generating units (CGUs) was determined based on value-in-use calculations.

Impairment tests were carried out on the two businesses to which goodwill has been allocated using the five-year cash flow projections contained in the business plans approved by management, as adjusted to comply with IAS 36. Cash flows beyond this five-year period were extrapolated by using the estimated growth rates shown in the table below.

The uncertain economic environment was taken into account in the cash-generating units' (CGUs) business plans, by basing revenue and earnings growth forecasts on reasonable estimates. The projections selected by the Group are as follows:

- Advanced Materials: renewed growth in 2024 in light of expected market developments;
- Fashion Technologies: renewed growth and return to pre-COVID sales level in 2024;
- Museum Studio: continued sustained growth in line with expected market developments for the construction of new museums and the restructuring of existing museums.

The following method was used:

- a cash flow simulation model was developed based on various market parameters;
- sensitivity assumptions based on changes in WACC and operating profit, taking into account the probability of each situation occurring.



## THE MAIN VALUE-IN-USE ASSUMPTIONS APPLIED

The main value-in-use assumptions applied.	2023			2022		
	Advanced Materials	Fashion Technologies	Museum Studio	Advanced Materials	Fashion Technologies	Museum Studio
Average weighted operating margin over the business plan period <sup>(1)</sup>	9.20%	8.50%	10.10%	10.70%	10.60%	11.60%
Perpetuity growth rate <sup>(2)</sup>	2.00%	2.00%	2.00%	1.00%	1.00%	2.00%
Discount rate	9.36%	9.35%	9.38%	9.38%	9.55%	7.68%

(1) Recurring operating profit as a % of revenue.

(2) The perpetuity growth rate is equal to or less than the medium- to long-term growth rate for the industry as a whole and for all the segments. The rate is used only for inflation.

### Sensitivity tests

The Group carried out sensitivity analysis on the results of the goodwill impairment tests, based on financial and operational assumptions considered to be reasonably possible by Management for each of the segments:

- Advanced Materials: a 50 basis point increase in the discount rate and a 100 basis-point reduction in the operating margin of the businesses;

- Fashion Technologies: a 100 basis point increase in the discount rate and a 100 basis-point reduction in the operating margin of the businesses;
- Museum Studio: a 50 basis point increase in the discount rate and a 100 basis-point reduction in the operating margin of the businesses.

An increase in the discount rate and a reduction in forecast cash flows, as set out above, would not cause the goodwill to be impaired.

## 11.2 Other intangible assets

(€m)	Trademarks, customers and Development patents	Development costs	Other	Total
<b>12/31/2021</b>	<b>45.5</b>	<b>0.5</b>	<b>3.3</b>	<b>49.3</b>
Acquisitions	-	-	1.6	1.6
Changes in scope of consolidation <sup>(1)</sup>	13.8	-	0.2	14.0
Amortization	(6.6)	(0.1)	(1.0)	(7.7)
Other	(0.1)	-	0.3	0.2
Translation adjustment	1.4	-	-	1.4
<b>12/31/2022</b>	<b>54.0</b>	<b>0.4</b>	<b>4.4</b>	<b>58.8</b>
Acquisitions	0.1	-	4.6	4.7
Changes in scope of consolidation <sup>(2)</sup>	11.4	-	-	11.4
Amortization	(5.5)	-	(1.2)	(6.7)
Transfers to assets held for sale	(2.4)	-	-	(2.4)
Other	-	-	(0.1)	(0.1)
Translation adjustment	(0.4)	-	-	(0.4)
<b>12/31/2023</b>	<b>57.2</b>	<b>0.4</b>	<b>7.7</b>	<b>65.3</b>

(1) The purchase price allocation processes carried out for the Group's acquisitions during the fiscal year resulted in the recognition of intangible assets for the following:

Event Communications:

- customer portfolios for €1.8 million;
- non-competition clauses for €0.6 million;
- and brands for €0.6 million.

Fournival Altesse:

- Brand (€1.9 million) non-amortized.

Cambridge Satchel:

- Brand (€8.5 million) non-amortized;

(2) The allocation of the Skira purchase price was finalized during the period, resulting in the allocation of €3.7 million to the brand, non-amortized.

The allocation of the Rayne Shoes purchase price made it possible to recognize a brand value of €7.7 million, non-amortized.

## NOTE 12 Property, plant and equipment

Changes in the carrying amount of property, plant and equipment can be analyzed as follows:

(€m)	Land	Buildings	Fixtures and fittings	Plant and equipment	Assets under construction	Total
<b>12/31/2021</b>	<b>4.7</b>	<b>8.5</b>	<b>56.4</b>	<b>10.3</b>	<b>5.5</b>	<b>85.3</b>
Additions <sup>(1)</sup>	-	0.3	1.5	1.2	6.2	9.2
Disposals	-	(0.1)	-	-	-	(0.1)
Changes in scope of consolidation	-	0.2	0.5	0.2	0.1	1.0
Amortization	-	(1.5)	(8.5)	(2.0)	-	(12.0)
Impairment	-	-	(0.1)	-	-	(0.1)
Other	(2.4)	3.3	5.2	0.1	(5.4)	0.8
Translation adjustment	-	0.3	(0.3)	0.3	-	0.3
<b>12/31/2022</b>	<b>2.3</b>	<b>11.0</b>	<b>54.7</b>	<b>10.1</b>	<b>6.4</b>	<b>84.5</b>
Acquisitions	0.2	0.2	4.0	1.1	9.0	14.5
Disposals	-	-	(0.2)	(0.2)	(0.1)	(0.5)
Amortization	-	(1.6)	(7.7)	(1.6)	-	(10.9)
Transfers to assets held for sale	-	-	(0.2)	(0.2)	-	(0.4)
Other	0.2	1.9	1.3	1.2	(4.7)	(0.1)
Translation adjustment	(0.1)	(0.4)	(1.0)	(0.1)	(0.4)	(2.0)
<b>12/31/2023</b>	<b>2.6</b>	<b>11.1</b>	<b>50.9</b>	<b>10.3</b>	<b>10.2</b>	<b>85.1</b>

(1) In 2022, the Group received subsidies of €0.4 million related to a new production line in Italy.

## NOTE 13 Right-of-use assets and lease liabilities

### 13.1 Right-of-use assets

The carrying amounts of right-of-use assets related to property, plant and equipment break down as follows:

(€m)	Land	Buildings	Fixtures and fittings	Plant and equipment	Total
<b>12/31/2021</b>	<b>1.6</b>	<b>22.8</b>	<b>7.1</b>	<b>(0.1)</b>	<b>31.4</b>
New contracts	0.2	2.4	1.2	0.3	4.1
End of contracts	-	(0.1)	-	-	(0.1)
Changes in scope of consolidation	-	3.2	0.7	0.1	4.0
Amortization	-	(6.7)	(2.4)	(0.1)	(9.2)
Other	0.9	(2.1)	-	-	(1.2)
Translation adjustment	(0.1)	0.6	-	-	0.5
<b>12/31/2022</b>	<b>2.6</b>	<b>20.1</b>	<b>6.6</b>	<b>0.2</b>	<b>29.5</b>
New contracts	0.1	1.9	1.5	-	3.5
Amortization	-	(6.0)	(2.1)	(0.1)	(8.2)
Transfers to assets held for sale	-	(4.2)	(0.3)	-	(4.4)
Other	(1.5)	1.3	0.1	-	(0.2)
Translation adjustment	-	(0.2)	-	-	(0.2)
<b>12/31/2023</b>	<b>1.2</b>	<b>12.9</b>	<b>5.8</b>	<b>0.1</b>	<b>20.0</b>

### 13.2 Lease liabilities

Changes in lease liabilities were as follows:

(€m)	12/31/2023	12/31/2022
<b>Lease debt at opening</b>	<b>30.0</b>	<b>31.9</b>
<b>Cash movements:</b>		
Decrease	(9.0)	(10.3)
<b>Non-cash movements:</b>		
New contracts	3.5	4.1
End of contracts	(0.3)	(0.4)
Changes in scope of consolidation	-	4.2
Translation adjustment	(0.1)	0.5
Transfers to assets held for sale	(4.0)	
<b>LEASING DEBT AT CLOSING</b>	<b>20.1</b>	<b>30.0</b>

The interest expense on lease liabilities amounted to €0.7 million in 2023.

At December 31, 2023, lease liabilities broke down as follows by maturity:

(€m)	12/31/2023	12/31/2022
Due in less than one year	6.7	7.8
Due in one to two years	4.9	6.9
Due in two to three years	3.1	4.7
Due in three to four years	2.3	3.2
Due in four to five years	1.5	2.7
Due in more than five years	1.6	4.7
<b>TOTAL</b>	<b>20.1</b>	<b>30.0</b>

## NOTE 14 Associate and joint venture interests

### 14.1 Companies

#### Fashion Technologies segment

Since the acquisition of the PCC Interlining group, the Fashion Technologies segment has included a 20%-owned associate, Weemeet Korea.

#### Luxury Fibers Segment

Wool USA is 35% owned by Chargeurs Wool USA.

CW Uruguay comprises Lanas Trinidad SA and its subsidiaries.

CW Argentina, comprising Chargeurs Wool Argentina and its subsidiary, Peinadura Rio Chubut.

#### Museum Studio Segment

The Museum Studio business includes four companies accounted for by the equity method, all of which are owned by Hypsos.

Changes in associates can be analyzed as follows:

(€m)	12/31/2022	Income statement impact	Dividends	Translation adjustment	Changes in scope of consolidation	Transfers to assets held for sale	Other	12/31/2023
CW Uruguay	5.3	(0.4)	-	(0.2)	-	-	-	4.7
CW Argentina	0.5	0.1	-	(0.4)	-	-	-	0.2
<b>Total Chargeurs Luxury Fibers</b>	<b>5.8</b>	<b>(0.3)</b>	<b>-</b>	<b>(0.6)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>4.9</b>
Hypsos Leisure Asia Ltd	0.5	-	-	-	-	(0.5)	-	-
Hypsos Moscow	0.2	-	-	-	-	(0.2)	-	-
<b>Total Chargeurs Museum Studio</b>	<b>0.7</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.7)</b>	<b>-</b>	<b>-</b>
<b>Total joint ventures</b>	<b>6.5</b>	<b>(0.3)</b>	<b>-</b>	<b>(0.6)</b>	<b>-</b>	<b>(0.7)</b>	<b>-</b>	<b>4.9</b>
Wool USA	-	0.4	-	-	-	-	(0.4)	-
Ningbo Textile Co Ltd	0.4	-	(0.3)	-	(0.1)	-	-	-
Weemeet Korea	1.2	(0.4)	-	-	-	-	(0.1)	0.7
<b>Total associates</b>	<b>1.6</b>	<b>-</b>	<b>(0.3)</b>	<b>-</b>	<b>(0.1)</b>	<b>-</b>	<b>(0.5)</b>	<b>0.7</b>
<b>TOTAL EQUITY-ACCOUNTED INVESTMENTS</b>	<b>8.1</b>	<b>(0.3)</b>	<b>(0.3)</b>	<b>(0.6)</b>	<b>(0.1)</b>	<b>(0.7)</b>	<b>(0.5)</b>	<b>5.6</b>

(€m)	12/31/2021	Income statement impact	Dividends	Translation adjustment	Other	12/31/2022
CW Uruguay	4.8	0.2	-	0.3	-	5.3
CW Argentina	0.6	0.2	-	(0.3)	-	0.5
<b>Total Chargeurs Luxury Fibers</b>	<b>5.4</b>	<b>0.4</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5.8</b>
Hypsos Leisure Asia Ltd	0.6	(0.1)	-	-	-	0.5
Hypsos Moscow	0.2	-	-	-	-	0.2
<b>Total Chargeurs Museum Studio</b>	<b>0.8</b>	<b>(0.1)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0.7</b>
<b>Total joint ventures</b>	<b>6.2</b>	<b>0.3</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6.5</b>
Wool USA	-	(0.4)	-	-	0.4	-
Ningbo Textile Co Ltd	0.6	-	(0.2)	-	-	0.4
Weemeet Korea	1.1	0.1	-	-	-	1.2
<b>Total associates</b>	<b>1.7</b>	<b>(0.3)</b>	<b>(0.2)</b>	<b>-</b>	<b>0.4</b>	<b>1.6</b>
<b>TOTAL ASSOCIATE INTERESTS</b>	<b>7.9</b>	<b>-</b>	<b>(0.2)</b>	<b>-</b>	<b>0.4</b>	<b>8.1</b>

## 14.2 Key figures for the main associates

Key figures for material associates are presented below (on a 100% basis):

(€m)	At December 31, 2023			For the fiscal year ended December 31, 2022		
	Chargeurs Luxury Fibers			Chargeurs Luxury Fibers		
	CW Uruguay	CW Argentina	Total	CW Uruguay	CW Argentina	Total
Non-current assets	1.7	1.6	3.3	1.9	1.7	3.6
Current assets	40.8	9.0	49.8	45.2	12.8	58.0
Cash and cash equivalents	0.3	0.1	0.4	0.2	0.1	0.3
Other non-current liabilities	0.2	-	0.2	0.2	-	0.2
Current financial liabilities	25.8	3.8	29.6	24.6	6.1	30.7
Other current liabilities	7.3	6.5	13.8	11.9	7.5	19.4
<b>Total net assets</b>	<b>9.5</b>	<b>0.4</b>	<b>9.9</b>	<b>10.6</b>	<b>1.0</b>	<b>11.6</b>
% interest	50%	50%	n.a.	50%	50%	n.a.
Group share	4.7	0.2	4.9	5.3	0.5	5.8
<b>CARRYING AMOUNT</b>	<b>4.7</b>	<b>0.2</b>	<b>4.9</b>	<b>5.3</b>	<b>0.5</b>	<b>5.8</b>

(€m)	At December 31, 2023			For the fiscal year ended December 31, 2022		
	Chargeurs Luxury Fibers			Chargeurs Luxury Fibers		
	CW Uruguay	CW Argentina	Total	CW Uruguay	CW Argentina	Total
Revenue	29.0	9.5	38.5	41.8	17.7	59.5
Depreciation, amortization and impairment	(0.3)	-	(0.3)	(0.4)	-	(0.4)
Net interest income (expenses)	(1.5)	(0.3)	(1.8)	(1.1)	(0.3)	(1.4)
<b>Profit/(loss) from continuing operations</b>	<b>(0.8)</b>	<b>0.2</b>	<b>(0.6)</b>	<b>0.4</b>	<b>0.4</b>	<b>0.8</b>
% interest	50%	50%	n.a.	50%	50%	n.a.
<b>GROUP SHARE OF PROFIT</b>	<b>(0.4)</b>	<b>0.1</b>	<b>(0.3)</b>	<b>0.2</b>	<b>0.2</b>	<b>0.4</b>

## 14.3 Transactions with associates

In 2023, the main transactions with the Group's associates (Lana Trinidad and Chargeurs Wool Argentina) were as follows:

- purchases recorded in cost of sales for €18.1 million;
- trade receivables for €0.2 million and trade payables for €5.9 million.

## NOTE 15 Current and non-current financial assets

### 15.1 Non-current financial assets

Non-current financial assets mainly comprised the following:

- deposits for €7.2 million;
- securities in listed companies for €7.6 million;
- loans of €19.8 million;
- investments in non-consolidated companies of €5.6 million.

### 15.2 Other short-term financial receivables

Current financial assets mainly comprised loans of €2.1 million.

## NOTE 16 Working capital

### 16.1 Analysis of change in working capital

(€m)	12/31/2022	Change in operating working capital	Other changes	Translation adjustment	Transfers to assets held for sale	12/31/2023
Inventories and work-in-progress	163.3	(22.3)	(1.6)	(3.9)	-	135.5
Long-term contract assets	5.8	12.4	(0.1)	(0.1)	(0.3)	17.7
Trade receivables	81.0	(2.0)	(0.4)	(2.8)	(3.3)	72.5
Derivatives	0.8	0.3	(0.6)	-	-	0.5
Miscellaneous receivables	38.0	(5.0)	1.2	(0.3)	1.5	35.4
Current income tax receivables	-	-	1.3	-	-	1.3
<b>Assets</b>	<b>288.9</b>	<b>(16.6)</b>	<b>(0.2)</b>	<b>(7.1)</b>	<b>(2.1)</b>	<b>262.9</b>
Trade payables	147.3	(26.1)	(0.6)	(2.5)	(1.2)	116.9
Derivatives	1.0	(0.4)	0.3	-	-	0.9
Other payables	61.3	(7.3)	0.4	-	(3.7)	50.7
Long-term contract liabilities	9.4	0.2	(0.1)	-	(1.4)	8.1
Current income tax liability	3.0	-	(1.8)	-	-	1.2
<b>Liabilities</b>	<b>222.0</b>	<b>(33.6)</b>	<b>(1.8)</b>	<b>(2.5)</b>	<b>(6.3)</b>	<b>177.8</b>
<b>WORKING CAPITAL</b>	<b>66.9</b>	<b>17.0</b>	<b>1.6</b>	<b>(4.6)</b>	<b>4.2</b>	<b>85.1</b>

(€m)	12/31/2021	Change in operating working capital	Other changes	Translation adjustment	Changes in scope of consolidation	12/31/2022
Inventories and work-in-progress	150.1	7.8	(0.1)	(0.9)	6.4	163.3
Long-term contract assets	5.6	1.1	(0.7)	(0.2)	-	5.8
Trade receivables	78.3	(2.1)	(0.3)	0.3	4.8	81.0
Derivatives	0.6	(0.3)	0.5	-	-	0.8
Miscellaneous receivables	33.9	1.4	1.0	(0.2)	1.9	38.0
Current income tax receivables	0.1	-	(0.1)	-	-	(0.0)
<b>Assets</b>	<b>268.6</b>	<b>7.9</b>	<b>0.3</b>	<b>(1.0)</b>	<b>13.1</b>	<b>288.9</b>
Trade payables	153.5	(19.5)	0.2	0.8	12.3	147.3
Derivatives	1.4	0.3	(0.7)	-	-	1.0
Other payables	71.5	(12.8)	(2.8)	(1.0)	6.4	61.3
Long-term contract liabilities	8.8	(0.6)	(0.1)	0.1	1.2	9.4
Current income tax liability	5.3	-	(2.2)	(0.1)	-	3.0
<b>Liabilities</b>	<b>240.5</b>	<b>(32.6)</b>	<b>(5.6)</b>	<b>(0.2)</b>	<b>19.9</b>	<b>222.0</b>
<b>WORKING CAPITAL</b>	<b>28.1</b>	<b>40.5</b>	<b>5.9</b>	<b>(0.8)</b>	<b>(6.8)</b>	<b>66.9</b>

## 16.2 Inventories and work-in-progress

Inventories and work-in-progress can be analyzed as follows:

(€m)	12/31/2023	12/31/2022
<b>Gross value</b>		
Raw materials and supplies	41.5	54.1
Finished and semi-finished goods and work-in-progress	109.1	128.5
Other inventory	0.7	0.7
<b>Total - Gross value</b>	<b>151.3</b>	<b>183.3</b>
Provisions for impairment	(15.8)	(20.0)
<b>NET VALUE</b>	<b>135.5</b>	<b>163.3</b>

(€m)	12/31/2023	12/31/2022
Provisions for impairment at January 1	20.0	27.3
Additions	1.9	3.4
Reversals of provisions used	(1.9)	(5.4)
Reversals of surplus provisions	(4.0)	(5.3)
Translation adjustment	(0.2)	
<b>PROVISIONS FOR IMPAIRMENT AT DECEMBER 31</b>	<b>15.8</b>	<b>20.0</b>

No inventories have been pledged as collateral.

## 16.3 Customers

(€m)	12/31/2023	Not yet due	Past due	12/31/2022	Not yet due	Past due
<b>Trade receivables</b>						
Gross value	79.0	51.8	27.2	87.8	54.8	33.0
Provisions for impairment	(6.5)	-	(6.5)	(6.8)	-	(6.8)
<b>NET VALUE</b>	<b>72.5</b>	<b>51.8</b>	<b>20.7</b>	<b>81.0</b>	<b>54.8</b>	<b>26.2</b>

### Trade receivables by due date

(€m)	12/31/2023	12/31/2022
Less than one month	14.7	17.4
One-to-three months past due	1.9	3.1
Three-to-six months past due	1.6	2.9
More than six months past due	2.5	2.8
<b>NET VALUE</b>	<b>20.7</b>	<b>26.2</b>

As these receivables are all short term and are not interest bearing, changes in interest rates do not generate any material interest rate risk. Given their short maturities, their fair value may be considered to be close to their carrying amount.

Customer credit risks are managed on a local, decentralized basis. Provisions for past-due receivables are determined on a case-by-case basis, taking into account the amount recoverable under credit insurance, local practices, the customer's payment history and the total balance due (see Note 23).

As of December 31, 2023, receivables due for over six months were partly covered by debts owed to the same parties, and partly relating to first-rate customers who do not present a risk of default.

## 16.4 Miscellaneous receivables

(€m)	12/31/2023	12/31/2022
Short-term tax receivables	1.3	-
Miscellaneous receivables	36.9	39.5
Provisions for impairment	(1.5)	(1.5)
<b>NET VALUE</b>	<b>36.7</b>	<b>38.0</b>

"Miscellaneous receivables" primarily include tax credits, the difference between the nominal amount of receivables sold under no-recourse contracts and the sale proceeds, and supplier advances. The fair value of these assets approximates their carrying amount.

## NOTE 17 Factoring

Chargeurs SA and a number of its subsidiaries have negotiated with banking institutions the terms and conditions of the Group's factoring programs in Europe, United States, New Zealand and Hong Kong in the course of financing its activities.

The new programs provide for no-recourse sales with the transfer of substantially all of the risks and rewards of ownership of the sold receivables. Only the non-material risk of dilution is not transferred to the purchaser. Consequently, the sold receivables have been derecognized.

The amount of receivables sold under these programs totaled €48.3 million at December 31, 2023 versus €58.0 million one year earlier.

## NOTE 18 Share capital and reserves

### 18.1 Share capital

All Chargeurs SA shares have been called and are fully paid-up. Changes in the number of Chargeurs SA shares outstanding in fiscal year 2023 were as follows:

<b>Shares outstanding at 12/31/2022</b>	<b>24,919,130</b>
New shares issued following payment of the balance of the dividend for fiscal year 2022	337,184
Shares issued under free share plans	106,000
Canceled treasury stock	(500,000)
<b>SHARES OUTSTANDING AT 12/31/2023</b>	<b>24,862,314</b>

Based on a par value of €0.16 per share, shares outstanding represented €3,977,970.24 at December 31, 2023.

#### Double voting rights

Chargeurs SA's bylaws provide that shares registered in the name of the same owner for at least two years carry double voting rights. In accordance with the provisions of article L. 225-124 of the French Commercial Code ("Code de commerce"), holders of said shares are entitled to double voting rights at Chargeurs SA Shareholders' Meetings. At December 31, 2023, 1,357,466 shares carried double voting rights.

### 18.2 Interim dividends

#### Payment of a dividend for 2022

In 2022, the Chargeurs' Board of Directors decided to pay a dividend in view of the Group's performance during the fiscal year.

An interim dividend of €0.22 per share was paid in 2022 and the balance of €0.54 was paid in 2023, with shareholders given the

option of receiving this payment in cash or in the form of shares. In total, 337,184 new shares were issued as payment for the dividend to shareholders who opted for the stock dividend alternative, based on a price per share of €13.09. As a result of this share issue the Company's share capital was raised to €3,977,970 divided into 24,862,314 ordinary shares with a par value of €0.16 each.

The balance of the dividend paid in cash on May 25, 2023 totaled €8.6 million.

### 18.3 Treasury stock

Treasury stock comprises Chargeurs SA shares held by the Group, including shares purchased under a share buyback program and a liquidity contract.

In implementation of the authorization granted under the fifteenth resolution of the Annual General Meeting of April 26, 2023, the Board of Directors resolved to cancel 500,000 treasury shares. This transaction has no impact on the Group's consolidated financial statements nor on earnings per share.

At December 31, 2023, the Group held 824,460 treasury shares (versus 899,596 one year earlier), valued at €9.6 million.



## 18.4 Share-based payments

The plans matured on January 1, 2023 and were closed in March 2023. No new plan was introduced in 2023.

## 18.5 Translation reserve

The movements in the Group's main currencies in 2023 can be analyzed as follows:

(€m)	Translation reserves by currency at 12/31/2022	Change	Translation reserves by currency at 12/31/2023
US dollar	18.4	(6.9)	11.5
Chinese yuan	5.3	(1.0)	4.3
Argentine peso	(17.1)	(3.8)	(20.9)
Hong Kong dollar	5.5	(1.8)	3.7
Other	(5.0)	-	(5.0)
<b>TOTAL</b>	<b>7.1</b>	<b>(13.5)</b>	<b>(6.4)</b>

## NOTE 19 Long- and short-term debt, cash and cash equivalents

### 19.1 Net debt

(€m)	Cash movements			Non-cash movements			12/31/2023
	12/31/2022	Increase	Decrease	Translation adjustment	Transfers to assets held for sale	Other	
of which bank borrowings	312.2	128.0	(78.9)	-	-	0.1	361.4
Short-term bank loans	1.3	-	(1.2)	-	-	-	0.1
Overdrafts	1.5	1.7	-	(0.1)	-	-	3.1
<b>Total gross debt</b>	<b>315.0</b>	<b>129.7</b>	<b>(80.1)</b>	<b>(0.1)</b>	<b>-</b>	<b>0.1</b>	<b>364.6</b>
Cash and cash equivalents	121.7	0.7	(16.9)	(2.7)	(0.9)	(9.7)	92.2
• Term deposits <sup>(2)</sup>	25.6	0.7	(15.1)	(0.4)	-	(9.7)	1.1
• Cash at bank	96.1	-	(1.8)	(2.3)	(0.9)	-	91.1
Current and non-current financial assets <sup>(1)(2)</sup>	18.6	12.1	(3.9)	(0.1)	-	10.1	36.8
<b>NET CASH POSITION/(NET DEBT POSITION)</b>	<b>174.7</b>	<b>116.9</b>	<b>(59.3)</b>	<b>2.7</b>	<b>0.9</b>	<b>(0.3)</b>	<b>235.6</b>

(1) Investments in listed companies, loans and deposits and guarantees.

(2) Reassessment during the period of the accounting classification criteria for certain financial assets.

There were no restrictions on the use of the cash and cash equivalents held by the Group at December 31, 2023.

The following main changes were made to bank financing arrangements during this period:

- the one-year extension in the maturity of the RCF component of the syndicated loan credit facility, to end-2025;
- the arrangement of new RCF facilities with maturities of two, three and five years for a total of €45.0 million;
- the arrangement of a new seven-year long-term facility for €10.0 million.

## 19.2 Change in net debt

(€m)	Fiscal year ended December 31	
	2023	2022
EBITDA of continuing and discontinued operations	46.2	67.9
Other operating income and expense <sup>(1)</sup>	(7.3)	(10.4)
Cost of net debt and interest on leases	(22.5)	(15.8)
Income tax paid	(5.6)	(4.0)
Other	(9.3)	(4.8)
<b>Cash flows from operating activities, before changes in net working capital</b>	<b>1.5</b>	<b>32.9</b>
Dividends from associates	0.3	0.2
Change in operating working capital	(17.0)	(40.5)
<b>Operating cash flow</b>	<b>(15.2)</b>	<b>(7.4)</b>
Acquisition of property, plant and equipment and intangible assets, net of disposals	(18.7)	(10.5)
Acquisition of subsidiaries, net of the cash acquired	(2.1)	(7.9)
Other investing cash flows	-	(0.3)
Share buybacks	(4.2)	(3.9)
Cash dividends paid to owners of the parent	(8.6)	(17.9)
Repayment of lease liabilities	(9.0)	(10.3)
Change in other current and non-current financial assets	(0.3)	(3.4)
Other	(0.1)	(3.5)
<b>CHANGE IN NET CASH/(NET DEBT)</b>	<b>(58.2)</b>	<b>(65.1)</b>
Opening net cash/(net debt)	174.7	109.3
Changes in exchange rates	2.7	0.3
<b>CLOSING NET CASH/(NET DEBT)</b>	<b>235.6</b>	<b>174.7</b>

(1) Of which cash items included in other operating income and expenses (see Note 5).

## 19.3 Financial covenants

The bank financing negotiated in December 2018 and the Euro PP (€242.0 million) are not subject to leverage covenants. They are, however, subject to a *gearing* covenant of  $\leq 1.2x$ , calculated on a half-yearly basis.

This ratio was respected at December 31, 2023.

The new financing negotiated in 2023 is also free of leverage covenants. It is, however, also subject to a *gearing* covenant of  $\leq 1.2x$ , calculated on a half-yearly basis.

## 19.4 Debt by maturity and interest rate

### 19.4.1 Analysis of nominal debt by maturity and interest rate

(€m)	12/31/2023			12/31/2022		
	Total	Of which fixed rate	Of which variable rate	Total	Of which fixed rate	Of which variable rate
Due in less than one year	45.6	39.4	6.2	67.1	46.1	21.1
Due in one to two years	88.3	61.8	26.5	38.9	6.7	32.2
Due in two to three years	65.1	34.7	30.4	45.0	44.5	0.5
Due in three to four years	37.5	2.5	35.0	35.0	34.6	0.4
Due in four to five years	122.5	122.5	-	2.5	2.5	-
Due in more than five years	1.2	1.2	-	123.6	123.6	-
<b>TOTAL</b>	<b>360.2</b>	<b>262.1</b>	<b>98.1</b>	<b>312.1</b>	<b>258.0</b>	<b>54.1</b>

The carrying amount of fixed-rate debt, after hedging, was €360.2 million. The average proportion of fixed rate debt was 72.8% in 2023 versus 82.7% in 2022.

The carrying amount of variable-rate borrowings approximates their fair value in view of the interest rates applied.

#### 19.4.2 Maturities of the Group's confirmed credit facilities

The maturities of the Group's confirmed credit facilities are as follows:

(€m)	12/31/2023	Average maturity	12/31/2022	Average maturity
Drawn financing facilities	360.3	2.8	313.4	3.4
Undrawn financing facilities	148.8	2.3	223.8	2.6
<b>TOTAL CONFIRMED FINANCIAL RESOURCES</b>	<b>509.1</b>	<b>2.6</b>	<b>537.2</b>	<b>3.2</b>

In 2023, the Chargeurs Group obtained €55 million in bilateral bank loans, including €45 million in the form of revolving facilities (€24 million of which was undrawn at December 31, 2023) and €10 million in bullet facilities (unused at December 31, 2023).

#### 19.5 Analysis of debt by repayment currency

(€m)	12/31/2023	12/31/2022
Euro	361.5	312.4
US dollar	-	1.0
Chinese yuan	-	1.1
Other	3.1	0.5
<b>TOTAL</b>	<b>364.6</b>	<b>315.0</b>

## NOTE 20 Pension and other post-employment benefit obligations

PENSION AND OTHER POST-EMPLOYMENT BENEFIT OBLIGATIONS CAN BE ANALYZED AS FOLLOWS BY REGION

(€m)	France	United States	Italy	Germany	Other	12/31/2023
Present value of obligations – funded plans	1.2	12.0	-	-	-	13.2
Fair value of plan assets	(0.3)	(13.8)	-	-	-	(14.1)
<b>Net present value of obligations – funded plans</b>	<b>0.9</b>	<b>(1.8)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(0.9)</b>
Present value of obligations – unfunded plans	5.5	0.4	2.7	2.2	0.7	11.5
<b>NET LIABILITY IN THE STATEMENT OF FINANCIAL POSITION</b>	<b>6.4</b>	<b>(1.4)</b>	<b>2.7</b>	<b>2.2</b>	<b>0.7</b>	<b>10.6</b>

(€m)	France	United States	Italy	Germany	Other	12/31/2022
Present value of obligations – funded plans	1.2	12.5	-	-	-	13.7
Fair value of plan assets	(0.4)	(14.9)	-	-	-	(15.3)
<b>Net present value of obligations – funded plans</b>	<b>0.8</b>	<b>(2.4)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(1.6)</b>
Present value of obligations – unfunded plans	5.8	0.4	2.7	2.2	0.7	11.8
<b>NET LIABILITY IN THE STATEMENT OF FINANCIAL POSITION</b>	<b>6.6</b>	<b>(2.0)</b>	<b>2.7</b>	<b>2.2</b>	<b>0.7</b>	<b>10.2</b>

As of December 31, 2023, the net assets of €1.8 million in respect of the United States are presented in the statement of financial position under other non-current assets.

## MOVEMENTS IN PROVISIONS FOR THE PROJECTED BENEFIT OBLIGATION

(€m)	12/31/2022	Expense recognized in the income statement	Benefits paid during the period	Employer contributions	Actuarial gains and losses	Translation adjustment	12/31/2023
Post-employment benefit obligations	8.8	0.6	(0.7)	-	0.5	(0.1)	9.1
Post-employment healthcare plans	0.2	-	-	-	-	-	0.2
Other long-term benefit obligations	1.2	0.2	(0.1)	-	-	-	1.3
<b>NET LIABILITY IN THE STATEMENT OF FINANCIAL POSITION</b>	<b>10.2</b>	<b>0.8</b>	<b>(0.8)</b>	<b>-</b>	<b>0.5</b>	<b>(0.1)</b>	<b>10.6</b>

Post-employment benefits under defined benefit plans correspond to statutory length-of-service awards payable to employees on retirement in France and other plans giving rise to less significant obligations. Other long-term employee benefits consist mainly of jubilee awards.

## 20.1 Funded plans

Movements in the projected benefit obligation under funded plans were as follows:

(€m)	12/31/2023	12/31/2022
<b>Projected benefit obligation at January 1</b>	<b>13.7</b>	<b>16.8</b>
Interest cost	0.7	0.5
Benefits paid out of plan assets	(1.3)	(1.5)
Actuarial (gains)/losses for the period	0.5	(3.2)
Exchange difference	(0.4)	1.0
<b>PROJECTED BENEFIT OBLIGATIONS AT DECEMBER 31</b>	<b>13.2</b>	<b>13.7</b>

Movements in the fair value of plan assets for funded plans were as follows:

(€m)	12/31/2023	12/31/2022
<b>Fair value of plan assets at January 1</b>	<b>15.3</b>	<b>15.6</b>
Actuarial (gains)/losses for the period	-	-
Expected return on plan assets	0.7	0.1
Benefits paid out of plan assets	(1.3)	(1.5)
Exchange difference	(0.6)	1.1
<b>FAIR VALUE OF PLAN ASSETS AT DECEMBER 31</b>	<b>14.1</b>	<b>15.3</b>

Breakdown of plan assets:

	12/31/2023	12/31/2022
Money market funds	38%	28%
Equities	0%	0%
Bonds	62%	71%
Real estate	0%	0%
<b>TOTAL</b>	<b>100%</b>	<b>100%</b>

## 20.2 Unfunded plans

Movements in the projected benefit obligation under unfunded plans can be analyzed as follows:

(€m)	12/31/2023	12/31/2022
<b>Projected benefit obligation at January 1</b>	<b>11.8</b>	<b>13.4</b>
Service cost	0.9	0.9
Interest cost	0.3	(0.2)
Past service cost <sup>(1)</sup>	(0.5)	-
Benefits paid out of Company reserves	(0.8)	(1.0)
Actuarial (gains)/losses for the period	-	(1.8)
Exchange difference	(0.2)	(0.1)
Changes in scope of consolidation	-	0.6
<b>PROJECTED BENEFIT OBLIGATIONS AT DECEMBER 31</b>	<b>11.5</b>	<b>11.8</b>

(1) This amount corresponds to the impact of the pension reforms in France (see Note 20.3).

## 20.3 Analysis of the expense recognized in the income statement

The amounts recognized in the income statement for defined benefit plans and other long-term employee benefits can be analyzed as follows:

(€m)	Fiscal year ended December 31	
	2023	2022
Service cost	1.0	1.0
Past service cost <sup>(1)</sup>	(0.5)	-
Interest cost	0.3	0.2
<b>NET EXPENSE RECOGNIZED IN THE INCOME STATEMENT</b>	<b>0.8</b>	<b>1.2</b>

(1) This amount corresponds to the impact of the pension reforms in France.

The impact over the period of the gradual increase in the statutory retirement age as from September 1, 2023 to 64 in France by 2030 amounted to €0.5 million, in recurring operating profit and had no impact on the net financial expense.

The service cost is accounted for by function in cost of sales, distribution and administrative expenses, and research and development costs. The interest cost is recognized in financial expense.

## 20.4 Main actuarial assumptions used, sensitivity tests and projected benefit obligation

The main actuarial assumptions were as follows:

	12/31/2023	12/31/2022
<b>Europe:</b>		
Discount rate applied to the projected benefit obligation <sup>(1)</sup>	3.43%	3.67%
Estimated future salary increases		
• Managers	2.75%	2.75%
• Other employees	2.25%	2.25%
Long-term (underlying) inflation rate	2.42%	3.46%
<b>North America:</b>		
Discount rate applied to the projected benefit obligation <sup>(1)</sup>	4.98%	5.47%
Probable retirement age	62 to 65 years	62 to 65 years

(1) Discount rates are based on market interest rates for prime corporate bonds.

A 1-point increase or decrease in the estimated growth rate for healthcare costs would not have a material impact on the related projected benefit obligation, service cost or interest cost.

A 1-point increase in the discount rate and inflation rate would have a €(0.1) million impact on the projected benefit obligation.

At December 31, 2023, the duration of the benefit obligation was between seven and 21 years.

The Group pays contributions into funded plans and also pays benefits directly under unfunded plans. The total estimated amount of benefits that will be paid under defined benefit plans in 2024 is €0.7 million.

## NOTE 21 Provisions for other liabilities

(€m)	Long-term provisions	Provisions for other current liabilities	Total
<b>12/31/2021</b>	<b>13.8</b>	<b>2.7</b>	<b>16.5</b>
Additions	0.6	0.8	1.4
Reversals of provisions used	(0.3)	(0.9)	(1.2)
Reversals of surplus provisions	(0.1)	(2.3)	(2.4)
Changes in scope of consolidation	-	0.6	0.6
Other	(0.9)	1.2	0.3
<b>12/31/2022</b>	<b>13.1</b>	<b>2.1</b>	<b>15.2</b>
Additions	0.5	0.2	0.7
Reversals of provisions used	(5.0)	-	(5.0)
Reversals of surplus provisions	(2.1)	(1.5)	(3.6)
Other	(0.1)	-	(0.1)
Transfers to assets held for sale	-	0.3	0.3
<b>12/31/2023</b>	<b>6.4</b>	<b>1.1</b>	<b>7.5</b>

(€m)	12/31/2023	12/31/2022
Provisions for losses on completion	-	0.1
Provisions for miscellaneous contingencies	7.5	15.1
<b>TOTAL</b>	<b>7.5</b>	<b>15.2</b>

In particular, provisions for other contingencies include risks related to supplier disputes (€4.7 million).

Cash outflows covered by provisions for other contingencies are set to amount to €1.1 million in 2024 and €6.4 million in subsequent years.

## NOTE 22 Other non-current liabilities

At December 31, 2023, "Other non-current liabilities" mainly included debt linked to the acquisition of companies for €1.3 million and guarantees for €1.7 million received in respect of license contracts.

## NOTE 23 Financial risk management

By virtue of its global footprint, the Chargeurs Group is exposed to financial risks in the normal course of business, including:

- market risks (currency risks, interest rate risks and price risks on certain commodities);
- credit risks;
- liquidity risks.

The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on its financial performance.

