ICAPE HOLDING

Limited liability company (société anonyme) with share capital of €3.235.272,80
Registered office: 33, Avenue du Général Leclerc - 92260 Fontenay-aux-Roses, France
Nanterre Trade and Companies Register no. 515 130 037

2022 ANNUAL FINANCIAL REPORT

This document is available free of charge at the Company's registered office, 33, avenue du Général Leclerc, 92260 Fontenay-aux-Roses, as well as in an electronic version on the Company's website (https://www.icape-finance.com/en/).

WARNING

In this annual financial report, and unless otherwise indicated:

- the term "Annual Financial Report" refers to this annual financial report;

- the terms "Company" or "Icape Holding" means Icape Holding, whose registered office is located at 33, Avenue du Général Leclerc, 92260 Fontenay-aux-Roses, France, which is registered in the Nanterre Trade and Companies Register under number 515 130 037;

- the term "Group" or "Icape Group" means the group of companies formed by the Company as well as its direct and indirect subsidiaries and shareholdings;

- the term "Prospectus" means the prospectus prepared by the Company for the purposes of the admission of the Company's shares to trading on Euronext Growth, approved by the AMF on 21 June 2022 under number 22-229, which consists of (i) the Company's registration document, approved by the AMF on 19 April 2022 under number I.22-008 (the "Registration document"), (ii) the supplement to the Company's registration document, approved by the AMF on 21 June 2022 under number I.22-028 (the "Supplement to the Registration Document"), (iii) the securities note (the "Securities Note") and (iv) the summary of the Prospectus (included in the Securities Note) (the "Summary").

Forward-looking statements and information

The Annual Financial Report contains information on the Group's outlook and areas for development. These indications are sometimes identified by the use of the future, conditional or forward-looking terms such as "consider", "contemplate", "think", "have for objective", "expect", "hear", "should", "ambition", "estimate", "believe", "wish", "could" or, as the case may be, the negative form of these same terms, or any other variant or similar terminology. This information is not historical data and should not be interpreted as a guarantee that the facts and data stated will occur. This information is based on data, assumptions and estimates considered as reasonable by the Company. They are likely to change or be modified due to uncertainties related in particular to the economic, financial, competitive and regulatory environment.

This information is mentioned in various chapters of the Annual Financial Report and contains data relating to the Group's intentions, estimates and objectives concerning, in particular, the market in which it operates, its strategy, growth, results, financial position, cash flow and forecasts. Forward-looking statements and information in the Annual Financial Report are given only as of the date of the Annual Financial Report.

The Group operates in a competitive and constantly changing environment. It cannot therefore anticipate all the risks, uncertainties or other factors likely to affect its business, their potential impact on its business or the extent to which the materialisation of a risk or a combination of risks could have materially different results to those mentioned in any forward-looking information. This forward-looking information is not a guarantee of actual results.

Risk factors

Investors are invited to read carefully the risk factors described in Chapter 3 ("Risk factors") of the Registration Document and in Chapter 2 ("*Risk factors*") of the Securities Note, as updated in section 6 of Chapter "*Management Report*" of the Annual Financial Report, before making any investment decision. The occurrence of all or part of these risks is likely to have a material adverse effect on the Group's business, financial position, results or outlook.

In addition, other risks not yet identified or considered as insignificant by the Company at the date of this report could have a material adverse effect.

Rounding

Some figures (including financial data) and percentages presented in Annual Financial Report have been rounded. Where applicable, the totals presented in Annual Financial Report may show non-material differences to those that would have been obtained by adding the exact values (not rounded) of these figures.

Websites and hypertext links

References to any website and the content of hypertext links in the Annual Financial Report do not form part of the Annual Financial Report.

PERSON RESPONSIBLE

"*I hereby certify, to the best of my knowledge, that the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial position and results of the Company and of all the companies included in the consolidation, and that the attached management report presents a true and fair view of the evolution of the business, results and financial position of the Company and of all the companies included in the consolidation and describes the main risks and uncertainties to which they are confronted*."

Signed in Fontenay-aux-Roses, on 6 April 2023,

Cyril Calvignac, Chief Executive Officer.

MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

"*Dear Shareholders,*

We ended this first financial year as a listed company with the achievement of all of our financial objectives, both in terms of gross margin and operating income. This performance was all the more remarkable given that it was achieved in an adverse environment, with the war in Ukraine and economic tensions. This success stems from the activation of our value creation pillars, namely the pursuit of sustained organic growth, reinforced by a proactive external growth strategy, combined with a continuous optimisation of our organisational structure. We enter 2023 with the firm intention of continuing this growth and profitability momentum while reaffirming all of our financial and commercial objectives. The Group is already engaged in several advanced discussions to make new structuring acquisitions this year."

Cyril Calvignac, Chief Executive Officer of the Company.

INFORMATION ABOUT THE COMPANY

1. Legal and commercial name of the Company

The Company's corporate name is "Icape Holding".

The Group generally operates under the commercial name "Icape Group" or "Groupe Icape" in French.

2. Place of registration and registration number of the Company

The Company is registered in the Nanterre Trade and Companies Register under number 515 130 037.

Its LEI number is 969500SMJNIR6M3A8D61.

3. Date of incorporation and term

The Company was incorporated for a period of 99 years from its registration on 30 September 2009, except in the event of early dissolution or extension, in accordance with applicable laws and the Company's Articles of Association.

The financial year begins on 1 January and closes on 31 December each year.

4. The Company's registered office, legal form, legislation governing its activities

The Company's registered office is located at 33, Avenue du Général Leclerc - 92260 Fontenay-aux-Roses, France.

At the date of the Annual Financial Report, the Company is a public limited company with a Board of Directors under French law.

The Company's contact details are as follows:

Address: 33, Avenue du Général Leclerc, 92260 Fontenay-aux-Roses, France.
Telephone: +33 (0) 1 58 18 39 10

The address of the Company's website is: https://www.icape-group.com/.

Information on the Company's website is not part of the Annual Financial Report.

5. Statutory Auditors

Statutory Auditors

KPMG SA
Member of the Compagnie Régionale des Commissaires aux Comptes de Versailles et du Center (The Versailles and Central Institute of Statutory Auditors)
Represented by Rémi Toulemonde
Tour Eqho
2, avenue Gambetta
92066 Paris La Défense Cedex, France

Appointed Statutory Auditor by decision of the General Shareholders' Meeting on 25 December 2020, for a term of six financial years, i.e. until the Ordinary General Meeting called to approve the accounts for the financial year ended 31 December 2025.

BM&A SAS
Member of the Compagnie Régionale des Commissaires aux Comptes de Paris (The Paris Institute of Statutory Auditors)
Represented by Mr Eric Seyvos
11, rue Laborde
75008 Paris, France

Appointed Statutory Auditor by decision of the General Shareholders' Meeting on 30 June 2022, for a term of six financial years, i.e. until the Ordinary General Meeting called to approve the financial statements for the financial year ended 31 December 2027.

<u>Alternate Statutory Auditor</u>

None.

6. Crossing of thresholds (Article 9 of the Articles of Association)

Without prejudice to the applicable legal provisions:

(i) Any individual or legal entity, acting alone or in concert, holding, directly or indirectly, a fraction of the share capital or voting rights of the Company equal to or greater than (i) 1% or (ii) any multiple of this percentage up to the threshold of 4% (inclusive), or (iii) the legal thresholds provided for by the regulations for companies whose securities are admitted to trading on a regulated market, is required to inform the Company of the total number of shares and voting rights that it holds, by registered letter with acknowledgment of receipt sent to the registered office, within four (4) trading days from the date of crossing of one of these thresholds, or by any other equivalent means for shareholders residing outside France.

(ii) This disclosure obligation applies under the same conditions as those provided above each time the fraction of the share capital and/or voting rights held falls below one of the thresholds provided for above.

(iii) To determine the capital and voting rights thresholds for which the crossing is to be declared under the preceding paragraphs, the rules defined by Articles L. 233-7 and L. 233-9 of the French Commercial Code and the provisions of the AMF's General Regulations shall be applied.

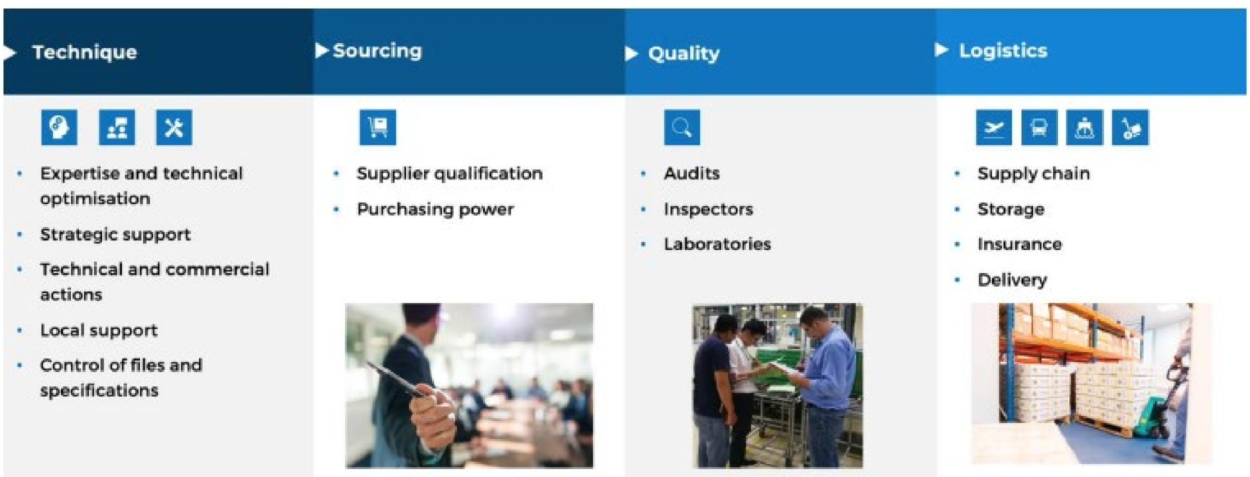
(iv) In the event of non-compliance with the above stipulations, the shares exceeding the threshold giving rise to declaration shall be deprived of the voting right if this withdrawal is requested by one or more shareholders owning, together or separately, at least 5% of the share capital and/or the Company's voting rights, under the conditions set out in Article L. 233-7 VI of the French Commercial Code. In the event of regularisation, the corresponding voting rights may not be exercised until the expiry of the period provided for by the law or regulations in force.

1. PRESENTATION OF THE GROUP AND ITS BUSINESS

1.1. General overview

Founded in 1999, the Icape Group has become one of the world's leading players in the distribution of small and medium quantities of printed circuit boards, which are essential components of the electronics industry, used in and by the vast majority of sectors manufacturing products for daily use, such as the business, telecommunications, automotive, connected objects, home automation, e-mobility, medical, power, multimedia and IT industries, etc.

Its main business is to provide its customers with a complete, turnkey printed circuit boards service ("one-stop-shop"). The Icape Group thus acts as a single point of contact on behalf of its customers (purchasers of printed circuit boards and electronic subcontractors), by managing the entire distribution chain, including supplier selection and quality control, production monitoring, price optimisation, engineering and design support and assistance, manufacturing files control, the implementation of logistics and storage solutions, delivery and order management.



With 626 employees as at 31 December 2022 and a presence in 24 countries provided by 35 subsidiaries and two service offices in China[1], the Icape Group generated consolidated revenue of €219.6 million as at 31 December 2022, an increase of 34% compared to the 2021 financial year, and had more than 3,000 customers, as at 31 December 2022.

[1] The two service offices in China cover the Group's teams (i) located in China, (ii) employed by the Group's subsidiary, Icape Dongguan Electronic, and (iii) whose main activity is providing the Group's subsidiaries, through the Group's two EIGs (Economic Interest Groups), with shared services such as purchasing, sourcing, technical support, engineering, quality control, logistics, order management and quotations.

In a highly fragmented competitive environment, the Icape Group has built up over the years a structured global organisation in the printed circuit board distribution market, with, in particular, a services office in China that, to the best of the Company's knowledge, is among the most important supply and sourcing offices in the world for printed circuit boards, bringing together 261 employees at 31 December 2022 divided into six structures, and capable, thanks to its characteristics, to position itself as one of the major players in the current and future consolidation of this business sector.

The distribution of printed circuit boards ("ICAPE business") is the Group's main activity and accounted for 85% of its revenue in 2022. This activity includes: (i) the distribution of printed circuit boards in small and medium quantities, with a wide range of products and standard manufacturing lead times (4 to 5 weeks) ("HMLV business"), (ii) the express printed circuit board business dedicated to small quantities and prototypes manufactured in limited time (average production time of 5 days) with express delivery (48 hours) ("IQTS business") and (iii) the manufacture of printed circuit boards in-house. The HMLV business constitutes the bulk of ICAPE business and the core of the Group's "printed circuit boards" scope, with the other businesses still representing a marginal, but growing share of the Group's revenue.

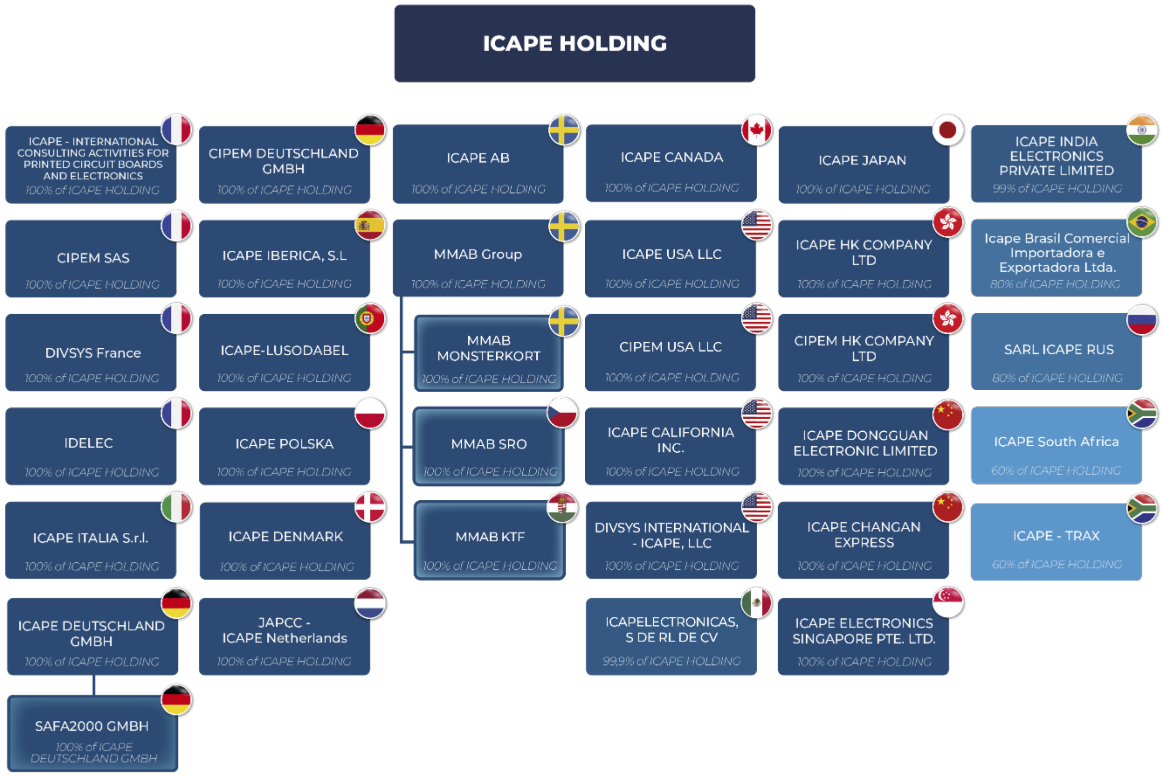
While the ICAPE business is its main activity, the Group has diversified its range of services and products with the distribution of customised electromechanical parts ("CIPEM business") which represents approximately 15% of the Group's revenue. This diversification of services and products offered by the Group aims to reach a growing number of customers and increase the revenues generated from the Group's existing customer base.

After 20 years of average annual organic growth of 19.1%[2], the Icape Group now wants to combine its organic growth model with an external growth policy, via the acquisition of medium-sized targets (i.e. whose revenue is generally less than €20 million), that are well established both commercially and locally, which complement the Group's global geographical coverage and which have synergies with it, with a view to achieving sustained organic growth from post-consolidation acquisitions. In 2022, on the basis of its new external growth strategy and with the support of its internal acquisitions department ("M&A"), the Group made five acquisitions. This strategy is part of a context of consolidation in the sector that began several years ago and was accentuated by the global COVID-19 pandemic, which weakened the players in the distribution of printed circuit boards that do not benefit, like the Icape Group, from a permanent and stable presence in China.

[2] The Group's compound annual growth rate (CAGR) over the 2001-2021 period, calculated on the basis of the Group's revenue in 2021 excluding acquisitions.

1.2. Group organisation chart

The organisation chart below shows the legal organisation of the Company and its subsidiaries as of 31 December 2022. The percentages indicated correspond to the percentages of share capital ownership.



<u>Notes on the organisation chart</u>:
ICAPE India: This subsidiary is owned at 0.0002% by Mr. Sameerasimha Jayasimha, director of the subsidiary.
ICAPE Mexico: This subsidiary is owned at 0.002% by Mr. Maximiliano Ignacio Royo Rojas, director of the subsidiary.
ICAPE Brazil: This subsidiary is owned at 20% by Mr. Paulo Eduardo Vandsberg de França, an employee of the subsidiary.
ICAPE Russia: This subsidiary is owned at 20% by Ms. Natalia Vadimovna Tarnavskaya, sales manager within the subsidiary.
ICAPE South Africa: This subsidiary is owned at 20% by Mr. Daniel Lee Dock (director of the subsidiary) and at 20% by Mr. Iegsan Khan (former director of the subsidiary).
ICAPE Trax: This subsidiary is owned at 20% by Mr. Daniel Lee Dock (director of the subsidiary) and at 20% by Mr. Iegsan Khan (former director of the subsidiary).

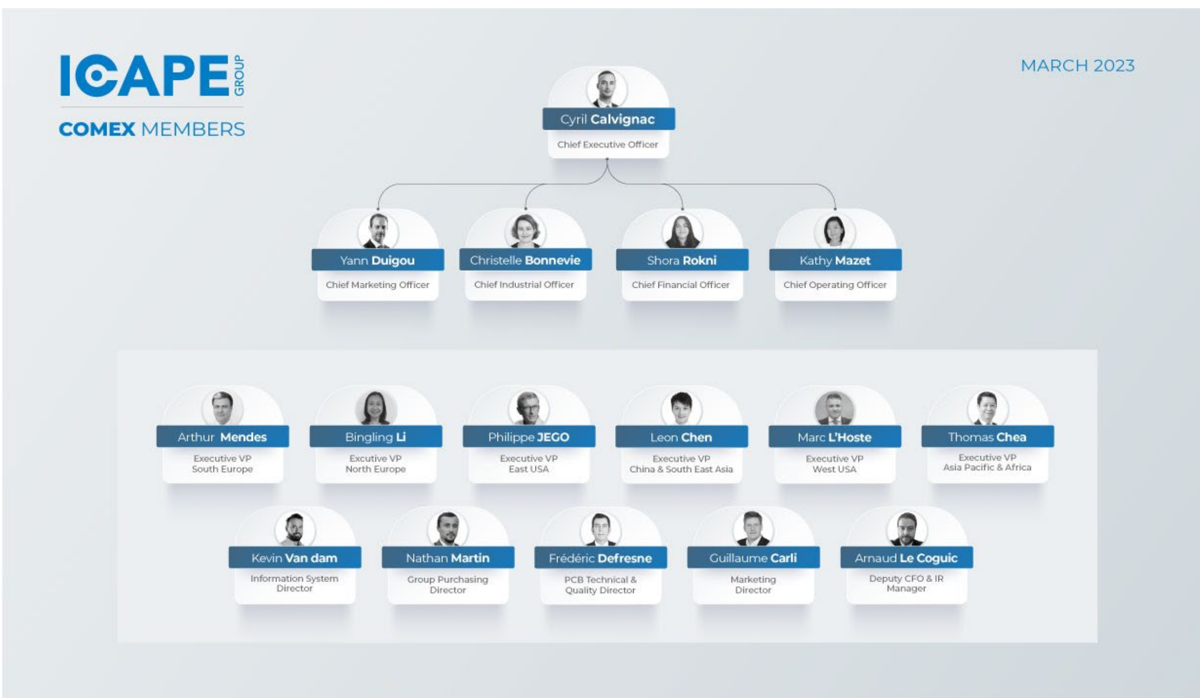
The organisation of the Group is now structured and agile, thanks to the specific distribution of roles and functions intended to ensure optimal efficiency, adapted to the continued acceleration of the Group's organic growth and the absorption of new targets as part of its external growth strategy.

The Group's strategy is defined by the Board of Directors of the Company, a collegial body created on 30 June 2021 when the Company was transformed into a public limited company. The Board of Directors is chaired by the founder of the Group, Mr. Thierry Ballenghien, and comprises eight experienced directors and three non-voting members, seven of which are printed circuit experts. The Board of Directors also includes three independent directors.

The management team was also reinforced in 2021 by the appointment, alongside the Company's Chief Executive Officer (Mr. Cyril Calvignac), of three Deputy Chief Executive Officers, respectively, in charge of finance (Ms. Shora Rokni, CFO), operations (Ms. Ranxu Mazet, COO) and sales & marketing (Mr. Yann Duigou, CMO). On 27 October 2022, the Group also announced the appointment of Ms. Christelle Bonnevie as Deputy Chief Executive Officer of the Company, in charge of the Group's industrial strategy.

The Board of Directors and the management team ensure consistency in the definition and implementation of the strategy for the entire Group. The consistency and guarantee of the Group's business expertise is ensured by a group of seven "printed circuit boards" technical experts, each of whom is specialised in a category of technology. The consistency of the Group's risk management, internal control and the application of the CSR policy has been ensured since March 2022 by a Risk and Compliance Manager.

The Group has an Executive Committee made up of 16 people, seven of which are executive vice-presidents distributed by geographical area, in charge of, in particular (i) supervising and assisting the operational directors of the subsidiaries in their area, (ii) identifying and selecting with these operational directors, their networks and local sales teams, potential targets for future acquisitions, (iii) negotiating the acquisition of targets and supervising the absorption of these new subsidiaries or activities.



The operational directors of the Group's subsidiaries, which operate as profit centres[3], lead the Group's sales engineers and sales activities in each country. They are supported by two economic interest groups (EIG) whose main functions (purchasing, sourcing, technical support, engineering, quality control, logistics, order management and preparing quotations) are provided by the two service offices in China (ICAPE and CIPEM). The Group's commercial activities are thus carried out locally in all the regions in which the Group is present, as close as possible to the Group's suppliers and customers.

[3] All of the Group's subsidiaries operate as profit centres, with the exception of Icape India Electronics, Icape Electronics Singapore and Icape California.

The Group's purchasing and sourcing department also plays a central role in the Group's operations, as it is responsible for managing the suppliers for all Group subsidiaries: identifying and qualifying the best suppliers; preparing and updating, after validation by Senior Management, supplier matrices by product and technology; monitoring suppliers and compliance with their commitments; verifying compliance by the entire Group with the recommendations of the purchasing department; and implementing regular benchmarks to assess the Group's competitiveness and that of its competitors, etc.

1.3. Description of the Company's and Group's businesses

1.3.1. An established presence in the main geographical areas of the global printed circuit board market

The Icape Group, thanks to its geographical presence, has created a global platform to support its customers around the world.

The Group employs 626 people in 35 sales subsidiaries and two service offices in China. In 2022, the Group delivered its products to more than 3,000 customers and has a local presence in 24 countries as well as supplier networks made up of 88 qualified, approved and monitored suppliers (27 of which for ICAPE business and 61 for CIPEM business), which are constantly evolving in order to be able to offer customers increasingly competitive and quality-focused suppliers. The Group has a comprehensive and structured logistics organisation, including eleven logistics platforms/storage centres, positioned locally on all continents. It also offers its customers an express delivery offer for printed circuit boards and technical parts combined with e-commerce sites, and has two analysis, quality control and testing laboratories in China and the United States.

1.3.2. A wide range of products and services coupled with leading know-how and expertise

With the support of a group of printed circuit board experts, the Group provides its customers with a full range of printed circuit board distribution services ("one-stop-shop"), including (i) technical and technological support, (ii) engineering services and control of manufacturing files, (iii) supplier selection and networking, (iv) commercial negotiations and buying power, (v) quality control, local audits and inspectors, (vi) logistics, consolidation[4] and storage, (vii) local order management in China, (viii) quotation services, (ix) a local sales service and (x) two e-commerce sites.

The Group therefore stands out from its competitors thanks to the wide range of services, products and technologies it offers its customers, which can be grouped into two main families:

(i) the distribution of printed circuit boards of all technologies (HMLV and IQTS business): single-sided, double-sided, multi-layer, high-density, flexible, metal, rigid-flex, Teflon, etc., with HMLV business constituting the Group's core business;

(ii) distribution of off-plan electromechanical parts (CIPEM business): cables, connectors, keyboards, batteries, chargers, plastic parts, metal parts, transformers, remote controls, electronic assemblies, boxes, LEDs, LCDs, etc., which enrich the Group's product offering.

The commercial success of the Icape Group is based on the following pillars: (i) a technically experienced team, recognised know-how and expertise, (ii) the trust of its customers and suppliers, based on the consistency of the fundamental and ethical principles of its management team since its creation, (iii) a strong presence in China, the world's largest producer of printed circuit boards, ideally located in

[4] By consolidating deliveries, orders placed by several customers can be combined into a single shipment, enabling them to benefit from more competitive transport prices.

Guangdong and Jiangxi, (iv) comprehensive services and, in particular, quality assurance, (v) efficient logistics and, in particular, the guarantee of deliveries on time, (vi) price competitiveness, (vii) support throughout the world, (viii) the responsiveness of local teams both on the customer side and on the supplier side, (ix) the diversity of products available, in particular thanks to CIPEM business.

1.3.3. Strategic positioning in the printed circuit board supply chain for both customers and suppliers

The Icape Group is a high value-added service provider linking customers around the world with suppliers mainly based in China: on the one hand, service offices in China and Chinese suppliers, selected, controlled and monitored by the Group's teams; on the other hand, technical sales engineers and sales subsidiaries that support and advise customers around the world, securing their supplies thanks to a significant local and international sales network.

For its customers, the Group offers a full range of services, with simple access to all ranges of printed circuit boards at competitive prices, while ensuring quality and logistics control. The range of services offered by the Group enables it to control the entire value chain and offer its customers the opportunity to:

(i) reduce costs associated with sourcing (supplier search), supply (ordering of parts), optimisation of the logistics chain, engineering, supplier control (audits and inspections), quality control, insurance, technical support, technical training, local storage, etc., services that the Group pools for the benefit of its customers, thus enabling them to optimise their expenditure on printed circuit boards and to concentrate the efforts of their purchasing teams on other components or raw materials;

(ii) benefit from favourable pricing and payment conditions, thanks to the Icape Group's position as an order aggregator, as well as its long-term relations of trust with its suppliers;

(iii) significantly shorten time to market for its customers, thanks to a large network of suppliers and the logistics solutions implemented by the Group;

(iv) benefit from compliance control and quality control processes, including physical and virtual audits of factories, the complete control of each file by the engineering department, the organisation of quality assurance, quality controls in supplier factories, analysis, quality control and testing laboratories in China, ageing tests and thermal cycles for approvals and reliability controls.

For its suppliers, the Icape Group also acts as an intermediary that creates added value, enabling them to:

(i) reach customers worldwide without having to set up an expensive global sales organisation and focus on production activities;

(ii) secure their relationship with the end customer by minimising the risk of litigation and payment delays or non-payments by customers without additional costs, by relying on the reputation of the Icape Group;

(iii) receive clear documentation (technical characteristics of the printed circuit boards ordered, etc.) thanks to the Icape Group's engineering department and, as a result, limit poor manufacturing and misunderstandings with customers;

(iv) know the needs of customers around the world through better communication and thanks to the multilingual local sales support provided by the Group; and

(v) aggregate significant order volumes in the HMLV segment (High Mix Low Volume) and optimise the production and logistics activities of suppliers.

2. HIGHLIGHTS

2.1. Highlights of the year

2.1.1. <u>Initial public offering of the Company on Euronext Growth</u>

On 22 June 2022, the Company announced the launch of its IPO with a view to the admission to trading of its shares on the Euronext Growth Paris market (ISIN code: FR001400A3Q3 - ticker symbol: ALICA).

This operation, effective on 8 July 2022, was successfully completed and resulted in a capital increase of €17 million, via the issue of 1,003,000 new shares at the offer price, i.e. € 16.95.

In addition to this first capital increase and as part of its IPO, the Company announced on 10 August 2022 that Gilbert Dupont, acting as stabilising agent, partially exercised the over-allotment option, giving rise to the issue of 21,307 additional new shares, at the offer price (€16.95 per share), i.e. an additional capital increase of €0.36 million.

As a result, the total number of Icape Holding shares offered as part of the admission of the Company's shares to trading on Euronext Growth, after the partial exercise of the over-allotment option, amounted to 1,024,307 new shares, bringing the size of the offering to €17.4 million.

This IPO, as well as the provision to the Icape Group of a new credit line dedicated to its external growth granted by its banking syndicate (see §2.2.3 of Chapter "*Management Report*" of the Annual Financial Report), aims to provide the Icape Group with the financial resources necessary to deploy its external growth strategy through the acquisition of companies meeting the following criteria: (i) a moderate size (with revenue of less than €20 million), (ii) a large portfolio of local customers, (iii) a gross margin of more than 25% and profitable (in terms of current operating profit), and (iv) with a high potential for commercial synergies and purchases with the Group. In order to achieve external growth objectives presented by Icape Group, the Company may also use debt and, as necessary, may raise equity at a later date to finance this strategic priority.

On 22 June 2022, Icape Holding also entered into a liquidity and market monitoring agreement with Gilbert Dupont relating to its shares in accordance with the AMAFI Charter, which took effect on August, 10 2022 for a period of one year. This liquidity contract was entered into in accordance with the decision of the French Financial Markets Authority (*Autorité des Marchés Financiers*) No. 2021-01 of 22 June 2021, applicable since 1 July 2021, introducing liquidity contracts on equity securities under accepted market practice. The purpose of this agreement is to manage the Icape Holding share by Gilbert Dupont on the Euronext Growth multilateral trading facility in Paris.

2.1.2. <u>Transactions on the Company's share capital</u>

- ***Division of the par value of the Company's shares***

The General Shareholders' Meeting on 12 April 2022 decided to divide the nominal value of the Company's shares by 25, with no impact on the amount of share capital.

At the date of the Annual financial report, the Company's share capital, in the amount of €3,235,272.80, is thus divided into 8,088,182 shares of the same class, with a par value of forty euro cents (€0.40) each, fully paid up.

- ***Capital increases***

The following capital increases were carried out during the financial year ended 31 December 2022:

Transaction date(s)	Nature of the transaction	Number of shares issued	Nominal amount (€)	Issue or contribution premium (€)	Cumulative nominal amount of share capital (€)	Total cumulative number of outstanding shares	Par value of the share (€)
7 January 2022	Capital increase (cash subscription)	1,210	12,100	81,014.34	2,302,960	230,296	10
12 April 2022	Nominal split	5,527,104	0.40	-	2,302,960	5,757,400	0.40
6 July 2022	Capital increase (exercise of the BSA 2 share subscription warrants)	306,050	122,420	427,246	2,425,380	5,879,820	0.40
6 July 2022	Capital increase (exercise of the BSA 3 share subscription warrants)	577,500	231,000	1,777,637	2,656,380	6,110,820	0.40
6 July 2022	Share capital increase (exercise of the BSA 3 bis share subscription warrants)	135,000	54,000	415,552	2,710,380	6,164,820	0.40
6 July 2022	Capital increase (exercise of the BSA 3 ter share subscription warrants)	287,925	115,170	886,279	2,825,550	6,279,990	0.40
8 July 2022	Capital increase (IPO)	1,003,000	401,200	16,599,650	3,226,750	8,066,875	0.40
10 August 2022	Capital increase (Over-Allotment Option)	21,307	8,522.80	352,630.85	3,232,272.80	8,088,182	0.40

As a reminder, certain current or former employees and corporate officers of the Group, as well as agents of the Group had subscribed to share subscription warrants issued by the Company (the "**BSA**"). At the date of the Prospectus drawn up by the Company in connection with the admission of the Company's shares to trading on Euronext Growth, 52,779 warrants were outstanding (12,242 BSA 2 warrants, 23,100 BSA 3 warrants, 5,400 BSA 3 bis warrants and 12,037 BSA 3 ter warrants), each giving entitlement to 25 new Company shares.

In accordance with their terms and conditions and as described in the table above, all of the 12,242 BSA 2 warrants, all of the 23,100 BSA 3 warrants, all of the 5,400 BSA 3 bis warrants and 11,517 BSA 3 ter warrants were exercised prior to the IPO of the Company, resulting in the issuance of a total of 1,306,475 new ordinary shares of the Company with a par value of €0.40 each.

Given that the BSA 3 ter share subscription warrants lapsed prior to the admission of the Company's shares to trading on Euronext Growth, there are no longer any dilutive instruments relating to the Company's share capital at the date of the Annual Financial Report.

2.1.3. Acquisitions

As part of the acceleration of its external growth strategy, the Group made several acquisitions in 2022.

(i) During the first quarter of 2022, the Group acquired the main assets of the Group's German agent, Birkner, which will enable it to integrate the margin generated by this agent and thus improve its gross sales margin.

(ii) On 18 March 2022, the Group also acquired the electronic products and equipment trading business of Cebisa France, a printed circuit board distribution company. This acquisition, which includes the customer base associated with Cebisa France's printed circuit board distribution business (50 active customers), aims to consolidate the Group's presence in the French market and improve its gross sales margin.

(iii) In addition, on 14 April 2022, the Group acquired the entire share capital of the German printed circuit board trading company, SAFA 2000 GmbH, with revenue of €14.5 million in 2022 and a base of 350 active customers. This significant acquisition aims to reinforce the Group's presence in the German market.

(iv) On 29 August 2022, the Group also acquired the entire share capital of Mon Print, a supplier of printed circuit solutions in Denmark, with revenue amounting to €1.6 million in 2022. Founded in 1965, Mon Print is a Danish supplier specialising in printed circuit boards, offering a wide range of high value-added solutions. In particular, Mon Print provides high-level services to its customers in the medical, telecommunications, industrial and retail sectors. This acquisition allows the Group to offer close proximity to its industrial customers by partnering with a local player, guaranteeing a high quality of service.

(v) On 14 September 2022, the Group acquired the entire share capital of Lusodabel, one of the main suppliers of printed circuit board solutions in Portugal and Spain, with revenue of €6.6 million in 2022. Founded in 1996, Lusodabel is a Portuguese supplier specialising in prototypes, pre-series and printed circuit boards. Basing its commercial strategy on long-term relationships with recognised industrial players in Portugal and Spain, the company has a portfolio of around fifty local customers, mainly from the industrial and telecommunications sectors. This acquisition enables the Group to consolidate its position in the Iberian Peninsula.

(vi) Lastly, on 5 December 2022, the Group acquired the entire share capital of MMAB Group, a Swedish producer and distributor of printed circuit boards, with revenue of €12 million in 2022 and which has a base of 200 active customers in the automotive, rail, defence and medical industries. The MMAB Group is a Swedish manufacturer and distributor of printed circuit boards dedicated to small quantities and express delivery prototypes, whose activities are mainly based in Scandinavia. In addition to its presence in Northern Europe, consisting of a production plant and its head office, the group has two subsidiaries in Eastern Europe, the first in Hungary and the second in the Czech

Republic, as well as a sourcing and logistics structure located in China. This significant acquisition allows the Group to consolidate its presence in Northern Europe, already strengthened by the acquisition of Mon Print, while continuing its industrial policy with a new production plant based in Europe.

The acquisition of the companies Cebisa France, SAFA 2000 GmbH, Mon Print, Lusodabel and the MMAB Group was financed by the Group's own funds, pending the refinancing of the Group's debt in the form of a structured loan with the banking syndicate, Crédit Agricole, HSBC, BNPP and Crédit du Nord which took place on 24 November 2022 (see §2.1.4 of Chapter "*Management Report*" of the Annual Financial Report).

The Group also decided at its Board of Directors' meeting of 12 December 2022 to separate from the circuit board assembly business operated by the Divsys International-Icape subsidiaries. A sale mandate was given to an investment bank and negotiations have begun with potential buyers.

2.1.4. Refinancing

On 24 November 2022, the Group entered into a loan agreement with Crédit Agricole, HSBC, BNPP and Crédit du Nord, under the terms of which the banks granted the Company (i) a loan for a total principal amount of €12,800,000, repayable over seven years, intended to refinance part of the Company's financial debt and the payment of related costs as well as the financing of general needs (the "**Refinancing Loan**") and (ii) subject to prior confirmation by the banking syndicate, a credit facility of a maximum amount of €10,000,000, intended *(x)* for the financing or refinancing of any external growth operation authorised by the loan agreement and *(y)* where applicable, the refinancing of the existing debt of the company acquired as part of an external growth operation authorised by the loan agreement (the "**Capex Loan**").

The objective of this refinancing was notably to restructure the multiplicity of existing bank loans within a single loan, to smooth the multiple maturities of existing loans and to constitute a syndicate of banking partners whose purpose is to be the Group's contact and facilitate the subsequent raising of debt where applicable.

Pursuant to the loan agreement entered into with Crédit Agricole, HSBC, BNPP and Crédit du Nord, the Company is subject to the obligation to comply with a leverage ratio on the consolidated financial statements (consolidated net debt against consolidated current EBITDA) and a debt service coverage ratio on the consolidated financial statements (free cash flow against debt servicing).

In addition, the pledge to the Group's bank lenders of all the securities of the subsidiaries Icape - International Consulting Activities for Printed Circuit Boards, Cipem France and Idelec was maintained for the benefit of the Crédit Agricole, HSBC, BNPP and Crédit du Nord banking syndicate.

2.1.5. Impact of the situation in Ukraine

The Group has a subsidiary located in Russia, Icape Rus, a company incorporated under Russian law whose main activity is the marketing of printed circuit boards and off-plan technical parts in Russia and in the countries of the Eurasian Customs Union.

In response to the invasion of Ukraine by the Russian Federation, in early March 2022, the Group suspended the Group's order intake and deliveries to customers in the Russian Federation. Order intake and deliveries had resumed in April 2022, the Group having announced that depending on the development of the geopolitical situation in Ukraine and Russia, and the restrictions that could be imposed by the competent authorities, it could be required to take new measures concerning its activities in connection with Russia.

In view of the worsening geopolitical situation in Ukraine and Russia, the Group decided to end its Russia-based activities and ended its order intake from 1 January 2023 (see §2.2.2 of Chapter "*Management Report*" of the Annual Financial Report).

2.1.6. Impact of the global Covid-19 pandemic

The Group benefits from a privileged position resulting from the global COVID-19 pandemic and the resulting restrictions.

The restrictions, which affected and continue to affect travel to and from China, have severely restricted the ability of customers without offices in China to establish or maintain commercial relations with printed circuit board suppliers, either directly or via an intermediary that does not itself have a stable presence in China.

The Icape Group, which has a strong presence in China, has a leading advantage in this regard due to its established international positioning and is thus able to meet the secure supply demand for customers in the electronics sector.

2.1.7. Appointment of a new Deputy Chief Executive Officer

On 27 October 2022, the Group announced the appointment of Ms. Christelle Bonnevie as Deputy Chief Executive Officer of the Company, alongside Mr. Cyril Calvignac, Chief Executive Officer of the Company.

Until then Executive Vice-President of the CIPEM business, which brings together the Group's custom-made electromechanical parts distribution activities, Ms. Christelle Bonnevie will be tasked with optimising the performance of the printed circuit board manufacturing plant owned by the subsidiary of the Trax Interconnect Group (now Trax-Icape) in South Africa, and will continue to lead the CIPEM activity. She will also ensure the integration of the MMAB Group plant within the Group, its industrial development and the optimisation of its performance.

2.1.8. Shareholders' agreement

A shareholders' agreement was entered into on 12 April 2022 between Mr. Thierry Ballenghien, Balwen Holding and certain corporate officers and employees of the Company (Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou), which came into force on the date of listing of the Company's shares on Euronext Growth. The purpose of this agreement is the concerted exercise of the voting rights attached to the shares of the Company that the parties to the agreement hold and will hold in a concerted manner, in order to implement a common policy with respect to the Company by maintaining its control in terms of voting rights. This shareholder' agreement constitutes a concerted action within the meaning of Article L. 233-10 of the French Commercial Code, in which Mr. Thierry Ballenghien, directly and indirectly, is predominant.

At 31 December 2022, Mr. Thierry Ballenghien and his family (directly and indirectly through Balwen Holding), together with the other shareholders who declared that they were acting in concert (Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou) held, directly or indirectly, 66.40% of the share capital and 71.45% of the voting rights of the Company.

As a result, the concerted parties to the shareholders' agreement (i.e. Mr. Thierry Ballengien, Balwen Holding, Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou), within which Mr. Thierry Ballenghien, directly and indirectly, remains the majority shareholder, retains a large majority of the voting rights.

The previous shareholders' agreement relating to the Company was terminated on 25 February 2022. This termination has no impact on the financial statements.

2.2. Significant events after 31 December 2022

2.2.1. Acquisitions

On 15 February 2023, the Group acquired 100% of the share capital of Fimor Electronics, a French manufacturer of human-machine interface solutions and distributor of customised technical parts, with revenue of €6.2 million in 2022 and with a base of 350 active customers, mainly from the medical, automotive, high-tech and telecommunications sectors. Formerly a wholly-owned subsidiary of the Fimor Group, Fimor Electronics specialises in the trading of customised technical parts, an activity that represents 80% of its revenue. The Company also has a factory specialising in the manufacturing of human-machine interface solutions, which is the Company's second-largest activity and generates 20% of its annual revenue. Fimor Electronics also has a service office in Foshan, China, responsible for commercial and technical relations with a dozen local suppliers.

The acquisition of Fimor Electronics aims to consolidate the Group's positioning on the market for "customised" electromechanical parts and enhances the product offering of its Cipem entity. The Group also intends to take advantage of the existing commercial and purchasing synergies with Fimor Electronics to strengthen its growth in the technical parts market, and to pursue its industrial strategy with this acquisition by acquiring a new plant in Europe, which will be dedicated to local production for high value-added industrial sectors.

2.2.2. Divestment of the Group's activities in Russia

The Group has a subsidiary located in Russia, Icape Rus, a company incorporated under Russian law whose main activity is the marketing of printed circuit boards and off-plan technical parts in Russia and in the countries of the Eurasian Customs Union.

In view of the worsening geopolitical situation in Ukraine and Russia, on 16 January 2023, the Group announced its decision to end its Russia-based activities and to halt its order intake from 1 January 2023. Negotiations on the terms and conditions for the disposal of its assets have begun and should be completed as soon as possible.

For the financial year ended 31 December 2022, the Group generated revenue with its Russian customers - via its Icape Rus subsidiary - representing approximately 1.3% of its total revenue (i.e. approximately €2.8 million).

2.2.3. Confirmation of the Capex line

As a reminder, the banking syndicate Crédit Agricole, HSBC, BNPP and Crédit du Nord had granted the Company under the loan agreement entered into on 24 November 2022, subject to prior confirmation by the banking syndicate, an opening of a credit facility of a maximum amount of €10,000,000 intended *(x)* for the financing or refinancing of any external growth operation authorised by the loan agreement and *(y)* where applicable, the refinancing of the existing debt of the company acquired as part of an external growth operation authorised by the loan agreement (the "**Capex Loan**").

In order to refinance the acquisition price of the MMAB Group, the Company asked Crédit Agricole, HSBC, BNPP and Crédit du Nord for the confirmation of the Capex Loan, which was confirmed on 31 January 2023 and fully drawn down in the amount of €10,000,000.

2.2.4. Creation of a CSR Committee

On 28 March 2023, the Company's Board of Directors decided to amend its internal rules, in particular to harmonise them with the recommendations of the Middlenext Corporate Governance Code and to create an autonomous and fully-fledged CSR Committee.

Given that corporate social responsibility is an integral part of the Group's strategy, the CSR Committee was previously integrated in the Company's Strategy, Acquisitions and CSR Committee. In order to comply with the recommendations of the Middlenext Code and given the importance that the Group attaches to issues relating to corporate social responsibility, the Board of Directors has nevertheless decided to create an autonomous CSR Committee, chaired by an independent director, whose prerogatives are described in more detail in §3.1.4 of Chapter "*Corporate Governance Report*" of the Annual Financial Report.

The amendment of the internal rules of the Board of Directors was also an opportunity to harmonise all the independence criteria for directors with those recommended by the Middlenext Code.

3. GROUP PROFIT (LOSS) AND FINANCIAL POSITION

The following information concerning the financial position and results of the Company and its subsidiaries should be read in conjunction with the Group's consolidated financial statements for the financial year ended 31 December 2022, as they appear in the Chapter "*Consolidated Financial Statements*" of the Annual Financial Report (the "Consolidated financial statements") and prepared in accordance with IFRS standards (International Financial Reporting Standards) as published by the IASB (International Accounting Standards Board), and adopted by the European Union on 31 December 2022.

The Statutory Auditors' report on the Consolidated Financial Statements is presented in section 2 of Chapter "*Consolidated Financial Statements*" of the Annual Financial Report.

It is also recalled that in accordance with IFRS as adopted by the European Union, the accounting standards applicable to the preparation of the consolidated financial statements for the financial year ended 31 December 2022, the Group's decision to sell its subsidiary Icape Rus and its circuit board assembly business operated by the plant of its subsidiary Divsys International-Icape, which are non-strategic assets, led to these assets being treated in accordance with the provisions of IFRS 5 "Non-current assets held for the purpose of sale and discontinued operations". As a result, these assets ceased to be depreciated as from their qualification as assets held for sale and are presented on a separate line of the balance sheet, without restatement of prior periods. A discontinued operation, sold or in the process of being sold, is defined as a component of an entity that represents a separate main line of business or region. The result of these activities is presented on a separate line of the income statement.

3.1. Segmentation

In accordance with IFRS 8, the Group has identified the following five segments:

- Trade in printed circuit boards (PCB) Americas: the Group covers the Americas region from its offices in the United States, Brazil and Mexico. As in all other regions, printed circuit boards are purchased from external suppliers, mainly in China.

- Trade in printed circuit boards (PCB) - Northern Europe: the Group covers the Northern Europe region from its offices in Germany, Sweden, Netherlands, Denmark and Poland.

- Trade in printed circuit boards (PCB) – Southern Europe: the Group covers the Southern Europe region from its offices in France, Italy, Portugal and Spain.

- Trade and production of printed circuit boards (PCB) - Asia and the rest of the world: the Group covers the Asia region and the rest of the world from its offices in China, India, Japan and South Africa.

- Trading of technical parts: the Group supplies its range of technical parts via the Group's CIPEM entities.

3.2. Basis of preparation of the consolidated financial statements

The Consolidated Financial Statements have been prepared in accordance with IFRS international accounting standards, as adopted by the European Union as at 31 December 2022. The Consolidated Financial Statements were approved by the Board of Directors of the Company on 28 March 2023.

3.3. Main factors affecting the Group's results

Certain key factors as well as certain past events and transactions have had, and may continue to have, an impact on the Group's business, financial position and results presented in this section 3 of Chapter "*Management Report*". The risk factors liable to have an impact on the Group's business are described in Chapter 3 (*Risk factors*) of the Registration Document and in Chapter 2 (*Risk factors*) of the Securities Note, as updated in section 6 of Chapter "*Management Report*" of the Annual Financial Report.

The main factors that have recently had and may continue to have an impact on the Group's results include the Group's ability to (i) continue its organic growth, (ii) continue its external growth policy, (iii) improve its gross sales margin and (iv) control the impact of exchange rate changes. In addition, in response to the invasion of Ukraine by the Russian Federation, the Group announced on 16 January 2023 its decision to end its Russia-based activities and to halt its order intake from 1 January 2023 (see §2.2.2 of Chapter "*Management Report*" of the Annual Financial Report).

3.3.1. Maintaining the organic growth momentum

The Group has demonstrated its ability to continue and maintain a sustainable organic growth strategy, achieving a compound annual growth rate (CAGR) of 15.7% between 2019 and 2022. In the medium and long term, the scaling up of the investment strategy will help to strengthen the Group's economic performance. In the short term, investments related to the recruitment of new talent, which is necessary for this organic growth, will have an impact on the Group's results and will be financed by its own funds.

To continue its organic growth, the Group relies in particular on the effectiveness of its sales force and the long-term relationships of trust established with its customers (70% of the Group's customers have ordered at least once a year for more than five years). The Group's organic growth strategy is described in more detail in §5.2.1 of Chapter "*Management Report*" of the Annual Financial Report.

3.3.2. External growth transactions

As part of its external growth strategy (see in particular §5.2.3 of Chapter "*Management Report*" of the Annual Financial Report), the Group intends to continue its development by making targeted acquisitions, particularly in strategic countries, in order to expand its geographical presence and enrich its offering. In recent years, the Group has made targeted acquisitions that have significantly contributed to the growth of its activities and the development of its product and service offering. The acquisitions made by the Group in 2022 are described in §2.1.3 of Chapter "*Management Report*" of the Annual Financial Report.

3.3.3. Price trends and control of structural costs

Printed circuit boards are a product composed of several different raw materials, the prices of which depend mainly on the price of oil, copper, gold, silver and tin.

Electricity generation in China was historically and predominantly based on coal. The energy mix transformations underway to ensure that China meets its international commitments (gradual substitution of coal by gas and nuclear energy) have meant electricity production in China has been affected by restrictions, strong tensions and price increases. In particular, coal is being replaced by gas and nuclear power. Changes in gas prices will therefore also have a greater impact on prices in the coming years.

The price of printed circuit boards is also closely linked to labour costs in China and the USD/CNY exchange rate.

These changes could have a negative impact if they are not sufficiently controlled or not passed on by the Group to sales prices, which would impact the cost of sales and therefore the Group's gross sales margin.

For more information, please refer to section 3.2 (*Risks related to prices and/or shortages of raw materials among suppliers*) of the Registration Document.

3.3.4. Changes in the exchange rate

The currency mainly used in the printed circuit board market is the US dollar (USD).

Exposure to operational currency risk arises from purchases and sales made in currencies other than the functional currencies of the Group's subsidiaries. However, this risk is limited due to the fact that sales and purchases of goods are mainly denominated in dollars, thus allowing natural hedging supplemented by the use of bank accounts in foreign currencies.

The Group had not used foreign exchange risk hedges as at 31 December 2022 (see note 4.14.4 "*Exchange risk*" of the Consolidated Financial Statements).

However, although the Group monitors exchange rate trends on a regular basis, fluctuations in the exchange rates of the Group's functional currencies, and in particular fluctuations in the dollar, may have a significant impact on the Group's results and cash flows, the value in euros of its assets and liabilities, and its equity and, consequently, its financial position.

Below is a table showing the sensitivity of the Group's revenue and profit (loss) from continuing operations to changes in the dollar, rouble and renminbi (yuan). The negative changes correspond to a depreciation in the euro compared to the currency and the positive changes correspond to an appreciation in the euro compared to the currency.

Sensitivity of all currencies USD/CNY	In millions of euros	Currency / EUR (-10%)	Currency / EUR (-5%)	Currency / EUR (0%)	Currency / EUR (+5%)	Currency / EUR (+10%)
	Revenue	203.2	211.5	219.6	227.7	236.0
	ROC	9.6	9.8	10.0	10.1	10.3

3.3.5. Impact of the global COVID-19 pandemic

The Group enjoys a privileged position in the context of increased barriers to entry resulting from the global COVID-19 pandemic and the resulting restrictions. The restrictions, which affected and continue to affect travel to and from China, have severely restricted the ability of customers without offices in China to establish or maintain commercial relations with printed circuit board suppliers, either directly or via an intermediary that does not itself have a stable presence in China.

The Icape Group, which has a strong presence in China, has a leading advantage in this regard due to its established international positioning and is thus able to meet the secure supply demand for customers in the electronics sector.

3.3.6. Seasonality

Due to the Chinese New Year and the closure of factories for three weeks in February each year, the seasonality of revenue is impacted downwards during the first quarter.

3.4. Methodological note on the main income statement items and indicators

3.4.1. Revenue

The Group's revenue is broken down into two product categories:

- trade in printed circuit boards (PCB - Printed Circuit Board), driven by ICAPE entities;

- trading in technical parts (Tech Parts), such as cables and connectors, adapters, batteries, keyboards, screens, remote controls, etc., carried by CIPEM entities.

Revenue is considered to be realised upon the transfer of control of the goods delivered as defined during the commercial transaction (International Commercial Terms - Incoterms).

Product prices are fixed amounts (i) with no variable compensation (no discounts, reductions or rebates are granted), and (ii) without a significant financing component, with payments for services once delivery has been made.

3.4.2. Cost of sales

The cost of sales is an alternative performance indicator, consisting of items presented in the Group's profit and loss account and notes to the financial statements, and includes the following items: (i) consumables purchased, (ii) transport costs (included in "external expenses" in the profit and loss account) and (iii) remuneration of agents' fees (included in "external expenses" in the profit and loss account).

Consumables purchased mainly correspond to purchases of printed circuit boards and technical parts for resale, purchases of raw materials in the normal course of the Group's business, adjusted for changes in goods stocks.

Transport costs and remuneration of agents' fees are included in the cost of sales.

These items are also presented in the Consolidated Financial Statements (income statement and note 3.2 relating to external expenses in the Consolidated Financial Statements).

3.4.3. Payroll costs

Payroll costs consist mainly of salaries and wages paid to employees, social security and welfare expenses, costs related to employee profit-sharing as well as expenses related to share-based payments and provisions for pensions. These items are also presented in the Consolidated Financial Statements (note 3.3 on personnel expenses in the Consolidated Financial Statements).

3.4.4. Profit (loss) from continuing operations before depreciation and amortisation (Current EBITDA) and Adjusted Current EBITDA

Profit (loss) from continuing operations before depreciation and amortisation ("Current EBITDA") is understood to be the profit (loss) from continuing operations before depreciation and amortisation of non-current assets.

The "Adjusted Current EBITDA" presented in segment information 3.1.2 of the Consolidated Financial Statements corresponds to Current EBITDA restated for the impact of share-based payments (IFRS 2).

3.4.5. Profit (loss) from continuing operations

Profit (loss) from continuing operations is the difference between a company's operating income and expenses. It corresponds to the profit realised as a result of the usual use of the Company's factors of production. It is, therefore, the profit (loss) from continuing operations before other operating income and expenses.

3.4.6. Net finance income (expense)

The net finance income (expense) corresponds to all financial items presented in the profit and loss account:

(i) the cost of net financial debt, which corresponds to the costs related to the items of financial debt, net of any income generated by cash. The cost of debt mainly includes interest on bank loans, recognised using the effective interest method, and interest on lease liabilities determined in accordance with IFRS 16 for all leases;

(ii) other financial income and expenses, which are not of an operating nature and are not part of the net cost of debt excluding IFRS 16, mainly foreign exchange losses.

3.4.7. Income tax

At the end of the financial year, there was a tax consolidation group within the French companies (five entities) and the Group's two US subsidiaries.

The income tax expense represents the sum of current tax and deferred tax of consolidated companies. The tax expense is calculated according to the tax laws in force or in force at the reporting date in the countries where the Company and its subsidiaries operate.

The amount of current tax due (or receivable) is determined on the basis of the best estimate of the amount of tax that the Group expects to pay (or receive) reflecting, where applicable, the uncertainties related to it.

The contribution on the value added of companies (CVAE), based on the value added of the company accounts, is analysed by the Group as an income tax.

The amount of deferred taxes corresponds to the impact of temporary differences between the carrying amount of the assets and liabilities of the consolidated companies and their respective tax base to be used to determine the future taxable profit, using the tax rates in force at 31 December 2022. The main types of deferred tax are the capitalisation of tax loss carryforwards and customer relationships on acquisitions (see Note 4.10 to the Consolidated Financial Statements).

3.4.8. Net income

Net income is the result of (i) other operating income and expenses, (ii) financial income and (iii) tax expense on current operating income.

3.4.9. Main performance indicators

The Group's main performance indicators are (i) revenue, (ii) the gross sales margin, (iii) Current EBITDA, (iv) Adjusted Current EBITDA and (v) profit (loss) from continuing operations (EBIT). These performance indicators (analysed respectively in §3.5.1, 3.5.3, 3.5.6 and 3.5.8 of Chapter "*Management Report*" of the Annual Financial Report) are regularly monitored by the Group to analyse and assess its activities and trends, measure their performance, prepare earnings forecasts and make strategic decisions. Consequently, the definitions used by the Group may not correspond to the definitions given to these same terms by other companies, and therefore may not be comparable. These measures should not be used to exclude or replace IFRS measures. The tables below present these indicators for the periods indicated and their calculations.

3.4.9.1. Definition of gross sales margin and IFRS reconciliation

The gross sales margin is an alternative performance indicator within the meaning of AMF position no. 2015-12. This indicator should not be considered as a substitute for operating income, net income, cash flows from operating activities, which are measures defined by IFRS, or a liquidity measure. Other issuers may calculate the gross sales margin differently from the definition used by the Group.

The gross margin is equal to the Group's consolidated revenue restated for the cost of sales as defined in §3.4.2 of Chapter "*Management Report*" of the Annual Financial Report.

The tables below represent the main performance indicators monitored by the Group and their construction based on the financial statements:

(In thousands of euros)	31/12/2022	31/12/2021	VAR % 2021/2020
Revenue	**219,644**	**163,880**	**34%**
Consumables purchased	*(157,422)*	*(125,101)*	26%
Transport	*(11,290)*	*(7,794)*	45%
Remuneration agents' fees	*(1,255)*	*(1,872)*	(33%)
Cost of sales	**(169,967)**	**(134,767)**	**26%**
Gross sales margin	**49,677**	**29,113**	**71%**
Other purchases and external expenses	*(8,007)*	*(4,985)*	61%
Payroll costs	*(26,514)*	*(17,285)*	53%
Taxes and charges	*(241)*	*(330)*	(27%)
Other operating income and expenses	*(352)*	*54)*	552%
Current EBITDA (1)	**14,563**	**6,459**	**125%**
- Share-based payment expenses (incl. in payroll costs)	*60*	*101*	(41%)
Adjusted Current EBITDA (2)	**14,623**	**6,560**	**123%**
Depreciation and amortisation (3)	*(4,604)*	*(2,206)*	109%
Profit (loss) from continuing operations (EBIT) (1) + (3)	**9,959**	**4,253**	**134%**

Gross sales margin/revenue ratio	*22.62%*	*17.76%*
Current EBITDA/revenue ratio	*6.63%*	*3.94%*
Adjusted Current EBITDA/revenue ratio	*6.66%*	*4.00%*
Profit (loss) from continuing operations/revenue ratio	*4.53%*	*2.60%*

3.4.9.2. Current EBITDA and Adjusted Current EBIDTA

Current EBITDA (profit (loss) from continuing operations before depreciation and amortisation) is a measure of operating performance, defined as profit (loss) from continuing operations restated for net additions to intangible assets and property, plant and equipment, as presented in the income statement of the Consolidated Financial Statements. Adjusted Current EBIDTA consists of restating the IFRS 2 impact of share-based payment expenses from Current EBITDA.

	31/12/2022					
(In thousands)	PCB Americas	PCB Northern Europe	PCB Southern Europe	PCB Asia and the Rest of the World	CIPEM	TOTAL
Revenue	16,757	54,427	66,924	47,946	33,591	**219,644**
EBITDA	414	3,436	4,641	3,627	2,443	**14,562**
Share-based payments	(7)	(19)	(22)	(9)	(11)	**(69)**
Adjusted EBITDA	421	3,456	4,663	3,637	2,453	**14,631**
Depreciation and amortisation	(217)	(1,559)	(1,134)	(1,297)	(397)	**(4,604)**
Profit (loss) from continuing operations	197	1,878	3,507	2,331	2,046	**9,959**

	31/12/2021					
(In thousands)	PCB Americas	PCB Northern Europe	PCB Southern Europe	PCB Asia and the Rest of the World	CIPEM	TOTAL
Revenue	13,873	17,151	58,654	47,315	26,887	**163,880**
EBITDA	115	(211)	2,340	2,735	1,480	**6,459**
Share-based payments	(15)	(14)	(52)	(21)	(19)	**(120)**
Adjusted EBITDA	129	(197)	2,391	2,755	1,500	**6,579**
Depreciation and amortisation	(217)	(264)	(680)	(836)	(208)	**(2,206)**
Profit (loss) from continuing operations	(103)	(475)	1,660	1,899	1,272	**4,253**

3.5. Presentation of the Group's consolidated profit (loss) for the 2022 financial year

The table below shows the Group's income statement (in thousands of euros) for each of the financial years ended 31 December 2021 and 2022:

(In thousands of euros)	Notes	31/12/2022	31/12/2021
Revenue	3.1	219,644	163,880
Consumables purchased		(157,422)	(125,101)
External expenses	3.2	(20,552)	(14,651)
Payroll costs	3.3	(26,514)	(17,285)
Taxes and charges	3.4	(241)	(330)
Other operating income and expenses		(353)	(55)
Profit (loss) from continuing operations before depreciation and amortisation (Current EBITDA) (1)		14,562	6,459
Depreciation and amortisation	3.5	(4,604)	(2,206)
Profit (loss) from continuing operations		9,959	4,253
Gains and losses on disposal of consolidated investments		(50)	-
Other operating income and expenses	3.6	123	195
Profit (loss) from operations		10,032	4,448
Cash income and expenses		(446)	(18)
Cost of gross financial debt	3.7	(524)	(273)
Cost of net financial debt		(970)	(291)
Other financial income and expenses	3.8	(1,358)	(694)
Income before tax		7,703	3,463
Income tax	3.9	(439)	(635)
Net income from operations held for sale or discontinued operations		(1,974)	(341)
Net income		5,291	2,487
Group share		5,476	2,451
Share of non-controlling interests		(185)	36
Earnings per share, Group share	3.10	€0.80	€0.43
Diluted earnings per share, Group share	3.10	€0.80	€0.42

(1) Current EBITDA is one of the business management indicators used to measure the Group's operating performance (see note 2.5.16 of the Consolidated Financial Statements).

3.5.1. Revenue by revenue type and operating segment

(In thousands of euros)	31/12/2022	31/12/2021
Printed circuit boards	186,034	136,968
Technical parts	33,611	26,882
Central services	169	30
Revenue	**219,644**	**163,880**

Revenue (In thousands of euros)	31/12/2022	31/12/2021	VAR % 2022/2021
Operating segments			
PCB Southern Europe	66,924	58,654	14%
PCB Asia and the Rest of the World	47,946	47,315	1%
CIPEM	33,611	26,887	25%
PCB Northern Europe	54,406	17,151	217%
PCB Americas	16,757	13,873	21%
Total	**219,644**	**163,880**	**34%**

Revenue amounted to €219.6 million for the financial year ended 31 December 2022 compared to €163.8 million for the financial year ended 31 December 2021, i.e. an increase of €55.8 million, representing growth of 34%. This growth is mainly due to organic growth in the Group's subsidiaries of 12% and to external growth transactions, the latter having an impact of +€35.7 million on revenue for the financial year ended 31 December 2022.

