



# Albioma

UNIVERSAL  
REGISTRATION  
DOCUMENT

ANNUAL FINANCIAL REPORT

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2020

*Biomass shed - Albioma Galion 2, Martinique*



**ALBIOMA**

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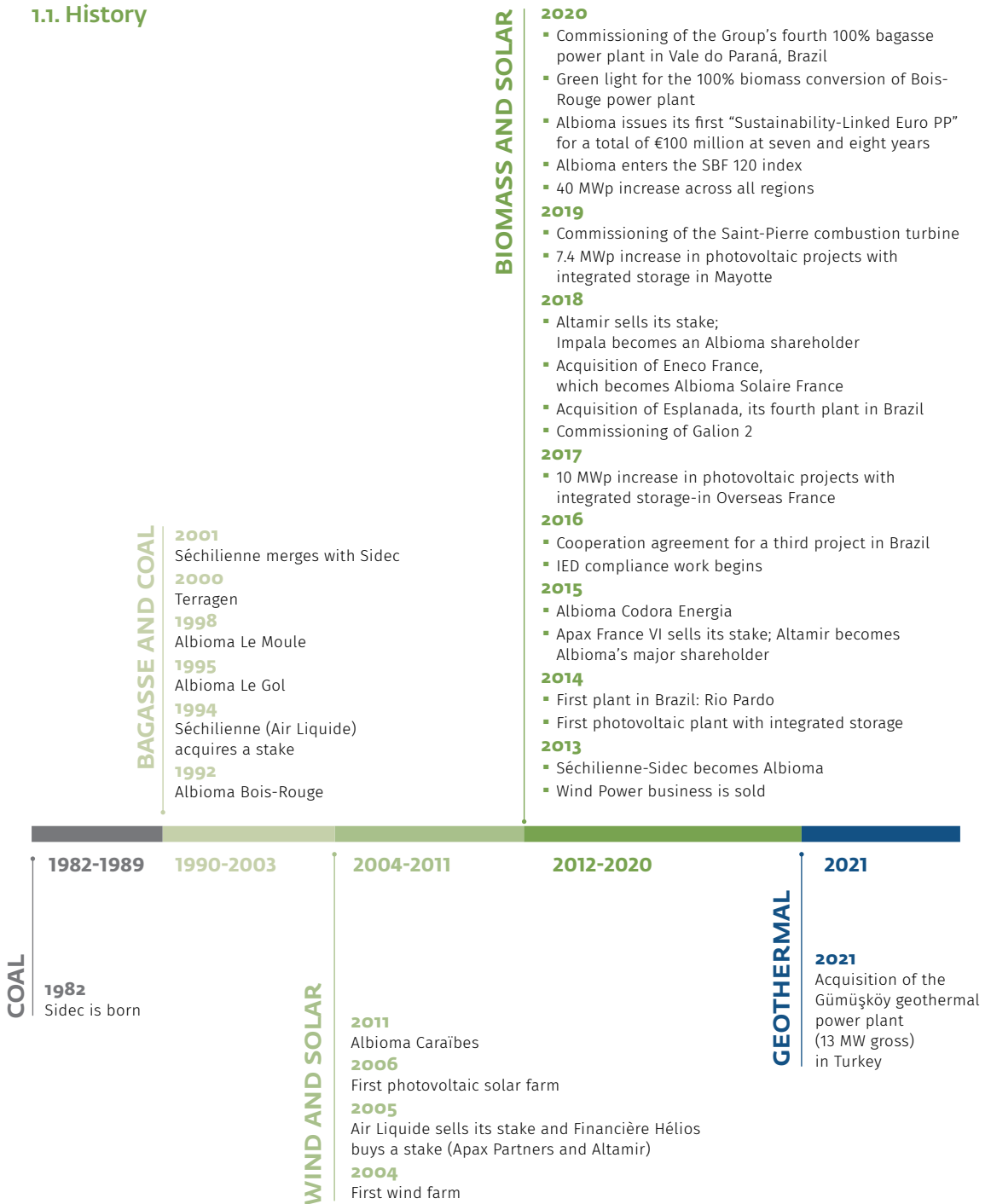
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# THE ALBIOMA GROUP

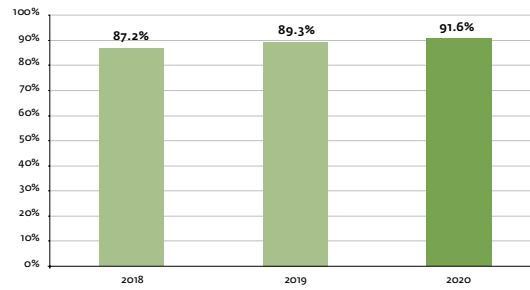
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## 1.1. History



## 1.2. Key figures

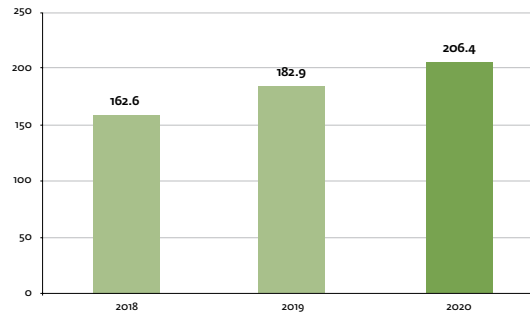
### 1.2.1. AVAILABILITY OF THERMAL BIOMASS PLANTS<sup>1,2</sup>



1. Excluding Brazil. Availability: average availability rates of thermal power plants weighted to factor in net power output. The availability rate is the ratio between the maximum energy produced and the maximum demand for energy by the client.
2. 2020 excluding unit 3 of the Albioma Le Moule plant (the unit was shut down between 1 March and 23 November 2020 for conversion to biomass operation).

### 1.2.2. EBITDA<sup>1,2</sup>

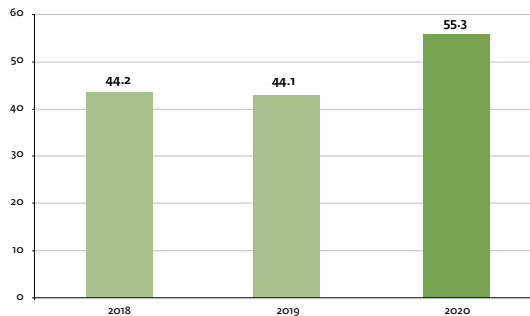
In millions of euros



1. EBITDA: operating income before depreciation and amortisation charges and net of charges to provisions, including Group income from companies consolidated using the equity method.
2. Published data.

### 1.2.3. NET INCOME, GROUP SHARE<sup>1</sup>

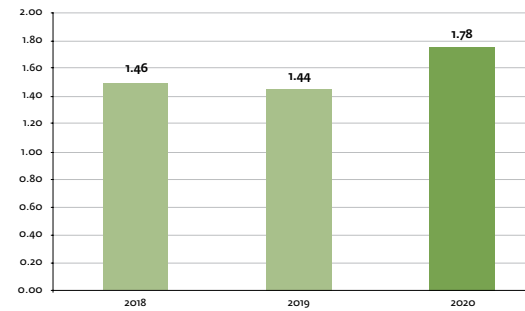
In millions of euros



1. Published data.

### 1.2.4. CONSOLIDATED DILUTED BASIC EARNINGS PER SHARE<sup>1</sup>

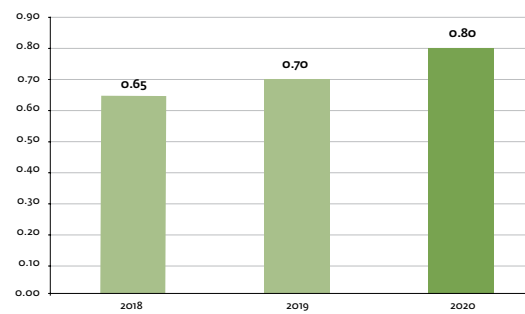
In euros



1. Published data.

### 1.2.5. DIVIDEND PER SHARE<sup>1</sup>

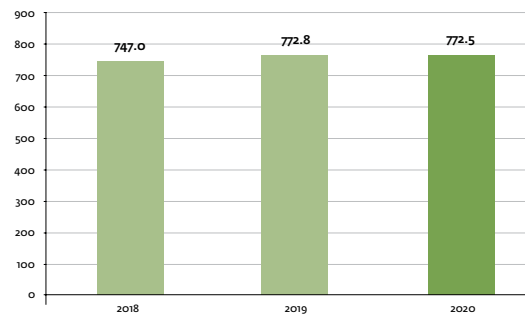
In euros



1. The 2020 dividend will be submitted for approval by the General Meeting to be held on 25 May 2021.

### 1.2.6. CONSOLIDATED NET DEBT<sup>1</sup>

In millions of euros



1. Net debt excluding the application of IFRS 16.

BUSINESS  
MODEL

### 1.3. Businesses and main markets

1.3.1. A RESILIENT MODEL BASED ON A UNIQUE LONGSTANDING PARTNERSHIP WITH THE SUGAR INDUSTRY THAT HAS DIVERSIFIED INTO THE LOW-CARBON ECONOMY, CIRCULAR ECONOMY AND RESPONSIBLE ECONOMY – OUR GOAL: RENEWABLE ENERGY SOURCES TO EXCEED 80% OF THE GROUP'S TOTAL PRODUCTION BY 2023



#### Our resources

##### Industrial technical expertise

- › high-efficiency recovery of energy from bagasse as our traditional model
- › innovative projects for storing the intermittent power produced from solar energy
- › the world's first power plant to produce energy from sugar cane waste

##### Our industrial assets

- › more than **1 GW** of installed capacity
- › **15** thermal power stations
- › around **420** solar power facilities

##### Our employees

- › **606** employees in France and Brazil
- › **30%** executives,
- › **45%** supervisors and
- › **25%** employees and workers

##### A robust financial model

- › drawing on project debt to finance around **75%** of our investments, with the balance financed by the Group's own equity and its minority partners

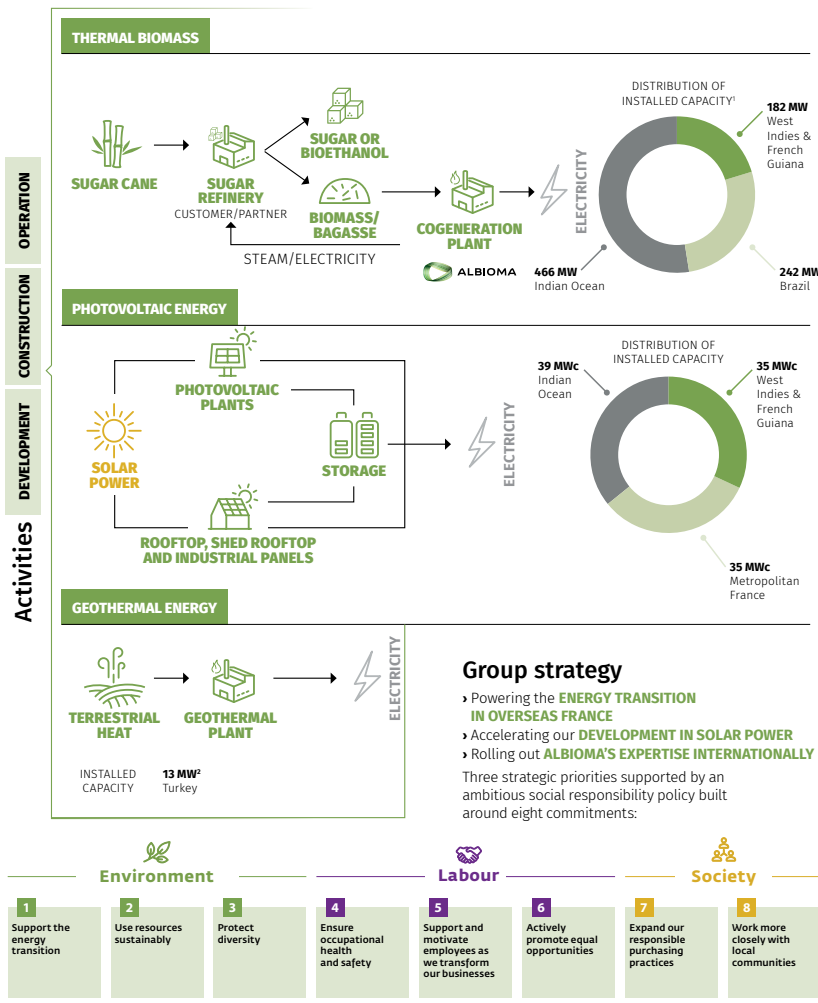
##### Local roots

- › a unique partnership with the sugar industry for more than **25 years**
- › with electricity distributors and grid managers as well as with public authorities

#### Market share

- › **46%** of all power generated in Reunion Island
- › **44%** in Mauritius
- › **21%** in Guadeloupe
- › **19%** in Martinique

### Our business: energy producer committed to the energy transition serving our communities



#### Our value creation

##### Economic

- › **€507 million** in revenue
- › **€206 million** in EBITDA
- › **€55 million** in net income, Group share
- › **€0.80** in dividend per share
- › **80%** rise in share price between 1 January and 31 December 2020

##### Developing a low-carbon economy

- › **68%** renewables in the energy mix
- › **50%** reduction in greenhouse gas emissions since 2013 while generating a total of **2.6 TWh** of electricity sold and **2.2 TWh** of steam

##### Putting into practice the principles of the circular economy

- › **2.2 Mt** of bagasse recovered annually
- › **double the average exported power** per tonne of sugar cane achieved in Brazil after plant operation is transferred to Albioma
- › **44%** of combustion by-products are recovered
- › worn solar panels include the producer's extended **chain of responsibility**

##### Protecting the environment

- › **€267 million** invested since 2013 to improve our flue gas treatment systems in Overseas France
- › **54%** of revenue is certified Quality-Safety-Environment (QSE)
- › **2** current research partnerships on biodiversity conservation and the recovery of combustion by-products

##### Investing in human capital

- › **102** people recruited in 2020, including **63** permanent employees
- › **78%** of the workforce is trained

##### Contributing to local development

- › **2.6 million** people supplied with electricity<sup>3</sup>
- › **56%** of subcontractors are local<sup>4</sup>
- › **€12 million** in taxes paid to the regions<sup>5</sup>
- › **€106 million** invested in local development projects in 2020

3. Scope including companies consolidated using the equity method.

4. As a percentage of the total purchases of the Thermal Biomass business in France, excluding fuels.

5. Scope: France.

Unless stated otherwise, the quantities shown concern fully consolidated Group companies.

1. Scope including companies consolidated using the equity method. 2. In the consolidated financial statements for FY2021.

### 1.3.1.1. Thermal Biomass

Harnessing the Group's experience in bagasse-to-energy solutions, Albioma is now the preferred partner of sugar refiners. Refiners supply bagasse to the Group's plants in return for a supply of steam and electricity for their sugar mills, in a sustainable model that gives them a decisive competitive edge. Similarly, the energy efficiency of Albioma's plants enables us to sell the power we produce to electricity distributors, helping them cope with increasing consumption.

The Group's thermal power plants, built near sugar refineries, are designed to recover all the bagasse produced. Through these facilities, the Group has demonstrated its expertise in harnessing hybrid combustion technology to produce electricity and heat from bagasse and coal.

In France and Mauritius, during the sugar campaign which lasts between four and six months, the plants operate as cogeneration units, with bagasse as the main fuel. Between harvesting campaigns, they operate using a condensing process in the same way as conventional power plants, using coal. The choice of coal as the auxiliary fuel is justified by its commercial availability at attractive prices, and the ease with which it can be shipped to island locations. It can be used in a hybrid-combustion configuration to supply energy all year round at a competitive cost while complying with European and French atmospheric emissions standards.

In Brazil, the duration of sugar campaigns (nine or ten months) and the quantity of sugar cane processed by sugar mills enables the Group's cogeneration facilities to operate using bagasse all year round (i.e. 11 months out of 12, with the remaining month set aside for annual maintenance).

As part of its strategy to support the energy transition in the various departments and regions of Overseas France, and in line with the objectives defined in France's multiyear energy plans, Albioma launched a plan to replace the use of coal with biomass at its French thermal power plants by 2025, and work to convert the first unit at the Albioma Le Moule plant in Guadeloupe has already been completed.

### 1.3.1.2. Solar Power

The Group has been producing photovoltaic solar energy since 2006. In synergy with the thermal biomass activity, the construction and operation of an efficient power fleet is increasing Albioma's contribution to the production of renewable electricity supplementing the renewable energy obtained from bagasse. With a Solar Power fleet providing a capacity of more than 100 MWp, Albioma is a major player

in the production of photovoltaic solar energy in France and the leading producer in Overseas France, where the facilities benefit from exceptional sunshine conditions, with exposure exceeding the average for French solar plants by more than 20%. Albioma operates its plants within the framework of secure long-term agreements with EDF.

In 2014, the Group commissioned its first photovoltaic installation with energy storage capability. This technology, combined with a short-term weather forecasting system, significantly increases an installation's availability and smooths the production of energy, which is otherwise naturally variable.

Since 2018, Albioma has accelerated its Solar Power development, not only in Overseas France, but also in Metropolitan France via its acquisition of Eneco France at the end of 2018.

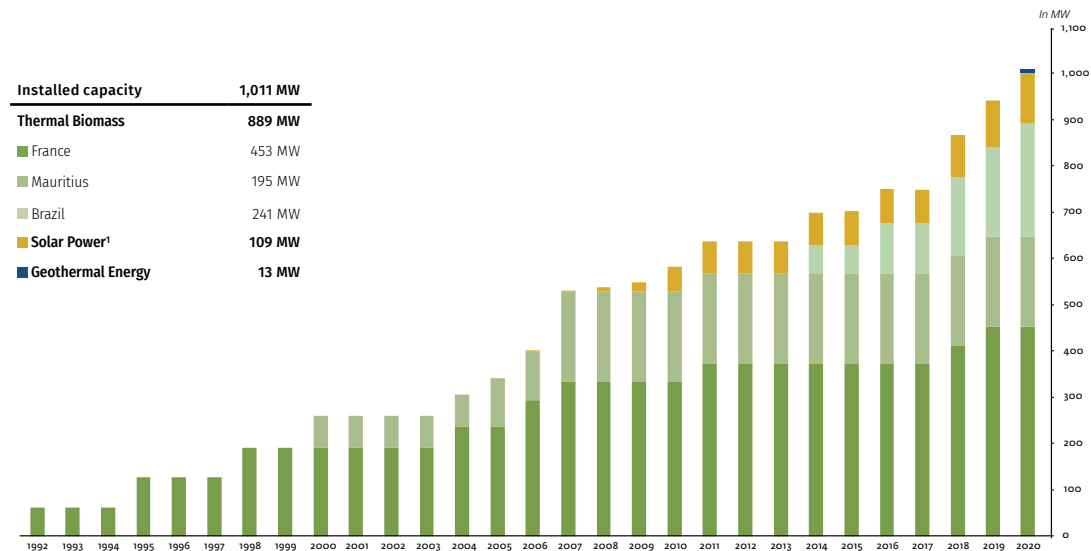
### 1.3.1.3. Geothermal Energy

The Group announced in January 2021 that it has completed the acquisition of a majority stake (75%) in the geothermal energy producer Gümüşköy Jeotermal Enerji Üretim (in the Izmir region); the remaining 25% has been acquired by Egesim, an industrial services provider well regarded within the industry in Turkey.

The acquisition gives Albioma a bridgehead in a new business characterised by significant technical added value, offering a strong fit with the Group's well-established Biomass and Solar Power businesses. Geothermal power plants extract heat from below the earth's surface and convert it to electricity. This locally-produced, economically competitive energy source is available on a 24/7 basis. Like biomass, geothermal energy production is controllable, which enhances the dependability of electrical networks and facilitates the development of other, intermittent energy sources such as solar power.

Commissioned in 2013, the Gümüşköy power plant uses heat from four production shafts to generate electricity under the terms of an operating licence valid until 2040 (with scope to extend for an additional 10-year period). With an installed capacity of 13 MW, the plant currently exports up to 45 GWh of renewable electricity to the grid annually, with a dollarised feed-in tariff of approximately USD 105/MWh, valid until the end of 2023. With the support of the existing teams which were taken over by Albioma, work will be carried out on the site to increase production.

1.3.1.4. Installed capacity of the Group, showing changes and distribution by business sector as at 31 January 2021



1. Including a 0.5 MW hydroelectric plant.

1.3.1.5. Breakdown of the Group's 2020 income from ordinary activities, EBITDA and operational income by business sector

<i>In millions of euros</i>	Income from ordinary activities	EBITDA	Operating income
France – Thermal Biomass	435.4	162.3	104.8
France and Southern Europe – Solar Power	48.9	34.8	14.0
Mauritius	-	1.5	1.5
Brazil	21.4	12.0	6.6
Holding company and others	1.1	(4.1)	(4.5)

### 1.3.2. RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES

Albioma is an operator that uses the best technology available from suppliers to build or operate efficient and resilient thermal, solar and now geothermal power plants, but it does not design solutions directly. Consequently, the role of the Albioma Group consists of providing competitive intelligence and finding proven innovative solutions rather than itself carrying out research programmes involving it holding patents.

However, the Group has been systematically doing all the following for several years to ensure that its existing and new plants are optimised (operating costs, reliability, efficiency, quality of service provided to the grid and environmental impacts):

- an Innovation Committee meets at least twice a year to select the Group's main technical development priorities, measure progress and, when applicable, accelerate or redirect its actions;
- since 2017, the Group has been participating in the management of a seed fund managed by Demeter Emertec, which seeks to develop and support start-ups in the energy transition and environmental sector, enabling it to keep abreast of innovations in that sector;
- in 2019, the Group formed a partnership with CEA-Liten to focus on the energy transition in areas including solar power, smart grid management and battery and hydrogen storage, etc. and so carry out a number of study projects associated with its facilities, such as studying solutions for capturing CO<sub>2</sub>, minutely analysing plant efficiency, studying methods of recycling Solid Recovered Fuels, studying the lifetime and life cycle of batteries for energy storage, etc. It also conducts regular, structured reviews of the best techniques available, their limitations and the possibilities offered by current development, and hires demonstrators and conducts trials.

Several special initiatives were also launched in 2020, including the following landmarks:

- the Group began work on a thesis with the Laboratory of Materials and Durability of Constructions (LMDC) at INSA Toulouse to study methods of recovering combustion by-products from concrete;
- a partnership has been initiated with Transdev in Reunion Island to carry out a feasibility study to produce and store hydrogen from dedicated photovoltaic installations or from the Group's power plants, with the sizing of this hydrogen equipment enabling the supply of energy for trucks and buses mobilised by the two companies;

- the Group has begun to model all its thermal power plant cycles in order to obtain the maximum theoretical efficiency, compare it with the actual figures and make any possible improvements.

### 1.3.3. REGULATORY AND CONTRACTUAL FRAMEWORK

#### 1.3.3.1. Regulatory framework of the French electricity market

##### General remarks

The Group operates its electricity production units in a regulated market environment. In France, the legal framework consists of:

- European directives and regulations that, in particular, lay down the principles governing the opening of the electricity market to competition and the organisation thereof, and define the responsibilities of the various parties involved in the production, transport and distribution of electricity, and the role of national regulators; they also govern the terms and conditions of access to networks for cross-border electricity exchanges;
- the French laws and regulations codified in the Energy Code (*Code de l'énergie*) (Order 2011-504 of 9 May 2011 codifying the legislative part of the Energy Code).

Accordingly, the installation and operation of the Group's production units, including in particular its thermal power plants, must comply with a very complex set of laws and regulations, relating in particular to town planning and the environment.

##### Environmentally-classified facilities (*Installations Classées pour la Protection de l'Environnement* – ICPE)

The Group operates its industrial installations within a strictly regulated framework, particularly as regards the environment. All of the Group's thermal power plants in France are governed by the statutory and regulatory framework applicable to environmentally classified facilities (ICPE), including those concerning the rehabilitation of sites when the classified activity is discontinued and the provision of financial guarantees for certain facilities (see additional information in section 1.7.3.4 on page 64 of this Universal Registration Document). More generally, the Group's activities are governed by all the laws and regulations arising from the transposition into French law of the European directives and regulations on the protection of the environment (including in particular Directive 2010/75/EU of 24 November 2010 on industrial emissions, see additional information below).

Environmentally-sensitive facilities are supervised by the local Prefects and the DEAL (the French environment, planning and housing authorities), which are responsible for inspecting these facilities. In the event an operator fails to comply with the applicable requirements it may face criminal action and the Prefect may also impose administrative sanctions, which can include a temporary ban on operating the installation; the Prefect can even propose its closure by means of a Council of State decree.

#### **Mechanisms for compensating extra costs for public service missions**

Article L.121-6 *et seq.* of the Energy Code provide for a mechanism for compensating costs charged to the public service missions assigned to EDF and the local distribution companies, through a contribution to the public service charges for electricity (*contribution au service public de l'électricité* – CSPE), the use of which is supervised by the French energy regulator (*Commission de régulation de l'énergie* – CRE). This contribution is paid by end-users in the form of an amount added to the regulated sales tariffs or to the network access tariffs, or directly by producers when they are producing electricity for their own consumption.

In support of this mechanism, EDF uses first and foremost those producers located in zones where electricity production costs are structurally higher than in mainland France who propose the most competitive solutions: Albioma is one of its main suppliers in the overseas departments and regions.

The contribution to the public service charges for electricity was recently reformed by the 2015 Amending Finance Act (article 14 of the 2015 Amending Finance Act no. 2015-1786 of 29 December 2015). The reform placed the CSPE tax on the same level as the domestic consumption tax on electricity (TICFE), which is governed by article 266 *quinquies* (C) of the Customs Code. The main consequence of this reform (in addition to an increase in the TICFE tax) is that the CSPE now forms part of the State budget.

#### **Act no. 2015-992 of 17 August 2015 on energy transition for green growth**

In 2015, the legal framework applying to the French market was affected by the enactment of Act no. 2015-992 of 17 August 2015 on energy transition for green growth.

This major piece of legislation assigns two pivotal objectives to the French overseas departments and regions classified as 'non-interconnected areas' (*zones non interconnectées*): to increase the proportion of renewable energies in these areas to 50% by 2020, and to achieve energy self-sufficiency by 2030.

The priorities for action and the resources implemented to achieve these objectives are set out in multi-year energy plans for each overseas department or region. These plans set out regional energy policy objectives covering the full spectrum of uses (including electric power, heating, cooling and transport), prioritise the related challenges and guide the management of all forms of energy in the French territories over the ensuing years. They include a separate biomass-to-energy development plan for the overseas departments and regions.

The multi-year energy plans are drawn up by the relevant local authorities and approved by decree. Reunion Island, Guadeloupe, French Guiana and Mayotte published their multi-year plans covering the period 2018-2023 in 2017 (and revised them in 2019). The review process for the period 2023-2028 is currently underway for all regions.

#### **Greenhouse gas emission quotas**

Since 2013, the electricity sector no longer benefits from free quotas for installations producing electricity only, which now have to purchase quotas at auction. Free quotas are only available for cogeneration plants, based on the fraction of capacity not sold to the networks. Pursuant to the most recent amendments to the agreements entered into by EDF and the Group plants, the plants charge EDF for the cost of buying quotas and pass on to it the quotas acquired within the framework of their cogeneration business.

#### **Industrial Emissions Directive 2010/75/EU of 24 November 2010**

The Industrial Emissions Directive (IED) 2010/75/EU of 24 November 2010 sets out an integrated approach to prevention and reduction of pollution emitted by certain industrial facilities. The IED unifies seven existing directives, including the Integrated Pollution Prevention and Control Directive (IPPC) 2008/1/EC of 15 January 2008, which it strengthens. The decree of 26 August 2013 transposed this Directive into French law and defined the environmental performance requirements. More specifically, sulphur oxide (SOx) and nitrous oxide (NOx) emissions are limited with effect from

1 January 2020. A programme to bring the Group's thermal power plants in the overseas departments and regions into compliance with the lower atmospheric emission caps was launched in 2016.

One of the IED's guiding principles is to use the Best Available Techniques (BATs) when operating activities subject to the Directive, making them the baseline for the operating license definition file. A review of the operating license conditions may be triggered by the publication, in the Official Journal of the European Union, of "BAT conclusions" compiled into Best available techniques REference documents (BREF). The Group's activities in Overseas France are subject to the BREF on large combustion plants, regarding which an implementation decision was published in the Official Journal of the European Union on 17 August 2017. As required by the regulation, the Group submitted its review files to the Prefect of the relevant department in 2018.

### 1.3.3.2. Contractual framework applicable to electricity sales

The Group operates its electricity production facilities under long-term power purchase agreements with the relevant network operators (EDF in France, Central Electricity Board (CEB) in Mauritius, ENDESA in Spain and GSE in Italy). This means that the sale of electricity generated by the Group is guaranteed on a long-term basis. However, the Brazilian and Turkish electricity markets operate in quite a different way.

The Group enters into individual electricity supply agreements and, in France in particular, agreements under a system that requires EDF and local distribution companies to purchase the electricity at a price set by the public authorities, in some cases following a competitive-bidding process organised by the French energy regulator, CRE (similar systems exist in other European countries). Solar power agreements are covered by this specific framework. They are pre-formulated standard contracts, and their terms are defined by the public authorities.

#### Contractual framework of the Thermal Biomass activity

##### France

Each Group company operating a base-load thermal power plant in France has signed one or more long-term agreements with EDF, which provide that the Group will ultimately become the owner of the operating facilities and retain control over the land on which they are built.

Since 2006, the Group's investments in Thermal Biomass plants in Overseas France fall within the scope of the

Ministerial Decree of 23 March 2006 which provides, with regard to calculation of the tax contribution to the public service charges for electricity (CSPE – contribution au service public de l'électricité), for an interest rate, before taxes, of 11% on capital invested, in electricity production installations in non-interconnected areas. A government order issued on 6 April 2020, relating to the interest rate payable on capital invested in power generating facilities, power demand management infrastructures and energy storage systems controlled by the network operator in non-interconnected areas, revoked the order of 23 March 2006 and amended the calculation mechanism for this interest rate, which is henceforth determined for each project by an order from the French Energy Minister based on a proposal from the French energy regulator (*Commission de régulation de l'énergie* – CRE). This interest rate is the sum of:

- a premium representing the mean government borrowing rate for the calendar year preceding the CRE's assessment of the full, normal cost of the facility, subject to a minimum of 100 basis points;
- a fixed premium of 400 basis points;
- a fixed premium in a range between 100 and 400 basis points, depending on the project's geographical location and reflecting its remoteness, local demographic and economic dynamics as well as the condition of the electricity network (for the Group's traditional markets, this premium has been set at 200 basis points for Guadeloupe, Martinique and Reunion Island, and 300 basis points for Mayotte and the areas of French Guiana connected to the coastal electricity network);
- a premium of up to 300 basis points, determined by the CRE, based on an analysis of the risks associated with the project, its environmental suitability and any innovative features.

The general structure of each of these contracts is based on the following economic balance.

Each base load power plant supplies to EDF, as the sole purchaser, available capacity remunerated by a set annual premium, combined with a premium/penalty system, fines and an indexing mechanism. EDF has the right to utilise the power plant's production whenever it wishes, in exchange for payment of the fixed premium, which covers all fixed costs generated by the financing, construction and maintenance of the plant, and the producer's margin.

The fixed premium paid to the producer is calculated on the basis of the plant's annual available capacity.

For all contracts and their amendments (except in the following cases), the fixed premium is reduced in stages:

## 1 • THE ALBIOMA GROUP

### 1.3. Businesses and main markets

- no reductions are applied to the fixed premiums set down for the construction of the Albioma Le Moule 3 power plant (formerly Albioma Caraïbes) and the Galion 1 power plant;
- a straightline reduction is applied to the fixed premiums set in amendments to the original contracts for the Albioma Bois-Rouge, Albioma Le Gol and Albioma Le Moule power plants to offset the investments made to achieve their compliance and modernisation pursuant to the Industrial Emissions Directive (IED) discussed in section 1.3.3.1 on pages 12 *et seq.* of this Universal Registration Document for all these plants, as well as to the conversion investments needed to replace coal by biomass solely in the Bois-Rouge and Le Moule (unit 3) power plants over the contractual term, although this reduction does not affect

the amount of these premiums for offsetting the company's fixed operating costs;

- a straightline reduction is also applied to the fixed premiums set for purchase contracts relating to work on the Galion 2 power plant and the Saint-Pierre combustion turbine.

In all cases, the annual nominal value of the fixed premium is linked to a composite index comprising indicators tracing variations in the cost of labour and equipment.

The following table shows the reductions in the fixed premium to be applied in the future, and the expiry dates for contracts for thermal power plants in Overseas France, which may be extended by an amendment to the contract.

<i>In thousands of euros</i>	01/01/2023	01/01/2024	Expiry
Albioma Bois-Rouge 1 (Units 1 & 2)	-	-	2042-2043
Albioma Bois-Rouge 2 (Unit 3)	-	-	2039
Albioma Le Gol A (Units 1 & 2)	(3,126)	-	2030
Albioma Le Gol B (Unit 3)	-	-	2030
Albioma Le Moule (Units 1 & 2)	-	(3,393)	2033
Albioma Le Moule (Unit 3, formerly Albioma Caraïbes)	No reduction of fixed premium		2040
Albioma Galion 1	No reduction of fixed premium		2031
Albioma Galion2	Straightline reduction over contractual term		2048
Albioma Saint-Pierre	Straightline reduction over contractual term		2044
Additional fixed "IED" premiums and conversion of ALM-3 and Albioma Bois-Rouge	Straightline reduction over contractual term		n/a

In addition to the fixed premium, an all-inclusive price is calculated on the basis of effective production. This additional remuneration includes a variable portion, calculated on the basis of:

- the market price for coal and imported biomass;
- a set bagasse purchase price, increased by an indexing mechanism for local biomass supplies.

In order to manage long-term risks, the agreements contain a safeguard clause designed to maintain the economic balance of the agreement in the event of any unforeseeable new circumstances beyond the producer's control that affects the balance.

#### Mauritius

In Mauritius, agreements were signed with the Central Electricity Board (CEB) for a 20-year term, which can be extended at any time by mutual agreement. The first such contract to expire was extended at the end of 2020.

The electricity purchase price is based on:

- payment for the availability of capacity, which can be reduced if the power plant's availability rate falls below the rate stipulated in the agreement, or increased if the rate is higher than the rate stipulated in the agreement;
- the sale price of electricity, which is linked to fuel supply prices.

## Brazil

The Brazilian electricity market essentially consists of the following:

- a regulated market (64% of consumption), on which electricity is purchased by distribution companies only, by means of a competitive-bidding process resulting in electricity purchase agreements awarded on the basis of the lowest price. The electricity is then sold under purchase agreements with a term ranging from 15 to 30 years;
- an open market (36% of consumption), on which agreements are negotiated bilaterally with brokers and large industrial and commercial customers (terms and conditions, duration, index-linking formula), generally for a period of between one and five years depending on the price structure.

The regulated market is always bigger than the free market. However, recent regulatory changes and the latest trends should influence free market volumes, thereby reducing the regulatory market's dominance of the electricity market in Brazil.

Electricity produced can also be sold on a spot basis, like all commodities. The sale price corresponds to electricity prices on the market on the date of sale, subject to application of an annual minimum and maximum threshold set by the federal government (BRL 50/MWh and BRL 584/MWh, respectively, for 2021).

On the regulated market, the price of electricity sold is generally linked to inflation only; the producer has a duty to deliver the contractual self-produced energy or to buy in energy on the open market in order to satisfy its supply obligations.

The contractual framework governing electricity sales in Brazil requires the Group to strike a balance between the need to secure a significant share of production over the medium or long term on the open or regulated markets, and the benefit of moderate exposure to the spot market, in order to capitalise on higher prices during periods of water stress, in particular.

An average of 90% of power sales for the coming five years have been secured on good price terms.

### Contractual framework of the Solar Power activity

Electricity produced by the solar power business is sold via power purchase obligations, in some cases following a competitive-bidding process. Agreements require the electricity distribution network operator to purchase all the electricity generated at a contractually agreed price; agreements are entered into for between 20 and 25 years depending on the country.

In France, many of the Group's photovoltaic facilities operate within the framework of the tariffs set in the government

order of 10 July 2006. A smaller number operate under the tariffs defined in the government orders of 12 and 15 January 2010 and 16 March 2010 (see additional information in section 3.2.2.1 on page 146 of this Universal Registration Document).

For facilities commissioned after 2010, new pricing conditions were defined in a government order dated 4 March 2011, following the moratorium introduced by Decree 2010-1510 of 9 December 2010 which, subject to certain exceptions, suspended the purchasing obligation for new projects. With the exception of ground-based installations and installations on buildings with a capacity in excess of a certain threshold, electricity generated by photovoltaic installations is purchased at a preferential tariff, which is reduced from time to time on the basis of the accumulated capacity of the installations. Ground-based installations and installations on buildings with a capacity above a certain threshold are, however, now operated within a competitive-bidding framework. As a result of this change, some of the Group's photovoltaic projects, particularly those with integrated storage technologies, are no longer covered by the preferential tariff and fall within the competitive-bidding framework.

### Contractual framework of the Geothermal business

#### Turkey

In Turkey, the electricity produced from geothermal energy is sold under long-term power purchase agreements with a feed-in tariff agreed with the Turkish public company Enerji Piyasaları İşletme A.Ş. (EPIAŞ), which is an electricity market operator. As a result, all the electricity produced is sold into the grid (prioritising the injection of renewable energies) as part of the legal measures providing support for renewable energies. In February 2021, the Turkish government announced a new feed-in tariff scheme for facilities producing electricity from renewable energies if they are commissioned for five years starting from the second half of 2021. The new feed-in tariff is valid for ten years with a premium during the first five years for certain equipment manufactured in Turkey. The new feed-in tariff is denominated in Turkish liras, and 52% of its value is pegged to Turkish production and consumer price indices while 48% is pegged to the euro and dollar exchange rates. In addition, the final proposed price is capped at 8.6 c\$/kWh.

At the end of the feed-in tariff period, the electricity produced by the geothermal power plants will be sold on the electricity spot market.

1.3.4. PRINCIPAL MARKETS

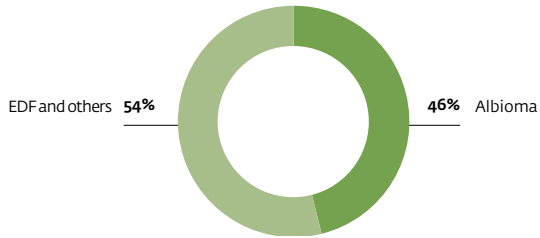


1.3.4.1. Albioma: a front-line player in the electricity production sector in the overseas departments and regions and Mauritius

Albioma is a leading electricity producer in Overseas France alongside EDF, and is a key partner of the Mauritius Central Electricity Board. The Group positions itself vis-a-vis electricity network managers on the alternative energy production market segment. It can meet base-load electricity needs, while also responding to these regions' desire to increase the share of locally-produced renewable energy and helping to preserve the stability of electricity networks.

Proportion of total electricity production generated by the Group in the overseas departments and Mauritius in 2020<sup>1</sup>

Reunion Island



Guadeloupe



Martinique



Mauritius



1. The proportion of total electricity production generated by the Group in Mayotte and French Guinea is immaterial, as the Group only has photovoltaic installations.

### 1.3.4.2. Biomass combustion for electricity generation

#### Overview of the global market

This market reflects the worldwide rising trend in electricity production by thermal power plants, borne out from year to year. Production is boosted not only by the general factors underpinning the steady increase in electricity demand (population growth, economic development and rising consumption standards in emerging nations, etc.) but also by a series of specific factors:

- declining number of as-yet undeveloped sites suitable for hydroelectric facilities (in many cases poorly located),
- a growing reluctance to build new nuclear power plants in many countries,
- awareness of the obstacle to mass development of wind and solar power posed by the intermittent nature and the consistently high production cost of these forms of energy.

At global level, electricity production from biomass grew at an average rate of 6.4% per year over the period 2014–2019, compared with an average annual growth rate of 2.8% for total electricity production, and 6.6% for total production from all renewable energy sources<sup>1</sup>. A steadily increasing number of coal-fired power plants – some of which will fail to comply with the forthcoming new European environmental standards – are being converted to operate as either dual-fuel coal/biomass or all-biomass plants.

In 2019, some 591 TWh of electricity, representing 2.2% of the global total, was produced from biomass, making it the fourth-largest source of renewable energy (total output from renewables: 7,374 TWh), after hydro-electricity (4,306 TWh), wind power (1,594 TWh) and solar power (756 TWh)<sup>2</sup>.

As regards renewable power generation over the 2014–2019 period throughout the European Union, biomass-fuelled electricity production grew at an average annual rate of 4.4% in western Europe (compared with 0.1% for total electricity production and 2.0% for electricity production from all renewable sources). In 2019, biomass was used to generate 200 TWh of electricity in this region, representing 7.3% of total

electricity production (2,725 TWh) and 20.1% of electricity production from renewable sources. This figure of 200 TWh ranks biomass among the main renewable sources, after hydro-electric power and solar power.

Regarding the French market over the same period, solid biomass-fuelled power generation grew at an average annual rate of 16.8% in France (compared with a rate of 4.5% for renewables) while total electricity production was essentially stable (dipping by 0.1% over the period). In 2019, solid biomass was used to produce 2.7 TWh<sup>3</sup> of electricity in France, representing 0.5% of total electricity production (538 TWh) and 2.3% of renewable production. Based on this figure of 2.7 TWh, solid biomass ranked as the fourth-largest renewable source over the studied period, after hydro power (60.0 TWh), wind power (34.1 TWh) and solar power (11.6 TWh)<sup>4</sup>.

#### Strong positions in the French overseas departments and regions and Mauritius

These regional markets are of prime importance for Albioma, and continue to offer growth prospects, in view of their ongoing requirement for additional power generation capacities and the Group's major role in the energy transition in Overseas France. The Group's thermal power plants located in these regions produce a significant proportion of their electricity.

In these markets, Albioma has long been the only significant thermal power generator apart from the traditional national operator, EDF (via its subsidiary EDF Production d'Électricité Insulaire) and the Central Electricity Board on Mauritius. As such, Albioma enjoys a strong competitive position, particularly as multiple barriers to entry exist.

Firstly, the relatively narrow nature of these markets and geographic and geological constraints preclude the construction of nuclear power plants or even large-scale conventional thermal power plants of the type with which most engineering contractors and operators are familiar. Secondly, topographical restrictions limit the number of sites where power plants could be built. Lastly, the geographical configuration of several of these islands offers little scope for increasing the density of the power grid, to such an extent that many areas are not located near a connection.

1. Source: REN21, *Renewables Global Status 2020*.

2. Source: REN21, *Renewables Global Status 2020*.

3. Source: RTE, *Bilan électrique 2019*.

4. Source: RTE, *Bilan électrique 2019*.

In addition, the enactment of Act no. 2015-992 of 17 August 2015 on energy transition for green growth has given Albioma a greater competitive advantage in the French overseas departments and regions: the new 100% biomass projects developed by the Group and the gradual replacement of coal by sustainable biomass in the bagasse/coal plants currently operated by the Group should enable these overseas departments to raise the proportion of electricity production from renewable sources in their energy mix to 50%, all else being equal.

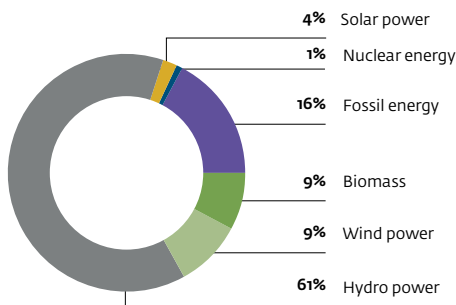
### Overview of the Brazilian market

#### An exceptionally deep market

After two harvests directed towards producing ethanol, Brazil is maximising its sugar production during the 2020/2021 harvest, regaining its position as the world's biggest sugar producer. The expected production volume, 42 million tonnes (between April 2020 and March 2021), should represent 24% of worldwide production and 65% of the world's sugar exports. Brazil remains the world's number one sugar cane grower (with 664 million tonnes of cane processed during the 2020/2021 harvest) and the global number two in ethanol, behind the United States, producing 30 billion litres over the 2020/2021 harvest.

There are currently more than 330 sugar and ethanol refineries operating in Brazil, making it the world's deepest bagasse-to-energy market. Currently, 8.5% of the country's electricity is produced by recovering bagasse, despite mediocre performance by existing cogeneration units (with an average of around 35 kWh/tonne of cane exported to the electricity grid, compared with 120 kWh/tonne of cane by the Group's most efficient plants in Overseas France).

#### Brazilian energy mix in 2020



1. Source: Banco de Informações de Geração, ANEEL.

#### An expanding market

The Brazilian electricity market, which has a greater installed capacity (178 TW<sup>1</sup>) than France (133 TW) but serves a population three times as large, offers considerable growth potential. According to the most recent version of the 10-year energy development plan published by the Ministry for Mining and Energy, covering the period 2020–2030, energy consumption is forecast to grow at an average annual rate of 6%. The market share accounted for by renewable energies (including hydro-electric, wind, solar and biomass power) is expected to decrease by 4%–5% between 2020 and 2030 (to 87% of the country's installed capacity in 2030) due to an increase in solar and wind power facilities.

#### Sugar and ethanol

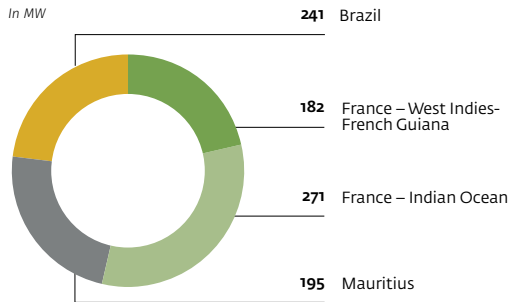
The outlook for the 2021/2022 harvest, particularly in the south central region of Brazil, is good despite the effects of the Covid-19 epidemic. Sugar prices in late 2019 and during 2020 enabled sugar mills with flexible production facilities to maintain their pricing power and efficiency for the next season (2021/2022). In addition, crude oil prices – up again in recent months – will have a positive impact on ethanol prices despite the effects of the Covid-19 epidemic. However, the price ratio between the two will favour the sugar industry and so the Brazilian production plants will maximise their sugar production.

Although the production plants have made significant investments in improving crop maintenance and introducing new plantation management techniques, the periods of drought from the end of 2020 to the beginning of 2021 are expected to slightly reduce cane growth for the 2021/2022 harvest. The volume of sugar cane available is expected to be down 4.5%, from 664 million tonnes of cane to 641.

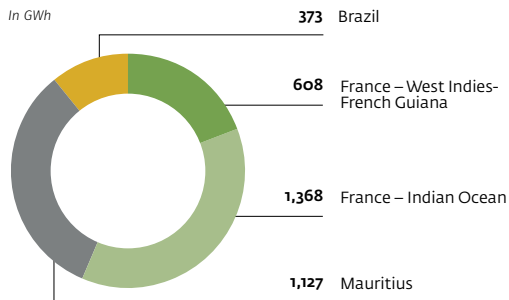
The state of the economy is intimately linked with that of the Covid-19 epidemic. The latest report by the Brazilian Central Bank (BACEN's Focus) expects GNP to rise by approximately 2% in 2021, with inflation remaining close to the middle of the target band at around 4.7%. The local currency has been greatly affected, with the exchange rate weakening to more than 5 reals to the US dollar. Significant regulatory changes have been implemented despite delays in the government's reform programme. Now that a national electricity production market has been created and the support scheme for renewable energies abandoned, the introduction of a new support mechanism for renewable energies is expected very soon.

The implementation of RenovaBio, a longstanding governmental programme designed to support the ethanol industry, was also delayed. Despite the short-term impacts of the crisis, the long-term fundamentals remain strong, given that the country is expected to resume its programme of reforms aimed at harnessing renewable energy as a catalyst for economic growth.

**Installed capacity of the Thermal Biomass activity by geographic region as at 31 December 2020**



**Electricity production by the Thermal Biomass activity in 2020, by geographic region**



**1.3.4.3. Photovoltaic electricity generation**

**A steadily growing global market**

At global level, photovoltaic installed capacity, which was 40 GWp in 2010 and has continued to grow very strongly since, reached 627 GWp in 2019. The global photovoltaic power fleet has been expanding exponentially since 2010, despite the economic and financial crises. While Europe was the driving force behind the installation of new production facilities at the start of the millennium, China, the US, India and Japan remained leading contributors to growth in 2019. The world's emerging markets have contributed significantly to the growth of this market<sup>1</sup>.

In France, the photovoltaic power market continues to grow at a steady rate. In 2010, production facilities represented an installed capacity of 1 GWp; by the end of December 2020, the installed capacity had risen to 10.9 GWp (including 432 MWp in Overseas France<sup>2</sup>). The number of new solar power facilities connected to the French electricity grid was stable in 2020 with a connected capacity of 973 MWp over the year, excluding the many projects still in the pipeline<sup>3</sup>.

**Albioma is the leading producer of photovoltaic energy in the overseas departments and regions**

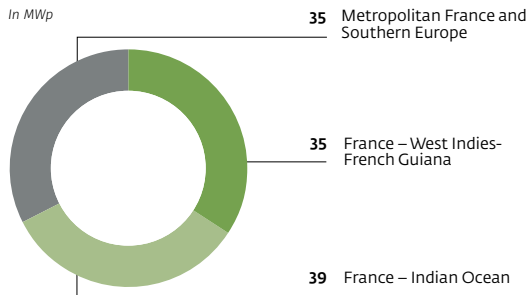
The strategy implemented by the Group since 2006, when it moved into the sector, has consisted in building its solar power business not only in its traditional markets (Guadeloupe, Martinique, Reunion Island and Mayotte) but also in French Guiana, the South of France, Spain and Italy, which benefit from excellent sunshine conditions.

The Group adapts the pace at which it is developing this activity, and the corresponding locations, to reflect the changing mechanisms and regulations applicable in its target regions, while prioritising the construction of photovoltaic plants with storage capabilities.

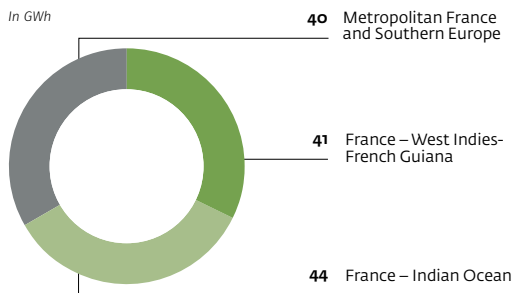
In 2020, Albioma accounted for 16% of the total photovoltaic installed capacity in the West Indies–French Guiana region, and 18% of the Indian Ocean region, making the Group the biggest producer of photovoltaic energy in Overseas France<sup>4</sup>.

1. Source: REN21, Renewables Global Status 2020.  
 2. Source: <https://www.statistiques.developpement-durable.gouv.fr>.  
 3. Source: Albioma internal statistics and EDF SEI connection data.  
 4. Source: Albioma internal statistics and EDF SEI connection data.

### Solar power installed capacity by geographic region as at 31 December 2020



### Power generation by the solar energy business in 2020, by region



#### 1.3.4.4. Geothermal electricity generation market

##### A growing global market

Global geothermal installed capacity rose to 13.9 GW in 2019 (0.7 GW up on 2018). Geothermal energy generated 0.4% (95 TWh) of global electricity production. In 2019, the leading countries for new production facilities were Turkey (+232 MW), Indonesia (+182 MW) and Kenya (+160 MW), representing more than 2/3 of global new capacity installed. As at the end of 2019, the US (2.4 GW), Indonesia (1.9 GW) and the Philippines (1.9 GW) were the world's leading geothermal power producers<sup>1</sup>.

Turkey is the world's fourth biggest geothermal power producer with nearly 1.5 GW of installed capacity as at the end of 2019, but the biggest for new production capacity installed in 2019. The state aims to achieve nearly 3 GW of installed capacity by the end of 2023, representing a geothermal potential of around 4.5 GW<sup>2</sup>.

1. Source: REN21, Renewables Global Status 2020.  
2. Source: ThinkGeoEnergy Research 2019.

## 1.4. Strategic priorities and investment policy

1.4.1. THREE STRATEGIC PRIORITIES, ONE GOAL: RENEWABLE ENERGY SOURCES TO EXCEED 90% OF THE GROUP'S TOTAL PRODUCTION AND COAL USE TO END IN OVERSEAS FRANCE BY 2025

### 1.4.1.1. Powering the energy transition in Overseas France

French Act no. 2015-992 of 17 August 2015 on energy transition for green growth provides Albioma with a unique strategic opportunity, by introducing two very ambitious objectives for the overseas departments and regions: to increase the proportion of renewable energies in these areas to 50% by 2020, and to achieve energy self-sufficiency by 2030. Albioma is set to become the leader in energy transition in the overseas departments and regions.

Against this backdrop, the solutions provided by Albioma not only ensure the stability of electricity networks, thereby facilitating the penetration of intermittent renewable energy, in particular in areas where the electricity network is vulnerable, but also provide a framework and long-term support for local farming activities, enabling them to improve their competitiveness by supplying inputs to the biomass-to-energy process.

The objective, namely to increase the proportion of renewable energies in the energy mix of France's overseas departments and regions to 50%, cannot be achieved without Albioma. The Group's contribution will be twofold, and work is already underway.

The Group's first area of contribution consists in replacing coal with new types of sustainable biomass at its four existing bagasse/coal thermal power plants in France. The Energy Transition Act presents a unique opportunity to decarbonise Albioma's output. Plants will soon be fuelled by bagasse during the sugar campaign, and by other types of biomass during the rest of the year. The conversion of coal-fired units has already been factored into the multi-year energy plans for French overseas departments and regions. The resulting conversion of unit 3 of the Le Moule power plant in Guadeloupe was completed in the 2020 financial year, and conversion work will begin on the Bois-Rouge power plant on Reunion Island in the 2021 financial year.

The Group's work has focused on using local sources of biomass while avoiding conflicting uses, and more specifically on using other types of waste generated by the sugar cane process, such as sugar cane chaff and distillery bagasse,

## 1 • THE ALBIOMA GROUP

### 1.4. Strategic priorities and investment policy

which is currently not recovered or only on a marginal basis. Fostering the emergence of local supply chains, which in time will cover 30% to 40% of the procurement requirements of bagasse/biomass facilities, is a major socioeconomic issue for these regions. In addition, the Group will import biomass in the form of wood pellets to satisfy network needs. The Group will need to ensure that the identified supply sources are certified, so that the imported biomass, which has a much better carbon footprint than imported coal, can qualify as a sustainable source.

The Group's second area of contribution involves it continuing to develop its 100% renewable energy production plants, thereby helping to provide a stable electricity supply in isolated areas or ones cut off from continental power generation. This strategic stance is fully embodied by the Group's decision to step up development of its offering of photovoltaic electricity production facilities with integrated energy storage and services for dedicated energy storage networks.

The Group has already started work in connection with the second objective contained in the Energy Transition Act for overseas departments and regions, namely energy self-sufficiency by 2030. One strategic priority is the recovery of indigenous solid recovered fuel (SRF), which will gradually replace imported biomass.

#### 1.4.1.2. Accelerating development in solar power

Leveraging more than 10 years of experience in photovoltaic energy production, the Group has established itself as the leading photovoltaic power generator in France's overseas departments and regions.

The Group is pursuing its development by entering specific profitable market segments (small and medium-sized rooftops, storage, onsite consumption and property with no conflicts of use) and developing innovative technologies, with the aim of consolidating its market leadership in Overseas France and strengthening its market position in Metropolitan France.

The Group has also decided to accelerate its investment in small projects eligible for the guaranteed power purchase scheme, not only in Overseas France, but also in Metropolitan France. This profitable market segment offers a clear picture of potential volumes (around 1 GWP a year for the segments targeted by the Group). The Group also intends to consolidate its portfolio through selective acquisitions.

#### 1.4.1.3. International roll-out of Albioma's expertise

The Group's traditional model based on the high-efficiency recovery of bagasse, which it uses in Mauritius where it operates three bagasse/coal power plants and where it has developed a new project to equip the last sugar mill on the island with a high-pressure cogeneration plant, was rolled out to Brazil in 2014. As the world's leading sugar producer, the Group naturally identified Brazil as a priority vector for its future international development. The Group operates four Brazilian plants, each of which uses bagasse all year round. The Group's unparalleled expertise enables it to tap into a major source of productivity, as the cogeneration plants used by the sugar mills tend to have very low generation efficiency rates which the Group can improve upon quite substantially.

Roll-out of the traditional model elsewhere in the world remains a strategic priority. Other sugar cane producing countries are currently being considered from either a geographic perspective – for example, to support Albioma's sugar industry partners' growth or to develop new projects in Latin America and Asia – or a business perspective, as we seek to harness other forms of renewable energy. This strategic priority led the Group to enter the geothermal energy sector at the end of 2020, with the acquisition of its first 13 MW power plant in Turkey.

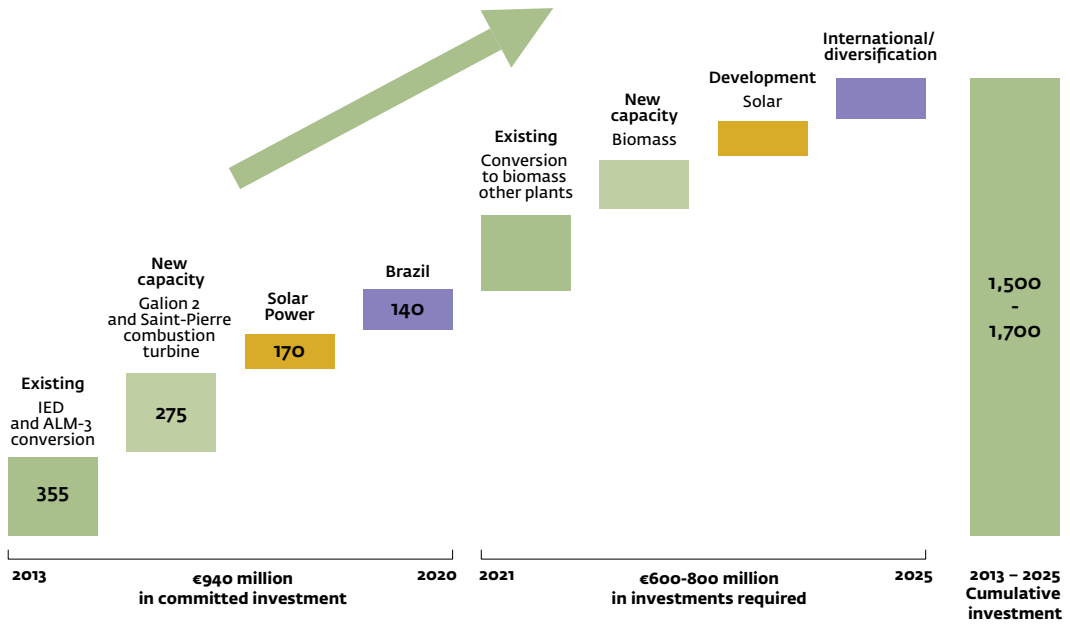
#### 1.4.2. €940 MILLION ALLOCATED TO CAPITAL EXPENDITURE OVER THE PERIOD 2013–2020, WITH AN ADDITIONAL €600 TO €800 MILLION TO BE ALLOCATED BETWEEN 2021 AND 2025

The Group plans to allocate €600–€800 million to development expenditure between 2021 and 2025, devoted to:

- converting the coal-fired units in the thermal power plants operating in Overseas France for biomass operation;
- developing new all-biomass production facilities;
- ramping up development of the Group's solar fleet;
- pursuing the Group's international development (pursuing its development in Brazil to reach critical mass and, if necessary, entering new countries).

These investments will be financed by long-term bank loans representing 80%-100% of the invested amount with no lien on the parent company beyond the construction period, where applicable (except for the investments in Brazil), with the balance financed from the Group's own equity and that of any partners.

*In millions of euros*



## 1.5. Organisation

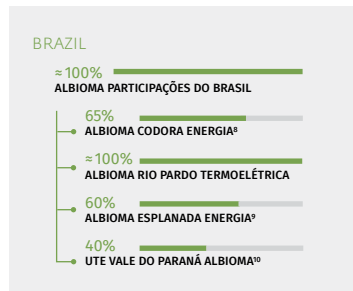
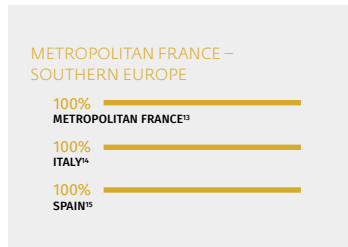
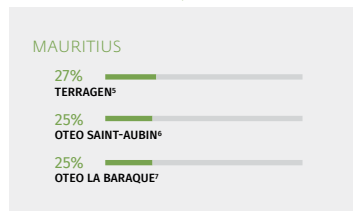
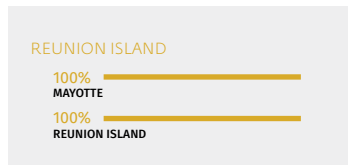
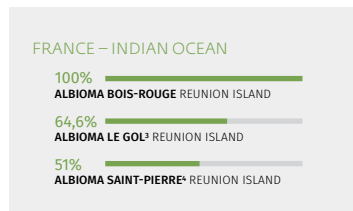
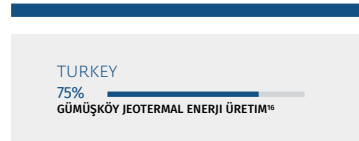
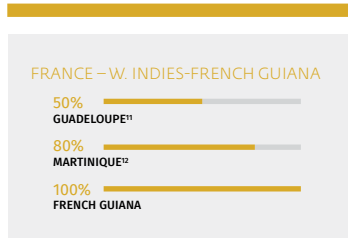
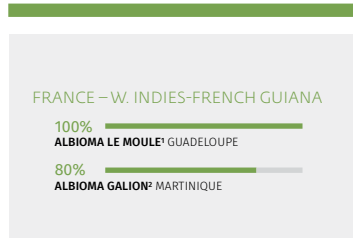
### 1.5.1. SIMPLIFIED LEGAL ORGANISATION CHART (AS AT THE UNIVERSAL REGISTRATION DOCUMENT FILING DATE)<sup>1</sup>



#### THERMAL BIOMASS

#### SOLAR

#### GEOTHERMAL



- Albioma Caraïbes was taken over by Albioma le Moule following the merger of the two entities on 31 July 2018.
- With COFEPP Group.
- With Tereos Group.
- With the COFEPP and Tereos Groups.
- The Group owns 27% of Terragen together with Terra Mauricia Ltd Group (Terragri Ltd), a cooperative investment company owned by sugar industry workers in Mauritius (Sugar Investment Trust) and the State Investment Corporation, a public sector company in Mauritius.
- The Group owns 25% of Omnicane Thermal Energy Operations Saint-Aubin, together with Omnicane Group and Sugar Investment Trust.
- The Group owns 25% of Omnicane Thermal Energy Operations La Baraque, together with Omnicane Group and Sugar Investment Trust.
- With Jalles Machado Group. In August 2015, Codora Energia was acquired through Albioma Codora Participações, a subsidiary of Albioma Participações do Brasil. Albioma Codora Participações was then absorbed into Codora Energia (now called Albioma Codora Energia) by means of a reverse takeover.
- With Jalles Machado Group.
- With Vale do Paraná – Álcool e Açúcar Group.
- The Group owns 50% of Albioma Énergipole Solaire together with Énergipole Group.
- The Group owns 80% of Albioma Solaire Habitat, Albioma Solaire Antilles and Albioma Solaire Lassalle together with COFEPP Group.
- On 11 December 2018, the Group acquired 100% of Eneco France, now called Albioma Solaire France.
- Companies in the Quant Energia sub-group.
- Companies in the Sun Developers and Sun Orgiva sub-groups.
- On 26 January 2021, the Group purchased a 75% shareholding in Gümüşköy Jeotermal Enerji Üretim A.Ş., alongside Egesim Otomatik Kontrol.ve Bilgisayar Sietemleri San.ve Tic.Ltd.Şti.

1. There is no decorrelation between equity holdings and voting rights within the Group. The revenue reported by the larger Group subsidiaries is stated in Note 19 to the financial statements for the 2020 financial year, in section 5 on pages 236 et seq. of this Universal Registration Document.

## 1.5.2. ADDITIONAL INFORMATION ON THE GROUP'S LEGAL STRUCTURE

### 1.5.2.1. Project companies

For the development and operation of each major industrial facility, in almost all cases the Group uses project companies that it coordinates. The Company acquires shareholdings in these companies ranging from 20% to 100% depending on various criteria including the geographic location, local regulatory constraints and the benefits obtained from the presence of partners. The Company thus generally has a majority holding (an exclusive holding in some cases) in the companies operating the production units in France, Brazil and Turkey, and a non-controlling interest in those operating the thermal power plants in Mauritius.

A list of all fully consolidated companies or associates as at 31 December 2020 is provided in Note 40 to the consolidated financial statements for the 2020 financial year in section 4 on pages 206 *et seq.* of this Universal Registration Document.

### 1.5.2.2. Main changes to the legal structure over the 2020 financial year

The following transactions took place in 2020:

- Corbières Photo 1 was dissolved on 20 November 2020 and all its assets transferred to Volta Environnement, in which Albioma Solaire France has a 25% stake;
- Albioma Solar Goiás was incorporated on 27 November 2020 in Brazil and all its shares are held by Albioma Participações do Brasil.

### 1.5.2.3. Property, plant and equipment

The Group's property, plant and equipment is described in Note 16 to the consolidated financial statements for the 2020 financial year in section 4 on page 182 of this Universal Registration Document.

The following table shows the Group's main items of property, plant and equipment used in current operations together with details of their ownership. As a general rule, the Group's plants are held as follows:

- movable assets are fully owned or held under finance leases; fully owned assets have usually been pledged in favour of the relevant lenders until full repayment of the amount owed in connection with the project;
- land and buildings are fully owned or leased under long-term leases or construction leasehold right agreements.

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## 1.5. Organisation

Assets	Status	Location	Activities	Total gross capacity (MW)	Land tenure	Facility tenure
Albioma Bois-Rouge 1 (Tranches 1 and 2)	In operation	Reunion Island	Bagasse/coal cogeneration	60.0	Emphyteutic leases	Freehold
Albioma Bois-Rouge 2 (Unit 3)	In operation	Reunion Island	Bagasse/coal cogeneration	48.0	Construction lease	Freehold
Albioma Le Gol A (Units 1 & 2)	In operation	Reunion Island	Bagasse/coal cogeneration	64.0	Freehold	Freehold
Albioma Le Gol B (Unit 3)	In operation	Reunion Island	Bagasse/coal cogeneration	58.0	Freehold	Freehold
Albioma Saint-Pierre	In operation	Reunion Island	Peaking thermal bio-ethanol / heating oil	41.0	Freehold	Freehold
Albioma Le Moule (Units 1 & 2)	In operation	Guadeloupe	Bagasse/coal cogeneration	64.0	Freehold	Freehold
Albioma Le Moule (Unit 3)	In operation	Guadeloupe	Coal-fired base-load thermal	38.0	Freehold	Financial lease
Albioma Galion 1	In operation	Martinique	Peaking thermal (heating oil)	40.0	Construction lease	Freehold
Albioma Galion 2	In operation	Martinique	Biomass cogeneration	40.0	Emphyteutic leases	Freehold
Terragen	In operation	Mauritius	Bagasse/coal cogeneration	70.0	Freehold	Freehold
OTEO Saint-Aubin	In operation	Mauritius	Coal cogeneration	35.0	Freehold	Freehold
OTEO La Baraque	In operation	Mauritius	Bagasse/coal cogeneration	90.0	Freehold	Freehold
Solar Power – Indian Ocean	In operation	Reunion Island, Mayotte	Ground array and rooftop solar	39.2	Common-law and emphyteutic leases	Lease with purchase option
Solar Power – West Indies	In operation	Guadeloupe, Martinique, French Guiana	Ground array and rooftop solar	18.4	Common-law and emphyteutic leases	Freehold and lease with purchase option
Solar Power – French Guiana	In operation	French Guiana	Ground array solar	16.0	Emphyteutic leases	Freehold and lease with purchase option
Solar Power – Spain	In operation	Spain	Ground array solar	2.4	Emphyteutic leases	Financial lease
Solar Power – Italy	In operation	Italy	Ground array solar	2.0	Emphyteutic leases	Financial lease
Solar Power – Metropolitan France	In operation	Metropolitan France	Ground array and rooftop solar	30.4	Emphyteutic leases, administrative emphyteutic leases, construction leases, public works agreements, agreements concerning occupancy of the public domain, common-law leases	Freehold
SECL	In operation	Metropolitan France	Hydroelectric power	0.5	Freehold	Freehold
Albioma Rio Pardo Termoeletrica	In operation	Brazil	Biomass cogeneration	60.0	Use free of charge	Freehold
Albioma Codora Energia	In operation	Brazil	Biomass cogeneration	68.0	Use free of charge	Freehold
Albioma Esplanada Energia	In operation	Brazil	Biomass cogeneration	65.0	Use free of charge	Freehold
Albioma Vale do Parana	In operation	Brazil	Biomass cogeneration	48.0	Use free of charge	Freehold
Gümüşkoy	In operation	Turkey	Geothermal energy	13.0	Freehold and joint ownership	Freehold and financial lease

### 1.5.3. FUNCTIONAL ORGANISATION AND EXECUTIVE COMMITTEE

#### 1.5.3.1. Functional organisation

Since the separation of the roles of Chairman of the Board of Directors and Chief Executive Officer in 2016, the Group's structure has been based on five functional departments serving three regions. The functional departments, whose main objectives are to support the operational activities in the regions, define the cross departmental policies and actions applicable to the Group as a whole, and monitor their implementation, are:

- the Industrial Department, which encompasses the Safety Department, the Operations Support Department, the Maintenance Support Department, the Construction Projects Department and the Procurement and CRE Relations Department;
- the Development and New Businesses Department, which is responsible for the Group's international development and new business lines; this Department is also responsible for overseeing operations in Mauritius;
- the Administrative and Finance Department, which encompasses the Accounting Department, the Management Control Department, the Legal Affairs Department and the IT Transition Department; it is also responsible for financing, mergers and acquisitions, and investor relations;
- the Human Resources Department, which is responsible for labour-management relations, skill development and payroll management;
- the CSR and Environment Department, which leads sustainable development initiatives and oversees environmental issues.

These five departments serve the Group's three regions, and each Regional Director is responsible for all the thermal power plants and photovoltaic plants in his/her region and for the Group's local development, and also represents the Group there. The three regions are:

- Reunion Island-Mayotte, which encompasses the thermal power plants on Reunion Island and the photovoltaic facilities in the Indian Ocean, Metropolitan France and Southern Europe;
- West Indies-French Guiana, which encompasses the thermal power plants in Guadeloupe and Martinique and the corresponding photovoltaic facilities;
- Brazil, which is responsible for operations and development in Brazil.

The Company Secretary liaises between all the Departments, General Management and the Board of Directors, and is responsible for the secretariat of the Board of Directors and

for matters associated with company law, financial markets law, governance, ethics and compliance.

An Executive Committee, which is responsible for overseeing the Group's various business activities, is headed by the Chief Executive Officer and is composed of senior managers from the Industrial Department, the Development and New Business Department, the Administrative and Finance Department and the Human Resources Department and the three Regional Directors.

#### 1.5.3.2. Executive Committee

##### Frédéric Moyne

Chief Executive Officer

Born on 15 October 1975, Frédéric Moyne is a graduate of the Ecole des Hautes Etudes Commerciales (HEC). He started his career at Air Liquide in 1998. In 2001, he joined Séchilienne-Sidéc, since renamed Albioma, as an Assistant to the Chief Executive, in charge of the financing of Group projects and purchasing. From 2005 to 2008, he was Director of Financing and Investor Relations. Between 2008 and 2011, he served as Head of Southern Europe, which area was then extended to include Metropolitan France, while at the same time retaining some of his previous responsibilities. In 2012, he was appointed Chief Operating Officer in charge of Renewable Energy (Wind / Solar / Anaerobic Digestion) and Group strategy. He was asked to head business development in Brazil in 2013. The Board of Directors appointed him Chief Executive Officer from 1 June 2016, following the separation of the roles of Chairman of the Board of Directors and of Chief Executive Officer and then Chairman of the Board of Directors at its 27 May 2019 meeting at which it decided to combine the roles of Chairman of the Board of Directors and of Chief Executive Officer.

##### Pascal Langeron

Deputy Chief Executive Officer – Reunion Island-Mayotte Regional Director

Born on 7 May 1963, Pascal Langeron is a graduate of the Université de Technologie de Nîmes. He started his career as a technician at APAVE Marseille in 1986. Between 1991 and 1994, he worked for Compagnie Thermique De Bois-Rouge. He then joined Séchilienne-Sidéc, since renamed Albioma, where he was successively the Manager of Compagnie Thermique de Bois-Rouge, the Manager of Compagnie Thermique du Moule, Deputy Chief Executive Officer of Compagnie Thermique de Bois-Rouge and Head of the Indian Ocean area. Chief Operating Officer in charge of activities in France from 2012 to 2016, in 2017 he was asked to head up the Industrial Department before being appointed Reunion Island – Mayotte Regional Director in 2019.

### **Louis Decrop**

Deputy Chief Executive Officer – Development and New Businesses

Born on 8 March 1961, Louis Decrop is a graduate of the École des Mines de Nancy and holds an MBA from Columbia University, New York. He started his career as a financial analyst with Eastman Kodak in 1986, before joining Albioma in 1991. He initially worked on the development of the Group's first plants in Bois-Rouge, Le Gol and Le Moule, after which he managed the development of the Group's thermal power plants in Mauritius until 2007. Louis Decrop was subsequently in charge of the development of wind and solar power plants in Metropolitan France. In 2013, he was appointed Development Director for Brazil. In 2015, Louis Decrop was appointed Chief Operating Officer in charge of Albioma's activities in Mauritius and Head of Development for Africa and Asia. He was asked to head the Group's Development and New Businesses Department in 2017.

### **Julien Gauthier**

Deputy Chief Executive Officer – Finance

Born on 23 February 1977, Julien Gauthier is a graduate of the Ecole des Hautes Etudes Commerciales (HEC). He started his career at Lehman Brothers, London, where he worked on mergers and acquisitions throughout Europe. He then joined Barclays' structured finance division, where he arranged financing packages for French SMEs. In 2007, he joined Apax Partners as Principal – Business Services investment portfolio, where he also had responsibility for arranging financing for acquisitions and companies in the portfolio. In 2012, he joined Albioma as Chief Financial Officer, and was appointed Chief Operating Officer in charge of finance in 2015.

### **Xavier Becquey**

Industrial Director

Born on 23 January 1970 and a graduate of the École Centrale de Paris, Xavier Becquey began his career in R&D at EADS (now Airbus) in Paris and Oslo. He subsequently joined Alstom and later Areva T&D, a specialist in power grids. Over a period of 18 years he held a series of operational (Head of Major Projects, Head of subsidiary and later Division) and functional roles (Industrial Director, later Vice-President Strategy and Business Development at Areva T&D). In 2014, Xavier joined Fives, a French industrial engineering group, as Group Operational Performance Director. He joined Albioma in 2019 as Industrial Director.

### **Paul Mayer**

Human Resources Director

Born on 1 August 1958, Paul Mayer is a graduate of Sciences Politiques Strasbourg and of CIFPOP de l'Université Panthéon Paris 2. He began his career in 1981 at SNECMA in various HR management positions. He joined Steelcase Strafor in 1992 as Human Resources Director for the France Division, and then as Plant Manager in the Wood Division, followed by Tetra Laval in 1998, where he moved from Human Resources Director France and Belgium to Vice-President Human Resources for a division of Tetra Pak in Sweden and Vice-President for Human Resources at the Sidel Group. Between 2008 and 2017, he held various senior HR positions in Tetra Pak in Europe and the Middle East, before being appointed Human Resources Director Europe and Central Asia for Tetra Pak Group. He also teaches at the Institut d'Études Politiques de Paris as well as at the Université Panthéon-Assas Paris 2. He joined Albioma as Human Resources Director in 2018.

### **Nicolas de Fontenay**

West Indies-French Guiana Regional Director

Born on 20 March 1964, Nicolas de Fontenay is a graduate of the École Nationale Supérieure Maritime (French Maritime Academy). He started his career as an officer with the Compagnie Générale Maritime in 1991. Between 1996 and 1998 he was in charge of submarine operations for France Télécom. From 1998 to 2000, he was Head of the Transport and Logistics Department at Trouvay & Couvin, a company specialising in oil, gas and water projects in the Middle East. In 2000 he joined Séchilienne-Sidec, which became Albioma in 2013, as Chief Operating Officer of Compagnie Thermique du Moule, since renamed Albioma Le Moule. In 2010, he was sent to Mauritius as General Manager of Compagnie Thermique de Bellevue, since renamed Terragen. He then moved to the West Indies region in 2012 as Director of Thermal Operations. In 2017, he was appointed West Indies-French Guiana Regional Director.

### **Christiano Forman**

Brazil Regional Director

Born on 20 April 1976, Christiano Forman is a graduate in Economics from the PUC-Rio University in Rio de Janeiro, and also holds an MBA from IESE Business School. He began his career with Intelig Telecom and Royal Dutch Shell, holding a number of finance and marketing positions. He then joined GE, working in project development in the United States and Italy, and more specifically on a number of financing projects

and the development of the renewable energy sector. He took part in GE's Renewable Energy Leadership Program. Between 2012 and 2015, he was responsible for Acciona Windpower's Brazilian business operations. Acciona manufactures wind turbines. He oversaw the launch of the group's wind turbine business in Brazil, supervised the construction of a number of facilities and contributed to building up the group's largest order book. He joined Albioma in 2015, and is currently the Brazil Regional Director in charge of Group activities and development.

## 1.6. Risk management and internal control

### 1.6.1. RISK FACTORS

The Group operates in an environment that is constantly evolving; like any company it is exposed to risks that could have a material adverse impact on its business activities, financial position or results (or on its capacity to achieve its objectives). This section describes the main risks to which the Group is exposed. The Company has assessed the risks that could have a material adverse impact on its activities, its financial position or its results (or on its capacity to achieve its objectives), and considers that all possible material risks are presented below.

The Company has put in place an internal control system, including risk management procedures, in order to prevent and control these risks. These internal control and risk management procedures are described in section 1.6.2 on pages 38 *et seq.* of this Universal Registration Document. It is nevertheless not possible to eliminate all risks. Moreover, other risks of which the Group is currently not aware or are not considered material as of the date of filing of this Universal Registration Document might have a similar adverse impact in the future as to those discussed below.

To facilitate informed investment decision-making in accordance with applicable regulations, the major risks (based on their probability of occurrence and estimated negative impact, and considering the corresponding risk management mechanisms) are grouped together in a limited number of categories below. The risks presented below are therefore "net" risks. The most significant risk factors in each category are described first. Financial risks are addressed separately, inasmuch as they do not belong in the major risks category for the Group, the Group's residual exposure to these risks being considered very limited.