Derivatives are used to hedge certain risk exposures. They are classified at level 2 in the fair value hierarchy, in accordance with IFRS 13 and as explained in Note 2.14

The fair values of derivatives recognized in the statement of financial position can be analyzed as follows:

(€m)	12/31/2023	12/31/2022
Derivatives - Assets	0.5	0.8
Derivatives - Liabilities	(0.9)	(1.0)
<b>NET</b>	<b>(0.4)</b>	<b>(0.2)</b>
• Less than 6 months	0.1	0.2
• More than 6 months	(0.5)	(0.4)

(€m)	12/31/2023		12/31/2022	
	Fair value	Notional amount	Fair value	Notional amount
<b>Assets net of liabilities</b>				
<i>Fair value hedges</i>				
<b>Currency hedges <sup>(1)</sup></b>	<b>0.1</b>	<b>(36.3)</b>	<b>0.6</b>	<b>(43.9)</b>
<i>Cash flow hedges</i>				
<b>Currency hedges <sup>(1)</sup></b>	<b>(0.1)</b>	<b>(19.3)</b>	<b>(0.8)</b>	<b>(37.7)</b>
Interest	(0.4)	50.0		
<b>DERIVATIVE INSTRUMENTS – NET ASSET/ (LIABILITY)</b>	<b>(0.4)</b>	<b>(5.6)</b>	<b>(0.2)</b>	<b>(81.6)</b>

(1) Notional amounts shown in parentheses correspond to sales of foreign currencies for currency derivatives.

### 23.1 Market risks

Market risks are monitored internally using reporting schedules that compare the entities' exposure to identified risks with market value indicators. These indicators are based on data covering foreign currencies and commodity prices that directly or indirectly affect the Group's operations and the value of its assets.

#### 23.1.1 Currency risks

The Group operates internationally (see Note 4), with over 93.0% of revenue generated outside France and more than 57% outside Europe. Its exposure to currency risks, which mainly concerns the US dollar and Chinese yuan, relates to future commercial transactions, recognized assets and liabilities denominated in foreign currencies and net investments in foreign operations.

#### Currency risks arising on future commercial transactions and recognized assets and liabilities denominated in foreign currencies

Group entities mainly use forward contracts to manage these risks as well as call options for its most common foreign currencies (US dollar, Chinese yuan and British pound). External foreign exchange contracts are designated by each business segment as fair value hedges, cash flow hedges or hedges of a net investment in a foreign operation, as appropriate.

The total notional amount of currency hedges at December 31, 2023 was €55.6 million, corresponding to hedges of assets and liabilities and firm commitments of Chargeurs' subsidiaries as well as hedges of net sales and net purchases, mainly in USD and RMB.

NET NOTIONAL AMOUNTS OF CURRENCY DERIVATIVES BY CURRENCY  
(NEGATIVE NOTIONAL AMOUNT = NET SELLER POSITION)

(€m)	12/31/2023			12/31/2022		
	Notional amount	Statement of financial position	Forecast position	Notional amount	Statement of financial position	Forecast position
US dollar	(26.2)	(10.0)	(16.1)	(64.5)	(32.0)	(32.5)
Chinese yuan	(1.4)	(0.1)	(1.3)	(2.1)	(0.8)	(1.3)
Hong Kong dollar	(1.0)	-	(1.0)	(11.7)	(11.7)	-
British pound	(27.1)	(27.0)	(0.1)	(3.1)	(0.3)	(2.8)
Euro	(0.9)	-	(0.9)	(1.1)	-	(1.1)
Australian dollar	0.1	-	0.1	0.9	0.9	-
Swiss Franc	1.0	1.0	-			
New Zealand Dollar	(1.1)	(1.1)	-			
Singapore Dollar	1.0	1.0	-			
<b>TOTAL</b>	<b>(55.6)</b>	<b>(36.3)</b>	<b>(19.3)</b>	<b>(81.6)</b>	<b>(43.9)</b>	<b>(37.7)</b>

The risk management policy for Chargeurs Advanced Material and Chargeurs PCC Fashion Technologies involves hedging a portion of forecast transactions (mainly export sales) in each major currency for the subsequent twelve months. Forecast transactions are determined during the budget process and the percentage applied is determined in line with the IFRS definition of "highly probable forecast transactions" for hedge accounting purposes.

Chargeurs Luxury Fibers' main foreign exchange exposures relating to transactions and borrowings in foreign currencies concern the US dollar and the New Zealand dollar. Chargeurs Luxury Fibers hedges these exposures using forward contracts.

#### Currency risks arising on net investments in foreign operations

In order to manage exposures to changes in exchange rates for the US dollar and various Asian currencies on a long-term basis, Chargeurs has relocated production facilities to Asia and the dollar zone. Over 50% of its assets are located outside Europe.

#### 23.1.2 Interest rate risk

The Group's interest rate risk management policy is aimed at reducing its exposure to fluctuations in interest rates. The Group uses interest rate swaps paying fixed rates and interest rate options to hedge a portion of its variable rate debt, which enables it to manage and reduce the volatility of its future cash flows related to interest payments.

The Group has put in place an interest rate hedge for a nominal amount of €50.0 million in the form of a 3.0% Cap against the 3-month Euribor, expiring at end-2025. At December 31, 2023, the fair value of this instrument was (€0.4) million.

Taking a 3-month Euribor of 4%, a 1% interest rate increase (or alternatively a 1% reduction) on the net debt that is not hedged against interest rate risk would have a negative impact of around €1 million (positive impact of €1 million) on the Group's net financial expense.

#### 23.1.3 Price risk

The Group is exposed to price risk on certain materials that are essential for its production operations.

The Advanced Materials segment is exposed to risks relating to certain oil byproducts, which it manages via its supplier contracts and sales pricing strategy. It is also exposed to fluctuations in the prices of chemical raw materials used in its manufacturing process. It manages this risk exposure by having several approved suppliers for its strategic products in order to diversify the related risk.

The Fashion Technologies and Healthcare Solutions segments are exposed to fluctuations in the prices of fibers used in its products, a risk it manages by placing suppliers in competition with one another and through its sales pricing strategy.

The Luxury Fibers segment systematically matches its fixed-price sale commitments with fixed-price purchase commitments.



## 23.2 Credit risk

### 23.2.1 Trade receivables

The Group has no significant concentrations of credit risk (see Note 4.2.1). In addition, the Group obtains protection against receivables risk through credit insurance and letters of credit wherever possible.

The risk of non-recovery of trade receivables is reviewed at each monthly close, and provisions for impairment are recognized for the following:

- doubtful receivables: these correspond to receivables for which legal proceedings have been launched. Such receivables are written down in an amount representing their full value excluding tax, less any credit insurance settlements receivable;

The table below shows Standard & Poor's credit ratings for the main countries in which the Group's customers are located having regard to the percentage of revenue generated with all customers located in each of these countries:

Country	% of total revenue	Credit rating <sup>(1)</sup>
United States	20.6%	AA+
Italy	11.7%	BBB
Mainland China and Hong Kong	9.5%	A+ (China) and AA+ (Hong Kong)
Germany	6.1%	AAA
France	6.5%	AA
United Kingdom	5.3%	AA
Other countries	40.3%	-

(1) Standard & Poor's rating.

### 23.2.3 Banking counterparty risk

The Group deals only with leading financial institutions for derivative instruments, cash-settled transactions and cash deposits.

- past-due receivables: these correspond to receivables that are not disputed by customers but for which the Group has not yet obtained the related settlement despite several reminders. The impairment recognized on these receivables depends on the payments already received, or which are expected, and any changes in the customer's legal and financial situation.

At December 31, 2023, past-due receivables totaled €20.7 million (see Note 16.3).

### 23.2.2 Country risk

The Group's regional diversity means that it is not significantly exposed to political risks.

Four of the five main countries in which the Group's customers are located are rated at least "A" by Standard & Poor's using its country risk assessment methodology.

### 23.2.4 Insurance counterparty risk

As part of its overall risk management strategy, Chargeurs has set up insurance policies covering customer default, freight, property and casualty, business interruption, liability and other risks. These policies are taken out with a number of different insurance companies, which were all rated at least "A" by Standard & Poor's and Fitch at December 31, 2023 using their corporate risk assessment methodologies.

Insured risks	Credit rating <sup>(1)</sup>
Customer default	A+
Freight	A+
Property & casualty	A+
Liability	A+

(1) Standard & Poor's rating except for Fitch customer default rating.

### 23.3 Liquidity risk

The Group manages its liquidity risk via the following four main strategies.

#### 23.3.1 Entry into credit facilities

The Group has drawn and undrawn confirmed financing facilities (see Note 19.4.2).

#### 23.3.2 Ensuring that short-term assets exceed short-term liabilities

December 31, 2023

(€m)	Total	Due in less than one year	Due in one to five years	Due beyond five years
<b>FINANCIAL ASSETS AND LIABILITIES</b>				
Cash and cash equivalents	92.2	92.2		
Other short-term financial receivables	36.8	36.8		
Medium and long-term borrowings	(313.9)	-	(312.8)	(1.1)
Short-term portion of long-term borrowings	(47.5)	(47.5)		-
Short-term bank loans and overdrafts	(3.2)	(3.2)		
<b>Net cash position/(Net debt position)</b>	<b>(235.6)</b>	<b>78.3</b>	<b>(312.8)</b>	<b>(1.1)</b>
Derivatives – assets	0.5	0.5		
Deposits	-	-		
Derivatives – liabilities	(0.9)	(0.9)		
<b>Other financial assets and liabilities</b>	<b>(0.4)</b>	<b>(0.4)</b>	-	-
<b>SUB-TOTAL – FINANCIAL ASSETS AND LIABILITIES</b>	<b>(236.0)</b>	<b>77.9</b>	<b>(312.8)</b>	<b>(1.1)</b>
<b>WORKING CAPITAL</b>				
Trade receivables	72.5	72.5	-	-
Miscellaneous receivables	35.4	35.4	-	-
Inventories	135.5	135.5	-	-
Suppliers	(116.9)	(116.9)	-	-
Other payables	(50.7)	(50.7)	-	-
<b>Sub-total – operating assets and liabilities</b>	<b>75.8</b>	<b>75.8</b>	-	-
<b>TOTAL FINANCIAL AND OPERATING ASSETS AND LIABILITIES</b>	<b>(160.2)</b>	<b>153.7</b>	<b>(312.8)</b>	<b>(1.1)</b>

December 31, 2022

(€m)	Total	Due in less than one year	Due in one to five years	Due beyond five years
<b>FINANCIAL ASSETS AND LIABILITIES</b>				
Cash and cash equivalents	121.7	121.7		
Other short-term financial receivables	18.6	18.6		
Medium and long-term borrowings	(243.9)	-	(120.4)	(123.5)
Short-term portion of long-term borrowings	(68.3)	(68.3)		
Short-term bank loans and overdrafts	(2.8)	(2.8)		
<b>Net cash position/(Net debt position)</b>	<b>(174.7)</b>	<b>69.2</b>	<b>(120.4)</b>	<b>(123.5)</b>
Derivatives – assets	0.8	0.8		
Deposits	-	-		
Derivatives – liabilities	(1.0)	(1.0)		
<b>Other financial assets and liabilities</b>	<b>(0.2)</b>	<b>(0.2)</b>	-	-
<b>SUB-TOTAL – FINANCIAL ASSETS AND LIABILITIES</b>	<b>(174.9)</b>	<b>69.0</b>	<b>(120.4)</b>	<b>(123.5)</b>
<b>WORKING CAPITAL</b>				
Trade receivables	81.0	81.0	-	-
Miscellaneous receivables	38.0	38.0	-	-
Inventories	163.3	163.3	-	-
Suppliers	(147.3)	(147.3)	-	-
Other payables	(61.3)	(61.3)	-	-
<b>Sub-total – operating assets and liabilities</b>	<b>73.7</b>	<b>73.7</b>	-	-
<b>TOTAL FINANCIAL AND OPERATING ASSETS AND LIABILITIES</b>	<b>(101.3)</b>	<b>142.7</b>	<b>(120.4)</b>	<b>(123.5)</b>

### 23.3.3 Forging partnerships with banks while maintaining a diversified lender base.

The Group regularly diversifies its financing sources, through long-term facilities (Euro PP, syndicated loans and bilateral bank loans) and short-term facilities (overdrafts, factoring and Neu CP programs).

More than 20 leading banking groups and financial institutions provide financing to the Group. None of these lenders provides more than 10% of the Group's total financing.

### 23.3.4 Applying strict rules for financing arrangements

When negotiating financing arrangements, the Group is particularly careful to ensure that the related documentation minimizes liquidity risk. To this end, specific negotiation standards have been issued and documentation for material financing arrangements has to be validated at several different levels.

## NOTE 24 Related-party transactions

The Group has identified the following related parties:

- its joint ventures and associates (see Note 14);
- its senior executives.

### GROSS DIRECTORS' AND SENIOR EXECUTIVES' COMPENSATION

(€k)	Fiscal year ended December 31	
	2023	2022
Compensation paid to directors	420.0	420.0
Compensation awarded to senior executives	1,577.1	1,543.1
<b>Short-term benefits</b>	<b>1,997.1</b>	<b>1,963.1</b>
Post-employment benefits	-	-
Other long-term benefits	-	-
Retirement benefits	-	-
Share-based payments	-	-
<b>TOTAL AWARDED FOR THE PERIOD</b>	<b>1,997.1</b>	<b>1,963.1</b>

## NOTE 25 Fees paid to the Statutory Auditors

(€m)	Ernst & Young		Grant Thornton		2023		Pricewaterhouse-Coopers Audit		Crowe		2022	
	Amount excluding VAT	%	Amount excluding VAT	%	Amount excluding VAT	%	Amount excluding VAT	%	Amount excluding VAT	%	Amount excluding VAT	%
<b>Statutory and contractual audit services, review of solo and consolidated financial statements</b>												
• Parent company	0.2		0.2		0.4		0.2		0.2		0.4	
• Subsidiaries	0.4		0.3		0.7		0.3		0.2		0.5	
<b>Sub-total</b>	<b>0.6</b>	<b>100%</b>	<b>0.5</b>	<b>100%</b>	<b>1.1</b>	<b>100%</b>	<b>0.5</b>	<b>83%</b>	<b>0.4</b>	<b>1.0</b>	<b>0.9</b>	<b>90%</b>
<b>Services other than accounts certification <sup>(1)</sup></b>												
• Parent company	-		-		-		-		-		-	
• Subsidiaries	-		-		-		0.1		-		0.1	
<b>Sub-total</b>	<b>-</b>	<b>0%</b>	<b>-</b>	<b>0%</b>	<b>-</b>	<b>0%</b>	<b>0.1</b>	<b>17%</b>	<b>-</b>	<b>-</b>	<b>0.1</b>	<b>10%</b>
<b>TOTAL</b>	<b>0.6</b>		<b>0.5</b>		<b>1.1</b>		<b>0.6</b>		<b>0.4</b>		<b>1.0</b>	

(1) Services other than accounts certification (referred to as "SACC" in the French regulations) primarily includes services required under the applicable laws and regulations, services provided in relation to acquisitions and sales of entities, and technical advisory services concerning accounting, tax or any other audit-related matters.

## NOTE 26 Commitments and contingencies

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### 26.1 Commercial commitments

At December 31, 2023, Chargeurs and its subsidiaries had given firm commitments to purchase manufacturing assets representing an aggregate amount of €1.3 million.

### 26.2 Guarantees

Chargeurs and its subsidiaries had given guarantees for a total of €45.9 million related to the Group's financing and operations.

### 26.3 Collateral

At December 31, 2023, Chargeurs and its subsidiaries had not provided any collateral.

## NOTE 27 Subsequent events

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The outline timetable for the public tender offer for the Group's shares can be found in Note 1.1.

No other significant events occurred between December 31, 2023 and the date on which these financial statements were approved for issue.

## NOTE 28 Main consolidated companies

At December 31, 2023, 98 companies were fully consolidated (unchanged on 2022), and 13 were accounted for by the equity method (14 in 2022).

The percentage shareholding is indicated whenever the Group does not own 100%.

Parent company	Chargeurs SA
France	Chargeurs Boissy SARL / Chargeurs Textiles SAS / Chargetex 35 / Chargeurs Cloud
Germany	Chargeurs Deutschland GmbH / Leipziger Wollkämmerei AG
Switzerland	Chargeurs Développement International / Chargeurs Diversification SA
North America	Chargeurs Inc. (USA)/Chargeurs USA Holding (USA)
<b>Advanced Materials Segment</b>	
Holding company for the segment	Chargeurs Films de Protection SAS
France	Novacel SAS / Walco SAS
Italy	Novacel SPA. / Novacel Tapes S.r.l. / Novacel Italia S.r.l. / Omma S.r.l.
Germany	Novacel GmbH
United Kingdom	Novacel UK Ltd
Spain	Novacel Iberica S.A.U.
Belgium	S.A. Novacel Belgium N.V.
North America	Novacel Inc. (USA) / Novacel Americas, Inc. (USA) / Novacel Performance Coatings, Inc (USA) / Walco Inc (USA)
Central America	Novacel CPF de Mexico S.A. de C.V. (Mexico)
Asia	Novacel Shanghai Co. Ltd. (China)
<b>Fashion Technologies segment</b>	
Holding company for the segment	Chargeurs PCC Corporate
France	Lainière de Picardie BC SAS / Intissel/Senfa
Italy	Chargeurs PCC Italy S.p.A.
Germany	Chargeurs PCC Germany GmbH
United Kingdom	Chargeurs PCC United Kingdom Limited
Portugal	Chargeurs Entretelas (Iberica) Ltd
Romania	Chargeurs PCC Romania S.R.L.
North America	Chargeurs PCC North America, Inc.
	Lainière Health Inc.
South America	Chargeurs PCC Brasil Textil Ltda. (Brazil) / Chargeurs PCC Argentina S.A. (Argentina)/ Lainière de Picardie DHJ Chile SA (Chile)
Africa	Stroud Riley (Proprietary) Limited (South Africa) / ADT Chargeurs Entoilage Tunisie SARL (Tunisia) / Chargeurs Fashion Technologies Ethiopia (Ethiopia)
Asia	CI Hong Kong (Hong Kong) / Chargeurs PCC China Manufacturing (China) / Chargeurs PCC Korea Ltd. (South Korea) / DHJ China (China) – Etacol Bangladesh Ltd (Bangladesh) / Chargeurs PCC SINGAPORE PTE. LTD. (Singapore) / Intissel Lanka PVT Ltd (Sri Lanka) / Lantor Lanka (Sri Lanka) / PCC Asia LLC (China) / Intissel China LTD (China) / Weemeet Korea (20%) (South Korea)

Parent company	Chargeurs SA
<b>Luxury Fibers Segment</b>	
Holding company for the segment	Chargeurs Wool Holding GmbH
France	Chargeurs Wool Eurasia SAS
Italy	Chargeurs Wool Sales (Europe) S.r.l.
New Zealand	Chargeurs Wool (NZ) Limited
North America	Chargeurs Wool USA Inc. (USA)/USA Wool (35%)
South America	Alvisey (Uruguay) / Nuovalane (Uruguay) / Lanas Trinidad SA (50%) (Uruguay) / Lanera Santa Maria (50%) and its subsidiary Hart Newco SA (50%) / Chargeurs Wool (Argentina) SA (50%), and its subsidiary Peinaduria Rio Chubut (25%)
<b>Museum Studio Segment</b>	
Holding company for the segment	Chargeurs Museum Studio
France	Skira France (80%)
Italy	Skira Italia (80%)
Netherlands	Hypsos Holding BV / Hypsos National BV / Hypsos International BV / Hypsos BV / Hypsos Russia BV (50%) / Retail is Detail BV (50%)
United Kingdom	A.H Leach & Company Limited – Leach Colour Limited / Design PM Limited / Design PM (International) Limited / MET London Studio Desing Ltd / Oval Partnership (36%) / Hypsos London Ltd / Event Communications Ltd
Ireland	Event Ireland Ltd
Asia	MET Studio Design Ltd HK / MET Studio Singapore Pte Ltd / Hypsos Leisure Asia LTD (50%) (Hong Kong)
North America	D&P Incorporated
Russia	Hypsos Moscow (50%)
<b>Personal Goods Segment</b>	
France	Fournival Altesse / Chargetex 39
United Kingdom	The Cambridge Satchel Company / Rayne Shoes Ltd

## 5.1.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Fiscal year ended December 31, 2023

To the shareholders of Chargeurs,

### Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Chargeurs for the fiscal year ended December 31, 2023.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group at December 31, 2023 and of the results of its operations for the fiscal year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### Basis for opinion

#### Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements" section of this report.

#### Independence

We conducted our audit engagement in compliance with the independence rules applicable to us under the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors for the period from January 1, 2023 to the date of our report, and, in particular, we did not provide any services prohibited by article 5 (1) of (EU) Regulation No. 537/2014.

### Justification of assessments – Key audit matters

Pursuant to the provisions of articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgment, were the most significant in our audit of the consolidated financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the consolidated financial statements as a whole, approved in the context described above, thereby contributing to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the consolidated financial statements.

### Evaluation of goodwill

#### Description of risk

At December 31, 2023, the carrying amount of goodwill was €205 million, representing 23.90% of total consolidated assets. Goodwill, which is presented in Notes 2.11.1 and 11.1 to the consolidated financial statements, represents the difference between the cost of an acquisition and the fair value of the Group's share of the net identifiable assets of the company at the date of acquisition. Goodwill is allocated to the cash generating units (CGUs) to which the acquired companies belong. In accordance with IAS 36, goodwill is not amortized but is tested for impairment at least once a year and more often if there is an indication that it may be impaired. Impairment testing is used to ensure that the carrying amount of an asset does not exceed its recoverable amount, which is calculated based on future operating cash flow projections. The main assumptions used to measure the recoverable amount include changes in revenue and margin, the perpetuity growth rate and the discount rate. We deemed the measurement of the recoverable amount of these assets to be a key audit matter due to their materiality in the Group's financial statements, the judgment required by management in defining the measurement inputs, and the fact that these inputs are inherently dependent on the globalized competitive economic environment in which the Group operates.

#### How our audit addressed this risk

We examined the valuation method used by management to determine the recoverable amount of each group of CGUs to assess its compliance with IAS 36.

With the support of our valuation experts, we assessed the consistency of:

- cash flow projections based on the business plan prepared by management and the Group's past performance;
- the growth rates used with historic data and market performance analyses;
- the inputs used to determine the discount rates applied to the cash flow projections with external references.

We met with management to:

- Identify any indications of impairment;
- Analyze the main assumptions used in the business plan.

We examined the sensitivity analyses of the recoverable amount of these assets with the main assumptions used. We also verified that the notes to the consolidated financial statements provide generally appropriate disclosures.



## Specific verifications

As required by legal and regulatory provisions and in accordance with professional standards applicable in France, we have also verified the information pertaining to the Group presented in the Board of Directors' management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We certify that the consolidated statement of non-financial performance provided for in article L. 225-102-1 of the French Commercial Code is included in the disclosures about the Group provided in the management report, it being noted that, in accordance with the provisions of article L. 823-10 of this Code, the information in this statement was not cross-checked by us for accuracy or consistency with the consolidated financial statements and must be assessed by an independent third party.

## Other verifications or information required by law and regulations

### Presentation format of the consolidated financial statements to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements to be included in the annual financial report mentioned in article L. 451-1-2 (I) of the French Monetary and Financial Code (Code monétaire et financier), prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in EU Delegated Regulation no. 2019/815 of December 17, 2018. As it relates to consolidated financial statements, our work includes verifying that the tagging of these consolidated financial statements complies with the format defined in the aforementioned regulation.

Based on the work we have carried out, we conclude that the presentation of the consolidated financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent in the macro-tagging of the consolidated financial statements in accordance with the single European electronic reporting format, it is possible that the content of certain tags in the notes to the financial statements may not be rendered identically to the consolidated financial statements attached to this report.

Moreover, we have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF correspond to those on which we have carried out our work.

### Appointment of the Statutory Auditors

We were appointed statutory auditors of Chargeurs at the Annual General Meeting of April 26, 2023.

At December 31, 2023, the firms were in the first year of their engagement.

## Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for preparing consolidated financial statements giving a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

## Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements

### Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in article L. 821-55 of the French Commercial Code, our audit does not include assurance on the viability or quality of the company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit. They also:

- Identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Gain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Assess the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the consolidated financial statements;
- Assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- Assess the overall presentation of the consolidated financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the management, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon.

### Report to the Audit Committee

We submit a report to the Audit Committee which includes, in particular, a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report any significant deficiencies in internal control that we have identified regarding the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were the most significant for the audit of the consolidated financial statements for the fiscal year and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of (EU) Regulation No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as specifically defined in articles L. 821-27 to L. 821-34 of the French Commercial Code and the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris-La Défense, April 3, 2024

The Statutory Auditors

GRANT THORNTON

French member of Grant Thornton International

Olivier Bochet

ERNST & YOUNG Audit

François-Guillaume Postel

## 5.2 2023 annual financial statements

### 5.2.1 2023 ANNUAL FINANCIAL STATEMENTS

#### Statement of financial position, parent company

At December 31, 2023 and 2022

#### ASSETS

(€k)	Note	2023			2022
		Gross	Accumulated depreciation, amortization and provisions	Net	Net
FIXED ASSETS	3				
Intangible assets					
Patents, licenses, trademarks, processes and other rights		2,210	967	1,243	789
Property, plant and equipment					
Land		-	-	-	-
Buildings		-	-	-	-
Other		4,111	894	3,217	3,305
Property, plant and equipment under construction		-	-	-	-
Advances and prepayments		-	-	-	-
Investments and other non-current financial assets <sup>(1)</sup>					
Affiliates	4.2	621,107	16,782	604,325	595,123
Loans to subsidiaries and affiliates	5	75,286	-	75,286	63,385
Other long-term investments	4.2	10,688	1,716	8,972	12,139
Other long-term loans	5	73,309	-	73,309	46,041
Other		262	-	262	259
<b>Total I</b>		<b>786,973</b>	<b>20,359</b>	<b>766,614</b>	<b>721,042</b>
CURRENT ASSETS					
Prepayments to suppliers		37	-	37	-
Trade receivables <sup>(2)</sup>	5 and 4.2	4,139	190	3,949	2,623
Other receivables <sup>(2)</sup>	5	123,537	-	123,537	60,584
Marketable securities	9	11,610	5,587	6,022	26,143
Cash at bank and in hand		33,017	-	33,017	15,080
Accruals		-	-	-	-
Prepaid expenses <sup>(2)</sup>		286	-	286	293
Cash instruments	10	132	-	132	211
<b>Total II</b>		<b>172,758</b>	<b>5,777</b>	<b>166,981</b>	<b>104,932</b>
Deferred charges	11	1,421	-	1,421	1,800
<b>Total III</b>		<b>1,421</b>	<b>-</b>	<b>1,421</b>	<b>1,800</b>
Unrealized translation losses		-	-	-	-
<b>Total IV</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>GRAND TOTAL (I + II + III + IV)</b>		<b>961,152</b>	<b>26,136</b>	<b>935,016</b>	<b>827,774</b>
(1) Due within one year.		138,803	-	138,803	94,127
(2) Due beyond one year		-	-	-	-

**EQUITY AND LIABILITIES**

(€k)	Note	2023	2022
<b>EQUITY</b>	12		
Share capital		3,978	3,987
Share premium account		101,461	97,102
Revaluation reserve		-	-
Reserves:			
• Legal reserve		400	400
• Untaxed reserves		-	-
• Other reserves		148,171	149,914
Retained earnings		141,391	157,962
Profit/(loss) for the period		1,529	2,140
Untaxed provisions		-	-
<b>Total I</b>		<b>396,931</b>	<b>411,505</b>
<b>PROVISIONS FOR CONTINGENCIES AND CHARGES</b>	4.1		
Provisions for contingencies		1,144	6,981
Provisions for charges		-	-
<b>Total II</b>		<b>1,144</b>	<b>6,981</b>
<b>LIABILITIES <sup>(1)</sup></b>	5		
Bonds	14	161,321	201,484
Bank borrowings <sup>(2)</sup>	14	199,058	107,539
Other borrowings	15	169,985	93,997
Trade payables		1,405	1,446
Accrued taxes and payroll costs		2,168	2,870
Customer prepayments		1,538	271
Other payables		1,467	1,681
Cash instruments	10	-	-
<b>ACCRUALS <sup>(1)</sup></b>			
Deferred income		-	-
<b>Total III</b>		<b>536,941</b>	<b>409,288</b>
Unrealized translation gains		-	-
<b>Total IV</b>			
<b>GRAND TOTAL (I + II + III + IV)</b>		<b>935,016</b>	<b>827,774</b>
(1) Due beyond one year		313,348	242,832
Due within one year.		223,594	166,456
(2) Including short-term bank loans and overdrafts		-	-

## Income statement

At December 31, 2023 and 2022.

(€k)	Note	2023	2022
OPERATING REVENUES	16	5,494	6,653
OPERATING EXPENSES			
Purchases of goods and external charges		(9,609)	(9,432)
Taxes other than on income		(456)	(412)
Salaries and wages		(2,624)	(1,895)
Payroll taxes		(543)	(650)
Amortization, depreciation and provisions:			
• amortization and depreciation of fixed assets		(378)	(318)
• provisions for contingencies and charges		-	-
• debt issuance costs		(757)	(735)
Other expenses		(513)	(509)
<b>Operating profit</b>		<b>(9,386)</b>	<b>(7,297)</b>
FINANCIAL INCOME			
From investments in subsidiaries and affiliates <sup>(1)</sup> :			
• shares in subsidiaries and affiliates		13,683	15,000
• loans to subsidiaries and affiliates		5,463	1,778
From other marketable securities and investments <sup>(1)</sup>		27	18
Other interest income <sup>(1)</sup>		742	570
Provision reversals and expense transfers	17.2	9,693	13,597
Foreign exchange gains		1,639	4,752
Income from disposals of marketable securities		331	1,605
		<b>31,578</b>	<b>37,320</b>
<b>Interest cost</b>			
Amortization and provisions	17.1	(3,484)	(14,100)
Interest expense <sup>(2)</sup>		(18,509)	(11,159)
Other financial expense		-	-
Foreign exchange losses		(1,719)	(4,719)
Losses on disposals of marketable securities		(388)	(323)
		<b>(24,099)</b>	<b>(30,302)</b>
<b>Net financial expense</b>		<b>7,479</b>	<b>7,019</b>
<b>Profit before tax and non-recurring items</b>		<b>(1,907)</b>	<b>(279)</b>
NON-RECURRING INCOME	18		
From revenue transactions		2,405	39
From capital transactions			
• proceeds from sales of fixed assets		151	94
• other		-	-
Provision reversals and expense transfers		5,837	-
		<b>8,393</b>	<b>133</b>
NON-RECURRING EXPENSE	18		
From revenue transactions		(5,093)	(56)
On capital transactions			
• carrying amount of assets sold		-	-
• other		(295)	(178)
Depreciation, amortization and provisions:			
• untaxed provisions		-	-
• other provisions		-	-
		<b>(5,388)</b>	<b>(234)</b>
<b>Net non-recurring income/(expense)</b>		<b>3,005</b>	<b>(101)</b>
<b>Profit before tax</b>		<b>1,098</b>	<b>(380)</b>
Income tax benefit	19.1	431	2,520
<b>PROFIT FOR THE PERIOD</b>		<b>1,529</b>	<b>2,140</b>
		19,216	16,893
		(401)	(177)

(1) Of which income from related companies

(2) Of which interest paid to related companies

## NOTES TO THE PARENT COMPANY FINANCIAL STATEMENTS

Chargeurs SA, whose registered office is at 7, rue Kepler, 75116 Paris, is the parent company of the consolidated Chargeurs Group.

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## NOTE 1 Significant events of the period

### 1.1 Voluntary public tender offer for Chargeurs shares

On December 14, 2023, the Board of Directors was informed of the intention of Columbus Holding and Columbus Holding 2, companies controlled by Michaël Fribourg, Chairman and Chief Executive Officer of Chargeurs, to file a voluntary public tender offer for the Company's shares, at a price of 12 euros per share, with a view to reinforcing the consistency of the Company's shareholding structure with its diversified model, changes and goals.

The Board of Directors took note of the Offeror's intention to pursue the main strategic orientations implemented by the Company following the offer. The Board of Directors observed that the Offerors are aiming for a material majority stake in Chargeurs while ensuring that the company remains listed with a substantial free float to ensure solid liquidity of the shares.

The Board of Directors has approved the principle of this transaction, pending the opinion of the employee representative bodies and the independent expert's report, and without prejudice to the reasoned opinion it will be required to issue following the opening of the offer.

In accordance with the provisions of article 261-1 of the General Regulations of the Autorité des Marchés Financiers (AMF), the Board of Directors has set up an *ad hoc* committee, the majority of whose members are independent directors.

At its meeting held on December 14, 2023, the Company's Board of Directors, acting on the recommendation of the *ad hoc* committee, appointed Didier Kling Expertise & Conseil, represented by Mr. Didier Kling, as independent expert to draw up a report on the financial terms of the offer in accordance with the conditions set forth in article 262-1 of the AMF's General Regulations.

Following a detailed analysis, the independent expert concluded that "the offer price of 12 euros is fair from a financial perspective for all holders of Chargeurs securities".

In parallel, the Group Committee representing Chargeurs employees unanimously approved the transaction.

After considering this approval and on the basis of the conclusions of the independent expert, the *ad hoc* committee submitted a draft reasoned opinion to the Board of Directors.

At its meeting of January 16, 2024, in a vote in which only the independent directors voted – the other directors abstaining –, the Board of Directors of Chargeurs, in light in particular of the report of the independent expert and the unanimous approval of the Group Committee approved the proposal of the *ad hoc* committee and issued a reasoned opinion that:

- Notes the intention of the Offerors not to delist the company and to ensure it continues to have a substantial free float;

- Finds that the financial terms of the Offer are fair for Company shareholders;
- Concludes that the Offer is in the interests of the Company, its shareholders and its employees;
- Accordingly recommends that shareholders wishing to take advantage of a liquidity window should tender their shares to the Offer.

The outline timetable for the offer from its opening was as follows:

- February 8, 2024: opening of the Offer;
- February 15, 2024: publication of the Company's audited 2023 financial statements;
- March 13, 2024: closing of the Offer;
- March 14, 2024: publication by the AMF and Euronext of the notice of outcome of the Offer;
- March 18, 2024: in the event the Offer is successful, publication of the notice of reopening of the Offer;
- March 19, 2024: in the event the Offer is successful, settlement-delivery of the Offer;
- March 19, 2024: reopening of the Offer;
- April 2, 2024: closing of the Reopened Offer;
- April 3, 2024: publication by the AMF and Euronext of the notice of outcome of the Reopened Offer;
- April 8, 2024: settlement-delivery of the Reopened Offer.

### 1.2 Capital reduction by means of the cancellation of 500,000 shares

On April 26, 2023, the Board of Directors approved the decision to cancel 500,000 Chargeurs shares, accordingly reducing the number of shares in the share capital. This decision had previously been approved by the General Meeting held the same day.

### 1.3 Conflict between Ukraine and Russia

The Chargeurs Group is watching developments in Ukraine and Russia very closely. The exposure of the Group's businesses to this conflict is very small, and represents less than 0.3% of consolidated revenue.

## NOTE 2 Accounting principles and policies

The annual financial statements for the fiscal year ended December 31, 2023 were prepared in accordance with regulation 2014-03 of the Autorité des normes comptables (ANC), the French National Accounting Standards Body, of June 5, 2014 as amended by various supplementary regulations as of the date of preparation of said annual financial statements.

The agreements hereafter were applied in compliance with the principles of prudence and segregation of accounting periods:

- They are presented on a going concern basis;
- and accounting methods have been applied consistently
- consistency of accounting policies from one fiscal year to the next.

### 2.1 Property, plant and equipment

Property and equipment are stated at cost excluding capitalized interest, or at their transfer value.

For property and equipment that cannot be broken down into separate component parts, depreciation is calculated by the straight-line method based on the estimated useful life of each category of asset, as follows.

The main periods used are as follows:

- furniture: 5 years;
- Fixtures and fittings: 5 years;
- computer equipment: 3 years.

### 2.2 Investments and other non-current financial assets

- Shares in subsidiaries and affiliates are stated at cost. In 2005, Chargeurs elected to recognize the incidental expenses on acquisitions of these shares directly as an expense. Since 2007, these costs have been added back for tax purposes and deferred over five years.

The cost value of these investments corresponds to their purchase price, excluding incidental expenses, or transfer value. When the individual inventory value of these shareholdings falls below the gross book value, an impairment loss is recognized for the amount of the difference. Inventory value is determined by reference to Chargeurs' equity in the net assets of the companies concerned, or by taking into account any unrealized capital gains or losses and their profitability and business outlook.

- Other long-term investments are stated at cost excluding incidental expenses, or at their transfer value.

When the individual inventory value of these shareholdings falls below the gross book value, an impairment loss is recognized for the amount of the difference. Fair value is determined by reference to Chargeurs' equity in the net assets of the companies concerned, or by taking into account any unrealized capital gains or losses or depending on profitability criteria. In the case of listed securities, the inventory value corresponds to the average price of the securities during the month preceding the closing.

This item also includes Chargeurs' shares acquired through share buyback programs.

### 2.3 Marketable securities

Marketable securities are stated at the lower of cost and market value on the basis of the average price for the last month of the fiscal year.

### 2.4 Foreign currency translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the transaction date. Assets and liabilities in foreign currencies are converted at the year-end rates. Gains or losses arising on translation are carried under "Unrealized translation gains" or "Unrealized translation losses." Provision is made for unrealized losses by way of a charge to the income statement, except when they can be set off against unrealized gains in linked transactions.

### 2.5 Forward currency transactions

Losses or gains arising from forward currency contracts not used as hedges are taken to the income statement in cases where they are settled by taking a reverse position in the same period, whatever the final maturity.

The accounting policies applicable to forward financial instruments and hedging transactions were amended by way of ANC regulation 2015-05 dated July 2, 2015. The latter is effective for accounting periods beginning on or after January 1, 2017. This new regulation requires the underlying of a hedging instrument to be accounted for in the same way as the instrument itself.

In 2023, Chargeurs had recourse to hedging instruments (calls, forward sale) to hedge its foreign currency financial payables and receivables (USD, GBP, CHF, SGD and NZD).



## NOTE 3 Fixed assets

(€m)	Fiscal year ended December 31, 2022	Acquisitions/ increases	Disposals/ decreases	At December 31, 2023
Intangible assets (gross)	1.4	0.7	-	2.2
Property and equipment (gross)	4.1	-	-	4.1
<b>INVESTMENTS AND OTHER NON-CURRENT FINANCIAL ASSETS (GROSS)</b>				
Shares in subsidiaries and affiliates <sup>(1)</sup>	621.1	-	-	621.1
Loans to subsidiaries and affiliates <sup>(2)</sup>	63.4	25.2	13.3	75.3
Other long-term loans <sup>(2)</sup>	46.0	32.6	5.3	73.3
Other long-term investments <sup>(3)</sup>	14.9	8.7	12.9	10.7
Other <sup>(4)</sup>	0.3	-	-	0.3
<b>TOTAL (GROSS)</b>	<b>751.2</b>	<b>67.3</b>	<b>31.5</b>	<b>787.0</b>

(1) This item was unchanged in 2023.

(2) The change in these items reflects loans granted to certain Chargeurs subsidiaries to replace their local financing, as well as the partial repayment of these loans.

(3) This item includes 824,460 shares in Chargeurs held primarily under the share buyback program (purchase of 369,371 shares in 2023). Of note is the cancellation of 500,000 shares following the decision of the Board of Directors of April 26, 2023. Other movements in 2023 related to purchases and sales of shares in Chargeurs in connection with the liquidity contract, with €5.8 million in increases and €5.4 million in decreases.