The change in revenue by operating segment shows that growth is occurring in all segments and in particular in the following three:

(i) PCB Southern Europe: +14%, from €58.6 million to €66.9 million, notably due to the acquisition of Lusodabel in Portugal and the increase in the volume of activity in the French subsidiaries;

(ii) PCB Northern Europe: +217%, from €17.1 million at 31 December 2021 to €61.7 million at 31 December 2022, through two acquisitions in the segment (Mon Print in Denmark and MMAB Group in Sweden) and the contribution of the PCB activities of SAFA 2000 GmbH acquired in Germany;

(iii) CIPEM: +25%, from €26.9 million at 31 December 2021 to €33.6 million at 31 December 2022, through the contribution to the CIPEM activities of the acquisition of SAFA 2000 GmbH in Germany;

(iv) PCB Americas: +21%, from €13.4 million as at 31 December 2021 to €16.8 million at 31 December 2022, reflecting the investments made in the sales force.

3.5.2. Cost of sales

The cost of sales includes the following items: (i) consumables purchased, (ii) transport costs (included in "external expenses" in the profit and loss account) and (iii) remuneration of agents' fees (included in "external expenses" in the profit and loss account).

(In thousands of euros)	31/12/2022	31/12/2021	VAR % 2022/2021
Consumables purchased	*(157,422)*	*(125,101)*	26%
Transport	*(11,290)*	*(7,794)*	45%
Remuneration agents' fees	*(1,255)*	*(1,872)*	(33%)
Cost of sales	**(169,967)**	**(134,767)**	**26%**

During the financial year ended 31 December 2022, the Group's cost of sales increased by €35.2 million compared to the financial year ended 31 December 2021, i.e. +26%. This increase is mainly correlated with the purchases consumed, which are in line with the increase in revenue, but also with an increase in transport costs which is explained both by the development of IQTS business (express printed circuit board manufacturing services), an activity with a higher margin and more sensitive to the increase in transport costs.

The Group's purchases consumed increased by 26% during the financial year ended 31 December 2022. This change is in line with the increase in revenue over the same period. We have seen significant gains from the Group's purchasing performance materialised by the improvement in the ratio of purchases consumed to revenue, which rose from 76.3% to 71.7% at the end of 2022 financial year.

Transport costs amounted to €11.3 million during the financial year ended 31 December 2022, compared with €7.8 million during the financial year ended 31 December 2021. They represented 5.1% of revenue in 2022, compared to 4.8% of revenue in 2021. This increase is mainly due to the development of IQTS activities and the increase in international transport costs.

Agent compensation represents 0.6% of revenue for the financial year ended 31 December 2022, compared with 1.14% of revenue for the financial year ended 31 December 2021. This decrease is due to the acquisition of the agent Birkner in Germany in early 2022, which is now part of the Group's workforce.

3.5.3. Gross sales margin

(In thousands of euros)	31/12/2022	31/12/2021	VAR % 2022/2021
Revenue	219,644	163,880	34%
Cost of sales	(169,967)	(134,767)	26%
Gross sales margin	**49,677**	**29,113**	**71%**
Gross sales margin/revenue ratio	*22.6%*	*17.8%*	

Following the change in revenue and cost of sales described above, the Group's gross sales margin amounted to €49.7 million for the financial year ended 31 December 2022 compared to €29.1 million for the financial year ended 31 December 2021. The strong increase in the gross margin reflects the success of the external growth policy undertaken since 2021, with targets all presenting gross margins exceeding 25%.

In addition, the increase in the Group's purchasing volumes enabled us to obtain better prices from our suppliers and thus significantly improve our Group gross margin.

3.5.4. Other external expenses

Other external expenses are broken down as follows:

(In thousands of euros)	31/12/2022	31/12/2021	VAR % 2022/2021
Administrative expenses & subcontracting	(2,308)	(1,390)	66%
Travel, assignments	(1,393)	(864)	61%
Insurance premiums	(742)	(862)	(14%)
Advertising & Marketing	(556)	(436)	27%
Remuneration of intermediaries & fees	(1,251)	(796)	57%
Banking services	(705)	(572)	23%
Low-value/short-term lease expenses	(1,053)	(776)	36%
Other external expenses	**(8,007)**	**(5,697)**	**41%**

External expenses for the financial year ended 31 December 2022 amounted to €8 million compared to €5.7 million for the financial year ended 31 December 2021, i.e. an increase of €3.3 million (+41%).

This increase is mainly due to:

- the increase of €1.1 million in administrative and subcontracting expenses for the financial year ended 31 December 2022. The Group made greater use of these external consultants and service providers during this period, particularly as part of the preparation of the proposed IPO;

- the increase of €0.6 million in travel/assignment expenses for the financial year ended 31 December 2022 which is closely related to the reopening of borders after the global Covid-19 pandemic;

- the €0.5 million increase in intermediaries' fees at 31 December 2022, reflecting the actions of the merger and acquisition department through external growth.

3.5.5. Payroll costs

Payroll costs can be broken down as follows:

(In thousands of euros)	31/12/2022	31/12/2021
Remuneration for staff	(22,132)	(14,298)
Social security and welfare charges	(4,234)	(2,809)
Provisions for retirement benefit obligations	(78)	(57)
Charges on Stock Options and Free Shares	(69)	(120)
Payroll costs	**(26,513)**	**(17,285)**

Payroll costs amounted to €26.2 million, up by €8.9 million compared to 2021, i.e. an increase of 51.65% over the period. This increase is mainly due to the increase in the workforce, mainly from employees of the companies acquired during the 2022 financial year.

3.5.6. Current EBITDA and Adjusted Current EBITDA

(In thousands of euros)	31/12/2022	31/12/2021	VAR % 2021/2020
Revenue	**219,644**	**163,880**	**34%**
Consumables purchased	*(157,422)*	*(125,101)*	26%
Transport	*(11,290)*	*(7,794)*	45%
Remuneration agents' fees	*(1,255)*	*(1,872)*	(33%)
Cost of sales	**(169,967)**	**(134,767)**	**26%**
Gross sales margin	**49,677**	**29,113**	**71%**
Other purchases and external expenses	*(8,007)*	*(4,985)*	61%
Payroll costs	*(26,514)*	*(17,285)*	53%
Taxes and charges	*(241)*	*(330)*	(27%)
Other operating income and expenses	*(352)*	*54)*	552%
Current EBITDA (1)	**14,563**	**6,459**	**125%**
- Share-based payment expenses (incl. in payroll costs)	*60*	*101*	(41%)
Adjusted Current EBITDA (2)	**14,623**	**6,560**	**123%**
Depreciation and amortisation (3)	*(4,604)*	*(2,206)*	109%
Profit (loss) from continuing operations (EBIT) (1) + (3)	**9,959**	**4,253**	**134%**

Gross sales margin/revenue ratio	***22.62%***	***17.76%***
Current EBITDA/revenue ratio	***6.63%***	***3.94%***
Adjusted Current EBITDA/revenue ratio	***6.66%***	***4.00%***
Profit (loss) from continuing operations/revenue ratio	***4.53%***	***2.60%***

Current EBITDA (the profit (loss) from continuing operations before depreciation and amortisation) for the financial year ended 31 December 2022 stood at €14.6 million compared to €6.5 million for the financial year ended 31 December 2021, i.e. an increase of €8 million.

Current EBITDA increased over the period due to the growth in the Group's activity. The Current EBITDA/revenue ratio improved significantly for the financial year ended 31 December 2022 (6.6% compared to 4.0% at 31 December 2021).

Adjusted Current EBITDA presented corresponds to Current EBITDA restated for the cost of share-based payments, the expense of which was limited to €60 thousand in 2022 following the exercise of all of the share-based warrants at the time of the IPO in July 2022. Adjusted Current EBITDA, therefore, follows the same trend as Current EBITDA. The Adjusted Current EBITDA/revenue ratio amounts to 6.6% and 4.0% respectively for the 2022 and 2021 financial years.

3.5.7. Depreciation and amortisation

The amount of depreciation and amortisation expense increased for the financial year ended 31 December 2022 compared to the financial year ended 31 December 2021, from €2.2 million to €4.6 million, i.e. an increase of 109%.

Depreciation and amortisation are mainly related to the depreciation and amortisation of the Group's property, plant and equipment, of customer relationships of the acquisitions recognised as assets, and of rights of use of leases (IFRS 16).

Details of depreciation and amortisation expenses can be found in note 3.5 to the Consolidated Financial Statements.

3.5.8. Profit (loss) from continuing operations

As a result of the factors described above, profit (loss) from continuing operations (EBIT) increased from €4.4 million for the financial year ended 31 December 2021 to €10.0 million for the financial year ended 31 December 2022, which is explained by the increase in the Group's activities (as the gross sales margin/revenue and Current EBITDA/revenue ratios increased respectively from 17.8% to 22.6% and from 2.6% to 4.5% between 31 December 2022 and 31 December 2022).

3.5.9. Other operating income and expenses

Other operating income and expenses represented income of €0.1 million at 31 December 2022, compared with income of €0.2 million at 31 December 2021. Other operating income and expenses mainly include non-recurring items, the nature of which varies from one financial year to another and which are not significant for the Group. These items are presented in Note 3.6 to the Consolidated Financial Statements.

3.5.10. Net finance income (expense)

The two aggregates comprising the Group's net financial income are presented below:

3.5.10.1. Cost of financial debt

This cost represents an expense of €0.5 million for the financial year ended 31 December 2022, compared to an expense of €0.3 million at 31 December 2021.

(In thousands of euros)	31/12/2022	31/12/2021
Interest expense on loans	(524)	(278)
Cost of gross financial debt (1)	**(524)**	**(278)**
of which cost of gross financial debt related to IFRS 16 lease liabilities (2)	(244)	(189)
Total borrowings and financial debt (3)	**43,595**	**38,223**
Gross cost of debt (1)/(3)	***1.20%***	***0.73%***
Total borrowings and financial debt excluding IFRS 16 (4)	**36,084**	**31,654**
Gross cost of debt excluding IFRS 16 (1)-(2)/(4)	***2.13%***	***1.48%***

All of the Group's bank loans are presented in Note 4.9 to the Consolidated Financial Statements.

3.5.10.2. Other financial income and expenses

Other financial income and expenses represented an expense of €1.3 million at 31 December 2022, compared with an expense of €0.7 million at 31 December 2021.

These losses are mainly due to the revaluation of bank accounts in foreign currencies and therefore to changes in exchange rates, in particular on the USD which represented €0.8 million at 31 December 2022.

These items are also presented in note 3.8 to the Consolidated Financial Statements.

3.5.11. Income tax

The Group's income tax expense amounted to €0.4 million at 31 December 2022, compared with €0.6 million at 31 December 2021.

The effective tax rate was 7.7% for the 2022 financial year, compared to 20.3% for the 2021 financial year. In 2022, the effective tax rate appears at 7.7% due to the effect of non-taxable income from the recognition of badwill of €0.5 million and income from the French tax consolidation which was higher than in 2021. Restated for these effects, the effective tax rate would have been calculated at 22%.

3.5.12. Net income

During the financial year ended 31 December 2022, net income increased by €3 million compared to the previous financial year to reach €5.5 million.

3.6. Cash and equity statement

This section presents information on the Group's equity, liquidity and sources of funding.

3.6.1. General overview

The Group's main financing needs include its working capital requirements, capital expenditure, particularly in the context of its development and external growth strategy, loan repayments and interest payments.

The Group's gross cash amounted to €28 million at 31 December 2022, compared with €26 million at 31 December 2021. The analysis of changes in cash flows is detailed in §3.6.2 ("*Consolidated cash flows of the Group*") of the Annual Financial Report.

The Group uses its cash to finance its current operating needs, but also its tangible and intangible capital expenditure, particularly in terms of industrial equipment, computer hardware and software, and to a lesser extent transport and office equipment.

In a context of uncertainty due to external, health, economic, financial and regulatory factors, the Group mains its goal to generate cash through the results of its operating performance and the rigorous targeting of its investments. The Group's ability to generate cash in the future through its operating activities will depend on its future operating performance, which is itself dependent, to a certain extent, on economic, financial, competitive, market, regulatory and other factors, most of which are outside the Group's control (see risk factors described in Chapter 3 (*Risk Factors*) of the Registration Document and Chapter 2 (*Risk Factors*) of the Securities Note, as updated in section 6 of Chapter "*Management Report*" of the Annual Financial Report).

Readers are invited to read the following information on the Group's cash flows in conjunction with the Consolidated Financial Statements, as they appear in the Chapter "*Consolidated Financial Statements*" of the Annual Financial Report, as it is the subject of an audit report by the Statutory Auditor included in section 2 of Chapter "*Consolidated Financial Statements*" of the Annual Financial Report.

3.6.2. Consolidated cash flows of the Group

Changes in the Group's cash amounted to +€2 million and +€2 million, respectively, for the financial years ended 31 December 2022 and 31 December 2021.

The Group uses its cash to finance its capital expenditure and its current operating needs. The Group's cash is mainly denominated in euros.

The table below shows the various cash flows for the financial years ended 31 December 2021 and 2022:

(In thousands of euros)	Notes	31/12/2022	31/12/2021
Net income		5,291	2,487
Adjustments			
Elimination of depreciation, amortisation and provisions		3,298	2,469
Elimination of gains and losses on disposal and dilution gains and losses		141	19
Calculated income and expenses related to share-based payments		51	86
Cash flow after cost of net financial debt and tax		**8,781**	**5,061**
Elimination of tax expense (income)		439	635
Elimination of the cost of net financial debt		970	291
Cash flow before cost of net financial debt and tax		**10,190**	**5,988**
Change in working capital requirement	5.1	(6,714)	(4,709)
Impact of the change in loan issuance costs		(243)	-
Taxes paid		(271)	(891)
Cash flow from operating activities		**2,961**	**388**
Acquisition of subsidiaries, less cash acquired	4.1.0	(16,513)	(6,190)
Acquisition of property, plant and equipment and intangible assets		(4,536)	(2,213)
Change in loans and advances granted		219	(31)
Disposal of property, plant and equipment and intangible assets		403	77
Cash flow from investment activities		**(20,428)**	**(8,357)**
Capital increase		17,678	376
Net disposal (acquisition) of treasury shares	4.7.3	(196)	(25)
Borrowings	4.9	16,020	11,917
Repayment of borrowings	4.9	(13,537)	(2.487)
of which IFRS 16 borrowings	4.9	*(2,019)*	*(1,144)*
Financial interest paid		(946)	(295)
of which net financial interest paid IFRS 16		*(244)*	*(189)*
Dividends paid to Group shareholders		-	(224)
Cash flow from financing activities		**19,020**	**9,262**
Impact of exchange rate fluctuations (*)		713	938
Impact of the application of IFRS 5		(220)	(255)

Change in cash		**2,046**	**1,977**
Cash	4.6	26,006	23,682
Bank loans (passive cash)	4.9	(109)	(16)
Opening cash position		**25,897**	**23,666**
Cash	4.6	27,988	25,751
Bank loans (passive cash)	4.9	(47)	(109)
Closing cash		**27,941**	**25,642**

3.6.2.1. Cash flow from operating activities

The Group's net cash from operating activities amounted to €2.9 million for the financial year ended 31 December 2022 compared to €0.4 million for the financial year ended 31 December 2021.

The Group's net cash flow related to operating activities increased by €2.5 million during the financial year ended 31 December 2022 compared to the financial year ended 31 December 2021. This increase is mainly the result of the improvement in the Group's cash flow, which reflects the Group's good performance during the past financial year. In addition, the change in working capital was properly controlled, amounting to €6.4 million at 31 December 2022 compared to €4.7 million at 31 December 2021. The ratio of working capital to earnings remained stable at around 3%.

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Impact of changes in stock	3,930	(8,105)
Impact of changes in trade receivables	7,579	(13,661)
Impact of changes in trade payables	(18,223)	17,056
Change in working capital requirement	(6,714)	(4,709)

The working capital requirement ("WCR") can be broken down as follows, it being specified that the Group mainly analyses the "simplified" WCR which is calculated on the basis of stock and work-in-progress, trade and other receivables and trade and other payables:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Inventory and work-in-progress	13,856	15,799
Trade and other receivables	45,532	45,792
Trade and other payables	56,526	62,209
"Simplified" working capital requirement	**(2,863)**	**(618)**
Other current WCR receivables	(631)	641
Other current liabilities (excluding suppliers of non-current assets)	(89)	(162)
Working capital requirement	**(3,405)**	**(138)**

The change in working capital presented in operating cash flow is net of currency effects, changes in scope and other reclassification and scrapping effects. It is broken down as follows:

(In thousands of euros)	31/12/2022	31/12/2021
Working capital requirement	**(3,405)**	**(138)**
Effect of change in arithmetic WCR (1)	(3,543)	(5,833)
Currency effect (2)	(614)	(671)
Scope effect (3)	(1,404)	1,560
Impact of reclassifications or scrapping (4)	(1,153)	234
Change in working capital requirement (1 + 2 + 3 + 4)	**(6,714)**	**(4,709)**

The Group's ability to generate cash in the future through its operating activities will depend on its future operating performance, which is itself dependent, to a certain extent, on economic, financial, competitive, market, regulatory and other factors.

3.6.2.2. Cash flow from investment activities

The cash flow from investments led to cash consumption of €20.4 million in 2022, i.e. €12.1 million more than in 2021. This change corresponds to the various external acquisitions made over the period (net of cash acquired): the acquisition in April 2022 of the entire share capital of SAFA 2000 based in Germany, the acquisition in August 2022 of the entire share capital of Mon Print based in Denmark, the acquisition in September 2022 of the entire share capital of Lusodabel based in Portugal and the acquisition in December 2022 of the entire share capital of MMAB Group based in Sweden.

3.6.2.3. Cash flow from financing activities

The cash flow from the financing of the activity resulted in the generation of €19.03 million and the generation of €9.2 million over the years 2022 and 2021.

The net cash used by the financing activities increased by €9.8 million during the financial year ended 31 December 2022 compared to the financial year ended 31 December 2021. This change is mainly due to (i) the issuance of new funding over the period for €16 million, mainly used to finance the acquisition of SAFA 2000, Mon Print, Lusodabel and MMAB Group, and (ii) the capital increase resulting from the IPO of €17.7 million.

3.6.3. Borrowing conditions and financing structure

3.6.3.1. Group financial debt

The Group's gross financial debt amounted to €43.6 million at the end of 2022 compared to €38.2 million at the end of 2021.

The change in the Group's financial debt is detailed in note 4.9 to the Consolidated Financial Statements.

The table below shows the breakdown of the Group's gross financial debt at the dates indicated:

(In thousands of euros)	31/12/2021	Issue	Repayment	Changes in exchange rates	Business combination	Reclassification	31/12/2022
Loans from credit institutions - non-current (1) (2)	9,876	13,550	(10,097)	(16)	711	532	14,555
Non-current lease liabilities (2)	5,178	2,979	-	2	-	(2,455)	5,703
Accrued interest on loans - non-current	34	-	-	-	-	(34)	-
Total Medium-/long-term financial debt	**15,088**	**16,528**	**(10,097)**	**(14)**	**711**	**(1,957)**	**20,259**
Loans from credit institutions -- current	4,549	1,428	-	(17)	-	(1,273)	4,686
Bank loans (passive cash)	109	-	(982)	(16)	939	(2)	47
Other borrowings and similar debt - current	-	-	(3)	-	4	-	2
Current lease liabilities (2)	1,391	667	(2,019)	(6)	-	1,775	1,808
Factoring debt (1) (2)	17,085	1,043	(1,418)	30	-	-	16,739
Accrued interest on borrowings - current	2	53	(34)	-	-	34	55
Total Short-term financial debt	**23,135**	**3,191**	**(4,456)**	**(10)**	**943**	**534**	**23,337**
Total borrowings and financial debt	**38,223**	**19,719**	**(14,553)**	**(24)**	**1,654**	**(1,424)**	**43,595**
(1) Borrowings presented in the statement of cash flows		16,020					
(2) Repayment of borrowings presented in the statement of cash flows			(13,537)				
Of which lease liabilities under IFRS 16*	**6,569**	**3,646**	**(2,019)**	**(5)**	**-**	**(681)**	**7,511**

(*) Lease liabilities, within the meaning of IFRS 16, mainly comprise leases on the Group's premises and, to a lesser extent, leases on vehicles and IT equipment.

The Group also monitors its level of debt with the *ratio*: net debt excluding IFRS 16/Current EBITDA excluding IFRS 16.

The change in this *ratio* over the last two financial years is presented below:

(In thousands of euros)	31/12/2022	31/12/2021
Total borrowings and financial debt excluding IFRS 16 (1)	36,084	31,654
Cash and cash equivalents (2)	27,988	26,006
Net debt excluding IFRS 16 (1-2)	**8,096**	**5,648**
Net debt with application of IFRS 16	***15,607***	***12,217***
Current EBITDA	14,562	6,459
Lease expenses related to right-of-use assets (IFRS 16)	2,234	1,222
Current EBITDA excluding IFRS 16	12,328	5,237
Net debt/Current EBITDA excluding IFRS 16	0.66	1.08

Starting in 2022, the Group also monitors its ability to repay financial debts with the *ratio*: Free cash flow/Debt servicing.

(In thousands of euros)	31/12/2022
Repayments of financial debt principal (1)	10,097
Net interest expense (2)	280
Debt servicing (1 + 2)	**10,377**
Current EBITDA	15,513
New loan taken out	14,978
Capital increase	17,529
Change in working capital requirement	(6,714)
Disbursement Capex	(4,536)
Disbursement External growth	(16,513)
Disbursement income tax	(271)
Free cash flow	**19,986**
Free cash flow/debt servicing	**1.93**

3.6.3.2. Financing through bank loans

As part of the financing of its investments and operations, the Group took out a syndicated loan of €12.8 million on 24 November 2022 with a banking syndicate composed of the banking partners, Crédit Agricole, HSBC and BNP Paribas and Crédit du Nord (see §2.1.4 of Chapter "*Management Report*" of the Annual Financial Report).

This operation made it possible to refinance existing loans, with the exception of the SGLs for an amount of €6.2 million (which are carried directly by the subsidiaries Icape - International Consulting Activities for Printed Circuit Boards and Idelec), and increase the Group's credit line by €6.6 million.

This loan includes an obligation to comply with a leverage *ratio* on the consolidated financial statements (consolidated net debt against consolidated Current EBITDA) and a debt service coverage ratio on the consolidated financial statements (free cash flow against debt servicing), as well as a pledge of the shares in Icape - International Consulting Activities for Printed Circuit Boards, Idelec and Cipem France.

Additional information on bank loan financing is provided in note 4.9 to the Consolidated Financial Statements.

3.6.3.3. *Factoring*

As part of its activity, the Group is improving its financial flexibility by introducing financing secured by its trade receivables. The Group uses factoring with a maximum amount of financing at 31 December 2022 of US$8.0 million in Hong Kong, €8.2 million in France, €1.2 million in Italy and €3.2 million in Germany. The terms are confidential but the commercial agreements on factoring fees and financing fees are in line with those of the market.

These factoring agreements have enabled the Group to finance itself:

(i) during the 2021 financial year: €17.1 million (the Group used €5.8 million of additional drawdowns on these factoring contracts, mainly in France, Hong Kong and Germany where the Group recorded the strongest growth);

(ii) during the 2022 financial year: €16.8 million (these factoring contracts come mainly from activities in France, Hong Kong and Germany where the Group recorded the strongest growth).

3.6.3.4. *Financing through capital increases*

The capital increases carried out by the Company during the financial year ended 31 December 2022 are summarised in §2.1.2 of Chapter "*Management Report*" of the Annual Financial Report.

3.6.3.5. *Off-balance sheet commitments*

Commitments were made to banks in connection with certain bank financing.

These include the pledging of the shares of Icape - International Consulting Activities for Printed Circuit Boards, Idelec Icape and Cipem France for the benefit of the banking syndicate, Crédit Agricole, HSBC, BNPP and Crédit du Nord when the loan agreement was set up on 24 November 2022 described in §2.1.4 of Chapter "*Management Report*" of the Annual Financial Report.

3.6.4. Restriction on the use of capital

The Group took out a syndicated bank loan of €12.8 million in November 2022 with Crédit Agricole, HSBC, BNP Paribas and Crédit du Nord. This loan includes an obligation to comply with a financial leverage *ratio* on the consolidated financial statements (R1: consolidated net debt against consolidated Current EBITDA) and a debt service coverage ratio on the consolidated financial statements (R2: free cash flow against debt servicing).

This *R1 ratio* must not exceed two. At 31 December 2022, this *ratio* is respected.

This *R2 ratio* must exceed 1.1. At 31 December 2022, this *ratio* is respected.

3.7. Factors affecting the comparability of the consolidated financial statements

Scope of consolidation

As part of its international development, during the 2022 financial year, the Group has integrated:

- SAFA 2000 in Germany held at 100%,
- MON PRINT in Denmark held at 100%,
- Lusodabel in Portugal held at 100%,
- MMAB Group AB in Sweden held at 100%,
- Malmö Monsterkort AB in Sweden held at 100%,
- MMAB Kft in Hungary held at 100%,
- MMAB Sro in the Czech Republic held at 100%.

In 2022, the Group also created the 100%-owned companies, Cipem Deutschland in Germany and GIE Cipem in France.

In 2022, the Group liquidated Icape Brazil HK, which was removed from the scope of consolidation. The liquidation of the subsidiary was initiated by the Group following the gradual transfer of its business to Icape HK Company.

Change in consolidation method
NA.

Reclassification of financial instruments
NA.

4. INFORMATION CONCERNING THE PARENT COMPANY (ICAPE HOLDING SA)

4.1. Presentation of the Company's results

For the 2022 financial year, the Company generated revenue of €4,569,176, which shows an increase compared to our previous financial year, at the end of which it amounted to €3,489,117, i.e. an upward difference of 30.1%.

After recording our "Operating subsidies", "Reversal of depreciation, amortisation and provisions - expense transfers" and "Other income" for €146,026, the total operating income came to €4,715,202.

Operating expenses showed the same increase of around 36.7%, amounting to €6,802,954 compared to €4,976,836 last year.

Their variation by major item, from one financial year to another can be highlighted by the table below:

	2021	2022
Raw materials	/	/
External expenses	€1,691,896	€2,806,506
Taxes and charges	€103,750	€116,762
Wages and social security contributions	€3,055,540	€3,491,084
Depreciation and amortisation	€79,957	€90,355
Other expenses	€45,692	€298,246

In view of the figures presented above, the Company's operating profit (loss) shows a negative balance of €2,087,752.

Financial expenses amounted to €2,849,272.

However, these financial expenses were fully offset by financial income, which amounted to €3,038,825, including significant income from our subsidiaries and equity investments.

The Company's net finance income (expense), therefore, is positive at €189,553, representing a decrease of 89.1% compared to the previous financial year.

As a result, the Company's current operating profit (loss) before tax showed a loss of €1,898,199, a decrease of 713.5%.

Ultimately, after deducting the non-recurring loss of €883,325 and the recognition of corporate income tax for €(372,005), the Company's net accounting profit (loss) was a loss of €2,409,519.

The report of the Company's Statutory Auditors on the annual financial statements for the financial year ended 31 December 2022 is presented in the Chapter "*Parent Company Financial Statements*" of the Annual Financial Report.

4.2. Appropriation of net profit (loss)

The loss for the financial year ended 31 December 2022 was €2,409,519.

The Annual General Shareholders' Meeting is asked to allocate this loss in full to "Other reserves", the amount of which would be reduced from €4,936,671 to €2,527,452.

4.3. Dividend proposal

As a reminder, when its shares were admitted to trading on Euronext Growth, the Company had indicated that its objective for the financial year ended 31 December 2022 was to distribute dividends representing approximately 30% of its net income. Group share, subject to approval by the Annual General Shareholders' Meeting.

This dividend policy should continue during the period 2023-2026, which would result in an increase in the dividend in euros per share over the same period, subject to the increase in profits as well as the approval by the Annual General Shareholders' Meeting.

As a result, and in view of the consolidated profit (loss), Group share, amounting to €5,476 thousand, the Annual General Shareholders' Meeting is asked to distribute a dividend of €0.20 per share, i.e. a total of €1,617,636.40 euros representing 29.54% of the net income attributable to owners of the parent.

This dividend would be fully deducted from the Company's "Other Reserves" account, which amounts to €2,527,452 and would thus be reduced to €909,815.60.

Taking this allocation into account, the Company's equity would be €22,198,825.60.

The dividend to be distributed will be detached from the share on 13 June 2023 and will be paid on 15 June 2023.

If, when the dividend is paid, the Company holds some of its own shares, the profit corresponding to the dividends not paid as a result of these shares would be allocated to the "Other reserves" account.

The gross dividend mentioned above is before any tax and/or social security deduction that may apply to the shareholder according to his or her own situation.

In accordance with the provisions of Article 200 A of the French General Tax Code, dividends received by individuals resident for tax purposes in France are subject to income tax (for their gross amount and unless exempted under income conditions) subject to full entitlement to a single flat-rate withholding tax of 12.8% in respect of income tax (Article 200 A 1. of the French General Tax Code), plus social security contributions at a rate of 17.2%, i.e. overall taxation at 30%.

By way of derogation and on an express, global and irrevocable option, these dividends are subject to income tax at the progressive scale (Article 200 A 2. of the French General Tax Code), and are then eligible for the aforementioned rebate of 40% in 2° of 3 of Article 158 of the French General Tax Code, applicable under certain conditions. This option is global and applies to all income within the scope of the single flat-rate withholding tax. In this case, the dividend is also subject to social security contributions at the rate of 17.2%.

In accordance with the provisions of Article 117 quater, I.-1 of the French General Tax Code, a request for an exemption from the non-discharging flat-rate withholding tax of 12.8% in accordance with the provisions of Article 242 quater of the French General Tax Code may be made to the Company before 30 November of the year preceding the year of payment by taxpayers whose "reference tax income" for the penultimate year does not exceed a certain threshold, set in paragraph 3 of the same article and provided that they have made the express request when filing the declaration of income concerned, under the conditions provided for in Article 200 A 2. of the French General Tax Code, for dividends received in 2023.

Shareholders, regardless of their situation, are invited to consult their usual tax advisor.

4.4. Reminder of dividends paid

Pursuant to Article 243 bis of the French General Tax Code, the Company informs that the dividends distributed and paid in respect of the three previous financial years were as follows:

Financial year	Total dividend (€)	Dividend per share (€)	Dividend eligible for tax relief (Art. 243 bis of the French General Tax Code)	Dividends not eligible for tax relief (Art. 243 bis of the French General Tax Code)
2021	224,000	1	224,000	0
2020	None	None	None	None
2019	None	None	None	None

4.5. Table of results for the last five financial years

In accordance with Article R. 225-102 of the French Commercial Code, the table below shows the Company's results for each of the last five financial years:

Nature of the indications	2022	2021	2020	2019	2018
I. - Financial position at year-end:					
a) Share capital.	3,235,273	2,290,860	3,008,360	3,008,360	3,008,360
b) Number of shares issued.	8,088,182	229,086	300,836	300,836	300,836
c) Number of bonds convertible into shares.					
II. - Comprehensive income from effective operations:					
a) Revenue excluding tax.	4,569,176	3,548,113	3,395,712	3,008,080	2,732,882
b) Profit before tax, depreciation, amortisation and provisions.	(1,047,409)	284,048	1,364,901	1,082,399	839,213
c) Income tax	372,005	441,155	100,150	231,386	320,342
d) Profits after tax, depreciation, amortization and provisions.	(2,409,519)	645,246	1,383,187	1,202,340	1,058,306
e) Amount of distributed profits (1).					
III. - Earnings from operations reduced to a single share (2):					
a) Profit after tax, but before depreciation, amortisation and provisions.	(0.08)	3	5	4	4
b) Profit after tax,	(0.30)	3	5	4	4

depreciation, amortisation and provisions.					
c) Dividend paid per share (1).		1			
IV. - Staff:					
a) Number of employees	17	23	12	9	9
b) Total payroll.	2,404,791	(2,163,330)	(993,752)	(978,205)	(756,583)
c) Amount paid in respect of social benefits (social security, charities, etc.).	1,086,293	(892,210)	(411,980)	(450,039)	(354,616)
(1) For the financial year for which the financial statements will be submitted to the Annual General Shareholders' Meeting, indicate the amount of profits proposed for distribution by the Board of Directors, the Management Board or the Executive Managers.					
(2) If the number of shares has changed during the reference period, it is necessary to adapt the results indicated and to recall the transactions that have modified the amount of capital.					

4.6. Non-tax deductible expenses

In accordance with the provisions of Articles 223 quater of the French General Tax Code, we inform you that during the past financial year, the Company incurred expenses and charges non-deductible from the corporate income tax referred to in 4 of Article 39 of the French General Tax Code for an amount of €77,657, to which corresponds a potential additional tax charge of €19,264, and corresponding to excess rents on vehicles for €55,392 and tax on offices for €21,665.

4.7. Research and development activities

With regard to Article L. 232-1 of the French Commercial Code, we hereby inform you that the Company did not carry out any research and development activities during the past financial year.

4.8. Information on payment terms

In accordance with Article L. 411-14 and D. 411-6, I of the French Commercial Code, information on the payment terms of our suppliers and customers is provided in Appendix 1 of the Annual Financial Report, indicating the number and total amount of invoices received and issued but not paid at 31 December. 2022 and the breakdown of this amount by tranche of arrears.

4.9. Inter-company loans

No inter-company loan referred to in Article L. 511-6 of the French Monetary and Financial Code was granted by the Company during the financial year ended 31 December 2022.

4.10. The Company's exposure to price, credit, liquidity and cash risks

The Company's exposure to price, credit, liquidity and cash risks is shown in Chapter 3 (*Risk factors*) of the Registration Document and in Chapter 2 (*Risk factors*) of the Securities Note, as updated in section 6 of Chapter "*Management Report*" of the Annual Financial Report and in Note 4.14 to the Consolidated Financial Statements.

4.11. Injunctions or financial penalties issued by the Competition Authority for anti-competitive practices

None.

5. FORESEEABLE TRENDS AND FUTURE PROSPECTS

5.1. Main trends since the end of the last financial year

Significant events since 31 December 2022 are presented in the §2.2 of Chapter "*Management Report*" of the Annual Financial Report.

5.2. Continuation of the Group's strategy

The Group intends to pursue its strategy in 2023, which includes three main focuses: (i) maintaining sustained and structured organic growth, based on the Group's competitiveness, (ii) the optimisation of the organisation by mobilising levers to improve profitability and (iii) the continuation of the Group's external growth strategy in a context of general market consolidation.

5.2.1. <u>Maintain organic growth</u>

The first pillar of the Group's strategy is maintaining strong and structured organic growth. This area is broken down into several objectives:

(i) activate the levers of commercial efficiency, and in particular improve the commercial efficiency of recent subsidiaries in order to reach the critical size as quickly as possible in each region;

(ii) maintain the high level of quality of products and services and continue the price competitiveness policy;

(iii) increase the commercial penetration rate among all ICAPE business customers by accentuating the contribution of CIPEM business;

(iv) continue to enrich the service offering and further develop the Group's complementary activities;

(v) develop activities in partnership with electronic design offices in order to be recommended and approved from the outset and to capture more business at source;

(vi) establish itself in new territories, by continuing to create new subsidiaries in a very selective manner and in geographical areas where no acquisitions are possible.

5.2.2. <u>Optimise the organisation to improve profitability through operational initiatives</u>

The second pillar of the Group's strategy is the optimisation of the organisation, through identified operational initiatives, to improve the Group's profitability. This area is broken down into several objectives:

(i) improve the amortisation of central structure overhead costs via internal and external growth (amortisation of central structures, service offices, marketing, e-commerce, etc.);

(ii) improve the margins of the HMLV and CIPEM activities through better control of the sales force and the implementation of more restrictive rules;

(iii) continue to strengthen and develop the Group's most profitable businesses;

(iv) improve purchasing prices by increasing the Group's size and therefore its purchasing power;

(v) continue the Group's external growth strategy with the acquisition of targets with higher margin rates;

(vi) capitalise on the long-term effects of the COVID-19 pandemic;

(vii) gradually integrate the partner agents with whom the Group shares a margin (by integration and purchase of their business assets);

(viii) capture more orders at source with electronic design offices and position ourselves more strongly on complex board projects;

(ix) refocusing the business mix on lower-volume orders by reducing the relative weight of medium- and large-volume orders with lower margins;

(x) continue to improve the commercial efficiency of recent subsidiaries in order to enable them to reach critical size as quickly as possible and bring them up to the Group's profitability standards.

5.2.3. <u>Continue the Group's new M&A strategy to take full advantage of market consolidation opportunities</u>

The third pillar of the Group's strategy is to continue its M&A strategy, the objectives of which are:

(i) the acquisition of large customer bases at favourable prices in a context of market consolidation;

(ii) the development of the Group's activities in new territories;

(iii) the improvement of the organic growth of the companies acquired post-integration and the first synergies expected from the acquisitions already made by the Group, by enabling them to benefit in particular from the Group's purchasing power, IQTS business and the diversification enabled by the Group's related activities);

(iv) the benefit of an enhancing effect of these acquisitions on the Group's average gross sales margin, as the Group aims to acquire companies with a gross margin above 25%.

The priority targets of this strategy are medium-sized companies (whose revenue is less than €20 million), with a large portfolio of local customers, a gross margin of over 25% and which are profitable (in terms of profit from continuing operations), and have a strong potential for synergies with the Group, with the aim of developing synergies in purchases and sales.

The synergies expected by the Group from the acquisitions that will be carried out as part of its external growth strategy relate to both (i) revenue, with, in particular, the increase in sales and market share thanks to price competitiveness and the diversity of the products and services offered by the Group, the possibility of targeting larger volumes and customers, the improvement of commercial efficiency and access to larger supplier networks, (ii) purchases, with the improvement of purchase prices thanks to the Group's purchasing power and the negotiation of payment terms in line with the Group's standards, and (iii) the optimisation of costs with, in particular, the elimination of redundancies, optimisation of finances and general costs and merger, if necessary, of offices or services.

5.3. Success of the financial year in terms of achieving profit estimates

As a reminder, the Group had communicated in its Registration Document a certain number of objectives for the financial year ended 31 December 2022, namely:

(i) consolidated revenue of around €230 million, it being specified that in respect of the financial year ended 31 December 2021, the Group's consolidated revenue amounted to €169 million;

(ii) a gross sales margin representing approximately 22.5% of its revenue, compared to a gross sales margin of 19% for the year ended 31 December 2021 and a gross sales margin of 19.6% based on the scope of consolidation at 31 December 2021 (i.e. taking into account the five acquisitions made by the Group in a full year);

(iii) profit from continuing operations (EBIT) margin representing around 4.5% of its revenue, and representing growth of more than 190 basis points compared to the profit from continuing operations (EBIT) margin for the year ended 31 December 2021, which represented 2.6% of revenue.

The Group’s consolidated revenue for the 2022 financial year, up by 34% compared to the 2021 financial year at €219.6 million, was slightly below the target that the Group had set itself, given the decisions taken by the Group to end its activity in Russia and to separate from the activity of its subsidiary Divsys International-Icape in order to refocus on its trading business, assets for which operating cash flows for 2022, in accordance with IFRS 5, have been isolated on a specific line and are therefore no longer included in the Group’s consolidated revenue at 31 December 2022. Restated for this effect, consolidated revenue would have amounted to €228 million, in line with our objectives.

All other objectives were achieved at 31 December 2022, with:

(i) the Group’s gross commercial margin representing 22.6% of its revenue, the strong increase in gross margin reflecting the success of the external growth policy undertaken since 2021, with targets all presenting gross margins exceeding 25%. In addition, the increase in the Group’s purchasing volumes enabled us to obtain better prices from our suppliers and thus significantly improve our Group gross margin;

(ii) profit from continuing operations (EBIT) margin representing 4.53% of its revenue, representing growth of more than 193 basis points compared to the profit from continuing operations (EBIT) margin for the year ended 31 December 2021, which represented 2.6% of revenue.

The Group does not intend to disclose any profit forecasts for the financial year ending 31 December 2023.

5.4. Future outlook and objectives

The Group reiterates the future outlook and medium-term objectives set out in the Registration Document filed on the occasion of the admission of the Company’s shares to trading on Euronext Growth and set out below.

The objectives and trends presented below are based on data, assumptions and estimates, particularly in terms of the economic outlook, considered reasonable by the Group at the date of this report.

The outlook and objectives, based on the Group’s strategic orientations, do not constitute forecasts or profit estimates for the Group.

The figures, data, assumptions, estimates and objectives presented below may change or be changed without notice, depending on, among other things, changes in the economic, financial, competitive, legal, regulatory, accounting and tax environment, or based on other factors which the Group is unaware of at the date of this report.

In addition, the materialisation of certain risks described in Chapter 3 (*Risk factors*) of the Registration Document and Chapter 2 (*Risk factors*) of the Securities Note, as updated in section 6 of Chapter "*Management Report*" of the Annual Financial Report, could have a negative impact on the Group's activity, financial position, market situation, results or outlook, and consequently affect its ability to achieve the objectives presented below.

In addition, the achievement of these objectives implies the success of the Group's strategy and its implementation.

As a result, the Group does not make any commitment or give any guarantee that the objectives set out in this section will be met.

5.4.1. Outlook for the Group's business and financial objectives

The outlook for the development of the Group's activities and the financial and operational objectives presented below are based in particular on (i) market trends and the market outlook in line with those set out in section 5.5 (*Presentation of markets and competitive position*) of the Registration Document, (ii) the Group's recent or ongoing investments, (iii) the Group's competitive strengths and strategy set out in sections 5.2 (*Competitive strengths*) and 5.3 (*Strategy*) of the Registration Document and (iv) the following assumptions for the financial year ending 31 December 2023:

(i) the Company's internal assumptions:

- the continued implementation of the Group's strategy, as described in §5.2 (*Continuation of the Group's strategy*) of Chapter "*Management Report*" of the Annual Financial Report,

- the continuation of the external growth transactions undertaken by the Group since early 2021;

(ii) macroeconomic and market assumptions:

- the continuation of the momentum underlying the Group's activities in the printed circuit boards and "custom" technical parts markets,

- no deterioration in the health situation,

- the absence of a deterioration in the geopolitical situation likely to lead to additional tensions, in particular on international trade,

- a euro/dollar exchange rate of 1.15 (i.e. the average annual average exchange rate over the 2017-2021 period) and no change in printed circuit board prices[5].

[5] Changes in the price of printed circuit boards are difficult to predict as they are particularly sensitive to cyclical factors. The Group has used a constant price assumption for printed circuit boards to include both the long-term price evolution, which has been characterised by a downward trend for 20 years, and the more recent price increases since 2020 (strong demand, constraints on production capacities, increase in the price of raw materials).

As of the date of this report, the Group considers that its decision to discontinue its activities based in Russia and to halt the order intake since 1 January 2023 and its decision to sell its electronic card assembly business operated by the plant of its subsidiary Divsys International-Icape, which are non-strategic assets, do not call into question the financial and operational objectives presented below.

5.4.2. Revenue targets

5.4.2.1. Organic growth targets

Over the 2023-2024 period[6], the Group has set itself the target of generating an organic growth rate[7] of at least 10% per year. Over the 2025-2026 period[8] , the Group has set itself the target of generating an organic growth rate[9] stabilised at around 8% to 10% per year, due in particular to its larger size, which should result from its external growth strategy.

These organic growth objectives are based on the following elements:

(i) the continued growth of the printed circuit boards market in a favourable context for players with a critical size and a strong presence in China, it being specified that the compound annual growth rate (CAGR) of the global printed circuit boards market is expected to reach 3.7% over the 2021-2025 period[10]. This objective is also consistent with the Group's historical growth[11];

(ii) the Group's continued market share gains in the markets where it operates, supported by its competitiveness and global organisation;

(iii) above-average organic growth generated by the companies and activities acquired which, once integrated into the Group, will have a more diversified range of products and services and greater purchasing power;

(iv) the short- and medium-term effects of the global COVID-19 pandemic and the resulting restrictions, which weakened many of the Group's small competitors whose model was based on travel to China on behalf of their customers and strengthened the Group's positioning as a key player in securing printed circuit board supplies for most of its customers;

(v) the effects of the Group's investments to continue the modernisation of its production plants for printed circuit boards for prototypes and small series, and (y) in its information system, its two e-commerce sites, its website, its brand and its IT infrastructure.

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[6] i.e. over the period covering the financial years ending on 31 December 2023 and 31 December 2024.
[7] The organic growth rate here refers, for each year *n,* to the growth rate for year *n* calculated on the basis of the scope of consolidation at 31 December of year *n-1*.
[8] i.e. over the period covering the financial years ending on 31 December 2025 and 31 December 2026.
[9] The organic growth rate here refers, for each year *n,* to the growth rate for year *n* calculated on the basis of the scope of consolidation at 31 December of year *n-1*.
[10] Technavio, October 2021, Printed Circuit Board Market by Product, End-user and Geography - Forecast and Analysis 2021-2025.
[11] The Group's compound annual growth rate (CAGR) of 12.4% over the 2016-2021 period.

5.4.2.2. External growth targets

In addition to its organic growth, the Group aims to pursue its strategy of targeted value-creating acquisitions for revenue of approximately €30 million (on a full-year basis) for each of the 2023 and 2024 financial years. The amount contributing to revenue each year will depend on the timing of these acquisitions.

The Group's objective is to acquire revenue of around €20 million (on a full-year basis) in each of the 2025 and 2026 financial years. The amount contributing to revenue each year will also depend on the timing of these acquisitions.

5.4.2.3. Overall revenue target

Subject to the achievement of all the revenue growth targets, in particular the external growth targets presented in this Chapter of the Annual Financial Report, the Group would achieve a revenue of approximately €500 million in 2026[12].

5.4.3. Gross sales margin targets

5.4.3.1. For the 2023-2024 period

For the 2023-2024 period, the Group aims to improve its gross sales margin by around 50 basis points per year, to reach a gross sales margin of around 23.5% of its revenue in 2024 (the Group's gross sales margin forecast for the 2022 financial year was 22.5% of its revenue and was achieved). This target is based on the following:

(i) the accretive effect resulting from the continuation of the Group's targeted external growth strategy, in so far as the companies or activities acquired at the date of this report have a gross sales margin higher than that of the Group, and the Group has set itself the objective of acquiring new companies with a gross sales margin above 25%;

(ii) the continued growth of the Group's more recent activities, namely (i) the express delivery of printed circuit boards (IQTS business) and (ii) in-house printed circuit manufacturing;

(iii) the improvement in purchase prices (i) for the companies acquired by the Group, thanks to its purchasing power, once they have been consolidated and, more generally, (ii) for the Group as a whole due to the positive effect of the Group's organic and external growth on its weight in negotiations with its suppliers, and its strengthened competitive positioning following the global COVID-19 pandemic, which should limit price pressure.

5.4.3.2. For the 2025-2026 period

For the 2025-2026 period, the Group aims to achieve a gross sales margin of around 24% per year. This target is the result of the continuation, to a lesser extent, of the factors mentioned over the 2023-2024 period.

[12] It is specified that for the purposes of establishing this overall revenue target, the annual organic growth rates for each period are applied to the Group's scope as of 31 December of the previous period, i.e. taking into account acquisitions made by the Group on a full-year basis. Thus, the annual organic growth rate for each period *n* is applied to the Group's revenue for the period *n-1* including acquisitions made during the full-year period *n-1*.

5.4.4. Profit (loss) from continuing operations targets

The Group's objective is to generate profit from continuing operations that represents around 8% of its revenue by 2024. This target is based on the following:

(i) the improvement of the Group's gross sales margin;

(ii) the leverage effect resulting from the amortisation of human investments that have already been made by the Group, in particular (a) the strengthening of the management team and the executive vice-presidents team broken down by geographical area, (b) the creation of a team of engineers dedicated to more complex and higher margin technologies (Field Application Engineers), (c) the strengthening of the marketing and e-marketing department, (d) the creation of a department dedicated to the Group's information system (SAP) to ensure the best operational integration of acquisitions, (e) the strengthening of the sales teams, for the new phase of Group growth, given that all of these human investments once again affected the profitability of the 2022 financial year and should continue to affect the profitability of future financial years;

(iii) lower growth in other fixed expenses than the Group's revenue growth;

(iv) the optimisation of the Group's cost structure, including synergies from acquisitions, to generate greater operational efficiency.

By 2026, the Group's objective is to generate profit from continuing operations that represents around 9.5% of its revenue. This increase will come from the continued improvement of the Group's gross margin, and the continuation of the factors described in respect of the profit from continuing operations target for the 2024 financial year.

6. MAIN RISKS AND UNCERTAINTIES

The Company regularly reviews its own risk factors and those of its consolidated subsidiaries.

When the Company's shares were admitted to trading on Euronext Growth in July 2022, the Company presented the main risks that the Company considers likely to have a material adverse effect on the Group, its business, its financial position, its results or its outlook and which are important for investment decision-making.

These main risk factors are presented in Chapter 3 (*Risk factors)* of the Registration Document and in Chapter 2 (*Risk factors*) of the Securities Note, available on the Company's website (https://www.icape-finance.com/fr/) and on the AMF website (www.amf-france.org).

To the Company's knowledge, there are no new major risks compared to those identified in these documents, subject to the updating of the risk related to IT systems and liquidity risk specified in §6.1 and 6.2 below.

The Company notes that the risks presented in Chapter 3 (*Risk factors)* of the Registration Document and in Chapter 2 (*Risk factors*) of the Securities Note, as updated in this section 6 are, as of the date of this report, those whose realisation is likely to have a material adverse effect on the Group, its business, its financial position, its results or its outlook and which are important for investment decision-making. Investors' attention is, however, drawn to the fact that the list of risks presented in this Chapter 3 (*Risk factors*) of the Registration Document and in Chapter 2 (*Risk factors*) of the Securities Note, as updated in this section 6 are not exhaustive and that other risks – which are unknown or whose occurrence is not considered, at the date of this report, as likely to have a material adverse effect on the Group, its business, its financial position, its results or its outlook – may exist or may occur in the future.

The Company notes that the presentation of the risks presented in Chapter 3 (*Risk factors)* of the Registration Document and in Chapter 2 (*Risk factors*) of the Securities Note, as updated in this section 6, is a presentation of "net" risks, i.e. after taking into account the mitigation and management actions deployed by the Group to minimise their occurrence and impact.

The Company also points out that the risk factors that the Company considers to be the most significant with regard to their criticality are indicated by an asterisk (*).

6.1. Risk related to IT systems*

The Company intends to update the risk related to IT systems following two phishing campaigns organised in 2022 covering the entire scope of the Group.

Description of the risk

The Group relies on technologies, systems and IT infrastructures to conduct its activities, in particular for the monitoring its orders, deliveries and invoicing of its products, communication with its customers and suppliers, quality control, the management of its personnel and the provision of the necessary information to the various operational managers for decision-making. Due to its presence in 24 countries through 35 subsidiaries and two offices at 31 December 2022, the Group's business requires the implementation of multiple information systems, IT applications and interconnected information systems.

In addition, the Group outsources some elements of its information systems and certain activities in order to optimise the management of its resources and improve the efficiency and security of its IT infrastructure.

It therefore relies on the quality of the work and expertise of its service providers in this area and is therefore, despite the care taken in the selection of these service providers and the related checks, exposed to the risk that they fail to perform their mission.

The management of the Group's business is, as a result, increasingly dependent on information systems (infrastructures, networks and IT applications).

Despite a policy of strengthening and continuous monitoring of the resilience and security of information systems, a breakdown or major interruption, as a result of an incident such as a power cut or fire, could have a negative effect on the conduct of the Group's business.

The Group is also exposed to the risk of ransomware attacks or other disruptive forms of cyberattacks. This type of breach of the security of the Group's data, technologies, systems and IT infrastructure may come from within the Group (obsolescence of systems, configuration errors, lack of maintenance of infrastructures, malicious acts) or from outside (cybercrime, viruses, etc.). Increasingly sophisticated and frequent, these attacks can lead to disruptions and/or interruptions to activities and services, theft of know-how and/or confidential data and information, and attempted fraud as a result of ransomwares, the financial and reputational impacts of which are potentially high. Crisis situations tend to increase cyber risks. The global health crisis linked to the COVID-19 pandemic is an illustration of this.

The deployment of the information systems on which the Group relies in new entities, during the creation of subsidiaries or acquisitions of companies, also entails the risk of failure of the Group's general information systems inherent to this type of operations, which is accentuated by the particularities of each country in which the Group's subsidiaries are located.

Potential adverse consequences due to the materialisation of the risk

A cyberattack or security breach of the Group's networks or infrastructure, as well as the occurrence of a breakdown or significant interruption of the Group's information systems resulting from an incident (such as a power cut or fire), could result in (i) the loss of customers and business opportunities, (ii) the Group assuming legal liability, (iii) the Group having to bear the cost of technical interventions, (iv) damage to the Group's image and reputation, (v) reimbursements or other compensatory costs and additional compliance costs, which would lead to: in fine, a loss of revenue for the Group and a decrease in its margin.

Any interruption, disruption or services incident could have repercussions on several regions and activities, and significantly disrupt the Group's order and delivery processes as well as its internal communication capacity. It could also have repercussions on the Group's image (digital identity theft, dissemination of false information, etc.). This risk is growing in a context where data protection and confidentiality regulations are increasingly stringent.

Risk management measure

In order to manage the risk related to failures of the Group's IT hardware and software and cyberattacks, the Group has introduced a global information systems security policy with, in particular, the implementation of a documented IT charter, applicable to all users of the Group's information system, and procedures related to the information system security policy, access management, change management, backups and restores, and the business continuity plan and business recovery plan.

The Group has also implemented a cyber risk awareness campaign for its employees. In particular, in 2021, the Group asked a specialised external firm to conduct a penetration test. The Group's objective is to conduct this type of penetration test on a biannual basis in order to test the resistance of its security system and to implement the necessary action plans if necessary. Following the two phishing campaigns organised in 2022 covering the entire scope of the Group, the Group also organised dedicated training sessions for employees who were "phished" by the Group's Chief Information Systems Officer. In line with this awareness-raising approach, mandatory e-learning courses were also completed by employees every six months.

Server performance tests are also carried out and laptops and mobile phones are scheduled to be replaced at defined frequencies (three years). Servers are replaced every five years and the latest software versions are made available.

6.2. Liquidity risk*

The Company intends to discount its liquidity risk following the conclusion of the loan agreement on 24 November 2022 with the banking syndicate Crédit Agricole, HSBC, BNPP and Crédit du Nord, more fully described in §2.1.4 of Chapter "*Management Report*" of the Annual Financial Report, and the resulting commitment of the Company to comply with two banking covenants, namely the leverage *ratio* on the consolidated financial statements (consolidated net debt against consolidated current EBITDA) and a debt service coverage ratio on the consolidated financial statements (free cash flow against debt servicing).

In view of this update, the Company decided that liquidity risk should now be among the risk factors that the Company considers to be the most significant with regard to their criticality and therefore be indicated by an asterisk (*).

Description of the risk

Liquidity risk is the risk that the Group will not be able to meet its cash requirements from its available resources.

On 24 November 2022, the Group entered into a loan agreement with Crédit Agricole, HSBC, BNPP and Crédit du Nord, under the terms of which the banks granted the Company (i) a loan for a total principal amount of €12,800,000, repayable over seven years, intended to refinance part of the Company's financial debt and the payment of related costs as well as the financing of general needs (the "**Refinancing Loan**") and (ii) subject to prior confirmation by the banking syndicate, a credit facility of a maximum amount of €10,000,000, intended *(x)* for the financing or refinancing of any external growth operation authorised by the loan agreement and *(y)* where applicable, the refinancing of the existing debt of the company acquired as part of an external growth operation authorised by the loan agreement (the "**Capex Loan**"). The Company asked Crédit Agricole, HSBC, BNPP and Crédit du Nord for the confirmation of the Capex Loan, which was confirmed on 31 January 2023 and fully drawn down in the amount of €10,000,000.

This loan agreement dated 24 November 2022 includes compliance clauses in respect of financial *ratios* calculated annually on the basis of the Group's consolidated financial statements, i.e. (i) a financial leverage *ratio* (R1: consolidated net debt against consolidated current EBITDA) and (ii) a debt service coverage *ratio* (R2: free cash flow against debt servicing). These two bank *ratios* were complied with at 31 December 2022. Failure to comply with these *ratios*, or the absence of waiver or prior authorisation of the lending banks, could also result in the immediate repayment of the principal remaining due on the date of non-compliance, failing to obtain the agreement of the banks to waive the early repayment of the balance due.

The Group has also pledged the securities of some of its subsidiaries to its bank lenders.

The Company has thus pledged the securities of Icape - International Consulting Activities for Printed Circuit Boards, Idelec Icape and Cipem France for the benefit of banking syndicate, Crédit Agricole, HSBC, BNPP and Crédit du Nord, when the loan agreement dated 24 November 2022 described above was set up.

Potential adverse consequences due to the materialisation of the risk

Since its creation, the Group has financed its growth and investments by factoring cash flows from operating activities and bank borrowings. As at 31 December 2022, the Group had almost €28 million in gross cash. As at 31 December 2022, the Company had €29 million in equity.

If, for any reason whatsoever, the Company is unable to meet its future loan maturities, or loses the benefit of its factoring contracts, which cover more than half of its invoicing, the Company would slow down its commercial development efforts in new markets and its external growth policy, which could have an adverse effect on its activities, its results, its financial position and its outlook. In addition, failure to comply with the bank *ratios* to which the Group is subject, or the absence of waiver or prior authorisation of the lending banks, could result in the immediate repayment of the principal remaining due on the date of non-compliance, failing to obtain the agreement of the banks to waive the early repayment of the balance due.

Risk management measure

As at the date of this report, the Company has carried out a specific review of its liquidity risk and considers that it is in a position to meet its payments for the next 12 months. The table of the Company's gross financial debt at 31 December 2022 is provided in note 4.9 of the Group's consolidated financial statements for the financial year ended 31 December 2022. In addition, the Company performs quarterly calculations of the two financial *ratios* to which it is subject pursuant to the loan agreement dated 24 November 2022 in order to anticipate any difficulties in this regard.

7. SUBSIDIARIES AND EQUITY INVESTMENTS

7.1. General overview

As at the date of this report, the Company has 35 subsidiaries located in different regions of the world. Information on the Company's direct or indirect subsidiaries is described in the table below.

With regard to the subsidiary Icape Rus, we remind you that the Group announced on 16 January 2023 its decision to end its Russia-based activities and to halt order intake since 1 January 2023. Negotiations on the terms and conditions for the disposal of its assets have begun and should be completed as soon as possible.

We also remind you that the Group has decided to sell its electronic card assembly business operated by the plant of its subsidiary Divsys International-Icape, an activity acquired in 2018 and mainly focused on prototypes and small series. The disposal of this non-strategic activity is intended to improve the Group's short-term profitability. A sale mandate has been entrusted to an investment bank and negotiations have begun with potential buyers and should be completed in financial year 2023.

Subsidiary	Country of establishment	% of share capital and voting rights
Europe		
Icape - International Consulting Activities for Printed Circuit Boards	France	100%
CIPEM	France	100%
Divsys France	France	100%
Idelec	France	100%
Icape Deutschland GMBH	Germany	100%
Icape Netherland B.V.	The Netherlands	100%
Icape Iberica, SL	Spain	100%
Icape AB	Sweden	100%
Icape Italia S.r.l.	Italy	100%
Icape Polska SP. ZO O.	Poland	100%

Icape Rus	Russia	80%[13]
SAFA 2000 GmbH	Germany	100%
Icape Denmark A/S	Denmark	100%
Lusodabel Lta	Portugal	100%
MMAB Group AB	Sweden	100%
Malmö Monsterkort AB	Sweden	100%
MMAB Kft	Hungary	100%
MMAB Sro	Czech Republic	100%
GIE Icape	France	100%
GIE Cipem	France	100%
Cipem Deutschland GmbH	Germany	100%
Asia and Africa		
Cipem HK Company Limited	Hong Kong	100%
Icape HK Company Limited	Hong Kong	100%
Icape Dongguan Electronic Limited	China	100%
Icape Changan Express Limited	China	100%
Icape Electronics Singapore Pte Ltd	Singapore	100%
Icape Japan	Japan	100%
Icape India Electronics Private Limited	India	99.99%[14]

[13] Natalia Vadimovna Tarnavskaya holds a 20% stake in this subsidiary.
[14] Sameerasimha Jayasimha holds a 0.0002% stake in this subsidiary.

Icape South Africa	South Africa	60%[15]
Icape -Trax	South Africa	60%[16]
America		
Icape - USA LLC	United States	100%
Divsys International - Icape LLC	United States	100%
Cipem USA Inc.	United States	100%
Icape California Inc.	United States	100%
Icape Canada Inc.	Canada	100%
Icapelectronicas S de RL de CV	Mexico	99.99%[17]
Icape Brasil - Commercial Importadora e Exportadora LTDA	Brazil	80%[18]

7.2. Significant equity investments

The Company's significant equity investments during the financial year ended 31 December 2022 are described in §2.1.3 of Chapter "*Management Report*" of the Annual Financial Report.

The Company does not have any branches.

We also inform you that none of the subsidiaries holds an equity interest in the Company.

7.3. Results of subsidiaries and equity investments

The business and results of the Company as a whole, its subsidiaries and the companies it controls, by business segment, are presented below.

Icape - International Consulting Activities for Printed Circuit Boards and Electronics generated revenue of €45,742,985 and a profit of €1,217,061 for the 2022 financial year.

CIPEM France generated revenue of €12,585,190 and a loss of €65,494 for the 2022 financial year.
IDELEC generated revenue of €4,550,326 for a net profit of €269,836.

[15] Daniel Lee Dock holds a 20% stake in this subsidiary and Iegsan Khan holds a 20% stake.
[16] Daniel Lee Dock holds a 20% stake in this subsidiary and Iegsan Khan holds a 20% stake.
[17] Maximiliano Ignacio Royo Rojas holds a 0.002% stake in this subsidiary.
[18] Icape Brasil Comercial Importadora e Exportadora LTDA. Paulo Eduardo Vandsberg de França holds a 20% stake in this subsidiary.

DIVSYS FRANCE, a subsidiary created in 2021, generated revenue of €69,386 for a net loss of €303,605.

Concerning our foreign subsidiaries:

ICAPE HK Company Limited generated revenue of €43,178,309. Its net accounting profit was positive at €1,995,194.

The activity of **ICAPE Brasil - Comercial Importadora e Exportadora Ltda** reported revenue of €774,589 for a net profit of €92,863.

ICAPE USA LLC generated revenue of €16,471,074 and a profit of €295,783.

ICAPE RUS generated revenue of €3,079,350 for a net loss of €191,392.

ICAPE India Electronics Private Limited generated revenue of €98,421 for a net profit of €36,279.

ICAPE Deutschland GmbH generated revenue of €26,333,296 and a net profit of €444,054.

CIPEM HK Company Limited generated revenue of €9,621,901 for a net profit of €435,551.

ICAPE DONGGUAN Electronic Limited generated revenue of €11,238,292 for a net profit of €374,873.

ICAPE ITALIA SRL generated revenue of €6,708,247. This company generated positive net profit of €258,100.

ICAPE CALIFORNIA INC generated revenue of €90,867 for a net loss of €92,094.

CIPEM USA INC generated revenue of €4,938,276 for a net profit of €206,214.

ICAPE Electronics Singapore PTE LTD generated revenue of €0 for a net profit of €14,159.

ICAPE (MEXICO) Electronicas, S de RL de CV generated revenue of €408,539 for a loss of €119,081.

DIVSYS Int - ICAPE LLC generated revenue of €6,360,856 and a net loss of €1,142,280.

ICAPE IBERICA was created in 2021. Its revenue amounted to €5,190,303 and its net accounting profit was €95,607.