Category	Nature	Principal risks	Residual exposure
<b>Operational risks</b>	Risks arising from operating incidents	x	Significant
	Risk associated with the disposal of combustion and flue gas treatment by-products	x	Significant
	Risk of internal control failures and risk of fraud	x	Moderate
	Pandemic risk		Moderate
	Business ethics risks		Moderate
	Development risks		Moderate
<b>Industrial and environmental risks</b>	Country-related risks		Limited
	Personnel safety risks	x	Significant
	Accident and environmental damage risks	x	Significant
<b>Labour relations risks</b>	Risks relating to climate conditions and the effects of climate change		Limited
	Risk of strikes	x	Moderate
<b>Risk of dependency on third parties</b>	Risks to supply	x	Moderate
	Credit and counterparty risks, other risks relating to dependency on clients and suppliers		Limited
<b>Legal risks</b>	Risk associated with regulatory and public policy context changes	x	Significant
	Non-compliance risks	x	Moderate
	Risks of disputes		Limited

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## 1.6. Risk management and internal control

### 1.6.1.1. Operational risks

#### Risks relating to operating incidents

Description of the risk	Management examples
<p>The operation of industrial units entails a risk, which cannot be totally eliminated, relating to industrial accidents, production facility malfunctions, machine breakages, safety shortcomings, or disruptions to plant operation due to compliance works associated with new regulatory requirements.</p> <p>Such incidents may render part or all of the production facility unavailable, either immediately after the incident or subsequently (for example if a scheduled maintenance shutdown must be extended in order to resolve the incident, in cases where such action may be postponed). In certain cases, unavailability of a facility may significantly impact the Group's trading results.</p>	<p>To reduce these risks, the Industrial Department oversees the maintenance programmes at Albioma's facilities, including in particular management of scheduled production outages. Production equipment suppliers are strictly monitored to ensure that delivered items meet optimal reliability standards. Furthermore, equipment renewal procedures are applied, to mitigate the costs of replacement operations and related down-time. Operational management of maintenance is now based on tools and methods designed to achieve a greater level of control over work, and is implemented in medium-term maintenance plans based on an analysis of risks and the criticality of equipment. The industrial accident risk management system also entails management of stocks of strategic spare parts.</p> <p>The procedures and certifications intended to reduce the risk of industrial accidents occurring are described in section 1.7.3.4 on pages 64 <i>et seq.</i> of this Universal Registration Document.</p> <p>The handover of new facilities to operators is governed by strict procedures that significantly reduce the risk of malfunctions during industrial commissioning, as well as the systemic impact of such malfunctions on overall plant availability.</p> <p>As a matter of course, power purchase agreements are drafted to take into consideration the existence of operational risks where operating incidents are caused by force majeure. In the absence of agreement between the parties regarding the contract provisions to be implemented to that effect, any damage suffered by the Group may be covered by its insurance programme, subject to applicable excesses and cover limits, provided the damage relates to an insured event.</p>

#### Risk associated with the disposal of combustion and flue gas treatment by-products

Description of the risk	Management examples
<p>The combustion cycle of thermal power plants in Overseas France generates by-products either from combustion (ash and slag) or from flue gas treatment (lime and gypsum). Suitable local industries are required to dispose of these by-products. As these overseas departments and regions are islands, few potential service providers may be available in reality, particularly if the storage facilities authorised to receive the unrecoverable part of this waste are not big enough to hold it. The procedure for disposing of these by-products may then be more costly for the Group, and setting up interim storage solutions may also expose it to potential legal proceedings for failing to comply with the applicable regulations.</p>	<p>The Group makes significant efforts to recover a larger proportion of its combustion by-products. Part of the combustion by-products (fly ash) is already recovered by spreading it onto the fields to improve the physicochemical properties of the soil and provide essential elements to spur crop growth. Further possibilities for recovering the combustion by-products of 100% biomass facilities, in addition to agricultural use, are currently under study.</p> <p>Converting the Company's power plants in Overseas France to run on biomass instead of bagasse or coal will substantially reduce the volume of combustion by-products produced from 2023 onwards.</p> <p>See also the additional information in section 1.7.3.3 on pages 61 <i>et seq.</i> of this Universal Registration Document.</p>

#### Risk of internal control failures and risk of fraud

Description of the risk	Management examples
<p>The Group has put in place risk management and internal control systems to prevent and manage the risks to which it is exposed. They are described in section 1.8.2 on pages 38 <i>et seq.</i> of this Universal Registration Document.</p> <p>However well designed and correctly applied these systems are, there can be no absolute guarantee that the Group will achieve its objectives. Any system or process has inherent limitations, which may arise from uncertainties surrounding the external operational, economic or financial environment, the use of personal judgement, or malfunctions due to technical or human failures or basic errors.</p> <p>Accordingly, the Group cannot rule out the risk of a failure of its internal control system, which may expose it to the risk of fraud, particularly in the event of intrusion into the Group's information systems.</p>	<p>Heightening employee awareness of the risk of fraud will reduce the likelihood that it occurs.</p> <p>A plan begun in 2019 to transform the Group's information systems, managed by an IT Transformation Director, led to an IT security audit. Its findings resulted in a series of corrective actions being taken as part of a multi-annual action plan. These actions have made it possible to significantly reduce the Group's exposure to this type of risk.</p>

#### Pandemic risk

Description of the risk	Management examples
<p>The Group is exposed to the risk of a pandemic or large-scale health crisis occurring. Such events are liable to affect the ability of its employees – and especially its subcontractors – to reach its production sites, and they may significantly delay the completion of its construction work.</p>	<p>The Group has business continuity plans that it can implement in such situations to ensure that it can continue to generate electricity in the regions in which it operates. These plans include provisions governing the organisation of the operating teams, which are intended to enable it to continue to operate in accordance with the health measures in place.</p> <p>Any delays in construction projects may, in case of force majeure, result in compensation being due under the power sales agreements signed by the Group.</p>

## Risk associated with business ethics

Description of the risk	Management examples
<p>The Group's growth and its presence in regions felt to suffer from corruption, influence peddling or other connected abuses, means it is exposed to a risk that its ethical commitments emanating from the Code of Ethics, implemented in 2019 and 2020, are not satisfied. Such breaches could have a significant adverse effect on the Group's image and expose it to administrative or criminal sanctions.</p>	<p>The implementation, since end-2018, of an ethics and compliance programme, including in particular bringing the Group into compliance with the new provisions of the Sapin 2 Act concerning efforts to combat corruption and influence peddling, led to the distribution of an initial framework to Group employees in the form of a Code of Ethics incorporating principles of conduct pertaining to corruption and influence peddling, and to launch awareness sessions for Group employees on these matters. The Group also has a whistleblower mechanism and appointed an internal Ethics and Professional Conduct Lead responsible for these matters. See also the additional information in section 1.7.4 on pages 70 <i>et seq.</i> of this Universal Registration Document.</p>

## Development and access to financing

Description of the risk	Management examples
<p>The projects developed by the Group, and more specifically its Thermal Biomass projects, require substantial preliminary development efforts and the period between the first prospective contacts and the industrial commissioning of the facility is typically very long (development periods of between five and ten years). This requires the Group to invest – at times very substantial amounts – very early on in the process before the construction and/or industrial commissioning of the facility, and therefore long before the facility will begin to contribute to the Group's results. If a project does not go ahead there will be no return on the investment. Moreover, the Group estimates the construction and operation costs of its facilities. If the actual costs differ significantly from these estimates, the project's, or indeed the Group's, profitability could be adversely impacted.</p> <p>Given the lengthy development periods, several other factors may cause delays in the construction or industrial commissioning of a project developed by the Group, or even cause a project to be abandoned:</p> <ul style="list-style-type: none"> <li>■ mobilisation of partners against a project developed by the Group, potentially resulting in administrative proceedings seeking the suspension or cancellation of the permits or authorisations necessary for construction or operation or by means of the occupation of a site;</li> <li>■ strike affecting a construction site;</li> <li>■ delays in obtaining permits, authorisations and funding – processes that require often uncertain timeframes;</li> <li>■ delays in obtaining authorisation from the Energy Regulation Board prior to signature of an electricity sale agreement with EDF and, more generally, in obtaining authorisation from a supervisory authority;</li> <li>■ non-delivery of an industrial facility under construction, for example if a supplier defaults;</li> <li>■ industrial accident during construction of a facility;</li> <li>■ delays in connecting a facility to the energy distribution network.</li> </ul> <p>Delays in the industrial commissioning of a facility may adversely affect the profitability of a project. Abandoning a project will require the Group to write down the corresponding fixed asset investments and it may be required to repay any associated financing in advance.</p> <p>The Group's exposure to this type of risk usually increases with time over the development phase and peaks during the construction phase (construction investment commitments and financing).</p>	<p>In order to reduce these risks, the Group implements a stringent project management process involving internal steering committees and dedicated management controllers, the Commitments Committee and the Board of Directors. This process ensures the Group does not commit itself without sufficient visibility to major investments and can call a halt to any project that does not satisfy profitability or risk criteria deemed acceptable by it as early in the process as possible. Moreover, the Group has significantly improved its dialogue with partners in order to identify their concerns as early as possible in the project, and to take them into consideration in all development phases.</p>

## Country-related risks

Description of the risk	Management examples
<p>The Group's presence in Mauritius and in Brazil exposes it to country risks relating to the instability of exchange rates, the existence of political, financial or social unrest, high inflation rates, uncertainties concerning applicable laws, and the potential nationalisation or expropriation of private property that could adversely impact the Group's business activities. The consequences of an unfavourable trend in exchange rates or inflation in Mauritius are limited because of the indexing formulae included in the local long-term agreements for the sale of electricity. The consequences of inflation in Brazil are factored in through the indexing of electricity sale prices in sale agreements concluded on the open market or the regulated market, in line with the Group's policy to secure sales of electricity.</p> <p>In the French overseas departments and territories, the Group is exposed to risks associated with a large-scale political or social crisis that may, in particular, result in general strikes.</p> <p>The Group's results could be substantially impacted in the event of a long-term global crisis affecting one of the areas in which it operates.</p>	<p>The geographic diversification of the Group's project portfolio makes it possible to limit these risks. Nevertheless, the nature of the Group's activities and their concentration in island regions means it is not possible to significantly reduce their likelihood of occurrence.</p> <p>In the Overseas departments and territories, electricity sale agreements are drafted so as to take account of the existence of such risks when they stem from a case of force majeure.</p>

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## 1.6. Risk management and internal control

### 1.6.1.2. Industrial and environmental risks

#### Industrial accidents and environmental damage

Description of the risk	Management examples
<p>The operation of power plants, and in particular fuel-powered plants, entails a risk of industrial accidents that could result in the shutdown of the production facilities for a shorter or longer period of time, or even the partial or total destruction of the installation. In particular, the Group is exposed to:</p> <ul style="list-style-type: none"><li>■ fire risks affecting all the Group's activities, given that fuels (bagasse and other types of biomass, coal and oil-based products) and other flammable products are used and stored at its thermal power plants and that its photovoltaic facilities may be subject to voltage surges or short-circuits;</li><li>■ the risk of explosion at its Thermal Biomass business (equipment operated at high pressure, electric filters, explosive environments linked to the storage of certain types of biomass, etc.);</li><li>■ risks, in its Thermal Biomass business, associated with the use of hazardous products (lime, urea, soda, oils...).</li></ul> <p>Any loss sustained by the Group should be covered by its insurance policies, less the insurance excesses, provided the event resulting in the loss was an insured event. Such an incident could also result in bodily injury, damage to property or environmental damage, which could lead to the Group being sued for compensation and/or facing criminal prosecution.</p>	<p>The Group has put in place procedures designed to minimise the risk of such accidents occurring and to reduce their potential impact on individuals, property and the environment. Some of these procedures were introduced in order to comply with the laws and regulations that are specifically applicable to the Group's business activities, while others are a reflection of the Group's continuing efforts to improve or are the result of a concerted risk management policy put in place in collaboration with its insurers.</p> <p>See also the additional information in section 1.7.3.4 on pages 64 et seq. of this Universal Registration Document.</p>

#### Security of employees and individuals present on industrial sites

Description of the risk	Management examples
<p>The Group is exposed to a risk associated with the safety of individuals working on its operational sites, given its industrial activities. The staff who operate the Group's production units and its subcontractors are exposed to risks associated with everyday production and maintenance tasks and also to the risk of an industrial accident. The Group could incur civil or criminal liability in this connection.</p>	<p>The health and safety of employees and service providers is a major concern for the Albioma Group. A Safety Department was created in 2017 with responsibility for the implementation of a Group Safety Master Plan with the ultimate goal of achieving "zero accidents".</p> <p>See also the additional information in section 1.7.2.2 on pages 51 et seq. of this Universal Registration Document.</p>

#### Risks associated with climate conditions and the impact of climate change

Description of the risk	Management examples
<p>Given the nature of its business activities and the location of its sites, the Group is exposed to climate-related risks.</p> <p>The Group's Solar business is more specifically exposed to a risk of a prolonged lack of hours of sunshine, which could adversely affect its results. At the development stage of any project, the Group carefully considers the typical hours of sunshine in that location, although despite the high quality of its research it cannot eliminate the risk completely.</p> <p>The Thermal Biomass and Solar business operations in the West Indies-French Guiana region and the Indian Ocean (French overseas departments and Mauritius) region are exposed to the risk of natural disasters (volcanic eruptions, tropical storms, hurricanes, cyclones, flooding and earthquakes in the West Indies). Such events could result in a temporary outage or extended shutdown of production facilities, or even the partial or total destruction of a plant. In Brazil, the variable climate conditions may result in long periods of drought, alternating with more humid periods. Periods of drought, which restrict use of hydroelectric facilities, may cause electricity spot prices to rise considerably, which is to the Group's advantage. Conversely, humid periods may cause electricity spot prices to fall, to the Group's detriment.</p> <p>The Brazilian climate may also affect a sugar mill's ability to meet its contractual commitments to deliver biomass fuel (quantity and quality of the bagasse delivered, including in particular its fibre content), exposing the Group to a counterparty risk. The partnership agreements impose penalties on the sugar mills in the event they are unable to deliver the agreed quantity of biomass, creating a risk associated with the sugar mill's ability to meet its contractual commitment.</p> <p>More generally, from a longer-term perspective, the overseas territories in which the Group operates are exposed to the effects of climate change. The report <i>The economic impact of climate change and adaptation in the Outermost Regions (Impact économique du changement climatique et de l'adaptation dans les Régions ultrapériphériques)</i>, published in 2014 by Amec Foster Wheeler for the European Commission, predicts in particular:</p> <ul style="list-style-type: none"><li>■ an increased risk and frequency of flooding, due to more frequent storms and extreme rainfall events, and to rising sea levels;</li><li>■ an increase in the water stress risk associated with salt water infiltration contaminating freshwater resources;</li><li>■ the modification of annual precipitation patterns, with wetter winters and drier summers;</li><li>■ increased average temperatures;</li><li>■ soil degradation, leading to an increased risk of surface run-off;</li><li>■ increased numbers of insect pests and invasive species;</li><li>■ an increased risk of forest fires.</li></ul> <p>These climate changes entail a number of environmental risks liable to directly affect the Group's activities, including the risk of flooding and landslides, exposure to extreme climatic events, water stress risks and a risk of reduced availability of biomass resources.</p>	<p>Such potential events are factored into the design, construction and operation of production units. In most cases, operating contracts (other than contracts for the Solar Power business and the Albioma Galion power purchase agreement) address the risk of natural disasters via a force majeure clause. In the absence of agreement between the parties regarding the contract provisions to be implemented to that effect, any damage suffered by the Group may be covered by its insurance programme, subject to applicable excesses and cover limits, provided the damage relates to an insured event.</p> <p>In Brazil, climate risks are mainly managed via a three-pronged strategy based on securing future electricity sales (as a result of which only the share of the Group's production not secured on the open or regulated markets is exposed to spot rates), meticulously selecting sugar industry partners, and diversifying its geographic presence.</p> <p>Regarding Albioma's exposure to risks arising from the effects of climate change more generally, the Group assesses the exposure of its existing and planned facilities to such risks on a case-by-case basis, taking climate change forecasts into account, and implements any necessary measures. In particular, thorough impact assessments are carried out in connection with operating license applications.</p> <p>As regards climate change, the Group's strategy, aimed at increasing the proportion of energy produced using renewable sources to over 80% by 2023, is an intrinsic part of its low carbon strategy for the core areas of the Group's businesses.</p>

### 1.6.1.3. Labour relations risks

#### Risk of strikes

Description of the risk	Management examples
<p>The Group is exposed to the risk of strikes and other labour disputes, particularly at its Thermal Biomass plants in the overseas departments and regions, where most of its employees currently work. Such events, which may originate within the company or be more generalised (e.g. action affecting the entire electricity and gas industries or general industrial action), may result in the shutdown of the production facilities for short or longer periods of time.</p> <p>In most cases, the wording of the operating contracts covers the possibility of a national strike with local repercussions in a force majeure clause. However, the Group's results could be adversely affected in the event of the unavailability of its facilities due to a local strike.</p>	<p>The Group pays very close attention to the management of its human resources, and ensures in particular that a healthy dialogue is maintained with the employee representative bodies. The Group also gives its employees a stake in its growth and long-term value creation, through the allocation of bonus performance shares, profit-sharing agreements, incentive schemes and capital increases solely reserved for employee-members of the Group's savings scheme.</p> <p>See also the additional information in section 1.7.2.3 on pages 53 et seq. of this Universal Registration Document.</p>

### 1.6.1.4. Risk of dependency on third parties

#### Procurement risks

Description of the risk	Management examples
<p>The Group is exposed to a risk of a shortage or delay in supplies of raw materials or fuels needed for its operations, in particular for its Thermal Biomass business:</p> <ul style="list-style-type: none"> <li>■ in the French overseas departments and regions and Mauritius, to the risk of delays, and to a lesser extent as a result of the Group's supplier diversification policy, interruption in the supply of coal and where applicable, imported biomass;</li> <li>■ in Brazil, to the risk of inclement weather or interruptions in the supply of bagasse by the sugar producer, potentially exposing it to operational difficulties or financial hardship;</li> </ul> <p>More generally, the Group is exposed to the risk of a shortage or delay in supplies of strategic parts needed for the proper operation of its installations, which are often located in scarcely industrialised areas. Such supply shortages or delays could lead to the unavailability of the Group's installations (for example, as a result of extending the technical shutdown periods for maintenance work), which would have an adverse impact on its results.</p>	<p>The Group constitutes and manages a fuel reserve at each of its plants, in order to cope with any supply chain delays or failures, but cannot guarantee to keep facilities available in absolutely all circumstances.</p> <p>In Brazil, the contracts with sugar producers include penalties for bagasse supply failures, but the Group cannot guarantee to keep the plant available in all circumstances in the event of a supply failure; where appropriate, the Group may be able to procure bagasse or other types of biomass from alternative suppliers, albeit at prices not fixed in advance.</p> <p>Regarding supplies of imported biomass, the supply risk is managed by entering into long-term contractual relationships with multiple top-tier suppliers.</p> <p>The Group manages a stock of strategic parts with long procurement lead times in order to reduce exposure to the risk of delays or supply failures.</p>

#### Credit and counterparty risks, and other risks relating to dependency on clients and suppliers

Description of the risk	Management examples
<p>Generally, given the stability of the Group's customers in Metropolitan France, Overseas France and Mauritius, the Group's exposure to a counterparty risk associated with trade receivables is not material.</p> <p>Regarding the Thermal Biomass business, the structure of the Brazilian electricity market leads the Group to enter into power purchase agreements with major industrial and commercial partners, thereby exposing it to a counterparty risk.</p> <p>The Group is exposed to a limited counterparty risk with regard to its suppliers and subcontractors in connection with its French overseas activities. Notwithstanding the Group's meticulous selection process, the inability of a supplier or subcontractor to deliver an agreed service as a result of a default or failure during the construction, maintenance or operation of an installation (including fuel deliveries) could result in a delay in the industrial commissioning of a plant or subsequent operational unavailability, adversely impacting the Group's results.</p> <p>Regarding the Thermal Biomass business in Brazil, the fact that the Group does not use coal exposes the Group to a material counterparty risk with regard to its sugar-producing partner, which is the sole supplier of bagasse. If the sugar-producing partner is unable to deliver the quantities of bagasse needed to operate the plant, for operational or financial reasons, this could have a material adverse impact on Group performance. Note that the partnership agreements impose penalties on the sugar producers if they are unable to deliver the agreed quantities of biomass. There is therefore a risk associated with the sugar producer's financial capacity to meet its contractual commitments.</p> <p>The largest supplier during the past financial year was a biomass supplier. In 2020, invoices from this single supplier totalled €24 million, excluding tax. The total amount invoiced by the Group's ten largest suppliers in 2020 was €154 million, excluding tax, compared with €171 million in 2019.</p> <p>The Group sells almost all of the electricity it produces under long-term agreements entered into with EDF in France and the Central Electricity Board in Mauritius. The Group's income from EDF amounted to €471.3 million in 2020, representing 93.0% of consolidated revenue for the 2020 financial year. This is slightly up on 2019 (91.3%). Revenue earned with the Central Electricity Board is not included in consolidated revenue, as the Mauritian power plants are consolidated using the equity method. Any difficulties in relations with these customers could have a material adverse impact on the Group's results.</p>	<p>The Group is careful to select reliable partners, based on both operational and financial considerations, which should substantially reduce the risk of such an occurrence, although it cannot be completely eliminated.</p>

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## 1.6. Risk management and internal control

### 1.6.1.5. Legal risks

#### Risk associated with regulatory and public policy changes

Description of the risk	Management examples
<p>The Group operates all its business activities in a strictly regulated framework, particularly as regards the environment, employment and tax matters. Changes to the regulatory environment that apply to the Group's activities may require it to invest heavily in order to bring its facilities into compliance, which could reduce the profitability of its facilities. In Brazil, contracts do not include provisions to safeguard the Group from adverse regulatory changes. More specifically, if the special tax treatment applicable in Brazil (lucro presumido) is withdrawn, this could have a material adverse impact on the Group's results.</p> <p>In the event of any major unfavourable change in regulations, the Group cannot guarantee – despite the care taken in the management of its contracts – that its facilities would remain profitable. More specifically, any unfavourable discretionary and/or retroactive change to the regulations applying to tariffs for electricity produced by photovoltaic facilities, or to the tax regulations applying to these business activities (increasing existing taxes), could affect the Group's results for its current and future business activities.</p> <p>Similarly, an unfavourable change in certain public policies, including public policy relating to climate change, could adversely affect the Group's ability to implement its strategy. In particular, the Group may be partly or completely unable to convert its thermal power plants for biomass operation in Overseas France if its renewability is brought into question.</p>	<p>The clauses designed to preserve the economic balance of the long-term electricity sale agreements for the Thermal Biomass businesses in the French overseas departments factor in the possibility of such regulatory changes.</p> <p>See additional information on Solar Power business in section 3.2.2.2 on page 146 of this Universal Registration Document.</p> <p>See also the additional information on measures for managing the risk of biomass renewability being brought into question in section 1.7.3.1 on pages 57 et seq. of this Universal Registration Document.</p>

#### Non-compliance risks

Description of the risk	Management examples
<p>The Group operates its industrial facilities within a strictly regulated framework, particularly as regards the environment. All the Group's thermal power plants are subject to the laws and regulations governing environmentally-classified facilities (ICPE). The ICPE regulations also require the rehabilitation of sites when the classified activity is discontinued and the provision of financial guarantees for certain facilities. More generally, the Group's activities are governed by all the laws and regulations arising from the transposition into French law of the European directives and regulations on the protection of the environment (including in particular Directive 2010/75/EU of 24 November 2010 on industrial emissions).</p> <p>Environmentally-sensitive facilities are supervised by the local Prefects and the DEAL (the French environment, planning and housing authorities), which are responsible for inspecting these facilities. In the event an operator fails to comply with the applicable conditions it may face criminal action and the Prefect may also impose administrative sanctions, which can include a temporary ban on operating the facilities; the Prefect can even propose its closure by means of a Council of State decree.</p>	<p>The compliance of facility operations with applicable laws and regulations is continually tracked by the Group, with ongoing monitoring of applicable regulations and close and continuous oversight of the operation of its facilities. However, despite its efforts the Group cannot completely rule out the risk that it may identify a compliance issue, in which case it will do its utmost to rectify the situation as soon as possible.</p>

#### Litigation risk

Description of the risk	Management examples
<p>Like any other company, the Group's companies may be involved in administrative, tax, legal or arbitration proceedings in the course of their activities. It is assumed that the main situations in which such proceedings could be initiated are:</p> <ul style="list-style-type: none"><li>■ possible failure to meet contractual commitments;</li><li>■ possible non-compliance with legislative or regulatory provisions, particularly those applicable to environmentally-classified facilities (ICPE);</li><li>■ possible breach of conditions accompanying the grant of tax benefits;</li><li>■ challenging of tax benefits granted to investments made in French overseas department and territories;</li><li>■ possible lodging of appeals by third parties against permits or authorisations obtained;</li><li>■ possible occurrence at the Group's units of incidents or accidents resulting in bodily injury and/or damage to property and giving rise to claims for compensation.</li></ul>	<p>These risks are mainly managed through:</p> <ul style="list-style-type: none"><li>■ implementation by all Group entities of a policy of strict compliance with legislative and regulatory standards that apply to them, and the regular monitoring of changes;</li><li>■ the security of the Group's contractual documentation.</li></ul> <p>Where necessary, the Group books provisions for ongoing disputes, reflecting its best estimate of the potential adverse financial consequences of these disputes. See additional information in Note 28 to the consolidated financial statements for the 2020 financial year in section 4 on page 195 of this Universal Registration Document, and in Note 4.2 to the parent company financial statements for the 2020 financial year in section 5 on page 226 of this Universal Registration Document.</p>

**Main disputes (as at the date of filing of this Universal Registration Document)**

- In 2012, Albioma Bois-Rouge (formerly Compagnie Thermique de Bois-Rouge) initiated litigation against Alstom Power on the basis of latent defects before the Tribunal de Grande Instance de Paris in order to obtain compensation for the damage caused by the steam turbine acquired from this supplier. The expert report, commissioned in 2013 at the request of Albioma Bois-Rouge, is still in progress.
- Albioma Bois-Rouge (formerly Compagnie Thermique de Bois-Rouge) was brought into a dispute initiated by the company Sucrière de La Réunion against its insurer QBE Insurance Europe, the latter refusing to accept a guarantee call from its client concerning operating losses of around 1 million euros. These operating losses were allegedly the result of a shutdown of the Bois-Rouge thermal power plant and the Bois-Rouge sugar factory during the 2009 sugar campaign. The Sucrière de La Réunion company won its case in 2012 in an appeal procedure, with no consequences for Albioma Bois-Rouge. In 2013, this dispute was re-initiated in the first instance by QBE Insurance Europe as part of a procedural bias. A decision again in favour of Albioma Bois-Rouge was rendered in April 2015, confirmed on appeal by a decision of the Court of Appeal of Saint-Denis on 5 April 2017. QBE Insurance subsequently appealed this decision to the Court of Cassation. By a decision dated 13 January 2020, the Court of Cassation overturned the decision of the Court of Appeal of Saint-Denis to which the case had been referred.

There are no other governmental, legal or arbitration proceedings (including any stayed proceedings or potential proceedings of which the Company is aware) that are likely to have, or have had, any material effect on the Group's financial position or profitability in 2020 or since the end of the year.

**1.6.1.6. Financial risks**

**Liquidity risk**

The Group's Finance Department centralises all its subsidiaries' financing needs and negotiations with financial institutions in order to better control financing terms and conditions. Any transactions carried out directly by subsidiaries are closely monitored. The Finance Department aims to maintain sufficient liquidity at all times by efficiently managing the Group's cash and cash equivalents, in particular by putting in place secure financing arrangements in terms of their duration and legal terms and conditions. More specifically, it arranges confirmed credit lines to guarantee optimal flexibility in Group financing. See additional information in Note 25 to the consolidated financial statements for the 2020 financial year, in section 4 on pages 190 *et seq.* of this Universal Registration Document.

The Company has conducted a specific review of its liquidity risk and feels it is in a position to meet its future payment commitments.

At 31 December 2020, the breakdown of the liquidity position compared with that of previous years was as follows:

<i>In thousands of euros</i>	<b>31/12/2020</b>	<b>31/12/2019</b>	<b>31/12/2018</b>
Other current financial assets	36,753	18,833	18,738
Bank accounts	89,039	142,550	76,559
Unused credit facilities	60,000	65,000	2,000
<b>Liquidity position</b>	<b>185,792</b>	<b>226,383</b>	<b>97,297</b>

## Market risks

### Risk of unfavourable changes in electricity prices

With regard to its business activities in Metropolitan France, Overseas France and Mauritius, the Group is not exposed to any unfavourable changes in market prices for electricity, given the contractual framework (see additional information in section 1.3.3.2 on pages 13 *et seq.* of this Universal Registration Document).

With regard to the Group's Brazilian activities (see additional information in section 1.3.3.2 on page 15 of this Universal Registration Document), the Albioma model, based on contracts for the long-term sale of electricity produced, is currently being rolled out. In addition to short- and medium-term contracts signed with industrial and commercial

partners at predetermined prices, the Brazilian plants have secured long-term sales on the regulated market (20 years) for part of their production. On average over the past five years, over 90% of energy sales were secured by long-term contracts on satisfactory price terms, thus limiting exposure to the risk of unfavourable changes in electricity prices. The remainder is sold on the spot market, on terms that may be unfavourable, but the impact on the results of the Group's Brazilian activities will be limited.

### Interest rate risk

The Group's interest-rate management policy is coordinated, supervised and managed centrally, with the aim of protecting future cash flows and reducing volatility of financial expenses. As at 31 December 2020, the Group's borrowings were split as follows:

In thousands of euros	31/12/2020				31/12/2019			
	Bank overdrafts, accrued interest and loan issue costs	Project debt	Corporate debt	Total	Bank overdrafts, accrued interest and loan issue costs	Project debt	Corporate debt	Total
<b>BORROWINGS FROM FINANCIAL INSTITUTIONS</b>								
Fixed rate	(738)	63,120	107,500	169,882	146	70,794	88,500	159,440
Variable rate	(16,278)	733,168	5,000	721,890	(14,079)	766,191	15,000	767,112
<b>Sub-total</b>	<b>(17,016)</b>	<b>796,288</b>	<b>112,500</b>	<b>891,772</b>	<b>(13,933)</b>	<b>836,985</b>	<b>103,500</b>	<b>926,552</b>
<b>LEASE LIABILITIES</b>								
Fixed rate	-	5,766	-	5,766	-	6,622	-	6,622
Variable rate	-	4,464	-	4,464	-	4,751	-	4,751
<b>Sub-total</b>	<b>-</b>	<b>10,230</b>	<b>-</b>	<b>10,230</b>	<b>-</b>	<b>11,373</b>	<b>-</b>	<b>11,373</b>
<b>LEASE LIABILITIES RELATED TO RIGHT-OF-USE ASSETS</b>								
	-	38,460	-	38,460	-	35,934	-	35,934
<b>Total financial debt</b>	<b>(17,016)</b>	<b>844,978</b>	<b>112,500</b>	<b>940,462</b>	<b>(13,933)</b>	<b>884,293</b>	<b>103,500</b>	<b>973,860</b>

Financial debt included variable-rate debt of €726.4 million at end-2020, compared with €771.9 million at end-2019.

Since interest rate changes cannot be passed on to customers, companies with variable rate financing agreements have put in place appropriate hedges in the form of swaps, i.e. swapping variable interest rates for fixed interest rates.

The interest rate hedges are described in Note 26 to the consolidated financial statements for the 2020 financial year, in section 4 on pages 192 *et seq.* of this Universal Registration Document.

Sensitivity of financial assets and liabilities to variations in interest rates is described in Note 34.1 to the consolidated

financial statements for the 2020 financial year in section 4 on page 199 of this Universal Registration Document.

### Currency risk

The Group publishes its consolidated financial statements in euros, and in 2020, 95.8% of its revenue and 93.4% of its EBITDA was recognised in euros.

#### Currency risk – Operational

The Group's transactions are carried out mainly in euros, except for:

- coal and biomass purchases by the subsidiaries, which are denominated in US dollars, with sale prices to clients specifically taking into account exchange rate movements;
- purchases of some machinery, essentially in connection with the construction of new power plants.

These transactions, which require immediate payment, are hedged by buying the currency in question prior to the transaction, the Group thus never being exposed to the risk of a significant fluctuation in the exchange rate of those currencies.

Currency risk – Financial

Financial assets and liabilities denominated in foreign currencies stem from local currency commitments by Group subsidiaries. The related currency risk is solely linked to the translation into euros of the financial statements of those subsidiaries when preparing the Group's consolidated financial statements.

Currency risk from investment in foreign subsidiaries

This currency risk arises from:

- the business of the Brazilian companies: in growing its Thermal Biomass business in Brazil, the Group is now exposed to a euro/Brazilian real currency risk that may affect its results when the financial statements of its Brazilian subsidiaries are translated into euros, and this will make it more difficult to compare performances from one year to the next. For example, if the euro appreciates against the Brazilian real, this will reduce the contribution

to the consolidated results made by subsidiaries that prepare their financial statements in the Brazilian currency. As regards long-term assets, the Group has put in place a hedging policy aimed at reducing currency risks associated with financing in the Brazilian currency;

- the activity of companies in which Albioma holds non-controlling interests in Mauritius and whose financial statements are prepared in Mauritian rupees. Currency risk arises mainly from the impact of the movement in the exchange rate on the overall amounts recognised using equity accounting (recognised directly in equity), the revaluation of financial debt, denominated in certain cases in euros, and the partial indexation to the euro of electricity sale agreements. Also, the Group has recognised embedded currency derivatives (Euro/Mauritian rupee) relating to electricity sale contracts.

The Group does not use any other financial instruments for currency hedging purposes.

As at 31 December 2020, currency risk from investment in foreign subsidiaries breaks down as follows:

Value in euros of assets in Brazilian reals

<i>In thousands of euros</i>	31/12/2020	31/12/2019	31/12/2018
Assets	80,661	112,291	102,156
Liabilities	(20,531)	(34,839)	(31,745)
<b>Net position before hedging</b>	<b>60,130</b>	<b>77,452</b>	<b>70,411</b>
of which, Group share	45,472	57,692	53,607
of which, non-controlling shareholders	14,658	19,760	16,804
Off-balance sheet position, Group share	-	3,892	3,739
<b>Net position after hedging, Group share</b>	<b>45,472</b>	<b>61,584</b>	<b>57,346</b>

Value in euros of assets in Mauritian rupees

<i>In thousands of euros</i>	31/12/2020	31/12/2019	31/12/2018
Assets	18,402	21,737	23,292
Liabilities	-	-	-
<b>Net position before hedging, Group share</b>	<b>18,402</b>	<b>21,737</b>	<b>23,292</b>
Off-balance sheet position, Group share	-	-	-
<b>Net position after hedging, Group share</b>	<b>18,402</b>	<b>21,737</b>	<b>23,292</b>

Sensitivity to currency risk in 2020 (euro/Brazilian real)

Brazilian real	Impact on net income		Impact on shareholders' equity	
	5% increase	5% decrease	5% increase	5% decrease
	0.4%	(0.4%)	0.6%	(0.5%)

### Sensitivity to currency risk in 2020 (euro/Mauritian rupees)

These net positions in Mauritian rupees are subject to a hedge of a net investment in a foreign operation (see additional information in Note 18 to the consolidated financial statements for the 2020 financial year in section 4 on pages 183 *et seq.* of this Universal Registration Document). As such, a movement in the euro/Mauritian rupee exchange rate would have no material impact on shareholders' equity.

### Equity risk

Equity risk is limited due to the nature of the Group's cash investments (money market mutual funds benefiting from good ratings and subscribed with recognised institutions). As at the date of filing of this Universal Registration Document, there are no treasury shares (see additional information in section 6.3.6 on pages 265 *et seq.* of this Universal Registration Document on treasury shares).

### Risk associated with significant off-balance sheet commitments

The Group has entered into off-balance sheet commitments in connection with its day-to-day operations.

See additional information in Note 35 to the consolidated financial statements for the 2020 financial year, in section 4 on pages 201 *et seq.* of this Universal Registration Document.

## 1.6.2. INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES

### 1.6.2.1. Definition and objectives of internal control and risk management

The internal control system applies to the Company and to all its fully-consolidated subsidiaries and to some of its subsidiaries consolidated using the equity method. Its objectives are to ensure that:

- the implementation of the strategy defined by the Board of Directors, translated into economic and financial objectives and measures aimed at operational efficiency, is carried out in accordance with applicable laws and regulations;
- the strategic orientations defined by the Board of Directors are converted by General Management into effectively implemented action plans;
- the internal processes, in particular those that help to safeguard the Group's assets, operate in a satisfactory manner;
- the Group's financial and accounting information is accurate, reliable and fairly presented.

The internal control system incorporates a risk management system, whose objectives are to:

- create and maintain the Group's values, assets and reputation;
- ensure the Group's decision making and processes are secure with a view to helping it to achieve its objectives;
- ensure the Group's actions are consistent with its values;
- mobilise the Group's employees around a common vision of the main risks and increase their awareness of the risks inherent in their activity.

By helping to prevent and control the risks to which the Group is exposed in the implementation of its strategy, the internal control system contributes to the management of the Group's activities, the effectiveness of its operations and the efficient use of its resources.

However, the internal control and risk management systems, no matter how well they are designed and applied, cannot provide an absolute guarantee that the Group's objectives will be achieved. Any system or process has inherent limitations that may result from uncertainties in the external operating, economic and financial environment, the use of judgement or problems that may arise from technical and human failures or from mere error; risk management choices are made, ultimately, by weighing the benefits against the costs incurred.

The internal control system is based on a rational and effective Group structure, within which the internal control staff are identified with a view to managing the risk management system and the internal control procedures.

### 1.6.2.2. Group structure

The structure introduced in 2016, when the roles of Chairman of the Board of Directors and Chief Executive Officer were separated, is described in section 1.5.3 on pages 27 *et seq.* of this Universal Registration Document. This change in governance entailed a number of changes to the organisation of the internal control function, in particular as a result of the definition by the Board of Directors of the respective powers of the Chairman of the Board of Directors and the Chief Executive Officer. The combining, following the General Meeting of 27 May 2019, of the roles of Chairman of the Board of Directors and Chief Executive Officer resulted in the vesting of all powers in a single person, the Chairman and Chief Executive Officer (see additional information in section 2.2.1 on pages 84 *et seq.* of this Universal Registration Document).

The Group's structure in 2020 was based on operating divisions, created by combining its two businesses (Thermal Biomass and Solar Power) and the regions in which it operates:

- Thermal Biomass – France
- Thermal Biomass – Brazil
- Thermal Biomass – Mauritius
- Solar Power – France and Southern Europe

At head office, the central departments formed a separate operating division, providing central support services. During the financial year, these central departments were:

- Industrial Department, including the Safety Department, the Operations Support Department, the Maintenance Support Department, the Construction Projects Department and the Procurement and CRE Relations Department;
- Administrative and Finance Department, including the Legal Affairs Department, the Accounting Department and the Management Control and IT Transition Department;
- CSR and Environment Department;
- Human Resources Department;
- Company Secretariat.

### 1.6.2.3. Responsibility for internal control

Although certain designated employees have been given responsibility for the Group's internal control procedures, all employees have a part to play. For an internal control system to be effective, it is vital that all employees are made aware of the Group's values and culture of commitment. Various top-down communication methods are used to achieve this, including seminars (e.g. seminars for Directors, for senior management and for operational staff) and internal information documents, providing all employees with important information on the latest developments within the Group

and updates on strategy implementation. All employees are therefore able, regardless of their position, to ensure that their actions, on a day-to-day basis, are at all times consistent with the Group's values and strategy.

The following bodies responsible for internal control procedures are:

- the Board of Directors and its specialised Committees, whose operating methods and main tasks are described in section 2.3.3.1 on pages 102 *et seq.* of this Universal Registration Document;
- General Management and the Executive Committee;
- the Administrative and Finance Department and the other functional departments;
- the internal audit function.

### The Board of Directors and its specialised Committees

The Board of Directors has ultimate control over General Management's implementation of the Group's strategy. It is assisted in this work by its specialised Committees. By authorising structuring projects, it ensures the continuity of its strategy in a way consistent with the levels of risk and profitability that it and General Management have deemed acceptable.

The Board of Directors is responsible for the ongoing monitoring of the Group's operating performance and financial position, progress on projects and the main sustainable development indicators, based on the monthly reports produced by the Administrative and Finance Department.

In collaboration with the Audit, Accounts and Risks Committee and the Corporate Social Responsibility Committee, the Board of Directors also plays a major role in the monitoring of the risk management process. The Audit, Accounts and Risks Committee regularly reviews the effectiveness of the internal control systems and risk mapping.

Lastly, the Audit, Accounts and Risks Committee has a key role to play in the internal audit function (see additional information in Section 2.3.3.1 on pages 109 *et seq.* of this Universal Registration Document).

## General Management

General Management implements the strategy defined in conjunction with the Board of Directors and, in this regard, is responsible for the proper functioning of the internal control and risk management system it puts in place, taking into account the objectives defined by the Board of Directors.

As regards short-term matters, General Management ensures the Group's operations are carried out smoothly, monitors achievement of objectives, prescribes any corrective actions deemed necessary and verifies their implementation in conjunction with action plans it is responsible for implementing.

As regards longer-term matters, General Management also plays a major role in disseminating the Group's values and strategic directions.

## Executive Committee

The Executive Committee meets twice a month, which enables it to monitor all events of significance to the Company in real time and to react promptly if necessary. The Committee is also a forum for analysis, reflection and discussion on cross-departmental matters with a view to formulating action plans to be implemented by the operational and functional departments.

## The Administrative and Finance Department and the other functional departments

The Administrative and Finance Department, which oversees the Legal Affairs Department, the Accounting Department, the Management Control Department and the IT Department, is responsible, in particular, for the accuracy, reliability and fair presentation of the accounting and financial information it produces.

It is also responsible, in conjunction with the Management Committee and the Board of Directors, for producing the monthly reporting package, which forms the basis for the ongoing monitoring of the Group's activities.

The Administrative and Finance Department also encompasses the internal audit function, which was given a formal structure in the same year; the internal audit function reports to General Management and the Audit, Accounts and Risks Committee.

All the other functional departments are involved in implementing the internal control system. The following departments in particular are, via their day-to-day actions, crucial to the achievement of the system's objectives:

- the Industrial Department, whose actions are vital for preserving the value of the Group's assets;

- the Human Resources Department, by ensuring that the Group's operations are carried out in accordance with the legislative and regulatory provisions applicable to the Group and with its Memorandum and Articles of Association, by regularly ensuring that the Group's human resources are suitable for its needs, by helping to draw up succession plans and by ensuring employees receive an adequate level of training to enable them to fulfil their duties;
- the Legal Affairs Department, by ensuring, in particular, the legal security of operations;
- the IT Transition Department, by ensuring that the Group's information systems offer a level of security that is adequate to guarantee data integrity and retention;
- the CSR and Environment Department, which is responsible for monitoring the compliance of the Group's operations with environmental requirements and the implementation of resulting action plans, also verifies the consistency of non-financial data communicated to the market and ensures the interests of the Group's partners are properly taken into consideration in its business operations;
- the Safety Department, which supervises industrial safety within the Group;
- the Company Secretariat, which is responsible for the Secretariat of the Board of Directors and the specialised Committees and for monitoring matters associated with company law, stock market laws, compliance and ethics, assists the Administrative and Finance Department in the financial communication control process and oversees regulatory communication.

## The internal audit function

Functionally part of the Administrative and Finance Department, the internal audit function reports to General Management and the Audit, Accounts and Risks Committee. The Chairman of the Board of Directors is now responsible for ensuring, in conjunction with the Audit, Accounts and Risks Committee, the effectiveness of the internal control system and, more specifically, the internal audit function; to that effect the Chairman of the Board of Directors shall be entitled to access internal audit reports at any time and shall be entitled to order internal audits, provided he first informs the Chief Executive Officer.

The internal audit function is responsible for the permanent monitoring of the Group's internal control system. It carries out assurance engagements to assess the level of internal control in application of Group procedures. These procedures focus in particular on the organisation and functioning of all functions (processes) and Group structures (companies, departments).

Audits conducted by the internal audit function are listed in the annual audit plan drawn up on the basis of the Group's risk mapping and audited entities' track records or phase of development; the plan is submitted to General Management and the Audit, Accounts and Risks Committee.

An audit report is prepared following any internal audit, and is presented to General Management and the Audit, Accounts and Risks Committee. The report details any problems identified and the resulting potential risks, and contains recommendations to be implemented within the framework of corrective action plans, which will be monitored at the highest level by the Audit, Accounts and Risks Committee.

Internal audit findings are communicated to the Statutory Auditors, who are also involved in the internal audit process.

#### 1.6.2.4. The risk management process

In the performance of its activities, the Group is exposed to a variety of risks. The main risk factors the Group faces are described in section 1.6.1 on pages 29 *et seq.* of this Universal Registration Document.

The Group considers the identification and full understanding of the various categories of risks to which it is exposed to be essential. A full understanding of the relevant risks will enable the Group to determine the human, technical, legal and financial measures required to prevent and deal with such risks.

The Group has introduced and regularly updates a risk mapping system that provides it with a summarised, standardised framework enabling it to identify the risks to which it is exposed, and to assess, in a matrix format, the likelihood of their occurrence and the magnitude of their impact. On the basis of the work of the Audit, Accounts and Risks Committee and, with regard to employment, social and environmental risks, that of the Corporate Social Responsibility Committee, the Board of Directors reviews this risk mapping at least once a year to ensure that it is comprehensive and that the action plans implemented by General Management are effective as a result. Specific cases corresponding to risks identified during risk mapping or new risks are also regularly referred to the Board of Directors so that it can specifically analyse their potential impact and review the corrective action plans prepared by General Management.

The Group is committed to continuously improving the completeness and effectiveness of its risk mapping. In conjunction with the work carried out by the Corporate Social Responsibility Committee, the Group has set up unified mapping incorporating labour, environmental and social risks alongside specific mapping for corruption and

influence peddling risks. The Corporate Social Responsibility Committee is involved, together with the Audit, Accounts and Risks Committee, in reviewing this unified risk mapping. The Audit, Accounts and Risks Committee and the Corporate Social Responsibility Committee are both closely involved in reviewing risk mapping and therefore improving both the level of detail of the analysis (modulation of standard risks according to region as well as probability of occurrence and impact) and the comprehensiveness of risks managed. The medium-term changes to the process for identifying risks and drawing up preventive or corrective actions are designed to professionalise the risk management system and the risk mapping process to make it part of a structured reporting system.

The process for mapping risks and monitoring the Group's risk mapping and its insurance policy are closely linked. This policy is reviewed in close collaboration with risk mapping to ensure that the level of coverage the Group has is constantly being amended in line with the risks it has identified (see additional information in section 1.6.3 on pages 44 *et seq.* of this Universal Registration Document).

#### 1.6.2.5. Control activities and procedures

##### Business management procedures

Standardised processes for collecting and processing information facilitate the preparation of the monthly reporting package, which enables the various parties involved to monitor, on a monthly basis, developments in the Group's operating and financial performance and to formulate, implement and adapt the necessary action plans. The Administrative and Finance Department and, within it, the Management Control Department, have significantly strengthened this collection process in connection with the continuous improvement initiative concerning the accuracy and relevance of the indicators used.

More generally, the Group is pursuing a global strategy to standardise information reporting:

- as regards technical or operating information (daily and monthly reports submitted by the heads of the production units, special reports analysing incidents, regular reports on the maintenance and servicing of production equipment, reports on construction projects and reports on accidents in the workplace);
- as regards financial information, in line with the procedures for producing accounting and financial information (see below), but also to ensure the monitoring of budget performance, the Group's commitments, debt and cash;

■ as regards non-financial information, in line with the procedures for producing non-financial performance information verified by an independent third-party body (see additional information in section 1.7 on pages 45 *et seq.* of this Universal Registration Document) using an integrated data collection and analysis tool for non-financial information.

Medium-term strategic planning is carried out in conjunction with the budgetary process. The budget and the business plan are drawn up each year on the basis of information reported by the operating entities and by each Department as part of a standardised process. The budget and the business plan drawn up by the Administrative and Finance Department on the basis of the strategic orientations proposed by General Management are approved by the Board of Directors. The budget is adjusted when the half-yearly financial statements are prepared, and the Board of Directors is kept informed.

The combination of the monthly reporting package and the budgetary process enables actual and estimated data to be reconciled and the market to be informed of any adjustments to the objectives.

#### **Procedures applicable to projects and for deciding on, making and monitoring investments**

The Company is committed to continuously improving its procedures for deciding on, making and monitoring investments, which are intended to formalise the steps to be taken and the resources involved in each stage of the project (expression of interest, feasibility study, commercial proposal, making the investment and transferring it to the internal or external operator). This methodology involves meetings that are held as projects move from one stage to the next. Accordingly, investment decisions are approved only at the conclusion of a standardised cycle punctuated by launch, finalisation and commitment meetings, involving the Commitments Committee and, lastly, the Board of Directors.

With respect to projects, a risk control by project process enables the Group to anticipate at an early stage the impacts of various risks to the forecast internal rate of return, to ensure that it remains consistent with the standards approved by the Board of Directors and, where relevant, to size the investment accordingly. Cross-functional project management by the internal steering committees, composed of members of all the functional departments and the regional management team, enables decisions to be made about critical resources (financial and human), thereby securing completion of the projects concerned. As a result of the scaling up of Group investments, and the corresponding increase in its commitments, a Management Controller has been specifically assigned to each developed

project entailing a material commitment, who is responsible for monitoring the level of commitments and payments made, ensuring they remain in line with the project investment budget and the related cash flow forecasts. Much work was done on the project management process in the 2019 financial year culminating in the implementation of a formalised project management procedure and its dissemination throughout the Group.

#### **Procedures applicable to the procurement policy and the maintenance and management of strategic supplies**

The procurement policy focuses, in particular, on applying in practice the combined principles of looking for quality offers, choosing the best offers in the Group's interest, and making an equitable selection of suppliers. Particular attention is paid to the ethical reputation of suppliers and the compliance of their practices with the Group's corporate social responsibility commitments. The Group drew up general procurement terms and conditions setting the Group's procurement standards and comprising a specific clause dealing with the corporate social responsibility of its suppliers. It introduced a standard framework agreement for use by its suppliers.

A Procurement Operations Guide describes the best practices of which staff have already been made aware by the Procurement and Maintenance Department (systematic use of competitive tendering, formalisation of purchase requisitions, approval levels, segregation of duties, stock management, etc.).

The Group's strategic procurement management process incorporates procedures aimed at safeguarding purchase prices and securing deliveries by avoiding stock outages (daily monitoring of stocks of coal and orders delivered by ship, and procedures for warning the authorities in the event of a stock outage that could result in production being halted). Strategic stock management is carried out at each operating level and controlled centrally for sharing.

In addition, maintenance of the Group's plants is monitored by means of Computer-Aided Maintenance Management (CMM). This enables the Group to ascertain the age of its equipment, formalise purchase requisitions associated with maintenance (issue of work orders discussed before approval, to which are attached the purchase requisitions) and to impose approval levels pre-determined on the basis of restricted access rights, by complying with the main segregation of duties principles. It can also be used as a budget control tool to monitor financial commitments.

### Procedures applicable to the operation of the production units

The implementation, since 2011, of the production unit management process in connection with the Quality-Safety-Environment (QSE) process enabled the Group to obtain, in 2012 and 2013, AFNOR certification with respect to the three QSE standards for the following facilities: Albioma Le Gol (certification obtained in 2011) and Albioma Bois-Rouge (certification obtained in 2013). The same triple certification was also obtained by Terragen in Mauritius in 2014. OTEO Saint-Aubin obtained ISO 14001:2004 certification in 2014.

In 2016, Albioma became the first French photovoltaic electricity production company to be triply certified Quality-Safety-Environment (QSE): triple certification has in fact been obtained for all the Group's Solar power activities.

This process is part of an overall approach that seeks to adopt and maintain policies for all of the Group's activities that promote sustainable development, limit negative environmental impacts and preserve biodiversity. The Group intends to extend it to the Albioma Le Moule and Albioma Caraïbes facilities, then to all its activities, regardless of their location.

In addition to certifications, the Group continued to make improvements in 2020 with the implementation of the staff safety oversight process and the implementation of its Safety Master Plan led by the Safety Department.

### Procedures applicable to the production of the accounting and financial information

#### Organisation of the Administrative and Finance Department

The Administrative and Finance Department, under the responsibility of General Management, is responsible for managing the accounting and financial processes governing the production of the accounting and financial information. These processes involve the Accounting Department and the Management Control Department, and require implementation of procedures specific to the finance and cash departments (centralisation of cash flows, interest rate risk hedging and monitoring of financial debt). The consolidation and accounting processes for the Brazilian companies are outsourced.

This management tool plays a key role in the production of the monthly, parent company and consolidated financial statements.

#### Accounting standards

The Group has a single accounting framework (with the exception of the Brazilian companies), covering both general

accounting procedures in respect of the Group's transactions (financial accounts) and the more detailed, analytical information by business sector (management accounts).

#### Management tools

The monthly report package drawn up by the Administrative and Finance Department is the main management tool used for the Group's activities, covering both the operating performance of the production units and their financial performance. It is based on information collected and consolidated each month in accordance with a standardised process, under the responsibility of the Management Control Department.

This management tool plays a key role in the production of the monthly, parent company and consolidated financial statements.

#### Processes used in the preparation of the accounting and financial information

The Group's transactions are input into the accounting systems by the accounts staff, under the control of the Accounting Department. The accounting process is computerised using a single platform throughout the Group, whose operation is specifically regulated (restrictions on access).

The accounts of each legal entity included in the consolidation scope are closed on a monthly basis. This monthly closing is carried out by the accounts staff in accordance with a standardised process (downloading of provisions and orders issued by the computer-aided maintenance management system, inventory reports, recognition of commissioning of property, plant and equipment, payroll, etc.) which includes a review by the Accounting Department (cut-off entries, checks of bank reconciliations, etc.). Trial balances are extracted from which monthly financial statements are drawn up, which are then checked for consistency by the Management Control Department. This extraction is sent to a third-party service provider responsible for its consolidation and for producing, under the responsibility of the Administrative and Finance Department, the monthly consolidated financial statements.

Checks are carried out at several stages in the process, to ensure that:

- intra-group transactions have been correctly eliminated;
- the consolidation adjustments are consistent;
- the accounting standards have been correctly applied;
- the accounting and financial information is consistent with the budgets and management information.

The annual consolidated and parent company financial statements and the half-yearly consolidated financial statements, audited (in the case of yearly statements) or reviewed

(in the case of half-yearly statements) by the Statutory Auditors, are produced using the same process based on a detailed timetable provided by the Administrative and Finance Department to all parties involved.

#### Audit, Accounts and Risks Committee

The role of the Audit, Accounts and Risks Committee is described in detail in section 2.3.3.1 on pages 109 *et seq.* of this Universal Registration Document. In particular, this Committee reviews the Company's parent company and consolidated financial statements prepared on an annual and half-yearly basis prior to their approval by the Board of Directors by verifying the effectiveness of the financial information preparation process.

#### Role of the Statutory Auditors

The accounting and financial information produced by the subsidiaries included in the consolidation scope and used to prepare the consolidated financial statements is the subject of a limited review at the half-yearly closing and a full audit at the year-end closing, carried out by a team of two independent Statutory Auditors. In this regard, the Chief Financial Officer and the legal representatives of all Group entities give a formal undertaking to the Statutory Auditors as to the accuracy, reliability and fair presentation of the accounting and financial information for which they are responsible.

Audits are carried out locally by a Statutory Auditor from the Company's team of Statutory Auditors or by a third party. The financial statements of consolidated subsidiaries are audited on an annual basis and are certified by the Statutory Auditors concerned.

The effectiveness of the Statutory Auditors' work and their independence are regularly reviewed by the Audit, Accounts and Risks Committee.

### 1.6.3. INSURANCE POLICY

#### 1.6.3.1. General remarks

The Group has taken out insurance cover with well-known firms for the risks of the various entities it comprises, including:

- "Construction" policies put in place for new investments;
- "Damages" policies, the major types of these being: "All risks except" and "Consecutive damages and operating losses following designated events";

- "Civil Liability" policies, covering both general and professional liability, "Civil liability for environmental damage" and "Civil liability of corporate officers";
- motor car and personal accident insurance.

However, the Group cannot guarantee that these policies are or will be sufficient to cover the losses that might arise from a major operational stoppage at its power plants, to repair or replace the damaged sites or to compensate for the consequences of any action by a third party. The Group's financial position and results could be materially affected if it were to suffer a serious incident that is either uninsured or not sufficiently insured, or which significantly exceeds the coverage limits imposed by the insurance firms, or if it was subject to a delay in the settlement of its insurance claims.

Furthermore, the Group's insurance policies are subject to annual revisions. There is no guarantee that the level of premiums will not increase or that insurance rates will not become volatile. A significant increase in insurance premiums for any of the Group's business activities could have an adverse impact on its results.

The total amount of premiums paid by the Group in respect of its various insurance policies (excluding Brazil) comes to €6.8 million in 2021, up on 2020 due to the tighter market conditions.

#### 1.6.3.2. Summary of main policies

##### Damage and operating losses

##### Thermal biomass

As at 1 January 2021, the Group's thermal power plants in France and Mauritius<sup>1</sup> were covered by the following insurance policies:

- first-line policy with an insured amount of €1,845 million for direct loss and damage and €558 million for operating losses, with a variable excess depending on the plant and the type of loss or damage (minimum of between €400,000 and €800,000 million for direct loss and damage, and between 30 and 45 days for operating losses), with an aggregate pay-out limit per plant (€250 million, limited to two plants) or a specific limit per event (i.e., storms, hurricanes and machine breakage);
- second-line policy with an insured amount of €642 million for direct loss and damage and €206 million for operating losses, with an excess of €250 million and an aggregate pay-out limit per plant of €150 million.

<sup>1</sup> Excluding OTEO La Baraque and OTEO Saint-Aubin.

As at 1 January 2021, the Group's thermal power plants in Brazil were covered by the following insurance policies:

- policy providing BRL 193 million for direct damage and BRL 25 million for operating losses for Albioma Rio Pardo Termoelétrica;
- policy providing BRL 165 million for direct damage and BRL 52 million for operating losses for Albioma Codora Energia;
- policy providing BRL 179 million for direct damage and BRL 44 million for operating losses for the Albioma Esplanada Energia plant;
- policy providing BRL 207 million for direct damage and BRL 54 million for operating losses for the Albioma Vale do Paraná plant.

#### Solar Power

As at 1 January 2021, the Group's photovoltaic installations were covered by several insurance policies for a total amount of €198 million for direct loss and damage and €57 million for operating losses.

#### Operational civil liability

As at 1 January 2021, the Group's Solar Power and Thermal Biomass businesses in Overseas France were covered by operational civil liability policies for €40 million per claim, and also have civil liability after delivery coverage/professional civil liability coverage of €40 million per claim and per annum.

The Group's Brazilian subsidiaries were covered by operational civil liability policies for BRL 29 million.

#### Civil liability for environmental damage

As at 1 January 2021, the Thermal Biomass business (excluding Brazil) was insured for €30 million over three years (€20 million per claim) against environmental damage (including clean-up costs, which are covered for up to €5 million).

The Thermal Biomass business in Brazil had BRL 5 million in insurance for environmental damage.

#### Civil liability of corporate officers

As at 1 January 2021, the managers of Albioma and its subsidiaries (excluding Brazil) were covered for an amount of €50 million per annum (two lines of €25 million each) against civil liability.

Albioma's Brazilian subsidiaries were covered for BRL 76 million.

## 1.7. Non-financial performance declaration

Order 2017-1180 of 19 July 2017 and Decree 2017-1265 of 9 August 2017 have transposed the European directive<sup>1</sup> amending Article 225-102-1 of the French Commercial Code requiring the companies to which it applies to disclose labour, environmental and social information in their management statement. Albioma falls within the scope of this regulation requiring it to disclose non-financial performance information (Non-Financial Reporting Directive – NFRD) for 2020.

Work was carried out to identify and structure the non-financial risks, led by the CSR and Environment Department, resulting in a map of the non-financial and diversity risks and opportunities. This map covers the operations of the Group and its main business partners. In this sense, the risk analysis includes all of its Biomass, Thermal and Solar Power business activities – development, construction and operation. The quantitative and qualitative information contained in this section concern all fully consolidated entities (see additional information in section 1.7.6.3 on page 79 of this Universal Registration Document).

1. Directive 2014/95/EU of the European Parliament and of the Council of 22 October 2014 amending Directive 2013/34/EU concerning the disclosure of non-financial and diversity information by certain large companies and certain groups.

The Group is focusing on the following non-financial risks and opportunities aligned with its material non-financial issues:

Significant non-financial risks	Section corresponding to this Universal Registration Document
Risk associated with the safety of employees, subcontractors and outside companies working onsite	Section 1.7.2.2, pages 51 <i>et seq.</i>
Labour relations risk	Section 1.7.2.3, pages 53 <i>et seq.</i>
Risk associated with public policy on combating climate change	Sections 1.7.3.1, pages 57 <i>et seq.</i> and 1.7.3.2, pages 59 <i>et seq.</i>
Risk associated with biomass fuel procurement	Section 1.7.3.3, pages 61 <i>et seq.</i>
Risk associated with the disposal of combustion and flue gas treatment by-products	Section 1.7.3.3, pages 63 <i>et seq.</i>
Industrial accident risk	Section 1.7.3.4, pages 64 <i>et seq.</i>
Air pollution risk	Section 1.7.3.4, page 65
Risk associated with being accused of non-use of local service providers	Section 1.7.3.5, pages 68 <i>et seq.</i>
Risk associated with local populations finding projects unacceptable	Section 1.7.3.5, pages 69 <i>et seq.</i>
Risk associated with environmental and labour relations compliance	Section 1.7.4.1, page 70
Corruption risk	Section 1.7.4.2, pages 71 <i>et seq.</i>

The mandatory non-financial performance information must also include other categories of information such as respect for human rights and combating tax evasion (see additional information in sections 1.7.4.3 on page 72 and 1.7.4.2 on page 71 of this Universal Registration Document) identified as non-significant risks for Albioma.

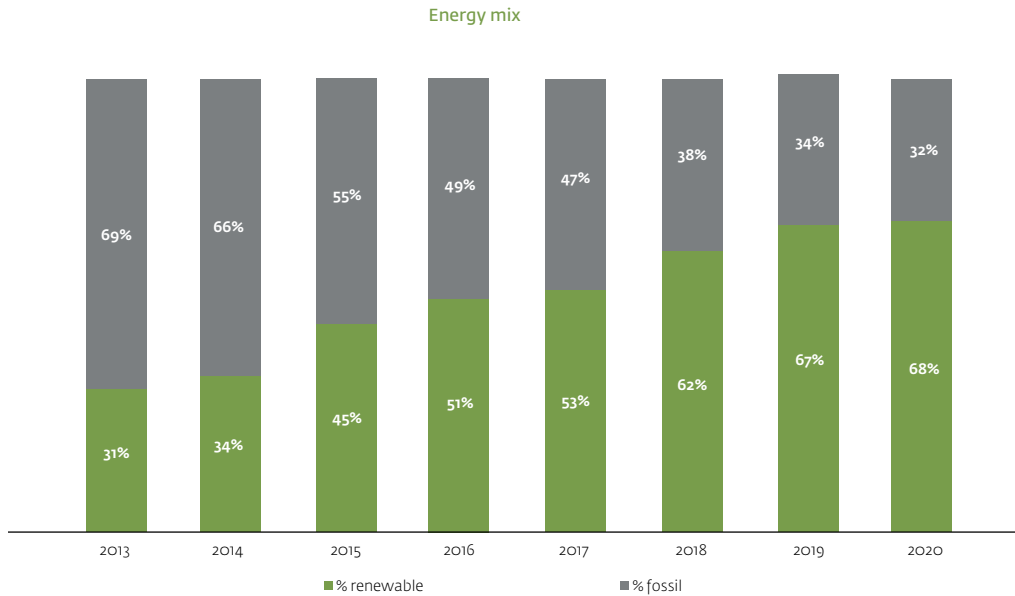
The description of the business model (see additional information in section 1.3.1 on page 8 of this Universal Registration Document) for the entire value chain was the starting point for the risk analysis as it identifies the main environmental, labour relations and social issues in the Group's business environment that are liable to intensify the risks, their impacts and potential dependencies. The non-financial risks were identified using a top-down mapping approach mainly consisting of interviews with the executive management of all functional departments, based on an analysis of scenarios fitting the Group's business activities and taking into consideration its relationship with its partners. This integrated risk mapping approach is consistent with the international Global Reporting Initiative (GRI) guidelines. The operational management of each region in the Group's consolidated statement then assessed this analysis to check whether the risks were applicable, and their impact.

This pragmatic methodology was used to assess the Group's exposure to these risks, adopting a rating scale combining the impact and vulnerability associated with each risk with the aim of assessing vulnerability rather than the likelihood of the risk occurring – a concept sometimes difficult to apply to environmental and societal risks, given their special nature. The measures taken to control each significant risk were examined in detail after comparing them with the Group's risk map. The Executive Committee was involved in assessing the risk appetite for each new risk identified, thereby encouraging Management to address the issues and review the action plans.

Changes in the normative framework have highlighted the need to review the internal risk management mechanisms in force and strive to maintain a consistent risk analysis approach within the Group. The Board of Directors provides the highest level of oversight to ensure that the risk identification and management processes are properly implemented. It does so based on the work of its Audit, Accounts and Risks Committee, in which the risks are identified, analysed and assessed at least once a year.

### 1.7.1. A POSITIVE CONTRIBUTION FIRMLY ROOTED IN THE BUSINESS MODEL

Albioma has set itself the mission of actively helping the regions achieve their energy transition. In line with this positioning, the Group has been working for some years to increase the share of renewables in its power production mix. The results of the efforts made in this direction are measured by a key indicator: the Group's ratio of power production based on renewables relative to its total power production<sup>1</sup>. The share of renewables in the mix has been constantly increasing since 2013, and in 2020 it represented 68% of the mix.



Last December, Albioma underlined its commitment by announcing the issue of its first Sustainability-Linked Euro PP, amounting to €100 million, part of whose financial details is linked to the share of green energies in the Group's mix: more than 80% renewable energies in 2023, more than 90% in 2025 and nearly 100% in 2030 (see additional information in section 3.2.5.5 on page 148 of this Universal Registration Document).

For more than seven years, Albioma has focused its development efforts and investments on projects that call on the following proven skills and industrial expertise:

- energy generation from sugar-cane bagasse, a longstanding business in operation in Overseas France in the '90s and in operation in Brazil since 2014;
- development of solar energy, for which Albioma has recently increased its market share in Metropolitan France while maintaining its leading position in Overseas France.

Future greening of the mix will be based on the adoption of geothermal energy in addition to the two strategic priorities stated earlier, along with Albioma's ambitious plan to convert its existing bagasse/coal-fired power plants in Overseas France for 100% biomass operation.

These power plants are essential to the energy transition of France's overseas islands, as they increase the penetration of intermittent renewable energies into these electricity supplies cut off from continental power generation. In the past, their small scale has benefited fossil fuel-fired generators (coal and oil). The solution that Albioma introduced more than 25 years ago already reduced the carbon footprint of the energy mix on Reunion Island and in Guadeloupe by recovering energy from bagasse during the sugar cane harvest period lasting approximately six months every year.

<sup>1</sup>. This relates to fully consolidated companies.

This flagship circular economy model has also repeatedly shown its resilience in these islands, which face extreme weather risks such as hurricanes and earthquakes. Consequently, to provide end users with a stable and reliable electricity supply all year round, Albioma designed these power plants to use a hybrid combustion technology so they can burn other fuels – coal until now – in the same production power plant as well as bagasse. The decision to stop using coal and replace it with biomass was taken, in accordance with the French Government's Climate Plan presented in 2017, even though no date had been fixed for ending coal use in France's overseas territories.

This historic model, along with the Group's transformation and development ambitions, make Albioma a direct contributor to the Sustainable Development Goals (SDGs) of the United Nations for 2030. Of the 17 SDGs, Albioma is contributing most actively to three:



- Its positioning designed to meet the base-load electricity requirements on islands cut off from continental power generation (French overseas departments and regions and Mauritius) and provide a more stable electricity supply, as well as greater use of intermittent renewable energies (solar, wind, etc.)
- Its ambitious strategy of converting its bagasse/coal-fired power plants for 100% biomass operation to substantially increase the share of renewables in its energy mix on Reunion Island and in Guadeloupe
- Higher performance to consume fewer resources as a key element of its thermal power plant acquisition model in Brazil



- Hybrid combustion technology to enable different types of fuels to be used while protecting the environment and favouring the adoption of a circular economy
- Ground-breaking innovation with the commissioning of the world's first combustion turbine powered by bioethanol fuel on Reunion Island
- Increasingly recognised photovoltaic generation and storage expertise in over-the-counter or tender contracts
- A third, emerging business consisting of developing and operating geothermal facilities thanks to the acquisition of a 13 MW unit in Turkey at the beginning of 2021



- Our commitment to actively helping the regions achieve their energy transition, resulting in the conversion of part of the Guadeloupe plant for biomass operation in 2020
- A roadmap consisting of reducing the Group's carbon intensity in line with changes in its energy mix, and a goal of achieving virtually 100% renewable energy operation by 2030

To further increase the scope of its contribution to the SDGs, the Group has also set itself eight priority commitments relating to its social responsibility. Literal levers for transformation, these commitments form the Group's first CSR roadmap for 2018–2023. These clearly illustrate Albioma's desire to do more to foster the sustainable development of our planet and the regions, while also directing its actions towards its employees by guaranteeing them the best working conditions. From these eight commitments, the Group derives the following goals and an action plan whose priorities are reviewed every year.

#### Environment

1. Support the energy transition	Decrease our carbon footprint Continue reducing our gaseous emissions Harness the digital transformation to enhance our industrial performance
2. Use resources sustainably	Use energy resources more efficiently Decrease, recycle and recover waste Optimise use of water resources
3. Protect biodiversity	Promote sustainable use of agricultural and forestry resources for fuel Help protect flora and fauna at our sites and in surrounding areas

#### Social

4. Ensure health and safety in the workplace	Develop a shared safety culture Involve subcontractors in our safety processes and help them meet our requirements
5. Support and motivate employees as we transform their professions	Nurture talent Encourage employees to play their part in the Group's energy transition
6. Actively promote equal opportunities	Increase the proportion of female employees hired Take part in efforts to combat youth unemployment and employ the disabled

#### Society

7. Expand responsible purchasing practices	Ensure that biomass procurement is traceable and sustainable Enhance the inclusion of CSR considerations in purchasing procedures
8. Work more closely with local communities	Foster dialogue with third-party partners Play a part in driving local socio-economic development Conduct public interest initiatives that are consistent with the Group's businesses

This CSR roadmap covers all of the Group's businesses and involves all operational and functional departments. Its deployment is supervised by the CSR and Environment Department, which steers and coordinates all actions taken by the Group. Prior to the deliberations, the Board of Directors is also consulted regarding any strategic points associated with the implementation of this sustainable development policy, through a special committee implemented on a voluntary basis, the Corporate Social Responsibility Committee. Criteria are also given to the variable remuneration of executive management, linked to the achieving of quantitative and qualitative non-financial objectives as well as financial objectives (see additional information in section 2.4 on pages 125 *et seq.* of this Universal Registration Document). Three years after the CSR roadmap was rolled out, the transformation process of Albioma began. Its success was underlined by the distinct improvement in its non-financial rating in the Vigeo Eiris evaluation requested by the Group. This rating rose from 50 to 63/100 between 2017 and 2020 (see additional information in section 1.7.5 on page 72 of this Universal Registration Document).

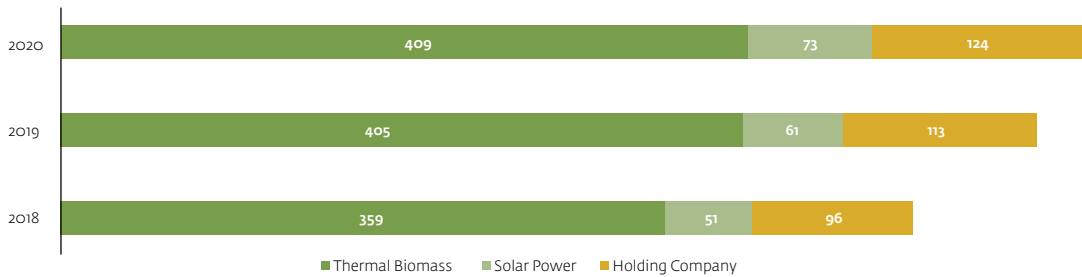
#### 1.7.2. A HUMAN RESOURCES POLICY THAT ADDRESSES THE GROUP'S STRATEGIC ISSUES

In 2020, despite the worldwide health crisis, all Albioma employees have joined forces to ensure continuous electricity production, thereby providing a service essential for the infrastructures in the regions in which the Group operates to work.

The resilience shown by the Group rests on the skills and commitment of each employee, but equally on an organisation whose transformation began in 2017. This transformation is the result of defining the strategy intended to make Albioma an energy producer firmly committed to helping France's overseas departments and regions achieve their energy transition. The implementation of this transformation is based on the Group's employment policy and the initiatives launched in the deployment of the CSR roadmap 2018–2023.

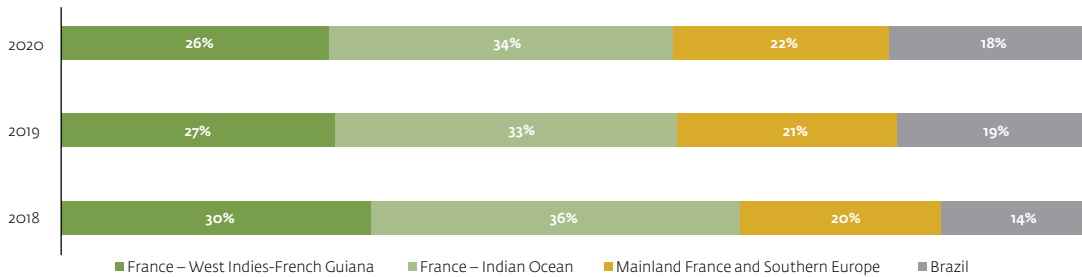
As at 31 December 2020, the Group employs 606 people, slightly more than last year (+5%). The most significant changes are in its Solar Power business (+20%), in line with the trended results for this strategic area of development, as well as in the Holding company (+10%). Slightly more than two-thirds of the Group's employees work in its Thermal Biomass business.

Breakdown of workforce by business sector, as at 31 December



Most of the workforce continues to be based in Overseas France.

Breakdown of workforce by geographic location, as at 31 December



To deliver a continuous base-load electricity supply to the grid, the thermal power plants operate continuously, excluding annual maintenance shutdowns. Nearly 35% of the employees are therefore required to work in shifts around the clock, with non-standard hours. Overtime represented 6.8% of the hours worked in 2020. The Group’s absenteeism rate for the year was 4.0%.

**1.7.2.1. An organisational transformation supporting the strategy**

An initial major organisational change was made in 2017, resulting in a matrix comprising five functional departments being set up to serve three regions – Reunion Island-Mayotte, West Indies-French Guiana and Brazil (see additional information in section 1.5.3 on pages 27 *et seq.* of this Universal Registration Document).

Another phase of this transformation began in 2020 with the definition of a new organisation for one of the functional departments, the Industrial Department. The main objective is to better direct the Group’s forces towards its key challenges: ensuring the performance provided by existing

facilities, improving the control of construction projects and preparing the performance of future facilities.

This new organisation is structured around four divisions:

- an Operational Support division and a Maintenance Support division, intended to assist the operating teams in improving their working practices;
- a Construction Projects division, intended to structure the Group’s approach in its projects to revamp existing facilities or build new ones;
- a Fuels and Energy Regulation Board Relations division, whose main tasks are based on building solid relationships with our fuel suppliers and our strategic partners, including the Energy Regulation Board.

As well as setting up this organisational matrix and these industrial performance and development objectives, the Group’s culture is also being transformed, based on stronger cooperation and shared responsibility, more systematic working methods and continuous improvement processes, and a partnership culture that improves customer-supplier relations.

A collective effort supervised by the Industrial Department's Construction Projects division for all Group Departments has developed a Project Management Operational Guide for our thermal and solar power businesses and covering all our regions, with the following aims:

- improve security, quality, cost and time management;
- prepare and validate technical choices in advance;
- prepare for and anticipate important decisions.

### 1.7.2.2. An active policy towards health and safety in the workplace

#### A resilient Group in a worldwide pandemic

In 2020, the Group successfully coped with the crisis caused by the Covid-19 virus, speedily implementing appropriate measures to guarantee the health and safety of its employees through good labour relations. Albioma's employees demonstrated professionalism in ensuring that power generation continued uninterrupted, enabling our regions' essential services to operate smoothly. The crisis underscored the value of controllable renewable energy production, vindicating and strengthening Albioma's positioning.

When the conditions permitted, Group maintenance projects and operations could continue while taking into account the sanitary rules fixed by the Government. This was the case both for works on Thermal Biomass facilities and for the Solar Power business, with the construction of many plants. The provision of sanitary equipment was a prerequisite to the continuing of work onsite, with employee health remaining a priority.

A crisis management unit has been set up to take the most suitable measures in real time. To enable Albioma to consider what this unexpected crisis can teach us, this crisis management unit was used to formalise feedback and take the time to analyse the measures set up to deal with the crisis. Taking a necessary step back in this way, as well as conducting internal interviews to gather information and measure employee feelings during the lockdown, has enabled us to take stock of the crisis we have lived through and find ways forward to plan for the Group, adopting a positive approach.

#### Safety Master Plan

Because of its businesses, construction sites and maintenance operations, the Group operates industrial facilities and so is exposed to a risk of accidents by its employees, subcontractors and outside companies working on its sites.

The Group has made commitments regarding health and safety in the workplace, and these commitments are recorded in the CSR roadmap 2018–2023. To embody them, Albioma has adopted an ambitious Safety Master Plan with the ultimate goal of zero accidents. Built around six commitments, it is applied in all Group organisations thanks to priorities fixed each year:

- identify and standardise our requirements;
- increase commitment by our managers;
- encourage involvement by all workers;
- involve and align our subcontractors;
- acknowledge and promote our efforts and results;
- learn from and Capitalise on mistakes and shortcomings.

Until the end of 2020, the Safety Department was responsible for this policy. The Group's goal, which was expected to result in considerably more work and construction sites in all its regions or even new regions in the coming years, coupled with its desire to make safety a central aspect of its operating and maintenance work, have led it to decide to transfer this functional division to the Industrial Department from 2021 onwards.

#### Develop a shared safety culture

Knowing the commitments made by the Group's Management, adopting the methods and tools and sharing best practices are all essential if our employees are to protect themselves against the risk of accidents. Consequently, the Safety Master Plan was deployed based on a communication plan that began in 2018. All employees and subcontractors are informed of the six commitments as soon as they begin working for the Group and they also appear on its intranet website.

Each site also takes on board the ten golden rules adopted in the Group. Based on actual situations, the golden rules form a practical guide describing how to behave in hazardous situations and not only concern all employees working in head office and subsidiaries, but also apply to all subcontractors and visitors entering Group sites. Since their creation, Albioma's ten golden safety rules continue to

be disseminated and brought to the attention of new hires and current employees. To reinforce the safety processes of outside companies, the golden rules are also explained to each subcontractor during their safety induction:

- respect and exemplarity;
- protective equipment;
- risk situations;
- traffic;
- lifting operations;
- consignment;
- working at heights;
- confined spaces;
- driving machinery;
- work with hot spots.

Training is also an opportunity for reminding attendees of the golden rules adopted by the Group. In 2019, the Le Gol plant on Reunion Island held the Group’s first “safety day” event, providing an opportunity for promoting awareness of everyday hazards while also including fun team-building activities. In 2020, Albioma carried out a safety training programme for project managers and works managers.

Most of its health and safety training courses are a regulatory obligation. Accordingly, its employees were recorded as attending an average of 16 hours of training on health and safety in 2020. Although organising this training was disrupted by the difficult health situation, maintaining it was essential to ensure the health and safety of everyone in the workplace.

In hours	2020	2019	2018
Average number of hours of training on safety issues per employee	16	17	12

Achieving these health and safety goals requires the backing of all hierarchical levels of the company. Consequently, all executives were set personal occupational health and safety performance goals as part of their variable remuneration.

### Health and safety conditions in the workplace

The Group has invested in operational resources at each industrial facility, to address health and safety issues affecting its employees and partners. A QSE (Quality, Safety and Environment) manager or safety technician has been appointed at each Group thermal facility to enforce applicable standards, when each region has its own QSE manager for the Solar Power business. Safety newsflashes are sent to all Group entities to share accident, near-accident and incident news between facilities and analyse their causes to prevent them reoccurring.

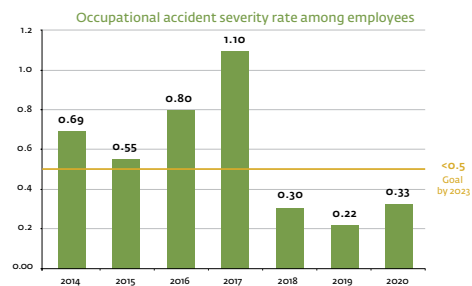
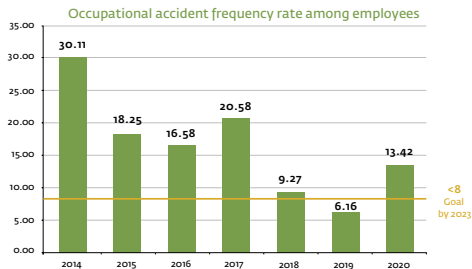
We have continued to work to improve and standardise our safety management systems to further increase our suppliers’ involvement in this effort. Albioma has voluntarily adopted a set of general safety and environmental protection rules (*Règles Générales de Sécurité et de Protection de l’Environnement* – RGSPE) approved with the employee representative bodies of entities that have them. They have also been adopted in Brazil. The risk prevention measures specific to construction sites have been included in the Project Management Operational Guide produced in 2020 (see additional information in section 1.7.2.1 on page 50 of this Universal Registration Document).

Historically, the two thermal power plants on Reunion Island (Albioma Le Gol and Albioma Bois-Rouge) and the photovoltaic plants in Overseas France all have a certified health and safety management system. In 2020, the facilities with ILO-OSH 2001 certification have successfully changed to ISO 45 001 certification, and the scope of Solar Power facility certification has been extended to include facilities in Metropolitan France.

In France, the establishment in November 2019 of the Social and Economic Committee incorporating the former Occupational Health and Safety Committee (CHSCT) has been accompanied by new modes of dialogue on health and safety in the workplace. This dialogue, in addition to being a regulatory requirement, is intended to improve accident prevention by respecting the roadmap set out in the Safety Master Plan.

In 2020, Albioma recorded no fatal accidents among its employees and service providers, as in previous years. Setting up a systematic and coordinated safety process has enabled the Group to significantly reduce the frequency and severity of accidents on a regular basis since 2014. From this standpoint, 2020 was disappointing since it saw the frequency and severity of accidents rise to rates similar to those seen two years ago and a year ago, respectively. Consequently, the Group has decided to launch an external diagnosis focusing on its safety culture and management in 2021 to revive the safety improvement dynamic, both for Group employees and for subcontractors working in our plants and on our projects.

	KEY PERFORMANCE INDICATOR		
	2020	2019	2018
Employee accident frequency rate	13.42	6.16	9.27
Employee accident severity rate	0.33	0.22	0.30



Monitoring of subcontractor accidents was introduced several years ago. The stepping-up of construction work at our existing sites in the coming years means that this key performance indicator requires further refining and detailing.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Number of service provider accidents <sup>1</sup>	6	15	15

1. Service provider accidents resulting in more than 24 hours of time off are recognised.

A safety induction process for outside companies has been set up at all Group sites. At certified French sites, additional efforts are made to uphold compliance with safety procedures by subcontractors, such as twice-yearly meetings to present Albioma's safety commitments and annual performance reviews potentially resulting in a subcontractor being barred.

### 1.7.2.3. Energised labour relations

The Group attaches considerable importance to its labour, human and inclusive aspects, which form the basis of good labour relations. Whenever possible, this is achieved through collective bargaining within the employee representative bodies, attentiveness and permanent dialogue at all levels.

Like many companies, Albioma is exposed to a risk of strikes and other social conflicts. Such events, which may originate within the company or be more generalised (e.g. action affecting the entire electricity and gas industries or general industrial action), can result in the production facilities being shut down for short or longer periods of time. Their potential impact can be particularly serious for the Thermal Biomass business in Overseas France, since its business model is based on its availability. However, it should be noted that the most recent significant collective action dates back to 2015.