(4) This item mainly includes the rent security deposit for the registered office at 7 Rue Kepler.

## NOTE 4 Provisions

### 4.1 Provisions for contingencies and charges

In accordance with regulation 2014-03 of the Autorité des normes comptables (ANC), the French National Accounting Standards Body, the Company records a provision to cover clearly identified contingencies and charges of uncertain timing or amount arising from past or present events, the settlement of which is expected to result in an outflow of resources embodying economic benefits.

(€m)	Fiscal year ended December 31, 2022	Charges for the fiscal year	Reversals for the fiscal year (used)	Reversals for the fiscal year (unused)	At December 31, 2023
Provisions for contingencies	7.0	-	5.0	0.8	1.2
Provisions for charges	-	-	-	-	-
<b>GRAND TOTAL</b>	<b>7.0</b>	<b>-</b>	<b>5.0</b>	<b>0.8</b>	<b>1.2</b>
<i>Of which movements included in operating income and expense</i>		-	-	-	
<i>Of which movements included in financial income and expense</i>		-	-	-	
<i>Of which movements included in non-recurring income and expense</i>		-	5.0	0.8	

The changes in provisions for contingencies related to a long-standing withholding tax dispute.

### 4.2 Impairment

(€m)	Fiscal year ended December 31, 2022	Charges for the fiscal year	Reversals for the year	At December 31, 2023
Impairment of investments	28.7	-	10.2	18.5
Impairment of miscellaneous receivables	0.2	-	-	0.2
<b>GRAND TOTAL</b>	<b>28.9</b>	<b>-</b>	<b>10.2</b>	<b>18.7</b>
<i>Of which movements included in operating income and expense</i>		-	-	
<i>Of which movements included in financial income and expense</i>		-	9.1	
<i>Of which movements included in non-recurring income and expense</i>		-	-	

- Chargeurs' policy is to classify impairment losses and reversals relating to investments under financial income and expense (see Note 16). However, in accordance with the recommendations issued by the Ordre des experts-comptables, the French national association of chartered accountants, this general rule is not applied to reversals of impairment losses relating to divested shares, which are recorded under non-recurring income.
- Receivables are measured at their nominal value and written down based on the recovery risk as assessed at the year-end.
- In 2023, Chargeurs reversed the provision for impairment funded in 2022 for the securities of the intra-group company CHS EMEA, following its merger into the intra-group company Chargeurs PCC Corporate for €9.1 million in net financial expense.
- On April 26, 2023, the Board of Directors approved the decision to cancel 500,000 Chargeurs shares. This transaction resulted in the reversal of a provision for impairment of Chargeurs shares for €1.1 million, offset on the "Treasury shares being cancelled" line.

## NOTE 5 Maturities of receivables and payables

Total loans and receivables, before impairment, amounted to €276.3 million, breaking down as follows:

- Loans to subsidiaries and affiliates for €75.3 million;
- Loans of €73.3 million;
- Trade receivables for €4.1 million;
- Other receivables for €123.5 million.

Maturities of loans and receivables are as follows:

(€m)	2023
Due within one year	266.5
Due beyond one year	9.8
<b>TOTAL</b>	<b>276.3</b>

Maturities of debt and other payables are as follows:

(€m)	2023
Due within one year	223.5
Due in one to five years	312.3
Due beyond five years	1.1
<b>TOTAL</b>	<b>536.9</b>

The total includes €161.5 million in bond debt, €199.1 million in bank borrowings, €170 million in other borrowings and €1.5 million in other payables.

The debt at over five years relates to the balance of the bank debt.

## NOTE 6 Breakdown of accrued income

The amount of accrued income recognized in 2023 was €2.0 million. These are mainly tax credits to be collected in 2024.

## NOTE 7 Accrued expenses

Accrued expenses totaled €4.1 million and primarily consisted of professional fees, service costs and various payroll costs.

## NOTE 8 Marketable securities

Marketable securities listed on the asset side of the statement of financial position totaled a net amount of €6.0 million. This item mainly consists of shares.

## NOTE 9 Cash instruments

In 2023, Chargeurs had recourse to hedging instruments (calls, forward sale) to hedge its foreign currency financial payables and receivables (USD, GBP, CHF, SGD and NZD).

As of December 31, 2023, the position of outstanding contracts was as follows (€m):

Currency hedged	Forward purchase/sale	Notional of the contract	Fair value
GBP	Sales	23.5	0.1
USD	Sales	3.8	
NZD	Sales	2.0	
SGD	Purchase	1.5	
CHF	Purchase	0.9	

## NOTE 10 Deferred charges

The amount of expenses to be spread over several fiscal years was €1.4 million at the end of 2023 (€1.8 million in 2022). It corresponds to the costs of setting up bank financing. These costs are spread over the term of the loans concerned.

## NOTE 11 Equity

### 11.1 Changes in equity over the period

(€m)

<b>Equity at January 1, 2023 (before appropriation)</b>	<b>409.4</b>
2022 profit appropriated by decision of the Annual General Meeting (AGM) on April 26, 2023	2.1
<b>Equity at January 1, 2023 (after appropriation)</b>	<b>411.5</b>
Profit for the period	1.5
Payment of the cash dividend as approved at the AGM on April 26, 2023	(8.6)
Cancellation of 500,000 shares as approved by the Board Meeting of April 26, 2023	(7.5)
<b>EQUITY AT DECEMBER 31, 2023 (BEFORE APPROPRIATION)</b>	<b>396.9</b>

### 11.2 Changes in share capital

	Number	Par value
Shares outstanding at January 1, 2019	24,919,130	€0.16
Issue of free shares as decided by the Board of Directors on September 8, 2023	106,000	€0.16
Payment of the stock dividend as approved at the AGM on April 26, 2023	337,184	€0.16
Cancellation of 500,000 shares as approved by the Board Meeting of April 26, 2023	(500,000)	€0.16
<b>SHARES OUTSTANDING AT DECEMBER 31</b>	<b>24,862,314</b>	<b>€0.16</b>

All Chargeurs shares have been called and are fully paid-up.

### 11.3 Share premium account and reserves at December 31, 2019

These items break down as follows:

(€m)	2023
Share premium account	101.5
Legal reserve	0.4
Restricted reserve (capital reduction)	147.0
Retained earnings	141.4
Other reserves	1.1
<b>TOTAL PREMIUMS AND RESERVES</b>	<b>391.4</b>

### NOTE 12 Double voting rights

Chargeurs' bylaws provide that shares registered in the name of the same owner for at least two years carry double voting rights. In accordance with the provisions of article L. 225-124 of the French Commercial Code, holders of said shares are entitled to double voting rights at Chargeurs Shareholders' Meetings.

At December 31, 2023, 1,357,466 shares carried double voting rights.

### NOTE 13 Bonds and bank borrowings

In 2023, the financing available to the Chargeurs Group changed as follows:

- The one-year extension in the maturity of the RCF component of the syndicated loan credit facility, to end-2025;
- The arrangement of new RCF facilities with maturities of two, three and five years for a total of €45.0 million;
- The arrangement of a new seven-year long-term facility for €10.0 million.

The costs associated with setting up new bank financing are spread over the term of the loan concerned. These costs concern commissions or fees directly related to the financing. In both 2023 and 2022, the spreading of these costs had an impact of -€0.7 million on the Company's operating income.

### NOTE 14 Other borrowings

The €170.0 million total for this item included (i) €20.2 million in short-term loans granted by the Group's subsidiaries and (ii) €149.8 million in credit balances within the Group's cash pool.

### NOTE 15 Operating revenues

Chargeurs SA's operating revenues break down as follows

(€m)	2023
France	5.1
Export	0.4
<b>TOTAL</b>	<b>5.5</b>

## NOTE 16 Net financial expense

### 16.1 Amortization and provisions

(€m)	2023
Treasury shares	0.1
Marketable securities	3.4
Intra-group securities	-
<b>TOTAL</b>	<b>3.5</b>

### 16.2 Reversal of depreciation and provisions

(€m)	2023
Marketable securities	0.5
Intra-group securities	9.2
<b>TOTAL</b>	<b>9.7</b>

## NOTE 17 Net non-recurring income/(expense)

Type (€m)	2023	
	Expenses	Income
Disposal gain on treasury stock	0.3	0.2
Withholding tax	5.0	8.2
Other	0.1	0.1
<b>TOTAL</b>	<b>5.4</b>	<b>8.4</b>

## NOTE 18 Income tax benefit

### 18.1 Analysis of income tax

(€m)	2023	2022
Group relief	0.4	2.5
Other	-	-
<b>INCOME TAX BENEFIT</b>	<b>0.4</b>	<b>2.5</b>

Since January 1, 1996, Chargeurs and most of its French subsidiaries that are at least 95%-owned, directly or indirectly, have filed a consolidated tax return. Under French group relief rules, the losses of certain subsidiaries in the tax group can be set off against the taxable profit of other companies in the group. The profitable subsidiaries pay Chargeurs SA the amount of tax that would have been due on their profit if they were taxed on a standalone basis, and Chargeurs SA pays the tax due by the tax group.

In 2023, the provision for the risk of repayment of tax benefits to some subsidiaries expected to return to profit remained unchanged at €485 thousand.

The setting off by Chargeurs SA of losses reported by certain subsidiaries against the taxable profits of other subsidiaries resulted in a current tax saving of €0.4 million, representing a cash flow benefit.

Non-deductible expenses that are disclosable to shareholders pursuant to Articles 223 (c) and 39-4 of the French Tax Code ("Code Général des Impôts") and the related tax impact amounted to €27.1 thousand in 2023.

## NOTE 19 Commitments given, guarantees and sureties

Guarantees and sureties concern:

- subsidiaries and related companies: €14.0 million;
- other non-Group commitments for: €0.0 million.

## NOTE 20 Unrecognized deferred taxes

At December 31, 2023, under the group relief rules chosen by Chargeurs, Chargeurs had evergreen tax loss carryforwards of €191.3 million.

Timing differences between book income and expense and income and expense for tax purposes were not material at end-2023.

## NOTE 21 Directors' and senior executives' compensation

Compensation allocated to directors and senior executives amounted to €420,000 and €1,577,120 respectively (including directors' fees paid by subsidiaries).

## NOTE 22 Average headcount

Breakdown of average headcount by employment category:

	2023	2022
Corporate officer	1	1
Executive	9.3	9.5
<b>TOTAL</b>	<b>10.3</b>	<b>10.5</b>

## NOTE 23 Employee benefit obligations

### 23.1 Retirement benefits

The retirement benefit obligations (statutory and under collective bargaining agreements) were measured at December 31, 2023.

The valuation method for end-of-career indemnities is that recommended by the French National Accounting Board (ANC n° 2013-02).

The expected present value (EPV) of total liabilities is determined by calculating:

- the amount of benefits that will be paid on a specific date (retirement date for retirement benefits, anniversary date for long-service awards) using a projection of salaries and seniority;
- the probabilities of paying these benefits (probability of survival and presence in the company);
- the discount factor.

These benefit obligations have not been recorded in the financial statements, as the amounts involved are not material. The commitment is valued at €40.3 thousand in 2023 (€24.4 thousand in 2022).

The Company's retirement benefit obligations were measured at December 31, 2010 based on years of service and the probability that employees would still be on the Company's payroll at their retirement date.

The actuarial assumptions at the end of 2023 are as follows:

• Discount rate applied to the projected benefit obligation:	3.25%
• Estimated future salary increase, executives:	2.75%
• Estimated future salary increases, non-executives:	2.25%
• Long-term inflation:	2.25%

### 23.2 Personal training account

Chargeurs contributes to its employees' personal training accounts in accordance with applicable regulations.

## NOTE 24 Fees paid to the Statutory Auditors

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Chargeurs SA paid €301.4 thousand in fees to the Statutory Auditors to audit the 2023 financial statements.

## NOTE 25 Free share plan

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All share plans expired in 2023. As a result, and in light of the measures taken by it, the Board of Directors at its meeting of March 8, 2023 decided to increase the share capital by 106,000 shares to be allocated to key Chargeurs Group executives.

No new allocation plan was approved in 2023.

For reference, the plans in question were as follows:

By way of the eighteenth resolution (extraordinary resolution) of the May 6, 2019 Annual General Meeting, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, the Company's Board of Directors was authorized to establish free share plans by means of the granting of ordinary shares not exceeding 1% of the share capital (at the date of the AGM), to certain senior executives of the Company and of its subsidiaries. The following CEO-to-worker pay ratio information is disclosed in accordance with Article L. 225-197-1 (II) of the French Commercial Code, no share may be granted to a beneficiary who holds more than 10% of the Company's share capital at the grant date or for whom the grant would increase their interest to more than 10% of the Company's share capital following the acquisition of shares.

Under the framework of this authorization:

- on December 19, 2019, the Board of Directors decided to grant a total of 150,000 performance shares to senior executives. These shares were subject to a one-year vesting period that ran from the grant date and ended on January 1, 2023. The plan was subject to performance conditions and the beneficiary remaining a member of the Group during the vesting period.

By way of the twenty-second resolution (extraordinary resolution) of the April 28, 2020 Annual General Meeting, in accordance with Articles L. 225-197-1 et seq. of the French Commercial Code, the Company's Board of Directors was authorized to establish free share plans by means of the granting of ordinary shares not exceeding 1% of the share capital (at the date of the AGM), to certain senior executives of the Company and of its subsidiaries. The following CEO-to-worker pay ratio information is disclosed in accordance with Article L. 225-197-1 (II) of the French Commercial Code, no share could be granted to a beneficiary who holds more than 10% of the Company's share capital at the grant date or for whom the grant would have increased their interest to more than 10% of the Company's share capital following the acquisition of shares.

Under the framework of this authorization:

- On November 9, 2020, the Board of Directors decided to grant a total of 42,000 shares to senior executives. These shares were subject to a one-year vesting period that ran from the grant date and ended on January 1, 2023. The plan was subject to performance conditions and the beneficiary remaining a member of the Group during the vesting period.
- On September 8, 2021, the Board of Directors decided to grant a total of 99,000 shares to senior executives. These shares were subject to a vesting period running from the grant date to the date of the Board meeting approving the consolidated financial statements for the fiscal year ended December 31, 2022, namely March 8, 2023. The shares will only vest if the applicable performance conditions are met and the beneficiary is still a member of the Group at the vesting date.

## NOTE 26 Subsequent events

The outline timetable for the public tender offer for the Group's shares can be found in Note 1.1.

No other significant events occurred between December 31, 2023 and the date on which these financial statements were approved for issue.

### Information concerning subsidiaries and affiliates

At December 31, 2023 (€k)

Companies	Share capital	Reserves	% interest	Cost of investment	Carrying amount of investment	Fiscal year 2023 revenue before tax <sup>(1)</sup>	2023 profit/(loss) included in equity	Gross dividends received by the Company during fiscal year 2023
<b>A. DETAILED INFORMATION CONCERNING EQUITY INVESTMENTS</b>								
<b>WITH A CARRYING AMOUNT IN EXCESS OF 1% OF CHARGEURS' CAPITAL</b>								
<b>1. Subsidiaries</b>								
<i>(at least 50%-owned by Chargeurs)</i>								
Chargeurs Textiles	31,085	10,102	100	69,480	56,700	-	(7)	-
Chargeurs Films de Protection	139,617	128,780	100	286,266	286,266	-	(623)	-
Chargeurs USA Holding	200,777	18,419	100	104,749	104,749	-	4,889	-
Chargeurs PCC Corporate	5,660	86,188	100	65,224	65,224	-	1,532	2,217
Chargeurs Museum Studio	37,064	(8,688)	100	37,064	37,064	4,178	(1,102)	-
Senfa	3,152	(2,393)	100	34,000	34,000	10,386	(4,138)	-
A.H. Leach & Company Limited	101	1,071	100	16,749	16,749	-	(29)	-
Other holding companies	3,838	(2,223)	100	4,624	2,835	0	(598)	0
<b>2. Affiliates</b>								
<i>(10% to 50%-owned by Chargeurs)</i>								
Miscellaneous companies	-	-	-	-	-	-	-	-
<b>B. AGGREGATE INFORMATION CONCERNING OTHER SUBSIDIARIES AND AFFILIATES</b>								
<b>1. Subsidiaries not listed in A</b>								
French companies	198	(710)	-	96	38	-	(319)	0
Foreign companies	-	-	-	-	-	-	-	-
<b>2. Affiliates not listed in A</b>								
French companies	-	-	-	-	-	-	-	-
Foreign companies	296	17,266	-	671	671	71,768	2,341	800

(1) Some of the companies owned by Chargeurs SA are purely holding companies and do not generate any revenue.



## 5.2.2 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

Fiscal year ended December 31, 2023

To the shareholders of Chargeurs,

### Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying annual financial statements of Chargeurs for the fiscal year ended December 31, 2023.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the company at December 31, 2023, and of the results of its operations for the fiscal year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

### Basis for opinion

#### Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the annual financial statements" section of this report.

#### Independence

We conducted our audit engagement in compliance with the independence rules applicable to us under the French Commercial Code (Code de commerce) and the French Code of Ethics (Code de déontologie) for Statutory Auditors for the period from January 1, 2023 to the date of our report, and, in particular, we did not provide any services prohibited by article 5 (1) of (EU) Regulation No. 537/2014.

### Justification of assessments – Key audit matters

Pursuant to the provisions of articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgment, were the most significant in our audit of the annual financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the annual financial statements as a whole, thereby contributing to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the annual financial statements.

### Measurement of shares in subsidiaries and affiliates

Description of risk	How our audit addressed this risk
<p>Shares in subsidiaries and affiliates amounted to €604.3 million at December 31, 2023, representing 64.6% of total assets.</p> <p>As indicated in Note 2.2 to the annual financial statements, they are initially recognized at cost or transfer value. An impairment loss is recorded if the fair value of an interest falls below its entry value. Fair value is determined by reference to Chargeurs' equity in the net assets of the companies concerned, taking into account any unrealized capital gains or losses and their profitability and business outlook.</p> <p>Estimating the fair value of shares in subsidiaries and affiliates requires management to exercise judgment when choosing the data to be used for the estimates, which may be historical or forecast.</p> <p>We deemed the measurement of the fair value of shares in subsidiaries and affiliates to be a key audit matter due to the materiality of these assets in the statement of financial position and the inherent uncertainty of certain inputs used to estimate their fair value, in particular forecast data.</p>	<p>We assessed the methods used by management to determine the fair value of shares in subsidiaries and affiliates.</p> <p>For valuations based on forecast data, we examined the forecasts prepared by management. We assessed the appropriateness of the key assumptions used to measure expected future cash flows, in particular with regard to performance in previous years and the economic context in which the companies operate. We reconciled the main data used for impairment testing with the data derived from the forecasts prepared by management and the financial statements of the company, and examined the impairment tests performed for each of the material equity interests held.</p> <p>For valuations based on historical data, we examined the consistency of the equity values used with the financial statements of the subsidiaries and verified that any adjustments to equity were based on documentary evidence.</p> <p>We also checked that Notes 2.2, 4.2, 16.1 and 16.2 to the annual financial statements provide appropriate disclosures.</p>

**Specific verifications**

In accordance with professional standards applicable in France, we have also performed the specific verifications required by French legal and regulatory provisions.

**Information given in the management report and in the other documents provided to the shareholders with respect to the financial position and the annual financial statements**

We have no matters to report as to the fair presentation and the consistency with the annual financial statements of the information given in the Board of Directors' management report and in the other documents provided to the shareholders with respect to the financial position and the annual financial statements.

We attest to the fair presentation and the consistency with the annual financial statements of the information about payment terms referred to in article D. 441-6 of the French Commercial Code.

**Report on corporate governance**

We attest that the Board of Directors' report on corporate governance sets out the information required by articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of article L. 22-10-9 of the French Commercial Code relating to compensation and benefits paid or awarded to corporate officers and any other commitments made to them, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements, and, where applicable, with the information obtained by your company from controlled companies included in its scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of this information.

Concerning the information given in accordance with the requirements of article L. 22-10-11 of the French Commercial Code relating to those items the company has deemed liable to have an impact in the event of a takeover bid or exchange offer, we have verified its consistency with the underlying documents that were disclosed to us. Based on this work, we have no matters to report with regard to this information.

**Other information**

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

**Other verifications or information required by law and regulations****Presentation format of the annual financial statements to be included in the annual financial report**

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the annual financial statements to be included in the annual financial report mentioned in article L. 451-1-2, I of the French Monetary and Financial Code (Code monétaire et financier), prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in EU Delegated Regulation no. 2019/815 of December 17, 2018.

Based on the work we have carried out, we conclude that the presentation of the annual financial statements to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the annual financial statements that will ultimately be included by your company in the annual financial report filed with the AMF correspond to those on which we have carried out our work.

**Appointment of the Statutory Auditors**

We were appointed statutory auditors of Chargeurs at the Annual General Meeting of April 26, 2023.

At December 31, 2023, the firms were in the first year of their engagement.

**Responsibilities of management and those charged with governance for the annual financial statements**

Management is responsible for preparing annual financial statements giving a true and fair view in accordance with French accounting principles, and for implementing the internal control procedures it deems necessary for the preparation of annual financial statements that are free of material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern, and using the going concern basis of accounting, unless it expects to liquidate the company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures. The annual financial statements were approved by the Board of Directors.

## Responsibilities of the Statutory Auditors relating to the audit of the annual financial statements

### Objective and audit approach

Our role is to issue a report on the annual financial statements. Our objective is to obtain reasonable assurance about whether the annual financial statements as a whole are free of material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions taken by users on the basis of these financial statements.

As specified in article L. 821-55 of the French Commercial Code, our audit does not include assurance on the viability or quality of the company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit. They also:

- Identify and assess the risks of material misstatement in the annual financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Gain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Assess the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the annual financial statements;
- Assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the annual financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- Assess the overall presentation of the annual financial statements and assess whether such statements represent the underlying transactions and events in a manner that achieves fair presentation.

### Report to the Audit Committee

We submit a report to the Audit Committee which includes, in particular, a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report any significant deficiencies in internal control that we have identified regarding the accounting and financial reporting procedures.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were the most significant for the audit of the annual financial statements and which constitute the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of (EU) Regulation No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as specifically defined in articles L. 821-27 to L. 821-34 of the French Commercial Code and the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris-La Défense, April 3, 2024

The Statutory Auditors

GRANT THORNTON

French member of Grant Thornton International

Olivier Bochet

ERNST & YOUNG Audit

François-Guillaume Postel

## 5.3 Statutory Auditors' special report on related-party agreements

Annual General Meeting to approve the financial statements for the fiscal year ended December 31, 2023

To the shareholders of Chargeurs,

In our capacity as Statutory Auditors of Chargeurs, we hereby report to you on related-party agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of agreements that have been disclosed to us or that we may have identified as part of our engagement, as well as the reasons given as to why they are beneficial for the company, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of article R. 225-31 of the French Commercial Code (Code de commerce), it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by article R. 225-31 of the French Commercial Code in relation to the implementation during the fiscal year of agreements already approved by the Annual General Meeting.

We performed the procedures that we deemed necessary in accordance with professional standards applicable in France to such engagements. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

### **AGREEMENTS SUBMITTED FOR THE APPROVAL OF THE ANNUAL GENERAL MEETING**

We were not informed of any agreement authorized and entered into during the fiscal year to be submitted for the approval of the Annual General Meeting pursuant to the provisions of article L. 225-38 of the French Commercial Code

### **AGREEMENTS ALREADY APPROVED BY THE ANNUAL GENERAL MEETING**

In accordance with Article L. 225-30 of the French Commercial Code, we have been informed that the following agreements already approved by the Annual General Meeting in prior years remained in force during the fiscal year.

#### **Lease agreement between Chargeurs USA LLC and Chelsea Real Estate US Inc.**

##### **Person concerned:**

Michael Fribourg who i) is Chairman and Chief Executive Officer of Chargeurs, the sole shareholder in Chargeurs USA LLC and ii) controls Foncière Transcontinentale, the sole shareholder in Chelsea Real Estate US Inc.

##### **Nature and purpose:**

On March 4, 2020, your Board of Directors authorized an agreement to lease the office space in the Chelsea Arts Tower in New York from Foncière Transcontinentale on behalf of Chargeurs USA LLC. The lease agreement was ultimately entered into by Chelsea Real Estate US Inc. on behalf of Chargeurs USA LLC (subsumed into Chargeurs USA Holding in 2022).

##### **Terms:**

This lease was agreed for a fixed period of seven years and provides for (i) an annual lease payment of US\$298,000, plus an annual increase of 3% and (ii) the rebilling of all shared charges and local taxes by the owner to the tenant.

For the fiscal year ended December 31, 2023, Chargeurs USA Holding incurred an expense of US\$449,050 under this agreement.

## Lease agreement between Chargeurs and Foncière Transcontinentale

### Person concerned:

Michael Fribourg who i) is Chairman and Chief Executive Officer of Chargeurs and ii) controls Foncière Transcontinentale.

### Nature and purpose:

On November 10, 2020, your Board of Directors authorized the leasing of office space in the building located at 7, rue Kepler in Paris (75116) from Foncière Transcontinentale on behalf of Chargeurs.

### Terms:

The agreement was entered into for a period of nine years with Chargeurs having the option of unilaterally terminating it at the end of the second three-year period. It provides for (i) an annual lease payment of €551,618 excluding tax, indexed annually in line with the ICC (Indice du Coût de la Construction - construction costs index), with a minimum guaranteed lease payment of €551,618 excluding tax and (ii) the rebilling of all shared charges and local taxes by the owner to the tenant.

For the fiscal year ended December 31, 2023, your company incurred an expense of €749,344 under this agreement.

Neuilly-sur-Seine and Paris-La Défense, April 3, 2024

The Statutory Auditors

GRANT THORNTON

French member of Grant Thornton International

Olivier Bochet

ERNST & YOUNG Audit

François-Guillaume Postel

## 5.4 Other financial and accounting information

### 5.4.1 FIVE-YEAR FINANCIAL SUMMARY

Five-year financial summary (€k)

In €k	2023	2022	2021	2020	2019
<b>I - CAPITAL AT DECEMBER 31</b>					
Share capital	3,978	3,987	3,933	3,874	3,816
Number of shares	24,862,314	24,919,130	24,583,964	24,211,232	23,848,641
Number of convertible bonds	-	-	-	-	-
<b>II - RESULTS OF OPERATIONS</b>					
Operating revenue, investment income, interest income and other revenues (excluding tax)	25,263	23,694	47,533	11,819	19,441
Profit/(loss) before tax, amortization, depreciation and provisions	9,814	1,176	15,697	(39,370)	(3,673)
Income tax benefit	431	2,521	7,007	12,848	4,563
Net profit	1,529	2,140	35,879	(28,605)	11,035
Total dividends	-	18,939	30,484	31,959	9,539
<b>III - PER SHARE DATA</b>					
Earnings per share after tax, before amortization, depreciation and provisions	(0.38)	0.15	0.92	(1.10)	0.04
Net profit	0.06	0.09	1.46	(1.18)	0.46
Dividend per share	-	0.76	1.24	1.32	0.4
<b>IV - EMPLOYEE DATA</b>					
Number of employees	10	10	11	8	10
Total payroll	2,624	1,895	3,282	3,969	2,252
Total paid towards employment benefits (social security, company welfare, etc.)	543	650	1,314	1,507	728

# Share capital and ownership structure



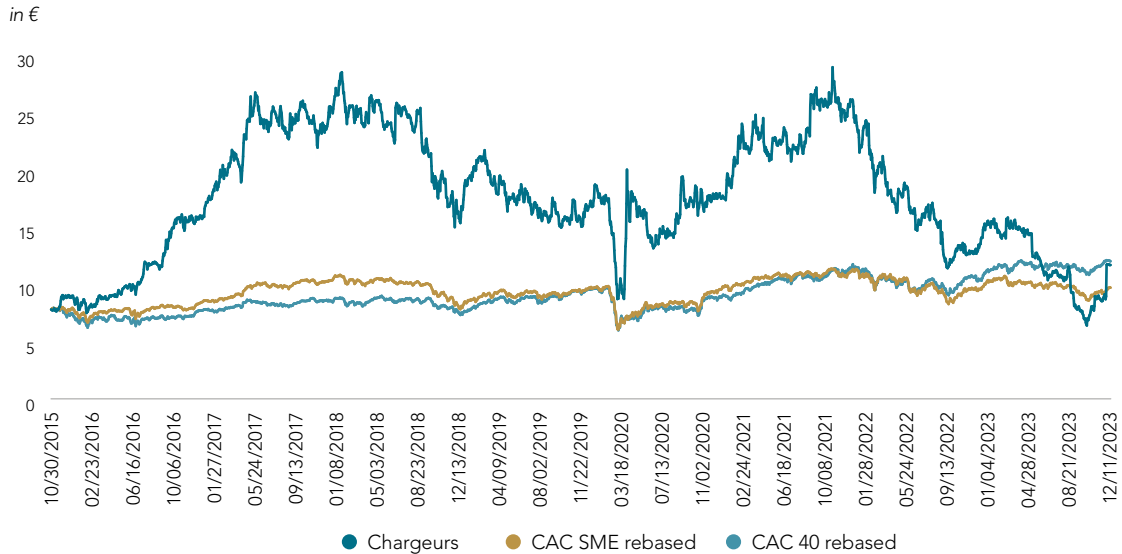
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## 6.1 Stock market information

### 6.1.1 CHARGEURS SHARE PRICE PERFORMANCE

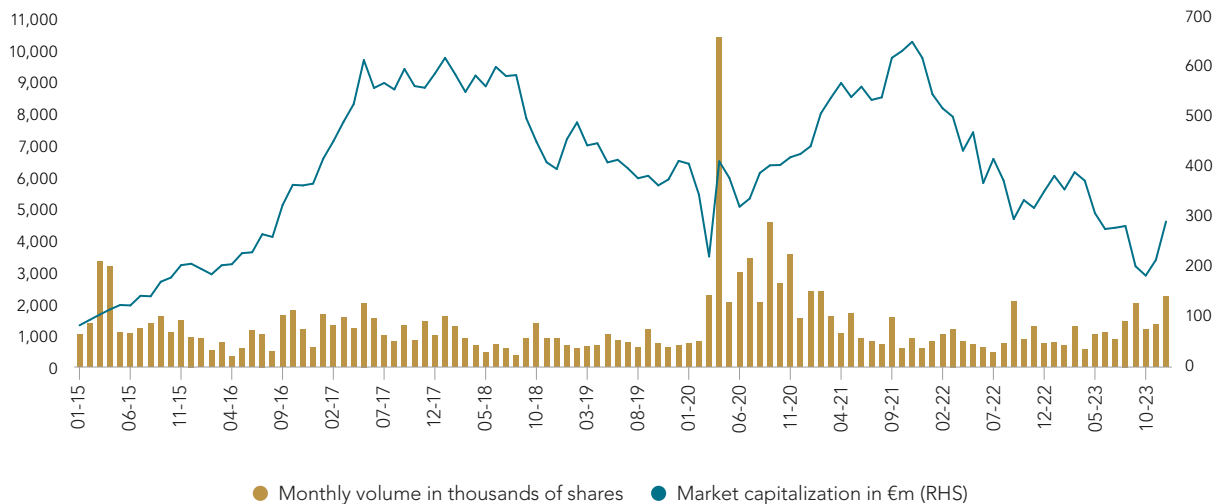
#### SHARE PRICE IN 2023 COMPARED WITH THE CAC 40 AND CAC MID & SMALL INDICES <sup>(1)</sup>

The economic environment was unfavorable in 2023, particularly for small- and mid-cap companies. In December 2023, the share price rose following the announcement by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., controlled at the highest level by Michaël Fribourg, of their intention to issue a voluntary public tender offer on Chargeurs shares at 12 euros (€12) per share.



(1) Chargeurs, October 30, 2015: €7.8.  
Source: Euronext.

#### CHARGEURS – MONTHLY VOLUME OF SECURITIES TRADED ON EURONEXT AND MARKET CAPITALIZATION SINCE 2015



Source: Euronext



## 6.1.2 SHARE PRICE INFORMATION

	2015	2016	2017	2018	2019	2020	2021	2022	2023
Price as of December 31	€9.00	€15.96	€25.31	€16.80	€17.28	€17.60	€26.06	€14.08	€11.68
Weighted average number of shares outstanding	19,615,969	22,955,692	23,156,635	23,349,984	22,882,210	22,851,146	23,586,167	24,096,274	24,197,291
Total dividend (gross)	€0.30	€0.55	€0.60	€0.67	€0.40	€1.32	€1.24	€0.76	€0.00
Attributable net profit (in € millions)	15.3	25.0	25.2	26.6	15.1	41.0	30.6	22.1	1.5
Net earnings per share	€0.78	€1.09	€1.09	€1.14	€0.66	€1.79	€1.30	€0.92	€0.06
Payout rate <sup>(1)</sup>	38%	50%	55%	59%	61%	74%	95%	83%	N/A

(1) Dividend/Net earnings per share



### Stock market data

#### Market listing

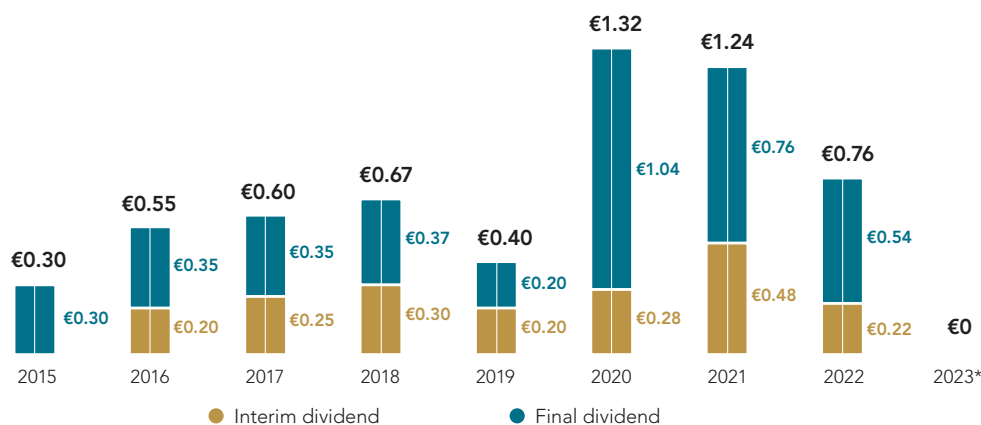
Market: Euronext/Compartment B.  
ISIN: FR0000130692 – CRI.  
Index: EnterNext© PEA-PME/CAC Mid & Small.  
SRD: eligible for SRD Long only segment.

## 6.1.3 COVERAGE OF THE SECURITY BY ANALYSTS



## 6.2 Dividends paid

In first-half 2023, the Chargeurs group paid its shareholders a dividend of €0.54 per share, corresponding to the final dividend for fiscal 2022, which totaled €0.76 per share.



\* The Board of Directors has decided not to propose a dividend for fiscal year 2023.

## 6.3 Ownership structure

### 6.3.1 CHANGES IN SHARE CAPITAL

	Number of shares	Share capital (in €) <sup>(1)</sup>
As of December 31, 2021	24,583,964	3,933,434
New shares issued for the payment of dividends in shares	324,166 <sup>(2)</sup>	51,867
Shares issued on the grant of free shares	11,000	1,760
As of December 31, 2022	24,919,130	3,987,061
New shares issued for the payment of dividends in shares	337,184 <sup>(3)</sup>	53,949
Shares issued on the grant of free shares	106,000	16,960
Canceled treasury stock	(500,000)	(80,000)
<b>AS OF DECEMBER 31, 2023</b>	<b>24,862,314</b>	<b>3,977,970</b>

(1) Par value: €0.16 per share.

(2) 324,166 shares were issued in fiscal 2022, of which 308,405 were new shares issued in payment of the final dividend for fiscal 2021 and 15,761 new shares issued in payment of an interim dividend for fiscal 2022.

(3) 337,184 shares were issued in fiscal 2023 in payment of the final dividend for fiscal 2022.

At December 31, 2023, the Company's share capital amounted to €3,977,970.24, divided into 24,862,314 shares with a par value of €0.16 each.

### 2023 dividend

None.

### Financial instruments with rights to Chargeurs' shares

At the date of this Universal Registration Document, there were no financial instruments with rights to Chargeurs' shares.

## Ownership structure

### Number of shares with double voting rights

At December 31, 2023, the total number of shares carrying double voting rights amounted to 1,357,466 out of a total of 26,219,780 voting rights.

### Trading in Chargeurs' shares by management or members of the Board of Directors in fiscal 2023

	Shares in subsidiaries and affiliates	Type	Date of transaction	Unit price <sup>(1)</sup>	Number of shares
Nicolas Urbain <sup>(2)</sup>	Chargeurs SA	Purchase	May 25, 2023	€13.04	2,500
			June 1, 2023	€12.22	2,500
			September 20, 2023	€8.26	5,000
			September 21, 2023	€7.96	2,500
			September 26, 2023	€7.74	2,294
Alexandra Rocca	Chargeurs SA	Purchase	September 20, 2023	€8.30	4,250

(1) Aggregate information.

(2) Acquisition of shares via H.R.P. (Paris Trade and Companies Register No. 434 012 217) managed by Nicolas Urbain.

### 6.3.2 FREE SHARE PLAN

No new free share allocation plan was implemented during fiscal 2023.

## 6.4 Additional information about the Company's capital

### 6.4.1 BREAKDOWN OF SHARE CAPITAL AND VOTING RIGHTS

The Company's share capital and voting rights broke down as follows at December 31, 2023, at January 10, 2023 and at December 31, 2021. The Company does not have any clause in its bylaws waiving double voting rights for all fully-paid up shares registered in the name of the same holder for at least two consecutive years.

Subsequent to the closing of fiscal 2023 and as of April 4, 2024, the voluntary public tender offer submitted on December 14, 2023 by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. obtained a positive outcome. Following the closing of the Offer, on April 9, 2024 (the settlement-delivery date), the Offerors hold 16,802,818 Chargeurs shares, representing 67.58% of the share capital and 68.46% of the voting rights of the Company (taking treasury shares into account).

	April 9, 2024 (post-public tender offer)			December 31, 2023			January 10, 2023		
	Number of shares	% interest	% voting rights <sup>(1)</sup>	Number of shares	% interest	% voting rights <sup>(1)</sup>	Number of shares	% interest	% voting rights <sup>(1)</sup>
Groupe Familial Fribourg <sup>(2)</sup>	15,978,358	64.3%	65.3%	6,590,305	26.5%	29.5%	6,590,305	26.4%	29.0%
Sycomore Asset Management	-	-	-	1,254,600	5.1%	4.8%	1,319,440	5.3%	5.1%
DNCA Finance	-	-	-	704,700	2.8%	2.7%	-	-	-
Candriam <sup>(3)</sup>	-	-	-	557,400	2.2%	2.1%	751,350	3.0%	2.9%
Amundi Asset Management	-	-	-	549,500	2.2%	2.1%	779,663	3.1%	3.0%
Generali Investments Partners	-	-	-	497,900	2.0%	1.9%	-	-	-
Treasury stock	824,460	3.3%	3.1%	824,460	3.3%	3.1%	891,459	3.6%	3.4%
Other shareholders	8,059,496	32.4%	31.5%	13,883,449	55.8%	53.7%	14,586,913	58.5%	56.6%
<b>TOTAL</b>	<b>24,862,314</b>	<b>100.0%</b>	<b>100.0%</b>	<b>24,862,314</b>	<b>100.0%</b>	<b>100.0%</b>	<b>24,919,130</b>	<b>100%</b>	<b>100%</b>

(1) Based on gross voting rights.

(2) Stake held jointly via Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., the latter effective from April 8, 2024.