ICAPE JAPAN generated revenue of €54,210 for a net loss of €120,405.

ICAPE POLSKA generated revenue of €1,345,300 for a net loss of €123,290.

ICAPE AB, a subsidiary created in 2021, generated revenue of €2,056,845 for a net loss of €342,459.

ICAPE CHANGAN EXPRESS LTD, a subsidiary created in 2021, generated revenue of €2,858,789 for a positive net profit of €135,566.

ICAPE CANADA generated revenue of €0 for a net loss of €13,423.

ICAPE NETHERLANDS generated revenue of €4,486,145 for a net profit of €471,146.

ICAPE SOUTH AFRICA generated revenue of €1,590,392 for a net profit of €93,264.

ICAPE TRAX generated revenue of €2,077,234 for a net loss of €831,593.

SAFA 2000 generated revenue of €14,647,641 for a positive net profit of €597,740.

ICAPE DENMARK generated revenue of €1,553,373 for a net profit of €202,041.

LUSODABEL generated revenue of €6,574,340 for a net profit of €721,188.

MMAB GROUP AB generated revenue of €476,223 for a net profit of €158,192.

MALMÖ MONSTERKORT AB generated revenue of €9,673,627 for a positive net profit of €478,378.

MMAB Kft generated revenue of €1,601,313 for a net profit of €243,601.

MMAB Sro generated revenue of €527,627 for a net profit of €65,710.

Finally, it should be noted that we are still partners of GIE ICAPE and GIE CIPEM for which their results are balanced.

8. INFORMATION ON THE SHARE CAPITAL

8.1. Breakdown of the share capital and voting rights

Pursuant to the provisions of Article L. 233-13 of the French Commercial Code, and in view of the information brought to our attention, in particular pursuant to the provisions of Articles L. 233-7 and L. 233-12 of the same Code, we indicate in the table below the identity of the shareholders known to the Company directly or indirectly holding, at 31 December 2022, more than 5%, 10%, 15%, 20%, 25%, 33.33%, 50%, 66.66%, 90% or 95% of the share capital or voting rights at General Shareholders' Meetings.

Shareholders	Number of shares	% of share capital	% of voting rights
Balwen Holding[19]	2,767,200	34.21%	25.93%
Mr. Thierry Ballenghien	1,383,600	17.11%	25.93%
Sub-total Ballenghien family	**4,150,800**	**51.32%**	**51.86%**
Mr. Cyril Calvignac	358,825	4.44%	6.34%

To the Company's knowledge, there are no other shareholders directly or indirectly holding, alone or in concert, more than 5% of the share capital or voting rights.

To the Company's knowledge, there has been no significant change in this breakdown from the reporting date to the date of preparation of the Annual Financial Report.

The table below shows the changes in the shareholding structure that occurred during the 2022 financial year of which the Company was aware, with regard to the known shareholders of the Company holding directly or indirectly, during the financial year ended 31 December 2022, more than 5%, 10%, 15%, 20%, 25%, 33.33%, 50%, 66.66%, 90% or 95% of the share capital or voting rights at General Shareholders' Meetings:

Shareholders	Balwen Holding	Thierry Ballenghien	Cyril Calvignac
Share capital at 31/12/2021	48.06%	24.03%	5.51%
Held at 06/07/2021 *post* exercise of BSA share subscription warrants	39.10%	19.55%	5.07%
Share capital at 10/08/2022 *post* exercise of the Over-Allotment Option	34.21%	17.11%	4.44%
Share capital at 31/12/2022	34.21%	17.11%	4.44%

[19] Balwen Holding is a simplified joint-stock company with a share capital of €8,534,976, whose registered office is located at 8, Rue d'Athènes, 75009 Paris, France, registered in the Paris Trade and Companies Register under number 900 277 146. Mr. Thierry Ballenghien holds a 50.10% stake in Balwen Holding, while the balance of the share capital belongs to members of Mr. Thierry Ballenghien's family.

8.2. Control of the Company and action in concert

The Company is controlled by Mr. Thierry Ballenghien and his family (directly and indirectly through Balwen Holding). within the meaning of Article L. 233-3 of the French Commercial Code.

A shareholders' agreement was entered into on 12 April 2022 between Mr. Thierry Ballenghien, Balwen Holding and certain corporate officers and employees of the Company (Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou), which came into force on the date of listing of the Company's shares on Euronext Growth. The purpose of this agreement is the concerted exercise of the voting rights attached to the shares of the Company that the parties to the agreement hold and will hold in a concerted manner, in order to implement a common policy with respect to the Company by maintaining its control in terms of voting rights. This shareholder' agreement constitutes a concerted action within the meaning of Article L. 233-10 of the French Commercial Code, in which Mr. Thierry Ballenghien, directly and indirectly, is predominant.

At 31 December 2022, Mr. Thierry Ballenghien and his family (directly and indirectly through Balwen Holding), together with the other shareholders who declared that they were acting in concert (Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou) held, directly or indirectly, 66.40% of the share capital and 71.45% of the voting rights of the Company.

As a result, the concerted parties to the shareholders' agreement (i.e. Mr. Thierry Ballengien, Balwen Holding, Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou), within which Mr. Thierry Ballenghien, directly and indirectly, remains the majority shareholder, retains a large majority of the voting rights.

The Company believes that there is no risk that this control will be exercised in an abusive manner, in particular due to (i) the appointment of three independent directors to the Company's Board of Directors with regard to the criteria defined by the Middlenext Code, (ii) the distinction, within the Company, of the functions of Chairman of the Board of Directors and Chief Executive Officer, which are functions exercised by two distinct persons (see also sections 1 and 2 of Chapter "*Corporate Governance Report*" of the Annual Financial Report), and (iii) the Company's desire to comply with a number of recommendations of the Middlenext Code, aimed at ensuring that this control is not exercised in an abusive manner (R1, R2, R3 and R12) (see also §3.3 of Chapter "*Corporate Governance Report*" (*Compliance with the corporate governance regime in force*).

It is also specified that the internal rules of the Company's Board of Directors provide that each director has the obligation to inform the Chairman of the Board of Directors of any - even potential - situation of conflict of interest, between him/her (or any natural person with whom he/she is related) and the Company or a Group company or one of the companies with which the Company intends to enter into an agreement of any kind whatsoever.

8.3. Crossing of thresholds during the 2022 financial year

During the 2022 financial year, the Company did not receive any notification relating to the crossing of legal thresholds.

The Company has been informed of the following statutory thresholds crossing over the last 12 months: DNCA Investments has informed the Company that it has exceeded the statutory threshold of 2% of the share capital on 21 December 2022. At that date, the asset management company held 164,059 shares in the said company in respect of its managed UCIs (Collective investment undertakings). These thresholds are the result of an acquisition of the Company's shares on the market.

8.4. Agreements between shareholders of which the Company is aware and which may result in restrictions on the transfer of shares

8.4.1. No statutory restrictions

The Articles of Association do not contain any clause restricting the exercise of voting rights or the transfer of shares, which are free.

8.4.2. Company's abstention commitment

The Company's commitment to abstain from its initial public offering, which ran for a period expiring 180 days after the date of settlement-delivery of the Offer (as this term is defined in the Prospectus), has expired.

8.4.3. Commitment to retain by Balwen Holding

As part of the Company's IPO, Balwen Holding undertook, subject to certain customary exceptions, to retain all of the shares held on the date of the settlement-delivery of the Offer (such as term is defined in the Prospectus) until the end of a period expiring 360 days following the date of settlement-delivery of the Offer. This lock-up commitment is therefore still in effect.

8.4.4. Lock-up commitment of Mr. Thierry Ballenghien, Mr. Cyril Calvignac and main members of the senior management of the Company

As part of the Company's IPO, Mr. Thierry Ballenghien, Mr. Cyril Calvignac and the main members of the management team undertook, subject to certain customary exceptions, to retain all the shares held at the date of settlement-delivery of the Offer (as this term is defined in the Prospectus) until the end of a period expiring 360 days following the date of settlement-delivery of the Offer. This lock-up commitment is therefore still in effect.

8.4.5. Other minority shareholders' holding commitments

Subject to certain customary exceptions, the other minority shareholders (including Group employees) have undertaken to retain: (i) until the end of a period expiring 180 days following the settlement-delivery date of the Offer, all shares held on the date of settlement-delivery of the Offer; (ii) until the end of a period expiring 270 days following the date of settlement-delivery of the Offer, 50% of the shares held on the date of settlement-delivery of the Offer; and (iii) until the end of a period expiring 360 days following the date of settlement-delivery of the Offer, 25% of the shares held on the date of settlement-delivery of the Offer. This lock-up commitment is therefore still in effect for a portion of said shares.

With the exceptions described above, to the Company's knowledge, there are no agreements or reciprocal promises relating to the acquisition of Company shares representing at least 0.5% of the share capital, or the Company's voting rights.

8.5. Voting rights

Each ordinary share gives the right to one vote, it being specified, however, that a double voting right, which is effective since the admission of the Company's shares to trading on Euronext Growth, is allocated to all fully paid-up shares for which there is proof of registration for at least two years in the name of the same shareholder, in accordance with Article L. 225-123 of the French Commercial Code. The period of entry of the shares in registered form, prior to the date of listing of the Company's shares for trading on Euronext Growth, is taken into account.

Double voting rights will cease automatically for all shares converted to bearer shares or transferred in ownership. Nevertheless, no transfer as a result of succession, liquidation of community of property between spouses or *inter vivos* donations, in favour of a third party, spouse or relative to the degree of succession, causes the loss of the right acquired and does not interrupt the two-year period mentioned above.

In the event of a capital increase through the incorporation of reserves, profits or share premiums, double voting rights are granted upon issue to new free shares allocated to a shareholder on the basis of existing shares for which he or she already benefits from this right.

When shares are the subject of a usufruct, the voting right belongs to the bare owner, except for decisions concerning the allocation of profits, where it is reserved for the usufructuary.

8.6. Treasury shares

At 31 December 2022, no Company shares were held by a company over which the Company itself directly or indirectly holds control within the meaning of Article L. 233-3 of the French Commercial Code.

At 31 December 2022, the Company does not hold any of its shares and no Company shares are held by a third party on its behalf, apart from the shares traded for the purpose of ensuring the promotion of the secondary market for the shares through the intermediary of Gilbert Dupont via a liquidity contract in accordance with the practice accepted by the regulations (see §8.7.2 of Chapter "*Management Report*" of the Annual Financial Report).

8.7. Treasury shares held as part of a share buyback programme (Article L. 225-211 paragraph 2 of the French Commercial Code)

8.7.1. Authorisation in progress

The General Shareholders' Meeting of 12 April 2022 authorised the Board of Directors to proceed with a share buyback programme, subject to the condition precedent of the definitive setting of the issue price of the new ordinary shares as part of the admission of the Company's shares to trading on the Euronext Growth Paris market. This delegation has a duration of 18 months expiring on 12 October 2023 and relates to a number of shares not exceeding 10% of the Company's share capital.

This authorisation to trade in the Company's own shares was granted in order to:

- implement stock option plans, free share allocation plans and employee shareholding transactions reserved for members of a company savings plan, in accordance with the legal provisions in force, or the allocation of shares to employees and/or executive corporate officers of the Company and its related companies;

- deliver shares when the rights attached to securities giving access to the Company's share capital are exercised;

- use them in connection with any hedging of the Company's commitments for financial instruments relating in particular to the evolution of the Company's share price;

- hold shares and then use them for payment or exchange within the framework of potential external growth transactions, mergers, demergers or contributions;

- cancel all or part of the shares by reducing the share capital (in particular with a view to optimising cash management, return on equity or earnings per share);

- manage the equity market under a liquidity contract entered into with an investment service provider, in accordance with the Code of Ethics recognised by the *Autorité des Marchés Financiers*;

- implement any market practice that may be authorised by the *Autorité des Marchés Financiers* and, more generally, complete all transactions in accordance with legal and regulatory provisions in force.

The maximum amount of funds allocated to the share buyback programme is five million euros (€5,000,000), net of fees. The maximum purchase price per share by the Company of its own shares may not exceed 300% of the price of the shares offered to the public as part of the admission to trading on the Euronext Growth Paris market.

8.7.2. Review of the programme in 2022

During the past financial year, this share buyback programme was used exclusively as part of the liquidity agreement entered into on 22 June 2022 between the Company and Gilbert Dupont. This liquidity and market monitoring agreement on its shares, in accordance with the AMAFI charter, took effect from 10 August 2022 for a period of one year. This liquidity contract was entered into in accordance with the decision of the French Financial Markets Authority (*Autorité des Marchés Financiers*) No. 2021-01 of 22 June 2021, applicable since 1 July 2021, introducing liquidity contracts on equity securities under accepted market practice. The purpose of this agreement is to manage the Icape Holding share by Gilbert Dupont on the Euronext Growth multilateral trading facility in Paris.

The resources allocated to its implementation are €500,000.

In accordance with Article L. 225-11 paragraph 2 of the French Commercial Code, we inform you that the implementation of the buyback programme during the past financial year was carried out as follows:

	Purchase	Sale
Number of shares	16,050	3,358
Number of transactions	190	93
Amount (average prices)	€15.84	€15.77
Amount of trading fees	None	None

At 31 December 2022, the Group held directly and through the liquidity contract 12,692 treasury shares, representing 0.16% of the Company’s share capital, for a value of €201,066 measured at the purchase price.

No reallocation of shares to another objective was made during the financial year.

8.8. Employee shareholding

In accordance with the provisions of Article L. 225-102 of the French Commercial Code (Code de commerce), we inform you that as of 31 December 2022, there were no shares in the Company’s share capital held by employees in the context of a collective management within the meaning of said article.

It is, however recalled, that at the initiative of the Group's founder, Thierry Ballenghien, the Group's employees have been involved in the Group's growth, development and success since 2004, the year that employees were offered the opportunity to acquire shares in Icape and Cipem. Employees' shareholding in the Company's share capital has increased on several occasions: initially reserved for management, directors and members of the Executive Committee, shares were gradually offered to a wider circle of employees and, as at the date of admission of the Company's shares to trading on Euronext Growth, 102 Group employees and corporate officers[20] (both current and former) were, directly or indirectly, shareholders of the Company.

On the date of admission of the Company's shares to trading on Euronext Growth, the Group's employees[21] together held 20.29% of the Company's share capital and 18.20% of the Company's voting rights, before the exercise of the Over-Allotment Option. This shareholding by the Group's employees, which is a direct investment, reflects their investment in the project led by the Company and is an important lever for its future development.

8.9. Free share allocation plans

No free share allocation plan was in progress as of 31 December 2022.

8.10. Stock subscription options

In accordance with Article L. 225-184 of the French Commercial Code, no stock options or share subscription options were granted during the 2022 financial year. More generally, there were no dilutive instruments outstanding at 31 December 2022.

8.11. Summary of transactions carried out by corporate officers and executives and persons with whom they have personal ties

Pursuant to Articles L. 621-18-2 of the French Monetary and Financial Code and Article 223-26 of the AMF General Regulation, a summary of the transactions carried out by the executives and other persons mentioned in Article L. 621-18-2 of the French Monetary and Financial Code and declared in 2022 is presented below:

None.

8.12. Injunctions, sanctions pronounced by the Competition Council for anti-competitive practices (Article L. 464-2 of the French Commercial Code)

None.

8.13. Cross-shareholdings, disposal of cross-shareholdings

At the date of this report, the Company holds no cross-shareholdings and there was no disposal of any cross-shareholdings during the financial year ended 31 December 2022.

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[20] Excluding Mr. Thierry Ballenghien, Chairman of the Board of Directors of the Company.

[21] At the date of admission of the Company's shares to trading on Euronext Growth, this category includes the Group's current or former employees and corporate officers (other than the Company's corporate officers and non-voting directors), who held a stake in the Company's share capital.

8.14. Items relating to adjustments to share subscription or purchase options or compound securities

None.

CORPORATE GOVERNANCE REPORT

This report on corporate governance has been prepared in accordance with the last paragraph of Article L. 225-37 of the French Commercial Code. It was submitted to the Board of Directors for approval on 28 March 2023.

Since the admission of its shares to trading on Euronext Growth, the Company has referred to the Middlenext Corporate Governance Code (in its version updated in September 2021) approved as a reference code by the AMF (the "Middlenext code"). The Board of Directors' meeting of 28 March 2023 amended its internal rules to comply with it.

In the comply *or* explain approach, this report specifies the recommendations of the MiddleNext Code that are applied within the Group, and provides detailed explanations relating to the application or not of these recommendations. We also inform you that the Board of Directors has taken note of the points of vigilance expressed in this code.

It will be presented to shareholders at the next General Shareholders' Meeting on 16 May 2023.

1. INFORMATION CONCERNING THE BOARD OF DIRECTORS

1.1. Composition of the Board of Directors

At 31 December 2022, the Board of Directors had eight members, including its Chairman. Three directors are considered by the Company to be independent directors under the conditions defined by the Middlenext Code.

The tables below show the composition of the Board of Directors at 31 December 2022, as well as the terms of office of the members of the Board of Directors of the Company over the last five years.

As of the date of this report, there has been no change in the composition of the Company's Board of Directors. However, it is specified that an autonomous CSR Committee has been created, whose members and functions are described in more detail in §3.1.4 of Chapter "*Corporate Governance Report*".

Last name, first name, title or function[1]	Age	Gender (M/F)	Nationality	Independent (Yes/No)	Year of first appointment	Expiry of term of office	Committees of Board of Directors		
							Strategy, Acquisition and CSR Committee	Audit and Risk Committee	Compensation, Appointments and Governance Committee
Thierry Ballenghien, Chairman of the Board of Directors	66	M	French	No	2021	2024	Chairman	-	Member
Cyril Calvignac[2], member of the Board of Directors	45	M	French	No	2021	2024	Member	-	-
Ranxu Mazet[3], member of the Board of Directors	49	F	French	No	2021	2023	Member	-	-
Shora Rokni[4], member of the Board of Directors	41	F	French	No	2021	2025	-	-	-
Yann Duigou[5], member of the Board of Directors	60	M	French	No	2021	2023	-	-	-
Philippe Darfeuil, member of the Board of Directors	55	M	French	Yes	2021	2025	Member	-	-
Brigitte Le Borgne, member of the Board of Directors	58	F	French	Yes	2021	2023	-	Chairwoman	Member

Pascale Auger, member of the Board of Directors	60	F	French	Yes	2021	2024	-	Member	Chairwoman
Thomas Chea, non-voting member	60	M	French	N/A	2021	-	-	-	-
Jie Chen, non-voting member	47	M	French	N/A	2021	-	-	-	-
Christelle Bonnevie, non-voting member	51	F	French	N/A	2021	-	-	-	-

(1) The relevant management expertise and experience of the members of the Board of Directors are the result of the various salaried and management positions they have previously held, as shown in the corresponding tables in the section "Profile, experience and expertise of the members of the Board of Directors" below.
(2) As at the date of this report, Mr. Cyril Calvignac has been the Company's Chief Executive Officer and a member of the Board of Directors of the Company since 6 July 2021.
(3) As at the date of this report, Ms. Ranxu Mazet has been Deputy Chief Executive Officer of the Company and a member of the Board of Directors of the Company since 6 July 2021.
(4) As at the date of this report, Ms. Shora Rokni has been Deputy Chief Executive Officer of the Company and a member of the Board of Directors of the Company since 6 July 2021.
(5) As at the date of this report, Mr. Yann Duigou has been Deputy Chief Executive Officer of the Company and a member of the Board of Directors of the Company since 6 July 2021.

1.2. Profile, experience and expertise of the members and non-voting members of the Board of Directors

Below are the profiles, experience and expertise of each director and non-voting member.

Name: **Thierry Ballenghien** Chairman of the Board of Directors and Director	
Summary of main areas of expertise and experience:	• Graduate school engineer • Company manager for 36 years • Factory manager for 13 years • 38 years of experience in printed circuit boards • Founding Chairman of the Icape Group • Expert in printed circuit boards • Expert in the Chinese printed circuit board industry • Majority shareholder of the Icape Group
Main activities exercised outside the Company:	None
Current offices:	

— Offices and functions in the Group's companies	• Chairman of the Board of Directors of the Company and member of the Board of Directors of the Company • Chairman of the Company's Strategy, Acquisitions and CSR Committee • Member of the Company's Compensation, Appointments and Governance Committee • Chairman of Divsys International Icape LLC • Chairman of Icape - International Consulting Activities for Printed Circuit Boards and Electronics • Chairman of Cipem USA Inc. • Chairman of Cipem • Chairman of Icape Deutschland GMBH • Director of Icape India Electronics Private Limited • Legal representative of Icape Dongguan Electronic Limited • Director of Cipem HK Company Limited • Director of Icape HK Company Limited • Sole director of Icape EIG
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	• Chairman of Balwen Holding SAS
Terms of office expired during the past five years	Chairman of the Company's Supervisory Board (before it was transformed into a public limited company)

Name: **Cyril Calvignac** Chief Executive Officer and Director	
Summary of main areas of expertise and experience:	• Electronics technician and qualified Quality Manager • 24 years of experience in the electronics and circuit board industry • 18 years of experience in management and sales management • Expertise in operational business management for 13 years • CEO of the Group since 2015, Chief Executive Officer and Director of the Company since it was transformed into a public limited company and Chairman of the Company when it was a simplified joint-stock company
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Chief Executive Officer of the Company and member of the Board of Directors of the Company • Member of the Strategy, Acquisitions and CSR Committee • Member of the Company's Executive Committee • Director in the Cipem EIG • Director of Icape AB • Director of JA Printed Circuits Company BV

	• Chief Executive Officer of Icape Deutschland GMBH • Chairman of Divsys France • Chief Executive Officer of Icape Canada Inc. • Chairman and Chief Executive Officer of Icape California Inc. • Legal representative of Icape Changan Express • Chairman of Icape Denmark A/S • Chairman of MMAB Group AB • Chief Executive Officer of SAFA 2000 GmbH • Chief Executive Officer of Icape Deutschland GmbH • *as representative of the Company:* Chief Executive Officer of Idelec
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	• Chairman of the Company (before the Company was transformed into a public limited company)

Name: **Ranxu Mazet** Deputy Chief Executive Officer and Director	
Summary of main areas of expertise and experience:	• 21 years of management experience within the Group, including 12 years as Director of the Icape China office and eight years as Vice-President of the Americas region • 21 years in the printed circuit board industry, in particular in China • 12 years of experience in the management of printed circuit board suppliers in China • 12 years leading the Icape China office in charge of managing the printed circuit board suppliers in China, Icape engineering and quality, the Icape supply chain and the sales activities of Icape HK Company Limited • Eight years as Vice-President of the Americas region in charge of North/South/Central America commercial activities • Deputy Chief Executive Officer of the Company and member of the Board of Directors of the Company since 2021
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Deputy Chief Executive Officer of the Company and member of the Company's Board of Directors • Member of the Strategy, Acquisitions and CSR Committee • Member of the Company's Executive Committee • Icape HK Company Limited (Director) • Secretary of the Board of Directors of Icapelectronicas S de RL de CV

— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	• Member of the Management Board of the Company (before it was transformed into a public limited company)

Name: **Shora Rokni** Deputy Chief Executive Officer and Director	
Summary of main areas of expertise and experience:	• 17 years of expertise in finance, accounting and management control • 14 years of experience in the printed circuit board industry • 14 years of expertise in international trade • 11 years of expertise in supply chain and logistics from China • CFO of the Icape Group since 2013
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Deputy Chief Executive Officer of the Company and member of the Company's Board of Directors • Member of the Company's Executive Committee • Chief Financial Officer of Icape California Inc. • Treasurer of Cipem USA Inc. • Financial Controller of ICAPE EIG • Financial Controller of CIPEM EIG • Director of MMAB Group AB
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	• Member the Company's Supervisory Board (before it was transformed into a public limited company)

Name: **Yann Duigou** Deputy Chief Executive Officer and Director	
Summary of main areas of expertise and experience:	• 31 years of experience in the printed circuit board industry: sales, factory management, sales management, senior management of a group • Six years as e-business director in the Group • Deputy Chief Executive Officer and Director of the Company since 2021
Main activities exercised outside the Company:	None
Current offices:	

— Offices and functions in the Group's companies	• Deputy Chief Executive Officer of the Company and member of the Company's Board of Directors • Member of the Company's Executive Committee • Director of MMAB Group AB • Director of Malmö Monsterkort AB • Director of MMAB Group Kft
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	Member the Company's Supervisory Board (before it was transformed into a public limited company)

Name: **Philippe Darfeuil** Independent director	
Summary of main areas of expertise and experience:	• Engineer graduated from two engineering schools (in mechanics and electronics) • More than 30 years of experience in the automotive industry: - seven years of experience in research and development of "intelligent" driver assistance systems - 12 years of experience in engineering and projects, including vehicle engineering and electronic systems - 11 years of experience in purchasing, including five years in body equipment and six years in after-sales - one year of experience in factory and manufacturing • International experience, notably four years in Japan and one year in Morocco • Expertise in automation, electronics, systems engineering, design, product-process, lean manufacturing, automotive quality, costing and international purchases • Temporary teacher for 10 years at Centrale Sup Élec in automotive electronics
Main activities exercised outside the Company:	Strategy consulting, project management, support/coaching for Green Tech Consulting (SASU)
Current offices:	
— Offices and functions in the Group's companies	• Member of the Company's Board of Directors • Member of the Company's Strategy, Acquisitions and CSR Committee
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	Chairman of the consulting firm Green Tech Consulting (SASU)
Terms of office expired during the past five years	None

Name: **Brigitte Le Borgne** Independent director	
Summary of main areas of expertise and experience:	• Former Chief Operating Officer and Chief Financial Officer, intermediary between senior managers and CFOs. Experience in medium and large international groups, which are listed (United States and United Kingdom) and under LBO • Experience in many transformations: strong growth, internationalisation, acquisitions and integration, business model transformation, turnaround, change of shareholder • Strategy and international development consultant since 2017 • Certified in governance since 2012 (ESSEC Executive Education) and involved in two corporate governance associations
Main activities exercised outside the Company:	• Advising intermediate-sized enterprises/small and medium-sized enterprises on their strategic roadmap and internationalisation (the brand, Lily-Perf) • Member of the SAI international network IBG Global, representing France
Current offices:	
— Offices and functions in the Group's companies	• Member of the Company's Board of Directors • Chairwoman of the Company's Audit and Risk Committee • Member of the Company's Compensation, Appointments and Governance Committee
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	None

Name: **Pascale Auger** Independent director	
Summary of main areas of expertise and experience:	• Director with experience in governing intermediate-sized listed or non-listed enterprises and within large groups give her executive functions • Business sectors: industry, automotive, construction and energy • Functional experience: industrial experience, finance, HR and strategy • International experience in Europe and North America with good knowledge of Germany
Main activities exercised outside the Company:	• Chief Executive Officer of Corporate Angel • Director of listed (Exel Industries) and non-listed (Prodeval) medium-sized enterprises and a company in the social and solidarity economy (Vitamine T)
Current offices:	

— Offices and functions in the Group's companies	• Member of the Company's Board of Directors • Chairwoman of the Company's Compensation, Appointments and Governance Committee • Member of the Company's Audit and Risk Committee
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	• Chairwoman of the Audit Committee of Exel Industries • Chairwoman of the Board of Directors of Prodeval • Member of the Supervisory Board of Vitamine T • Chief Executive Officer of Corporate Angel
Terms of office expired during the past five years	Independent Director and member of the Appointments and Compensation Committee of Rabot Dutilleul Holding

Name: **Thomas Chea** Non-voting member	
Summary of main areas of expertise and experience:	• Management of entities of different nationalities, in particular Asia and Europe, Americas, and more recently Africa • More than 20 years of experience in sales, marketing and the design of semiconductors • More than 10 years of experience in sales, marketing and the design of printed circuits and electronic components
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Non-voting member of the Company's Board of Directors • Member of the Company's Executive Committee • Controller of GIE Icape
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	None

Name: **Jie Chen** Non-voting member	
Summary of main areas of expertise and experience:	• 11 years of experience in management and sales management • Expertise in operational business management for 12 years
Main activities exercised outside the Company:	None

Current offices:	
— Offices and functions in the Group's companies	• Non-voting member of the Company's Board of Directors • General Manager of Icape Dongguan Electronics • Managing director of Icape HK • Member of the Company's Executive Committee
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	• Managing director of Icape Investment Hong Kong Limited • Managing director Icape Manco Hong Kong Limited
Terms of office expired during the past five years	None

Name: **Christelle Bonnevie** Non-voting member	
Summary of main areas of expertise and experience:	• Operational Department/P&L Management • Management of organisations and processes • Management of the supply chain (procurement) • PCB expertise (single-sided/double-sided)
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Non-voting member of the Company's Board of Directors • Member of the Company's Executive Committee • Financial Controller of GIE Cipem • Chairman of Malmö Monsterkort AB
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	None

The directors' business address is the Company's registered office.

There are no family ties between the members of the Board of Directors.

1.3. Personal information concerning the members and non-voting members of the Board of Directors

Thierry Ballenghien is 66 years old and a graduate of the École des Hautes Études d'Ingénieur (1981). For thirteen years, he served as factory general manager in a printed circuit board company. In 1999, he founded Icape, which in less than a quarter of a century has become one of the world's leading players in the distribution of small- and medium-volume printed circuit boards. Today, Thierry Ballenghien serves as Chairman of the Board of Directors.

Cyril Calvignac is 45 years old with a diploma from Eure Chamber of Commerce and Industry (CCI). He has an advanced technician's certificate in electronics and began his career in 1999 as an engineer, commercial engineer and then product manager at Qwertec, a subsidiary of the Apem group. In 2003, he joined the Icape Group as a sales engineer and has held various positions before becoming Vice-Chairman and then Chief Executive Officer.

Ranxu Mazet is 49 years old and holds a bachelor's degree in international business from Tianjin Foreign Studies University (China). She spent the first three years of her professional career as a Sales Director. She then held an international trader position for three years at François Frères. She joined the Company in 2002 as a sales engineer, before being appointed Director of the China office in charge of suppliers and Group operations. In 2010, she was appointed Director of the Icape HK subsidiary and, in 2014, Vice-President of the Americas region. Since July 2021, Ranxu Mazet has held the position of Deputy Chief Executive Officer in charge of operations within the Company.

Shora Rokni is 41 years old and holds a Master's degree in Audit and Management Accounting from the Conservatoire National des Arts et Métiers (CNAM). In 2009, she began her career as an accountant at Icape France and quickly became Head of Accounting at Icape HK & Cipem HK, a position she held for two years in China. In 2012, she joined Icape Holding as Group Chief Accountant and was appointed Chief Financial Officer in 2013 and then, on 6 July 2021, Deputy Chief Executive Officer.

Yann Duigou is 60 years old and has a Master's degree from the International Business School (ISG). He held several sales positions within the Cire group between 1994 and 2011, including several management positions, of which Factory Manager and Chief Executive Officer. He then became Industrial Director of the Elvia PCB group. In 2015, he joined the Icape Group where he held the successive positions of Sales Director, Director of Online Commerce and finally Marketing Director. Since 2021, he has been Deputy Chief Executive Officer of the Company.

Philippe Darfeuil is 56 years old and is an engineer and graduate of two French Grandes Ecoles, with dual training in mechanics and electricity. He specialised in electronics at CentraleSupélec, a school where he went on to teach at for 10 years. He has more than 30 years of experience in the automotive industry, five of which abroad. While his last operational position was in manufacturing, as Director of Operations for a supplier of PSA in Morocco, he has spent most of his career at Renault, on the upstream side: seven years of research in electronics, 12 years in vehicle engineering (including four spent at Nissan in Japan), 11 years in purchasing for the Renault/Nissan Alliance. This last experience made him familiar with a number of aspects: supplier panel, sourcing strategy and supply chain management at the global level, but also supplier diagnostics, profitability, growth strategy, partnerships, CSR policy, consolidation of sectors. He left Renault in February 2021 to create "Green Tech Consulting", a consulting company to support VSEs/SMEs in their transition to a more responsible and sustainable business model. In June 2021, he joined the Board of Directors of the Company as an independent director. He has since been a member of the IFA (Institut Français des Administrateurs).

Brigitte Le Borgne is 58 years old and holds an MBA in Finance and Management Control from Reims Management School. During the first four years of her professional career, Brigitte Le Borgne began as a Financial Auditor and then as Head of Management Control. From 1992 to 1999, she was Head of Finance and Sales Administration in France and Head of Special Assignments in Europe for the Mattel Group. Her vast rich experiences as Chief Financial Officer, Deputy Chief Executive Officer, member of advisory committees, director of group subsidiaries and consultant, led her, in December 2021, to join the Board of Directors of the Company as independent director.

Pascale Auger is 60 years old and is an engineer and graduate of École Centrale Lille (1985) and a Doctor in Industrial Organisation and Robotics from the University of Lille (1987). She has 20 years of experience in the management of activities in the industrial and service sectors, in France and abroad. From research and development engineering to exercising terms of offices, she has worked in major groups (Renault, PwC, Capgemini, Mauboucher, etc.). She is currently on the management bodies of several companies such as Excel Industries, Prodeval and, since December 2021, an independent director of the Company.

Thomas Chea is 59 years old and holds a doctorate in electrical engineering from Télécom Paris (ENST, 1991) and an MBA from IAE Paris Sorbonne Business School (1997). He has held various engineering, marketing and sales positions at Philips, Siemens, Alcatel, Atmel and Rohm Semiconductor, before joining the Icape Group for the first time between 2007 and 2008, then again in 2010 where he successively held the positions of Marketing Director and Vice-President for the Asia-Pacific region. He currently serves as Executive Vice-President of the Asia-Pacific-Africa region and, since 7 July 2021, has been a non-voting member of the Company's Board of Directors.

Jie Chen is 46 years old and holds a bachelor's degree in business administration from Shanghai Fudan University (1999), a master's degree in international business from ESC Grenoble Business School (2003) and a master's degree in energy and mechanics from the University of Paris X (2006). He served as Project Manage*r* within Euro-China Capital between 2006 and 2008, before joining the Icape Group in 2008 where he successively held the positions of Sales Manager then Director of Icape Hong Kong. He currently serves as Executive Vice-President of the South-East Asia and China region and, since 7 July 2021, has been a non-voting member of the Company's Board of Directors.

Christelle Bonnevie is 50 years old and holds a master's degree from the University of Bourgogne. She began her career in 1996 as a Procurement Manager & Supply Chain Project Leader within Alstom Transport before joining Alstom Marine in 2000 as Supply Chain Manager. Between 2008 and 2015, she served as Plant & Production Manager within Elvia PCB, before joining the Icape Group in 2018, where she successively held the positions of Consumer Technical & Sales Manager, then Director of the CIPEM business. She currently serves as Executive Vice-President of the CIPEM division and, since 7 July 2021, has been a non-voting member of the Company's Board of Directors.

1.4. Nationality of the members of the Board of Directors

All of the Company's directors and non-voting directors are French nationals, with the exception of Mr. Jie Chen, non-voting director, who is a Chinese national.

1.5. Independent members of the Board of Directors

With regard to the independence criteria defined by the Middlenext Code, to which the Company has referred since the admission of its shares to trading on Euronext Growth, three members of the Board of Directors, namely Philippe Darfeuil, Brigitte Le Borgne and Pascale Auger, are independent members of the Board of Directors.

The following is an analysis by the Company of the independence of these directors with regard to the criteria set out in the Middlenext Code.

Director independence criteria	Philippe Darfeuil	Brigitte Le Borgne	Pascale Auger	Thierry Ballenghien	Cyril Calvignac	Shora Rokni	Ranxu Mazet	Yann Duigou
Criterion 1: Not to have been an employee or an executive corporate officer of the Company or of a company in its Group within the last five years	✓	✓	✓	✗	✗	✗	✗	✗
Criterion 2: Not to have had and not to be in asignificant business relationship with the Company or its Group (customer, supplier, competitor, service provider, creditor, banker, etc.) within thelast two years	✓	✓	✓	✓	✓	✓	✓	✓
Criterion 3: Not to be a reference shareholder of the Company or hold a significant percentage of the voting rights	✓	✓	✓	✗	✗	✓	✓	✓
Criterion 4: Not to have a close relationship or close family ties witha corporateofficer or reference shareholder	✓	✓	✓	✗	✗	✗	✗	✗
Criterion 5: Not to have been a Statutory Auditor of the Company within the last six years	✓	✓	✓	✓	✓	✓	✓	✓

In this table, ✓ *represents an independence criterion met and* ✗ *represents an independence criterion not met.*

1.6. Non-voting members

The Board of Directors also has three non-voting members. Non-voting members, who have access to the same information as the directors and are subject to the same obligations of loyalty and professionalism as the latter, are appointed by the Board of Directors and chosen from among the Company's shareholders or outside them, because of their skills and expertise.

Non-voting members take part in the deliberations of the Board of Directors in an advisory capacity, without their absence affecting the value of the deliberations. In accordance with the internal rules of the Board of Directors, depending on the purpose of the Board of Directors' meeting or some of the subjects discussed during the meeting, the Board of Directors may ask non-voting members to leave during the meeting.

Non-voting members are responsible for providing their opinions on all types of issues submitted to them, particularly in technical, commercial, administrative or financial matters, and may receive specific study assignments from the Board of Directors. With regard to the shareholding of the Group's executives and employees in the Company's capital, which is a strong specificity of the Icape Group both in its proportions[22] and its terms[23], the non-voting directors also act as intermediaries and represent the Company's employee shareholders on the Board of Directors, by examining with an objective eye the smooth running of the Group, compliance with the Articles of Association and the protection of the interests of the Group's employee shareholders and the alignment of stakeholder interests.

The non-voting directors, like the directors, will be made aware of the regulations relating to market abuse and insider information.

1.7. Balanced representation of women and men

The Board of Directors includes four women, i.e. 50% of the members of the Board of Directors. The composition of the Board of Directors complies with the provisions of Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code providing for a balanced representation of women and men on the Board of Directors of companies whose shares are admitted to trading on a regulated market.

1.8. Declarations relating to the members of the Board of Directors and executive corporate officers

In addition, to the best of the Company's knowledge, over the last five years: (i) no conviction for fraud has been handed down against a director or executive corporate officer of the Company, (ii) no director or executive corporate officer of the Company has been associated with a bankruptcy, receivership, liquidation or placing of undertakings under receivership, (iii) no claim and/or official public sanction has been pronounced against a director or an executive corporate officer of the Company by judicial or administrative authorities (including designated professional bodies) and (iv) no director or any of the executive corporate officers have been deprived by a court of the right to serve as a member of an administrative, management or supervisory body of an issuer or to take part in the management or conduct of an issuer's business.

1.9. Status of terms of office of directors

As the terms of office of Ms. Brigitte Le Borgne, Ms. Ranxu Mazet and Mr. Yann Duigou expire at this meeting, we ask you renew their terms of office for a further period of three years, i.e. until the end of the meeting held in 2026 called to approve the financial statements for the financial year ended 31 December 2025.

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[22] At the date of admission of the Company's shares to trading on Euronext Growth, the shareholding of current or former Group employees and corporate officers (other than the Company's corporate officers and non-voting members) represented, before exercise of the Over-allotment Option, 20.29% of the Company's share capital and 18.20% of the Company's voting rights].

[23] The shareholding of the Group's employees and corporate officers (both current or former) in the Company's share capital is a direct participation, or through holding companies, and not via collective incentive or profit-sharing mechanisms or company savings plans.

Ms. Brigitte Le Borgne, Ms. Ranxu Mazet and Mr. Yann Duigou, whose terms of office have expired, have indicated in advance that they accept the renewal of their duties and are not subject to any measure or incapacity likely to prevent them from doing so.

The renewal of the term of office of these directors would thus have no impact on the composition of the Board of Directors, either in terms of the proportion of independent directors or with regard to parity on the Board.

1.10. Proposal of new directors

We propose that you appoint Ms. Christelle Bonnevie and Mr. Arnaud Le Coguic as directors, in addition to the members currently in office, for a term of three years, expiring at the end of the meeting held during 2026 called to approve the financial statements for the financial year ended 31 December 2025.

Ms. Christelle Bonnevie and Mr. Arnaud Le Coguic have indicated in advance that they accept these duties and are not subject to any measure or incapacity likely to prevent them from exercising them.

If Ms. Christelle Bonnevie and Mr. Arnaud Le Coguic are appointed as directors, parity on the Board of Directors would be maintained.

We also inform you that Ms. Christelle Bonnevie and Mr. Arnaud Le Coguic would not be considered as independent members of the Board of Directors.

1.10.1. Presentation of Ms. Christelle Bonnevie

Christelle Bonnevie is 49 years old and holds a master's degree from the University of Bourgogne. She began her career in 1996 as a Procurement Manager & Supply Chain Project Leader within Alstom Transport before joining Alstom Marine in 2000 as Supply Chain Manager. Between 2008 and 2015, she served as Plant & Production Manager within Elvia PCB, before joining the Icape Group in 2018, where she successively held the positions of Consumer Technical & Sales Manager, then Director of the CIPEM business.

She currently serves as Executive Vice-President of the CIPEM division and, since 7 July 2021, has been a non-voting member of the Company's Board of Directors. Since 27 October 2022, Ms. Christelle Bonnevie has also been Deputy Chief Executive Officer of the Company, alongside Mr. Cyril Calvignac, Chief Executive Officer of the Company, and her duties include optimising the performance of the printed circuit board manufacturing plant owned by the Trax Interconnect Group subsidiary (now Trax-Icape) in South Africa, and she will continue to lead the CIPEM business. She will also ensure the integration of the MMAB Group plant within the Group, its industrial development and the optimisation of its performance.

It is specified that in the event of the appointment of Ms. Christelle Bonnevie as a Director, she will first resign from her employment contract.

The profile, experience and expertise of Ms. Christelle Bonnevie are shown below.

Name: **Christelle Bonnevie** Non-voting member	
Summary of main areas of expertise and experience:	• Operational Department/P&L Management • Management of organisations and processes • Management of the supply chain (procurement) • PCB expertise (single-sided/double-sided)
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Deputy Chief Executive Officer of Icape Holding • Non-voting member of the Company's Board of Directors • Member of the Company's Executive Committee • Financial Controller of GIE Cipem
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	None

1.10.2. Presentation of Mr. Arnaud Le Coguic

Arnaud Le Coguic is 43 years old and holds a Higher Diploma in Accounting and Management (Diplôme Supérieur de Comptabilité et Gestion - DSCG). He began his career in 2003 as a junior auditor at Fidorex before joining Deloitte & Associés in 2005 for five years up to the position of Supervisor. He then joined the Publicis group as Internal Control Manager EMEA for one of the Group's business lines. He then held the position of Audit manager in various financial audit firms before joining KPMG as Senior Audit Manager in 2018 until he joined the Icape Group in October 2022 as Deputy Chief Financial Officer, Head of Investor Relations.

He currently holds the position of Deputy Chief Financial Officer and Head of Investor Relations and is tasked with researching and optimising the Group's financing, overseeing the preparation of the Group's consolidated financial statements, and overseeing legal and regulatory obligations, the development of the financial communication strategy and the coordination of investor relations.

It is specified that in the event of the appointment of Mr. Arnaud Le Coguic as a director, he will not resign from his employment contract.

Below are the profiles, experience and expertise of Mr. Arnaud Le Coguic.

Name: **Arnaud Le Coguic**	
Summary of main areas of expertise and experience:	• Technical expertise in accounting and consolidation • Analysis and monitoring of financial markets • Team management and project management • Knowledge of the legal and regulatory obligations of listed companies
Main activities exercised outside the Company:	None
Current offices:	
— Offices and functions in the Group's companies	• Member of the Company's Executive Committee
— Offices and functions outside the Group's companies: (French listed companies, French non-listed companies, foreign listed companies, foreign non-listed companies)	None
Terms of office expired during the past five years	None

1.11. Report on the activities of the Board of Directors during the financial year

The minutes of each meeting are prepared under the responsibility of the Chairman of the Board of Directors. They are transcribed in the minutes register after signature by the Chairman and a member.

During the financial year ended 31 December 2022, the Company's Board of Directors met 13 times on the days and months listed below.

Date of Board meeting	Number of directors present or represented	Participation rate
07.01.2022	8	100%
03.02.2022	8	100%
21.02.2022	8	100%
25.03.2022	8	100%
12.04.2022	8	100%
03.06.2022	8	100%
20.06.2022	8	100%
06.07.2022	8	100%
08.07.2022	8	100%
07.09.2022	8	100%
05.10.2022	8	100%
10.11.2022	6	75%
13.12.2022	8	100%

1.12. Compensation and benefits

1.12.1. Compensation of directors

The following table shows the compensation received by the directors during the financial year ended 31 December 2022 in respect of their offices as directors and, where applicable, as Chairman of the Board of Directors:

	Financial year 2022
Remuneration for serving as a director	€608,627
Total	€608,627

1.12.2. Subscription options, warrants and free shares

No free shares, stock options or share subscription warrants were allocated to the Company's directors during the 2022 financial year.

At the time of the Company's IPO, the directors all exercised all of the warrants from which they benefited, namely 8,982 warrants, which resulted in the subscription of 224,550 new Company shares.

At 31 December 2022 and on the date hereof, the directors of the Company did not hold any free shares, stock options or share subscription warrants of the Company.

1.12.3. Directors' shareholding in the Company's share capital

The table below shows the directors' shareholding in the Company's share capital:

Directors	% of share capital	% of voting rights
T. Ballenghien (directly and through Balwen Holding[24])	**51.32%**	**51.86%**
C. Calvignac	**4.44%**	**6.34%**
R. Mazet	**3.12%**	**4.34%**
S. Rokni	**1.94%**	**2.48%**
Y. Duigou	**0.65%**	**0.52%**
C. Bonnevie	**0.65%**	**0.52%**
P. Darfeuil	**0.15%**	**0.15%**

[24] Balwen Holding is a simplified joint-stock company with a share capital of €8,534,976, whose registered office is located at 8, Rue d'Athènes, 75009 Paris, France, registered in the Paris Trade and Companies Register under number 900 277 146. Mr. Thierry Ballenghien holds a 50.10% stake in Balwen Holding, while the balance of the share capital belongs to members of Mr. Thierry Ballenghien's family.

P. Auger	**0.00%**	**0.00%**
B. Le Borgne	**0.00%**	**0.00%**

2. INFORMATION CONCERNING EXECUTIVE MANAGEMENT

2.1. Composition of executive management

The Board of Directors currently separates the functions of Chairman and Chief Executive Officer.

The table below shows the composition of the Executive Management as of 31 December 2022. As of the date of this report, no change has occurred in the composition of Executive Management.

Name	Term of office	Date of appointment and end of term of office	Functions / Offices held in the Company	Main functions outside the Company
Cyril Calvignac	Chief Executive Officer	Appointment: 6 July 2021[(1)] Term of office: 3 years	Chief Executive Officer Director	(5)
Ranxu Mazet	Deputy Chief Executive Officer	Appointment: 6 July 2021[(2)] Term of office: 2 years	Deputy Chief Executive Officer Director	(5)
Shora Rokni	Deputy Chief Executive Officer	Appointment: 30 July 2022 Term of office: 3 years	Deputy Chief Executive Officer Director	(5)
Yann Duigou	Deputy Chief Executive Officer	Appointment: 6 July 2021[(4)] Term of office: 2 years	Deputy Chief Executive Officer Director	(5)
Christelle Bonnevie	Deputy Chief Executive Officer	Appointment: 5 October 2022 Term of office: indefinite	Deputy Chief Executive Officer	(5)

(1) When the Company was transformed into a public limited company, the Board of Directors, at its first meeting on 6 July 2021, appointed Mr. Cyril Calvignac as Chief Executive Officer of the Company.
(2) When the Company was transformed into a public limited company, the Board of Directors, at its first meeting on 6 July 2021, appointed Ms. Ranxu Mazet as Deputy Chief Executive Officer of the Company.
(4) When the Company was transformed into a public limited company, the Board of Directors, at its first meeting on 6 July 2021, appointed Mr. Yann Duigou as Deputy Chief Executive Officer of the Company.
(5) The main relevant positions held outside the Company are shown in the corresponding tables in the section "Profile, experience and expertise of the members of the Board of Directors" below.

The business address of the Chief Executive Officer and the Deputy Chief Executive Officers is the Company's registered office.

There are no family ties between the executive corporate officers, on the one hand, and between the executive corporate officers and the members of the Board of Directors, on the other hand.

2.2. Compensation and benefits

2.2.1. Compensation of the members of the Executive Management

The following table shows the compensation received by the members of Executive Management (i.e. the Chief Executive Officer and the four Deputy Chief Executive Officers) during the financial year ended 31 December 2022 for their respective offices as Chief Executive Officer and Deputy Chief Executive Officers and, where applicable, their employment contract:

	Financial year 2022
Compensation allocated to members of the Executive Management	€1,083,765
Total	€1,083,765

The following table provides details on the conditions of compensation and other benefits granted to executive corporate officers:

Executive corporate officers	**Employment contract**		**Supplementary pension plan**		**Compensation or benefits due or likely to be due as a result of the termination or change of position**		**Compensation relating to a non-competeclause**	
	Yes	No	Yes	No	Yes	No	Yes	No
C. Calvignac		X		X	X(1)			X
R. Mazet	X(2)			X		X	X(3)	
S. Rokni		X		X	X(1)			X
Y. Duigou	X(4)			X		X	X(3)	
C. Bonnevie	X			X		X	X(3)	

(1) Mr. Thierry Ballenghien, Mr. Cyril Calvignac and Ms. Shora Rokni receive an indemnity in the event of the termination of their corporate office (see §4.1 of Chapter "Corporate Governance Report" of the Annual Financial Report).
(2) Ms. Ranxu Mazet is an employee of the Group and remunerated as such for her duties as Executive Vice-President Americas.
(3) The employment contracts of Ms. Ranxu Mazet, Ms. Christelle Bonnevie and Mr. Yann Duigou contain a non-compete clause providing, in the event of termination of said employment contracts (regardless of the cause and the party that took the step to terminate the contract), for a non-compete commitment, limited to mainland France (and, in the case of Ms. Ranxu Mazet, to the country of assignment) for a period of one year from their departure from the Company, in exchange for a compensation payment corresponding to one-third of their gross annual fixed compensation (excluding the variable portion, commissions, bonuses and reimbursement of expenses), calculated on the basis of the average of the last 12 months preceding the notification of the termination or the term of employment if it was less than 12 months. The Company reserves the right to reduce the period of application of these commitments or to waive the benefit of these non-compete clauses.
(4) Mr. Yann Duigou is an employee of the Group and remunerated under his employment contract with the Company for his position of Web and E-commerce Director.

2.2.2. Subscription options, warrants and free shares

No free shares, stock options or share subscription warrants were granted to the members of the Company's Senior Management during the 2022 financial year.

At the time of the Company's IPO, the members of Senior Management all exercised all of the warrants from which they benefited, i.e. 8,982 warrants resulting in the subscription of 224,550 new Company shares.

At 31 December 2022 and on the date hereof, the members of the Company's Senior Management do not hold any free shares, stock options or share subscription warrants of the Company.

2.2.3. Shareholding held by members of Senior Management in the Company's share capital

The table below shows the shareholding held by members of the Senior Management in the Company's share capital:

Executive corporate officers	% of share capital	% of voting rights
C. Calvignac	**4.44%**	**6.34%**
R. Mazet	**3.12%**	**4.34%**
S. Rokni	**1.94%**	**2.48%**
Y. Duigou	**0.65%**	**0.52%**
C. Bonnevie	**0.65%**	**0.52%**

3. OPERATION OF THE ADMINISTRATIVE AND MANAGEMENT BODIES

3.1. Information on the committees of the Board of Directors

At the date of this report, the Board of Directors of the Company is made up of four specialised committees, the main provisions of which are presented below: a Strategy and Acquisition Committee, an Audit and Risk Committee, a Compensation, Appointments and Governance Committee and a CSR Committee. The CSR Committee, which was previously an integral part of the Strategy and Acquisition Committee, was set up as an autonomous committee on 28 March 2023.

It is specified that the composition, the prerogatives and the resources made available to the various committees of the Board of Directors described below result from the internal rules of the Board of Directors, as amended and adopted by the Board of Directors at its meeting of 28 March 2023.

During the financial year ended 31 December 2022, the committees of the Board of Directors met 18 times on the days and months listed below. During the 2022 financial year, the CSR Committee was still part of the Strategy, Acquisition and CSR Committee.

STRATEGY, ACQUISITION AND CSR COMMITTEE		
Date of Board meeting	**Number of directors present or represented**	**Participation rate**
02.02.2022	4	100%
30.05.2022	4	100%
05.09.2022	4	100%
30.11.2022	4	100%
AUDIT AND RISK COMMITTEE		
Date of Board meeting	**Number of directors present or represented**	**Participation rate**
03.01.2022	2	100%
01.02.2022	2	100%
21.02.2022	2	100%
12.04.2022	2	100%
02.06.2022	2	100%
21.09.2022	2	100%
04.10.2022	2	100%
12.12.2022	2	100%
COMPENSATION, APPOINTMENTS AND GOVERNANCE COMMITTEE		
Date of Board meeting	**Number of directors present or represented**	**Participation rate**
03.01.2022	3	100%
21.02.2022	3	100%
05.04.2022	3	100%
06.09.2022	3	100%
04.10.2022	3	100%
12.12.2022	3	100%

The Board of Directors, on the proposal of its Chairman and after consulting the Compensation, Appointments and Governance Committee, appoints the members of the Committees and their Chairmen, taking into account their skills and experience, and the availability of directors. Committee members are appointed for the duration of their term of office, unless the Board of Directors decides otherwise. The Board of Directors may, if necessary, terminate the duties of a member of a committee. Non-voting members cannot be members of the committees.

The mission of a committee is to study the subjects and projects that the Board of Directors or the Chairman refers for its examination, to prepare the work and decisions of the Board of Directors in relation to these subjects and projects, as well as to report their conclusions to the Board of Directors in the form of reports, proposals, opinions, information or recommendations. To this end, the committees may propose to the Board of Directors to carry out, at the Company's expense, any external or internal studies likely to inform the deliberations of the Board of Directors. In the event of recourse to the services of external consultants, each committee ensures the objectivity of the consulting firm concerned. As part of their mission, the committees may hear the executives of any Group company, and inform Senior Management in advance.

For each committee meeting, the Chairman of said committee may decide to invite any person of their choice in an advisory capacity when they deem it appropriate, in particular for the purposes of obtaining any clarifications or assisting them in their work, and in particular any member of the Senior Management and the person(s) in charge of compliance and risk management within the Group. If an issue under discussion is likely to create a situation of conflict of interest, the guest is invited to withdraw during the discussion of the issue.

The Board of Directors must ensure that it proposes to the General Shareholders' Meeting the appointment of directors to ensure that the proportion of independent members within it complies with the provisions of the Middlenext Code and to ensure, within the limits of its powers, that the proportion of independent members on the committees it establishes complies with the provisions of the aforementioned code.

In accordance with the recommendations of the Middlenext Code, it is specified that the members of the Board regularly discuss without the presence of the Chief Executive Officer.

3.1.1. Audit and Risk Committee

Composition, powers and independence

The Audit and Risk Committee (the "**Audit Committee**") has at least two members, including its Chairman. Directors who hold management positions cannot be members of the Audit Committee.

The Board of Directors ensures that the members of the Audit Committee have the appropriate skills in financial management and accounting of listed companies and, to the extent possible, in CSR. At least one member of the Audit Committee must have specific expertise in financial, accounting or statutory auditing and be independent with regard to the criteria specified in the Internal Rules.

The Audit Committee is chaired by an independent director. The Chairman of the Audit Committee is primarily responsible for the proper functioning of the Audit Committee. He/she is the representative of the Audit Committee and the main point of contact for the Board of Directors and Senior Management.

As at the date of this report, the Committee is composed of Ms. Brigitte Le Borgne (Chairwoman) and Ms. Pascale Auger.

Role:

The Audit Committee advises the Board of Directors on matters within its remit as defined in the internal rules and prepares the decisions of the Board of Directors relating to these matters.

The Audit Committee's mission is to monitor issues relating to the preparation and control of accounting, financial and non-financial information, and to ensure the effectiveness of the risk monitoring and control system. operational internal control, in order to facilitate the exercise by the Board of Directors of its control and verification duties in this area.

In this context, the powers of the Audit Committee cover:

(a) Monitoring the effectiveness of the systems for preparing information, internal control and risk management and control, including monitoring the implementation of applicable laws and regulations

The Audit Committee monitors the process of preparing financial and non-financial information and, where applicable, makes recommendations to ensure its integrity.

It monitors the relevance, reliability and effectiveness of the internal control and risk management systems, as well as, where applicable, the internal audit, with regard to the procedures relating to the preparation and processing of the Company's accounting, financial and non-financial information. It examines the Company's exposure to financial and non-financial risks. With regard to non-financial information and non-financial risks, it relies on the work of the CSR Committee.

In particular, the committee must hear the heads of risk control and, where applicable, internal audit, and regularly examine the Group's risk mapping. The Committee must also give its opinion on the organisation of the risk control and, where applicable, internal audit departments, and be informed of their work programme.

The Committee ensures the existence, effectiveness, deployment and implementation of corrective actions, in the event of weaknesses or significant anomalies identified in the internal control and risk management systems.

(b) The audit of the Company's accounting and financial information submitted to it

Prior to their presentation to the Board of Directors, the Audit Committee examines the Company's draft parent company and consolidated financial statements (annual, half-yearly and, where applicable, quarterly) as well as financial and non-financial documents disclosed by the Company at the time of the closing of the annual and half-year financial statements (including any half-yearly or annual report on the progress of the Company's business and any non-financial report), in particular to (i) ensure the relevance and consistency of the accounting methods adopted for the preparation of the financial statements, (ii) examine any difficulties encountered in the application of accounting methods, (iii) examine the Company's significant risks and off-balance sheet commitments as well as options accountants selected and (iv) examine more specifically the significant transactions on the occasion of which a conflict of interest could have arisen. The Audit Committee also examines the draft financial statements prepared for specific transactions such as contributions, mergers, spin-offs or payments of interim dividends, as well as any report prepared on this occasion.

In this respect, the Audit Committee hears the Statutory Auditors and receives communication of their analysis work and their conclusions. It monitors the follow-up of the Statutory Auditors' recommendations and observations.

The Audit Committee monitors the implementation and assessment of the impact of new accounting and non-financial standards, the Company's tax policy and the Company's financing.

(c) Statutory Auditors

The Audit Committee maintains regular contact with the Statutory Auditors. In particular, it has the following duties:

- assessing the Statutory Auditor's compliance with the conditions of independence applicable, in particular the conditions prior to his/her intervention provided for by the regulations in force;

- reviewing their compensation, ensuring that it does not call into question their independence and objectivity;

- monitoring the Statutory Auditor's performance as well as approving and reviewing any assignments that they may carry out on behalf of the Company other than the certification of the financial statements, in compliance with the recommendations of the Middlenext Code;

- identifying irregularities in the content of accounting and financial information as brought to its attention by the Statutory Auditors.

The Audit Committee proposes to the Board of Directors, in agreement with Senior Management, a call for tenders procedure to be implemented for the selection of Statutory Auditors. It makes a recommendation to the Board of Directors on the Statutory Auditors proposed for appointment or renewal by the General Shareholders' Meeting, prepared in accordance with the applicable regulations.

As the Audit Committee is responsible for monitoring, throughout the Statutory Auditors' terms of office, the rules of independence and objectivity of the latter, it must receive each year:

- the Statutory Auditors' additional report, when required by regulation;

- the Statutory Auditors' declaration of independence, including, where applicable, the risks relating to their independence and the measures taken to mitigate these risks, when this declaration is required by regulations;

- the amount of fees paid to the network of Statutory Auditors by the companies controlled by the Company and the entity that controls it for Services Other than Statutory Audits (SACC); and

- information on services provided in respect of Services Other than Statutory Audits (SACC).

Review by the Audit Committee of matters falling within its remit in terms of non-financial information and risks, internal control and compliance, and in particular the reconciliation of financial and non-financial data, requires coordination with the CSR Committee for all these cross-functional issues, which is carried out in accordance with the procedures to be determined jointly by the CSR Committee and the Audit Committee (holding of joint meetings, invitation of a member of the CSR Committee to the Audit Committee meeting, etc.) and these committees must report to the Board of Directors.

Resources made available

In accordance with applicable laws and regulations, the Audit Committee in general and each of its members in particular may request any information they deem relevant, useful or necessary for the performance of their duties.

As part of the monitoring of the effectiveness of the internal control and risk management systems and, where applicable, of the internal audit of the procedures relating to the preparation and processing of accounting, financial and non-financial information, the Audit Committee may ask to interview the heads of internal audit and risk control.

The Audit Committee may also interview the Statutory Auditors or the Company's parties, including the Chief Executive Officer, Deputy Chief Executive Officers and senior executives, in particular the Chief Financial Officer.

The Audit Committee may, if it deems it necessary, initiate an independent investigation.

In general, the Audit Committee must be informed in sufficient time by the Company's Senior Management and the Statutory Auditors of any event that could expose the Company or the Group to a significant risk.

Meetings

The Audit Committee meets at least once every six months, and at least twice a year with the Company's Statutory Auditor, at the request of the Chairman of the Board of Directors or the Chairman of the Committee.

The Audit Committee decides whether and when the Company's Chief Executive Officer or Statutory Auditor should attend its meetings. The Chief Financial Officer is associated with the Committee's work and attends Committee meetings unless the matters submitted to it concern him or the Committee expresses the wish to meet in his absence.

The Audit Committee regularly reports to the Board of Directors on the performance of its duties, the results of the certification of the financial statements, how this mission has contributed to the integrity of the accounting and financial information and its role in the process and immediately informs it of any difficulties encountered. These minutes are included in the reports of the meetings of the Board of Directors or in an appendix to these reports.

3.1.2. Strategy and Acquisition Committee

Composition

The Strategy and Acquisition Committee has at least three members, including its Chairman. The Strategy and Acquisition Committee has at least one independent member.

It is chaired by the Chairman of the Board of Directors. The Chairman of the Strategy and Acquisition Committee is mainly responsible for the proper functioning of the Committee. He is the representative of the Committee and the main point of contact for the Board of Directors and Senior Management.

As at the date of this report, the committee is composed of Mr. Thierry Ballenghien (as Chairman), Mr. Philippe Darfeuil, Mr. Cyril Calvignac and Ms. Ranxu Mazet.

Role

The Strategy and Acquisition Committee advises the Board of Directors on matters falling within its remit as defined in the internal rules, and prepares the Board of Directors' decisions on these issues.

The main mission of the Strategy and Acquisition Committee is to examine and provide the Board of Directors with its opinion and recommendations on the main areas of the Group's development strategy and their updating. As such, it provides the Board of Directors with its prior opinion on certain decisions or transactions provided for in the internal rules. It issues its opinion as soon as possible from the date of referral, in order to take into account the Group's operational constraints.

The Strategy and Acquisition Committee also provides its opinion to the Chief Executive Officer on certain decisions or transactions also provided for in the internal rules. It issues its opinion as soon as possible from the date of referral, in order to take into account the Group's operational constraints.

Given the cross-functionality of CSR topics, the Strategy and Acquisition Committee works in conjunction with the CSR Committee. It coordinates with the CSR Committee as soon as it deems it useful or necessary to obtain the opinion of the CSR Committee when examining a question falling within its remit, according to the methods of its choice (a joint meeting, invitation of a member of the CSR Committee to the Strategy and Acquisition Committee meeting, etc.).

In addition, the Committee may regularly examine and assess the market situation and outlook, strategic positioning vis-à-vis the competition.

Meetings

The Strategy and Acquisition Committee meets at least twice a year, at the request of its Chairman.