Since 2018, Albioma Management has chosen to set up a structured and sustained labour relations policy to energise good relations. This too is an important element of the Group's transformation project discussed earlier. This policy pursues three goals:

- restoring the authority of the corporate management;
- upholding trade union pluralism;
- questioning practices or habits that are contrary to a performance culture.

In France, the establishment of the Social and Economic Committee in 2019 provided an opportunity for ensuring that this policy becomes firmly rooted in the employee representative bodies. In Brazil, each plant has trade union representatives with whom negotiations are held each year. As well as complying with the regulatory obligations relating to labour law in the country to which they apply, Albioma has committed to the fundamental treaties of the International Labour Organisation (ILO), including freedom of association and the right to collective bargaining (see additional information in section 1.7.4.3 on page 72 of this Universal Registration Document).

The skills development of those involved in labour relations and union relations is a lever for good labour relations. Site management changes provided an opportunity for setting up special training courses on labour relations management and conflict prevention.

## Organisation of employee-management dialogue

### France

A Social and Economic Committee was established for the Company in June 2019. In October 2019, it notably approved in principle a first agreement on teleworking that, in the weeks following its signing, was extensively used during the Paris public transport strike.

For thermal plants in French overseas departments and territories:

- on Reunion Island, the “Thermique Réunion” economic and employment unit (Unité Économique et Sociale – UES), which meets twice a year, brings together Albioma Bois-Rouge and Albioma Le Gol. Each of these companies elected a Social and Economic Committee, which in November 2019, replaced the previous employee representative bodies;
- in Guadeloupe and Martinique, a Social and Economic Committee was similarly elected in November 2019, replacing the previous employee representative bodies in each of the companies.

For solar power plants in Metropolitan France and Overseas France:

- the Social and Economic Committee of Albioma Solaire France includes all solar power entities in Metropolitan France where the photovoltaic plants and the administrative body are located;
- Social and Economic Committees are being created for the Group’s Solar Power business in the Indian Ocean and West Indies-French Guiana regions.

The Social and Economic Committees meet approximately once every two months. As part of labour relations, consultative meetings, chaired by the Group’s Human Resources Director and bringing together the Trade Union Representatives of all French thermal power plants, are held twice a year in Paris alongside Works Committee meetings, chaired by the Company’s Chairman and CEO. Following the complete revamping of the employee representative bodies as Social and Economic Committees at the parent company and the thermal plants, the Works Council was also reconstituted in December 2019 in accordance with the provisions of the June 2010 agreement governing its establishment. The Works Committee met twice in 2020.

### Brazil

In Brazil, the regulations do not require the creation of an employee representative body if there are less than 200 employees. Between 30 and 40 employees work at each of the Group’s Brazilian plants. However, all the employees are represented by a single trade union for the industry. Local laws and regulations require annual negotiations including pay reviews.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Share of workforce covered by employee representative bodies	89%	90%	90%
Share of workforce covered by collective agreements on work conditions	86%	87%	74%

### Review of collective bargaining agreements

In 2020, all Group employees in France were covered by a collective bargaining agreement or had a special status relating to employees in the electricity and gas industries (IEG).

The labour relations policy of Albioma results in the signing of a number of collective bargaining agreements each year, relating to a specific topic or taking the form of reports of decisions covering several subjects. The implementation of these agreements is duly maintained from 2020 onwards.

In 2020, 18 such collective agreements were signed, compared with 25 in 2019 and 13 in 2018. Six of these agreements concerned health and safety in the workplace. The signing of multiple collective bargaining agreements in 2020 reflects the continued strength of the labour relations policy at Albioma. A new agreement governing the hours of maintenance personnel working two eight-hour shifts was signed in December 2020 for Albioma Le Moule. All the trade union organisations signed a summary of conclusions in September 2020, covering various measures relating to promotion, the job catalogue and working hours. Regarding remuneration, all the major unions signed an agreement providing a framework for the mandatory annual pay negotiations in December 2019 for 2020. This agreement’s application was discussed between the labour relations partners at the four French thermal power plants.

Proof of sustained and energised labour relations, the CFE-CGC, CFDT and CGT trade union organisations returned to the central and local negotiating tables in France in 2020. No days of strike action associated with a specific controversy involving Albioma were recorded for this year.

#### 1.7.2.4. Another Group initiative: skill development and talent retention

Albioma is committed to building a great company to work for, and to offer employees a modern, professional working environment conducive to personal fulfilment and collective performance. The Group encourages employees to continuously develop their skills, and supports them in their changing professions. In fact this is one of the commitments of the CSR road map 2018–2023.

##### Group training policy

The Group has been pursuing its goal of investing in an average of 35 hours of training per employee per year for several years, as Albioma considers that the professional development of its employees is a key issue in its effective performance.

In hours	2020	2019	2018
Total training hours	17,736	19,513	13,064
Average number of training hours per employee	29	34	26

In the course of labour relations within each Group company, the strategic choices associated with professional training are discussed alongside the annual or multi-annual plan detailing the make-up of the training expenditure. The plan is drawn up within each company combining i) the professional development needs as expressed by employees and discussed with their line managers in their annual interviews and ii) the skill development needs determined by the company.

Training expenditure may be covered by a collective bargaining agreement, as is the case at the Le Moule facility in Guadeloupe following its merger with neighbouring entity Albioma Caraïbes (three-year agreement signed on 11 July 2018). In 2020, Albioma Galion began a support process directed at all its operational and maintenance teams. Its objective is to set up a training path combining theory with practice in order to consolidate the common foundation of technical skills, including the different areas of expertise.

The training expenditure may also be directed towards a specific area of skill development determined annually and discussed with the Social and Economic Committee. This is the case with the Holding, which chose “Leadership and management basics” as the main theme for its plan in 2019 with the objective of building the professional skills of its

management to effectively support the company’s development. This training programme consisted of three modules: conducting effective annual performance reviews, day-to-day management, and working effectively in a team. For this reason, the format of the annual performance reviews for the Holding’s employees has been revised: the new format includes a team goal and a behavioural goal in addition to the personal goals. It also enables the managers to identify their team’s choice of skill development through training and career development. Two shorter training sessions have also been set up for members of the Executive Committee. In 2020, the theme of “Project Management” was selected as the main training investment vector.

In 2020, the health crisis cause by the Covid-19 virus led to the Group rolling out training modules on soft skills, using e-learning methods. A training project for the Group’s French-speaking employees, scheduled for the first half of 2021, will continue to use this type of media in association with face-to-face training, adopting the principles of blended learning. To be more exact, training on cross-functional skills (communication, leadership, etc.) was offered within the Group. The “e-reputation” ambassadorship programme was introduced to apply these skills, with the aim of training employees able to use the social networks to communicate responsibly regarding the Group’s issues.

Lastly, 2020 saw the preparation of a talent development programme for the next generation of leaders in Albioma. Its first session is scheduled to begin in 2021 with six participants, all Group employees less than 40 years old and with an equal number of men and women.

##### Remuneration policy, employee benefits and employee shareholding scheme

The Group operates a remuneration policy based on local employment market conditions, fairness considerations within the Group, applicable legislation and, in some cases, collective bargaining agreements and specific rules relating to employees in the electricity and gas industries (IEG).

Albioma’s remuneration policy reflects each individual’s responsibilities and performance as well as collective performance, through a profit-sharing plan, an incentive scheme, an employee savings scheme, the allotment of performance-related bonus shares and a range of benefits.

Albioma establishes its remuneration policy with regard to market practices and the Group’s budget targets.

In France, employees with “IEG” status (a special status for workers in the electricity and gas industries) benefit from mandatory industry-wide annual salary negotiations, which determine the percentage by which the “gross national salary” is increased and propose a rate applicable to career advancement, automatic measures relating to seniority and measures relating to personal promotion. Pay for “non-IEG” Group employees is reviewed individually in accordance with the remuneration policy and employees’ personal and collective performance.

In Brazil, the change in employee remuneration derives from a combination of annual pay negotiations and consideration for promotion and personal performance. In particular, the year-on-year change in remuneration reflects the inflation rate in Brazil. Local laws and regulations require annual pay review negotiations.

Data on the Group’s total payroll and its progression are available through the financial statements (wages and payroll) published in the Universal Registration Document. In 2020, Albioma increased its capital reserve for eligible present and past Group employees, reflecting its commitment to expand and, in the medium term, establish a solid employee shareholding. The Group hoped that this programme, enabling employees to indirectly invest in Albioma stock on preferential terms while also benefiting from a favourable tax regime, would ensure staff have a real stake in its future performance, by aligning their interests with those of shareholders. More than 43% of the eligible employees have participated in the programme, amounting to a total subscription of nearly €1.4 million.

The Company’s policy on share subscription or purchase options and the allotment of bonus performance shares

is described in section 6.4.1 on page 269 of this Universal Registration Document, together with the main features of the plans in place as at the date of filing of this Universal Registration Document.

Mandatory supplementary retirement plans for Group employees in France have been operated for a number of years. This was a voluntary decision for Albioma, while for the thermal power plants it is consistent with the policy applicable to the Electricity and Gas Industries branch, which concerns thermal power plant employees in France.

All employees of the Brazilian entities are covered by the statutory State-run pension scheme.

**1.7.2.5. Another Group initiative: diversity and equal opportunities**

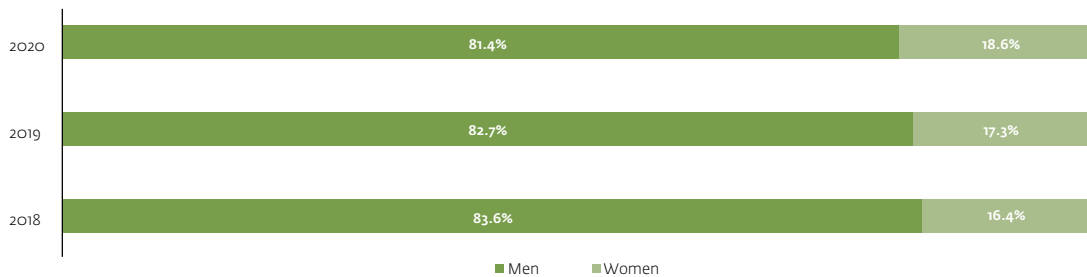
Albioma has made combating all forms of discrimination a top priority. Promoting multiculturalism and diversity in our human resources is a positive factor in the Group’s efficiency, creativity, reputation and attractiveness to talented workers. These commitments are stated in the Group’s Code of Ethics.

The Group has also set itself two supplementary goals in its CSR roadmap 2018–2023. The first concerns the promotion of gender equality, while the second consists of acting to support professional integration, a major issue in areas such as Overseas France where unemployment is much higher than in Metropolitan France.

**Women in Albioma**

The proportion of women employed in the Group has been constantly rising since 2018, proof of its desire to act to increase diversity.

Breakdown of workforce by gender, as at 31 December



The proportion of female executives is also increasing (up 4% between 2019 and 2020). The talent development programme to prepare the Group's future generation of leaders approved its gender equality in 2020 ready for its roll-out in 2021. The Group is also examining how to increase the proportion of women in its highest management body, the Executive Committee.

In 2020, the Group is publishing the results of the gender equality index for France for the second time. It has risen from 75 to 79 out of 100. This four-point improvement concerns the pay differential between men and women, which has been reduced for the "supervisor" category as a whole and for certain age ranges in the "executive" category. Three other indicators in the index – the differential between individual pay increases for men and women, the gender promotion gap and the percentage of employees receiving an increase in the year following their return from maternity leave – are unchanged at 100%. There is still room for improvement in the number of women among the ten most highly paid Albioma employees.

#### Measures to improve professional integration

Fighting youth unemployment is one of the Group's highest priorities; it has become even more vital under the pandemic and has led to professional insertion through apprenticeships, traineeships and international voluntary corporate internship (volontariat international en entreprise – VIE) and French overseas voluntary corporate internship (volontariat territorial en entreprise – VTE) agreements.

Albioma has a target of having an average of 5% of its workforce made up of trainees and people in international voluntary work and work-study programmes. This target was reached yet again in 2020, thanks to significant efforts to best achieve their insertion despite the special conditions under the health crisis.

These efforts included the Group welcoming its first worker under an Overseas France voluntary corporate internship (VTE) agreement, in its Solar Power – Indian Ocean business. This new tool, which Bpifrance launched at the end of 2018, is intended to encourage students to enter SMEs and bring those companies the young talents they need to grow. It offers these young people a 360° experience of working in industry for a year to discover the richness of the entrepreneurial fabric found in the regions. This first VTE worker joined the project development team in Mayotte. The initiative will be repeated in the coming years. To raise the profile and further promote the careers of young people from Overseas France, Metropolitan France and abroad, Albioma has added its financial support to the Overseas Talents awards.

This recruitment follows on from other actions in previous years, such as the partnership built up between the Reunion Island subsidiary of the Group's Solar Power business and Reunion Island's adult professional training association (Association pour la Formation Professionnelle des Adultes de la Reunion – AFPAR), with the aim of training job-seekers to become photovoltaic panel installers. This initiative helps better address the need to have a qualified labour force on Reunion Island to help grow the solar energy industry.

In 2020, the Group again participated in the Centrale-Supélec Career Fair for Responsible Engineers. This career fair provides an opportunity for industry and students to meet, no matter where they are on their ecological and solidarity transition journey. Over the course of three days, Albioma's virtual stand attracted 2,600 students and a total of 18 job-seekers were interviewed for eight vacancies within the Group.

Albioma also participated in Guadeloupe's Industry Week to promote its different businesses to young people. For this reason, the Albioma Le Moule thermal power plant organised an educational visit welcoming job-seekers to the plant.

Albioma also plans to launch a global think tank on employing the disabled in 2021. The Group currently has six employees with disabilities, more than in 2019. As the proportion of employees with disabilities is an indicator specifically required by French employment law, it has been calculated based on the headcount in France alone.

	2020	2019	2018
Percentage of employees with disabilities <sup>1</sup>	1.5%	1.1%	1.1%

1. Beneficiaries of the 'BOE' obligation to employ people with disabilities (excludes Brazil).

Total purchases from firms operating in the sheltered sector in 2020 were 45% down on 2019. This is because teleworking has been widely promoted during the health crisis, resulting in fewer orders of office supplies from a partner company in the industry concerned.

### 1.7.3. ALBIOMA IS COMMITTED TO THE ENERGY TRANSITION...

#### 1.7.3.1. ...in accordance with public policies on combating climate change

Changes in the French and European public policies on energy (described below) could adversely affect the Group and threaten its ability to complete part of its strategy, consisting of ending its use of coal in its thermal power plants on Reunion Island and in Guadeloupe.

In France, the Law on Energy and Climate, which was adopted on 8 November 2019, states the key points of policy relating to the energy and ecological transition and updates the goals set by the Law on energy transition for green growth. The priorities for action and the resources used to achieve these objectives are set out in multi-year energy plans for each French overseas department or region. In 2017, the Reunion Island and Guadeloupe regions both published their multi-year energy plans for the 2018–2023 period. A special development plan for the biomass-to-energy process has been included in each multi-year energy plan, to confirm the conversion of a 100% coal-fired unit for biomass operation at Albioma Le Moule in Guadeloupe (this was completed in 2020), on the one hand, and the conversion of all three units at Albioma Bois-Rouge on Reunion Island, on the other hand. For Albioma Bois-Rouge, the work will begin in 2021.

The conversion of the remaining bagasse/coal-fired facilities – the remaining two Albioma Le Moule units in Guadeloupe and the three Albioma Le Gol units on Reunion Island – is still to be confirmed as part of the ongoing multi-year energy plan 2023–2028 review process. The Group is confident regarding the outcome of the related decisions to be taken, maintaining regular discussions with the local authorities (region, environment, planning and housing authorities, etc.) and national government for this reason to emphasise the usefulness of these projects for the French territories. This waiting phase poses the risk that Albioma cannot show that the Group's strategy is consistent with the commitments that France made by signing the Paris Agreement, adopted when the United Nations Climate Change Conference (COP21) was signed in 2015.

Albioma firstly aims to replace coal by biomass from local sources, with no conflict of use and complementing bagasse from sugar refineries. Their use will create business and jobs while also ensuring the sustainability of those in the sugar cane industry. Scaling up the procurement of local fuels may take some time, as these industries must be created from new in these departments and regions. Furthermore, the supplies of local biomass are not enough to entirely replace coal in the plants. For these reasons, the fuel procurement plan anticipates importing biomass from abroad for the conversion. Albioma has more than two years' experience of importing wood pellets from the United States to Martinique for Albioma Galion to operate and, more recently, to Guadeloupe for unit 3 of the Albioma Le Moule plant.

The sustainability of solid biomass fuels is regulated by the European directive<sup>1</sup> relating to the promotion of renewable energy use (referred to as "RED II"), promulgated in December 2018 and to be transposed by the member States by 30 June 2021. This directive establishes the sustainability, greenhouse gas emission reductions and energy efficiency criteria with which agricultural and forestry biomass-to-energy facilities are required to comply in order to receive tax incentives and public aid. The Group already requires its suppliers to meet stringent sustainability requirements regarding their wood pellet imports, even before the RED II directive comes into effect (see additional information in section 1.7.3.3 on pages 61 *et seq.* of this Universal Registration Document).

As part of the European Green Deal, the European Commission's flagship mechanism for establishing a new growth strategy consistent with climate change issues, a revised version of the RED II directive has been proposed, in which the possibility of tightening up certain criteria discussed earlier is submitted for public approval. Among other things, this planned revision envisages requiring small overseas facilities cut off from continental power generation – such as Albioma's Reunion Island and Guadeloupe plants – to meet structurally unattainable energy efficiency levels once converted. This detail makes the energy efficiency of the thermal power plants structurally lower than in continental Europe, mainly because their operation must be modulated to adjust production to demand variations and ensure a balance and stable grid power as well as smaller facilities than on the continent. The higher-than-average temperatures found in these tropical regions also reduce the efficiency their thermodynamic production cycles. Furthermore, the Group's facilities in these regions are essential to ensuring grid security. Consequently, the Group is careful to ensure that the special nature of the overseas departments and regions is catered for, as was already the case in the negotiations relating to the RED II directive. However, this planned revision exposes the planned conversion of Thermal Biomass France's facilities to the risk of their benefits in combating climate change being reconsidered.

Changes in the European Taxonomy for sustainable finance must also be taken into consideration. Their consistency with the goal of carbon neutrality is a key element in steering the Group's investments. Based on a regulation<sup>2</sup> adopted on 18 June 2020 and a delegated act currently under preparation,

1. Directive (EU) 2018/2001 of the European Parliament and of the Council of 11 December 2018.

2. Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020 establishing a framework intended to encourage sustainable investments and amending Regulation (EU) 2019/2088.

the European Taxonomy provides for fixing criteria relating to a series of environmental goals. Among other things, these criteria require the sustainable use of biomass fuels in line with the RED II directive. Although the European Taxonomy aims to qualify all projects that significantly help to reduce climate change and adapt to it and does not directly affect thermal business, we consider that the text has a substantial influence on the financing of biomass-to-energy projects, again justifying the Group paying particular attention to the special nature of facilities in Overseas France.

### 1.7.3.2. ...to develop a low-carbon economy

In 2020, 68% of Albioma's energy mix was renewable. This is slightly up on 2019 due to better overall performance in Brazil (+70 GWh) and despite one of the units in Overseas France – unit 3 of Albioma Le Moule, which is usually coal-fired – being shut down for much of the year to allow its conversion for biomass operation to be carried out.

	2020	2019	2018
Renewable energy as a share of total production	68.1%	66.5%	62.4%

This change in the production mix has reduced direct greenhouse gas emissions, the main contributor to climate change, by around 6%. Most of these emissions are the result of coal combustion, while a very small proportion is produced when the fuel oil used by the Group's two combustion turbines is burnt. The greenhouse gas emissions produced as a result of biomass combustion are considered null and void, in accordance with the European Regulation<sup>1</sup> governing the monitoring and reporting of greenhouse gas emissions currently in force. Lastly, photovoltaic energy generation does not produce any greenhouse gas emissions when the panels transform solar energy into electricity.

In thousands of tonnes CO <sub>2</sub> equivalent	2020	2019	2018
Direct greenhouse gas emissions	1,894	2,004	2,041
of which carbon dioxide (CO <sub>2</sub> ) emissions	1,860	1,971	2,010
of which nitrous oxide (N <sub>2</sub> O) emissions	24	22	22
of which methane (CH <sub>4</sub> ) emissions	10	11	9

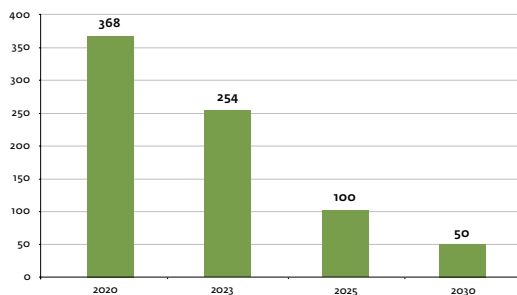
#### KEY PERFORMANCE INDICATOR

In grams CO <sub>2</sub> /kWh	2020	2019	2018
Greenhouse gas intensity of energy production <sup>1</sup>	368	384	545

1. From direct greenhouse gas emissions.

An initial projection of the Group's carbon intensity<sup>2</sup> up to 2030 was based on the development path of the energy mix for that time frame (see additional information in section 1.4 on pages 21 *et seq.* of this Universal Registration Document).

Forecast of carbon intensity (in equivalent grams CO<sub>2</sub>/kWh)



From 2017 onwards, Albioma has assessed its strategy's compatibility with the overall 2°C goal fixed in COP21 by joining the Assessing low-Carbon Transition (ACT 2.0)<sup>3</sup> experimental project led by the Carbon Disclosure Project and ADEME. The ACT method is partly based on the work of the Sectoral Decarbonization Approach (SDA) developed by the Science Based Targets (SBT) initiative, which traces the company's desired "2°C trajectory" by adopting a sectoral approach. Following a pilot phase carried out with large corporations to validate the suitability of the approach, Albioma participated in the second phase of the project, in which the methodology was tested on around thirty SMEs; the results have confirmed that Albioma's strategy is compatible with it achieving its low-carbon transition by 2023.

1. Regulation (EU) 601/2012 of 21 June 2012 on the monitoring and reporting of greenhouse gas emissions under Directive 2003/87/EC of 13 October 2003.

2. Based on direct greenhouse gas emissions (Scope 1), excluding the analysis of plant and fuel life cycles.

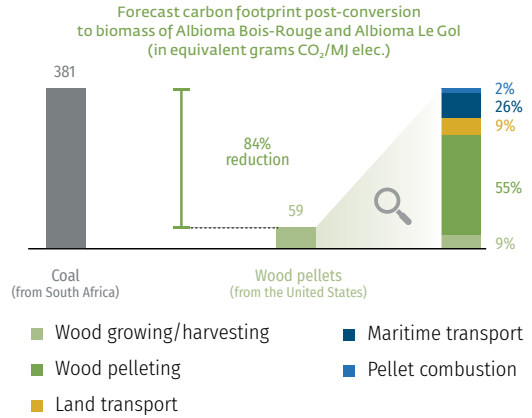
3. French testing on SMEs.

At the beginning of 2021, Albioma asked an external expert on climate issues to extend this analysis of the Group's transformation and development prospects to 2030. This additional work includes all greenhouse gas emissions directly and indirectly produced by the Group and will be used to calculate its carbon budget to 2030 for the three scopes of emissions. The work is based on the results of the first full carbon footprint produced using the data as at 31 December 2018.

In thousands of tonnes CO <sub>2</sub> equivalent	2018
Scope 1 emissions	2,041
Scope 2 emissions	2
Scope 3 emissions	298

The vast majority of Scope 1 emissions are linked with coal combustion and amount to 87% of the Group's total emissions during the 2018 financial year. The carbon intensity is 545 equivalent grams CO<sub>2</sub>/kWh for direct emissions, and 625 equivalent grams CO<sub>2</sub>/kWh for the three scopes. These results confirm the Group's strategic priority in combating climate change: ceasing to use coal in the Albioma facilities that currently consume it.

The strategy of replacing coal by biomass is also analysed in the carbon plan. Studies comparing the use of coal with imported wood pellets have confirmed that the procurement of biomass from abroad helps to significantly reduce the carbon footprint of facilities whose conversion is planned. Abandoning the use of coal at the Albioma Bois-Rouge and Albioma Le Gol plants will reduce greenhouse gas emissions by approximately 1,310,000 tonnes of CO<sub>2</sub> a year, representing an 84% reduction in emissions<sup>1</sup> compared with the plant's current operation, even considering the carbon footprint of the entire value chain including the shipping of the wood pellets from the United States to Reunion Island.



Unlike coal combustion, which releases CO<sub>2</sub> buried for millions of years, wood combustion emits CO<sub>2</sub> that has been, and will be, recaptured by growing trees. As this carbon is captured at the speed at which the trees grow, a zero-carbon debt can only be guaranteed if the CO<sub>2</sub> emissions caused by land use, land-use change, and forestry (LULUCF) are offset by absorbing an equivalent amount of CO<sub>2</sub> present in the atmosphere.

The Group is aware of its impacts upon the climate, but also of the risks that climate change has on its businesses. Forecasts by the Intergovernmental Panel on Climate Change (IPCC) point to climate changes in Europe, South America, the Caribbean and the Indian Ocean<sup>2</sup>:

- a transformation in rainfall, resulting in more irregular volumes and intensity of rain from one year to the next;
- more frequent and more powerful storms and cyclones;
- higher average temperature;
- rising sea level.

These climate changes entail a number of environmental risks liable to directly affect the Group's activities, including the risk of submersion, flooding and landslides, exposure to extreme climatic events, water stress risks and a risk of reduced availability of biomass resources.

On this basis, Albioma has decided to conduct an analysis of the physical risks of climate change upon the Group's businesses and its present and future biomass procurement

1. Extract from the carbon assessment report produced by Deloitte (July 2018), in accordance with the principles laid down by the RED II directive.

2. Intergovernmental Panel on Climate Change, Climate Change 2014: Impacts, Adaptation, and Vulnerability, Part B: Regional Aspects – Working Group II Contribution to the Fifth Assessment Report of the Intergovernmental Panel on Climate Change, 2014.

in 2021. This analysis takes into account the exposure of all Albioma sites (including storage sites and administrative offices) and procurement sources to climatic variations, as well as the climate change predictions to 2050. Following this analysis, an adaptation plan may be defined to complete the existing means of control and limit the impacts and damage caused by climate change.

Furthermore, in accordance with the French regulations applicable to new projects for environmentally-classified facilities (ICPE) since the environmental licensing process was reformed with effect from 1 March 2017, Albioma assesses each new project's vulnerability to risks arising from climate change, as well as the climate change risks created by these new projects.

Complementing its actions to reduce its emissions, Albioma also supports the development of CO<sub>2</sub> capture, use and storage technologies by contributing to the creation of a European association, CO<sub>2</sub> Value Europe, as a founder member in 2017.

Progress in this work is shared between the Group's governance committees, notably including the Corporate Social Responsibility Committee, which reports to the Company's Board of Directors (see additional information in section 2.3.3.1 on page 112 of this Universal Registration Document).

### 1.7.3.3. ...putting into practice the principles of the circular economy

The partnership that Albioma has built up with the sugar cane industry is a source of perpetual innovation. In 2019, the Group commissioned the world's first turbine to partly run on bioethanol, Albioma Saint-Pierre on Reunion Island. This bioethanol is produced by a local distillery, using molasses from the sugar cane grown on the island.

#### Energy production from different biomass sources

Gradually stopping coal use so that 90% of Albioma's energy mix consists of renewables by 2025 will primarily be achieved by making use of local sources of biomass and, secondarily, by importing wood pellets from abroad.

#### Prioritising the use of local biomass waste with no conflicting uses

Sugar cane, the main agricultural resource in Overseas France, is a plant highly suited to tropical climates because of its resistance to weather variations. It helps to prevent ground erosion and adds to the beauty of the landscape, thereby contributing to the tourism industry. The sugar cane harvest in these overseas regions lasts approximately six

months a year and its transformation into sugar produces large quantities of production waste called bagasse. Its benefits include use as a fuel for feeding electricity to the power grid and steam to the adjoining sugar refinery, whereas even a small proportion meets the total needs for feeding livestock, in accordance with its hierarchy of uses.

Used wooden pallets, composting waste or else packaging wood are ultimately added to the bagasse. The Group's facilities are a lever for the regions in their fight against waste landfill in favour of a circular economy. They are also a lever for the development of agroforestry; the trimming of hedges planted on the border of agricultural plots has already been tested successfully in the past, both in terms of the technical arrangements and for compliance with the environmental obligations resulting from the French regulations applicable to environmentally-classified facilities (ICPE). Lastly, Albioma wants to work alongside the National Forestry Office as part of its forestry protection and maintenance mission. The island environments are particularly concerned by the proliferation of invasive species, affecting biodiversity. Converting the facilities will offer an energy outlet while also fighting the proliferation of these species.

#### Biomass imports bound by traceability and sustainability obligations

Albioma plans to import wood waste in the form of pellets, complementing the procurement sources mentioned earlier. Pellets were chosen due to quality constraints and minimise, or even virtually eliminate, the risk of introducing illnesses, harmful insects and other living organisms through the pellet preparation process (notably, drying). The advantage of this type of fuel is that its density limits the carbon emissions caused by land and sea transport.

However, the Group may be exposed to risks associated with this procurement, such as legal issues resulting from the use of illegal wood in these pellets, or environmental issues if any of the suppliers are accused of harming biodiversity and soil conservation or even contributing to deforestation, or social issues if the local authorities accuse any of the suppliers of taking over some of all of their land.

Faced with these risks, which it takes very seriously, Albioma has committed to importing only biomass guaranteed legal and sustainable. In order to do so, the Procurement and ERC Relations Department (reporting to the Industrial Department) and the CSR and Environment Department have worked together to develop internal procedures and formalise contractual requirements for suppliers in order to control the risks.

To be more precise, the risk of importing illegal wood is managed using a reasonable diligence system set up in accordance with the current obligations of the European Union’s Wood Regulation. Its objective is to ensure that the wood has been exploited in accordance with the legal regulations of the country of exploitation, including environmental, labour or tax ones. For this reason, the Group has a traceability system that covers the entire procurement system, from the collection of wood waste to its unloading in the ports at this stage, through the pelletising plant and the shipping port. This system has been in effect since the Albioma Galion plant was commissioned in Martinique in 2018, and it has been extended to the Albioma Le Moule facility in Guadeloupe when it was recently converted for biomass.

The Group imposes requirements relating to sustainability on its suppliers in procurement agreements. These requirements include ensuring that high conservation value forests are preserved, carbon stocks are preserved, the impact upon soils and biodiversity is minimised, the forest’s production capacity is maintained and the forest remains a forest after cutting. To check this, the suppliers and the material must be certified according to the FSC, PEFC and SBP systems, which guarantee that the requirements are respected as far as upstream of the production chain, with traceability checked by approved third parties.

These checks are listed in a procedure and concern three levels:

- checks regarding the supplier, by collecting information on the company, its plants, details of its procurement chains, valid certificates, etc.;
- checks regarding each value chain, based on an analysis of risks involving several geographical scales: country, region, specific steps in processes from the procurement basin to the pelleting plant, including land and sea transport;
- a check whenever the pellets are loaded onto a ship, by collecting the shipping and billing documents.

At each level, the Procurement and ERC Relations Department (reporting to the Industrial Department) and the CSR and Environment Department check the transparency of the information, the wood’s origin, the legality of the types of wood, the validity of the certificates and the means of transport used. In addition, the procedure adopted by Albioma includes an assessment of the risk of protected species<sup>1</sup> being delivered by biomass suppliers.

The suppliers are also required to supply the Group’s entities with pellets whose carbon footprint is capped by a maximum CO<sub>2</sub> emissions limit. An external audit body checks their compliance with this constraint as part of the SBP certification process.

In 2020, Albioma Galion and Albioma Le Moule imported a little more than 163,000 tonnes of wood pellets, 91% of which came from the United States and 9% from Canada, produced from sawmill waste, forestry waste, degraded round timber that cannot be used as lumber, and wood resulting from forest thinning. The entire procurement value chain for all purchased wood was covered by an SBP, FSC and/or PEFC certification system (chain of custody), from the procurement basin through to unloading for the Albioma plant.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Share of wood pellets guaranteed legal and sustainable imported into Overseas France <sup>1</sup>	100%	100%	n/a

1. Scope: Thermal Biomass France.

Albioma is preparing for the RED II directive to come into effect and so has begun to integrate both subsidiaries that currently consume imported wood pellets into a certification process, covering the traceability chain (FSC and PEFC certification) and, more generally, compliance with environmental, labour relations and social requirements via the SBP standard, which is itself based on FSC and PEFC certification of the forestry management, when these are available. The Group’s Departments anticipate potential regulatory developments by making use of “relays” including SER, France’s umbrella renewable energy industry organisation, and Bioenergy Europe covering Europe as a whole.

### Processing and recovery of combustion by-products

The by-products of biomass and coal combustion consist of waste in the form of ash and slag. These form the main part of the solid waste produced by the Group’s business activities, amounting to slightly more than 290,000 tonnes in 2020. This quantities will increase in two to three years, mainly as a result of new flue gas treatment systems being commissioned in France (see additional information in section 1.7.3.4 on pages 65 *et seq.* of this Universal Registration Document). An organisation has been set up specifically so that this waste can be analysed in detail with the help of personnel recruited in the region and in head office, overseen by the Industrial Department and the CSR and Environment Department.

1. Species listed in Appendices I and II of the Convention on International Trade in Endangered Species of Wild Fauna and Flora, and species on the International Union for Conservation of Nature’s “Red List”.

As part of its environmental policy, the Group is particularly careful to limit the environmental impact of the by-products it disposes of by complying with the applicable regulations. However, disposing of the by-products via suitable local industries may be difficult in France's overseas departments and regions as these are islands, thereby limiting the possibilities, particularly if these by-products are disposed of by landfill.

In line with its commitments, the Group wants to recover a larger proportion of these by-products. In 2020, Albioma has already recovered more than 124,000 tonnes of ash by spreading it on the fields. This practice improves the physicochemical properties of the soil and provides essential elements to spur crop growth. In France, the agronomic usefulness of bagasse ash and its harmlessness have been approved by the National Health and Food Safety Agency (Agence Nationale de Sécurité Sanitaire et de l'Alimentation – ANSSA) since 2015. In Brazil too, the ash is recovered by spreading it on agricultural land. In 2020, 44% of Albioma's by-products were recovered. This total value includes a small proportion of sulphogypsum produced by flue gas desulphurisation and locally recovered in the industrial cement production process.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Share of combustion by-products recovered	44%	42%	36%

The bagasse/coal-to-biomass conversion programme implemented at the Group's bagasse/coal plants in Overseas France is even more relevant in terms of managing its waste, as it will substantially reduce the production of these by-products, nearly 65% of which are generated by its power plants in French overseas departments and regions. This reduction in volumes of waste, which will begin in 2023 when Albioma Bois-Rouge is converted, is explained by the quality of the fuels chosen to replace coal in the plants.

Albioma is working on further possibilities for recovering the combustion by-products of 100% biomass facilities, in addition to agricultural use. For this reason, the Albioma Galion plant on Martinique is serving as a pilot site, as the model planned for use at existing facilities following their conversion is already in operation there. Albioma has been committing financial resources to developing ways to reuse its bagasse and coal by-products since 2015, and 2020 marks a new phase with the launch of a three-year thesis directed towards the recovery of wood combustion by-products by a specialist partner in the construction materials industry.

## Recycling of worn photovoltaic panels

Albioma's concern with transforming waste into a resource extends to its Solar Power business in Overseas France and Metropolitan France. The industry is governed by the European Directive on waste electrical and electronic equipment and managed by the PV Cycle organisation in France. In 2020, Albioma's Solar Power business generated 7 tonnes of worn panels, which were recycled.

The Group's warehouses also served as voluntary drop-off points for worn privately-owned panels, resulting in almost two more tonnes being recycled during the year. This is a voluntary process, under a special partnership agreement with PV Cycle.

## Optimised use of water resources

Albioma consumed nearly 8.6 million cubic metres of water in 2020. Nearly 80% of this was used to cool the thermal power plants. This consumption varies depending on the call-in rate of the plants; the worse the rate, the more intense the water consumption too. The sugar cane harvest also affects water consumption, as the longer it extends into the year, the lower the cooling requirements.

In this context, Albioma works hard to adapt its water management on a case-by-case basis, to suit the regions in which its facilities are located. Reducing water extraction from the natural environment is among the priorities of the CSR roadmap for the Group's plants in Overseas France, which have some of highest water consumption levels in the Group. In comparison, its Brazilian plants have a less intense water consumption because the harvest lasts the entire time these facilities are in operation. Our goal is to develop an economical and reasonable approach to water resource use. For this reason, several sites have implemented areas for improvement, like the reuse of waste treated when it leaves the internal water treatment plant.

In 2021, the Industrial Department plans to develop an overall diagnosis for assessing the technical and economic aspects of improvement opportunities for the three historic power plants that consume the most water.

Albioma's concern with water use is integrated into its green-field projects to construct new thermal electricity generation units from the design phase onwards. The Albioma Galion cogeneration unit on Martinique, which was commissioned in 2018, is one of the facilities with the least intense water consumption because of its economical design and the installation of air condenser systems that use the ambient air to cool steam.

#### 1.7.3.4. ...by protecting the environment and biodiversity

##### Environmental policy and resources allocated to environmental risk prevention and anti-pollution measures

Albioma's environmental policy forms an integral part of the Group's CSR roadmap 2018–2023. The priorities corresponding to this environmental protection issue are fixed and announced to the Directors each year. At the Group level, they are the responsibility of the CSR and Environment Department, which works with the Industrial Department on the deployment of the action plans. The Corporate Social Responsibility Committee, which reports to the Company's Board of Directors, is consulted regarding all strategic matters relating to implementation of the Group's environmental policy, ahead of deliberations by the Board of Directors on such matters (see additional information in section 2.3.3.1 on page 112 of this Universal Registration Document).

Group subsidiaries have responsibility for addressing environmental issues in the field. Each is responsible for identifying and reducing its own environmental impacts as well as deploying the policy locally by means of a dedicated system handling Quality, Safety and Environment matters (see additional information in section 1.7.4.1 on page 70 of this Universal Registration Document). The Group's goal is also to deploy an active policy of site certification in the coming years. Note: its entire Solar Power business, as well as the Albioma Bois-Rouge and Albioma Le Gol thermal power plants on Reunion Island, have obtained triple ISO 9001, 14001 and 45001 certification, representing more than half of its consolidated revenue as at 31 December 2020.

Each of the production facilities allocates a portion of its resources to preventing environmental risks and reducing pollution and related environmental impacts. As at 31 December 2020, this portion amounts to nearly €141 million, including all environmental expenditure and investment relating to the facilities. The majority of this amount was spent on finalising the programme ensuring that the thermal power plants do not exceed the maximum atmospheric emissions values fixed by the IED directive<sup>1</sup>.

Albioma is required to provide financial guarantees under the terms of the regulations applicable to environmentally-classified facilities (Installations Classées pour la Protection de l'Environnement – ICPE) and in accordance with the Order of 31 May 2012, which stipulates the list of classified facilities subject to the obligation to provide financial guarantees in application of Point (5°) of Section R. 516-1 of the Environmental Code. The total cost of safely

decommissioning Group facilities is currently assessed to be €1,245,742. As at 31 December 2020, the Group had provided financial guarantees representing 93% of the estimated cost, with 10% of the outstanding amount to be paid each year.

##### Prevention of environmental damage and personal injuries

Operating electricity generation facilities involves an industrial accident risk. The Group is particularly exposed to a fire risk because it uses and stores fuels as well as other inflammable substances in its Thermal Biomass business, and because power surges or short-circuits can occur at photovoltaic facilities. Albioma is also exposed to an explosion risk at the facilities of its Thermal Biomass business, due to its use of pressurised equipment and the presence of explosive atmospheres associated with the storage of certain fuels. Accidental environmental spillages can also occur as a result of the risks described earlier but equally from the handling of chemical products (used as reagents when treating gaseous and aqueous waste) and hydrocarbons (in the case of the fuel oil used for the combustion turbines). Such risks can result in a temporary outage or extended shutdown of production facilities or even the partial or total destruction of a plant, and have serious consequences for employees, local residents, the Group's assets and the environment.

To limit the risk and consequences of an accident occurring, the Group's industrial facilities are subject to specific regulations and undergo regular inspections. Upholding the law and complying with the applicable regulations are at the forefront of the principles set down by the Group. The CSR and Environment Department and the Human Resources Department assist the operating teams on these subjects; these teams are organised accordingly to ensure legal and regulatory compliance (see additional information in section 1.7.4.1 on page 70 of this Universal Registration Document). The organisational changes made to the Industrial Department in 2020 are another element of this logic of increased cooperation with the facilities (see additional information in section 1.7.2.1 on page 50 of this Universal Registration Document). The fact that the Safety Department reports to the Industrial Department, for example, clearly indicates the Group's desire to make safety a central aspect of its operating and maintenance work. A review of the existing operating procedures and maintenance plans began accordingly in 2020.

1. Industrial Emissions Directive 2010/75/EU of 24 November 2010.

Since 2018, the Safety Master Plan deployed on the basis of the commitments recorded in the CSR roadmap 2018–2023 fixes annual risk prevention goals. It includes the systematic reporting of technical incidents. In the preface to the Group's ten golden health and safety rules, the Chairman and CEO of Albioma reminds employees of the need to develop an awareness and appreciation of the risks in order to prevent accidents. These golden rules not only concern all employees working in head office and the subsidiaries, but also apply to all subcontractors and visitors entering Group sites.

Lastly, the Group set up a concerted risk management approach with its insurers several years ago, not only for the operation of its existing sites, but also for the development of new projects. The recommendations made by the insurers in their annual field inspections and approved by the Group's technical experts are recorded in a contractual risk prevention plan. The Industrial Department follows up this plan at the central level. In 2020, its progress amounted to 63% for the Group's Thermal Biomass business in Overseas France. Actions requiring a plant shutdown can only be carried out by scheduling technical shutdowns that, given the importance of the facilities in feeding the electricity grids of French overseas departments and regions, can only take place once a year and last for a maximum of a few weeks.

KEY PERFORMANCE INDICATOR	2020		
	2020	2019	2018
Annual contractual risk prevention plan progress <sup>1</sup>	63%	n/a	n/a

1. Scope: Thermal Biomass France.

The occupational health and safety management systems are levers for improving the onsite integration of a structured and unified industrial risk management system. In 2020, the Group's certified entities successfully passed from the ILO-OSH 2001 standard to the ISO 45001 standard for the management of health and safety in the workplace. The management system deployment dynamic within the Group must help it to extend this culture to its other sites.

### Reduction of airborne waste

The combustion-based industrial electricity generation process produces airborne emissions in the form of greenhouse gases and air pollutants, most of which consist of sulphur oxides, nitrogen oxides, carbon monoxide and dust. For this reason, Thermal Biomass business subsidiaries are exposed to the risk of being criticised by the local populations for harming their health and their quality of life and contributing to the risk of air pollution.

All of the Group's thermal facilities are governed by national regulations requiring them to comply with maximum waste levels. Assessing the exposure of its employees and outsourcers as well as local populations is also part of the regulatory obligations governing its French facilities. For this reason, regular checks are implemented to confirm that it complies with these obligations. Under its CSR roadmap 2018–2023, Albioma has committed to allocating a portion of its resources to preventing environmental risks and reducing pollution and related environmental impacts. Since 2016, the Group has invested a total of around €250 million in a major programme to refurbish its flue gas treatment systems, principally with the aim of reducing its airborne emissions. This programme concerns the Group's facilities with the highest emissions until now: Albioma Bois-Rouge and Albioma Le Gol on Reunion Island, and Albioma Le Moule in Guadeloupe. The new equipment commissioned at these sites between 2019 and 2020 show their effectiveness by gradually reducing the main four pollutants listed above. The Group aims to reduce their levels by 75% compared with 2016, the reference year. The consolidated performance of the three Brazilian plants remained unchanged in 2020.

In tonnes	2020	2019	2018
Sulphur dioxide (SO <sub>x</sub> ) emissions <sup>1</sup>	1,046	3,005	5,169
Nitrous oxide (NO <sub>x</sub> ) emissions	1,741	3,556	4,995
Carbon monoxide (CO) emissions <sup>1</sup>	758	628	1,049
Particulate emissions	776	448	584

1. Scope: Thermal Biomass France.

KEY PERFORMANCE INDICATOR	2020	2019	2018
Reduction in air pollutant intensity <sup>1</sup>	(74%)	(51%)	(11%)

1. Scope: Thermal Biomass France, reference year 2016.

The programme to convert the existing bagasse/coal-fired power plants for 100% biomass operation ultimately represents an opportunity as, unlike coal, biomass contains very little sulphur. Furthermore, this programme also includes investment to limit the fugitive dust that can be released when biomass fuels are handled.

The Industrial Department and the CSR and Environment Department are informed of the performance of the flue gas treatment equipment at all of the Group's French thermal power plants on a quarterly basis.

These reviews, carried out during Global Performance Committee meetings, were set up in 2019 and have continued throughout 2020. The aim is to continue them indefinitely. These Committee meetings also provide an opportunity to assess the efficiency of the plants, representing another lever for reducing the air pollutant levels. Improving cogeneration efficiency and reducing the steam consumption of sugar refineries are two essential elements of the operational performance expertise that Albioma showed when it exported its operating model to its Brazilian plants in 2014. Albioma's acquisition of the three units currently in operation there has doubled their average electricity exports per tonne of milled sugar cane. The Group mostly operates self-consumption thermal power plants, providing an opportunity to control their overall energy efficiency. Electricity is therefore only purchased from the grid during plant start-up phases in normal operation. However, in 2020, this electricity consumption was 7.5 times higher (36 GWh) because of the lengthy shutdown of Albioma Le Moule's third unit.

#### Controlling other environmental protection risks

##### Releases into water and the soil

All Thermal Biomass facilities have onsite aqueous waste treatment systems, and the Group has committed to complying with the waste-related standards applicable under the national legislation of the country in which the plant is located. In Brazil, the sugar refinery manages the waste from both the sugar refining process and the combustion unit operated by Albioma. A little more than two million cubic metres were discharged into the natural environment in 2020, compared with the 8.6 million cubic metres of water consumed. The difference between these two quantities is explained by evaporation, as most of the water is needed for cooling purposes. The Solar Power business, on the other hand, does not consume any water in operating the facilities.

Albioma takes care to minimise the infiltration of its waste into the ground, by setting up regularly-inspected retention systems, waste drainage networks across the sites and even, in some cases, waterproofing the land under its control.

In 2020, no Group businesses were involved in the accidental discharge of waste into water bodies or the ground, which would result in a major pollution incident in the natural environment.

##### Consideration for noise pollution

The prefectural orders applicable to the Group's thermal plants provide for regular measurements of noise emissions from facilities. Measurement campaigns are therefore carried out and, where appropriate, their results are used as inputs for environmental action plans. As part of its projects currently under development, Albioma is conducting impact studies to identify the nuisance risks associated with the sites and their future operation in order to provide for pre-emptive corrective measures.

##### Land use

Land use is a focus of particular attention for Albioma's ground-array photovoltaic activities. During the design process for its photovoltaic power plants, the Group researches solutions to avoid encroaching onto farming land wherever possible, and where applicable, reduce or offset any impact on agricultural activities.

Solutions to develop sheep farms on grazing land occupied by photovoltaic panel arrays have thus been implemented. Albioma has also begun operating a photovoltaic plant on restored land over a landfill site on Reunion Island.

Soil protection is also a focus of attention by the Group's thermal power plants. For every new project, Albioma conducts an initial soil condition survey in accordance with the regulatory framework applicable to environmentally-classified facilities (ICPE). This soil survey includes an assessment of the environmental impacts of building on or surfacing land (in terms of soil erosion, pollution, run-off water, etc.).

Energy production by the Group's thermal power plants is also closely linked to the corresponding agricultural production cycles. By recovering bagasse and spreading the resulting by-products on agricultural land, this business contributes to a virtuous cycle that helps to enrich the soil.

##### Management of industrial waste

Albioma's Thermal Biomass and Solar Power businesses generate industrial waste other than combustion by-products and worn photovoltaic panels. In 2020, this waste amounted to around 4,445 tonnes. It is managed by duly authorised industries, which recycle it whenever possible. In 2020, 51% of the waste was recycled.

#### Conserving biodiversity

Conserving biodiversity forms an integral part of the CSR roadmap 2018–2023, where it appears as a commitment in its own right. This commitment consists of requiring studies

to assess the risks and impacts that new projects represent for biodiversity. These studies sometimes conclude that the facilities must be modified, or even that compensating measures must be set up, factored in and applied. For example, before commissioning the Albioma Saint-Pierre combustion turbine on Reunion Island, an ornithological study was carried out with support from a local specialist, Société d'Études Ornithologiques de La Réunion, to check that there were no breeding and nesting areas of three protected species of bird (the white-tailed tropicbird, Mascarene swiftlet and Mascarene martin). Preventive measures to mitigate risks to local populations of Barau's petrel – a species endemic to Reunion Island that is attracted by lights at night, but is unable to take off again if forced to land – have been deployed, consisting in installing suitably designed lighting systems.

One of the most material aspects of biodiversity conservation concerns the procurement of biomass fuel and, to be more precise, wood waste from forestry, which Albioma plans to use instead of fossil fuel in its existing bagasse/coal thermal power plants. Aware of the risks that unsustainable forestry can represent for the balance of ecosystems, Albioma first took the concrete step of adopting contractual certification requirements for all its biomass suppliers, thereby guaranteeing sustainable forestry and biodiversity conservation (see additional information in section 1.7.3.3 on pages 61 *et seq.* of this Universal Registration Document). Furthermore, these commitments anticipate Albioma's forthcoming compliance with the RED II directive.

Albioma is also considering pushing its commitment further; for this reason, it became an active member of the Foundation for Research on Biodiversity in 2018, via an action club devoted to the French overseas departments and regions. With the additional support of the French Office of Biodiversity, the IUCN and the CNRS, the work of this action club produced a map of certain anthropic pressures on biodiversity on Reunion Island and in Guadeloupe, Martinique and French Guiana in 2020. Other initiatives stemmed directly from the subsidiaries, like Albioma Galion's support for the PêYivert campaign launched in 2020 to plant a million tree in five years in Martinique. Also in the West Indies, Albioma Le Moule became a sponsor of the beekeeping company Ô Miel in 2019, supporting the effort to protect pollinator insects. This partnership is particularly innovative because of its use of bees to biomonitor the environment. The aim is to detect bees' metabolic response to routine environmental stresses at a very early stage by measuring biomarkers before any outward signs are perceptible. In 2019, Albioma gave its

support to the Guadeloupe region as part of a programme set up in collaboration with the French Ministry of Overseas Departments and Regions to combat the spread of sargassum weed. The proliferation of sargassum weed poses a major problem for the Caribbean region, as it is directly responsible for eutrophication of the marine environment. Lastly, certain subsidiaries on Reunion Island joined forces with the local authorities and partners such as the Reunion Island National Park at the end of 2020 to help remediate the emblematic Maïdo landmark, which was damaged by a major fire.

### 1.7.3.5. ...by encouraging local development and project acceptability

#### Purchasing policy and the extent of subcontracting

The Group's purchasing policy is based on a number of principles including fairness, impartiality and ethics, in line with the social and environmental issues. The Group's Code of Ethics, which was adopted in 2019, is intended to be promoted among all our external service providers, which must adhere to our fundamental values (see additional information in section 1.7.4 on pages 70 *et seq.* of this Universal Registration Document). Encouraging and supporting subcontractors' efforts to comply with our safety requirements is one of the six commitments in the Safety Master Plan (see additional information in Section 1.7.2.2 on page 51 of this Universal Registration Document).

Albioma works with subcontractors when the necessary expertise is not available in-house, and during busy periods due to maintenance shutdowns. The Group uses local subcontractors whenever possible, and supports upskilling initiatives as necessary. In 2020, subcontracting costs and their proportion of operating costs remained stable.

	2020	2019 <sup>2</sup>	2018
Subcontracting costs (in thousands of euros) <sup>1</sup>	46,311	47,705	34,617
Subcontracting costs as a percentage of operating costs <sup>1</sup>	12%	12%	11%

1. Scope: France.

2. The 2019 data has been adjusted.

Before subcontractors work onsite, including as part of the annual technical shutdowns of thermal power plants, they are required to provide proof that their welfare benefit payments are up to date and they do not abuse the minimum welfare support limit, as well as documents proving that they meet their regulatory obligations relating to the health and safety of their employees. All new suppliers of critical equipment are audited. The Group also conducts routine, generally annual, audits on its main suppliers in its production areas. Certain

sites, particularly those with triple ISO certification, also conduct annual assessments of their strategic suppliers, which include health, safety and environmental criteria.

The Group’s standard purchasing terms and conditions have included a corporate social responsibility clause stating Albioma’s requirements and commitments since 2014. For this reason, the CSR roadmap 2018–2023 provides for strengthening these responsible purchasing practices (see additional information in section 1.7.4.2 on pages 71 *et seq.* of this Universal Registration Document).

**Community, economic and social impact**

Albioma is the partner of choice for the agribusiness sector. The Group’s business model is based on long-term partnerships with local partners in the sector. These local roots secure thousands of jobs upstream of the Group’s businesses, as the sugar cane industry represents around 12,000 jobs on Reunion Island<sup>1</sup>, 10,000 jobs in Guadeloupe<sup>2</sup> and a million jobs in Brazil, not to mention indirect and induced jobs. For example, the bioethanol produced locally for the combustion turbine at Albioma Saint-Pierre is another element of this logic of sustainability, as it is recovered from molasses – a waste product – by a distillery on Reunion Island.

A socio-economic impact study has concluded that, for each person directly employed in operating the Albioma Bois-Rouge and Albioma Le Gol power plants on Reunion Island, 8.7 additional jobs were generated on the island in the 2018 financial year, not to mention jobs in the sugar cane industry and major projects to refurbish the flue gas treatment systems.

Wherever the Group operates, its subsidiaries:

- create jobs by recovering biomass obtained from co-products and by-products of agribusiness processes;
- develop their employees’ skills while providing fair pay and incentives;
- generate significant business for the industrial fabric and local service providers;
- increase the added value of goods and services purchased from suppliers and partners;
- generate tax revenues for public authorities and income for shareholders and lenders.

To be more precise, more than €12 million was paid to the French regions as tax revenues as at 31 December 2020.

**Local purchases**

In line with its commitments in the Community pillar of the CSR roadmap, Albioma reports the proportion of local purchases by its Thermal Biomass business in France each year. The term “local purchases” means orders of parts and services provided during the year by partners based in Overseas France. As a result, this value excludes orders placed with partners located in Metropolitan France, as well as those located outside France. As at 31 December 2020, local purchases represented 56% of total purchases.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Proportion of local purchases <sup>1</sup>	56%	46%	29%

1. As a percentage of the total purchases of the Thermal Biomass business in France, excluding fuels.

In Brazil, the national limitation on imports by means of customs duties intrinsically helps to optimise local purchases within this scope.

Maintaining this local proportion is an even more important challenge for the years in which the Group is planning large-scale work and construction projects on its French thermal power plants. This finding is explained by the island nature of the various French overseas departments and regions, where it can sometimes be difficult to source advanced industrial equipment or specific expertise locally. However, the Company and its subsidiaries could find themselves being criticised by its external stakeholders for making insufficient use of the local economy, harming the Group’s reputation to such an extent that site stoppages result.

To protect itself, the Industrial Department, with the support of the CSR and Environment Department, worked in 2020 to develop a plan for maximising the local spin-offs of the investments planned for converting the facilities on Reunion Island. This plan was developed by capitalising on more than 25 years’ knowledge of the local economy. The local proportion should represent at least 40% of the investments envisaged on the basis of several scenarios under consideration. The successful roll-out of such a plan mainly rests on the ability of the internal project teams to urge tier-1 suppliers – which are generally major principals – to make use of local subcontractors, notably by including a list of local companies in agreements or else by putting them into contact far enough in advance of the construction phase. During the construction phase, regular monitoring of the work is planned to ensure that it is completed properly.

1. Source: Reunion Island sugar industry association (Syndicat du Sucre de La Reunion) (August 2018).

2. Source: Prefecture of the Guadeloupe region (May 2018).

When purchasing fuels other than bagasse, Albioma aims to prioritise local biomass procurement industries. For this reason, the Group works with partners such as the National Forestry Office (Office National des Forêts – ONF), which is responsible for managing the public forests on Reunion Island and in Guadeloupe and Martinique. Albioma has maintained a partnership with the ONF since 2015 with the aim of helping to develop the industries using biomass from Martinique's forests. This initiative yielded a framework agreement covering a programme of joint actions to develop a wood-for-energy industry in Martinique. In particular, this agreement provides for studies relating to the certification and use of wood resources from private forests, establishing a technical and regulatory framework for the wood-for-energy industry and engaging with partners to promote its emergence.

### Dialogue with partners

Albioma works hard to maintain a quality dialogue with its strategic partners (customers, suppliers, shareholders and investors, supervisory authorities, etc.) and its employees. The Group's organisation, an operational structure consisting of a matrix of regional Departments supported by functional Departments, provides effective coverage at the national and local levels. By creating a Communication and Institutional Relations division in 2018, the Group has professionalised its actions in this field, adapting them to its target audience and particularly to its employees. Accordingly, it has rolled out a series of tools (intranet, newsletters, etc.) to fluidify the flow of information within the growing Group.

In its CSR roadmap 2018–2023, Albioma has committed to strengthening the dialogue with partners likely to be affected by its industrial activities. The regulations provide for public consultation procedures when applying for a building permit and an operating licence, the terms of which differ depending on the size of the thermal and photovoltaic facility projects concerned. However, the Group is still exposed to the risk of local populations finding projects unacceptable from an environmental point of view (visual impact, industrial risks, etc.) and social standpoint (local employment, energy security, etc.). This risk is particularly significant in the case of the Group's Thermal Biomass business in the French overseas departments and regions, given their insular nature, the Group's energy transition ambitions and, more specifically, the programme to convert the existing bagasse/coal power plants.

Aware of this issue, the Management has a target of setting up the actions necessary to explain its strategic project to the Group's internal and external partners. For this reason, it approved the roll-out of an energy transition communication plan in 2017. The Management of the regions are the first responsible for the Group's projects at the local level and so are involved in the regions, beside the local decision-makers, scientific experts, economic players, etc. at consultative meetings, forums and round-table discussions regarding the energy transition.

Furthermore, the CSR and Environment Department began a special process for this programme in 2019, consisting of mapping all concerns expressed by local partners regarding the conversion of the facilities on Reunion Island and in Guadeloupe, capitalising on the experience gained by the partners when the 100% biomass Albioma Galion power plant was commissioned in Martinique. This process set up a series of actions intended to ensure the continuous improvement of these future projects: mapping the partners and the associated dialogue flows, and producing a plan to maximise local spin-offs from the investments (see additional information in section 1.7.3.5 on pages 68 *et seq.* of this Universal Registration Document), together with tools (risk analysis, etc.) ensuring that the Management of the different regions and functions – particularly the design and construction supervision teams reporting to the Industrial Department – regularly share the expectations, requirements and questions of the partners.

In 2020, this approach was included in the Albioma Project Management Guide (see additional information in section 1.7.2.1 on page 50 of this Universal Registration Document) with the aim of systematically implementing this process in the Group's strategic projects.

Group Management has identified employee awareness and training on sustainable development as a lever needed to ensure that everyone is increasingly aware of this aspect of the dialogue between the partners. The content of this training and awareness will prioritise the framework for Albioma's commitment in its energy transition serving the regions. A training campaign of this type for all French employees working for the Group's Thermal Biomass and Solar Power businesses is scheduled for 2021.

Its goal will be to facilitate the adoption of the programme to convert the thermal power plants in Overseas France. It is also intended to ensure that everyone fully understands the transformations associated with the Group's professions as well as giving a meaning to the role of each person involved.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Percentage of employees trained in sustainable development	2.8%	Unknown	Unknown

Each patronage and sponsorship action by Albioma contributes to its dialogue with partners. Its partnership, signed with the CGénial foundation in 2019, works to promote the sciences in education and provides a way to make trades and professions in the renewables sector more attractive among state education teaching staff and their students. In 2020, all discussions were held virtually because of the health crisis. Moreover, the Group prioritised supporting fragile populations this year, like the donations given to the Catholic charity Secours Populaire Catholique in Mayotte, the Kéré association on Reunion Island, which fights hunger in Madagascar, the French governmental agency Fondation de France, and associations that help the elderly in Brazil.

**1.7.4. ETHICS AND COMPLIANCE FOR A RESPONSIBLE ECONOMY**

The Group adopted its Code of Ethics in 2019 and distributed it to all its employees in the 2020 financial year. This states a number of non-negotiable rules and values that form the basis for responsible business conduct. Going beyond the principles, the Code of Ethics underlies the Group's commitment to promoting an exemplary corporate culture. The Code of Ethics applies to all Group personnel, whether they are employees or corporate officers, in all countries in which the Group operates and in all companies that it controls. It is also intended to be promoted among all of the Group's external service providers, which must share our most essential values.

**1.7.4.1. Compliance with environmental and labour regulations**

The Group operates its industrial facilities within a strictly regulated framework, particularly as regards the environment. In France, Albioma's thermal power plants are governed by the laws and regulations applying to environmentally-classified facilities (ICPE) (see additional information in section 1.3.3 on pages 11 *et seq.* of this Universal Registration Document). The Group constantly checks that its activities comply with the applicable laws and regulations. However, despite its efforts the Group cannot totally rule out the

risk that it may not be able to prove that it complies with certain laws in force. If it is found not to comply with labour or environmental law or regulations, the Group commits to taking the necessary corrective action as quickly as possible without waiting for administrative or penal sanctions, financial or otherwise.

Upholding the law and complying with the applicable regulations are at the forefront of the principles set down in the Group's Code of Ethics. This preliminary rule also underlies the commitments in the Environment and Workplace pillars of the CSR roadmap 2018–2023. The CSR and Environment Department, Industrial Department and Human Resources Department all report the level of compliance of the Group's Thermal and Solar Power plants to its highest governance bodies. The bodies examining any cases of non-compliance, along with the corrective actions taken, include the Corporate Social Responsibility Committee, which reports to the Company's Board of Directors.

For the Thermal Biomass business, each operational site has a Quality, Safety and Environment (QSE) manager and a Human Resources manager, including in Brazil. For the Solar Power business, each region has its own QSE manager. The QSE function is supported by two Environmental and Industrial Risks Engineers, serving the West Indies-French Guiana and Reunion Island regions, respectively. These engineers ensure that plants comply with environmental protection requirements. This organisation makes each Group subsidiary responsible for its own compliance with environmental and workplace regulations.

The CSR and Environment Department and Human Resources Department are central departments that act in support of the operational departments by leading networks of QSE and Human Resources Leads in order to steer and coordinate all actions to be taken. These monthly or quarterly network meetings, which foster the sharing of feedback and best practices and also speed up dialogue, also provide an opportunity for discussing regulatory watch topics.

In the case of the Group's sites with triple ISO 9001, ISO 14001 and ISO 45001 certification, these regulatory watch and compliance monitoring requirements are stated in the QSE policies. The audits conducted by the approved certification bodies are carried out in addition to local authority inspections and checks regarding the environment and health and safety at work. As at 31 December 2020, the Group's entire Solar Power business, as well as the Albioma Bois-Rouge and Albioma Le Gol thermal power plants on Reunion Island, were covered by the environmental and safety management certifications, representing 54% of its consolidated revenue. The Group has a target of exceeding 75% by 2023.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Significant fines and indemnities (in euros) and/or non-financial sanctions for legal and regulatory non-compliance	-	-	-
Share of sites certified ISO 14001 and/or ISO 45001 (% of consolidated revenue)	54%	51%	61%

#### 1.7.4.2. Fair practice

The Group's Code of Ethics states the fundamental principles of behaviour for the rules on competition, transparency, combating corruption and influence peddling, preventing conflicts of interest and fighting all forms of fraud, with the aim of protecting the Group's assets and preserving its good image.

#### Preventing and combating corruption

The Group's growth and its presence in regions felt to suffer from corruption, influence peddling or other connected abuses, means it is exposed to a risk of breaching its ethical commitments. Such breaches could harm its reputation, incur high compliance costs or result in penal or administrative sanctions.

In this context, and in order to comply with the French law of 9 December 2016 relating to transparency, combating corruption and modernising economic life, referred to as the "Sapin 2" law, Albioma began to implement an ethics and compliance programme at the end of 2018, with the ultimate aim of equipping the Group with a set of preventive and control mechanisms for minimising its exposure to acts of corruption and influence peddling. This programme has resulted in the creation of a cross-department Ethics and Compliance function within the Group, supervised by an Ethics and Professional Conduct Lead. The Group's Company Secretary has been given this function.

#### Ethics and compliance programme

A specific map of the corruption risk was produced in 2020, as stipulated by the Sapin 2 Act. The methodology used is an adaptation of the fraud triangle created by Donald Cressey and uses three assessment criteria: Pressure, Opportunity and Rationalisation. The Group was assisted by external risk management consultants to ensure a high level of expertise for all areas concerned by this map.

The Group's Code of Ethics, which – in accordance with the provisions of the Sapin 2 Act – is accompanied by a whistleblower platform whose implementation is currently being finalised. In the meantime, an alternative whistleblower platform is available for use by Group employees, who can therefore inform the Ethics and Professional Conduct Lead of any potential or known situation that breaches the Code of Ethics. This outsourced platform was selected in order to protect the anonymity of whistleblower reports and is hosted on highly secure servers certified ISO 27001 compliant, thereby guaranteeing a high level of security. All breaches will be initially reported to the Ethics and Professional Conduct Lead, who will be responsible for processing them, supported by other corporate functions if deemed necessary (including the internal audit function). The use of external experts will be envisaged for any internal inquiry following up a report for which the Group does not have the necessary skills to independently conduct these investigations properly, or when the reported facts require an urgent response or the keeping of proof causes complicated problems, for example.

A training plan on combating corruption is currently being rolled out as a fringe element of the Group's compliance with the measure taken from the Sapin 2 Act. It will cover the executive management, the employees most exposed to the corruption risk (those identified in the corruption risk map) and all other employees (consisting of making them aware of the corruption risk). This training plan will initially be confined to the Group's employees. As at 31 December 2020, 47% of the Company's employees had already attended a session, organised by the Ethics and Professional Conduct Lead, making them aware of the risk of corruption and influence peddling.

Checking that the Code of Ethics is followed will, following its global roll-out, become a task of the Group's Internal Audit function, which already conducts confidential investigations at the Ethics and Professional Conduct Lead's request when whistleblower reports are received.

KEY PERFORMANCE INDICATOR			
	2020	2019	2018
Share of employees having attended at least one awareness session on the risk of corruption and its related risks	9%	-	-

## Combating tax evasion

In conducting their business, the Group and its subsidiaries are concerned by tax procedures. Their exposure to the risk of tax evasion is judged very low given the nature of their energy production activities, which result in transactions mainly performed by the operational entities operating the assets, but also because the vast majority of the business is carried out in France, and lastly, the lack of a legal structure in countries considered tax havens<sup>1</sup>. In this context, Albioma has not found it necessary to develop a policy on combating tax evasion.

The Administrative and Finance Department of Albioma is responsible for the application of tax law upon all business carried out in France and Brazil. The Accounting Department submits the tax declarations for France, and chartered accountants submit them for Italy, Spain and Brazil. Lastly, the Group's Management Control Department supervises the consolidation of the Group tax burden.

The Group has committed to transparently disclosing its tax-related information (see additional information in Note 13 to the consolidated financial statements for the 2020 financial year on 179 in section 4 of this Universal Registration Document). In 2020, the theoretical and actual tax rates differed by less than 0.5%. Lastly, no tax inspections resulted in a significant adjustment during the previous financial year, and no fines issued for breach of tax laws and regulations were recorded in the accounts in the 2020 financial year.

### 1.7.4.3. Respect for human rights

Respect for human rights is founded on principles and values that involve workplace aspects (labour rights, health and safety), societal aspects (community legislation) and ethical aspects (human dignity, combating discrimination and fighting corruption).

The Group's Code of Ethics, discussed earlier, emphasises that human beings are the top of its priorities by guaranteeing the safety of employees and the external workers required to work within it and repeating its commitment to combat all forms of discrimination, harassment and violation of dignity. Furthermore, the Group's labour policy is deployed in accordance with the conventions of the International Labour Organisation (ILO), particularly Conventions 87 and 98 relating to freedom of association and the right to collective bargaining (see additional information in section 1.7.2.3 on pages 53 *et seq.* of this Universal Registration Document).

The CSR roadmap 2018–2023 embraces several of its commitments in its Workplace pillar (commitment 4, “Ensure health and safety in the workplace”<sup>2</sup>) and its Community pillar (commitment 7, “Expand our responsible purchasing practices”). The first aim of the Community pillar is to guarantee the traceability and sustainability (in the broad sense of the term) of imported biomass fuel procurements, with the prospect of ending coal use in the Group's thermal facilities in Overseas France. In particular, the certification systems that provide a framework for purchases of these biomass fuels supplement the environmental requirements with workplace and social requirements such as obeying the laws of the local communities. As longstanding energy production methods, purchases of imported fossil fuels are sourced from recognised, quality suppliers that in turn order from producers that uphold good CSR practices.

For other types of purchases (excluding fuels), the Group's agreements with its suppliers and service providers already include a “labour and environmental responsibility” clause that, among other things, requires them to respect human rights and the conventions of the International Labour Organisation. Internally, a Purchasing Operational Guide produced in 2018 and distributed to the buyers states the fundamental principles and conventions to obey when conducting purchasing operations on behalf of Albioma or its subsidiaries. Supplementary work began at the end of 2019, at the CSR and Environment Department's request and with the collaboration of the Industrial Department, to map the environmental, workplace and societal issues in the main sectors involved in the Group's value chain. Like the duty of vigilance, the methodology applied is based on international benchmarks such as that of the Sustainable Accounting Standard Board and the United Nations Environment Programme's Financial Initiative. This mapping follows a diagnosis of the Group's purchases, and these steps must be refined in 2021 with the ultimate aim of developing a responsible purchasing strategy, rolling out action plans and setting up key performance indicators.

In 2020, there were no controversies affecting Albioma and involving the Group and its businesses in failing to comply with human rights or international basic texts.

<sup>1</sup> According to the conclusions of the Council on the European Union's revised list of fiscally uncooperative countries and territories (2021/C 66/10) published in the Official Journal of the European Union on 26 February 2021.

<sup>2</sup> See additional information in section 1.7.2.2 on pages 51 *et seq.* of this Universal Registration Document.

## 1.7.5. NON-FINANCIAL RATING



VigeoEiris has given the Group a 63/100 rating for the 2020 financial year, four points up on 2019. Albioma is placed 12<sup>th</sup> out of a total of 63 companies in its sector rated in Europe.



Since 2016, Albioma has been included in the Gaia index developed by the Ethifinance non-financial rating agency. Albioma is therefore one of the most efficient companies for controlling its ESG risks, out of a panel of 230 SMEs listed on the Paris stock market.

## 1.7.6. REPORTING INDICATORS AND METHODOLOGY

### 1.7.6.1. Key performance indicators

	2020	2019	2018	Goal by 2023
<b>A HUMAN RESOURCES POLICY AT THE HEART OF THE GROUP'S STRATEGIC ISSUES</b>				
Employee accident frequency rate <sup>1</sup>	13.42	6.16	9.27	<8
Employee accident severity rate <sup>2</sup>	0.33	0.22	0.30	<0.5
Number of service provider accidents <sup>2</sup>	6	15	15	-
Share of workforce covered by employee representative bodies	89%	90%	90%	-
Share of workforce covered by collective agreements on work conditions signed during the year	86%	87%	74%	-
<b>ALBIOMA IS COMMITTED TO THE ENERGY TRANSITION</b>				
Renewable energy as a share of total production	68.1%	66.5%	62.4%	>80%
Greenhouse gas intensity of energy production (in equivalent grams CO <sub>2</sub> /kWh)	368	384	545	254
Share of wood pellets guaranteed legal and sustainable imported into Overseas France <sup>3</sup>	100%	100%	n/a	100%
Share of combustion by-products recovered	44%	42%	36%	-
Annual contractual risk prevention plan progress <sup>3</sup>	63%	unknown	unknown	>75%
Reduction in air pollutant intensity <sup>4</sup>	(74%)	(51%)	(11%)	(75 %)
Local share of annual purchases (excluding fuels) <sup>3</sup>	56%	46%	24%	-
Share of employees trained in sustainable development	2.8%	-	-	>75%
<b>ETHICS AND COMPLIANCE FOR A RESPONSIBLE ECONOMY</b>				
Fines and indemnities (in euros) and/or non-financial sanctions for legal and regulatory non-compliance	-	-	-	-
Share of sites certified ISO 14001 and/or ISO 45001 (% of consolidated revenue)	54%	51%	61%	>75%
Share of employees having attended at least one awareness session on the risk of corruption and its related risks	9%	-	-	100%

1. Albioma employee accidents resulting in more than 24 hours of time off are recognised.

2. Service provider accidents resulting in more than 24 hours of time off are recognised.

3. Scope: Thermal Biomass France.

4. Scope: Thermal Biomass France, reference year 2016.

## 1.7.6.2. Other indicators

## Labour indicators

	2020	2019	2018
<b>HEADCOUNT</b>			
Headcount as at 31/12/2020	606	579	506
Annual full-time equivalent headcount	588.5	559.2	476.3
<b>BREAKDOWN OF WORKFORCE BY GEOGRAPHIC LOCATION, AS AT 31 DECEMBER</b>			
France - West Indies-French Guiana	26%	27%	30%
France - Indian Ocean	34%	33%	36%
Metropolitan France and Southern Europe	22%	21%	20%
Brazil	18%	19%	14%
<b>BREAKDOWN OF WORKFORCE BY BUSINESS SECTOR, AS AT 31 DECEMBER</b>			
Thermal Biomass	409	405	359
Solar Power	73	61	51
Holding company	124	113	96
<b>BREAKDOWN OF WORKFORCE BY AGE, AS AT 31 DECEMBER</b>			
Under 30	19%	20%	17%
30 - 49	58%	59%	59%
50 and over	23%	21%	24%
<b>BREAKDOWN OF WORKFORCE BY SOCIO-PROFESSIONAL GROUP, AS AT 31 DECEMBER</b>			
Percentage of non-executives	70%	69%	70%
Percentage of executives	30%	31%	30%
<b>PROFESSIONAL EQUALITY</b>			
Percentage of female employees	19%	17%	16%
Women as a percentage of executives	22%	21%	21%
Percentage of female Directors	38%	38%	44%
Women as a percentage of newly recruited employees	33%	33%	35%
<b>BREAKDOWN OF WORKFORCE BY TYPE OF CONTRACT, AS AT 31 DECEMBER</b>			
Permanent employment contract	92.1%	92.7%	93.7%
Fixed-term employment contract	2.8%	3.1%	2.4%
Apprenticeship and trainee contract	5.1%	4.1%	4.0%
<b>BREAKDOWN OF RECRUITMENT BY TYPE OF CONTRACT</b>			
Permanent employment contract	63	56	44
Fixed-term employment contract	15	18	13
Apprenticeship and trainee contract	24	19	15

	2020	2019	2018
<b>DEPARTURES</b>			
Dismissals	17	-	3
Resignations	16	7	18
<b>TURNOVER</b>			
Turnover <sup>1</sup>	12.3%	10.6%	10.3%
<b>WORKER EMPLOYMENT AND INTEGRATION</b>			
Number of employees with disabilities	6	3	3
Subcontracting purchases from firms operating in the sheltered sector (in euros)	19,804	36,371	30,813
Percentage of employees with disabilities <sup>2</sup>	1.5%	1.1%	1.1%
Interns, apprentices and people on volunteering or vocational training contracts as a share of the headcount as at 31 December	8.0%	6.4%	4.7%
<b>ORGANISATION OF WORKING TIME</b>			
Number of hours worked	1,043,281	974,583	862,939
of which hours of overtime	71,413	62,189	54,653
Overtime / hours worked	6.8%	6.4%	6.3%
Percentage of employees working split shifts (fixed day hours)	65.3%	63.6%	66.4%
Percentage of employees working continuous shifts (alternating hours)	34.7%	36.4%	33.6%
Absenteeism rate	4.0%	4.9%	2.7%
<b>TRAINING</b>			
Total training hours	17,736	19,513	13,064
Number of hours of training per employee per year	29	34	26
Number of hours of training per executive per year	20	29	24
Number of hours of training per non-executive per year	33	36	27
Percentage of employees having attended at least one training course during the year	78%	79%	77%
<b>HEALTH AND SAFETY</b>			
Number of occupational illnesses	-	-	-
Number of fatal accidents	-	-	-
Employee accident frequency rate <sup>3</sup>	13.42	6.16	9.27
Employee accident severity rate <sup>3</sup>	0.33	0.22	0.30
Number of service provider accidents <sup>4</sup>	6	15	15

1. The methodology for calculating turnover has changed in 2020 and has been applied retroactively to 2018 and 2019 data. Turnover is calculated as follows: entries (number of new hires on permanent and fixed-term contracts) + exits (number of retirements + number of resignations + number of dismissals + number of fixed-term contract terminations) over the period divided by two in relation to the physical workforce at the end of the previous period multiplied by 100.

2. Rate of beneficiaries of the employment obligation, excluding Brazil.

3. Including accidents involving Albioma employees with more than 24 hours' absence from work.

4. Accidents involving service providers with more than 24 hours' absence from work are included.

## Environmental indicators

	2020	2019	2018
<b>GENERAL ENVIRONMENTAL POLICY</b>			
Fines and indemnities (in euros) and/or non-financial sanctions for legal and regulatory non-compliance (in euros)	-	-	-
Resources allocated to pollution and environmental risk prevention efforts (in thousands of euros)	140,780	113,301	42,334
Financial guarantees as at 31 December <sup>1</sup>	93.3%	80.0%	73.0%
<b>FUELS</b>			
Total biomass consumption (in thousands of tonnes)	2,458	2,475	1,461
of which, bagasse consumption	2,244	2,204	1,338
of which, consumption of other local biomass	51	273	122
of which, consumption of imported wood pellets	163	162	-
Bioethanol consumption (in thousands of tonnes)	2	2	-
Coal consumption (in thousands of tonnes)	772	798	815
FOD consumption (in thousands of tonnes)	20	18	25
<b>ENERGY PRODUCTION</b>			
Net total electrical and thermal energy production (in GWh)	4,821	4,927	3,480
of which, net electricity production from renewable sources	1,169	1,204	653
of which, net electricity production from fossil sources	1,438	1,537	1,584
of which, net thermal energy production from renewable sources	2,113	2,073	1,071
of which, net thermal energy production from fossil sources	101	113	100
Renewable energy as a share of total production	68.1%	66.5%	62.4%
Energy production intended for self-consumption (in GWh)	320	293	261
Consumption of energy purchased from a supplier (in GWh)	36	5	4
<b>GREENHOUSE GASES</b>			
Direct greenhouse gas emissions (thousands of tonnes CO <sub>2</sub> equivalent)	1,894	2,004	2,041
of which carbon dioxide (CO <sub>2</sub> ) emissions	1,860	1,971	2,010
of which nitrous oxide (N <sub>2</sub> O) emissions	24	22	22
of which methane (CH <sub>4</sub> ) emissions	10	11	9
Greenhouse gas intensity of energy production <sup>2</sup> (in equivalent grams CO <sub>2</sub> /kWh)	368	384	545

	2020	2019	2018
<b>AIR QUALITY</b>			
Sulphur oxide emissions <sup>3</sup> (in tonnes)	1,046	3,005	5,169
SOx rate (in g/kWh)	0.20	0.58	1.95
Nitrous oxide emissions (in tonnes)	1,741	3,556	4,995
NOx rate (in g/kWh)	0.34	0.68	1.34
Carbon monoxide emissions <sup>3</sup> (in tonnes)	758	628	1,049
CO rate (in g/kWh)	0.15	0.12	0.40
Particulate emissions (in tonnes)	776	448	584
Particulate rate (in g/kWh)	0.15	0.09	0.16
<b>WATER</b>			
Raw water volume (in thousands of m <sup>3</sup> )	8,581	8,267	7,866
of which, surface water	7,311	6,800	7,095
of which, groundwater	1,218	1,454	750
of which, drinking water	52	13	20
Water intensity of power generation activity (in m/MWh)	1.67	1.58	2.10
Recycled water as a share of total raw water extraction	10.3%	11.3%	9.9%
Aqueous waste volume (in thousands of m <sup>3</sup> )	2,049	2,178	2,588
Number of accidental discharges	-	-	-
<b>COMBUSTION BY-PRODUCTS</b>			
Biomass combustion by-products (in tonnes)	133,732	126,043	88,934
Coal combustion by-products (in tonnes)	156,501	152,969	147,412
Sulphogypsum (in tonnes)	1,674	3,884	3,430
Share of by-products recovered	44%	42%	36%
<b>INDUSTRIAL WASTE</b>			
Non-hazardous industrial waste (in tonnes)	3,713	2,674	2,987
Hazardous industrial waste (in tonnes)	732	292	1,668
Share of industrial waste recycled	50.9%	58.6%	25.4%

1. Scope: Thermal Biomass France.

2. From direct greenhouse gas emissions.

3. Scope: France.

## Social indicators

	2020	2019	2018
<b>STEAM SUPPLIED TO SUGAR REFINERIES</b>			
Steam sent to sugar refineries (in thousands of tonnes)	3,384	3,388	1,813
Estimated savings for sugar refineries <sup>1</sup> (in thousands of euros)	30,457	30,495	16,317
<b>ELECTRICITY SOLD INTO THE GRID</b>			
Net electricity produced and sold <sup>2</sup> (in GWh)	2,607	2,741	2,237
thermal	2,493	2,629	2,145
photovoltaic	111	110	92
Number of households whose electricity is supplied by Albioma <sup>3</sup>	814,635	851,217	699,143
Number of people whose electricity is supplied by Albioma <sup>4</sup>	1,792,198	1,872,678	1,538,114
<b>AVAILABILITY RATE</b>			
Thermal plant availability rate <sup>5</sup>	86.2%	88.2%	87.9%
Availability rate of thermal facilities, excluding Albioma Le Moule unit <sup>35</sup>	91.7%	87.7%	-
<b>SUBCONTRACTING</b>			
Subcontracting costs (in thousands of euros) <sup>6,7</sup>	46,311	45,709	34,617
Subcontracting costs as a percentage of operating costs <sup>6,7</sup>	12%	12%	11%
<b>EMPLOYMENT AND LOCAL ECONOMIC DEVELOPMENT</b>			
Proportion of local purchases <sup>8</sup>	56%	46%	24%
Taxes paid to local authorities (in thousands of euros) <sup>5</sup>	12,191	13,299	10,116
Stakeholders			
Financial contributions provided to partners (in thousands of euros)	173.3	108.7	35.4

1. Steam was sold at an estimated price of €9 per tonne (after deducting the cost of fuel supplied by sugar refineries).

2. Group's total net production sold, excluding Mauritius.

3. This value is calculated based on the average annual electricity consumption of French households, excluding heating and hot water (3,200 kWh, according to the French energy agency ADEME, 2015).