(3) Belgian and French entities

To the best of Chargeurs' knowledge, at the publication date of this Universal Registration Document, there were no shareholders, other than those mentioned above, that owned more than 2% of the Company's capital or voting rights.

## Share capital and ownership structure

Additional information about the Company's capital

### Information on Colombus Holding S.A.S. and Colombus Holding 2 S.A.S.

According to the terms of the public tender offer completed on April 9, 2024, Chargeurs is controlled by the family-owned investment companies Colombus Holding S.A.S. and Colombus Holding 2 S.A.S., acting in concert (together forming the "Colombus Group"). The two entities are coordinated by a shared Strategic Committee.

The Colombus Group, controlled at the highest level by Mr. Michaël Fribourg and his family, brings together, alongside the Fribourg family, top-tier family-owned and institutional partners, in particular the Habert-Dassault family, BNP Paribas Développement, Groupama, MACSF, and CARAC.

Following the public tender offer, completed on April 9, 2024 (the settlement-delivery date), the Colombus Group owns 67.58% of the share capital and 68.46% of the voting rights of Chargeurs S.A. and has exceeded the threshold of two-thirds of the voting rights of Chargeurs S.A.

### Disclosure of statutory and regulatory ownership thresholds crossed since January 1, 2023

Shareholder's name	Date declared	Date crossed	Threshold crossed	Crossed up or down	Number of shares/ voting rights after crossing	% capital after crossing	% voting rights after crossing
Amundi	July 4, 2023	June 30, 2023	2% in terms of voting rights	Down	437,537 voting rights	1.76%	1.70%
Amundi	July 6, 2023	July 4, 2023	2% in terms of voting rights	Up	536,881 voting rights	2.16%	2.06%
Amundi	July 20, 2023	July 18, 2023	2% in terms of voting rights	Down	511,564 voting rights	2.06%	1.96%
Amundi	July 27, 2023	July 25, 2023	2% in terms of voting rights	Up	561,633 voting rights	2.26%	2.15%
Amundi	September 19, 2023	September 18, 2023	2% in terms of voting rights	Down	513,641 voting rights	2.07%	1.97%
Amundi	September 21, 2023	September 20, 2023	2% in terms of share rights	Down	493,737 voting rights	1.99%	1.89%
Amundi	December 1, 2023	November 30, 2023	2% in terms of share rights	Up	497,874 voting rights	2.00%	1.90%
Amundi	December 18, 2023	December 15, 2023	2% in terms of voting rights	Up	536,462 voting rights	2.16%	2.05%
Sycomore	October 13, 2023	October 13, 2023	5% in terms of voting rights	Down	1,288,011 voting rights	5.18%	4.94%
Sycomore	November 6, 2023	November 3, 2023	5% in terms of voting rights	Up	1,304,074 voting rights	5.25%	5.00%
Sycomore	November 24, 2023	November 21, 2023	5% in terms of voting rights	Down	1,299,669 voting rights	5.23%	4.96%
DNCA	December 28, 2023	December 22 and 27, 2023	2% in terms of shares and voting rights	Up	501,424 shares	2.00%	2.00%

### **Liquidity agreement**

On February 25, 2019, Chargeurs signed a liquidity agreement with Rothschild & Banque, following changes in regulations governing liquidity agreements. At December 31, 2023, resources held in the liquidity account were as follows:

- 70,493 shares;
- €924,107.00.

## **6.4.2 SHARE BUYBACK PROGRAM**

### **Share buybacks by the Company during fiscal 2023**

During fiscal year 2023, the Company canceled 500,000 treasury shares, reducing the capital to €3,977,970.24. This transaction was carried out as part of the 17<sup>th</sup> resolution approved by the Annual General Meeting of April 7, 2022 authorizing the Board of Directors to cancel, at any time, on one or more occasions, the Company shares acquired as a result of share buybacks completed pursuant to Article L. 22-10-62 of the French Commercial Code, ("*Code de commerce*"), within the limit of 10% of the share capital, and with a view to reducing the capital proportionally.

In fiscal 2023, the Company bought back 369,371 of its own shares as part of the 2022-2023 and 2023-2024 buyback programs authorized respectively by the Annual General Meeting of April 7, 2022 (15<sup>th</sup> resolution) and the Annual General Meeting of April 26, 2023 (15<sup>th</sup> resolution).

### **Treasury stock**

As of December 31, 2023, the Company held 824,460 treasury shares (899,596 on December 31, 2022) representing an overall amount of €9.6 million.

### **Renewal by the Shareholders' Meeting of the authorization given to the Board to trade in the Company's shares**

At the Annual General Meeting of April 30, 2024, the shareholders were asked to renew the authorization to trade in the Company's shares under the conditions provided for in the fifteenth resolution submitted to the Meeting and appearing in Chapter 7 of this Universal Registration Document.

### 6.4.3 FINANCIAL AUTHORIZATIONS

#### SUMMARY OF AUTHORIZATIONS TO CARRY OUT CORPORATE ACTIONS

Transactions/ securities concerned	Authorization period from the date of the AGM and expiration date	Ceiling	Use made of the delegation	Method for determining the price of shares issued
Share buyback program (15 <sup>th</sup> resolution of the April 26, 2023 OGM)	18 months October 26, 2024	€30 per share, maximum investment of 1,592,317 shares based on the capital as of 12/31/2022 since the Company may not hold more than 10% of its share capital	Utilized: 369,371 securities bought back from May to September 2023	N/A
Issues with preemptive subscription rights  Issue of all types of securities, paid up in cash or by capitalizing additional paid-in capital, reserves, profits or other eligible items (18 <sup>th</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	€1.9 million (par value) in respect of equity securities (with the amount issued pursuant to the delegation being deducted from the Blanket Ceiling of €1.9 million set by the 27 <sup>th</sup> resolution of the April 7, 2022 AGM, hereinafter named "the Blanket Ceiling") and €300 million in respect of debt securities (the "Blanket Ceiling for Debt Securities")	Not utilized	The Board of Directors is responsible for setting the amounts, features, terms and conditions for each issue, including the price of the securities to be issued.
Issues without preemptive subscription rights  Offer via a public issue, apart from those covered by Article L. 411-2, 1 of the French Monetary and Financial Code (" <i>Code monétaire et financier</i> "), for all tradeable securities (19 <sup>th</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	€380,000 (par value) (the "Blanket Sub-Ceiling for Equity Securities") (with the amount issued pursuant to the delegation being deducted from the Blanket Ceiling) and €300 million in respect of debt securities (with issues pursuant to the delegation being deducted from the Blanket Ceiling for Debt Securities)	Not utilized	(i) New shares to be issued will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three trading days preceding the pricing date, less a maximum discount of 10%, in line with the provisions of Articles L. 22-10-52, paragraph 1 and R. 22-10-32 of the French Commercial Code), after adjustment, where appropriate, to take account of the difference in cum rights dates.  (ii) Issues of securities with rights to Chargeurs shares will be priced so that the amount received immediately by the Company plus the amount which could be received in the future, if any, for each share issued as a result of the exercise of rights to shares, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.  The Board of Directors is responsible for setting the amounts, features, terms and conditions for each issue, including the price of the securities to be issued.

Transactions/ securities concerned	Authorization period from the date of the AGM and expiration date	Ceiling	Use made of the delegation	Method for determining the price of shares issued
<p><b>Issues without preemptive subscription rights</b></p> <p>Offer by public issuance covered by Article L. 411-2.1 of the French Monetary and Financial Code (previously referred to as private placements)</p> <p>(20<sup>th</sup> resolution of the April 7, 2022 AGM)</p>	<p>26 months June 7, 2024</p>	<p>€380,000 (par value) (with issues pursuant to this delegation being deducted from the Blanket Sub-Ceiling for Equity Securities) and €300 million in respect of debt securities (with issues pursuant to the delegation deducted from the Blanket Ceiling for Debt Securities)</p>	<p>Not utilized</p>	<p>(i) New shares to be issued will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three trading days preceding the pricing date, less a maximum discount of 10%, in line with the provisions of Articles L. 22-10-52, paragraph 1 and R. 22-10-32 of the French Commercial Code), after adjustment, where appropriate, to take account of the difference in cum rights dates.</p> <p>(ii) Issues of securities with rights to Chargeurs shares will be priced so that the amount received immediately by the Company plus the amount which could be received in the future, if any, for each share issued as a result of the exercise of rights to shares, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.</p> <p>The Board of Directors is responsible for setting the amounts, features, terms and conditions for each issue, including the price of the securities to be issued.</p>
<p><b>Increase in number of securities for capital increases with or without preemptive subscription rights (for issues decided in accordance with the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions of the April 7, 2022 AGM)</b></p> <p>(21<sup>st</sup> resolution of the April 7, 2022 AGM)</p>	<p>26 months June 7, 2024</p>	<p>Up to 15% increase in securities issued with or without preemptive subscription rights (with the additional securities with or without preemptive subscription rights deducted from the ceiling set in the relevant resolution and from the Blanket Sub-Ceiling for Equity Securities or from the Blanket Sub-Ceiling for Debt Securities and from the Blanket Ceiling)</p>	<p>Not utilized</p>	<p>For the issues carried out pursuant to the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions, the Board of Directors may increase the number of securities and issue them at the same price as for the initial offer.</p>
<p><b>Issue price set within the limit of 10% of the share capital for capital increases with or without preemptive subscription rights (for issues decided in accordance with the 19<sup>th</sup> and 20<sup>th</sup> resolutions of the April 7, 2022 AGM)</b></p> <p>(22<sup>nd</sup> resolution of the April 7, 2022 AGM)</p>	<p>26 months June 7, 2024</p>		<p>Not utilized</p>	<p>For each of the issues approved by the 19<sup>th</sup> and 20<sup>th</sup> resolutions mentioned above, the Board of Directors is authorized to set the price of the issue within the limit of 10% of the share capital over a 12-month period and subject to a Blanket Sub-Ceiling for Equity Securities of €380,000.</p> <p>The issue price is at least equal to (i) the weighted average price of shares traded over the last ten (10) or twenty (20) trading days, (ii) the weighted average price of shares traded on the latest trading day, in any case together with a maximum legal discount of no more than 5%.</p>

## Share capital and ownership structure

Additional information about the Company's capital

Transactions/ securities concerned	Authorization period from the date of the AGM and expiration date	Ceiling	Use made of the delegation	Method for determining the price of shares issued
<b>Issues of ordinary shares and marketable securities in payment for the shares of other companies tendered to a public exchange offer initiated by the Company</b> (23 <sup>rd</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	€380,000 (par value) (with the amount issued pursuant to the delegation being deducted from the Blanket Sub-Ceiling for Equity Securities) and €300 million in respect of debt securities (with the amount issued pursuant to the delegation being deducted from the Blanket Ceiling for Debt Securities)	Not utilized	The Board of Directors is authorized to set the amounts, features and issuance terms and conditions of the securities to be issued in payment for those tendered to the Company, including the issue price
<b>Issues of securities in payment for the shares or other securities of other companies contributed to the Company</b> (24 <sup>th</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	10% of the share capital on the issue date (with the amount issued pursuant to the delegation being deducted from the Blanket Sub-Ceiling for Equity Securities) and €300 million in respect of debt securities (with the amount issued pursuant to the delegation being deducted from the Blanket Ceiling for Debt Securities)	Not utilized	The Board of Directors is authorized to set the amounts, features and issuance terms and conditions of the securities to be issued in payment for the shares or other securities of other companies contributed to the Company, including the issue price.
<b>Free shares granted to beneficiaries selected from among employees and executives, with a waiver of shareholders' preemptive subscription rights</b> (25 <sup>th</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	1% of the Company's share capital as of the day of the April 7, 2022 AGM	Not utilized	N/A
<b>Employee rights issue</b> (26 <sup>th</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	€200,000 (par value) (utilization deducted from the Blanket Ceiling of €1.9 million set by the 27 <sup>th</sup> resolution of the April 7, 2022 AGM)	Not utilized	<p>The Board of Directors is authorized to set the issue price of the new shares pursuant to the provisions of Article L. 3332-19 of the French Labor Code ("<i>Code du travail</i>").</p> <p>The subscription price cannot be greater than the average, determined in line with Article L. 3332-19 of the French Labor Code, of the prices quoted for Chargeurs' shares over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period, or at a discount of more than 30% of this average. The Board of Directors is authorized to reduce or eliminate this discount, if appropriate, in particular due to differences in foreign laws, regulations and tax rules.</p>



Transactions/ securities concerned	Authorization period from the date of the AGM and expiration date	Ceiling	Use made of the delegation	Method for determining the price of shares issued
Blanket ceiling on capital increases carried out pursuant to the 18 <sup>th</sup> to 24 <sup>th</sup> resolutions and the 26 <sup>th</sup> resolution (27 <sup>th</sup> resolution of the April 7, 2022 AGM)	N/A	The total nominal amount of the capital increases that may be carried out in accordance with the terms of the 18 <sup>th</sup> to the 24 <sup>th</sup> resolutions and the 26 <sup>th</sup> resolution may not exceed a Blanket Ceiling of €1.9 million	Not utilized	N/A
Cancellation of treasury shares (17 <sup>th</sup> resolution of the April 7, 2022 AGM)	26 months June 7, 2024	10% of the share capital per 24-month period	Utilized by the Board of Directors meeting of April 26, 2023: cancellation of 500,000 treasury shares representing 1.97% of the capital on the date of the decision.	N/A

#### 6.4.4 ITEMS THAT COULD HAVE AN IMPACT IN THE EVENT OF A PUBLIC TENDER OFFER

In accordance with Article L. 22-10-11 of the French Commercial Code, the items that may have an impact in the event of a public offer on the Company's shares are listed below:

- the Company's capital structure, as described in the Report of the Board of Directors presented at the Annual General Meeting and published on Chargeurs' website;
- direct or indirect interests in the Group's capital that it is aware of, pursuant to the provisions of Articles L. 233-7 and L. 233-12, the Company's capital structure, as described in the Report of the Board of Directors presented at the Annual General Meeting and published on Chargeurs' website;
- the rules governing the election or replacement of Board members and changes to the Company's bylaws, referred to in Articles 9, 10 and 21 of the bylaws;
- the powers of the members of the Board of Directors, defined in Article 13 of the bylaws;
- delegations of powers granted to the members of the Board of Directors relate to the issuance and buybacks of shares listed in section 6.4.3 of the Universal Registration Document.

## 6.4.5 OTHER INFORMATION ABOUT THE COMPANY'S SHARE CAPITAL

### Change of control

In a letter dated December 14, 2023, the Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. companies, both controlled at the highest level by Michaël Fribourg, conveyed to the Chargeurs Board of Directors their ambition to file a public tender offer with the intention of acquiring the shares of Chargeurs. On February 6, 2024, the French Financial Markets Authority (AMF – *Autorité des marchés financiers*) issued its decision on the compliance of the Offer.

Following the opening period of the Offer and its last settlement-delivery, on April 9, 2024, the Offerors hold 16,802,818 Chargeurs shares, representing 67.58% of the share capital and 68.46% of the Company's voting rights.

### Options over the share capital of any Group member or conditional or unconditional agreements to put the share capital of any Group member under option

As of the publication date of this Universal Registration Document, no share capital of any Group member was under option or agreed conditionally or unconditionally to be put under option.

### Disclosure thresholds (extract from Article 6 of the Company's bylaws)

*"In addition to the applicable legal disclosure thresholds, any individual or legal entity (including any accredited intermediary representing non-resident shareholders), acting either alone or in concert, that either directly or indirectly comes to hold or ceases to hold, by whatever means, a number of shares representing 2% of the share capital or voting rights or any multiple thereof, must inform the Company of the number of shares and voting rights held, as well as the number of shares and voting rights deemed to be held by that individual or legal entity for disclosure purposes. Said notice must be sent to the registered office of the Company by registered letter with return receipt requested (or an equivalent method for non-resident shareholders) within five trading days of the relevant disclosure threshold being crossed, in accordance with Article L. 233-9 of the French Commercial Code.*

*Shareholders that have crossed a disclosure threshold are also required to inform the Company of the number of securities held that carry a deferred right to shares and of the number of voting rights attached to said securities.*

*Failure to comply with these requirements shall result in the undisclosed shares being stripped of voting rights at General Shareholders' Meetings at the request of one or more shareholders separately or together owning at least 2% of the share capital or voting rights and provided the failure to disclose is noted in the minutes of a General Shareholders' Meeting. Similarly, any voting rights that have not been duly disclosed may not be exercised. Any such voting disqualification shall apply to all General Shareholders' Meetings held during a period of two years commencing on the date on which the failure to disclose is remedied."*

### Appropriation and distribution of profit (Article 26 of the Company's bylaws)

*"At least 5% of profit for the year, less any prior year losses, is allocated to the legal reserve, until such time as the legal reserve represents one tenth of the share capital.*

*Distributable earnings correspond to profit for the fiscal year, less any losses brought forward from prior fiscal years and any amounts appropriated to reserves in compliance with the law and these bylaws, plus any retained earnings.*

*From the distributable earnings, there shall be deducted such sums as the Annual General Meeting may determine for the constitution or appropriation of any reserve funds or to be carried forward.*

*Any remaining amount of distributable earnings is paid out to shareholders in the form of dividends.*

*The Annual General Meeting may decide to carry forward all or part of the amount to the following fiscal year, or to appropriate all or part of the amount to reserves. The Annual General Meeting may also decide to pay dividends to shareholders out of distributable reserves."*

### Payment of interest and dividends (Article 27 of the Company's bylaws)

*"The method of paying interest and dividends shall be determined by a vote at the Annual General Meeting or, failing that, by the Board of Directors.*

*At the Annual General Meeting, shareholders may be granted the option of receiving all or part of their dividend or interim dividend in the form of cash or shares. Any request by a shareholder for the payment of a dividend in shares must be made within the time period set at the Annual General Meeting, which may not exceed the three months that follow thereof. This time period may be suspended by the Board of Directors for a period not exceeding three months, subject to the applicable laws and regulations."*

### Pledge agreements concerning share capital

The Company has, to its knowledge, no pledge agreement concerning a significant part of its share capital.

# Information regarding the Annual General Meeting of April 30, 2024



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	Ordinary resolutions	259
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	Ordinary resolutions	285
	Extraordinary resolutions	289

## 7.1 Agenda

### ORDINARY BUSINESS

1. Approval of the parent company financial statements for the fiscal year ended December 31, 2023;
2. Approval of the consolidated financial statements for the fiscal year ended December 31, 2023;
3. Appropriation of profit for fiscal 2023;
4. Stock dividend alternative for the fiscal 2024 interim dividend;
5. Approval of agreements governed by Article L. 225-38 of the French Commercial Code ("*Code de commerce*");
6. Re-election of Mr. Michaël Fribourg as a Director;
7. Appointment of Columbus Holding 2 S.A.S. as a Director;
8. Appointment of Ms. Stéphanie Cassan-Fribourg as a Director;
9. Determination of the overall compensation to be allocated to members of the Board of Directors;
10. Appointment of Grant Thornton as Statutory Auditor to certify information on sustainability;
11. Approval of the compensation policy applicable to the Company Chairman and Chief Executive Officer;
12. Approval of the compensation policy applicable to Company Directors;
13. Approval of the disclosures referred to in Article L. 22-10-9, I of the French Commercial Code;
14. Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023;
15. Authorization for the Board of Directors to carry out a share buyback program;

### EXTRAORDINARY BUSINESS

16. Authorization for the Board of Directors to reduce the Company's capital by a maximum of 10% by canceling shares bought back by the Company;
17. Authorization for the Board of Directors (i) to issue, with pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, and/or (ii) to issue shares to be paid up by capitalizing profits, reserves or additional paid-in capital;
18. Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, through a public offer other than those governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code ("*Code monétaire et financier*");
19. Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, through a public offer governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code ("*Code monétaire et financier*");
20. Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, to the benefit of categories of persons consistent with Article L. 225-138 of the French Commercial Code;
21. Authorization for the Board of Directors to increase the number of securities with direct or indirect rights to shares offered in any issue with or without pre-emptive subscription rights;
22. Authorization for the Board of Directors, when issuing securities without pre-emptive subscription rights pursuant to the eighteenth and nineteenth resolutions, to set the issue price at no more than 10% of the capital in accordance with the conditions set by the Annual General Meeting;
23. Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares in payment for shares tendered to a public exchange offer launched by the Company for the shares of another company;
24. Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares in payment for other companies' shares or securities with rights to shares contributed to the Company;
25. Authorization for the Board of Directors to grant free shares to employees and/or officers, without pre-emptive subscription rights for existing shareholders;
26. Authorization for the Board of Directors to carry out employee share issues, without pre-emptive subscription rights for existing shareholders;
27. Blanket ceiling on capital increases that could be carried out pursuant to the seventeenth to twenty-fourth resolutions and the twenty-sixth resolution of this Meeting;
28. Powers to carry out legal formalities.

## 7.2 Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

### ORDINARY RESOLUTIONS

#### First resolution

##### | (Approval of the parent company financial statements for the fiscal year ended December 31, 2023)

The purpose of the first resolution is to approve the parent company financial statements for the fiscal year ended December 31, 2023.

#### Second resolution

##### | (Approval of the consolidated financial statements for the fiscal year ended December 31, 2023)

The purpose of the second resolution is to approve the consolidated financial statements for the fiscal year ended December 31, 2023.

#### Third resolution

##### | (Appropriation of profit for fiscal 2023)

The purpose of the third resolution is to appropriate profit for fiscal 2023. The Board of Directors therefore proposes to credit all of the profit for the fiscal year ended December 31, 2023, i.e., €1,528,809.04, to "Retained earnings." The amount in the "Retained earnings" account would thus increase from €141,391,417.09 to €142,920,226.13.

In accordance with the provisions of Article 243 bis of the French General Tax Code ("*Code général des impôts*"), shareholders are informed that the following dividends were paid for the last three fiscal years:

Fiscal year	Number of shares <sup>(1)</sup>	Total dividend payout <sup>(2)</sup> (in €)	Dividend per share (in €)
2020	24,211,232 <sup>(3)</sup>	31,958,826	1.32
2021	24,583,964 <sup>(3)</sup>	30,484,115	1.24
2022	24,919,130 <sup>(3)</sup>	18,938,539	0.76

(1) Based on historical data at 12/31 of each year.

(2) Theoretical values calculated based on the number of shares at 12/31 of each year.

(3) Total number of shares comprising the Company's share capital, including treasury stock.

The total amounts of the dividends paid for fiscal 2020, 2021 and 2022 were eligible for the 40% tax relief provided for in Article 158-3, 2 of the French General Tax Code.

#### Fourth resolution

##### | (Stock dividend alternative for the fiscal 2024 interim dividend)

In the fourth resolution, as the Company's capital is fully paid up, the shareholders are invited to approve an option in the event that one or more interim dividends are allocated by the Board of Directors for fiscal 2024 to be paid either in cash or new shares in accordance with Article 27 of the Company's bylaws and Articles L. 232-12, L. 232-13 and L. 232-18 et seq. of the French Commercial Code.

For every interim dividend the Board decides to allocate, each shareholder would be able to exercise this option to choose between cash payment or the stock dividend alternative for each interim dividend paid consistent with the resolution but the payment method opted for would apply to all of the shares they hold.

Upon approval from the Annual General Meeting, the Board of Directors will set the issue price of the new shares to be delivered in payment of the interim dividend(s) and, in accordance with Article L. 232-19 of the French Commercial Code, this price would be equal to at least 90% of the average of the opening prices quoted for the Company's shares during the twenty (20) trading days on Euronext Paris preceding the date of the Board's decision to pay the interim dividend, less the net amount of the interim dividend and rounded up to the nearest euro cent.

The Board of Directors would set the duration of the period during which shareholders may opt for the stock dividend alternative, which would commence on the date of the Board's decision to pay the interim dividend and would expire within three (3) months of that date.

The new shares would carry dividend rights immediately and would rank *pari passu* with the Company's existing shares as from their issue date.

Subscriptions should be for a whole number of shares. If the amount of a stock dividend does not correspond to a whole number of shares, the shareholder concerned would receive the nearest lower whole number of shares and the difference in cash.

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

The Board of Directors is asking the shareholders to grant it full powers, which it may delegate, to take all necessary measures to implement the resolution, and notably to:

- carry out all transactions related and/or consecutive to exercising the option to reinvest the dividend;
- set the issue price of the shares in accordance with the above terms and conditions;
- place on record the number of shares issued and carry out the corresponding capital increase;
- amend Article 5 of the Company's bylaws accordingly;
- and more generally, carry out all necessary formalities related to the issue, listing and servicing of the shares issued under this authorization as well as all necessary filing and other legal formalities and all measures required to achieve the purpose of this resolution.

### Fifth resolution

#### (Approval of agreements governed by Article L. 225-38 of the French Commercial Code)

In accordance with the provisions of Article L. 225-38 of the French Commercial Code, the Board of Directors is recommending that the shareholders approve the conclusions of the Statutory Auditors' Special Report on related-party agreements for the fiscal year ended December 31, 2023, as presented in section 5.3 of the Universal Registration Document.

No new agreements or regulated undertakings were authorized or signed in fiscal 2023.

Two related-party agreements in respect of fiscal 2020, the execution of which continued in fiscal 2023, were submitted to a vote at the Annual General Meeting of Shareholders on April 28, 2020 and April 8, 2021 and approved with 96.45% and 96.39%, respectively of votes.

These two agreements, the financial conditions of which are presented in the Statutory Auditors' Special Report, concern:

- the leasing agreement signed on June 18, 2020 between Chelsea Real Estate US, Inc., a wholly-owned subsidiary of Foncière Transcontinentale, a company controlled by Mr. Michaël Fribourg (the Lessor), and Chargeurs USA, LLC (the Lessee) covering the offices based in New York (United States) where the registered office of Chargeurs USA LLC is located;
- the leasing agreement signed on December 4, 2020 between Compagnie Immobilière Transcontinentale, a company controlled by Mr. Michaël Fribourg (the Lessor), and Chargeurs S.A. (the Lessee) for the offices at 7, Rue Kepler, Paris 75116 (16th arrondissement), where the registered office of Chargeurs S.A. is located.

In accordance with Article L. 225-40-1 of the French Commercial Code, the Board of Directors meeting on March 14, 2024 re-examined these two agreements and confirmed that they were consistent with the social interest of the Company, with only Independent Directors taking part in the examination.

### Sixth resolution

#### (Re-election of Mr. Michaël Fribourg as a Director)

The shareholders are invited to re-elect Mr. Michaël Fribourg as a Director for a three-year term, expiring at the close of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Michaël Fribourg has already stated that he accepts the directorship entrusted to him and exercises no function or is affected by any measure liable to forbid him from exercising said functions.

Name	Current position within the Company	Date first elected/appointed	Current term expires	Audit Committee	Governance and Compensation Committee	Acquisitions Committee
Michaël Fribourg	Director, Chairman of the Board and Chief Executive Officer	10/30/2015 Board meeting (appointed by the Board)	2024 AGM	N/A	N/A	Member

### ATTENDANCE RATE

	2021	2022	2023
Board of Directors	100%	100%	100%

A biography of Mr. Michaël Fribourg, as well as the governance framework concerning the exercise of his functions, are detailed, respectively, in section 4.3.2 and section 4.2 of the Universal Registration Document.

## Seventh resolution

### **(Appointment of Columbus Holding 2 S.A.S. as a Director)**

The shareholders are asked to appoint Columbus Holding 2 S.A.S., a French simplified joint stock company (*société par actions simplifiée*) with capital of €56,601,000 with its registered office located at 55, Avenue Marceau, 75116 Paris, registered with the Paris Trade and Companies Registry under number 981 522 469, as a Director for a three-year term, expiring at the close of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Columbus Holding 2 S.A.S. will be represented on the Board of Directors of Chargeurs by Mr. Georges Ralli. Columbus Holding 2 S.A.S. has already stated that it accepts the Directorship entrusted to it and exercises no function or is affected by any measure liable to forbid it from exercising said functions.

A biography of Mr. Georges Ralli, as well as the governance framework concerning the exercise of his functions are detailed, respectively, in section 4.2.2 and section 4.2 of the Universal Registration Document.

## Eighth resolution

### **(Appointment of Ms. Stéphanie Cassan-Fribourg as a Director)**

The shareholders are invited to appoint Ms. Stéphanie Cassan-Fribourg as a Director for a three-year term, expiring at the close of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Ms. Stéphanie Cassan-Fribourg has already stated that she accepts the directorship entrusted to her and exercises no function or is affected by any measure liable to forbid her from exercising said functions.

A biography of Ms. Stéphanie Cassan-Fribourg, as well as the governance framework concerning the exercise of his functions, are detailed, respectively, in section 4.2.2 and section 4.2 of the Universal Registration Document.

## Ninth resolution

### **(Determination of the overall compensation to be allocated to members of the Board of Directors)**

As recommended by the Governance and Compensation Committee, the Board of Directors proposes to set the total amount of compensation to be allocated to members of the Board of Directors at 520,000 euros (€520,000) per year for the current fiscal year and subsequent fiscal years, until further decisions are made at the Annual General Meeting. The Board of Directors may then allocate this amount among its members, in accordance with the current compensation policy.

It is specified that the Annual General Meeting of April 8, 2021 most recently set total compensation to be allocated to members of the Board of Directors at 420,000 euros (€420,000). The proposed increase is mainly intended to factor in an expansion of the Board of Directors with the appointment of two additional members, but also the involvement of each member in their functions as corporate officers and the increased responsibilities of the work of the Board of Directors and the Board Committees.

## Tenth resolution

### **(Appointment of Grant Thornton as Statutory Auditor to certify information on sustainability)**

In accordance with Articles L. 821-40 *et seq.* of the French Commercial Code, the shareholders are asked to appoint Grant Thornton, a French simplified joint stock company (*société par actions simplifiée*) with its registered office located at 29 Rue du Pont, 92200 Neuilly-sur-Seine (registered on the Nanterre Trade and Companies Register under number 632 013 843), as Statutory Auditor in charge of certifying information on sustainability for a period of three fiscal years, expiring at the close of the Ordinary General Meeting to approve the financial statements for the fiscal year ending December 31, 2026.

Grant Thornton has notified the Company that it accepted this appointment subject to the vote of the Annual General Meeting, with no lawful conditions or legal stipulations opposing such a resolution.

## Eleventh resolution

### **(Approval of the compensation policy applicable to the Company Chairman and Chief Executive Officer)**

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the following section sets out the compensation policy applicable to the Chairman and Chief Executive Officer for fiscal 2024, which is submitted for shareholders' approval in an *ex-ante* say-on-pay vote at the Annual General Meeting of April 30, 2024, under the eleventh resolution.

The compensation policy for the Chairman and Chief Executive Officer, the Company's sole executive corporate officer, was set by the Board of Directors at its March 14, 2024 meeting based on the Governance and Compensation Committee's recommendations. Mr. Michaël Fribourg was not involved in the vote. It includes the principles of governance best practices and criteria defined in the MiddleNext Corporate Governance Code (Completeness, Balance, Benchmark, Consistency, Clarity, Measurement and Transparency), to which the Company adheres.

The compensation policy for the Chairman and Chief Executive Officer presented in this section is also set out identically in the Board of Directors' Report on Corporate Governance in Chapter 4 of the Universal Registration Document.

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

### Compensation policy applicable to the Chairman and Chief Executive Officer for fiscal 2024 (ex-ante say-on-pay vote)

As of the date of this document, the Chairman and Chief Executive Officer is the Company's sole executive corporate officer.

The Chairman and Chief Executive Officer's compensation policy is part of a stringent discussion and decision-making process involving several parties:

Prior to the Annual General Meeting of Shareholders, the Company enters into dialogue with its main shareholders, **presenting the main comments made to the Governance and Compensation Committee and the Board of Directors**, to ensure that they are recognized when establishing the compensation policy for the Chairman and Chief Executive Officer.

1

#### The Governance and Compensation Committee:

- **reviews the compensation of the Chairman and Chief Executive Officer (ex-ante and ex-post)** and the observations of shareholders **to make recommendations to the Board**, where appropriate, with support from an expert firm

2

#### The Board of Directors:

- **decides, based on the recommendations of the Governance and Compensation Committee, the components of compensation for the Chairman and Chief Executive Officer (ex ante and ex post)**, to be submitted for shareholders' approval in a vote
- the Chairman and Chief Executive Officer is not involved in the vote

3

#### The Annual General Meeting of Shareholders:

- **approves the components of compensation for the Chairman and Chief Executive Officer (ex ante and ex post)**

### General principles

The compensation policy for the Chairman and Chief Executive Officer focuses on two guiding principles, namely **balance** and **consistency**. As such, the latter is established by factoring in the Company's general interest and targeting consistency with the compensation of the Company's other executives and employees, particularly through the ratios referred to in section 4.4.1.1 of the Universal Registration Document.

Moreover, the Board of Directors has paid particular attention to ensure that the compensation policy for fiscal 2024 is **simple** and **understandable**, in a special effort to acknowledge the comments made by the Company's main shareholders. To this end, in 2023, the Governance and Compensation Committee was specifically tasked with making recommendations along these lines, which have resulted in major adjustments that are presented below and submitted for vote at the Annual General Meeting on April 30, 2024.

In drafting this new compensation policy, the Board of Directors drew on an extensive study of market practices in compensation terms for comparable French and foreign companies in the sector,

ensuring that it was aligned with the Group's strategic priorities, its economic performance, as well as the personal performance of the Chairman and Chief Executive Officer.

Furthermore, the Board of Directors considered the experience and responsibilities of the Chairman and Chief Executive Officer, as well as the Group's size and sector profile. As a result, since the change of governance in 2015, the Group has undergone significant change, including 15 targeted acquisitions in seven years and the creation of two strategic divisions – Industrial and Luxury Technologies – despite a complex and volatile macroeconomic environment and a succession of unprecedented crises since 2020 (Covid-19 (health), geopolitics, inflation, energy, etc.). Against this backdrop, despite a persistently complicated environment these past few years, requiring involvement from the Chairman and Chief Executive Officer to manage a number of disruptive factors, the Group has continued its strategic transformation and a policy of robust growth.



The Chairman and Chief Executive Officer's steadfast financial commitment and renewed trust in the Group's expansion are also emphasized, as evidenced by the voluntary public tender offer for the Company's shares filed on January 5, 2024 by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., controlled at the highest level by the Chairman and Chief Executive Officer, with the Offerors' stated and confirmed intention to pursue the main strategic directions implemented by the Company.

Following the settlement-delivery of the public tender offer on April 9, 2024, Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. together hold 67.58% of the share capital and 68.46% of the voting rights of the Company (this including the 824,460 treasury shares held by the Company and ranking *pari passu* with the shares held by the Offerors).

As a result, the Chairman and Chief Executive Officer's financial exposure to the Group creates the conditions that seamlessly align interests with Chargeurs' other shareholders.

The Chairman and Chief Executive Officer's compensation breaks down into four categories, excluding all other components:



Below, these various categories are detailed.

The compensation paid to the Chairman and Chief Executive Officer does not include any exceptional compensation, deferred company pension scheme or any other scheme of such effect. What's more, Mr. Michaël Fribourg does not have an employment contract.

**Proposed changes for the 2024 compensation policy**

During the 2023 fiscal year, in light of the dialogue held with the various stakeholders and factoring in the views of shareholders, the Board of Directors has tasked the Governance and Compensation Committee with reviewing the Chairman and Chief Executive Officer's compensation policy as a whole before issuing recommendations to make it simpler and more understandable, since it was made more complex over the years as a result of additional layers.

To perform its assignment, the Governance and Compensation Committee implemented a stringent process:

- an external consultant conducted a special benchmark analysis to establish a panel of companies comparable to Chargeurs, while recognizing the specific features of Chargeurs' business model. Several criteria were used to select the Group's peers, including market capitalization, business sector (including investment and holding companies), international footprint, governance (uniqueness of roles) and capital structure (with reference or controlling shareholders);
- analysis of market practices and applicable compensation recommendations;
- constructive discussions between Board members based on the recommendations of the Governance and Compensation Committee.

As a result of this process, the compensation policy for the Chairman and Chief Executive Officer was thoroughly reviewed.

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

The following table summarizes the main adjustments:

Main adjustments for the Chairman and CEO's 2024 compensation policy	
Abolition of several variable compensation components and streamlining of its structure to avoid any possible offsetting effect between the various criteria	<ul style="list-style-type: none"> <li>Abolition of Shareholder Return bonuses.</li> <li>Abolition of exceptional bonuses linked to equity/debt raising exercises, divestments or acquisitions and stock market performance.</li> <li>Introduction of an allocation scale for each financial and non-financial criterion, preventing any offsetting between such criteria.</li> </ul>
Addition of a new financial criterion and redefinition of non-financial criteria in line with the Group's strategic priorities	<ul style="list-style-type: none"> <li>Introduction of a new financial performance criterion: Cash flow from operating activities, in addition to the Group recurring operating profit criterion.</li> <li>Redefinition of non-financial criteria, with a focus on three strategic priorities: <ul style="list-style-type: none"> <li>Development of talent and organizational management;</li> <li>Personal performance;</li> <li>Sustainable development.</li> </ul> </li> </ul>
New weighting for financial and non-financial criteria	<ul style="list-style-type: none"> <li>Financial criteria: 70%</li> <li>Non-financial criteria: 30%</li> </ul>
Increased clarity and transparency	On top of the weighting of criteria, publication of the target and maximum weighting per criterion, as well as the completion rate for each criterion.

### Summary of Chairman and CEO compensation components for 2024

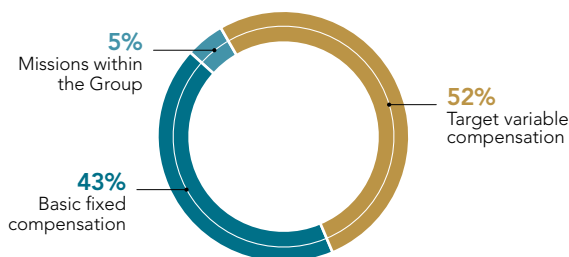
Fixed compensation	€750,000, gross
Variable compensation	<ul style="list-style-type: none"> <li>Target bonus: 120% of annual fixed compensation/Maximum bonus: 180% of annual fixed compensation (financial criteria: target 84%/max. 126% – non-financial criteria: target 36%/max. 54%)</li> <li>Weighting of financial criteria (70%): Group recurring operating profit (35%) and cash flow from operating activities (35%)</li> <li>Weighting of non-financial criteria (30%): development of talent and organizational management (10%), personal performance (10%) and sustainable development (10%)</li> <li>No clawback clause.</li> </ul>
Special bonus	No
Long-term bonus: performance shares	No
Directors' fees	<ul style="list-style-type: none"> <li>96,000 euros (€96,000) in respect of his missions in the Group's foreign subsidiaries.</li> <li>No compensation in respect of his mission as Chairman of the Board of Directors and a Director of Chargeurs.</li> </ul>
Supplementary pension plan	No
Employment contract	No
Supplementary unemployment insurance	No
Deferred commitments	<ul style="list-style-type: none"> <li>Termination benefit: indemnity equal to the total gross compensation received in respect of the last completed fiscal year.</li> <li>Non-compete benefit: indemnity equal to the total gross compensation received in respect of the last completed fiscal year.</li> </ul>
Other benefits	<ul style="list-style-type: none"> <li>Use of Group transport: annual maximum amount of 22,000 euros (€22,000).</li> <li>Partial coverage of Mr. Michaël Fribourg's international residency costs: annual maximum amount of €120,000.</li> </ul>

The Chairman and Chief Executive Officer's compensation package comprises a fixed and a variable component. The breakdown between the various components reflects the Board of Director's choice of maintaining an overriding emphasis on variable performance-based compensation that supports the Group's strategic objectives.