The Chief Executive Officer attends the meetings of the Strategy and Acquisition Committee unless the matters submitted to it concern him personally or, when he is not Chairman of the Board of Directors, the Committee expresses the wish to meet in his absence.

3.1.3. Compensation, Appointments and Governance Committee

Composition and independence

The Compensation, Appointments and Governance Committee has at least two members, including its Chairman. Directors who serve as executive corporate officers within the Company may not be members of the Compensation, Appointments and Governance Committee.

The majority of the members of the Compensation, Appointments and Governance Committee are, as far as possible, independent members of the Board of Directors.

The Compensation, Appointments and Governance Committee is chaired by an independent director. The Chairman of the Committee is primarily responsible for the proper functioning of the Committee. He/she is the representative of the Compensation, Appointments and Governance Committee and the main point of contact for the Board of Directors and Senior Management.

As at the date of this report, the Committee is composed of Ms. Pascale Auger (as Chairwoman), Mr. Thierry Ballenghien and Ms. Brigitte Le Borgne.

Role

The Compensation, Appointments and Governance Committee advises the Board of Directors on matters that fall within its remit as defined in the internal rules, and prepares the Board of Directors' decisions relating to these matters.

Compensation missions

The purpose of the committee is to formulate all opinions, proposals and recommendations for the Board of Directors on:

- the amount of the budget and the terms of its distribution among the members of the Board of Directors and the committees;

- the amount of any exceptional compensation allocated by the Board of Directors to its members for specific missions or mandates entrusted to them;

- the setting of the compensation of the Chairman of the Board of Directors, and the assessment of all other benefits or indemnities from which the Chairman of the Board of Directors benefits, if applicable (stock options, allocations of free shares, pension and welfare plans, severance payments, any non-compete clauses, benefits in kind or special benefits and any other direct or indirect compensation (including long-term));

- the setting of the compensation of the Chief Executive Officer and, where applicable, the Deputy Chief Executive Officers and the qualitative and quantitative criteria (financial and non-financial) for determining the variable portion of this compensation, in line with the recommendations of the Code Middlenext, and in coordination with the CSR Committee when these criteria relate to CSR;

- the assessment of all other benefits or indemnities granted to the Chief Executive Officer and, if applicable, the Deputy Chief Executive Officers (share subscription or purchase options, allocation of free shares, retirement benefits plans, severance payments, any non-compete clauses, benefits in kind or specific benefits and any other direct or indirect compensation (including long-term compensation));

- the general policy for the allocation of stock options or free shares to the corporate officers and/or employees of the Group, any proposal to increase the Company's share capital in the form of an offer reserved for Group employees, as well as any employee shareholding plan or other collective incentive plan for Group employees.

In preparing its proposals and work, the Committee takes into account the market practices in terms of corporate governance to which the Company adheres and in particular the principles of the Middlenext Code.

In the event of a negative vote at the General Shareholders' Meeting on a resolution relating to compensation previously submitted to the Compensation, Appointments and Governance Committee, the Committee shall meet as quickly as possible in order to analyse the expectations expressed by the shareholders, and to proceed a rigorous review of the structure and content of the compensation of the person concerned, before submitting a report to the Board of Directors on the new proposals to be taken into account.

Appointments missions

The purpose of the committee is to formulate all opinions, proposals and recommendations for the Board of Directors:

- for the appointment or renewal (by the General Shareholders' Meeting or by co-option) of the members of the Board of Directors;

- with a view to the appointment or reappointment by the Board of Directors of the members and Chairs of the various committees and of the non-voting members;

- for the appointment or reappointment by the Board of Directors of the members of Senior Management;

- relating to the profiles, criteria and selection process of candidates for the positions of directors, non-voting directors, members of committees and members of Senior Management;

- on the implementation and monitoring of a succession plan for the Company's executive officers, in order to be in a position to quickly propose succession solutions to the Board of Directors, particularly in the event of unforeseen vacancies.

It is recalled that the right to present a candidate for the position of Deputy Chief Executive Officer is reserved for the Chief Executive Officer, the Compensation, Appointments and Governance Committee being responsible for formulating any opinion and recommendation regarding the candidate(s) proposed to the Board of Directors by the Chief Executive Officer with regard to the profiles, criteria and selection processes proposed by the Compensation, Appointments and Governance Committee.

The Compensation, Appointments and Governance Committee also regularly assesses the scope and composition of Senior Management, the Board of Directors and its Committees, as well as the activity of the Board of Directors and its committees, in particular with regard to the recommendations of the Middlenext Code.

When evaluating the composition of the Board of Directors and its committees, or submits to the Board any recommendation on a proposed appointment to the Board of Directors or one of its committees or on the criteria and process for selecting candidates for directorships, non-voting directors or members of the committees, the Compensation, Appointments and Governance Committee takes into account the following criteria in particular: (i) the desirable balance of the composition of the Board of Directors in view of the composition and changes in the Company's shareholding structure, (ii) the desirable number of independent members with regard to the governance principles to which the Company refers, (iii) the proportion of men and women required by the regulations in force, (iv) the diversity of experience and profiles, and in particular the need to have directors on the Board of Directors with appropriate expertise in terms of CSR, (v) the opportunity for reappointment and (vi) the integrity, competence, experience and independence of each candidate. In general, the Committee must strive to reflect a diversity of experience and points of view, while ensuring a high level of competence, internal and external credibility and stability of the Company's governing bodies.

The Appointments and Compensation Committee must also organise a procedure to select future independent members and carry out its own studies on potential candidates before approaching them.

It prepares the annual self-assessment process for the Board of Directors and the committees.

The Committee is informed of the general policy developed by Senior Management regarding the management of the Group's main executives (i.e. the members of the Executive Committee) and their appointment. The Chief Executive Officer may ask the Committee for its opinion on these appointments.

Each year, before the publication of the report on the Company's corporate governance, the Committee reviews the status of each member of the Board of Directors with regard to the independence criteria adopted by the Company, and submits its opinions to the Board of Directors with a view to examining, by the latter, the situation of each interested party with regard to these criteria.

Corporate governance missions

The Committee's mission is to:

- examine and assess the adequacy of the Company's practices with its corporate governance rules and identify any corrective actions to be implemented (including any recommendations on the organisation, membership, functions, duties and responsibilities of the Board of Directors and its specialised committees);

- identify new practices and significant developments in regulations and/or practices in corporate governance, and submit any related recommendations to the Board of Directors;

- prepare the Board of Directors' review of corporate governance issues;

- annually review the draft report on corporate governance and formulate its observations before its approval by the Board of Directors;

- examine transactions carried out by members of the Board of Directors or Senior Management (or parties related to them) as insiders and the procedures for resolving conflicts of interest involving members of the Board of Directors, or Senior Management, and forward all related recommendations to the Board of Directors;

- deal with matters relating to the ethics applicable to directors, and discussing any issues that the Board of Directors may refer to it;

- propose any modification, or examine any proposal for modification, of the Board of Directors' internal rules as well as the charters of the committees as well as any other charters in force.

Meetings

The Compensation, Appointments and Governance Committee meets at least twice a year and at the request of the Chairman of the Board of Directors or the Chairman of the Committee.

The Compensation, Appointments and Governance Committee decides whether and when the Company's Chief Executive Officer must attend its meetings.

3.1.4. CSR Committee

Composition

The CSR Committee has at least three members, including its Chairman. The CSR Committee has at least one independent member.

The Chair of the CSR Committee is entrusted to an independent director. The Chairman of the Committee is primarily responsible for the proper functioning of the Committee. He is the representative of the CSR Committee and the main point of contact for the Board of Directors and Senior Management.

The Board of Directors ensures that the members of the CSR Committee have, as far as possible, CSR expertise.

At the date of this report, the Committee is composed of Mr. Philippe Darfeuil (as Chairman), Ms. Christelle Bonnevie (subject to her appointment as a Director at the next General Shareholders' Meeting) and Ms. Brigitte Le Borgne.

Role

The CSR Committee advises the Board of Directors on matters that fall within its remit as defined in the internal rules, and prepares the Board of Directors' decisions on these issues.

The CSR Committee examines and assesses, with regard to the Group's strategy and the challenges specific to its activity, the Group's commitments and policies in terms of ethics and social, environmental and corporate social responsibility, the implementation of these policies and their results, and provides the Board of Directors with any opinion or recommendation concerning the inclusion of ethics and corporate social responsibility issues in the Group's strategy.

In this context, the Committee is responsible for formulating all opinions, proposals and recommendations for the Board of Directors on:

- consideration of social and environmental responsibility issues in the Group's strategy and its implementation;

- in conjunction with the Audit Committee, the existence of systems for identifying and managing the main risks related to CSR issues and compliance with legal and regulatory systems (particularly in terms of preventing and detecting acts of corruption or influence peddling);

- in conjunction with the Audit Committee, the procedures for preparing non-financial information and the key non-financial performance indicators used, as well as the level of relevance, maturity and reliability of these indicators;

- in conjunction with the Audit Committee, the Company's non-financial social and environmental performance statement and, more generally, all non-financial reports that the Group may be required to prepare and communicate to the public under the applicable regulations;

- in conjunction with the Audit Committee, the information provided annually in the management report as non-financial information in accordance with legal provisions and makes its observations before its approval by the Board of Directors;

- the professional gender equality policy with a view to the annual debate of the Board of Directors as provided for by Article L. 225-37-1 of the French Commercial Code;

- the gender equality objectives within the governing bodies proposed by Senior Management, the methods for implementing these objectives with the action plan and the time horizon in which these actions will be carried out, as well as, each year, the results obtained, which are presented to it by Senior Management;

- the opinions issued by investors, analysts and other third parties and, where applicable, the potential action plan drawn up by the Company to improve the social and environmental issues raised;

- in conjunction with the Compensation, Appointments and Governance Committee, the relevance of any non-financial criteria used to determine the variable portion of the compensation of any member of Senior Management, in line with the recommendations of the Middlenext Code.

The CSR Committee, depending on the subject, works in conjunction with the other specialised committees. With regard, in particular, to the review by the CSR Committee of matters falling within its remit in terms of non-financial information and risks, internal control and compliance, the CSR Committee coordinates with the Audit Committee to all of these cross-functional subjects, according to the terms and conditions to be determined jointly with the Audit Committee (holding of a joint meeting, invitation of a member of the CSR Committee to the Audit Committee meeting, etc.); these committees must report to the Board of Directors.

Meetings

The CSR Committee meets at least once every six months and at the request of the Chairman of the Board of Directors or the Chairman of the Committee.

3.2. Internal rules

On 28 March 2023, the Company's Board of Directors decided to amend its internal rules, in particular to harmonise them with the recommendations of the Middlenext Corporate Governance Code and to create an autonomous and fully-fledged CSR Committee.

The amendment of the internal rules of the Board of Directors was also an opportunity to harmonise all the independence criteria for directors with those recommended by the Middlenext Code.

3.3. Statement of compliance with the corporate governance regime in force

The table below shows the Company's position with respect to all the recommendations set out in the Middlenext Code as at the date of this report.

Recommendations of the Middlenext Code	Adopted	In the process of being adopted
R1: Ethics of Board members	X	
R2: Conflicts of interest		X(1)
R3: Composition of the Board - Presence of independentmembers	X	
R4: Information for Board members	X	
R5: Training of Board members		X(2)
R6: Organisation of Board and Committee meetings	X(3)	
R7: Setting up of committees	X(4)	
R8: Creation of a specialised corporatesocial responsibility (CSR) committee	X(5)	
R9: Implementation of the Board's internal rules of procedure	X(6)	

R10: Choice of each director		X(7)
R11: Term of office of Board members	X	
R12: Director's compensation		X(8)
R13: Assessment of the Board's work		X(9)
R14: Relations with shareholders	X	
R15: Diversity and equity policy within the company	X	
R16: Definition and transparency of the compensation ofexecutive corporate officers		X(10)
R17: Preparing for the succession of senior managers		X(11)
R18: Combining employment contracts with a corporate office	X	
R19: Severance payments	X(12)	
R20: Supplementary pension plans	X	
R21: Stock options and free share allocations	X	
R22: Review of areas of vigilance	X(13)	

(1) The Group continues to use the Group's Statutory Auditors from time to time for assignments that do not fall within the scope of application of legal and regulatory texts, when the assignments in question require in-depth knowledge of the Group. The Board of Directors or its specific committees assess conflict of interest situations on a case-by-case basis.
(2) Starting in 2023, the Company plans to set up three-year training plans for members of the Board of Directors adapted to the specificities of the Company.
(3) Given the prerogatives and missions of the specialised committees, the internal rules of procedure provide for a minimum number of meetings of said committees in order to allow for an in-depth examination of the topics addressed and to ensure the effectiveness of their missions.
(4) Since the creation of the CSR Committee, all the specialised committees are chaired by an independent director, with the exception of the Strategy and Acquisitions Committee, which is chaired by the Chairman of the Board of Directors in view of its prerogatives, focusing in particular on the essential components of the Company's and Group's development strategy.
(5) The specialised committee dedicated to CSR created on 28 March 2023 is chaired by an independent director.
(6) The rules for determining the compensation of members of the Board of Directors and the topic of the succession plan for senior managers and key persons fall under the prerogatives of the Compensation, Appointments and Governance Committee. The inclusion, in the internal rules of procedure, of the rules for determining the compensation of members of the Board of Directors and the topic of the succession plan for the Company's senior managers and key persons on the Board of Directors is being considered within the Company; however, as at the date of this report, the Company does not want this to interfere with the prerogatives of the Compensation, Appointments and Governance Committee.
(7) The Company's objective is to post on its website information on the biography, in particular the list of offices, experience and expertise provided by each director, prior to the next General Meeting called to approve the appointment or reappointment.
(8) As at the date of this report, directors who have a valid employment contract with one of the Group's entities or hold another term of office within the Company (Chairman of the Board of Directors, Chief Executive Officer or Deputy Chief Executive Officer) are not compensated for their directorship. The Company will consider whether it would be appropriate to provide a minimum remuneration for such directors, taking into account, inter alia, their attendance and the time spent on their duties.
(9) The first self-assessment of the Board of Directors will take place during the financial year 2023.
(10) The Company will publish an equity ratio but has not yet determined the nature of the relevant ratio (given the fact that numerous Group employees are abroad).
(11) The Compensation, Appointments and Governance Committee is responsible for implementing and monitoring a succession planning process for the Company's executive corporate officers. As at the date of this report, the committee has not yet held its

meeting to set up and monitor such a process.
(12) On 12 April 2022, the Company's Board of Directors, at the proposal of the Compensation, Appointments and Governance Committee granted an indemnity to Mr. Thierry Ballenghien, Mr. Cyril Calvignac and Ms. Shora Rokni in the event of their forced departure from their respective positions as Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer. These severance payments were determined in accordance with the recommendations of the Middlenext Code (see § 3.1.4 of Chapter "Corporate Governance Report" of the Annual Financial Report).
(13) The review of the MiddleNext Code vigilance points was carried out by the Company on 28 March 2023.

3.4. Administrative and Management bodies and Senior Management conflicts of interests

3.4.1. Managing conflicts of interest

The purpose of this section is to describe the main provisions of the Board's internal rules relating to the management and prevention of conflicts of interest.

In accordance with the internal rules, the Chairman of the Board of Directors ensures the implementation of procedures aimed at identifying and analysing potential conflicts of interest. It also works upstream to prevent the occurrence of conflicts of interest, in particular by raising awareness. It may examine any current or potential conflict of interest of which it becomes aware at any time and may carry out any investigation or action to detect and prevent them.

Each director has the obligation to inform the Chairman of the Board of Directors of any - even potential - situation of conflict of interest, between him/her (or any natural person with whom he/she is related) and the Company or one of the companies in which the Company has a stake or one of the companies with which the Company intends to enter into an agreement of any kind. A director affected by a potential conflict of interest must provide the Chairman of the Board of Directors with all information relating to said conflict. The Chairman of the Board of Directors then determines the measures to be implemented to prevent such a conflict and decides whether to inform the Board of Directors. In the event that the director concerned is the Chairman of the Board of Directors himself, the latter must inform the Board of Directors.

Before each meeting of the Board of Directors, depending on the agenda, the directors must declare any conflicts of interest and refrain from participating in the deliberations or voting on any subject on which they may be in this situation.

The relevant member of the Board of Directors is not authorised to participate in the deliberations or in the decision-making process on matters or transactions presenting a conflict of interest between him/her and the Company within the meaning of Article L. 225-38 of the French Commercial Code. The Chairman of the Board of Directors ensures that these transactions are reported in the Company's annual report.

The Chairman of the Board of Directors and the directors are not required to transmit to the director who is, or believes to be in a conflict of interest, information or documents relating to the agreement, transaction or situation at the origin of the conflict of interest. They inform the Board of Directors in such a situation.

Directors must inform the Chairman of the Board of Directors of their intention to accept a new corporate office, whether in a listed or unlisted, French or foreign entity, not belonging to a group of which they are senior executives, or any participation in the specialised committees of a corporate body, or any other new function, so that the Board of Directors, on the proposal of the Appointments and Governance Committee, can decide on the compatibility of such an appointment with the term of office as a director in the Company.

Subject to changes in legal provisions, the Board of Directors implements an annual procedure for disclosing and monitoring conflicts of interest. All of these procedures are indicated in the corporate governance report.

3.4.2. Existence of conflicts of interest

To the best of the Company's knowledge, as at the date of this report, there are no potential conflicts of interest between the members of the Board of Directors' and the executive corporate officers' duties towards the Company, and their private interests and/or other duties.

To the best of the Company's knowledge, as of the date of this report, there are no arrangements or agreements entered into with the main shareholders or with customers, suppliers or others, under which any of the directors or members of the senior management has been selected as a member of an administrative or management body or as a member of the Company's senior management. However, it should be noted that the shareholders' agreement signed on 12 April 2022 between Mr. Thierry Ballenghien, Balwen Holding and certain corporate officers and employees of the Company (Mr. Cyril Calvignac, Ms. Shora Rokni, Ms. Ranxu Mazet, Mr. Thomas Chea, Mr. Jie Chen, Ms. Christelle Bonnevie and Mr. Yann Duigou) has the purpose of the concerted exercise of the voting rights attached to the Company's shares that the parties to the agreement hold and will jointly hold.

In addition, as of the date of this report, to the best of the Company's knowledge, there are no restrictions accepted by the members of the Board of Directors concerning the sale of their stake in the Company's share capital, with the exception of the rules relating to the prevention of insider trading and the lock-up commitments described in §8.4 of Chapter "*Management Report*" of the Annual Financial Report.

3.5. Board member training plan

In accordance with the recommendations of the Middlenext Code, in 2023, the Board of Directors will implement a three-year plan adapted to the specificities of the Company, intended for directors.

3.6. Parity within the Group

The Group's gender balance policy and the results obtained during the exercise are described in §4.5 of Chapter "*Formal Statement of Non-Financial Performance*" of the Annual Financial Report.

4. REGULATED AGREEMENTS AND RELATED PARTIES

As a preliminary point, and in accordance with the provisions of Article L. 225-37-4 of the French Commercial Code, we hereby inform you that no agreement was entered into, directly or through an intermediary, during the financial year ended 31 December 2022, between one of the corporate officers or one of the shareholders holding more than 10% of the Company's voting rights and another company controlled by the Company within the meaning of Article L. 233-3 of the French Commercial Code, with the exception of agreements relating to current transactions and concluded under normal conditions.

In addition, there were no transactions with related parties during the 2022 financial year that had a significant influence on the Group's financial position or results for the period in question, nor any changes affecting the transactions with related parties likely to significantly affect the Group's financial position in 2022.

4.1. Regulated agreements entered into in 2022

After noting the termination, as of 12 April 2022, of the respective employment contracts of Mr. Thierry Ballenghien, Mr. Cyril Calvignac and Ms. Shora Rokni, which had been suspended since 6 July 2021, the Board of Directors of the Company, on the proposal of the Compensation, Appointments and Governance Committee, decided on 12 April 2022 to grant them an indemnity in the event of their departure from their respective corporate offices as Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer.

The resignation by Mr. Thierry Ballenghien, Mr. Cyril Calvignac and Ms. Shora Rokni from their respective salaried positions as Director of Strategy, Chairman of the Management Board and Chief Financial Officer, notably resulted in the loss of the right to contractual indemnities related to their seniority in the Group.

The amount of this severance payment corresponds to 18 months of fixed compensation (calculated on the basis of the last monthly compensation received by the corporate officer in respect of his/her corporate office) to which will be added an amount equal to the annual variable compensation due to the corporate officer for the financial year preceding his/her departure.

This severance payment will be due only in the event of forced departure, understood as any termination of the corporate office held by Mr. Thierry Ballenghien (Chairman of the Board of Directors), Mr. Cyril Calvignac (Chief Executive Officer) and Ms. Shora Rokni (Deputy Chief Executive Officer) resulting from:

(i) a dismissal (excluding dismissal for serious or gross misconduct, these concepts being mutatis mutandis under the meaning given to them by the case law of the Social Chamber of the Court of Cassation);

(ii) the non-renewal of their corporate office (including, in the case of Mr. Thierry Ballenghien, indirectly in the event of non-renewal of his term of office as director);

(iii) a request for resignation, accepted and/or requested by the Board of Directors, related to a difference of opinion on the Group's strategy or a change in strategy duly noted by the Board of Directors, or a change of control of the Company.

In particular, the severance payment will not be due if the corporate officer in question leaves the Company at his/her own initiative to take up a new position, or changes positions within the Group.

The amount of the severance payment may not exceed two years of compensation (fixed and variable).

These severance payments, authorised by the Board of Directors on 12 April 2022, will be submitted to the Company's General Shareholders' Meeting called to approve the financial statements for the financial year ended 31 December 2022 in accordance with the procedure for controlling regulated agreements provided for in Articles L. 225-38 et seq. of the French Commercial Code.

4.2. Agreements whose execution continued during the 2022 financial year

We also inform you that no regulated agreements were continued during the financial year ended 31 December 2022.

4.3. Statutory Auditors' special report on regulated agreements

BM&A

11, rue de Laborde

75008 Paris, France

Member of the Compagnie Régionale de Paris

KPMG SA

Tour EQHO

2, Avenue Gambetta

CS 60055

92066 Paris La Défense Cedex, France

ICAPE HOLDING

SOCIETE ANONYME (LIMITED LIABILITY COMPANY) WITH SHARE CAPITAL OF €3,235,272.80

33, AVENUE DU GENERAL LECLERC

92260 FONTENAY-AUX-ROSES, FRANCE

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STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

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GENERAL SHAREHOLDERS' MEETING TO APPROVE THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

STATUTORY AUDITORS' SPECIAL REPORT
ON REGULATED AGREEMENTS

GENERAL SHAREHOLDERS' MEETING TO APPROVE THE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022

To the General Shareholders' Meeting of ICAPE Holding S.A.,

In our capacity as statutory auditors of your company, we hereby present our report on the regulated agreements.

It is our responsibility to inform you, on the basis of the information provided to us, of the essential characteristics and procedures as well as the reasons justifying the interest for the company of the agreements of which we have been informed or that we may have discovered in the course of our mission, without having to comment on their usefulness and merits or to seek the existence of other agreements. It is your responsibility, in accordance with the terms of Article R. 225-31 of the French Commercial Code, to assess the benefits of entering into these agreements with a view to their approval.

In addition, it is our responsibility, where applicable, to provide you with the information provided for in Article R. 225-31 of the French Commercial Code relating to the performance, during the past financial year, of the agreements already approved by the Shareholders' Meeting.

We have performed the procedures we considered necessary in accordance with the professional standards of the *Compagnie Nationale des Commissaires aux Comptes* (CNCC) relating to this mission. These procedures consisted in verifying that the information provided to us was consistent with the source documents from which it was taken.

1. AGREEMENTS SUBMITTED FOR APPROVAL TO THE GENERAL SHAREHOLDERS' MEETING

Agreements authorised and concluded during the past financial year

Pursuant to Article L. 225-40 of the French Commercial Code, we have been informed of the following agreements entered into during the past financial year, which were subject to the prior authorisation from your Board of Directors.

Severance payment agreement for forced departure

Nature and purpose

The purpose of the agreement is to establish a severance payment in the event of the forced departure of Mr. Thierry Ballenghien, Mr. Cyril Calvignac and Ms. Shora Rokni, from their respective corporate offices as Chairman of the Board of Directors, Chief Executive Officer and Deputy Chief Executive Officer.

The amount of this severance payment corresponds to 18 months of fixed compensation (calculated on the basis of the last monthly compensation received by the corporate officer in respect of his/her corporate office) to which will be added an amount equal to the annual variable compensation due to the corporate officer for the financial year preceding his/her departure. The amount of the severance payment may not exceed two years of compensation (fixed and variable).

This severance payment will only be due in the event of forced departure, i.e. resulting from:

- dismissal (excluding dismissal for serious or gross misconduct),
- the non-renewal of their corporate office (including, in the case of Thierry Ballenghien, indirectly in the event of non-renewal of his term of office as director),
- a request for resignation, accepted and/or requested by the Board of Directors, related to a difference of opinion on the Group's strategy or a change in strategy duly noted by the Board of Directors, or a change of control of the Company.

Persons concerned

Mr. Thierry Ballenghien (Chairman of the Board of Directors), shareholder at more than 10% of ICAPE Holding, and member of the Board of Directors.

Mr. Cyril Calvignac (Chief Executive Officer), member of the Board of Directors and corporate officer of the Company.

Ms. Shora Rokni (Deputy Chief Executive Officer), member of the Board of Directors and corporate officer of the Company.

Modalities

The signature of these forced departure severance agreements was authorised by the Board of Directors on 12 April 2022.

These agreements have no impact on the financial statements at 31 December 2022.

2. AGREEMENTS ALREADY APPROVED BY THE GENERAL SHAREHOLDERS' MEETING

We hereby inform you that we have not been informed of any agreement already approved by the General Shareholders' Meeting whose execution continued during the past financial year.

Paris, 5 April 2023

Statutory Auditors

BM&A	KPMG S.A.
Eric Seyvos	Remi Toulemonde

Members of the
Compagnie Régionale de Paris

5. INTERNAL CONTROL AND RISK MANAGEMENT

5.1. Insurance policy

The Group's insurance policy is coordinated by the Group's management with the support of the operational departments and the risk and internal control department.

Each Group company is responsible for providing management, acting in coordination with the operational departments, with the information necessary to identify and classify the insured or insurable risks falling within the scope of the Group and to implement the necessary means to ensure business continuity in the event of a claim.

On this basis, management, with the assistance of a broker or an external advisor, negotiates annually with major players in the insurance industry to set up the most appropriate cover for these risks. The insurance policies are set up based on the level of cover deemed necessary in the event that a reasonably estimated liability, damage or other risk occurs. This assessment takes into account the assessments made by insurers as risk underwriters.

Each Group subsidiary takes out the insurance policies required by local regulations. These local insurance policies are supplemented, on a case-by-case basis, by policies taken out by the Group.

Uninsured risks are those for which there is no cover offered on the insurance market or those for which the offer of cover and/or cost thereof are not of potential benefit, or those for which the Group considers that the risk does not require insurance cover. The Group's main policies, taken out with internationally renowned insurance companies, are notably civil liability insurance, senior manager liability insurance, transported goods insurance, business interruption insurance and comprehensive IT insurance.

5.2. Risk management policy

Risk management is closely monitored by the Group's management, working closely with internal control.

The main mission of risk management is to identify, assess and prioritise risks, and to assist the Group's management with choosing the most appropriate risk management strategy and, in order to limit the significant residual risks, to define and monitor the related action plans. Since March 2022, the Risk and Compliance Manager has been responsible for identifying and addressing the Group's major risks, under the supervision of its Audit and Risk Committee. To this end, the Group's Audit and Risk Committee meets twice a year to monitor the internal control and risk management action plans.

The Group has started mapping the risks to which it is exposed by means of (i) individual interviews conducted with people representing the Group's key functions (supply chain, purchasing, accounting and finance department, HR, IT, marketing, IS, etc.) and (ii) risk assessment workshops. In order to obtain a complete picture of the Group's risks, the identification process is based on an "area" approach (category). The risk map is updated as scheduled or if a major event occurs (major acquisition, implementation of new procedures modifying the level of control, etc.). It gives rise to action and internal control plans. The mapping and action plans are presented to the Audit and Risk Committee of the Company twice a year, and the deliberations of the Audit and Risk Committee following this presentation are themselves presented to the Board of Directors of the Company.

5.3. Internal control

The main objective of internal control is to enable the Group to achieve its objectives, by defining and implementing appropriate internal controls to address the risks identified in the course of the Group's activities. The Risk and Compliance Manager post was created in March 2022 at the Company level to reinforce the Group's internal control.

The Risk and Internal Control Department, which reports directly to the Group's Senior Management, is responsible for (i) monitoring risk management in close collaboration with the Group's Audit and Risk Committee and (ii) implementing an internal control system to address the risks identified in the risk map.

The operational management of risks and internal control is the responsibility of the Group's operational departments and subsidiaries, under the functional control of the Group's Risk and Internal Control Department. The operational director of each subsidiary and each department director (supply chain, purchasing, accounting and finance department, HR, IT, marketing, IS, etc.) is responsible for managing risks and verifying the proper application of prevention procedures, and has the ability to implement new procedures which, after being evaluated by the Group's Risk and Internal Control Department, can be applied to the entire Group. The Group's Risk and Internal Control Department plays a central role in defining the appropriate controls to be put in place to respond to the Group's identified risks. This frame of reference defines the context within which the operational departments and subsidiaries exercise their risk management and internal control duties. It also coordinates the operation of the entire system.

6. TABLE OF DELEGATIONS FOR CAPITAL INCREASES

In accordance with the provisions of Article L. 225-37-4 of the French Commercial Code, we hereby report to you on the current delegations of authority granted to the Board of Directors by the General Shareholders' Meeting in terms of capital increases, and the use made of these delegations during the financial year ended 31 December 2022.

The Ordinary and Extraordinary General Shareholders' Meeting of 12 April 2022, which decided to delegate to your Board of Directors the delegations of authority with regard to capital increases mentioned below, set the ceiling for (i) immediate and/or future capital increases likely to be carried out under the 8^{th} to 14^{th} resolutions at a maximum nominal amount of €1,612,072 and (ii) the debt securities that may be issued pursuant to the 8^{th} to 14^{th} resolutions at a maximum nominal amount of €50,000,000.

Resolution	Delegation / Authorisation	Purpose	Duration Expiry date	Cap (nominal)	Use of delegation
6^{th} resolution	Delegation of authority	Issuance of ordinary shares through a public offering of financial securities (Article L. 225-129-2 of the French Commercial Code)	26 months (12/06/2024)	€2,302,960 (+15% extension clause)	Board meeting of 6 July 2022: capital increase through the issue of 1,003,000 shares (IPO) recorded on 8 July 2022
7^{th} resolution	Authorisation	Increase the number of ordinary shares issued as part of the admission to trading of the Company's shares on Euronext Growth (Article L. 225-135-1 of the French Commercial Code)	26 months (12/06/2024)	15% of the initial issue (6^{th} resolution)	Board meeting of 6 July 2022: capital increase through the issue of 21,307 shares (Over-Allotment Option) recorded on 10 August 2022
8^{th} resolution	Delegation of authority	Increase the share capital through the: (i) issue with preferential subscription rights of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to a debt security and/or (ii) capitalisation of profits, reserves or premiums	26 months (12/06/2024)	€1,612,072 (equity securities and other securities giving access to the share capital)	None
				€50,000,000 (bonds and other debt securities giving access to the share capital)	None

9th resolution	Delegation of authority	Issue of ordinary shares and/or securities giving access immediately and/or in the future to the share capital or to the allocation of debt securities with waiver of preferential subscription rights without designated beneficiary and public offering	26 months (12/06/2024)	€1,151,480 (equity securities and other securities giving access to the share capital) €50,000,000 (bonds and other debt securities giving access to the share capital)	None
10th resolution	Delegation of authority	Issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to a debt security, with cancellation of preferential subscription rights for the benefit of categories of beneficiaries	18 months (12/10/2023)	€690,888 (equity securities and other securities giving access to the share capital) €40,000,000 (bonds and other debt securities giving access to the share capital)	None
11th resolution	Delegation of authority	Issue of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to a debt security, by way of an offer referred to in Article L. 411-2 1° of the CMF, with cancellation of the preferential subscription rights without indication of beneficiaries	26 months (12/06/2024)	€1,151,480 and within the limit of 20% of the share capital per year (equity securities and other securities giving access to the share capital) €50.000.000 (bonds and other debt securities giving access to the share capital)	None

12th resolution	Authorisation	Increase the number of securities to be issued in application of the 8th to 11th resolutions with or without preferential subscription rights (over-allocations and price stabilisation)	26 months (12/06/2024)	15% of the initial issue	None
13th resolution	Authorisation	Grant free share allocations	38 months (12/06/2025)	10% of the share capital (together with the 14th resolution)	None
14th resolution	Delegation of authority	Issue share subscription warrants reserved for a specific category of persons	18 months (12/10/2023)	10% of the share capital (together with the 13th resolution)	None
15th resolution	Delegation of authority	Issue of ordinary shares with cancellation of preferential subscription rights for the benefit of members of a company savings plan	26 months (12/06/2024)	3% of the share capital	None
1st resolution	Authorisation	Purchase or cause to be purchased the Company's shares (buyback programme)	18 months (12/10/2023)	10% of the share capital €5,000,000	Use under the liquidity agreement entered into on 22 June 2022 between the Company and Gilbert Dupont
17th resolution	Delegation of authority	Capital reduction by cancelling shares repurchased pursuant to the 1st resolution	18 months (12/10/2023)	10% of the share capital	None

FORMAL STATEMENT OF NON-FINANCIAL PERFORMANCE

In accordance with Article L. 225-102-1 of the French Commercial Code, the formal statement of non-financial performance centralises the social and environmental information that the Icape Group must provide to its stakeholders. The formal statement of non-financial performance ("SNFP") presents our approach and deployment of corporate social responsibility. This is the first statement that our Group has produced and published.

It presents the Icape Group's business model as well as the social and environmental consequences of our activity. It also describes the main non-financial risks identified, the policies applied to prevent these risks, as well as the results of these policies, for the entire scope presented in the statement.

The Icape Group's formal statement of non-financial performance has been verified by an accredited independent third party. The compliance and fairness of the information contained in this SNFP is appended to the report.

1. PRESENTATION OF THE ICAPE GROUP

1.1. The Icape Group

Presentation of the Group

The presentation of the Group appears in section 1 of Chapter "*Management Report*" of the Annual Financial Report.

Group history

1999 Creation of Icape Group (International Consulting Activities for Printed Circuit Boards and Electronics)

2000 Creation of the first printed circuit board network with 12 partner factories

2001 €5 million in revenue with 5 employees

2002 Development in Eastern Europe and Germany

2003 €10 million in revenue with 12 employees; development in Southern Europe

2004 Creation of CIPEM (China Industrial Parts for Electronics Manufacturing), a subsidiary of the Icape Group specialising in customised technical parts in China

2005 Creation of the sales platform in China

2007 Creation of ICAPE Hong Kong and CIPEM Hong Kong

2009 €24 million in revenue (30% annual growth)

2010 Creation of ICAPE Holding as a financial entity; opening of a commercial entity in the United States and Brazil

2011 Creation of ICAPE GIE, which brings together the Group's marketing and service activities

2012 Creation of a new service line called Ultra Low-Cost Services (ULCS)

2013 Opening of three commercial entities in Germany, Russia and India

2014 Launch of IQTS services offering very short lead times for small batch orders

2015 Installation of the head office in Fontenay-aux-Roses (France) with a logistics centre, storage centre, showroom and technical training centre; launch of the "technical days" and the commercial website

2016 €94 million in revenue; opening of new sales offices (Mexico, Italy, Singapore, Germany, United States)

2017 Creation of the CIPEM e-boutique and a CIPEM showroom in the China offices

2018 Merger of Icape Group and DIVSYS International

2019 €125 million in revenue; opening of a commercial entity in Spain

2020 Opening of commercial entities in Poland and Japan

2021 €169 million in revenue; completion of 5 acquisitions and opening of 4 new commercial entities in Sweden, Canada, China and France

2022 €220 million in revenue; IPO, completion of 5 acquisitions including a plant in Sweden

1.2. Business model

Our ressources

Financial capital:

- Shareholding (as of March 1st, 2023):
  Ballenghien family: 51.32%
  Employees/corporate officers: 36.02%
  Free float: 12.66%
- **IPO in 2022**

Industrial capital

- 36 subsidiaries in 22 countries
- 3 main offices (France, China, US)
- 3 plants (US, South Africa, Sweden)
- 9 Logistics plateforms

Intellectual capital

- 3 quality laboratories (China, US and France) with state-of-the-art equipment
- PCB technical experts

Human capital

- 582 skilled and committed employees*
- 39 nationalities
- 56% of employees are women

Share and relationship capital

- 3,000 active customers in more than 60 countries
- 88 strategic partners
- ICAPE Planète Bleue Foundation

Governance capital

- Board of Directors and Executive Committee
- 4 committees, including one in charge of CSR
- CSR Manager reporting to the CEO
- Employee and supplier ethics charters

**Excluding Lusodabel and MMAB.*
See methodological Note in 7.2

Our mission

Make attention to detail a performance factor for our customers by guaranteeing the right technological solution, at the right price and with optimised quality, delivered as close as possible.

Our growth strategy

Revenue target of €500 million in 2026 via organic growth (~10%/year) and external growth (moderate sized acquisitions, for additional revenue of €20-30 million/year)

Our Values

Trust

At the ICAPE group, we build long-term relationships with our stakeholders. For our teams, we place great emphasis on autonomy, initiative and responsibility, based on a common assessment of performance.
With our customers, this trust is the result of the satisfaction of the needs expressed by quality solutions. Lastly, we strive to create and maintain partnerships with our suppliers.

Serving

At the ICAPE group, finding the best solution for our customers is our priority. This translates into a close relationship fostered by our presence in 22 countries.
In addition, our in-depth knowledge of the entire value chain allows us to offer expert support to each customer. This is based on a rigorous selection process of our suppliers, whose quality is ensured by regular audits.

Agility

In a dynamic and competitive sector, we owe it to ourselves to be reactive to our customers. This flexibility allows us to grow and to distinguish ourselves efficiently in our market. We believe in the power of continuous improvement approaches. Internally, our teams are proactive and agile, in order to adapt to the market's challenges. As a proof of this agility, the year 2022 has been marked by five new acquisitions, in addition to our IPO, completed in only nine months. A remarkable performance that places the ICAPE Group as a leader in the printed circuit board industry.

Multiculturalism

We are a cosmopolitan group.
Of French origin, with a strong presence in China, the ICAPE Group has built its success on its openness to the world. We are now present in 22 countries on four continents, with customers located in 70 different countries. With 39 nationalities in our workforce and as we develop internationally, the ICAPE Group encourages everyone to cultivate the cultural knowledge of others in an open-minded attitude and an approach of inclusivity.

Solidarity

The employees of the ICAPE Group are united by a sense of community of interest that promotes mutual aid.
Team spirit has been at the heart of all the ICAPE Group's developments since its creation in 1999, and even today, as companies have multiplied throughout the world. From customer to supplier, we defend fair relationships across the entire value chain.
The mobilisation of all of the Group's stakeholders during the various lockdown periods around the world is an emblematic example.

Sustainable ambition

Identify our suppliers, improve manufacturing processes, choose innovative materials, obtain certifications, determine the location of production sites, control the supply chain, reduce the footprint of the Group's sites, etc. In addition to compliance with regulations, the ICAPE Group conducts its operations in line with an ambition of sustainability, as part of a continuous environmental improvement approach.

Activities	Products and services	Complete turnkey service (“One stop shop”)
• **ICAPE and CIPEM:** distribution of PCBs and technical parts • **TRAX and MMAB**: production of printed circuit boards	• **Printed circuit boards - PCB**: (single-sided, double-sided, multi-layer, flexible, etc.) • **Technical parts** (cables, transformers, batteries, keyboards, screens, etc.) • Complete **electronic products**	• Supplier selection/QA • Production monitoring • Price optimisation • Engineering/design support • Control of manufacturing files • Logistics/storage solutions • Delivery/order management

Our value creation

Financial capital

- Revenue : €220 million
- Net income: €5,3 million

Industrial capital

Breakdown of revenue :
- ICAPE (printed circuits): 85%
- CIPEM (technical parts): 15%
- Strong expansion: 5 acquisitions in 2022, including a plant in Sweden

Intellectual capital

- ICAPE Group Technical Days
- Compliance with industrial standards (IPC, VDA, etc.)
- ISO 9001:2015 certification
- Protection of customers' intellectual property

Human capital

- 90% of employees who took part in satisfaction surveys
- 8/10 in engagement score

Capital social et relationnel

- 1.6% PCB complaint rate
- Supplier CSR approval and audits
- Foundation budget: €1.5 million over 5 years
- 16 projects supported in 2022

Governance capital

- Transparent business conduct, with strong ethical values and in compliance with local regulations

(all figures are for 2022)

1.3. Stakeholder relations

The methods of dialogue with our main stakeholders, and the topics addressed in 2022, are summarised in the table below.

Stakeholders	Dialogue methods	Topics covered in 2022
Shareholders/investors	* Roadshows * Communications in connection with the IPO	* External acquisition strategy * IPO * Business financing * Profitability * Regulatory requirements (taxonomy, CSRD)
Employees	* Regular communications via email and intranet * Quarterly satisfaction surveys via Workday Peakon	* Salaries and benefits * Transparency/communication * Commitment and recognition of work * Work environment * Corporate/team building events
Customers	* Ongoing discussions as part of the commercial relationship and customer orders	* Quality/price/delivery times * Product compliance (REACH[25], RoHS[26] conflict minerals) * Data confidentiality * CSR strategy
Partners/suppliers	* Ongoing discussions as part of customer orders * Almost permanent presence at our main PCB suppliers * Quality audits * CSR audits	* Quality/price/delivery times * Compliance with approval criteria * Payment terms * Discussions on CSR issues encountered on supplier sites as part of CSR audits
Governments	* Authorisation procedures for newly created entities * Requests/visits by local authorities to the TRAX plant	* Compliance with environmental regulations (wastewater in particular at the TRAX plant)

Discussions with the Group's other stakeholders (local communities, competitors, the general public, media, NGOs) are currently limited.

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[25] Registration, Evaluation, Authorisation and Restriction of Chemicals.
[26] Restriction of Hazardous Substances Directive.

1.4. CSR Governance

A Board of Directors was set up in July 2021 and consists of 11 members: eight directors (including three independent directors) and three non-voting members.

Four committees have been set up within the Board of Directors: The Strategy and Acquisition Committee, the CSR (Corporate Social Responsibility) Committee, the Audit and Risk Committee and the Compensation, Appointments and Governance Committee (see section 3 of Chapter "*Corporate Governance Report*" of the Annual Financial Report).

The CSR Committee, which was in the process of being formed in 2022 pending the adoption of its charter on March 28, 2023, and which began to meet once a quarter from the end of 2022, is tasked with:

- ensuring that CSR issues are taken into account in the Group's strategy and its implementation;

- examining and assessing the relevance of the Group's social and environmental commitments and strategic guidelines in light of the challenges specific to its business and its objectives, and monitoring their implementation;

- reviewing the opinions issued by investors, analysts and other third parties and, where applicable, the potential action plan established to improve the CSR issues raised; and

- reviewing the SNFP.

In early 2022, a function dedicated to CSR management called "Risks, Compliance and CSR" was created, reporting to Senior Management.

The priority objectives of this function are to propose strategic CSR guidelines to Senior Management and to accelerate its challenges within the Group's operations.

The Risks, Compliance and CSR Manager is a member of the Executive Committee and is the Board of Directors' main contact on these issues. She also chairs the "ICAPE Planète Bleue" Foundation.

2. MAIN CSR RISKS, POLICIES AND RESULTS

The CSR risks to which the Icape Group is exposed have been identified and analysed according to the Group's general risk assessment methodology, taking into account the probability of occurrence of the risks, the impact in the event of occurrence, and the maturity of the controls in place to manage the risks.

With regard to its business, the Group has identified 10 major non-financial risks according to the classification framework. For each of these 10 risks, the table below summarises the systems/policies in place to manage the risks, key performance indicators, results for 2022, and action plans for the coming years. The various risks, policies and results are then detailed in the various sections of the SNFP.

Significant CSR risks	Systems/policies in place	Key performance indicators	2022 results	Action plans	SNFP section
Practical business topics					
Unethical behaviour within the Group or at our suppliers (non-respect of Human Rights, harassment, discrimination)	Strengthen existing governance Promote the ICAPE Integrity Line and raise awareness among employees and third parties Multiply CSR audits at suppliers	Reported cases of unethical behaviour (#)	0	Continue to deploy supplier CSR audits with a focus on ethics and human rights	3.1
Internal or external corruption that would jeopardise the Group's interests	Deploy the anti-corruption compliance programme based on the requirements of the Sapin II law Raise employee awareness through training Raise awareness among third parties during CSR audits Require formal commitments from suppliers to comply with anti-corruption rules	Proven incidents of corruption (#)	0	Continue the implementation of the anti-corruption compliance plan in accordance with the requirements of the Sapin II law	3.2
Social topics					
Shortcomings in the Group's capacity to attract and retain talent	Continue employee shareholding policy Develop employee engagement Develop the employer brand	Number of promotions/internal mobility	44	Develop the employer brand	4.1

Significant CSR risks	Systems/policies in place	Key performance indicators	2022 results	Action plans	SNFP section
Lack of skills/loss of key skills in positions requiring very strong business expertise	Retain and share business expertise by relying on the Group's plants and technical experts Ensure technical development and training plans Promote technology watch in conjunction with suppliers Create a team of technical experts in "Field Application Engineering" to take part in the development of the technical training plan	In the process of being set up[27]	In the process of being set up	Define the key performance indicator to measure the system in place to manage skills within the Group Establish a formal skills management and annual performance review process at Group level Develop training plans by business line	4.4
Unsatisfactory working conditions	Adapt employees' working conditions (remote working, part-time work, working time arrangements) Promote value sharing (salary policy, grant of variable compensation, etc.)	Participation rate in the Peakon survey	90%	Implementation of areas for improvement identified during the Peakon surveys	4.2/ 4.3
		Peakon survey results (engagement score)	8/10		
Unequal treatment of Group employees based on gender, age, disability, origin, etc.	Promote diversity and raise employee awareness Deploy non-discrimination policies	Percentage of women in the workforce (%)	56%	Carry out a salary study at Group level to verify gender equality	4.5
		Percentage of women in management positions (%)	44%		
		Percentage of employees with disabilities in the workforce (%)	ND[28]		
		Percentage of seniors in the workforce (%)	18%		
		Different nationalities in the workforce (#)	39		

[27] The indicator for measuring the performance of the system designed to address this risk is currently being implemented. It will be available in 2023.
[28] Not Available.

Significant CSR risks	Systems/policies in place	Key performance indicators	2022 results	Action plans	SNFP section
Environmental topics					
Insufficient efforts to reduce greenhouse gas emissions throughout the Group's value chain	Calculate the Group's carbon footprint Reduce the carbon impact of logistics flows Raise awareness among third parties of the importance of reducing greenhouse gas emissions	GHG emissions[29] Scope 1 & 2 (Tco_2e)	1,891	Fine-tune the greenhouse gas emissions assessment (BEGES), and set reduction targets for Scope 1, 2 & 3 Work with the main suppliers on the resource consumption associated with PCB manufacturing in our main partners' factories and on the carbon footprint of the PCBs they manufacture over the entire life cycle (LCA)	5.2
		Scope 3 GHG emissions (Tco_2e)	47,840		
Environmental pollution (water, air, soil) related to the activities of the Group or its suppliers	Reduce water consumption and increase waste recovery Comply with international REACH[30] and RoHS[31] regulations as well as the absence of conflict minerals Comply with environmental regulations related to pollution prevention Implement dedicated CSR audits	Major environmental non-compliance at Group and supplier plants (#)	0	Continue to deploy supplier CSR audits with a focus on the environmental compliance of plants, the use of resources, and pollution prevention Initiate a reflection on the reduction of packaging for the transport of products delivered to customers Invest in the supply of renewable energy for our plants and offices	5.1
		Significant pollution incidents at Group and supplier plants (#)	0		
Consumption of sensitive resources (metals, chemicals, water, energy)		Energy consumption[32] (MWh)	3,170		
		Water consumption[33] (m^3)	20,125		
		Consumption of chemical products[34] (t)	43.8		
		Quantity of waste produced[34] (m^3)	27.3		

[29] Greenhouse gas (GHG).
[30] Registration, Evaluation, Authorisation and Restriction of Chemicals.
[31] Restriction of Hazardous Substances Directive.
[32] Within the scope of the Group's main entities (factories, logistics centres, main offices).
[33] TRAX plant only.

Significant CSR risks	Systems/policies in place	Key performance indicators	2022 results	Action plans	SNFP section
Societal themes/stakeholders					
Non-compliance with the Group's CSR requirements by suppliers	Impose social and environmental responsibility requirements prior to inclusion in the list of referenced suppliers Verify plant compliance through physical audits	Supplier CSR incidents (#)	0	Continue to deploy supplier CSR audits and make their acceptable results a referencing criterion	6.1
		Share of ISO 14001 certified supplier plants (%)	67%		
		Percentage of suppliers having had a dedicated CSR audit in 2022 (%)	74%		

In addition to risks, there are also opportunities for the Group in relation to CSR:

- the key role of electronics, and therefore of printed circuits, in the energy transition (renewable energies, energy efficiency, digitisation, connected vehicles, etc.) opens up prospects for growth and development of new markets;

- the implementation of a robust CSR policy and strategy is a differentiating factor compared to our competitors that can enable us to win new customers and new market share.

3. REPORTING ON BUSINESS PRACTICES

Indicators	2022
Reported cases of unethical behaviour (#)	0
Proven incidents of corruption (#)	0

3.1. Business ethics

Background

Ethics is one of the Icape Group's fundamental values. The Group is constantly alerted to the main situations that could expose it to unethical acts or behaviour (acts of corruption, non-respect of human rights, cases of harassment or discrimination, etc.) by employees or partners. The Group works with several listed PCB suppliers, who are sensitive to ethics and their image.

Ethical practices

The Group has put in place an internal ethics charter for employees covering, among other things, the Group's fundamental values, compliance with applicable laws and regulations, the fight against corruption, legislation on employment law and the fight against discrimination and harassment. All employees must read and sign the ethics charter upon joining the Group.

A code of ethics for suppliers has also been drawn up and has been an integral part of purchasing contracts since 2007. This code covers, among other things, the fight against corruption and the commitment to human rights, with requirements on working hours, fair compensation, the prohibition of underage/forced labour, employee health and safety, non-discrimination, etc. The verification of 'Conflict Minerals' certifications relating to the origin of the raw materials used is also a prerequisite for the approval of suppliers, in order to ensure the absence of conflict minerals (tin, tantalum, tungsten, gold and other minerals from conflict zones) in the PCBs sold by the Icape Group. In 2022, dedicated CSR audits were deployed at suppliers, which cover, among other things, ethical/human rights risks (see §6.1 of Chapter "*Formal Statement of Non-Financial Performance*" for more details).

No cases of internal or external unethical behaviour were reported in 2022.

3.2. Fight against corruption

Background

The Icape Group is present in several geographical areas (including countries where the Corruption Perception Index is deteriorated), and is in contact with many third parties (customers, suppliers) as well as with public officials (customs). Any failure by a Group employee or partner to comply with applicable anti-corruption laws could have adverse effects on the Group's activity.

Anti-corruption practices

The Group is developing an anti-corruption programme in accordance with the requirements of the Sapin 2 law[34] on the fight against corruption (to which the Icape Group is newly subject following the crossing of the application threshold of 500 employees in 2022, the threshold of €100 million having already been crossed).

[34] French Law No. 2016-1691 on transparency, the fight against corruption and the modernisation of economic life, applicable to companies with more than 500 employees and €100 million in revenue.

This programme is under the responsibility of the Risks and Compliance Manager, who reports to the Group's Chief Executive Officer.

Senior Management, the Executive Committee and the Group Audit and Risk Committee are regularly informed of the progress on the programme.

During 2022, the Group carried out its first group-wide corruption risk mapping, involving managers and the functions most exposed to this risk through interviews and risk rating workshops.

The Group also produced its first anti-corruption code of conduct, based on the corruption risks identified during the mapping exercise.

In addition, in Q4, the ***"ICAPE Integrity Line"***, our digital reporting platform, was launched and made accessible to Group employees as well as external stakeholders.

The Group is currently working on the deployment of its third-party assessment programme and on employee training and awareness-raising.

No suspected or proven cases of internal or external corruption were reported in 2022.

4. SOCIAL REPORTING

4.1. Employment

Indicators	2022	
	#	%
Total workforce at 31/12[35]	582	100%
Female employees	327	56%
Male employees	255	44%

Background

The Group's success and development depends on the commitment of its employees and the ability to attract and retain them, particularly in highly competitive labour markets such as Asia, the United States and Eastern Europe, where turnover rates can be high.

Talent attraction and retention

The main policies and actions implemented, or in the process of being implemented, to attract and retain talent are as follows:

- open up the capital to employees,
- work on the Group's employer brand, with the support of the Group Chief Executive Officer, in order to develop and broaden the reputation of the Icape Group among candidates and thus attract new talents,
- harmonise employee integration processes at Group level (with the overhaul of the Welcome Booklet in 2022),
- provide opportunities for promotion and internal mobility (between departments and/or geographical) within the Group,
- offer a stimulating and learning-rich environment (trust, multiculturalism, possibility of working on several projects),
- promote an attractive compensation policy.

4.2. Work organisation

Organisation of working hours

In terms of the organisation of working hours, the Group adapts its rules and policies depending on the country, and we apply local social regulations as a minimum. It should be noted that the Group operates mainly in developed countries in Europe, America and Asia, where social regulations, although they may differ from one country to another, are clearly defined, well established, and are not a source of significant risks of abuse of employees. The Group also has activities in China and India, which are countries that potentially present more risks in terms of working conditions. In these countries, the

[35] Number of salaried employees of the Icape Group at 31/12/2022, on permanent or fixed-term contracts (including apprentices), full-time or part-time; interns and temporary workers are excluded.

necessary arrangements are in place to ensure that the organisation of working time respects decent hours with sufficient rest periods.

The working hours are typically 40 hours per week with two days off per week, plus paid leave according to the local regulations in force in the countries.

Working conditions can also be adapted on a case-by-case basis according to family/health situations (e.g. remote working, part-time).

4.3. Labour relations

Social dialogue

The regulatory framework for dialogue between employers and employee representatives varies from one country to another. However, in addition to compliance with local labour laws, the Icape Group strives to respect the freedom of association, negotiation and collective representation of its employees. We apply these principles in all countries where we operate.

There is no employee body or formal structure for social dialogue at Group level. Social dialogue is managed locally according to the regulations and practices of the countries.

In France, where we employ around 100 employees spread over six legal structures, three of our entities (Icape - International Consulting Activities for Printed Circuit Boards, Icape Holding, and GIE ICAPE) are above the legal threshold of 11 employees requiring a Social and Economic Committee (SEC). Elections were organised and a deficiency report was drawn up for an entity in the absence of a declared candidate; for the other two entities that exceeded the threshold in 2022, elections are scheduled for 2023.

There were no labour disputes within the Group in 2022.

Collective agreements

At Group level, a collective agreement was put in place on leave during the Covid-19 health crisis.

Other collective agreements, where they exist, are managed at the local level. In France, agreements are in place on working time and profit-sharing.

Employee well-being and satisfaction

Indicators	2022
Participation rate in the Peakon survey	90%
Engagement rate	8/10

The Group is very attentive to the expectations of employees and to actions that support their commitment to promoting their well-being and satisfaction at work.

Activity days, ICAPE Group Fun Days, are regularly organised to strengthen commitment and links between employees.

Since 2021, internal satisfaction surveys have been carried out on a quarterly basis via the Workday Peakon tool to obtain employee feedback on the atmosphere at work, their commitment, their aspirations, etc. and involving middle management in order to improve the working conditions and daily lives of employees. The last survey carried out in December 2022 revealed the following main results:

- the participation rate was 90% at Group level,

- the engagement score (which takes into account employee engagement, loyalty and satisfaction) is 8.0/10 at Group level,

- the main strengths identified by the survey concern the workload, which remains appropriate, as well as the recognition shown by management on a daily basis,

- the main areas for improvement identified by the survey concern reward and flexibility at work.

4.4. Training and professional development

Indicators	2022
Number of promotions/internal mobility	44

Background

The Group's sustainability and development depend on the teams maintaining advanced skills and expertise in PCB technologies. PCB skills are disappearing in Europe and the USA, and there is a risk that the quality/technical teams are not up to date with the latest technological developments. The majority of PCB experts are seniors, which increases the risk of loss of skills and specialised expertise following their retirement.

These elements confirm the importance of the training and professional development of our employees.

Training

Management of training is decentralised and organised by the various entities according to local needs.

However, great importance is placed on the training of our employees, which takes the form of:

- regular training provided to teams in China,

- the creation of a "Field Application Engineering" team to provide training and support to sales representatives,

- CSR training for CSR audit contacts,

- training on compliance topics,

- active monitoring in conjunction with suppliers on the latest technological developments.

A training plan dedicated to sales representatives is being developed in collaboration between the HR department, the technical department and the sales department. This project entitled ***"Sales Academy"*** consists of the creation of an e-learning platform accessible to all sales representatives with technical modules that aim to improve the skills of sales representatives.

In the long term, this project will be extended to all Group employees and will result in the creation of "***ICAPE Academy***".

Skills management and succession plans

In view of the crucial importance of skills management for the Group's sustainability, a working group was set up in 2022 to establish a skills grid dedicated to sales representatives, according to the level of seniority in the position.

These grids are an important tool for assessing the performance of sales representatives and adapting the training plan.

A career management policy, in particular for experts and young talents, is also in place, as well as an "expert" channel with a dedicated policy to prepare successions, retain and share expertise, and improve the retention policy.

4.5. Non-discrimination and equal treatment

Indicators	2022
Percentage of women in the workforce (%)	56%
Percentage of women in management positions (%)	44%
Percentage of employees with disabilities in the workforce (%)	ND[36]
Percentage of seniors[37] in the workforce (%)	18%
Different nationalities in the workforce (#)	39

Background

There is no formal policy to promote equal opportunities, diversity and employment of people with disabilities at Group level, but the fundamental principles of non-discrimination and equality are included in the internal ethics charter for employees and are part of the Group's DNA:

- "*Icape Group's policy is to offer equal employment opportunities to all individuals. This policy applies to all phases of recruitment, selection, hiring, placement, mobility, promotion, training, compensation, benefits and any other decision concerning any candidate or employee.*"

- "*All employment terms and conditions must be based on the individual's ability to do the job and not on other personal characteristics or beliefs. The Icape Group will not accept employees who discriminate on the basis of age, race, colour, religion, gender, origin or disability.*"

39 different nationalities are represented in the workforce, a testament to the importance given by the Icape Group to diversity. The Icape Group is a cosmopolitan group that has developed through its openness to the world. With a strong foothold in China, it mobilises its employees, suppliers and partners around the world to respond in the best possible way to customer requests. Through contact with native speakers, each one cultivates the cultural knowledge of the others in each country where they operate.

No suspected or proven cases of discrimination or unequal treatment were reported in 2022.

[36] Not Available.
[37] Employees aged over 50 years.

Gender equality

The breakdown of the workforce reflects the equal place of women and men within the Icape Group, with 56% of women in the total workforce, 44% of women in the management workforce, and gender parity in the Board of Directors.

No salary study has been carried out to date to confirm equal pay between women and men at Group level. In France, all Group entities have fewer than 50 employees, and no entity is currently subject to the obligation to have a collective agreement in place on professional equality, nor to the obligation to calculate and publish its “Gender Equality Index”. Nevertheless, the Group took the initiative of conducting an analysis at the Icape Group’s French entities level based on the 2022 figures and the result is 83/100. The Group stood out in the “gap in increase rate between women and men” and “number of employees of the under-represented gender among the highest paid employees” indicators with a score of 100%.

The Group will carry out a full analysis in 2023.

Employment of disabled workers

Depending on the country, legislation may or may not allow the identification and monitoring of people with disabilities within the Company. For this reason, it is difficult to define a homogeneous overall indicator to monitor progress in this area.

In France, the Group wishes to employ disabled workers to comply with the legal obligation[38], but it is difficult to find the right profiles for the activity. Only one of our French entities (Icape - International Consulting Activities for Printed Circuit Boards) currently exceeds the threshold of 20 employees, and it employs a disabled employee.

Employment of seniors

There is no specific policy in place to promote the employment of seniors, but they play a crucial role within the Group as they have the expertise and experience on PCBs.
Employees over the age of 50 represent 18% of the workforce, and hold many key technical and/or managerial roles for the Group.

4.6. Health and safety

Indicators	2022
Number of workplace accidents[39] with lost time[40] for Group employees (#)	7

Background

Health and safety risks are greater for employees working in the Group’s plants (DIVSYS and TRAX) and for employees working in supplier plants. However, they also exist for Group employees working in offices (commuting accidents, possible accidents in offices, accidents during supplier site visits) and for Group customers (during visits to Group or suppliers' plants).

[38] 6% of employees declared disabled for entities with more than 20 employees.
[39] Accident occurring to the employee as a result of or in the course of their work, whatever the cause; this includes accidents at Group sites, supplier sites or during business travel.
[40] Workplace accident causing at least one day of lost time from the day after the date of the accident.

Health and safety of Group employees

Health and safety conditions for ICAPE employees are covered by the internal ethics charter for employees, which deals with PPE[41], safety procedures, machine/equipment safety, and management of fires and other emergencies.

Workplace safety documents and procedures are in place for the Group's various entities, particularly at the Group's two plants (DIVSYS and TRAX). At the TRAX plant, noise and chemical exposure measurements and lighting levels in the premises are measured every two years by an external company in order to compare them with the regulatory limits and implement corrective measures where necessary. In France, the Single Risk Assessment Document (DUER) as required by regulations has been formalised, taking into account the prevention of psychosocial risks.

Regulatory health and safety training is provided to employees, and the wearing of PPE is required during supplier site visits.

7 accidents with lost time were reported for our employees in 2022, including 5 in the ICAPE TRAX plant in South Africa. These work stoppages lasted an average of four days.

Health and safety for the Group's suppliers

The protection of the health and safety of workers at supplier sites is a clause of the code of ethics dedicated to suppliers, which has been an integral part of purchasing contracts since 2007.

The CSR audits of suppliers initiated in 2022 also cover the workplace health and safety risk (see §6.1 of Chapter "*Formal Statement of Non-Financial Performance*" for more details).

[41] Personal Protective Equipment.

5. ENVIRONMENTAL REPORTING

5.1. Environmental management and pollution prevention

Indicators	2022
Major environmental non-compliance at Group and supplier plants (#)	0
Significant pollution incidents at Group and supplier plants (#)	0
Energy consumption* (MWh)	3,170
Water consumption** (m^3)	20,125
Raw material consumption**	
Photographic and imaging materials, prepreg panels, copper foils (m^2)	29,494
Copper/tin anodes (t)	2.37
Consumption of chemical products[42]** (t)	43.8
Quantity of hazardous chemical waste produced[43]** (m^3)	27.3

** Electricity, natural gas, heating oil, and fuels for company/service vehicles - within the scope of the Group's main entities (TRAX and DIVSYS plants, logistics centres, main offices - see methodological note in the appendix for details).*
*** TRAX plant only.*

Background

The manufacturing of PCBs is a polluting activity due to the extraction of metals as raw materials, the use of chemicals, the consumption of water and energy, the discharge of wastewater, and the production of waste.