4. It is calculated based on the average number of individuals per household in France (2.2 according to the French statistics office, INSEE, 2011).

5. This rate corresponds to the average availability rates of the French thermal power plants weighted to factor in net power output. The availability rate is the ratio between the maximum energy produced by the plant and the maximum demand for energy.

6. Scope: France.

7. The 2019 data has been adjusted.

8. As a percentage of the total purchases of the Thermal Biomass business in France, excluding fuels.

### 1.7.6.3. Reporting scope and methodology

The quantitative and qualitative information concerns Albioma subsidiaries (as defined in Article L. 233-1 of the French Commercial Code) and the companies it controls (as defined in Article L. 233-3 of the French Commercial Code), in other words, fully consolidated Group companies (see additional information in Note 40 to the consolidated financial statements for the 2020 financial year on pages 206 *et seq.* in section 4 of this Universal Registration Document). Vale Do Paran , a Brazilian power plant commissioned on 25 December 2020 in which Albioma has a non-controlling interest, and the Mauritian subsidiaries consolidated using the equity method are not within the scope of the consolidated labour, environmental and social data.

The labour and social information concerns all operational entities and the head office. However, the environmental information only concerns the operational entities, given the little head office information in the Group data. In 2020, new solar power facilities were commissioned and so are included in the consolidation scope.

The G m şk y geothermal power plant, which was acquired on 26 January 2021, will be included in the consolidation scope for the 2021 financial year (see additional information in Note 40 to the consolidated financial statements for the 2020 financial year on pages 206 *et seq.* in section 4 of this Universal Registration Document).

The reporting responsibilities, scope, controls and calendar are governed by a protocol that is reviewed annually and available to the CSR and Environment Department. Information is collected and consolidated under the responsibility of the CSR and Environment Department. The information collected is subjected to internal consistency tests prior to consolidation and publication, in addition to quantitative and qualitative checks by the independent third-party body.

As the Group is not directly concerned by the subjects of “combating food waste and food insecurity”, “respect for animal welfare” and “responsible, fair and sustainable food” required by Article R. 225-105-2 of the French Commercial Code, it does not specifically monitor these subjects.

## 1.7.7. REPORT BY ONE OF THE STATUTORY AUDITORS, APPOINTED AS INDEPENDENT THIRD PARTIES, ON THE CONSOLIDATED NON-FINANCIAL INFORMATION PRESENTED IN THE GROUP’S MANAGEMENT REPORT

This is a free translation into English of the Statutory Auditors’ report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

**PricewaterhouseCoopers Audit**  
63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex  
France

### To the Albioma General Meeting,

In our capacity as Statutory Auditors of the Albioma company (hereinafter the “Entity”), the appointed Independent Third-Party Body (organisme tiers ind pendant – OTI) accredited by Cofrac (Cofrac Inspection accreditation no. 3-1060, the scope of which is available on [www.cofrac.fr](http://www.cofrac.fr)), here is our report on the consolidated non-financial performance declaration for the financial year ending 31 December 2020 (hereinafter the “Declaration”), presented in the Group’s Management Report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

### RESPONSIBILITY OF THE ENTITY

The Board of Directors is responsible for making a Declaration pursuant to the 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.

The Declaration was made by applying the Entity’s procedures (hereinafter the “Guidelines”), the significant elements of which are available on request at the head office of the Company.

## INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the provisions provided for in Article L. 822-11-3 of the French Commercial Code and the Code of Ethics of the profession. We have also implemented a quality control system comprising documented policies and procedures for ensuring compliance with the Code of Ethics, professional auditing standards and applicable legal and regulatory texts.

### RESPONSIBILITY OF THE STATUTORY AUDITORS APPOINTED AS OTI

On the basis of our work, we are required to issue a reasoned opinion expressing a conclusion expressing limited assurance regarding the following:

- compliance of the Declaration relative to the provisions of Article L. 225-105 of the French Commercial Code,
- the truthfulness of the information provided pursuant to (3°) of (I) and (II) of Article R. 225 105 of the French Commercial Code, namely, the results of the policies, including key performance indicators, and the actions relating to the main risks, hereinafter [collectively] referred to as the "Information".

On the other hand, it is not for us to give an opinion on the following:

- compliance of the Entity relative to the other applicable legal and regulatory provisions;
- compliance of the products and services relative to the applicable regulations.

### NATURE AND SCOPE OF OUR WORK

Our work described below was carried out pursuant to the provisions of Articles A. 225 1 *et seq.* of the French Commercial Code determining the procedure in which the Independent Third-Party Body performs its task and in accordance with the professional doctrine of the national auditing body (Compagnie Nationale des Commissaires aux Comptes) for this work, and the international standard ISAE 3000 – Assurance engagements other than audits or reviews of historical financial information.

We have conducted [the following] work enabling us to assess the compliance of the Declaration relative to the regulatory provisions and the truthfulness of the Information:

- we have acquainted ourselves with the business of all the companies included in the consolidation scope, the exposé of the main labour and environmental risks associated with this business, and their effects on respect for human rights and combating corruption tax evasion, as well as the resulting policies and their consequences;
- we have assessed the suitability of the Guidelines in the light of their relevance, completeness, reliability, impartiality and comprehensibility, and taking good market practice into account when necessary;
- we have checked that the Declaration covers every category of information provided for in (III) of Article L. 225 102 1 concerning labour and environmental matters, as well as the information provided for in paragraph 2 of Article L. 22-10-36 concerning respect for human rights and combating corruption and tax evasion;
- we have checked that the Declaration includes an explanation of the reasons justifying the lack of the information required by paragraph 2 of (III) of Article L. 225-102-1;
- we have checked that the Declaration presents the business model and the main risks associated with the business of all Entities included in the consolidation scope, including, if necessary and proportionate, the risks created by its business relations, its products or its services and the policies, actions and results, including key performance indicators;
- we have checked, when [the Information] is relevant to the main risks or policies presented, that the Declaration presents the Information provided for in (II) of Article R. 225-105;
- we have assessed the process used to select and validate the main risks;
- we have enquired about the existence of internal control and risk management procedures set up by the Entity;
- we have assessed the consistency of the results and the key performance indicators chosen for the main risks and policies presented;
- we have checked that the Declaration includes a clear and justified explanation of the reasons for policies concerning one or more of these risks being missing;

- we have checked that the Declaration covers the consolidated scope, namely, all the companies included in the consolidation scope pursuant to Article L. 233-16 with the limits specified in the Declaration;
- we have assessed the data collection process set up by the Entity to check the completeness and truthfulness of the Information;
- we have performed the following for the key performance indicators and the other quantitative results that we considered the most important and which are listed in the appendix:
  - analytical procedures that check that the data collected has been consolidated properly and their changes are consistent;
  - spot tests, based on samples, to check the calculations performed and reconcile data with supporting documents. This assignment has been carried out for a selection of contributing Entities, namely, Albioma Le Gol, Albioma Esplanada Energia, Albioma Rio Pardo Termoelectrique and Albioma Solaire France, and cover between 30% and 32% of the consolidated data of the key performance indicators and results selected for these tests;
- we have consulted the documentary sources and conducted interviews to corroborate the qualitative information (actions and results) that we considered the most important and which are listed in the appendix;
- we have assessed the consistency of the entire Declaration relative to our knowledge of all companies included in the consolidation scope.

We believe that the work we carried out, based on our professional judgement, allows us to express limited assurance; a higher level of assurance would have required us to carry out more extensive work.

#### MEANS AND RESOURCES

A five-person team worked on this assignment for a total of approximately five weeks over the period between January 2021 and the end of April 2021.

We were assisted in our work by our specialists in sustainable development and corporate social responsibility. We have conducted five interviews with the people responsible for preparing the Declaration, including representatives of the CSR and Human Resources Departments.

#### CONCLUSION

Based on our work, nothing has come to our attention that causes us to believe that the consolidated non-financial performance Declaration does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not presented fairly, in all material respects, in accordance with the Guidelines.

Neuilly-sur-Seine, 29 April 2021.

One of the Statutory Auditors,

#### **PricewaterhouseCoopers Audit**

Jérôme Mouazan  
Partner

Pascal Baranger  
Director of the Sustainable Development  
Department

## Appendix: CSR Information that we considered to be the most important

### KEY PERFORMANCE INDICATORS AND OTHER QUANTITATIVE RESULTS

- Employee accident frequency rate
- Employee accident severity rate
- Number of service provider accidents with time off > 24h
- Share of workforce covered by employee representative bodies
- Share of workforce covered by collective agreements on work conditions signed during the year
- Renewable energy as a share of total production (%)
- Greenhouse gas intensity of energy production (in equivalent grams CO<sub>2</sub>/kWh)
- Share of wood guaranteed sustainable used to produce energy in Overseas France (%)
- Percentage intensity reduction of the main air pollutants (%)
- Share of combustion by-products recovered (%)
- Annual contractual risk prevention plan progress (%)
- Significant fines and indemnities and non-financial sanctions for legal and regulatory non-compliance (euros)
- Share of sites certified ISO 14001 and/or ISO 45001 (% of revenue)
- Local share of annual purchases (excluding fuels) (%)
- Share of employees trained on Group business CSR issues relating to the energy transition (climate, biodiversity, etc.)
- Share of employees having attended at least one awareness session on the risk of corruption and its related risks

### QUALITATIVE INFORMATION (ACTIONS AND RESULTS)

- Publication and dissemination of the Group's golden rules
- Dissemination of security newsflashes to all Group entities
- Skills management of labour dialogue and trade union dialogue players in terms of labour relations management and conflict prevention
- Greenhouse gas assessments of conversion projects on Reunion Island and in Guadeloupe
- CO<sub>2</sub> Value Europe founder member
- Risk analysis of wood pellet suppliers/procurement chain/vessel loading
- Active member of the Dutch Socio-Economic Council (SER) and Bioenergy Europe
- Commissioning of the flue gas treatment systems at the three longstanding facilities in Overseas France
- Implementation of a quarterly review of environmental performance at sites
- Launch of a thesis 2020–2023 directed towards the recovery of wood biomass combustion by-products
- ISO 9001, ISO 14001 and ISO 45001 certification and certification audits
- Burn tests of local biomass fuels in thermal power generation units and Albioma's contribution to the development of Regional Biomass Plans
- Development of a scenario to maximise local subcontracting and integration of this process into the Albioma project management guide
- Roll-out of patronage and sponsorship actions contributing to the development of the regions through local initiatives supported by the Group
- Launch of an ethics and compliance programme
- "Labour and environmental responsibility" clause included in agreements with suppliers and service providers

# CORPORATE GOVERNANCE

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## 2.1. General remarks

### 2.1.1. COMPLIANCE WITH THE AFEP-MEDEF CORPORATE GOVERNANCE CODE FOR LISTED COMPANIES

Pursuant to the decisions of the meeting of the Board of Directors of 19 December 2008, the Company voluntarily complies with the corporate governance code for listed companies published by AFEP and MEDEF (the "AFEP-MEDEF Code"), last updated in January 2020. The Company also applies the principles defined in the AFEP-MEDEF Code's implementation guidelines, published by the High Committee on Corporate Governance and most recently updated in March 2020.

The Company attaches paramount importance to the quality of the Group's governance and ensures application of the best practices defined by the AFEP-MEDEF Code, which is available online at: [www.afep.com](http://www.afep.com).

In accordance with the recommendations of the AMF and Article L. 22-10-10 of the French Commercial Code (*Code de commerce*), the provisions of the AFEP-MEDEF Code that the Company has not applied are summarised in a table in Section 2.6 on page 140 of this Universal Registration Document, setting out the reasons for this choice.

### 2.1.2. REPORT OF THE BOARD OF DIRECTORS PREPARED PURSUANT TO ARTICLE L. 225-37 OF THE FRENCH COMMERCIAL CODE

The information that follows, together with the information in Section 8.6.5 on page 323 of this Universal Registration Document, constitutes the special report of the Board of Directors on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

## 2.2. Organisation of General Management and status of the Chief Executive Officer

### 2.2.1. ORGANISATION OF GENERAL MANAGEMENT

At its meeting of 1 March 2016, the Board of Directors decided, as proposed by the Chairman and Chief Executive Officer, to separate the roles of Chairman of the Board of Directors and of Chief Executive Officer with effect from 1 June 2016. Frédéric Moyne, until then Chief Operating Officer Brazil, was thus appointed Chief Executive Officer, with Jacques Pétry continuing to serve as Chairman of the Board of Directors.

This decision was a result of the implementation of the succession plan reviewed annually by the Board of Directors on the basis of the work carried out by the Nomination and Remuneration Committee (since renamed the Nomination, Remuneration and Governance Committee). It reflected

the shared desire of the Board of Directors and Jacques Pétry to ensure that the succession of the Chief Executive Officer is organised in as efficient a manner as possible, in the interests of both the Company and its shareholders.

In the context of this period of transition, the Board of Directors took the view that it was important that Jacques Pétry could contribute effectively to the organisation of this succession, not only by helping his successor assume his new role but also by remaining involved at the highest level and over the long-term in the implementation of the strategic orientations defined by the Board of Directors. The Group therefore decided that, to ensure it is able to continue to implement its strategy, it would structure its senior management in such a way as to separate the roles of Chairman of the Board of Directors and of Chief Executive Officer.

Frédéric Moyne was appointed Chief Executive Officer with effect from 1 June 2016, for a term of four years expiring at the close of the General Meeting called in 2020 with a view to approving the 2019 financial statements. Jacques Pétry was appointed for the same four-year term, beginning on 1 June 2016 and expiring at the close of the General Meeting called in 2020 with a view to approving the 2019 financial statements, to hold the separate role of Chairman of the Board of Directors.

The meeting of the Board of Directors held on 27 May 2019 following the General Meeting that same day, reaffirmed its decisions at the 30 March 2018 meeting regarding the proposals from Jacques Pétry and accordingly:

- recorded the resignation of Jacques Pétry as Chairman of the Board of Directors and as Company Director, with immediate effect;
- recorded that the handover period following the transfer of the role of Chief Executive Officer to Frédéric Moyne should be considered completed and that in this respect the combining of the roles of Chairman of the Board of Directors and of Chief Executive Officer was the corporate governance model best suited to the Company's strategic challenges;
- decided to combine the roles of Chairman of the Board of Directors and of Chief Executive Officer, and to appoint Frédéric Moyne as Chairman of the Board of Directors, for the period of his term of office as Director (i.e. to the close of the General Meeting called in 2021 to approve the 2020 financial statements);

At its meeting of 29 May 2020, the Board of Directors reaffirmed this corporate governance model for the Company when it reappointed Frédéric Moyne as Chief Executive Officer for a period of four years ending following the General Meeting called in 2024 to approve the 2023 financial statements. Assuming Frédéric Moyne is reappointed Director at the General Meeting of 25 May 2021, the Board of Directors

will need to confirm Frédéric Moyne as Chairman of the Board of Directors and in so doing confirm the Company's unitary corporate governance model.

### 2.2.2. STATUS OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is appointed by the Board of Directors for a term of office set by the Board.

Pursuant to the Memorandum and Articles of Association, the Chief Executive Officer must be under 70 years of age. In the event he reaches this age limit when in office, the Chief Executive Officer shall be automatically deemed to have resigned and a new Chief Executive Officer appointed. The Chief Executive Officer undertakes to devote all his time and efforts to his office with any other activity, excluding non-professional activities and executive or non-executive corporate offices held in another Group company, requiring prior authorisation by the Board of Directors, and in particular any corporate office in a non-Group company.

The Chief Executive Officer is bound by the same obligations as the Directors with regard to stock-market ethics (see additional information in Section 2.3.1.2 on page 91 of this Universal Registration Document).

He is also bound by the same obligations as the Directors with regard to integrity. Accordingly, at the time of his appointment as Chief Executive Officer and most recently during the review of the position of corporate officers for the 2020 financial year (meeting of the Board of Directors of 21 April 2021), Frédéric Moyne made the same declarations as each of the Directors and in this respect formally confirmed that he:

- is not linked to any member of the Board of Directors via any family ties;
- has not been convicted of fraud during the last five years;
- has not been associated with any insolvency, receivership or liquidation as a member of an administrative, management or supervisory body or as a senior manager;
- has not been accused and/or publicly and officially sanctioned by any statutory or regulatory authorities (including designated professional bodies);
- has not been prevented by a court, during the last five years, from acting as a member of an administrative, management or supervisory body of a listed company (or from offering financial securities to the public) or from taking part in managing or running the business of such a company.

### 2.2.3. POWERS OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer shall be vested with the broadest powers to act in the Company's name in all circumstances. He shall exercise these powers within the limits of the Company's objects and subject to any powers expressly reserved by law for the General Meeting and the Board of Directors. He shall represent the Company in its dealings with third parties; the Company shall be bound by any actions or decisions of the Chief Executive Officer that do not fall within the scope of the Company's objects, unless the Company can prove that the third party was aware that the action or decision in question fell outside the scope of the objects, or could not have been unaware thereof in view of the circumstances. However, mere publication of the Memorandum and Articles of Association is not sufficient proof thereof.

Over and above any powers expressly reserved by law for the General Meeting and the Board of Directors, the powers of the Company's Chief Executive Officer are restricted in two ways.

- Barring special authorisations from the Board of Directors, the Chief Executive Officer was, during the 2020 financial year, authorised to furnish sureties, pledges and guarantees under the following conditions:
  - to any tax and customs authorities, for an unlimited amount, with the option to further delegate;
  - for any other reason, with the option to further delegate, for a maximum aggregate value of €30 million per guarantee (or its equivalent value in any other currency), provided that such securities, pledges and guarantees are furnished in connection with commitments entered into by a company controlled by the Company as per Article L. 233-16 of the French Commercial Code;
  - for the following reasons and subject to the following terms and conditions, with the option to further delegate, in the case of securities, pledges and guarantees furnished in connection with commitments entered into by a company that is not controlled by the Company within its scope of consolidation:

## 2 • CORPORATE GOVERNANCE

### 2.2. Organisation of General Management and status of the Chief Executive Officer

- for the purchase of biomass fuels, for a maximum aggregate value of €30 million each year (or its equivalent value in any other currency) and for a maximum per guarantee of €2.5 million (or its equivalent value in any other currency);
  - for the purchase of other fuels, for a maximum aggregate value of €60 million each year (or its equivalent value in any other currency) and for a maximum per guarantee of €10 million (or its equivalent value in any other currency);
  - for any other reason or any other beneficiary, for a maximum aggregate value of €30 million each year (or its equivalent value in any other currency) and for a maximum per guarantee of €30 million (or its equivalent value in any other currency).
- This authorisation was renewed on similar terms for the 2021 financial year at the 3 December 2020 meeting of the Board of Directors. Accordingly, barring special authorisations from the Board of Directors, the Chief Executive Officer was, during the 2021 financial year, authorised to furnish sureties, pledges and guarantees under the following conditions:
- to any tax and customs authorities, for an unlimited amount, with the option to further delegate;
  - for any other reason, with the option to further delegate, for a maximum aggregate value of €30 million per guarantee (or its equivalent value in any other currency), provided that such securities, pledges and guarantees are furnished in connection with commitments entered into by a company controlled by the Company as per Article L. 233-16 of the French Commercial Code;
  - for the following reasons and subject to the following terms and conditions, with the option to further delegate, in the case of securities, pledges and guarantees furnished in connection with commitments entered into by a company that is not controlled by the Company within its scope of consolidation:
    - for the purchase of biomass fuels, for a maximum aggregate value of €50 million each year (or its equivalent value in any other currency) and for a maximum per guarantee of €2.5 million (or its equivalent value in any other currency);
    - for the purchase of other fuels, for a maximum aggregate value of €60 million each year (or its equivalent value in any other currency) and for a maximum per guarantee of €10 million (or its equivalent value in any other currency);
    - for any other reason or any other beneficiary, for a maximum aggregate value of €30 million each year (or its equivalent value in any other currency) and for a maximum per guarantee of €30 million (or its equivalent value in any other currency).
- Pursuant to the Internal Regulations of the Board of Directors, the Board of Directors must authorise:
- all major investments, with the exception of capital expenditure for maintenance work, necessary for industrial or external growth projects during the year and, if applicable, the financing thereof;
  - all capital expenditure for maintenance work that entails immediate or future commitments that exceed the amounts budgeted therefor, as stated in the budget approved by the Board of Directors;
  - all significant sales or contributions of assets;
  - and any significant transaction that is not part of the strategy approved by the Board of Directors or that entails immediate or future commitments that exceed the budget approved by the Board of Directors.

## 2.2.4. LIST OF THE MAIN OFFICES AND POSITIONS HELD BY THE CHIEF EXECUTIVE OFFICER DURING THE 2020 FINANCIAL YEAR AND THE FIVE PREVIOUS YEARS

### Frédéric Moyne, Director, Chairman and Chief Executive Officer

- Born on 15 October 1975, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): none
- Business address: Albioma, Tour Opus 12, 77 esplanade du Général de Gaulle, 92914 La Défense Cedex
- Held 72,561 Albioma shares and 110,650 BSAAR warrants<sup>1</sup> as at 31 December 2020

Frédéric Moyne's biography can be found in Section 1.5.3.2 on page 27 of this Universal Registration Document.

#### Other offices and positions held at 31/12/2020

##### WITHIN ALBIOMA GROUP

Quant 2008 A SRL (Italy)	Director
Quant Energia Italia SRL (Italy)	Director

##### OUTSIDE ALBIOMA GROUP

Syndicat des Énergies Renouvelables	Chairman of the Overseas Regions Committee within the Board of Directors
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#### Other offices and positions held during the last five years, expired at 31/12/2020

##### WITHIN ALBIOMA GROUP

		Expiry
Albioma Solaire France SAS	Permanent representative of Albioma in its capacity as Chairman	2019
Albioma Solar Assets France 1 SAS	Permanent Representative of Albioma Solaire France in its capacity as Chairman	2019
Albioma Solar Assets France 2 SAS	Permanent Representative of Albioma Solaire France in its capacity as Chairman	2019
Eco Énergie Habitation SAS	Permanent Representative of Albioma Solaire France in its capacity as Chairman	2019
Société Énergétique de Cazaux de Larboust SAS	Permanent Representative of Albioma Solaire France in its capacity as Chairman	2019
OTS	Permanent Representative of Albioma Solaire France in its capacity as Chief Executive Officer	2019
Corbières Photo 1	Permanent Representative of Albioma Solaire France in its capacity as Chief Executive Officer	2019
Quantum Caraïbes SAS	Member of the Commitments Committee	2017
Albioma Participações do Brasil LTDA (Brazil)	Chief Executive Officer	2016
Albioma Rio Pardo Termoeletrica LTDA (Brazil)	Chief Executive Officer	2016
Albioma Codora Energia SA (Brazil)	Chief Executive Officer	2016

##### OUTSIDE ALBIOMA GROUP

None

## 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

### 2.3.1. MEMBERSHIP OF THE BOARD OF DIRECTORS

#### 2.3.1.1. Membership of the Board of Directors at 31 December 2020

The table below summarises the membership of the Board of Directors at 31 December 2020. Additional information on the current corporate officers on this date is provided in Section 2.3.2.1 on pages 93 *et seq.* of this Universal

Registration Document. Information on changes to the composition of the Board of Directors since the beginning of the 2020 financial year and on changes to the composition of the Board of Directors that the General Meeting that will be held on 25 May 2021 will be asked to approve is also provided in Sections 2.3.1.5 and 2.3.1.6 on pages 92 *et seq.* of this Universal Registration Document.

<sup>1</sup> See additional information in Section 6.2.2.2 on pages 260 *et seq.* of this Universal Registration Document.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

At 31 December 2020, the Company's Board of Directors had eight members:

- the Chairman and Chief Executive Officer;
- six independent Directors;
- Bpifrance Investissement, acting on behalf of the ETI2020 fund which it manages, a Company shareholder, which held 5.08% of the share capital as at 31 December 2020.

On this date, the members of the Board of Directors did not include:

- any Directors appointed by the employees (Article L. 225-27 of the French Commercial Code);
- any Directors representing employee shareholders (Article L. 225-23 of the French Commercial Code), given that the percentage of the share capital held by employees of the Company or of any related companies at 31 December 2020 was under 3% (see the information provided in Section 6.3.4 on page 265 of this Universal Registration Document).

In addition, a representative of the Social and Economic Committee is systematically invited to meetings of the Board of Directors and may attend in a non-voting capacity.

Identity	Offices held within the Company	Date of first appointment	Date of most recent appointment <sup>1</sup>	Expiry date <sup>2</sup>
Frédéric Moyne	Director	31/05/2017	n/a	2021 GM
	Chief Executive Officer	01/03/2016 <sup>3</sup>	29/05/2020	2024 GM
	Chairman of the Board of Directors	27/05/2019	n/a	2021 GM
Jean-Carlos Angulo	Independent Director	30/05/2013	31/05/2017	2021 GM
	Chairman of the Commitments Committee	13/04/2016	27/05/2019	2021 GM
	Member of the Corporate Social Responsibility Committee	30/05/2013	27/05/2019	2021 GM
Pierre Bouchut	Independent Director	30/05/2018	n/a	2022 GM
	Chairman of the Audit, Accounts and Risks Committee	30/05/2018	27/05/2019	2022 GM
	Member of the Nomination, Remuneration and Governance Committee	30/05/2018	27/05/2019	2022 GM
Bpifrance Investissement	Director	31/05/2017	n/a	2021 GM
	Member of the Commitments Committee	31/05/2017	27/05/2019	2021 GM
	Member of the Audit, Accounts and Risks Committee	31/05/2017	27/05/2019	2021 GM
	Member of the Nomination, Remuneration and Governance Committee	30/05/2018	27/05/2019	2021 GM
Sébastien Moynot	Permanent representative of Bpifrance Investissement in its capacity as Director, member of the Commitments Committee, member of the Audit, Accounts and Risks Committee and member of the Nomination, Remuneration and Governance Committee	29/01/2019	n/a	n/a
Marie-Claire Daveu	Independent Director	28/05/2015	27/05/2019	2023 GM
	Chairwoman of the Corporate Social Responsibility Committee	28/05/2015	27/05/2019	2023 GM
	Member of the Nomination, Remuneration and Governance Committee	31/05/2017	27/05/2019	2023 GM
Florence Lambert	Independent Director	27/05/2019	n/a	2023 GM
	Member of the Corporate Social Responsibility Committee	27/05/2019	n/a	2023 GM
Frank Lacroix	Independent Director	27/05/2019 <sup>4</sup>	n/a	2021 GM
	Member of the Commitments Committee	27/05/2019	n/a	2021 GM
	Member of the Audit, Accounts and Risks Committee	27/05/2019	n/a	2021 GM
Ulrike Steinhorst	Independent Director	19/09/2017 <sup>5</sup>	n/a	2021 GM
	Chairwoman of the Nomination, Remuneration and Governance Committee	19/09/2017	27/05/2019	2021 GM
	Member of the Corporate Social Responsibility Committee	30/05/2018	27/05/2019	2021 GM

1. Or, for members of specialised Committees of the Board of Directors, date of most recent confirmation by the Board of Directors of the membership of that Committee.

2. GM n: term of office will expire at the close of the General Meeting to be held in year n with a view to approving the financial statements for the previous financial year.

3. Effective from 1 June 2016.

4. Provisional appointment by the Board of Directors to replace Jacques Pêtry, for the remainder of the latter's term of office as Director, ratified by the General Meeting of 29 May 2020.

5. Provisional appointment by the Board of Directors to replace Michèle Remillieux, for the remainder of the latter's term of office as Director, ratified by the General Meeting of 30 May 2018.

1. Furthermore, given its size, the Company was not subject to the provisions of Article L. 225-27-1 of the French Commercial Code, and was therefore not required to take, in 2020, any measures that would result in the appointment of Directors representing employees.

### 2.3.1.2. Status of Directors

#### Appointment of Directors

The Board of Directors has between three and 12 members, appointed by the General Meeting. Their term of office lasts four years and expires at the close of the General Meeting called to approve the financial statements for the financial year just ended, held in the year in which said term of office expires.

As an exception, in the event of a vacancy following the death or resignation of a Director, the Board of Directors may, between two General Meetings, appoint Directors on a temporary basis, for the remainder of the term of office of the Director who has died or resigned. In such an event, this temporary appointment is subject to ratification by the General Meeting, although the lack of ratification does not invalidate decisions of the Board of Directors adopted in the presence of the Director appointed temporarily. However, this process cannot be used when the death or resignation of a Director results in the number of Directors falling to fewer than three.

No more than one-third of the total number of Directors in office may be aged over 70. Whenever this maximum is exceeded, the oldest Director who has not served or does not serve as Chairman of the Board of Directors, or who has not served as Chief Executive Officer of the Company, shall stand down at the next General Meeting, unless the aforementioned proportion has been re-established as a result of a decision of the Board of Directors.

At 31 December 2020, only one Director was aged over 70 and the average age of Board members was 56.8 years, compared to 55.8 years 12 months earlier.

Pursuant to the Memorandum and Articles of Association, the Directors must hold at least four hundred (400) Company shares in registered form throughout their term of office. In the event a Director does not hold the aforementioned number of shares at the time of his appointment or ceases to hold the aforementioned number at any time during his term of office, he/she shall be deemed to have automatically resigned unless he/she remedies the situation within a period of six (6) months. At 31 December 2020, all the Directors held the minimum number of shares required by the Memorandum and Articles of Association; all such shares are registered shares, held directly or via an intermediary.

#### Independence of Directors

At least once every financial year, the Board of Directors reviews the position of each of its members with regard to the independence criteria set out by the AFEP-MEDEF Code. Pursuant to this Code and in accordance with the Internal Regulations of the Board of Directors, a Director is considered to be independent if he/she has no relationship of any kind whatsoever with the Company, its Group or its Management that could risk colouring the Director's judgement.

The criteria used and examined by the Board of Directors are those set out in the AFEP-MEDEF Code. As such, to be considered as an independent Director, the Director must not:

- be an employee or corporate officer of the Company, an employee or Director of its parent company or of a company within its consolidation scope and not have been such during the previous five years;
- be an employee or corporate officer of a company in which the Company directly or indirectly holds a directorship or in which an employee appointed as such or a corporate officer of the Company (currently or who has held such a position within the previous five years) holds a directorship;
- be a customer, supplier, investment bank or commercial bank that is significant for the Company or its Group, or for which the Company or its Group represents a material proportion of its business;
- have close family ties with a corporate officer;
- have been an auditor of the Company at any time in the past five years;
- have been a Director of the Company for more than 12 years.

Furthermore, the Board of Directors examines the links between the Directors and any significant shareholder in the Company.

During the annual review of the position of the Directors for the 2019 financial year, undertaken at the meeting of the Board of Directors of 27 April 2020, the following Directors were deemed to qualify as independent Directors:

- Jean-Carlos Angulo;
- Pierre Bouchut;
- Marie-Claire Daveu;
- Frank Lacroix;
- Florence Lambert;
- Ulrike Steinhorst.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

None of the Directors qualifying as independent Directors had any direct or indirect business relationship with the Company or its Group.

The Board of Directors thus found that the following did not qualify as independent Directors:

- Frédéric Moyne, who has served as the Company's Chief Executive Officer since 1 June 2016;
- Bpifrance Investissement, which, through the ETI 2020 fund which it manages, holds a material interest in the company (see additional information in Section 6.3.2.2 on page 263 of this Universal Registration Document).

These findings were confirmed at the time of the annual review of the position of the Directors for the 2020 financial year, carried out at the meeting of the Board of Directors of 21 April 2021. The proportion of independent Directors, namely 75%, was therefore higher than the 50% minimum recommended by the AFEP-MEDEF Code for uncontrolled companies at that date.

#### Management of conflicts of interest

Over and above the considerations relating to the independence of Directors, the Board of Directors regularly checks that all the Directors are in a position to freely exercise their judgement at all times. The Lead Independent Director takes preventive measures, together with the Chairman of the Board of Directors, to raise awareness amongst the Chairman and Chief Executive Officer and other Board members regarding situations likely to give rise to conflicts of interest. He notifies the Board of Directors regarding any potential conflicts of interest involving Directors that were brought to his attention or of which he became aware and helps manage them.

The position of Directors concerning potential conflicts of interest between their duties with regard to the Company and their private interests or other duties is thus examined by the Board of Directors alongside the review of their independence. Each Director is then asked to:

- formally confirm his/her undertaking to inform the Board of Directors, in accordance with the provisions of the Directors' Charter, of any situation involving a conflict of interest or potential conflict of interest, and, in the event of a known conflict of interest, to abstain from participating in discussions and voting on the corresponding resolution;

- formally inform the Board of Directors of the existence of such situations involving a known or potential conflict of interest.

None of the declarations made by the Directors during the review of their position (meetings of the Board of Directors of 27 April 2020 and, most recently, 21 April 2021) revealed the existence of any known conflict of interest.

#### Multiple offices

The rules applicable to Directors and to the Chairman of the Board of Directors under the Directors' Charter are as follows:

- the Directors, including the Chairman of the Board of Directors, cannot hold more than four other offices in listed non-Group companies, including foreign companies;
- the Chairman of the Board of Directors must inform the Board of Directors before accepting any office in any listed or unlisted non-Group company;
- the Chairman of the Board of Directors must obtain the consent of the Board of Directors before accepting any office in a listed non-Group company;
- the Directors, including the Chairman of the Board of Directors, must keep the Board of Directors informed of all significant positions and offices they hold in listed or unlisted non-Group companies, including membership of specialised committees set up by boards of directors.

As of the date of filing of this Universal Registration Document, all Company Directors, including the Chairman and Chief Executive Officer (see additional information in Section 2.2.2 on page 85 of this Universal Registration Document on the rules applicable to the Chief Executive Officer), comply with these obligations. The significant offices and positions held by corporate officers during the 2020 financial year are set out in Section 2.3.2.1 on pages 93 *et seq.* of this Universal Registration Document.

### Stock market ethics

The Directors are required to comply with the applicable rules regarding the prevention of the criminal offence and administrative breach of insider dealing. They are thus subject to the Company's stock market ethics rules.

Each Director is responsible for determining whether information he/she holds is inside information and, in consequence thereof, deciding whether or not he/she is entitled to use or transmit such information, and whether or not he/she is entitled to trade in the Company's securities. Where appropriate, the Directors may seek support from the Secretary of the Board of Directors (who also acts as the Group's Ethics Officer) to determine whether or not any actions they intend to take comply with the applicable rules regarding the prevention of the criminal offence and administrative breach of insider dealing.

The Directors are also required to refrain from trading in the Company's securities during the following black-out periods:

- In the 30 calendar days prior to the Company's announcement of its annual and half-yearly results;
- In the 15 calendar days prior to the Company's publication of the quarterly financial information for Q1 and Q3.

Lastly, in accordance with the provisions of Article 19 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014, Articles L. 621-18-2 and R. 621-43-1 of the French Monetary and Financial Code and Article 223-23 of the AMF General Regulations, the Directors and managers, their families and friends are required to disclose to the AMF all trading in the Company's securities when the amount of such trading exceeds €20,000 in any calendar year.

The disclosures are made via the AMF's on-line system for filing information (Organisation Numérique de la Direction des Émetteurs – ONDE), where applicable by the Secretary of the Board of Directors (who also acts as the Group's Ethics Officer) when the Directors have expressly authorised the Secretary to make such disclosures. They are then made public by the AMF on its website.

A summary of trading in the Company's securities disclosed during the 2020 financial year is provided in Section 2.5 on page 140 of this Universal Registration Document.

### Declaration regarding integrity

During the review of the Directors' position (meetings of the Board of Directors of 27 April 2020 and, most recently, 21 April 2021), each Director formally confirmed that he/she:

- is not linked to any other members of the Board of Directors via any family ties;
- has not been convicted of fraud during the last five years;
- has not been associated with any insolvency, receivership or liquidation as a member of an administrative, management or supervisory body or as a senior manager;
- has not been accused and/or publicly and officially sanctioned by any statutory or regulatory authorities (including designated professional bodies);
- has not been prevented by a court, during the last five years, from acting as a member of an administrative, management or supervisory body of a listed company (or from offering financial securities to the public) or from taking part in managing or running the business of such a company.

#### 2.3.1.3. Gender balance on the Board of Directors

At 31 December 2020, three women sat on the Board of Directors out of a total of eight Directors, representing 37.5% of the Directors in office, unchanged on 31 December 2019.

On both these dates, given that the Board of Directors had eight members, the proportion of Directors of each gender thus complied with the recommendations of Articles L. 225-18-1 and L. 22-10-3 of the French Commercial Code and the recommendations of the AFEP-MEDEF Code.

The proposed changes to the composition of the Board of Directors put to the General Meeting of 25 May 2021 for approval will not affect the compliance of the composition of the Board with the foregoing laws and Code.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

#### 2.3.1.4. Staggering the renewal of Directors' terms of office

In accordance with the recommendations of the AFEP-MEDEF Code, the Board of Directors, on the basis of the work of the Nomination, Remuneration and Governance Committee, ensures that the Directors' terms of office are staggered so as to avoid a mass renewal and to foster harmonious renewal. The simultaneous expiry, at the General Meeting of 25 May 2021, of the terms of office of five Directors (for further details see Section 7.2.1.5, page 291 *et seq.* of this Universal Registration Document), led the Board of Directors, on the recommendation of the Nomination, Remuneration and Governance Committee, to ask the General Meeting to amend Article 19 of the Memorandum and Articles of Association. This is to allow the Board of Directors to ask the General Meeting to reappoint Directors for terms of office of under four years, so as to re-establish and subsequently maintain the renewal of one quarter of the terms of office on the Board of Directors each year (see additional information in Section 7.2.2.5 on pages 303 *et seq.* of this Universal Registration Document).

#### 2.3.1.5. Changes made to the composition of the Board of Directors during the 2020 financial year

The General Meeting of 29 May 2020 ratified the provisional appointment of Frank Lacroix as Director at the 27 May 2019 meeting of the Board of Directors held following the General Meeting that same day, for the remainder of the term of office of Jacques Pétry, who had resigned *i.e.*, to the close of the General Meeting called in 2021 to approve the 2020 financial statements.

#### 2.3.1.6. Changes to the composition of the Board of Directors to be put to the General Meeting of 25 May 2021 for approval

The General Meeting of 25 May 2021 will be asked to reappoint the following Directors:

- Frédéric Moynes for a four-year term expiring at the end of the General Meeting to be held in 2025 to approve the 2024 financial statements;
- Jean-Carlos Angulo for a two-year term expiring at the end of the General Meeting to be called in 2023 to approve the 2022 financial statements (or for a four-year term expiring at the end of the General Meeting to be called in 2025 to approve the 2024 financial statements should the General Meeting reject the amendment to Article 19 of the Memorandum and Articles of Association that shareholders are also asked to consider);
- Bpifrance Investissement for a three-year term expiring at the end of the General Meeting to be called in 2024 to approve the 2023 financial statements (or for a four-year term expiring at the end of the General Meeting to be called in 2025 to approve the 2024 financial statements should the General Meeting reject the amendment to Article 19 of the Memorandum and Articles of Association that shareholders are also asked to consider);
- Frank Lacroix for a four-year term expiring at the end of the General Meeting to be held in 2025 to approve the 2024 financial statements;
- Ulrike Steinhorst for a three-year term expiring at the end of the General Meeting to be called in 2024 to approve the 2023 financial statements (or for a four-year term expiring at the end of the General Meeting to be called in 2025 to approve the 2024 financial statements should the General Meeting reject the amendment to Article 19 of the Memorandum and Articles of Association that shareholders are also asked to consider);

For additional information on these topics, please see Section 7.2.1.5 on pages 291 *et seq.* and 7.2.2.5, pages 303 *et seq.* of this Universal Registration Document.

### 2.3.2. LIST OF THE MAIN OFFICES AND POSITIONS HELD BY THE DIRECTORS DURING THE 2020 FINANCIAL YEAR AND THE FIVE PREVIOUS YEARS

#### 2.3.2.1. Directors in office as at the date of filing of the Universal Registration Document

##### Frédéric Moyne, Chairman and Chief Executive Officer

See additional information in Section 1.5.3.2 on page 27 of this Universal Registration Document.

##### Jean-Carlos Angulo, independent Director, Chairman of the Commitments Committee, member of the Corporate Social Responsibility Committee

- Born on 13 April 1949, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): none
- Business address: Albioma, Tour Opus 12, 77 esplanade du Général de Gaulle, 92914 La Défense Cedex
- Held 756 Albioma shares as at 31 December 2020

A graduate of the École Nationale Supérieure des Mines de Nancy (1971) and INSEAD business school, Jean-Carlos Angulo was a Project Engineer at Société Européenne de Propulsion (SEP) from 1971 to 1974. He joined Lafarge Group in 1975 as Project Manager, then held management positions in several subsidiaries and business divisions, notably in Brazil (Director of Lafarge Consultoria e Estudos, 1981-1984, General Manager of Cimento Mauà and General Manager of Lafarge for the Southern region of Latin America from 1990-1996). Jean-Carlos Angulo was General Manager of Lafarge Ciments France from 1996 to 1999, then in 2000 he was appointed Deputy General Manager of the Lafarge group and in 2007 a member of the group's Executive Committee. After serving as Executive Vice President in charge of Operations between 2012 and 2013, he was appointed Executive Vice President, Advisor to the Chairman, in September 2013, remaining in office until January 2015 when he retired. He joined Albioma's Board of Directors in 2013.

#### Other offices and positions held at 31/12/2020

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Netafim Ltd (Israel)	Director
Netafim Ltd (Israel)	Chairman of the Audit Committee

#### Other offices and positions held during the last five years, expired at 31/12/2020

Expiry

##### WITHIN ALBIOMA GROUP

Albioma SA <sup>1</sup>	Member of the Commitments and Monitoring Committee	2016
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##### OUTSIDE ALBIOMA GROUP

Armacell International SA (Luxembourg)	Member of the Supervisory Board	2020
Cemento Polpaico (Chile)	Director	2018
Lafarge Africa Plc (Nigeria) <sup>1</sup>	Director	2017

1. Listed company.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

#### **Pierre Bouchut, Lead Independent Director, Chairman of the Audit, Accounts and Risks Committee, member of the Nomination, Remuneration and Governance Committee**

- Born on 22 August 1955, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): none
- Business address: Albioma, Tour Opus 12, 77 esplanade du Général de Gaulle, 92914 La Défense Cedex
- Held 407 Albioma shares as at 31 December 2020

Pierre Bouchut is a graduate of HEC business school, holds a Master's degree in applied economics from Paris Dauphine University and is a reserve officer with the French Navy. He has many years' experience in finance, retail, industry and other sectors. He began his career with Citibank and McKinsey. He has also served as Chief Finance Officer and then Chief Executive Officer of Casino Group, Chief Finance Officer and member of the Management Board of Schneider Electric, Chief Finance Officer of Carrefour Group and the Delhaize Group, and Operational Head of European activities and member of the Management Board of Ahold Delhaize. He is currently Director and Chairman of the Audit Committees of Geopost, Hammerson, Firmenich and of GVC Holdings. He joined Albioma's Board of Directors in 2017.

#### **Other offices and positions held at 31/12/2020**

##### **WITHIN ALBIOMA GROUP**

None

##### **OUTSIDE ALBIOMA GROUP**

Firmenich SA (Switzerland) <sup>1</sup>	Director
Firmenich SA (Switzerland) <sup>1</sup>	Chairman of the Audit Committee
Geopost SA	Director
Geopost SA	Chairman of the Audit Committee
Groupement Forestier de Meymac-Villemaumy	Manager
Entain PLC (Isle of Man) <sup>1</sup>	Director
Entain PLC (Isle of Man) <sup>1</sup>	Chairman of the Audit Committee
Hammerson PLC (UK) <sup>1</sup>	Director
Hammerson PLC (UK) <sup>1</sup>	Chairman of the Audit Committee
Qualium Investissement SAS	Member of the Policy Committee

#### **Other offices and positions held during the last five years, expired at 31/12/2020**

**Expiry**

##### **WITHIN ALBIOMA GROUP**

None

##### **OUTSIDE ALBIOMA GROUP**

Ahold Delhaize NV (Netherlands) <sup>1</sup>	Member of the Management Board	2018
La Rinascente Spa (Italy)	Director	2017
Lombard Odier Asset Management SA (Switzerland)	Member of the Advisory Board	2017

1. Listed company.

**Bpifrance Investissement, Director, member of the Commitments Committee, member of the Audit, Accounts and Risks Committee and member of the Nomination, Remuneration and Governance Committee**

- French simplified limited company (*société par actions simplifiée*) with a share capital of €20,000,000.00, registered as number 433 975 224 in the Créteil Trade and Companies Register
- Registered office: 27/31 avenue du Général Leclerc, 94710 Maisons Alfort Cedex
- Held 1,604,899 Albioma shares as at 31 December 2020

Bpifrance, whose capital is owned by la Caisse des Dépôts and the French State, invests in companies as a minority shareholder in order to support their development. The professional private equity fund ETI 2020, which is managed by Bpifrance Investissement (a subsidiary of Bpifrance), has received €3 billion from Bpifrance which it invests in medium-sized French companies with the aim of helping them to accelerate their innovation and development projects, and more specifically their international projects. Bpifrance Investissement joined Albioma's Board of Directors in 2017.

**Other offices and positions held at 31/12/2020**

**WITHIN ALBIOMA GROUP**

None

**OUTSIDE ALBIOMA GROUP**

ADE Holding SAS	Member of the Supervisory Board
Altrad Investment Authority SAS	Director
Attis 2 SAS	Member of the Supervisory Board
Bastide le Confort Medical SA <sup>1</sup>	Director
Beneteau SA <sup>1</sup>	Director
Canosque Holding SAS - La Maison Bleue	Director
Cosmeur SAS	Chairman of the Board of Directors
DR Holding SAS	Member of the Supervisory Board
Early Makers Group SA	Member of the Supervisory Board
Educin Topco SAS	Member of the Supervisory Board
Effeil 65 SAS	Member of the Strategic Committee
Gascogne SA	Censor of the Board of Directors
GCE TCO 1	Director
Grandir SAS	Member of the Supervisory Board
Green Yellow SAS	Member of the Supervisory Board
Kelenn Participations SAS	Director
Neoen SA	Director
Neoxco SAS	Member of the Supervisory Board
Nexteam Group SAS	Advisory member of the Supervisory Board
PN VII Investment S.C.Sp. (Luxembourg)	Director
Sabena Technics Participation	Member of the Supervisory Board
Sagesse Retraite Santé Holding SAS	Member of the Supervisory Board
Société d'Assistance et Gestion du Stationnement SAS	Member of the Supervisory Board
SSCP Aero Topco SAS	Member of the Supervisory Board
Sulo Group SAS	Member of the Supervisory Board
Talentsoft SA	Censor of the Board of Directors
Total Eren SA	Director

1. Listed company.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

Other offices and positions held during the last five years, expired at 31/12/2020		Expiry
<b>WITHIN ALBIOMA GROUP</b>		
Albioma SA <sup>1</sup>	Member of the Corporate Social Responsibility Committee	
<b>OUTSIDE ALBIOMA GROUP</b>		
GGE BCO 1	Director	2020
Sandaya Holding SAS	Advisory member of the Supervisory Board	2019
Finsecur SA	Member of the Supervisory Board	2019
Insignis SAS	Director	2019
Sarenza SAS	Director	2018
Neoen SAS	Member of the Supervisory Board	2018
Neoen SAS	Advisory member of the Board	2018
Algonquin Management Partners SAS	Director	2018
Group GPS SAS	Member of the Strategic Committee	2018
Lucia Holding SAS	Director	2017
De Dietrich	Member of the Supervisory Board	2017
Talend	Director	2016

1. Listed company.

**Sébastien Moynot, permanent representative of Bpifrance Investissement in its capacity as Director, member of the Commitments Committee, member of the Audit, Accounts and Risks Committee and member of the Nomination, Remuneration and Governance Committee**

- Born on 29 February 1972, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): member of the Growth Capital Management Committee of Bpifrance Investissement
- Business address: Bpifrance, 6-8 boulevard Haussmann, 75009 Paris
- Did not hold any Albioma shares as at 31 December 2020

Sébastien Moynot is an alumnus of the École Normale Supérieure de Paris and holds a degree in probabilities. He also qualified as a teacher of mathematics and is a graduate of the École Nationale de la Statistique et de l'Administration Économique. Since 2013, he has been a member of the Growth Capital Management Committee of Bpifrance Investissement, more specifically responsible for equity investments in mid and large corporates. He joined Fonds Stratégique d'Investissement as Chief Investment Officer when it was established in 2009. Prior to this, Sébastien Moynot had spent a decade in the Treasury Department at the Finance Ministry where he held a number of positions. He was in particular responsible for the transport sector at Agence des Participations de l'État and before that Head of Strategy and Capital Markets at Agence France Trésor. He has held and continues to hold various offices in unlisted companies. Since 29 January 2019, he has represented Bpifrance Investissement in its capacity as Director of Albioma.

**Other offices and positions held at 31/12/2020**

**WITHIN ALBIOMA GROUP**

None

**OUTSIDE ALBIOMA GROUP**

Beneteau SA <sup>1</sup>	Director
Cosmeur SAS	Chairman of the Board of Directors
Altrad Investment Authority SAS	Director
Green Yellow SAS	Member of the Supervisory Board
Vivescia Industries SCA <sup>1</sup>	Advisory member of the Supervisory Board
Vivescia Industries SCA <sup>1</sup>	Member of the Audit Committee
Nexteam Group	Advisory member of the Supervisory Board
Verallia	Director

**Other offices and positions held during the last five years, expired at 31/12/2020**

**Expiry**

**WITHIN ALBIOMA GROUP**

None

**OUTSIDE ALBIOMA GROUP**

NTL Holding SAS	Director	2019
Horizon Holdings SAS	Director	2019
Farinia SA	Director	2018
AD Industries SAS	Advisory member	2016

1. Listed company.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

#### Marie-Claire Daveu, independent Director, Chairwoman of the Corporate Social Responsibility Committee, member of the Nomination, Remuneration and Governance Committee

- Born on 5 April 1971, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): Chief Sustainability Officer and Head of International Institutional Affairs, member of the Executive Committee of Kering Group
- Business address: Kering, 40 rue de Sèvres, 75007 Paris
- Held 412 Albioma shares as at 31 December 2020

She is a graduate of the Institut National Agronomique Paris-Grignon (INA PG), and of the École Nationale du Génie Rural, des Eaux et des Forêts (ENGREF). She also holds a Masters (DESS) in public administration from Paris-Dauphine University. After embarking on a career as a senior civil servant in the field of agriculture and the environment, Marie-Claire Daveu was Technical Advisor to the Office of Prime Minister Jean-Pierre Raffarin, before being appointed Principal Private Secretary to Serge Lepeltier, Minister of Ecology and Sustainable Development in 2004. In 2005, Marie-Claire Daveu joined Sanofi-Aventis as Head of Sustainable Development. Between 2007 and 2012 she served as Principal Private Secretary to Nathalie Kosciusko-Morizet, who was initially Secretary of State for Ecology before becoming Secretary of State for Forward Planning and the Digital Economy and then Minister for Ecology, Sustainable Development, Transport and Housing. In September 2012 she took up her current position as Chief Sustainability Officer and Head of International Institutional Affairs for Kering Group. She is also a member of Kering Group's Executive Committee. She joined Albioma's Board of Directors in 2015.

#### Other offices and positions held at 31/12/2020

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Crédit Agricole SA <sup>1</sup>	Director
Crédit Agricole SA <sup>1</sup>	Member of the Risk Committee
Crédit Agricole SA <sup>1</sup>	Member of the Remuneration Committee
Kering SA <sup>1</sup>	Chief Sustainability Officer and Head of International Institutional Affairs
Kering SA <sup>1</sup>	Member of the Executive Committee
Compagnie du Ponant SAS	Member of the Supervisory Board

#### Other offices and positions held during the last five years, expired at 31/12/2020

Expiry

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Crédit Agricole Corporate and Investment Banking (CACIB) SA	Director	2019
Crédit Agricole Corporate and Investment Banking (CACIB) SA	Chairwoman of the Risks Committee	2019
Saft Groupe SA <sup>1</sup>	Director	2018
Crédit Agricole Corporate and Investment Banking (CACIB) SA	Chairwoman of the Nomination Committee	2017
Saft Groupe SA <sup>1</sup>	Member of the Supervisory Board	2016

1. Listed company.

### Frank Lacroix, independent Director, member of the Commitments Committee, member of the Audit, Accounts and Risks Committee

- Born on 18 August 1964, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): Chief Executive Officer of Elior Services
- Business address: SNCF Mobilités, Direction Générale TER, Campus Infinity, 116 cours Lafayette, CS13511, 69489 Lyon Cedex 03, France
- Held 400 Albioma shares as at 31 December 2020

Born on 18 August 1964, Frank Lacroix is an engineer and a graduate from the École Centrale de Marseille. Chief Executive Officer of the regional trains division at SNCF from 2016 to 2020. He joined Elior Group in February 2021 as Chief Executive Officer of Elior Services. Frank Lacroix previously had a long career in the energy sector. Frank Lacroix was Chairman and Chief Executive Officer of Dalkia Group from 2011 to 2014, and a member of the Executive Committee of Veolia, where he held the positions of Head of Low Current and Public Lighting, Regional Operations Manager, Chief Operating and Technical Officer and CEO France for Dalkia Group. In July 2014, upon termination of EDF's and Veolia's strategic partnership with respect to Dalkia, he joined EDF Group and held the positions of Vice-President for R&D and Vice-President Europe in the International Division. He joined Albioma as a Director on 27 May 2019.

#### Other offices and positions held at 31/12/2020

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

None

#### Other offices and positions held during the last five years, expired at 31/12/2020

Expiry

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Union des Transports Publics et Ferroviaires	Director	2020
Fondation SNCF	Director	2020
E-Voyageurs.SNCF SAS	Director	2020
Veolia SGPS Portugal (Portugal)	Director	2016

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

#### Florence Lambert, independent Director, member of the Corporate Social Responsibility Committee

- Born on 26 November 1972, of French nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): Chair of Genvia
- Business address: Albioma, Tour Opus 12, 77 esplanade du Général de Gaulle, 92914 La Défense Cedex
- Held 400 Albioma shares as at 31 December 2020

Florence Lambert joined CEA in February 2000 and held various managerial roles relating to renewable energy and energy storage systems. In 2006, she joined the French National Solar Energy Institute (CEA-INES) and launched the first research platform for stationary storage in Europe. In 2009, she developed the Transport division at CEA-LITEN, focusing on the development and integration of two key components: lithium-ion batteries and fuel cells. She played a key role in various low emission vehicle development projects in France. In 2013, as Director of the LITEN Institute (1,000 researchers), she led a team covering various technological fields: solar, transport, hydrogen, biomass and nano-materials. She was also responsible, from 2013 to 2018, for national industrial energy storage plans, under the responsibility of the Ministry for the Economy and the Ministry of Ecology. In June 2018, Florence Lambert was appointed Chairwoman of the Industry, Employment and Innovation Committee within the Board of Directors of the Syndicat des Énergies Renouvelables. In February 2019, she was appointed General Chair of the EU PVSEC 2019 conference following nomination and approval by the International Scientific Advisory Committee of EU PVSEC. On 1 March 2021, she became head of Genvia, a company specialised in electrolysis production. She joined Albioma as a Director on 27 May 2019.

#### Other offices and positions held at 31/12/2020

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Syndicat des Énergies Renouvelables	Chairwoman of the Industry, Employment and Innovation Committee within the Board of Directors
Hydrogen Refueling Solutions SA <sup>1</sup>	Director

#### Other offices and positions held during the last five years, expired at 31/12/2020

Expiry

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

None

1. Listed company.

### Ulrike Steinhorst, independent Director, Chairwoman of the Nomination, Remuneration and Governance Committee, member of the Corporate Social Responsibility Committee

- Born on 2 December 1951, of German nationality
- Main position held outside the Group as of the date of filing of this Universal Registration Document (when the position held within the Group is not the main position): none
- Business address: Albioma, Tour Opus 12, 77 esplanade du Général de Gaulle, 92914 La Défense Cedex
- Held 409 Albioma shares as at 31 December 2020

Ulrike Steinhorst, a German national, has extensive C-suite experience, particularly at EDF, Degussa/Evonik and EADS/Airbus, with her career focussed on international markets and particular emphasis on industry and strategy. She joined Électricité de France (EDF) in 1990 following time in the cabinet of the French Minister for Europe during the reunification of Germany. She held various positions at EDF before becoming responsible for the international subsidiaries of the Industry Division. She joined Degussa Group in Germany in 1999, before coming back to France in 2003 to head up the French operations. In 2007, she joined EADS as Chief of Staff to the Executive Chairperson. From 2012 to 2017, she was Head of Strategy, Planning and Finance at the Technical Division of Airbus Group. In 2017, she founded Nuria Consultancy. In parallel with her consultancy work, she is an Independent Director of various listed companies. Ulrike Steinhorst is a qualified German lawyer, holds an MBA from HEC, holds a DEA degree in public law (Paris II Pantheon University) and is a graduate of the Ecole Nationale d'Administration. She joined Albioma's Board as an independent Director in 2017.

#### Other offices and positions held at 31/12/2020

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Mersen SA <sup>1</sup>	Director
Mersen SA <sup>1</sup>	Chairwoman of the Nomination, Remuneration and Governance Committee
Valeo SA <sup>1</sup>	Director
Valeo SA <sup>1</sup>	Chairwoman of the Strategy Committee
Valeo SA <sup>1</sup>	Member of the Governance, Nomination and Corporate Social Responsibility Committee, in charge of CSR
Valeo SA <sup>1</sup>	Member of the Remuneration Committee
École des Mines – ParisTech	Member of the Board of Directors
Franco-German Chamber of Commerce and Industry	Member of the Board of Directors
Fabrique de l'Industrie	Member of the Policy Committee
Nuria Consultancy SAS	Founder and Chairwoman

#### Other offices and positions held during the last five years, expired at 31/12/2020

Expiry

##### WITHIN ALBIOMA GROUP

None

##### OUTSIDE ALBIOMA GROUP

Fonds d'Innovation dans l'Industrie (F2), UIMM)	Member of the Board of Directors	2017
Airbus SE <sup>1</sup>	Head of Strategy, Planning, Finance, Corporate Technical Office	2017
Institut des Maladies Génétiques Imagine	Member of the Board of Directors	2016

1. Listed company.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

#### 2.3.2.2. Directors who ceased to hold office in the 2020 financial year

None.

#### 2.3.3. CONDITIONS FOR THE PREPARATION AND ORGANISATION OF THE WORK OF THE BOARD OF DIRECTORS

##### 2.3.3.1. Conditions for the preparation and organisation of the work of the Board of Directors and of the specialised Committees during the 2020 financial year

#### Internal Regulations of the Board of Directors and the Directors' Charter

The preparation and organisation of meetings of the Board of Directors, together with their remit, stem from application of the rules set by law, the Company's Memorandum and Articles of Association and the Internal Regulations of the Board of Directors.

The main purpose of the Internal Regulations of the Board of Directors is to supplement the applicable rules laid down by laws, regulations and the Memorandum and Articles of Association, which bind all Directors and the Board of Directors as a whole. The Internal Regulations stipulate the remit and operating procedures of the Board of Directors, as well as those of the four specialised Committees, composed of Directors, which, at its request or that of the Chairman of the Board of Directors, draw up recommendations for its attention.

The Internal Regulations were amended at the 2 March 2020 meeting of the Board of Directors, to bring them into line with the provisions of Act no. 2019-486 of 22 May 2019 on business growth and transformation regarding Director remuneration.

The Directors' Charter lays down a number of rules, in particular relating to ethics, applicable to Directors in the performance of their duties. It was most recently amended by the Board of Directors at its meeting on 21 April 2021 to bring the stock market ethics obligations of Directors into line with those arising from the application within the Group of its stock market ethics rules.

Each Director automatically signs up to the provisions of the Internal Regulations and the Directors' Charter simply by accepting his/her duties.

#### Preparation and organisation of meetings

In accordance with the provisions of the Company's Memorandum and Articles of Association, the Board of Directors meets as often as required by the Company's interests and, in any event, at least four times a year.

For each meeting, a briefing dossier is prepared that contains the information and documents necessary to review the items of business on the agenda. The Directors receive the dossier no later than 48 hours prior to the meeting, via a secure electronic system.

During the meeting, a detailed presentation on the topics appearing on the agenda is made by the Chairman and Chief Executive Officer, the Chief Operating Officers or the Secretary of the Board of Directors, assisted, where applicable, by Group employees with specific knowledge of a given topic. In the absence of the Chairman of the Board of Directors, the meetings are chaired by the Lead Independent Director or, in his absence, by a Director specifically appointed by the Board of Directors for this purpose. The Chairmen of the specialised Committees present reports to the Board on the work of their Committees. The Statutory Auditors are also heard at any meetings during which the Board of Directors reviews and approves the individual or consolidated financial statements, on the basis of which the Statutory Auditors will prepare a report.

The representative of the Social and Economic Committee systematically receives notices of all meetings of the Board of Directors and may attend in a non-voting capacity. He/she receives the same information as the Directors.

The Board of Directors can only validly deliberate if at least half of its members are present. The topics appearing on the agenda are discussed prior to putting to the vote any decisions, which are adopted by a majority vote by the Directors present or represented, the chairman of the meeting having a casting vote in the event of a tie.

Written minutes of the proceedings of meetings of the Board of Directors are prepared by the Secretary of the Board of Directors and are approved by the Board of Directors, usually at the next meeting.

The Internal Regulations of the Board of Directors authorise it to deliberate using any means of telecommunications, subject to the conditions and restrictions laid down in applicable laws and regulations.

Outside meetings, the Board of Directors regularly receives all important information concerning the Company. The Directors are alerted of any events or developments that have a material impact on activities or information previously communicated to the Board of Directors.

#### Powers and status of the Chairman of the Board of Directors

The Chairman of the Board of Directors, who must be a member of the Board of Directors, is appointed by the Board of Directors for the term of office set by it.

If the Chairman of the Board of Directors reaches the age of 65 when in office, he will remain in office until the end

of his term of office; he may then be re-appointed once or more than once by the Board of Directors, but only for a total period of time that does not exceed a Director's term of office.

The Chairman of the Board of Directors organises and oversees the work of the Board of Directors, calls meetings of the Board of Directors and chairs them. He draws up agendas for meetings and ensures that the documentation supplied to the Directors prior to the meeting enables them to express opinions on the matters put to them in full knowledge of the facts. He also coordinates the work of the Board of Directors and its specialised Committees.

The Chairman of the Board of Directors also ensures the Company is effectively governed and, namely by ensuring that the Company's practices comply with the recommendations set out in the AFEP-MEDEF Code and, more generally, best corporate governance practices.

Lastly, in addition to organising and coordinating the work of the Board of Directors and its specialised Committees and ensuring the Company is effectively governed, the Chairman of the Board of Directors is also tasked, when the roles of Chairman of the Board of Directors and of Chief Executive Officer are split, with the following:

- representing the Company with regard to national and international professional organisations, in conjunction with the Chief Executive Officer;
- representing the Company in its dealings with public authorities, supervisory and regulatory authorities and the Group's main partners and shareholders, in conjunction with the Chief Executive Officer;
- speaking in the name and on behalf of the Board of Directors, in particular to the shareholders;
- ensuring that the strategic policies defined by the Board of Directors are correctly implemented;
- ensuring, in conjunction with the Audit, Accounts and Risks Committee, the effectiveness of the internal control system and, more specifically, the internal audit function; to that effect the Chairman of the Board of Directors shall be entitled to access internal audit reports at any time and may order internal audits, provided he first informs the Chief Executive Officer.

#### **Role of the Lead Independent Director**

The role of Lead Independent Director was entrusted to Pierre Bouchut by the meeting of the Board of Directors of 24 October 2018, to take effect from the combining of the roles of Chairman of the Board of Directors and of Chief Executive Officer following the General Meeting of 27 May 2019.

Under the most recent version of the Internal Regulations of the Board of Directors, the Lead Independent Director has the following main duties.

- With respect to monitoring the proper functioning of the Board of Directors, the Lead Independent Director tracks the proper functioning of the Company's governance bodies and is free to make any proposal or recommendations he sees fits. He ensures that Directors receive the information they need to carry out their duties in the best possible manner. He assists the Board of Directors and the Nomination, Remuneration and Governance Committee with the evaluation of the work of the Board of Directors, where necessary retaining an outside consultant.
- With respect to the organisation of the work of the Board of Directors and relations with Directors, the Lead Independent Director can ask the Chairman of the Board of Directors to call a meeting of the Board of Directors with a specific agenda. He may also ask the Chairman of the Board of Directors to add items to the agenda of any meeting of the Board of Directors. Where applicable, the Lead Independent Director shall:
  - coordinate the work of the independent Directors and, more broadly, where necessary, all work by Directors done in the absence of the Chairman and Chief Executive Officer;
  - represent, insofar as necessary, the Board of Directors, particularly vis-à-vis shareholders, on matters pertaining to his duties.

The Lead Independent Director may participate in any meeting of any Board committee. He can access their work to the extent strictly necessary to carry out his duties, in agreement with the Chairman of the Committee in question.

He is closely involved in the selection of Board members.

- Lastly, with respect to the prevention and management of conflicts of interest, the Lead Independent Director takes preventive measures, together with the Chairman of the Board of Directors, to raise awareness amongst the Chairman and Chief Executive Officer and other Board members regarding situations likely to give rise to conflicts of interest. He notifies the Board of Directors regarding any potential conflicts of interest involving Directors that were brought to his attention or of which he became aware and helps manage them.

#### Role of the Secretary of the Board of Directors

At its meeting of 1 March 2016 the Board of Directors decided to formalise the role of Secretary of the Board of Directors and include principles in the Internal Regulations of the Board of Directors governing the organisation of the role. At the same meeting it appointed Mickaël Renaudeau, the Company Secretary, as Secretary of the Board of Directors. The Secretary of the Board of Directors, who may but need not be a member of the Board of Directors, performs all those tasks necessary for the smooth running of the Board of Directors, including the organisation of relations between the Company, the Directors and the Chairman of the Board of Directors. He ensures that resolutions adopted by the Board of Directors are valid and that it operates in compliance with applicable laws and regulations and the Memorandum and Articles of Association. He reports to the Chairman of the Board of Directors with regard to the performance of his duties.

Unless the various specialised Committees decide otherwise, the Secretary of the Board of Directors shall also act as secretary for all specialised Committees created by the Board of Directors. He is responsible for drawing up minutes of meetings of the Board of Directors and minutes of meetings of its specialised Committees.

The Secretary of the Board of Directors assists the Chairman of the Board of Directors and the Chairmen of the specialised Committees in the organisation of the work of the Board of Directors and the specialised Committees, and in this connection:

- helps prepare the agendas and send notices of meetings to the members of the Board or its Committees;
- helps determine the timetable for meetings of the Board of Directors and specialised Committees;
- prepare and send preparatory files for meetings of the Board of Directors and the specialised Committees, liaising with the Group's internal departments, verifying their quality and ensuring they are sent out in a timely manner;
- helps organise proceedings at meetings of the Board of Directors and specialised Committees;
- organises remote participation and facilitates the representation of absent members;
- manages the payment of Director remuneration.

Directors may seek the assistance of the Secretary of the Board of Directors for the performance of their duties, including their reporting obligations, in particular with regard to the market authorities, and to obtain clarifications concerning their obligations and duties.

The Secretary of the Board of Directors shall be authorised to certify all documents issued by the Board of Directors, including all minutes or excerpts from minutes of the meetings of the Board of Directors and any reports produced by the Board of Directors.

#### Principles of collegiality and confidentiality

The Board of Directors is a collegial body. Its decisions have always resulted from a consensus, reached among its members following in-depth discussions on the topics submitted to it. Since the 2012 financial year, all decisions of the Board of Directors have been adopted unanimously by the voting Directors.

Pursuant to the Internal Regulations of the Board of Directors, the Directors have a duty of confidentiality and non-disclosure. In this respect, Directors undertake not to speak in an individual capacity, other than during the Board's proceedings, on matters discussed at meetings of the Board of Directors.

Over and above this duty of confidentiality and non-disclosure, which applies to all individuals attending meetings of the Board of Directors, with respect to information not yet made public of which they become aware in the performance of their duties, the Directors are bound by a comprehensive obligation of confidentiality.

#### Remit of the Board of Directors

The remit of the Board of Directors is determined by applicable laws and regulations, supplemented by the provisions of the Company's Memorandum and Articles of Association and the Internal Regulations of the Board of Directors.

The Board of Directors is tasked with determining the Group's strategy and overseeing its implementation by General Management in the exercise of its own economic and financial management duties. The Directors thus approve the broad lines of the actions that General Management pursues and submits for their authorisation and control.

It collectively represents all the shareholders and acts in the Company's interests in all circumstances. In the performance of its duties, the Board of Directors may consider any matters relating to the Company's proper functioning, subject to the powers expressly attributed to the General Meeting and within the limits of the Company's objects.

## Meetings of the Board of Directors and work in 2020

Pursuant to the Internal Regulations of the Board of Directors, the Directors undertake to devote the necessary time and attention to their duties. When accepting a new office, they must ensure that they continue to be able to fulfil this commitment. The Board of Directors met nine times in 2020, the same as in 2019. The average attendance rate of Directors at Board meetings was 99% during the financial year, compared with 95% in 2019<sup>1</sup>. The table below presents individual attendance rates for each Director at the Board of Directors' and specialised Committees' meetings during the 2020 financial year:

	Board of Directors	Commitments Committee	Nomination, Remuneration and Governance Committee	Audit, Accounts and Risks Committee	Corporate Social Responsibility Committee
<b>DIRECTORS IN OFFICE AS AT 31/12/2020</b>					
Frédéric Moyne	100.00%	n/a	n/a	n/a	n/a
Jean-Carlos Angulo	100.00%	100.00%	n/a	n/a	100.00%
Pierre Bouchut	100.00%	n/a	100.00%	100.00%	n/a
Bpifrance Investissement	100.00%	100.00%	100.00%	75.00%	n/a
Marie-Claire Daveu	100.00%	n/a	100.00%	n/a	100.00%
Frank Lacroix	88.89%	100.00%	n/a	100.00%	n/a
Florence Lambert	100.00%	n/a	n/a	n/a	100.00%
Ulrike Steinhorst	100.00%	n/a	100.00%	n/a	100.00%
<b>Total</b>	<b>98.61%</b>	<b>100.00%</b>	<b>100.00%</b>	<b>91.67%</b>	<b>100.00%</b>

The independent Directors receive remuneration comprising a large variable component linked to their effective attendance at meetings of the Board of Directors and specialised Committees on which they sit (see additional information in Section 2.4.2.6 on pages 133 *et seq.* of this Universal Registration Document).

### Strategic orientations and monitoring of implementation

At the 2020 annual seminar of the Board of Directors, at which it reviews implementation of strategy and adjusts medium and long-term strategic options, the Board confirmed the strategy implemented and validated:

- the Group's positioning, built around the development, construction and operation of medium power renewable energy production units that supply high-quality power underpinning the security and stability of the power grids and the organisation and improvement of the competitiveness of upstream agricultural sectors, and split into two business activities, biomass conversion and solar energy production as part of strategic complementarity;

- the three cornerstones of the strategy:
  - the contribution to the energy transition of the overseas departments and regions, which will be primarily underpinned by the conversion of the historic thermal plants to biomass;
  - the rolling out of the Group's expertise internationally with continued development in Brazil and the goal of expanding the Group's footprint to new regions and developing other forms of renewable energy, in particular geothermal;
  - the acceleration of the development of the photovoltaic sector.

The Board's work in the 2020 financial year was therefore focused on development, complementing the work of the Commitments Committee. More specifically, the Board worked on the following:

- monitoring the roll-out of the conversion of the Group's overseas bagasse / coal thermal plants to biomass, in particular the Bois-Rouge and Le Gol plants on Reunion Island;
- opportunities to use solid recovered fuel (SRF) at the Bois-Rouge plant, associated with the latter's conversion to biomass;

<sup>1</sup> Average of the annual attendance rates of each Director, derived from the ratio of the number of meetings in which the Director took part during the financial year to the total number of meetings held during the financial year and during the Director's term of office.

## 2 • CORPORATE GOVERNANCE

### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

- monitoring the development of the Marie-Galante biomass plant, ahead of its review by the French energy regulator and following on from the 2018 signing of a memorandum of undertaking by the major project stakeholders;
- various development opportunities in the geothermal space, this work in particular leading to approval, at end-2020, for the acquisition of the Gümüşköy plant in Turkey;
- the opportunity to acquire a bagasse co-generation facility in Brazil;
- the development of the Solar Power business, the Board of Directors having repeatedly approved the Group's participation in calls for tenders by the Commission de Régulation de l'Énergie (French energy regulator) in metropolitan France and in the Overseas departments, and the continued expansion of the portfolio of roof-top projects with a unit capacity of under 100 KWp included within the scope of the mandatory purchase regime;
- the development of a hybrid photovoltaic power plant with firm power in French Guiana;
- the review of a strategic opportunity to develop the Solar business in Brazil in the open market with *corporate* clients operating under the self-consumption regulatory framework;
- the review of an opportunity to develop the Solar business in Mauritius.

#### Monitoring of operating performances

The Board of Directors is kept regularly informed of ongoing operations, namely through a monthly reporting package sent to the Directors, and the systematic review of matters affecting business performance at the start of each meeting. In this respect, the Board of Directors specifically focussed on the following in the 2020 financial year:

- the operational impact of the Covid-19 pandemic;
- the finalisation of the programme to bring the smoke treatment installations into compliance with the IED directive, in particular in terms of the performance of those installations as from their commissioning in 2020;
- progress on the work to convert phase 3 of the Le Moule plant in Guadeloupe to biomass, and its commissioning, given the delay to the project due to Covid-19 restrictions;
- monitoring of the commissioning of the Vale do Paraná plant in Brazil;
- monitoring of a number of technical incidents specifically affecting the Galion 2 plant in Martinique.

#### The Group's financial position, cash position and monitoring of commitments

The Board of Directors was kept regularly informed of the Group's financial position, namely in conjunction with the work of the Audit, Accounts and Risks Committee and via the monthly reporting package provided for Directors.

In 2020, the Board of Directors examined and approved the 2020 individual and consolidated financial statements with a view to their presentation to the General Meeting of 29 May 2020. It also reviewed and approved the consolidated financial statements for the first half of the 2020 financial year, and reviewed the results for the first and third quarters of the financial year, prior to the publication of each.

In line with its work on strategic matters, the Board of Directors reviewed and approved the 2021 budget and the business plan for 2022-2025. It also reviewed and approved the objectives for EBITDA and net income, Group share, presented to the market for the 2020 financial year.

The Board of Directors was also kept regularly informed of the Group's cash position and funding needs. The Group's ongoing investments led the Board of Directors to review various financing matters (in particular the arrangement, for the purposes of the refinancing of the existing Euro PP, of a sustainability-linked Euro PP).

The Board of Directors also kept a close eye on the authorised investment budgets, given the high level of current commitments, in particular regarding the conversion of the Bois-Rouge plant to biomass.

#### Risk management and internal control

Alongside the work of the Audit, Accounts and Risks Committee, one of the tasks of the Board of Directors each year is to review the Group's risk mapping and its insurance cover. It may need to look at new risks identified by General Management, and define with it the appropriate action plans to ensure they are properly managed.

In addition to its general review of risks, the Board carefully monitored developments in a number of situations in terms of risk management, namely:

- monitoring the impact of the Covid-19 pandemic and the measures taken by the Group;
- oversight of actual investment budgets;
- compliance with regulatory deadlines applicable to the industrial commissioning of new smoke treatment installations, under the programme to bring the thermal plants in the French Overseas departments into line with the industrial emissions directive (IED);

- the potential impact of the 2021 Finance Act, which allows for the revision of tariffs in purchase agreements for PV-generated electricity signed between 2006 and 2010 (for further details see Section 3.2.2.2 on page 146 of this Universal Registration Document).

#### Human resources

2020 saw prolonged work by the Board of Directors on:

- reviewing the restructuring plan for the Industrial Division, the programme to make project management more professional established by the Group;
- reviewing the reorganisation measures taken by the Group in light of the Covid-19 pandemic.

#### Sustainable development

In conjunction with the work of the Corporate Social Responsibility Committee, in 2020 the Board of Directors regularly monitored the implementation of the Group's sustainable development policy.

The Board of Directors reviewed and approved the employment, environmental and social information published in the Universal Registration Document for the 2019 financial year, as required by applicable laws and regulations.

In addition, the Board of Directors and the Corporate Social Responsibility Committee devoted much time and energy throughout the 2020 financial year to:

- staff safety, 2020 having seen a deterioration in the frequency and severity of workplace accidents. This led the Board of Directors at the start of the 2021 financial year to ask for a Groupwide audit to rapidly identify and implement corrective actions;
- the monitoring of commitments made by Group in its corporate social responsibility roadmap;
- the results of the Vigeo Eiris audit undertaken by the Group in 2020;
- the challenges, in terms of sustainable development, raised by the biomass conversion of the thermal plants in the French Overseas departments, in particular regarding the development of the local biomass industry and the importing of biomass;
- plans to establish a corporate foundation allowing the Group to structure its philanthropic efforts in service of its regions.

#### Corporate governance

The Board of Directors repeatedly came back to corporate governance throughout 2020. Its work primarily focussed on:

- reviewing the independence of Directors and potential conflicts of interest to which they may be exposed;
- considering the report by the Board of Directors on corporate governance for the 2019 financial year;
- reappointing Frédéric Moyné as Chief Executive Officer and reaffirming the Company's unitary corporate governance model;
- bringing the Internal Regulations of the Board of Directors into line with the new provisions of Act no. 2019-486 of 22 May 2019 on business growth and transformation;
- assessing the operation of the Board of Directors;
- finalising the Charter for evaluating related-party agreements.

The non-executive directors also met once in an executive session, facilitated by the Lead Independent Director. This meeting in particular enabled the Directors, without the Chairman and Chief Executive Officer being in attendance, to approve the succession plan of the Chairman and Chief Executive Officer in the event of an emergency, to raise the issue of the re-staggering of the terms of office of Directors (for additional details see Section 2.3.1.4 on page 92 of this Universal Registration Document) and to determine how to assess the operation of the Board of Directors in 2021 (for additional details see Section 2.3.3.2 on pages 113 *et seq.* of this Universal Registration Document).

#### Remuneration of corporate officers and long-term incentive schemes for employees

The Board of Directors regularly looked at the remuneration of corporate officers and the long-term incentive schemes for employees in 2020. This particularly focussed on:

- Assessing the Chairman and Chief Executive Officer's performance in respect of the 2019 financial year, mainly for the purpose of determining the amount of the variable portion of his remuneration in respect of said year;
- determining the remuneration of the Chairman and Chief Executive Officer for the 2020 financial year, and mainly for the purposes of setting the targets used to determine the variable portion of his remuneration for that financial year;
- the application in 2020 of the remuneration policy for non-executive Directors;

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- the ongoing implementation of a long-term incentive policy for the 2018-2020 period, with the implementation of the third and final phase of this mechanism pursuant to the authorisation to award bonus performance shares passed by the General Meeting of 30 May 2018, and for the 2021-2023 period, with the General Meeting of 29 May 2020 asked to pass a further authorisation to award bonus performance shares (for additional details see Section 6.4.3 on pages 269 *et seq.* of this Universal Registration Document);
- the carrying out, pursuant to the powers granted by the General Meeting of 27 May 2019, of a capital increase reserved for members of a group savings plan (for additional details see Section 6.3.4 on page 265 of this Universal Registration Document).

#### Shareholder governance, relations with the financial community and share performance

The Board of Directors was regularly informed of changes to the shareholder structure (crossing of reporting thresholds, results of the initiatives to identify bearer shareholders) and the stock market performance. It received all the documents drawn up by financial analysts concerning the Company. It was also consulted with regard to the key financial information disclosed to the market and the main events disclosed more specifically for financial analysts and investors.

The Board of Directors was also involved in the preparation of the General Meeting of 29 May 2020 in addition to the preparation of the draft resolutions and associated report. The Board of Directors primarily reviewed the documents prepared for the discussions held with providers of voting recommendations services and institutional shareholders, who explained their positions regarding the more sensitive resolutions with the Board, prior to the General Meeting and the arrangements for the General Meeting in light of the realities of the Covid-19 pandemic.