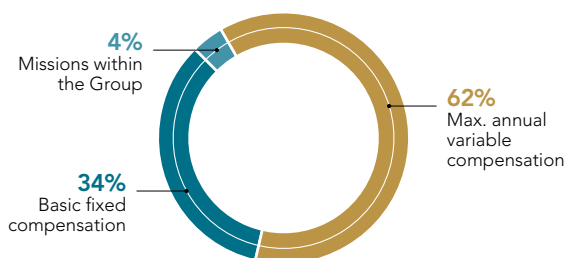
### Theoretical annual breakdown

The theoretical annual breakdown of the different components of the compensation of the Chairman and Chief Executive Officer reflects the preponderance of performance conditions compared with the fixed portion:

#### TOTAL TARGETED COMPENSATION



#### TOTAL MAXIMUM COMPENSATION



#### (a) Annual fixed compensation

During each fiscal year, based on the recommendations of the Governance and Compensation Committee, the Board of Directors sets the annual fixed compensation of the Chairman and Chief Executive Officer for the period, insofar as it has not been set over multiple fiscal years.

The annual fixed compensation of the Chairman and Chief Executive Officer was last amended in 2023, totaling 750,000 euros (€750,000), gross.

This amount was set on the basis of several principles and determining factors deemed relevant by the Board of Directors:

- chairman and CEO's level of experience and complex nature of responsibilities;
- consistency with fixed compensation of other Group executives and employees;
- competitiveness in relation to the compensation of international companies of the same profile, given that the Chairman and Chief Executive Officer, who is the Group's largest shareholder, has expressly renounced all share-based compensation (free share plans, stock options) and all similar deferred cash compensation since taking office, unlike the majority of companies on the

comparison panel. An external consultant conducted a special benchmark analysis at end-2023, based on a panel of companies comparable to Chargeurs, which confirmed that the annual fixed compensation of the Chairman and Chief Executive Officer was aligned with the fixed median salary of executives in the reviewed panel;

- the final stage in developments to the annualized base compensation of the Group's previous governance structure, despite the Group's change of scale and the significant international expansion and diversification in its activities;
- successes achieved as part of the operations drive in *Leap Forward 2025 and the Group's sector transformation*.

As such, it is specified that whereas in the past, Chargeurs was a purely industrial and B2B group, it is now a mixed group with, on the one hand, both industrial and service activities, and on the other, both B2B and B2C activities. In view of these developments, managers have dealt with even more sophisticated and demanding challenges, issues, responsibilities and constraints than before, exacerbated by the difficult macroeconomic context of recent years, affected by a succession of unprecedented crises (health, energy and inflation). Furthermore, Chargeurs confirms its position in the premium products and services sector, where talent and managers are particularly sought after, with compensation packages that are generally higher than that selected for the Chief Executive Officer.

The basic fixed compensation is therefore consistent with the Group's ambitious commitments in the luxury goods sector, which materialized through no less than five strategic and diversifying acquisitions – Fournival Altesse (2021), Swaine Adeney, Brigg (2021), Event Communications Ltd (2021), Skira Editore S.p.A. (2022), and The Cambridge Satchel Company (2022) – but also iconic successes, such as the global partnership between Gucci and NATIVA™, the opening of Swaine stores in London, and the creation of Chargeurs Museum Studio.

For fiscal 2024, the annual fixed compensation of the Chairman and Chief Executive Officer will be kept at the same level.

#### (b) Annual variable compensation

The objective of annual variable compensation is to reward the performance achieved by the Chairman and Chief Executive Officer in the fiscal year. The latter is determined on the basis of attaining precise, exacting annual targets, consistent with those of the Group's other senior executives and designed to reflect the Group's strategy and ambitions as closely as possible. These targets are set by the Board of Directors on a proposal from the Governance and Compensation Committee.

In 2024, performance criteria are as follows:

- **Financial criteria** defined by the Group's economic performance and assessed on a consolidated basis:
  - Group recurring operating profit,
  - cash flow from operating activities;
- **Non-financial criteria** highlighting the implementation of key strategic initiatives and actions in three priority areas:
  - development of talent and organizational management,
  - personal performance, and
  - sustainable development.

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

The respective weighting of each criterion reflects the preponderance of the quantitative component and the Board's decision to sustain an exacting variable compensation scheme. As a result, in fiscal 2024, the criteria used to determine target variable compensation are 70% financial and 30% non-financial:

Variable compensation criteria	2024 weighting (*)
<b>FINANCIAL TARGETS</b>	
Group recurring operating profit	35%
Cash flow from operating activities	35%
<b>Sub-total</b>	<b>70%</b>
<b>NON-FINANCIAL TARGETS</b>	
Development of talent and organizational management	10%
Personal performance	10%
Sustainable development	10%
<b>Sub-total</b>	<b>30%</b>
<b>TOTAL</b>	<b>100%</b>

(\*) Weighting based on target variable compensation set at 120% of annual fixed compensation.

Non-financial criteria will be assessed by the Governance and Compensation Committee and validated by the Board of Directors on the basis of tangible initiatives led during fiscal 2024:

Priorities	Criteria	Weighting
Development of talent and organizational management.	Increase in company headcount eligible for the training policy.	10%
	Internationalization of business line Executive Committees.	
Personal performance	Drafting of a new strategic plan to support the Group's development and add value.	10%
Sustainable development	<u>Environment:</u> Accelerating innovation by expanding sustainable product range.	10%
	<u>Social:</u> Fostering diversity and equal opportunities within business lines.	
	<u>Governance:</u> Training Directors on CSR topics.	

Annual variable compensation is expressed as a percentage of annual fixed compensation. It varies from 0% to 120% (target weighting) if targets are met, and up to a maximum of 180% if targets are outperformed.

At the start of the fiscal year, the Governance and Compensation Committee conducts an in-depth review of the weighting of each financial and non-financial criterion, before presenting them to the Board of Directors for approval. The content of the targets, i.e., the level of performance required for each criterion, is set in line with the Group's development strategy and budget trajectories:

- On the recommendation of the Governance and Compensation Committee, the Board of Directors has set a pre-established target and a range of performance thresholds for each financial criterion. The overall target weighting of financial criteria is 84%, for a maximum of 126% of fixed compensation, including a target weighting of 42% for each of the two criteria - Group recurring operating profit and cash flow from operating activities - for a maximum of 63% of fixed compensation;

- Specific initiatives and actions were identified for each non-financial criterion so as to assess their achievement at the end of the fiscal year. The overall target weighting of non-financial criteria is 36%, for a maximum of 54% of fixed compensation, which includes the three priority areas – development of talent and organizational management, personal performance and sustainable development – with a target weighting of 12% for a maximum of 18% of fixed compensation.

Corresponding final amounts depend on the performance level of the set pre-established targets, with no option to offset between criteria. Note that for reasons of business confidentiality, the annual pre-established targets set by the Board of Directors, on the recommendation of the Governance Committee, are not published. However, attainment levels for each criterion will be communicated annually, once the performance assessment has been established and recorded.

**(c) Compensation for corporate officer positions in other Group entities**

As part of the Group policy on international development and like-for-like and external growth, the Chairman and Chief Executive Officer closely monitors international subsidiaries playing a strategic role, notably in the United States, where his role has been strengthened, and, in this respect, will receive compensation of 96,000 euros (€96,000), gross in respect of fiscal 2024 relating to his functions as corporate officer. Conversely, at his own request, the Chairman and Chief Executive Officer does not receive any compensation for his roles and responsibilities as Chairman of the Board of Directors as set in Chargeurs SA's bylaws (i.e., in relation to organizing the Board's work and operating procedures).

**(d) Payment of the Chairman and Chief Executive Officer's variable compensation**

Pursuant to the provisions of Article L. 22-10-8 of the French Commercial Code, payment of the Chairman and Chief Executive Officer's variable compensation for fiscal 2024 will be contingent on the shareholders' approval – at the Annual General Meeting called to approve the 2024 financial statements – of the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2024.

**(e) Directors' compensation**

As stated above, at his own request, the Chairman and Chief Executive Officer does not receive any compensation for his roles and responsibilities as Chairman of the Board of Directors as set in the Company's bylaws (i.e., in relation to organizing the Board's work and operating procedures). As in prior fiscal years, and again at his own request, he will not receive any compensation for fiscal 2024 in his capacity as a member of the Board of Directors of Chargeurs SA.

**(f) Benefits in kind**

In 2024, the Chairman and Chief Executive Officer may continue to have the personal use of a means of transport at the Group's disposal to facilitate certain business trips. The use of this means of transport – which will be calculated on a variable hourly cost basis – will be recognized as a benefit in kind and capped at an annual amount of 22,000 euros (€22,000).

In addition, given the constraints resulting from the Group's international position, the international residency costs of Mr. Michaël Fribourg will be provided for in part with an annual limit of €120,000.

The Chairman and Chief Executive Officer has not been granted any stock options or performance shares, is not a member of a supplementary pension plan and does not receive any benefits in kind such as a company car.

**(g) Commitments given to the Chairman and Chief Executive Officer**

At its meeting on March 8, 2017 the Board of Directors approved a non-compete agreement between Mr. Fribourg and the Company which reflects the Group's standard practices. This commitment was approved by the shareholders at the April 20, 2017 Annual General Meeting in accordance with the applicable legislation.

In this respect, considering his roles and responsibilities, Mr. Fribourg has daily access to confidential information about the Company and other Group entities, as well as their customers, which, if disclosed to competitors, could severely harm the Company's interests.

Consequently, Mr. Fribourg has given an undertaking that if his duties as either Chief Executive Officer or as Chairman and Chief Executive Officer are terminated (irrespective of the reasons therefor and manner thereof), he will refrain for a period of two years from entering into the service of, or taking any form of direct or indirect interest in, any entity whose business activities compete with those of the Chargeurs group in the segments of (i) temporary surface protection and (ii) garment interlining. This undertaking applies in the main countries where the Group has premises or an operating presence.

As consideration, if Mr. Fribourg leaves office or his roles of Chairman and Chief Executive Officer are separated, the Company will pay him a non-compete indemnity equal to his total gross compensation for the last full fiscal year. For the purpose of calculating this benefit, total gross compensation corresponds to his fixed compensation (including compensation received for his directorships in Group entities) and the full amount of his variable compensation received for the last full fiscal year.

Also on March 8, 2017 the Board of Directors approved a related-party agreement setting out the benefits that would be payable to Mr. Fribourg by Chargeurs S.A. in the event that (i) his term of office is not renewed, (ii) he is removed from office, (iii) his roles as Chairman and Chief Executive Officer are separated, or (iv) there is a change in the Company's strategy or control. This agreement, which reflects the Group's standard practices, was approved by the shareholders at the April 20, 2017 Annual General Meeting in accordance with the applicable legislation.

As such, if Mr. Fribourg is removed from office or his term of office is not renewed for whatever reason (including in the event of a transformation, a change in governance structure, the separation of the roles of Chairman and Chief Executive Officer or a merger), except in the event of gross negligence or serious misconduct (within the meaning of French case law), or if he resigns from his office of Chairman and Chief Executive Officer within the Company, he will receive an indemnity equal to his total gross compensation received for the last full fiscal year.

For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including the compensation received for his directorships in Group entities) and the full amount of his variable compensation received for the last full fiscal year.

The payment of this indemnity is contingent on consolidated recurring operating profit for the last full fiscal year representing the minimum amount for Mr. Fribourg's quantitative-based variable compensation to become payable.

### (h) Special circumstances

In accordance with the provisions of Article L. 22-10-26 III, paragraph 2, of the French Commercial Code, and only in the event of exceptional circumstances outside the Group which have not been considered in the compensation policy, the Board of Directors may decide to waive the application of said policy, if such departure is temporary, consistent with corporate interests and necessary to guarantee the Company's business continuity or viability. Should this option be exercised, the Board of Directors will make its decision on the basis of the recommendations of the Governance and Compensation Committee, and must justify its decision in the context of special circumstances and alignment with shareholders' interests. Moreover, use of this option will be publicly disclosed. In any event, such special measures can only be implemented under the following constraints:

- only the annual variable compensation may be amended, to redefine one or more of the parameters associated with the performance criteria (trigger thresholds, objectives, targets, etc.), it being specified that this may not have the effect of amending the overall cap on total variable compensation in relation to annual fixed compensation (i.e., 150%), nor of amending the maximum weighting of the quantitative component of annual variable compensation and the maximum weighting of the qualitative component of said compensation;
- only major events impacting the markets or altering the sector environment, not factored into the criteria or parameters initially set out in this policy for annual variable compensation, and which would have a material impact on the Company's performance, would result in the use of this option.

### Draft resolution (ex-ante say-on-pay vote)

*"Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the shareholders approve the compensation policy applicable to the Chairman and Chief Executive Officer as presented and described in the Board of Directors' Report on Corporate Governance."*

## Twelfth resolution

### (Approval of the compensation policy applicable to members of the Board of Directors)

In accordance with the provisions of the French Commercial Code, in the twelfth resolution, the Board of Directors is asking shareholders to approve the compensation policy applicable to Directors for fiscal 2024 (ex-antesay-on-pay vote).

The compensation policy for Directors, as presented below, was approved by the Board of Directors based on the recommendations of the Governance and Compensation Committee. The policy is also presented word-for-word in the Board of Directors' Corporate Governance Report in section 4 of this Universal Registration Document.

### Compensation policy applicable to Directors for fiscal 2024 (ex-ante say-on-pay vote)

In accordance with the provisions of Articles L. 225-45 and L. 22-10-8 of the French Commercial Code, an annual fixed amount of compensation is awarded to the Board of Directors by the shareholders at the Annual General Meeting.

This amount is divided between the members of the Board of Directors, except the Chairman and Chief Executive Officer who has decided to forego any compensation in respect of his directorship within the Company, on the basis of a fixed and variable portion which notably recognizes the attendance rate of Directors at meetings of the Board and Board Committees, as well as the investment required by their members for these meetings and their preparation.

At the Annual General Meeting of Shareholders of April 8, 2021, the eighth resolution was voted on, increasing the overall annual amount of compensation that may be awarded to the members of the Board of Directors as compensation for their participation in the work of the Board and the Board Committees at 420,000 euros (€420,000), applicable for fiscal 2021 and all subsequent fiscal years until any further decision is made at an Annual General Meeting.

The overall budget would increase to 520,000 euros (€520,000) for fiscal 2024 to factor in an expansion of the Board of Directors, with the appointment of two additional members. It is specified and underlined that this overall budget may not be fully used by the Directors in respect of the modernization of the attribution rules starting from fiscal 2024. The overall budget also takes account of the significance of the work of the Board and Board Committees, as well as the commitment of each one of its members.

In recent years, the Board's activities have significantly expanded and diversified in line with the Group's development, with 15 acquisitions in seven years and the creation of new business lines, including Chargeurs Museum Studio and Chargeurs Personal Goods. The accelerated transformation of the Group entails not just an increase in the individual, bilateral and collective workload of the Board members, but an increase in their responsibilities and scope of intervention. In light of the numerous projects under way and the challenges taken up by the Company, the activity of the Board of Directors and Board Committees was particularly brisk. This observation was borne out in 2023 and confirmed in the first quarter of 2024, particularly with the public tender offer launched by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. for the Company's shares, an operation for which members of the Board of Directors, and notably members of the ad hoc Committee created for this purpose, were particularly solicited and involved. The commitment of the Board members, whose expertise and experience stands as a decisive asset for the Group, was illustrated in 2023 at the six Board meetings, in addition to meetings held by Board Committees and the ad hoc Committee for which Directors' attendance rate was 100%. The meetings lasted between two and three hours depending on the items on the agenda. The content of the work of the Board of Directors and the Board Committees is presented in the Report to the Board of Directors on Corporate Governance provided in section 4.2 of this Universal Registration Document.

The commitment of the members of the Board of Directors will be stepped up in fiscal 2024. In addition to Board meetings and Board Committees, this commitment will take two main forms:

- on the one hand, through visits to sites in France and abroad;
- on the other, through regular discussions with members of the Group's Management Committee.

The rules for distributing the overall budget will change from previous years, to better reflect the responsibility and investment of each Board member. The chief purpose of the proposed amendments is to include a fixed and variable portion.

The amount to be allocated individually to the members of the Board of Directors will comprise the following:

- (i) an annual fixed portion in respect of the liability they incur in their capacity as Directors.

The basic amount is 25,000 euros (€25,000) for each Director, plus an additional fixed portion of:

- €10,000 for each member of the Audit Committee and Governance and Compensation Committee,
- €10,000 for each voting member of the ad hoc Committee (public tender offer),
- €5,000 for the Chairs of the Audit Committee and Governance and Compensation Committee;

- (ii) a variable portion allocated to each member based on their attendance at meetings:

- €4,000 for each meeting held by the Board of Directors,
- €3,000 for each meeting held by the Board Committees,
- €4,000 for each meeting held by ad hoc Committee (public tender offer) voting members and €1,500 for each meeting for the non-voting member.

This compensation is payable annually in arrears. The members of the Board of Directors do not receive any compensation from the Group apart from that allocated to them for their attendance at meetings of the Board and the Board Committees. They do not receive any performance shares or stock options. Lastly, there are no agreements providing for Director indemnities in the event of their terms of office being terminated for any reason whatsoever.

The Board of Directors may authorize the reimbursement of travel and other expenses incurred by Board members in the interests of the Company.

If a member of the Board of Directors were to be asked to perform a one-off assignment in the Company's interests, owing to their expertise and role, the compensation allocated to this Board member for this assignment by the Board of Directors would be subject to the approval procedure applicable to related-party agreements.

#### Draft resolution (ex-ante say-on-pay vote)

*"Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the shareholders approve the compensation policy applicable to the members of the Board of Directors as presented and described in the Board of Directors' Report on Corporate Governance."*

#### Thirteenth and fourteenth resolutions

**(Approval of the disclosures referred to in Article L. 22-10-9, I of the French Commercial Code and approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023)**

In accordance with the provisions of the French Commercial Code, shareholders are asked to approve, in the thirteenth and fourteenth resolutions respectively, (i) the disclosures referred to in Article L. 22-10-9 of the French Commercial Code concerning the compensation of corporate officers – i.e., the Chairman and Chief Executive Officer and Directors – for fiscal 2023 (first part of the ex-post say-on-pay vote), and (ii) the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023 (second part of the ex-post say-on-pay vote).

*These disclosures are presented below and are also reproduced word-for-word in the Board of Directors' Corporate Governance Report in section 4.4.1.1 of this Universal Registration Document.*

#### Compensation of the Chairman and Chief Executive Officer for fiscal 2023 (ex-post say-on-pay vote)

##### Components of compensation and benefits paid or awarded in 2023

In accordance with the provisions of Article L. 22-10-34-I of the French Commercial Code, the following paragraphs set out the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023 for the duties he performed in this capacity, and which will be submitted for shareholders' approval on an ex-post basis at the Annual General Meeting of April 30, 2024 called to approve the 2023 financial statements.

The principles and criteria used for determining, allocating and awarding the fixed, variable and exceptional components of the total compensation and benefits in kind payable to the Chairman and Chief Executive Officer for fiscal 2023 were approved on an ex-ante say-on-pay vote basis by a 63.10% vote at the Annual General Meeting of April 26, 2023.

The Chairman and Chief Executive Officer's steadfast financial commitment and renewed trust in the Group's expansion are also emphasized, as evidenced by the voluntary public tender offer for the Company's shares filed on January 5, 2024 by Columbus Holding S.A.S. and Columbus Holding 2 S.A.S., controlled at the highest level by the Chairman and Chief Executive Officer, with the Offerors' stated and confirmed intention to pursue the main strategic directions implemented by the Company.

Following the settlement-delivery of the public tender offer on April 9, 2024, Columbus Holding S.A.S. and Columbus Holding 2 S.A.S. together hold 67.58% of the share capital and 68.46% of the voting rights of the Company (this including the 824,460 treasury shares held by the Company and ranking *pari passu* with the shares held by the Offerors).

As a result, the Chairman and Chief Executive Officer's financial exposure to the Group creates the conditions that seamlessly align interests with Chargeurs' other shareholders.

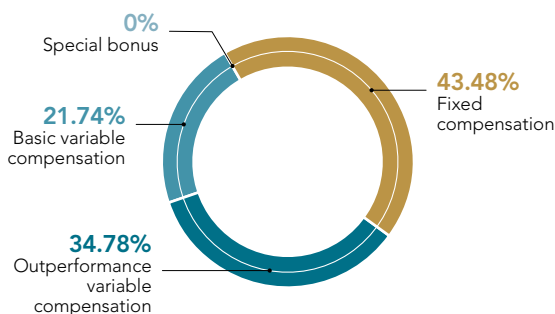
The compensation policy for 2023 is based on the same budgetary principles and the same rules applied to the compensation policy adopted during previous fiscal years:

- compensation including a fixed and variable portion, with a substantial share of variable compensation continuing to support strategic objectives;
- the maintenance of specific sub-caps between the different variable compensation criteria, with a blanket ceiling on variable compensation set at 150% of basic fixed compensation, the rate that initially applied prior to the health crisis.

The variable compensation model, in its various components, helps value the Group's outperformance.

The weighting of each component of the Chairman and Chief Executive Officer's compensation for 2023 was as follows:

#### WEIGHTING OF EACH FIXED AND VARIABLE COMPENSATION COMPONENT DUE FOR 2023



##### (a) Basic fixed compensation

The Chairman and Chief Executive Officer's basic fixed compensation for 2023 amounted to 750,000 euros (€750,000), gross.

The basic fixed compensation, which had remained unchanged for the previous two fiscal years, was reviewed by the Governance and Compensation Committee and then by the Board of Directors, increasing to 750,000 euros (€750,000).

The level of basic fixed compensation takes account of several principles and determining factors deemed relevant by the Board of Directors:

- chairman and CEO's level of experience and complex nature of responsibilities;
- consistency with fixed compensation of other Group executives and employees;
- competitiveness in relation to the compensation of international companies of the same profile, given that the Chairman and Chief Executive Officer, who is the Group's largest shareholder, has expressly renounced all share-based compensation (free share plans, stock options) and all similar deferred cash compensation since taking office, unlike the majority of companies on the comparison panel. In addition to the panel of peers on which the Company based its 2023 compensation policy, this competitiveness criterion was assessed in light of a new dedicated benchmark analysis conducted with an external consultant at end-2023,

confirming that the Chairman and Chief Executive Officer's annual fixed compensation was in line with the median fixed salary of the executives in the reviewed panel;

- the final stage in developments to the annualized base compensation of the Group's previous governance structure, despite the Group's change of scale and the significant international expansion and diversification in its activities;
- successes achieved as part of the operations drive in *Leap Forward 2025* and the Group's sector transformation.

As such, it is specified that whereas in the past, Chargeurs was a purely industrial and B2B group, it is now a mixed group with, on the one hand, both industrial and service activities, and on the other, both B2B and B2C activities. In view of these developments, managers have dealt with even more sophisticated and demanding challenges, issues, responsibilities and constraints than before, exacerbated by the difficult macroeconomic context of recent years, affected by a succession of unprecedented crises (health, energy and inflation). Furthermore, Chargeurs confirms its position in the premium products and services sector, where talent and managers are particularly sought after, with compensation packages that are generally higher than that selected for the Chief Executive Officer in 2023.

The basic fixed compensation was therefore consistent with the Group's ambitious commitments in the luxury goods sector, which materialized through no less than five strategic and diversifying acquisitions - Fournival Altesse (2021), Swaine Adeney, Brigg (2021), Event Communications Ltd (2021), Skira Editore S.p.A. (2022), and The Cambridge Satchel Company (2022) - but also iconic successes, such as the global partnership between Gucci and NATIVA™, the opening of Swaine stores in London, and the creation of Chargeurs Museum Studio.

##### (b) Basic variable compensation

The Chairman and Chief Executive Officer's variable compensation for 2023 was contingent on the achievement of quantitative and qualitative objectives, which were appropriately weighted at 60% and 40% respectively.

Over the last year, as his performance levels exceeded the triggering threshold set for his quantitative objectives and in view of the Group's consolidated recurring operating profit figure for 2023, the Chairman and Chief Executive Officer was eligible for 100% of his basic variable compensation based on quantitative objectives. All these qualitative criteria were met and exceeded, notably in the following respects:

- developing talent management;
- implementing the like-for-like and external growth strategy;
- expanding green manufacturing;
- enhancing innovation; and
- increasing the proportion of sustainable products included in the Group's total production, within the meaning of the United Nations' Global Compact Sustainable Development Goal (SDG) No. 9.

SDG No. 9 (United Nations Sustainable Development Goal) – Target 9.2: Promote inclusive and sustainable industrialization and, by 2030, significantly raise the industry's share of employment and gross domestic product, in line with national circumstances, and double its share in least developed countries.



The table below summarizes the major and noteworthy advances made in fiscal 2023 that were impelled and guided by the Chairman and Chief Executive Officer:

Strategic vision	2023 outcomes	Examples
Talent management	<ul style="list-style-type: none"> <li>• Talent management</li> <li>• Hiring of new talent and implementation of succession plans</li> <li>• Optimized organization</li> </ul>	<ul style="list-style-type: none"> <li>• Recruitment of a Managing Director at CMS</li> <li>• Succession plan for Chargeurs PCC Fashion Technologies' HR Director and Chargeurs Advanced Materials' Chief Financial Officer (CFO)</li> <li>• Appointment/promotion of the Group's Legal Director to the position of Deputy Group Secretary General</li> <li>• Leap Forward 2025: continuation of in-person training and enhancement of the 360Learning training platform thanks to a contract with the content provider enabling access to its extensive catalog of online training courses</li> <li>• Launch of Blue Book with sales teams and update to skills guidelines for the Sales family</li> </ul>
Implementation of the like-for-like and external growth strategy	<ul style="list-style-type: none"> <li>• Implementation of a like-for-like growth strategy for the Group's B2C businesses</li> </ul>	<ul style="list-style-type: none"> <li>• Inauguration of the Swaine brand's new global flagship store in London</li> <li>• Partnership between Chargeurs Museum Studio, Knowliom and Zamil Group to expand Chargeurs' reach in high-potential Middle Eastern markets</li> <li>• Acquisition of the Rayne London brand</li> </ul>
Expansion of green manufacturing	<ul style="list-style-type: none"> <li>• Industrial operational excellence</li> <li>• Optimization of energy and natural resources consumption</li> <li>• Deployment of circular economy initiatives</li> </ul>	<ul style="list-style-type: none"> <li>• Investments in more energy-efficient production assets (electricity and natural gas), notably at the four main sites producing the Group's direct greenhouse gas emissions (LPBC, CPCM, Novacel Déville and Novacel Sessa)</li> <li>• Rollout of digital tools to manage resources more effectively: ERP and TMS for CAM, supervision over utilities for the LPBC pilot site</li> <li>• Deployment of low water- and energy-intensive dyeing solutions at the LPBC site</li> <li>• Assignment to automate the annual carbon footprint calculation of the Group's activities and to foster a stronger culture among teams in relation to climate change mitigation</li> </ul>
Innovation enhanced	<ul style="list-style-type: none"> <li>• Strategic partnerships formed</li> <li>• Shared tools developed</li> </ul>	<ul style="list-style-type: none"> <li>• Partnership with JCDecaux to design PVC-free advertising fabric (Pearlflex), Made in France, 100% European sourced, woven from recycled PET yarns, with an aqueous coating to replace the solvents used in PVC.</li> </ul>
Increase in the proportion of sustainable products included in the Group's total production, within the meaning of the United Nations' Global Compact Sustainable Development Goal (SDG) No. 9.	<ul style="list-style-type: none"> <li>• Continued development of sustainable and innovative product lines</li> </ul>	<ul style="list-style-type: none"> <li>• Expansion of Chargeurs Advanced Materials' Oxygen product range: 40% of new products developed at Novacel in 2023 are part of this range, with sales doubling in H1 2023 vs. H1 2022.</li> <li>• Expansion of the NATIVA™ range and NATIVA™ Regen programs: Chargeurs Luxury Fibers extended the NATIVA™ label to new wool thinnesses, as well as to cotton and cashmere fibers.</li> <li>• The Chargeurs PCC Fashion Technologies business line continued expanding its portfolio of sustainable products: Zero-Water™ dyeing is a new interlining product created from an innovative dyeing process that is less water- and energy-intensive. Thermo+ is a new brand that complements the existing wadding offering with more environmentally friendly solutions obtained by blending traceable NATIVA™ wool with natural down, PLA or recycled PES fibers, for multiple clothing applications in extreme outdoor conditions.</li> </ul>

Consequently, the Chairman and Chief Executive Officer was eligible for the full amount of his basic variable compensation contingent on both the qualitative and quantitative objectives, corresponding to 50% of his basic fixed compensation, i.e., 375,000 euros (€375,000).

### (c) Variable compensation for outperformance

On top of this basic variable compensation, for 2023, the Chairman and Chief Executive Officer was eligible for additional variable compensation or variable compensation for outperformance if his performance targets were exceeded. This was in fact the case, as the target threshold for quantitative performance, measured based on a predefined level of 2022 Group recurring operating profit, was exceeded. This compensation is capped at 140% of the Chairman and Chief Executive Officer's total basic variable compensation, which itself is capped at 50% of his basic fixed compensation.

The amount of additional variable compensation, based on quantitative outperformance, totaled 115,000 euros (€115,000) in respect of fiscal 2023.

In addition, a portion of the Chairman and Chief Executive Officer's variable compensation for 2023 was specifically based on shareholders' returns. The Shareholders' Returns objective was measured on the basis of achieving either one or both of the following two criteria, which each counted for 50% of the objective:

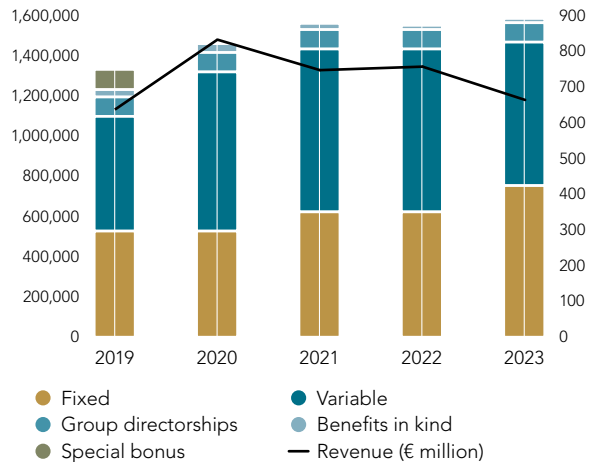
- If the difference in the Chargeurs share price between the beginning and the end of the fiscal year in question – based on the average closing share price for the last twenty (20) trading days of the year compared with the average closing share price for the first twenty (20) trading days of the year – is five percent (5%) higher than the SBF 120, a special bonus of 120,000 euros (€120,000) is awarded.
- If the dividend amount paid during the fiscal year – based on the average closing share price for the first 20 trading days of the year – is 2% higher than the average for a panel of peer companies, a special bonus of 120,000 euros (€120,000) is awarded. The Governance and Compensation Committee defines peer companies as Danaher, ITW and Griffon (50%); Serge Ferrari, Wendel, Guillin Group and SEB (50%).

As the dividend objective described in point (ii) above was met, the Chairman and Chief Executive Officer was eligible for specific additional compensation of 120,000 euros (€120,000).

Based on the recommendations of the Governance and Compensation Committee, the Board of Directors also decided to award a specific bonus of 100,000 euros (€100,000) to the Chairman and Chief Executive Officer in recognition of the Group's strengthened financing resources in a particularly difficult macroeconomic environment (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program).

As a result, the Chairman and Chief Executive Officer's total variable compensation for 2023 totaled 710,000 euros (€710,000), gross, representing less than the overall cap of 150% of his fixed compensation.

Furthermore, the change in the Chairman and Chief Executive Officer's overall compensation compared with that of revenues over the past five fiscal years, is shown in the following chart, bearing in mind that fiscal 2020 was a particularly exceptional year due to the Lainière Santé business, which generated revenue of €303.6 million:



In accordance with the provisions of Articles L. 22-10-8 II and L. L.225-100-2 of the French Commercial Code, the payment of the Chairman and Chief Executive Officer's variable and exceptional compensation for fiscal 2023 will be contingent on the shareholders' approval, at the April 30, 2024 Annual General Meeting, of the fixed, variable and exceptional components making up the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023.

The following table summarizes the various components of the Chairman and Chief Executive Officer's compensation in respect of fiscal 2023:

Type	Theoretical weighting	Performance	Amount (in €)
<b>BASIC ANNUAL VARIABLE COMPENSATION</b>			
Consolidated recurring operating profit	60%	€26.6m	€225,000
Talent management	8%	Talent management/Hiring of new talent and implementation of succession plans/Optimized organization/Rollout of cross-functional skills guidelines	
Like-for-like growth strategy	8%	Definition and implementation of a like-for-like growth strategy for the Group's B2C businesses	
Green manufacturing	8%	Premium production facilities developed/Sites specialized/ Supply chain revamped	
Innovation	8%	Strategic partnerships formed	
Sustainable products	8%	Continued development of green ranges/Strengthened communication on sustainable products	€150,000
<b>Sub-total I</b>	<b>100%</b>	-	<b>€375,000</b>
<b>ANNUAL VARIABLE COMPENSATION FOR OUTPERFORMANCE</b>			
Consolidated recurring operating profit	68.62%	€26.6m	€115,000
Relative share price	15.68%	Criterion not met	€0
Dividends/Relative share price	15.68%	Criterion met	€120,000
<b>Sub-total II (including the sub-cap of 140%)</b>	<b>100%</b>	-	<b>€235,000</b>
<b>EXCEPTIONAL VARIABLE COMPENSATION</b>			
Equity/debt raising exercises, divestments or acquisitions, stock market performance	100%	Strengthened Group financing resources (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program)	€100,000
<b>Sub-total III</b>	<b>100%</b>	-	<b>€100,000</b>
<b>Sub-total I+II</b>	-	-	<b>€610,000</b>
<b>Sub-total I+II+III</b>	-	-	<b>€710,000</b>
<b>TOTAL AFTER APPLYING THE 150% CAP</b>	-	-	<b>€710,000</b>

*(d) Compensation for corporate officer positions in other Group entities*

As part of the Group's policy on international development and like-for-like and external growth, the Chairman and Chief Executive Officer closely monitors international subsidiaries playing a strategic role, notably in the United States, where his role has been strengthened. In this respect, as in previous fiscal years and as recalled in Table 2 "Summary table of compensation awarded to each executive director" in Chapter 7 of this Universal Registration Document, the Chairman and Chief Executive Officer received compensation of 96,000 euros (€96,000), gross, in respect of fiscal 2023 relating to his functions as corporate officer.

*(e) Participation in the Board of Directors*

The Chairman and Chief Executive Officer did not receive any compensation for his roles and responsibilities in organizing the work and operating procedures of the Chargeurs Board of Directors as set in the Company's bylaws.

*(f) Benefits in kind*

In respect of fiscal 2023, the Chairman and Chief Executive Officer made only limited use of the means of transport at the Group's disposal to facilitate certain business trips, as authorized by the Board of Directors on the recommendation of the Governance and Compensation Committee and approved under the shareholders' ex-ante say-on-pay vote at the April 26, 2023 Annual General Meeting.

He has not been granted any stock options or performance shares, he is not a member of a supplementary pension plan and he does not receive any benefits in kind such as a company car.

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

### Ratio between the Chairman and Chief Executive Officer's compensation and Company employees' average and median compensation

In accordance with the provisions of Article L. 22-10-9-6, presented below are the ratios between the Chairman and Chief Executive Officer's compensation, on the one hand, and the average compensation of the Company's employees (excluding corporate officers) and, on the other, the median compensation of the Company's employees (excluding corporate officers) in the last five fiscal years.

	2019	2020	2021	2022	2023
Average monthly salary	€18,210	€21,151	€20,332	€23,530	€22,561
CEO/Median ratio	18	13	13	11	17
CEO/Average ratio	6	5	6	5	6
CEO/Min. wage ratio	72	71	75	72	73

The following table shows the ratio between the Chairman and Chief Executive Officer's compensation and the French minimum wage for the last five years. This information does not correspond to a legal disclosure requirement but provides a useful stable basis of comparison that is common to all French companies:

#### Draft resolution (ex-post say-on-pay vote)

*"Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023 as presented and described in the Board of Directors' Report on Corporate Governance."*

### Summary of compensation and benefits awarded to Top Management for fiscal 2023

In accordance with the provisions of Article L. 22-10-9, I et seq. of the French Commercial Code and the MiddleNext Code, the tables below are based on the templates provided by the French Financial Markets' Authority (AMF) in its recommendation dated December 22, 2008, (No. 2009-16, as amended on December 17, 2013, December 5, 2014 and April 13, 2015) and the table numbers used are the same as in those templates.

#### TABLE 1: SUMMARY TABLE OF COMPENSATION AND STOCK OPTIONS AND FREE SHARES AWARDED TO EACH EXECUTIVE CORPORATE OFFICER

Chargeurs' executive corporate officers did not receive any multi-annual compensation, stock options or free shares in the fiscal years presented. Consequently, all of their compensation and benefits are presented in Table 2 below.

Since Chargeurs' executive directors did not receive any stock options or free shares, the following tables are not applicable in this Universal Registration Document:

- Table 4: Stock options granted during the fiscal year to each Director by the issuer or any other Group entity;
- Table 5: Stock options exercised during the fiscal year by each executive director;
- Table 6: Free shares granted to each Director;
- Table 7: Free shares that became available during the fiscal year for each Director;
- Table 8: Summary of stock option plans;
- Table 9: Stock options granted to and exercised by the 10 employees (not directors of the Company) who received the greatest number of stock options;
- Table 10: Summary of free share plans.

**TABLE 2: SUMMARY TABLE OF COMPENSATION AWARDED TO EACH EXECUTIVE DIRECTOR**

Since 2015, and at the request of the Chairman and Chief Executive Officer, the Board of Directors has capped his total variable compensation. This cap has been set at 180% of his basic fixed compensation for fiscal 2024.

Depending on the year, this cap can have the effect of significantly reducing the variable compensation paid to the Chairman and Chief Executive Officer, even in years when the Group delivers an exceptionally strong performance or demonstrates above-average resilience to volatile conditions by considerably outperforming its competitors. This cap, which aligns with observed market practices, is not offset by any alternative system for the benefit of the Chairman and Chief Executive Officer.

Michaël Fribourg – Chairman and Chief Executive Officer	Fiscal 2021		Fiscal 2022		Fiscal 2023	
	Amount due	Amount paid	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation	€620,000	€620,000	€620,000	€620,000	€750,000	€750,000
Variable compensation and special bonus	€806,000 <sup>(1) (4)</sup>	€787,500 <sup>(3)</sup>	€806,000 <sup>(1) (5)</sup>	€806,000 <sup>(1) (4)</sup>	€710,000 <sup>(6)</sup>	€806,000 <sup>(1) (5)</sup>
Compensation for corporate officer positions in other Group companies	€96,000	€96,000	€96,000	€96,000	€96,000	€96,000
Benefits in kind	€30,707 <sup>(2)</sup>	€44,000 <sup>(2)</sup>	€21,120 <sup>(2)</sup>	€30,707 <sup>(2)</sup>	€21,120 <sup>(2)</sup>	€21,120 <sup>(2)</sup>
<b>TOTAL</b>	<b>€1,552,707</b>	<b>€1,547,500</b>	<b>€1,543,120</b>	<b>€1,552,707</b>	<b>€1,577,120</b>	<b>€1,673,120</b>

(1) Variable compensation of 806,000 euros (€806,000) due in respect of fiscal 2021 and 2022 was paid during fiscal 2022 and 2023 respectively.