Scarcity of metals, bans of the most dangerous chemicals/pollutants, restriction of water in water-stressed areas such as South Africa, increase in the price of energy in connection with the geopolitical context, etc: the resources required for the production of PCBs will probably be increasingly subject to restrictions and shortages in the future.

Environmental regulations - for example on wastewater discharges or waste management - are also tending to tighten internationally, and this is already the case in the countries where we and our suppliers have our manufacturing plants (China and South Africa in particular).

In the Group's value chain, resource management and pollution prevention mainly concern the manufacturing plants of our suppliers. In our direct scope, our TRAX plant in South Africa is the main consumer of resources and generator of emissions (air emissions, wastewater, waste). Our logistics centres, offices and laboratories make only a small contribution by comparison.

All of these elements require us to be exemplary in terms of environmental compliance and drive us to seek solutions to reduce our environmental impact throughout our value chain.

[42] Certain quantities of chemical products are tracked in litres and not in kg in the inventory management software; for simplicity, a density of 1 was assumed for these products to convert the volumes into tonnages. The exact figures are 36.3 t on the one hand (mainly general chemicals) and 7.5 m^3 on the other hand (exclusive/proprietary chemicals).

[43] For the 2022 financial year, only the quantities of hazardous chemical waste (sent to landfill after neutralisation) are monitored and available. Other types of waste produced at the TRAX plant include hazardous waste (used PCB) and non-hazardous waste (metals, packaging, organic waste) that are sent for recovery/recycling but for which the quantities were not monitored in 2022. This waste will be monitored in 2023.

Energy consumption in the Group's direct scope

At the level of the Group's direct scope, energy consumption includes:

- Electricity consumption at all Group sites, which represents 64% of our total energy consumption. The main contributors to our electricity consumption are the TRAX plant in South Africa (52%), the DIVSYS plant in the United States (23%), as well as our offices and laboratory in China (16%), France (4%) and Germany (2%).

- The consumption of heating oil for the backup generators at the TRAX plant and the consumption of natural gas for heating in certain offices (Germany, the Netherlands), which together account for 6% of our total energy consumption.

- Fuel consumption (gasoline, diesel) for company and service vehicles, which represents 30% of our total energy consumption.

Without being able to quantify their impact, we have already implemented or identified certain actions to reduce our energy consumption within the Group's direct scope of influence:

- Implementation of the tertiary energy decree[44] at the head office in France, with support from an external service provider, collection of energy consumption since 2018 (reference year) for declaration to the ADEME (French Environment and Energy Management Agency), and use of the Hypervision software with installation of sensors in the offices to monitor energy consumption in real time.

- Replacement of obsolete lighting with LED systems.

- At our TRAX plant, a study is underway to install solar panels on the roofs of buildings, which would provide up to 40% of the site's electricity needs.

- In our offices in France, a study is underway for the installation of solar panels on the roofs.

- Gradual transition of the company vehicle fleet to hybrid/electric.

- Increased use of videoconferencing and remote working to reduce business travel.

Environmental management at the TRAX plant in South Africa

In addition to energy consumption, the issues of environmental management and pollution prevention within the Group's direct scope are mainly material for our TRAX plant in South Africa:

- Water consumption: the plant consumes groundwater (around 65%) and tap water (around 35%) for domestic uses and in the manufacturing process (mainly rinses). Minimising water consumption is a critical issue in view of the water stress situation in the Cape Town region where the plant is located. A detailed analysis of the plant's water network was carried out a few years ago in order to identify leaks and sources of overconsumption, following which corrective actions were implemented (installation of control valves, pressure equipment to reduce the risk of leaks, sensors to automatically start/stop the water supply according to manufacturing cycles). A study was also carried out to assess the opportunities to recycle and reuse some of the process wastewater internally; the proposed solution, which requires significant investments, will be studied in 2023.

[44] French decree No. 2019-771 of 23 July 2019 relating to obligations to reduce final energy consumption in buildings for tertiary use.

- Wastewater discharge: the rinsing water used in the manufacturing process generates metal-contaminated effluents, which are treated in the internal treatment plant before being discharged into the municipal network, in accordance with regulatory limits. Domestic wastewater is discharged directly into the municipal network.

- Waste management: several initiatives have been put in place to recover/recycle the different types of waste produced in the plant during the manufacturing of PCBs as much as possible:

  - used PCBs, cardboard and organic waste are recycled;
  - chemical reagents are used in a closed loop with recovery of copper;
  - a specialised external company is responsible for the recovery of precious metals;
  - a project is underway to solidify chemical waste on site before external treatment, in accordance with the new regulations in force. Today, chemical waste is sent to a storage centre after neutralisation.

- Soil pollution: there is no suspected or proven soil or groundwater pollution at the TRAX site. The plant has been in existence for more than 30 years and has the necessary protection systems in the event of a spill or accidental spill of hazardous products.

Environmental management for the Group's suppliers

Compliance with local environmental regulations and the prevention of pollution (in particular wastewater treatment) are clauses of the code of ethics dedicated to suppliers, which has been an integral part of purchasing contracts since 2007.

The first audits and discussions with Chinese suppliers were initiated by the Group in 2007, leading to corrective actions by suppliers concerning the construction of new correctly sized treatment plants.

The CSR audits of suppliers initiated in 2022 now cover environmental compliance, resource consumption (including energy and energy efficiency) and pollution prevention (see §6.1 of Chapter "*Formal Statement of Non-Financial Performance*" for more details).

5.2. Climate change

Indicators		2022
Scope 1 GHG emissions related to fossil fuels and refrigerants (tCO_2e)		266
Scope 2 GHG emissions related to electricity (tCO2e)		1,624
Total Scope 3 GHG emissions (tCO_2e)		47,840
Upstream - Purchases of products and services	"Cradle-to-door" manufacturing of PCBs delivered by ICAPE	Not Available*
	"Cradle to door" manufacturing of technical parts delivered by CIPEM	15,250
	Other purchases - materials and chemicals on TRAX, packaging for the transport of delivered PCBs and technical parts, purchases of services and indirect purchases	1,430
Upstream - Other emission items	Upstream emissions and losses related to energy consumed, purchases of fixed assets, waste, business travel, commuting	2,460
Downstream - Product transportation	Transport of delivered PCBs and technical parts	4,920
Downstream - Use of products	Use of CIPEM products that directly consume energy over their lifetime	20,280
Downstream - End of life of products	End-of-life treatment of PCBs and technical parts delivered, and packaging used for transport	3,500

GHG: Greenhouse gas.
** The calculation of the carbon impact related to the "cradle-to-door" manufacturing of the PCBs delivered by the Group is underway. We are currently working with our suppliers to reach a calculation based on the consumption of resources related to the manufacture of PCBs in the plants of our main partners.*

Background

Our main impacts in terms of GHG emissions are on our supply chain (production of PCBs and technical parts by suppliers, transport to customers, use and end-of-life of the products delivered), much more than on our direct scope of operation (plants, offices and logistics centres).

Today, the international standard consists of establishing a greenhouse gas emissions assessment (BEGES) according to the GHG Protocol[45] and setting medium- and long-term reduction targets for Scope 1, 2 & 3 (i.e. across the entire value chain) validated by the SBTI[46] (Science-Based Targets Initiative).

Climate change mitigation

In order to assess the climate impact on the entire value chain, in 2022 we carried out a first greenhouse gas emissions assessment (BEGES) on Scope 1, 2 & 3 in accordance with the GHG Protocol methodology.

We first carried out an initial screening to determine the most relevant emission categories in view of our activities, and have developed the calculation methods (activity data, emission factors) for each of these categories. We collected the required activity data for the 2022 financial year, which is the reference year. It should be noted that this first greenhouse gas emissions assessment (BEGES) was carried out on the basis of available activity data (some at a fairly macro level, some on the basis of financial rather than physical data, etc.) and standard/default emissions factors from public databases

[45] https://ghgprotocol.org/.
[46] https://sciencebasedtargets.org/.

such as the ADEME footprint database. This approach has enabled us to assess the orders of magnitude of each category of emissions and thus identify the most contributing items on which reduction efforts will have to be focused in the coming years. For these items that contribute the most, it will be necessary, however, to refine the calculations by analysing the activity data at a more micro level and by applying more specific emission factors (taken from specialised databases and/or obtained directly from suppliers) - this will be a prerequisite for obtaining more detailed and precise emission levels, and thus identifying and assessing potential reduction levers.

The main results and lessons learned from this first greenhouse gas emissions assessment (BEGES) are as follows:

- Scope 1 & 2 GHG emissions, which concern the Group's direct scope of activity (i.e. mainly energy consumption as presented in §5.1 of Chapter "*Formal Statement of Non-Financial Performance"*) are minimal compared to Scope 3 GHG emissions throughout our value chain (less than 0.5%), which is logical given the Group's predominantly trading activity. The actions identified and/or implemented to reduce our energy consumption, and therefore our Scope 1 & 2 GHG emissions, are presented above in §5.1 of Chapter "*Formal Statement of Non-Financial Performance"*.

- Scope 3, which concerns the Group's indirect scope of activity (i.e. upstream and downstream of our value chain), therefore concentrates more than 57% of our total Scope 1, 2 & 3 emissions declared.

- The "cradle-to-door" manufacturing of technical parts delivered by CIPEM accounts for around 31% of our Scope 3 GHG emissions - a much lower share than PCBs, due to the lower volumes sold, and because the manufacturing of the various technical parts sold by CIPEM generates lower GHG emissions than PCB manufacturing.

- Emissions related to the use over their lifetime of CIPEM technical parts that directly consume energy (i.e. adapters, rechargeable batteries, and LCD screens) were estimated and contribute approximately 41% to our Scope 3 GHG emissions. Emissions related to the transformation and use of the PCBs delivered by the Group were not estimated as part of this first greenhouse gas emissions assessment (BEGES). In the coming years, we will work with EMS (Electronics Manufacturing Services) companies to which we deliver PCBs to estimate the emissions related to the assembly of PCBs by the EMS.

- Emissions related to the transport of PCBs and technical parts delivered by air, sea, rail and road represent approximately 10% of our Scope 3 GHG emissions.

- Other Scope 3 categories include purchases of products and services (materials and chemicals on TRAX, packaging for the transport of PCBs and technical parts delivered, services and indirect purchases); end-of-life treatment of the delivered PCBs and technical parts, and of the packaging used for transport; upstream emissions related to the energy consumed; purchases of fixed assets; waste; business travel; and commuting. The combined emissions from these categories represent the remaining approximately 18% of our Scope 3 GHG emissions.

Initial discussions have been initiated and actions have been implemented to reduce the carbon footprint of our logistics chain:

- Our grouping strategy (via our logistics platform located in Hong Kong and then via the warehouses associated with our profit centres before shipping to customers) makes it possible to group orders and optimise routes.

- We promote maritime transport rather than air transport in our quotations, which is a solution that can be offered even for small volumes thanks to our grouping strategy. In 2022, 66% of the quantities of PCBs were transported by sea.

- Our aim is to develop rail transport.

- We are considering diversifying the geographical base of our suppliers and finding suppliers closer to customers. We currently have suppliers in 15 countries in addition to China, as well as our own in-house PCB manufacturing.

- In terms of packaging used for the transport of PCBs and technical parts, these are imposed on suppliers, and are typically composed of plastic protections with dehumidifiers, cardboard boxes with polyester foam for filling empty spaces, and wooden palleting. Reusable packaging is used to transport products when possible, and cardboard packaging is gradually replacing polyester foam to fill empty spaces.

For the other Scope 3 emission categories, reduction strategies and opportunities have yet to be identified and assessed following the completion of this first greenhouse gas emissions assessment (BEGES).

Adaptation to climate change

To date, no specific risks related to climate change adaptation have been identified and there is no system in place to manage them.

During 2023, the Group plans to map the exposure of the Group's plants and those of our main suppliers to natural disasters/extreme weather events, and to develop business continuity plans for highly exposed plants accordingly.

To our knowledge, our TRAX plant in South Africa is not exposed to natural and climatic risks such as earthquakes, storms/cyclones, floods or forest fires. However, it is exposed to a risk of water stress, and is therefore working to reduce its water consumption as described in §5.1 of Chapter "*Formal Statement of Non-Financial Performance*".

6. SOCIETAL REPORTING

6.1. Supplier relations

Indicators	2022
Percentage of supplier plants certified ISO 14001 - ICAPE PCB (%)	82%
Percentage of supplier plants certified ISO 14001 - CIPEM (%)	58%
Percentage of suppliers audited for CSR in 2022 - ICAPE PCB (%)	100%
Percentage of suppliers audited for CSR in 2022 - CIPEM (%)	47%

Background

In view of the Group's predominantly trading activity, it is essential to establish healthy, balanced and long-term relationships with our suppliers.

The main CSR risks are also at the level of the Group's suppliers and their plants (e.g. corruption, unethical behaviour, non-compliance with social regulations, unacceptable working conditions for employees, fatal accident at a plant, environmental pollution, etc.).

Supplier relations

We maintain good relations with our suppliers in terms of communication and mutual respect, which translates into a strong stability of partnerships, most of which have been in place for more than 10 years. The aim is to build and maintain long-term relationships with our suppliers in a process of continuous improvement, which is done, in particular, via the quality audits that we have been conducting for many years, and via the CSR audits initiated in 2022 (see below).

No supplier in a situation of economic dependency on the Group has been identified, with the Group representing a maximum of 20% of the revenue of each supplier (and much less for most suppliers).

CSR compliance of suppliers

Strict requirements are imposed on suppliers that integrate the Group's list of qualified and approved suppliers, including ISO 9001 certification for their quality management system, compliance with REACH[47] and RoHS[48] regulations on chemicals/hazardous substances, or the provision of Conflict Minerals certificates relating to the origin of the raw materials used, in order to ensure the absence of conflict minerals in the PCBs.

While CSR certifications are not currently a necessary condition for supplier approval, 70% of our suppliers are ISO 14001 certified for their environmental management systems (82% ICAPE and 58% CIPEM).

The code of ethics dedicated to suppliers, which has been an integral part of purchasing contracts since 2007, also contains clauses relating to regulatory compliance, the fight against corruption, compliance with social laws and environmental protection (wastewater treatment and RoHS regulations in particular), the protection of human rights (working time, fair compensation, prohibition of child labour/forced labour, non-discrimination, etc.), employee health and safety, fairness, and the protection of the confidentiality of customer information.

[47] Registration, Evaluation, Authorisation and Restriction of Chemicals.
[48] Restriction of Hazardous Substances Directive.

For many years, ethical, environmental and health and safety aspects have been reviewed during supplier quality audits. In early 2022, it was decided to deploy dedicated CSR audits, covering governance, human rights, working conditions, the environment, ethics, consumers and local communities. These audits are conducted by a team of auditors who have been trained by independent specialists.

In 2022, 100% of our PCB suppliers and 47% of our suppliers of technical parts based in China were audited on these CSR criteria.

No significant CSR incident with our suppliers has been reported to date.

6.2. Customer relations

Indicators	2022
ICAPE complaint rate (#)	1.6%
Number of ICAPE complaints	448
CIPEM complaint rate (#)	3.2%
Number of CIPEM complaints	122

Background

Customer satisfaction is an absolute priority for the Icape Group. We must be able to meet our customers' requirements in terms of quality, price, deadlines and confidentiality, and also the CSR-related requests that began to be made by several customers in 2022.

Customer satisfaction

ICAPE and CIPEM are ISO 9001 certified for their quality management system, and have numerous procedures in place to ensure product quality and customer satisfaction. They have also set up detailed procedures for handling customer complaints, which describe the responsibilities and handling process (receipt, analysis, corrective actions with the supplier concerned, etc.).

On the ICAPE side, 646 customer complaints were recorded in 2022, of which 198 were rejected. The customer complaint rate was 1.6% on average in 2022.

CIPEM recorded 162 customer complaints, of which 40 were rejected. The CIPEM customer complaint rate averaged 3.2%.

CSR requests from customers

According to the CSR diagnostic carried out by an external service provider in December 2021, the CSR expectations of customers towards their suppliers focus on respect for human rights, ethical business practices, regulatory compliance, GHG emissions, and data confidentiality. This trend was confirmed by the numerous requests and discussions initiated by customers in 2022.

The CSR organisation and governance put in place (Risks, Compliance & CSR Manager; CSR Committee; CSR working group) will make it possible to meet customer CSR requests, which are likely to multiply in the coming years.

Protection of confidential customer data

The Group has always been attentive and vigilant when it comes to protecting customers' confidential data. From the initial discussions, Non-Disclosure Agreements (NDA) are signed with customers and suppliers to protect their data.

In addition, the Group has a cyber-attack risk management system built around prevention, detection and remediation.

6.3. Societal commitment

Indicators	2022
Share of local employees[49] (%)	87%
Sponsorship expenses via the ICAPE Planète Bleue foundation (€ thousand)	€95 thousand
Number of personal data losses/leaks (#)	0

Local development and employment

With an international presence and strong growth in hires in recent years, the Group promotes local recruitment and generates job creation in the various countries where it operates. 39 different nationalities are represented in the workforce, more than half of which are Chinese with more than 250 employees in China. 87% of the total workforce is local, a testament to the desire to create jobs locally.

Relations with local communities

In view of the Group's predominantly trading activity, relations with local communities are limited as the Group has few production plants. Our two plants, TRAX in South Africa and DIVSYS in the United States, are also located in industrial zones. However, the TRAX plant is located at the edge of an industrial zone, and is bordered on one side by a residential zone. Relations with the neighbourhood are good, and there has been no tension with the neighbourhood or complaints from local communities in the plant's history.

Sponsorship actions

The year 2021 saw the creation of ICAPE Planète Bleue, the corporate foundation to carry out philanthropic actions from 2022. The foundation has a budget of €1.5 million over five years (€300,000 per year).

Part of the foundation's budget is devoted to external support for social, educational, environmental and humanitarian projects.

In 2022, the ICAPE Planète Bleue Foundation supported 16 environmental, educational, social and humanitarian projects.

Another part of the budget is allocated to renovating a former, legendary boat, Magie Bleue, which will be made available for social, educational and environmental missions, on oceans and their protection, as well as the world of sailing to assess whether the technologies chosen were appropriate for the renovation and the innovative, eco-friendly assembly of these technologies.

[49] Employees of the same nationality as the country where they work.

Three committees have been created within the foundation:

- The Ocean and Maritime Affairs Committee, to manage the renovation of the Magie Bleue boat;

- The Environmental and Social Committee, for the research, selection and analysis of projects for submission to the Board of Directors; and

- The Finance, Administration and Communication Committee, for project financing, administrative management and communication.

Protection of personal data of employees and partners

For several years, the Icape Group has been committed to a programme of compliance with the Personal Data Protection Regulation (EU) 2016/676 of 27 April 2016. The Group appointed a Data Protection Officer in 2018 who is responsible for the compliance programme for the entire Group.

As a data controller or subcontractor, the Icape Group ensures compliance with the principles laid down by the regulations in force for all activities and processing involving personal data.

No cases of loss of personal data or non-compliance with the GDPR have been reported in the Group's history.

7. APPENDICES

7.1. List and justifications of SNFP topics that not applicable or deemed immaterial

The SNFP topics (Articles L. 225-102-1 and R. 225-105 of the French Commercial Code) listed in the table below are either not applicable or deemed immaterial in view of the Icape Group's activities, and were therefore not presented in this report.

SNFP theme	Justification of the non-applicability or low level of materiality for the Icape Group
Fight against food waste and food insecurity, respect for animal welfare, responsible, fair and sustainable food	These themes are not applicable in view of the operations of the Icape Group, which has no activity in the agricultural, food or animal sectors.
Promotion of physical activities and sports	This topic is not relevant in view of the Icape Group's activities.
Amount of provisions and guarantees for environmental risks	There are no provisions or guarantees for environmental risk recorded in the Group's financial statements, and there are no environmental risks or liabilities related to our activities justifying the recognition of such provisions or guarantees.
Consideration of any form of pollution specific to an activity, in particular noise and light pollution	Our plants (DIVSYS in the United States and TRAX in South Africa) can generate noise and light pollution for the neighbourhood, but they are located in industrial zones. The other noise pollution related to our activities is limited to that of vehicles during business trips, and other light pollution is limited to the lighting of our offices in urban areas.
Land use	We have no activity directly related to the use and transformation of soil. In addition, we do not use new land in our operations as we operate existing plants and rent office space in existing buildings.
Biodiversity protection	We have no operations in areas sensitive to biodiversity (protected areas, etc.). Our plants (DIVSYS in the United States and TRAX in South Africa) are located in industrial zones and have no direct impact on biodiversity. Our other operations are limited to office activities, logistics and business travel and have no direct impact on biodiversity.
Impact of the Company's activity on neighbouring or local populations	Our plants (DIVSYS in the United States and TRAX in South Africa) are located in industrial zones and have a limited impact on local populations. Our other operations are limited to office activities, logistics and business travel and have no direct impact on neighbouring or local populations.
Measures taken to promote consumer health and safety	This theme is not very material insofar as we mainly sell intermediate products that will be integrated into another product, and not finished products directly to the end consumer. The health and safety of our products are ensured by REACH and RoHS certificates for printed circuit boards. For the technical parts sold by CIPEM and the complete electronic products sold by DIVSYS, the products comply with the applicable regulations and are supplied with the appropriate user manuals and safety instructions.
Effects of the activity on tax evasion	The Group does not operate in countries on the European Union's blacklist of tax havens, and does not use complex tax optimisation practices.
Absenteeism	The absenteeism rate is an indicator monitored by the Icape Group. Absenteeism is not a problematic social issue for the Icape Group and was therefore not developed in the SNFP.
Occupational illnesses	There are no cases of occupational illnesses among Icape Group employees.

However, it should be noted that some of the above themes may be applicable to our suppliers (for example noise and light pollution or the impact on local populations); where applicable, they are taken into account in the management of suppliers, in particular via the CSR audits initiated in 2022.

7.2. Methodological note

Reporting period:

This report covers the period from 1 January 2022 to 31 December 2022.

Reporting scope and change in scope:

The scope of this report covers the activities of the Icape Group and all subsidiaries that were part of the Group over the entire reporting period (i.e. from 1 January 2022 to 31 December 2022), i.e. 28 international subsidiaries in 20 countries. However, the exact scope differs according to the themes and indicators as described below.

For entities/subsidiaries acquired by the Icape Group during the reporting period, the rule is to try to include them in the non-financial reporting from the year of acquisition (if the acquisition took place early enough in the year and if the data are available), and if not, integrate them from the following financial year. Thus, for the 2022 financial year: the entity SAFA 2000 GmbH (3.2% of the workforce and 7% of the revenue at 31/12/2022) acquired in April 2022 has been fully included in the non-financial reporting scope; the Mon Print entity acquired in August 2022 (0.5% of the workforce and 0.7% of revenue at 31/12/2022) has been partially included; while the Lusodabel (1% of the workforce and 3.0% of revenue at 31/12/2022) and MMAB (6.1% of the workforce and 5.4% of revenue at 31/12/2022) entities acquired at the end of 2022 are not included in this report.

In more detail, the reporting scope according to the indicators is as follows:

- **Social indicators (workforce, training, accidents):** all entities already present on 31/12/2021 as well as SAFA 2000 GmbH and Mon Print are included, i.e. **93%** of the Group's workforce.
- **Energy consumption (and resulting Scope 1 & 2 GHG emissions)**: all entities already present on 31/12/2021 as well as SAFA 2000 GmbH and Mon Print are included; the energy consumption of DIVSYS is included in view of its relatively significant contribution compared to the Group's total energy consumption, although DIVSYS is excluded from the environmental and GHG Scope 3 reporting (see below), i.e. **91.6%** of the Group's total revenue.
- **Other environmental data (water, raw materials, waste, refrigerants):** only the TRAX plant is included; these data are either not applicable or not very relevant for offices and logistics centres; some environmental data may be relevant for the DIVSYS plant but were not reported as part of the DIVSYS USA disposal process announced in February 2023.
- **Scope 3 GHG emissions:** all entities already present on 31/12/2021 as well as SAFA 2000 GmbH and Mon Print are included; DIVSYS is excluded as part of the disposal process announced in February 2023; for the quantities of PCBs delivered, the end-of-life of the products sold, the transport of the products delivered, the packaging used for transport, and business travel, the following entities (which are not integrated into SAP) are excluded: TRAX, ICAPE South Africa, ICAPE Russia, MonPrint/ICAPE Denmark, MMAB and Lusodabel, i.e. **90%** of Group revenue.

Consolidation rules:

The Icape Group has financial and operational control over all subsidiaries included in the reporting scope; the data of all subsidiaries are therefore fully consolidated in the figures mentioned in this report.

Reporting tools:

Social data comes from the various human resources management tools and software used by the Icape Group (Factorial HRIS for headcount data, Workday Peakon for the results of internal satisfaction surveys); environmental data were collected from the Group's main entities (plants, main offices and logistics centres); most of the data required for the greenhouse gas emissions assessment (BEGES) scope 3 (quantities of PCBs and technical parts delivered; logistics data for the transport of products; purchases of services and indirect purchases; fixed assets; expense reports for business travel) come from the SAP ERP.

Comparability of information:

The performance indicators published in this report are not comparable on a historical basis, as they were implemented for the first time in 2022.

Indicator definitions:

For each CSR indicator published in this report, the definition and/or calculation elements necessary for the proper understanding/interpretation of the data are provided in the body of the text or in a footnote throughout the report.

Additional information relating to the preparation of the greenhouse gas emission assessment (BEGES) Scope 1, 2 & 3 is provided below:

- In general, GHG emissions are calculated on the basis of available activity data (physical data such as energy consumption, or monetary data such as expenditure for purchases of products and services; actual data on database of invoices or extracted from the ERP, or estimated data for commuting, for example) and relevant standard/default emission factors from public databases (ADEME, US EPA, UK DEFRA).

- Scope 1, Scope 2 and Scope 3 GHG emissions 'Upstream energy consumption' were calculated on the basis of electricity, heating oil and natural gas consumption obtained from invoices (for small offices as there are no invoices, estimates were made - this concerns less than 1% of electricity consumption), and fuel consumption for company/service vehicles obtained from the ERP.

- Emissions related to the manufacturing of technical parts delivered by CIPEM were calculated on the basis of the total quantities (in units) of parts delivered by type from the ERP, converted if necessary into various units (m^2, m, t) in order to be able to apply the ad hoc emission factors.

- Emissions related to the transport of products to customers were calculated for each type of transport (air, sea, road) on the basis of the tonnages transported from the ERP and the estimated distances between the source location and the delivery points (obtained via specialised websites such as googlemaps.com, sea-distances.org or airmilescalculator.com). For FOB (Free On Board) transport for which the transfer of responsibility for products and transport takes place at the depot in Hong Kong, only first mile transport from suppliers to Hong Kong is included in the calculations, since it is then the customers who are responsible for transport and the modes of transport and final destinations are not known by ICAPE.

- Emissions related to packaging for the transport of products were calculated on the basis of the quantities of packaging, themselves estimated from a standard packaging for a product and the total quantities of products delivered.

- Emissions related to the use over their lifetime of CIPEM technical parts that directly consume energy (i.e. adapters, rechargeable batteries, and LCD screens) were estimated on the basis of standard scenarios (use profile and electricity consumption of products over their lifetime) and the quantities of technical parts delivered. Emissions related to the processing and use of the PCBs delivered by ICAPE were not estimated as part of this first greenhouse gas emissions assessment (BEGES)[50].

[50] In view of the multitude of possible uses for the PCBs delivered by ICAPE, the phases of assembly of the PCB in the final product and use of the final product are very complex to understand (given that the PCBs only constitute a small part of the final product and are passive components that do not directly consume energy), and are therefore excluded from the greenhouse gas emissions assessment (BEGES) (in accordance with the GHG Protocol in this case where the end uses are complex and poorly understood). In the coming years, we will work with EMS (Electronics Manufacturing Services) companies to which we deliver PCBs to estimate the emissions related to the assembly of PCBs by the EMS.

- Emissions related to the end of life of products sold were calculated on the basis of the quantities of PCBs and technical parts delivered, as well as the quantities of packaging used for transport.

- Emissions related to purchases of products and services, purchases of fixed assets, and business travel were calculated on the basis of expenses by type from the ERP and/or accounting books, to which monetary ratios were applied in $kgCO_2e$/€k.

- Waste-related emissions were calculated on the basis of the quantities of hazardous waste and the volumes of wastewater produced at the TRAX plant.

- Emissions related to commuting were estimated for each site/office on the basis of the number of employees and assumptions relating to the proportion of employees coming by car, train, bus or other (by bicycle, on foot); the percentage of remote working; and at an average distance between home and work.

7.3. Verification body's report

KPMG S.A.
Registered office
Tour EQHO
2, avenue Gambetta
CS 60055
92066 Paris La Défense Cedex, France
France

Telephone: +33 (0) 1 55 68 86 66
Fax: +33 (0) 1 55 68 86 60
Website: www.kpmg.fr

Icape Holding

Report by one of the Statutory Auditors, appointed as an independent third party, on the consolidated statement of non-financial performance

Financial year ended 31 December 2022
Icape Holding
33, avenue du Général Leclerc, 92260 Fontenay-aux-Roses, France
This report contains 8 pages

Icape Holding
Registered office: 33, avenue du Général Leclerc – 92260 Fontenay-aux-Roses, France

Report by one of the Statutory Auditors, appointed as an independent third party, on the consolidated statement of non-financial performance

Financial year ended 31 December 2022

This is a free English-language non-certified translation of the "organisme tiers independent"'s report on the statement of non-financial performance of the Company issued in French and it is provided solely for the convenience of English speaking users.

To the shareholders,

In our capacity as Statutory Auditors of your company (hereinafter "entity") appointed as an independent third party or ITO ("third party"), accredited by COFRAC under number 3-1884[51], we carried out work to formulate a reasoned opinion expressing a conclusion of moderate assurance on the historical information (observed or extrapolated) of the consolidated statement of non-financial performance, prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), for the financial year ended 31 December 2022 (hereinafter the "Information" and the "Statement" respectively), presented in the entity'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.

Conclusion

Based on the procedures we have implemented, as described in the "Nature and scope of the work" section, and the information we have collected, we have not identified any significant anomaly that would call into question the fact that the Statement complies with the applicable regulatory provisions and that the Information, taken as a whole, is fairly presented in accordance with the Guidelines.

[51] Cofrac Inspection accreditation, no. 3-1884, scope available on the website www.cofrac.fr.

Comments

Without calling into question the conclusion expressed above and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we make the following comments:

- For risks related to “skills development and training” and “talent attraction and retention”, the performance indicators being put together by the Group should be published in the next financial year;

- For the calculation of the “Quantities of industrial waste” indicator, the reporting must be further improved in terms of traceability, completeness and internal control;

- Reporting procedures as well as the standardisation of indicator definitions should be formalised.

Preparation of the statement of non-financial performance

The absence of a generally accepted and commonly used reference framework or established practices on which to evaluate and measure the Information allows the use of different but acceptable measurement techniques that may affect comparability between entities and over time.

Consequently, the Information must be read and understood with reference to the Guidelines, the significant elements of which are presented in the Statement (or available on the entity’s website or on request).

Limitations inherent in the preparation of the Information

As indicated in the Statement, the Information may be subject to inherent uncertainty in 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 used to prepare it and presented in the Statement.

Responsibility of the entity

Management is responsible for:

- selecting or establishing appropriate criteria for the preparation of the Information;

- preparing a Statement in accordance with legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key performance indicators;

- preparing the Statement by applying the entity’s Guidelines as mentioned above; as well as

- implementing the internal control procedures that it deems necessary to prepare the information that is free from material misstatement, whether due to fraud or error.

The Statement was prepared by the Board of Directors.

Responsibility of the Statutory auditor appointed as ITO

It is our responsibility, on the basis of our work, to issue a reasoned opinion expressing a conclusion of moderate assurance on:

- the compliance 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 in accordance with I and II of Article R. 225-105 (3) of the French Commercial Code, i.e. the results of the policies, including key performance indicators and actions relating to the main risks.

As we are responsible for making an independent conclusion on the Information as prepared by management, we are not authorised to be involved in the preparation of such 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 the fight against corruption and tax evasion);
- the compliance of the products and services with the applicable regulations.

Regulatory provisions and applicable professional doctrine

Our work described below was carried out 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 (French National Association of Statutory Auditors) relating to this intervention, in particular the technical opinion of the French National Association of Statutory Auditors, *Intervention of the Statutory Auditor, intervention of the ITO - Statement of non-financial performance*, in lieu of a verification programme, and the international standard ISAE 3000 (revised)[52].

Independence and quality control

Our independence is defined by the provisions of Article L. 822-11 of the French Commercial Code and the French Code of Ethics. In addition, we have set up a quality control system that includes documented policies and procedures to ensure compliance with applicable laws and regulations, ethical rules and the professional doctrine of the French National Association of Statutory Auditors for this intervention.

Means and resources

Our work mobilised the skills of seven people and took place between January and April 2023 over a total intervention period of three weeks.

To assist us in carrying out our work, we called on our specialists in sustainable development and social responsibility. We conducted around ten interviews with the people responsible for preparing the Statement.

Nature and scope of work

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[52] ISAE 3000 (revised) - *Assurance engagements other than audits or reviews of historical financial information.*

We have planned and carried out our work taking into account the risk of material misstatement of the Information.

We believe that the procedures we have conducted, exercising our professional judgement, enable us to draw a conclusion of moderate assurance:

- We took note of the activity 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 regard to their relevance, completeness, reliability, neutrality and understandability, taking into consideration, where applicable, best practices in the sector;

- We verified that the Statement covers each category of social and environmental information provided for in III of Article L. 225-102-1;

- We verified that the Statement presents the information provided for in II of Article R. 225-105 when it is relevant with regard to the main risks and includes, where applicable, an explanation of the reasons justifying the absence of the information required by paragraph 2 of III of Article L. 225-102-1;

- We verified that the Statement presents the business model and a description of the main risks related to the activity of all the entities included in the scope of consolidation, including, where relevant and proportionate, risks created by its business relationships, products or services, as well as policies, actions and results, including key performance indicators relating to the main risks;

- We consulted documentary sources and conducted interviews to:

  - assess the process for selecting and validating the main risks as well as the consistency of the results, including the key performance indicators selected, with regard to the main risks and policies presented, and

  - corroborate the qualitative information (actions and results) that we considered to be the most important presented in the Appendix;

- We verified that the Statement covers the consolidated scope, i.e. all entities included in the scope of consolidation in accordance with Article L. 233-16, with the limits specified in the Statement;

- We reviewed the internal control and risk management procedures implemented by the entity and assessed the collection process aimed at ensuring the completeness and fairness of the Information;

- For the key performance indicators and other quantitative results that we considered to be the most important presented in the Appendix, we implemented:

  - analytical procedures consisting of verifying the correct consolidation of the data collected as well as the consistency of their changes,

  - detailed tests on the basis of sampling or other means of selection, consisting of verifying the correct application of definitions and procedures and reconciling the data with the supporting documents. This work was carried out at the entity's registered office and covers 100% of the consolidated data selected for these tests;

- We assessed the overall consistency of the Statement in relation to our knowledge of all the entities included in the scope of consolidation.

The procedures implemented as part of a moderate assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional doctrine of the French National Association of Statutory Auditors; a higher level of assurance would have required more extensive verification work.

Paris La Défense, 5 April 2023

KPMG S.A.

Rémi Toulemonde
Partner

Brice Javaux
ESG expert
ESG Centre of Excellence

Appendix

Qualitative information (actions and results) considered to be the most important
Anti-corruption measures
Mobility policies
Employee well-being assessment systems
Measures to reduce greenhouse gas (GHG) emissions
CSR criteria in contracts with suppliers

Key performance indicators and other quantitative outcomes considered to be the most important
Reported cases of unethical behaviour
Percentage of women in management positions
Number of workplace accidents with lost time
Greenhouse gas emissions Scopes 1 & 2
Energy consumption
Quantity of waste produced
Percentage of supplier factories ISO 14001 certified
Number of complaints (ICAPE and CIPEM)

1. CONSOLIDATED FINANCIAL STATEMENTS

ICAPE GROUP

CONSOLIDATED FINANCIAL STATEMENTS
31 DECEMBER 2022

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(In thousands of euros)	Notes	31/12/2022	31/12/2021
Goodwill	4.1.0	20,907	5,605
Intangible assets	4.1.1	16,438	2,688
Property, plant and equipment	4.1.2	3,744	4,838
Rights of use	4.1.3	6,982	5,981
Non-current financial assets	4.2	520	222
Deferred tax assets	4.10	1,599	587
Other non-current assets		245	5
Total non-current assets		**50,434**	**19,926**
Current financial assets		1	21
Inventory and work-in-progress	4.3	13,856	15,799
Trade and other receivables	4.4	45,297	45,791
Other current assets	4.5	1,156	1,178
Cash	4.6	27,988	26,006
Total current assets		**88,298**	**88,795**
Total non-current assets and groups of assets held for sale	4.12	**6,009**	**-**
Total assets		**144,741**	**108,721**
Share capital	4.7.1	3,235	2,291
Share premiums		16,912	327
Treasury shares	4.7.3	(196)	-
Translation differences		272	215
Other reserves (including other non-recyclable comprehensive income)		2,747	32
Net result for the year		5,476	2,451
Total equity, Group share		**28,447**	**5,316**
Non-controlling interests		623	693
Total equity		**29,070**	**6,009**
Borrowings and financial debt	4.9	14,555	9,910
Non-current lease liabilities	4.9	5,703	5,178
Employee benefit obligations	4.8	456	662
Deferred tax liabilities	4.10	2,976	3
Other non-current liabilities		297	297
Total non-current liabilities		**23,987**	**16,050**
Borrowings and bank overdrafts	4.9	21,529	21,744
Current lease liabilities	4.9	1,808	1,391
Trade and other payables	4.11	56,550	62,209
Current tax liabilities		1,789	738
Other current liabilities		6,540	580
Total current liabilities		**88,215**	**86,661**
Total Liabilities related to a group of assets held for sale	4.12	**3,469**	**-**
Total liabilities		**115,672**	**102,711**
Total Liability		**144,741**	**108,721**

CONSOLIDATED STATEMENT OF NET INCOME

(In thousands of euros)	Notes	31/12/2022	31/12/2021
Revenue	3.1	219,644	163,880
Consumables purchased		(157,422)	(125,101)
External expenses	3.2	(20,552)	(14,651)
Payroll costs	3.3	(26,514)	(17,285)
Taxes and charges	3.4	(241)	(330)
Other operating income and expenses		(353)	(55)
Profit (loss) from continuing operations before depreciation and amortisation (EBITDA)(1)		**14,562**	**6,459**
Depreciation and amortisation	3.5	(4,604)	(2,206)
Profit (loss) from continuing operations		**9,959**	**4,253**
Gains and losses on disposal of consolidated investments		(50)	-
Other operating income and expenses	3.6	123	195
Profit (loss) from operations		**10,032**	**4,448**
Cash income and expenses		(446)	(18)
Cost of gross financial debt	3.7	(524)	(273)
Cost of net financial debt		**(970)**	**(291)**
Other financial income and expenses	3.8	(1,358)	(694)
Income before tax		**7,703**	**3,463**
Income tax	3.9	(439)	(635)
Net income from operations held for sale or discontinued operations		(1,974)	(341)
Net income		**5,291**	**2,487**
Group share		**5,476**	**2,451**
Share of non-controlling interests		**(185)**	**36**
Earnings per share, Group share	3.10	**€0.80**	**€0.43**
Diluted earnings per share, Group share	3.10	**€0.80**	**€0.42**

(1) EBITDA is one of the business management indicators used to measure the Group's operating performance, see note 2.5.16.

STATEMENT OF NET INCOME AND OTHER COMPREHENSIVE INCOME

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Net result for the year	**5,291**	**2,487**
Translation differences	73	478
Other comprehensive income that may subsequently be reclassified to net income	**73**	**478**
Revaluation of net liabilities of defined benefit plans	284	(109)
Deferred taxes related to the revaluation of net liabilities of defined benefit plans	(71)	15
Other comprehensive income that may not subsequently be reclassified to net income	**213**	**(95)**
TOTAL COMPREHENSIVE INCOME	**5,577**	**2,870**
Comprehensive income, Group share	5,746	2,827
Comprehensive income, Share of non-controlling interests	(169)	43

CONSOLIDATED CASH FLOW STATEMENT

(In thousands of euros)	Notes	31/12/2022	31/12/2021
Net income		5,291	2,487
Adjustments			
Elimination of depreciation, amortisation and provisions		3,298	2,469
Elimination of gains and losses on disposal and dilution gains and losses		141	19
Calculated income and expenses related to share-based payments		51	86
Cash flow after cost of net financial debt and tax		**8,781**	**5,061**
Elimination of tax expense (income)		439	635
Elimination of the cost of net financial debt		970	291
Cash flow before cost of net financial debt and tax		**10,190**	**5,988**
Change in working capital requirement	5.1	(6,714)	(4,709)
Impact of the change in loan issuance costs		(243)	-
Taxes paid		(271)	(891)
Cash flow from operating activities		**2,961**	**388**
Acquisition of subsidiaries, less cash acquired	4.1.0	(16,513)	(6,190)
Acquisition of property, plant and equipment and intangible assets		(4,536)	(2,213)
Change in loans and advances granted		219	(31)
Disposal of property, plant and equipment and intangible assets		403	77
Cash flow from investment activities		**(20,428)**	**(8,357)**
Capital increase		17,678	376
Net disposal (acquisition) of treasury shares	4.7.3	(196)	(25)
Borrowings	4.9	16,020	11,917
Repayment of borrowings	4.9	(13,537)	(2,487)
of which repayment of borrowings IFRS 16	4.9	*(2,019)*	*(1,144)*
Financial interest paid		(946)	(295)
of which net financial interest paid IFRS 16		*(244)*	*(189)*
Dividends paid to Group shareholders		-	(224)
Cash flow from financing activities		**19,020**	**9,262**
Impact of exchange rate fluctuations(*)		713	938
Impact of the application of IFRS 5		(220)	(255)
Change in cash		**2,046**	**1,977**
Cash	4.6	26,006	23,682
Bank loans (passive cash)	4.9	(109)	(16)
Opening cash position		**25,897**	**23,666**
Cash	4.6	27,988	25,751
Bank loans (passive cash)	4.9	(47)	(109)
Closing cash		**27,941**	**25,642**

(*) includes mainly changes in exchange rates related to USD amounting to +€450 thousand in 2022, +€840 thousand in 2021.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(In thousands of euros)	***Number of shares***	**Share capital**	**Share premiums**	**Treasury shares**	**Translation differences**	**Other reserves (including other non-recyclable comprehensive income)**	**Net result for the year**	**Total equity, Group share**	**Non-controlling interests**	**Total equity**
Position at the end of the financial year December 2020	***300,836***	**3,008**	**1,916**	**(5,863)**	**(255)**	**1,915**	**1,559**	**2,280**	**17**	**2,297**
Result for the period							*2,451*	*2,451*	*36*	*2,487*
Other comprehensive income					*471*	*(95)*	*-*	*376*	*7*	*383*
Comprehensive income					**471**	**(95)**	**2,451**	**2,827**	**43**	**2,870**
Allocation of results and dividends distributed						1,335	(1,559)	(224)		(224)
Change in scope and shareholding rate								-	633	633
Share buyback programme				(25)				(25)		(25)
Capital reduction by cancellation of treasury shares	*(76,505)*	(765)	(1,916)	5,887		(3,207)		(1)		(1)
Payments in shares						86		86		86
Capital increase	*4,755*	48	327			1		376		376
Miscellaneous						(3)		(3)		(3)
Position at the end of the financial year December 2021	***229,086***	**2,291**	**327**	**-**	**215**	**32**	**2,451**	**5,316**	**693**	**6,009**
Result for the period							*5,476*	*5,476*	*(185)*	*5,291*
Other comprehensive income					*57*	*213*	*-*	*270*	*16*	*286*
Comprehensive income					**57**	**213**	**5,476**	**5,746**	**(169)**	**5,577**
Allocation of results and dividends distributed						2,451	(2,451)	-		-
Change in scope and shareholding rate						0		0	99	99
Share buyback programme				(196)				(196)		(196)
Payments in shares						51		51		51
Capital increase	*2,361,032*	944	16,585					17,529		17,529
Miscellaneous(*)	*5,498,064*					-		-		-
Position at the end of the financial year December 2022	***8,088,182***	**3,235**	**16,912**	**(196)**	**272**	**2,747**	**5,476**	**28,447**	**623**	**29,070**

(*) Division of the par value of one share by 25.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION AND HIGHLIGHTS

1.1. General information

The ICAPE Group is made up of the financial holding company Icape Holding and 38 subsidiaries around the world, specialising in the production of printed circuit boards and customised technical parts since 1999.

Its main subsidiaries are located in the United States, France, Hong Kong and Germany.

Icape Holding, a French public limited company (société anonyme) governed by French law, is the consolidating entity of the group. Its registered office is located at 33, Avenue du General Leclerc, 92260 Fontenay-Aux-Roses, France.

The consolidated financial statements reflect the accounting position of Icape Holding and its subsidiaries.

1.2. Highlights

The ICAPE Group completed its initial public offering on Euronext Growth on 11 July 2022, resulting in a capital increase of €944 thousand with an issue premium of €16,585 thousand.

The ICAPE Group has decided during its Board of Directors meeting held on 12 December 2022 to terminate its activity in Russia and entered into negotiations with the local management for a takeover of the operations of the subsidiary Icape Rus. The contribution of this subsidiary to the consolidated accounts has been treated in accordance with IFRS 5.

The ICAPE Group has also decided during its Board of Directors meeting held on 12 December 2022 to carve-out from the circuit board assembly business operated by the Divsys US subsidiary. A mandate to sell the business to an investment bank has been given and negotiations have begun with potential buyers. The contribution of this subsidiary to the consolidated accounts has been treated in accordance with IFRS 5.

During the first quarter of 2022, the Group acquired the main assets of the Group's German agent, Birkner, which will enable the Group to integrate the margin that this agent was making and thus improve its gross sales margin.

On 18 March 2022, the Group also acquired Cebisa France's electronic products and equipment trading business as a going concern (*fonds de commerce*). This acquisition, which includes the customer base associated with Cebisa France's printed circuit board distribution business (50 active customers), is intended to consolidate the Group's presence in the French market and improve its gross sales margin.

On 14 April 2022, the Group acquired the entire share capital of SAFA 2000 GmbH, a German printed circuit board trading company with a turnover of 14.5 million euros in 2022 and an active customer base of 350.

On 29 August 2022, the Group also acquired the entire share capital of Mon Print, a major supplier of printed circuit board solutions in Denmark, with a turnover of 1.6 million euros in 2022. This acquisition enables the Group to offer to its industrial customers close proximity by joining forces with a local player, guaranteeing a high quality of service.

On 14 September 2022, the Group acquired 100% of the capital of Lusodabel, one of the leading suppliers of printed circuit board solutions in Portugal and Spain, with a turnover of 6.6 million euros in 2022. This acquisition enables the Group to consolidate its position in the Iberian Peninsula.

Finally, on 5 December 2022, the Group acquired 100% of the capital of the MMAB Group in Sweden, a Swedish manufacturer and distributor of printed circuit boards, with a turnover of 12.0 million euros in 2022 and a customer base of 200 active in the automotive, rail, defence and medical industries. This significant acquisition allows the Group to consolidate its presence in Northern Europe while continuing its industrial policy with a new production plant based in Europe.

2. ACCOUNTING PRINCIPLES AND VALUATION METHODS

2.1. Basis of preparation of the financial statements

2.1.1. Context of publication of the consolidated financial statements and statement of compliance

The ICAPE Group's consolidated financial statements were prepared in accordance with IFRS (International Financial Reporting Standards) as published by the IASB (International Accounting Standards Board) and adopted by the European Union as at 31 December 2022.

This set of consolidated financial statements covering the financial year ended 31 December 2022 was examined by the Audit and Risk Committee on 27 March 2023 and approved by the Board of Directors on 28 March 2023.

2.1.2. Functional and reporting currency

The consolidated financial statements are presented in euros, which is also the functional currency of the financial holding company, Icape Holding. Unless otherwise indicated, the consolidated financial statements are presented in thousands of euros, after rounding.

2.1.3. Applicable standards

The Group's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union, based on the standards and interpretations applicable at 31 December 2022. The IFRS reference document includes the IFRS standards of the IASB (International Accounting Standards Board), the IAS (International Accounting Standard), as well as their SIC (Standing Interpretations Committee) and IFRIC (International Financial Reporting Interpretations Committee) interpretations.

In accordance with IFRS 1, these standards and amendments are applied for the financial year ended 31 December 2022.

New standards and interpretations applied from 1 January 2022

The mandatory standards and interpretations applicable from 1 January 2022 had no impact on the consolidated financial statements of the ICAPE group as at 31 December 2022. They mainly concern:

• the amendment to IAS 37 "Onerous Contracts - Cost of fulfilling contracts": In May 2020, the IASB published an amendment to IAS 37 relating to the valuation of onerous contracts. This amendment specifies the indirect costs to be taken into account when the entity defines the "cost of fulfilment" of the contract to determine whether it is an onerous contract. The Group is not affected by this type of contract;

• the amendment to IAS 16 "Proceeds before intended use": In May 2020, the IASB published an amendment to IAS 16 relating to the recognition of income generated by a non-current asset during its transfer to the site or preparation for use. This amendment prohibits an entity from deducting such income from the cost of the non-current asset. The Group is not affected by this type of non-current asset.

Standards and interpretations adopted by the IASB but not yet applicable at 31 December 2022

The Group did not opt for the early adoption of any of the new standards or amendments mentioned below that may affect it and whose application was not mandatory at 1 January 2022:

• amendments to IAS 1 "Disclosure of accounting policies";

• amendments to IAS 1 “Presentation of financial statements - Classification of liabilities as current or non-current”;

• amendments to IAS 8 “Definition of an accounting estimate”;

• amendments to IAS 12 “Deferred tax related to assets and liabilities arising from a single transaction”;

• IFRS 17 “Insurance Contracts - Recognition, Measurement and Presentation”.

The Group does not anticipate any significant impact on the financial statements of the application of these texts.

2.2. Basis of valuation

The consolidated financial statements are prepared on the basis of historical cost, except for assets and liabilities measured at fair value.

2.3. Use of judgements and estimates

The preparation of the financial statements requires the Group’s management to make estimates and assumptions that have an impact on the amounts of assets and liabilities recorded in the consolidated balance sheet, the amounts of expenses and income in the income statement as well as the information given in the appendices.

Estimates and underlying assumptions are reviewed on a regular basis. Revisions to estimates are accounted for prospectively. These assumptions are determined on a going concern basis based on the information available at the date of they are prepared. At each reporting date, these assumptions and estimates may be revised if the circumstances on which they were based have changed or if new information becomes available to senior managers. It is possible that future results may differ from these estimates and assumptions.

The main accounting judgements and estimates made by management when preparing the financial statements relate in particular to:

- determining the recoverable amount of non-current assets (see Note 2.5.4);
- determining the amount of identifiable assets and liabilities in the context of business combinations (see Note 2.5.1);
- determining share-based payments (see Note 2.5.10);
- determining the impairment of trade receivables (see Note 2.5.11);
- determining lease terms with regard to the optional periods of real estate contracts (see Note 2.5.7);
- recognising deferred tax assets (see Note 2.5.20.3);
- determining retirement benefit obligations (see Note 2.5.14);

2.4. Accounting principles

2.4.1. Consolidation scopes and methods

Companies controlled by the Group are consolidated.

The Group controls a subsidiary when it is exposed or entitled to variable returns from its ties with the entity and has the ability to influence these returns through its power over it.

The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control is obtained until the date on which control ceases.

The accounting policies of the subsidiaries are modified if necessary to bring them into line with those adopted by the Group.

Reciprocal transactions as well as reciprocal assets and liabilities between consolidated companies and results of internal transactions with controlled companies are eliminated in full.

2.4.2. Conversion into foreign currencies

The financial statements of each of the Group's consolidated companies are prepared in the functional currency, i.e. in the currency of the economic environment in which the company operates, which is generally the local currency of the country. No country where the subsidiaries are located was considered hyperinflationary during the periods presented.

The financial statements of companies whose functional currency is not the euro are converted into euros at the closing exchange rate for assets and liabilities on the balance sheet and at the average exchange rate for the period for income statement and cash flow items in the absence of significant exchange rate fluctuations. Translation differences generated are initially recognised in other comprehensive income and maintained in equity, under translation differences.

The conversion rates used to convert the financial statements of companies whose functional currency is not the euro are as follows:

	Closing rate 2022	Average rate 2022	Closing rate 2021	Average rate 2021
Entry of rates by currency				
BRL Brazilian Real	5.6386	5.4432	6.3101	6.3814
CAD Canadian Dollar	1.444	1.3703		
CNY Yuan	7.3582	7.0801	7.1947	7.634
CZK Czech Koruna	24.116	24.5602		
DKK Danish Krone	7.4365	7.4396		
EUR Euro	1	1	1	1
HUF Forint	400.87	390.9442		
INR Indian Rupee	88.171	82.7145	84.2292	87.4861
JPY Yen	140.66	138,005	130.38	129.8575
MXN Mexican Peseta	20.856	21.2046	23.1438	23.9903
PLN Zloty	4.6808	4.6845	4.5969	4.564
RUB Rubble	78.864	74.3264	85.3004	87.2321
SEK Swedish Krona	11.1218	10.6274	10.2503	10.1449
SGD Singapore Dollar	1.43	1.452	1.5279	1.5897
USD US Dollar	1.0666	1.0539	1.1326	1.1835
ZAR Rand	18.0986	17.2097	18.0625	17.9331

Transactions carried out by Group entities in foreign currencies are converted into euros at the exchange rate prevailing on the transaction date. At the end of the period, monetary financial assets and liabilities denominated in foreign currencies are converted into euros at the exchange rate at the end of the period. The resulting foreign exchange gains and losses are presented in other financial income and other financial expenses in the income statement.

2.5. Valuation methods and rules

2.5.1. Business combination

The Group recognises business combinations using the acquisition method in accordance with IFRS 3 "Business combinations".

At the acquisition date, goodwill corresponds to:

- the fair value of the consideration transferred; plus
- the amount recognised for any non-controlling interest in the acquired business (either at their fair value or at their share in the fair value of the identifiable net assets), if any; plus
- the net amount recognised (generally at fair value) for the identifiable assets acquired and liabilities assumed.
- When the difference is negative (Badwill), a gain on the acquisition is immediately recognised in profit under “Other operating income”.

The consideration transferred corresponds to the fair value, at the acquisition date, of the assets transferred, liabilities incurred and/or equity instruments issued in exchange for control of the acquired entity. Any price adjustments corresponding to debt instruments are determined at their fair value at each closing date.

Costs directly attributable to the acquisition such as due diligence and other related fees are recognised as an expense when incurred.

As from the end of the period for allocating the purchase price, which occurs no later than one year from the acquisition date, any change in the fair value of any earn-out is recognised in profit or loss. Within the allocation period, changes in this fair value explicitly linked to events after the acquisition date are also recognised in the income statement under “Other operating income and expenses”. Other changes are recognised against goodwill.

2.5.2. Intangible assets

Intangible assets, excluding goodwill, are valued at acquisition cost minus accumulated amortisation and impairment losses.

Intangible assets are customer relationships, licences and software.

Development costs, i.e. from the application of research results to a plan or model for the production of new or substantially improved products and processes, are recognised as non-current assets if, and only if, they meet the following criteria defined by IAS 38 “Intangible Assets”:

- The project is clearly defined and the costs are separately identified and reliably measured;
- The technical and industrial feasibility of the project is demonstrated;

- The project is intended to be completed and the resulting intangible asset used and marketed;
- The Group is able to use or sell the intangible asset resulting from this project;
- The Group can demonstrate how the project will generate future economic benefits;
- The Group has adequate technical, financial and other resources to complete the project and use or sell the intangible asset resulting from this project.

When these conditions are not met, development costs incurred by the Group are recognised as expenses in the financial year in which they are incurred.

The main useful lives of the various categories of intangible assets are as follows:

	Depreciation period
Customer relations(1)	10 to 20 years
Software	3 to 5 years
Concessions and patents	3 to 5 years

(1) The amortisation period of customer relations is based on an analysis of the attrition rate.

Research and development costs incurred during the financial years presented that do not meet the above criteria are recorded as expenses for the period in which they are incurred.

The costs incurred in 2021 and 2022 are not material.

2.5.3. Property, plant and equipment

Property, plant and equipment are recognised at their acquisition or production cost, minus investment subsidies, accumulated depreciation losses and any accumulated impairment losses. Borrowing costs are not included in the cost of non-current assets if there is no qualifying asset.

Depreciation of property, plant and equipment is generally determined on a straight-line basis over the useful life of the asset.

For complex non-current assets consisting of various components, including certain buildings, each component of the asset is depreciated over its own useful life.

The main useful lives of the various categories of property, plant and equipment are as follows:

	Depreciation period
General installations, fixtures and fittings	3 to 10 years
Transport equipment	4 to 5 years
Office and IT equipment	3 to 10 years

The depreciation start date is the date on which the asset is commissioned.

2.5.4. Goodwill impairment test and non-current assets

Goodwill and intangible assets with an indefinite useful life or not yet ready to be commissioned are not amortised and are tested for impairment at least once a year at the reporting date but also at any time if there are any indicators of impairment in accordance with IAS 36.10 (a).

Other assets are tested for impairment if there are any indicators of impairment.

Goodwill and non-current assets are tested at the level of each Cash Generating Unit (CGU) which they are allocated to, i.e. the smallest identifiable group of assets whose continued use generates inflows of cash that are separate from cash inflows from other assets or groups of assets.

The structure of CGUs is determined at the countries or group of countries level, where applicable, when it constitutes a homogeneous group generating identifiable flows by type of product sold on the same market. The Group has identified five CGUs corresponding to its operating segments.

When the carrying amount of the CGU exceeds its recoverable amount, an impairment loss is recognised.

- This impairment is recognised in "Other operating income and expenses". It is first allocated to reduce the carrying amount of any goodwill allocated to the CGU, then to reduce the carrying amounts of other tangible and intangible assets of the CGU in proportion to their carrying amount. This allocation of impairment may not result in the carrying amount of the asset falling below its fair value.

- The recoverable amount of the CGUs is the higher of the fair value less the costs of disposal and the value in use.

- Value in use corresponds to the present value of the sum of future cash flows before financial items, arising from the continued use of an asset or a CGU and the cash flows generated on the disposal of the asset.

The discount rate is the expected market rate of return for an equivalent investment, specific to each geographical area, regardless of the sources of financing. These discount rates are after-tax rates applied to after-tax cash flows. Their use results in the determination of recoverable amounts identical to those obtained using pre-tax rates applied to non-taxed cash flows.

The asset is valued in its current state, without taking into account the cash flows likely to be generated by performance and capacity investments as well as restructuring not committed at the end of the reporting period.

Impairment recognised in respect of goodwill may not be reversed. As for other assets, the carrying amount, increased by an impairment reversal, may not exceed the carrying amount which would have been measured, net of amortisation and depreciation charges, if no impairment had been recognised.

The result of the IAS 36 impairment test carried out for the financial year 2022 did not result in any impairment of assets.

The impairment test was based on the 2023 budget validated by the Board of Directors held on 12 December 2022, with a projection over four additional years, taking into account the following actuarial assumptions:

IMPAIRMENT TEST HYPOTHESIS	
Perpetual growth rate revenue	2,50%
WACC	9,73%
Projection	5 years

2.5.5. Non-current assets (or group of assets) held for sale, discontinued operations, sold operations or operations in the process of being sold

The Group applies IFRS 5 - Non-current assets held for sale and discontinued operations, which requires specific recognition and presentation of assets (or group of assets) held for sale and discontinued operations, or operations in the process of being sold.

Non-current assets, or groups of directly related assets and liabilities, are considered to be held for sale if their carrying amount is recovered primarily through a sale rather than through continued use. For this to be the case, the asset (or group of assets) must be available for immediate sale and its sale must be highly probable. These assets cease to be depreciated once they are classified as assets (or group of assets) held for sale. They are presented on a separate line of the balance sheet, without restatement of prior periods.

The loss of control of a subsidiary, or a discontinued operation or activity in the process of being sold, is defined as a component of an entity with cash flows that are independent of the rest of the entity and which represents a line of business or a main and distinct region. The result of these activities is presented on a separate line of the income statement.

2.5.6. Grants

Investment grants are presented in the balance sheet as a deduction from the amount of the asset for which they were received. They are initially recognised at fair value if there is reasonable assurance that they will be received and that the Group will comply with the conditions which apply.

Grants that offset expenses incurred by the Group are recognised in profit or loss in the period in which the expenses are recognised. They are recognised as a deduction from the related expenses.

2.5.7. Leases

Under IFRS 16 “Leases”, a contract or part of a contract is or contains a lease if it grants the right to control the use of an identified asset for a certain period, in exchange for consideration.

As a lessee, the Group recognises a right-of-use asset and a lease liability at the start of the lease. However, the Group applies the exemptions provided for by the standard for short-term contracts (duration less than or equal to 12 months) or those relating to low-value assets.

Leases mainly concern property leases (mainly for head offices and commercial offices) as well as the leases of passenger vehicles and IT equipment.

In accordance with IFRS 16, the treatment applied is as follows:

- The right-of-use asset is initially measured at cost and subsequently measured at cost less accumulated depreciation and impairment losses, adjusted for any remeasurement of the lease liability. Right-of-use assets are amortised over the term of the contract, which generally corresponds to the non-cancellable term of the contract adjusted for the intervals covered by any extension option that the lessee is reasonably certain to exercise and any termination option that the lessee has reasonable certainty that it will not exercise.

- The lease liability is initially measured at the present value of lease payments not yet paid at the start of the contract. The discount rates used correspond to the interest rate implicit in the contracts for leased passenger vehicles with a purchase option and on the basis of incremental borrowing rates (based on the terms) for passenger vehicles under leases without a purchase option, computer equipment and commercial leases.

- The lease liability is then increased by the interest expense and reduced by the amounts of rent paid. It is reassessed if there are changes to future rents due to an altered index or rate, a new estimate of the amount expected to be paid under the terms of a residual value guarantee or, where applicable, a reassessment due to the exercising of an option to purchase, a renewal or the non-exercise of a termination option (which then become 'reasonably certain').

The Group has exercised its judgement to determine the duration of leases containing an option to renew. The fact that the Group has deemed it to be 'reasonably certain' that such options will be exercised as an impact on the rental period used and significantly influences the amount of the rental liability and the right-of-use asset recognised in the financial statements.

Related deferred taxes are recognised on the difference between assets and liabilities related to lease restatements.

2.5.8. Stock

The Group sources its finished products from external suppliers, mainly in China.

Stock is valued at the lower of cost and net realisable value and mainly represent stock of goods in transit to the customer at the balance sheet date.

The cost of stock includes all acquisition costs including transport and other costs incurred to transport the stock to the location and in the state it is found.

2.5.9. Financial instruments

A financial asset or financial liability is initially measured at fair value plus (minus for a "liability"), for an item that is not at fair value through profit or loss, the transaction costs directly related to its acquisition or issue.

At initial recognition, a financial asset is classified as being measured at amortised cost, at fair value through other comprehensive income - debt instrument, at fair value through other comprehensive income - equity securities, or at fair value through profit or loss. Financial liabilities are classified as either at amortised cost or at fair value through profit or loss.