#### Work of the specialised Committees

##### The Commitments Committee

###### Remit

The remit of the Commitments Committee is determined by the Internal Regulations of the Board of Directors. The Commitments Committee is responsible for examining investments and, more generally, all current and future commitments that are material for the Group in terms of

their amount, the level of associated risk or their coherence in view of the strategy approved by the Board of Directors, prior to authorisation by the Board. The Committee may also be asked to assess the advisability of strategic options, such as the penetration of new markets, withdrawal from a market or business sector, a divestment or a material disposal of assets.

When the Committee is asked to examine a project, it looks at the project's coherence in view of the strategy approved by the Board of Directors, its short- and medium-term profitability, potential risks if the project does (or does not) go ahead, sensitivity to said risks, the resulting commitments for the Group, financing terms and, more generally, any other facts it considers to be of relevance.

###### Membership and operating procedures

At 31 December 2020, the Commitments Committee was comprised of three Directors, two of whom were independent, including the Committee Chairman:

- Jean-Carlos Angulo, independent Director, Committee Chairman;
- Bpifrance Investissement, Director, represented in that capacity by Sébastien Moynot, Committee member;
- Frank Lacroix, independent Director, Committee member.

The Committee's composition was not modified during the 2020 financial year.

Except in exceptional circumstances, the Chairman and Chief Executive Officer is asked to attend Committee meetings. The Committee may also interview Directors and Chief Operating Officers, with or without the presence of the Chairman and Chief Executive Officer. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group. The dossiers are generally presented by the Chairman and Chief Executive Officer and the Chief Operating Officers, assisted, where applicable, by members of their teams responsible for the dossiers in question. The Secretary of the Board of Directors acts as Committee Secretary.

###### Meetings and work in 2020

In 2020, the Commitments Committee met six times, as compared to four in 2019. The attendance rate of members at Committee meetings was 100% in the 2020 financial year, as in 2019<sup>1</sup>.

1. Average of the annual attendance rates of each Director, derived from the ratio of the number of meetings in which the Director took part during the financial year to the total number of meetings held during the financial year and during the Director's term of office.

The Committee's work primarily consisted of reviewing various commitments and investments before being submitted to the Board of Directors. Topics they reviewed included:

- the commitments potentially arising from the implementation of the plans to use solid recovered fuel (SRF) at the Bois-Rouge plant, associated with the conversion of the latter to biomass;
- the development of the Marie-Galante biomass plant, ahead of its review by the French energy regulator and following on from the 2018 signing of a memorandum of undertaking by the major project stakeholders;
- the commitments resulting from the intensification of the Group's Solar Power business in metropolitan France and in the Overseas departments and territories, the financial year having seen the Group participate in various calls for tenders by the French energy regulator and the sustained expansion of the low capacity roof-top project portfolio within the scope of the mandatory purchase regime;
- possible acquisitions in the Solar Power business in metropolitan France, the Overseas departments and Mauritius;
- the development of a hybrid photovoltaic power plant with firm power in French Guiana;
- various development opportunities, in France and abroad, in the geothermal space, this work in particular leading to approval by the Board of Directors, at end-2020, of the acquisition of the Gümüşköy plant in Turkey;
- the opportunity to acquire a bagasse co-generation facility in Brazil.

The Commitments Committee reported to the Board of Directors on all its work during the 2020 financial year.

#### Audit, Accounts and Risks Committee

##### Remit

The remit of the Audit, Accounts and Risks Committee is determined by the Internal Regulations of the Board of Directors. It complies with the provisions of Article L. 823-19 of the French Commercial Code, which calls for a specialised Committee acting under the responsibility of the Board of Directors to monitor matters relating to the preparation and control of accounting and financial information, and in particular, without prejudice to the powers of the Board of Directors, regarding:

- the process for preparing financial information;
- the effectiveness of internal control and risk management systems;
- the statutory audit of the parent company and consolidated financial statements by the Statutory Auditors;
- the Statutory Auditors' independence.

The Audit, Accounts and Risks Committee thus plays a pivotal role in the control and monitoring of the process for preparing the Group's financial statements and assessing the quality and effectiveness of the external control of these financial statements.

It also devotes considerable effort to verifying the effectiveness of the internal control and risk management mechanisms, and assists General Management in the ongoing effort to improve existing mechanisms.

##### Membership and operating procedures

At 31 December 2020, the Audit, Accounts and Risks Committee had three Directors, two of whom were independent Directors, including the Committee Chairman:

- Pierre Bouchut, independent Director, Lead Independent Director, Committee Chair;
- Bpifrance Investissement, Director, represented in that capacity by Sébastien Moynot, Committee member;
- Frank Lacroix, independent Director, Committee member.

The Committee's composition was not modified during the 2020 financial year.

Given their professional experience, all members of the Audit, Accounts and Risks Committee in office as at 31 December 2020 have proven specific capability in accounting and financial matters (see additional information in Section 2.3.2.1 on pages 93 *et seq.* of this Universal Registration Document).

Except in exceptional circumstances, the Chairman and Chief Executive Officer is asked to attend Committee meetings. It may also interview Directors, Chief Operating Officers, the heads of internal control and internal audit, and the external auditors of the Company and its subsidiaries, with or without the presence of the Chairman and Chief Executive Officer. It may also interview senior managers in the Group, subject to authorisation from the Chief Executive Officer.

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The dossiers are generally presented by the Chief Financial Officer or the Chief Executive Officer, assisted, where applicable, by members of their teams responsible for the dossiers presented (and in particular by members of the internal audit function). The Statutory Auditors are invited to attend each Committee meeting, except for those that consider their reappointment and those that review the conditions under which they exercise their external audit duties and, more specifically, review their independence. The Secretary of the Board of Directors acts as Committee Secretary.

When the Committee examines the financial statements, it has a minimum period of 48 hours prior to the meeting to perform its review. During the meeting, the Statutory Auditors present their conclusions and observations on the findings of their audit or review and the accounting options used. The review of the financial statements is also preceded by a presentation by the Chief Financial Officer on the key points from the past period, significant risks and off-balance sheet commitments of the Company.

Committee meetings regularly start with a discussion between Committee members and the Statutory Auditors, before the arrival of those key figures from within the Company who have been invited to attend.

#### Meetings and work in 2020

In 2020, the Audit, Accounts and Risks Committee met four times, i.e., the same as in 2019. The attendance rate of members at Committee meetings was 92% in the 2020 financial year, compared to 100% in 2019<sup>1</sup>.

In anticipation of the approval of the parent company and consolidated financial statements for the 2019 financial year and the approval of the condensed consolidated financial statements for the first half of the 2020 financial year, the Committee reviewed significant events over the period, the main closing points, the key figures appearing in the financial statements, the cash position and the Group's level of debt. It paid particular attention to the main accounting options used by General Management, the results of the goodwill impairment tests and the provisions for liabilities and impairment. In this regard, the Committee heard the Statutory Auditors, who presented the findings of their audit or, as applicable, their limited review. The Committee also reviewed the objectives for EBITDA and net income, Group share, proposed by General Management, with a view to their presentation to the market.

The Committee also reviewed the quarterly results (Q1 and Q3 2020) prior to publication of the corresponding quarterly financial information.

In addition to examining the financial statements, the Committee also:

- conducted a detailed review of the Group's risk mapping, the main changes to its risk profile and associated risk management action plans, as well as the Group's insurance programme;
- monitored the internal audit function, the Committee's work having mainly consisted of ensuring the proper implementation of the action plans drawn up as a result of previous audits it had commissioned. It also examined the audit reports produced in connection with the 2020 audit plan in respect of which it had, in conjunction with General Management, approved the corrective action plans to be implemented and ultimately drew up the 2021 internal audit plan (for additional details see Section 1.6.2.2 on pages 40 *et seq.* of this Universal Registration Document).

The Audit, Accounts and Risks Committee reported to the Board of Directors on all its work during the 2020 financial year.

#### The Nomination, Remuneration and Governance Committee

##### Remit

The remit of the Nomination, Remuneration and Governance Committee is determined by the Internal Regulations of the Board of Directors. The Nomination, Remuneration and Governance Committee plays a key role in preparing the proceedings of the Board of Directors on governance and remuneration of executive and non-executive corporate officers.

Its work calls for it to consider all matters affecting the membership of the Board of Directors and the position of Directors (selection of candidates, balance on the Board of Directors in terms of independence, skills and gender parity). The Committee also considers the remuneration of the Chairman and Chief Executive Officer and Directors prior to any discussion of the matter by the Board of Directors. Furthermore, it ensures that it is in a position to propose to the Board of Directors a succession plan in the event of a foreseeable vacancy in the role of Chief Executive Officer.

<sup>1</sup> Average of the annual attendance rates of each Director, derived from the ratio of the number of meetings in which the Director took part during the financial year to the total number of meetings held during the financial year and during the Director's term of office.

More generally, the Nomination, Remuneration and Governance Committee also reviews a range of problems impacting the Group's human resources. As such, it is notably required to express an opinion on the Group's remuneration policy and on changes in the remuneration of the main senior managers, whose succession plans it also reviews. The Committee's remit also encompasses employee savings schemes and long-term incentive schemes for employees (bonus performance share plans).

#### Membership and operating procedures

At 31 December 2020, the Nomination, Remuneration and Governance Committee had four Directors, three of whom were independent Directors, including the Committee Chairwoman:

- Ulrike Steinhorst, independent Director, Committee Chair;
- Pierre Bouchut, independent Director, Lead Independent Director, Committee member;
- Bpifrance Investissement, Director, Committee member, represented in this capacity by Sébastien Moynet;
- Marie-Claire Daveu, independent Director, Committee member.

The Committee's composition was not modified during the 2020 financial year.

In the absence of a Director representing employees on the Board of Directors, the Nomination, Remuneration and Governance Committee did not have any employee Directors as at 31 December 2020 (see additional information in Section 6.3.4 on page 265 of this Universal Registration Document).

Except in exceptional circumstances, the Chairman and Chief Executive Officer is asked to attend Committee meetings. However, he is not present when the Committee discusses his personal position. It may also interview Directors, Chief Operating Officers and the Human Resources Director, with or without the presence of the Chairman the Chief Executive Officer. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

The dossiers are generally presented by the Human Resources Director, the Company Secretary or the Chief Executive Officer, assisted, where applicable, by members of their teams responsible for the dossiers presented. The Secretary of the Board of Directors acts as Committee Secretary.

#### Meetings and work in 2020

In 2020, the Nomination, Remuneration and Governance Committee met twice, the same as in 2019. The attendance rate of members at Committee meetings was 100%, as in 2019<sup>1</sup>.

The Committee's key areas of work in 2020 included:

- the corporate officers' remuneration packages (review of performance and components of the variable remuneration payable to the Chairman and Chief Executive Officer for the 2019 financial year, remuneration policy for corporate officers for the 2020 financial year, terms of the Chairman and Chief Executive Officer's variable remuneration for the 2020 financial year and definition of his targets);
- reviewing the succession plans for the Group's Chairman and Chief Executive Officer and top management, in line with the parallel implementation of the talent management plan developed by General Management;
- the ongoing implementation of the long-term incentive schemes for employees authorised by the General Meeting of 30 May 2018 for the 2018-2020 period and the draft resolution presented to the General Meeting seeking a further authorisation to award bonus performance shares for the 2021-2023 period (for additional information see Section 6.4.3 on pages 269 *et seq.* of this Universal Registration Document);
- carrying out of an initial capital increase reserved for members of the group savings plan, pursuant to the powers granted to the Board of Directors by the General Meeting of 27 May 2019;
- reviewing the membership of the Board of Directors in light of the expiry of the terms of office following the General Meeting of 25 May 2020, the Committee having in this respect started reflecting on the introduction of a mechanism to once again stagger the reappointment of sitting Directors (for additional details, see Section 2.3.1.4 on page 92 of this Universal Registration Document).

The Nomination, Remuneration and Governance Committee reported to the Board of Directors on all its work during the 2020 financial year.

<sup>1</sup> average of the annual attendance rates of each Director, derived from the ratio of the number of meetings in which the Director took part during the financial year to the total number of meetings held during the financial year and during the Director's term of office.

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#### Corporate Social Responsibility Committee

##### Remit

The remit of the Corporate Social Responsibility Committee is determined by the Internal Regulations of the Board of Directors. The Committee is tasked with evaluating the Group's corporate social responsibility strategy and policy, monitoring the programmes implemented and the priority actions taken in this respect and reviewing the results, examining key opportunities and the Group's main social and environmental risks with respect to issues inherent to its strategy and activities, examining the Group's non-financial performance and reviewing the information published by the Group in this respect, and finally monitoring the application of the ethics rules defined by the Group.

##### Membership and operating procedures

As at 31 December 2020, the Corporate Social Responsibility Committee had four Directors, all of whom are independent:

- Marie-Claire Daveu, independent Director, Committee Chair;
- Jean-Carlos Angulo, independent Director, Committee member;
- Florence Lambert, independent Director, Committee Member;
- Ulrike Steinhorst, independent Director, Committee Member;

The Committee's composition was not modified during the 2020 financial year.

Except in exceptional circumstances, the Chairman and Chief Executive Officer is asked to attend Committee meetings. The Committee may also interview Directors and Chief Operating Officers, with or without the presence of the Chairman and Chief Executive Officer. It may also interview senior managers in the Group, subject to authorisation from the Chief Executive Officer.

The dossiers are generally presented by the Environment and CSR Director or the Chief Executive Officer, assisted, where applicable, by members of their teams responsible for the dossiers presented. The Secretary of the Board of Directors acts as Committee Secretary.

##### Meetings and work in 2020

In 2020, the Corporate Social Responsibility Committee met three times, i.e., the same as in 2019. The attendance rate of members at Committee meetings was 100%, as in 2019<sup>1</sup>.

In the 2020 financial year, the Committee's work mainly involved:

- reviewing the Group's non-financial performance in 2019, prior to the publication of the employment, environmental and social information in the 2019 Universal Registration Document;
- the Group's non-financial performance rating by Vigeo-Eiris;
- the roll-out of the CSR roadmap, the Committee having particularly focussed on defining the top priority actions for the 2020 financial year;
- employee safety, the Committee having closely monitored the implementation of the safety master plan that began in 2018;
- monitoring environmental regulatory compliance;
- the challenges associated with the transposition into French law of the Renewable Energy Directive (RED II) and the introduction of the taxonomy;
- the challenges associated with recovering the by-products of biomass combustion stemming from the recent commissioning of the Galion 2 plant in Martinique and ahead of the implementation of the programme to convert the Group's French thermal plants to biomass;
- the regionalisation challenges associated with the biomass fuel imported into the Overseas departments and the development of local biomass supply chains;
- the incorporation of biodiversity considerations into project development;
- the arrangement of the sustainability-linked Euro PP and the drafting of the related Sustainability-Linked Financing Framework (for additional details see Section 3.2.5.5 on page 148 of this Universal Registration Document);
- the Group's preparation of its first non-financial performance statement (for additional details see Section 1.7 on pages 45 *et seq.* of this Universal Registration Document).

The Corporate Social Responsibility Committee reported to the Board of Directors on all its work during the 2020 financial year.

<sup>1</sup> Average of the annual attendance rates of each Director, derived from the ratio of the number of meetings in which the Director took part during the financial year to the total number of meetings held during the financial year and during the Director's term of office.

### 2.3.3.2. Assessment of the operation of the Board of Directors

#### Assessment frequency and methods

In accordance with the recommendations of the AFEP-MEDEF Code and the Internal Regulations of the Board of Directors, the Board of Directors performs an annual review of its operation, in particular with a view to:

- reviewing its operating procedures;
- verifying that important matters are suitably prepared and debated;
- assessing each Director's effective contribution to the Board's work as a result of his/her skills and involvement in discussions.

This approach takes the form of a self-assessment by the Board of Directors, carried out by means of questionnaires, whose results are analysed by the Board of Directors. In accordance with the recommendations of the AFEP-MEDEF Code, a documented assessment is performed at least once every three years with the help of an external consultant.

Given the significant changes in the Group's governance in the 2019 financial year (in particular the combining of the roles of Chairman of the Board of Directors and Chief Executive Officer and the corresponding changes in the composition of the Board of Directors), the Board of Directors elected to delay the assessment of its 2019 operation to its meeting of 27 April 2020. The assessment in 2021 was done by the Lead Independent Director with the support of an outside consultant.

#### Findings of the 2020 self-assessment

At its 27 April 2020 meeting, the Board of Directors assessed its functioning on the basis of a self-assessment process coordinated for the first time by the Lead Independent Director and the Chairwoman of the Nomination, Remuneration and Governance Committee. On the basis of their report, the Board of Directors thus identified new areas for improvement in its functioning in the context of an action plan coordinated by the Secretary of the Board of Directors overseen by the Lead Independent Director and the Board of Directors.

The assessment thus found:

- that Directors had a very positive view regarding the functioning of the Board of Directors, which had become more efficient. It found that meetings were run professionally and provide room for discussion, that the Board of Directors perfectly fulfilled its function vis-à-vis General Management, the assessment nevertheless identifying a desire amongst the Board of Directors to take a more strategic view on a certain number of longer-term structural issues;
- a good blend of skill-sets, backgrounds and personalities on the Board of Directors, each Director making an interesting and constructive contribution;
- a high level of quality and transparency in the information provided to the Board of Directors, in particular as regards the strategy, the assessment having nevertheless unearthed a certain number of areas in which Directors want further information;
- a good definition of the work entrusted to the specialised Committees of the Board of Directors;
- a warm welcome and good induction for new Directors;
- a good implementation of the role of Lead Independent Director, whose dealings with the Board of Directors and General Management were felt to be good, the assessment indicating a desire amongst Directors for non-executive sessions chaired by the Lead Independent Director to be put on a more systematic basis.

Based on these findings, the following main areas for improvement were identified and an action plan implemented in the 2020 financial year:

- diving a little deeper on strategic matters, by setting aside more time for substantive strategic discussions by the Board of Directors, and by reconsidering the format of the annual strategic seminar in order to better share the long-term vision of General Management. Working on the agendas of Board meetings made it possible to set aside more significant time for such matters, leading to the presentation, at the annual seminar of the Board of Directors of the underpinnings of the 2030 strategic plan;

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- more systematic organisation of trips to the industrial facilities: the more complicated health situation in 2020 meant it wasn't possible to work on this area for improvement and it will be looked at over the coming years;
- broadening the number and level of internal participants making presentations to the Board of Directors: despite the more complicated health situation, General Management endeavoured to continue implementing its policy of opening the Board of Directors up to the operating teams; the talent management plan, which was delayed because of the pandemic, also creates space for discussion with certain Directors;
- monitoring of proposed acquisitions launched (feedback and *post mortem*): the work programme of the Board of Directors now sets aside time for discussion on monitoring proposed acquisitions;
- introduction of executive sessions chaired by the Lead Independent Director: an initial executive session was held at the end of the 2020 financial year (for additional information see Section 2.3.3.1 on page 107 of this Universal Registration Document); two meetings are planned for 2021.

#### Findings of the 2021 assessment by an outside consultancy

At its 21 April 2021 meeting, the Board of Directors assessed its functioning on the basis of an assessment process coordinated by the Lead Independent Director and the Chairwoman of the Nomination, Remuneration and Governance Committee with the support of an outside consultancy, the NB Lemerrier et Associés firm. On the basis of the latter's report, the Board of Directors thus identified new areas for improvement in its functioning in the context of an action plan coordinated by the Secretary of the Board of Directors overseen by the Lead Independent Director and the Board of Directors.

The report shows that the Board of Directors operates effectively and in an optimal and confident way, reflecting the collective intelligence and the complementarity of the individual mindsets, which are seen as real assets for this body.

The following main areas of improvement were identified and an action plan will be drawn up for implementation in 2021. It goes without saying that a certain number of the areas for improvement identified are already being addressed by measures taken following the assessment done in 2020:

- endeavour to find a proper balance on the Board of Directors between the extent of operational requirements of the Group's business and the space for strategic reflection called for by virtue of the challenges it is facing;
- spend more time discussing strategic matters by considering different timeframes (from short to long-term) and by incorporating cutting edge thinking;
- set aside time for informal discussions in the work programme of the Board of Directors;
- encourage facility visits, possibly taking advantage of trips made by the Chairman and Chief Executive Officer;
- systematically hold two executive sessions per year;
- continue to involve the operating teams and key talent in presentations to the Board of Directors and make space for informal discussions with key managers;
- draw up a formal ad hoc on-boarding programme for new Directors;
- hold the meetings in such a way that the Directors can read the minutes of the specialised Committees before Board meetings;
- in the case of meetings held by video-conferencing, ensure all Directors get a say;
- involve the Board of Development in the development of Group talent in response to market challenges and expectations (increasing percentage of women in the management team, succession plans etc.).

### 2.3.3.3. Full text of the Internal Regulations of the Board of Directors updated on 2 March 2020

#### Introduction

At its meeting of 19 December 2008, the Board of Directors of Albioma (the “Company”) adopted these internal regulations (the “Internal Regulations”), which were subsequently supplemented on several occasions.

The Internal Regulations apply to all current and future Directors. Their purpose is to supplement the provisions of laws, regulations and the Memorandum and Articles of Association and clarify the operating conditions of the Board of Directors and its Committees, in the interests of the Company and its shareholders.

The Directors’ Charter, which stipulates Directors’ duties and obligations, is appended hereto.

For the purposes of these Internal Regulations:

- “Directors” means the members of the Company’s Board of Directors;
- “General Meeting” means the General Meetings of the Company’s shareholders;
- “Board of Directors” or “Board” means the Company’s Board of Directors;
- “Group” means the Company and any company it controls within the meaning of Article L. 233-3 of the French Commercial Code;
- “Chairman” means the Chairman of the Board of Directors; and
- “Chief Executive Officer” means the Company’s Chief Executive Officer.

In the absence of details, the provisions applicable to the Chairman of the Board of Directors and the Chief Executive Officer when these roles are split apply in exactly the same way when these roles are combined to the Chairman and Chief Executive Officer.

The Internal Regulations are for internal use and do not replace the Company’s Memorandum and Articles of Association, but implement them in a practical manner. This means that they are not binding on third parties. Shareholders will be informed thereof in the Company’s Registration Document and on the Company’s website.

It may be amended by a decision of the Board of Directors.

#### 1. Membership of the Board of Directors

The Board of Directors shall have at least three members and no more than twelve members, subject to laws governing mergers. To the extent possible, a majority of the members of the Board of Directors should be independent Directors.

A Director is considered to be independent if he/she has no relationship of any type with the Company, its Group or its

management that could compromise his/her ability to freely exercise his/her judgement. Thus, an independent Director is not simply a ‘non-executive’ Director (i.e. a Director who does not hold a management position with the Company or its Group), but must also not have any specific ties to them (significant shareholder, employee, customer, supplier, etc.).

The Board of Directors has the authority to determine whether a Director is independent.

The Board of Directors shall regularly review its membership. Once a year, it shall assess its operation, assisted by an external consultant if need be. The findings of this assessment shall be recorded in writing at least every three years.

It shall meet once a year without the Company’s internal Directors (i.e. those who are employees or corporate officers of the Company or in the Group) to assess the performance of the Chairman and Chief Executive Officer, if the roles of Chairman of the Board of Directors and of Chief Executive Officer are combined, or the performance of both the Chairman and the Chief Executive Officer, if these roles are separated.

#### 2. Powers of the Board of Directors

The Board of Directors is the Company’s primary decision-making and control body. Its powers, exercised subject to the powers reserved for the General Meeting, include in particular:

- determining the strategic business policies of the Company and its Group, and ensuring they are carried out;
- authorising the furnishing of sureties, pledges and guarantees;
- authorising so-called ‘related-party’ agreements and undertakings before they are concluded, in accordance with applicable laws and regulations and the Memorandum and Articles of Association;
- preparing and approving the parent company and consolidated financial statements, as well as half-yearly financial statements;
- reviewing interim management documents;
- authorising all major investments, with the exception of capital expenditure for maintenance work, necessary for industrial projects or proposed acquisitions during the year and, if applicable, the financing thereof;
- authorising all capital expenditure for maintenance work that entails immediate or future commitments that significantly exceed the amounts budgeted therefor, as stated in the budget approved by the Board of Directors;
- authorising all significant sales or contributions of assets;

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- More generally, authorising any significant transaction that is not part of the strategy approved by the Board of Directors or that entails immediate or future commitments that significantly exceed the budget approved by the Board of Directors;
- studying all proposed merger, spin-off or contribution transactions;
- setting the remuneration of the Chairman and Chief Executive Officer;
- creating Committees charged with studying issues that the Board itself or its Chairman submits for their review and opinion.

As a general rule, the Board of Directors shall consider all matters necessary for the smooth running of the Company and its Group and shall carry out any controls and checks it considers necessary.

The Board of Directors shall review and approve the information published in the Company's Registration Document on its structures and corporate governance practices.

### 3. Operation of the Board of Directors

#### 3.1. Meetings of the Board of Directors

The Board of Directors shall meet as often as required by the Company's interests, and at least four times per year, at the registered office or any other place specified in the notice of meeting. Once every financial year, the Directors shall meet prior to the approval of the annual budget and the medium-term business plan in order to review the strategic business policies.

Meetings are called by the Chairman or, in the event of the temporary or permanent incapacity of the latter, by the Lead Independent Director.

In any event, meetings of the Board of Directors may be called by half of its members.

Notices of meetings are given by any means, including orally, in principle at least 48 hours before the meeting of the Board of Directors, except in the event of an emergency.

#### 3.2. Information provided to Directors

The Chairman, or the Chief Executive Officer if requested by the Chairman, shall provide each Director with all documents and information necessary for him/her to perform his/her duties.

Directors may obtain all documents they deem necessary. Requests for additional information shall be made to the Chairman of the Board of Directors, who will assess whether the documents requested are necessary.

Before each meeting of the Board of Directors, the Directors shall receive, in a timely manner and subject to confidentiality requirements, a dossier on the matters on the agenda that require prior analysis and reflection.

At the start of each meeting of the Board of Directors, the Chief Executive Officer makes a general comment about employee safety and business performance, reviewing the main events that have occurred since the previous meeting of the Board of Directors in light of the Group's strategy and the main risks to which it is or may be exposed.

Between meetings of the Board of Directors, the Board Secretary shall provide the Directors with monthly reports prepared by the Administrative and Finance Department under the responsibility of the Chief Executive Officer.

Directors shall also regularly receive all important information concerning the Company and its Group, and shall be informed of any event or change that significantly affects the transactions or information previously reported to the Board. In addition, the Directors shall be provided with the Company's press releases, as well as with significant press articles and financial analysis reports.

The Directors may meet the Group's main managers, if appropriate without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, provided they submit a request for such meeting to the Chairman of the Board of Directors, who will inform the Chief Executive Officer thereof.

#### 3.3. Proxies

All Directors may be represented by another Director at a specific meeting. Proxies must be appointed in writing, which may include by email. Each Director may only represent one other Director at any given meeting.

The foregoing provisions apply to the permanent representative of a legal entity that is a Director.

#### 3.4. Proceedings

Proceedings of the Board of Directors shall be valid only if at least half its members are present.

Decisions shall be adopted by a majority of the members present or represented. A Director who has been appointed as a proxy by a fellow Board member shall hold two votes.

Meetings are chaired by the Chairman of the Board of Directors, except in the following scenarios when the Lead Independent Director is tasked with this responsibility:

- proceedings for which the Chairman is absent;
- proceedings in which the Chairman does not participate and does not vote;
- the Chairman's absence;
- the Chairman is temporarily or permanently precluded.

Should the Lead Independent Director be in one of the above situations, the meeting will be chaired by a Director specially appointed to this end by Board members attending the meeting.

In the event of a tie, the chairman of the meeting shall have the casting vote.

### 3.5. Participation at meetings by video-conferencing or other means of telecommunication

For the purposes of calculating the quorum and majority, Directors who participate in meetings of the Board of Directors by video-conferencing or other means of telecommunication that allow them to be identified and enable them to participate effectively, in accordance with the conditions below, shall be deemed present.

- Video-conferencing systems or other means of telecommunication may be used at all meetings of the Board of Directors. However, in accordance with the provisions of Article L. 225-37 (3) of the French Commercial Code, these methods of participation may not be used to prepare the annual financial statements and the management report, or the consolidated financial statements and the Group management report.
- Before proceedings commence, it must be ensured there are no third parties, microphones or any other item that would impinge on the confidential nature of proceedings.
- Each participant must be able to speak and to hear what is said.
- The video-conferencing system or other means of telecommunication used must have technical features enabling them to continuously and simultaneously retransmit the proceedings so as to enable Directors to actually take part in the Board's proceedings.

In the event the chairman of the meeting notes a malfunction of the video conference system or other means of telecommunication, the Board of Directors may validly deliberate and/or continue the meeting with only the members who are physically present, provided the quorum requirement is met.

### 3.6. Attendance sheets

An attendance sheet shall be kept, which shall be signed by the Directors who attended the meeting of the Board of Directors in person, and which, if applicable, shall state

the names of Directors who took part in the proceedings by video-conferencing or other means of telecommunication (on their own behalf and on behalf of the Directors they represent).

### 3.7. Minutes

Proceedings of the Board of Directors shall be recorded in minutes kept in a special register maintained in accordance with laws and regulations in force, and shall be signed by the chairman of the meeting and at least one Director. If the chairman of the meeting is unable to sign the minutes, they shall be signed by at least two Directors.

The minutes shall be approved at the next meeting. For such purpose, the draft minutes shall be sent in advance to each Director.

Minutes of meetings shall state the names of the Directors who are present or deemed present, those who sent their apologies and those who are absent. The minutes shall record the presence or absence of any other persons who were given notice of the meeting of the Board of Directors and the presence of any other person who attended all or part of the meeting.

The minutes shall mention any video-conferencing system or means of telecommunication used, the name of each Director who participated in the meeting of the Board of Directors using such means and, if applicable, any technical incident that disrupted the conduct of the meeting, including the interruption and re-establishment of remote participation.

If applicable, the minutes shall record any dissenting opinions expressed by the Directors.

Copies or extracts of minutes may be validly certified true by the Chairman of the Board of Directors, the Chief Executive Officer, the Director temporarily appointed to chair the meeting, the secretary of the Board of Directors or an agent appointed for such purpose by the Board.

## 4. Chairman of the Board of Directors

The Chairman of the Board of Directors shall organise and oversee the work of the Board of Directors. When he calls a meeting of the Board of Directors, he shall draw up the agenda for the meeting with the assistance of the Chief Executive Officer. He shall ensure that the documentation supplied to the Directors prior to the meeting enables them to express opinions on the matters put to them in full knowledge of the facts.

The Chairman of the Board of Directors shall coordinate the work of the Board of Directors and that of its Committees.

The Chairman of the Board of Directors shall ensure the Company is effectively governed and, and shall more specifically ensure that the Company's practices comply with the

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recommendations set out in the AFEP-MEDEF Code and, more generally, best corporate governance practices.

Moreover, when the roles of Chairman of the Board of Directors and of Chief Executive Officer are split, the Chairman of the Board of Directors is tasked with:

- representing the Company with regard to national and international professional organisations, in conjunction with the Chief Executive Officer;
- representing the Company in its dealings with public authorities, supervisory and regulatory authorities and the Group's main partners and shareholders, in conjunction with the Chief Executive Officer;
- speaking in the name and on behalf of the Board of Directors, in particular to the shareholders;
- ensuring that the strategic policies defined by the Board of Directors are correctly implemented;
- ensuring, in conjunction with the Audit, Accounts and Risks Committee, the effectiveness of the internal control system and, more specifically, the internal audit function; to that effect the Chairman of the Board of Directors shall be entitled to access internal audit reports at any time and may order internal audits, provided he first informs the Chief Executive Officer.

For the purpose of the above duties:

- the Chief Executive Officer shall provide the Chairman of the Board of Directors with regularly updated information on the Group's affairs, the implementation of its strategy and the main investment projects;
- whenever he deems this necessary, the Chairman of the Board of Directors shall be entitled to obtain from the Chief Executive Officer any information that might shed light on the works of the Board of Directors and its Committees;
- the Chief Executive Officer may seek the opinion of the Chairman of the Board of Directors on any topic, including in particular strategy, communication and governance;
- the Chief Executive Officer shall systematically consult the Chairman of the Board of Directors with regard to the definition of strategic business policies before they are put to the Board of Directors for approval.

#### 5. Lead Independent Director

##### 5.1. Appointment of the Lead Independent Director

In the absence of the splitting of the roles of Chairman of the Board of Directors and of Chief Executive Officer, the Board of Directors appoints a Lead Independent Director from amongst the independent Directors. The Lead Independent Director is appointed for the term of office as Director.

He may be re-elected. The Chairman of the Board of Directors may not be the Lead Independent Director.

##### 5.2. Duties of the Lead Independent Director

###### 5.2.1. Monitoring the proper functioning of the Board of Directors

The Lead Independent Director tracks the proper functioning of the Company's governance bodies and is free to make any proposal or recommendations he sees fits.

He ensures that Directors receive the information they need to carry out their duties in the best possible manner.

He assists the Board of Directors and the Nomination, Remuneration and Governance Committee with the evaluation of the work of the Board of Directors, where necessary retaining an outside consultant.

###### 5.2.2. Organisation of the work of the Board of Directors and relations with Directors

The Lead Independent Director may ask the Chairman of the Board of Directors to call a meeting of the Board of Directors with a specific agenda.

He may also ask the Chairman of the Board of Directors to add items to the agenda of any meeting of the Board of Directors.

Where applicable, the Lead Independent Director shall:

- coordinate the work of the independent Directors and, more broadly, where necessary, all work by Directors done in the absence of the Chairman and Chief Executive Officer;
- represent, insofar as necessary, the Board of Directors, particularly vis-à-vis shareholders, on matters pertaining to his duties.

The Lead Independent Director may participate in any meeting of any Board committee. He can access their work to the extent strictly necessary to carry out his duties, in agreement with the Chairman of the Committee in question. He is closely involved in the selection of Board members.

###### 5.2.3. Prevention and management of conflicts of interests

The Lead Independent Director takes preventive measures, together with the Chairman of the Board of Directors, to raise awareness amongst the Chairman and Chief Executive Officer and other Board members regarding situations likely to give rise to conflicts of interest.

He notifies the Board of Directors regarding any potential conflicts of interest involving Directors that were brought to his attention or of which he became aware and helps manage them.

## 6. The Secretary of the Board of Directors

The Secretary of the Board of Directors, who may but need not be a member of the Board of Directors, shall perform all those tasks necessary for the smooth running of the Board of Directors, including the organisation of relations between the Company, the Directors and the Chairman of the Board of Directors. He shall ensure that resolutions adopted by the Board of Directors are valid and that it operates in compliance with applicable laws and regulations and the Memorandum and Articles of Association. In the performance of his duties, he shall report to the Chairman of the Board of Directors.

Unless the various specialised Committees decide otherwise, the Secretary of the Board of Directors shall also act as secretary for all specialised Committees created by the Board of Directors. He shall be responsible for drawing up minutes of meetings of the Board of Directors and minutes of meetings of the specialised Committees.

The Secretary of the Board of Directors shall assist the Chairman of the Board of Directors and the chairmen of the specialised Committees in the organisation of the work of the Board of Directors and the specialised Committees, and in this respect shall:

- help prepare the agendas and send notices of meetings to the members of the Board or specialised Committees;
- help determine the timetable for meetings of the Board of Directors and specialised Committees;
- prepare and send preparatory files for meetings of the Board of Directors and the specialised Committees, liaising with the Group's internal departments, verifying their quality and ensuring they are sent out in a timely manner;
- helps organise proceedings at meetings of the Board of Directors and specialised Committees;
- organise remote participation and facilitate the representation of absent members;
- manages the payment of Director remuneration.

Directors may seek the assistance of the Secretary of the Board of Directors for the performance of their duties, including their reporting obligations, in particular with regard to the market authorities, and to obtain clarifications concerning their obligations and duties.

The Secretary of the Board of Directors shall be authorised to certify all documents issued by the Board of Directors, including all minutes or excerpts from minutes of the meetings of the Board of Directors and any reports produced by the Board of Directors.

## 7. Committees of the Board of Directors

The Board of Directors may set up Committees comprised of Directors, or managers, or of both Directors and managers of the Company. Committee members, who shall be appointed by the Board of Directors, shall be tasked with studying the matters that the Board or its Chairman submit for their review.

The following Committees have been created by the Board of Directors:

- the Audit, Accounts and Risks Committee;
- the Nomination, Remuneration and Governance Committee;
- the Commitments Committee;
- the Corporate Social Responsibility Committee.

Each Committee shall report on its duties to the Board of Directors.

The Committees have a purely consultative role. The Board of Directors shall have full discretion to decide on any action to be taken on the proposals or recommendations submitted by the Committees. Each Director shall remain free to vote as he/she sees fit, and is not bound by the studies, investigations or reports of the Committees or any recommendations they may make.

The membership of these Committees may be modified at any time by a decision of the Board.

## 8. Audit, Accounts and Risks Committee

### 8.1. Membership

The Audit, Accounts and Risks Committee shall have at least two Directors. At least two-thirds of the Committee's members must be independent Directors.

Based on their training and/or professional experience, the Committee members shall have accounting and financial expertise.

The Committee shall not include any corporate officers of the Company.

The Committee shall be chaired by one of its members, who shall be designated by the Board of Directors.

### 8.2. Operating procedures

The Audit, Accounts and Risks Committee shall meet before every meeting of the Board of Directors at which matters falling within its remit are to be discussed, and in any event at least four times a year, before meetings of the Board of Directors at which the annual and half-yearly financial statements and the quarterly financial information are to be discussed.

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The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee shall receive all items, documents and information necessary for the performance of its duties.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors, the Chief Operating Officers, the heads of internal control and internal audit, and the external auditors of the Company and its subsidiaries. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external experts, in which case the Company must provide it with the corresponding funds.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through the briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state if its members were present or absent and record any dissenting opinions expressed by its members.

#### 8.3. Powers

The Audit, Accounts and Risks Committee shall monitor matters in connection with the preparation and control of accounting and financial information and shall prepare the proceedings of the Board of Directors by monitoring the matters listed below.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state whether its members were present or absent and record any dissenting opinions expressed by members.

##### 8.3.1. Monitoring the process for preparing financial information

The Audit, Accounts and Risks Committee monitors the process for preparing financial information. To that end, it receives all relevant information on the financial position, financial policy and financial strategy of the Company and its subsidiaries, and on the procedures used to prepare, collect, analyse and verify accounting and financial information; it also reviews communications of the Company and its subsidiaries on accounting and financial matters.

It considers all issues of an accounting or financial nature submitted to it by the Chairman of the Board of Directors, General Management or the Statutory Auditors.

More specifically, it reviews the conformity of accounting valuations and choices made by General Management with the applicable accounting standards, verifying the accuracy, transparency, clarity and consistency over time of the financial information.

##### 8.3.2. Monitoring the effectiveness of internal control and risk management systems

The Audit, Accounts and Risks Committee shall review the organisation of the internal control systems and ensure the application of the internal control procedures in force within the Company and its subsidiaries. It shall review the work and analyses carried out in this respect and, in particular, the reports issued by the internal audit function.

It shall review the procedures used to identify and monitor risks and, more generally, monitor the risks identified, their classification and the prevention and action plans drawn up by General Management with the aim of managing said risks.

It shall review the content of the report of the Board of Directors on corporate governance drawn up in accordance with Article L. 225-37 of the French Commercial Code on the internal control and risk management procedures implemented within the Company.

##### 8.3.3. Monitoring the annual and half-yearly financial statements and quarterly financial information

For the purposes of preparing the Company's annual and consolidated financial statements and the quarterly financial information, the Audit, Accounts and Risks Committee receives all relevant information on the consolidation scope, and the accounting methods and control procedures used.

It reviews these financial statements and, in particular, analyses provisions, risks and significant off-balance sheet commitments. It receives all relevant information on accounting positions taken when recording significant transactions, and reviews major transactions that may have resulted in a conflict of interests.

In this context, it shall carry out a preliminary review of the draft accounting documents presented to the Board of Directors and issue for its attention recommendations as to whether said documents should be approved.

##### 8.3.4. Monitoring the conditions for exercise of the duties of the external auditors

The Audit, Accounts and Risks Committee supervises the procedure for selecting or reappointing Statutory Auditors; it determines whether there is a need to call for tenders, in accordance with applicable laws and regulations.

It reviews the manner in which they perform their audit duties and monitors their audit or review of the Company's financial statements.

It verifies the independence of the Statutory Auditors; to that end, it receives all relevant information on fees paid to them and the members of their networks, and also receives the Statutory Auditors' updated declarations of independence. It shall be responsible, in accordance with the terms laid down by the Board of Directors and with applicable laws and regulations, for giving prior approval in respect of any services provided other than the certification of the financial statements by the Statutory Auditors and the members of their networks, following an analysis of the risks to their independence in the event such services are provided.

## 9. The Nomination, Remuneration and Governance Committee

### 9.1. Membership

The Nomination, Remuneration and Governance Committee shall have at least two and not more than five Directors. At least half of its members must be independent Directors.

No corporate officer may sit on the Committee. However, the Chairman of the Board of Directors and the Chief Executive Officer shall collaborate closely with it.

The Committee shall be chaired by one of its members, who shall be designated by the Board of Directors.

### 9.2. Operating procedures

The Nomination, Remuneration and Governance Committee shall meet before each meeting of the Board of Directors at which matters falling within its remit are to be discussed, and in any event at least three times a year, including once before meetings of the Board of Directors at which the performance of the Chairman and Chief Executive Officer over the previous financial year is to be reviewed and their remuneration for the current financial year is to be determined.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. They shall not attend Committee meetings at which their personal situations will be discussed. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors, the Chief Operating

Officers and the Human Resources Director. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external experts, in which case the Company must provide it with the corresponding funds.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through the briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state if its members were present or absent and record any dissenting opinions expressed by its members. A summary of the Committee's findings and recommendations shall be presented by its chairman for discussion and decision-making at the next meeting of the Board of Directors.

### 9.3. Powers

#### 9.3.1. As regards remuneration

The Committee's duties are to:

- review the performance and all the components of remuneration, including the awarding of options to subscribe and/or purchase shares and the awarding of bonus shares or any other means of deferred remuneration, pension benefits, benefits in kind and, in general, the employment conditions, of the Chairman of the Board of Directors and the Chief Executive Officer, as well as any other corporate officer, and make recommendations on such matters to the Board of Directors;
- review the remuneration and pension policy applicable to senior managers and, in particular, to the Executive Committee;
- review the proposals of General Management regarding awards of bonus shares and other share-based incentive schemes benefiting the Group's employees and propose their awarding to the Board;
- propose to the Board rules for allocating the remuneration and the individual amounts to be paid to the Directors in this respect, based on their duties and actual attendance at Board and Committee meetings;
- propose to the Board a total amount of remuneration, which will be proposed to the Company's General Meeting;
- review proposed capital increases reserved for employees;

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- review the documents intended for shareholders as part of the procedures for approval by the General Meeting of the components of remuneration due or awarded to the Chairman and Chief Executive Officer and the remuneration policy;
- review any matter submitted to it by the Chairman of the Board of Directors relating to the above matters.

#### 9.3.2. As regards nominations and governance

The Committee's duties are to:

- concerning the Board of Directors:
  - make proposals to the Board regarding the reappointment or nomination of Directors. The Committee shall look for new members based on its needs assessment and the assessment made by the Board, and taking into account the principle of balanced representation on the Board, such as gender balance, nationality, international experience, market or business expertise, working or retired, etc.;
  - nominate a Lead Independent Director to the Board in the scenarios provided for in the Internal Regulations;
  - make proposals to the Board regarding the creation and membership of the Board's Committees;
  - periodically assess the structure, size and membership of the Board and submit recommendations to it regarding possible changes;
  - periodically review the criteria applied by the Board to classify a Director as independent; once a year, it shall review each Director's situation on a case-by-case basis according to the criteria applied, and make proposals to the Board;
- concerning the Chairman of the Board of Directors and the Chief Executive Officer:
  - consider, as necessary and particularly at the end of the term of office, the advisability of renewing the term of office of the Chairman and the Chief Executive Officer;
  - review changes in their duties and, where applicable, provide for reappointment solutions;
  - review the succession plan for corporate officers (including any Chief Operating Officers) applicable, in particular, in case of an unforeseen vacancy;
  - more generally, be kept informed by the Chief Executive Officer of anticipated changes in management resources (particularly the Executive Committee);
- concerning governance:
  - review, at the time of reappointment of the Chairman and the Chief Executive Officer or when a request along these lines is made by Directors, whether it is appropriate to keep the roles separate or combine them;
  - review changes in the corporate governance rules, particularly within the framework of the corporate governance guidelines applied by the Company, and inform the Board of its findings;
  - monitor the application of the corporate governance rules defined by the Board and ensure that information is given to shareholders in this regard;
  - prepare for the assessment of the Board's operation as provided in the Internal Regulations.

## 10. Commitments Committee

### 10.1. Membership

The Commitments Committee shall have at least two Directors. No corporate officer may sit on the Committee.

The Committee shall be chaired by one of its members, appointed by the Board of Directors.

### 10.2. Operating procedures

The Commitments Committee shall meet before every meeting of the Board of Directors at which matters falling within its remit are to be discussed. The Commitments Committee may meet at any other time to make recommendations to General Management concerning any matters falling within its remit.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors and the Chief Operating Officers. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external experts, in which case the Company must provide it with the corresponding funds.

### 10.3. Powers

The Commitments Committee shall be responsible for reviewing immediate or future commitments of a material nature for the Group in view of their amount, the associated risks or their compatibility with the strategy approved by the Board of Directors, prior to authorisation by the Board. Matters are referred to the Committee only when the above commitments are in line with the strategy approved by the Board of Directors or result from a strategic opportunity that was previously approved in principle by the Board of Directors.

Whenever a project is referred to the Committee, it shall consider its compatibility with the strategy approved by the Board of Directors, its short- and medium-term profitability, the associated risks if the project goes ahead (or does not go ahead), sensitivity to such risks, the level of resulting commitments for the Group, the terms of financing and, more generally, any other facts it considers relevant.

It shall make observations, give opinions and make recommendations to the Board of Directors on all matters referred to it.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state whether its members were present or absent and record any dissenting opinions expressed by members.

### 11. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee shall have at least two Directors. At least half of its members must be independent Directors.

The Committee shall be chaired by one of its members, appointed by the Board of Directors.

The agenda for Committee meetings shall be prepared under the responsibility of its chairman, in collaboration with the Chairman of the Board of Directors and the Chief Executive Officer.

The Committee may interview the Chairman of the Board of Directors and the Chief Executive Officer, and its chairman may invite them to its meetings. It may also interview, with or without the presence of the Chairman of the Board of Directors and the Chief Executive Officer, the Directors and the Chief Operating Officers. In all other cases, it must request authorisation from the Chief Executive Officer before interviewing any senior managers in the Group.

If it deems it necessary, the Committee may request the assistance of external experts, in which case the Company must provide it with the corresponding funds.

The Committee shall meet to consider any matters referred to it by General Management and, in any event, before any meeting of the Board of Directors at which matters falling within its remit are to be discussed.

Its duties are to:

- assess the Group's corporate responsibility strategy and policy;
- monitor the programs implemented and the priority actions taken in this area and assess the results thereof;
- review the Group's principal opportunities and risks in social and environmental matters in light of the issues specific to its strategy and businesses;
- review the Group's non-financial performance and the information published by the Group in this regard;
- monitor application of the ethical rules adopted by the Group.

The Committee shall report on the performance of its duties to the Board of Directors, in particular through briefings provided by its chairman and by providing Directors with the minutes of its meetings, which shall state whether its members were present or absent and record any dissenting opinions expressed by members.

### 12. Remuneration of Directors

All Directors may receive remuneration for the performance of their duties, the total amount of which shall be determined by the Company's General Meeting. The Board of Directors shall have full discretion to decide the allocation of such remuneration between the Directors, in light of recommendations or proposals from the Nomination, Remuneration and Governance Committee.

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### 2.3. Membership of the Board of Directors and conditions for the preparation and organisation of its work

#### 2.3.3.4. Full text of the Directors' Charter updated on 21 April 2021

This Charter sets out the rights and duties of Directors.

Each Director and, if applicable, each permanent representative of a legal entity that is a Director, shall comply with this Charter.

##### 1. Representation of shareholders

The Board of Directors collectively represents all the shareholders and acts in the Company's interests in all circumstances. All the Directors, regardless of the manner in which they were appointed, shall represent all the shareholders.

##### 2. Knowledge of duties and obligations

Before accepting office, Directors must become familiar with laws and regulations relevant to their position, the Company's Memorandum and Articles of Association, this Charter and the Internal Regulations of the Board of Directors.

Directors may consult the Secretary of the Board of Directors at any time regarding the scope of such rules and the rights and obligations attached to their office.

##### 3. Holding a minimum number of shares in the Company

Each Director must hold 400 shares in the Company, in registered form, throughout his/her term of office.

##### 4. Information

Directors must ensure that they receive in a timely manner all information necessary to perform their duties. They must, at the appropriate times, apply to the Chairman of the Board of Directors and request the information they deem necessary to perform their duties and to speak on matters on the agenda of meetings of the Board of Directors.

##### 5. Regular attendance

Directors must devote the necessary time and attention to their office and, when they accept another office, must consider whether they will still be able to meet this duty. Save where physically impossible, they must attend all meetings of the Board of Directors and of any committees on which they sit, as well as the General Meetings.

##### 6. Conflicts of interest

Directors must inform the Board of Directors of any conflict of interest or potential conflict of interest as of the time they become aware thereof, and, when a conflict of interest exists, must refrain from participating in the discussion and voting on the corresponding resolution. Any Director in a permanent conflict of interest must resign.

##### 7. Number of offices held by Directors

Directors, including the Chairman of the Board of Directors, may hold no more than four other offices in listed companies outside the Group, including abroad.

The Chairman of the Board of Directors must inform the Board of Directors before accepting any office in any listed or unlisted non-Group company.

The Chairman of the Board of Directors must obtain the consent of the Board of Directors before accepting any office in a listed non-Group company.

Directors, including the Chairman of the Board of Directors, must keep the Board of Directors informed of all significant positions and offices they hold in listed or unlisted non-Group companies, including membership of specialised committees set up by boards of directors.

##### 8. Duty of confidentiality and non-disclosure

Directors undertake not to speak in an individual capacity, other than during the Board's proceedings, on matters discussed at meetings of the Board of Directors.

With respect to non-public information of which they become aware in the performance of their duties, Directors should consider themselves bound by an obligation of professional secrecy that goes beyond the mere duty of non-disclosure (*obligation de discrétion*) provided for by Article L. 225-37 (5) of the French Commercial Code.

This duty of non-disclosure applies to all persons who are invited to attend meetings of the Board of Directors with respect to information of a confidential nature that is presented as such by the Chairman of the Board.

##### 9. Stock market ethicse

The stock market obligations of Directors are set out in the Group's stock market ethics rules, to which they are subject from appointment. They may seek the support of the Secretary of the Board of Directors and of the Ethics & Deontology Referent with a view to complying with their obligations.

#### 2.3.4. SPECIFIC PROCEDURES RELATING TO TAKING PART IN GENERAL MEETINGS

The procedures for taking part in General Meetings are specified in Article 32 of the Company's Memorandum and Articles of Association.

The Company's Memorandum and Articles of Association are available on its website [www.albioma.com](http://www.albioma.com) and the principal provisions (including those of Article 32) are described in Section 6.1.2 on pages 248 *et seq.* of this Registration Document.

In accordance with the provisions of Order No. 2020-321 of 25 March 2020, which adjusts the rules for meetings and deliberation of meetings and governing bodies of legal persons and private law entities without a legal personality in respect of the Covid-19 epidemic, as amended by Order no. 2020-1497 of 2 December 2020 and Decree no. 2021-255 of 9 March 2021, the Board of Directors has decided to hold the General Meeting behind closed doors, without the shareholders and other members of the General Meeting being physically present. Details of the live streaming of the meeting will be set out in a press release and on the Company's website, [www.albioma.com](http://www.albioma.com), prior to the meeting.

### 2.4. Remuneration of corporate officers

For the purposes of the following section, the term corporate officer means the Chief Executive Officer, the Chief Operating Officers, if any, and the Chairman of the Board of Directors. The term executive corporate officer means the Chief Executive Officer and the Deputy Chief Executive Officers, if any, and the Chairman of the Board of Directors classified as non-executive corporate officer, provided this role is not filled by the Chief Executive Officer. All the other Directors are non-executive corporate officers.

#### 2.4.1. CORPORATE OFFICER REMUNERATION POLICY

##### 2.4.1.1. Corporate officers

###### General remarks

Only the Board of Directors has the authority to determine, based on the recommendations of the Nomination, Remuneration and Governance Committee, the remuneration and any benefits awarded to the corporate officers.

The remuneration and any benefits received by the corporate officers are determined on the basis of the following principles:

- competitiveness and loyalty;
- fairness and performance;
- comprehensiveness and global assessment;
- balance between the various components of the remuneration;
- use of comparative data reflecting both market standards and practices in comparable companies;
- consistency, transparency, stability and clarity of rules applied;
- consistency with the Company's strategy and context, compliance with the interests of the Company;
- consideration of the importance of responsibilities actually assumed.

###### Fixed and variable annual remuneration

The annual remuneration of the Chairman and Chief Executive Officer is comprised of a fixed component and, for the Chief Executive Officer only, a variable component based on the achievement of demanding quantitative and qualitative financial and non-financial objectives, determined at the start of the financial year in line with the strategy approved by the Board of Directors. Non-executive corporate officers do not receive any variable remuneration.

The fixed remuneration payable to the Chairman and Chief Executive Officer and the methods used to determine the variable remuneration payable to the Chief Executive Officers (in particular the financial and non-financial quantitative and qualitative objectives they will be required to achieve) are determined by the Board of Directors on the basis of recommendations by the Nomination, Remuneration and Governance Committee, developed on the basis of an analysis of the practices of a panel of comparable companies and the performance of the senior executives.

The fixed remuneration received by the Chairman and Chief Executive Officer is only reviewed every two or three years.

###### Remuneration as Director

Only independent Directors receive remuneration in respect of their position. The Chief Executive Officer Director may thus not receive remuneration in this capacity. Where the roles of Chairman of the Board of Directors and Chief Executive Officer are split, the same applies to the Chairman of the Board of Directors unless the latter is classified as an independent Director.

## 2 • CORPORATE GOVERNANCE

### 2.4. Remuneration of corporate officers

#### Exceptional remuneration

The Company's remuneration policy does not provide for the payment of exceptional remuneration to the Chairman and Chief Executive Officer.

#### Variable multi-year remuneration

The Company's remuneration policy does not provide for the payment of variable multi-year remuneration to corporate officers.

#### Bonus performance share plans and options to subscribe or purchase shares

The Company's remuneration policy does not provide for any long-term incentive programmes of any type whatsoever for the non-executive corporate officers.

The long-term incentive programme for the Chief Executive Officer takes the form of the award of bonus performance shares or options to subscribe or purchase shares, depending inter alia on the tax and employment rules that apply at the time they are awarded. The aim of this long-term incentive programme is to ensure that the interests of the Chief Executive Officer remain in line with those of the shareholders. Vesting of the performance shares awarded, or exercise of options to subscribe or purchase shares, as the case may be, is subject to exacting performance conditions, combining internal criteria and external criteria which, as far as is possible, are measured while taking into consideration the performance of the Company and its Group compared to its market environment. The existing plans cover performance over at least three years.

Based on the recommendations of the Nomination, Remuneration and Governance Committee, the Board of Directors determines the bonus performance shares and options to subscribe or purchase shares to be awarded to the Chief Executive Officer, ensuring, in particular, that these awards, valued in accordance with IFRS 2, do not represent a disproportionate share of the total remuneration of the Chief Executive Officer and that the share of the awards reserved for executive corporate officers within a plan is in accordance with market practices.

If the Chairman and Chief Executive Officer stands down or is removed from office before the end of the vesting period for the performance shares or the options, the award will be cancelled, other than in those cases when the special rules relating to death or disability apply.

#### Welcome packages

The Company's remuneration policy does not provide for the payment of a welcome package to the Chairman and Chief Executive Officer.

#### Remuneration and commitments on departure

Chief Executive Officers may benefit from certain commitments when they cease to hold office, such as severance pay and/or compensation paid under a covenant not to compete. The terms, conditions and amounts comply with the recommendations set out in the AFEP-MEDEF Corporate Governance Code.

#### Remuneration under agreements concluded with the Company or its Group

The Company's remuneration policy does not provide for the payment of remuneration to the Chairman and Chief Executive Officer under any agreement concluded with the Company or its Group.

If the Chairman and Chief Executive Officer held an employment contract prior to his or her appointment, the contract is terminated or, if justified by special circumstances, suspended.

#### Benefits in kind, occupational insurance and retirement benefits

The benefits in kind received by the Chairman and Chief Executive Officer are limited to use of a company car and the payment by the Company of the contributions in respect of the insurance cover for company managers and executives (*Garantie Sociale des Chefs et Dirigeants d'Entreprise - GSC*). This includes the reintegration of contributions to occupational insurance plans available to them within the Group (covering healthcare, incapacity, disability and death).

If their personal circumstances permit this, corporate officers are registered with the occupational insurance plan (covering healthcare, incapacity, disability and death) and the mandatory defined contribution supplementary pension plan, like all the Company's employees.

#### Other remuneration

The Company's remuneration policy does not provide for the payment of any other type of remuneration to the Chairman and Chief Executive Officer. More specifically, they do not receive any remuneration in any form whatsoever from the Company's subsidiaries or any companies that control it.

### 2.4.1.2. Non-executive corporate officers

Non-executive corporate officers only receive remuneration in their capacity as Director. The maximum amount to be allocated between the Directors in this respect is set by the General Meeting, and the actual apportionment of the sums between Directors is decided by the Board of Directors alone, in view of recommendations by the Nomination, Remuneration and Governance Committee. Amounts allocated may reflect specific tasks assigned to certain Directors, in which case the Directors may not all receive the same amount. Only independent Directors receive this remuneration. The main portion constitutes variable remuneration, paid to reward actual attendance of meetings of the Board of Directors and of its specialised Committees.

### 2.4.2. REMUNERATION RECEIVED BY CORPORATE OFFICERS FOR THE 2020 FINANCIAL YEAR

Information on the remuneration of corporate officers is provided in accordance with the provisions of the AFEP-MEDEF Code and AMF position-recommendation no. 2021-02 of 8 January 2021 serving as a guide to prepare universal registration documents.

The information referred to in Articles L. 225-184 and L. 225-197-4 of the French Commercial Code relating to, respectively, stock options awarded during the financial year to the Company's employees and options to subscribe for or purchase shares exercised by said employees, and to bonus performance shares awarded during the financial year to the Company's employees and shares vesting for said employees, is presented in Sections 6.4.2 and 6.4.3 on pages 269 *et seq.* of this Universal Registration Document.

No remuneration was due to the Company's corporate officers by companies controlled by Albioma in respect of the 2019 and 2020 financial years, nor was any paid to these corporate officers by these companies during said financial years.

#### 2.4.2.1. General remarks

On the basis of recommendations by the Nomination, Remuneration and Governance Committee<sup>1</sup>, the Board of Directors had, early in the 2019 financial year, decided to make a number of modifications to the existing terms of remuneration for corporate officers, to apply from the 2019 financial year, mainly associated with the combining, following the General Meeting of 27 May 2019, of the roles of Chairman of the Board of Directors and of Chief Executive Officer. The mechanisms governing the remuneration of the Chairman and Chief Executive Officer as determined as from the 2019 financial year were not changed in any way in the 2020 financial year.

<sup>1</sup> The Nomination, Remuneration and Governance Committee used a comparative analysis of a panel of 17 companies operating in the same industry and included in the SBF 120 or CAC Small 90 indexes which have similar features to Albioma in terms of revenue (the median revenue for the panel is €290 million) and market capitalisation (the median market capitalisation for the panel is €1,000 million). The chosen panel was unchanged from the panel used in 2018, except for Neoen, which was added to the panel in 2019 following its listing, and the replacement on the panel of Actia Group by Volitalia, given the stronger correlation of the latter's activities with the Group's. Composition of the panel used in 2019: Bénéteau, Boiron, Exel Industries, Gaztransport & Technigaz, Groupe Gorgé, Guerbet, Manutan International, Mersen, Neoen, PCAS, PSB Industries, Soitec, Somfy, Thermador Group, Trigano, Virbac and Volitalia.

## 2 • CORPORATE GOVERNANCE

### 2.4. Remuneration of corporate officers

#### 2.4.2.2. Summary of remuneration received by each corporate officer

##### Summary of Frédéric Moynes remuneration as Chief Executive Officer (up to 27 May 2019) and then as Chairman and Chief Executive Officer (from 27 May 2019)

<i>In thousands of euros<sup>1</sup></i>	2020	2019
<b>FRÉDÉRIC MOYNE</b>		
<b>Chief Executive Officer and subsequently Chairman and Chief Executive Officer<sup>2</sup></b>		
Remuneration for the financial year <sup>3</sup>	817.36	795.72
Value of multi-year variable remuneration awarded during the financial year <sup>4</sup>	-	-
Value of stock options awarded during the financial year <sup>5</sup>	-	-
Value of bonus performance shares awarded during the financial year <sup>6</sup>	317.00	190.00
<b>Total</b>	<b>1,134.36</b>	<b>985.72</b>

1. Remuneration components are presented on a gross, pre-tax basis.

2. Frédéric Moynes was Chief Executive Officer up to 27 May 2019 and then Chairman and Chief Executive Officer from 27 May 2019.

3. The total amount of the annual fixed and variable remuneration due in respect of the performance of the duties of Chief Executive Officer, then Chairman and Chief Executive Officer from 1 January to 31 December of the financial year concerned. See additional information in Section 2.4.2.3 on page 129 of this Universal Registration Document.

4. No variable multi-annual remuneration mechanism was in place in respect of the 2019 and 2020 financial years.

5. Value, on their award date, of the options to subscribe or purchase shares awarded during the financial year concerned, based on the proportion of the expense recognised by the Company in respect of said award pursuant to IRFS 2. See additional information in Section 2.4.2.7 on page 134 of this Universal Registration Document.

6. Value, on their award date, of the bonus performance shares awarded during the financial year concerned, based on the proportion of the expense recognised by the Company in respect of said award pursuant to IRFS 2. See additional information in Section 2.4.2.8 on pages 134 et seq. of this Universal Registration Document.

##### Summary of remuneration payable to Jacques Pétry, Chairman of the Board of Directors (up to 27 May 2019)

<i>In thousands of euros<sup>1</sup></i>	2020	2019
<b>JACQUES PÉTRY</b>		
<b>Chairman of the Board of Directors<sup>2</sup></b>		
Remuneration for the financial year <sup>3</sup>	-	42.07
Value of multi-year variable remuneration awarded during the financial year <sup>4</sup>	-	-
Value of stock options awarded during the financial year <sup>5</sup>	-	-
Value of bonus performance shares awarded during the financial year <sup>6</sup>	-	-
<b>Total</b>	<b>-</b>	<b>42.07</b>

1. Remuneration components are presented on a gross, pre-tax basis.

2. Jacques Pétry was Chairman of the Board of Directors up to 27 May 2019.

3. The total amount of the annual fixed and variable remuneration due in respect of the performance of the duties of Chairman of the Board of Directors from 1 January to 31 December of the financial year concerned. See additional information in Section 2.4.2.4 on page 131 of this Universal Registration Document.

4. No variable multi-annual remuneration mechanism was in place in respect of the 2019 and 2020 financial years.

5. Value, on their award date, of the options to subscribe or purchase shares awarded during the financial year concerned, based on the proportion of the expense recognised by the Company in respect of said award pursuant to IRFS 2. See additional information in Section 2.4.2.7 on page 134 of this Universal Registration Document.

6. Value, on their award date, of the bonus performance shares awarded during the financial year concerned, based on the proportion of the expense recognised by the Company in respect of said award pursuant to IRFS 2. See additional information in Section 2.4.2.8 on pages 134 et seq. of this Universal Registration Document.

### 2.4.2.3. Summary of remuneration accruing and paid to Frédéric Moyne as Chief Executive Officer (up to 27 May 2019) and then as Chairman and Chief Executive Officer (from 27 May 2019)

In thousands of euros <sup>1</sup>	2020		2019	
	Amounts due <sup>2</sup>	Amounts paid <sup>3</sup>	Amounts due <sup>2</sup>	Amounts paid <sup>3</sup>
<b>FRÉDÉRIC MOYNE</b>				
<b>Chief Executive Officer and subsequently Chairman and Chief Executive Officer<sup>4</sup></b>				
Fixed remuneration <sup>5</sup>	350.00	350.00	323.86	323.86
Annual variable remuneration <sup>6</sup>	412.83	430.73	430.73	217.82
Multi-annual variable remuneration <sup>7</sup>	-	-	-	-
Exceptional remuneration <sup>8</sup>	-	-	-	-
Remuneration as Director <sup>9</sup>	-	-	-	-
Benefits in kind <sup>10</sup>	54.52	54.52	41.13	41.13
<b>Total</b>	<b>817.36</b>	<b>835.26</b>	<b>795.72</b>	<b>582.81</b>

1. Remuneration components are presented on a gross, pre-tax basis.

2. Remuneration components due in respect of the performance of the duties of Chief Executive Officer, and later of Chairman of the Board of Directors, from 1 January to 31 December of the financial year concerned.

3. Remuneration effectively paid from 1 January to 31 December of the financial year concerned. The fixed remuneration due in respect of a financial year is paid in 12 equal instalments during said year. The variable remuneration due in respect of a financial year is paid during the following financial year.

4. Frédéric Moyne was Chief Executive Officer up to 27 May 2019 and then Chairman and Chief Executive Officer from 27 May 2019.

5. See additional information in the remainder of this section of this Universal Registration Document.

6. See additional information in the remainder of this section of this Universal Registration Document.

7. No variable multi-annual remuneration mechanism was in place in respect of the 2019 and 2020 financial years.

8. No exceptional remuneration was due in respect of the 2019 and 2020 financial years, nor was any paid during these financial years.

9. See additional information in Section 2.4.2.6 on pages 133 et seq. of this Universal Registration Document.

10. See additional information in the remainder of this section of this Universal Registration Document.

The principles and rules applied for the 2020 financial year by the Board of Directors to determine the remuneration and benefits of any kind received by the Chief Executive Officer are described in Section 2.4.1.1 on pages 125 et seq. of this Universal Registration Document.

Frédéric Moyne had an employment contract with the Company until 1 June 2017. The effects of this contract were suspended by the Board of Directors at the time he was appointed Chief Executive Officer for a limited one-year period, at the end of which period the employment contract was terminated as Frédéric Moyne had informed the Company of his decision to resign from his salaried position with effect from 1 June 2017 subject to the condition precedent that he still serves as Chief Executive Officer on that date (see additional information in Section 2.4.2.9 on page 136 of this Universal Registration Document).

#### Fixed remuneration

In 2020, Frédéric Moyne received all-inclusive gross annual fixed remuneration of €350,000 in respect of his position as Chairman and Chief Executive Officer, payable in twelve instalments, at the same level as in 2019<sup>1</sup>.

The amount of this remuneration was determined by the Board of Directors for the 2020 financial year at its meeting of 2 March 2020.

1. In 2019, Frédéric Moyne received this all-inclusive gross annual fixed remuneration of €350,000 in respect of his position as Chairman and Chief Executive Officer, namely for the period from 27 May 2019 to 31 December 2019.

## 2 • CORPORATE GOVERNANCE

### 2.4. Remuneration of corporate officers

#### Variable remuneration

The fixed remuneration payable to Frédéric Moyne in his capacity as Chairman and Chief Executive Officer for the 2020 financial year was accompanied by variable remuneration of up to 133% of his fixed remuneration, namely €465,500, linked to the achievement of non-financial quantitative and qualitative objectives and financial objectives set by the Board of Directors for the financial year in question.

At its meeting on 3 March 2021, the Board of Directors, deciding on the basis of the recommendations of the Nomination, Remuneration and Governance Committee, conducted an assessment of Frédéric Moyne's overall performance in view of the objectives set him in respect of the 2020 financial year. In accordance with the principles adopted by the Board of Directors at its meeting of 2 March 2020, the variable component of Frédéric Moyne's remuneration for the 2020 financial year was set at a gross amount of €412,833.75, i.e., 118% of the fixed component of his remuneration for the same period. The amount of this remuneration was calculated as shown below:

	Weighting (% of target amount)	Target amount (in euros)	Interpolation matrix				Performance achieved		Remuneration	
			0% of target amount	50% of target amount	100% of target amount	150% of target amount	In absolut terms	As % of target amount	As % of target amount	In euros
<b>FINANCIAL INDICATORS<sup>1</sup></b>										
2020 consolidated EBITDA (in millions of euros)	22%	77,000	< 200	200	205	≥ 182	206.4	101%	109%	83,834
2020 consolidated net income, Group share (in millions of euros)	22%	77,000	< 48	48	50	≥ 44	55.3	110%	150%	115,500
2020 consolidated free cash flow from operating activities (in millions of euros)	22%	77,000	< 110	110	122	≥ 130	152.8	125%	150%	115,500
<b>Sub-total financial indicators</b>	<b>66%</b>	<b>231,000</b>							<b>136%</b>	<b>314,834</b>
<b>QUANTITATIVE NON-FINANCIAL INDICATORS</b>										
Fall in workplace accident frequency rate in 2020 compared with 2019 (in absolute terms) <sup>2</sup>	3%	10,500	≥ 7.80		7.02		12.23	(568%)	-	-
2020 workplace accident severity rate kept under the Group target of 0.5 and better than in 2019 (in absolute terms) <sup>3</sup>	3%	10,500	≥ 0.22		0.20		0.28	(273%)	-	-
Improvement in the Group's Vigeo Eiris rating in 2020 compared with 2019 (in points) <sup>4</sup>	6%	21,000	< 59	60	62		63	133%	100%	21,000
<b>Sub-total quantitative non-financial indicators</b>	<b>12%</b>	<b>42,000</b>							<b>50%</b>	<b>21,000</b>
<b>QUALITATIVE NON-FINANCIAL INDICATORS</b>										
Qualitative targets <sup>5</sup>	22%	77,000							100%	77,000
<b>Sub-total qualitative non-financial indicators</b>	<b>22%</b>	<b>77,000</b>							<b>100%</b>	<b>77,000</b>
<b>Total</b>	<b>100%</b>	<b>350,000</b>							<b>118%</b>	<b>412,834</b>

1. Should the target set for the Chief Executive Officer for each of the three financial objectives exceed 105% of the 2020 consolidated EBITDA target, 110% of the 2020 consolidated net income, Group share target, and 123% of the 2020 consolidated free cash flow from operating activities target, the portion of his variable remuneration for each of the financial objectives was capped at 150% of the target amount of variable remuneration corresponding to each of these objectives.

2. Number of workplace accidents involving Group staff resulting in over 24 hours lost time per million hours worked (all businesses and all geographic areas).

3. Number of days' sick leave (lost-time >24 h) due to workplace accidents involving Group staff per thousand hours worked (all businesses and all geographic areas).

4. Rating obtained by the Group following an assessment by Vigeo Eiris, a non-financial rating agency.

5. The qualitative non-financial objectives set for Frédéric Moyne in respect of the 2020 financial year were linked to the achievement of significant progress on projects pertaining to the energy transition in the Overseas Thermal Biomass scope, significant progress on the delivery of other development projects, the improvement of the Group's non-financial performance and human resources and talent management. On the basis of the assessment by the Board of Directors of Frédéric Moyne's performance in view of these objectives, and as recommended by the Nomination, Remuneration and Governance Committee, the Board determined that he achieved 100% of the qualitative non-financial objectives set for him for the 2020 financial year. In the course of this analysis, the Board of Directors notably identified the successful restarting of tranche 3 of Albioma Le Moule in Guadeloupe using biomass against the background of the pandemic, the favourable decision of the French energy regulator regarding the conversion to biomass of the Bois-Rouge plant, the addition of 40 MWp in new photovoltaic projects in mainland France and in the Overseas territories, the Group's initial success in the geothermal space with the acquisition of the Gümüşköy plant in Turkey, the proactive roll-out of the CSR roadmap in line with Group targets, the implementation of an ambitious plan to make project management professional and the in-depth restructuring of the Industrial Department.

### Benefits in kind, occupational insurance and retirement benefits

The benefits in kind to which Frédéric Moyné was entitled in his capacity as Chief Executive Officer for the 2020 financial year corresponded to:

- the value of the provision of a company car;
- the payment by the Company of the contributions in respect of the insurance cover for loss of employment for company managers and executives (*Garantie Sociale des Chefs et Dirigeants d'Entreprise - GSC*);
- the adding back of contributions to the occupational insurance plan over and above the maximum amounts set in applicable laws and regulations.

Frédéric Moyné remained a member of the occupational insurance plan (covering healthcare, incapacity, disability and death) and the AGIRC-ARRCO mandatory group supplementary pension plan open to all the Company's employees categorised as executive staff. His membership of the mandatory group supplementary defined contribution pension plan open to all Company employees was maintained.

#### 2.4.2.4. Summary of remuneration accruing and paid to Jacques Pétry, Chairman of the Board of Directors (up to 27 May 2019)

In thousands of euros <sup>1</sup>	2020		2019	
	Amounts due <sup>2</sup>	Amounts paid <sup>3</sup>	Amounts due <sup>2</sup>	Amounts paid <sup>3</sup>
<b>JACQUES PÉTRY</b>				
<b>Chairman of the Board of Directors<sup>4</sup></b>				
Fixed remuneration <sup>5</sup>	-	-	40.22	40.22
Annual variable remuneration <sup>6</sup>	-	-	-	-
Multi-annual variable remuneration <sup>7</sup>	-	-	-	-
Exceptional remuneration <sup>8</sup>	-	-	-	-
Remuneration as Director <sup>9</sup>	-	-	-	-
Benefits in kind <sup>10</sup>	-	-	1.86	1.86
<b>Total</b>	<b>-</b>	<b>-</b>	<b>42.07</b>	<b>42.07</b>

1. Remuneration components are presented on a gross, pre-tax basis.

2. Remuneration components due in respect of the performance of the duties of Chairman of the Board of Directors from 1 January to 31 December of the financial year concerned.

3. Remuneration effectively paid from 1 January to 31 December of the financial year concerned. The fixed remuneration due in respect of a financial year is paid in 12 equal instalments during said year. The variable remuneration due in respect of a financial year is paid during the following financial year.

4. Jacques Pétry was Chairman of the Board of Directors up to 27 May 2019.

5. See additional information in the remainder of this section of this Universal Registration Document.

6. See additional information in the remainder of this section of this Universal Registration Document.

7. No variable multi-annual remuneration mechanism was in place in respect of the 2019 and 2020 financial years.

8. No exceptional remuneration was due in respect of the 2019 and 2020 financial years, nor was any paid during these financial years.

9. See additional information in Section 2.4.2.6 on pages 133 et seq. of this Universal Registration Document.

10. See additional information in the remainder of this section of this Universal Registration Document.

The terms of office of Jacques Pétry as Chairman of the Board of Directors and Director having expired on 27 May 2019 he did not receive any remuneration in respect of the 2020 financial year.

#### Fixed remuneration

None.

#### Variable remuneration

None.

#### Benefits in kind, occupational insurance and retirement benefits

None.

## 2 • CORPORATE GOVERNANCE

### 2.4. Remuneration of corporate officers

#### 2.4.2.5. Equity ratio

Over the past five financial years, the ratio of the remuneration of the Chairman and Chief Executive Officer to median and average employee remuneration was as follows:

	2016 <sup>2</sup>	2017	2018	2019	2020
<b>FRÉDÉRIC MOYNE</b>					
<b>Chief Executive Officer (from 01/06/2016 to 27/05/2019) and subsequent Chairman and Chief Executive Officer (since 27/05/2019)<sup>1</sup></b>					
Ratio of remuneration to the average remuneration of employees in Group companies registered in France	1.5	3.7	5.4	5.8	7.7
Ratio of remuneration to the average remuneration of Company employees	4.2	6.4	10.2	10.8	14.4
Ratio of remuneration to the median remuneration of employees in Group companies registered in France	1.7	4.4	7.1	7.8	11.3
Ratio of remuneration to the median remuneration of Company employees	5.5	8.0	13.8	13.4	19.0
<b>COMPANY PERFORMANCE</b>					
Consolidated EBITDA (in millions of euros)	131.4	138.3	162.6	182.9	206.4
Consolidated net income attributable to owners of the parent (in millions of euros)	33.0	37.4	44.2	44.1	55.3

1. The calculation of the ratio factors in the cash remuneration components (fixed remuneration and variable remuneration) paid to Frédéric Moyné and the value of performance shares allotted to him (except for 2016 and 2017) versus the cash remuneration components (fixed remuneration, variable remuneration, premiums, benefits in kind, incentives and profit sharing) paid to Company employees and to employees of Group companies having their registered offices in France and the value of performance shares allotted to them (except for 2016 and 2017).

2. The remuneration components of Frédéric Moyné, who became Chief Executive Officer on 1 June 2016, were annualised for the 2016 financial year.

### 2.4.2.6. Remuneration of non-executive corporate officers

In thousands of euros <sup>1</sup>	2020		2019	
	Amounts due <sup>2</sup>	Amounts paid <sup>3</sup>	Amounts due <sup>2</sup>	Amounts paid <sup>3</sup>
<b>JEAN-CARLOS ANGULO</b>	<b>37.55</b>	<b>35.85</b>	<b>35.85</b>	<b>37.19</b>
Remuneration as Director	37.55	35.85	35.85	37.19
Other remuneration	-	-	-	-
<b>MICHEL BLEITRACH<sup>4</sup></b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24.21</b>
Remuneration as Director	-	-	-	24.21
Other remuneration	-	-	-	-
<b>PIERRE BOUCHUT<sup>5</sup></b>	<b>45.00</b>	<b>40.99</b>	<b>40.99</b>	<b>23.38</b>
Remuneration as Director	45.00	40.99	40.99	23.38
Other remuneration	-	-	-	-
<b>BPIFRANCE INVESTISSEMENT</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Remuneration as Director	-	-	-	-
Other remuneration	-	-	-	-
<b>MARIE-CLAIRE DAVEU</b>	<b>34.15</b>	<b>34.15</b>	<b>34.15</b>	<b>34.64</b>
Remuneration as Director	34.15	34.15	34.15	34.64
Other remuneration	-	-	-	-
<b>FRANCK LACROIX<sup>6</sup></b>	<b>32.40</b>	<b>17.39</b>	<b>17.39</b>	<b>-</b>
Remuneration as Director	32.40	17.39	17.39	-
Other remuneration	-	-	-	-
<b>FLORENCE LAMBERT<sup>7</sup></b>	<b>26.45</b>	<b>5.73</b>	<b>19.09</b>	<b>13.36</b>
Remuneration as Director <sup>8</sup>	26.45	5.73	19.09	13.36
Other remuneration	-	-	-	-
<b>VALÉRIE LANDON<sup>9</sup></b>	<b>-</b>	<b>15.01</b>	<b>15.01</b>	<b>33.64</b>
Remuneration as Director	-	15.01	15.01	33.64
Other remuneration	-	-	-	-
<b>ULRIKE STEINHORST</b>	<b>34.15</b>	<b>33.30</b>	<b>33.30</b>	<b>34.64</b>
Remuneration as Director	34.15	33.30	33.30	34.64
Other remuneration	-	-	-	-
<b>Subtotal of remuneration as Director</b>	<b>209.70</b>	<b>182.42</b>	<b>195.78</b>	<b>201.07</b>
<b>Subtotal of other remuneration</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total</b>	<b>209.70</b>	<b>182.42</b>	<b>195.78</b>	<b>201.07</b>

1. Remuneration is presented on a gross, pre-tax basis.

2. Remuneration due in respect of the performance of the duties of Director from 1 January to 31 December of the financial year concerned.

3. Remuneration effectively paid from 1 January to 31 December of the financial year concerned. Except in special cases, the remuneration due in respect of a financial year is paid during the following financial year.

4. Michel Bleitrach only served as Director in the 2018 financial year up to 30 May when his term of office expired. He did not ask to be reappointed.

5. Pierre Bouchut only served as Director in the 2018 financial year as from his appointment by the General Meeting of 30 May 2018.

6. In the 2019 financial year, Frank Lacroix only served as Director as from his co-opting at the 27 May 2019 meeting of the Board of Directors.

7. Florence Lambert only served as Director in the 2019 financial year as from her appointment by the General Meeting of 27 May 2019.

8. Florence Lambert having wished in the 2019 financial year to use the sums accruing to her in consideration for her role as Director for the period from 27 May to 31 December 2019, to buy the minimum number of shares she is required to hold under the Company's Memorandum and Articles of Association, those sums were paid to her during the 2019 financial year.

9. Valérie Landon only served as Director in the 2019 financial year up to 27 May when her term of office expired. She did not ask to be reappointed.

#### Additional information on the remuneration paid to the non-executive corporate officers

The total amount to be allocated between the Directors was most recently set by the General Meeting of 29 May 2017 at €225,000 for the 2019 and subsequent financial years, compared to €192,500 for the 2018 financial year. The General Meeting, in so doing, approved the proposal of the Board of Directors to increase the total amount for allocation between the Directors in consideration for their duties to allow for the specific remuneration of the Lead Independent Director as from the combining of the roles of Chairman of the Board of Directors and of Chief Executive Officer and the continued implementation of the procedures for allocating between the Directors the total amount granted to the Board of Directors by the General Meeting determined by the Board of Directors at its 5 March 2018 meeting and applicable as from 30 May 2018.

During the 2020 financial year, the procedures for allocating said sum between the Directors thus changed as follows:

- Only independent Directors receive remuneration in respect of their positions as Director;
- independent Directors are entitled to all-inclusive fixed lump-sum remuneration, calculated on a pro rata basis if their appointment relates to part of a financial year only, of €12,000 per financial year plus, for independent Directors chairing a specialised Committee, an additional fixed entitlement of €6,000 per financial year and per Committee chaired;
- independent Directors also receive a variable payment of €1,700 per meeting of the Board of Directors (provided they actually participate in these meetings), up to a maximum of €11,900 per Director per annum, and of €850 euros per meeting of a specialised Committee (provided they actually participate in these meetings), up to a maximum of €5,950 per Director per annum for the Commitments Committee and of €3,400 per Director per annum for the other Committees;
- The Lead Independent Director also receives all-inclusive fixed remuneration of €10,000 per financial year.