(2) For fiscal 2021 and 2022, these amounts exclusively correspond to an unemployment insurance policy whose premiums are subject to payroll taxes and are accounted for as a benefit in kind, and for fiscal 2021, they correspond to personal use by Top Management of a means of transport at the Group's disposal to facilitate certain business trips (€9,587 in 2021, with no use of this means in 2022 or 2023), and personal protection and travel insurance plans taken out on behalf of the Chairman and Chief Executive Officer.

(3) Two special bonuses had been awarded to the Chairman and Chief Executive Officer for the acquisitions carried out in 2020 and the successful integration of Design & Productions Inc. (United States) and Hypsos (Netherlands) (€40,000) and in respect of the creation and structuring of the Chargeurs Healthcare Solutions business line (€60,000). However, this bonus was not paid due to the cap of 150% of basic fixed compensation applied to his total variable compensation.

(4) A special bonus of 100,000 euros (€100,000) had been awarded to the Chairman and Chief Executive Officer in respect of the new Euro PP (€20 million) and the acquisitions of the Fournival Altesse and Swaine Adeney, Brigg, luxury brands and Event Communications in 2021. However, this bonus was not paid due to the cap of 130% of basic fixed compensation applied to his total variable compensation.

(5) A bonus of 100,000 euros (€100,000) was allocated to the Chairman and Chief Executive Officer for the successful acquisitions of Skira Editore S.p.A. (Italy) and The Cambridge Satchel (UK), as well as the implementation of a new financing program (€105 million). However, this bonus was not paid due to the cap of 130% of basic fixed compensation applied to his total variable compensation.

(6) A bonus of 100,000 euros (€100,000) was awarded to the Chairman and Chief Executive Officer in recognition of the Group's strengthened financing resources in a particularly difficult macroeconomic environment (extension of the €165 million syndicated loan credit facility, new €20 million CACIB credit facility, launch of a short-term negotiable securities program).

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

TABLE 11: SUMMARY TABLE OF EXECUTIVE CORPORATE OFFICERS' INDEMNITIES AND BENEFITS

	Employment contract	Supplementary pension plan	Non-compete clause indemnity	Termination benefit <sup>(1)</sup>
<b>Michaël Fribourg</b>				
Chairman and Chief Executive Officer, Chargeurs				
First appointed: Board meeting 10/30/2015				
Current term expires: 2024 Board meeting (Chairman) and 2026 Board meeting (Chief Executive Officer)	No	No	Yes <sup>(2)</sup>	Yes <sup>(3)</sup>
Director				
First appointed: Board meeting 10/30/2015				
Current term expires: 2024 OAGM				

(1) Mr. Fribourg's termination benefit has been applicable since fiscal 2017.

(2) Considering his roles and responsibilities, Mr. Fribourg has daily access to confidential information about the Company and other Group entities, as well as their customers, which, if disclosed to competitors, could severely harm the Company's interests. Consequently, Mr. Fribourg has given an undertaking that if his duties as either Chief Executive Officer or as Chairman and Chief Executive Officer are terminated (irrespective of the reasons therefor and manner thereof), he will refrain for a period of two years from entering into the service of, or taking any form of direct or indirect interest in, any entity whose business activities compete with those of the Chargeurs group in the segments of (i) temporary surface protection and (ii) garment interlining. This undertaking applies in the main countries where the Group has premises or an operating presence. As consideration, if Mr. Fribourg leaves office or his roles of Chairman and Chief Executive Officer are separated, the Company will pay him a non-compete indemnity equal to his total gross compensation for the last full fiscal year. For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including compensation received for his directorships in Group companies) and the full amount of his variable compensation received for the last full fiscal year.

(3) If Mr. Fribourg is removed from office or his term of office is not renewed for whatever reason (including in the event of a transformation, a change in governance structure, the separation of the roles of Chairman and Chief Executive Officer or a merger), except in the event of gross negligence or serious misconduct (within the meaning of French case law), or if he resigns from his office of Chairman and Chief Executive Officer within the Company, he will receive an indemnity equal to his total gross compensation received for the last full fiscal year. For the purpose of calculating this benefit, total gross compensation corresponds to his basic fixed compensation (including the compensation received for his directorships in Group entities) and the full amount of his variable compensation received for the last full fiscal year. The payment of this indemnity is contingent on reaching, during the last full fiscal year, the quantitative objectives for Mr. Fribourg's variable compensation.

### Summary table of compensation awarded to the members of the Board of Directors for fiscal 2023

As recommended in the MiddleNext Corporate Governance Code (the "MiddleNext Code"), a summary table is provided below of the compensation paid in the last three fiscal years to members of the Board of Directors in respect of their participation in the work of the Board and Board Committees. The members of the Board of Directors did not receive any other form of compensation from the Group.

The total compensation allocated among the members of the Board of Directors for fiscal 2023 amounted to 420,000 euros (€420,000).

TABLE 3: TABLE OF COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

Mr. Emmanuel Coquoin	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023
Compensation for participation in the work of the Board of Directors and/or the Board Committees	€71,707	€77,778	€77,700
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€77,778</b>	<b>€77,700</b>

Ms. Isabelle Guichot	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023
Compensation for participation in the work of the Board of Directors and/or the Board Committees	€71,707	€77,778	€88,420
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€77,778</b>	<b>€88,420</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022 (from 4/07/2022 to 12/31/2022)	Amount due for fiscal 2023
<b>Ms. Anne-Gabrielle Heilbronner</b>			
Compensation for participation in the work of the Board of Directors and/or the Board Committees	N/A	€31,111	€75,370
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>N/A</b>	<b>€31,111</b>	<b>€75,370</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023 (from 1/01/2023 to 04/26/2023)
<b>Ms. Cécilia Ragueneau</b>			
Compensation for participation in the work of the Board of Directors and/or the Board Committees	€61,463	€77,778	€17,560
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€61,463</b>	<b>€77,778</b>	<b>€17,560</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023 (from 1/01/2023 to 04/26/2023)
<b>Mr. Georges Ralli (Non-Voting Director)</b>			
Compensation for participation in the work of the Board of Directors and the Board Committees	€71,707	€46,662	€15,050
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€46,662</b>	<b>€15,050</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023 (from 4/26/2023 to 12/31/2023)
<b>Ms. Alexandra Rocca</b>			
Compensation for participation in the work of the Board of Directors and/or the Board Committees	N/A	N/A	€52,160
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>N/A</b>	<b>N/A</b>	<b>€52,160</b>

	Amount due for fiscal 2021	Amount due for fiscal 2022	Amount due for fiscal 2023
<b>Mr. Nicolas Urbain</b>			
Compensation for participation in the work of the Board of Directors and/or the Board Committees	€71,707	€77,778	€77,250
Other compensation or compensation from Group subsidiaries	N/A	N/A	N/A
<b>TOTAL</b>	<b>€71,707</b>	<b>€77,778</b>	<b>€77,250</b>

**Draft resolution (first part of the ex-post say-on-pay vote)**

*“Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, approve the information mentioned in Article L. 22-10-9 I of the French Commercial Code, this Chapter comprises the Board of Directors’ Report on Corporate Governance.”*

**Fifteenth resolution****(Authorization for the Board of Directors to carry out a share buyback program)**

In the fifteenth resolution, the Board of Directors is seeking a new authorization to carry out a share buyback program so that the Company can purchase its own shares at any time, except when public offers for the Company’s shares are in progress. The maximum number of shares that could be bought back under this authorization would be set at 10% of the Company’s total outstanding shares.

This 10% limit would apply to an amount of the capital of the Company that, where applicable, would be adjusted to take account of transactions impacting the share capital after the Annual General Meeting. The Company may in no circumstances hold, either directly or indirectly through subsidiaries, more than 10% of its share capital.

The maximum per-share purchase price under the program would be €30, which the Board of Directors may adjust in order to take into account the effect of any corporate actions.

At December 31, 2023, out of the 24,862,314 shares making up its share capital, the Company directly held 824,460 shares. Consequently, a maximum of 1,661,771 shares could be bought back by the Company under the authorization.

The shares may be bought back or sold at any time, except while a public offer for the Company’s shares is in progress, and by any method within the limits allowed under the applicable regulations, in on- or off-market transactions, including through block purchases or sales, or through the use of options or derivatives traded on a regulated market or over the counter, including call options.

The objectives of the buyback program would be the same as for the previously authorized program. Consequently, the shares may be bought back and held in accordance with the applicable laws and regulations for the following purposes: (a) to ensure the liquidity of Chargeurs’ shares or an active market in the shares through an investment services provider; (b) to hold shares for future delivery in payment or exchange for the securities of other companies in connection with external growth transactions; (c) to reduce the Company’s capital by canceling the acquired shares; (d) to hold shares for delivery or exchange on exercise of rights attached to securities convertible, redeemable, exchangeable or otherwise exercisable for Chargeurs’ shares; (e) for allocation under stock option plans set up by the Company or any similar plan; (f) for allocation or sale to employees in connection with employee profit-sharing plans or any employee savings plan set up at Company or Group level (or any similar plan); (g) for allocation under free share or performance share plans, and/or (h) for the implementation of any accepted market practice or any market practice that may be authorized in the future under the applicable laws or by the French Financial Markets’ Authority (*Autorité des Marchés Financiers*).

The Board of Directors would be given full powers to use the authorization, directly or through a legally authorized representative, to place all buy and sell orders on all markets or carry out all off-market transactions, enter into all agreements, prepare all documents, carry out all filing and other formalities with all authorities and organizations, allocate or reallocate the purchased shares to the various purposes in compliance with the applicable laws and regulations, and generally do everything necessary for implementing the decisions made by the Board pursuant to the authorization.

This authorization is being sought for a period of eighteen (18) months from the date of the Annual General Meeting and would supersede the unused portion of the authorization previously granted for the same purpose.

**EXTRAORDINARY RESOLUTIONS****Sixteenth resolution****(Authorization for the Board of Directors to reduce the Company’s capital by a maximum of 10% by canceling shares bought back by the Company)**

The purpose of this proposal, pursuant to the provisions of Article L. 22-10-62 of the French Commercial Code, is to renew for a period of twenty-six (26) months the authorization given to the Board of Directors at the April 7, 2022 Annual General Meeting to reduce the Company’s capital, on one or more occasions, by canceling Chargeurs shares that the Company already holds and/or that it may purchase in the future under the share buyback program.

In fiscal 2023, in accordance with the previous authorization, the Company canceled 500,000 treasury shares on May 25, 2023, taking the Company’s capital to €3,977,970.24.

In accordance with the law, the total number of shares canceled in any given twenty-four (24) month period could not exceed 10% of the Company’s share capital.

The difference between the carrying amount of the canceled shares and their par value would be charged against any available reserves or share premium accounts.

The Board of Directors would be given full powers – which may be delegated – to (i) reduce the Company’s capital on one or more occasions by canceling shares as described above, (ii) amend the Company’s bylaws to reflect the new capital, (iii) carry out any and all filing formalities and (iv) take any and all measures that contribute, directly or indirectly to the completion of the capital reduction(s).

This authorization would supersede the unused portion of the authorization previously granted for the same purpose at the April 7, 2022 Annual General Meeting.



## Seventeenth resolution

**Authorization for the Board of Directors (i) to issue, with pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, and/or (ii) to issue shares to be paid up by capitalizing profits, reserves or additional paid-in capital**

The purpose of this resolution is to grant the Board an authorization – which it may delegate – to issue ordinary shares (and not preference shares) or securities with rights to shares or to debt securities, with pre-emptive subscription rights for existing shareholders, in order to finance the Group's development.

The resolution would also authorize the Board to capitalize reserves, profits, additional paid-in capital or any other capitalizable items and to issue free shares and/or increase the par value of existing Chargeurs shares.

The aggregate nominal amount of the capital increase(s) that could be carried out using this authorization (either immediately or at a future date in the case of issues of securities with rights to shares) would be capped at €1.9 million.

The amount of this cap will be deducted from the blanket ceiling set in the twenty-seventh resolution (as provided for in Article L. 225-129-2 of the French Commercial Code) subject to approval by the Annual General Meeting, set at €1.9 million. These ceilings will not include the par value of any shares to be issued in the case of any new corporate actions in order to protect the rights of holders of securities with rights to shares.

The aggregate face value of debt securities issued under this resolution would be capped at €300 million. This amount represents the blanket ceiling for all debt securities issues that could be carried out pursuant to this authorization and the authorizations given in the eighteenth, nineteenth, twentieth, twenty-first, twenty-third and twenty-fourth resolutions of the Meeting, such that the aggregate face value of debt securities issued pursuant to said authorizations will be deducted from the above blanket ceiling.

This resolution, along with the eighteenth and nineteenth resolutions, allows all types of financial instruments with rights to shares to be issued, to give the Company a degree of flexibility in conducting external growth and financing transactions, and also to enable transactions to be carried out that optimize the Company's financial position statement structure.

This resolution and certain other resolutions presented at this Meeting would allow the Board to decide to issue shares or securities with rights either to new shares, such as bonds convertible or redeemable for shares and bonds with stock warrants, or to existing shares. They may consist of debt securities, as in the above examples, or equity instruments such as shares with stock warrants.

In accordance with the law, if the shareholders decide to authorize the Board to issue securities with rights to shares they automatically waive their pre-emptive right to subscribe for the shares to be issued upon conversion, redemption or exercise of the rights attached to the securities.

This authorization is being sought for a period of twenty-six (26) months and would supersede the unused portion of the previous authorization granted for the same purpose at the April 7, 2022 Annual General Meeting.

## Eighteenth resolution

**(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, through a public offer other than those governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code)**

This authorization would enable the Board of Directors to carry out growth or financing transactions through issues, without pre-emptive subscription rights (PSRs), on French and/or international markets via public offers other than those governed in Article L. 411-2, paragraph 1, of the French Monetary and Financial Code, shares and/or marketable securities giving access to the Company's capital and/or marketable securities providing the right to the granting of debt securities.

Under this resolution, the Board is asked to cancel pre-emptive subscription rights. The Board of Directors may, however, if it deems fit, offer shareholders a priority right to subscribe for all or part of the issue, exercisable in due proportion to their stake in the Company's capital for a period set by the Board.

The aggregate nominal amount of the capital increase(s) that could be carried out without pre-emptive subscription rights using this authorization (either immediately or at a future date) would be capped at 380,000 euros (€380,000).

These issues will be deducted from the blanket ceiling (as provided for in Article L. 225-129-2 in the French Commercial Code) specified in the twenty-seventh resolution subject to approval by the Annual General Meeting. These ceilings will not include the par value of any shares to be issued in the case of any new corporate actions in order to protect the rights of holders of securities with rights to shares.

The aggregate face value of debt securities issued under this resolution would be capped at €300 million.

Shares issued directly would be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average of the prices quoted for the Company's shares on Euronext Paris over the three (3) trading days that precede the opening date of the public offer, less a maximum discount of 10%) as adjusted if necessary for the difference in cum rights dates.

In accordance with the law, if the shareholders decide to authorize the Board to issue securities with rights to shares they also automatically waive their pre-emptive right to subscribe for the shares to be issued upon conversion, redemption or exercise of the rights attached to the securities.

This authorization is being sought for a period of twenty-six (26) months and would supersede the unused portion of the previous authorization granted for the same purpose at the April 7, 2022 Annual General Meeting.

### Nineteenth resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, through a public offer governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code)***

The purpose of the nineteenth resolution is to authorize the Board of Directors to carry out public offers governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code (previously referred to as private placements). The shares or compound securities would be offered exclusively to (i) a closed group of investors who are investing their own funds, and/or (ii) qualified investors.

This authorization would make it easier for the Company to raise funds at the best rates available in the market, as this type of restricted public offer is a quicker and easier solution than ordinary public offers (other than those governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code). The shareholders are being asked to waive their pre-emptive subscription rights in order to allow the Board to raise funds through offers to a closed group of investors and/or qualified investors according to a simplified process, through the issue in France and/or abroad of shares and/or securities with rights to shares of the Company (apart from preference shares or securities with rights to preference shares).

It is specified that if granted, this authorization could be used on one or more occasions and the Board would have full discretionary powers to set the amounts and timings of the issues, which could be carried out at any time apart from when a public offer for the Company's shares is in progress.

The aggregate nominal amount of capital increases without pre-emptive subscription rights that could be carried out immediately or at a future date pursuant to this resolution would be capped at 380,000 euros (€380,000). This ceiling does not include the par value of any shares that may be issued in order to protect the rights of existing holders of securities with rights to shares.

In addition, the Company's capital could not be increased by any more than 10% per year through private placements (i.e., below the 20% cap set in Article L. 225-136, paragraph 2, of the French Commercial Code). These issues will be deducted from (i) the blanket ceiling (as provided for in Article L. 225-129-2 of the French Commercial Code), of €1.9 million (€1,900,000) as set out in the twenty-seventh resolution and (ii) the overall €380,000 sub-ceiling for capital increases set in point 5 of the eighteenth resolution, if these two respective resolutions are adopted.

The maximum aggregate face value of debt securities that could be issued under this resolution would be set at €300 million and would be deducted from the €300 million ceiling provided for in point 5 of the seventeenth resolution, if said resolution is adopted.

Shares directly issued will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three (3) trading days preceding the pricing date, less a maximum discount of 10%, in line with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code), after adjustment, where appropriate, to take account of the difference in cum rights dates.

Issues of other securities would be priced so that the amount received immediately by the Company plus the amount that could be received in the future, if any, for each share issued as a result of the exercise of rights to shares, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.

The Board of Directors would be given full powers to use the authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws.

This authorization is being sought for a period of twenty-six (26) months from the date of the Annual General Meeting and would supersede any other authorization previously granted for the same purpose.

### Twentieth resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares, to the benefit of categories of persons consistent with Article L. 225-138 of the French Commercial Code)***

In this resolution, shareholders are invited to delegate to the Board of Directors the authority to carry out the securities issues described below, on one or more occasions, setting the amounts and timings of the issues, other than when a public offer for the Company's shares is in progress. The issues may consist of:

- (a) Chargeurs shares; and/or
- (b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
- (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities.

That the aggregate nominal amount of the capital increase(s) which could be carried out immediately and/or at a future date pursuant to this resolution may not exceed three hundred and eighty thousand euros (€380,000), and that:

- (a) this amount will be deducted from the blanket ceiling set in twenty-seventh resolution below, subject to said resolution being adopted by this Meeting; and
- (b) this ceiling shall not include the par value of any shares to be issued to protect the rights of holders of securities with rights to shares or holders of other rights to shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases);

The aggregate face value of debt securities that could be issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the seventeenth resolution of this Meeting;

Cancel the pre-emptive subscription rights of shareholders to the ordinary shares of the Company, to marketable securities and/or financial securities to be issued under this resolution to the benefit of the following categories of persons:

- any individual or legal entities, including companies, trusts, investment funds or other placement vehicles regardless of their form, under French or foreign law, investing regularly in small-cap or mid-cap growth companies (with capitalizations of under €1 billion), or having invested over €2.5 million in the thirty-six (36) months preceding the issue in question, in the Company's business sectors;
- any qualified investor within the meaning of French or European regulation, as well as any individual or legal entity (including, without limit, any investment funds of venture capital companies, notably any FPCI, FCPI or FIP) investing regularly or having invested in the previous thirty-six (36) months over 500,000 euros (€500,000) in the Company's business sectors;
- any debtor holding a cash debt and payable on the Company having expressed the desire to have its debt converted into Company shares and for which the Board of Directors deems it fit to pay the debt in question via compensation with the delivery of Company shares.

The subscription price of the securities issued pursuant to this delegation shall be determined by the Board of Directors in accordance with the following conditions:

- the amount to which the Company is entitled for each of the shares issued pursuant to this delegation may not be lower, as ruled on by the Board of Directors:
  - (i) the volume-weighted average share price for the twenty (20) trading days preceding the pricing date; or
  - (ii) the volume-weighted average share price for the ten (10) trading days preceding the pricing date; or
  - (iii) the volume-weighted average share price for the trading day preceding the pricing date less a maximum discount of five percent (5%), provided that the amount to be received per share is at least equal to the par value.

The Board of Directors shall determine the list of beneficiaries within these categories and the number of securities to be allocated to each one.

For the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this authorization shall automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for said new shares;

The Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:

- (a) issue, on one or more occasions, in the amount and according to the timing that it sees fit, shares and/or marketable securities and/or the financial securities mentioned above leading to a capital increase;
- (b) determine the dates, conditions and methods for any issue, as well as the form and characteristics of the financial securities and/or marketable securities to be issued, with or without a bonus, and notably:
  - set the amounts to be issued, the cum rights date, even retroactively, of the financial securities and/or marketable securities to be issued, as well as, where applicable, the duration and exercise price of the coupons or the methods of exchange, conversion, reimbursement or allocation in any other manner of equity instruments or giving access to the capital within the limits provided for by this resolution,
  - determine, subject to legal conditions, the methods for adjusting the conditions of the deferred right of access to the capital of the financial securities and/or marketable securities to be issued,
  - suspend, where applicable, the exercise of the rights attached to these financial securities and/or marketable securities for a maximum period of three (3) months;
- (c) carry out any allocations of bonuses and notably those of expenses generated by the completion of issues;
- (d) protect the rights of the holders of the financial securities and/or marketable securities providing the deferred right of access to the capital of the Company, in accordance with legal and regulatory provisions;
- (e) conclude any and all agreements to ensure the proper conclusion of the planned issue, note their completion and amend the Company's bylaws in consequence;
- (f) note the completion of capital increases resulting from any issue made pursuant to this delegation and amend the Company's bylaws in consequence;
- (g) take any and all measures and carry out all formalities required to list the shares and/or marketable securities thus issued;

This authorization shall be given for a period of eighteen (18) months from the date of this Meeting and shall supersede the unused portion of any previous authorization given by shareholders for the same purpose.

### Twenty-first resolution

***(Authorization for the Board of Directors to increase the number of securities with direct or indirect rights to shares offered in any issue with or without pre-emptive subscription rights)***

Subject to the adoption of the seventeenth, eighteenth, nineteenth and twentieth resolutions (capital increases with or without pre-emptive subscription rights), in this resolution the shareholders are asked to give the Board of Directors a greenshoe option to increase the number of securities offered for each issue carried out pursuant to the seventeenth, eighteenth, nineteenth and twentieth resolutions. If this option were exercised, the additional securities would be issued at the same price as for the initial offer and would be subject to the timeframes and ceilings provided for in the regulations applicable on the original issue date i.e., currently, the additional issue must be carried out within 30 days of the end of the subscription period of the initial offer and is subject to a ceiling of 15% of the initial offer amount, in accordance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code.

The aggregate nominal amount of capital increases that could be carried out pursuant to this resolution without pre-emptive subscription rights would be deducted from the ceiling set in the eighteenth resolution of the Annual General Meeting and the aggregate nominal amount of capital increases with pre-emptive subscription rights will be deducted from the ceiling set in the twenty-seventh resolution of the Annual General Meeting.

This authorization is being sought for a period of twenty-six (26) months from the date of the Annual General Meeting and would supersede any other authorization previously granted for the same purpose.

### Twenty-second resolution

***(Authorization for the Board of Directors, when issuing securities without pre-emptive subscription rights pursuant to the eighteenth and nineteenth resolutions, to set the issue price at no more than 10% of the capital in accordance with the conditions set by the Annual General Meeting)***

Subject to the adoption of the eighteenth and nineteenth resolutions (capital increases without pre-emptive subscription rights), in the twenty-second resolution the Board is seeking an authorization to set the price of shares or other securities issued pursuant to the eighteenth and nineteenth resolutions, in accordance with Article L. 22-10-52 of the French Commercial Code.

Under the terms of this resolution, the Board would be authorized to set the issue price in such a way that the amount received or receivable by the Company for each share issued under the eighteenth and nineteenth resolutions is not less than one of the following three amounts, to be chosen at the Board's discretion:

- the volume-weighted average share price for the twenty (20) trading days preceding the pricing date; or
- the volume-weighted average share price for the ten (10) trading days preceding the pricing date; or
- the volume-weighted average share price for the trading day preceding the pricing date;

less a maximum discount of five percent (5%), provided that the amount to be received per share is at least equal to the par value.

The existence of these three options enables the Company to choose the most suitable time frame, serving to guarantee price stability, in a context following the public tender offer with a share price that will gradually meet intrinsic market objectives.

The maximum nominal amount of the capital increase(s) for which the price of the shares or other securities issued is set in accordance with this resolution could not exceed 10% of the Company's capital per twelve-month (12) period and would be deducted from the three hundred and eighty thousand euros (€380,000) sub-ceiling set in the eighteenth resolution (if said resolution is adopted).

This authorization is being sought for a period of twenty-six (26) months from the date of the Annual General Meeting and would supersede any other authorization previously granted for the same purpose.

### Twenty-third resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares in payment for shares tendered to a public exchange offer launched by the Company for the shares of another company)***

The purpose of this resolution is to authorize the Board of Directors to issue shares and/or securities with rights to shares in the event of a public exchange offer launched by the Company in France or abroad for the shares of another company that are traded on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code.

The shares or securities with rights to shares would be issued without pre-emptive subscription rights for existing shareholders.

If granted, this authorization could be used on one or more occasions and the Board would have full discretionary powers to set the amounts and timings of the issues, which could be carried out at any time apart from when a public offer for the Company's shares is in progress.

The aggregate nominal amount of the capital increase(s) that could be carried out using the authorization (immediately and/or at a future date) would be capped at 380,000 euros (€380,000) and would be deducted from the blanket ceiling for capital increases set in point 5 of the eighteenth resolution, if said resolution is adopted by the Annual General Meeting. These ceilings do not include the par value of any shares to be issued in the case of any new corporate actions in order to protect the rights of holders of securities with rights to shares or holders of other rights to shares.

The aggregate face value of debt securities that could be issued under this resolution would be capped at €300 million and would be deducted from the €300 million blanket ceiling for issues of debt securities set in point 5 of the seventeenth resolution submitted to the Annual General Meeting.

The Board of Directors would be given full powers to decide the nature and characteristics of the securities to be issued, with the amount of the capital increase depending on the results of the offer and the number of shares in the target company tendered to the offer, the exchange ratio and the number of shares or securities with rights to shares actually issued.

This authorization is being sought for a period of twenty-six (26) months and would supersede the unused portion of the previous authorization granted for the same purpose at the April 7, 2022 Annual General Meeting.

#### Twenty-fourth resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares in payment for other companies' shares or securities with rights to shares contributed to the Company)***

In this resolution the Board of Directors is seeking an authorization to carry out acquisitions financed by shares or securities with rights to shares, to be delivered in payment for other companies' shares or securities with rights to shares contributed to the Company. The shareholders are being asked to waive their pre-emptive rights to subscribe for such securities so that the Board has the necessary flexibility to seize acquisition opportunities as and when they arise.

If granted, this authorization could be used on one or more occasions and the Board would have full discretionary powers to set the amounts and timings of the issues, which could be carried out at any time apart from when a public offer for the Company's shares is in progress.

The aggregate nominal amount of the capital increase(s) that could be carried out pursuant to the authorization (immediately and/or at a future date) could not exceed 10% of the Company's capital on the date the authorization is used. This amount would be deducted from the 380,000-euro (€380,000) blanket sub-ceiling for capital increases set in point 5 of the eighteenth resolution, if said resolution is adopted by the Annual General Meeting. These ceilings do not include the par value of any shares to be issued in the case of any new corporate actions in order to protect the rights of holders of securities with rights to shares or holders of other rights to shares.

The aggregate face value of debt securities that could be issued under this resolution would be capped at €300 million and would be deducted from the €300 million blanket ceiling for issues of debt securities set in point 5 of the seventeenth resolution submitted to the Annual General Meeting.

Under the terms of this resolution, the Board of Directors would be authorized to set the issue terms, the exchange ratio and the amount of any balance to be paid in cash.

This authorization is being sought for a period of twenty-six (26) months and would supersede the unused portion of the previous authorization granted for the same purpose at the April 7, 2022 Annual General Meeting.

#### Twenty-fifth resolution

***(Authorization for the Board of Directors to grant free shares to employees and/or executive corporate officers, without pre-emptive subscription rights for existing shareholders)***

The purpose of this resolution is to authorize the Board of Directors to grant, on one or more occasions, existing or new Chargeurs shares free of consideration to beneficiaries selected by the Board from among the employees and/or officers of the Company or of entities or groupings affiliated to the Company.

Under this resolution the Board would be given full powers to decide on the beneficiaries of the grants, the number of free shares to be granted to each beneficiary and the related terms and conditions, including any vesting conditions. The total number of free shares that could be granted would not be able to exceed 1% of the Company's capital at the date of this Meeting.

In addition, favoring the beneficiaries of allocated ordinary shares, if the free shares granted correspond to new shares, this authorization would result in a capital increase at the end of the corresponding vesting periods and where appropriate, to be paid up by capitalizing reserves, profit, or the share premium account, and existing shareholders would waive their rights to the capitalized portion of reserves, profit, or the share premium account, as well as their pre-emptive rights to subscribe for the issues to be carried out on the vesting of the free shares concerned.

This authorization is being sought for a period of twenty-six (26) months from the date of the Annual General Meeting and would supersede the unused portion of the previous authorization granted by shareholders for the same purpose.

To give shareholders a consolidated vision of the Company's use of the authorizations given to date, the free share policy is presented below along with details of the current free share plans.

Since fiscal 2017, Chargeurs has adopted a policy of granting shares free of consideration to its employees in order to encourage the development of long-term employee share ownership. With a view to more closely involving employees in the Group's performance, and strengthening their commitment to value creation, Chargeurs launched its first free share plan ("performance share plan") in fiscal 2017 for selected Group employees.

## Information regarding the Annual General Meeting of April 30, 2024

Report of the Board of Directors on the draft resolutions submitted to the Annual General Meeting of April 30, 2024

At his own request, the Chairman and Chief Executive Officer is not a beneficiary of the performance share plans described below. In addition, no other corporate officer is a beneficiary of these plans. The Board of Directors does not intend to use its authorizations to grant performance shares to corporate officers.

For future performance share plans, the Board of Directors intends to set performance conditions that are similar to those of previous plans:

- quantitative conditions based on Group performance, as measured based on budgeted recurring operating profit;

- and personal performance conditions, corresponding to each beneficiary and their direct contribution to the success of the new development plan established in 2024.

The performance targets are ambitious, as illustrated by the vesting rates of the different plans as shown in the summary table below. Reaching all the performance criteria of plan No. 5, which was just as ambitious as previous plans, can be partially attributed to the excellent performance recorded by the Group during fiscal 2020.

### Free share grant plans applicable in the Company at December 31, 2023

The table below presents free share grant plans applicable in the Company at December 31, 2023:

	Plan No. 1 (2017)	Plan No. 2 (2018-1)	Plan No. 3 (2018-2)	Plan No. 4 (2019)	Plan No. 5 (2020)	Plan No. 6 (2023)	Plan No. 7 (2023-2)	Plan No. 8 (2021)	Plan No. 9 (2022)
Annual General Meeting date:	4/20/2017	4/20/2017	4/20/2017	4/20/2017	5/06/2019	5/06/2019	4/28/2020	5/06/2019	4/28/2020
Board meeting date:	7/20/2017	9/05/2018	12/10/2018	3/11/2019	12/19/2019	12/19/2019	11/10/2020	2/17/2021	9/08/2021
Total number of free shares granted, of which:									
Corporate officers	31,400	44,200	18,000	2,000	13,000	150,000	42,000	13,000	99,000
Vesting date:	None	None	None	None	None	None	None	None	None
Holding period end date:	7/20/2018	9/05/2019	12/10/2019	3/11/2020	1/01/2021	8/03/2023	8/03/2023	17/02/2022	8/03/2023
Number of shares vested at December 31, 2023:	7/20/2019	9/05/2020	12/10/2020	3/11/2021	1/01/2022	8/03/2024	8/03/2024	2/17/2023	8/03/2024
Total number of canceled or lapsed shares:	17,000	13,017	0	0	13,000	44,160	3,840	11,000	58,000
Free shares outstanding at December 31, 2023:	14,400	31,183	18,000	2,000	0	105,840	38,160	2,000	41,000
	0	0	0	0	0	0	0	0	0

### Free shares granted by the Board of Directors during the fiscal year ended December 31, 2023

During the fiscal year ended December 31, 2023, the Board of Directors did not make use of the authorization granted by the General Meeting of April 7, 2022.

In order to continue to build on the Group's employee share ownership strategy, shareholders will be asked to renew the authorization given to the Board of Directors to grant, on one or more occasions, rights to existing or new Chargeurs free shares under the terms and conditions presented above.

### Twenty-sixth resolution

#### **(Authorization for the Board of Directors to carry out employee share issues, without pre-emptive subscription rights for existing shareholders)**

The purpose of this resolution is to authorize the Board of Directors to rule on one or more Company capital increases as provided for in Articles L. 3332-18 to L. 3332-24 of the French Labor Code ("Code du travail"), by issuing ordinary Chargeurs shares to employees and other eligible persons in accordance with the law who are members of a Company or Group employee savings plan set up by the Company or by any French or foreign company affiliated to it within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code.

Under this resolution:

- preference shares would be specifically excluded from the authorization;
- the aggregate nominal amount of the capital increases that could be carried out would be capped at two hundred thousand euros (€200,000) and this amount would be included in the one million nine hundred thousand euros (€1,900,000) blanket ceiling for capital increases set in the twenty-seventh resolution submitted to the Annual General Meeting;
- the shareholders would waive their pre-emptive rights to subscribe for the shares to be issued pursuant to this authorization;
- the subscription price cannot be greater than the average, determined in line with Article L. 3332-19 of the French Labor Code, of the prices quoted for Chargeurs' shares over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period, or at a discount of more than 30% of this average. The Board of Directors would be authorized to reduce or eliminate this discount, if appropriate, in particular due to differences in foreign laws, regulations and tax rules;
- should the resolution be adopted, the Board of Directors would be able to allocate free shares to the above beneficiaries – either new shares to be paid up by capitalizing reserves, profit or the share premium account or existing shares – in respect of (i) the employer's matching contribution, if any, provided for in the employee savings plan rules, and/or (ii) the discount, provided that their monetary value, determined by reference to the subscription price, would not result in the ceilings specified in Articles L. 3332-11 and L. 3332-19 of the French Labor Code.

This authorization is being sought for a period of twenty-six (26) months and would supersede the unused portion of the previous authorization granted for the same purpose at the April 7, 2022 Annual General Meeting.

#### Twenty-seventh resolution

***(Blanket ceiling on capital that could be increases carried out pursuant to the seventeenth to twenty-fourth resolutions and the twenty-sixth resolution of this Meeting)***

The purpose of the twenty-seventh resolution is to set a blanket ceiling of €1.9 million for the overall amount of capital increases that could be carried out, immediately and/or at a future date, pursuant to the authorizations given in the seventeenth to twenty-fourth resolutions and the twenty-sixth resolution.

This ceiling does not include the par value of any shares to be issued in the case of any new corporate actions in order to protect the rights of holders of securities with rights to shares.

#### Twenty-eighth resolution

***(Powers to carry out legal formalities)***

The shareholders are asked to grant the Board of Directors all of the necessary powers to carry out the legal formalities required in relation to the above-described resolutions.

We thank you in advance for demonstrating your confidence in Chargeurs by voting for these resolutions recommended by the Board.

The Board of Directors

## 7.3 Draft resolutions submitted to the Annual General Meeting of April 30, 2024

### ORDINARY RESOLUTIONS

#### First resolution

***(Approval of the parent company financial statements for the fiscal year ended December 31, 2023)***

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' report on the parent company financial statements, the shareholders approve the parent company financial statements for the fiscal year ended December 31, 2023, as presented, showing profit for the year of €1,528,809.04 million, together with all the transactions for the year reflected in the financial statements or referred to in the aforementioned reports.

The Annual General Meeting observes that the annual financial statements for the fiscal year ending December 31, 2023 show expenses non-deductible from profits liable to corporate tax within the meaning of Article 39-4 of the French General Tax Code of €42,498, as well as general expenses within the meaning of Article 39-5 of the same Code of €27,144.

The shareholders therefore give full discharge to the members of the Board of Directors for the fulfillment of their duties during the fiscal year ended December 31, 2023.

#### Second resolution

***(Approval of the consolidated financial statements for the fiscal year ended December 31, 2023)***

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' report on the parent company financial statements, the shareholders approve the parent company financial statements for the fiscal year ended December 31, 2023, as presented to it, showing profit for the year of €1.5 million, together with all the transactions for the year reflected in the financial statements or referred to in the aforementioned reports.

### Third resolution

#### (Appropriation of profit for fiscal 2023)

Voting in accordance with the quorum and majority requirements for Ordinary General Meetings, the shareholders resolve to appropriate the entire profit for the fiscal year ended December 31, 2023, i.e., €1,528,809.04, to "Retained earnings." The amount in the "Retained earnings" account thus increased from €141,391,417.09 to €142,920,226.13.

In accordance with the provisions of Article 243 bis of the French General Tax Code ("Code général des impôts"), shareholders are informed that the following dividends were paid for the last three fiscal years:

Fiscal year	Number of shares <sup>(1)</sup>	Total dividend payout <sup>(2)</sup> (in €)	Dividend per share (in €)
2020	24,211,232 <sup>(3)</sup>	31,958,826	1.32
2021	24,583,964 <sup>(3)</sup>	30,484,115	1.24
2022	24,919,130 <sup>(3)</sup>	18,938,539	0.76

(1) Based on historical data at 12/31 of each year.

(2) Theoretical values calculated based on the number of shares at 12/31 of each year.

(3) Total number of shares comprising the Company's share capital, including treasury stock.

The total amounts of the dividends paid for fiscal 2020, 2021 and 2022 were eligible for the 40% tax relief provided for in Article 158-3, 2 of the French General Tax Code.

### Fourth resolution

#### (Stock dividend alternative for the 2024 interim dividend)

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors and having noted that the share capital is fully paid up, the shareholders resolve that if the Board decides to allocate one or more interim dividends for fiscal 2024, such dividends may be paid either in cash or new shares at the discretion of the shareholder, in compliance with Article 27 of the Company's bylaws and Articles L. 232-12, L. 232-13 and L. 232-18 et seq. of the French Commercial Code.

Shareholders will be able to exercise this option to choose between cash payment or the stock dividend alternative for each interim dividend paid but the payment method opted for will apply to all of the shares they hold.

Upon approval from the Annual General Meeting, the Board of Directors will set the issue price of the new shares to be delivered in payment of the interim dividend(s) and, in accordance with Article L. 232-19 of the French Commercial Code, this price will be equal to at least 90% of the average of the opening prices for the Company's shares during the twenty (20) trading days on Euronext Paris preceding the date of the Board's decision to pay the interim dividend, less the net amount of the interim dividend.

The Board of Directors will set the duration of the period during which shareholders may opt for the stock dividend alternative, which would commence on the date of the Board's decision to pay the interim dividend and will expire within three (3) months of that date.

The new shares will carry dividend rights immediately and would rank *pari passu* with the Company's existing shares as from their issue date.

Subscriptions must be for a whole number of shares. If the amount of the interim dividend does not correspond to a whole number of shares, the shareholder concerned will receive the nearest lower whole number of shares and the difference in cash.

The shareholders grant the Board of Directors full powers, which it may delegate, to take all necessary measures to implement this resolution, and notably to:

- carry out all transactions related and/or consecutive to exercising the option to reinvest the dividend;
- set the issue price of the shares in accordance with the above terms and conditions;
- place on record the number of shares issued and carry out the corresponding capital increase;
- amend Article 5 of the Company's bylaws accordingly;
- and more generally, carry out any and all formalities related to the issue, listing and servicing of the shares issued under this authorization and any and all filing and other legal formalities and take any and all measures required to achieve the purpose of this resolution.