The Group has thus classified:

- its trade receivables and deposits and guarantees and other loans at amortised cost;

- its borrowings, other financial liabilities and trade payables at amortised cost using the effective interest rate method ("EIR"): on the day they are issued, borrowings are recognised at the fair value of the consideration given, which normally corresponds to the cash received, net of the related issue costs. Redemption premiums and issue costs are thus recognised in profit or loss on a staggered (actuarial) basis via the EIR method.

When a derivative is designated as a cash flow hedge, the effective portion of changes in the fair value of the derivative is recognised in other comprehensive income and accumulated in the hedging reserve. The effective portion of the change in the fair value of the derivative, which is recognised in other comprehensive income, is limited to the cumulative change in the discounted fair value of the hedged item, as soon as the hedge is in place. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit or loss. The Group has not implemented cash flow hedging policies as defined in IFRS 9.

2.5.10. Share-based payments

In accordance with IFRS 2 - Share-based payments, which are benefits granted to certain employees in the form of share-based payments, are measured at the fair value of the instruments granted. There is no liquidity clause granted to the beneficiaries of the plans.

They are share subscription warrants.

The Group uses the Black & Scholes model to measure the fair value of these instruments. This model makes it possible to take into account the terms of the plan (strike price, strike period), market information at the time of the allocation (risk-free interest rate, volatility, expected dividends) and behaviour of beneficiaries scenario. These instruments are not remeasured.

The amount is gradually recognised in payroll costs at the time of vesting of each tranche, it being specified that the options of each tranche are vested on a straight-line basis, between the grant date and the vesting period, with the corresponding adjustment to equity.

In 2022, the share subscription warrants were all exercised simultaneously with the IPO.

2.5.11. Trade and other receivables

Trade receivables are initially recognised at their transaction price (within the meaning of IFRS 15); which does not include a significant financing component given the short payment terms.

The impairment of trade receivables is based on two methods:

- A statistically-based collective method to reflect expected credit losses over the life of the receivables, including unmatured receivables, in accordance with IFRS 9.

- An individual method under which an impairment is recognised when there is an objective indicator of the Group's inability to recover all amounts due under the conditions initially provided for at the time of the transaction.

As part of the customer recovery process, a weekly review of the customer balance is carried out, and actions are taken as soon as payment arrears are noted. In the case of a delay of 15 days or more, the possible suspension of any shipping to the customer concerned or of advance payment is studied on a case-by-case basis. In the case of a delay of 60 days or more, a declaration is made to the credit insurance company, which covers the risk of non-payment.

2.5.12. Cash

This item includes cash and current bank accounts.

Bank overdrafts are excluded from cash and cash equivalents and are presented under current financial liabilities.

2.5.13. Current and non-current provisions

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", a provision is recognised when the Group has a legal or constructive obligation to a third party and it is probable or certain that it will result in an outflow of resources for the benefit of this third party.

2.5.14. Employee benefits

Defined-contribution plans correspond to general and special social security plans. The contributions to be paid to are recognised as expenses when the corresponding service is rendered.

Defined benefit plans correspond to retirement payments. Defined benefit obligations are calculated annually by a qualified actuary using the projected unit credit method. These obligations are not financed through external management.

When the plan provides for the payment of an allowance to the employee, if he/she is present at the date of his/her retirement, the amount of which depends on the length of service and is capped at a certain number of years of service, the commitment is only for the years of service preceding retirement for which the employee generates a right to the benefit.

Remeasurements of the net defined-benefit liability (actuarial gains and losses) are recognised immediately in "other comprehensive income". The Group determines the interest expense by applying the discount rate used to value the defined benefit obligations to the liability determined at the beginning of the financial year. This liability is adjusted if necessary for any change resulting from the payment of benefits during the period.

When the benefits of the plan are modified, or if a plan is curtailed, the impact associated with past services rendered by employees or the gain (loss) related to the plan curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the wind-up of a defined benefit plan at the time the wind-up occurs.

2.5.15. Revenue

The Icape Group's business consists of two product categories:

- Trade in printed circuit boards (PCB - Printed Circuit Boards) by Icape entities;
- Trading in technical parts (Tech Parts) such as cables and connectors, adapters, batteries, keyboards, screens, remote controls, etc., carried by Cipem entities.

Revenue is determined according to the transfer of control on the delivery date as defined by the Incoterms.

Product prices are fixed amounts:

- No variable compensation (no discounts, reductions or rebates are granted);
- Without a significant financing component, with payments for services once delivery has been made.

2.5.16. Profit (loss) from continuing operations before depreciation and amortisation (Current EBITDA) and Adjusted Current EBITDA

Profit (loss) from continuing operations before depreciation and amortisation (Current EBITDA) is a key indicator for measuring the Group's operating performance. It is understood to be the profit (loss) from continuing operations before depreciation and amortisation of non-current assets.

Profit (loss) from continuing operations is the difference between a company's operating income and expenses. It corresponds to the profit realised as a result of the usual use of the Company's factors of production. It is, therefore, the profit (loss) from continuing operations before other non-recurring operating income and expenses.

The Adjusted Current EBITDA presented in segment information corresponds to Current EBITDA restated for share-based payments.

2.5.17. Cost of net financial debt

The cost of net financial debt is mainly composed of interest expenses paid to banking institutions and interest expenses on lease liabilities.

2.5.18. Other operating income and expenses

To improve the comparability of financial years, the Group has decided to isolate the non-current items of profit (loss) from operations and show “profit (loss) from continuing operations”.

These expenses and income result from major events occurring during the accounting period and likely to distort the interpretation of the Company’s performance. This means a very limited number of unusual, abnormal and infrequent income or expenses of a particularly significant amount - which the Company presents separately in profit or loss to facilitate understanding of current operating performance and to enable the reader of the financial statements to have information that is useful for estimating results, in accordance with the principle of relevance of information of the conceptual framework.

They are presented in Note 3.6 and mainly include:

- Impairment of property, plant and equipment, intangible assets or goodwill resulting from impairment tests;
- Badwill;
- Capital gains or losses on the disposal of assets;
- Provisions for significant disputes that are unusual or unforeseeable by their nature.

2.5.19. Other financial income and expenses

Other financial income and expenses mainly include foreign exchange income and the effects of discounting provisions for defined benefit plans.

2.5.20. Income tax

2.5.20.1. Income tax expense

Income tax includes current and deferred tax. It is recognised in profit or loss unless it relates to a business combination or to items that are recognised directly in equity or in other comprehensive income.

Tax assets and tax liabilities are offset if certain criteria are met, in accordance with IAS 12.

The contribution on the value added of companies (CVAE) is treated as income tax.

2.5.20.2. Taxes payable

Current tax includes the estimated amount of tax due (or receivable) in respect of taxable profit (or loss) for a period and any adjustment to the amount of tax payable in respect of previous periods. The amount of current tax due (or receivable) is determined on the basis of the best estimate of the amount of tax that the Group expects to pay (or receive) reflecting, where applicable, the uncertainties related to it. It is calculated on the basis of the tax rates that have been adopted or almost adopted at the reporting date.

2.5.20.3. Deferred taxes

In accordance with IAS 12 “Income Taxes”, deferred taxes are recognised on temporary differences between the carrying amounts of assets and liabilities and their tax values (subject to exceptions). They are calculated on the basis of the most recent tax rates adopted or almost adopted at the balance sheet date, applied according to the timing of reversal of temporary differences.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses and tax credits only to the extent that it is probable that the Group will have future taxable profits against which they can be offset. Future taxable profits are measured against the reversal of taxable temporary differences. If the amount of temporary differences is not sufficient to recognise the full amount of a deferred tax asset, the future taxable profits, adjusted for the reversal of temporary differences, are measured against the business plan of each of the Group’s subsidiaries. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available. These reductions are reversed when the probability of future taxable profits increases.

The Group generally uses a period of three years to assess the recoverability of a deferred tax asset.

Icape Holding S.A. is the parent company of a tax group of four companies in France. There is also tax consolidation in the United States.

2.5.21. Earnings per share

Basic earnings per share are determined by dividing net income (Group share) by the weighted average number of shares outstanding during the financial year. Treasury shares are not included in the calculation.

Diluted earnings per share is calculated by dividing net income (Group share) by the weighted average number of shares outstanding during the period, adjusted to reflect the dilutive effect of converting dilutive instruments into ordinary shares, using the share buyback formula.

2.5.22. Cash flow statement

The cash flow statement is prepared using the indirect method and the cash flows are analysed separately between operating, investing and financing activities.

Operating activities include the entity’s main cash-generating activities as well as all other activities that cannot be classified as investing or financing activities. Cash flows from operating activities are calculated by adjusting net income to reflect changes in working capital, non-cash items (amortisation, depreciation, etc.), capital gains on disposals and other income and calculated expenses.

Cash flows related to investing activities correspond to cash flows related to asset acquisitions, after deducting trade payables for said assets, asset disposals and other investments.

Financing activities are transactions resulting from outflows of cash linked to changes in equity and long-term borrowings. Capital increases and the collection of loan repayments fall within this classification.

Increases in non-cash assets and liabilities are eliminated. Subsequently, the assets financed by means of a lease are not included in the investments for the period. The reduction in financial debt due to lease payments under finance leases is therefore included in loan repayments for the period.

2.5.23. Operating segments

In accordance with IFRS 8 - Operating Segments, an operating segment is a component of an entity:

- that carries out commercial activities from which it can generate income and incur expenses;
- whose operating results are regularly reviewed by the entity's main operating decision-maker to make decisions on the resources to be allocated to the sector and to assess its performance; and
- for which separate financial information is available.

The Group's main operating decision-maker is the Management Committee, which makes strategic decisions.

The Group selects the following segments to be presented under IFRS 8:
- Trade in printed circuit boards (PCB) - Americas
- Trade in printed circuit boards (PCB) - Northern Europe
- Trade in printed circuit boards (PCB) - Southern Europe
- Trade in printed circuit boards (PCB) - Asia and the Rest of the World
- Trade in technical parts

- PCB Americas

Provides a wide range of customers thanks to the Group's strong presence in the United States, Brazil and Mexico. The printed circuit boards are purchased from external suppliers, mainly in China.

- PCB Northern Europe

Provides a wide range of customers thanks to the Group's strong presence in Germany, Russia and Poland. The printed circuit boards are purchased from external suppliers, mainly in China.

- PCB Southern Europe

Provides a wide range of customers thanks to the Group's strong presence in France, Italy and Spain. The printed circuit boards are purchased from external suppliers, mainly in China.

- PCB Asia and the Rest of the World

Provides a wide range of customers thanks to the Group's strong presence in China, India, Singapore, Japan and South Africa. The printed circuit boards are purchased from external suppliers, mainly in China.

- Trade in technical parts

Provides a wide range of technical parts through CIPEM group companies.

3. NOTE ON THE MAIN ITEMS OF THE CONSOLIDATED INCOME STATEMENT

3.1. Revenue

3.1.1. Breakdown of revenue by activity

The breakdown of revenue is as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Printed circuit boards	186,034	136,968
Technical parts	33,611	26,882
Central services	169	30
Revenue	**219,644**	**163,880**

Revenue amounted to €219.6 million for the financial year ended 31 December 2022 compared to €163.9 million for the financial year ended 31 December 2021, i.e. an increase of €55.8 million, representing growth of 34%.

Printed circuit boards grew by 36% compared to the financial year 2021 and technical parts (CIPEM) grew by 25% between 2022 and 2021.

Icape France and Icape HK represent around 40% of the Group's total revenue in 2022 compared to around 60% in 2021. The revenue contribution of these entities is detailed as follows:

(In thousands of euros)	**2022.12**	**2021.12**
ICAPE France	44,151	47,127
ICAPE HK	41,178	44,061
Total	**85,328**	**91,188**

The non-current assets of these two companies are not material.

3.1.2. Segment information

The data below is presented for each operating segment after reallocation of data from central services.

	31/12/2022					
(In thousands)	**PCB Americas**	**PCB Northern Europe**	**PCB Southern Europe**	**PCB Asia and the Rest of the World**	**CIPEM**	**TOTAL**
Revenue	16,757	54,427	66,924	47,946	33,591	**219,644**
EBITDA	414	3,436	4,641	3,627	2,443	**14,562**
Share-based payments	(7)	(19)	(22)	(9)	(11)	**(69)**
Adjusted EBITDA	421	3,456	4,663	3,637	2,453	**14,631**
Depreciation and amortisation	(217)	(1,559)	(1,134)	(1,297)	(397)	**(4,604)**
Profit (loss) from continuing operations	197	1,878	3,507	2,331	2,046	**9,959**

	31/12/2021					
(In thousands)	**PCB Americas**	**PCB Northern Europe**	**PCB Southern Europe**	**PCB Asia and the Rest of the World**	**CIPEM**	**TOTAL**
Revenue	13,873	17,151	58,654	47,315	26,887	**163,880**
EBITDA	115	(211)	2,340	2,735	1,480	**6,459**
Share-based payments	(15)	(14)	(52)	(21)	(19)	**(120)**
Adjusted EBITDA	129	(197)	2,391	2,755	1,500	**6,579**
Depreciation and amortisation	(217)	(264)	(680)	(836)	(208)	**(2,206)**
Profit (loss) from continuing operations	(103)	(475)	1,660	1,899	1,272	**4,253**

In 2022, the ICAPE Group's largest customer accounted for only 3.1% of the revenue.

3.2. External expenses

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Transport	(11,290)	(7,794)
Remuneration agents' fees	(1,255)	(1,872)
Other external expenses	(8,007)	(4,985)
External expenses	**(20,552)**	**(14,651)**

Transport costs amounted to €11.3 million during the financial year ended 31 December 2022, compared with €7.8 million during the financial year ended 31 December 2021. They represented 5.1% of revenue in 2022, compared to 4.8% of revenue in 2021.

This increase is mainly due to the development of IQTS activities and the increase in international transport costs.

The **compensation of agents** represented 0.6% of revenue in 2022 compared to 1.1% of revenue in 2021. This decrease is due to external growth, which also includes the acquisition of commercial agents.

Other external expenses are broken down as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**	**VAR % 2022/2021**
Administrative expenses & subcontracting	(2,308)	(1,173)	82%
Travel, assignments	(1,393)	(793)	69%
Insurance premiums	(742)	(769)	-3%
Advertising & Marketing	(556)	(392)	38%
Remuneration of intermediaries & fees	(1,251)	(585)	84%
Banking services	(705)	(564)	25%
Low-value/short-term lease expenses	(1,053)	(709)	44%
Other external expenses	**(8,007)**	**(4,985)**	**53%**

Other external expenses for the financial year ended 31 December 2022 amounted to €8.0 million compared to €5.0 million for the financial year ended 31 December 2021, i.e. an increase of €3.0 million (+53%).

This increase is mainly due to:

- The €1.1 increase in administrative and subcontracting expenses over the financial year ended 31 December 2022, notably for the preparation of the IPO.

- The €0.6 million increase in travel and mission expenses over the financial year ended 31 December 2022 is closely related to the border reopenings after the Covid-19 pandemic.

- The €0.7 million increase in intermediary compensation at 31 December 2022 reflects the actions of the merger and acquisitions department through external growth.

3.3. Payroll costs

3.3.1. Presentation of payroll costs

Payroll costs can be broken down as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Remuneration for staff	(22,133)	(14,298)
Social security and welfare charges	(4,234)	(2,809)
Provisions for retirement benefit obligations	(78)	(57)
Charges on Stock Options and Free Shares	(69)	(120)
Payroll costs	**(26,514)**	**(17,285)**

Personnel expenses amounted to €26.5 million, up by €9.2 million compared to 2021, representing an increase of 53.40% over the period. This increase is mainly due to the increase in the Group's average workforce, from 561 employees at 31 December 2021 to 626 at the end of 2022.

3.3.2. Share-based payments

All share subscription warrants were exercised at the time of the Company's IPO in July 2022.

3.4. Taxes and charges

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Taxes and charges on compensation	(151)	(198)
Other taxes and charges	(90)	(133)
Taxes and charges	**(241)**	**(330)**

3.5. Depreciation and amortisation

Depreciation and amortisation are detailed as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Amortisation of intangible assets	(1,695)	(628)
Depreciation of property, plant and equipment	(2,899)	(1,564)
Provisions for impairment of inventories in progress and finished goods	(10)	-
Provisions for impairment of current assets	-	(14)
Depreciation and amortisation	**(4,604)**	**(2,206)**
of which amortisation of right-of-use assets IFRS 16 “Lease”	*(2,054)*	*(1,200)*

3.6. Other operating income and expenses

Other operating income and expenses are broken down as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Capital gains or losses on the disposal of fixed assets	(15)	93
Other expenses	(3,749)	(338)
Other income	3,887	441
Other operating income and expenses	**123**	**195**

Other expenses in 2022 of €3,749 thousand are explained as follows:

- expenses related to the Icape Planète Bleu Foundation for €270 thousand;
- exceptional expenses and fees related to the IPO at Icape Holding for an amount of (€737 thousand);
- expenses related to the year's acquisitions for €278 thousand at Icape Holding, €270 thousand at Icape GMBH, €109 thousand mainly related to legal fees for the MMAB group acquired in December 2022;
- the recognition of an additional earn-out on the acquisition of the subsidiary Icape Netherlands JAPCC based on the achievement of a gross margin, payable in 2023 and 2024 (€1,460 thousand).

Other expenses in 2021 amounting to €338 thousand are explained by exceptional fees, related to litigation proceedings with a former employee and fees related to our external growth.

Other income in 2022 for an amount of €3,887 thousand mainly concerns:

- the recognition of additional badwill related to the acquisition of Icape-Trax for an amount of €118 thousand;
- the recognition of badwill related to the acquisition of Icape-Lusodabel for an amount of €465 thousand;

– the recognition of badwill related to the acquisition of Icape Netherlands JAPCC for (€1,467 thousand);

– the recognition as a result of the non-confirmation of the earn-out payment of €1,700 thousand on the acquisition of Safa 2000.

Other income in 2021 mainly concerns the recognition of badwill related to the acquisition of ICAPE-TRAX (Trax Interconnect) recognised in profit (€413 thousand).

3.7. Cost of gross financial debt

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Interest expense on loans	(524)	(273)
Cost of gross financial debt	**(524)**	**(273)**
of which the cost of gross financial debt related to IFRS 16 lease liabilities	*(244)*	*(189)*

3.8. Other financial income and expenses

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Income from financial assets excluding cash equivalents	7	1
Foreign exchange gains	3,253	1,446
Other financial income	11	9
Foreign exchange gains - Unrealised	172	-
Other financial income	**3,444**	**1,456**

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Foreign exchange losses	(4,094)	(2,031)
Other financial expenses	(695)	(118)
NAV of securities sold	(2)	-
Provisions for impairment of financial assets	(10)	-
Other financial expenses	**(4,802)**	**(2,149)**
Other financial income and expenses	**(1,358)**	**(694)**

Foreign exchange gains and losses represented -€1,358 thousand in 2022 (-€694 thousand in 2021).

These losses are mainly due to the revaluation of bank accounts in foreign currencies as well as the valuation of debts and receivables in foreign currencies at the closing rate.

Financial expenses for 2022 mainly represent interest related to factoring for an amount of €432 thousand and financial expenses of €150 thousand paid to the former shareholders of the MMAB group for the provision of an associated current account.

3.9. Analysis of net tax expense

The main components of the income tax expense are:

(In thousands of euros)	31/12/2022	31/12/2021
Deferred taxes	1,207	(162)
Current tax	(1,659)	(474)
Other	14	-
Income tax	(439)	(635)

The reconciliation between the effective tax rate and the applicable tax rate is as follows:

(In thousands of euros)	31/12/2022	31/12/2021
Net result for the period	**5,291**	**2,487**
Taxes	**(439)**	**(635)**
Net taxable profit	**5,730**	**3,122**
Tax rate in France	**25.00%**	**26.50%**
Theoretical tax	**(1,432)**	**(827)**
Notional tax adjustments	**994**	**192**
- Net impact of local tax rate differences	230	273
- Net impact of income on badwill	501	109
- Impact of tax credits and other adjustments	(26)	86
- CVAE reclassified to tax	(8)	(76)
- Permanent differences on consolidation restatements	322	(61)
- Non-capitalised tax losses	(115)	(211)
- Other	90	72
Tax (expense) actually recognised	**(439)**	**(635)**
Effective tax	7.66%	20.35%

The effective tax rate was 7.66% for the 2022 financial year, compared to 20.35% for the 2021 financial year.

The change in the effective tax rate observed in 2022 is mainly due to the effect of income recognised on non-taxable goodwill and the tax consolidation income in France.

3.10. Earnings per share

	31/12/2022	31/12/2021
Net income Group share (in thousands of euros)	**5,476**	**2,451**
Average number of outstanding shares	6,883,952	5,637,392
Average number of dilutive instruments		167,251
- of which share subscription warrants		*138,799*
Average number of diluted shares	6,883,952	5,804,643
- Earnings per share, Group share	**€0.80**	**€0.43**
- Diluted earnings per share, Group share	**€0.80**	**€0.42**

3.11. Analysis of earnings from operations held for sale or discontinued operations

At 31 December 2022, net income from activities held for sale relates to:

- Icape Russie following the Group's decision to withdraw from its activities in this country given the geopolitical context

- Divsys international as a result of the Group's intention to terminate the electronic card assembly activity carried out solely by this company within the Group in order to concentrate on trading activities.

The breakdown of income from activities held for sale is as follows:

	31/12/2022		31/12/2021	
(In thousands of euros)	ICAPE RUSSIA	IDIVSYS2	ICAPE RUSSIA	IDIVSYS2
Revenue	2,779	5,238	2,555	3,276
Consumables purchased	(1,239)	(2,630)	(1,111)	(1,323)
External expenses	(848)	(1,446)	(298)	(846)
Payroll costs	(264)	(2,727)	(231)	(1,502)
Taxes and charges	-	(14)	-	(30)
Change in inventories of work-in-progress and finished goods			-	-
Other operating income and expenses	(3)	8	(17)	-
Profit (loss) from continuing operations before depreciation and amortisation (EBITDA)[1]	**425**	**(1,572)**	**897**	**(426)**
Depreciation and amortisation	(30)	(692)	(26)	(605)
Profit (loss) from continuing operations	**395**	**(2,263)**	**871**	**(1,032)**
Gains and losses on disposal of consolidated investments	-	-	-	-
Other operating income and expenses	(0)	(173)	-	(41)
			-	-
Profit (loss) from operations	**395**	**(2,436)**	**871**	**(1,072)**
			-	-
Cash income and expenses	-	-	-	-
Cost of gross financial debt	(3)	(28)	(3)	(1)
Cost of net financial debt	**(3)**	**(28)**	**(3)**	**(1)**
Other financial income and expenses	(103)	286	(14)	(25)
			-	-
Income before tax	**288**	**(2,179)**	**853**	**(1,099)**
			-	-
Income tax	(78)	(5)	(96)	0
Income after tax	**210**	**(2,184)**	**758**	**(1,099)**
Net income from operations held for sale or discontinued operations	(210)	2,184	(758)	1,099

4. NOTE ON THE MAIN ITEMS OF THE STATEMENT OF CONSOLIDATED FINANCIAL POSITION

4.1. Non-current assets

4.1.0. Goodwill

The analysis of the change in goodwill can be broken down as follows:

(In thousands of euros)	31/12/2021	Impact of the purchase price allocation on the 2021 acquisitions	Entries from the consolidation scope	31/12/2022
Goodwill	5,605	(2,037)	17,339	20,907
Goodwill impairment	-	-	-	-
Total Net Value	**5,605**	**(2,037)**	**17,339**	**20,907**

The breakdown of goodwill by entity is as follows:

(In thousands of euros)	ENTITY	31/12/2021	Impact of the purchase price allocation on the 2021 acquisitions	Entries from the consolidation scope	31/12/2022
Northern Europe	ICAPE DENMARK	-		835	835
Northern Europe	SAFA2000	-		6,802	6,802
Northern Europe	MMAB GROUP AB	-		9,702	9,702
Northern Europe	ICAPE NETHERLAND	807	(807)		-
Southern Europe	JAPCC IDELECFR	4,592	(1,200)		3,392
Rest of the world	ICAPE SOUTH AFRICA	206	(30)		176
	TOTAL	**5,605**	**(2,037)**	**17,339**	**20,907**

The analysis by operating segment is as follows:

(In thousands of euros)	31/12/2021	Impact of the purchase price allocation on the 2021 acquisitions	Entries from the consolidation scope	31/12/2022
Northern Europe	807	(807)	17,339	17,339
Southern Europe	4,592	(1,200)	-	3,392
Rest of the world	206	(30)	-	176
Overall Total	**5,605**	**(2,037)**	**17,339**	**20,907**

4.1.0.1. Allocation of goodwill on prior acquisitions

The Group acquired the subsidiaries IDELEC, JAPCC, ICAPE SOUTH AFRICA and ICAPE TRAX in the 2021 financial year.

The Group had 12 months from the acquisition date to finalise the purchase price allocation.

At 31 December 2021, the work to estimate the fair value of the earn-out had not yet been finalised for the JAPCC, ICAPE SOUTH AFRICA and ICAPE TRAX entities. This work continued in 2022 and only made it possible to record an earn-out for the JAPCC entity in the amount of €1,460 thousand. This earn-out, which was not recognised at the time of the acquisition, is not taken into account in the calculation of goodwill and has an impact on profit or loss over the period.

Fair value of net assets acquired in 2021

The update of the fair value of the net assets acquired in 2021 with the analysis of the customer relationship and the goodwill on the equipment makes it possible to record the following corrections:

- decrease in the value of goodwill recognised on the acquisition of the IDELEC entity for an amount of €1,200 thousand representative of the recognition of the customer relationship;

- cancellation of the goodwill initially recognised on the JAPCC entity (€807 thousand). After taking into account the earn-out amounting to €1,460 thousand and the analysis of the customer relationship shows a badwill of €12 thousand;

- decrease in the value of goodwill recognised on the acquisition of the ISA entity for an amount of €30 thousand;

- increase in badwill recorded on the Trax entity (€118 thousand) following the analysis carried out on the fair value of the equipment. This additional badwill was immediately recognised in the income statement.

4.1.0.2. Details of acquisitions in 2022

The Group acquired several subsidiaries in 2022 for an overall acquisition price of €23,483.3 thousand (of which €4,900.0 thousand in earn-outs), allocated as follows:

- Acquisition of 100% of the subsidiary SAFA for an amount of €6,738 thousand on 13 April 2022 with control acquired on 1 January 2022. This price includes an earn-out amount of €4,000 thousand depending on the gross margin achieved according to the contractual terms.

- Acquisition of 100% of the subsidiary LUSODABEL for an amount of €5,700 thousand on 14 September 2022 with control acquired on 1 January 2022. This price includes an earn-out amount of €400 thousand depending on the gross margin achieved according to the contractual terms.

- Acquisition of 100% of the subsidiary MONT PRINT for an amount of €1,200 thousand on 29 August 2022 with control acquired on 1 January 2022. This price includes an earn-out amount of €500 thousand depending on the gross margin achieved according to the contractual terms.

- Acquisition of 100% of the MMAB group for an amount of €9,845.3 thousand on 5 December 2022 with control acquired on 1 January 2022. No earn-out was negotiated on this acquisition, which included a reversal of the associated current account for an amount of €2,063.3 thousand.

The consideration transferred is based on estimates and information available at the reporting date and will if applicable be subject to subsequent adjustments (within 12 months of the acquisition date).

Fair value of net assets acquired

Acquisition rate	100%	100%	100%	100%
(In thousands of euros)	**SAFA**	**ILUSODABEL**	**IDK**	**MMAB GROUP**
IFRS carrying amount of net assets acquired	(834)	2,639	192	1,627
+ Valuation of customer relations	931	4,962	342	2,039
- Impact of deferred taxes on the valuation of customer relationships	(302)	(1,042)	(75)	(420)
+ Correction of the impact of dividend distribution		(400)	(94)	-
+ Opening net balance		6		
+ Cancellation of regulated provisions				382
- Deferred tax on cancellation of regulatory provisions				(79)
- Translation differences	(194)			
- Deferred tax assets on losses	335			33
Total fair value of identifiable assets acquired	**(64)**	**6,165**	**365**	**3,583**
- Elimination of internal securities acquired				3,439
Total fair value of identifiable assets acquired	**(64)**	**6,165**	**365**	**144**

Goodwill

This resulted in goodwill on the acquisitions of SAFA, MONT PRINT (ICAPE DENMARK) and the MMAB group for an amount of €17,339.3 thousand.

Acquisition rate	100%	100%	100%
(In thousands of euros)	**SAFA**	**MONT PRINT (IDK)**	**MMAB GROUP**
Fair value of the identifiable assets acquired	(64)	365	3,583
- Elimination of internal securities acquired			(3,439)
- Acquisition price	(2,738)	(700)	(9,845)
- Earn-out	(4,000)	(500)	
Goodwill recognised by acquired entity	**(6,802)**	**(835)**	**(9,702)**
Total goodwill		**(17,339)**	

Badwill

This resulted in a badwill recognised in the income statement for a value of €465 thousand related to the acquisition of the subsidiary ICAPE LUSODABEL.

Acquisition rate	100%
(In thousands of euros)	**ILUSODABEL**
Fair value of the identifiable assets acquired	6,165
- Acquisition price	(5,300)
- Earn-out	(400)
Badwill recorded on the transaction	**465**

The badwill was immediately recognised in the profit or loss (“Other operating income”).

Acquisition-related costs

The Group incurred €549 thousand in acquisition-related costs (€278 thousand at GMBH for SAFA and €270 thousand at Holding for the other entities), recognised in the income statement as operating expenses.

Revenue and net income from the acquisitions

The contributions from the entities acquired in 2022 represent €34,655 thousand of total revenue and €2,505 thousand of net income detailed as follows:

(In thousands of euros)	**MONT PRINT - IDK**	**SAFA 2000**	**ILUSODABEL**	**MMAB GROUP**	**Total**
Revenue	1,553	14,495	6,574	12,032	**34,655**
Net income	148	600	990	767	**2,505**

The Group has included the cash flows from these acquisitions on the takeover date of these acquisitions, i.e. on 1 January 2022 in accordance with the provisions of IFRS 10.

Details of acquisitions in the cash flow statement

(In thousands of euros)	**Amount**
Purchase price (paid over the period)	17,394
Cash assets of acquired subsidiaries	(880)
Acquisition of subsidiaries, less cash acquired	**16,513**

Cash assets break down as follows: +€94 thousand for MONT PRINT - IDK, (€312 thousand) for SAFA, (€330 thousand) for the entities acquired from the MMAB group and +€1,428 thousand for Lusodabel.

4.1.1. Intangible assets

(In thousands of euros)	**31/12/2021**	**Acquisitions**	**Allocations for the year**	**Changes in exchange rates**	**Business combination**	**Reclassifications**	**31/12/2022**
Concessions, patents & similar rights	2,091	119		-	-	241	2,403
Software	1,334	216		1	39	(9)	1,569
Intangible assets in progress	432	218		-	-	(430)	220
Customers	611	2,301		(160)	13,015	-	15,767
Other intangible assets	-	-		(0)	48	-	48
Intangible assets	**4,468**	**2,855**	**-**	**(159)**	**13,103**	**(198)**	**20,008**
Amortisation of concessions, patents & similar rights	(1,220)		(350)	-	-	-	(1,567)
Amortisation of software	(469)		(428)	1	(31)	(10)	(935)
Amortisation of customers	(92)		(867)	5	(65)	-	(1,019)
Amortisation of other intangible assets	-		-	0	(48)	-	(48)
Amortisation of intangible assets	**(1,780)**	**-**	**(1,645)**	**6**	**(144)**	**(10)**	**(3,570)**

Total net value	**2,688**	**2,855**	**(1,645)**	**(154)**	**12,959**	**(207)**	**16,438**

Intangible assets mainly include software and development costs, including IT-ERP-Website-Eshop-UCAMCO.

Customer relationships arising from the purchase price allocation are detailed in Note 4.1.0.

4.1.2. Property, plant and equipment

Property, plant and equipment excluding leases is broken down as follows:

(In thousands of euros)	**31/12/2021**	**Acquisitions**	**Disposals**	**Allocations for the year**	**Changes in exchange rates**	**Business combination**	**Reclassifications and disposals**	**31/12/2022**
Site fixtures	1	-	-	-	-	-	(1)	-
Buildings	-	19	-	-	0	28	-	47
Technical installations, equipment & tools	7,153	1,016	(140)	-	(10)	2,679	(3,836)	6,862
Office equipment	513	201	(130)	-	(3)	244	7	832
Transport equipment	440	56	(175)	-	(5)	244	(29)	531
IT equipment	1,057	375	(89)	-	(10)	367	(153)	1,546
Intangible assets in progress	32	-	-	-	-	-	32)	-
Other property, plant and equipment	140	15	-	-	(3)	-	12	163
Property, plant and equipment	**9,336**	**1,681**	**(534)**	**-**	**32)**	**3,562**	**(4,032)**	**9,982**
Depreciation of technical installations, equipment & tools	(3,353)	-	52	(1,164)	67	(1,474)	1,811	(4,062)
Depreciation of office equipment	(408)	-	53	(53)	3	(238)	(25)	(669)
Depreciation of transport equipment	(91)	-	19	(95)	3	(79)	1	(243)
Depreciation of IT equipment	(594)	-	9	(249)	17	(314)	(7)	(1,138)
Depreciation of buildings	0	-	-	(3)	-	(24)	-	(27)
Depreciation of other property, plant and equipment	(51)	-	-	(51)	3	-	-	(99)
Depreciation of property, plant and equipment	**(4,498)**	**-**	**132**	**(1,616)**	**94**	**(2,130)**	**1,781**	**(6,237)**
Total net value	**4,838**	**1,681**	**(402)**	**(1,616)**	**62**	**1,433**	**(2,251)**	**3,744**

4.1.3. Rights of use

Right-of-use assets related to leases under IFRS 16 are broken down as follows:

(In thousands of euros)	31/12/2021	Acquisitions	Disposals	Allocations for the year	Changes in exchange rates	Reclassifications and disposals	31/12/2022
Buildings	8,580	2,781	-	-	(18)	(1,300)	10,043
Technical installations, equipment & tools	-	318	-	-	-	-	318
Transport equipment	1,591	443	(85)	-	(1)	-	1,948
IT equipment	592	95	-	-	-	-	687
Property, plant and equipment	**10,763**	**3,636**	**(85)**	**-**	**(18)**	**(1,300)**	**12,996**
Depreciation of buildings	(3,561)	-	-	(1,527)	7	752	(4,328)
Depreciation of transport equipment	(777)	-	62	(386)	0	-	(1,101)
Depreciation of IT equipment	(444)	-	-	(120)	-	-	(564)
Depreciation of technical installations, equipment & tools	-	-	-	(21)	-	-	(21)
Depreciation of property, plant and equipment	**(4,782)**	**-**	**62**	**(2,054)**	**7**	**752**	**(6,015)**
Total net value	**5,981**	**3,636**	**(23)**	**(2,054)**	**(11)**	**(547)**	**6,982**

4.2. Non-current financial assets

Non-current financial assets include:

(In thousands of euros)	31/12/2021	Acquisitions	Disposals	Endowments/Reversals	Changes in exchange rates	Changes in scope	31/12/2022
Equity investments	-	-	(2)	-	(0)	7	5
Long-term investments (AFS - non-current)	-	0	-	-	-	815	815
Loans, guarantees and other receivables - non-current	222	74	(292)	-	0	315	320
Non-current financial assets	**222**	**75**	**(295)**	**-**	**0**	**1,137**	**1,139**
Impairment of securities	-	-	-	(5)	-	-	(5)
Impairment of securities - non-current	-	-	-	-	-	(610)	(610)
Impairment of treasury shares	-	-	-	(5)	-	-	(5)
Impairment of financial assets	**-**	**-**	**-**	**(10)**	**-**	**(610)**	**(620)**
Total net value	**222**	**75**	**(295)**	**(10)**	**0**	**527**	**520**

4.3. Inventory and work-in-progress

(In thousands of euros)	31/12/2022		
	Gross values	Depreciation	Net values
Raw materials and other supplies	329	-	329
Work-in-progress	52	(24)	27
Intermediate and finished products	33	-	33
Inventories of goods	13,467	-	13,467
Total inventory and work-in-progress	**13,880**	**(24)**	**13,856**

(In thousands of euros)	31/12/2021		
	Gross values	Depreciation	Net values
Raw materials and other supplies	331	-	331
Work-in-progress	35	-	35
Intermediate and finished products	-	-	-
Inventories of goods	15,433	-	15,433
Total inventory and work-in-progress	**15,799**	**-**	**15,799**

Stock of goods represents goods received from suppliers and in the process of being transported to the end customer. For these goods, the risk related to the transport of the goods is borne by Icape. The transfer of control of the goods will take place after delivery (depending on the contractual Incoterm).

4.4. Trade and other receivables

(In thousands of euros)	31/12/2022		
	Gross values	Depreciation	Net values
Customers	37,218	(47)	37,170
Other receivables	8,126	-	8,126
Trade and other receivables	**45,344**	**(47)**	**45,297**

(In thousands of euros)	31/12/2021		
	Gross values	Depreciation	Net values
Customers	38,850	(30)	38,820
Other receivables	6,972	-	6,972
Trade and other receivables	**45,822**	**(30)**	**45,791**

All of these receivables are due within one year.

The breakdown of receivables by maturity can be presented as follows:

	31/12/2022			
	Total	**Not past due**	**Less than 60 days past due**	**More than 60 days past due**
Trade receivables	36,031	28,445	4,072	3,515
Invoices to be issued	1,187	1,187		
Customers	**37,218**	**29,631**	**4,072**	**3,515**

	31/12/2021			
	Total	**Not past due**	**Less than 60 days past due**	**More than 60 days past due**
Trade receivables	36,918	35,189	1,221	509
Invoices to be issued	1,932	1,932		
Customers	**38,850**	**37,121**	**1,221**	**509**

4.5. Other current assets

(In thousands of euros)	**31/12/2022**	**31/12/2021**
	Amount	**Amount**
Prepaid expenses	862	625
Current tax receivables	294	552
Total Other current assets	**1,156**	**1,178**

4.6. Cash

(In thousands of euros)	**31/12/2022**	**31/12/2021**
	Amount	**Amount**
Cash and cash equivalents	27,988	26,006
Total Cash	**27,988**	**26,006**

4.7. Shareholders' equity

4.7.1. Share capital and share premium

At 31 December 2021, Icape Holding's share capital amounted to €2,290,860. It is composed of 229,086 ordinary shares with a par value of €10.

The 7 January 2022, a capital increase of 1,210 shares was carried out through the exercise of share subscription warrants.

The 12 April 2022, by decision of the Board of Directors, the nominal value of the share was divided by 25 to €0.40. The share capital amounts to 5,757,400 shares of €0.40, i.e. €2,302,960.

The 8 July 2022, a capital increase of 1,003,000 new shares issued with an issue premium of €16.55 per share occurred as part of the IPO as well as a capital increase of 1,306,475 new shares issued through the conversion of share subscription warrants.

The 12 August, a capital increase of 21,307 new shares with an issue premium of €16.55 per share occurred as part of the exercise of the over-allotment clause.

At 31 December 2022, the share capital consisted of 8,088,182 shares with a par value of €0.40.

4.7.2. Distribution

No dividends were distributed in 2022.

4.7.3. Treasury shares

At 31 December 2022, the Group had acquired 12,692 shares under the liquidity contract entrusted to the brokerage firm Gilbert Dupont. All its shares were cancelled in consolidated shareholders' equity at 31 December 2022

4.8. Commitments to employees

Retirement benefit obligations amounted to €456 thousand at 31 December 2022 compared to €662 thousand in 2021.

The change in retirement benefit obligations can be analysed as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Present value of the provision at the beginning of the year	**662**	**494**
Cost of services rendered during the financial year	74	57
Financial cost	4	1
Benefits paid during the year		
Revaluation of liabilities (actuarial gains/losses)	(284)	109
Present value of the provision at closing	**456**	**662**

The assumptions used to calculate retirement benefit obligations are as follows:

	31/12/2022	**31/12/2021**
ECONOMIC ASSUMPTIONS		
Discount rate	2022 Iboxx rate (3.20%)	2021 Iboxx rate (0.87%)
Career profile	1.50%	1.50%
Social security contribution rate		
Executive	45.00%	45.00%
Non-executive	42.00%	42.00%
SOCIAL BEHAVIOUR ASSUMPTIONS		
Retirement ages		
Executive	62	62
Non-executive	62	62
Retirement process	Age	Age

4.9. Information on financial debt

4.9.1. Borrowings and financial debt

(In thousands of euros)	31/12/2021	Issue	Repayment	Changes in exchange rates	Business combination	Reclassification	31/12/2022
Loans from credit institutions - non-current (1) (2)	9,876	13,550	(10,097)	(16)	711	532	14,555
Non-current lease liabilities (2)	5,178	2,979	-	2	-	(2,455)	5,703
Accrued interest on loans - non-current	34	-	-	-	-	(34)	-
Total Medium-/long-term financial debt	**15,088**	**16,528**	**(10,097)**	**(14)**	**711**	**(1,957)**	**20,259**
Loans from credit institutions -- current	4,549	1,428	-	(17)	-	(1,273)	4,686
Bank loans (passive cash)	109	-	(982)	(16)	939	(2)	47
Other borrowings and similar debt - current	-	-	(3)	-	4	-	2
Current lease liabilities (2)	1,391	667	(2,019)	(6)	-	1,775	1,808
Factoring debt (1) (2)	17,085	1,043	(1,418)	30	-	-	16,739
Accrued interest on borrowings - current	2	53	(34)	-	-	34	55
Total Short-term financial debt	**23,135**	**3,191**	**(4,456)**	**(10)**	**943**	**534**	**23,337**
Total borrowings and financial debt	**38,223**	**19,719**	**(14,553)**	**(24)**	**1,654**	**(1,424)**	**43,595**
(1) Borrowings presented in the statement of cash flows		16,020					
(2) Repayment of borrowings presented in the statement of cash flows			(13,537)				
Of which lease liabilities under IFRS 16	**6,569**	**3,646**	**(2,019)**	**(5)**	**-**	**(681)**	**7,511**

Contracts for the sale of trade receivables do not deconsolidate in so far as the risk of late payment and the risk of dilution are not transferred to the assignees. The breakdown by contract can be broken down as follows:

(In thousands of euros)	31/12/2022	31/12/2021
ICAPEHK	3,535	3,947
ICAPEGMBH	2,993	3,023
ICAPEITALIE	652	214
ICAPEFRANCE	6,751	7,695
CIPEMHK	495	498
CIPEMFRANCE	2,313	1,708
TOTAL	**16,739**	**17,085**

The characteristics of loans from credit institutions are summarised in the following table:

Contract date	Loan (In thousands of euros)	Carrying amount 2022	Carrying amount 2021	Nominal value at issue	Initial term	Maturity date	Interest rate	Currency	Bank	Repayment terms (bullet repayment/regular monthly payment)	Guarantees given
12/12/2018	CA Loan	-	424	1,200	66 months		USD LIBOR increased by 1% per year, i.e. 100 basis points	USD	Crédit Agricole d'Île-de-France	Amortisation of constant capital	
04/11/2019	HSBC Loan	-	423	600	66 months	10/06/2025	Fixed rate: 0.90% per year	EUR	HSBC	Regular monthly payment	
04/07/2017	CA Loan	-	980	2,250	66 months	01/07/2024	Fixed rate: 1.8% per year	EUR	Crédit agricole mutuel de Paris et d'Ile de France	Regular monthly payment	Pledge of Icape France and Cipem France securities
04/07/2017	HSBC Loan	-	968	2,250	66 months	04/01/2024	Fixed rate: 1.8% per year	EUR	HSBC	Regular monthly payment	Pledge of Icape France and Cipem France securities
27/12/2019	CA Loan	-	354	500	66 months	17/12/2025	Fixed rate: 0.90% per year	EUR	Crédit agricole mutuel de Paris et d'Ile de France	Regular monthly payment	
06/05/2020	State-guaranteed loan(*)	2,011	2,350	2,350	60 months	12/05/2026	Fixed rate: 0.31% per year	EUR	Crédit agricole mutuel de Paris et d'Île-de-France	Regular monthly payment	
19/05/2020	State-guaranteed loan(*)	2,058	2,350	2,350	60 months	26/05/2026	Fixed rate: 0.55% per year	EUR	HSBC	Regular monthly payment	
31/05/2021	CA Loan	-	1,913	2,050	84 months	31/05/2021	Fixed rate: 1.94%	EUR	Crédit agricole mutuel de Paris et d'Île-de-France	Regular monthly payment	Pledge of IDELEC securities
24/08/2021	HSBC Loan	-	2,050	2,050	84 months	18/08/2021	Fixed rate: 2.3%	EUR	HSBC	Regular monthly payment	Pledge of IDELEC securities
15/11/2021	HSBC Loan	-	1,000	1,000	12 months	15/04/2022		EUR	HSBC	Bullet repayment	
18/11/2021	CA Loan	-	1,000	1,000	12 months	15/04/2022		EUR	Crédit agricole mutuel de Paris et d'Île-de-France	Bullet repayment	
16/09/2021	BNP Paribas loan	512	613	613	56 months	16/04/2026		EUR	BNP PARIBAS	Regular monthly payment	
24/11/2022	Syndicated loan	12,800		12,800	84 months	24/11/2029	3-MONTH EURIBOR floating rate +1.6%	EUR	Banking pool of 4 banks: CA + HSBC + BNP + Crédit du Nord	Amortisation of constant capital	Pledge of Icape France, Cipem France and Idelec securities
13/05/2020	Loan KFW	451		500	42 months	30/06/2026	Fixed rate: 3% per year	EUR	VR Bank	Regular monthly payment	
15/08/2022	HSBC Loan	1,406		1,500	Short term		USD LIBOR 1 month increased by 3% per year, i.e. 235 basis points	USD	HSBC Bank		
	TOTAL	**19,237**	**14,424**								
	of which part at less than one year	*4,682*	*4,514*								
	of which part at more than one year	*14,555*	*9,910*								

(*) Note that this credit line was extended over six years in 2021.

In 2022, a banking pool comprising Crédit Agricole (CA), HSBC, BNP and Crédit du Nord was set up to refinance the debts of Icape Holding in order to continue financing external growth.

4.9.2. Maturity of borrowings and financial debt

The repayment schedule for borrowings from credit institutions and lease liabilities can be broken down as follows:

(In thousands of euros)	2022	Less than 1 year	Between 1 and 5 years
Bank loans and credits	19,345	4,790	14,555
Factor borrowing	16,739	16,739	-
Lease liabilities	7,511	1,808	5,703
Total financial debt	**43,595**	**23,337**	**20,259**

(In thousands of euros)	2021	Less than 1 year	Between 1 and 5 years	More than 5 years
Bank loans and credits	14,569	4,659	9,910	
Factor borrowing	17,085	17,085	-	
Lease liabilities	6,569	1,391	4,495	683
Total financial debt	**38,223**	**23,135**	**14,405**	**683**

4.9.3. Breakdown of borrowings by currency type

The breakdown of borrowings from credit institutions by type of currency is as follows:

(In thousands of euros)	31/12/2022	31/12/2021
EURO	17,835	14,000
US DOLLAR	1,406	424
Loans from credit institutions	**19,241**	**14,424**

4.9.4. Information on lease liabilities

Lease liabilities can be analysed as follows:

(In thousands of euros)	31/12/2022	31/12/2021
Rental of buildings	6,215	5,510
Vehicle rental	875	903
IT equipment rental	421	156
Total lease liabilities	**7,511**	6,569
Of which current portion	*1,808*	1,391
Of which non-current portion	*5,703*	5,178

The discount rates used to calculate the lease liability for the main countries are:

Main countries	Real estate	Transport equipment	IT equipment
France	3.0%	<0.5%	2.50%
China	5.50%	NA	NA

The change in the carrying amount of lease liabilities is broken down as follows:

(In thousands of euros)	31/12/2022	31/12/2021
Opening lease liabilities	**6,569**	**5,570**
New leases	3,646	1,888
Rent payments	(1,775)	(955)
Financial cost	(244)	(189)
Translation differences	(5)	256
Other	(681)	
Lease liabilities at closing	**7,511**	**6,569**

The amounts recognised in the income statement for leases are:

(In thousands of euros)	31/12/2022	31/12/2021
Lease rights amortisation expense	(2,054)	(1,200)
Interest expense on lease liabilities	(244)	(189)
Other income or expenses	14	9
Total in net income	**(2,284)**	**(1,380)**

The average lease term can be summarised as follows:

Average lease term	
Average number of years Vehicle rental	5
Average number of years IT equipment rental	6
Average number of years Building leases	7

4.10. Deferred taxes

Deferred taxes recognised are as follows:

(In thousands of euros)	31/12/2021	Profit and loss account	Changes in exchange rates	Business combinations	Reclassification	Other comprehensive income	31/12/2022
DT / Temporary difference	(16)	(243)	21	(108)	(0)	-	(346)
DT / Activation of loss carry-forwards	165	822	(23)	368	(0)	-	1,331
DT / IFRS 16 restatement	151	17	2	-	(0)	-	169
DT / Cancellation start-up costs	17	5	-	-	-	-	22
DT / Restatement of retirement benefit obligations	169	20	-	-	(0)	(71)	118
DT / Customer relationships	73	310	32	(3,010)	0	-	(2,596)
DT / Valuation gap	-	16	(1)	(77)	-	-	(61)
DT / Other	26	-	-	-	(40)	-	(13)
Deferred tax assets by type	**584**	**945**	**30**	**(2,826)**	**(40)**	**(71)**	**(1,377)**

The amount of non-capitalised losses at 31 December 2022 amounted to €5.0 million on a base equivalent to €1.4 million of the tax effect representative of the following entities: Icape California (€0.2 million), Icape USA (€1.0 million) and Icape Mexico (€0.2 million).

4.11. Trade and other payables

(In thousands of euros)	31/12/2022 Amount	31/12/2021 Amount
Payables	43,968	53,238
Social debts	4,401	3,648
Tax debt (excl. company tax (IS) and CVAE)	6,725	5,130
Trade receivables - Advances and deposits received	1,457	193
Trade and other payables	**56,550**	**62,209**

All of these liabilities are due in less than one year.

Accounts payable refers to invoices received from suppliers generally paid within 60-90 days of the end of month + 10 days thanks to better negotiated terms with existing suppliers.

4.12. Additional information on financial instruments

(In thousands of euros) *Financial instruments*	*IFRS 9 category*	*Fair value category*	**31/12/2022** Carrying amount	Fair value	Fair value through profit or loss	Fair value through other comprehensive income	Financial instruments at amortised cost	**31/12/2021** Carrying amount	Fair value
ASSETS									
Loans, guarantees and other receivables	Loans and receivables	Category 2	520	520			520	222	222
Customers	Loans and receivables	Category 2	37,170	37,170			37,170	38,820	38,820
Other receivables	Loans and receivables	Category 2	2,330	2,330			2,330	1,373	1,373
Tax receivables	Loans and receivables	Category 2	5,796	5,796			5,796	5,598	5,598
Cash	Financial assets at fair value through profit or loss	Category 1	27,988	27,988	27,988		-	26,006	26,006
LIABILITIES									
Borrowings and financial debt (1)	Financial liabilities at amortised cost	Category 2	19,242	19,242			19,242	14,424	14,424
Payables	Financial liabilities at amortised cost	Category 2	43,968	43,968			43,968	52,480	52,480
Social debts	Financial liabilities at amortised cost	Category 2	4,401	4,401			4,401	3,581	3,581
Tax debt (excl. company tax (IS) and CVAE)	Financial liabilities at amortised cost	Category 2	6,725	6,725			6,725	5,130	5,130

(1) The Group considers that in 2022 as in 2021, the fair value of bank loans corresponds to the amortised cost.

4.13. Assets and liabilities held for sale

At 31 December 2022, income from activities held for sale relate to:

- Icape Russie following the Group's decision to withdraw from its activities in this country given the geopolitical context.

- Divsys International as a result of the Group's intention to end the electronic card assembly activity carried out solely by this company within the Group in order to concentrate on trading activities.

The breakdown of assets and liabilities held for sale is as follows:

(In thousands of euros)	ICAPE RUSSIA	IDIVSYS2
Property, plant and equipment	223	3,202
Rights of use	-111	-437
Deferred tax assets	15	35
Total non-current assets	**128**	**2,852**
Inventory and work-in-progress	323	1,577
Trade and other receivables	48	842
Current tax receivables	0	0
Other current assets	3	14
Cash	222	-
Total current assets	**596**	**2,433**
Total non-current assets and groups of assets held for sale	**723**	**5,285**
Borrowings and financial debt	178	1,518
Non-current lease liabilities	-89	-389
Deferred tax liabilities	10	-
Total non-current liabilities	**99**	**1,129**
Borrowings and bank overdrafts	53	355
Current lease liabilities	-27	-177
Trade and other payables	1,186	813
Other current liabilities	37	-
Total current liabilities	**1,249**	**992**
Total Liabilities related to a group of assets held for sale	**1,348**	**2,121**

4.14. Financial risk management

The Group's financial risk management strategy aims to minimise the impact of interest rate and foreign exchange volatility on costs and cash flows.

4.14.1. Bank counterparty risk

The Group may be exposed to the default of one of the bank counterparties that manages its cash and such default could result in a financial loss for the Group.

Risk management: the Group relies on leading financial institutions for these funds and, therefore, considers that it does not bear any significant counterparty risk on its cash.

4.14.2. Customer counterparty risk

The Group is exposed to credit risk in the event of default by its customers.

Risk management: the Group's exposure to credit risk is mainly influenced by the individual characteristics of its customers. However, management also takes into consideration the factors that may have an influence on customer credit risk, in particular the risk of default by business sector and country in which customers operate. The majority of trade receivables are factored with Eurofactor and BNP Paribas.

The Credit Committee has defined a customer credit policy under the terms of which the solvency of each new customer is subject to an individual analysis before they can benefit from the usual payment and delivery conditions in the Group. To do this, the Group uses external ratings, if available, financial statements, information provided by credit institutions, sector data and, in some cases, bank references. For each customer, a maximum sales threshold is set and reviewed annually, barring exceptional events.

More than 70% of customers have been in business with the Group for more than five years and none of their receivables had been impaired with the recognition of losses or defaulted. For credit risk monitoring purposes, customers are categorised according to their credit profile. In addition, more than 90% of outstanding customers are insured with leading insurers.

4.14.3. Liquidity risk

Liquidity risk is the risk of not having the necessary funds to meet the commitments related to the Group's financial liabilities as they fall due. This includes, on the one hand, the risk that assets cannot be mobilised quickly to meet the settlement of liabilities and, on the other hand, the risk of non-access to credit on satisfactory terms.

The Group is therefore exposed to the risk of not having sufficient cash to honour all of its liabilities.

The Group took out a syndicated loan with four banking partners in November 2022 (Crédit Agricole, HSBC, BNP and Crédit du Nord). This loan includes an obligation to comply with two financial ratios on the consolidated financial statements:

- Financial leverage: Consolidated net debt in relation to consolidated recurring EBITDA.

- Debt coverage: Free cash flow in relation to the debt service.

At 31 December 2022, these two ratios were met.

Risk management: The central treasury team manages current and provisional financing and ensures the Group is able to meet its financial commitments by supervising the current level of cash and cash equivalents.

Most of the cash surpluses generated by the subsidiaries can be quickly mobilised by Icape Holding, which incurs most of the bank debt. The Group uses factoring with a maximum amount of financing of US$8 million in Hong Kong, €8.2 million in France, €1.2 million in Italy and €3.2 million in Germany.

It should be noted that in the event of a change of control of the holding company, all financing contracted outside the State-guaranteed loan would be subject to mandatory early repayment.

The Group's factoring contracts have been renewed every year by tacit agreement for several years.

4.14.4. Foreign exchange risk

Foreign exchange risk is the risk that changes in exchange rates will affect its profit and loss account, balance sheet and cash flows.

Exposure to operational currency risk arises from purchases and sales made in currencies other than the functional currencies of the Group's subsidiaries. However, this risk is limited due to the fact that sales and purchases of goods are mainly denominated in USD thus allowing natural hedging supplemented by the use of bank accounts in foreign currencies.

The Group did not use currency hedges as at 31 December 2022.

The exposure of financing to exchange risk is limited because no subsidiary has significant external bank debt in a currency other than its reference currency.

The Group is also exposed to the risk of converting the balance sheet and profit and loss account of its subsidiaries whose functional currency is not the euro.

The Group did not use currency hedges.

Fluctuations in the exchange rates of the Group's functional currencies, and in particular fluctuations in the dollar, may have a significant impact on the Group's results and cash flows, the value in euros of its assets and liabilities, and its equity and, consequently, its financial position.

Below is a table showing the sensitivity of the Group's revenue and profit (loss) from continuing operations to changes in the dollar and renminbi (yuan):

Sensitivity of all currencies USD/CNY	In millions of euros	Currency / EUR (-10%)	Currency / EUR (-5%)	Currency / EUR (0%)	Currency / EUR (+5%)	Currency / EUR (+10%)
	Revenue	203.2	211.5	219.6	227.7	236.0
	ROC	9.6	9.8	10.0	10.1	10.3

The negative changes correspond to a depreciation of the euro against the currency and vice versa.

4.14.5. Interest rate risk

Exposure to interest rate risk is linked to the existence within a group of variable-rate debt, the medium-term cost of which may vary according to changes in interest rates.

Risk management:

The syndicated loan agreement taken out in November 2022 includes a fixed portion and a variable portion based on the 3-month Euribor (E3M). A hedging obligation against the change in the E3M of +/- 150 basis points on a notional amount of 40% of the amount borrowed over a period of four years is provided for in the loan contract.

The Group set up this hedge from 24 February 2023 in accordance with the loan agreement.

4.14.6. Market risk (raw material prices and transportation costs)

The Group is exposed to the risk of fluctuations in the price of raw materials and transport costs on its commercial margin.

5. NOTE ON THE MAIN ITEMS OF THE CASH FLOW STATEMENT

5.1. Impact on change in working capital requirement

The change in working capital requirement shown in the cash flow statement is detailed below:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Impact of changes in stock	3,930	(8,105)
Impact of changes in trade receivables	7,579	(13,661)
Impact of changes in trade payables	(18,223)	17,056
Change in working capital requirement	(6,714)	(4,709)

The reconciliation of the WCR with balance sheet items is presented as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Inventory and work-in-progress	13,856	15,799
Trade and other receivables	45,532	45,792
Trade and other payables	56,526	62,209
“Simplified” working capital requirement	**(2,863)**	**(618)**
Other current WCR receivables	(631)	641
Other current liabilities (excluding suppliers of non-current assets)	89	162
Working capital requirement	**(3,405)**	**(138)**

The change in working capital requirement presented in the operating cash flows is net of currency effects, changes in scope of consolidation and other effects of reclassifications and scrapping. It breaks down as follows:

(In thousands of euros)	**31/12/2022**	**31/12/2021**
Working capital requirement	**(3,405)**	**(138)**
Effect of change in arithmetic WCR (1)	(3,543)	(5,833)
Currency effect (2)	(614)	(671)
Scope effect (3)	(1,404)	1,560
Impact of reclassifications or scrapping (4)	(1,153)	234
Change in working capital requirement (1 + 2 + 3 + 4)	**(6,714)**	**(4,709)**

6. OTHER NOTES

6.1. Compensation of key senior managers

Key senior managers are employees who have authority over and responsibility for planning, management and control of the entity's activities, either directly or indirectly, including the directors (be they senior managers or not) of this entity.

Short-term benefits include the variable and fixed portion of executive compensation as well as benefits in kind.

In 2021, following the change in the legal form of Icape Holding, the compensation of senior managers includes the compensation of the members of the Board of Directors.

(In thousands of euros)	2022	2021
Short-term benefits (salaries, bonuses, etc.)	1,543	1,732
Post-employment benefits	0	0
Severance payments	0	0
Other long-term benefits	0	0
Total senior managers' compensation	**1,543**	**1,732**

6.2. Off-balance sheet commitments

Commitments were made to banks in connection with certain bank financing:

- The pledge of IDELEC securities when the €4.1 million loan was set up with the banking syndicate Crédit Agricole/HSBC in 2021.

- The pledge of Icape France, Cipem France and Idelec securities when the €12.8 million loan was set up with the banking syndicate Crédit Agricole, HSBC, BNP and Crédit du Nord in 2022.

6.3. Contingent liabilities

None.

6.4. Related parties

None.

6.5. Workforce

	31/12/2022	31/12/2021
Work-study workforce	5	11
Temporary workforce	7	9
Permanent workforce	614	541
Total workforce	**626**	**561**

6.6. Statutory Auditors' fees paid by the Group

	31/12/2022						
	KPMG			BM&A			
(In thousands of euros)	KPMG	Member of the network	Total KPMG	BM&A	Member of the network	Total BM&A	Other
Auditing, certification, review of individual and consolidated accounts	117	50	167	49	6	55	82
Services other than auditing	16		16	23	13	36	
Total Fees	**133**	**50**	**183**	**72**	**19**	**91**	**82**

6.7. Subsequent events

On 14 February 2023, the Group acquired 100% of the share capital of Fimor Electronics, a French company specializing in the trading of customised technical parts, an activity which represents 80% of its turnover. The company also has a factory specialized in the manufacture of human-machine interface solutions, which is the second activity of the Company and generates 20% of its annual turnover. The company has a portfolio of 350 customers, mainly in the medical, automotive, high-tech and telecommunications sectors.

7. LIST OF CONSOLIDATED COMPANIES

Entities	31/12/2022 Interest rate	Control rate	Method of consolidation	31/12/2021 Interest rate	Control rate	Method of consolidation
CIPEMFRANCE	100.00%	100.00%	FC	100.00%	100.00%	FC
CIPEMHK	100.00%	100.00%	FC	100.00%	100.00%	FC
CIPEM USA	100.00%	100.00%	FC	100.00%	100.00%	FC
GIEICAPE	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPECALIFORNIA	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEBRAZILHK	-	-	NC	100.00%	100.00%	FC
ICAPEBRAZIL	80.00%	100.00%	FC	80.00%	100.00%	FC
ICAPECHINE	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEFRANCE	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEGMBH	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEHK	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEHOLDING	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEINDIA	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEITALIE	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPERUSSE	80.00%	100.00%	FC	80.00%	100.00%	FC
ICAPEUSA	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE MEXICO	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE SINGAPORE	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE DIVSYS 2	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE IBERICA	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEJAPON	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEPOLSKA	100.00%	100.00%	FC	100.00%	100.00%	FC
IDELECFR	100.00%	100.00%	FC	100.00%	100.00%	FC
IDIVSYSFR	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPEAB	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE TRAX	60.00%	100.00%	FC	60.00%	100.00%	FC
ICAPE SOUTH AFRICA	60.00%	100.00%	FC	60.00%	100.00%	FC
ICAPE NETHERLAND JAPCC	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE CHANG AN EXPRESS	100.00%	100.00%	FC	100.00%	100.00%	FC
ICAPE CANADA	100.00%	100.00%	FC	100.00%	100.00%	FC
GIECIPEM	100.00%	100.00%	FC	-	-	NC
IDK	100.00%	100.00%	FC	-	-	NC
ILUSODABEL	100.00%	100.00%	FC	-	-	NC
SAFA2000	100.00%	100.00%	FC	-	-	NC
MMAB GROUP KFT	100.00%	100.00%	FC	-	-	NC
MALMO MONSTERKORT AB	100.00%	100.00%	FC	-	-	NC
MMAB GROUP AB	100.00%	100.00%	FC	-	-	NC
MMAB GROUP SRO	100.00%	100.00%	FC	-	-	NC
CIPEMGMBH	100.00%	100.00%	FC	-	-	NC

FC: Full consolidation.
NC: Not consolidated.