#### 2.4.2.7. Options to subscribe or purchase shares

None (see additional information in Section 6.4.2 on page 269 of this Universal Registration Document).

#### 2.4.2.8. Bonus performance share awards

The information that follows, together with the information in Section 6.4.3 on pages 269 *et seq.* of this Universal Registration Document, constitutes the report of the Board of Directors referred to in Article L. 225-4 of the French Commercial Code.

The table below shows only data relating to the bonus performance share plans still in effect as at 31 December 2020 or those expired during the 2020 financial year, and that are/were open to corporate officers, i.e.:

- the three-year programme comprising three plans staggered from 2018 to 2020, each involving around 1.00% of the share capital<sup>1</sup>, adopted by the General Meeting of 30 May 2018 for Company employees and certain employees of its subsidiaries. A total of 919,000 performance shares may be awarded, representing 2.90% of the share capital at 31 December 2020, pursuant to which:
  - 309,600 performance shares were awarded under a 2018 plan, representing 0.98% of the share capital at 31 December 2020;
  - 305,420 performance shares were awarded under a 2019 plan, representing 0.97% of the share capital at 31 December 2020;
  - 303,971 performance shares were awarded under a 2020 plan, representing 0.96% of the share capital at 31 December 2020.

The main terms and conditions of each of the bonus performance share plans existing as at 31 December 2020 or expiring during the 2020 financial year are described in Section 6.4.3.1 on pages 270 *et seq.* of this Universal Registration Document. The following provisions apply in particular to the awards made to the corporate officers:

- the number of bonus performance shares that may be awarded to the corporate officers was limited to 91,900, i.e. 10% of the total number of bonus performance shares that could be awarded under the plans set up as a result of the resolutions adopted at the General Meeting of 30 May 2018;

<sup>1</sup> See additional information in Section 6.4.3.1 on pages 270 *et seq.* of this Universal Registration Document on the bonus performance share plan set up in 2021 under the authorisation granted to the Board of Directors by the General Meeting of 29 May 2020.

- the vesting of the bonus performance shares awarded to the corporate officers is not subject to an obligation to acquire a pre-determined number of the Company's shares in the market (see additional information in Section 6.4.3.1. on pages 270 et seq. of this Universal Registration Document);
- the corporate officers are required, in the event of the vesting of bonus performance shares, to comply with an obligation to retain in registered form 25% of the number of shares vesting until the expiry of their terms of office; this obligation applies, if applicable, in addition to the general obligation to keep all vested performance shares for a set period, as per the regulations of those plans.

Plans still in effect were not in any way hedged at 31 December 2020.

#### Bonus performance shares awarded during the 2020 financial year to each corporate officer

	Date of the General Meeting	Date of the Board of Directors' meeting	Number of shares awarded during the financial year	Value of shares awarded during the financial year (in thousands of euros) <sup>3</sup>	Vesting date	Availability date	Performance conditions
<b>FRÉDÉRIC MOYNE</b> Chief Executive Officer and subsequently Chairman and Chief Executive Officer <sup>1</sup>	30/05/2018 <sup>2</sup>	02/03/2020 <sup>2</sup>	29,076	317.00	07/03/2023	See note 4	See note 5
<b>Total</b>			<b>29,076</b>	<b>317.00</b>			

1. Frédéric Moyne was Chief Executive Officer up to 27 May 2019 and then Chairman and Chief Executive Officer from 27 May 2019.

2. Awards under the "2020" plan for Company employees and certain employees of its subsidiaries.

3. Value, on their award date, of the shares awarded, based on the proportion of the expense recognised by the Company in respect of said award pursuant to IRFS 2.

4. Vesting shares are subject to a general one-year lock-in commitment from their vesting date. The Chief Executive Officer is moreover bound by an obligation to retain in registered form 25% of the number of vested performance shares until he ceases to hold office.

5. Please see Section 6.4.3.1 on page 272 of this Universal Registration Document.

#### Bonus performance shares vesting during the 2020 financial year for each corporate officer

None.

#### History of bonus performance shares awarded

Please see Section 6.4.3.1 on pages 270 et seq. of this Universal Registration Document.

#### 2.4.2.9. Contracts of employment, supplementary pension plans and remuneration payable on departure

	Employment contract		Supplementary retirement plan		Compensation or benefits owed or likely to be owed due to expiry, termination or change of position/office		Compensation under a covenant not to compete	
	Yes	No	Yes	No	Yes	No	Yes	No
<b>FRÉDÉRIC MOYNE</b> Chief Executive Officer and subsequently Chairman and Chief Executive Officer <sup>1</sup>		x <sup>2</sup>		x <sup>3</sup>		x <sup>4</sup>		x <sup>5</sup>

1. Frédéric Moyne was appointed Chief Executive Officer on 1 March 2016, with effect from 1 June 2016, for a four-year term of office to expire at the close of the General Meeting to be held in 2020 with a view to approving the 2019 financial statements, and then Chairman of the Board of Directors on 27 May 2019, for the period of his term of office as Director, namely to the close of the General Meeting to be held in 2021 with a view to approving the 2020 financial statements.

2. At its meeting of 1 March 2016, the Board of Directors had decided to maintain Frédéric Moyne's employment contract for a limited period of one year from the effective date of his appointment as Chief Executive Officer, and recorded its automatic suspension. See the additional information below.

3. Frédéric Moyne does not have a specific supplementary pension plan that constitutes commitments of the type governed by Article R. 225-29-1 of the French Commercial Code.

4. Since 1 June 2016, Frédéric Moyne is entitled to severance pay from 1 June 2017 in the event he is removed from office as Chief Executive Officer, the terms and conditions of which are described in this section of this Universal Registration Document.

5. Since 1 June 2016, Frédéric Moyne is bound by a covenant not to compete in the event he is removed from office as Chief Executive Officer, the terms and conditions of which are described in this section of the Universal Registration Document.

### Additional information on the effective termination of Frédéric Moyne's employment contract in 2017

At its meeting of 1 March 2016, the Board of Directors reviewed the position of Frédéric Moyne with regard to his employment contract with the Company. In this regard, the Board of Directors noted that:

- by 1 June 2016, Frédéric Moyne would have completed more than 17 years' service within the Group;
- under the loss of employment insurance taken out on his behalf as from 1 June 2016, he would only become entitled to compensation if he were removed from office before 1 June 2017;
- the contractual provisions applicable to the termination of Frédéric Moyne's employment contract would guarantee him, in the event of termination of said contract for just cause (excluding serious or gross misconduct), compensation of around 8.4 months' remuneration;
- it would have been inequitable to suddenly deprive Frédéric Moyne of the protection mechanisms from which he could benefit in the event of the termination of his employment contract (severance pay and the benefit of unemployment insurance).

In view whereof, the Board of Directors, ruling on the basis of the recommendations of the Nomination and Remuneration Committee (since renamed the Nomination, Remuneration and Governance Committee), had decided to approve the principle of maintaining Frédéric Moyne's employment contract for a period of one year as from 1 June 2016, although the effects of said contract were suspended during that period.

As Frédéric Moyne resigned from his salaried duties with deferred effect from 1 June 2017 subject to the sole condition precedent that he was still the Company's Chief Executive Officer on that date, his resignation became effective on 1 June 2017, on which date his employment contract was terminated.

### Additional information on the severance payment and covenant not to compete in the event Frédéric Moyne is removed from office as Chief Executive Officer

#### Severance pay

##### Principles

At its meeting of 1 March 2016, the Board of Directors put in place, for the benefit of Frédéric Moyne in his capacity as Chief Executive Officer, all-inclusive severance pay which would be implemented as from the first day of the second year following the date on which his appointment as the Company's Chief Executive Officer came into effect (i.e., 1 June 2017). The terms and conditions of this severance pay are set out below. The terms of payment of such severance pay were approved by

the General Meeting of 24 May 2016, voting on the special report by the Statutory Auditors in accordance with Article L. 225-42-1 of the French Commercial Code (6<sup>th</sup> resolution).

Assumptions concerning termination of office that are eligible for the payment of the all-inclusive severance pay

The all-inclusive severance pay will be due and paid in the event Frédéric Moyne is removed from his office as Chief Executive Officer or his term of office is not renewed, unless said removal or non-renewal is due to:

- any wrongdoing or misconduct characterised under employment law as:
  - serious misconduct (*faute grave*), wherein the degree of seriousness derives from the deliberate nature of the misconduct and the seriousness – assessed in view of the size of the Group and its business activities – of the resulting consequences, or
  - gross misconduct (*faute lourde*), i.e., misconduct committed with the intention of harming the Company or its Group, including in particular the intentional or repeated breach of limitations placed on his powers (under the Memorandum or Articles of Association or otherwise) or of resolutions adopted by the General Meeting, or any action constituting a criminal offence perpetrated personally when a Group company is the victim or this could harm the Group's reputation;
- Frédéric Moyne's failure to comply with his exclusivity, non-compete and loyalty obligations incumbent upon him in connection with his corporate office.

The all-inclusive severance pay is not paid in the event the termination of office is due to resignation.

##### Maximum amount of severance payment

The maximum gross amount of the severance payment is set at 15 months of the gross fixed annual remuneration received in respect of the last 12 months preceding the date on which he ceases to hold office, plus the average of the gross variable remuneration received in respect of the last three financial years preceding that date (the "Reference Remuneration").

In the absence of a sufficiently long reference period, the variable remuneration used to calculate the Reference Remuneration will be equal to the gross target variable remuneration (corresponding to the achievement in full of the quantitative objectives) potentially due as a result of quantitative objectives in respect of the financial year during which he ceases to hold office, plus the maximum gross variable remuneration potentially due as a result of qualitative objectives in respect of said financial year.

##### Performance conditions

The all-inclusive severance payment will be due and paid only if the amounts received by Frédéric Moyne or owed to him in connection with the variable component of his remuneration

in respect of the two financial years preceding the date on which his term of office ends represent, on average, a percentage equal to or greater than 50% of the maximum possible variable component that could be awarded in respect of said financial years.

By exception, if the available reference period only allows one financial year to be taken into account, Frédéric Moyne will be assumed to have satisfied the aforementioned performance conditions, unless the Board of Directors demonstrates that his actual performance during the period preceding the date on which he ceases to hold office would not have qualified him to receive variable remuneration at least equal to 50% of the maximum amount that could be awarded to him in respect of said financial year.

#### Non-compete covenant

##### Principles

At its meeting of 1 March 2016, the Board of Directors put in place, for the benefit of Frédéric Moyne, in his capacity as Chief Executive Officer, a mechanism for the payment of compensation under a covenant not to compete which could be implemented as from the date on which his appointment as the Company's Chief Executive Officer comes into effect (i.e., 1 June 2016). The terms and conditions of this mechanism are set out below. The terms were approved by the General Meeting of 24 May 2016, voting on the special report by the Statutory Auditors in accordance with Article L. 225-42-1 of the French Commercial Code (7<sup>th</sup> resolution).

##### Covenant not to compete: implementation procedures

In the event Frédéric Moyne ceases to serve as Chief Executive Officer, the Board of Directors shall meet in the following month to decide, at its discretion, whether it wishes to waive the covenant not to compete.

##### Nature and duration of Frédéric Moyne's commitments

If the covenant not to compete is implemented, Frédéric Moyne will not be permitted, for 12 months after he ceases to serve as the Company's Chief Executive Officer, for whatever reason, to:

- work, in any form whatsoever (employment contract, provision of services, corporate office or otherwise) for any company or enterprise whose business activities (material in terms of their revenue) compete with the business activities of the Company and its Group on the date on which he ceases to hold office and is communicated to the market (as of 1 March 2016, these activities are thermal biomass, anaerobic digestion and solar power), this prohibition applying only;
- in those countries in which at least one of said activities of the Company and its Group represents installed capacity of at least 40 MW on the date on which he effectively ceases to hold office; and

- to the sole activity or activities of the Company and its Group that have, in said country, achieved or exceeded this threshold on the date on which he effectively ceases to hold office;
- acquire or hold a direct or indirect interest (with the exception of any interest that does not exceed five percent of the share capital or voting rights of a listed company) in any company, enterprise or group whose business activities compete with the business activities of the Company or its Group, on the date on which he effectively ceases to hold office;
- incite any customer, supplier or partner of the Company or its Group to break off or curtail its business relationships with the Company or its Group, or incite any prospective customer not to enter into a business relationship with the Company or its Group;
- hire any officer, senior manager or employee of the Company or its Group, or incite any such officer, senior manager or employee to terminate his/her employment contract or leave the Company or its Group.

##### Financial compensation

If the covenant not to compete is implemented, the execution of the obligations described above will result in the payment of compensation equal to six months of the gross fixed annual remuneration received in respect of the last 12 months preceding the date on which he ceases to hold office, plus the average of the gross variable remuneration received in respect of the last three financial years preceding the date on which he ceases to hold office (the "Reference Remuneration").

In the absence of a sufficiently long reference period:

- the fixed remuneration used to calculate the Reference Remuneration will be equal to the gross annual fixed remuneration due in respect of the financial year during which he ceases to hold office;
- the variable remuneration used to calculate the Reference Remuneration will be equal to the gross target variable remuneration (corresponding to the achievement in full of the quantitative objectives) potentially due as a result of quantitative objectives in respect of the financial year during which he ceases to hold office, plus the maximum gross variable remuneration potentially due as a result of qualitative objectives in respect of said financial year.

#### 2.4.2.10. Service agreements entered into with the corporate officers

None of the corporate officers was, as of 31 December 2020 and the filing date of this Universal Registration Document, linked to the Company or to one of its subsidiaries by a service contract.

## 2 • CORPORATE GOVERNANCE

### 2.4. Remuneration of corporate officers

#### 2.4.3. REMUNERATION RECEIVED BY CORPORATE OFFICERS FOR THE 2021 FINANCIAL YEAR

On the basis of recommendations by the Nomination, Remuneration and Governance Committee, the Board of Directors decided to roll over all provisions of the remuneration policy applicable to corporate officers in 2020.

#### Remuneration payable to Frédéric Moyne, Chairman and Chief Executive Officer

##### Fixed remuneration

In his capacity as Chairman and Chief Executive Officer, Frédéric Moyne will receive, for the 2021 financial year, all-inclusive gross annual fixed remuneration of €350,000, payable in 12 instalments, which is the same as in 2020 (see additional information in Section 2.4.2.3 on pages 129 *et seq.* of this Universal Registration Document).

##### Variable remuneration

In addition to the fixed remuneration payable to Frédéric Moyne in his capacity as Chief Executive Officer in respect of the 2021 financial year, he will also receive variable remuneration capped at 133% of his fixed remuneration, i.e., €465,500. The target amount of this variable remuneration is set at 100% of the fixed remuneration, i.e., €350,000. Payment of this variable remuneration will be subject to the shareholders voting, at the General Meeting held in 2022 with a view to approving the 2021 financial statements, in favour of the remuneration allocated to the Chairman and Chief Executive Officer for the 2021 financial year (see additional information in Section 2.4.4 on page 139 of this Universal Registration Document).

The actual amount of this variable remuneration will be calculated as shown below, depending on the degree to which Frédéric Moyne achieves the financial objectives and the non-financial quantitative and qualitative objectives set for him by the Board of Directors for the 2021 financial year.

	Weighting (% of target amount)	Target amount (in euros)	Interpolation matrix				
			0% of target amount	25% of target amount	50% of target amount	100% of target amount	150% of target amount
<b>FINANCIAL INDICATORS<sup>1</sup></b>							
2021 consolidated EBITDA (in millions of euros)	22%	77,000	< 98% of target		98% of target	100% of target	≥ 103% of target
2021 consolidated net income attributable to owners of the parent (in millions of euros)	22%	77,000	< 94% of target		94% of target	100% of target	≥ 105% of target
2021 consolidated free cash flow from operating activities (in millions of euros)	22%	77,000	< 91% of target		91% of target	100% of target	≥ 123% of target
<b>Sub-total financial indicators</b>	<b>66%</b>	<b>231,000</b>					
<b>QUANTITATIVE NON-FINANCIAL INDICATORS</b>							
Fall in workplace accident frequency rate in 2021 compared with 2020 (in absolute terms) <sup>2</sup>	3%	10,500	≥ 7.80			≤ 7.02	
2021 workplace accident severity rate kept under the Group target of 0.5 and better than in 2020 (in absolute terms) <sup>3</sup>	3%	10,500	≥ 0.22			≤ 0.20	
Improvement in the Group's Vigeo Eiris rating in 2021 compared with 2020 (in points) <sup>4</sup>	6%	21,000	< 63	63	64	≥ 65	
<b>Sub-total quantitative non-financial indicators</b>	<b>12%</b>	<b>42,000</b>					
<b>QUALITATIVE NON-FINANCIAL INDICATORS</b>							
Qualitative targets <sup>5</sup>	22%	77,000					
<b>Sub-total qualitative non-financial indicators</b>	<b>22%</b>	<b>77,000</b>					
<b>Total</b>	<b>100%</b>	<b>350,000</b>					

1. Should the objective set for the Chief Executive Officer for each of the three financial objectives exceed 103% of the 2021 consolidated EBITDA target, 105% of the 2021 consolidated net income, Group share target, and 123% of the 2021 consolidated free cash flow from operating activities target, the portion of his variable remuneration for each of the financial objectives will be capped at 150% of the target amount of variable remuneration corresponding to each of these objectives.

2. Number of workplace accidents involving Group staff resulting in over 24 hours lost time per million hours worked (all businesses and all geographic areas).

3. Number of days' sick leave (lost-time >24 h) due to workplace accidents involving Group staff per thousand hours worked (all businesses and all geographic areas).

4. Rating obtained by the Group following an assessment by Vigeo Eiris, a non-financial rating agency.

5. The qualitative non-financial objectives set for Frédéric Moyne in respect of the 2021 financial year are linked to progress on projects pertaining to the energy transition in the Overseas Thermal Biomass business, progress on the delivery of other development projects (including targets to broaden the project portfolio and deepen the medium and long-term strategic vision), the improvement of the Group's non-financial performance and safety, human resources and communication (including in particular establishing and implementing a staff safety action plan).

### **Bonus performance share plans and options to subscribe or purchase shares**

Under the remuneration policy for corporate officers, Frédéric Moyne was awarded 22,500 performance shares under a “2021 plan” established by the Board of Directors on 3 March 2021 on the basis of the authorisation granted by the General Meeting of 29 May 2020. The plan established, under which 224,977 performance shares were awarded, representing 0.71% of the share capital at 31 December 2020, out of the 846,000 performance shares that could be awarded under the authorisation granted by the General Meeting, representing 2.67% of the share capital at 31 December 2020, this plan representing the first phase of a new three-year mechanism comprising three plans staggered from 2021 to 2023, each of which involving around 0.9% of the share capital. The characteristics of this bonus performance share plans are described in Section 6.4.3.1 on page 273 of this Universal Registration Document.

### **Benefits in kind, occupational insurance and retirement benefitse**

The benefits in kind to which Frédéric Moyne will be entitled in his capacity as Chairman and Chief Executive Officer for the 2021 financial year will correspond to:

- the value of the provision of a company car;
- the payment by the Company of the contributions in respect of the insurance cover for loss of employment for company managers and executives (*Garantie Sociale des Chefs et Dirigeants d'Entreprise - GSC*);
- the adding back of contributions to the occupational insurance plan over and above the maximum amounts set in applicable laws and regulations.

Frédéric Moyne will remain a member of the occupational insurance plan (covering healthcare, incapacity, disability and death) and the AGIRC-ARRCO mandatory group supplementary pension plan open to all the Company's employees categorised as executive staff. His membership of the mandatory group supplementary defined contribution pension plan open to all Company employees will be maintained.

### **Remuneration and commitments on departure**

In 2021, Frédéric Moyne will benefit from the commitments described in Section 2.4.2.9 on pages 135 *et seq.* of this Universal Registration Document

### **2.4.4. SHAREHOLDERS' VOTE ON THE REMUNERATION OF CORPORATE OFFICERS**

At the General Meeting of 29 May 2020, a large majority approved the remuneration package owed or awarded to the Chairman of the Board of Directors and the Chief Executive Officer in respect of the 2019 financial year (approved by 99.46% and 90.14%, respectively, compared with 99.72% and 99.78% at the General Meeting of 27 May 2019), as presented to them.

Furthermore, at the General Meeting of 29 May 2020, the shareholders also voted by a large majority in favour of the remuneration policy for corporate officers proposed by the Board of Directors with effect from 1 January 2020 (adopted by 95.09%).

At the General Meeting of 25 May 2021, shareholders will be asked to approve:

- the content of the report provided for in Article L. 225-37 of the French Commercial Code on the remuneration of corporate officers, as included in this Universal Registration Document;
- the components of remuneration paid or awarded in respect of the 2020 financial year to the Chairman and Chief Executive Officer, the favourable vote of the General Meeting governing the payment of the variable remuneration of the Chairman and Chief Executive Officer for said financial year (a summary of the remuneration components subject to a vote can be found in Section 7.2.1.3 on pages 286 *et seq.* of this Universal Registration Document);
- the corporate officer remuneration policy applicable as from 1 January 2021 (a summary of the remuneration components subject to a vote can be found in Section 7.2.1.3 on pages 286 *et seq.* of this Universal Registration Document).

## 2 • CORPORATE GOVERNANCE

### 2.6. AFEP/MEDEF Code recommendations not applied by the Company

## 2.5. Summary of trading in 2020 in the Company's shares by the corporate officers, their family and friends

Pursuant to Article 223-26 of the AMF's General Regulations, the table below shows the trading reported during the 2020 financial year by the corporate officers, their families and friends in accordance with Article L. 621-18-2 of the French Monetary and Financial Code.

Person reporting transaction	Financial instrument	Type of transaction	Date of transaction	Execution venue	Price per share (in euros)	Amount (in euros)	Number of shares	AMF decision and information number
Frédéric Moyne	Shares	Subscription <sup>1</sup>	10/07/2020	OTC	27.77	15,801.13	569	2020DD692779
Bpifrance Investissement	Shares	Subscription <sup>1</sup>	10/07/2020	OTC	27.77	560,120.90	20,170	2020DD693754

1. Payment in new shares of 50% of the dividend for the 2019 financial year.

## 2.6. AFEP/MEDEF Code recommendations not applied by the Company

AFEP/MEDEF Code recommendations	Company's explanations
<p><b>Requirement to retain shares</b> § 22 of the AFEP-MEDEF Code: "The Board of Directors sets a minimum number of shares that corporate officers are required to keep in registered form throughout their term of office. This decision is reviewed at least each time a term of office is renewed. [...] Until this minimum is achieved, corporate officers are required to allocate to this end a portion determined by the Board of the option exercises or performance shares they receive. This information can be found in the corporate governance report."</p>	<p>Corporate officers are only formally required to keep in registered form, until the end of their terms of office, 25% of the performance shares vesting under the bonus performance share plans for which they are eligible, as the Board of Directors has not introduced any separate rule that would require them to hold an increasing number of shares throughout their terms of office.</p> <p>However, the very large number of shares held by the Chairman and Chief Executive Officer as at 31 December 2020 is sufficient to act as an incentive for him to take a long-term approach and exposes him to a significant level of risk that ensures his interests are aligned with those of shareholders. The subscription by the Chairman and Chief Executive Officer of a significant number of warrants under the Group's investment plan for key managers launched by the Board of Directors in 2018 improves this alignment.</p> <p>See additional information in Sections 2.4.2.8 on pages 134 <i>et seq.</i>, 6.4.3.1 on pages 270 <i>et seq.</i>, and 6.2.2.2 on pages 260 <i>et seq.</i> of this Universal Registration Document.</p>

## 2.7. Related-party agreements and commitments, information on related parties

### 2.7.1. INTERNAL ASSESSMENT PROCEDURE FOR THE AGREEMENTS FALLING WITHIN THE SCOPE OF ARTICLES L. 225-38 AND 39 OF THE FRENCH COMMERCIAL CODE

On 27 April 2020, the Board of Directors approved a Charter for evaluating related-party agreements setting out the applicable laws and regulations and defining an internal procedure allowing the identification, classification and evaluation of agreements falling within the scope of Articles L. 225-38, L. 225-39 and L. 225-42 of the French Commercial Code.

This Charter can be found on the Company's website. Its application is regularly assessed by the Board of Directors, deliberating on the recommendations of the Audit, Accounts and Risks Committee.

The key principles of the procedure put in place are as follows.

- When a draft agreement to be entered into by the Company is felt to potentially fall within the scope of Articles L. 225-38, L. 225-39 and L. 225-42 of the French Commercial Code it must be referred to the Group's Ethics & Deontology Referent.
- The Ethics & Deontology Referent, having regard to the principles set out in the Charter, is tasked with determining whether the draft agreement does indeed come under the Charter (where this is not the case the agreement is immediately green-lighted) and, as the case may be, classifying this draft agreement as follows:
  - in the category of forbidden agreements referred to in Article L. 225-42 of the French Commercial Code, such a classification immediately terminating any plans to sign the agreement;

- in the category of agreements referred to in Article L. 225-39 of the French Commercial Code involving arm's length transactions, such a classification resulting in the immediate green-lighting of the agreement. Any such agreements are subject to an annual review by the Board of Directors, deliberating on the recommendations of the Audit, Accounts and Risks Committee. This is to assess whether the classification is appropriate and to ensure it continues to be pertinent in light of changing circumstances;

- in the category of agreements referred to in Article L. 225-38 of the French Commercial Code, such a classification requiring the inclusion on the agenda of a meeting of the Board of Directors of a decision to authorise the signing of the agreement. Such agreements, detailed on the Company's website, are also notified to the Statutory Auditors for the purposes of drafting their special report referred to in Article L. 225-40 of the French Commercial Code, made available to shareholders who will be asked to subsequently approve these agreements at the General Meeting, and subject to an annual review by the Board of Directors, deliberating on the recommendations of the Audit, Accounts and Risks Committee, to determine whether the classification continues to be pertinent in light of changing circumstances.

The Ethics & Deontology Referent did not, pursuant to the Charter, receive any request to review any agreements to be entered into by the Company in the 2020 financial year.

## 2 • CORPORATE GOVERNANCE

### 2.7. Related-party agreements and commitments, information on related parties

#### 2.7.2. SPECIAL REPORT BY THE STATUTORY AUDITORS ON RELATED-PARTY AGREEMENTS

**PricewaterhouseCoopers Audit**

63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

**Mazars**

Tour Exaltis – 61 rue Henri Regnault  
92400 Courbevoie

**To the Albioma General Meeting,**

In our capacity as Statutory Auditors of your Company, we are pleased to present our report on related-party agreements. We are required to present to you, on the basis of information provided to us, the features and main terms and conditions of the agreements we have been informed of or that we have identified in the course of our audit work, and the reasons why they are in the interest of the Company. We are not required to comment as to whether they are beneficial or appropriate, or to ascertain the existence of any other agreements. It is your responsibility, in accordance with Article R.225-31 of the French Commercial Code, to assess the benefits of these agreements prior to their approval.

In addition, we are required, where applicable, to provide you with the information referred to in Article R.225-31 of the French Commercial Code concerning the continued performance during the past financial year of the agreements previously approved by the General Meeting.

We followed the procedures that we considered necessary to comply with professional guidance given by the national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of assignment.

**AGREEMENTS SUBMITTED TO THE GENERAL MEETING FOR APPROVAL**

We have not been advised of any agreement authorised and entered into during the past financial year that needs to be submitted for approval at the General Meeting in accordance with Article L. 225-38 of the French Commercial Code.

**AGREEMENTS ALREADY APPROVED BY THE GENERAL MEETING**

We hereby inform you that we have not been advised of any agreement that has already been approved by the General Meeting that continued to be performed during the past financial year.

Neuilly-sur-Seine and Courbevoie, on 29 April 2021

The Statutory Auditors,

**PricewaterhouseCoopers Audit**

Jérôme Mouazan  
Partner

**Mazars**

Daniel Escudeiro  
Partner

#### 2.7.3. AGREEMENTS GOVERNED BY ARTICLE L. 225-37-4 (2) OF THE FRENCH COMMERCIAL CODE

None.

#### 2.7.4. INFORMATION ON RELATED PARTIES

Additional information about related parties is disclosed in Note 36 to the 2020 consolidated financial statements, in Section 4 on pages 203 *et seq.* of this Universal Registration Document.

# 3

## ACTIVITIES AND RESULTS FOR THE YEAR ENDED 31 DECEMBER 2020

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### 3 • ACTIVITIES AND RESULTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 3.1. Key figures

## 3.1. Key figures

### 3.1.1. FINANCIAL DATA

<i>In millions of euros</i>	2020	2019 reported	Change
Revenue	506.7	505.7	n/s
EBITDA	206.4	182.9	13%
Net income, Group share	55.3	44.1	25%

### 3.1.2. INSTALLED CAPACITY AND PRODUCTION

	Operated capacity (in gross MW)			Production (in GWh)		
	2020	2019	Change	2020	2019	Change
Albioma Bois-Rouge	108	108	-	605	611	(6)
Albioma Le Gol	122	122	-	713	719	(6)
Albioma Le Moule <sup>1</sup>	102	102	-	340	436	(95)
Albioma Galion <sup>2</sup>	80	80	-	268	271	(3)
Albioma Saint-Pierre	41	41	-	14	24	(11)
<b>France - Thermal biomass</b>	<b>453</b>	<b>453</b>	<b>-</b>	<b>1,940</b>	<b>2,061</b>	<b>(121)</b>
OTEO La Baraque	90	90	-	521	540	(19)
Terragen	70	70	-	376	427	(50)
OTEO Saint-Aubin	35	35	-	231	234	(2)
<b>Mauritius</b>	<b>195</b>	<b>195</b>	<b>-</b>	<b>1,128</b>	<b>1,200</b>	<b>(72)</b>
Albioma Rio Pardo Termoeletrica	60	60	-	81	87	(6)
Albioma Codora Energia	68	68	-	173	164	9
Albioma Esplanada Energia	65	65	-	120	140	(20)
UTE Vale do Paran Albioma <sup>3</sup>	49	-	49	3	-	3
<b>Brazil</b>	<b>242</b>	<b>193</b>	<b>49</b>	<b>376</b>	<b>391</b>	<b>(15)</b>
<b>Thermal Biomass</b>	<b>890</b>	<b>841</b>	<b>49</b>	<b>3,445</b>	<b>3,652</b>	<b>(208)</b>
French overseas departments and regions	74	68	6	85	81	4
Outside France	4	4	-	6	6	-
Metropolitan France <sup>4</sup>	31	28	2	37	35	2
<b>Solar Power<sup>4</sup></b>	<b>109</b>	<b>100</b>	<b>9</b>	<b>128</b>	<b>123</b>	<b>6</b>
<b>Group Total</b>	<b>998</b>	<b>941</b>	<b>57</b>	<b>3,573</b>	<b>3,775</b>	<b>(202)</b>

1. Including Albioma Caraibes.

2. Including the Galion 2 power plant, commissioned on 26 September 2018.

3. Commissioning, on 25 December 2020, of the UTE Vale do Paran power plant (in which Albioma has a 40% stake).

4. Including a 0.5 MW hydroelectric plant.

### 3.1.3. AVAILABILITY RATE

The availability of a production facility is the ratio between the energy actually produced by the thermal power plant during a given period and the energy that could theoretically be produced by that plant during that same period. The availability of a production facility is adversely affected mainly by the downtime needed for the scheduled maintenance work or by unplanned shutdowns.

The terms of the agreements entered into with EDF for the thermal power plants located in Overseas France include availability targets. If the plants' availability during the financial year is higher than that specified in the agreement, the plant receives additional remuneration known as a "bonus". If it is lower than the specified rate, the plant's remuneration is reduced by a "penalty". As regards the agreements entered into with EDF for the purposes of making the plants compliant with the Industrial Emissions Directive (IED) or the biomass conversion of plants, the targets are adjusted to take into account the increased downtimes.

	2020	2019
Albioma Bois-Rouge	88.3%	83.4%
Albioma Le Gol	90.9%	90.3%
Albioma Le Moule <sup>1</sup>	70.3%	86.4%
Albioma Galion <sup>2</sup>	91.5%	92.2%
Albioma Saint-Pierre	94.5%	92.0%
<b>French overseas departments and regions Total</b>	<b>86.2%</b>	<b>88.2%</b>
Terragen	93.3%	92.0%
OTEO Saint-Aubin	93.4%	91.7%
OTEO La Baraque	89.6%	91.6%
<b>Mauritius Total</b>	<b>91.6%</b>	<b>91.8%</b>
<b>Group Total<sup>3</sup></b>	<b>87.7%</b>	<b>89.3%</b>

1. Including Albioma Caraïbes.

2. Including the Galion 2 power plant, commissioned on 26 September 2018.

3. Excluding Brazil.

## 3.2. Highlights of the year

### 3.2.1. FRANCE – THERMAL BIOMASS BUSINESS

#### 3.2.1.1. Normal operation of the facilities despite the measures taken due to the COVID-19 pandemic and biomass conversion of tranche 3 of the Le Moule plant in Guadeloupe

At 31 December 2020, total installed thermal capacity in Overseas France was 453 MW, unchanged from that at 31 December 2019.

As a result of the Covid-19 pandemic and in strict compliance with government directives, particularly those concerning key business sectors including energy, the Group has put in place appropriate measures for its employees, whose high level of mobilisation has enabled the normal operation of its facilities throughout the year, with good call rates despite a drop in electricity consumption observed in the regions.

Tranche 3 of the Le Moule plant in Guadeloupe restarted on 23 November after work was carried out to convert the plant to 100% biomass. The work, which began on 1 March 2020 and which was initially scheduled to last three months, was delayed due to the health crisis and work was halted. It then slowly started up again once lockdown measures were lifted with local sub-contractors gradually being joined by service providers from mainland France or abroad. As a result of invoking force majeure against EDF, the Group obtained compensation for the financial impacts resulting from the additional unavailability of the tranche.

This conversion will allow emissions to be reduced by more than 265,000 tonnes of CO<sub>2</sub> equivalent (a net reduction of around 87% compared with current coal operation), and will thereby increase the renewable portion of Guadeloupe's energy mix from 20% to 35%. Since its commissioning, 13 GWh was produced at the end of the year, exclusively from biomass.

In 2020, the average availability of the thermal power plants in the French overseas departments and regions, including the prolonged shutdown of tranche 3 of the Le Moule plant, was 86.2% compared with 88.2% in 2019. Excluding tranche 3 of the Le Moule plant, for whose prolonged shutdown the Group received compensation, the availability rate was 91.7%. In 2019, availability was impacted by the shutdowns relating to the programme of works to make the fume treatment systems compliant with the European Industrial Emissions Directive (IED). The shutdowns affected the final tranche of the Bois-Rouge plant and the first tranche of the Le Moule plant. This programme to bring the plants into compliance with current standards is nearing completion: the only outstanding work concerns certain modifications still to be made to the Le Moule site. Power generation totalled 1,940 GWh, lower than in 2019 (2,061 GWh) due to the prolonged shutdown of tranche 3 of the Le Moule power plant. Excluding tranche 3 of the Le Moule plant, power generation was stable as compared with the previous year.

#### 3.2.1.2 Changes in the economic and regulatory environment

Coal prices fell significantly during 2020 due to the decline in global activity. Prices averaged €78 per tonne over the year, compared with €95 per tonne in 2019. Average fuel-oil prices were significantly lower than in 2019.

These price movements had a negative impact (-€13 million for all types of fuel) on the Group's revenue but did not significantly affect profit margins, as electricity sale prices are contractually indexed to fuel costs.

Concerning carbon emissions, the contracts between all of the Group's thermal power plants in the French overseas departments and regions and EDF now provide for the cost of purchasing quotas on the market to be passed on to EDF via monthly invoices, excluding any transaction fees and after transferring any free quotas allocated in respect of their cogeneration activity. In accordance with the ministerial order issued on 24 January 2014, the Bois-Rouge, Le Gol and Le Moule power plants received 128,619 tonnes of free quotas in respect of 2020 in recognition of their cogeneration activity.

#### **3.2.1.3. Project development: green light for the 100% biomass conversion of the Albioma Bois-Rouge power plant**

The Group continues to develop its projects relating to the biomass conversion of the rest of its thermal plants in the Overseas departments. The decree of 6 April 2020 modified the rate of return on capital employed in non-interconnected areas: it will now be in the range of 7%-10% for projects subject to over-the-counter agreements located on Reunion Island, Martinique and Guadeloupe and 8%-11% for those located in Mayotte and French Guiana. This decree does not include any retroactive mechanism that could modify the amounts of the Contribution to the Public Electricity Service (CSPE) allocated to the financing of existing contracts.

On 3 December 2020, the French energy regulator (*Commission de régulation de l'énergie* - CRE) approved the compensation from the signing of a rider to the power purchase agreement signed by EDF for the biomass conversion of the Bois-Rouge plant on Reunion Island. Conversion work will begin in 2021 so that the plant can operate exclusively on biomass before the second half of 2023. Priority will be given to locally-available biomass deposits (bagasse, forest wood, pruning waste, etc.) supplemented by wood pellets from FSC- and PEFC-certified forests, the traceability procedure of which will be compliant with European regulation no. 995/2010 which lays down the obligations of operators who place timber and timber products on the market (also known as the "Wood Regulation"). Ultimately, the conversion will increase the proportion of renewables in Reunion Island's energy mix from 35% to 51% and will reduce greenhouse gas emissions by some 640,000 tonnes of CO<sub>2</sub> equivalent per year, i.e. an 84% decrease in direct emissions compared with the plant's current operation.

The CRE's assessment also provides for an investment budget, needed to extend the operation of the Group's oldest unit (ABR1) by 15 years; the unit's power purchase agreement was therefore extended from 2027 to 2043.

#### **3.2.2. FRANCE AND SOUTHERN EUROPE – SOLAR POWER BUSINESS**

##### **3.2.2.1. Commissioning of new facilities**

Albioma now operates photovoltaic power plants with a total capacity of 109 MWp. This is higher than as at 31 December 2019 due to the commissioning of new projects in 2020 on Reunion Island, in Mayotte and in metropolitan France.

At 125 GWh, photovoltaic power generation was higher than in 2019 despite the unfavourable sunshine conditions in French Guiana and on Reunion Island, which were partially offset by the generation of the newly-commissioned plants on Reunion Island, in Mayotte and in metropolitan France in particular.

##### **3.2.2.2. Changes in the economic and regulatory environment**

Article 54 sexies of the 2021 Finance Act enacted on 16 December 2020 provides for the possibility of revising tariffs for photovoltaic power purchase agreements signed between 2006 and 2010. The implementing decrees specifying the level of the reduction and the terms of application are not currently known and could, according to the government, be published before summer 2021. 57 MWp, out of total installed photovoltaic capacity of 109 MWp, are affected by this potential tariff revision. They represent 6% of revenue and 11% of EBITDA. As an indication, a 10% reduction in tariffs would lead to a loss in EBITDA of some €2 million to €3 million in a full year.

##### **3.2.2.3. Project development**

The Group continued its development in France. It won an aggregate capacity of 24.6 MWp in governmental calls for tenders in areas relating to the construction and operation of solar power generation facilities not connected to mains electricity between July 2019 and August 2020. This capacity is distributed across 44 projects (25 with storage and 19 without storage) located in Reunion Island, Mayotte, French Guiana, Martinique and Guadeloupe. Construction of these projects is scheduled to start in 2021.

In metropolitan France, the Group won an aggregate capacity of 12.2 MWp in the most recent calls for tenders (CRE-4) for solar power plants on buildings with a capacity of between 100 kWp and 8 MWp (March and September 2020 sessions) and projects comprising an innovation component (June 2020 session).

This capacity is spread over 25 projects, located in the Auvergne-Rhône-Alpes, Provence-Alpes-Côte d'Azur and Occitanie regions, where Albioma has been operating since December 2018, following the acquisition of Eneco France. Construction of these projects began in 2020 with commissioning scheduled for 2021 and 2022.

Lastly, Albioma continued the construction of photovoltaic power plant projects despite the lockdown measures, which led to a slowdown in construction and project development.

### 3.2.3. MAURITIUS

The Group's plants in Mauritius had a combined thermal capacity of 195 MW at 31 December 2020, unchanged from 31 December 2019. The Mauritian plants are booked using the equity method.

In a particularly challenging public health environment, all the Group's power plants achieved good performances during the period. The availability rate was 91.6%, stable as compared with 2019 (91.8%). Production decreased to 1,128 GWh compared with 1,200 GWh in 2019, due to the fall in the duty rate resulting from the slowdown in activity on the island.

### 3.2.4. BRAZIL

#### 3.2.4.1. Optimisation of the shutdown of the Albioma Codora Energia power plant and significant depreciation in the Brazilian real

The real continued to weaken during 2020, with the exchange rate worsening from BRL 4.52/EUR 1 at end-2019 to BRL 6.37/EUR 1 at end-December 2020. The other macro-economic indicators remained stable with particularly low inflation. The interbank financing rate (CDI) also fell to an historically low rate of around 3%. The average spot electricity price fell from BRL 227/MWh in 2019 to BRL 177/MWh in 2020 due to lower demand for electricity caused by the effects of the Covid-19 pandemic and supplies of hydro power being high in the first half of 2020. After a significant decrease during the year, it subsequently rose sharply to end the year at BRL 200/MWh.

Between the sugar harvesting campaigns in the first quarter, the Albioma Rio Pardo Termoelétrica, Albioma Codora Energia and Albioma Esplanada Energia power plants completed their annual maintenance. Thanks to a shutdown whose duration was fully optimised, Albioma Codora Energia restarted on 2 March 2020, in order to restart production using the excess bagasse stock from 2019.

The plants operated well with a volume of milled cane comparable with that of the previous year. Energy production remained strong over the period at 373 GWh compared with 391 GWh in 2019: the decrease was due to the increase

in the steam and electricity consumed by one of the sugar refineries and an incident affecting one of Albioma Esplanada Energia's turbogenerators. Production recovered at the end of the year due to the provision of biomass by a sugar refinery, which enabled Albioma Rio Pardo Termoelétrica to export 9 GWh of electricity in December 2020.

Thanks to the contractual indexation and the coming into effect of new medium- and long-term sales contracts, the average selling price was higher than in the previous year. In order to limit its exposure to volatile spot prices, the Group has secured more than 90% of its sales for the 2021-2025 period via long-term power purchase agreements under the terms of requests for proposals organised by the regulator or short-term contracts negotiated with industrial customers.

#### 3.2.4.2. Commissioning of the fourth 100% bagasse power plant in Brazil: UTE Vale do Paraná Albioma

The 100% bagasse UTE Vale do Paraná plant in Brazil was commissioned on 25 December 2020. The UTE Vale do Paraná Albioma biomass-fuelled cogeneration unit, located in the town of Suzanápolis in São Paulo state, is the Group's fourth plant located in Brazil. The new plant is covered by a long-term, inflation-indexed power purchase agreement that secures electricity sales of 120 GWh until 2046. This project represents an investment of BRL 121 million. Since 2014, Albioma has rolled out the Group's pioneering model in Brazil, the world's leading producer of sugar and cane ethanol. Albioma purchased and upgraded three existing cogeneration plants, which are now delivering enviable operational performance following investments to improve cogeneration efficiency and decrease the partner sugar mill's steam consumption. This is the first Brazilian project for which the Group handled the construction and network connection works as well as the subsequent operation joint venture entered into in 2016 between Albioma and the Vale do Paraná sugar refinery. The plant adjoins the similarly-named sugar refinery and distillery, which can crush up to 2 million tonnes of sugar cane annually. With an installed capacity of 48 MW, the new plant will be able to export up to 30 MW of renewable electricity to the grid.

### 3.2.5. HOLDING COMPANY

#### 3.2.5.1. Change in governance

In line with its decision of 27 May 2019 to combine the roles of Chairman of the Board of Directors and Chief Executive Officer and to entrust the role of Chairman of the Board of Directors to Frédéric Moyne, the Board of Directors, which met on 29 May 2020 on the occasion of the General Meeting, decided to renew the latter's term of office as Chief

Executive Officer for a period of four years expiring at the end of the General Meeting called in 2024 to approve the 2023 financial statements.

#### 3.2.5.2. Joining the SBF 120 index

Following the quarterly review of the Euronext Paris indices, the Scientific Advisory Board of the Indices (*Conseil Scientifique des Indices*) decided to include Albioma in the SBF 120 and CAC Mid 60 indices from 19 June 2020.

Inclusion in this benchmark index, which covers the 120 largest stocks on the Paris stock exchange in terms of market capitalisation and liquidity, represents a new milestone for Albioma, which will be able to benefit from the positive effects of increased visibility amongst the financial community.

#### 3.2.5.3. 2019 dividend

The Ordinary and Extraordinary General Meeting of Shareholders on 29 May 2020 approved the payment of a dividend of €0.70 per share with an option for the payment of 50% of the dividend in the form of new shares. The option could be exercised from 15 June to 6 July 2020. It offered the possibility of having 50% of the dividend for the 2019 financial year paid in the form of new shares, issued at a price of €27.77 per share. Under the terms of the option, shareholders subscribed for 281,450 new shares, giving a reinvestment rate of 71.67%.

#### 3.2.5.4. Capital increase reserved for members of a Group savings plan

The capital increase reserved for members of Albioma's Group savings plan was completed on 12 October 2020. More than 43% of the eligible current and former employees chose to take part in the transaction, the first of its kind in the Group's history, resulting in a total subscription of nearly €1.4 million. Implemented by the Board of Directors as authorised by the General Meeting of 27 May 2019, the capital increase enabled employees and certain former employees of the Group's French companies to invest in Albioma shares at a unit price of €34.48, reflecting the average opening share price from 19 August to 15 September 2020 reduced by 20%, and benefiting, under the conditions provided for in the regulations of the Group savings plan, from a contribution from their employer. The subscriptions received gave rise to the issue, on 30 October 2020, of 39,927 new shares with a par value of €0.0385, accounting for 0.13% of the capital, representing total issue proceeds of €1,376,682.96. The shares created, which carry immediate dividend rights, were admitted to trading on Euronext Paris the same day.

#### 3.2.5.5. Issue of the Group's first ever "Sustainability-Linked Euro PP" for a total of €100 million for seven and eight years

On 7 December 2020, Albioma successfully issued its first Sustainability-Linked Euro PP, for the significant sum of €100 million. This private placement comprises two tranches at seven and eight years respectively, subscribed by leading institutional investors. The funds raised were used to refinance the existing Euro PP and will subsequently be used for the Group's general financing needs over the medium term, to support Albioma in carrying out its investment programme. This financing, exceeding the previous Euro PP, which was set up by the Group in 2014, by €20 million and which matured on 8 December 2020, reflects the company's growth dynamic and the strength of its fundamentals. By setting up this funding, Albioma is strengthening its strategic commitment to the energy transition, which is one of the key pillars of its development strategy. The Group wished to tie some of the financial terms to the achievement of a sustainability performance target measured by a key indicator, namely the proportion of energy production from renewable sources out of the Group's overall energy production. Albioma has published a framework document (available on the Company's website: [www.albioma.com](http://www.albioma.com)), in compliance with the principles laid down by the International Capital Market Association, the Sustainability-Linked Bond Principles, benefiting from a Second Party Opinion presented by Vigeo Iris. The Group's ambition is to achieve a 95% to 100% share of renewable energy in its mix by 2030. In its financing, Albioma is committed to meeting the following targets in terms of its energy mix for the fully-consolidated companies thanks to the conversion of all of the Group's historic power plants in France's Overseas departments to 100% biomass (complete discontinuation of coal), in a movement that began in 2018, and the development of new renewable energy projects, particularly in solar and geothermal energy:

- more than 80% renewable energy by 2023, in line with its previous announcements;
- more than 90% renewable energy by 2025.

Depending on whether the defined targets are met, a margin adjustment mechanism (bonus/malus) that may reach up to 25 basis points will produce a variation in the interest rate applying to the bonds. This is the largest investment by an independent renewable energy producer in the Euro PP market to date.

### 3.3. Comments on the consolidated financial statements

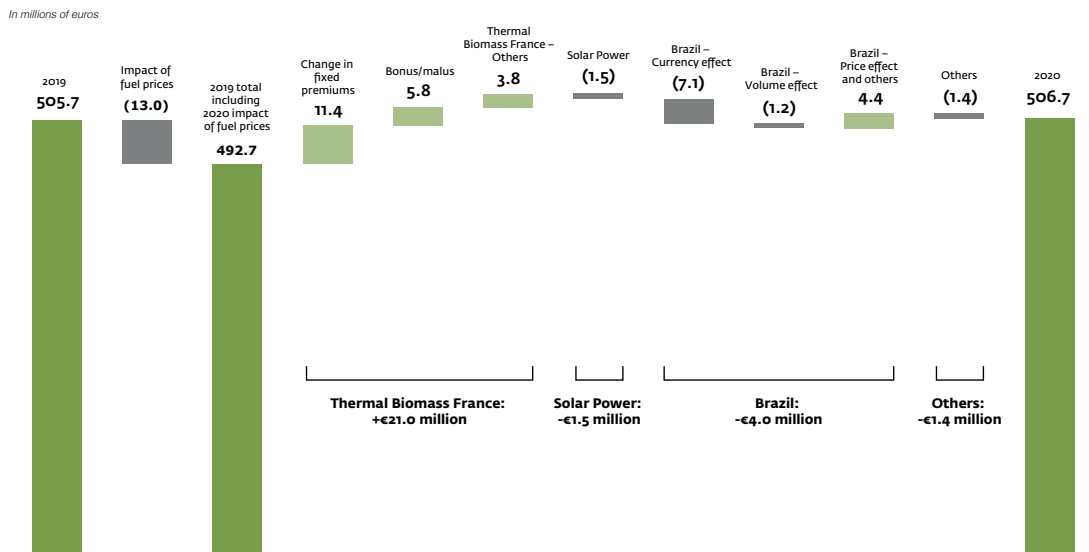
#### 3.3.1. INCOME STATEMENT

##### 3.3.1.1. Revenue

In million of euros	2020	2019 reported	Change
France – Thermal Biomass	435.4	427.5	2%
France and Southern Europe – Solar Power	48.9	50.4	(3%)
Brazil	21.4	25.4	(16%)
Holding company	1.0	2.5	(58%)
<b>Revenue</b>	<b>506.7</b>	<b>505.7</b>	<b>n/s</b>

Revenue for 2020 was stable compared with 2019.

The change can be analysed as follows:



Stripping out the impact of changes in fuel prices of -€13.0 million linked to changes in the average prices of coal and fuel oil between 2019 and 2020 (although this had no direct effect on the profit margin due to electricity sales prices being contractually indexed to fuel costs), revenue increased by 3%. This increase was due to the combined effects of:

- the full-year effect of the fixed premiums received in respect of the investments to bring the plants into compliance with the IED Directive and the additional remuneration received as a result of the commissioning of the all-biomass tranche 3 of the Le Moule power plant;
- an increase in bonuses as a result of the improved availability of the thermal power plants related to the scheduled shutdowns that actually took place or were postponed due to the health measures;
- the increase in variable selling prices resulting from the indexation provided for in the contracts and riders concerning the works to bring the plants into compliance with the IED Directive, which take into account the costs of the additional processing of gaseous emissions;
- a negative currency effect resulting from the significant depreciation in the Brazilian real against the euro during the year.

### 3 • ACTIVITIES AND RESULTS FOR THE YEAR ENDED 31 DECEMBER 2020

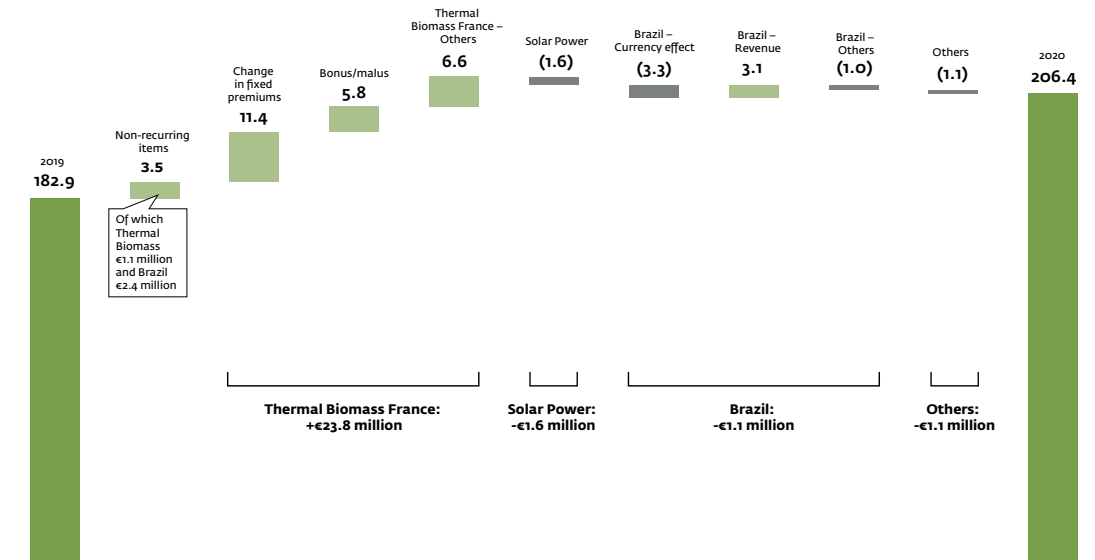
#### 3.3. Comments on the consolidated financial statements

##### 3.3.1.2. EBITDA

In millions of euros	2020	2019 reported	Change
France – Thermal Biomass	162.3	137.4	18%
France and Southern Europe – Solar Power	34.8	36.3	(4%)
Brazil	12.0	10.7	12%
Holding company, Mauritius and Other	(2.6)	(1.6)	(70%)
<b>EBITDA</b>	<b>206.4</b>	<b>182.9</b>	<b>13%</b>

EBITDA came to €206.4 million, a 13% increase compared with 2019.

In millions of euros



EBITDA for the Thermal Biomass France business was up 18% compared with 2019. This improvement was due mainly to the full-year effect of the fixed premiums received in respect of the investments to bring the plants into compliance with the IED Directive, the additional remuneration received as a result of the commissioning of the all-biomass tranche 3 of the Le Moule power plant, the increase in variable selling prices, the good availability rates achieved during 2020 and good control of operating expenses.

EBITDA for the Solar Power business was down 4% as a result of the decrease in revenue.

EBITDA for the Brazil business increased by 12% due to the good performances achieved by all the power plants and the offsetting of penalties due by the Usina Rio Pardo sugar partner in respect of prior years and recognised as a result of the approval of the latter's judicial recovery plan. Stripping out non-recurring items, EBITDA was down due to a €3.3 million negative currency effect caused by the significant depreciation in the Brazilian real in 2020.

### 3.3.1.3. Charges for depreciation, amortisation and provisions and other non-cash items

The increase in charges for depreciation and amortisation to €73.0 million compared with €68.0 million in 2019 was due mainly to the commissioning of additional equipment for processing liquid and gaseous waste from existing power plants. This item also includes a €2.4 million depreciation charge in respect of the right-of-use asset recognised in the statement of financial position in respect of operating leases in accordance with IFRS 16. This charge is the same as that for 2019.

The charges for amortisation of electricity and steam supply agreements increased slightly to €6.9 million compared with €6.8 million in 2019.

Charges to provisions net of reversals stood at €4.1 million compared with €0.6 million in 2019. They include a charge related to the obligation to store a portion of the combustion by-products of the non-hazardous waste storage facility on Reunion Island. In 2019, they included provision reversals as a result of the liabilities concerned ceasing to exist.

### 3.3.1.4. Net financial income (expense)

Cost of financial debt increased from €30.7 million in 2019 to €31.8 million in 2020. This change was due mainly to the financial expenses related to the debt drawdowns to finance the new facilities. Cost of financial debt also included €1.1 million of interest charges related to the lease liabilities recognised under IFRS 16.

The main components of other financial income were income from cash investments and income from deposits.

### 3.3.1.5. Tax charge

The tax charge came to €26.1 million, compared with a charge of €23.7 million in 2019. It comprised the tax charge payable in respect of the period and the deferred tax.

The restated normalised tax rate<sup>1</sup> for the year ended 31 December 2020 came to 28.3% compared with 31.6% in 2019.

### 3.3.1.6. Net income, Group share

For the year ended 31 December 2020, net income, Group share, came to €55.3 million, 25% higher than in 2019 (€44.1 million).

## 3.3.2. STATEMENT OF CASH FLOWS

<i>In millions of euros</i>	2020	2019 reported
Change in the working capital requirement	209.1	186.5
Tax paid	(11.9)	23.2
Cash flow from operating activities	(23.5)	(36.9)
<b>Operating capex</b>	<b>173.6</b>	<b>172.8</b>
<b>Free cash-flow from operating activities</b>	<b>(20.8)</b>	<b>(17.4)</b>
Development capex	152.8	155.5
Other/acquisitions/disposals	(107.7)	(131.7)
Net cash flow from investing activities	(1.1)	0.2
<b>Dividends paid to Albioma shareholders</b>	<b>(108.8)</b>	<b>(131.5)</b>
Borrowings (increases)	(14.0)	(13.0)
Borrowings (repayments)	149.3	227.8
Cost of financial debt	(171.3)	(131.6)
Other	(31.8)	(30.7)
Net cash flow from financing activities	(8.5)	(9.2)
<b>Currency effect on cash and cash equivalents and other changes</b>	<b>(76.3)</b>	<b>43.3</b>
Net change in cash and cash equivalents	(3.7)	(1.4)
<b>Opening net cash and cash equivalents</b>	<b>(35.9)</b>	<b>65.8</b>
Closing net cash and cash equivalents	161.1	95.3
<b>Closing net cash and cash equivalents</b>	<b>125.2</b>	<b>161.1</b>

<sup>1</sup> Restated normalised tax rate: tax rate restated notably for the effects of impairment losses on which no tax saving was recorded because there is no prospect of recovery in the short term, and excluding Brazil.

### 3 • ACTIVITIES AND RESULTS FOR THE YEAR ENDED 31 DECEMBER 2020

#### 3.4. Significant changes in the financial or commercial position

##### 3.3.2.1. Cash flow from operating activities

This item amounted to €173.6 million compared with €172.8 million in 2019. Despite a sharp increase in cash flow from operations from €186.5 million to €209.1 million, this cash flow was adversely affected by a €11.9 million deterioration of the working capital requirement resulting from the increase in the stocks of fuel and spare parts and the acceleration of supplier payments in the context of the health crisis.

##### 3.3.2.2. Cash flow from investing activities

This item breaks down as follows:

- operating investment expenses: these comprised investment expenses for power plants in operation, primarily in connection with the servicing, maintenance, repair, optimisation and modernisation work and investment programmes for the thermal power plants. These expenses totalled €20.8 million, compared with €17.4 million in 2019;
- development investment expenses: these totalled €107.7 million. The main components of these expenses were expenses related to the completion of the work to bring the thermal power plants in the French overseas departments and regions into compliance with the IED directive, the biomass conversion project (tranche 3 of the Le Moule power plant in Guadeloupe) and the construction expenses of the new photovoltaic plants.

##### 3.3.2.3. Cash flow from financing activities

Financing activities generated negative cash flow of €76.3 million compared with positive cash flow of €43.3 million in 2019.

€149.3 million of new debt was drawn down including, in particular, the €100 million refinancing of the Euro PP, the €80 million debt that had matured, the €33 million balance of the loan related to the conversion of tranche 3 of the Le Moule plant and the €12.9 million drawdown to finance photovoltaic projects in the development phase.

The increase in the cost of financial debt to €31.8 million compared with €30.7 million in 2019 was due mainly to the interest charges of the newly-commissioned facilities.

##### 3.3.3. FINANCIAL STRUCTURE

At 31 December 2020, the Group's equity totalled €443 million. Equity attributable to non-controlling interests was €90 million.

Gross borrowings excluding IFRS 16 lease liabilities stood at €901 million at 31 December 2020, down compared with €938 million at 31 December 2019. They consisted of project debt of €789 million and corporate debt of €113 million. Most of the project debt is without recourse to shareholders with the exception of the Brazilian debt and the debt in respect of projects in the construction phase for which Albioma has granted parent company guarantees.

Consolidated net borrowings excluding IFRS 16 lease liabilities came to €772 million after taking into account net cash and cash equivalents of €125 million and security deposits (€4 million of deposits at 31 December 2020). They were stable compared with 31 December 2019 (€773 million).

At 31 December 2020, Albioma had a high level of consolidated cash and cash equivalents of €129 million (including €4 million of security deposits), and had appropriate resources to pursue its development. A €60 million bank facility, fully available at 31 December 2020, will provide the Group with increased financial flexibility, for the purposes, in particular, of corporate acquisitions or specific cash requirements.

#### 3.4. Significant changes in the financial or commercial position

None.

### 3.5. Key events since 1 January 2021 and outlook

#### 3.5.1. EVENTS AFTER THE REPORTING PERIOD

None.

#### 3.5.2. OUTLOOK

##### 3.5.2.1. Long-term outlook

The Group confirms its objective of sustained expansion together with the continuing biomass conversion of its existing power plants, the strengthening of its photovoltaic fleet and the development of new renewable energy production projects in France and abroad. Its investment programme for the 2021-2025 period has a budget of €600 to €800 million.

On 26 January 2021, the Group announced the acquisition of a 75% stake in the geothermal energy producer Gümüşköy, located in the Izmir region; the remaining 25% stake has been acquired by Egesim, an industrial services provider well regarded within the industry in Turkey. This is the Group's first geothermal power plant. The acquisition gives Albioma a bridgehead in a new business characterised by significant technical added value, offering a strong fit with the Group's well-established biomass and solar energy businesses. This investment diversifies the Group's production mix and is fully consistent with the strategic approach announced by Albioma, which aims to increase the proportion of renewable energy in its mix to between 95% and 100% by 2030.

##### 3.5.2.2. 2021 objectives<sup>1</sup>

The 2021 objectives include the contribution of the Gümüşköy plant as from 26 January 2021 and are presented excluding any possible effects of the 2021 Finance Act concerning the revision of photovoltaic tariffs for the 2006-2010 period.

<i>In millions of euros</i>	<b>2021</b>
EBITDA	206-216
Net income, Group share	53-59

<sup>1</sup> These objectives were set on a comparable basis to that adopted for the Group's historical financial information and in accordance with its accounting methods.

### 3.6. Company financial statements

The Company reported net income of €23.4 million in 2020, compared with €38.9 million in 2019.

#### 3.6.1. INCOME STATEMENT

The Company made an operating loss of €5.8 million compared with operating income of €1.3 million in 2019. Revenue remained stable at €36.2 million. Operating charges were up in line with the reinforcement of the engineering teams who will work on the biomass conversion of the Group's thermal power plants.

Net financial income fell from €44.5 million to €26.5 million, due mainly to the adjustment in the value of the shares in Albioma Participações do Brasil caused by the significant depreciation in the Brazilian real in 2020. Income from participating interests fell from €48.4 million to €42.4 million. Interest payable and similar expenses were lower as the short-term credit lines were not used in 2020.

As regards the net non-recurring income/(expense), for 2020 the Company generated net non-recurring income of €1.6 million as a result of the reversal of a provision for litigation which had been settled.

The tax consolidation scope changed in 2020. It now includes the Company and its subsidiaries Albioma Le Moule, Albioma Solaire Guyane, Albioma Solaire Fabrègues, Albioma Solaire Réunion, Albioma Solaire France and Albioma Solar Assets France 1.

#### 3.6.2. STATEMENT OF FINANCIAL POSITION

##### 3.6.2.1. Main items

Long-term investments fell from €275.5 million to €264.3 million due to the impairment of the shares in Albioma Participações do Brasil caused by the significant depreciation in the Brazilian real in 2020.

Receivables rose to €97.0 million due mainly to the changes in the intra-Group current accounts.

Equity totalled €222.2 million.

Borrowings from financial institutions increased to €112.8 million as a result of the issue of a new Euro PP in the amount of €100 million, €20 million higher than the preceding Euro PP which was set up in 2014 and expired on 8 December 2020.

**3.6.2.2. Payment times: payments made to suppliers and received from customers**

The tables below show the positions concerning trade payables and trade receivables overdue at 31 December 2020.

**Trade payables overdue at 31 December 2020**

<i>In thousands of euros</i>	Invoices received, unpaid and overdue at the reporting date				Total (1 or more days)
	1 to 30 days	31 to 60 days	61 to 90 days	91 or more days	
<b>Overdue payment categories (A)</b>					
Number of invoices concerned					159
Total amount of invoices concerned (including taxes)	153	68	19	512	752
Percentage of total purchases for the year (including taxes)	0.67%	0.30%	0.08%	2.24%	3.28%
<b>Invoices excluded from (A) relating to payables and receivables in dispute or not recognised</b>					
Number of excluded invoices	-	-	-	-	-
Total amount of excluded invoices	-	-	-	-	-
<b>Benchmark payment terms used to calculate overdue payments</b>	Contractual payment terms				

**Trade receivables overdue at 31 December 2020**

<i>In thousands of euros</i>	Invoices issued, unpaid and overdue at the reporting date				Total (1 or more days)
	1 to 30 days	31 to 60 days	61 to 90 days	91 or more days	
<b>Overdue payment categories (A)</b>					
Number of invoices concerned					163
Total amount of invoices concerned (including taxes)	1,489	1,187	2,012	5,577	10,265
Percentage of revenue for the year (including taxes)	3.84%	3.06%	5.19%	14.38%	26.46%
<b>Invoices excluded from (A) relating to payables and receivables in dispute or not recognised</b>					
Number of excluded invoices	-	-	-	-	-
Total amount of excluded invoices	-	-	-	-	-
<b>Benchmark payment terms used to calculate overdue payments</b>	Contractual payment terms				

### 3.6.3. DIVIDENDS

Given the growth prospects, the Board of Directors will ask the General Meeting of shareholders to approve the payment of a dividend of €0.80 per share, with an option for 50% of this dividend to be paid in new shares.

#### Appropriation of 2020 net income

In euros

<b>SOURCE OF AMOUNTS TO BE APPROPRIATED</b>	
Net income for the year	23,391,512.48
Retained earnings brought forward	115,827,955.57
<b>Total</b>	<b>139,219,468.05</b>
<b>APPROPRIATION</b>	
To the legal reserve	1,237.30
To the payment of a dividend of €0.80 per share <sup>1</sup>	24,970,772.80
To retained earnings	114,247,457.95
<b>Total</b>	<b>139,219,468.05</b>

1. Based on the number of shares entitled to dividends at 31 December 2020 and excluding the effect of the extra 10% dividend payable on eligible shares.

### 3.6.4. FIVE-YEAR FINANCIAL SUMMARY FOR THE COMPANY

In thousands of euros	2020	2019	2018	2017	2016
<b>Closing share capital</b>					
Share capital	1,218	1,206	1,191	1,179	1,163
Number of shares in issue	31,641,910	31,320,533	30,930,644	30,620,910	30,217,232
Of which treasury shares	428,444	428,444	811,223	371,983	368,823
<b>Operations and results for the year</b>					
Revenue excluding taxes	36,200	36,730	34,459	28,228	26,660
Income before tax, depreciation, amortisation and provisions	37,085	38,741	30,770	37,336	4,670
Tax charge (income)	(1,394)	(1,211)	(367)	(3,386)	(7,472)
Income after tax, depreciation, amortisation and provisions	23,392	38,900	27,872	31,019	12,568
Distributions	24,971 <sup>1,2</sup>	20,389 <sup>1</sup>	19,578 <sup>1</sup>	18,149 <sup>1</sup>	17,014 <sup>1</sup>
<b>Earnings per share (in euros)</b>					
Income after tax but before depreciation, amortisation and provisions	1.22	1.28	1.01	1.33	0.40
Income after tax, depreciation, amortisation and provisions	0.74	1.24	0.90	1.01	0.42
Dividend paid	0.80 <sup>1,2</sup>	0.70 <sup>1</sup>	0.65 <sup>1</sup>	0.60 <sup>1</sup>	0.57 <sup>1</sup>
<b>Headcount</b>	<b>118<sup>3</sup></b>	<b>105<sup>3</sup></b>	<b>89<sup>4</sup></b>	<b>86<sup>4</sup></b>	<b>92<sup>4</sup></b>

1. With option for 50% of the dividend to be paid in new shares.

2. Proposed dividend submitted for approval by the shareholders at the General Meeting to be held on 25 May 2021.

3. Including one corporate officer.

4. Including two corporate officers.



# 4

## CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

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## 4 • CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 4.1. Consolidated income statement

#### 4.1. Consolidated income statement

<i>In thousands of euros</i>	Note	2020	2019
<b>Revenue</b>	<b>6</b>	<b>506,728</b>	<b>505,676</b>
Purchases (including change in stocks)	7	(139,648)	(157,881)
Logistics costs	8	(13,068)	(10,852)
Staff costs	9	(56,337)	(55,278)
Other operating expenses	8	(96,536)	(101,693)
Amortisation of electricity and steam supply agreements		(6,881)	(6,839)
Charges to depreciation, amortisation and provisions	37	(76,161)	(69,794)
Share of net income of equity-accounted companies	18	1,636	2,541
<b>Current operating income</b>		<b>119,733</b>	<b>105,879</b>
Other operating income and expenses	10	2,749	2,142
<b>Operating income</b>		<b>122,482</b>	<b>108,022</b>
Cost of financial debt	11	(31,767)	(30,663)
Other financial income	12	534	1,075
Other financial expenses	12	(822)	(582)
<b>Profit before tax</b>		<b>90,428</b>	<b>77,851</b>
Tax charge	13	(26,059)	(23,668)
<b>Net income for the year from continuing operations</b>		<b>64,368</b>	<b>54,183</b>
<b>Net income from activities held for sale</b>		<b>-</b>	<b>-</b>
<b>Net income</b>		<b>64,368</b>	<b>54,183</b>
Net income attributable to:			
shareholders of Albioma	24	55,314	44,105
non-controlling interests	24	9,054	10,078
Basic earnings per share	24	1,781	1,437
Diluted earnings per share	24	1,720	1,398

The notes form an integral part of the consolidated financial statements.

## 4.2. Statement of comprehensive income

The statement of comprehensive income presents the net income for the period as well as income and expenses for the period recognised directly in equity, in accordance with IFRS.

<i>In thousands of euros</i>	2020	2019
<b>Net income</b>	<b>64,368</b>	<b>54,183</b>
Actuarial gains and losses on employee benefits	(7,830)	(5,869)
Deferred tax on actuarial gains and losses	2,018	1,415
<b>Items not available for recycling through profit or loss</b>	<b>(5,812)</b>	<b>(4,454)</b>
Translation adjustments <sup>1</sup>	(24,744)	(329)
Cash flow hedges (interest rate swaps)	(5,269)	(13,271)
Deferred tax relating to cash flow hedges	1,163	3,193
<b>Items available for recycling through profit or loss</b>	<b>(28,850)</b>	<b>(10,407)</b>
<b>Comprehensive income</b>	<b>29,706</b>	<b>39,322</b>
Comprehensive income attributable to:		
shareholders of Albioma	28,003	31,853
non-controlling interests	1,703	7,469

1. Translation adjustments are presented after taking account of the effect of hedges of a net investment in a foreign operation, which amounted to €0.3 million in 2020 compared with €0.2 million in 2019.

The notes form an integral part of the consolidated financial statements.

The change in comprehensive income mainly reflects the impact of the change in the exchange rate of the Brazilian real against the euro, the effect of the change in interest rates on the measurement at fair value of cash flow hedges (interest rate swaps), the recognition in profit or loss of swap interest paid during the period, as well as the effect of the modification of the actuarial assumptions used to measure employee benefits.

### 4.3. Consolidated statement of financial position

#### ASSETS

<i>In thousands of euros</i>	Notes	31/12/2020	31/12/2019
<b>NON-CURRENT ASSETS</b>			
Goodwill	14	16,884	16,884
Intangible assets	15	93,501	108,094
Right-of-use assets (IFRS 16)	17	28,515	26,223
Property, plant and equipment	16	1,283,434	1,246,079
Non-current financial assets	19	5,058	5,149
Investments in associates	18	22,753	26,563
Deferred tax assets	29	2,472	4,943
Other non-current assets		99	226
<b>Total non-current assets</b>		<b>1,452,715</b>	<b>1,434,160</b>
<b>CURRENT ASSETS</b>			
Stocks and assets in progress	22	60,327	55,015
Trade receivables	21	67,462	59,290
Other current operating assets	23	44,433	49,265
Cash and cash equivalents	20	125,792	161,383
<b>Total current assets</b>		<b>298,014</b>	<b>324,953</b>
<b>Total assets</b>		<b>1,750,730</b>	<b>1,759,113</b>

The notes form an integral part of the consolidated financial statements.

## EQUITY AND LIABILITIES

<i>In thousands of euros</i>	Notes	31/12/2020	31/12/2019
<b>SHAREHOLDERS' EQUITY, GROUP SHARE</b>			
Share capital	24	1,218	1,206
Additional paid-in capital		64,807	55,627
Reserves		362,784	346,571
Translation reserves		(41,549)	(22,363)
Net income for the year		55,314	44,105
<b>Total shareholders' equity, Group share</b>		<b>442,574</b>	<b>425,147</b>
Non-controlling interests		89,762	95,367
<b>Total equity</b>		<b>532,337</b>	<b>520,514</b>
<b>NON-CURRENT LIABILITIES</b>			
Employee benefits	27	52,605	43,121
Provisions for liabilities	28	6,633	4,936
Deferred tax liabilities		18,617	23,526
Non-current financial debt	25	822,830	760,645
Lease liabilities related to right-of-use assets (IFRS 16)	25	36,682	34,194
Non-current derivatives	26	55,023	49,704
<b>Total non-current liabilities</b>		<b>992,391</b>	<b>916,126</b>
<b>CURRENT LIABILITIES</b>			
Trade payables	30	71,106	76,817
Tax and social security liabilities	31	42,911	32,941
Current financial debt	25	79,172	177,280
Lease liabilities related to right-of-use assets (IFRS 16)	25	1,777	1,740
Other current operating liabilities	32	31,035	33,694
<b>Total current liabilities</b>		<b>226,002</b>	<b>322,473</b>
<b>Total equity and liabilities</b>		<b>1,750,730</b>	<b>1,759,113</b>

The notes form an integral part of the consolidated financial statements.

## 4 • CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 4.4. Statement of changes in shareholders' equity

### 4.4. Statement of changes in shareholders' equity

<i>In thousands of euros</i>	Share capital	Additional paid-in capital	Reserves and retained earnings	Cash flow hedges	Translation differences	Shareholders' equity, Group share	Non-controlling interests	Total equity
<b>Shareholders' equity at 31/12/2018</b>	<b>1,191</b>	<b>48,659</b>	<b>404,664</b>	<b>(23,747)</b>	<b>(22,310)</b>	<b>408,457</b>	<b>84,325</b>	<b>492,782</b>
Dividends paid	15	6,968	(20,016)	-	-	(13,033)	(7,201)	(20,234)
Performance shares	-	-	(2,625)	-	-	(2,625)	-	(2,625)
Transactions between shareholders	-	-	806	-	-	806	-	806
Impact of first-time application of IFRS 16	-	-	(6,438)	-	-	(6,438)	(934)	(7,372)
Treasury shares	-	-	6,126	-	-	6,126	-	6,126
Capital increases	-	-	-	-	-	-	7,350	7,350
Changes in the consolidation scope	-	-	-	-	-	-	4,358	4,358
<b>Total transactions with shareholders</b>	<b>15</b>	<b>6,968</b>	<b>(22,147)</b>	<b>-</b>	<b>-</b>	<b>(15,164)</b>	<b>3,573</b>	<b>(11,591)</b>
Change in translation adjustment	-	-	-	-	(53)	(53)	(276)	(329)
Change in actuarial gains and losses	-	-	(3,849)	-	-	(3,849)	(605)	(4,454)
Change in fair value of hedging derivatives	-	-	-	(8,350)	-	(8,350)	(1,728)	(10,078)
<b>Sub-total of items recognised in equity</b>	<b>-</b>	<b>-</b>	<b>(3,849)</b>	<b>(8,350)</b>	<b>(53)</b>	<b>(12,252)</b>	<b>(2,609)</b>	<b>(14,861)</b>
Net income for the period	-	-	44,105	-	-	44,105	10,078	54,183
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>40,256</b>	<b>(8,350)</b>	<b>(53)</b>	<b>31,853</b>	<b>7,469</b>	<b>39,322</b>
<b>Shareholders' equity at 31/12/2019</b>	<b>1,206</b>	<b>55,627</b>	<b>422,773</b>	<b>(32,097)</b>	<b>(22,363)</b>	<b>425,146</b>	<b>95,367</b>	<b>520,514</b>
Dividends paid	10	7,805	(21,823)	-	-	(14,008)	(7,308)	(21,316)
Performance shares	-	-	1,833	-	-	1,833	-	1,833
Transactions between shareholders	-	-	-	-	-	-	-	-
Treasury shares	-	-	191	-	-	191	-	191
Capital increases	2	1,375	-	-	-	1,377	-	1,377
Changes in the consolidation scope	-	-	32	-	-	32	-	32
<b>Total transactions with shareholders</b>	<b>12</b>	<b>9,180</b>	<b>(19,767)</b>	<b>-</b>	<b>-</b>	<b>(10,575)</b>	<b>(7,308)</b>	<b>(17,883)</b>
Change in translation adjustment	-	-	-	-	(19,186)	(19,186)	(5,558)	(24,744)
Change in actuarial gains and losses	-	-	(5,065)	-	-	(5,065)	(747)	(5,812)
Change in fair value of hedging derivatives	-	-	-	(3,060)	-	(3,060)	(1,046)	(4,106)
<b>Sub-total of items recognised in equity</b>	<b>-</b>	<b>-</b>	<b>(5,065)</b>	<b>(3,060)</b>	<b>(19,186)</b>	<b>(27,311)</b>	<b>(7,351)</b>	<b>(34,662)</b>
Net income for the period	-	-	55,314	-	-	55,314	9,054	64,368
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>-</b>	<b>50,249</b>	<b>(3,060)</b>	<b>(19,186)</b>	<b>28,003</b>	<b>1,703</b>	<b>29,706</b>
<b>Shareholders' equity at 31/12/2020</b>	<b>1,218</b>	<b>64,807</b>	<b>453,255</b>	<b>(35,157)</b>	<b>(41,549)</b>	<b>442,574</b>	<b>89,762</b>	<b>532,337</b>

The notes form an integral part of the consolidated financial statements.

## 4.5. Statement of consolidated cash flows

<i>In thousands of euros</i>	2020	2019
<b>OPERATING ACTIVITIES</b>		
<b>Net income for the year attributable to shareholders of Albioma</b>	<b>55,314</b>	<b>44,105</b>
Non-controlling interests	9,054	10,078
Adjustments		
Charges to depreciation, amortisation and provisions	84,272	75,350
Change in deferred tax	964	(7,314)
Share of net income of associates net of dividends received	840	76
Gains and losses on disposals	(64)	361
Share-based payments	1,833	2,197
Cost of financial debt	31,767	30,663
Current tax charge for the year	25,095	30,982
<b>Cash flow from operations</b>	<b>209,075</b>	<b>186,498</b>
Impact of the change in the working capital requirement	(11,897)	23,198
Tax paid	(23,547)	(36,891)
<b>Net cash from operating activities</b>	<b>173,631</b>	<b>172,805</b>
<b>INVESTING ACTIVITIES</b>		
Acquisitions of non-current assets	(128,520)	(149,051)
Increase in financial assets	-	(386)
Sales proceeds from non-current assets	201	596
Acquisitions and disposals of subsidiaries less any cash acquired or sold	(1,259)	19
<b>Net cash from/(used by) investing activities</b>	<b>(129,578)</b>	<b>(148,822)</b>
<b>FINANCING ACTIVITIES</b>		
Capital increases subscribed by non-Group shareholders	1,377	-
Change in treasury shares	191	-
Dividends paid to shareholders of Albioma	(14,008)	(13,033)
Dividends paid to non-controlling interests	(7,308)	(7,201)
Borrowings and financial debt issued or subscribed	149,295	227,819
Cost of financial debt	(31,767)	(30,663)
Borrowings and financial debt repaid	(171,324)	(131,585)
Other items	(2,763)	(2,043)
<b>Net cash from/(used by) financing activities</b>	<b>(76,307)</b>	<b>43,294</b>
Impact of currency movements on cash and cash equivalents and other changes	(3,679)	(1,440)
<b>Net change in cash and cash equivalents</b>	<b>(35,933)</b>	<b>65,837</b>
Opening cash and cash equivalents	161,135	95,297
Closing cash and cash equivalents	125,202	161,135
<b>Change in cash and cash equivalents</b>	<b>(35,933)</b>	<b>65,838</b>
Cash	89,039	142,550
Cash equivalents	36,753	18,833
<b>Total cash and cash equivalents</b>	<b>125,792</b>	<b>161,383</b>
Bank overdrafts	(590)	(248)
<b>Net cash and cash equivalents</b>	<b>125,202</b>	<b>161,135</b>

The notes form an integral part of the consolidated financial statements.

## 4.6. Notes to the consolidated financial statements

### NOTE 1. HIGHLIGHTS OF THE YEAR

#### 1.1. Impact of the health crisis caused by the Covid-19 pandemic

As a result of the Covid-19 pandemic and in strict compliance with government directives, particularly those concerning key business sectors including energy, the Company has put in place appropriate measures for its employees, whose high level of mobilisation has enabled the normal operation of its Thermal Biomass facilities, with very good call rates despite a drop in electricity consumption observed in the regions.