### Fifth resolution

#### (Approval of agreements governed by Article L. 225-38 of the French Commercial Code)

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the Statutory Auditors' Special Report on related-party agreements and commitments, the shareholders approve said report and any agreements, where applicable, governed by Article L. 225-38 of the French Commercial Code referred to therein.



## Sixth resolution

### **(Re-election of Mr. Michaël Fribourg as a Director)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings and having considered the report of the Board of Directors and having noted that Mr. Fribourg's directorship is due to expire at the close of the 2024 Annual General Meeting, the shareholders re-elect him as a director for a three-year term expiring at the close of the Annual General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Michaël Fribourg has already stated that he accepts the directorship entrusted to him and exercises no function or is affected by any measure liable to forbid him from exercising said functions.

## Seventh resolution

### **(Appointment of Columbus Holding 2 S.A.S. as a Director)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders resolve to appoint Columbus Holding 2 S.A.S., a French simplified joint stock company (*société par actions simplifiée*) with capital of €56,601,000 with its registered office located at 55, Avenue Marceau, 75116 Paris, registered with the Paris Trade and Companies Registry under number 981 522 469, as a Director for a three-year term, expiring at the close of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Columbus Holding 2 S.A.S. has already stated that it accepts the Directorship entrusted to it and exercises no function or is affected by any measure liable to forbid it from exercising said functions.

## Eighth resolution

### **(Appointment of Ms. Stéphanie Cassan-Fribourg as a Director)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders resolve to appoint Ms. Stéphanie Cassan-Fribourg as a director for a three-year term expiring at the close of the Ordinary General Meeting to be held in 2027 to approve the financial statements for the fiscal year ending December 31, 2026.

Ms. Stéphanie Cassan-Fribourg has already stated that she accepts the directorship entrusted to her and exercises no function or is affected by any measure liable to forbid her from exercising said functions.

## Ninth resolution

### **(Determination of the overall compensation to be allocated to members of the Board of Directors)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders resolve to set the total amount of compensation to be allocated to members of the Board of Directors at 520,000 euros (€520,000) per year for the current fiscal year and subsequent fiscal years, until further decisions are

made at the Annual General Meeting. The Board of Directors may allocate this amount among its members, in accordance with the current compensation policy.

## Tenth resolution

### **(Appointment of Grant Thornton as Statutory Auditor to certify information on sustainability)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders, in accordance with Articles L. 821-40 et seq. of the French Commercial Code, resolve to appoint Grant Thornton, a French simplified joint stock company (*société par actions simplifiée*) with its registered office located at 29 Rue du Pont, 92200 Neuilly-sur-Seine (registered on the Nanterre Trade and Companies Register under number 632 013 843), as Statutory Auditor in charge of certifying information on sustainability for a period of three fiscal years, expiring at the close of the Ordinary General Meeting to approve the financial statements for the fiscal year ending December 31, 2026.

Grant Thornton has notified the Company that it accepted this appointment subject to the vote of the Annual General Meeting, with no lawful conditions or legal stipulations opposing such a resolution.

## Eleventh resolution

### **(Approval of the compensation policy applicable to the Company Chairman and Chief Executive Officer)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the shareholders approve the compensation policy applicable to the Chairman and Chief Executive Officer as presented and described in the Board of Directors' Report on Corporate Governance.

## Twelfth resolution

### **(Approval of the compensation policy applicable to members of the Board of Directors)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, approve the compensation policy applicable to the members of the Board of Directors as presented and described in the Board of Directors' report on corporate governance.

## Thirteenth resolution

### **(Approval of the disclosures referred to in Article L. 22-10-9 I of the French Commercial Code)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-34 I of the French Commercial Code, approve the information mentioned in Article L. 22-10-9 I of the French Commercial Code, this Chapter comprises the Board of Directors' Report on Corporate Governance.

### Fourteenth resolution

**(Approval of the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code, approve the fixed, variable and exceptional components of the total compensation and benefits in kind paid or awarded to the Chairman and Chief Executive Officer for fiscal 2023 as presented and described in the Board of Directors' Report on Corporate Governance.

### Fifteenth resolution

**(Authorization for the Board of Directors to carry out a share buyback program)**

Voting in accordance with the quorum and majority rules applicable to Ordinary General Meetings, and having considered the report of the Board of Directors, the shareholders, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code:

1. grant the Board of Directors an authorization, which it may delegate, to purchase up to 10% of Chargeurs shares. The shares may be purchased in one or more transactions at any time, as determined by the Board (except while a public offer for the Company's shares is in progress). Under no circumstances do these purchases lead to the Company holding over 10% of the Company's total outstanding shares at the date the authorization is used, not including any additional shares that are issued to take into account the effect of any corporate actions that could be carried out subsequent to the 2024 Annual General Meeting. The Company will in no circumstances hold, either directly or indirectly through subsidiaries, more than 10% of its share capital.

At December 31, 2023, out of the 24,862,314 shares making up its share capital, the Company directly held 824,460 shares. Consequently, a maximum of 1,661,771 shares could be bought back by the Company under the authorization.

2. resolve that shares can be purchased and held for the following purposes:
  - (a) to ensure the liquidity of Chargeurs' shares or to make a market in the shares through an investment service provider acting independently under a liquidity contract that complies with a code of ethics approved by the French Financial Markets' Authority (AMF – *Autorité des Marchés Financiers*);
  - (b) to hold shares for future delivery in payment or exchange for the securities of other companies, in cash, stock-for-stock or capital contribution transactions conducted as part of the Company's external growth strategy;

- (c) to reduce the Company's capital by canceling the acquired shares;
- (d) to hold shares for delivery or exchange on exercise of rights attached to securities convertible, redeemable, exchangeable or otherwise exercisable for Chargeurs shares;
- (e) for allocation under stock option plans set up by the Company and governed by Articles L. 22-10-56 et seq. of the French Commercial Code or any similar plan;
- (f) for allocation or sale to employees in connection with employee profit-sharing plans or any employee savings plan set up at Company or Group level (or any similar plan) in accordance with the applicable laws, especially Articles L. 3332-1 et seq. of the French Labor Code;
- (g) for allocation under free share or performance share plans governed by Articles L. 22-10-59 et seq. of the French Commercial Code, and/or;
- (h) for the implementation of any accepted market practice or any market practice that may be authorized in the future under the applicable laws or by the French Financial Markets' Authority (AMF – *Autorité des Marchés Financiers*).

3. resolve that the shares may be bought back, sold or transferred at any time (except while a public offer for the Company's shares is in progress) and by any method within the limits allowed under the applicable regulations, in on- or off-market transactions, including through block purchases or sales, or through the use of options or derivatives traded on a regulated market or over-the-counter, including call options.
4. set the maximum purchase price at 30 euros (€30) per share, which may be adjusted by the Board of Directors if appropriate to take into account the effect of any corporate actions. The maximum amount that the Group may allocate to this resolution is set at forty-nine million, eight hundred and fifty-three thousand, and one hundred and thirty euros (€49,853,130).
5. grant the Board of Directors full powers to use this authorization, directly or through a legally authorized representative, to place all buy and sell orders on all markets or carry out all off-market transactions, enter into all agreements, prepare all documents, carry out all filing and other formalities with all authorities and organizations, allocate or re-allocate the purchased shares to the various purposes in compliance with the applicable laws and regulations, and generally do everything necessary for implementing the decisions made by the Board pursuant to this authorization.
6. resolve that this authorization is given for a period of eighteen (18) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

## EXTRAORDINARY RESOLUTIONS

### Sixteenth resolution

***(Authorization for the Board of Directors to reduce the Company's capital by a maximum of 10% by canceling shares bought back by the Company)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, in compliance with Articles L. 22-10-62 et seq. of the French Commercial Code:

1. authorize the Board of Directors to cancel, at its sole discretion and on one or more occasions, all or some of the Chargeurs shares held by the Company, now or in the future, subject to a cap of 10% of the issued capital per twenty-four month period. This limit will be adjusted if necessary to take into account the effects of any corporate actions carried out after the date of this Meeting;
2. resolve that the difference between the carrying amount of the canceled shares and their par value will be charged against any available reserves or share premium accounts;
3. give the Board of Directors full powers – which may be delegated – to (i) reduce the Company's capital on one or more occasions by canceling shares as described above, (ii) amend the Company's bylaws to reflect the new capital, (iii) carry out any and all publication formalities and (iv) take any and all measures that contribute, directly or indirectly to the completion of the capital reduction(s);
4. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Seventeenth resolution

***Authorization for the Board of Directors (i) to issue, with pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, and/or (ii) to issue shares to be paid up by capitalizing profits, reserves or additional paid-in capital***

Voting in accordance with the quorum and majority vote rules applicable to Extraordinary General Meetings, and having considered the Board of Directors' report and the Statutory Auditors' Special Report, the shareholders, in accordance with the French Commercial Code, particularly Articles L. 225-127 to L. 225-129, L. 225-129-2, L. 22-10-49, L. 225-130, L. 225-132 to L. 225-134 and L. 228-91 to L. (228-94)

1. delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions. The Board shall have full discretionary powers to decide the amounts of said issues and their timing, except for the period when a public tender offer for the Company is in progress:
  - (a) Issuance, in France and/or abroad, with pre-emptive subscription rights for existing shareholders, of:
    - (i) Chargeurs shares; and/or
    - (ii) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
    - (iii) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities;  
including securities that also have rights to existing shares and/or to debt securities payable in both cases in cash or by capitalizing debt; and/or
  - (b) Issuance of Chargeurs free shares or increase in the shares' par value, paid up by capitalizing profits, reserves, additional paid-in capital and/or any other capitalizable items.
2. resolve that this authorization may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares;
3. resolve that securities which could be issued pursuant to paragraph 1(a) of this authorization may consist of debt securities either governed by or excluded from the scope of application of Articles L. 228-91 et seq. of the French Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies;
4. resolve that the aggregate par value of the Chargeurs shares which could be issued immediately and/or at a future date as a result of the Board's use of this delegation of authority may not exceed one million nine hundred thousand euros (€1,900,000), and that:
  - (a) this amount will be deducted from the blanket ceiling set in the twenty-seventh resolution, subject to said resolution being adopted by this Meeting; and
  - (b) the above amounts do not include the par value of any shares that may be issued in the future to protect the rights of existing holders of rights to the Company's shares or securities with rights to shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

5. resolve that the aggregate face value of debt securities which could be issued pursuant to this delegation of authority may not exceed three hundred million euros (€300,000,000) or the equivalent in any other currency or monetary unit as determined based on the exchange rate on the date the issue is decided, and that:
  - (a) this amount represents the blanket ceiling for all debt securities issues which could be carried out pursuant to this delegation of authority and the delegations and authorizations given in the eighteenth, nineteenth, twentieth, twenty-first, twenty-third and twenty-fourth resolutions of this Meeting, such that the aggregate face value of debt securities issued pursuant to said authorizations will be deducted from the above blanket ceiling, and
  - (b) the above ceiling does not apply to the amount of any debt securities referred to in Articles L. 228-38, L. 228-92, paragraph 3, of the French Commercial Code, the issue of which would otherwise be decided or authorized in accordance with Articles L. 228-36-A and L. 228-40 of the French Commercial Code and the provisions of the Company's bylaws;
6. for issues of Chargeurs shares or other securities decided pursuant to paragraph 1 (a) of this authorization:
  - (a) resolve that shareholders shall have a pre-emptive right to subscribe for the shares or other securities to be issued by the Company, in due proportion to their stake in the Company's capital;
  - (b) note that the Board of Directors shall have the option of allowing shareholders to subscribe for any shares or other securities not taken up by other shareholders exercising their pre-emptive rights. If the issue is oversubscribed, the available shares or debt securities will be allocated among participating shareholders proportionately to their stake in the Company's capital;
  - (c) resolve that, in accordance with Article L. 225-134 of the French Commercial Code, if the issue is not taken up in full by shareholders exercising their pre-emptive rights as described above, the Board of Directors may follow one or several of the courses of action described below, in the order of its choice: (i) freely allocate all or some of the unsubscribed shares or debt securities among chosen investors, (ii) offer the unsubscribed shares or debt securities for subscription by the public, and/or (iii) limit the issue to the amount of subscriptions received, provided that at least three-quarters of the planned issue has been taken up;
  - (d) resolve that in the case of a stock warrant issue, the warrants may be subscribed as described above and paid up in cash, or they may be allocated to existing shareholders without consideration, in which case the Board of Directors will have the option of deciding that rights to fractional shares will be non-transferable and that the underlying securities will be sold;
  - (e) resolve that for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this delegation of authority will automatically entail the waiver by shareholders of their pre-emptive right to subscribe for said new shares.
7. resolve that, in the case of a share issue or an increase in the shares' par value paid up by capitalizing profits, reserves, additional paid-in capital or other capitalizable items, as provided for in paragraph 1 (b) of this resolution, rights to fractional shares shall be non-transferable and the underlying securities will be sold, with the proceeds allocated to the rights holders in accordance with the applicable regulatory stipulations.
8. resolve that the Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:
  - (a) decide any share issue and, if applicable, postpone an issue;
  - (b) set the amount, features and terms and conditions of any issue, including the type of securities to be issued, the issue price (which may be at par or with a premium), the cum rights date, which may be retroactive, the method by which the securities are to be paid up, and, if applicable, the terms governing the allocation of warrants, their life and exercise conditions; determine the method for exercising the rights attached to the securities and the terms and conditions governing the conversion, redemption, exchange or exercise of the securities for Chargeurs shares; modify the above terms and conditions during the life of the securities, subject to compliance with the applicable formalities;
  - (c) in the case of a debt securities issue, decide whether they correspond to senior or junior debt (including, in the case of junior debt, their ranking in accordance with Article L. 228-97 of the French Commercial Code), set their life (which may be indefinite), the interest rate and payment method, and decide all issuance terms and conditions, including the granting of guarantees or collateral, as well as the terms of repayment, including through the delivery of Company assets;
  - (d) determine – taking into account the applicable legal restrictions – the circumstances in which the Company may (i) purchase or exchange, in on- or off-market transactions, any issued securities or securities to be issued immediately or at a future date, in order to cancel them or for other purposes, or (ii) have the right to suspend exercise of any rights attached to the securities;
  - (e) make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other cases; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares;
  - (f) charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital;

- (g) place on record each successive capital increase and amend the bylaws to reflect the new capital; and
  - (h) generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.
9. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### **Eighteenth resolution**

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, through a public offer other than those governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code)***

Voting in accordance with the quorum and majority vote rules applicable to Extraordinary General Meetings, and having considered the Board of Directors' report and the Statutory Auditors' Special Report, the shareholders, in accordance with the French Commercial Code, particularly Articles L. 225-127 to L. 225-129, L. 225-129-2, L. 22-10-49, L. 225-135, L. 225-136 and L. 228-91 to L. (228-94)

1. resolve that the Board shall have full discretionary powers to decide the amounts of issues, which could be carried out in France and/or abroad and shall consist of private placements governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders, and their timing (other than when a public offer for the Company's shares is in progress):
  - (a) Chargeurs shares; and/or
  - (b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
  - (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities;including securities that also have rights to existing shares and/or to debt securities payable in both cases in cash or by capitalizing debt.
2. resolve that this authorization may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares;
3. resolve that securities which could be issued pursuant to this authorization may consist of debt securities either governed by or excluded from the scope of application of Articles L. 228-91 et seq. of the French Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.
4. resolve that any public offers governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code decided pursuant to this delegation of authority may be combined, in the same issue or through several issues conducted simultaneously, with public offers other than those by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code that are decided pursuant to the seventeenth resolution of this Meeting;
5. resolve that the aggregate nominal amount of the capital increase(s) which could be carried out immediately and/or at a future date pursuant to this resolution may not exceed three hundred and eighty thousand euros (€380,000), and that:
  - (a) this amount will be deducted from the blanket ceiling for capital increases set in the twenty-seventh resolution, subject to said resolution being adopted by this Meeting; and
  - (b) the above amounts do not include the par value of any shares that may be issued in the future to protect the rights of existing holders of rights to the Company's shares or securities with rights to shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).
6. resolve that the aggregate face value of debt securities which could be issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the seventeenth resolution of this Meeting;
7. That shareholders shall not have a pre-emptive right to subscribe for shares and other securities issued pursuant to this delegation of authority but that the Board of Directors shall have the option of offering shareholders a priority right to subscribe for all or part of the issue, exercisable in due proportion to their stake in the Company's capital during a period and on terms to be decided by the Board of Directors in accordance with the applicable laws and regulations.
8. resolve that for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this authorization will automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for said new shares.

9. resolve that:
- (a) New shares to be issued will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three (3) trading days preceding the pricing date, less a maximum discount of 10%, in line with the provisions of Articles L. 22-10-52, paragraph 2 and R. 22-10-32 of the French Commercial Code), after adjustment, where appropriate, to take account of the difference in cum rights dates.
  - (b) Issues of securities with rights to Chargeurs shares will be priced so that the amount received immediately by the Company plus the amount which could be received in the future, if any, for each share which could be issued as a result of the exercise of rights to shares, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.
10. resolve that the Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:
- (a) decide any share issue and, if applicable, postpone an issue;
  - (b) set the amount, features and terms and conditions of any issue, including the type of securities to be issued, the issue price (which may be at par or with a premium), the cum rights date, which may be retroactive, the method by which the securities are to be paid up, and, if applicable, the terms governing the allocation of warrants, their life and exercise conditions; determine the method for exercising the rights attached to the securities and the terms and conditions governing the conversion, redemption, exchange or exercise of the securities for Chargeurs shares; modify the above terms and conditions during the life of the securities, subject to compliance with the applicable formalities;
  - (c) in the case of a debt securities issue, decide whether they correspond to senior or junior debt (including, in the case of junior debt, their ranking in accordance with Article L. 228-97 of the French Commercial Code), set their life (which may be indefinite), the interest rate and payment method, and decide all issuance terms and conditions, including the granting of guarantees or collateral, as well as the terms of repayment, including through the delivery of Company assets;
  - (d) determine – taking into account the applicable legal restrictions – the circumstances in which the Company may (i) purchase or exchange, in on- or off-market transactions, any issued securities or securities to be issued immediately or at a future date, in order to cancel them or for other purposes, or (ii) have the right to suspend exercise of any rights attached to the securities;
  - (e) make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other cases; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares;
  - (f) charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital;
  - (g) place on record each successive capital increase and amend the bylaws to reflect the new capital; and
  - (h) generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.
11. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Nineteenth resolution

**Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, through a public offer governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code; 411-2, paragraph 1, of the French Monetary and Financial Code)**

Voting in accordance with the quorum and majority vote rules applicable to Extraordinary General Meetings, and having considered the Board of Directors' report and the Statutory Auditors' Special Report, the shareholders, in accordance with the French Commercial Code, particularly Articles L. 225-127 to L. 225-129, L. 225-129-2, L. 22-10-49, L. 225-135, L. 225-136 and L. 228-91 to L. 228-94 and the provisions of Article L. 411-2, paragraph 1, of the French Monetary and Financial Code:

1. resolve that the Board shall have full discretionary powers to decide the amounts of issues, which could be carried out in France and/or abroad and shall consist of private placements governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code, without pre-emptive subscription rights for existing shareholders, and their timing (other than when a public offer for the Company's shares is in progress):
  - (a) Chargeurs shares; and/or
  - (b) equity instruments or debt securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
  - (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares or to debt securities;

including securities that also have rights to existing shares and/or to debt securities payable in both cases in cash or by capitalizing debt.

2. resolve that this authorization may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares;
3. resolve that securities issued pursuant to this authorization may consist of debt securities either governed by or excluded from the scope of application of Articles L. 228-91 *et seq.* of the French Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies;
4. resolve that any offers governed by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code decided pursuant to this delegation of authority may be combined, in the same issue or through several issues conducted simultaneously, with public offers other than those by Article L. 411-2, paragraph 1, of the French Monetary and Financial Code that are decided pursuant to the eighteenth resolution of this Meeting;
5. resolve that the aggregate nominal amount of the capital increase(s) which could be carried out immediately and/or at a future date pursuant to this resolution may not exceed three hundred and eighty thousand euros (€380,000), and that:
  - (a) this amount will be deducted from the blanket ceiling for capital increases set in the twenty-seventh resolution, subject to said resolution being adopted by this Meeting; and
  - (b) this amount will be deducted from the blanket ceiling set in point 5 of the eighteenth resolution, subject to said resolution being adopted by this Meeting,
  - (c) share issues carried out pursuant to this resolution may not result in the Company's capital being increased by more than 10% per year, as determined on the date of the Board's decision to use the authorization; and
  - (d) the above amounts do not include the par value of any shares that may be issued in the future to protect the rights of existing holders of rights to the Company's shares or securities with rights to shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).
6. resolve that the aggregate face value of debt securities which could be issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the seventeenth resolution of this Meeting;
7. resolve that shareholders shall waive their pre-emptive rights to subscribe for the shares and other securities issued pursuant to this authorization;
8. note that for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this authorization will automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for said new shares;
9. resolve that:
  - (a) New shares to be issued will be priced at an amount at least equal to the minimum price specified in the regulations applicable when the issue is decided (i.e., currently, the weighted average price quoted on Euronext Paris over the three (3) trading days preceding the pricing date, less a maximum discount of 10%, in line with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code), after adjustment, where appropriate, to take account of the difference in cum rights dates.
  - (b) Issues of securities with rights to Chargeurs shares will be priced so that the amount received immediately by the Company plus the amount which could be received in the future, if any, for each share which could be issued as a result of the exercise of rights to shares, is at least equal to the issue price defined in the above paragraph, as adjusted if necessary for the difference in cum rights dates.
10. resolve that the Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:
  - (a) decide any share issue and, if applicable, postpone an issue;
  - (b) set the amount, features and terms and conditions of any issue, including the type of securities to be issued, the issue price (which may be at par or with a premium), the cum rights date, which may be retroactive, the method by which the securities are to be paid up, and, if applicable, the terms governing the allocation of warrants, their life and exercise conditions; determine the method for exercising the rights attached to the securities and the terms and conditions governing the conversion, redemption, exchange or exercise of the securities for Chargeurs shares; modify the above terms and conditions during the life of the securities, subject to compliance with the applicable formalities;
  - (c) in the case of a debt securities issue, decide whether they correspond to senior or junior debt (including, in the case of junior debt, their ranking in accordance with Article L. 228-97 of the French Commercial Code), set their life (which may be indefinite), the interest rate and payment method, and decide all issuance terms and conditions, including the granting of guarantees or collateral, as well as the terms of repayment, including through the delivery of Company assets;

- (d) determine – taking into account the applicable legal restrictions – the circumstances in which the Company may (i) purchase or exchange, in on- or off-market transactions, any issued securities or securities to be issued immediately or at a future date, in order to cancel them or for other purposes, or (ii) have the right to suspend exercise of any rights attached to the securities;
  - (e) make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other cases; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares;
  - (f) charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital;
  - (g) place on record each successive capital increase and amend the bylaws to reflect the new capital; and
  - (h) generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.
11. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Twentieth resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares, to the benefit of categories of persons consistent with Article L. 225-138 of the French Commercial Code)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, in compliance with Articles L. 225-129-2 and L. 225-138 of the French Commercial Code:

1. delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions, other than when a public offer for the Company's shares is in progress. The issues may consist of:
  - (a) Chargeurs shares; and/or
  - (b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
  - (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares or to debt securities;
2. resolve that the aggregate nominal amount of the capital increase(s) which could be carried out immediately and/or at a future date pursuant to this resolution may not exceed three hundred and eighty thousand euros (€380,000), and that:
  - (a) this amount will be deducted from the blanket ceiling for capital increases set in the twenty-seventh resolution, subject to said resolution being adopted by this Meeting; and
  - (b) this ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases);
3. resolve that the aggregate face value of debt securities which could be issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the seventeenth resolution of this Meeting;
4. cancel the pre-emptive subscription rights of shareholders to the ordinary shares of the Company, to marketable securities and/or financial securities to be issued under this resolution to the benefit of the following categories of persons:
  - any individual or legal entities, including companies, trusts, investment funds or other placement vehicles regardless of their form, under French or foreign law, investing regularly in small-cap or mid-cap growth companies (with capitalizations of under €1 billion), or having invested over €2.5 million in the thirty-six (36) months preceding the issue in question, in the Company's business sectors;
  - any qualified investor within the meaning of French or European regulation, as well as any individual or legal entity (including, without limit, any investment funds of venture capital companies, notably any FPCI, FCPI or FIP) investing regularly or having invested in the previous thirty-six (36) months over 500,000 euros (€500,000) in the Company's business sectors;
  - any debtor holding a cash debt and payable on the Company having expressed the desire to have its debt converted into Company shares and for which the Board of Directors deems it fit to pay the debt in question via compensation with the delivery of Company shares.



5. resolve that the subscription price of the securities issued pursuant to this delegation shall be determined by the Board of Directors in accordance with the following conditions:
    - the amount to which the Company is entitled for each of the shares issued pursuant to this delegation will not be lower, as ruled on by the Board of Directors:
      - (i) the volume-weighted average share price for the twenty (20) trading days preceding the pricing date; or
      - (ii) the volume-weighted average share price for the ten (10) trading days preceding the pricing date; or
      - (iii) the volume-weighted average share price for the trading day preceding the pricing date less a maximum discount of five percent (5%), provided that the amount to be received per share is at least equal to the par value.
  6. authorize the Board of Directors to determine the list of beneficiaries within these categories and the number of securities to be allocated to each one;
  7. resolve that for the issuance of securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for new Chargeurs shares, this authorization will automatically entail the waiver by shareholders of their pre-emptive rights to subscribe for said new shares.
  8. resolve that the Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:
    - (a) issue, on one or more occasions, in the amount and according to the timing that it sees fit, shares and/or marketable securities and/or the financial securities mentioned above leading to a capital increase;
    - (b) determine the dates, conditions and methods for any issue, as well as the form and characteristics of the financial securities and/or marketable securities to be issued, with or without a bonus, and notably:
      - set the amounts to be issued, the cum rights date, even retroactively, of the financial securities and/or marketable securities to be issued, as well as, where applicable, the duration and exercise price of the coupons or the methods of exchange, conversion, reimbursement or allocation in any other manner of equity instruments or giving access to the capital within the limits provided for by this resolution;
      - determine, subject to legal conditions, the methods for adjusting the conditions of the deferred right of access to the capital of the financial securities and/or marketable securities to be issued;
      - suspend, where applicable, the exercise of the rights attached to these financial securities and/or marketable securities for a maximum period of three months;
  - (c) carry out any allocations of bonuses and notably those of expenses generated by the completion of issues;
  - (d) protect the rights of the holders of the financial securities and/or marketable securities providing the deferred right of access to the capital of the Company, in accordance with legal and regulatory provisions;
  - (e) conclude any and all agreements to ensure the proper conclusion of the planned issue, note their completion and amend the Company's bylaws in consequence;
  - (f) note the completion of capital increases resulting from any issue made pursuant to this delegation and amend the Company's bylaws in consequence;
  - (g) take any and all measures and carry out all formalities required to list the shares and/or marketable securities thus issued;
9. determine that this authorization is given for a period of eighteen (18) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Twenty-first resolution

***(Authorization for the Board of Directors to increase the number of securities with direct or indirect rights to shares offered in any issue with or without pre-emptive subscription rights)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, in compliance with Articles L. 225-135-1 and R. 225-118 of the French Commercial Code;

1. authorize the Board of Directors to increase the number of securities offered for each issue carried out pursuant to the seventeenth, eighteenth, nineteenth and twentieth resolutions. If this authorization is used, the additional securities must be issued at the same price as for the initial offer and will be subject to the timeframes and ceilings provided for in the regulations applicable on the original issue date (i.e., currently, the additional issue must be carried out within 30 days of the end of the subscription period of the initial offer and subject to a ceiling of 15% of the initial offer amount) and the ceiling(s) set in the resolution pursuant to which the initial offer was carried out;
2. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Twenty-second resolution

***(Authorization for the Board of Directors, when issuing securities without pre-emptive subscription rights pursuant to the eighteenth and nineteenth resolutions, to set the issue price at no more than 10% of the capital in accordance with the conditions set by the Annual General Meeting)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, subject to the adoption of the eighteenth and nineteenth resolutions and in compliance with the provisions of Article L. 22-10-52 of the French Commercial Code:

1. authorize the Board of Directors, for each issue of shares or other securities decided pursuant to the eighteenth and nineteenth resolutions, to set the issue price in such a way that the amount received or receivable by the Company for each share issued as part of these authorizations is less than one of the following three amounts, to be chosen at the Board's discretion:
  - (i) the volume-weighted average share price for the twenty (20) trading days preceding the pricing date; or
  - (ii) the volume-weighted average share price for the ten (10) trading days preceding the pricing date; or
  - (iii) (iii) the volume-weighted average share price for the trading day preceding the pricing date, and in any case, less a maximum discount of five percent (5%), provided that the amount to be received per share is at least equal to the par value;
2. resolve that the maximum nominal amount of the capital increase(s) resulting from this resolution may not exceed 10% of the Company's capital per twelve-month (12-month) period as well as the ceiling set at three hundred and eighty thousand euros (€380,000) by the eighteenth resolution, subject to the adoption of said resolution by this Meeting, from which it would be deducted;
3. resolve that this delegation of authority shall be given for a period of twenty-six (26) months from the date of this Meeting;
4. resolve that this authorization supersedes, as from the date of this Meeting, any previous authorization given by shareholders for the same purpose;
5. resolve that the Board of Directors shall have full powers, which may be delegated in accordance with the law, to use this authorization subject to the conditions set out in the eighteenth and nineteenth resolutions.

### Twenty-third resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, ordinary Chargeurs shares and/or securities with direct or indirect rights to shares in payment for shares tendered to a public exchange offer launched by the Company for the shares of another company)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, in compliance with Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2 and L. 22-10-54 of said Code:

1. delegate to the Board of Directors the authority to carry out the securities issues described below, at its sole discretion and on one or several occasions, other than when a public offer for the Company's shares is in progress. The issues may consist of:
  - (a) Chargeurs shares; and/or
  - (b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
  - (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities, issued in payment for securities tendered to a public exchange offer (including a paper offer with a cash alternative or a cash offer with a paper alternative) initiated by the Company, in France or abroad in compliance with local rules, for the shares of another company that are traded on one of the regulated markets referred to in Article L. 22-10-54 of the French Commercial Code;
2. resolve that this authorization may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares;
3. resolve that securities which could be issued pursuant to this authorization may consist of debt securities either governed by or excluded from the scope of application of Articles L. 228-91 et seq. of the French Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.

4. resolve that the shares or other securities issued under this delegation of authority will be offered exclusively to holders of the securities tendered to the public exchange offers referred to in paragraph 1 and that existing shareholders' pre-emptive right to subscribe for said shares or other securities will automatically be canceled. The General Meeting notes that if the Company issues securities with rights to new Chargeurs shares, this delegation of authority will automatically entail the waiver, by existing shareholders, of their pre-emptive right to subscribe for the shares to be issued immediately or at a future date following the conversion, exchange, redemption or exercise of said securities;
5. resolve that the aggregate nominal amount of the capital increase(s) which could be carried out immediately and/or at a future date pursuant to this resolution may not exceed three hundred and eighty thousand euros (€380,000), and that:
  - (a) this amount will be deducted from the blanket ceiling set in point 5 of the eighteenth resolution, subject to said resolution being adopted by this Meeting, and
  - (b) this ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases);
6. resolve that the aggregate face value of debt securities which could be issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the seventeenth resolution of this Meeting;
7. resolve that the Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:
  - (a) approve the list of shares or other securities eligible to be tendered to the offer, and note the quantity;
  - (b) approve the amounts, features and issuance terms and conditions of the securities to be issued in payment for those tendered to the Company, including the nature of the securities, the quantity, the issue price and the cum rights date, and if applicable determine the terms and conditions for exercising the rights attached to securities with immediate or deferred rights to Chargeurs shares, and the conditions governing the exchange of these securities for shares, and amend, during the life of the securities, the terms and conditions referred to above, subject to compliance with the applicable formalities;
  - (c) set the exchange ratio and determine the amount of any balance to be paid in cash;
  - (d) make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other cases; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares;
  - (e) charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital;
  - (f) place on record each successive capital increase and amend the bylaws to reflect the new capital; and
  - (g) generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.
8. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Twenty-fourth resolution

***(Authorization for the Board of Directors to issue, without pre-emptive subscription rights for existing shareholders, Chargeurs ordinary shares and/or securities with direct or indirect rights to shares in payment for other companies' shares or securities with rights to shares contributed to the Company)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, in compliance with Articles L. 225-129 et seq. of the French Commercial Code, and in particular Articles L. 225-129-2 and L. 22-10-53 of said Code:

1. delegate to the Board of Directors the authorization to carry out the securities issues described below, on one or several occasions at its sole discretion and based on the report of the expert appraiser(s) of capital contributions. The Board shall have full discretionary powers to decide the amounts of said issues and their timing, other than when a public offer for the Company's shares is in progress. The issues may consist of:
  - (a) Chargeurs shares; and/or
  - (b) equity instruments convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for existing or new Chargeurs shares and/or with rights to Chargeurs debt securities; and/or
  - (c) any compound or other securities convertible, redeemable, exchangeable or otherwise exercisable, immediately and/or at a future date, for new Chargeurs shares, including securities that also have rights to existing shares and/or to debt securities to be issued in payment for other companies' shares or securities with rights to shares, where Article L. 22-10-54 du French Commercial Code do not apply;
2. resolve that this authorization may not be used to issue preference shares or securities convertible, redeemable, exchangeable or otherwise exercisable, immediately or at a future date, for preference shares;

3. resolve that securities which could be issued pursuant to this authorization may consist of debt securities either governed by or excluded from the scope of application of Articles L. 228-91 et seq. of the French Commercial Code, or of warrants, or be attached to said securities or allow their issue as intermediate securities. They may represent senior or junior debt, have a fixed term or no fixed maturity, and be denominated in euros, in foreign currency or in any monetary unit determined by reference to a basket of currencies.
4. resolve that the shares or other securities issued under this delegation of authority shall be offered exclusively to holders of other companies' shares or securities in a transaction described in paragraph 1 and that existing shareholders' pre-emptive right to subscribe for said shares or other securities shall automatically be canceled. The General Meeting notes that if the Company issues securities with rights to new Chargeurs shares, this delegation of authority will automatically entail the waiver, by existing shareholders, of their pre-emptive right to subscribe for the shares to be issued immediately or at a future date following the conversion, exchange, redemption or exercise of said securities;
5. resolve that the aggregate par value of shares which could be issued immediately and/or at a future date pursuant to this delegation of authority may not exceed 10% of the share capital on the issue date, as adjusted if applicable for the effects of any corporate actions carried out since the date of this Meeting, and that:
  - (a) this amount will be deducted from the blanket ceiling set in point 5 of the eighteenth resolution, subject to said resolution being adopted by this Meeting;
  - (b) this ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases);
6. resolve that the aggregate face value of debt securities which could be issued pursuant to this delegation of authority may not exceed and will be deducted from the ceiling placed on debt securities issues in paragraph 5 of the seventeenth resolution of this Meeting;
7. resolve that the Board of Directors shall have full powers to use this authorization, either directly or through a duly authorized representative in accordance with the conditions set by law and the Company's bylaws. In particular, the Board shall have full powers to:
  - (a) decide any share issue in payment for the contributed shares or other securities of another company, and, if applicable, postpone an issue;
  - (b) approve the amounts, features and issuance terms and conditions of the securities to be issued in payment for the contributed shares or other securities of another company, including the nature of the securities, the quantity, the issue price and the cum rights date, and if applicable determine the terms and conditions for exercising the rights attached to securities with immediate or deferred rights to Chargeurs shares, and the conditions governing the exchange of these securities for shares, and amend, during the life of the securities, the terms and conditions referred to above, subject to compliance with the applicable formalities;
  - (c) approve the list of contributed shares or other securities, approve the report of the expert appraiser(s) of capital contributions and the value attributed to the contributed shares or other securities; determine the amount of the balance payable in cash, if any; approve the granting of any special benefits and, if the holders of the contributed shares or other securities agree, reduce the value attributed thereto or the remuneration of special benefits;
  - (d) make all adjustments required under the applicable laws and regulations and to comply with any contractual stipulations requiring adjustments to be made in other cases; determine the method to be used to protect the rights of securities holders and holders of other future rights to shares;
  - (e) charge the share issuance costs against the related premiums and deduct from the premiums the amount necessary to raise the legal reserve to 10% of the new capital;
  - (f) place on record each successive capital increase and amend the bylaws to reflect the new capital; and
  - (g) generally, enter into any and all agreements, take any and all measures and carry out all formalities related to the issue, listing and servicing of the securities issued under this delegation of authority and to the exercise of the rights attached to the securities.
8. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Twenty-fifth resolution

***(Authorization for the Board of Directors to grant free shares to employees and/or executive corporate officers, without pre-emptive subscription rights for existing shareholders)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings and having reviewed the Report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders:

1. authorize the Board of Directors to grant, on one or more occasions, existing or new Company shares free of consideration to beneficiaries selected by the Board from among the employees and/or executive corporate officers of the Company or of entities or groupings affiliated to the Company within the meaning of Article L. 225-197-2 of the French Commercial Code, in accordance with the terms and conditions set out below;
2. grant the Board full powers to determine the beneficiaries of the grants, the number of free shares to be granted to each beneficiary and the related terms and conditions, including any vesting conditions.

The total number of free shares granted must not exceed 1% of the Company's capital at the date of this Meeting.

Each time it decides to carry out such a share grant, the Board of Directors shall set – in accordance with the applicable legal conditions – the vesting period of the shares concerned, which must not be less than one year from the grant date. The vesting period may not be less than one year starting from the date the shares are granted.

Also, each time it decides to carry out share grants, the Board of Directors shall set – in accordance with the applicable legal conditions – the minimum time period during which the beneficiaries must hold their shares after they have vested (the “lock-up period”). In general, the lock-up period must not be less than one year.

However, if the vesting period corresponds to at least two years the Board of Directors may remove the requirement for a lock-up period.

On an exceptional basis, the free shares granted shall vest before the expiry of the vesting period if the beneficiary becomes disabled, as classified in the second or third categories defined in Article L. 341-4 of the French Social Security Code (“Code de la sécurité sociale”).

The existing shares that may be granted under this resolution must be acquired by the Company, either in accordance with Article L. 22-10-61 of the French Commercial Code, or, where appropriate, under the share buyback program authorized by the fifteenth ordinary resolution adopted by this Meeting under Article L. 22-10-62 of the French Commercial Code or any share buyback program applicable before or after the adoption of this resolution.

The shareholders note that, favoring the beneficiaries of allocated ordinary shares, if the free shares granted correspond to new shares, this authorization shall result in a capital increase at the end of the corresponding vesting periods and where appropriate, to be paid up by capitalizing reserves, profit, or the share premium account. Consequently, they resolve to waive their rights to the capitalized portion of reserves, profit, or the share premium account, as well as their pre-emptive rights to subscribe for the issues to be carried out on the vesting of the free shares concerned.

The Board of Directors shall have full powers to:

- set the terms and conditions of the grants and any vesting conditions;
- determine the beneficiaries of the share grants and the number of shares granted to each one;
- determine the impact that any corporate actions carried out during the vesting or lock-up periods may have on the rights of beneficiaries, and consequently adjust where necessary the number of shares granted in order to protect said rights;
- set, within the limits provided for in this resolution, the duration of the vesting period and any lock-up period;
- and where appropriate:
  - place on record that there are sufficient reserves, and at the time of each free share grant transfer to a special reserve the amounts required to pay up the new shares to be granted,

- carry out the capital increase(s) required to grant new shares, by capitalizing reserves, profit or the share premium accounts;
- purchase the requisite number of shares under the share buyback program and allocate them to the free share plan(s);
- take all necessary measures to ensure that the beneficiaries respect the lock-up period, and;
- and generally, do whatever is necessary, within the scope of the applicable legislation, to implement this resolution.