2. STATUTORY AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

KPMG SA
Tour EQHO
2, Avenue Gambetta
CS 60055
92066 Paris La Défense Cedex,
France

BM&A
11, rue de Laborde
75008 Paris, France

ICAPE HOLDING SA

Statutory Auditors' report on the consolidated financial statements

Financial year ended 31 December 2022
ICAPE HOLDING SA
33, Avenue du Général Leclerc - 92260 Fontenay-aux-Roses, France

KPMG SA
Tour EQHO
2, Avenue Gambetta
CS 60055
92066 Paris La Défense Cedex,
France

BM&A
11, rue de Laborde
75008 Paris, France

ICAPE HOLDING SA

33 Avenue du Général Leclerc - 92260 Fontenay-aux-Roses, France

Statutory Auditors' report on the consolidated financial statements

Financial year ended 31 December 2022

This is a free English-language non-certified translation of the statutory auditor's report on the consolidated financial statements of the Group issued in French and it is provided solely for the convenience of English speaking users.

To the General Shareholders' Meeting of ICAPE HOLDING S.A.,

Opinion

In compliance with the assignment entrusted to us by your General Shareholders' Meeting, we have audited the consolidated financial statements of ICAPE HOLDING S.A. for the financial year ended 31 December 2022, as attached to this report.

We certify that the consolidated financial statements are, in accordance with IFRS as adopted by the European Union, regular and fair and give a true and fair view of the results of operations for the past financial year as well as of the financial position and assets of the group consisting of the persons and entities included in the consolidation, at the end of this financial year.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the information we have collected is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of this report.

Independence

We carried out our audit engagement in compliance with the independence rules provided for by the French Commercial Code and the French Code of Ethics (Code de déontologie) for Statutory Auditors, over the period from 1 January 2022 to the date of our report.

Justification of assessments

Pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following assessments which, in our professional judgement, were the most significant for the audit of the consolidated financial statements for the financial year.

These assessments were made in the context of the audit of the consolidated financial statements taken as a whole and the formation of our opinion expressed above. We do not express an opinion on these consolidated financial statements taken in isolation.

<u>Measurement of goodwill, intangible assets and property, plant and equipment</u>

Goodwill, other intangible assets and intangible assets were tested by Management in accordance with the procedures described in Note 2.5.4 to the consolidated financial statements.

As part of our assessment of the significant estimates used for the closing of the financial statements, we took note of the procedures implemented within the Group to carry out the impairment tests, we assessed the consistency and relevance of the approach used by Management to determine the cash-generating units, the level at which the asset impairment tests are carried out and we examined that the assumptions that led to the determination of the value of the assets of the cash-generating units were appropriate.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group provided in the Board of Directors' management report.

We have no matters to report as to its fair presentation and consistency with the consolidated financial statements.

We certify that the consolidated formal statement of non-financial performance required by Article L. 225-102-1 of the French Commercial Code is included in the information relating to the group given in the management report, it being specified that, in accordance with the Article L. 823-10 of this Code, the information contained in this statement has not been verified by us as fair or consistent with the consolidated financial statements and must be the subject of a report by an independent third party.

Responsibilities of management and those charged with governance for the consolidated financial statements

It is the responsibility of management to prepare the consolidated financial statements that present a true and fair view in accordance with IFRS as adopted by the European Union and to implement the internal control that it deems necessary to prepare consolidated financial statements that are free from material misstatement, whether due to fraud or error.

When preparing the consolidated financial statements, it is the responsibility of management to assess the Company's ability to continue as a going concern, to present in these financial statements, where applicable, the necessary information relating to the going concern and to apply the going concern accounting policy, unless it is planned to liquidate the company or cease its activity.

The consolidated financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors for the audit of the consolidated financial statements

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance corresponds to a high level of assurance, but does not guarantee that an audit conducted in accordance with professional standards will systematically detect any material misstatement. Misstatements may arise from fraud or error and are considered material when they can reasonably be expected, taken individually or in combination, to influence the economic decisions that users of the financial statements take based on these statements.

As specified by Article L. 823-10-1 of the French Commercial Code, our mission of certifying the financial statements does not consist in guaranteeing the viability or the quality of the management of your company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises their professional judgment throughout the audit. In addition:

• they identify and assess the risks that the consolidated financial statements contain material misstatements, whether due to fraud or error, define and implement audit procedures to address these risks, and collect evidence that they consider sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of a material misstatement resulting from an error, because fraud can involve collusion, forgery, willful omissions and misrepresentation or circumvention of internal control;

• they examine the internal control relevant to the audit in order to define audit procedures appropriate in the circumstances, and not for the purpose of expressing an opinion on the effectiveness of the internal control;

• they assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information provided in the consolidated financial statements;

• they assess the appropriateness of management's application of the going concern accounting policy and, depending on the elements collected, the existence or not of a material uncertainty related to events or circumstances likely to call into question the Company's ability to continue as a going concern. This assessment is based on the information collected up to the date of its report, it being noted, however, that subsequent circumstances or events could call into question the going concern. If they conclude that a material uncertainty exists, they draw the attention of the readers of their report to the information provided in the consolidated financial statements about this uncertainty or, if such information is not provided or is not relevant, they issue a certification with reservation or a refusal to certify;

• they assess the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements reflect the underlying transactions and events in such a way as to give a true and fair view;

• concerning the financial information of the persons or entities included in the scope of consolidation, they collect the elements that they consider sufficient and appropriate to express an opinion on the consolidated financial statements. They are responsible for the management, supervision and performance of the audit of the consolidated financial statements as well as the opinion expressed thereon.

Statutory Auditors

Paris La Défense, 5 April 2023	Paris, 5 April 2023
KPMG S.A.	BM&A
Rémi Toulemonde Partner	Eric Seyvos Partner

PARENT COMPANY FINANCIAL STATEMENTS

1. ANNUAL FINANCIAL STATEMENTS AS OF DECEMBER 31, 2022

SA ICAPE HOLDING

33, Avenue DU GÉNÉRAL LECLERC 92260 FONTENAY-AUX-ROSES, France

Brochure from **01/01/2022** to **31/12/2022**

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ANNUAL FINANCIAL STATEMENTS

- BALANCE SHEET ASSETS -

ICAPE HOLDING

from 01/01/2022 to 31/12/2022

	N			N-1
	Gross	Amortisation, depreciation and Provisions	Net	
CAPITALISED ASSETS				
Capital subscribed but not called				
Property, plant and equipment (1)				
Startup costs				
Development costs				
Concessions, patents and similar rights	10,354	9,333	1,020	
Goodwill				
Other intangible assets				105,717
Advances and deposits on intangible assets				
Property, plant and equipment				
Land				
Buildings				
Technical installations, equipment and industrial tooling				
Other property, plant and equipment	856,179	706,123	150,056	164,276
Non-current assets in progress				32,010
Advances and deposits				
Non-current financial assets (2)				
Equity investments assessed according to the equity method				
Other equity investments	31,325,419	1,331,934	29,993,486	12,561,674
Receivables related to equity investments				
Other long-term investments				
Loans				
Other non-current financial assets	292,482		292,482	93,876
TOTAL CAPITALISED ASSETS	**32,484,434**	**2,047,391**	**30,437,044**	**12,957,553**
CURRENT ASSETS				
Stock				
Raw materials and other supplies				
Work-in-progress of goods				
Work-in-progress of services				
Intermediate and finished products				
Goods				
Advances and deposits paid on orders				445,471
Receivables (3)				
Trade receivables	1,425,746		1,425,746	2,079,792
Other receivables	23,838,633	458,591	23,380,043	11,234,226
Capital subscribed and called, not paid				
Cash				
Marketable securities				
Cash and cash equivalents	776,459		776,459	1,713,688
Accrual accounts				
Prepaid expenses	89,309		89,309	144,286
Loan issuance charges to be amortised	239,560		239,560	
Bond redemption premiums				
Translation differences - assets	389		389	177,854
TOTAL CURRENT ASSETS	**26,370,095**	**458,591**	**25,911,505**	**15,795,318**
TOTAL ASSETS	**58,854,529**	**2,505,981**	**56,348,548**	**28,752,871**

References:
(1) O/w right of use:
(2) O/w portion at less than one year:
(3) O/w portion at more than one year:

- BALANCE SHEET LIABILITIES -

ICAPE HOLDING

from 01/01/2022 to 31/12/2022

	N	N-1
SHAREHOLDERS' EQUITY		
Share capital (of which paid up: 3,235,272.8)	3,235,273	2,290,860
Share issue, merger, contribution premiums	16,911,615	327,037
Revaluation differences		
Legal reserve	300,837	300,837
Statutory or contractual reserves		
Regulated reserves		
Other reserves	4,936,671	
Retained earnings	645,245	4,936,671
Net profit (loss) for the year	(2,409,519)	645,245
Net position	**23,620,122**	**8,500,650**
Investment grants		
Regulated provisions	196,341	110,831
TOTAL SHAREHOLDERS' EQUITY	**23,816,462**	**8,611,481**
OTHER EQUITY		
Income from issues of participative securities		
Conditional advances		
Dedicated funds on operating grants		
Dedicated funds on designated gifts		
Dedicated funds on donations and bequests		
TOTAL OTHER EQUITY		
PROVISIONS		
Provisions for risks	389	177,854
Provisions for expenses		
TOTAL PROVISIONS	**389**	**177,854**
LIABILITIES (1)		
Convertible bonds		
Other bonds		
Borrowings and debts from credit institutions (2)	12,853,478	9,145,773
Borrowings and financial debt (3)	12,587,063	8,073,709
Advances and deposits received on current orders		
Trade payables and related accounts	1,021,703	863,984
Tax and social liabilities	2,247,655	1,419,849
Debt on non-current assets and related accounts	3,811,657	41,697
Other debts	5,246	418,466
Deferred income		
TOTAL LIABILITIES	**32,526,802**	**19,963,478**
Conversion differences - liabilities	4,895	57
TOTAL LIABILITIES	**56,348,548**	**28,752,871**
References:		
(1) Debt:		
More than one year	10,971,429.00	5,415,220.00
Less than one year	21,555,373.00	14,548,258.00
(2) O/w bank account overdrafts and bank account credit balances:		
(3) O/w participative loans:		

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- INCOME STATEMENT -

ICAPE HOLDING

from 01/01/2022 to 31/12/2022

	France	Export	Total	N-1
Operating income	**France**	**Export**		
Sales of goods				
Production sold - goods				
Production sold - services	4,569,176		4,569,176	3,489,117
Net revenue	**4,569,176**		**4,569,176**	**3,489,117**
Inventoried production				
Capitalised production				
Operating grants			6,667	17,333
Reversals on amortisation, depreciation and provisions, transfers of expenses			43,471	21,608
Other income			95,888	20,054
Total operating income I (1)			**4,715,202**	**3,548,113**
Operating expenses				
Purchases of goods (including customs duties)				
Change in inventories (goods)				
Purchases of raw materials and other supplies				
Change in inventories (raw materials and supplies)				
Other purchases and external expenses (3)			2,806,506	1,691,896
Taxes, duties and similar payments			116,762	103,750
Wages and salaries			2,404,791	2,163,330
Social security expenses			1,086,293	892,210
Operating provisions on non-current assets -allocations to amortisation and depreciation			90,355	79,957
Operating provisions on non-current assets - allocations to provisions				
Operating provisions on current assets: allocations to provisions				
Operating provisions for risks and charges: allocations to provisions				
Other expenses			298,246	45,692
Total operating expenses II (2)			**6,802,954**	**4,976,836**
OPERATING PROFIT (LOSS) (I - II)			**(2,087,752)**	**(1,428,723)**
Joint operations				
Profit allocated or loss transferred III				
Loss supported or profit transferred IV				
Financial income				
Financial income from equity investments (5)			2,377,104	1,996,991
Income from other marketable securities and receivables from non-current assets (5)			424,981	171,568
Other interest received and similar income (5)			2,319	
Reversals on provisions and transfers of expenses			177,854	
Foreign exchange gains			56,567	
Net income from disposals of marketable securities				
Total financial income (V)			**3,038,825**	**2,168,559**
Financial expenses				

- INCOME STATEMENT -

ICAPE HOLDING

from 01/01/2022 to 31/12/2022

	Total	N-1
Financial allocations to amortisation, depreciation and provisions	1,736,104	177,854
Interest and similar expenses (6)	530,388	226,495
Foreign exchange losses	578,463	25,956
Net expenses on disposals of marketable securities	4,317	
Total financial expenses (VI)	**2,849,272**	**430,305**
NET FINANCE PROFIT (LOSS) (V) - (VI)	**189,553**	**1,738,254**
PROFIT (LOSS) FROM CONTINUING OPERATIONS BEFORE TAX (I - II + III - IV + V - VI)	**(1,898,199)**	**309,531**
Non-recurring income		
Non-recurring income on management operations		
Non-recurring income on equity transactions	99,739	1,877
Reversals on provisions and transfers of expenses		
Total non-recurring income (VI)	**99,739**	**1,877**
Non-recurring expenses		
Non-recurring expenses on management operations	804,739	69,017
Non-recurring expenses on equity transactions	92,815	877
Non-recurring allocations to amortisation, depreciation and provisions	85,510	37,423
Total non-recurring expenses (VI)	**983,064**	**107,316**
NON-RECURRING PROFIT (LOSS) (VI-VII)	**(883,325)**	**(105,439)**
Employee profit sharing		
Income tax	(372,005)	(441,154)
PROFIT OR LOSS	**(2,409,519)**	**645,245**
References:		
(1) O/w Operating income from previous financial years:		
(2) O/w Operating expenses from previous financial years:	37,421.00	
(3) O/w equipment finance lease:		
(3) O/w property finance lease:		
(5) O/w income from related companies:		
(6) O/w interest from related companies:		

ICAPE HOLDING

Notes to the Financial statements for the financial year ended 31/12/2022

Notes to the balance sheet before distribution of the financial year ended 31/12/2022, for which the total is €56,348,548 and to the income statement for the financial year presented in the form of a list, showing a net accounting loss of -€2,409,519.

Financial year of a duration of 12 months, covering the period from 01/01/2022 to 31/12/2022.
The notes or tables below are an integral part of the annual financial statements.

Highlights of the financial year

Significant events:

The Board of Directors' meeting of 7 January 2022 recorded a capital increase of 1,210 shares, i.e. €12,100.

The General Shareholders' Meeting of 12 April 2022:

- Resolved to reduce the nominal value of the shares, by dividing the par value by 25 from €10 to €0.40
- Approved the admission of its shares to trading on the EURONEXT GROWTH PARIS market.

The Company completed its initial public offering on Euronext Growth on 11 July 2022 resulting in a capital increase of €944 thousand along with a share premium of €16,585 thousand.

The Company decided during its Board of Directors' meeting of 12 December 2022 to:

- End its activity in Russia, and has begun negotiations with the local management for a takeover of the operations of the subsidiary, Icape Rus.
- Divest from the electronic card assembly business operated by the subsidiaries Divsys US. A disposal mandate to a merchant bank was issued and negotiations with potential buyers have begun.

On 29 August 2022, the Company acquired the entire share capital of Mon Print, a major supplier of printed circuit solutions in Denmark, with revenue of €1.6 million in 2022. This acquisition allows it to offer close proximity to its industrial customers by partnering with a local player, guaranteeing a high quality of service.

On 14 September 2022, the Company acquired 100% of the share capital of Lusodabel, one of the main suppliers of printed circuit board solutions in Portugal and Spain, with revenue of €6.6 million in 2022. This acquisition enables it to consolidate its position in the Iberian Peninsula.

Lastly, on 5 December 2022, the Company acquired 100% of the share capital of MMAB Group, a Swedish producer and distributor of printed circuit boards, with revenue of €12 million in 2022 and which has a base of 200 active customers in the automotive, rail, defence and medical industries. This significant acquisition allows it to consolidate its presence in Northern Europe, while continuing its industrial policy with a new production plant based in Europe.

Subsequent events:

On 14 February 2023, the Company acquired 100% of the share capital of Fimor Electronics, a French company specialising in the trading of customised technical parts, an activity which represents 80% of its revenue. The company also has a factory specialising in the manufacturing of human-machine interface solutions, which is the company's second-largest activity and generates 20% of its annual revenue. The company has of a portfolio of 350 customers, mainly from the medical, automotive, high technology or telecommunications sectors.

Accounting principles, rules and methods:

The annual financial statements were approved in accordance with the provisions of the French Commercial Code and the ANC regulation no. 2018-07 updated for the different supplementary regulations at the date of preparation of the said annual financial statements.

The rules have been applied in compliance with the principle of prudence, pursuant to the basic assumptions:

- Going concern,
- Consistency of accounting methods from one financial year to another,
- Independence of financial years, in accordance with the general rules for preparing and presenting annual financial statements.

The basic method selected for valuing the accounting items is the historical cost method.

The accounting rules and methods and/or assessment methods applicable to the different items in the balance sheet and income statement are described below. Only significant information is expressed. Unless otherwise stated, amounts are expressed in euros.

Information relating to the balance sheet

ASSETS

Non-current assets

Property, plant and equipment and Intangible assets:

Property, plant and equipment and intangible assets are assessed at their acquisition cost for assets acquired in return for payment, at their production cost for assets produced by the company, at their current value for assets acquired free of charge or by way of an exchange.

The cost of non-current assets consists of its purchase price, including customs duties and non-recoverable taxes after deductions of reductions, trade discounts and rebates, and all directly attributable costs incurred to put the asset into place and in working order according to the planned use. Transfer rights, fees or commissions and legal costs related to the acquisition are not attached to this acquisition cost. All costs that are not part of the acquisition price of the non-current asset and that cannot be directly attached to the costs required to put the asset into place and in working order according to the planned use, are recognised in expenses.

Amortisation and depreciation are calculated according to straight-line or declining balance methods according to the planned lifetime. Impairment is recognised when the value of an asset is less than the net carrying amount.

Main Movements during the financial year:

Intangible assets and Property, Plant and Equipment	Gross value Start of the financial year	Increases		Decreases		Gross values End of the financial year
		Revaluation	Acquisition	Transfers	Disposals/ Scrap	
Startup and development costs	-	-	-	-	-	-
Other intangible assets	115,020	-	1,050	-	105,717	10,354
Total intangible assets (I)	**115,020**	**-**	**1,050**	**-**	**105,717**	**10,354**
Land	-	-	-	-	-	-
Buildings	-	-	-	-	-	-
Technical installations, equipment and industrial tooling	-	-	-	-	-	-
General installations, fixtures and fittings	471,922	-	114,163	-	64,683	521,402
Transport equipment	6,406	-	23,743	-	14,597	15,553
Office and IT equipment, furniture	302,473	-	32,635	-	15,884	319,224
Reusable packaging and miscellaneous	-	-	-	-	-	-
Property, plant and equipment in progress	32,010	-	-	-	32,010	-
Advances and deposits	-	-	-	-	-	-
Total property, plant and equipment (II)	**812,812**	**-**	**170,541**	**-**	**127,173**	**856,179**
General Total (I + II)	**927,832**	**-**	**171,591**	**-**	**232,890**	**866,533**

Amortisation and Depreciation:

Amortisation and Depreciation	Start of the financial year	Increases	Decreases	End of the financial year
		Amortisation and depreciation	Amortisation and depreciation	
Startup and development costs (Total I)	**-**	**-**	**-**	**-**
Other intangible assets (Total II)	**9,304**	**30**	**-**	**9,333**
Land	-	-	-	-
Buildings on own land	-	-	-	-
Buildings on others' land	-	-	-	-
Buildings, general installations, fixtures and fittings	-	-	-	-
Technical installations, equipment, and industrial tooling	-	-	-	-
Other property, plant and equipment - general installations, miscellaneous fixtures and fittings	368,216	56,960	1,582	423,594
Other property, plant and equipment - transport equipment	428	2,107	264	2,271
Other property, plant and equipment - office and IT equipment, furniture	247,881	27,689	503	275,068
Other property, plant and equipment - reusable packaging and miscellaneous	-	-	-	-
Total Amortisation and Depreciation Property, plant and equipment (Total III)	**616,526**	**86,755**	**2,348**	**700,933**
General TOTAL	**625,830**	**86,785**	**2,348**	**710,266**

Depreciation terms

The depreciation term selected by simplification is the duration of use for assets that cannot be decomposed at the origin.

Non-current assets	Method	Duration
Concessions, software and patents	Linear/Declining balance	3 to 5 years
IT equipment	Linear/Declining balance	3 years
Transport equipment	Linear/Declining balance	4 to 5 years
Office equipment	Linear/Declining balance	5 to 10 years
Furniture	Linear/Declining balance	5 to 10 years
General installations	Linear/Declining balance	5 to 10 years

At the reporting date, the Company assesses using all internal and external information at its disposal, whether there are indices showing that the assets have significantly lost value.

The Company carries out derogatory depreciation in order to benefit from tax deductions on depreciation with regard to non-current assets for which the duration of accounting use is longer than the tax usage period.

Depreciation Capitalised Assets:

Depreciation Capitalised Assets		Start of the financial year	Increases	Decreases	End of the financial year
			Depreciation and Amortisation	Depreciation and Amortisation	
Intangible assets		-	-	-	-
Property, plant and equipment		-	5,191	-	5,191
Financial	Securities accounted for by the equity method	-	-	-	-
	Equity investments	60,000	1,271,934	-	1,331,934
	Other non-current financial assets	-	-	-	-
	TOTAL	**60,000**	**1,277,125**	**-**	**1,337,125**

Details on items Capitalised Assets:

Non-current financial assets:

Financial assets are recognised at their initial cost. An impairment loss is recognised when the inventory value falls below the nominal value.
The value retained for assessing subsidiaries, as part of the determination of provisions, is the value in use.

Non-current financial assets	Gross value Start of the financial year	Increases		Decreases		Gross values End of the financial year
		Revaluation	Acquisition	Transfers	Disposals/Scrap	
Equity investments assessed according to equity method	-	-	-	-	-	-
Other equity investments	12,621,674	-	18,703,745	-	-	31,325,419
Other long-term investments	-	-	-	-	-	-
Loans & Other Non-current financial assets	93,876	-	198,606	-	-	292,482
General Total	**12,715,550**	**-**	**18,902,351**	**-**	**-**	**31,617,901**

Subsidiaries and Equity investments:

Subsidiaries	Capital	Shareholders ' equity excluding K	Share of capital held	Carrying Amount Securities held (Gross)	Carrying Amount Securities held (net)	Revenue	Result financial year	Loans and advances granted	Dividends paid
ICAPECALIFORNIA	46,878	-634,327	100%	45,829	-	90,867	(90,998)	376,880	-
ICAPEBRAZIL	125,245	82,329	80%	230,000	230,000	774,589	89,645	36,440	-
ICAPEUSA	192,200	(31,374)	100%	152,777	152,777	16,471,074	292,261	1,569,956	-
ICAPE MEXICO	2,397	(837,136)	100%	2,481	2,481	408,539	(121,071)	405,862	-
ICAPE CANADA	69	(12,807)	100%	2,289	2,289	-	(12,738)	56,692	-
ICAPEBRAZILHK	-	-	100%	4,761	-	-	-	-	-
ICAPECHINE	501,004	67,272	100%	508,027	508,027	11,238,292	360,705	-	-
ICAPEHK	136,749	2,052, 572	100%	105,003	105,003	43,178,309	1,971,437	-	(2,377,104)
ICAPEINDIA	70,772	(205,514)	100%	75,191	75,191	98,421	34,034	51,903	-
ICAPE SINGAPORE	48,951	(301,476)	100%	44,100	-	-	14,377	80,356	-
ICAPEJAPON	71,093	(330,466)	100%	83,640	83,640	54,210	(118,132)	170,246	-
ICAPE CHANG AN EXPRESS	-	130,442	100%	41,697	41,697	2,858,789	130,442	-	-
ICAPEGMBH	25,000	123,278	100%	25,000	25,000	26,333,296	444,054	5,323,743	-
ICAPERUSSE	44,380	(6,867)	80%	60,000	-	3,079,350	(180,380)	-	-
ICAPEPOLSKA	10,682	(306,574)	100%	10,966	10,966	1,345,300	(123,388)	256,091	-
IDK	92,786	124,331	100%	1,252,500	1,252,500	1,553,373	202,125	-	
MMAB GROUP AB	4,993	1,027,520	100%	10,010,847	10,010,847	476,223	151,160	2,023,195	-
ICAPEAB	208,760	(635,421)	100%	222,976	222,976	2,056,845	(327,235)	134,969	-
ICAPE NETHERLAND JAPCC	18,000	1,328,389	100%	3,244,541	3,244,541	4,486,145	471,146	-	-
ICAPE IBERICA	50,000	(4,458)	100%	56,000	56,000	5,190,303	95,607	1,007,615	-
ILUSODABEL	29,928	2,906,670	100%	5,700,000	5,700,000	6,574,340	721,188	-	
ICAPEITALIE	150,000	171,781	100%	227,360	227,360	6,708,247	258,100	-	-
IDELECFR	40,000	677,267	100%	4,773,727	4,773,727	4,550,326	269,836	-	-
ICAPEFRANCE	53,000	2,972,350	100%	2,098,000	2,098,000	45,742,985	1,217,061	-	-
CIPEMHK	6,047	804,356	100%	4,906	4,906	9,621,901	430,365	-	-
CIPEM USA	46,878	252,589	100%	44,715	44,715	4,938,276	203,759	534,917	-
CIPEMFRANCE	133,000	(1,741,416)	100%	201,010	201,010	12,585,190	(65,494)	1,587,481	-

ICAPE DIVSYS USA	1,125,070	(4,145,501)	100%	1,177,244	-	6,360,856	(1,128,679)	4,630,784	-
IDIVSYS FR	100,000	(574,093)	100%	100,000	100,000	69,386	(303,605)	296,476	-
ICAPE TRAX	17	485,741	60%	420,739	420,739	2,077,234	(790,750)	1,046,100	-
ICAPE SOUTH AFRICA	6	314,504	60%	399,095	399,095	1,590,392	88,683	-	-
TOTAL				31,325,419	29,993,485			19,589,704	(2 ,377,104)

The securities of ICAPE RUSSIA, ICAPE CALIFORNIA, ICAPE SINGAPORE, ICAPE BRAZIL HK and DIVSYS USA are impaired at 100%.

Other Equity investments:

	Carrying amount Securities held (Gross)	Carrying amount Securities held (Net)	Loans and advances granted	Sureties	Dividends collected
Subsidiaries held from 10% to 50%	NONE				

Receivables

The loans, deposits and others receivables have been assessed at their nominal value. Impairment is recognised when the inventory value is lower than the carrying amount.

Statement of Receivables:

Receivables are as follows:

STATEMENT OF RECEIVABLES		Gross Amount	Less than 1 year	More than 1 year
Receivables related to equity investments		-	-	-
Loans		-	-	-
Other non-current financial assets		292,482	-	292,482
Doubtful or disputed trade receivables		-	-	-
Other trade receivables		1,425,746	1,425,746	-
Receivables representative of securities loaned or used as collateral, previously recognised		-	-	-
Personnel and related accounts		43,401	43,401	-
Social security and other social organisations		-	-	-
State and public local authorities	Income tax	48,481	48,481	-
	Value-added tax	473,648	473,648	-
	Other taxes, duties and similar payments	-	-	-
	Miscellaneous	1,251	1,251	-
Group and associates		23,198,590	23,198,590	-
Sundry debtors		73,263	73,263	-
Prepaid expenses		89,309	89,309	-
Totals		**25,646,170**	**25,353,688**	**292,482**
Loans granted during the financial year		**-**		
Repayments obtained during the financial year		**-**		
Loans and advances granted to associates (individuals)		**-**		

Accrued income:

Label	Operations	Financial	Non-recurring
TRADE PAYABLES NOT YET INVOICED	9,149		
INTEREST CCT RECEIVABLE		898,548	

Prepaid expenses:

Label	Operations	Financial	Non-recurring
PREPAID EXPENSES	89,309		

LIABILITIES

Shareholders' equity:

At 31 December 2021, Icape Holding's share capital amounted to €2,290,860. It comprises 2,290,860 ordinary shares of a par value of €10.

On 7 January 2022, a capital increase of 1,210 shares was carried out through the exercise of share subscription warrants.

On 12 April 2022, by decision of the Board of Directors, the nominal value of the share was divided by 25 to €0.40. The share capital amounts to 5,757,400 shares of €0.40 or €2,302,960.

On 8 July 2022, a capital increase of 1,003,000 new shares issued with an issue premium of €16.55 as part of the IPO as well as a capital increase of 1,306,475 new shares issued through the conversion of share subscription warrants.

On 12 August, a capital increase of 21,307 new shares with an issue premium of €16.55 as part of the exercise of the over-allotment clause.

At 31 December 2022, the share capital consisted of 8,088,182 shares with a par value of €0.40.

Composition of the share capital	Number	Nominal value
Equities or shares comprising the share capital at the start of the financial year	229,086	10.00
Equities or shares issued during the financial year	2,331,992	
Equities or shares created during the decrease in nominal value	5,527,104	
Decrease in the nominal value of equities or shares		0.40
Equities or shares comprising the share capital at the end of the financial year	8,088,182	0.40

Label	Balance at Opening	appropriation of earnings	Other variations +	Other variations -	Balance at Closing
Share capital	2,290,860		944,413		3,235,273
Share issue, merger, contribution premiums			16,911,615		16,911,615
Legal reserve	300,837				300,837
Statutory, contractual reserves	-				-
Regulated reserves	-				-
Other reserves	-		4,936,671		4,936,671
Retained earnings	4,936,671	645,245			645,245
Profit (loss) for the financial year	645,245				(2,409,519)

The company holds 12,686 (i.e. 0.15%) of its own shares.

Provisions for Risks and Expenses:

Provisions for risks and expenses	Amount at the start of the financial year	Increases: provisions	Decreases: Reversals	Amount at the end of the financial year
I - Regulated provisions				
Provisions for reconstitution of mining and oil deposits	-	-	-	-
Provisions for investment (Art. 237 bis A-II of the French General Tax Code)	-	-	-	-
Provisions for price increases	-	-	-	-
Derogatory depreciation	110,831	85,510	-	196,341
- O/w exceptional increases of 30%	-	-	-	-
Provisions for installation loans (Art. 39 quinquies H of the French General Tax Code)	-	-	-	-
Other regulated provisions	-	-	-	-
TOTAL I	110,831	85,510	-	196,341
II - Provisions for risks and expenses				
Provisions for litigation	-	-	-	-
Provisions for guarantees given to customers	-	-	-	-
Provisions for losses on forward markets	-	-	-	-
Provisions for fines and penalties	-	-	-	-
Provisions for foreign exchange losses	177,854	389	177,854	389
Provisions for pensions and similar obligations	-	-	-	-
Provisions for taxes	-	-	-	-
Provisions for renewal of non-current assets	-	-	-	-
Provisions for major maintenance and overhauls	-	-	-	-
Provision for social security and tax expenses on paid leave	-	-	-	-
Other provisions for risks and expenses	-	-	-	-
TOTAL II	110,831	85,510	-	196,341
III - Provisions for depreciation				
On non-current assets:				
- intangible assets	-	-	-	-
- property, plant and equipment	-	5,191	-	5,191
- securities accounted for by the equity method	-	-	-	-
- equity investments	60,000	1,271,934	-	1,331,934
- other non-current financial assets	-	-	-	-
On inventories and work-in-progress	-	-	-	-
On trade payables	-	-	-	-
Other provisions for depreciation	-	458,591	-	458,591
TOTAL III	60,000	1,735,715	-	1,795,715
GENERAL TOTAL	348,685	1,821,614	177,854	1,992,444
O/w provisions and reversals				
- Operating		-	-	
- Financial		1,736,104	177,854	
- Non-recurring		85,510	-	

Retirement commitment:

The Company's collective agreement provides for end-of-career indemnities. It has not signed any specific agreements.

The corresponding commitments are fully disclosed in this note.

The retirement departure indemnity is determined by applying a method that takes into account projected end-of-career salaries, staff turnover, life expectancy and discounting assumptions for foreseeable payments.

The actuarial assumptions selected are as follows:

- Discount rate: 3.2%

- Salary growth rate: 1.5%

- Age of retirement departure: 62 years

- Staff turnover rate: 1%

Amount of commitments taken in terms of pensions, supplementary pensions and similar indemnities: €147,707.

For defined benefit plans, ANC Regulation 2013-02 applies.

Statement of liabilities:

Assessment of liabilities: Liabilities have been assessed at their nominal value

In 2022, a banking syndicate comprising Credit Agricole (CA), HSBC, BNP and Credit du Nord was set up to refinance the debts of Icape Holding in the amount of €12.8 million in order to finance its external growth.

This loan includes an obligation to comply with two financial ratios on the consolidated financial statements:

- Financial leverage determined as follows: Consolidated net debt in relation to consolidated Current EBITDA.

- Debt service coverage determined as follows: Free Cash Flow in relation to the debt servicing.

At 31 December 2022, these two ratios were met.

STATEMENT OF LIABILITIES	Gross Amount	Less than 1 year	+ 1 year, up to 5 years	Over 5 years
Convertible bonds	-	-	-	-
Other bonds	-	-	-	-
Borrowings and debts from credit institutions up to 1 year at the origin	-	-	-	-
Borrowings and debts from credit institutions at over 1 year at the origin	12,853,478	1,882,049	7,314,286	3,657,143
Miscellaneous borrowings and financial debt	-	-	-	-
Trade payables and related accounts	1,021,703	1,021,703	-	-
Personnel and related accounts	1,078,700	1,078,700	-	-
Social security and other organisations	878,859	878,859	-	-
Income tax	-	-	-	-
VAT	134,737	134,737	-	-
Guaranteed bonds	-	-	-	-
Other taxes and charges	155,359	155,359	-	-
Amounts payable on non-current assets and related accounts	3,811,657	3,811,657	-	-
Group and associates	12,587,063	12,587,063	-	-
Other debts	5,246	5,246	-	-
Debt representative of securities borrowed or used as collateral	-	-	-	-
Deferred income	-	-	-	-
TOTALS	**32,526,802**	**21,555,373**	**7,314,286**	**3,657,143**
Loans subscribed during the financial year	12,800,000			
Loans reimbursed during the financial year	9,145,773			
Borrowings and debts contracted from of associates (individuals)	-			

Accrued expenses:

Accrued expenses:		Amount
Paid leave	Paid leave	72,317
	Social security expenses	31,886
	Tax expenses	-
Accrued Interest	Borrowings and Debt	-
	Debt to Group equity investments	-
	Debt to equity investments outside the Group	-
	Debt to affiliated companies	-
	Suppliers	-
	Partners	457,464
	Banks	-
	Overdrafts	-
Other expenses	Invoices yet to be received	242,177
	Rebates Discounts Refunds, Accrued credit notes	5,246
	Employee shareholding	-
	Personnel	1,006,383
	Social organisations	403,679
	Other tax expenses	40,131
	Miscellaneous	-
	Total	**2,259,283**

Assessment of receivables and debts in currencies:

When assets are acquired in a foreign currency, the conversion rate used is the exchange rate on the entry date or, where applicable, the date of the hedge if it was taken out before the transaction. The costs incurred to set up the hedges are also included in the acquisition cost. Debts, receivables and cash in foreign currencies are shown in the balance sheet at their exchange value at the end of the financial year. The difference resulting from the discounting of debts and receivables in foreign currencies at this last rate is recorded in the balance sheet as a translation difference.

Unrealised foreign exchange losses that are not compensated are subject to a provision for risks, in full, according to the regulatory terms and conditions.

Income statement

Revenue:

		Revenue Excl. Tax France	Revenue Excl. Tax Export and intra-community	Total
Goods		-	-	-
Production	Goods	-	-	-
	Services	2,220,856	2,348,320	4,569,176
Total revenue		2,220,856	2,348,320	**4,569,176**

Transfers of Expenses:

	Financial year N	Financial year N-1
Transfers of expenses	43,471	21,608

Net finance income (expense)

	Financial year N	Financial year N-1
Financial income from Equity investments	2,377,104	1,996,991
Income from other securities and receivables from capitalised assets	424,981	171,568
Other interest and similar income	2,319	-
Reversals on provisions and transfers of expenses	177,854	-
Foreign exchange gains	56,567	-
Net income from disposals of marketable securities	-	-
Total Financial income	**3,038,825**	**2,168,559**
Depreciation, amortisation and provisions	1,736,104	177,854
Negative foreign exchange difference on receivables and financial debts	578,463	25,956
Interest and similar expenses	530,388	226,495
Net expenses on disposals of marketable securities	4,317	-
Total financial expenses	**2,849,272**	**430,305**
Net finance income (expense)	**189,553**	**1,738,254**

Non-recurring profit (loss):

Non-recurring income and expenses takes into account items that are not related to the Company's normal business.

Non-recurring expenses and fees related to the IPO amounted to -€737 thousand recorded in other non-recurring expenses.

	Financial year N	Financial year N-1
Other non-recurring income from management operations	-	-
Non-recurring income from equity transactions	99,739	1,877
Reversals of provisions for risks and expenses	-	-
Total non-recurring income	**99,739**	**1,877**
Other non-recurring expenses on management operations	804,739	69,017
Non-recurring expenses on equity transactions	92,815	877
Non-recurring allocations to amortisation, depreciation and provisions	85,510	37,423

Total non-recurring expenses	**983,064**	**107,316**
Non-recurring profit (loss)	**(883,325)**	**(105,439)**

Income tax - Tax consolidation:

As from the financial year starting 01/01/2023, SA ICAPE HOLDING is included in the tax consolidation scope of the SA ICAPE HOLDING Group. It acts as head of the group.

Each entity included in the tax consolidation scope bears the same tax expense as if it had not been consolidated. Tax payables and receivables arising from the tax consolidation are recognised respectively as liabilities or assets to the head of the tax group.

Statutory Auditors' fees:

The amount of Statutory Auditors' fees for the legal audit of the individual and consolidated financial statements is €147,000.

	Statutory Auditors 1
Legal audit of the financial statements	147,000
Other services	
Total	147,000

Other specific information:

Identity of the consolidating parent company:

ICAPE HOLDING is the consolidating company.

Average workforce:

The average workforce is:

Category:	Average workforce
Executive	15
Supervisors and technicians	
Workers	2
Total	**17**

Financial commitments given:

- Joint surety granted by Icape Holding as collateral for a real estate lease of €57 thousand.

- Joint surety granted to the ICAPE Planète Bleue Foundation from 2022 by Icape Holding for €150 thousand over 5 years.

Debt commitments with real collateral:

- Pledge of securities accounts of ICAPE, CIPEM and IDELEC as part of the refinancing contract.

2. STATUTORY AUDITOR'S REPORT ON THE ANNUAL FINANCIAL STATEMENTS

KPMG SA
Tour EQHO
2, Avenue Gambetta
CS 60055
92066 Paris La Défense Cedex,
France

BM&A
11, rue de Laborde
75008 Paris, France

ICAPE HOLDING SA

Statutory Auditors' report on the annual financial statements

Financial year ended 31 December 2022
ICAPE HOLDING SA
33, Avenue du Général Leclerc - 92260 Fontenay-aux-Roses, France

KPMG SA
Tour EQHO
2, Avenue Gambetta
CS 60055
92066 Paris La Défense Cedex,
France

BM&A
11, rue de Laborde
75008 Paris, France

ICAPE HOLDING SA

33, Avenue du Général Leclerc - 92260 Fontenay-aux-Roses, France

Statutory Auditors' report on the annual financial statements

Financial year ended 31 December 2022

This is a free English-language non-certified translation of the statutory auditor's report on the financial statements of the Company issued in French and it is provided solely for the convenience of English speaking users.

To the General Shareholders' Meeting of ICAPE HOLDING S.A.,

Opinion

In compliance with the mission entrusted to us by your General Shareholders' Meeting, we have audited the annual financial statements of ICAPE HOLDING S.A. for the financial year ended 31 December 2022, as attached to this report.

We certify that the annual financial statements are, in accordance with French accounting rules and principles, regular and fair and give a true and fair view of the results of operations for the past financial year as well as the financial position and assets of the company at the end of this financial year.

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the information we have collected is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the "Statutory Auditors' Responsibilities for the Audit of the Financial Statements" section of this report.

Independence

We carried out our audit engagement in compliance with the independence rules provided for by the French Commercial Code and the French Code of Ethics (*Code de déontologie*) for Statutory Auditors, over the period from 1 January 2022 to the date of our report.

Justification of assessments

Pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the following assessments which, in our professional judgement, were the most significant for the audit of the annual financial statements.

Equity securities, for which the net amount shown in the balance sheet at 31 December 2022 is €31,325,419, are valued at their acquisition cost and impaired on the basis of their value in use according to the methods described in the notes "Financial assets" and "Subsidiaries and equity interests" to the appendix.

On the basis of the information provided to us, our work consisted in assessing the data on which these values in use are based, in particular in reviewing the update of the profitability outlook for the activities concerned and the achievement of objectives, and in checking the consistency of the assumptions used with the forecast data from the strategic plans drawn up by each of these activities under the control of Senior Management.

These assessments were made in the context of the audit of the annual financial statements taken as a whole and the formation of our opinion expressed above. We do not express an opinion on the elements of these annual financial statements taken in isolation.

Specific verifications

In accordance with professional standards applicable in France, we have also performed the specific verifications required by law and regulations.

Information given in the management report and in the other documents on the financial position and the annual financial statements sent to Shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents on the financial position and the financial statements sent to the shareholders.

We attest to the fair presentation and the consistency with the annual financial statements of the information relating to payment terms mentioned in Article D. 441-6 of the French Commercial Code.

Corporate governance report

We attest that the Board of Directors' report on corporate governance contains the information required by Article L. 225-37-4 of the French Commercial Code.

Other information

In accordance with the law, we have ensured that the various information relating to equity investments and controlling interests has been provided to you in the management report.

Responsibilities of management and those charged with governance for the annual financial statements

It is the responsibility of management to prepare the annual financial statements that present a true and fair view in accordance with French accounting rules and principles and to implement the internal control that it deems necessary to prepare the annual financial statements that are free from material misstatement, whether due to fraud or error.

When preparing the annual financial statements, it is the responsibility of management to assess the Company's ability to continue as a going concern, to present in these financial statements, where applicable, the necessary information relating to the going concern and to apply the going concern accounting policy, unless it is planned to liquidate the company or cease its activity.

The annual financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors for the audit of the annual financial statements

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the financial statements as a whole are free from material misstatement. Reasonable assurance corresponds to a high level of assurance, but does not guarantee that an audit conducted in accordance with professional standards will systematically detect any material misstatement. Misstatements may arise from fraud or error and are considered material when they can reasonably be expected, taken individually or in combination, to influence the economic decisions that users of the financial statements take based on these statements.

As specified by Article L. 823-10-1 of the French Commercial Code, our mission of certifying the financial statements does not consist of guaranteeing the viability or the quality of the management of your company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises their professional judgment throughout the audit. In addition:

• they identify and assess the risks that the annual financial statements contain material misstatements, whether due to fraud or error, define and implement audit procedures to address these risks, and collect information that they consider sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of a material misstatement resulting from an error, because fraud can involve collusion, forgery, willful omissions and misrepresentation or circumvention of internal control;

• they examine the internal control relevant to the audit in order to define audit procedures appropriate in the circumstances, and not for the purpose of expressing an opinion on the effectiveness of the internal control;

• they assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information provided in the annual financial statements;

• they assess the appropriateness of management's application of the going concern accounting policy and, depending on the elements collected, the existence or not of a material uncertainty related to events or circumstances likely to call into question the Company's ability to continue as a going concern. This assessment is based on the information collected up to the date of its report, it being noted, however, that subsequent circumstances or events could call into question the going concern. If they conclude that a material uncertainty exists, they draw the attention of the readers of their report to the information provided in the annual financial statements about this uncertainty or, if this information is not provided or is not relevant, they issue a certification with reservation or a refusal to certify;

• they assess the overall presentation of the annual financial statements and assess whether the financial statements reflect the underlying transactions and events in such a way as to give a true and fair view.

Statutory Auditors

Paris La Défense, 5 April 2023	Paris, 5 April 2023
KPMG SA	BM&A
Rémi Toulemonde	Eric Seyvos
Partner	Partner

REPORT OF THE BOARD OF DIRECTORS SETTING OUT THE DRAFT RESOLUTIONS SUBMITTED TO THE GENERAL SHAREHOLDERS' MEETING

The draft resolutions that will be submitted to shareholders at the Combined Shareholders' Meeting of 16 May 2023 are presented below. Each of the proposed resolutions is preceded by an introductory paragraph setting out the terms and reasons.

Resolutions within the remit of the Ordinary Shareholders' Meeting

Resolutions 1 to 5 - Financial statements for the 2022 financial year and allocation of income
The **first resolution** concerns the approval of the annual parent company financial statements. The net accounting loss for the 2022 financial year amounts to (2,409,519) euros. Detailed comments on the annual financial statements are included in the Annual Financial Report.

The **second resolution** concerns the approval of non-tax-deductible expenses and charges amounting to 77,657 euros, to which corresponds a potential additional tax charge of 19,264 euros.

The **third resolution** concerns the approval of the annual consolidated financial statements. The Group's consolidated net accounting profit for the 2022 financial year amounts to 5,291,000 euros. Detailed comments on the consolidated financial statements are included in the Annual Financial Report.

The **fourth and fifth resolutions** concern the allocation of income and the setting of the dividend. It is proposed to allocate the entire loss of 2,409,519 euros to "*Other reserves*" and to deduct a sum of 1,617,636.40 euros from "*Other reserves*" and distribute it to shareholders as a dividend. Consequently, the dividend per share (in cash) would be set at 0.20 euros per share. It would be detached on 13 June 2023 and paid from 15 June 2023.

Following this allocation, the Company's "*Other reserves*" would thus be reduced to 909,815.60 euros.

This dividend proposal is in line with the objective indicated by the Company when its shares were admitted to trading on Euronext Growth to distribute dividends for the financial year ended 31 December 2022 representing approximately 30% of its net income, Group share, subject to approval by the Annual General Shareholders' Meeting.

FIRST RESOLUTION

Approval of the parent company financial statements for the year ended 31 December 2022

The Shareholders' Meeting, having reviewed the Board of Directors' management report and the Statutory Auditors' report on the parent company financial statements, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings,

approves the Company's annual financial statements for the financial year ended 31 December 2022, as presented to it, as well as the transactions reflected in these financial statements or summarised in these reports, which show a loss of 2,409,519 euros.

SECOND RESOLUTION

Approval of the expenses and charges referred to in 4 of Article 39 of the French General Tax Code

The Shareholders' Meeting, having reviewed the Board of Directors' management report, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings,

approves the amount of expenses and charges not deductible from corporate income tax referred to in 4 of Article 39 of the French General Tax Code, i.e. the sum of 77,657 euros, with a corresponding potential additional tax charge of 19,264 euros.

THIRD RESOLUTION

Approval of the consolidated financial statements for the year ended 31 December 2022

The Shareholders' Meeting, having reviewed the Board of Directors' management report and the Statutory Auditors' report on the consolidated financial statements, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings,

approves the Company's consolidated financial statements for the financial year ended 31 December 2022, as presented to it, as well as the transactions reflected in these financial statements or summarised in these reports, which show a consolidated net profit of 5,291,000 euros.

FOURTH RESOLUTION

Allocation of income

The Shareholders' Meeting, having reviewed the Board of Directors' report, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings,

noting that the parent company financial statements as of 31 December 2022 and approved by this Shareholders' Meeting show a loss for the 2022 financial year of 2,409,519 euros,

resolves to allocate the loss for the financial year ended 31 December 2022, i.e. 2,409,519 euros, in full to *"Other reserves"*, the amount of which is thus reduced from 4,936,671 euros to 2,527,452 euros,

takes note that the dividends distributed and paid in respect of the previous three financial years were as follows:

Financial years ended 31.12	**Total dividend (€)**	**Dividend per share (€)**	**Dividend eligible for tax relief (Article 243 bis of the French General Tax Code)**	**Dividends not eligible for tax relief (Article 243 bis of the French General Tax Code)**
2021	224,000	1	224,000	0
2020	None	None	None	None
2019	None	None	None	None

FIFTH RESOLUTION

Distribution of a dividend taken from "Other reserves"

The Shareholders' Meeting, having reviewed the Board of Directors' report, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings,

noting that the financial statements closed on 31 December 2022 and approved by this Shareholders' Meeting show the existence of distributable sums in the amount of 20,084,012 euros, in particular under the item "*Other reserves*",

resolves to deduct from the item "*Other reserves*" a sum of 1,617,636.40 euros to be distributed to shareholders as a dividend,

specifies that the Company's "*Other reserves*" account is thus reduced to 909,815.60 euros and that, taking this allocation into account, the Company's shareholders' equity is 22,198,825.60 euros**,**

specifies that the amount of the dividend thus allocated corresponds to a dividend of 0.20 euros per share,

specifies that the dividend to be distributed will be detached from the share on 13 June 2023 and will be paid on 15 June 2023,

specifies that in the event that, when the dividend is paid, the Company holds some of its own shares, the amounts corresponding to the unpaid dividends pertaining to these shares will be allocated to the *"Other reserves"* account**.**

The gross dividend mentioned above is before any tax and/or social security deductions that may apply to shareholders according to their own situations.

In accordance with the provisions of Article 200 A of the French General Tax Code, dividends received by individuals who are fiscally resident in France and are subject to income tax, are (for their gross amount and unless exempted under income conditions) automatically subject to a single flat-rate withholding tax of 12.8% in respect of income tax (Article 200 A 1. of the French General Tax Code), plus social security contributions at a rate of 17.2%, i.e. overall taxation at 30%.

By way of derogation and on express, overall and irrevocable option, these dividends are subject to income tax at the progressive scale (Article 200 A 2. of the French General Tax Code), and are then eligible for tax relief of 40% referred to in paragraph 2 of 3 of Article 158 of the French General Tax Code, applicable under certain conditions. This option is overall and applies to all income within the scope of the single flat-rate withholding tax. In this case, the dividend is also subject to social security contributions at the rate of 17.2%.

In accordance with the provisions of Article 117 quater, I.-1 of the French General Tax Code, a request for an exemption from the non-discharging flat-rate withholding tax of 12.8% in accordance with the provisions of Article 242 quater of the French General Tax Code may be made to the Company before 30 November of the year preceding the year of payment by taxpayers whose "reference tax income" for the penultimate year does not exceed a certain threshold, set in paragraph 3 of the same article and provided that they have made the express request when filing the declaration of income concerned, under the conditions provided for in Article 200 A 2. of the French General Tax Code, for dividends received in 2023.

Resolutions 6 to 8 - Approval of the Statutory Auditors' report on the regulated agreements referred to in Article L. 225-38 of the French Commercial Code

By the **sixth to eighth resolutions**, you are asked to approve the Statutory Auditors' special report presenting the regulated agreements referred to in Article L. 225-38 of the French Commercial Code, which sets out the severance pay agreements entered into during the financial year ended 31 December 2022 between the Company and Mr. Thierry Ballenghien, Mr. Cyril Calvignac and Ms. Shora Rokni. You are reminded that these three agreements were previously authorised by the Board of Directors on 12 April 2022.

SIXTH RESOLUTION

Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and approval of an agreement entered into with Mr. Thierry Ballenghien

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code,

approves the forced departure severance agreement entered into during the financial year ended 31 December 2022 with Mr. Thierry Ballenghien and mentioned in the said report.

SEVENTH RESOLUTION

Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and approval of an agreement entered into with Mr. Cyril Calvignac

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code,

approves the forced departure severance agreement entered into during the financial year ended 31 December 2022 with Mr. Cyril Calvignac and mentioned in the said report.

EIGHTH RESOLUTION

Special report of the Statutory Auditors on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code and approval of an agreement entered into with Ms. Shora Rokni

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the special report prepared by the Statutory Auditors on the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code,

approves the forced departure severance agreement entered into during the financial year ended 31 December 2022 with Ms. Shora Rokni and mentioned in the said report.

Resolutions 9 to 13 - Composition of the Board of Directors

The composition of the Board of Directors aims in particular to achieve a balance with regard to the experience and skills of its members and the representation of men and women, in order to enable the Board of Directors to best fulfil the diversity of its responsibilities. The Board of Directors also sees that a fair balance is maintained by ensuring the presence of independent members with regard to the governance principles to which the Company refers. These objectives are reviewed each year by the Compensation, Appointments and Governance Committee.

By the **ninth to eleventh resolutions**, the Board of Directors proposes that you renew, for a term of three years, the three directorships that expire at this Meeting. These are the terms of office of Ms. Brigitte Le Borgne (date of first appointment: 2021), Ms. Ranxu Mazet (date of first appointment: 2021) and Mr. Yann Duigou (date of first appointment: 2021). More detailed comments, including the biographies of these directors, are included in the Annual Financial Report. These renewed terms of office would thus expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025.

By the vote of **twelfth and thirteenth resolutions**, it is also proposed that you appoint Ms. Christelle Bonnevie and Mr. Arnaud Le Coguic as new directors for a term of three years which will expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025. More detailed comments, including the biographies of Ms. Christelle Bonnevie and Mr. Arnaud Le Coguic, are included in the Annual Financial Report.

NINTH RESOLUTION

Renewal of the term of office as director of Ms. Brigitte Le Borgne

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and noted that the term of office as director of Ms. Brigitte Le Borgne expires today,

resolves to renew her term of office for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025.

TENTH RESOLUTION

Renewal of the term of office as director of Ms. Ranxu Mazet

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and noted that the term of office as director of Ranxu Mazet expires today,

resolves to renew her term of office for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025.

ELEVENTH RESOLUTION

Renewal of the term of office as director of Mr. Yann Duigou

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report and noted that the term of office as director of Yann Duigou expires today,

resolves to renew his term of office for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025.

TWELFTH RESOLUTION

Appointment of Ms. Christelle Bonnevie as a new director

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report,

resolves to appoint as a new director of the Company:

- Ms. Christelle Bonnevie, born on 18 December 1971 in Le Creusot (71), residing at 1, rue Saint-Antoine - 71100 Chalon-sur-Saône,

for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025.

Ms. Christelle Bonnevoie has already indicated that she accepts the directorship that has just been conferred on her and has declared that she does not hold any office in France, in other companies, that would prevent her from accepting the said functions.

THIRTEENTH RESOLUTION

Appointment of Mr. Arnaud Le Coguic as a new director

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report,

resolves to appoint as a new director of the Company:

- Mr. Arnaud Le Coguic, born on 15 December 1979 in Sèvres (92), residing at 56, boulevard Chanzy - 93100 Montreuil,

for a term of three years, which will expire at the end of the Ordinary Shareholders' Meeting to be held in 2026 and which will be called upon to approve the financial statements for the financial year ending 31 December 2025.

Mr. Arnaud Le Coguic has already indicated that he accepts the directorship that has just been conferred on him and has declared that he does not hold any office in France, in other companies, that would prevent him from accepting the said functions.

Resolution 14 - Compensation of members of the Board of Directors

By the **fourteenth resolution**, you are asked, pursuant to Article L. 225-45 of the French Commercial Code, to set the amount of the annual fixed sum to be allocated to the directors as compensation for their activities (formerly directors' fees) at 90,000 euros for the financial year ending 31 December 2023, an annual amount that the Board of Directors may freely distribute among its members.

FOURTEENTH RESOLUTION

Setting of the total annual compensation allocated to the members of the Board of Directors

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the Board of Directors' report,

resolves to set the amount of the annual fixed sum provided for by Article L. 225-45 of the French Commercial Code that the Company may allocate to the directors as compensation for their activities (formerly directors' fees) at 90,000 euros in respect of the financial year ending 31 December 2023.

The Board of Directors may freely distribute among its members the annual fixed amount allocated to the Directors.

Resolution 15 - Authorisation to buy back Icape shares

The **fifteenth resolution** is intended to renew the authorisation to buy back shares granted to the Board of Directors by your Shareholders' Meeting of 12 April 2022, for a period of 18 months.

Your Board used this authorisation to continue the execution of the liquidity agreement between the Company and Gilbert Dupont. The purpose of this liquidity agreement is the management of the Icape Holding share by Gilbert Dupont on the Euronext Growth multilateral trading facility in Paris. Detailed comments on the liquidity agreement are included in the Annual Financial Report.

At 31 December 2022, your Company held, directly and through the liquidity agreement, 12,692 shares, i.e. 0.16% of the total number of shares comprising the share capital.

The resolution submitted to the vote sets the maximum number of shares that your Company may acquire at 10% of the total number of shares comprising the Company's share capital on the date of completion of the purchases. The purchase price per share may not exceed thirty (30) euros.

This resolution takes over the purposes for which you voted in favour in previous years.

These purchases could thus make it possible to:
- implement stock option plans, free share allocation plans (or similar) and employee shareholding transactions reserved for members of a company savings plan (or similar), in accordance with the legal provisions in force, or the allocation of shares to employees and/or executive corporate officers of the Company and its related companies,
- deliver shares when the rights attached to securities giving access to the Company's share capital are exercised,
- use them in connection with any hedging of the Company's commitments in respect of financial instruments relating in particular to changes in the Company's share price,
- hold shares and subsequently use them for payment or exchange within the framework of potential external growth transactions, mergers, demergers or contributions,
- cancel all of part of the shares by way of a reduction in share capital (in particular with a view to optimising cash management, return on equity or earnings per share), subject to adoption by this Shareholders' Meeting of the 26th Resolution below,
- manage the equity market under a liquidity agreement entered into with an investment service provider, in accordance with the Code of Ethics recognised by the French Financial Markets Authority,
- implement any market practice that may be authorised by the French Financial Markets Authority and, more generally, complete all transactions in accordance with legal and regulatory provisions in force.

The purchase of these shares, as well as their sale or transfer, may be carried out, on one or more occasions, by any means and at any time, in accordance with the limits and terms and conditions set by the regulations.

A detailed report on the share buyback transactions carried out by the Company in 2022 is included in the Annual Financial Report.

FIFTEENTH RESOLUTION

Authorisation to be granted to the Board of Directors for the Company to purchase its own shares in accordance with Article L. 22-10-62 of the French Commercial Code

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings,

having reviewed the Board of Directors' report, and in accordance with European Regulation No. 596/2014 of the European Parliament and of the Council of 16 April 2014 and the provisions of Article L. 22-10-62 of the French Commercial Code,

authorises the Board of Directors, with the option of subdelegation under the conditions provided for by law, to purchase or cause to be purchased, by any means authorised by the regulations in force or which may come to be so authorised, on any markets, including multilateral trading facilities (MTF) or via a systematic internaliser, or over-the-counter, including through the acquisition or sale of blocks of shares (without limiting the portion of the buyback programme that may be carried out in this way), these means including the use of any financial contracts or forward financial instruments (such as, in particular, any forward contracts or options) with the exception of the sale of put options, in compliance with the regulations in force, on one or more occasions, a number of shares not exceeding 10% of the Company's share capital (at any time, this percentage being applied to the capital adjusted according to subsequent transactions),

resolves that the Company may buy back its own shares in order to:

- implement stock option plans, free share allocation plans (or similar) and employee shareholding transactions reserved for members of a company savings plan (or similar), in accordance with the legal provisions in force, or the allocation of shares to employees and/or executive corporate officers of the Company and its related companies,

- deliver shares when the rights attached to securities giving access to the Company's share capital are exercised,

- use them in connection with any hedging of the Company's commitments in respect of financial instruments relating in particular to changes in the Company's share price,

- hold shares and subsequently use them for payment or exchange within the framework of potential external growth transactions, mergers, demergers or contributions,

- cancel all of part of the shares by way of a reduction in share capital (in particular with a view to optimising cash management, return on equity or earnings per share), subject to adoption by this Shareholders' Meeting of the 26th Resolution below,

- manage the equity market under a liquidity agreement entered into with an investment service provider, in accordance with the Code of Ethics recognised by the French Financial Markets Authority,

- implement any market practice that may be authorised by the French Financial Markets Authority and, more generally, complete all transactions in accordance with legal and regulatory provisions in force,

set the terms and conditions of such purchase as follows:

The maximum amount of funds allocated to the share buyback programme is one million (1,000,000) euros, net of fees. These purchase, sale, exchange or transfer transactions may be carried out on one or more occasions by any means, in particular, on the market or over-the-counter within the limits permitted by the regulations in force. These transactions may take place at any time, in accordance with the regulations in force, including during a public offer, subject to the legal and regulatory provisions in force.

It is specified that (i) a maximum amount of 5% of the shares comprising the Company's share capital may be allocated with a view to their holding and subsequent delivery in payment or exchange in the context of a merger, spin-off or contribution transaction, and (ii) in the event of acquisition under a liquidity agreement, the number of shares taken into account for the calculation of the limit of 10% of the amount of share capital mentioned above shall correspond to the number of shares purchased less the number of shares sold during the term of this authorisation.

The maximum purchase price per share by the Company of its own shares may not exceed thirty (30) euros. It is specified that in the event of transactions on the share capital, in particular through the incorporation of reserves and/or a stock split or reverse stock split, this price will be adjusted by a multiplication coefficient equal to the ratio between the number of shares comprising the share capital before the operation and this number after the operation.

The Shareholders' Meeting **delegates** to the Board of Directors, in the event of a change in the par value of the share, a capital increase through the incorporation of reserves, a stock split or reverse stock split, and the distribution of reserves or any other assets, amortisation the share capital or any other transaction affecting shareholders' equity, the power to adjust the aforementioned purchase and sale prices in order to take into account the impact of these transactions on the value of the share,

gives all powers to the Board of Directors, subject to strict compliance with laws and regulations, with the option of subdelegation under the conditions provided for by law, in order to:

- assess the advisability of launching a buyback programme,

- determine the terms and conditions of the buyback programme, including the price of the shares purchased,

- acquire, sell or transfer these shares by any means; place any stock market order,

- allocate or reallocate the shares acquired to the various objectives pursued in accordance with the applicable legal and regulatory conditions,

- enter into any agreement with a view, in particular, to the keeping of share purchase and sale registers, make any declaration to the French Financial Markets Authority and any other bodies, complete all formalities,

- prepare and publish the information release relating to the implementation of the share buyback programme, and

- in general, do whatever is necessary to carry out and implement this authorisation,

sets at **eighteen (18) months**, from the date of this Shareholders' Meeting, the period of validity of the delegation of authority covered by this resolution, i.e. until 16 November 2024, date on which it will be deemed null and void if the Board of Directors has not made use of it.

The Board of Directors will provide the shareholders at the Annual Shareholders' Meeting, in the report provided for in Article L. 225-100 of the French Commercial Code and in accordance with Article L. 225-211 of the French Commercial Code, with the information relating to the completion of share purchase transactions authorised by the Shareholders' Meeting, in particular the number and price of the shares thus acquired, and the volume of shares used.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its first resolution.

Resolutions within the remit of the Extraordinary Shareholders' Meeting

Resolution 16 - Issue of shares with shareholders' preferential subscription rights and incorporation into the share capital of profits, reserves or premiums

The purpose of the delegations of authority referred to in the 16th, 17th, 18th, 19th and 20th resolutions is to enable the Board of Directors to quickly and flexibly dispose of various options for issuing securities as provided for by the regulations in force, in order to have the necessary financial resources available to implement the Company's development strategy.

The total nominal amount of capital increases likely to be carried out, immediately or in the future, in application of the delegations provided for in the 16th, 17th, 18th, 19th, 20th and 24th resolutions may not exceed 2 million euros, this overall ceiling being provided for in the 25th resolution.

In the event of an issue of securities representing debt securities on the Company, the maximum nominal amount of these debt securities would be set at 50 million euros, this overall ceiling also being provided for in the 25th resolution.