As regards the project development activities, the health measures resulted in the shutdown of the work on the biomass conversion of tranche 3 of the Le Moule plant in Guadeloupe, begun on 1 March 2020. The restart of this tranche, initially scheduled for mid-June, was therefore delayed until the end of 2020. As a result of invoking force majeure against EDF, the Group obtained compensation for the financial impacts resulting from the additional unavailability of the tranche.

#### 1.2. Other significant developments

- The Group continued to develop its projects, particularly those relating to the biomass conversion of the rest of its thermal plants in the Overseas departments. Thus, in 2020, availability was affected by the shutdown of tranche 3 of the Le Moule plant from 1 March to 23 November 2020 to enable work to be carried out on the biomass conversion of the plant.
- Coal prices fell significantly in 2020 due to the worldwide decline in activity. Average fuel-oil prices were also significantly lower than in 2019. These price movements had a negative impact on the Group's revenue but did not significantly affect profit margins, as electricity sale prices are contractually indexed to fuel costs.
- The real continued to weaken during 2020, with the exchange rate worsening from BRL 4.52/EUR 1 at end-2019 to BRL 6.37/EUR 1 at 31 December 2020. The other macro-economic indicators remained stable with particularly low inflation. The interbank financing rate (CDI) also fell to an historically low rate of around 3%.
- Following the quarterly review of the Euronext Paris indices, the Scientific Advisory Board of the Indices decided to include Albioma in the SBF 120 and CAC Mid 60 indices from 19 June 2020.
- On 7 December 2020, Albioma issued its first Sustainability-Linked Euro PP, for the amount of €100 million.

### NOTE 2. ACCOUNTING POLICIES

#### 2.1. Changes to the accounting framework in 2020

The Group's consolidated financial statements for the year ended 31 December 2020 have been prepared in accordance with the framework of International Financial Reporting Standards (IFRS) as adopted by the European Union at 31 December 2020, available on the following website: [http://ec.europa.eu/finance/company-reporting/ifrs-financial-statements/index\\_fr.htm](http://ec.europa.eu/finance/company-reporting/ifrs-financial-statements/index_fr.htm)

The financial statements are presented in thousands of euros and were approved by the Board of Directors at its meeting of 3 March 2021.

The accounting principles used for the preparation of the consolidated financial statements for the year ended 31 December 2020 are identical to those used by the Group for the preparation of the consolidated financial statements for the year ended 31 December 2019, with the exception of the following standards and amendments that are now applicable:

- IFRS 3 amendment "Definition of a business";
- IFRS 9, IAS 39 and IFRS 7 amendments "Interest Rate Benchmark Reform";
- IAS 1 and IAS 8 amendments "Definition of Material";
- amendments to References to the Conceptual Framework in IFRS Standards;
- IFRS 16 amendments "Covid-19-Related Rent Concessions" (which have been applied in advance).

These standards, amendments and interpretations did not have a material impact on the Group's consolidated financial statements for the year ended 31 December 2020.

For the 2020 financial year, the Group decided not to apply in advance any standards, interpretations or amendments. The following standards, interpretations and amendments, which have been published and whose application is mandatory as from 1 January 2020, could have an impact on the Group's financial statements:

- IAS 1 amendments "Classification of Liabilities as Current or Non-Current" and "Classification of Liabilities as Current or Non-current – Deferral of Effective Date";
- IFRS 3 amendments to "References to the Conceptual Framework";
- IAS 16 amendments "Property, Plant and Equipment – Proceeds before Intended Use";

- IAS 37 amendments “Onerous Contracts – Cost of Fulfilling a Contract”;
- IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 amendments “Interest Rate Benchmark Reform—Phase 2”;
- “Annual Improvements to IFRS Standards 2018–2020”.

### 2.2. Consolidation methods

Exclusively-controlled subsidiaries are fully consolidated. Control by the Group derives from its ability to direct activities with a significant impact on returns, its exposure or rights to variable returns and its ability to affect those returns. Control is presumed to exist when the Group owns, directly or indirectly, the majority of the voting rights in the company.

The equity method is applied to associates over which the Group has significant influence (usually more than 20%) but does not have control, as well as entities under joint control that meet the definition of a joint venture pursuant to IFRS 11 “Joint Arrangements”. Under the equity method, the company’s net assets and net income are consolidated in proportion to the participating interest held by the parent company in the share capital, as well as, where applicable, related goodwill.

The financial statements of all consolidated companies are drawn up to 31 December of each year shown.

Inter-company receivables and payables as well as inter-company income and expenses relating to fully-consolidated companies are eliminated in full. Internal margins generated between such companies are also eliminated. Internal results generated between companies that are equity-accounted or fully consolidated are eliminated to the extent of the percentage interest held by the Group in the share capital of the equity-accounted company.

### 2.3. Income from ordinary activities

Income from ordinary activities of the Group comes from:

- sales of electricity and steam under energy supply agreements for terms ranging from 15 to 35 years, mainly entered into with EDF but also with sugar refineries for the power plants fuelled by bagasse and coal;
- sales of electricity to various distributor and industrial customers by Albioma Rio Pardo Termoelétrica, Albioma Codora Energia and Albioma Esplanada Energia in Brazil as well as compensation due by sugar refineries related mainly to the quantity of biomass delivered;
- services provided by the parent company to companies not under its control.

In the case of the thermal power plants located in the French overseas departments and regions, the remuneration stipulated in the electricity and steam sale agreements entered into with EDF comprise an annual fixed portion and a variable portion.

Compensation for additional costs as well as remuneration for supplementary capital expenditure related to regulatory changes are the subject of negotiations and riders to the electricity sale agreements with EDF. These two revenue components are measured on the basis of tariffs revised by the riders and recognised when they have been agreed in principle and their amounts can be reliably estimated.

Each agreement and rider constitutes a single contract within the meaning of IFRS 15.

In the case of the thermal power plants, the Group is bound by the following performance obligations from which the client can benefit separately, each obligation being separately identifiable in the contract:

- operation and maintenance services aimed at providing power availability;
- services involving the production and sale of electricity, with the aim of delivering electricity or steam to the network according to its requirements.

The agreement specifies a separate price for each performance obligation:

- a price for the fixed premium determined on the basis of the fixed costs incurred to ensure the availability of the asset;
- a proportional price for electricity sales.

Pursuant to IFRS 15, revenue is recognised when each performance obligation is satisfied, i.e. when control of the good or service is transferred to the client.

Revenue is therefore recognised on a monthly basis:

- for fixed premiums, on the basis of the amounts set contractually;
- for the proportional price, on the basis of the electricity supplied to the network;
- for the amount of the bonuses/penalties, on the basis of the actual availability rates.

Contractual riders with EDF, in addition to agreements with sugar refineries, allowed for the operation of the “bagasse premium” established in 2009 by the authorities in favour of sugar cane growers indirectly contributing to the production of electricity from bagasse. Under this mechanism, the premium is collected by the producers of this electricity (therefore the Group’s bagasse/coal power plants) and subsequently paid over to its beneficiaries (the growers) via the sugar refineries to which they deliver their sugar cane.

The Group thereby acts as an intermediary and does not bear the risks and rewards associated with this premium. As such, collection of this premium has no impact on the Group's revenue. Nor does it have any effect on net income. The amounts collected from EDF and paid over to the sugar refineries are recognised in the statement of financial position in third-party accounts.

In the case of the Solar Power and Brazil businesses, revenue depends exclusively on the energy generated and supplied to the network, which constitutes the only performance obligation. Revenue is recognised in line with the supply of the energy.

#### 2.4. Operating segments

Segment information is presented based on the internal organisation and reporting structures used by Group management.

The Group uses the following split for operating segments:

- France - Thermal Biomass: this segment comprises the thermal power plants that produce electricity and steam in the French overseas departments;
- France - Solar Power: this segment comprises the various photovoltaic panel farms in France, Spain and Italy, as well as the sale of photovoltaic installations and panels to third parties and joint ventures for the share held by third parties;
- Brazil: this segment comprises the activities conducted in Brazil, including the development activities, the holding company activities and the operation of its thermal power plants;
- Mauritius: this segment comprises the thermal power plants that produce electricity on Mauritius;
- Holding Company and other: this segment comprises the operating activities of Albioma.

#### 2.5. Classification and presentation principles

Certain one-off transactions for material amounts are classified in "Other operating income" and "Other operating expenses". In particular, these include:

- disposal gains and losses and significant but unusual impairment of non-current assets, property, plant and equipment and intangible assets;
- other operating income and expenses for material amounts.

Cash and cash equivalents comprise cash, current bank accounts, term deposits (with withdrawal options that can be exercised within three months with no penalty), and marketable securities that can be realised in the very short

term, are readily convertible into cash and do not present a significant risk of a change in value. The change in cash and cash equivalents analysed in the statement of consolidated cash flows corresponds to cash and cash equivalents net of bank overdrafts. Short-term loans are included in the change in debt.

#### 2.6. Business Combinations

In accordance with the provisions of IFRS 3 revised, business combinations are recognised using the acquisition method. Under this method, the assets acquired and the liabilities and contingent liabilities assumed are measured at fair value. Goodwill corresponds to the difference between the acquisition price paid at the time of the business combination and the fair value of identifiable assets acquired net of any liabilities and contingent liabilities assumed. These are determined on a provisional basis at the time of acquisition and are revised within a period of 12 months with effect from the acquisition date. Goodwill is not amortised and is subject to impairment testing at least once a year.

Pursuant to IFRS 3 (revised):

- acquisition costs are expensed in the period in which they are incurred;
- contingent consideration is estimated at fair value at the date on which control is taken and included in the acquisition price of the shares.

The Group presents acquisition costs in the line "Other operating expenses" in the income statement.

For each business combination, the Group can choose to measure non-controlling interests either at fair value or on the basis of their share of the identifiable net assets of the entity acquired measured at fair value on the acquisition date.

For all transactions carried out, the Group has opted to value the non-controlling interests on the basis of their proportionate share of the identifiable net assets of the entity acquired and not at their fair value.

#### 2.7. Intangible assets

Intangible assets acquired during a business combination are recognised separately when they meet the recognition criteria stipulated in IAS 38.

The fair value of contracts acquired during business combinations is determined by discounting the estimated net cash flows generated by the asset.

Following their initial recognition, contracts are recognised at cost less accumulated amortisation and impairment. Contracts are amortised on a straight-line basis over their residual term, but not exceeding 35 years.

## 2.8. Property, plant and equipment

Property, plant and equipment mainly comprise installations for the production of steam and electricity. Such items are recognised at cost including all expenses incurred to bring them into service, less any recoverable unpaid VAT, less depreciation and any impairment losses, where applicable. For property, plant and equipment produced internally, the cost includes directly attributable project development costs.

In accordance with IAS 23, the Group capitalises financial charges incurred during the asset construction phase. The interest thus capitalised relates to specific debt assumed to finance the projects in question or pre-financing granted by the lessors during the construction phase.

When the components of an asset have different useful lives, they are recognised separately and depreciated over their specific useful lives when their value is material.

Subsequent expenses incurred for the replacement or improvement of a component of an item of property, plant or equipment are recorded in property, plant and equipment. In the event of replacement, the old component replaced is expensed.

Major spare parts relating to plant safety, so-called strategic parts, are capitalised and depreciated over the useful lives of the plants in question.

Plant maintenance expenditure aimed at maintaining the plants in good working order is expensed as incurred.

Production installations are depreciated on a straight-line basis over their estimated useful lives with effect from the date on which the asset is ready to be brought into service, i.e. as soon as it is in the location and necessary condition to be able to be operated as intended by Management. These installations are depreciated over a period of 40 years for the bagasse/coal thermal power plants, 35 years for the thermal power plants using fuel oil, 20 years for plants in Brazil and 20 years for the photovoltaic installations.

Other property, plant and equipment is depreciated on a straight-line basis over periods ranging from two to ten years. Where applicable, the Group revises the useful lives.

Investment grants received are recognised as a reduction against the cost of property, plant and equipment. They are recognised in profit or loss over the useful life of the asset they finance.

## 2.9. Leases

Leases which convey to the lessee control of the use of an identified asset for a period of time in exchange for consideration come within the scope of IFRS 16. The Group's tenant companies recognise on the statement of financial position, in respect of all leases regardless of their nature (i.e. operating leases and finance leases), a right-of-use asset and a corresponding lease liability.

The lease liability is initially determined on the basis of the present value of the lease payments that have not been paid on that date, discounted using the interest rate implicit in the lease if that rate can be readily determined, or at the incremental borrowing rate specific to the country, in accordance with the contract terms and currency. Lease payments include fixed payments, variable payments that depend on an index or a rate and payments resulting from options the lessee is reasonably certain to exercise. Variable lease payments based on revenue are recognised as operating expenses.

Subsequent to its initial measurement, the lease liability is reduced by the lease payments made and increased by the interest charge on the lease liability. It is remeasured to reflect any change in the future lease payments in the event of further negotiations with the lessor, a change in an index or rate, or in the event an option is reassessed. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or in net income if the carrying amount of the right-of-use asset has already been reduced to zero.

The measurement of the right-of-use asset at the commencement date comprises the initial lease liability, the initial direct costs and any obligations to refurbish the asset, less any incentives granted by the lessor.

Right-of-use assets are depreciated over the lease term. In the income statement, depreciation charges are recognised in operating income and interest charges are recognised in financial income (expense). The tax impact of these consolidation adjustments is recognised by means of the recognition of deferred tax.

The lease term used corresponds to the non-cancellable period, to periods covered by an option to extend the lease if the lessee is reasonably certain to exercise that option, as well as periods covered by an option to terminate the lease if the lessee is reasonably certain not to exercise that option.

The Group applies the exemptions permitted by IFRS 16 relating to leases with a term of less than 12 months or for which the underlying asset is of low value (less than €5,000).

### 2.10. Impairment of assets

In accordance with IAS 36, goodwill is tested for impairment every year and the Company regularly looks for indications of impairment of property, plant and equipment and intangible assets. When such an indication exists, the Company performs an impairment test to determine whether the carrying amount of the asset exceeds its recoverable amount, defined as the higher of the fair value less disposal costs and the value in use.

The main indications of impairment used by the Group consist of:

- for the photovoltaic installations, a significant and permanent decrease in the equivalent full-power hours (EFPH);
- for the plants in the Thermal Biomass sector, availability that is permanently and significantly lower than that forecast in the business plans;
- for all installations, operating costs that are permanently and significantly higher than those forecast in the business plans and for which the Group cannot be compensated by virtue of contractual provisions.

An asset's value in use is generally measured by discounting the future cash flows generated by the asset. Assets that do not generate any cash flows that are largely independent of those from other assets are grouped into cash-generating units (CGUs). Each thermal power plant and photovoltaic fleet constitutes a CGU of the Group.

The data used to perform the tests using the discounted cash flow method are taken from:

- business plans established at the outset of the project and covering the term of the electricity sale agreements, the underlying assumptions being updated on the test date; or
- Group business plans established annually and covering the term of the agreements (from 15 to 40 years).

These tests are based on the following key assumptions:

- electricity selling prices, which are set contractually;
- for the photovoltaic installations, equivalent full-power hours (EFPH).

### 2.11. Stocks

Stocks mainly comprise fuels, supplies and non-strategic spare parts needed for operation of the power plants as well as solar panels and inverters. Note that strategic parts are recognised under non-current assets. Stocks are measured at cost price or net realisable value (market price) if this is lower than the purchase cost.

### 2.12. Financial assets

Financial assets comprise operating receivables, deposits and cash collateral relating to leases, term deposits, loans, non-consolidated investments, short-term investments and cash equivalents and derivatives with a positive value. The measurement methods applied to financial assets are as follows:

- except for term deposits, short-term investments and cash equivalents are measured at fair value, fair value adjustments being recorded in profit or loss;
- operating receivables, security deposits and term deposits are recognised at amortised cost. Impairment losses are recognised if there is an objective indication of impairment.

The methods used for derivatives with a positive market value are explained in note 2.14 to the consolidated financial statements.

### 2.13. Financial liabilities

Financial liabilities comprise financial debt, operating liabilities and derivatives with a negative market value. The specific case of derivatives with a negative market value is covered in note 2.14 to the consolidated financial statements.

In accordance with IFRS 9, applied since 1 January 2018, financial debt is initially measured at fair value less transaction costs and subsequently according to the amortised cost method using the effective interest rate. This method does not result in material differences compared with their face value.

Financial liabilities are split between current and non-current liabilities. Current liabilities essentially consist of financial liabilities falling due within the 12 months following the reporting date.

### 2.14. Derivatives

The purpose of the derivatives used by the Group is to hedge interest rate risks on the borrowings and leases entered into at variable interest rates. In accordance with IFRS 9 covering the measurement and recognition of financial instruments, derivatives with a positive market value are recognised in assets, while those with a negative market value are recognised in liabilities. When they are not considered for accounting purposes as cash flow hedges, changes in the fair value of such instruments are recorded in profit or loss. Otherwise, they are recognised in Other comprehensive income (recyclable components) for the effective portion of the hedge and in profit or loss for the ineffective portion.

In accordance with IFRS 9, embedded derivatives are recognised separately from their host contract on the contract start date and are measured at fair value, in the same way as stand-alone derivatives entered into with a bank. These derivatives are recorded in the statement of financial position at their fair value, in assets or liabilities depending on whether this value is positive or negative. Changes in the fair value of such instruments are recorded in profit or loss, except for derivatives that qualify as hedges of a net investment in a foreign operation, for which the change in fair value of the effective portion is recorded in translation reserves (in other comprehensive income). On disposal of a foreign entity covered by a net investment hedge, the currency loss or profit recognised in translation reserves is recognised in profit or loss.

### 2.15. Employee benefits

Employee benefits comprise defined contribution plans and defined benefit plans.

Defined contribution plans refer to post-employment benefit plans by virtue of which the Group pays defined contributions to various employee welfare bodies. The contributions are paid in exchange for services rendered by the employees in respect of the financial year. They are expensed as incurred.

Defined benefit plans refer to plans that provide employees with guaranteed additional funds. For the Group, this guarantee of additional funds constitutes a future service for which an obligation is calculated. The provision is calculated by estimating the amount of benefits that the employees will have accumulated in exchange for services rendered during the year and previous years.

Changes to an existing plan or the introduction of a new plan for post-employment benefits or other long-term benefits may result in an increase in the present value of the obligation in respect of defined benefits for services rendered during previous years, known as "past service cost". This past service cost is recognised in profit or loss for the period.

Within the Group, defined benefit plans cover post-employment benefits and other long-term benefits.

#### Post-employment benefits

Post-employment benefits comprise:

- lump-sum retirement payments;
- time banking for pre-retirement leave (*comptes épargnes jours retraite* - CEJR);

- specific pensions for the employees of certain subsidiaries in connection with the Electricity and Gas Industries statute and the guarantee to maintain certain specific benefits after their retirement.

In accordance with IAS 19 "Employee benefits", they are measured annually using the projected unit credit method, with length of service being taken into account on a pro rata basis.

The discount rate used on the reporting date is established based on the yields at the reporting date of high-quality private corporate bonds.

Actuarial gains and losses result from revised assumptions and from differences between the estimated results based on the actuarial assumptions and the actual results. These variances are recognised immediately in other comprehensive income for all actuarial gains and losses in respect of defined benefit plans. The impact of the unwinding of the discount on the provision for employee benefits is recorded in net financial income/(expense) under "Other financial expenses".

#### Other long-term benefits

Other long-term benefits mainly comprise additional medical coverage. A provision is calculated using the same methods, assumptions and frequency as those used for the measurement of post-employment benefits.

Actuarial gains and losses arising from the measurement of other long-term benefits are recognised directly in profit or loss in the year in which they occur.

### 2.16. Provisions for liabilities

Provisions are recognised when:

- the Group has a present obligation as a result of a past event;
- it is probable that an outflow of resources representing economic benefits will be needed to settle the obligation;
- the amount of the obligation can be estimated reliably.

#### Provisions for dismantling

Dismantling costs are included in the initial cost of installations when the Group has a legal or implied obligation to dismantle. As a rule, the Group has no present, legal or implied obligation to dismantle pursuant to the criteria of IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", such an obligation being likely to appear only once the activities of an installation definitively cease.

As at 31 December 2020, the Group was not planning to cease the activities of any of its installations currently in operation.

For the Solar Power sector, dismantling costs are considered to be immaterial.

### 2.17. CO<sub>2</sub> allowances

The Group's thermal power plants located in the overseas departments are included in operations subject to regulations regarding carbon dioxide (CO<sub>2</sub>) emission allowances. The following thermal power plants are concerned: Albioma Bois-Rouge (tranches 1 and 2), Albioma Le Gol (tranches A and B), Albioma Le Moule (tranches 1 to 3), Albioma Galion and Albioma Saint-Pierre.

In accordance with contractual terms, the Group signed riders on electricity sale contracts with EDF to take these regulatory changes into account and to cover excess costs relating to shortfalls between allowances allocated and allowances used.

The allowances acquired and used in respect of the shortfalls for the period are presented in "Other operating expenses", as are the amounts billed to EDF pursuant to the riders.

After taking into account the impact of the riders to the electricity sale agreements, any variance between available allowances and surrender obligations on maturity is covered by provisions calculated on the basis of the market value of the allowances at the reporting date. These provisions appear under "Other current liabilities". No such provisions existed at the end of the periods presented.

### 2.18. Tax

#### Corporation tax

The corporation tax charge shown in the income statement comprises tax payable in respect of the current period and deferred tax.

Deferred tax is recognised on all temporary differences between the amounts for accounting and tax purposes of asset and liability items, as well as on tax losses available for carry forward. Deferred tax assets are recognised only when they are likely to be recovered.

The bulk of these deferred taxes stems from temporary differences resulting from:

- for deferred tax liabilities: the revaluation of electricity sale contracts, the neutralisation of accelerated depreciation for tax purposes and the effect of the restatement of finance leases;
- for deferred tax assets: tax losses, the effect of neutralising internal margins relating to installation development, and the recognition of provisions in respect of employee benefits.

Deferred taxes are measured at the tax rate enacted or almost enacted by the relevant body at the reporting date, based on when the temporary differences are expected to reverse. The liability method is applied and the impact of any changes in the tax rate is recognised in the income statement except for changes relating to items recognised directly in equity. Deferred taxes are not discounted.

#### Territorial Economic Contribution (*Contribution Économique Territoriale* – CET)

The 2010 Finance Act introduced a Territorial Economic Contribution (*Contribution Économique Territoriale* – CET) to replace the business tax (*taxe professionnelle*). The CET incorporates two new contributions: a tax on enterprise land value (*Taxe Foncière des Entreprises* – CFE) and a contribution for enterprise added value (*Cotisation sur la Valeur Ajoutée des Entreprises* – CVAE). For the financial years presented, the Group has recognised these two contributions under operating income in the item "Taxes and duties (other than corporation tax)".

### 2.19. Share-based payments

#### Allotments of stock subscription options and bonus shares subject to performance conditions

In accordance with IFRS 2, the fair value of stock subscription options and bonus shares is determined based on methods suited to their characteristics:

- stock subscription options, not subject to any share price performance conditions, are measured using the Black and Scholes model;
- bonus shares allotted in 2018, 2019 and 2020, subject to share price performance conditions, are measured using the Monte-Carlo model, while shares whose final allotment depends on internal performance (EBITDA, earnings per share and renewable energy sources as a percentage of the total energy produced) are measured using the Black and Scholes model.

The fair value on the allotment date of the share subscription options is recognised in expenses over the option acquisition period, based on the probability of these options being exercised before their expiry, with a corresponding increase in consolidated reserves.

For allotments of bonus shares and stock subscription options subject to performance conditions, the rights vesting period corresponds to the most probable time frame for fulfilment of the performance conditions. The parameters used in this model are described in note 24 to the consolidated financial statements.

At each reporting date, the Group assesses the probability of loss of rights to the stock subscription options or bonus shares prior to the end of the vesting period.

Where applicable, the impact of the revision of these estimates is recognised in profit or loss with a corresponding movement in consolidated reserves. Performance conditions are not revised if market conditions are involved (as these are taken into account on the allocation date as part of the fair value measurement of the equity instruments to be issued).

### 2.20. Currency translation

Transactions denominated in foreign currency are recognised at the exchange rate prevailing on the transaction date. At the reporting date, receivables and payables in foreign currency are translated at the exchange rate prevailing on this date, with any resulting differences being recognised in profit or loss.

Investments in the Mauritian companies are equity-accounted in the statement of financial position based on the exchange rate prevailing at the end of the accounting period, while the share of profit or loss attributable to the Group is translated at the average rate for the year. Resulting translation differences are recorded directly in equity.

The Brazilian entities' results and cash flows for the period are translated at the average rate for the period. The statement of financial position is translated at the closing rate of the period concerned. Resulting translation differences are recorded directly in equity.

The following rates were used by the Group to translate Brazilian reals into euros for the periods presented:

Euro/ Brazilian real	Opening rate	Average rate	Closing rate
2019	4.44	4.41	4.52
2020	4.52	5.89	6.37

### NOTE 3. MANAGEMENT ESTIMATES

Preparation of the financial statements requires the Group to make best estimates and assumptions that affect the carrying amounts of assets and liabilities, information relating to contingent assets and liabilities, and the amount of income and expenses recorded during the period. Actual future results may differ from these estimates.

The main items in the financial statements for which the Group uses material estimates are as follows:

### 3.1. IFRS 16: "Leases"

The Group may enter into an agreement, including a transaction or a series of related transactions, that does not take the legal form of a lease but which confers the right to use an asset (e.g. a piece of property, plant or equipment) in return for a payment or a series of payments. IFRS 16 indicates the approach to be followed to determine whether agreements of this kind constitute or contain leases to be recognised in accordance with it. To determine whether an agreement constitutes or contains a lease, one must consider the substance of the agreement and assess if execution of the agreement depends on the use of one or more specific assets and if the agreement confers a right to use the asset. The analysis of these criteria assumes that Management makes use of estimates. Given their characteristics, some of the Group's sale contracts may fall within the scope of IFRS 16. To classify a contract, Management must exercise its judgement in order to determine whether the agreement results in the transfer to the customer of virtually all the risks and rewards inherent in ownership of the asset by assessing whether execution of the agreement depends on the use of a specific asset and if the agreement confers the right to use the asset.

Group management believes that there is no transfer of virtually all the risks and rewards attached to the agreements for sale of electricity to EDF and that, as a result, any leases that exist are not treated as finance leases.

When a contract meets the criteria for a finance lease in accounting terms, determining the fair value of the leased asset and the present value of the minimum lease payments also implies the formulation of a judgement by Management.

The Group may enter into a transaction or a structured series of transactions (an agreement) taking the legal form of a lease with one or more investors in order to finance its property, plant and equipment. A series of transactions assuming the legal form of a lease are related and must be recognised for accounting purposes as a single transaction when their overall economic impact cannot be understood without reference to the series of transactions as a whole. Analysis of the substance of agreements assumes that Management makes estimates and formulates judgements. If the agreement does not meet the conditions to be recognised for accounting purposes as a lease, Management's estimates and judgements concern the facts and circumstances specific to each agreement, so as to determine when a fee received by the Group, where applicable, must be recognised in income. Such a fee is recognised only when it is probable that the economic benefits associated with the transaction

will accrue to the entity and the outcome of the transaction can be reliably assessed, which assumes that Management relies on estimates and formulates judgements. This analysis is performed on a case-by-case basis.

#### **3.2. IFRS 3: "Business Combinations"**

All business combinations are recognised using the acquisition method. As a result, the Group recognises the acquired entity's identifiable assets, liabilities and contingent liabilities at their fair value on the acquisition date, and also recognises the goodwill. The values attributed to the assets acquired and liabilities assumed are subject to Management estimates, e.g. the expected cash flows on the assets and discount rates used.

#### **3.3. IAS 16: "Useful lives of property, plant and equipment and intangible assets"**

Property, plant and equipment and intangible assets other than goodwill are recognised at cost and are depreciated or amortised over their economic useful lives based on estimates made by Management. When Management observes that the actual useful lives differ substantially from the estimates used to calculate the depreciation or amortisation, this difference gives rise to adjustments in subsequent periods. Given the significance of the Group's non-current assets, differences between actual useful lives and estimated useful lives could have a material impact, positive or negative, on its operating income.

#### **3.4. IAS 36: "Impairment of Assets"**

Goodwill is tested for impairment annually, and property, plant and equipment and intangible assets are subject to impairment testing when circumstances indicate that the asset's carrying amount may not be fully recoverable. When such indications exist, the Company performs impairment tests in order to verify that the asset's carrying amount does not exceed its recoverable amount, which is defined as the higher of the fair value less costs to sell and the value in use. An asset's value in use is generally determined by discounting the future cash flows expected to be generated by the asset. To estimate the future cash flows on property, plant and equipment and intangible assets, Management formulates a judgement according to its intended use of the asset, notably as regards future income, expenses, or even discount rates.

The impairment tests are performed on the basis of business plans approved by the Board of Directors.

#### **3.5. IAS 12: "Income Taxes"**

The Group previously benefited directly from certain tax advantages corresponding to a percentage of eligible direct investments made in the form of capital contributions in assets located in the French overseas departments. These capital contributions were deductible from the taxable profit according to the date on which the tax benefits were approved. Approval from the public authorities was conditional on the continuing operation of the asset and conservation for a period of five years, in all cases, of the shares received in exchange for the capital contributions.

These tax benefits did not fall directly within the scope of application of either IAS 12 "Income Taxes" or IAS 20 "Accounting for Government Grants". Management therefore exercised its judgement to determine the accounting treatment to be applied and concluded that an analogy with IAS 12 was appropriate. The tax benefit was therefore recognised as a reduction of the tax on current income when there was reasonable assurance that the Group would meet all the conditions for grant of the tax relief and the capital contribution became deductible from the taxable income for the current year.

Deferred tax assets are recognised for the amounts of tax on the profit recoverable in future years in respect of deductible temporary differences and the carry forward of unused tax losses and tax credits. To determine if a deferred tax asset is to be recognised in respect of the carry forward of unused tax losses and tax credits, Management examines the probability of these unused tax losses and tax credits being used against a future taxable profit. Management takes into account past and projected results, the future taxable profit and the combination of results and strategies, both existing and realisable, in matters of tax planning.

#### **3.6. IFRS 9: "Fair value of financial derivatives and embedded derivatives"**

The best indication of the fair value of a contract is the price that would be agreed between knowledgeable, willing parties in an arm's length transaction. On the transaction date, fair value generally corresponds to the transaction price. Subsequently, fair value is determined based on observable market data, which provide the most reliable indications concerning the change in a contract's fair value.

Market-based measurements, particularly those that are not based on readily available listed prices, include an intrinsic margin of uncertainty. This uncertainty increases with the term of the underlying contracts and when the underlying market is limited due to low transaction volumes. Market-based measurements may also differ substantially from the actual profits and losses realised on maturity of the contract due to changes in market conditions or specific events such as changes made to the underlying contract. More generally, any changes in the facts and circumstances relating to market conditions and the underlying assumptions used for measurement purposes may have an impact on the Group's net financial income and equity.

Derivatives are traded in OTC markets in which there is no listed price. As a result, they are valued according to models commonly used by operators to evaluate these financial instruments (discounted cash flow models).

### 3.7. Other estimates

Concerning retrocessions of tax benefits, the Group recognises the impact of tax relief measures only when it is probable that the economic benefits associated with the transaction will accrue to the Group and the outcome of the transaction can be reliably measured. The Group considers the economic benefits associated with the transaction to be probable as soon as it receives the necessary approvals, the installations meet the conditions required, notably regarding grid connection, and investors have committed to the operations.

Article 54 *sexies* of the 2021 Finance Act enacted on 16 December 2020 provides for the possibility of revising tariffs for solar power purchase agreements entered into between 2006 and 2010. The implementing decrees specifying the level of the reduction and the terms of application are not currently known and could, according to the government, be published before summer 2021. 57 MWp, out of total installed photovoltaic capacity of 109 MWp, are affected by this potential tariff revision. They represent 6% of revenue and 11% of EBITDA. As an indication, a 10% reduction in tariffs would lead to a loss in EBITDA of some €2 million to €3 million in a full year.

### 3.8. Consortium

In connection with its energy production operations in Brazil, the Group may set up a consortium with its sugar-refining partners.

The purpose of such a consortium is to deal solely with transactions between the plant owner/operator and the

sugar refiner. The consortium does not therefore own any assets or generate any income.

The obligations of the consortium's stakeholders are as follows:

- the sugar refiner must provide the biomass and water needed for the electricity and steam produced by the consortium, in accordance with the specifications drawn up concerning quantity and quality, as well as a certain number of sites that it currently owns and that are partially occupied by the installations, and the access routes and roadways needed for the plant's operation and maintenance;
- the plant's owner/operator must provide all the cogeneration equipment and contribute to the consortium exclusively at its expense as regards the plant's operation and maintenance, including predictive maintenance.

In the event that either of the parties fails to comply with its obligations, the agreement provides for a compensation mechanism.

All of the consortium's transactions are included in the financial statements of the Group project company, which has virtually all of the voting rights within the consortium and which directs, manages and represents the consortium for all legal purposes.

#### NOTE 4. CHANGES IN THE CONSOLIDATION SCOPE

There were no significant changes in the consolidation scope during the period.

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### 4.6. Notes to the consolidated financial statements

#### NOTE 5. OPERATING SEGMENTS

##### 5.1. Information by operating segment and region

Year ended 31 December 2020

<i>In thousands of euros</i>	France – Thermal Biomass	France – Solar Power <sup>1</sup>	Brazil	Mauritius	Holding company and other	Eliminations	Total
<b>INCOME STATEMENT</b>							
Income from ordinary activities	435,430	48,877	21,351	-	1,070	-	506,728
Inter-segment					24,145	(24,145)	-
<b>Income from ordinary activities</b>	<b>435,430</b>	<b>48,877</b>	<b>21,351</b>	<b>-</b>	<b>25,215</b>	<b>(24,145)</b>	<b>506,728</b>
<b>EBITDA<sup>2</sup></b>	<b>162,312</b>	<b>34,779</b>	<b>11,998</b>	<b>1,500</b>	<b>(4,143)</b>	<b>-</b>	<b>206,446</b>
Operating income	104,817	13,986	6,648	1,500	(4,469)	-	122,482
Financial expenses and income							(32,054)
Tax charge							(26,059)
<b>Net income for the year</b>							<b>64,368</b>
<b>STATEMENT OF FINANCIAL POSITION</b>							
Goodwill	7,313	6,892	2,679	-	-	-	16,884
Intangible assets	59,184	16,232	18,994	-	(909)	-	93,501
Property, plant and equipment	1,047,397	223,751	39,210	-	1,591	-	1,311,949
Participating interests in equity-accounted companies	831	343	3,199	18,380	-	-	22,753
Current assets	135,047	31,200	16,314	-	115,454	-	298,014
Other non-current assets (including deferred tax)	14,856	6,947	266	-	(14,440)	-	7,629
<b>Total assets</b>	<b>1,264,628</b>	<b>285,365</b>	<b>80,661</b>	<b>18,380</b>	<b>101,696</b>	<b>-</b>	<b>1,750,730</b>
Equity	275,070	47,724	(7,505)	6,240	210,807	-	532,337
Non-current financial debt	557,144	177,783	11,165	-	113,421	-	859,513
Other non-current liabilities (including deferred tax)	119,586	30,272	139	-	(17,119)	-	132,878
Current liabilities	162,233	35,544	8,069	-	20,156	-	226,002
Inter-sector eliminations <sup>3</sup>	150,596	(5,948)	68,792	12,140	(225,581)	-	-
<b>Total equity and liabilities</b>	<b>1,264,629</b>	<b>285,376</b>	<b>80,661</b>	<b>18,380</b>	<b>101,684</b>	<b>-</b>	<b>1,750,730</b>
<b>OTHER INFORMATION</b>							
Investments in property, plant and equipment and intangible assets	106,895	20,625	1,709	-	1,549	-	130,778
Charges to depreciation, amortisation and provisions	(54,102)	(20,666)	(5,349)	-	(716)	-	(80,833)

1. Including Spain and Italy.

2. EBITDA: operating income (including income from equity-accounted companies) before depreciation, amortisation and provisions net of reversals and other non-cash items recognised in other operating income and expenses.

3. Inter-sector eliminations include intra-group payables and receivables, as well as the elimination of consolidated equity investments.

Year ended 31 December 2019

<i>In thousands of euros</i>	France – Thermal Biomass	France – Solar Power <sup>1</sup>	Brazil	Mauritius	Holding company and other	Eliminations	Total
<b>INCOME STATEMENT</b>							
Income from ordinary activities	427,458	50,374	25,352	-	2,492	-	505,676
Inter-segment	-	-	-	-	24,161	(24,161)	-
<b>Income from ordinary activities</b>	<b>427,458</b>	<b>50,374</b>	<b>25,352</b>	<b>-</b>	<b>26,653</b>	<b>(24,161)</b>	<b>505,676</b>
<b>EBITDA<sup>2</sup></b>	<b>137,411</b>	<b>36,347</b>	<b>10,730</b>	<b>2,628</b>	<b>(4,181)</b>	<b>-</b>	<b>182,935</b>
Operating income	89,341	15,817	4,630	2,628	(4,394)	-	108,022
Financial expenses and income							(30,170)
Tax charge							(23,668)
<b>Net income for the year</b>							<b>54,183</b>
<b>STATEMENT OF FINANCIAL POSITION</b>							
Goodwill	7,313	6,892	2,679	-	-	-	16,884
Intangible assets	63,349	17,512	28,154	-	(921)	-	108,094
Property, plant and equipment	990,379	222,412	58,863	-	648	-	1,272,302
Participating interests in equity-accounted companies	817	508	3,501	21,737	-	-	26,563
Current assets	130,159	46,968	18,776	-	129,051	-	324,953
Other non-current assets (including deferred tax)	16,035	5,388	320	-	(11,425)	-	10,318
<b>Total assets</b>	<b>1,208,052</b>	<b>299,680</b>	<b>112,291</b>	<b>21,737</b>	<b>117,353</b>	<b>-</b>	<b>1,759,113</b>
Equity	261,230	53,501	10,754	9,571	185,458	-	520,414
Non-current financial debt	572,794	184,520	22,497	-	15,028	-	794,839
Other non-current liabilities (including deferred tax)	106,276	29,948	232	-	(15,169)	-	121,287
Current liabilities	167,605	31,522	12,174	-	111,172	-	322,473
Inter-sector eliminations <sup>3</sup>	100,147	189	66,635	12,166	(179,137)	-	-
<b>Total equity and liabilities</b>	<b>1,208,052</b>	<b>299,680</b>	<b>112,291</b>	<b>21,737</b>	<b>117,353</b>	<b>-</b>	<b>1,759,113</b>
<b>OTHER INFORMATION</b>							
Investments in property, plant and equipment and intangible assets	132,803	22,263	6,350	-	(1,459)	-	159,957
Charges to depreciation, amortisation and provisions	(47,077)	(19,435)	(5,999)	-	(110)	-	(72,621)

1. Including Spain and Italy.

2. EBITDA: operating income (including income from equity-accounted companies) before depreciation, amortisation and provisions net of reversals and other non-cash items recognised in other operating income and expenses.

3. Inter-sector eliminations include intra-group payables and receivables, as well as the elimination of consolidated equity investments.

Other segment assets comprise stocks, trade receivables and other debtors.

Segment liabilities comprise specific liabilities relating to operating sites, provisions for employee benefits, other provisions for liabilities and charges (excluding provisions for risks relating to non-consolidated entities), trade payables and other creditors.

A reconciliation between operating income and EBITDA is shown below:

<i>In thousands of euros</i>	2020	2019
<b>Operating income</b>	<b>122,482</b>	<b>107,507</b>
Amortisation of contracts	6,881	6,839
Depreciation of non-current assets	70,613	65,651
Depreciation of right-of-use assets	2,405	2,328
Charges to/reversals of provisions (including employee benefits)	3,091	1,815
Charges to/reversals of provisions and other non-cash items recognised in other operating income and expenses	974	(1,204)
<b>EBITDA</b>	<b>206,446</b>	<b>182,935</b>

## 5.2. Other segment information

The Group sells virtually all the electricity it produces under agreements entered into with EDF in France, other distributor or industrial customers authorised as Câmara de Comercialização de Energia Elétrica (CCEE) agents by the Agência Nacional de Energia Elétrica (ANEEL) for the Albioma Rio Pardo Termoeletrica, Albioma Codora Energia, Albioma Esplanada Energia and UTE Vale do Paraná Albioma plants in Brazil and the Central Electricity Board (CEB) in Mauritius.

### NOTE 6. INCOME FROM ORDINARY ACTIVITIES

Income from ordinary activities can be broken down as follows:

<i>In thousands of euros</i>	2020	2019
Sales of electricity and steam	505,683	503,184
Services	1,045	2,492
<b>Income from ordinary activities</b>	<b>506,728</b>	<b>505,676</b>

The change in revenue was due mainly to:

- the full-year contribution of the fixed premiums received in respect of the investments to bring the plants into compliance with the IED Directive and the additional remuneration received as a result of the commissioning of the all-biomass tranche 3 of the Le Moule power plant;
- the increase in bonuses as a result of the improved availability of the thermal power plants relating to the scheduled shutdowns that actually took place or were postponed due to the health measures;
- the increase in variable selling prices resulting from the indexation provided for in the contracts and riders concerning the works to bring the plants into compliance, which take into account the costs of the additional processing of gaseous emissions;
- the negative currency effect resulting from the significant depreciation in the Brazilian real against the euro during the year;
- the effect of changes in the purchase price of fuel.

### NOTE 7. PURCHASES (INCLUDING CHANGES IN STOCKS)

Purchases include the cost of raw materials consumed in the production of electricity, notably coal, fuel oil and biomass. The change during the period includes the full-year contribution of the commissioning of new plants as described above as well as the fall in fuel prices.

### NOTE 8. LOGISTICS COSTS AND OTHER OPERATING INCOME AND EXPENSES

#### 8.1. Logistics costs

The change in logistics expenses was due mainly to the higher costs of processing combustion by-products.

#### 8.2. Other operating expenses

Other operating expenses comprise all expenses other than purchases, logistics costs and staff costs. Other operating expenses also include the expenses and income associated with the CO<sub>2</sub> allowances.

The change during the period was due mainly to the effect caused by a volume of bagasse resulting from the sugar harvest that was lower than that of the previous year as well as a reduction in the service and maintenance costs (annual shutdowns) in respect of the Group's thermal power plants.

#### NOTE 9. STAFF COSTS

Staff costs break down as follows:

<i>In thousands of euros</i>	2020	2019
Wages and salaries	(32,126)	(32,109)
Social security charges	(16,869)	(16,069)
Profit-sharing and incentive schemes	(5,510)	(4,903)
Share-based payments	(1,833)	(2,197)
<b>Total staff costs</b>	<b>(56,337)</b>	<b>(55,278)</b>
Employee benefits (cost of services rendered net of benefits paid)	(1,370)	(2,533)
<b>Total staff costs including employee benefits</b>	<b>(57,707)</b>	<b>(57,811)</b>

Excluding employee benefits, the increase in staff costs was due mainly to the recruitment of new employees in line with the setting up of the new facilities for processing liquid and gaseous waste (IED) and the strengthening of the development and construction teams.

The decrease in employee benefits was due mainly to the fall in the benefits paid during the year and the impact of the revision of IED contributions.

#### NOTE 10. OTHER OPERATING INCOME AND EXPENSES

<i>In thousands of euros</i>	2020	2019
Reversals of provisions for litigation and uncertainties concerning projects	-	1,738
Proceeds from the sale of assets	-	1,486
Other income	3,681	353
<b>Other operating income</b>	<b>3,681</b>	<b>3,577</b>
Value of transferred assets	-	(1,434)
Accelerated amortisation	(932)	-
Other expenses	-	-
<b>Other operating expenses</b>	<b>(932)</b>	<b>(1,434)</b>
<b>Total other operating income and expenses</b>	<b>2,749</b>	<b>2,142</b>

For the year ended 31 December 2020, other operating income included contractual compensation received from a sugar partner in respect of earlier years as well as compensation received in respect of coal-fired equipment no longer required following a plant's conversion to biomass.

For the year ended 31 December 2019, net other income consisted mainly of provisions reversals as a result of the liabilities concerned ceasing to exist and the profit on disposal of a subsidiary.

**NOTE 11. COST OF FINANCIAL DEBT**

Cost of financial debt comprises the following items:

<i>In thousands of euros</i>	<b>2020</b>	<b>2019</b>
Financial expenses on financial debt	(30,395)	(29,085)
Financial expenses on leases	(245)	(245)
<b>Cost of financial debt</b>	<b>(30,640)</b>	<b>(29,330)</b>
Interest expenses related to right-of-use assets (IFRS 16)	(1,127)	(1,334)
<b>Cost of financial debt</b>	<b>(31,767)</b>	<b>(30,663)</b>

The change in the cost of financial debt includes the effect of the commissioning of plants during the period and the newly-acquired companies consolidated for the first time in late 2019.

For the year ended 31 December 2020, the amount recognised in financial expenses in respect of hedging instruments amounted to €11.1 million, compared with €10.4 million in 2019. These amounts correspond to interest disbursed or accrued under swap contracts (amount recycled through profit or loss of the fair values previously recognised in equity).

**NOTE 12. OTHER FINANCIAL INCOME AND EXPENSES**

Other financial income and expenses comprise the following items:

<i>In thousands of euros</i>	<b>2020</b>	<b>2019</b>
Currency gains	19	111
Income from marketable securities disposal	186	469
Other financial income	330	495
<b>Other financial income</b>	<b>534</b>	<b>1,075</b>
Impact of unwinding the discount on the provision for employee benefits	(347)	(467)
Other financial expenses	(475)	(115)
<b>Other financial expenses</b>	<b>(822)</b>	<b>(582)</b>
<b>Total other financial income and expenses</b>	<b>(288)</b>	<b>493</b>

For the periods presented, other financial expenses comprised the charge relating to the effect of unwinding the discount on the provision for employee benefits in the amount of €0.4 million.

## NOTE 13. TAX

The corporation tax charge breaks down as follows:

<i>In thousands of euros</i>	2020	2019
<b>Operating income</b>	<b>122,482</b>	<b>108,022</b>
Share of net income of equity-accounted companies	(1,636)	(2,541)
Cost of financial debt	(31,767)	(30,663)
Other financial income and expenses	(288)	493
<b>Income before tax and share in equity-accounted companies (A)</b>	<b>88,792</b>	<b>75,310</b>
Tax charge (B)	(26,059)	(23,668)
<b>Effective tax rate (B)/(A)</b>	<b>29.35%</b>	<b>31.43%</b>

The tax charge for the period comprises the following:

<i>In thousands of euros</i>	2020	2019
Current tax charge	(25,095)	(30,982)
Deferred tax	(964)	7,314
<b>Total corporation tax</b>	<b>(26,059)</b>	<b>(23,668)</b>

A reconciliation between the actual tax charge and the theoretical tax charge is shown below:

<i>In thousands of euros</i>	2020			2019		
	Base	Rate	Tax	Base	Rate	Tax
<b>Theoretical tax charge</b>	<b>88,792</b>	<b>28.92%</b>	<b>(25,679)</b>	<b>75,310</b>	<b>34.43%</b>	<b>(25,929)</b>
Difference between local tax rate and standard tax rate including LODEOM allowance <sup>1</sup>		(1.8%)	1,639		(3.6%)	2,710
Impact of the change in the tax rate on deferred tax		2.6%	(2,282)		(0.6%)	447
Non-taxable income		(0.4%)	368		(0.6%)	450
Tax on dividend payments		0.1%	(77)		0.1%	(77)
Non-deductible interest		-	-		-	-
Unrecognised deferred tax assets		-	(38)		(0.5%)	367
Additional contributions and other permanent differences		-	9		2.2%	(1,636)
<b>Tax charge recognised</b>	<b>88,792</b>	<b>29.35%</b>	<b>(26,059)</b>	<b>75,310</b>	<b>31.43%</b>	<b>(23,668)</b>

1. LODEOM: law no. 2009-594 of 27 May 2009 for the economic development of Overseas France.

The differences in the tax rates between the local rate and the standard tax rate include the difference between the tax rate in Brazil and the standard tax rate applicable in France as well as the effect of the allowance in respect of law no. 2009-594 of 27 May 2009 for the economic development of Overseas France (*Loi pour le développement économique des Outre-mer* - LODEOM).

The "Impact of the change in the tax rate on deferred tax" heading comprises in particular the effect of the decrease in the standard tax rate provided for by the 2018 and 2019 Finance Acts and applicable to the Group in France as from 2019. Thus, in accordance with IAS 12 "Income Taxes", deferred taxes which are expected to reverse as from 1 January 2021 have been measured on the basis of a standard tax rate reducing gradually to 25% by 2022.

The restated normalised effective tax rate<sup>1</sup> for the year ended 31 December 2020 came to 28.31% compared with 31.56% in 2019.

1. Restated normalised tax rate: tax rate restated for the effects of impairment losses on which no tax saving was recorded because there is no prospect of recovery in the short term, excluding Brazil and excluding the effect of the change in the tax rate.

## NOTE 14. GOODWILL

<i>In thousands of euros</i>	<b>Net amount</b>
<b>At 31/12/2017</b>	<b>11,713</b>
Impact of changes in the consolidation scope	13,284
Impairment	(711)
Translation differences	(60)
<b>At 31/12/2018</b>	<b>24,226</b>
Impact of changes in the consolidation scope	(7,342)
<b>At 31/12/2019</b>	<b>16,884</b>
<b>At 31/12/2020</b>	<b>16,884</b>

The impairment tests the Group carried out did not identify any impairment of goodwill at 31 December 2020 that required the recognition of an impairment provision.

For the year ended 31 December 2019, the “Impact of changes in the consolidation scope” item included the impact of the allocation of the goodwill in respect of Eneco France, a company acquired in December 2018.

The breakdown of goodwill by activity is as follows:

<i>In millions of euros</i>	
Thermal Biomass France	7.3
Thermal Biomass Brazil	2.7
Solar Power	5.9

This goodwill is subject to an impairment test based on the assumptions presented in note 2.10 to the consolidated financial statements.

The Group carried out sensitivity calculations on the value of its assets based on the following assumptions:

- discount rate increased by 50 basis points;
- availability rate of the power plants in the Thermal Biomass sector reduced by 100 basis points;
- equivalent full-power hours for the photovoltaic installations reduced by 100 basis points.

No asset impairment losses would be recognised under any of the above assumptions.

NOTE 15. INTANGIBLE ASSETS

<i>In thousands of euros</i>	Electricity and steam supply agreements	Other intangible assets	Total intangible assets
<b>GROSS AMOUNTS</b>			
<b>At 31/12/2018</b>	<b>168,599</b>	<b>5,760</b>	<b>174,359</b>
Acquisitions	31	256	287
Impact of changes in the consolidation scope	15,204	(1,970)	13,234
Other movements	255	-	255
Translation differences	(479)	(12)	(491)
<b>At 31/12/2019</b>	<b>183,611</b>	<b>4,035</b>	<b>187,644</b>
Acquisitions	-	598	597
Other movements	-	7	7
Translation differences	(9,222)	(321)	(9,543)
<b>At 31/12/2020</b>	<b>174,389</b>	<b>4,320</b>	<b>178,705</b>
<b>AMORTISATION AND IMPAIRMENT</b>			
<b>At 31/12/2018</b>	<b>(69,765)</b>	<b>(3,411)</b>	<b>(73,176)</b>
Amortisation charge and impairment losses for the period	(6,839)	(132)	(6,971)
Impact of changes in the consolidation scope	-	765	765
Other movements	61	(255)	(195)
Translation differences	27	-	27
<b>At 31/12/2019</b>	<b>(76,517)</b>	<b>(3,033)</b>	<b>(79,549)</b>
Amortisation charge and impairment losses for the period	(6,751)	(383)	(7,134)
Translation differences	1,454	27	1,481
<b>At 31/12/2020</b>	<b>(81,814)</b>	<b>(3,390)</b>	<b>(85,203)</b>
<b>NET AMOUNTS</b>			
<b>At 31/12/2018</b>	<b>98,834</b>	<b>2,349</b>	<b>101,183</b>
<b>At 31/12/2019</b>	<b>107,094</b>	<b>1,002</b>	<b>108,094</b>
<b>At 31/12/2020</b>	<b>92,575</b>	<b>930</b>	<b>93,502</b>

The gross amount of intangible assets comprises:

- the fair value of agreements for the delivery of electricity entered into by Albioma Codora Energia and Albioma Esplanada Energia in connection with the acquisition of control over these entities (see further information in note 3.1 to the consolidated financial statements);
- the fair value of agreements for the delivery of energy entered into by the thermal power plants (Albioma Bois-Rouge, Albioma Le Moule and Albioma Le Gol) with EDF when acquiring control of these entities on 1 October 2004, amortised over the residual lives of said agreements;
- the fair value of agreements entered into by the entities of the ElecSol sub-group, Albioma Solaire Réunion, Plexus Sol, Albioma Solaire France (formerly Eneco France) and Albioma Power Alliance recognised when allocating the acquisition price of these entities. These agreements are amortised over a period of 20 years.

Impairment of other intangible assets is presented in the “Charges to provisions” line. Reversals of impairment losses are presented in the “Reversals of provisions” line in the income statement.

## NOTE 16. PROPERTY, PLANT AND EQUIPMENT

<i>In thousands of euros</i>	Installations in service	Non-current assets in progress	Total
<b>GROSS AMOUNTS</b>			
<b>At 31/12/2018</b>	<b>1,566,330</b>	<b>98,446</b>	<b>1,664,776</b>
Acquisitions	139,310	18,443	157,753
Asset disposals and derecognition	(993)	(378)	(1,371)
Impact of changes in the consolidation scope	(2,824)	(4,954)	(7,777)
Reclassifications	37,698	(37,067)	631
Translation differences	(1,513)	22	(1,492)
<b>At 31/12/2019</b>	<b>1,738,008</b>	<b>74,513</b>	<b>1,812,521</b>
Acquisitions	85,606	40,117	125,723
Asset disposals and derecognition	(140)	(21)	(161)
Reclassifications	(11,097)	11,096	(1)
Translation differences	(25,327)	(8)	(25,335)
<b>At 31/12/2020</b>	<b>1,787,050</b>	<b>125,696</b>	<b>1,912,746</b>
<b>DEPRECIATION AND IMPAIRMENT</b>			
<b>At 31/12/2018</b>	<b>(498,298)</b>	<b>(4,590)</b>	<b>(502,888)</b>
Depreciation charge for the period	(65,650)	-	(65,650)
Asset disposals and derecognition	658	-	658
Impact of changes in the consolidation scope	594	-	594
Translation differences	500	-	500
Reclassifications	382	(37)	345
<b>At 31/12/2019</b>	<b>(561,814)</b>	<b>(4,627)</b>	<b>(566,441)</b>
Depreciation charge for the period	(71,307)	37	(71,270)
Asset disposals and derecognition	40	-	40
Translation differences	8,359	-	8,359
<b>At 31/12/2020</b>	<b>(624,722)</b>	<b>(4,590)</b>	<b>(629,312)</b>
<b>NET AMOUNTS</b>			
<b>At 31/12/2018</b>	<b>1,068,031</b>	<b>93,856</b>	<b>1,161,887</b>
<b>At 31/12/2019</b>	<b>1,176,194</b>	<b>69,886</b>	<b>1,246,078</b>
<b>At 31/12/2020</b>	<b>1,162,329</b>	<b>121,106</b>	<b>1,283,434</b>

Increases in property, plant and equipment in 2020 related mainly to:

- expenditure on upgrading the power plants, bringing them into compliance with the industrial emissions directive (IED) and the biomass conversion of the existing thermal power plants;
- the development of photovoltaic projects.

Interest charges capitalised during 2020 in respect of power plants under construction totalled €0.8 million compared with €1.9 million in 2019.

The "Translation differences" heading includes the impact of the change in the euro/Brazilian real exchange rate on the assets located in Brazil.

For the year ended 31 December 2020, the Group did not identify any indications of impairment in respect of its other installations.

### Finance leases

A portion of the Group's industrial equipment is subject to finance leases. At the end of the lease period, the Group can exercise an option to purchase the equipment.

The amount net of depreciation of assets under finance leases was €50.7 million at 31 December 2020, compared with €49.5 million at 31 December 2019.

Financial debt in respect of finance leases is presented in note 25 to the consolidated financial statements.

NOTE 17. RIGHT-OF-USE ASSETS (IFRS 16)

<i>In thousands of euros</i>	Right-of-use assets related to office leases	Right-of-use assets related to plants	Total right-of-use assets (IFRS 16)
<b>GROSS AMOUNTS</b>			
<b>At 31/12/2018</b>	-	-	-
Impact of transition to IFRS 16	4,544	22,478	27,022
New leases	40	1,806	1,846
Disposals	(312)	-	(312)
Translation differences	-	(9)	(9)
<b>At 31/12/2019</b>	<b>4,272</b>	<b>24,275</b>	<b>28,547</b>
New leases	402	4,348	4,750
Disposals	-	(59)	(59)
<b>At 31/12/2020</b>	<b>4,674</b>	<b>28,564</b>	<b>33,238</b>
<b>DEPRECIATION AND IMPAIRMENT</b>			
<b>At 31/12/2018</b>	-	-	-
Depreciation charge and impairment losses for the period	(484)	(1,844)	(2,328)
Translation differences	-	4	4
<b>At 31/12/2019</b>	<b>(484)</b>	<b>(1,839)</b>	<b>(2,323)</b>
Depreciation charge and impairment losses for the period	(595)	(1,810)	(2,405)
Translation differences	-	6	6
<b>At 31/12/2020</b>	<b>(1,079)</b>	<b>(3,644)</b>	<b>(4,723)</b>
<b>NET AMOUNTS</b>			
<b>At 31/12/2018</b>	-	-	-
<b>At 31/12/2019</b>	<b>3,788</b>	<b>22,435</b>	<b>26,223</b>
<b>At 31/12/2020</b>	<b>3,595</b>	<b>24,920</b>	<b>28,515</b>

NOTE 18. PARTICIPATING INTERESTS IN EQUITY-ACCOUNTED COMPANIES

Equity-accounted investments include entities under significant influence, mainly comprising interests in the Mauritian entities. The financial information for the main equity-accounted companies is as follows:

<i>In thousands of euros</i>	2020	2019
<b>Amount at the start of the period</b>	<b>26,563</b>	<b>23,949</b>
Dividends paid	(2,476)	(2,617)
Share of net income of associates	1,636	2,541
Impact of changes in the consolidation scope	-	2,624
Capital increase	1,259	1,007
Translation differences	(5,034)	(942)
Other changes	805	-
<b>Amount at the end of the period</b>	<b>22,753</b>	<b>26,563</b>

Agreements for the sale of the electricity produced by the Mauritian entities include price indexation clauses that are treated as currency derivatives. Under these clauses, sale prices for part of the electricity delivered are indexed to changes in the Mauritian rupee/euro exchange rate.

Pursuant to IFRS 9, these embedded derivatives are recognised separately from their host contract (the agreement for the sale of electricity) on the contract start date and are measured at fair value, in the same way as stand-alone derivatives entered into with a bank.

## 4 • CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 4.6. Notes to the consolidated financial statements

Pursuant to IFRS 9 “Financial instruments” and IFRIC 16 “Hedges of a Net Investment in a Foreign Operation”, these derivatives have been classified as hedges of a net investment in a foreign operation. As such, changes in the fair value of these derivatives are recognised in equity, within translation reserves, with no impact on profit or loss.

For the period ended 31 December 2020, the effect net of tax of the restatement of embedded derivatives in sale contracts on the value of investments in associates and recognised in translation reserves was €0.7 million, compared with €0.6 million at 31 December 2019. The change in fair value for 2020 was €0,3 million net of tax on the Group share compared with -€0.2 million in 2019.

### At 31 December 2020

<i>In thousands of euros</i>	<b>Terragen</b>	<b>OTEO Saint-Aubin</b>	<b>OTEO La Baraque</b>	<b>UTE Vale do Paraná Albioma</b>	<b>Other entities</b>	<b>Total</b>
Location	Mauritius	Mauritius	Mauritius	Brazil		
Activity	Thermal Biomass	Thermal Biomass	Thermal Biomass	Thermal Biomass		
Percentage interest	27%	25%	25%	40%		
<b>STATEMENT OF FINANCIAL POSITION</b>						
Cash and cash equivalents	950	1,911	1,148	10		
Other current assets	9,371	10,365	18,095	497		
Non-current assets	26,044	11,347	56,987	22,473		
Current liabilities	4,796	7,849	21,230	1,639		
Non-current liabilities	3,676	1,463	25,909	13,343		
<b>Net assets</b>	<b>27,894</b>	<b>14,312</b>	<b>29,092</b>	<b>7,996</b>		
<b>Contribution to the Group's investments in equity-accounted companies</b>	<b>7,531</b>	<b>3,576</b>	<b>7,273</b>	<b>3,199</b>	<b>1,174</b>	<b>22,753</b>
<b>Dividends paid to the Group</b>	<b>1,155</b>	<b>254</b>	<b>828</b>	<b>-</b>	<b>239</b>	<b>2,476</b>
<b>INCOME STATEMENT</b>						
Revenue	25,384	18,668	44,523	137		
Net income for the year	816	996	3,755	(324)		
<b>Group share of net income</b>	<b>220</b>	<b>249</b>	<b>939</b>	<b>(130)</b>	<b>358</b>	<b>1,636</b>
Net income for the year	816	996	3,755	(324)		
Other comprehensive income (net of tax)	(108)	248	139	-		
<b>Total comprehensive income</b>	<b>708</b>	<b>1,244</b>	<b>3,894</b>	<b>(324)</b>		

At 31 December 2019

<i>In thousands of euros</i>	<b>Terragen</b>	<b>OTEO Saint-Aubin</b>	<b>OTEO La Baraque</b>	<b>Other entities</b>	<b>Total</b>
Location	Mauritius	Mauritius	Mauritius		
Activity	Thermal Biomass	Thermal Biomass	Thermal Biomass		
Percentage interest	27%	25%	25%		
<b>STATEMENT OF FINANCIAL POSITION</b>					
Cash and cash equivalents	567	149	280		
Other current assets	11,836	9,537	21,140		
Non-current assets	35,241	15,698	75,313		
Current liabilities	5,156	9,145	20,688		
Non-current liabilities	5,347	1,363	43,906		
<b>Net assets</b>	<b>37,141</b>	<b>14,876</b>	<b>32,139</b>		
<b>Contribution to the Group's investments in equity-accounted companies</b>	<b>9,578</b>	<b>3,932</b>	<b>8,227</b>	<b>4,826</b>	<b>26,563</b>
<b>Dividends paid to the Group</b>	<b>1,202</b>	<b>453</b>	<b>860</b>	<b>102</b>	<b>2,617</b>
<b>INCOME STATEMENT</b>					
Revenue	32,977	21,003	53,382		
Net income for the year	2,939	1,582	5,992		
<b>Group share of net income</b>	<b>735</b>	<b>395</b>	<b>1,498</b>	<b>(87)</b>	<b>2,541</b>
Net income for the year	2,939	1,582	5,992		
Other comprehensive income (net of tax)	(206)	39	14		
<b>Total comprehensive income</b>	<b>2,733</b>	<b>1,621</b>	<b>6,006</b>		

NOTE 19. NON-CURRENT FINANCIAL ASSETS

<i>In thousands of euros</i>	<b>Note</b>	<b>31/12/2020</b>	<b>31/12/2019</b>
Security deposits		3,726	3,428
Non-consolidated investments		38	40
Loans due in more than one year		930	1,373
Financial instruments	26	363	308
<b>Total</b>		<b>5,058</b>	<b>5,149</b>

The deposits and collateral bear interest. These items are repayable on fixed dates or on the call option exercise date. The security deposits also generate interest that is capitalised.

All non-current financial assets are due in more than one year.

NOTE 20. CASH AND CASH EQUIVALENTS

<i>In thousands of euros</i>	<b>31/12/2020</b>	<b>31/12/2019</b>
Cash equivalents	36,753	18,833
Cash	89,039	142,550
<b>Total</b>	<b>125,792</b>	<b>161,383</b>

Cash equivalents comprise available money market mutual funds and term deposits, for which changes in fair value are recognised in profit or loss. These cash equivalents consist of overnight placements of cash, whose value presents a negligible risk of change over time.

**NOTE 21. TRADE RECEIVABLES**

At 31 December 2020, trade receivables stood at €67.5 million compared with €59.3 million at 31 December 2019. The main cause of the change as compared with the position in 2019 was the impact of the delay in the payment of trade receivables.

The Group sells almost all the electricity it produces under agreements with:

- EDF for the thermal and photovoltaic companies in France;
- the Central Electricity Board (CEB) for the equity-accounted companies in Mauritius;
- various distributor or industrial customers authorised as Câmara de Comercialização de Energia Elétrica (CCEE) agents by the Agência Nacional de Energia Elétrica (ANEEL) for the Albioma Rio Pardo Termoelétrica, Albioma Codora Energia, Albioma Esplanada Energia and UTE Vale do Paraná Albioma plants in Brazil.

Given the high quality of the parties to the electricity sale agreements, in the Group's opinion, the counterparty risk relating to trade receivables is not material.

The statement of financial position included no material overdue trade receivables at either 31 December 2020 or 31 December 2019.

**NOTE 22. STOCKS**

Stocks break down as follows:

<i>In thousands of euros</i>	<b>31/12/2020</b>	<b>31/12/2019</b>
<b>STOCKS - GROSS AMOUNT</b>		
Raw materials and fuels	15,354	14,398
Non-strategic spare parts	45,207	40,728
Other stocks in progress	66	189
<b>Total stocks - gross amount</b>	<b>60,627</b>	<b>55,315</b>
<b>IMPAIRMENT OF STOCKS</b>		
Raw materials and fuels	(43)	(43)
Non-strategic spare parts	(257)	(257)
<b>Total impairment of stocks</b>	<b>(300)</b>	<b>(300)</b>
<b>STOCKS - NET AMOUNT</b>		
Raw materials and fuels	15,311	14,355
Non-strategic spare parts	44,950	40,471
Other stocks in progress	66	189
<b>Total stocks - net amount</b>	<b>60,327</b>	<b>55,015</b>

The increase in stocks of non-strategic spare parts was due mainly to the Group building up stock as a result of the commissioning of the Galion 2 power plant and to the increase in the stocks of spare parts for Albioma Bois-Rouge.

Stocks of fuel decreased due mainly to the delivery dates for the raw materials and the change in fuel prices.

## NOTE 23. OTHER CURRENT ASSETS

Other current operating assets break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Tax and social security receivables	25,992	34,076
Current tax receivables	7,344	3,777
Prepayments	1,720	2,508
Other debtors	9,377	8,903
<b>Total</b>	<b>44,433</b>	<b>49,265</b>

The change in tax and social security receivables was due mainly to amounts received in 2020 relating to tax credits receivable in respect of the development activities and the bringing of the facilities into compliance with the regulations. These credits were recognised in tax receivables at 31 December 2019.

"Other debtors" include, in particular, current account balances due from, and advances paid to, suppliers.

## NOTE 24. SHARE CAPITAL AND POTENTIAL SHARES

### 24.1. Share capital

At 31 December 2020, the share capital comprised 31,641,910 shares with a nominal value of €0.0385, fully paid up, including 428,444 treasury shares held in connection with a share buyback programme.

At 31 December 2019, the share capital comprised 31,320,533 shares with a nominal value of €0.0385, fully paid up, including 434,164 treasury shares held in connection with a share buyback programme.

### 24.2. Stock-option and bonus performance share plans

#### Description of the plans in operation at 31 December 2020

	2020 performance share plan	2019 performance share plan	2018 performance share plan
Date of the Board of Directors' meeting (allotment)	02/03/2020	07/03/2019	30/05/2018
Exercise period	n/a	n/a	n/a
End of acquisition period	See details hereafter	See details hereafter	See details hereafter
<b>Total number of options and shares originally authorised</b>	<b>305,420</b>	<b>305,420</b>	<b>309,600</b>
Initial strike price	n/a	n/a	n/a
Total adjusted number of options or shares	n/a	n/a	n/a
<b>Number of instruments in issue at 31/12/2017</b>	-	-	-
Rights allotted during the period	-	-	309,600
Rights cancelled during the period	-	-	(13,500)
Shares vesting in the period	-	-	-
<b>Number of instruments in issue at 31/12/2018</b>	-	-	<b>296,100</b>
Rights allotted during the period	-	305,420	-
Rights cancelled during the period	-	(11,020)	(13,760)
Shares vesting in the period	-	-	-
<b>Number of instruments in issue at 31/12/2019</b>	-	<b>294,400</b>	<b>282,340</b>
Rights allotted during the period	303,971	-	-
Rights cancelled during the period	(7,868)	(8,280)	(260)
Shares vesting in the period	-	-	-
<b>Number of instruments in issue at 31/12/2020</b>	<b>296,103</b>	<b>286,120</b>	<b>282,080</b>

### 2018 bonus performance share plan

#### Performance conditions

The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Different performance conditions must be met to trigger the vesting of each tranche. These performance conditions are based on the growth in consolidated EBITDA during the 2020 financial year compared with the consolidated EBITDA for the 2017 financial year, on the growth in consolidated earnings per share for the 2020 financial year compared with the consolidated earnings per share for the 2017 financial year and on the change in the Albioma share price, calculated with net dividends reinvested (based on the average share price over 120 days) between 1 January 2018 and 31 December 2020 compared with the movement in the CAC Small Net Return (CACSN) index over the same period, and on the increase between 2017 and 2020 in the proportion of the Group's total energy production that corresponds to renewable energies.

#### Lock-in commitment

Shares that have vested are subject to a one-year lock-in obligation, notwithstanding the obligation on corporate officers to retain as registered shares 25% of the shares vesting until they stand down from office.

#### Status of the plan at 31 December 2020

Plan currently in operation.

### 2019 bonus performance share plan

#### Performance conditions

The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Different performance conditions must be met to trigger the vesting of each tranche. These performance conditions are based on the growth in consolidated EBITDA during the 2021 financial year compared with the consolidated EBITDA for the 2018 financial year, on the growth in consolidated earnings per share for the 2021 financial year compared with the consolidated earnings per share for the 2018 financial year and on the change in the Albioma share price, calculated with net dividends reinvested (based on the average share price over 120 days) between 1 January 2019 and 31 December 2021 compared with the movement in the CAC Small Net Return (CACSN) index over the same period, and on the increase between 2018 and 2021 in the proportion of the Group's total energy production that corresponds to renewable energies.

#### Lock-in commitment

Shares that have vested are subject to a one-year lock-in obligation, notwithstanding the obligation on corporate officers to retain as registered shares 25% of the shares vesting until they stand down from office.

#### Status of the plan at 31 December 2020

Plan currently in operation.

### 2020 bonus performance share plan

#### Performance conditions

The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Different performance conditions must be met to trigger the vesting of each tranche. These performance conditions are based on the growth in consolidated EBITDA during the 2022 financial year compared with the consolidated EBITDA for the 2019 financial year, on the growth in consolidated earnings per share for the 2022 financial year compared with the consolidated earnings per share for the 2019 financial year and on the change in the Albioma share price, calculated with net dividends reinvested (based on the average share price over 120 days) between 1 January 2020 and 31 December 2022 compared with the movement in the CAC Small Net Return (CACSN) index over the same period, and on the increase between 2019 and 2022 in the proportion of the Group's total energy production that corresponds to renewable energies.

#### Lock-in commitment

Shares that have vested are subject to a one-year lock-in obligation, notwithstanding the obligation on corporate officers to retain as registered shares 25% of the shares vesting until they stand down from office.

#### Status of the plan at 31 December 2020

Plan currently in operation.

## Valuation and amounts recognised as expenses

	2020 performance share plan	2019 performance share plan	2018 performance share plan
Initial unit fair value (in euros)	29.80	18.53	18.66
Life of the conditional allotment	3 years	3 years	3 years
Total expense estimated in application of IFRS 2	3,467	2,778	2,837
<b>AMOUNT RECOGNISED IN EXPENSES (IN THOUSANDS OF EUROS)</b>			
<b>2020</b>	<b>564</b>	<b>312</b>	<b>759</b>
2019	-	759	1,004
2018	-	-	496
<b>ASSUMPTIONS USED FOR EVALUATION</b>			
Volatility	26%	28%	28%
Stock lending/borrowing rate	n/a	n/a	n/a
Dividends	The expected dividend yield was estimated using a forward-looking approach, based on the distribution policy announced by the Group		

### 24.3. Capital increase reserved for members of the Group savings plan

In the 2020 financial year, the Company carried out a capital increase reserved for members of its Group savings plan, allowing employees and certain former employees of the Group's French companies to invest in Albioma shares through a bridge fund (the Albioma Relais 2020 FCPE), at a unit price of €34.48, reflecting the average opening share price from 19 August to 15 September 2020 reduced by 20%, and benefiting, under the conditions provided for in the bylaws of the Group savings plan, from a contribution from their employer. The capital increase reserved for members of Albioma's Group savings plan was completed on 12 October 2020. More than 43% of the eligible current and former employees chose to take part in the transaction, the first of its kind in the Group's history, resulting in a total subscription of nearly €1.4 million. The subscriptions received gave rise to the issue, on 30 October 2020, of 39,927 new shares with a par value of €0.0385, accounting for 0.13% of the capital, representing total issue proceeds of €1,376,682.96. The shares created, which carry immediate dividend rights, were admitted to trading on Euronext Paris the same day. Albioma Relais 2020 FCPE merged with Albioma FCPE pursuant to the decisions of the Supervisory Board of Albioma FCPE on 2 November 2020.

### 24.4. Issue of redeemable share subscription and/or purchase warrants ("BSAAR Warrants")

In December 2018, Albioma launched an issue of redeemable share subscription and/or purchase warrants (the "BSAAR warrants") to 42 employees of the Company and its subsidiaries and the Company's Chief Executive Officer, without preferential subscription rights for the shareholders.

With a subscription rate of over 140%, the transaction resulted in the issue of 1,071,731 BSAAR warrants of €0.90 each (giving issue proceeds of €964,557.90), allocated to 31 subscribers including the Chief Executive Officer, who subscribed for 110,650 BSAAR warrants.

The exercise of all of the BSAAR warrants would result in the creation, between 6 December 2021 and 4 December 2024, of a number of new shares representing around 3.39% of the share capital as at 31 December 2020 (3.28% of the share capital post exercise of the BSAAR warrants). The exercise price of the BSAAR warrants was set at €20.90, i.e. a price equal to 120% of the average closing prices quoted for the Company's shares over a period of 20 consecutive trading days preceding 8 November 2018.

### 24.5. Number of shares

Movements in the number of shares making up the share capital are shown below:

<b>At 31/12/2018</b>	<b>30,119,421</b>
Shares issued due to the payment of dividends in shares	389,889
Treasury shares	377,059
<b>At 31/12/2019</b>	<b>30,886,369</b>
Shares issued due to the payment of dividends in shares	321,377
Treasury shares	5,720
<b>At 31/12/2020</b>	<b>31,213,466</b>

### Calculation of the dilution

The diluted weighted average number of shares is calculated using the share buyback method. The funds received on exercise of the rights attached to the dilutive instruments are assumed to be allocated to the buyback of shares at market price on the last day of the financial year. The number of shares thus obtained is deducted from the total number of shares resulting from exercise of the rights.

Shares whose issuance is conditional are included in the calculation of diluted earnings per share only when, at the end of the period in question, the acquisition conditions are met.

The dilutive effects are created by the issuance of stock subscription options as well as by the allotment of bonus performance shares.

	31/12/2020	31/12/2019
Weighted average number of shares	31,049,918	30,697,840
Potential dilution	1,111,520	861,507
<b>Diluted weighted average number of shares</b>	<b>32,161,437</b>	<b>31,559,346</b>
<b>GROUP TOTAL</b>		
Net income	55,314	44,105
<b>Net income/weighted average number of shares (in euros)</b>	<b>1.781</b>	<b>1.437</b>
<b>Net income/diluted weighted average number of shares (in euros)</b>	<b>1.720</b>	<b>1.398</b>

### 24.6. Dividends

On 29 May 2020, the General Meeting of Albioma's shareholders decided to set the dividend at €0.70 per share and to offer each shareholder the option of receiving payment of half of the dividend in new shares. This option could be exercised between 15 June and 6 July 2020.

The option for payment of the dividend in shares resulted in the subscription of 389,889 new shares issued at the price of €27.77 per share. The new shares were delivered and admitted for trading on Euronext Paris on 10 July 2020. The dividend payment in cash took place on the same date.

### NOTE 25. FINANCIAL DEBT

#### 25.1. Analysis by type (current and non-current)

The Group's financial debt can be broken down as follows:

In thousands of euros	At 31/12/2020				At 31/12/2019			
	Project debt	Corporate debt	Bank overdrafts, accrued interest and loan issue costs	Total	Project debt	Corporate debt	Bank overdrafts, accrued interest and loan issue costs	Total
Debts with financial institutions	796,288	112,500	(17,016)	891,772	836,985	103,500	(13,933)	926,552
Lease liabilities	10,230	-	-	10,230	11,373	-	-	11,373
Lease liabilities related to right-of-use assets	38,460	-	-	38,460	35,934	-	-	35,934
<b>Total</b>	<b>844,978</b>	<b>112,500</b>	<b>(17,016)</b>	<b>940,462</b>	<b>884,292</b>	<b>103,500</b>	<b>(13,933)</b>	<b>973,860</b>
Non-current financial debt				859,513				794,839
Current financial debt				80,949				179,021

At 31 December 2020, the Group's average interest rate outside Brazil was 3% compared with 3.3% in 2019. The average interest rate in Brazil was 6.3% compared with 8.6% in 2019.

At 31 December 2020, fixed-rate debt (after hedging is taken into account) represented 90% of total financial debt (see details in note 26 to the consolidated financial statements), compared with 82% at 31 December 2019.

Project debt is non-recourse debt in respect of Albioma, except in the case of Brazil and debt relating to projects in the construction phase, for which Albioma has granted parent company guarantees. It is borne by dedicated project entities.

The change in financial debt during the period is broken down below:

<i>In thousands of euros</i>	Lease liabilities	Bank and other borrowings	Lease liabilities related to right-of-use assets	Total
<b>31/12/2018</b>	<b>83,103</b>	<b>762,595</b>	-	<b>845,698</b>
Debt issues	-	226,322	1,497	227,819
IFRS 16 initialisation	-	-	36,059	36,059
Repayments	(1,390)	(128,826)	(1,617)	(131,833)
Reclassifications	(70,340)	70,246	-	(94)
Net change	-	248	-	248
Translation differences	-	(524)	(5)	(529)
Impact of changes in the consolidation scope	-	(3,508)	-	(3,508)
<b>31/12/2019</b>	<b>11,373</b>	<b>926,552</b>	<b>35,934</b>	<b>973,860</b>
Debt issues	-	144,807	4,488	149,295
Repayments	(1,304)	(168,110)	(1,908)	(171,323)
Reclassifications	161	(3,426)	(59)	(3,324)
Net change	-	342	-	342
Translation differences	-	(8,393)	5	(8,388)
Impact of changes in the consolidation scope	-	(1)	-	(1)
<b>31/12/2020</b>	<b>10,230</b>	<b>891,772</b>	<b>38,460</b>	<b>940,461</b>

For the year ended 31 December 2020, the main debt issues were as follows:

- the issue by Albioma, on 7 December 2020, of its first Sustainability-Linked Euro PP, for the amount of €100 million. This private placement comprises two tranches at 7 and 8 years respectively, subscribed by leading institutional investors. The funds raised were used to refinance the existing Euro PP and will subsequently be used for the Group's general financing needs over the medium term, to support Albioma in implementing its investment programme;
- the €12.9 million drawdown by Albioma Solaire Réunion to finance projects in the development phase;
- the €33.0 million drawdown by Albioma Le Moule to finance the biomass conversion programme.

The increase in the lease liabilities relating to right-of-use assets was due to the signing of new leases by Albioma Le Moule and by the entities in the Solar Power sector, in connection with project development.

The "Translation differences" heading included the impact of the changes in the Brazilian real exchange rate.

For the year ended 31 December 2019, the main debt issues were as follows:

- Albioma entered into a €60 million bank facility. This revolving financing follows a previous line of €40 million, which was coming to an end. This facility has a maturity of five years, which may be extended to seven years. It had not been drawn down at 31 December 2019;

- Albioma Solaire France contracted a €61 million loan, of which €46 million has been drawn down, to finance Eneco France's assets and accelerate development. This non-recourse project loan refinances the existing assets and includes an amount for funding the construction of a portfolio of small- and medium-power photovoltaic power plants. This debt matures in 13 years in the case of existing plants and 20 years in the case of projects in the development phase;
- Albioma Le Moule contracted a €68 million loan, in addition to its existing debt, of which €47 million has been drawn. This loan was used to finance the provision of new infrastructure and changes to the plant's facilities, to enable it to operate exclusively on biomass by the end of 2020. This debt has a maturity of 19 years.

Other debt issues related mainly to:

- the drawdown of the €33 million balance of the Albioma Le Moule debt intended to finance the work to bring the power plant into compliance with the IED Directive ;
- the drawdown of the €29 million balance of the Albioma Bois-Rouge debt intended to finance the work to bring the power plant into compliance with the IED Directive.

In addition, at 31 December 2020, Albioma had undrawn credit lines amounting to €60 million.

### 25.2. Maturity analysis of total repayments of financial debt

The breakdown by maturity of total undiscounted repayments of financial debt (including repayment of principal and payment of interest) is as follows:

#### At 31 December 2020

<i>In thousands of euros</i>	Due within 1 year	Due between 1 and 5 years	Due in more than 5 years	Total
Financial debt	104,275	376,669	574,608	1,055,552
Lease liabilities	1,616	5,533	5,758	12,907
Lease liabilities related to right-of-use assets	1,777	10,695	25,987	38,460
<b>Total</b>	<b>107,668</b>	<b>392,897</b>	<b>606,353</b>	<b>1,106,919</b>

#### At 31 December 2019

<i>In thousands of euros</i>	Due within 1 year	Due between 1 and 5 years	Due in more than 5 years	Total
Financial debt	204,313	362,079	528,207	1,094,600
Lease liabilities	1,615	7,589	5,558	14,762
Lease liabilities related to right-of-use assets	1,740	7,260	26,934	35,934
<b>Total</b>	<b>207,668</b>	<b>376,928</b>	<b>560,700</b>	<b>1,145,296</b>

For debt at variable interest rates, total repayments have been determined based on interest rates at the end of the financial year concerned.