It is granted for a period of twenty-six (26) months from the date of this Annual General Meeting.

It supersedes any prior authorization with the same purpose.

### Twenty-sixth resolution

#### **(Authorization for the Board of Directors to carry out employee share issues, without pre-emptive subscription rights for existing shareholders)**

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors’ Special Report, the shareholders, in compliance with Articles L. 225-129-2, L. 225-129-6, L. 225-138, L. 225-138-1 of the French Commercial Code and Articles L. 3332-1 et seq. of the French Labor Code:

1. authorize the Board of Directors to rule on one or more Company capital increases as provided for in Articles L. 3332-18 to L. 3332-24 of the French Labor Code (“Code du travail”), by issuing ordinary Chargeurs shares to employees and other eligible persons in accordance with the law who are members of a Company or Group employee savings plan set up by the Company or by any French or foreign company affiliated to it within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code.
2. resolve that this authorization may not be used to issue preference shares.
3. resolve that the aggregate nominal amount of the capital increases which could be carried out pursuant to this authorization would be capped at two hundred thousand euros (€200,000) and this amount would be deducted from the one million nine hundred thousand euros (€1,900,000) blanket ceiling on capital increases set in the twenty-seventh resolution, subject to said resolution being adopted by this Meeting;
4. resolve to waive their pre-emptive rights to subscribe for the shares issued pursuant to this authorization, which will be offered for subscription either directly or through a corporate mutual fund or any other vehicle or entity allowed under the applicable laws and regulations, by employees and other eligible persons as defined by law who are members of a Company or Group employee savings plan set up by the Company or by any French or foreign companies affiliated to it within the meaning of Articles L. 225-180 of the French Commercial Code and L. 3344-1 of the French Labor Code.

5. resolve that the subscription price cannot be greater than the average, determined in line with Article L. 3332-19 of the French Labor Code, of the prices quoted for Chargeurs' shares over the twenty (20) trading days preceding the date of the decision setting the opening date of the subscription period, or at a discount of more than 30% of this average. The Board of Directors is authorized to reduce or eliminate this discount, if appropriate, in particular due to differences in foreign laws, regulations and tax rules;
6. resolve that, in accordance with Article L. 3332-21 of the French Labor Code, the Board of Directors will be able to allocate free shares to the above beneficiaries – either new shares to be paid up by capitalizing reserves, profit or the share premium account or existing shares – in respect of (i) the employer's matching contribution, if any, provided for in the employee savings plan rules, and/or (ii) the discount, provided that their monetary value, determined by reference to the subscription price, would not result in the ceilings specified in Articles L. 3332-11 and L. 3332-19 of the French Labor Code.
7. give the Board of Directors full powers – which may be delegated in accordance with the applicable laws and regulations – to use this authorization, and in particular to:
  - (a) set the amount of the capital increase(s), subject to the applicable ceiling, and determine the timing and the terms and conditions of each share issue;
  - (b) set the issue price of the new shares pursuant to the provisions of Article L. 3332-19 of the French Labor Code, the method by which the shares will be paid up, the subscription period and the method by which employees and other eligible persons may exercise their subscription rights as defined above;
  - (c) charge the taxes, fees and other expenses associated with the share issues against the related premiums and deduct from the premiums the amount required to increase the legal reserve to one tenth of the new capital after each issue;
  - (d) make any adjustments it considers are required to comply with the applicable laws and regulations;
  - (e) if free shares are allocated for the purposes set out in paragraph 6 above, determine the amounts to be capitalized to pay up the shares and decide the reserve, profit or share premium account from which said amounts will be transferred;
  - (f) place on record the capital increases carried out, amend the Company's bylaws to reflect the new capital, prepare any and all deeds and carry out any and all formalities, directly or through a representative, and generally do everything necessary.
8. resolve that this authorization is given for a period of twenty-six (26) months from the date of this Meeting and supersedes the unused portion of any previous authorization given by shareholders for the same purpose.

### Twenty-seventh resolution

***(Blanket ceiling on capital increases which could be carried out pursuant to the seventeenth to twenty-fourth resolutions and the twenty-sixth resolution of this Meeting)***

Voting in accordance with the quorum and majority rules applicable to Extraordinary General Meetings, and having considered the report of the Board of Directors and the Statutory Auditors' Special Report, the shareholders, in compliance with Articles L. 225-129-2 of the French Commercial Code, resolve that the aggregate par value of all immediate and/or deferred share issues that could be carried out pursuant to the delegations of authority and authorizations given in the seventeenth to twenty-fourth resolutions and the twenty-sixth resolution of this Meeting, shall not exceed one million nine hundred thousand euros (€1,900,000). This ceiling does not include the par value of any shares to be issued to protect the rights of holders of rights to Chargeurs shares (in accordance with the relevant laws and regulations and any contractual stipulations requiring such adjustments to be made in other cases).

### Twenty-eighth resolution

***(Powers to carry out legal formalities)***

The shareholders give full powers to the bearer of a copy or extract of the minutes of the Annual General Meeting to carry out all filing and other formalities required by law.

# Additional information



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## 8.1 Relationships between Chargeurs and its subsidiaries

### 8.1.1 ORGANIZATIONAL STRUCTURE AT DECEMBER 31, 2023

The table of subsidiaries and affiliates at December 31, 2023 is presented in Note 28 to the 2023 consolidated financial statements.

There is no difference between the percentage of interest in share capital and voting rights for the Group's companies, with the exception of Chargeurs SA.

Information concerning the Group's major shareholders is provided in section 6.4 of this Universal Registration Document.

### 8.1.2 ROLE OF THE CHARGEURS PARENT COMPANY IN THE GROUP

The Chargeurs parent company acts as a holding company for Group entities, by:

- holding shares in the Group's main subsidiaries;

- centralizing support functions and ensuring strategic coordination;
- providing specialized assistance (financial, legal, tax, human resources and communications expertise) to the subsidiaries;
- managing treasury and financing and setting up any guarantees.

### 8.1.3 FINANCIAL FLOWS BETWEEN THE CHARGEURS PARENT COMPANY AND ITS SUBSIDIARIES

The Chargeurs parent company receives dividends from its subsidiaries, as approved at the subsidiaries' respective Annual General Meetings and subject to the locally applicable laws and regulations. Aside from the dividends and the fee for shared services paid by the subsidiaries, the main financial flows between the Chargeurs parent company and its subsidiaries are in relation to cash pooling.

## 8.2 Main legal and statutory provisions

### 8.2.1 COMPANY NAME

The Company's name is Chargeurs.

### 8.2.2 REGISTERED OFFICE, REGULATORY FRAMEWORK, LEGAL FORM

Chargeurs is a French joint-stock corporation (*société anonyme*) governed by French law, with a Board of Directors.

Its registered office is located in Paris' 16<sup>th</sup> district, at 7, Rue Kepler, 75116 Paris, France. The telephone number of the Company's registered office is +33 (0)1 47 04 13 40.

The Board of Directors may decide to transfer the registered office to another location within Paris or a neighboring *département*, subject to ratification by shareholders at the next Ordinary General Meeting. The transfer of the registered office to any other location shall be subject to a decision by shareholders at an Extraordinary General Meeting.

### 8.2.3 CORPORATE PURPOSE (ARTICLE 2 OF THE COMPANY'S BYLAWS)

*"The Company has as its purpose, in all countries and in all its forms:*

- *All trade and non-trade transactions concerning manufacturing or commercial activities, notably those related to the textile industry, the production of protective films and transportation.*
- *All transactions of a manufacturing, commercial and financial nature or involving movable assets or real estate related directly or indirectly to the above purpose or any similar, complementary or related purpose or any activities that contribute to the achievement and pursuit thereof, or related to company assets, including using or selling any discoveries, processes, expertise, original works or industrial and intellectual property rights, and using all types of cash and cash equivalents in the form of securities or loans, credit facilities, advances or any other form authorized by law.*

*The Company may perform such transactions by any method and in any form, directly or indirectly, for itself or on behalf of third parties, either alone or with third parties, by creating new companies, contributing assets or funds, acquiring shares in existing companies, merging companies, setting up business leases, entering into partnerships and selling or leasing assets."*



## 8.2.4 FISCAL YEAR

Chargeurs' fiscal year begins on January 1 and ends on December 31.

## 8.2.5 DATE OF INCORPORATION AND TERM

The Company was incorporated under the name Chargetex 1 on March 11, 1993 and was renamed Chargeurs on May 7, 1997.

The term of the Company has been set at ninety-nine years from the date of registration with the Trade and Companies Registry, unless said term is extended or the Company is wound up in advance of its term.

## 8.2.6 REGISTRATION PARTICULARS

The Company is registered with the Paris Trade and Companies Registry under number 390 474 898.

Its business identifier code is 7010Z.

Its legal entity identifier is 969500ZPQQLG72TQND21.

## 8.2.7 RIGHTS ATTACHED TO SHARES (ARTICLE 7 OF THE COMPANY'S BYLAWS)

*"Each share shall give rise to ownership of the Company assets and a share of the profits in proportion to the number of shares issued. Each share shall also confer the right, whether during the term of the Company or upon liquidation, to payment of an equivalent net amount for any distribution or redemption, such that, where applicable, all shares, without distinction for any tax exemption or taxes to which this disbursement or redemption may give rise, shall be considered as a whole.*

*Moreover, each share grants the right to vote and to representation at Annual General Meetings, as required by French law and the Company's bylaws.*

*The shareholders are only liable up to the amount of their contributions, even in respect of third parties. Beyond that, they may not be subject to any call for funds.*

*Whenever it is necessary to own several shares in order to exercise any right, single shares or a number of shares less than the required number do not grant their owners any right against the Company. Under such circumstances, it is shareholders' personal responsibility to group together the required number of shares."*

## 8.2.8 DOUBLE VOTING RIGHTS (EXTRACT FROM ARTICLE 19 OF THE COMPANY'S BYLAWS)

*"Each member of General Shareholders' Meetings shall have a number of votes corresponding to the number of shares held or represented by proxy, subject to any limitations laid down by the applicable laws and regulations and in particular by the provisions of Articles L. 225-10, L. 233-29, L. 233-30 and L. 233-31 of the French Commercial Code ("Code de commerce");*

*However, all fully paid-up shares registered in the name of the same holder for at least two years at the date of the Annual General Meeting shall carry double voting rights relative to the percentage of the share capital that they represent, in accordance with the provisions of the first paragraph of Article L. 225-123 of the French Commercial Code. The same right may be granted in the case provided for in the second paragraph of the Article. The foregoing shall be subject to compliance with the provisions of Article L. 225-124 of the French Commercial Code."*

## 8.2.9 GENERAL MEETINGS (ARTICLE 17 OF THE BYLAWS)

*"A validly constituted Annual General Meeting shall represent all the shareholders of the Company. The decisions made at Annual General Meetings in accordance with the law and these bylaws shall be binding on all shareholders, including any who are absent, dissenting or incapable of voting.*

*All shareholders shall be entitled to participate in Annual General Meetings, regardless of the number of shares they hold.*

*An Ordinary General Meeting must be held at least once a year, within six months of the end of the fiscal year, unless this timeframe is extended by a court of law.*

*Additional General Meetings – either Ordinary or Extraordinary depending on the tabled resolutions – may be held at any time during the year.*

*Annual General Meetings shall be called by the method and within the timeframe provided by French law.*

*They are held at the registered office or any other venue specified in the Notice of Meeting.*

*The Board of Directors may decide to issue admission cards, in the form of its choice, to eligible persons in their name and for their use only."*

## 8.2.10 CHANGES IN THE COMPANY'S SHARE CAPITAL AND RIGHTS ATTACHED TO SHARES

*Any changes in the Company's share capital or in the voting rights attached to the shares making up the capital are subject to the applicable laws and regulations as the bylaws do not contain any specific provisions relating thereto.*

## 8.3 Person responsible for the Universal Registration Document

### 8.3.1 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Mr. Michaël Fribourg, Chairman and Chief Executive Officer, Chargeurs.

### 8.3.2 STATEMENT BY THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

"I declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I further declare that, to the best of my knowledge, (i) the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and results of operations of Chargeurs and its consolidated companies, and (ii) the Management Report, the various sections of which are detailed in the cross-reference table

provided in Chapter 8 of this Universal Registration Document, presents a true and fair view of the business trends, results of operations and financial position of Chargeurs and its consolidated companies and a description of the main risks and uncertainties they face."

Paris, April 9, 2024  
 Michaël Fribourg,  
 Chairman and Chief Executive Officer

## 8.4 Documents available to the public and incorporation by reference

Copies of this Universal Registration Document are available, free of charge, at the Company's registered office located at 7, Rue Kepler, 75116 Paris, France.

This Universal Registration Document may also be viewed on the Company's website and on the AMF's (French Financial Markets' Authority - *Autorité des marchés financiers*) website ([www.amf-france.org](http://www.amf-france.org)).

The Board of Directors' Rules of Procedure, the Company's bylaws, and the resolutions and minutes of General Meetings and other corporate documents, as well as historical financial information and any valuations or statements issued by a valuer at the Company's request that must be made available to shareholders in accordance with the applicable laws and regulations, may be viewed, free of charge, at the Company's registered office.

In addition, regulatory information disclosed in accordance with the requirements of the AMF's (French Financial Markets' Authority - *Autorité des marchés financiers*) General Regulation is available on the Company's website (<http://www.chargeurs.com/>).

In accordance with Article 19 of European Regulation No. 2017/1129 of June 14, 2017, the following information is included for reference purposes in this Universal Registration Document:

#### 1. Concerning the 2022 fiscal year:

- the consolidated financial statements of the Chargeurs group in respect of fiscal 2022 and the related Statutory Auditors' special report included in the Universal Registration Document No. D.23-0236 filed with the AMF on April 4, 2023 (paragraphs 5.1.1 and 5.1.2 respectively);
- the annual financial statements of the Chargeurs company in respect of fiscal 2022 and the related Statutory Auditors' special report included in the Universal Registration Document No. D.23-0236 filed with the AMF on April 4, 2023 (paragraphs 5.2.1 and 5.2.2 respectively).

#### 2. Concerning the 2021 fiscal year:

- the consolidated financial statements of the Chargeurs group in respect of fiscal 2021 and the related Statutory Auditors' special report included in the Universal Registration Document No. D.22-0120 filed with the AMF on March 17, 2022 (paragraphs 5.1.1 and 5.1.2 respectively);
- the annual financial statements of the Chargeurs company in respect of fiscal 2021 and the related Statutory Auditors' special report included in the Universal Registration Document No. D.22-0120 filed with the AMF on March 17, 2022 (paragraphs 5.2.1 and 5.2.2 respectively).

## 8.5 Statutory Auditors

### STATUTORY AUDITORS

Ernst & Young Audit SAS,  
 represented by François-Guillaume Postel –  
 1-2, Place des Saisons – 92400 Courbevoie – France

Appointed at the Annual General Meeting of April 26, 2023 until the conclusion of the Ordinary General Meeting of Shareholders of 2029.

Grant Thornton SAS,  
 represented by Olivier Bochet –  
 29, Rue du Pont – 92200 Neuilly-sur-Seine – France

Appointed at the Annual General Meeting of April 26, 2023 until the conclusion of the Ordinary General Meeting of Shareholders of 2029.

## 8.6 Cross-reference tables

### 8.6.1 UNIVERSAL REGISTRATION DOCUMENT CROSS-REFERENCE TABLE

This cross-reference table includes the information required in Annexes I and II of the Commission Delegated Regulation (EU) 2019/980 of March 14, 2019. The table refers to the pages of this Universal Registration Document where the information relating to each of these items is mentioned.

Information required	Section of this Universal Registration Document	Page No.
<b>1</b> Persons responsible, third party information, expert reports and approval of the competent authority	<b>8.3</b>	<b>304</b>
1.1 Details of the persons responsible for this Universal Registration Document	8.3.1	304
1.2 Statement by the persons responsible for this Universal Registration Document	8.3.2	304
1.3 Statement or report attributed to a person acting as an expert	N/A	N/A
1.4 Third-party information	N/A	N/A
1.5 Filing statement with the competent authority		1
<b>2</b> Statutory Auditors	<b>8.5</b>	<b>304</b>
2.1 Names and addresses of the Statutory Auditors	8.5	304
2.2 Information about the resignation, removal or non-renewal of Statutory Auditors	N/A	N/A
<b>3</b> Risk factors	<b>2</b>	<b>65-82</b>
<b>4</b> Information about the issuer	<b>8</b>	<b>302-303</b>
4.1 Legal and commercial name of the issuer	8.2.1	302
4.2 Place of registration of the issuer, its registration number and legal entity identification	8.2.6	303
4.3 Date of incorporation and term of the issuer	8.2.5	303
4.4 The domicile and legal form of the issuer, the legislation under which the issuer operates, its country of incorporation, the address and telephone number of its registered office and its website	8.2.2	302
<b>5</b> Business overview	<b>Integrated Report, 1.1 to 1.5</b>	<b>13-18; 40-56</b>
5.1 Principal activities	Integrated Report, 1.1 to 1.5	13-18; 40-56
5.1.1 Nature of the issuer's operations and its principal activities	Integrated Report, 1.1 to 1.5 and 1.7	13; 40-57; 62-63
5.1.2 Indication of any significant new products and/or services that have been introduced	Integrated Report, 1.1, 1.2, 1.3 and 3.3.2	10-11; 41; 47; 55; 109
5.2 Principal markets	1.1 to 1.5 and 1.7	40-57; 62-63
5.3 Significant events in the development of the issuer's activities	Integrated Report, 5 (Note 1) and 3.3	7; 12-17; 102-103; 178
5.4 Strategy and objectives	Integrated Report, 1.6.4	20-32; 61
5.5 Extent to which the issuer is dependent on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	N/A	N/A
5.6 Sources of any statement regarding competitive position	1.1 to 1.5	40-57
5.7 Investments	1.6.3, 3.7.2 and 5 (Note 4.2.2)	61; 123; 70; 192
5.7.1 Material investments made	1.6.3 and 5.1.1 (Note 4.2.2)	61; 70; 192
5.7.2 Material investments in progress and future commitments	1.6.3 and 5.1.1 (Note 4.2.2)	61; 70; 192
5.7.3 Information concerning joint ventures and companies in which the issuer holds an equity interest that may significantly impact the valuation of its assets/liabilities, financial position or earnings	5.1.1 (Note 14)	202-203
5.7.4 Environmental issues that may affect the issuer's use of property, plant and equipment	3.2.4, 3.2.11 and 3.3	91-94; 100-101; 102-113

Information required		Section of this Universal Registration Document	Page No.
<b>6</b>	<b>Organizational structure</b>	<b>8.1 and 5.1 (Notes 14 and 28)</b>	<b>270; 202-203; 220-221</b>
6.1	Brief description of the Group	Integrated Report, 8.1-8.2	6-7; 302-303
6.2	List of significant subsidiaries	5.1.1 (Notes 14 and 28)	202-203; 220-221
<b>7</b>	<b>Operating and financial review</b>	<b>1.6 and 5</b>	<b>58-61; 172-244</b>
7.1	Financial position	1.6 and 5	58-61; 172-244
7.1.1	Changes in and earnings of issuer activities	1.1 and 5.1.1	48-67; 172-219
7.1.2	Likely future changes in issuer activities and research and development activities	1.6.4	61
7.2	Operating profit	1.6 and 5.1.1 (Note 4)	58; 172; 188-189
7.2.1	Information on factors affecting the issuer's operating income	1.1 to 1.5, 2.1, 3.2.2	40-57; 66-82; 89
7.2.2	Explanation of material changes in net sales or revenue	1.1 to 1.5 and 1.6	40-57; 58-61
<b>8</b>	<b>Capital resources</b>	<b>1.6.2, 5.1.1 (Note 19)</b>	<b>60; 175; 207</b>
8.1	Issuer's capital resources	5.1.1, 6.3, 6.4 and 5.1.1 (Note 18)	176; 192-194; 206-207; 248-249
8.2	Explanation of the sources and amounts of the issuer's cash flows	5.1.1 (consolidated statement of cash flows and note 16)	175; 204-206
8.3	Information on financing requirements and structure	5.1.1 (Note 19)	207-209
8.4	Restrictions on the use of capital resources	5.1.1 (Note 18)	206-207
8.5	Anticipated sources of funds	5.1.1 (Note 19)	207-209
<b>9</b>	<b>Regulatory environment</b>	<b>2.1 and 2.2</b>	<b>66-82</b>
<b>10</b>	<b>Trend information</b>	<b>Integrated Report</b>	<b>20-21</b>
10.1	The main recent trends in production, sales and inventory, costs and selling prices as well as significant changes in financial performance since the end of the last fiscal year	1.1 to 1.5, 1.6, 2.1 and 2.2	40-57; 58-61; 66-82
10.2	Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects	Integrated Report, 1.1 to 1.6, and 2.1	20-21; 40-56; 66-78
<b>11</b>	<b>Profit forecasts or estimates</b>	<b>N/A</b>	<b>N/A</b>
11.1	Statement on the validity of a forecast previously included in a prospectus	N/A	N/A
11.2	Statement outlining the main assumptions underpinning the issuer's profit forecasts or estimates	N/A	N/A
11.3	Preparation of profit forecasts or estimates	N/A	N/A
<b>12</b>	<b>Administrative, management and supervisory bodies and top management</b>	<b>Integrated Report, 4.2 and 4.3</b>	<b>34-36; 135-146</b>
12.1	Members – statement	4.2 and 4.3	135; 136; 145-152
12.2	Conflicts of interest	4.2	138
<b>13</b>	<b>Compensation and benefits</b>	<b>4.4</b>	<b>153-169</b>
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13.2	Pensions and other post-employment benefits	4.4 and 7.2	153-169; 261-278
<b>14</b>	<b>Board practices</b>	<b>Integrated Report, 4.3.1</b>	<b>35-36; 145</b>
14.1	Terms of office for Board members	4.3.2	146-152
14.2	Service agreements between Board members	N/A	N/A

Information required	Section of this Universal Registration Document	Page No.
14.3	Information on the Audit and Compensation Committees	4.2 142-144
14.4	Corporate governance statement of compliance	4.1 to 4.5 134-170
14.5	Potential material impacts on corporate governance	N/A N/A
<b>15</b>	<b>Employees</b>	<b>5.1.1 (Note 6)</b> <b>193</b>
15.1	Number of employees	Integrated Report, 3.5 and 5.1.1 (Note 6) 7; 38-39; 121; 193
15.2	Shareholdings in issuer capital and stock options	Integrated Report, 4.4.1, 6.4.1 and 7.2 23; 153; 161; 249; 263; 269
15.3	Arrangements involving the employees in issuer capital	4.4.3, 5.2.1 (Note 25), 6.3.2 and 7.2 169; 237; 249; 284
<b>16</b>	<b>Major shareholders</b>	<b>Integrated Report, 6.4</b> <b>37; 249</b>
16.1	Identification of major shareholders	Integrated Report, 6.4.1 37; 249
16.2	Different voting rights	5.2.1 (Note 12); 6.4.1 and 8.2.8 234; 249; 303
16.3	Control of the issuer	6.4 249
16.4	Arrangements that may result in a change of control	6.4.5 256
<b>17</b>	<b>Related party transactions</b>	<b>5.1.1 (Note 24)</b> <b>218</b>
<b>18</b>	<b>Financial information concerning the issuer's assets and liabilities, financial position and profits and losses</b>	<b>5</b> <b>172-244</b>
18.1	Historical financial information	5 172-244
18.2	Interim and other financial information	N/A N/A
18.3	Auditing of interim and other financial information	5.1.2, 5.2.2 and 5.3 222-224; 239-243
18.3.1	Audit Report	5.1.2, 5.2.2 and 5.3 222-224; 239-243
18.3.2	Indication of other information in this Universal Registration Document that has been audited by the auditors	3.9 129-132
18.3.3	Indication of the source of information and unaudited financial information in the Universal Registration Document, which is not extracted from the issuer's audited financial statements	N/A N/A
18.4	Pro forma financial information	N/A N/A
18.5	Dividend policy and amounts	Integrated Report, 6.2 37; 248
18.6	Legal and arbitration proceedings	5.1 (Note 21) 212
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<b>19</b>	<b>Additional information</b>	
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19.1.1	Amount of issued capital	6.3.1 and 6.4 248-249
19.1.2	Shares not representing capital	N/A N/A
19.1.3	Shares held by the issuer itself	6.4.1 and 6.4.2 249; 251
19.1.4	Convertible securities, exchangeable securities or securities with warrants	6.3.1 248
19.1.5	Information and terms of any acquisition rights and/or obligations over authorized but unissued capital or any undertaking to increase the capital	6.4.3 252-255
19.1.6	Information on the capital of any Group member which is under option or agreed conditionally or unconditionally to be put under option	6.4 249-251
19.1.7	History of share capital	6.3.1 and 6.4.1 248-249
19.2	Memorandum and Company bylaws	6.4.5 and 8.2.3 256; 302
19.2.1	Description of issuer purpose	8.2.3 302
19.2.2	Description of rights, preferences and restrictions attached to each class of share	8.2.7 303
19.2.3	Description of any provisions that may delay, defer or prevent a change of issuer control	8.2.10 303
<b>20</b>	<b>Material contracts</b>	<b>1.1 to 1.5</b> <b>40-56</b>
<b>21</b>	<b>Documents available</b>	<b>8.4</b> <b>304</b>

## 8.6.2 CROSS-REFERENCE TABLE FOR THE ANNUAL FINANCIAL REPORT

To facilitate the reading of this Universal Registration Document, the concordance table below identifies the information that constitutes the Annual Financial Report to be published by listed companies in accordance with Articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the General Regulation of the AMF (French Financial Markets' Authority – *Autorité des marchés financiers*).

	Annual Financial Report	Chapter/Section	Page No.
1	Annual financial statements	5.2	225-241
2	Consolidated financial statements	5.1	172-224
3	Management Report (within the meaning of the French Commercial Code)	1.1 to 1.6	40-61
4	Statement of the persons responsible for the Annual Financial Report	8.3.2	304
5	Statutory Auditors' special report on the Parent company financial statements and the consolidated financial statements	5.1.2, 5.2.2 and 5.3	222; 239; 242

### 8.6.3 CROSS-REFERENCE TABLE FOR THE MANAGEMENT REPORT AS REQUIRED UNDER ARTICLES L. 225-110 ET SEQ., L. 232-1 ET SEQ., AND R. 225-102 ET SEQ. OF THE FRENCH COMMERCIAL CODE

Management Report	Chapter/Section	Reference text
<b>THE GROUP'S FINANCIAL POSITION AND BUSINESS ACTIVITIES</b>		
1 Objective and exhaustive analysis of changes in Company and Group business, results and financial position	Integrated Report, 1.1 to 1.6	L. 225-100-1-I-1°, L. 232-1-II, L. 233-6 and L. 233-26 of the French Commercial Code
2 Key financial and non-financial indicators relating to Company and Group specific operations	Integrated Report, 1.1 to 1.5, 3.2.1, 3.5 and 3.6	L. 225-100-1-I-2° of the French Commercial Code
3 Significant events occurring between the end of the reporting period and the date on which the Management Report was prepared	5.1.1 (Note 27) and 5.2.1 (Note 26)	L. 232-1-II and L. 233-26 of the French Commercial Code
4 Description of major risks and uncertainties and Company and Group use of financial instruments	2.1 and 5.1.1 (Note 2)	L. 225-100-1-I-3° and 6° of the French Commercial Code
5 Internal control and risk management procedures introduced by the Company	2.2	L. 22-10-35-2° of the French Commercial Code
6 Description and management of environmental and climate risks	2.1.1, 2.1.2 and 3.2.4	L. 22-10-35-1° of the French Commercial Code
7 Material investments acquired in companies with registered offices in France	5.1.1 (Note 14)	L. 233-6 al. 1 of the French Commercial Code
8 Company and Group foreseeable trends and outlook	1.6.4	L. 232-1-II and L. 233-26 of the French Commercial Code
9 Research and development activities	Integrated Report	L. 232-1-II and L. 233-26 of the French Commercial Code
<b>CORPORATE GOVERNANCE REPORT</b>		
10 Directorships and other positions held in the entire company by each corporate officer during the fiscal year	4.3.2	L. 225-37-4-1° of the French Commercial Code
11 Membership structure and the conditions for preparing and organizing the work of the Board of Directors	4.2	L. 22-10-10, 1° of the French Commercial Code
12 Restrictions placed by the Board of Directors on the powers of the Chief Executive Officer	4.2	L. 22-10-10, 3° of the French Commercial Code
13 Reference to a Corporate Governance Code and application of the "comply or explain" principle	4.1	L. 22-10-10, 4° of the French Commercial Code
14 Compensation policy for corporate officers	4.4 and 7.2	L. 225-37-2-I of the French Commercial Code
15 Compensation and benefits paid during or awarded in respect of the fiscal year to each corporate officer	4.4.1. and 7.2	L. 22-10-9-I-1° of the French Commercial Code
16 Relative share of fixed and variable compensation	4.4 and 7.2	L. 22-10-9-I-2° of the French Commercial Code
17 Use of the possibility to reclaim variable compensation	N/A	L. 22-10-9-I-3° of the French Commercial Code
18 Commitments of any kind made by the Company in favor of its corporate officers, corresponding to compensation, payments and benefits due or liable to be due as a result of the start or termination of their appointment or a change in their duties or subsequent to such events	4.4 and 7.2	L. 22-10-9-I-4° of the French Commercial Code
19 Compensation paid or awarded by a company within the scope of consolidation under Article L. 233-16 of the French Commercial Code;	4.4.1.2 and 7.2	L. 22-10-9-I-5° of the French Commercial Code
20 Ratio between the compensation of each executive corporate officer and the average and median compensation of the Company's employees	4.4.1.1 and 7.2	L. 22-10-9-I-6° of the French Commercial Code
21 Annual change in compensation, Company performance, average compensation of the Company's employees and abovementioned ratios over the five most recent fiscal years	4.4 and 7.2	L. 22-10-9-I-7° of the French Commercial Code

Management Report		Chapter/Section	Reference text
22	Explanation of how the total compensation complies with the compensation policy adopted, including contribution to the long-term performance of the Company and the application of performance criteria	4.4 and 7.2	L. 22-10-9-I-8° of the French Commercial Code
23	The process for acknowledging the vote of the last Ordinary General Meeting as provided in II of Article L. 225-100 of the French Commercial Code	4.4.1.1 and 7.2	L. 22-10-9-I-9° of the French Commercial Code
24	Deviation from adopting the compensation policy and any derogation	N/A	L. 22-10-9-I-10° of the French Commercial Code
25	Application of the provisions of the second paragraph of Article L. 225-45 of the French Commercial Code);	4.4.2.1 and 7.2	L. 22-10-9-I-11° of the French Commercial Code
26	Agreements entered into between an executive or an important shareholder and a subsidiary	4.2, 5.3 and 7.2	L. 225-37-4-2° of the French Commercial Code
27	Specific methods and procedures for shareholders to take part in General Shareholders' Meetings	8.2.9	L. 22-10-10, 5° of the French Commercial Code
28	Summary table of authorizations in force given by the Annual General Meeting to increase the Company's capital	6.4.3	L. 225-37-4-3° of the French Commercial Code
29	Description of the diversity policy	3.4.2 and 3.5	L. 225-37-4-6° of the French Commercial Code
30	Assessment procedure of regulated agreements – implementation	4.2	L. 225-37-4-10° of the French Commercial Code
31	Disclosure likely to be material in the event of a public tender offer	6.4.4	L. 225-37-5 of the French Commercial Code
<b>OWNERSHIP AND SHARE CAPITAL</b>			
32	Structure, change in Company share capital and crossing of thresholds	6.3.1 and 6.4.1	L. 233-13 of the French Commercial Code
33	Company acquisition and sale of treasury stock	6.4.2	L. 225-211 of the French Commercial Code
34	Proportion of outstanding shares held by employees	4.4.3 and 7.2	L. 225-102 paragraph 1 of the French Commercial Code
35	Shares acquired by employees as part of a company buyout program	N/A	L. 225-102 paragraph 2 of the French Commercial Code
36	References to potential adjustments for shares granting access to share capital in the event of share buybacks and financial transactions	N/A	R. 228-90 and R. 228-91 of the French Commercial Code
37	Information on Company share transactions made by executives and related persons	6.3.1	L. 621-18-2 of the French Monetary and Financial Code
38	Attribution and retention of stock options by corporate officers Attribution and retention of performance shares to executive corporate officers	4.4	L. 225-185 of the French Commercial Code L. 225-197-1 of the French Commercial Code
39	Amount of dividends paid in respect of the three previous fiscal years	Integrated Report, 6.2 and 7.2	243 bis of the French General Tax Code
<b>NON-FINANCIAL PERFORMANCE STATEMENT</b>			
40	Business model	Integrated Report, and 3.1	R. 225-105-I of the French Commercial Code
41	Policies implemented and results achieved subsequent to the identification of the main risks related to the business activity of the entity	2.2	L. 225-102-1-III and R. 225-105 of the French Commercial Code
42	Specific information for companies operating at least one "high-threshold" Seveso site	N/A	L. 225-102-2 of the French Commercial Code
43	Information on the prevention of corruption and tax evasion	3.2.6	L. 225-102-1-III and R. 225-105-II-B-1° and 2° of the French Commercial Code
44	Information on compliance with human rights	3.2.7, 3.4.4	L. 225-102-4 of the French Commercial Code
45	Vigilance plan	N/A	L. 225-102-4 of the French Commercial Code
46	Information on sustainable activities	3.7.2 and 8.7	Regulation (EU) 2020/852 on the European Taxonomy



Management Report	Chapter/Section	Reference text
OTHER INFORMATION		
47 Additional tax information	5.1.1 (Note 8)	223 <i>quater</i> and 223 <i>quinquies</i> of the French General Tax Code
48 Injunctions or monetary penalties for anti-competitive practices	N/A	L. 464-2 of the French Commercial Code
49 Information on suppliers and customers' terms of payment	5.2.2	D. 441-6-1 of the French Commercial Code
50 Table on the Company's financial results over the last five fiscal years	5.4.1	R. 225-102 of the French Commercial Code

## 8.7 European Taxonomy

### REVENUE

Fiscal year N	2023		Substantial contribution criteria						No significant harm criteria (DNSH criteria)											
Economic activities	Code	Revenue	as a % of revenue, year N		Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Minimal guarantees	Share of revenue aligned with the Taxonomy (A.1.) or eligible for the Taxonomy (A.2.), year N-1	Enabling activity category	Transitional activity category
<b>A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY</b>																				
<b>A.1. Environmentally sustainable activities (aligned with the Taxonomy)</b>																				
Revenue from environmentally sustainable activities (aligned with the Taxonomy) (A.1.)		0	0%	0%	0%	0%	0%	0%	0%	0%								0%		
<i>o/w enabling</i>		0	0%	0%	0%	0%	0%	0%	0%	0%								0%		
<i>o/w transitional</i>		0	0%	0%														0%		
<b>A.2. Activities eligible for the Taxonomy but not environmentally sustainable</b>																				
Revenue from activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2.)		0	0%	0%	0%	0%	0%	0%	0%	0%								0%		
<b>A. Revenue of activities eligible for the Taxonomy (A.1. + A.2.)</b>		<b>0</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>								<b>0%</b>		
<b>B. ACTIVITIES NON-ELIGIBLE FOR THE TAXONOMY</b>																				
Revenues from activities not eligible for the Taxonomy (€ millions)		653.2	100%																	
<b>TOTAL (A. + B.)</b>		<b>653.2</b>	<b>100%</b>																	

OPEX

Fiscal year N	2023			Substantial contribution criteria					No significant harm criteria (DNSH criteria)										
	Code	Opex	Share of opex, year N	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity and ecosystems	Minimal guarantees	Share of Opex aligned with the Taxonomy (A.1.) or eligible for the Taxonomy (A.2.) year N-1	Enabling activity category	Transitional activity category
Economic activities																			
<b>A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY</b>																			
<b>A.1. Environmentally sustainable activities (aligned with the Taxonomy)</b>																			
Opex for environmentally sustainable activities (aligned with the Taxonomy) (A.1.)		0	0%	0%	0%	0%	0%	0%	0%								0%		
o/w enabling		0	0%	0%	0%	0%	0%	0%	0%								0%		
o/w transitional		0	0%	0%													0%		
<b>A.2. Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (g)</b>																			
Opex for activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2.)		0	0%	0%	0%	0%	0%	0%	0%								0%		
<b>A. Opex for activities eligible for the Taxonomy (A.1. + A.2.)</b>		<b>0</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>								<b>0%</b>		
<b>B. ACTIVITIES NON-ELIGIBLE FOR THE TAXONOMY</b>																			
Opex of activities not eligible for the Taxonomy (€ millions)		0	100%																
<b>TOTAL (A. + B.)</b>		<b>0</b>	<b>100%</b>																

## CAPEX

Fiscal year N	2023			Substantial contribution criteria					No significant harm criteria (DNSH criteria)										
Economic activities	Code	Capex	Share of Capex, year N	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Pollution	Circular economy	Biodiversity and ecosystems	Minimal guarantees	Share of Capex aligned with the Taxonomy (A.1.) or eligible for the Taxonomy (A.2.) year N-1	Enabling activity category	Transitional activity category
<b>A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY</b>																			
<b>A.1. Environmentally sustainable activities (aligned with the Taxonomy)</b>																			
Capex for environmentally sustainable activities (aligned with the Taxonomy) (A.1.)		0	0%	0%	0%	0%	0%	0%	0%								0%		
o/w enabling		0	0%	0%	0%	0%	0%	0%	0%								0%		
o/w transitional		0	0%	0%													0%		
<b>A.2. Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (g)</b>																			
Capex for activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2.)		0	0%	0%	0%	0%	0%	0%	0%								0%		
<b>A. Capex for activities eligible for the Taxonomy (A.1. + A.2.)</b>		<b>0</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>								<b>0%</b>		
<b>B. ACTIVITIES NON-ELIGIBLE FOR THE TAXONOMY</b>																			
Capex of activities not eligible for the Taxonomy (€ millions)		22.7	100%																
<b>TOTAL (A. + B.)</b>		<b>22.7</b>	<b>100%</b>																

## 8.8 Glossary of financial terms

Like-for-like change from one fiscal year to the next is calculated:

- by applying the average exchange rates for fiscal year Y-1 to the period in question (year, half-year, quarter);
- and based on the scope of consolidation for fiscal year Y-1.

Accounting treatment of the impact of the devaluation of the Argentine peso on December 13, 2023: The rule of hyperinflation (IAS 29) requires, on an exceptional basis, the use of the exchange rate of December 31 and not the annual average rate for the consolidated income statement.

EBITDA corresponds to the businesses' operating profit (as defined below) restated for the depreciation and amortization of property, plant and equipment and intangible assets.

Recurring operating profit corresponds to gross profit after distribution costs, administrative expenses and research and development costs. It is stated:

- before amortization of acquired intangible assets; and
- before other operating income and expense, which correspond to material non-recurring items that are unusual in nature and occur infrequently, and therefore distort assessments of the Group's underlying performance.

Recurring operating margin is recurring operating profit expressed as a percentage of revenue.

Cash flow corresponds to the flow of net cash from operating activities net of any change in the working capital requirement (WCR).





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