By the **sixteenth resolution**, you are asked to renew, for a period of 26 months, the authorisation to increase the share capital, by issuing ordinary shares and/or securities giving immediate or future access to the share capital or giving entitlement to debt securities, with preferential subscription rights, and/or through the capitalisation of premiums, reserves or profits, on one or more occasions.

The Board of Directors did not use this authorisation during the 2022 financial year.

The amount of capital increases that may be carried out in this way may not exceed 1,600,000 euros and, if debt securities are issued under this resolution, their amount may not exceed 40,000,000 euros. Shareholders would have a preferential subscription right in proportion to their share in the share capital to the securities issued in accordance with applicable legal and regulatory provisions.

SIXTEENTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to decide on either the issue, with maintenance of preferential subscription rights, of shares and/or securities giving access, immediately or in the future, to the share capital or giving entitlement to a debt security, or on the incorporation of profits, reserves or premiums

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special report of the Statutory Auditors, ruling in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 22-10-50 of the French Commercial Code and L. 228-92 and L. 228-93 of the said French Commercial Code,

delegates to the Board of Directors its authority, with the option of subdelegation under the conditions provided for by law, to carry out, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, in euros or in foreign currency or in any other monetary unit established by reference to several currencies, one or more capital increases:

- through the issue, on the French and/or international market, with maintenance of preferential subscription rights, of ordinary shares of the Company and/or any other securities giving access immediately or in the future, at any time or at a fixed date, to the share capital of the Company or of companies that directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting of receivables, conversion, exchange, redemption, presentation of warrants or in any other manner, and/or

- by incorporation into the share capital of all or part of the profits, reserves or premiums which may be capitalised by law and the Articles of Association and in the form of an allocation of free ordinary shares or an increase in the par value of existing shares or by joint use these two processes.

it being specified that the issue of preferred shares is strictly excluded from this delegation,

resolves to set the following limits on the amounts of the issues authorised in the event of use of this delegation by the Board of Directors:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at one million six hundred thousand (1,600,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these capital increases will be deducted from the amount of the overall ceiling provided for in the 25th Resolution of this Shareholders' Meeting. To this ceiling will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions on the Company's share capital or shareholders' equity,

- the nominal amount of the bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed forty million (40,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds or other debt securities set by the 25th Resolution of this Shareholders Meeting,

sets at **twenty-six (26) months**, from the date of this Shareholders' Meeting, the period of validity of the delegation of authority covered by this resolution, i.e. until 16 July 2025, date on which it will be deemed null and void if the Board of Directors has not made use of it.

If the Board of Directors uses this delegation:

- resolves that the issue(s) will be reserved by preference for shareholders who subscribe on an irreducible basis in proportion to the number of shares then held by them under the conditions provided for in Article L. 225-132 of the French Commercial Code;

- acknowledges that the Board of Directors will have the option to institute a subscription right on a reducible basis;

- notes and resolves, as necessary, that, in the case of issues of shares or securities as defined above, if subscriptions on an irreducible basis and, where applicable, on a reducible basis have not absorbed the entire issue, the Board of Directors may use, under the conditions provided for by law and in the order it determines, one or more of the following options:

    - limit the issue to the amount of subscriptions, provided that this amounts to at least three-quarters of the issue decided,

- freely distribute all or part of the shares or, in the case of securities, said securities, the issue of which has been decided but not having been subscribed on an irreducible basis and, where applicable, on a reducible basis,

- offer to the public, through a public offering of financial securities, all or part of the shares or, in the case of securities giving access to the share capital, unsubscribed securities, on the French market and/or abroad and/or on the international market;

- resolves that the Board of Directors may, systematically and in any case, limit the issue decided upon to the amount reached when the unsubscribed shares and/or other securities represent less than 3% of said issue;

- acknowledges and resolves as necessary that, in the event of use of this delegation of authority, the decision to issue securities giving access immediately or in the future to the share capital will automatically carry, for the benefit of the holders, waiver by shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code;

- resolves, in accordance with the provisions of Article L. 22-10-50 of the French Commercial Code, that rights forming fractional shares shall not be negotiable or transferable and that the corresponding shares shall be sold; the sums resulting from the sale will be allocated to the holders of the rights no later than thirty (30) days after the date of registration in their account of the whole number of shares allocated,

specifies that the transactions referred to in this delegation may be carried out at any time, including during a public offer for the Company's shares, in accordance with legal and regulatory provisions,

resolves that the Board of Directors shall have full powers to implement, or not, as well as to suspend, where applicable, this delegation of authority, in accordance with the law as well as the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on issues under this delegation,

- decide the amount of the capital increase, the issue price and the amount of the premium that may, where applicable, be requested at the time of issue,

- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, as well as decide, in the case of bonds or other debt securities giving access to the Company's share capital, whether or not they are subordinated (and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable-rate interest or zero or indexed coupon), their term (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortisation; these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,

- determine the payment method for shares or securities giving access to the share capital to be issued or securities to be issued,

- set, where applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactive, from which the new ordinary shares (i.e. any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of conversion, exchange or redemption rights, where applicable, including the delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase,

- provide for the option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,

- at its sole initiative, charge the costs of the capital increase to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,

- take all measures to protect the rights of holders of securities or other rights giving access to the share capital, existing on the date of the capital increase,

- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, any stock split or reverse stock split, the distribution of reserves or any other assets, the depreciation or amortisation of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the preservation of the rights of holders of securities giving access to the share capital will be ensured,

- record the final completion of the capital increase and make the corresponding amendments to the Articles of Association,

- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities required for the issue, listing and financial servicing of the securities issued pursuant to this delegation of authority, and for the exercise of the rights attached thereto.

A supplementary report will be prepared in connection with the final terms and conditions of transactions carried out under this authorisation, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority to be granted by the Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occasion.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its eighth resolution.

Resolution 17 - Issue with cancellation of shareholders' preferential subscription rights without a designated beneficiary and by public offering

By the **seventeenth resolution**, you are asked to renew, for a period of 26 months, the authorisation granted by your meeting on 12 April 2022 to increase the share capital by issuing ordinary shares and/or securities giving access immediately or in the future to the share capital or to the allocation of debt securities, with cancellation of shareholders' preferential subscription rights without the designation of a beneficiary, and by public offering.

The Board made use of this delegation in the context of the Company's initial public offering, in order to increase the share capital through the issue of 1,003,000 shares on 8 July 2022.

The amount of capital increases that may be carried out in this way may not exceed 1,600,000 euros and, if debt securities are issued under this resolution, their amount may not exceed 40,000,000 euros.

The issue price of ordinary shares issued without preferential subscription rights would be at least equal to the volume-weighted average of the last three trading sessions preceding its setting less, where applicable, a maximum discount of 20%.

With regard to securities giving access to the share capital to be issued, their price would be such that the amount received immediately by the Company plus, where applicable, that likely to be received subsequently by the Company for each ordinary share attached and/or underlying the securities issued, would be at least equal to this same amount.

SEVENTEENTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to decide on the issue of ordinary shares and/or securities giving access, immediately and/or in the future, to the share capital or to the allocation of debt securities with cancellation of shareholders' preferential subscription rights without a designated beneficiary and by public offering

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special report of the Statutory Auditors, in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, L. 225-136 and L. 228-91 et seq. of the said French Commercial Code,

delegates to the Board of Directors its authority, with the option of subdelegation under the conditions provided for by law, to carry out, on one or more occasions, in France or abroad, in the proportion and at the times it sees fit, the issue, on the French and/or international market, by offering financial securities to the public, with cancellation of shareholders' preferential subscription rights without the designation of beneficiaries, in euros or in foreign currency, or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other securities giving access, immediately or in the future, at any time or at a fixed date, to the share capital of the Company or of companies that directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting of receivables, conversion, exchange, redemption, presentation of warrants or in any other manner, the securities representing receivables being issued with or without guarantee, in the forms, and at the rates and conditions that the Board of Directors deems appropriate,

it being specified that the issue of preferred shares is strictly excluded from this delegation,

it being specified that the issues under this delegation may be carried out in conjunction with an offer or offers referred to in 1 of Article L. 411-2 of the French Monetary and Financial Code,

resolves to set the following limits on the amounts of the issues authorised in the event of use of this delegation by the Board of Directors:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at one million six hundred thousand (1,600,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these capital increases will be deducted from the overall ceiling provided for in the 25th Resolution of this Shareholders' Meeting. To this ceiling will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions on the Company's share capital or shareholders' equity,

- the nominal amount of the bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed forty million (40,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds and other debt securities set by the 25th Resolution of this Shareholders' Meeting,

resolves to cancel, without the designation of beneficiaries, the preferential subscription rights of shareholders to shares, other securities and all debt securities that may be issued pursuant to this delegation, leaving the Board of Directors, however, to the extent permitted by regulations, the option to implement for the benefit of shareholders, on all or part of the issues, a priority right to subscribe therefor during the period under the terms that it sets in accordance with the applicable regulations, this priority not giving rise to the creation of negotiable rights, but which may be exercised on an irreducible or reducible basis,

takes note and resolves as necessary, that this delegation of authority automatically entails, in favour of the holders of securities giving access, immediately or in the future, to the Company's share capital, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code,

resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Shareholders' Meeting, i.e. until 16 July 2025, date on which it will be deemed null and void if the Board of Directors has not made use of it,

resolves that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L. 225-136 1 and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last three trading sessions preceding its setting, less, where applicable, a maximum discount of 20%, after correction of this average in the event of a difference in the dividend entitlement dates, it being specified, however, that if, at the time of use of this delegation, the Company's shares are admitted to trading on a regulated market, the price would be set in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code,

- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above,

- the conversion, redemption and transformation into shares of each security giving access to the share capital will, taking into account the par value of said security, result in a number of shares such that the amount received by the Company, for each share, will be at least equal to the minimum price referred to above.

It is nevertheless specified that in the event of the admission of the Company's shares to a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market,

resolves that the new shares issued pursuant to the capital increases will be fully assimilated with the existing shares and subject to all the provisions of the Articles of Association and the decisions of Shareholders' Meetings,

specifies that the transactions referred to in this resolution formally exclude the offers referred to in paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code and may be carried out at any time, including in the event of a public offer on the shares of the Company, in accordance with legal and regulatory provisions,

resolves that the Board of Directors shall have full powers to implement, or not, this delegation of authority, as well as to suspend it, where applicable, in accordance with the law as well as the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on issues under this delegation,

- decide the amount of the capital increase,

- set the issue price and the amount of the premium which may, where applicable, be requested at the time of issue, within the limits set by this delegation,

- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, as well as decide, in the case of bonds or other debt securities giving access to the Company's share capital, whether or not they are subordinated (and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable-rate interest or zero or indexed coupon), their term (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortisation; these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,

- decide, in the event that subscriptions have not reached the entire issue, to limit the amount of the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided upon,

- determine the payment method for shares or securities giving access to the share capital to be issued or securities to be issued,

- set, where applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of conversion, exchange or redemption rights, where applicable, including the delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase,

- provide for the option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,

- take all measures to protect the rights of holders of securities or other rights giving access to the share capital, existing on the date of the capital increase,

- at its sole initiative, charge the costs of the capital increase to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,

- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, any stock split or reverse stock split, the distribution of reserves or any other assets, the depreciation or amortisation of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the preservation of the rights of holders of securities giving access to the share capital will be ensured,

- record the final completion of the capital increase and make the corresponding amendments to the Articles of Association,

- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation, as well as the exercise of the rights attached thereto, carry out all formalities and declarations, request all authorisations that may prove necessary to conduct and for the successful completion of this issue and, in general, do whatever is necessary.

A supplementary report will be prepared in connection with the final terms and conditions of the transaction, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority to be granted by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occasion.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its ninth resolution.

Resolution 18 - Issue with cancellation of shareholders' preferential subscription rights in favour of categories of beneficiaries

By the **eighteenth resolution**, you are asked to renew, for a period of 18 months, the authorisation granted by your meeting on 12 April 2022 to the Board of Directors to carry out the issue of Company shares and any securities giving access immediately and/or in the future to the share capital or giving entitlement to debt securities, with cancellation of shareholders' preferential subscription rights in favour of categories of beneficiaries.

The Board of Directors did not use this authorisation during the 2022 financial year.

The amount of capital increases that may be carried out in this way may not exceed 1,200,000 euros. If debt securities are issued under this authorisation, their amount may not exceed 30,000,000 euros. In addition, the issue price of ordinary shares issued without preferential subscription rights would be at least equal to the volume-weighted average of the last three trading sessions preceding its setting less, where applicable, a maximum discount of 20%.

With regard to securities giving access to the share capital to be issued, their price would be such that the amount received immediately by the Company plus, where applicable, that likely to be received subsequently by the Company for each ordinary share attached and/or underlying the securities issued, would be at least equal to this same amount.

You are asked to cancel the preferential subscription rights of shareholders to shares, other securities and debt securities that may be issued pursuant to this delegation, in favour of specific categories of beneficiaries of the shares or securities, namely:

- investment companies and investment funds governed by French or foreign law habitually investing in the technology and/or business services and/or consumer goods sector, participating in the issue for a unitary investment amount of more than 100,000 euros (issue premium included), and

- companies with an activity similar or related to that of the Company, taking a stake in the Company's share capital for a unitary investment amount of more than 100,000 euros.

EIGHTEENTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving immediate or future access to the share capital or giving entitlement to a debt security, with cancellation of shareholders' preferential subscription rights in favour of specific categories of beneficiaries

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special report of the Statutory Auditors, ruling in accordance with the provisions of Articles L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-135, L. 225-138, L. 228-92 and L. 228-93 of the said French Commercial Code,

delegates to the Board of Directors its authority, with the option of subdelegation under the conditions provided for by law, to carry out, on one or more occasions, in France or abroad, in the proportion, at the times and under the terms that it sees fit, the issue, on the French and/or international market, with cancellation of shareholders' preferential subscription rights, in euros or in foreign currency, or in any other monetary unit established by reference to several currencies, of new shares of the Company and/or any other securities giving access, immediately or in the future, at any time or at a fixed date, to the share capital of the Company or of companies that directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting of receivables, conversion, exchange, redemption, presentation of warrants or in any other manner, the securities representing receivables being issued with or without guarantee, in the forms, and at the rates and conditions that the Board of Directors deems appropriate,

it being specified that the issue of preferred shares is strictly excluded from this delegation,

decides, if the Board of Directors uses this delegation, to set the following limits on the amounts of the issues authorised:

- the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation is set at one million two hundred thousand (1,200,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these capital increases will be deducted from the overall ceiling provided for in the 25th Resolution of this Shareholders' Meeting. To this ceiling will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions on the Company's share capital or shareholders' equity,

- the nominal amount of the bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed thirty million (30,000,000) euros or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds or other debt securities set by the 25th Resolution of this Shareholders' Meeting,

takes note and resolves as necessary, that this delegation of authority automatically entails, in favour of the holders of securities giving access, immediately or in the future, to the Company's share capital, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code,

resolves that this delegation of authority is granted to the Board of Directors for a period of **eighteen (18) months** from this Shareholders' Meeting, i.e. until 16 November 2024, date on which it will be deemed null and void if the Board of Directors has not made use of it,

decides to cancel the preferential subscription rights of shareholders to shares, other securities and debt securities that may be issued pursuant to this delegation, in favour of specific categories of beneficiaries of the shares or securities to be issued, namely:

- investment companies and investment funds governed by French or foreign law (including, without being limited to, any investment fund or venture capital company, in particular any FPCI, FCPR, FIP or holding company) habitually investing in the technology and/or business services and/or consumer goods sector, participating in the issue for a unitary investment amount of more than 100,000 euros (issue premium included), and

- companies with an activity similar or related to that of the Company, taking a stake in the Company's share capital for a unitary investment amount of more than 100,000 euros (issue premium included).

The Board of Directors will determine the precise list of beneficiaries of this or these capital increases and/or issues of securities reserved for this or these categories of persons and the number of shares to be allocated to each of them.

resolves that:

- for capital increases, the issue price of the new shares (which will be assimilated to existing shares, as specified in the paragraph below) will be set by the Board of Directors, in accordance with the provisions of Articles L. 225-138-II and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last three trading sessions preceding its setting, less, where applicable, a maximum discount of 20%, after correction of this average in the event of a difference in the dividend entitlement dates,

- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above,

- the conversion, redemption and transformation into shares of each security giving access to the share capital will, taking into account the par value of said security, result in a number of shares such that the amount received by the Company, for each share, will be at least equal to the minimum price referred to above.

However, it is specified that in the event of the admission of the Company's shares on a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market,

resolves that the new shares issued pursuant to the capital increases will be fully assimilated to the existing shares and subject to all the provisions of the Articles of Association and the decisions of the Shareholders' Meetings.

specifies that the transactions referred to in this delegation may be carried out at any time including during a public offer for the Company's shares, in accordance with legal and regulatory provisions,

resolves that the Board of Directors shall have full powers to implement, or not, this delegation of authority, as well as to suspend it, where applicable, in accordance with the law as well as the limits and conditions specified above, in particular in order to:

- decide on the capital increase and determine the securities to be issued and, in general, decide on issues under this delegation,

- decide the amount of the capital increase,

- set the issue price and the amount of the premium which may, where applicable, be requested at the time of issue, within the limits set by this delegation,

- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, as well as decide, in the case of bonds or other debt securities giving access to the Company's share capital, whether or not they are subordinated (and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable-rate interest or zero or indexed coupon), their term (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortisation; these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,

- decide, in the event that subscriptions have not reached the entire issue, to limit the amount of the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided upon,

- determine the payment method for shares or securities giving access to the share capital to be issued or securities to be issued,

- set, where applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, to set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of conversion, exchange or redemption rights, where applicable, including the delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase,

- provide for the option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,

- take all measures to protect the rights of holders of securities or other rights giving access to the share capital, existing on the date of the capital increase,

- at its sole initiative, charge the costs of the capital increase to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,

- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, any stock split or reverse stock split, the distribution of reserves or any other assets, the depreciation or amortisation of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the preservation of the rights of holders of securities giving access to the share capital will be ensured,

- record the final completion of the capital increase and make the corresponding amendments to the Articles of Association,

- in general, enter into any agreement, in particular with a view to preserving the rights of any holders of securities giving the right, immediately or in the future, to a portion of the share capital, take all measures and carry out all formalities necessary for the issue, the registration and financial servicing of the securities issued under this delegation, as well as the exercise of the rights attached thereto, carry out all formalities and declarations, request all authorisations that may prove necessary to conduct and for the successful completion of this programme and, in general, do whatever is necessary.

A supplementary report will be prepared in connection with the final terms and conditions of the transaction, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority to be granted by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occasion.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its tenth resolution.

Resolution 19 - Issue of shares by way of an offer referred to in Article L. 411-2 1 of the French Monetary and Financial Code with cancellation of shareholders' preferential subscription rights without the designation of beneficiaries

By the **nineteenth resolution**, you are asked to renew, for a period of 26 months, the authorisation granted by your meeting of 12 April 2022 to the Board of Directors to proceed with the issue of Company shares and any securities giving access, immediately or in the future, to the share capital or giving entitlement to debt securities, with cancellation of shareholders' preferential subscription rights without the designation of beneficiaries, by public offering referred to in Article L. 411-2 1 of the French Monetary and Financial Code.

The Board of Directors did not use this authorisation during the 2022 financial year.

The purpose of this resolution is to facilitate issues to qualified investors or a limited circle of investors, in accordance with Article L. 411-2, 1 of the French Monetary and Financial Code. This investment method, which benefits from a streamlined procedure compared to the public offering provided for by the 17th resolution, allows the Company to be more responsive and to take advantage of market opportunities in order to raise funds quickly.

The amount of capital increases that may be carried out in this way may not exceed 600,000 euros. If debt securities are issued under this authorisation, their amount may not exceed 15,000,000 euros.

The issue price of ordinary shares issued without preferential subscription rights would be at least equal to the volume-weighted average of the last three trading sessions preceding its setting less, where applicable, a maximum discount of 20%.

With regard to securities giving access to the share capital to be issued, their price would be such that the amount received immediately by the Company plus, where applicable, that likely to be received subsequently by the Company for each ordinary share attached and/or underlying the securities issued, would be at least equal to this same amount.

NINETEENTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to decide on the issue of shares and/or securities giving immediate or future access to the share capital or giving entitlement to a debt security, by means of the offer referred to in Article L. 411-2 1 of the French Monetary and Financial Code, and up to a limit of 20% of the share capital per year, with cancellation of shareholders' preferential subscription rights without the designation of beneficiaries

The Shareholders' Meeting, deliberating under the quorum and majority requirements for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special report of the Statutory Auditors, in application of the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-135, L. 225-135-1, L. 225-136 and L. 228-91 et seq. of the French Commercial Code,

delegates to the Board of Directors its authority, with the option of subdelegation under the conditions provided for by law, to carry out, on one or more occasions, in France or abroad, in the proportions and at the times it sees fit, the issue, by an offer referred to in 1 of Article L. 411-2 of the French Monetary and Financial Code, with cancellation of shareholders' preferential subscription rights without the designation of beneficiaries, in euros or in foreign currency, or in any other monetary unit established by reference to several currencies, of ordinary shares of the Company and/or any other securities giving access, immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that directly or indirectly own more than half of its share capital or of companies in which it directly or indirectly owns more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting of receivables, conversion, exchange, redemption, presentation of warrants or in any other manner, the securities representing receivables being issued with or without guarantee, in the forms, and at the rates and conditions that the Board of Directors deems appropriate,

it being specified that the issue of preferred shares is strictly excluded from this delegation,

it being specified that the issues under this delegation of authority may be carried out in conjunction with an offer or offers to the public,

resolves to set the following limits on the amounts of the issues authorised in the event of use of this delegation by the Board of Directors:

- the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at six hundred thousand (600,000) euros or its equivalent in foreign currency on the date of issue, it being specified that the total nominal amount of these capital increases (i) will be limited to 20% of the share capital per year (assessed on the date of implementation of the delegation) and (ii) will be deducted from the amount of the overall ceiling provided for in the 25th Resolution of this Shareholders' Meeting. To this ceiling will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions on the Company's share capital or shareholders' equity,

- the nominal amount of the bonds and other debt securities giving access to the share capital that may be issued under this delegation may not exceed an amount of fifteen million euros (15,000,000) or its equivalent in foreign currencies on the date of issue, it being specified that the total nominal amount of these bonds or other debt securities will be deducted from the overall ceiling applicable to bonds and other debt securities, set by the 25th Resolution of this Shareholders' Meeting,

resolves to cancel, without the designation of beneficiaries, the shareholders' preferential subscription rights to shares, other securities or debt securities that may be issued pursuant to this delegation,

resolves that the issues likely to be carried out under this delegation may be carried out by offers to qualified investors or to a restricted circle of investors within the meaning of paragraph 1 of Article L. 411-2 of the French Monetary and Financial Code,

takes note and resolves as necessary, that this delegation of authority automatically entails, in favour of the holders of securities giving access, immediately or in the future, to the Company's share capital, the express waiver by the shareholders of their preferential subscription rights to the shares to which these securities give entitlement, in accordance with the provisions of Article L. 225-132 of the French Commercial Code,

resolves that this delegation of authority is granted to the Board of Directors for a period of **twenty-six (26) months** from this Shareholders' Meeting, i.e. until 16 July 2025, date on which it will be deemed null and void if the Board of Directors has not made use of it,

resolves that:

- for capital increases, the issue price of the new shares will be set by the Board of Directors, in accordance with the provisions of Articles L. 225-136 1 and R. 225-114 of the French Commercial Code and must be at least equal to the volume-weighted average of the last three trading sessions preceding its setting, less, where applicable, a maximum discount of 20%, after correction of this average in the event of a difference in the dividend entitlement dates, it being specified, however, that if, at the time of use of this delegation, the Company's shares are admitted to trading on a regulated market, the price would be set in accordance with the provisions of Articles L. 22-10-52 and R. 22-10-32 of the French Commercial Code,

- for securities giving access to the share capital, the issue price will be set by the Board of Directors in such a way that the sums received immediately by the Company at the time of the issue of the securities in question, increased by the sums likely to be received subsequently by the Company for each share attached to and/or underlying the securities issued, are at least equal to the minimum price provided for above,

- the conversion, redemption and transformation into shares of each security giving access to the share capital will, taking into account the par value of said security, result in a number of shares such that the amount received by the Company, for each share, will be at least equal to the minimum price referred to above.

It is nevertheless specified that in the event of the admission of the Company's shares to a regulated market, the minimum price referred to in the three paragraphs above must be at least equal to the minimum price provided for by the legal and regulatory provisions in force applicable to companies whose shares are admitted to a regulated market,

resolves that the new shares issued pursuant to the capital increases will be fully assimilated with the existing shares and subject to all the provisions of the Articles of Association and the decisions of Shareholders' Meetings,

specifies that the transactions referred to in this delegation may be carried out at any time, including in the event of a public offer for the Company's shares, in accordance with legal and regulatory provisions,

resolves that the Board of Directors shall have full authority to implement this delegation, or not, with the option of subdelegation under the legal and regulatory conditions, in particular to:

- decide on the capital increase and determine the securities to be issued and, more generally, decide on issues under this delegation,

- decide the amount of the capital increase,

- set the issue price and the amount of the premium which may, where applicable, be requested at the time of issue, within the limits set by this delegation,

- determine the dates and terms of the capital increase, the nature and characteristics of the securities to be created, as well as decide, in the case of bonds or other debt securities giving access to the Company's share capital, whether or not they are subordinated (and, where applicable, their subordination ranking in accordance with the provisions of Article L. 228-97 of the French Commercial Code), set their interest rate (in particular fixed or variable-rate interest or zero or indexed coupon), their term (fixed or indefinite), and the other terms of issue (including the granting of guarantees or collateral) and amortisation; these securities may be accompanied by warrants giving entitlement to the allocation, acquisition or subscription of bonds or other debt securities, or take the form of complex bonds as defined by the stock market authorities; modify, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,

- decide, in the event that subscriptions have not reached the entire issue, to limit the amount of the issue to the amount of subscriptions received, provided that this amount reaches at least three-quarters of the issue decided upon,

- determine the payment method for shares or securities giving access to the share capital to be issued or securities to be issued,

- set, where applicable, the terms and conditions for the exercise of the rights attached to the shares or securities to be issued and, in particular, set the date, even retroactive, from which the new shares (i.e. any underlying securities) will carry dividend rights, determine the terms and conditions for the exercise of conversion, exchange or redemption rights, where applicable, including the delivery of Company assets such as shares or securities already issued by the Company, as well as all other conditions and procedures for carrying out the capital increase,

- provide for the option to suspend the exercise of the rights attached to these securities in accordance with the legal and regulatory provisions for a maximum period of three (3) months,

- take all measures to protect the rights of holders of securities or other rights giving access to the share capital, existing on the date of the capital increase,

- at its sole initiative, charge the costs of the capital increase to the amount of the premiums relating thereto and deduct from this amount the sums necessary to bring the legal reserve to one-tenth of the new capital after each capital increase,

- set, and make any adjustments, in order to take into account the impact of transactions on the Company's share capital, in particular in the event of a change in the par value of the share, a capital increase by incorporation of reserves, the allocation of free shares, any stock split or reverse stock split, the distribution of reserves or any other assets, the depreciation or amortisation of capital, or any other transaction affecting shareholders' equity, and set the terms and conditions under which, where applicable, the preservation of the rights of holders of securities giving access to the share capital will be ensured,

- record the final completion of the capital increase and make the corresponding amendments to the Articles of Association,

- in general, enter into any agreement, in particular to successfully complete the planned issues, take all measures and carry out all formalities necessary for the issue, listing and financial servicing of the securities issued under this delegation, as well as the exercise of the rights attached thereto, carry out all formalities and declarations, request all authorisations that may prove necessary to conduct and for the successful completion of this issue and, in general, do whatever is necessary.

A supplementary report will be prepared in connection with the final terms and conditions of the transaction, in accordance with the provisions of Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up when it makes use of the delegation of authority to be granted by this Shareholders' Meeting. The Statutory Auditors will also prepare a supplementary report on this occasion.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its eleventh resolution.

Resolution 20 - Increase in the number of Company securities

By the **twentieth resolution**, it is proposed that you renew the authorisation granted by your meeting on 12 April 2022 to the Board of Directors to increase the number of securities to be issued in the event of the issue of securities pursuant to the 16th to 19th resolutions above, with or without preferential subscription rights, at the same price as that used for the initial issue. We inform you that the nominal amount of the corresponding issues would be deducted from the amount of the overall applicable ceiling provided for in the 25th resolution below.

This delegation would enable the Board of Directors to meet demand in excess of the amount of the offer and to address market volatility. Any issue carried out under this resolution should be carried out at the same price as the initial issue that it follows and within the deadlines and limits set by the legal and regulatory provisions applicable on the date of the issue (within 30 days of the end of the subscription period and up to a limit of 15% of the initial issue).

Given in particular the volatility of current market conditions, the Board considers it necessary to renew this authorisation, which allows the implementation of a standard mechanism in line with market practices.

TWENTIETH RESOLUTION

Authorisation to be granted to the Board of Directors to increase, up to a limit of 15%, the number of securities issued in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code, pursuant to the four previous resolutions, with maintenance or cancellation of shareholders' preferential subscription rights, as the case may be

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special reports of the Statutory Auditors prepared in respect of the four previous resolutions and ruling in accordance with Article L. 225-135-1 of the French Commercial Code,

authorises the Board of Directors, with the option of subdelegation under the conditions provided for by law, to (i) increase the number of securities to be issued in order to cover any over-allocations and stabilise prices in the context of an issue, with or without preferential subscription rights, of ordinary shares and/or any other securities giving access, immediately or in the future, at any time or at a fixed date, to the share capital of the Company, or of companies that directly or indirectly own more than half of the share capital, or giving entitlement to debt securities, by subscription either in cash or by offsetting of receivables, conversion, exchange, redemption, presentation of warrants or in any other manner, in application of the 16th to 19th Resolutions and (ii) carry out the corresponding issues at the same price as that used for the initial issue and up to a limit of 15% of the latter, in accordance with the provisions of Article R. 225-118 of the French Commercial Code or any other applicable provision,

resolves that this authorisation granted to the Board of Directors must be implemented within thirty (30) days of the closing of the initial subscription of the initial issue concerned; if the Board of Directors has not used it within this thirty (30) day period, it will be deemed null and void in respect of the issue in question,

resolves that the total nominal amount of the corresponding issues shall be deducted from the overall applicable ceiling provided for in the 25th resolution of this Shareholders' Meeting**,**

notes that, in the event of an issue with or without preferential subscription rights, the limit provided for in 1 of I of Article L. 225-134 of the French Commercial Code will be increased accordingly.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its twelfth resolution.

Resolution 21 - Allocation of free shares

By the **twenty-first resolution**, you are asked to authorise the Board of Directors to allocate free shares in the Company, under the conditions provided for in Articles L. 225-197-1 et seq. of the French Commercial Code.

This resolution, for a period of 38 months, would allow these Icape Holding share allocations to be placed in a favourable framework for the Company and its shareholders as well as for the beneficiaries of free shares.

It is specified that the allocations may be subject to the achievement of one or more performance conditions.

The long-term incentive scheme is a key component of the Icape Group's policy for recognising the potential and performance of its employees. Thanks to its duration and vesting conditions, it helps to retain the beneficiaries and link their interests more closely to those of shareholders.

The allocation decision taken by the Board of Directors would relate to a minimum vesting period of one year, at the end of which, if the conditions set by the Board of Directors are met, the beneficiary would become a shareholder. The Board of Directors would determine the duration of any share retention period.

You are asked to set the ceiling for free share allocations at 10% of the share capital, it being specified that all free shares allocated under this authorisation would reduce by the same amount (i) the maximum amount of BSAs to be issued by the Board of Directors pursuant to the 22nd resolution and (ii) the maximum amount of Company stock options to be issued by the Board of Directors pursuant to the 23rd resolution.

The total number of Company stock options to be issued by the Board of Directors, BSAs to be issued by the Board of Directors and free shares allocated under the delegations of the 21st, 22nd and 23rd resolutions may not exceed an overall ceiling of 10% of the Company's share capital at the time of the issue or allocation of these warrants, shares or options.

TWENTY-FIRST RESOLUTION

Authorisation to be granted to the Board of Directors to allocate free shares

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special report of the Statutory Auditors,

authorises the Board of Directors, in accordance with the provisions of Articles L. 225-197-1 et seq. of the French Commercial Code, to allocate, on one or more occasions, free shares, existing or to be issued, in favour of the beneficiaries that it will determine from among the employees of the Company or companies or groups related to it under the conditions provided for in Article L. 225-197-2 of the said Code and the corporate officers referred to in Article L. 225-197-1, II, under the conditions defined below,

resolves (i) that the total number of free shares allocated under this authorisation may not exceed 10% of the share capital of the Company at the time of the allocation and that to this ceiling of 10% will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions involving the Company's share capital or shareholders' equity, (ii) that all the free shares allocated under this authorisation will reduce by the same amount the maximum amount of equity warrants (BSAs) to be issued by the Board of Directors under the 22nd Resolution and the maximum amount of Company stock options to be issued by the Board of Directors pursuant to the 23rd Resolution, insofar as the total number of Company stock options to be issued by the Board of Directors, equity warrants to be issued by the Board of Directors and free shares allocated in respect of the delegations covered by the 21st, 22nd and 23rd Resolutions may not exceed the overall ceiling of 10% of the Company's share capital at the time of the issue or allocation of these warrants, shares or options, (iii) that the nominal amount of capital increases likely to be carried out, immediately or in the future, by virtue of this delegation of authority will be deducted from a specific ceiling of 10% of the Company's share capital applicable to delegations covered by the 21st, 22nd and 23rd Resolutions,

resolves that the allocations made pursuant to this delegation may be subject to the achievement of one or more performance conditions,

resolves that the allocation of said shares to their beneficiaries will become definitive, for all or part of the shares allocated, at the end of a vesting period of at least one year,

resolves that, within the limits set in the previous paragraphs, the Board of Directors will determine the duration of the vesting period and the duration of any holding period; it being specified that at the end of any holding period, these shares may only be sold in accordance with the applicable legislative and regulatory provisions,

resolves that the allocation of said shares to their beneficiaries will become definitive before the expiry of the aforementioned vesting periods in the event of disability of the beneficiary corresponding to the classification in the second or third categories provided for in Article L. 341-4 of the French Social Security Code and that said shares will be freely transferable in the event of disability of the beneficiary corresponding to the classification in the aforementioned categories of the French Social Security Code,

confers full powers to the Board of Directors, with the option of subdelegation under legal and regulatory conditions, to implement this authorisation and in particular to:

- determine the identity of the beneficiaries of the share allocations from among the employees of the Company or of the aforementioned companies or groups and the corporate officers referred to in Article L. 225-197-1, II of the French Commercial Code,

- for shares that are, where applicable, allocated to the executive corporate officers referred to in Article L. 225-197-1 II paragraph 4 of the French Commercial Code, either decide that these shares may not be sold by the interested parties before the termination of their duties, or set the number of shares that they will be required to hold in registered form until the termination of their duties,

- set the conditions and, where applicable, the criteria for the allocation of shares, and in particular any performance conditions that it deems useful, as well as the terms of adjustment in the event of a financial transaction by the Company,

- in the event of the issue of new shares, deduct, where applicable, from the reserves, profits or issue premiums, the sums necessary to pay up said shares,

- adjust, where applicable, the number of shares allocated in connection with any transactions involving the Company's share capital,

- record the capital increase(s) resulting from any allocation made pursuant to this authorisation and amend the Articles of Association accordingly,

takes note of the fact that, in the event that the Board of Directors uses this authorisation, it will inform the Ordinary Shareholders' Meeting each year of the transactions carried out pursuant to the provisions of Articles L. 225-197-1 to L. 225-197-3 of the French Commercial Code, under the conditions provided for by Article L. 225-197-4 of the said Code,

resolves that this authorisation is given for a period of **thirty-eight (38) months** from the date of this decision, the period of validity of this delegation, i.e. until 16 July 2026, date on which it will be deemed null and void if the Board of Directors has not made use of it.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its thirteenth resolution.

Resolution 22 - Issue of share subscription warrants

By the **twenty-second resolution**, you are asked to authorise the Board of Directors, for a period of 18 months, to allocate share subscription warrants to a specific category of persons (directors, consultants, management team of the Company or its subsidiaries), with cancellation of shareholders' preferential subscription rights.

This delegation, like that relating to the allocation of free shares, would be part of a long-term incentive scheme representing a key element of the policy for recognising the potential and performance of the Icape Group's management teams.

Each share subscription warrant (BSA) would give the right to subscribe to one new ordinary share of the Company with a par value of 0.40 euros each.

The subscription price of the BSAs would be set by the Board of Directors on the basis of the report of an independent expert appointed by the Board of Directors.

The total number of BSAs that may be granted under this authorisation may not exceed 10% of the Company's share capital on the issue date, it being specified that any free shares allocated under the delegation covered by the 21st resolution and any options to subscribe for or purchase shares of the Company to be issued by the Board of Directors pursuant to the 23rd resolution, would reduce the maximum amount of BSAs to be issued under this authorization and vice versa.

The total number of BSAs to be issued by the Board of Directors, free shares allocated and stock options to be issued under the delegations of the 21st, 22nd and 23rd resolutions may not exceed an overall ceiling of 10% of the Company's share capital at the time of the issue or allocation of these warrants or shares.

TWENTY-SECOND RESOLUTION

Delegation of authority to be granted to the Board of Directors to decide to issue, on one or more occasions, share subscription warrants (bons de souscription d'actions – "BSA"), with this issue being reserved for the benefit of a specific category of persons

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings, after having heard the Board of Directors' report and the special report of the Statutory Auditors on the delegation of authority granted to the Board of Directors to decide on the issue of share subscription warrants (the "**BSA**"), with cancellation of shareholders' preferential subscription rights in accordance with the provisions of Articles L. 228-92 and L. 225-135 of the French Commercial Code,

resolves, within the framework of Articles L. 225-129-2, L. 228-91 and L. 228-92 of the French Commercial Code, to delegate to the Board of Directors all powers to decide, within a period of **eighteen (18) months** as of this Shareholders' Meeting, to issue, on one or more occasions, share subscription warrants (BSAs), this issue being reserved for a specific category of persons (directors - consultants - management team of the Company or its subsidiaries),

resolves that each BSA will give the right to subscribe for one (1) new ordinary share of the Company with a par value of 0.40 euros each,

resolves that all BSAs that may be issued under this authorisation may not exceed 10% of the share capital of the Company on the issue date, it being specified that to this ceiling of 10% will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions involving the Company's share capital or shareholders' equity,

also **resolves** that any free shares allocated under the delegation covered by the 21st Resolution above and any Company stock options to be issued by the Board of Directors pursuant to the 23rd Resolution below will reduce by the same amount the maximum amount of BSAs to be issued under this authorisation and vice versa, insofar as the total number of Company stock options to be issued by the Board of Directors, BSAs to be issued by the Board of Directors and free shares allocated in respect of the delegations covered by the 21st, 22nd and 23rd Resolutions may not exceed an overall ceiling of 10% of the Company's share capital at the time of issue or allocation of these warrants, shares or options,

resolves to set the terms and conditions for the allocation of said BSAs as follows:

Amount of the Board of Directors' authorisation	The total number of equity warrants that may be allocated under the authorisation granted by the Shareholders' Meeting may not exceed 10% of the Company's share capital on the issue date (you are reminded that (i) to this ceiling of 10% will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions involving the Company's share capital or shareholders' equity), (ii) that any free shares allocated under the

	delegation covered by the 21st Resolution above and any Company stock options to be issued by the Board of Directors pursuant to the 23rd Resolution below will reduce by the same amount the maximum amount of BSAs to be issued under this authorisation and vice versa, insofar as the total number of BSAs to be issued by the Board of Directors, free shares allocated and Company stock options to be issued under the delegations covered by the 21st, 22nd and 23rd Resolutions may not exceed an overall ceiling of 10% of the Company's share capital at the time of issue or allocation of these warrants or shares and (iii) any BSAs issued by the Board of Directors, any Company stock options issued by the Board of Directors or any free shares allocated that have lapsed and/or are not subscribed, will correspondingly increase the maximum amount of 10% of the Company's share capital at the time of issue or allocation of these warrants, shares or options).
Duration of the Board of Directors' authorisation	This authorisation is granted for **eighteen (18) months** and includes, in favour of the beneficiaries of the BSAs, the express waiver by the shareholders of their preferential subscription rights to the shares that will be issued as and when the BSAs are exercised, in accordance with the provisions of Article L. 225-132 paragraph 6 of the French Commercial Code. It will be executed under the conditions and in accordance with the terms and conditions provided for by the law and regulations in force on the date of the issue of the BSAs.
Beneficiaries	The BSAs will be issued and allocated, on one or more occasions, by the Board of Directors to beneficiaries from among a category of specified persons (directors - consultants - management team of the Company or its subsidiaries).
Nature of shares upon exercise of BSAs	Each BSA will give the right to subscribe for one Company share with a par value of 0.40 euros, in respect of a capital increase under the conditions provided for by law. The new shares issued following the exercise of the BSAs will be ordinary shares, immediately assimilated to the existing shares and subject to all the provisions of the Articles of Association. They will carry dividend rights from the date of final completion of the capital increase.
BSA subscription price	The subscription price of the BSAs will be set by the Board of Directors on the basis of the report of an independent expert appointed by the Board of Directors.
Subscription price of shares on exercise of BSAs	The subscription price of the underlying ordinary shares will be set by the Board of Directors, and will be at least equal to the volume-weighted average of the last three (3) trading days preceding the allocation of said BSAs by the Board of Directors.
Use of an expert	In the event that an independent expert decides on the valuation of the subscription price of the BSAs, the valuation assessed by said expert will be valid for any other allocation made within a period of **eighteen (18) months** after the issuance of their report.

	However, as an exception to that described in the previous paragraph, the use of a new independent expert for any new allocation of BSAs will be necessary in the event of a substantial change in the elements that served as the basis for the valuation of the subscription price of the BSAs and/or the subscription price of the shares upon exercise of the BSAs by the first expert (in particular in the case of an event or transaction modifying the valuation of the Company initially retained, or if the terms and conditions of the BSAs are modified significantly at the time of the new allocation).
Time limit for exercising BSAs	The BSAs may no longer be exercised 10 years after their allocation, with the Board of Directors having full powers to set a shorter term.

consequently resolves to approve the principle of a capital increase of a maximum nominal amount of 10% of the share capital at the time of the issue of the BSAs, by issuing new ordinary shares with a par value of 0.40 euros each,

resolves to give full authority to the Board of Directors to implement this authorisation and in particular, without this list being exhaustive, to:

- set the names of the beneficiaries under the general authorisation provided for above from among the specified category of persons (directors - consultants - management team of the Company or its subsidiaries) and the allocation of the BSAs among them,

- set the subscription price of the BSAs and their exercise price,

- decide on the conditions under which the price and number of shares may be adjusted in the event of one of the transactions referred to in Article L. 228-98 of the French Commercial Code,

- determine the conditions for the exercise of the BSAs, and in particular the period and dates of exercise of the BSAs, the terms of payment of the shares subscribed for on exercise of the BSAs, as well as their date of dividend entitlement, which may be retroactive,

- provide, if it deems it appropriate, for the temporary suspension of the exercise of the BSAs in accordance with the provisions of Article L. 225-149-1 of the French Commercial Code,
- determine, if it deems it appropriate, the treatment of BSAs not exercised in the event of the merger of the Company with another company,

- take all necessary information measures and in particular draw up, and where appropriate, modify the terms and conditions and/or the contract for the issuance of the BSAs and ensure that they are remitted to each of the beneficiaries of the BSAs,

- manage the BSAs within the limits of the provisions of the law and in particular take all necessary information measures and, if necessary, modify the terms and conditions and/or the BSA plan and ensure the remittance to each of the beneficiaries of the BSAs subject to the provisions falling within the remit of the Shareholders' Meeting and take any necessary or appropriate decision in the context of the administration of the BSA plan,

- carry out or cause to be carried out all acts and formalities that may result from the implementation of this authorisation, amend the Articles of Association and generally take the necessary steps,

- collect, if applicable, requests to exercise BSAs and create and issue a number of new ordinary shares equal to the number of BSAs exercised,

- record, if applicable at any time during the current financial year, and no later than at the first meeting following the end of the financial year in question, the number and nominal amount of the shares thus created and issued in respect of the exercise of the BSAs, and record the resulting capital increase,

- make the necessary changes to the clauses of the Articles of Association relating to the amount of the Company's share capital and the number of shares comprising it, and carry out the formalities following the corresponding capital increases,

- at its sole decision, and if it deems it appropriate, charge the costs of the share capital increases to the amount of the premiums relating to these increases and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase,

- more generally, enter into all agreements and, in general, take all measures to carry out all necessary formalities in the context of the issuance of BSAs,

resolves that the Board of Directors will report to the Ordinary Shareholders' Meeting, under the conditions defined by the regulations in force and in a special report containing all the information referred to in Article R. 225-115 of the French Commercial Code, on the final conditions of the transaction drawn up in accordance with the authorisation granted to it.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its fourteenth resolution.

Resolution 23 - Options to subscribe for or purchase shares in the Company

By the **twenty-third resolution**, you are asked to authorise the Board of Directors, for a period of 38 months, to allocate options to subscribe for or purchase shares in the Company to eligible employees or corporate officers (or to some of them) of the Company and related companies, with the exception of employees and/or corporate officers who hold more than 10% of the Company's share capital.

This delegation, like those relating to the allocation of free shares and to the issue of BSAs, would be part of a long-term incentive scheme representing a key element of the policy for recognising the potential and performance of the Icape Group's teams.

The stock options granted under this authorisation cannot give the right to a number of shares exceeding 10% of the Company's share capital on the date of the Board's decision to allocate the options.

In addition, all options that may be granted by the Board of Directors under this authorisation would reduce by the same amount the maximum amount of the BSAs to be issued by the Board of Directors pursuant to the 22nd resolution and free shares allocated under the 21st resolution, insofar as the total number of free shares allocated, BSAs to be issued by the Board of Directors and Company stock options to be issued by the Board of Directors under the delegations of the 21st, 22nd and 23rd resolutions may not exceed an overall ceiling of 10% of the Company's share capital at the time of the issue or allocation of these shares or options.

TWENTY-THIRD RESOLUTION

Delegation of authority to the Board of Directors to grant Company stock options

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the special report of the Statutory Auditors,

authorises the Board of Directors to grant, within the framework of the provisions of Articles L. 225-177 to L. 225-186 of the French Commercial Code, on one or more occasions, for the benefit of the beneficiaries or categories of beneficiaries that it determines from among employees of the Company or of companies or groups related to it under the conditions provided for in Article L. 225-180 of the French Commercial Code and eligible corporate officers of the Company or of companies or groups that are related to it (with the exception of employees and/or corporate officers who hold more than 10% of the Company's share capital), options giving the right to subscribe to new Company shares to be issued as part of an increase in its share capital, as well as options giving the right to purchase Company shares resulting from buybacks made by the Company under the conditions provided for by law,

resolves that the total number of options that may be granted by the Board of Directors under this authorisation may not give the right to subscribe for or purchase a number of shares greater than 10% of the share capital existing on the grant date. To this ceiling will be added, where applicable, the nominal amount of additional shares to be issued, where applicable, to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of the beneficiaries in the event of financial transactions or transactions on the Company's share capital or shareholders' equity,

decides that all options that may be granted by the Board of Directors under this authorisation will reduce by the same amount the maximum amount of the BSAs to be issued by the Board of Directors pursuant to the 22nd Resolution and free shares allocated under the 21st Resolution, insofar as the total number of free shares allocated, BSAs to be issued by the Board of Directors and Company stock options to be issued by the Board of Directors under the delegations of the 21st, 22nd and 23rd Resolutions may not exceed an overall ceiling of 10% of the Company's share capital at the time of the issue or allocation of these shares or options.

This delegation automatically entails the express waiver by the shareholders of their preferential subscription rights to the shares to be issued as options are exercised by the beneficiaries of the stock options,

resolves that the subscription and/or purchase price of the shares by the beneficiaries will be set on the date the options are granted by the Board of Directors and may not be lower than the minimum price determined by the legal provisions in force,

resolves that no options may be granted during the blackout periods provided for by regulations,

resolves that the subscription or purchase price of the ordinary shares thus set may not be modified during the term of the options. However, if the Company carries out one of the transactions referred to in Article L. 225-181 of the French Commercial Code, it must take the necessary measures to protect the interests of beneficiaries of options under the conditions provided for by Article L. 228-99 of the French Commercial Code. In the event of the issue of new equity securities or new securities giving access to the share capital, as well as in the event of a merger or spin-off of the Company, the Board of Directors may, where applicable, suspend the exercise of these options,

resolves that the options must be exercised within a maximum period of 10 years from the date on which they are granted and will automatically lapse if they are not exercised before their expiry, the Board of Directors having full power to set a shorter term,

confers full powers to the Board of Directors, with the option of subdelegation under legal and regulatory conditions, to implement this authorisation and in particular to:

- determine the list or categories of beneficiaries and the number of options allocated to each,

- set the conditions under which the options will be granted and under which they may be exercised, the terms and conditions of entitlement to dividend rights, provide for any clauses prohibiting the immediate resale of all or part of the shares and make any subsequent amendments or modifications to the terms of these options if necessary,

- set the share subscription price under the conditions provided for by law and decide the conditions under which the price and number of shares may be adjusted, in particular in the various cases provided for in Articles R. 225-137 et seq. of the French Commercial Code,

- set the exercise period(s) for the options granted,

- provide for the option to temporarily suspend the exercise of options for a maximum period of three months in the event of financial transactions involving the exercise of a right attached to the shares,

- where applicable, limit, suspend, restrict or prohibit the exercise of options or the sale or transfer to bearer holding of shares obtained by the exercise of options during certain periods or as from certain events, with its decision relating to all or part of the options or purchases and concern all or part of the beneficiaries,

- record the completion of the capital increases for the amount of the new shares issued by the exercise of the subscription options, make the corresponding amendment to the Articles of Association and, at its own decision, allocate the costs of the capital increases to the amount of the premiums issue and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital after each increase, and

- more generally, do whatever is necessary,

resolves that this delegation will be valid for a period of **thirty-eight (38) months** from the date of this Shareholders' Meeting, i.e. until 16 July 2026,

resolves that the Board of Directors will report to the Ordinary Shareholders' Meeting, under the conditions defined by the regulations in force and in a special report containing all the information referred to in Article R. 225-115 of the French Commercial Code, on the final conditions of the transaction drawn up in accordance with the authorisation granted to it.

Resolution 24 - Capital increase reserved for members of a company savings plan

By the **twenty-fourth resolution**, you are asked to renew, for a period of 26 months, the authorisation granted by your meeting on 12 April 2022 to the Board of Directors to decide on the capital increase for the benefit of employees who are members of a company savings plan, without preferential subscription rights for shareholders.

This authorisation makes it possible to carry out capital increases open to all eligible employees of French entities, under the legal conditions.

The ceiling for the nominal amount of issues of ordinary shares under this authorisation would be set at 3% of the share capital, and would be deducted from the overall ceiling provided for in the 25th resolution.

The purpose of employee shareholding plans is to strengthen the commitment of the Company's employees and increase their sense of belonging to the Company.

As of 31 December 2022, there was no employee shareholding held via a savings plan.

TWENTY-FOURTH RESOLUTION

Delegation of authority to the Board of Directors to carry out a capital increase by issuing shares or securities giving access to the share capital reserved for members of a company savings plan with cancellation of shareholders' preferential subscription rights in favour of the latter

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and the report of the Statutory Auditors,

taking note of the provisions of Articles L. 3332-18 to L. 3332-24 of the French Labour Code, and ruling in accordance with the provisions of Articles L. 225-129-6 and L. 225-138-1 of the French Commercial Code,

delegates to the Board of Directors its authority, with the option of subdelegation under the conditions provided for by law, to decide to increase the share capital, on one or more occasions, at the time and according to the terms and conditions it shall determine, by a maximum nominal amount equal to 3% of the Company's share capital as recorded at the time of issue, through the issue of ordinary shares or financial securities giving access to the Company's share capital reserved for members of a company savings plan (or any other plan for whose members Articles L. 3332-1 et seq. of the French Labour Code or any similar law or regulation allows a capital increase to be reserved under equivalent conditions), set up or to be set up within the Company or the Group formed by the Company and the French or foreign companies included in the scope of consolidation of the Company's financial statements pursuant to Article L. 3344-1 of the French Labour Code; it being specified that (i) this maximum nominal amount above will be increased by the securities issued in order to preserve the rights of the holders of securities giving future access to the share capital in accordance with the provisions of the French Commercial Code and the applicable contractual provisions and that (ii) this maximum nominal amount above will be deducted from the amount of the overall ceiling provided for in the 25th Resolution of this Shareholders' Meeting,

resolves that the share subscription price will be set in accordance with the provisions of Article L. 3332-20 of the French Labour Code and that the Board of Directors will have full powers to carry out the valuations to be made in order to finalise, each financial year, the subscription price under the conditions provided for by the applicable regulations,

resolves that this delegation entails the cancellation of shareholders' preferential subscription rights to the new shares or securities to be issued to the aforementioned beneficiaries, in the event of the completion of the capital increase provided for in the previous paragraph,

resolves that the Board of Directors may provide for the allocation of free shares or financial securities giving access to the Company's share capital, under the terms provided for in Article L. 3332-21 of the French Labour Code,

resolves that each capital increase will only be carried out up to the amount of ordinary shares actually subscribed by the aforementioned beneficiaries,

resolves that the characteristics of the issues of financial securities giving access to the Company's share capital will be approved by the Board of Directors under the conditions set by the regulations,

confers full powers to the Board of Directors to implement this delegation and in particular to:

- set up, set the terms and conditions of membership of the company savings plan pursuant to the conditions provided for in Articles L. 3332-1 et seq. of the French Labour Code, and establish or amend its regulations,

- determine, under the legal conditions, the list of companies whose members of the company savings plan may subscribe for the shares or securities giving access to the share capital thus issued and benefit, where applicable, from the allocation of free shares or securities giving access to the share capital,

- decide that subscriptions may be made directly or through company mutual funds or other structures or entities permitted by applicable legal or regulatory provisions,

- decide and set the terms and conditions for the issue and allocation of shares or financial securities giving access to the share capital, pursuant to this delegation and in particular to set the subscription price in accordance with the rules defined above, the opening and closing dates for subscriptions, dividend entitlement dates (which may be retroactive), payment deadlines for shares and, where applicable, financial securities giving access to the share capital, all within the legal limits,

- determine the conditions for the allocation, if any, of the new shares thus issued to said employees under the legal conditions, including conditions of seniority, draw up the list of beneficiaries, as well as the number of shares likely to be allocated to each of them, within the limit of the capital increase ceiling,

- record the completion of the capital increases for the amount of shares that are effectively subscribed individually or through the Company's existing company investment fund or any other structure or entity permitted by applicable legal or regulatory provisions, deduct, where applicable, any costs from the amount of the premiums paid on the issue of the shares and deduct from this amount the sums necessary to increase the legal reserve to one-tenth of the new share capital, after each increase, and make the corresponding amendments to the Articles of Association,

- carry out, directly or through an agent, all operations and formalities, and

- generally, do all that may be useful and necessary for the definitive completion of the increase or successive increases in the share capital,

resolves that this delegation will be valid for a period of **twenty-six (26) months**, from this Shareholders' Meeting and **takes note** that this delegation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its fifteenth resolution.

Resolution 25 - Ceiling on issues giving access to the share capital

By the **twenty-fifth resolution**, the Board asks you to set at (i) 2,000,000 euros the maximum nominal amount of share capital increases that may be carried out, immediately and/or in the future, pursuant to the delegations referred to in the 16th to 20th as well as the 24th resolutions and (ii) 50,000,000 euros the maximum nominal amount of securities representing claims on the Company that may be issued pursuant to the delegations referred to in the 16th to 20th as well as the 24th resolutions.

This is an overall ceiling common to the said resolutions, to which is added the nominal amount of shares that may be issued in addition, in the event of new financial transactions, to preserve the rights of the holders of securities giving access to the share capital.

TWENTY-FIFTH RESOLUTION

Setting the overall ceiling for applicable authorisations to issue shares and securities giving access to the share capital and debt securities

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report and, consequently, noted the adoption of the 16th to 20th Resolutions above, as well as the 24th Resolution above,

resolves to set at two million (2,000,000) euros (or its exchange value in foreign currency on the date of the issue) the maximum nominal amount of the share capital increases, immediate and/or in the future, that may be carried out pursuant to the delegations of authority conferred by the aforementioned resolutions, it being specified that this nominal amount will be increased, where applicable, by the nominal amount of additional shares to be issued to preserve, in accordance with the law and, where applicable, the applicable contractual provisions, the rights of beneficiaries in the event of financial transactions or transactions involving the Company's share capital or equity,

resolves also to set at fifty million (50,000,000) euros (or its equivalent in foreign currency on the date of issue) the maximum nominal amount of securities representing claims on the Company that may be issued pursuant to the delegations of authority conferred by the aforementioned resolutions,

specifies that the ceiling of two million (2,000,000) euros defined above is not applicable to delegations covered by the 21st, 22nd and 23rd Resolutions.

Resolution 26 - Capital reduction by cancellation of shares

By the **twenty-sixth resolution**, you are asked to renew, for a period of 18 months, the authorisation given to your Board of Directors to cancel, by way of a reduction in the share capital, shares purchased by the Company under the authorisations granted by your Shareholders' Meeting as part of the share buyback programme and to reduce the share capital within the limit of 10% of the share capital per 24-month period.

The cancellation by the Company of treasury shares may meet various objectives such as, for example, active capital management, balance sheet optimisation or offsetting the dilution resulting from capital increases.

In accordance with legal provisions, shares may only be cancelled within a limit of 10% of the share capital per 24-month period.

TWENTY-SIXTH RESOLUTION

Delegation of authority to be granted to the Board of Directors to carry out capital reductions by cancelling shares

The Shareholders' Meeting, ruling under the quorum and majority conditions for Extraordinary Shareholders' Meetings, having reviewed the Board of Directors' report and the special report of the Statutory Auditors,

in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code,

authorises the Board of Directors, with the option of subdelegation, to cancel on one or more occasions at the times it sees fit, for a period of **eighteen (18) months** from this Shareholders' Meeting, i.e. until 16 November 2024, the shares acquired by the Company pursuant to the authorisation granted to the 15th Resolution or any resolution having the same purpose and the same legal basis, within the limit of

10% of the Company’s share capital per period of twenty-four (24) months, and correspondingly reduce the share capital, it being recalled that this percentage applies to a share capital adjusted according to the transactions affecting it subsequent to this Shareholders’ Meeting,

authorises the Board of Directors to allocate the difference between the repurchase value of the cancelled shares and their par value to the “Share premium” item or to any other available reserves item, including the legal reserve, this in the limit of 10% of the capital reduction carried out,

gives all powers to the Board of Directors, subject to strict compliance with laws and regulations, with the option of subdelegation in order to:

- carry out this or these share cancellation and capital reduction transactions,
- determine the final amount of the capital reduction,
- set the terms and conditions,
- record its completion,
- amend the Company’s Articles of Association accordingly,
- carry out all formalities and declarations to all bodies, and
- generally, do whatever is necessary to implement this authorisation.

This authorisation cancels the authorisation granted to the Board of Directors by the Shareholders' Meeting of 12 April 2022 in its seventeenth resolution.

Resolutions 27 and 28 - Amendment of the Company’s Articles of Association

By the **twenty-seventh** and **twenty-eighth resolutions**, you are asked to amend Articles 12 and 13 of the Company’s Articles of Association in order to harmonise the applicable majority rules relating to decisions of the Board of Directors.

By the **twenty-seventh resolution**, you are asked to cancel the exception according to which decisions relating to the method of general management, the appointment and dismissal of the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers are taken by a qualified majority of three-quarters of members present or represented and thus provide that these decisions will be taken by a simple majority.

By the **twenty-eighth resolution**, you are asked to provide that the Board of Directors will decide whether the general management of the Company is to be assumed by the Chairman of the Board of Directors or by a Chief Executive Officer by a simple majority of the members of the Board of Directors and no longer by a qualified majority of three-quarters of members.

TWENTY-SEVENTH RESOLUTION

Amendment of Article 12 of the Company's Articles of Association

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report,

resolves to delete the following paragraph from Article 12 of the Company's Articles of Association,

"*By way of exception, decisions relating to the method of general management, the appointment and dismissal of the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers are taken by a qualified majority of three-quarters of the members present or represented.*"

The rest of Article 12 of the Articles of Association remains unchanged.

TWENTY-EIGHTH RESOLUTION

Amendment of Article 13 of the Company's Articles of Association

The Shareholders' Meeting, ruling under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

having reviewed the Board of Directors' report,

resolves to delete the following paragraph from Article 13 of the Company's Articles of Association:

"*The Board of Directors decides whether the general management of the Company is assumed by the Chairman of the Board of Directors or by a Chief Executive Officer. This decision is taken by a qualified majority of three-quarters of the members of the Board of Directors. The change in the method of exercising general management does not entail an amendment to the Articles of Association.*"

and to replace it with the following paragraph:

"*The Board of Directors decides whether the general management of the Company is assumed by the Chairman of the Board of Directors or by a Chief Executive Officer. This decision is taken by a simple majority of the members of the Board of Directors. The change in the method of exercising general management does not entail an amendment to the Articles of Association.*"

The rest of Article 13 of the Articles of Association remains unchanged.

Resolutions within the remit of the Ordinary Shareholders' Meeting

Resolution 29 - Powers for formalities

The **twenty-ninth resolution** is a standard resolution that makes it possible to carry out the formalities required by law following the Shareholders' Meeting.

TWENTY-NINTH RESOLUTION

Powers for formalities

The Shareholders' Meeting resolves to grant full powers to the bearer of a copy or extract of this document, for the purposes of carrying out all publication and filing formalities provided for by the legislation in force.

Appendix 1
Table of payment terms

In accordance with Articles L. 411-14 and D. 411-6, I of the French Commercial Code, we provide you with information on the payment terms of our suppliers and customers, indicating the number and total amount of invoices received and issued but not paid at 31 December 2022 and the breakdown of this amount by tranche of arrears in the following table:

Trade payables (in €)

	Article D. 441 l.-1°: Invoices received but not paid at the reporting date of the financial year whose term has expired					
	Not past due (0 days)	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
(A) Late payment tranches						
Number of invoices concerned	37	18	15	11	25	69
Total amount of invoices concerned including VAT	€173,496	€84,994	€145,987	€63,149	€340,580	€634,710
Percentage of the total amount of purchases for the financial year including VAT	21.47%	10.52%	18.06%	7.81%	42.14%	78.53%
(B) Invoices excluded from (A) relating to disputed or unrecognised debts						
Amount incl. Tax	None					
(C) Reference payment terms used						
Payment terms used to calculate late payments	Legal deadlines: 60 days					

Trade receivables (in €)

	Article D. 441 l.-2°: Invoices issued but not paid at the reporting date of the financial year whose term has expired					
	0 days	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day and more)
(A) Late payment tranches						
Number of invoices concerned	76	4	0	11	116	131
Total amount of invoices concerned including VAT	€1,036,409	€7,964	€0	€117,543	€254,680	€380,188
Percentage of revenue for the financial year including VAT	73.16%	0.56%	0.00%	8.30%	17.98%	26.84%
(B) Invoices excluded from (A) relating to disputed or unrecognised receivables						
Amount incl. Tax	None					
(C) Reference payment terms used						

Payment terms used to calculate late payments	Legal deadlines: 60 days