The amount of minimum payments in respect of finance leases corresponds to the total repayments of lease liabilities indicated above.

### 25.3. Net borrowings

<i>In thousands of euros</i>	31/12/2020	31/12/2019
<b>BORROWINGS AND FINANCIAL DEBT</b>		
Finance leases	10,230	11,373
Lease liabilities related to right-of-use assets	38,460	35,934
Bank loans	908,788	920,706
Other liabilities	(17,016)	5,846
<b>Total</b>	<b>940,462</b>	<b>973,860</b>
<b>CASH AND CASH EQUIVALENTS</b>		
Cash	(89,039)	(142,550)
Cash equivalents	(36,753)	(18,833)
<b>Total</b>	<b>(125,792)</b>	<b>(161,383)</b>
Finance lease deposits	(3,726)	(3,757)
<b>Net financial debt after deducting deposits paid</b>	<b>810,943</b>	<b>808,720</b>

The project companies also benefited from shareholder advances recognised in "Other current liabilities" in the amount of €11.8 million at 31 December 2020, compared with €14.1 million at 31 December 2019.

## NOTE 26. FINANCIAL DERIVATIVES

### 26.1. Hedging instruments

Certain loans and leases entered into by the subsidiaries incorporate interest variation clauses. The agreements entered into with EDF generally allow for all or part of this variability to be passed on. When there is no such risk transfer, the Group has entered into interest rate swaps, lending at variable rates and borrowing at fixed rates. The situation pertaining to each lease for the subsidiaries in question, in terms of interest rate risk, as well as their impact on the statement of financial position pursuant to IFRS 9, is shown in the table below. The swaps entered into by Albioma and its subsidiary Albioma Caraïbes for the purposes of hedging the residual value of the lease have been recognised as cash flow hedges.

Analysis of electricity sale agreements entered into with the Central Electricity Board (CEB) in Mauritius by OTEO La Baraque, OTEO Saint-Aubin and Terragen respectively indicated the presence of embedded currency derivatives that have been recognised at fair value in the financial statements of these equity-accounted companies. They have been classified as hedges of a net investment. The amounts recognised in respect of these derivatives are presented in note 16 to the consolidated financial statements.

The amount recognised in profit or loss in respect of the ineffective portion of hedging instruments is immaterial.

Maturity	Notional amount in millions of euros	Fair values in the statement of financial position				Recognition of changes		
		31/12/2019		31/12/2020		Profit or loss	Transitory account in shareholders' equity	
		Assets	Liabilities	Assets	Liabilities			
<i>In thousands of euros</i>								
Hedging of variable-rate debt by interest-rate swaps	2020 to 2040	640	308	(49,704)	358	(55,023)	-	(5,269)
<b>Total cash flow hedging derivatives</b>		<b>640</b>	<b>308</b>	<b>(49,704)</b>	<b>358</b>	<b>(55,023)</b>	<b>-</b>	<b>(5,269)</b>

The change in the fair value of financial derivative instruments was due mainly to changes in interest rates.

A 50bp decline in interest rates would increase the amount of financial liabilities relating to hedging instruments by €18.3 million. A 50bp increase in interest rates would decrease the amount of financial liabilities relating to hedging instruments by €18.5 million. These effects would result in entries in equity for their amounts net of contingent tax.

The valuation of the credit risk of derivatives is calculated in accordance with IFRS 13 using historical probabilities of default derived from the calculations of a leading rating agency and a collection rate. At 31 December 2020, this valuation was immaterial.

The following table provides an analysis by maturity date of the fair value of the financial instruments at 31 December 2020:

<i>In thousands of euros</i>	
Due within 1 year	11,218
Due between 1 and 5 years	32,799
Due in more than 5 years	10,648
<b>Total</b>	<b>54,665</b>

## 26.2. Call option on Albioma Rio Pardo Termoeléctrica shares

The Group has given Usina Rio Pardo an option enabling it, at the end of the consortium agreement, to acquire the Albioma Rio Pardo Termoeléctrica shares held by the Group or the assets held by Albioma Rio Pardo Termoeléctrica for a price of BRL 1. The exercise price will, with the agreement of Usina Rio Pardo, be increased by the net carrying amount of the investments made and not fully depreciated on the date the option is exercised.

### NOTE 27. EMPLOYEE BENEFITS

The amount of contributions paid in respect of defined contribution retirement plans amounted to €6.9 million for the year ended 31 December 2020 compared with €7.1 million for the year ended 31 December 2019.

Employee benefits break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Post-employment benefits	48,706	39,616
Other long-term benefits	3,899	3,505
<b>Total</b>	<b>52,605</b>	<b>43,121</b>

### 27.1. Post-employment benefits

The provision for retirement obligations (defined benefit plan granted to employees) relates to the lump-sum retirement payment plan (*régime d'indemnités de départ en retraite* – IDR) applicable to French companies, the Electricity and Gas Industry (IEG) plan and the time banking for pre-retirement leave (*comptes épargne jours retraite* – CEJR) applicable to the employees of certain subsidiaries (specific pensions and guarantee to preserve specific benefits following their retirement).

The net expense recognised in the income statement in respect of defined benefit post-employment benefit plans breaks down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Cost of services rendered during the year	2,402	3,298
Financial cost	320	407
<b>Net expense for the year</b>	<b>2,722</b>	<b>3,705</b>

The cost of services rendered net of benefits paid is presented in the “Charges to provisions” line in the income statement. The financial cost is presented in the “Other financial expenses” line in the income statement.

The change in the net amounts recognised in the statement of financial position is analysed below:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
<b>Opening obligation</b>	<b>39,616</b>	<b>31,374</b>
Net expense for the year	2,722	3,705
Contributions paid	(1,399)	(1,324)
Actuarial gains and losses recognised in reserves	7,830	5,869
Impact of changes in the consolidation scope	-	87
Other changes	(63)	(95)
<b>Closing obligation</b>	<b>48,706</b>	<b>39,616</b>

The amount of plan assets is immaterial.

For the year ended 31 December 2020, actuarial gains and losses stem from experience effects for an amount of €1.8 million and the impact of changes in actuarial assumptions for an amount of 6.7 million.

For the year ended 31 December 2019, actuarial gains and losses stem from experience effects for an amount of €2.1 million and the impact of changes in actuarial assumptions for an amount of €3.8 million.

### 27.2. Other long-term benefits

Other long-term benefits mainly comprise additional medical coverage.

The amounts recognised in liabilities in respect of these plans break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Present value of the liability	3,899	3,505
<b>Net amount recognised in the statement of financial position</b>	<b>3,899</b>	<b>3,505</b>

The net expense recognised in the income statement in respect of other long-term benefits breaks down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Cost of services rendered during the year	641	779
Financial cost	27	42
<b>Net expense for the year</b>	<b>668</b>	<b>821</b>

The cost of services rendered net of benefits paid is presented in the “Charges to provisions” line in the income statement. The financial cost is presented in the “Other financial expenses” line in the income statement.

The change in the net amounts recognised in the statement of financial position is analysed below:

<i>En milliers d'euros</i>	31/12/2020	31/12/2019
<b>Net amount recognised in the opening statement of financial position</b>	<b>3,505</b>	<b>2,893</b>
Net expense for the year	668	821
Contributions paid	(274)	(220)
Impact of changes in the consolidation scope	-	13
Other changes	-	(2)
<b>Net amount recognised in the closing statement of financial position</b>	<b>3,899</b>	<b>3,505</b>

### 27.3. Actuarial assumptions

The main actuarial assumptions used to calculate obligations in respect of lump-sum retirement payments (*indemnités de départ en retraite* - IDR) and the Electricity and Gas Industry (*Industries Électriques et Gazières* - IEG) statute are as follows:

	31/12/2020	31/12/2019
Discount rate	0.30%	0.80%
Inflation rate	1.70%	1.70%
Life expectancy table	INSEE générationnelle	INSEE générationnelle

A 50bp increase in the discount rate would decrease the amount of employee benefit obligations by around €2.8 million, while long-term benefit obligations would fall by around €0.2 million.

### NOTE 28. PROVISIONS FOR LIABILITIES

The change in provisions for liabilities and charges during the year comprises the following items:

<i>In thousands of euros</i>	Provisions to hedge industrial and other risks	Other provisions	Total non-current provisions
<b>Provision at 31/12/2018</b>	<b>2,290</b>	<b>4,984</b>	<b>7,274</b>
Charges	-	407	407
Reversals – unused	-	(2,525)	(2,525)
Reversals – used	-	(224)	(224)
Impact of changes in the consolidation scope	-	(5)	(5)
Other	10	-	10
<b>Provision at 31/12/2019</b>	<b>2,300</b>	<b>2,636</b>	<b>4,936</b>
Charges	-	1,795	1,795
Reversals – unused	-	(32)	(32)
Impact of changes in the consolidation scope	-	-	-
Translation differences	-	2	2
Other	-	(68)	(68)
<b>Provision at 31/12/2020</b>	<b>2,300</b>	<b>4,333</b>	<b>6,633</b>

For the year ended 31 December 2020, charges to provisions related mainly to the risks of costs being incurred in respect of the disposal of combustion by-products.

During the year ended 31 December 2019, the Group recognised provisions for liabilities in respect of the uncertainties surrounding projects and in respect of litigation and disputes. The provision reversals were due to liabilities or disputes recognised in previous years ceasing to exist.

## NOTE 29. DEFERRED TAX

Deferred tax assets and liabilities recognised in the statement of financial position break down as follows:

<i>In thousands of euros</i>	Assets		Liabilities		Net	
	2020	2019	2020	2019	2020	2019
Difference between amounts for accounting and tax purposes						
Non-current assets	10,437	13,357	(21,301)	(23,515)	(10,864)	(10,158)
Provisions	14,018	11,801	-	-	14,018	11,801
Other	4,293	3,148	(6,272)	(3,044)	(1,979)	104
Finance leases	2,583	2,555	(34,047)	(35,999)	(31,464)	(33,444)
Derivatives	14,104	12,808	-	-	14,104	12,808
Tax losses	40	305	-	-	40	305
<b>Total</b>	<b>45,475</b>	<b>43,974</b>	<b>(61,620)</b>	<b>(62,558)</b>	<b>(16,145)</b>	<b>(18,584)</b>
Impact of offsetting	(43,003)	(39,031)	43,003	39,032	-	1
<b>Net deferred tax</b>	<b>2,472</b>	<b>4,943</b>	<b>(18,617)</b>	<b>(23,526)</b>	<b>(16,145)</b>	<b>(18,583)</b>

The change in the net deferred tax during the period comprises the effect of the decrease in the standard tax rate provided for by the 2018 Finance Act and applicable to the Group in France as from 2019. Thus, in accordance with IAS 12 "Income Taxes", deferred taxes which are expected to reverse as from 1 January 2020 have been measured on the basis of a standard tax rate of 25% compared with the 31% rate previously applied.

The change in deferred tax is broken down below:

<i>In thousands of euros</i>	Total
<b>Net deferred tax at 31/12/2018</b>	<b>(32,180)</b>
Profit or loss	7,314
Impact of business combinations	(2,511)
IFRS 16 initialisation	2,352
Other	1,834
Equity	4,608
<b>Net deferred tax at 31/12/2019</b>	<b>(18,583)</b>
Profit or loss	(964)
Other	221
Equity	3,181
<b>Net deferred tax at 31/12/2020</b>	<b>(16,145)</b>

## NOTE 30. TRADE PAYABLES

These liabilities break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Trade payables	66,453	62,948
Amounts due to suppliers of non-current assets	4,653	13,870
<b>Total</b>	<b>71,106</b>	<b>76,817</b>

The change in trade payables was due mainly to changes in outstanding liabilities due to sugar producers.

The main components of the change in amounts due to suppliers of non-current assets were Albioma le Gol's and Albioma Galion's trade payables in respect of projects in the development phase.

#### NOTE 31. CORPORATION TAX, DUTIES, AND TAX AND SOCIAL SECURITY LIABILITIES

These liabilities break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Current tax liabilities	9,990	4,914
Other tax and social security liabilities	32,921	28,027
<b>Total</b>	<b>42,911</b>	<b>32,941</b>

#### NOTE 32. OTHER CURRENT OPERATING LIABILITIES

Other current liabilities break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Deferred income	7,890	7,958
Other creditors	23,145	25,736
<b>Total</b>	<b>31,035</b>	<b>33,694</b>

The main components of "Other creditors" are current accounts and other operating liabilities.

#### NOTE 33. FINANCIAL INSTRUMENTS

The fair values of financial instruments are as follows:

<i>In thousands of euros</i>	Carrying amount		Fair value	
	31/12/2020	31/12/2019	31/12/2020	31/12/2019
<b>FINANCIAL ASSETS</b>				
Non-current financial assets	5,058	5,149	5,058	5,149
Trade receivables	67,462	59,290	67,462	59,290
Other current assets	44,433	49,265	44,433	49,265
Cash and cash equivalents	125,792	161,383	125,792	161,383
<b>Total financial assets</b>	<b>242,745</b>	<b>275,086</b>	<b>242,745</b>	<b>275,086</b>
<b>FINANCIAL LIABILITIES</b>				
Non-current financial debt	822,830	760,645	942,131	885,043
Lease liabilities related to right-of-use assets – non-current	36,682	34,194	36,682	34,194
Current financial debt	79,172	177,280	79,172	177,280
Lease liabilities related to right-of-use assets – current	1,777	1,740	1,777	1,740
Trade payables	71,106	76,817	71,106	76,817
Other current financial liabilities	73,946	66,635	73,946	66,635
Financial derivatives	55,023	49,704	55,023	49,704
<b>Total financial liabilities</b>	<b>1,140,537</b>	<b>1,167,016</b>	<b>1,259,838</b>	<b>1,257,220</b>

The fair value of an asset or liability is the price that would be agreed between willing parties in an arm's length transaction. On the transaction date, it generally corresponds to the transaction price. Subsequent determination of the fair value must be based on observable market data that provide the most reliable indication of the fair value of a financial instrument.

For the swaps, the fair value of derivatives is determined based on the discounted contractual cash flows. The fair value of borrowings is determined by discounting the contractual cash flows at market interest rates.

The fair value of trade payables and trade receivables corresponds to the carrying amount indicated in the statement of financial position as the impact of discounting the future cash flows is immaterial.

## 4 • CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 4.6. Notes to the consolidated financial statements

#### At 31 December 2020

<i>In thousands of euros</i>	Level <sup>2</sup>	Carrying amount	Financial assets and liabilities measured at fair value through profit or loss	Loans, receivables and hedging instruments
<b>FINANCIAL ASSETS</b>				
Non-current financial assets	2	5,058	-	5,058
Trade receivables	2	67,462	-	67,462
Other current assets		44,433	-	44,433
Cash and cash equivalents	1 and 2	125,792	125,792	-
<b>Total financial assets</b>		<b>242,745</b>	<b>125,792</b>	<b>116,953</b>
<b>FINANCIAL LIABILITIES</b>				
Non-current financial debt <sup>1</sup>	2	823,633	-	823,633
Current financial debt	2	81,693	-	81,693
Trade payables		67,782	-	67,782
Other current financial liabilities	2	73,946	-	73,946
Financial derivatives	2	55,023	-	55,023
<b>Total financial liabilities</b>		<b>1,102,078</b>	<b>-</b>	<b>1,102,078</b>

1. Non-current financial debt relating to call options on non-Group interests is valued on the basis of discounted cash flows.

2. The classification levels are defined as follows:

- Level 1: prices quoted on an active market;
- Level 2: prices quoted on an active market for a similar instrument, or another evaluation technique based on observable parameters;
- Level 3: evaluation technique incorporating non-observable parameters.

#### At 31 December 2019

<i>In thousands of euros</i>	Level <sup>2</sup>	Carrying amount	Financial assets and liabilities measured at fair value through profit or loss	Loans, receivables and hedging instruments
<b>FINANCIAL ASSETS</b>				
Non-current financial assets	2	5,149	-	5,149
Trade receivables	2	59,290	-	59,290
Other current assets		49,265	-	49,265
Cash and cash equivalents	1 and 2	161,383	161,383	-
<b>Total financial assets</b>		<b>275,086</b>	<b>161,383</b>	<b>113,703</b>
<b>FINANCIAL LIABILITIES</b>				
Non-current financial debt <sup>1</sup>	2	760,645	-	760,645
Current financial debt	2	177,280	-	177,280
Trade payables		76,817	-	76,817
Other current financial liabilities	2	66,635	-	66,635
Financial derivatives	2	49,704	-	49,704
<b>Total financial liabilities</b>		<b>1,131,082</b>	<b>-</b>	<b>1,131,082</b>

1. Non-current financial debt relating to call options on non-Group interests is valued on the basis of discounted cash flows.

2. The classification levels are defined as follows:

- Level 1: prices quoted on an active market;
- Level 2: prices quoted on an active market for a similar instrument, or another evaluation technique based on observable parameters;
- Level 3: evaluation technique incorporating non-observable parameters.

## NOTE 34. RISK AND CAPITAL MANAGEMENT

## 34.1. Risk management

## Interest rate risk

Since interest rate changes cannot be passed on to customers, companies with financing agreements have put in place appropriate hedges in the form of swaps, i.e. swapping variable interest rates for fixed interest rates.

Net financial debt after deducting finance lease deposits came to €810,9 million at 31 December 2020 compared with €808.7 million at 31 December 2019. Interest rate hedging instruments are presented in note 25 to the consolidated financial statements.

At 31 December 2020, fixed-rate or hedged debt represented 90% of total financial debt, compared with 82% at 31 December 2019.

## Sensitivity of financial assets and liabilities to changes in interest rates

After taking into account interest rate hedges, a 50 basis points increase in interest rates would result in an additional expense of €0.4 million. This amount corresponds to 1% of the total amount of financial expenses for the year under review (€31.8 million). This percentage indicates the impact on the Group's financial expenses of a change in interest rates:

- on financial assets and liabilities at variable rates;
- on financial assets and liabilities at fixed rates maturing in less than one year.

The increase in charges is partly passed on to customers in accordance with the contracts for the sale of electricity for the Thermal Biomass sector.

In respect of the periods presented, currency risks were as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Net value in euros of net assets denominated in Mauritian rupees	18,402	21,721
Net value in euros of net assets denominated in Brazilian real	53,856	63,755
<b>Total net assets denominated in foreign currencies</b>	<b>72,258</b>	<b>85,476</b>

Net assets denominated in Mauritian rupees are subject to hedging of a net investment in a foreign operation as described in note 18 to the consolidated financial statements.

For the year ended 31 December 2020, the impact of the change in the rate of the Brazilian real against the euro would be as follows:

Impact on net income		Impact on shareholders' equity	
5% increase	5% decrease	5% increase	5% decrease
0.4%	(0.4%)	0.6%	(0.5%)

## Currency risk

The Group's transactions are carried out mainly in euros, except for:

- coal and wood pellets purchases by the subsidiaries, which are denominated in US dollars, with sale prices to clients specifically taking into account exchange rate movements;
- the business of the Brazilian companies: in the development of its Thermal Biomass business in Brazil, the Group is now exposed to a euro/Brazilian real currency risk that may affect its results when the financial statements of its Brazilian subsidiaries are converted into euros, and this will make it more difficult to compare performances from one year to the next. For example, if the euro appreciates against the Brazilian real, this will reduce the contribution to the consolidated results made by subsidiaries that prepare their financial statements in the Brazilian currency. As regards long-term assets, the Group has put in place a hedging policy aimed at reducing currency risks associated with financing in the Brazilian currency;
- the activity of companies in which Albioma holds non-controlling interests in Mauritius. These companies' financial statements are prepared in Mauritian rupees. Currency risk arises mainly from the impact of the movement in the exchange rate on the overall amounts recognised using equity accounting (recognised directly in equity), the revaluation of financial debt, denominated in certain cases in euros, and the partial indexation to the euro of electricity sale agreements. Also, the Group has recognised embedded currency derivatives (Euro/Mauritian rupee) relating to electricity sale contracts.

### Counterparty risk

Given the high quality of the parties to the agreements, particularly the subsidiaries, the counterparty risk relating to trade receivables is immaterial. The statement of financial position included no material overdue trade receivables at 31 December 2020. Production by the facilities in Brazil relies on sugar cane supplied by the Group's sugar-producing partners. The Group does not have any specific dependence on its suppliers.

Regarding its investments and borrowings, the Group deals only with top-tier financial institutions.

### Liquidity risk

The Group monitors its liquidity on a regular basis and has sufficient resources to enable it to meet any significant financial obligations.

The liquidity position can be broken down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Cash equivalents	36,753	18,833
Cash	89,039	142,550
Lines of credit not utilised	60,000	65,000
<b>Liquidity position</b>	<b>185,792</b>	<b>226,383</b>

### Country, industrial and environmental risks

The risks relating to the location of assets, as well as the industrial and environmental risks, are presented in sections 1.6.1.1 and 1.6.1.2 respectively of the 2020 Universal Registration Document.

### Legal risks and risks stemming from regulatory changes

The legal risks stemming from changes in the regulatory framework are presented in section 1.6.1.5 of the 2020 Universal Registration Document. The energy industry is highly regulated and largely driven by contractual arrangements. Regulatory changes (including tax regulations) rendering certain investments less attractive could adversely impact the Group's development. Furthermore, the Group has benefited from certain favourable tax measures in the French overseas departments that are subject to meeting various conditions relating to investment, employment, training and reporting and administrative formalities. As part of its day-to-day activities, the Group regularly reviews these risks, including social and tax risks.

#### 34.2. Capital management

The Group's main objective is to ensure the maintenance of a good credit risk rating and healthy capital ratios in order to facilitate its activity and maximise shareholder value.

The Group manages its capital by using a ratio, equal to net debt excluding non-recourse project financing and pre-financing of new units divided by the amount of consolidated equity.

The Group's policy is to maintain this ratio below 1 and to maximise the return on the Company's shares, to maintain appropriate ratios for the statement of financial position and to ensure the capacity to finance its ambitious development programmes by adapting according to the availability of borrowings in any given period.

Equity includes the Group share of capital, as well as the unrealised gains and losses recorded under other comprehensive income in equity.

Under the Group's dividend policy, it aims to distribute 50% of the Group share of net income (excluding any gains on disposals, retroactivity and financing needs for new projects), with an option for the payment of 50% of the dividend in new shares.

Albioma appointed Rothschild Martin Maurel to implement a liquidity contract. This liquidity contract, which complies with the AMAFI (*Association des Marchés Financiers*) code of conduct approved by the Financial Markets Authority, is in line with the share buyback programmes approved by the General Meetings of the shareholders on 27 May 2019 and 29 May 2020, a description of which has been published on the Company's website. The purpose of the contract is to stimulate the market for Albioma securities on Euronext Paris.

## NOTE 35. OFF-BALANCE SHEET COMMITMENTS

### 35.1. Off-balance sheet commitments given

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Guarantees given to suppliers	15,852	15,856
Fixed leases	-	-
Guarantees concerning ensuring the safety of the Classified Installations for Environmental Protection (ICPE)	83	249
<b>Commitments given relating to operating activities</b>	<b>15,935</b>	<b>16,105</b>
Assets pledged as collateral	-	-
Guarantees on environmental risks	2,826	3,982
Sundry guarantees	1,433	2,223
<b>Commitments given relating to financing activities</b>	<b>4,259</b>	<b>6,205</b>
Liabilities guarantees	-	-
<b>Commitments given relating to changes in the consolidation scope</b>	<b>-</b>	<b>-</b>
<b>Total off-balance sheet commitments given</b>	<b>20,194</b>	<b>22,310</b>

#### Commitments given relating to operating activities

##### Guarantees given to suppliers

These guarantees generally constitute counter-guarantees for payment granted by the Group to equipment and fuel suppliers as a guarantee for payment in connection with supply agreements entered into by the subsidiaries.

##### Leases

Leases are henceforth recognised on the balance sheet in accordance with the provisions of IFRS 16.

##### Guarantees concerning ensuring the safety of the Classified Installations for Environmental Protection (ICPE)

For the Thermal Biomass sector, the Group has filed with the examining administrative bodies a case justifying the financial guarantees to be provided for the safety of thermal installations classified for the protection of the environment (ICPE). At 31 December 2020, these guarantees amounted to €0.1 million.

#### Commitments given relating to financing activities

##### Assets pledged as collateral

Debts contracted by the Group in connection with project financing are guaranteed by collateral (industrial assets, mortgages, pledges of shares and receivables) to ensure their repayment.

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### 4.6. Notes to the consolidated financial statements

#### Pledges of subsidiaries' shares

Company	Start date of pledge	Maturity date of pledge	Value of securities in the parent company's financial statements (in thousands of euros)	Amount of pledged assets (in thousands of euros)	% of assets pledged		Number of shares pledged	% of capital pledged
OTEO La Baraque	09/11/2005	31/12/2022	4,868	4,868	100%	25%	1,902,500	7,610,000
OTEO Saint-Aubin	15/04/2004	31/12/2020	1,886	1,886	100%	25%	637,500	2,550,000
Albioma Solaire Guyane	18/12/2009	26/12/2026	40	40	100%	100%	4 000	4 000
Albioma Solaire Lasalle	22/04/2010	31/12/2025	32	32	100%	80%	3 200	4 000
Albioma Solaire Matoury	17/12/2010	30/11/2029	1,813	1,813	100%	100%	1,600,240	1,600,240
Albioma Solaire Pierrelatte	29/10/2009	30/06/2028	3,836	40	1%	100%	4,000	383,600
Albioma Saint-Pierre	18/07/2016	31/10/2040	7,670	40	1%	51%	2,040	767,040
Albioma Solaire Réunion	15/05/2018	30/06/2039	6,246	6,246	100%	100%	5,000	5,000
Albioma Solaire Mayotte	15/05/2018	30/06/2039	10	10	99%	100%	990	1,000
SNC Elect' 12	15/05/2018	30/06/2039	2,092	2,092	100%	100%	2,092,439	2,092,489
Albioma Power Alliance	15/05/2018	30/06/2039	120	120	100%	100%	1,000	1,000
Plexus Sol	15/05/2018	30/06/2039	37	37	100%	100%	3,700	3,700
Albioma Solaire Bethléem	15/05/2018	30/06/2039	3,600	3,600	100%	100%	3,600,000	3,600,000
Elecsol La Réunion 10	15/05/2018	30/06/2039	100	100	100%	100%	196	196
VoltaRéunion	15/05/2018	30/06/2039	43	43	100%	100%	43,094	43,094
Elecsol Les Avirons	15/05/2018	30/06/2031	1	1	100%	100%	100	100
Elecsol Cambaie	15/05/2018	30/06/2031	1	1	100%	100%	100	100
Elecsol Saint-Pierre 1	15/05/2018	30/06/2031	1	1	100%	100%	100	100
Elecsol Sainte-Suzanne	15/05/2018	30/06/2031	1	1	100%	100%	100	100
Elecsol Les Tamarins	15/05/2018	30/06/2031	1	1	100%	100%	100	100
Albioma Énergipole Solaire	15/03/2018	30/06/2038	632	632	100%	50%	4,212	8,424
OTS	30/06/2017	30/06/2037	440	176	40%	100%	4,400	11,000
Albioma Solar Assets France 1	30/06/2017	30/06/2037	13,825	13,825	100%	100%	683	683

#### Guarantee on environmental risks

This commitment relates to guarantees on environmental risks issued to the bank that financed the acquisitions of the Albioma Rio Pardo Termoelétrica and Albioma Codora Energia power plants.

#### Sundry guarantees

The change compared with 2019 was due to the withdrawal of the guarantee issued in respect of UTE Vale do Paraná Albioma's commitments.

### 35.2. Off-balance sheet commitments received

<i>In thousands of euros</i>	31/12/2020	31/12/2019
Shareholders' counter-guarantees	-	-
Reserve account: end of 2014 sugar harvest compensation	-	3,892
Commitments received for electricity purchases	Not evaluated	Not evaluated
<b>Commitments received relating to operating activities</b>	<b>-</b>	<b>3,892</b>
Lines of credit granted but not utilised	60,000	65,000
Lines of credit granted for projects	50,946	42,994
Liabilities guarantees	6,954	6,954
<b>Commitments received relating to financing activities</b>	<b>117,900</b>	<b>114,948</b>
Liabilities guarantees	-	-
<b>Commitments given relating to changes in the consolidation scope</b>	<b>-</b>	<b>-</b>
<b>Total off-balance sheet commitments received</b>	<b>117,900</b>	<b>118,840</b>

#### Commitments received relating to operating activities

##### Reserve account: end of 2014 sugar harvest compensation

The change as compared with 2019 was due to the fact that the judicial recovery plan for the entity that had granted this guarantee was approved in early February 2020 without this commitment.

##### Commitments received for electricity purchases

Each time an electricity production unit is built, the company carrying the project and appointed to operate it enters into a long-term electricity supply agreement with the network operator: EDF in France for the thermal and photovoltaic power plants, the Central Electricity Board (CEB) in Mauritius, GIAT in Italy and ENDESA in Spain. The Group benefits from purchase commitments for extended periods ranging from 15 to 40 years at the start of the agreements.

#### Commitments received relating to financing activities

At 31 December 2020, the Group benefited from commitments received for the financing of projects and operations for an amount of €51 million, undrawn at this date (including €42 million for Albioma Solaire Réunion, €8 million for Albioma Solaire France and €1.4 million of debt service reserve facility (DSRF) for Albioma Saint-Pierre).

#### Commitments received relating to changes in the consolidation scope

##### Liabilities guarantees

A liabilities guarantee for a maximum amount of €6.9 million with a three-year maturity was received following the acquisition of Eneco France on 11 December 2018.

#### NOTE 36. RELATED PARTIES

The consolidated financial statements comprise the financial statements of Albioma and the subsidiaries mentioned in note 39 to the consolidated financial statements.

Transactions entered into with related parties correspond to transactions with equity-accounted companies. The table below shows the amount of these transactions for the years ended 31 December 2020 and 31 December 2019:

<i>In thousands of euros</i>	Sales to related parties	Purchases from related parties	Receivables from related parties	Payables to related parties
2020	789	7,724	5,111	2,706
2019	1,409	7,201	4,580	1,862

Terms and conditions of transactions with related parties:

- sales to and purchases from related parties are made at market prices. Outstanding balances at year end are not guaranteed, do not bear interest and settlements are made in cash. No guarantees have been given or received in respect of the receivables due from and payables due to related parties;
- for the years ended 31 December 2020 and 31 December 2019, the Group has not raised any provisions for non-performing receivables relating to amounts due from related parties.

### Remuneration of key Group executives

The remuneration for the Group's key executives and the directors' remuneration paid to the Company's Directors in respect of 2020 and 2019 are shown below:

<i>In thousands of euros</i>	2020	2019
Remuneration	2,998	2,739
Directors' fees	113	190
Conditional share-based payments	813	1,245
<b>Total</b>	<b>3,923</b>	<b>4,174</b>

Frédéric Moynes is entitled to severance pay if his term of office as Chief Executive Officer comes to an end in the event the Board of Directors decides to remove him from office or not to renew his appointment as Chief Executive Officer. The maximum gross amount of the severance payment is set at 15 months of the gross fixed annual remuneration received in respect of the last 12 months preceding the termination of office, plus the average of the gross variable remuneration received in respect of the last three financial years preceding the termination of office.

Details of the conditional allotments of performance shares to the members of the Executive Committee in respect of the 2018, 2019 and 2020 plans are provided in the following table:

<i>In number of shares</i>	Rights allotted (2018, 2019 and 2020 plans)
Frédéric Moynes	90,316
Other members of the Executive Committee	305,664
<b>Total</b>	<b>395,980</b>

### NOTE 37. CO<sub>2</sub> EMISSION ALLOWANCES

The Group's power plants located in the overseas departments are included in operations subject to regulations regarding carbon dioxide (CO<sub>2</sub>) emission allowances.

<i>In thousands of tonnes</i>	2020	2019
<b>Opening allowances</b>	<b>8</b>	<b>13</b>
Allowances allocated free of charge	129	131
CO <sub>2</sub> emitted	(1,839)	(2,009)
CO <sub>2</sub> allowances acquired	1,717	1,873
<b>Closing allowances</b>	<b>15</b>	<b>8</b>

The contracts between all of the Group's thermal power plants in the French overseas departments and EDF provide for the cost of purchasing quotas on the market to be passed on to EDF via monthly invoices, excluding any transaction fees and after transferring any free quotas allocated in respect of their cogeneration activity. In accordance with the ministerial order issued on 24 January 2014, the Bois-Rouge, Le Gol and Le Moule power plants received 129 thousand tonnes of free quotas in respect of 2020 in recognition of their cogeneration activity.

NOTE 38. RECONCILIATION OF STATEMENT OF CASH FLOWS AND NOTES TO THE FINANCIAL STATEMENTS

38.1. Reconciliation of changes in statement of financial position items and cash flows

In thousands of euros	Note	Cash flow statement item							Closing balance
		Opening balance	Non-monetary changes <sup>1</sup>	Change in working capital	Tax paid	Investing flows	Other financing flows including the change in current accounts	Dividends paid	
Trade receivables	20	59,290	(1,907)	10,079					67,462
Stocks	21	55,015	(189)	5,500					60,327
Other creditors	22	49,265	2,599	1,758	1,777	(11,442)	477		44,433
<b>Total</b>		<b>163,570</b>	<b>503</b>	<b>17,337</b>	<b>1,777</b>	<b>(11,442)</b>	<b>477</b>	<b>-</b>	<b>172,222</b>
Trade payables	29	62,948	3,378	127					66,453
Amounts due to suppliers of non-current assets	29	13,870	(9,216)						4,653
Tax and social security liabilities	30	32,941	10,348	5,468	3,325	(9,170)			42,911
Other liabilities	31	33,694	(511)	138			(2,286)		31,035
<b>Total</b>		<b>143,452</b>	<b>3,998</b>	<b>5,733</b>	<b>3,325</b>	<b>(9,170)</b>	<b>(2,286)</b>	<b>-</b>	<b>145,053</b>
<b>Impact on cash flows</b>				<b>(11,604)</b>	<b>1,548</b>	<b>2,272</b>	<b>(2,763)</b>	<b>-</b>	
Tax in Income statement				-	(25,095)	-	-	-	-
Tax with no impact on cash				-	-	-	-	-	-
Purchases of property, plant and equipment	29			-	-	(125,816)	-	-	-
Increase in right-of-use assets (IFRS 16)				-	-	(4,750)	-	-	-
Purchases of intangible assets				(293)	-	(226)	-	-	-
Dividends paid				-	-	-	-	(21,316)	-
Change in treasury shares				-	-	-	-	-	-
<b>Total</b>				<b>(11,897)</b>	<b>(23,547)</b>	<b>(128,520)</b>	<b>(2,763)</b>	<b>(21,316)</b>	
<b>Statement of cash flows</b>				<b>(11,897)</b>	<b>(23,547)</b>	<b>(128,520)</b>	<b>(2,763)</b>	<b>(21,316)</b>	

1. Non-monetary changes include reclassifications between accounts, and the effects of translation adjustments and changes in consolidation scope.

38.2. Breakdown of charges to depreciation, amortisation and provisions in the statement of cash flows

In thousands of euros	Note	
Impairment of goodwill	14	-
Amortisation and impairment of intangible assets	15	(7,134)
Depreciation and impairment of property, plant and equipment	16	(71,270)
Depreciation of right-of-use assets (IFRS 16)		(2,405)
Reversals of impairment losses	16	(1,370)
Charges to provisions	28	-
Reversals of provisions	28	(1,795)
Employee benefits (charges net of benefits paid)		32
Other impairment losses		(329)
<b>Total charges net of reversals</b>		<b>(84,272)</b>

NOTE 39. EVENTS AFTER THE REPORTING PERIOD

No significant post balance sheet events have occurred since the end of the 2020 financial year.

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### 4.6. Notes to the consolidated financial statements

#### NOTE 40. CONSOLIDATION SCOPE

Fully consolidated companies	Percentage interest at 31/12/2020	Percentage control at 31/12/2020	Percentage interest at 31/12/2019	Percentage control at 31/12/2019
Albioma (formerly Séchilienne-Sidec)	Parent	Parent	Parent	Parent
<b>REUNION ISLAND</b>				
Albioma Bois-Rouge	100%	100%	100%	100%
Albioma Le Gol	65%	65%	65%	65%
Albioma Power Alliance	100%	100%	100%	100%
Albioma Saint-Pierre	51%	51%	51%	51%
Albioma Solaire Bethléem	100%	100%	100%	100%
Albioma Solaire Développement	100%	100%	100%	100%
Albioma Solaire Réunion	100%	100%	100%	100%
Elecsol Cambaie	100%	100%	100%	100%
Elecsol La Réunion 1	100%	100%	100%	100%
Elecsol La Réunion 10	100%	100%	100%	100%
Elecsol La Réunion 13	100%	100%	100%	100%
Elecsol La Réunion 16	100%	100%	100%	100%
Elecsol La Réunion 18	100%	100%	100%	100%
Elecsol Les Avirons	100%	100%	100%	100%
Elecsol Les Tamarins	100%	100%	100%	100%
Elecsol Saint-André	100%	100%	100%	100%
Elecsol Sainte-Suzanne	100%	100%	100%	100%
Elecsol Saint-Pierre 1	100%	100%	100%	100%
SNC Elect' 12	100%	100%	100%	100%
Plexus Sol	100%	100%	100%	100%
VoltaRéunion	100%	100%	100%	100%
<b>GUADELOUPE</b>				
Albioma Le Moule	100%	100%	100%	100%
Marie-Galante Énergie (formerly Albioma Marie-Galante)	65%	65%	65%	65%
Albioma Services Réseaux (formerly Albioma Guadeloupe)	100%	100%	100%	100%
Albioma Solaire Caraïbes	100%	100%	100%	100%
<b>FRENCH GUIANA</b>				
Albioma Guyane Énergie	100%	100%	100%	100%
Albioma Solaire Guyane	100%	100%	100%	100%
Albioma Solaire Guyane 2017	100%	100%	100%	100%
Albioma Solaire Kourou	90%	90%	90%	90%
Albioma Solaire Matoury	100%	100%	100%	100%
Albioma Solaire Organabo	100%	100%	100%	100%
<b>MARTINIQUE</b>				
Albioma Galion	80%	80%	80%	80%
Albioma Solaire Antilles	80%	80%	80%	80%
Albioma Solaire Habitat	80%	80%	80%	80%
Albioma Solaire Lasalle	80%	80%	80%	80%
Biomasse de Martinique	33%	33%	33%	33%
Solaire de Martinique	33%	33%	33%	33%
Albioma Solaire Galion (formerly Albioma Solaire du Bac)	51%	51%	51%	51%
<b>MAYOTTE</b>				
Albioma Solaire Mayotte	100%	100%	100%	100%

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### 4.6. Notes to the consolidated financial statements

Fully consolidated companies	Percentage interest at 31/12/2020	Percentage control at 31/12/2020	Percentage interest at 31/12/2019	Percentage control at 31/12/2019
<b>SPAIN</b>				
Sun Developers 3	100%	100%	100%	100%
Sun Developers 15	100%	100%	100%	100%
Sun Developers 16	100%	100%	100%	100%
Sun Developers 17	100%	100%	100%	100%
Sun Developers 18	100%	100%	100%	100%
Sun Orgiva 1 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 2 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 3 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 4 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 5 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 6 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 7 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 8 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 9 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 10 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 11 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 12 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 13 (subsidiary of Sun Developers 15)	100%	100%	100%	100%
Sun Orgiva 14 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 15 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 16 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 17 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 18 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 19 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 20 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 21 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 22 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
Sun Orgiva 23 (subsidiary of Sun Developers 16)	100%	100%	100%	100%
<b>ITALY</b>				
Quantum Energia Italia	100%	100%	100%	100%
Quantum 2008A (subsidiary of Quantum Energia Italia)	100%	100%	100%	100%
<b>BRAZIL</b>				
Albioma Codora Energia	65%	65%	65%	65%
Albioma Esplanada Energia	60%	60%	60%	60%
Albioma Participações do Brasil	100%	100%	100%	100%
Albioma Rio Pardo Termoeletrica	100%	100%	100%	100%
Albioma Solar Goiás	100%	100%	-	-
<b>MAINLAND FRANCE</b>				
Albioma Services Réseaux (formerly Albioma Guadeloupe)	100%	100%	100%	100%
Albioma Solaire Fabrègues	100%	100%	100%	100%
Albioma Solaire Pierrelatte	100%	100%	100%	100%
Albioma Solaire France	100%	100%	100%	100%
Albioma Solar Assets France 1	100%	100%	100%	100%
Albioma Solar Assets France 2	100%	100%	100%	100%
Albioma Solar Assets France 3	100%	100%	100%	100%
Société Énergétique de Cazaux de Larboust	100%	100%	100%	100%

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### 4.6. Notes to the consolidated financial statements

Entities representing a control percentage of less than 50% that are fully consolidated are either controlled indirectly by Albioma, or controlled by Albioma under an agreement or due to the governance structure in place.

Equity-accounted and jointly-owned companies	Percentage interest at 31/12/2020	Percentage control at 31/12/2020	Percentage interest at 31/12/2019	Percentage control at 31/12/2019
<b>MAURITIUS</b>				
Omnican Thermal Energy Operations La Baraque <sup>1</sup>	25%	25%	25%	25%
Omnican Thermal Energy Operations Saint-Aubin	25%	25%	25%	25%
Terragen <sup>1</sup>	27%	27%	27%	27%
Terragen Management	28%	28%	28%	28%
<b>REUNION ISLAND</b>				
Compagnie Industrielle des Cendres et Mâchefers	34%	34%	34%	34%
Saint-Benoît Énergies Vertes	20%	20%	20%	20%
<b>MAINLAND FRANCE</b>				
OTS	40%	40%	40%	40%
Volta Environnement	25%	25%	25%	25%
Corbières Photo	25%	25%	25%	25%
Albioma Énergipole Solaire (formerly Énergipole Quantum) <sup>2</sup>	50%	50%	50%	50%
<b>BRAZIL</b>				
UTE Vale do Paraná Albioma	40%	40%	40%	40%

#### NOTE 41. INFORMATION ON EQUITY INVESTMENTS WITH SIGNIFICANT NON-GROUP SHAREHOLDERS

##### 41.1. Breakdown of subsidiaries with significant non-controlling interests

	Country	Non-controlling interest percentages	
		2020	2019
Albioma Le Gol	Reunion Island	35%	35%
Albioma Codora Energia	Brazil	35%	35%

The significance is assessed on the basis of the contributions of the entities concerned to current operating income, non-current assets, net debt and total consolidated equity.

The figures in the table below are the full amounts for each item, before elimination of intra-group transactions.

<i>In thousands of euros</i>	31/12/2020	31/12/2019
<b>INCOME STATEMENT</b>		
Revenue	125,935	126,690
Net income	16,891	16,790
Net income, Group share	10,979	10,913
Net income, attributable to non-controlling interests	5,912	5,876
<b>Total comprehensive income</b>	<b>14,283</b>	<b>14,182</b>
Group share	9,284	9,218
Attributable to non-controlling interests	4,999	4,964
<b>Dividends paid to non-controlling interests</b>	<b>(5,629)</b>	<b>(6,733)</b>
<b>STATEMENT OF FINANCIAL POSITION</b>		
Non-current assets	272,997	288,317
Current assets	60,214	65,894
<b>Total assets</b>	<b>333,211</b>	<b>354,210</b>
Equity, Group share	79,809	81,354
Equity, attributable to non-controlling interests	61,068	64,841
Non-current liabilities	103,437	117,369
Current liabilities	89,195	90,644
<b>Total equity and liabilities</b>	<b>333,509</b>	<b>354,208</b>
<b>STATEMENT OF CASH FLOWS</b>		
Cash from operating activities	48,683	26,703
Cash used by investing activities	(13,345)	(12,342)
Cash used by financing activities	(34,231)	(23,541)

#### 41.2. Restrictions on the control of assets, liabilities and cash

None.

#### NOTE 42. STATUTORY AUDITORS' FEES

##### 42.1. 2020 financial year

<i>In thousands of euros</i>	Mazars				PricewaterhouseCoopers Audit			
	Amount (excl. VAT)		%		Amount (excl. VAT)		%	
	Statutory Auditor	Network	Statutory Auditor	Network	Statutory Auditor	Network	Statutory Auditor	Network
<b>Statutory auditing</b>								
Albioma	134.4	-	63%	-	208.9	-	70%	-
Fully-consolidated subsidiaries	75.2	-	35%	-	49.9	49.2	17%	100%
<b>Sub-total, statutory auditing</b>	<b>209.6</b>	<b>-</b>	<b>98%</b>	<b>-</b>	<b>258.9</b>	<b>49.2</b>	<b>86%</b>	<b>100%</b>
<b>Services other than statutory auditing<sup>1</sup></b>								
Albioma	2.0	-	1%	-	36.9	-	12%	-
Fully-consolidated subsidiaries	1.6	-	1%	-	4.8	-	2%	-
<b>Sub-total, services other than statutory auditing</b>	<b>3.6</b>	<b>-</b>	<b>2%</b>	<b>-</b>	<b>41.7</b>	<b>-</b>	<b>14%</b>	<b>-</b>
<b>Total</b>	<b>213.2</b>	<b>-</b>	<b>100%</b>	<b>-</b>	<b>300.6</b>	<b>49.2</b>	<b>100%</b>	<b>100%</b>

1. In 2019, services other than the statutory audit were limited to the issue of the report on employment, environmental and social information released in the Universal Registration Document (including the management report) and the issue of various statements and certificates.

## 4 • CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 4.7. Statutory Auditors' Report on the consolidated financial statements

#### 42.2. 2019 financial year

In thousands of euros	Mazars				PricewaterhouseCoopers Audit			
	Amount (excl. VAT)		%		Amount (excl. VAT)		%	
	Statutory Auditor	Network	Statutory Auditor	Network	Statutory Auditor	Network	Statutory Auditor	Network
<b>Statutory auditing</b>								
Albioma	142.1	-	56%	-	212.9	-	80%	-
Fully-consolidated subsidiaries	72.4	-	29%	-	49.4	46.3	19%	100%
<b>Sub-total, statutory auditing</b>	<b>214.5</b>	<b>-</b>	<b>85%</b>	<b>-</b>	<b>262.3</b>	<b>46.3</b>	<b>99%</b>	<b>100%</b>
<b>Services other than statutory auditing<sup>1</sup></b>								
Albioma	35.9	-	14%	-	-	-	-	-
Fully-consolidated subsidiaries	1.6	-	1%	-	3.2	-	1%	-
<b>Sub-total, services other than statutory auditing</b>	<b>37.5</b>	<b>-</b>	<b>15%</b>	<b>-</b>	<b>3.2</b>	<b>-</b>	<b>1%</b>	<b>-</b>
<b>Total</b>	<b>252.0</b>	<b>-</b>	<b>100%</b>	<b>-</b>	<b>265.5</b>	<b>46.3</b>	<b>100%</b>	<b>100%</b>

1. In 2019, services other than the statutory audit were limited to the issue of the report on employment, environmental and social information released in the Universal Registration Document (including the management report) and the issue of various statements and certificates.

#### NOTE 43. OTHER INFORMATION

Information on the workforce is provided in section 1.7.6.2 of the 2020 Universal Registration Document.

### 4.7. Statutory Auditors' Report on the consolidated financial statements

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

#### PricewaterhouseCoopers Audit

63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

#### Mazars

Tour Exaltis – 61 rue Henri Regnault  
92400 Courbevoie

To the Albioma General Meeting,

#### OPINION

In compliance with the assignment entrusted to us by your General Meeting, we have audited the Albioma consolidated financial statements for the year ended 31 December 2020, as appended to this report.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2019 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The opinion given above is consistent with the content of our report to the Audit, Accounts and Risks Committee.

#### BASIS FOR OUR OPINION

##### Auditing standards

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the section of this report entitled "Statutory Auditors' responsibilities regarding the audit of the consolidated financial statements".

## Independence

We conducted our audit, in accordance with the independence requirements of the French Commercial Code (*Code de commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors, during the period from 1 January 2020 to the date of issue of our report. In particular, we did not provide any services prohibited by Article 5 (1) of Regulation (EU) no. 537/2014.

### JUSTIFICATION OF OUR ASSESSMENTS - KEY AUDIT MATTERS

Due to the global crisis related to the COVID-19 pandemic, the financial statements for this period have been prepared and audited under specific conditions. Indeed, this crisis and the exceptional measures taken in the context of the state of health emergency have had numerous consequences for companies, particularly as regards their operations and their financing, and have led to greater uncertainties as regards their future prospects. Some of those measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organisation and on the performance of the audits.

It is in this complex and evolving context that, in accordance with the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we bring to your attention the key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance for the audit of the consolidated financial statements for the year, as well as our responses to those risks.

These assessments were made in the context of our audit of the consolidated financial statements taken as a whole and of forming our opinion expressed above. We do not provide a separate opinion on specific items included in these consolidated financial statements.

### Measurement of non-current assets (including goodwill) (Notes 2.7, 2.8, 2.10 and 14, 15 and 16 to the consolidated financial statements)

#### Description of the risk

At 31 December 2020, non-current assets consisted of the following:

- goodwill (€16.9 million) from acquisitions carried out;
- intangible assets (€93.5 million), including the fair value of agreements for the delivery of electricity transferred further to the acquisition of control over entities;
- property, plant and equipment (€1,283.4 million), mainly comprising installations for the production of electricity.

Albioma tests goodwill for impairment every year and regularly looks for indications of impairment of property, plant and equipment and intangible assets, performing an impairment test when necessary. The impairment indicators used by Albioma are described in Note 2.10.

When carrying out these impairment tests, Albioma estimates the recoverable amount of the asset and records a provision for impairment if the carrying amount of that asset exceeds its recoverable amount. The recoverable amount is typically determined based on the present value of future cash flows and requires significant judgement from Management, in particular as regards the preparation of business forecasts, as well as the discount rates and long-term growth rates used. Forecasts are based mainly on economic and operational assumptions, such as the availability of installations and changes in operating costs.

Accordingly, we deemed the measurement of goodwill, property, plant and equipment and intangible assets to be a key audit matter, due to their material value in the consolidated statement of financial position and the sensitivity of the impairment indicators and assumptions underlying the measurement of the recoverable amount to Management's judgements.

#### Audit procedures implemented to address this risk

We conducted a critical assessment of the methods used to analyse impairment indicators and to perform impairment tests, which involved:

- gaining an understanding of the process and controls put in place by Albioma with regards the impairment and corresponding impairment tests;
- examining the relevance of the impairment indicators identified by Albioma and the documentation of their analysis;

- examining the reasonableness of the assumptions used for impairment tests (earnings forecasts, growth rates, discount rates), by comparing them with past performances and by corroborating them with the applicable contractual terms and conditions and the economic and regulatory environment in which Albioma operates;
- critically assessing tests carried out by Management on the sensitivity of the recoverable amount to material changes in the assumptions used.

We also examined the appropriateness of the disclosures provided in notes 2.10, 14, 15 and 16 to the consolidated financial statements, mainly concerning the sensitivity analysis of the recoverable amount of tested assets to changes in the main assumptions used.

#### SPECIFIC VERIFICATIONS

As required by professional standards applicable in France, we have also carried out the specific verifications provided for by legal and regulatory provisions with regard to the information pertaining to the Group presented in the management report of the Board of Directors.

We have no matters to report as to the fair presentation and consistency with the consolidated financial statements of these reports.

We certify that the consolidated statement of non-financial performance required by Article L. 225-102-1 of the French Commercial Code (*Code de commerce*) is included in the Group's management report, it being specified that, in accordance with the provisions of Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information must be reported on by an independent third-party organisation.

#### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

##### **Format of the presentation of the consolidated financial statements intended to be included in the annual financial report**

In accordance with Article 222-3, III of the AMF General Regulation, your Company's management informed us of its decision to postpone the presentation of the consolidated financial statements in compliance with the European single electronic format as defined in European Delegated Regulation no. 2019/815 of 17 December 2018 to years beginning on or after 1 January 2021. Therefore, this report does not include a conclusion on the compliance with this format of the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (*Code monétaire et financier*).

##### **Appointment of the Statutory Auditors**

We were appointed as Statutory Auditors of Albioma by the General Meeting of 18 May 2010 in the case of PricewaterhouseCoopers Audit and 27 May 2004 in the case of Mazars.

At 31 December 2020, PricewaterhouseCoopers Audit was in the 11<sup>th</sup> consecutive year of its term of office and Mazars was in its 17<sup>th</sup> year.

#### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH CORPORATE GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit, Accounts and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of the internal control and risk management systems and, where relevant, the internal audit system, as these apply to the procedures for preparing and processing the accounting and financial information.

These consolidated financial statements have been approved by the Board of Directors.

#### STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

##### **Audit objectives and approach**

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will systematically identify all material misstatements. Misstatements may result from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions that users of the financial statements make based on them.

As specified by Article L. 823-10-1 of the French Commercial Code, our responsibility is to certify the financial statements, and not to guarantee the viability or the quality of your Company's management.

As part of an audit carried out in accordance with French professional standards, the Statutory Auditors exercise professional judgement throughout the audit.

In addition, they:

- identify and assess the risks of material misstatement in the consolidated financial statements, whether resulting from fraud or error, define and implement audit procedures to deal with those risks, and obtain audit evidence they deem sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentation, or the circumvention of internal controls;
- obtain an understanding of the internal control system relevant to the audit so as to define audit procedures that are appropriate in the circumstances, and not for the purposes of expressing an opinion on the effectiveness of the internal control system;
- assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by Management, as well as information about them disclosed in the consolidated financial statements;
- assess the appropriateness of Management's application of the going concern accounting convention and, depending on the audit evidence obtained, whether a material uncertainty exists related to events or circumstances likely to jeopardize the company's ability to continue as a going concern. This assessment is based on the evidence obtained up to the date of the auditors' report. It should, however, be noted that subsequent circumstances or events could cause the company to cease to continue as a going concern. If they conclude that a material uncertainty exists, they will draw readers' attention to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or are inadequate, they will either issue a qualified opinion on the financial statements or refuse to certify them;
- evaluate the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements represent the underlying transactions and events in such a manner as to achieve fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the persons or entities within the consolidation scope to express an opinion on the consolidated financial statements. The statutory auditors are responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

##### **REPORT TO THE AUDIT, ACCOUNTS AND RISKS COMMITTEE**

We submit a report to the Audit, Accounts and Risks Committee which provides information about the scope of our audit and the work programme implemented, as well as our audit findings. We also bring to its attention, where relevant, material weaknesses in the internal control system that we identified in respect of the procedures for preparing and processing accounting and financial information.

The information provided in our report to the Audit, Accounts and Risks Committee includes the risks of material misstatement that we consider to have been the most important to the audit of the consolidated financial statements for the year under review and which therefore constitute the key audit matters, which we are required to describe in this report.

We also provide the Audit, Accounts and Risks Committee with the statement stipulated by Article 6 of Regulation (EU) 537-2014 confirming our independence, within the meaning of the rules applicable in France as specified, in particular, in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the statutory auditors' professional code of ethics. Where relevant, we discuss with the Audit, Accounts and Risks Committee any risks to our independence and the safeguards applied.

Neuilly-sur-Seine and Courbevoie, 29 April 2021

The Statutory Auditors,

**PricewaterhouseCoopers Audit**

Jérôme Mouazan

Partner

**Mazars**

Daniel Escudeiro

Partner

# 5

## COMPANY FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

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## 5 • COMPANY FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 5.1. Income statement

#### 5.1. Income statement

<i>In thousands of euros</i>	France	Export	31/12/2020	31/12/2019
Sales of goods purchased for resale	-	-	-	-
Production sold – goods	-	-	-	-
Production sold – services	36,200	-	36,200	36,730
<b>Net revenue</b>	<b>36,200</b>	<b>-</b>	<b>36,200</b>	<b>36,730</b>
Production transferred to stocks				
Depreciation and provisions written back, charges transferred			1,183	5,309
Other income			8	1,097
<b>Operating income</b>			<b>37,391</b>	<b>43,136</b>
<b>EXTERNAL CHARGES</b>				
Purchases of goods for resale including excise duties			427	714
Purchases of raw materials and other consumables			2,960	2,752
Changes in stocks			-	-
Other purchases and external charges			15,613	15,727
<b>Total external charges</b>			<b>18,999</b>	<b>19,193</b>
<b>TAXES, DUTIES AND SIMILAR PAYMENTS</b>			<b>753</b>	<b>940</b>
<b>STAFF COSTS</b>				
Wages and salaries			13,312	12,403
Social security charges			7,595	6,558
<b>Total staff costs</b>			<b>20,907</b>	<b>18,961</b>
<b>OPERATING PROVISIONS</b>				
Depreciation and amortisation of non-current assets			648	727
Provisions on current assets			-	-
Provisions for liabilities and charges			1,917	1,935
<b>Total operating provisions</b>			<b>2,565</b>	<b>2,662</b>
Other operating expenses			-	61
<b>Operating charges</b>			<b>43,224</b>	<b>41,817</b>
<b>Operating income</b>			<b>(5,833)</b>	<b>1,319</b>

.../...

.../...

<i>In thousands of euros</i>	31/12/2020	31/12/2019
<b>Operating income</b>	<b>(5,833)</b>	<b>1,319</b>
<b>FINANCIAL INCOME</b>		
Income from participating interests	42,410	48,411
Income from other marketable securities and receivables from non-current assets	243	261
Provisions written back and charges transferred	-	535
Net income on disposals of marketable securities	55	93
<b>Total financial income</b>	<b>42,707</b>	<b>49,300</b>
<b>FINANCIAL EXPENSES</b>		
Impairment of financial assets	12,635	951
Interest payable and similar expenses	3,589	3,859
Net expenses on disposals of marketable securities	14	16
<b>Total financial expenses</b>	<b>16,238</b>	<b>4,826</b>
<b>Net financial income</b>	<b>26,469</b>	<b>44,474</b>
<b>Pre-tax profit on ordinary activities</b>	<b>20,636</b>	<b>45,793</b>
<b>NON-RECURRING INCOME</b>		
On revenue transactions	-	-
On capital transactions	33	30,128
Provisions written back and charges transferred	1,717	-
<b>Total non-recurring income</b>	<b>1,750</b>	<b>30,128</b>
<b>NON-RECURRING EXPENSES</b>		
On revenue transactions	124	9
On capital transactions	-	36,211
Depreciation, amortisation and impairment	-	1,717
<b>Total non-recurring expenses</b>	<b>124</b>	<b>37,937</b>
<b>Net non-recurring income/(expense)</b>	<b>1,627</b>	<b>(7,809)</b>
Employee profit-sharing	265	294
Corporation tax	(1,394)	(1,211)
<b>Total income</b>	<b>81,848</b>	<b>122,563</b>
<b>Total expenses</b>	<b>58,457</b>	<b>83,662</b>
<b>NET INCOME</b>	<b>23,392</b>	<b>38,900</b>

## 5.2. Statement of financial position

## ASSETS

<i>In thousands of euros</i>	Gross	Depreciation and amortisation	Net	
			31/12/2020	31/12/2019
<b>INTANGIBLE ASSETS</b>				
Concessions, patents and similar rights	879	788	91	79
Other intangible assets	73	73	-	-
<b>Total intangible assets</b>	<b>953</b>	<b>862</b>	<b>91</b>	<b>79</b>
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Land	-	-	-	-
Buildings	-	-	-	-
Technical installations, equipment and industrial tooling	547	547	-	-
Other property, plant and equipment	2,988	2,594	394	532
Property, plant and equipment in progress	676	424	252	-
<b>Total property, plant and equipment</b>	<b>4,211</b>	<b>3,565</b>	<b>646</b>	<b>532</b>
<b>LONG-TERM INVESTMENTS</b>				
Other participating interests	287,746	24,494	263,252	274,383
Loans	226	-	226	244
Other long-term investments	822	-	822	827
<b>Total long-term investments</b>	<b>288,794</b>	<b>24,494</b>	<b>264,300</b>	<b>275,454</b>
<b>Non-current assets</b>	<b>293,958</b>	<b>28,921</b>	<b>265,038</b>	<b>276,065</b>
<b>STOCKS AND WORK-IN-PROGRESS</b>				
Work-in-progress - goods	-	-	-	-
Goods purchased for resale	-	-	-	-
<b>Total stocks and work-in-progress</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>RECEIVABLES</b>				
Advances and payments on account of orders	698	-	698	429
Trade receivables	30,379	-	30,379	23,575
Other receivables	71,740	5,159	66,580	61,749
<b>Total receivables</b>	<b>102,817</b>	<b>5,159</b>	<b>97,658</b>	<b>85,753</b>
<b>CASH, CASH EQUIVALENTS AND OTHER</b>				
Marketable securities	31,986	-	31,986	13,714
Cash and cash equivalents	73,857	-	73,857	110,048
Prepayments	292	-	292	338
<b>Total cash, cash equivalents and other</b>	<b>106,135</b>	<b>-</b>	<b>106,135</b>	<b>124,100</b>
<b>Current assets</b>	<b>208,952</b>	<b>5,159</b>	<b>203,793</b>	<b>209,852</b>
Borrowing costs to be deferred	861	-	861	541
<b>Total</b>	<b>503,771</b>	<b>34,080</b>	<b>469,691</b>	<b>486,458</b>

## EQUITY AND LIABILITIES

<i>In thousands of euros</i>	Net	
	31/12/2020	31/12/2019
<b>EQUITY</b>		
Share capital	1,218	1,206
	<i>of which, paid: 1,218</i>	
Additional paid-in capital	64,807	55,627
Revaluation differences	3	3
	<i>of which, equity accounting reserve: -</i>	
Legal reserve	121	119
Statutory and contractual reserves	922	922
Regulated reserves	1	1
Other reserves	15,905	15,905
Retained earnings	115,828	98,754
Net income for the year	23,392	38,900
<b>Total equity</b>	<b>222,196</b>	<b>211,437</b>
<b>Regulated provisions</b>	<b>-</b>	<b>-</b>
<b>Shareholders' equity</b>	<b>222,196</b>	<b>211,437</b>
Provisions for liabilities	3,549	3,447
Provisions for charges	5,637	6,027
<b>Provisions for liabilities and charges</b>	<b>9,186</b>	<b>9,474</b>
<b>FINANCIAL LIABILITIES</b>		
Borrowings from financial institutions	112,755	103,768
Other borrowings (including current accounts with shareholders)	96,949	137,438
<b>Total financial liabilities</b>	<b>209,704</b>	<b>241,206</b>
<b>OTHER LIABILITIES</b>		
Trade payables	6,936	8,378
Tax and social security liabilities	11,191	10,270
Liabilities on non-current assets	43	1
Other liabilities	9,679	4,232
<b>Total other liabilities</b>	<b>27,849</b>	<b>22,881</b>
<b>DEFERRED INCOME</b>	<b>756</b>	<b>1,460</b>
<b>Liabilities</b>	<b>238,309</b>	<b>265,547</b>
<b>Total</b>	<b>469,691</b>	<b>486,458</b>

### 5.3. Notes to the company financial statements

#### NOTE 1. SIGNIFICANT EVENTS

The highlights of the period are as follows:

- Capital increase reserved for members of a Group savings plan;
- Refinancing of the Euro PP followed by the arrangement of a Sustainability-Linked Euro PP for €100 million.

#### NOTE 2. ACCOUNTING POLICIES AND METHODS

The financial statements are presented in accordance with French accounting principles, particularly on the basis of Regulation 2016-07 of 4 November 2016 issued by the French Accounting Standards Authority (*Autorité des Normes Comptables*), and the provisions of the French Commercial Code (*Code de Commerce*).

The annual financial statements were prepared in accordance with the following underlying assumptions:

- principle of prudence;
- going concern;
- consistency of accounting methods between financial years;
- accruals basis of accounting.

The policies applied are as follows.

#### 2.1. Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are initially recognised at their acquisition cost. They comprise fixtures and fittings, vehicles, furniture and equipment, and IT hardware and software. The straight-line method of depreciation / amortisation is used.

Non-current assets	Depreciation / amortisation period
Software	2 years
IT hardware	3 years
Other property, plant and equipment	5 years

Where applicable, an impairment provision is recognised if the value in use of intangible assets and property, plant and equipment is lower than their cost.

#### 2.2. Long-term investments

Equity investments and other long-term investments are initially recognised at their acquisition cost.

A review of internal indicators of impairment of participating interests is performed annually on a line-by-line basis. If there is evidence of impairment, the measurements are updated and the present value of the relevant participating interest is compared with its net carrying amount. The present value is an estimate based on the market and the asset's utility for the company.

Valuation methods depend on the characteristics of participating interests, their profitability and their future prospects. The present value is initially determined on the basis of the Group's share in the recorded net assets of the investee. If said share is lower than the carrying amount of the participating interest, the present value is estimated on the basis of future cash flows.

The data used to perform the tests using the discounted cash flow method are taken from:

- business plans established at the outset of the project and covering the term of the electricity sale agreements, the underlying assumptions being updated on the test date; or
- Group business plans established annually and covering the term of the agreements (from 15 to 40 years).

These tests are based on the following key assumptions:

- electricity selling prices, which are set contractually;
- for the photovoltaic installations, equivalent full-power hours (EFPH).

If the present value is less than the carrying amount of the receivables from participating interests and current accounts, an impairment provision is recognised to reduce the value of said assets to their present value.

In the event the investee has negative equity, a provision for liabilities is recognised. If the present value falls below the net carrying amount, an impairment loss is recognised to bring the participating interests back down to their present value.

#### 2.3. Receivables

Receivables are measured at their par value: in the event of problems in collecting receivables, impairment provisions are made against the receivables concerned.

#### 2.4. Current accounts and other receivables

Current accounts and other receivables are measured at their face value: in the event of problems in collecting receivables, impairment provisions are made against current accounts and receivables.

#### 2.5. Marketable securities

Marketable securities are measured using the weighted average unit cost method. An impairment provision is recognised when the stock market value of these securities, or in the absence of such a valuation their likely trading amount, is lower than their acquisition cost.

#### 2.6. Provisions for liabilities and charges

Provisions are recognised when:

- the Company has a present obligation as a result of a past event;
- it is probable that an outflow of resources representing economic benefits will be needed to settle the obligation;
- the amount of the obligation can be estimated reliably.

#### 2.7. Pensions and other retirement obligations

The expenses corresponding to the Company's obligations in respect of pensions and other retirement benefits have been set aside.

Furthermore, a defined contribution plan covering 117 employees at 31 December 2020 was put in place in 2004.

Expenses relating to that defined contribution plan are expensed in the year in which they are incurred.

Expenses relating to the lump-sum retirement payment plan and supplementary defined benefit plan are set aside using the projected unit credit method, treating length of service on a pro rata basis.

The actuarial calculations mainly take into account assumptions concerning wage increases, staff turnover rates, retirement dates and projected changes in remuneration and life expectancy, together with an appropriate discount rate.

#### 2.8. Tax consolidation

On 31 March 2005 and 22 April 2009 respectively, Albioma and its subsidiaries Albioma Bois-Rouge and Albioma Le Moule entered into a tax consolidation agreement, renewable by tacit consent, that stipulates that "application of the rules of said agreement shall not result in, for each company consolidated, a tax charge that is higher than that which it would have borne in the absence of the tax consolidation". In the absence of renewal of the agreement or in the event that the subsidiary leaves the consolidated group prior to expiry of the agreement for any reason whatsoever, the company leaving the tax consolidation group will be compensated by the head of the tax group for all additional tax costs stemming from its membership of the group.

As a result, and in accordance with opinion 2005-G of 12 October 2005 of the French National Accounting Council (*Conseil National de la Comptabilité*), a provision must be raised when the restitution of the cash saving (direct payment or recognition in a current account) is probable. Furthermore, savings relating to the parent company's loss are recognised immediately in profit or loss.

Additional changes in Albioma's tax consolidation scope were the following:

Company	Consolidation date	Deconsolidation date
Albioma Bois-Rouge	31/03/2005	31 December 2019
Albioma Solaire Pierrelatte	01/01/2011	31 December 2013
Albioma Solaire Fabrègues	01/01/2011	n/a
Éoliennes de la Porte de France	01/01/2011	31 December 2012
Albioma Solaire Guyane	01/01/2014	n/a
Albioma Solaire Réunion	01/01/2018	n/a
Albioma Solaire France	01/01/2019	n/a
Albioma Solar Assets France 1	01/01/2019	n/a

## NOTE 3. STATEMENT OF FINANCIAL POSITION - ASSETS

## 3.1. Non-current assets

## Intangible assets

<i>In thousands of euros</i>	31/12/2019	Increases	Decreases	Transfers	31/12/2020
Concessions and similar rights, patents, licences, brands, processes, software, rights	758	121	-	-	879
Other intangible assets	73	-	-	-	73
<b>Gross amount</b>	<b>831</b>	<b>121</b>	<b>-</b>	<b>-</b>	<b>953</b>
Concessions and similar rights, patents, licences, brands, processes, software, rights	679	110	-	-	788
Other intangible assets	73	-	-	-	73
<b>Amortisation and impairment</b>	<b>752</b>	<b>110</b>	<b>-</b>	<b>-</b>	<b>862</b>
Concessions and similar rights, patents, licences, brands, processes, software, rights	79	-	-	-	91
Other intangible assets	-	-	-	-	-
<b>Net amount</b>	<b>79</b>				<b>91</b>

## Property, plant and equipment

<i>In thousands of euros</i>	31/12/2019	Increases	Decreases	Transfers	31/12/2020
Technical installations, equipment and industrial tooling	547	-	-	-	547
General installations, fixtures and fittings	633	20	-	-	653
Vehicles	530	-	-	-	530
Office equipment and IT hardware, furniture	1,698	107	-	-	1,805
Property, plant and equipment in progress	424	252	-	-	676
<b>Gross amount</b>	<b>3,832</b>	<b>379</b>	<b>-</b>	<b>-</b>	<b>4,211</b>
Technical installations, equipment and industrial tooling	547	-	-	-	547
General installations, fixtures and fittings	606	8	-	-	615
Vehicles	281	103	-	-	384
Office equipment and IT hardware, furniture	1,442	153	-	-	1,595
Property, plant and equipment in progress	-	-	-	-	-
Impairment of property, plant and equipment	424	-	-	-	424
<b>Depreciation and impairment</b>	<b>3,300</b>	<b>265</b>	<b>-</b>	<b>-</b>	<b>3,565</b>
Technical installations, equipment and industrial tooling	-	-	-	-	-
General installations, fixtures and fittings	27	-	-	-	38
Vehicles	249	-	-	-	146
Office equipment and IT hardware, furniture	256	-	-	-	210
Property, plant and equipment in progress	-	-	-	-	252
<b>Net amount</b>	<b>532</b>				<b>646</b>

## Long-term investments

### Equity investments

<i>In thousands of euros</i>	31/12/2019	Increases	Decreases	31/12/2020
Non-group participating interests	19	-	-	19
Group participating interests	286,727	1,000	-	287,727
<b>Gross amount</b>	<b>286,746</b>	<b>1,000</b>	-	<b>287,746</b>
Non-group participating interests	-	-	-	-
Group participating interests	12,364	12,130	-	24,494
<b>Impairment</b>	<b>12,364</b>	<b>12,130</b>	-	<b>24,494</b>
Non-group participating interests	19	-	-	19
Group participating interests	274,364	-	-	263,233
<b>Net amount</b>	<b>274,383</b>			<b>263,252</b>

The increase in participating interests is due to the capital increase at Albioma Participações do Brasil.

Most (€23,857 thousand) of the impairment loss on participating interests at 31 December 2020 related to the investments in Brazil. The €12,130 thousand impairment loss recognised in 2020 for the Brazil investments was due to fluctuations in the value of the Real over 2020.

### Other long-term investments

<i>In thousands of euros</i>	31/12/2019	Increases	Decreases	31/12/2020
Long-term loans	244	-	18	226
Deposits & guarantees paid	827	-	4	822
<b>Gross amount</b>	<b>1,071</b>	-	<b>23</b>	<b>1,048</b>
Long-term loans	-	-	-	-
Deposits & guarantees paid	-	-	-	-
<b>Impairment</b>	-	-	-	-
Long-term loans	244	-	-	226
Deposits & guarantees paid	827	-	-	822
<b>Net amount</b>	<b>1,071</b>			<b>1,048</b>

### 3.2. Current assets

#### Trade receivables

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
<b>Trade receivables</b>	<b>23,011</b>	<b>15,294</b>	<b>7,717</b>
Group	22,444	14,607	7,837
Non-Group	566	686	(120)
<b>Invoices to be raised</b>	<b>7,368</b>	<b>8,281</b>	<b>(913)</b>
Group	7,314	8,281	(967)
Non-Group	54	-	54
<b>Trade receivables</b>	<b>30,379</b>	<b>23,575</b>	<b>6,804</b>

#### Other receivables

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
Employees - Advances and payments on account	71	71	-
VAT accounts receivable	337	373	(36)
VAT deductible on non-current assets	5	-	5
Accounts receivable from the State	7,620	5,017	2,603
Income accounts receivable	4,624	1,579	3,045
Current accounts	54,988	58,480	(3,492)
Tax consolidation current accounts	3,930	850	3,079
Receivables due from employee welfare bodies	161	135	25
Sundry accounts receivable	4	-	3
Impairment of current accounts	(5,059)	(4,757)	(302)
Impairment of receivables	(100)	-	(100)
<b>Total</b>	<b>66,580</b>	<b>61,749</b>	<b>4,832</b>

The change in the current account balances was related to the support given by Albioma to its subsidiaries which own the construction projects.

Accounts receivable from the State relates to the corporation tax pending repayment.

Accrued income relates to outstanding dividends.

#### Marketable securities

At 31 December 2020, the marketable securities item stood at €31,986 thousand.

It consisted of €25,045 thousand in term investments and €6,941 thousand in treasury shares.

#### Prepayments and accrued income

Prepayments, of €292 thousand, related primarily to insurance and subscriptions.

Borrowing costs stood at €861 thousand at 31 December 2020. These costs are recognised to profit or loss over the terms of the loans to which they relate.

## NOTE 4. LIABILITIES AND EQUITY

### 4.1. Equity

<i>In thousands of euros</i>	31/12/2019	Increases	Decreases	Appropriation of 2019 net income (in euros)	31/12/2020
Share capital	1,206	2		10,836	1,218
Additional paid-in capital	55,627	1,375		7,805,031	64,807
Revaluation differences	3				3
Legal reserve	119			1,501	121
Statutory reserves - Contractual	922				922
Regulated reserves	1				1
Other reserves	15,905				15,905
Retained earnings	98,754			17,074,010	115,828
Net income for the year	38,900	23,392		(38,900,257)	23,392
Dividends paid in cash				14,008,880	
<b>Total equity</b>	<b>211,437</b>	<b>24,768</b>	<b>-</b>	<b>-</b>	<b>222,196</b>
Regulated provisions	-				-
<b>Total shareholders' equity</b>	<b>211,437</b>	<b>24,768</b>	<b>-</b>		<b>222,196</b>

#### Share capital

At 31 December 2020, the share capital consisted of 31,641,910 shares with a par value of €0.0385 per share, fully paid-up with 6.11% owned by COFEPP, 6.06% by Impala, 5.07% by Bpifrance Investissement, acting on behalf of the ETI 2020 fund it manages, and 82.76% by various shareholders on the market.

At this same date, the Company held 428,444 of its own shares (representing 1.35% of the share capital and stripped of voting rights), all of which were purchased on the market (allocated in full to provide shares for bonus performance share plans).

#### Capital increase reserved for members of a Group savings plan

In the 2020 financial year, the Company carried out a capital increase reserved for members of its Group savings plan, allowing employees and certain former employees of the Group's French companies to invest in Albioma shares through a bridge fund (the Albioma Relais 2020 FCPE), at a unit price of €34.48, reflecting the average opening share price from 19 August to 15 September 2020 reduced by 20%, and benefiting, under the conditions provided for in the bylaws of the Group savings plan, from a contribution from their employer. The capital increase reserved for members of Albioma's Group savings plan was completed on 12 October 2020. More than 43% of the eligible current and former employees chose to take part in the transaction, the first of its kind in the Group's history, resulting in a total subscription of nearly €1.4 million. The subscriptions received gave rise to the issue, on 30 October 2020, of 39,927 new

shares with a par value of €0.0385, accounting for 0.13% of the capital, representing total issue proceeds of €1,376,682.96. The shares created, which carry immediate dividend rights, were admitted to trading on Euronext Paris the same day. Albioma Relais 2020 FCPE merged with Albioma FCPE pursuant to the decisions of the Supervisory Board of Albioma FCPE on 2 November 2020.

#### Appropriation of 2019 net income

In accordance with the decisions of the 29 May 2020 General Meeting, the net income for 2019 was appropriated as follows:

<i>In thousands of euros</i>	
Transfer to the legal reserve	1
Dividends paid	21,620
Retained earnings	17,278

The General Meeting set the amount of the 2019 dividend at €0.70 per share and resolved to grant each shareholder an option for the payment of 50% of the dividend, i.e. €0.35 per share, in new shares, the remainder having been paid in cash.

€14,009 thousand was settled in cash and €7,816 thousand in shares; 281,450 new shares were issued at a unit price of €27.77.

## Net income for the year

<i>In thousands of euros</i>	
Operating income	(5,833)
Net financial income	26,469
Net non-recurring income/(expense)	1,627
Profit-sharing	(265)
Tax	1,394
<b>Total</b>	<b>23,392</b>

## 4.2. Provisions for liabilities and charges

<i>In thousands of euros</i>	31/12/2019	Charge	Reversals – Used	Reversals - Unused	31/12/2020
Provisions for liabilities	3,447	102	-	-	3,549
<b>Provisions for liabilities</b>	<b>3,447</b>	<b>102</b>	<b>-</b>	<b>-</b>	<b>3,549</b>
Provisions for lump-sum retirement benefits	2,450	120	590	-	1,981
Other provisions for charges	3,577	1,797	1,717	-	3,656
<b>Provisions for charges</b>	<b>6,027</b>	<b>1,917</b>	<b>2,307</b>	<b>-</b>	<b>5,637</b>
Of which operating	4,310	1,917	590	-	5,637
Of which financial	3,447	102	-	-	3,549
Of which non-recurring	1,717	-	1,717	-	-
<b>Total provisions for liabilities and charges</b>	<b>9,474</b>	<b>2,019</b>	<b>2,307</b>	<b>-</b>	<b>9,186</b>

### Provisions for liabilities

Provisions for liabilities, which essentially cover the risks relating to disputes, litigation or participating interests, went from €3,447 thousand at 31 December 2019 to €3,549 thousand at 31 December 2020.

### Provisions for charges

#### Lump-sum retirement payments

At 31 December 2020, lump-sum retirement benefits represented €1,981 thousand.

These charges relate to 110 individuals and are based on the collective agreement applied to Company employees. The main assumptions used are as follows:

- Life expectancy table: INSEE table;
- staff turn-over: low;
- increase in wages and salaries of 2.5% per annum;
- discount rate of 0.3%.

#### Other provisions for charges

This item represents, in particular, the provision recorded following Albioma's buyback of 428,444 of its own shares (purchases made in the 2015, 2016 and 2018 financial years) to partly cover the servicing of the bonus performance share plans adopted by the General Meeting of 30 May 2018, the General Meeting of 27 May 2019 and the General Meeting of 29 May 2020.

## 4.3. Liabilities

### Borrowings from financial institutions

The €80 million Euro PP bond issue maturing in December 2020 (bullet redemption), with an annual coupon of 3.85%, was fully redeemed in 2020.

It was succeeded on 7 December 2020 by a Sustainability-Linked Euro PP for €100 million. This private placement comprises two tranches at 7 and 8 years respectively, subscribed by leading institutional investors.

Albioma arranged another short-term bank facility, in the form of a €60 million five-year (which may be extended to seven years) confirmed revolving credit facility at the Euribor variable interest rate (floor at zero) plus a spread of 1% to replace the similar former €40 million facility that was maturing. This facility had not been drawn down at 31 December 2020.

A €5 million revolving credit facility was also arranged and drawn down in 2019 from Bpifrance Financement, at the Euribor rate (floor at zero) plus an aggregate spread of 0.86% maturing on 31 October 2022.

The Company also arranged and drew down in 2019 €5 million from Bpifrance Financement at the fixed rate of 0.87% maturing on 31 December 2026.

At 31 December 2020, borrowing costs to be deferred totalled €861 thousand.

### Collateral

None.

### Compliance with ratios within Albioma

- Interest cover ratio (cash EBIT/interest) > 2.50
- Gearing ratio (net debt/equity) < 1.50

These covenants were met at 31 December 2020.

### Drawdowns

The following table provides a breakdown of the amounts drawn down at 31 December 2020:

<i>In thousands of euros</i>	
Euro PP	100,000
Bpifrance Financement	12,500

### Interest-rate hedging

Not applicable (main corporate debt is at a fixed rate).

### Other borrowings

This item consists mainly of current accounts with shareholders.

### Trade payables

Trade payables amounted to €6,936 thousand at 31 December 2020, including €5,255 thousand from invoices not yet received. All of these liabilities are due within one year.

### Tax and social security liabilities

Tax and social security liabilities break down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
Tax liabilities	1,099	1,284	(185)
Social security/employee-related liabilities	5,264	5,379	(115)
Social security/employee welfare body liabilities	4,828	3,606	1,222
<b>Total</b>	<b>11,191</b>	<b>10,270</b>	<b>921</b>

The increase in liabilities to social security / employee welfare bodies is due to the recognition of provisions for social security charges on the bonus performance shares awarded.

### Liabilities on non-current assets

At 31 December 2020, amounts due to suppliers of non-current assets totalled €43 thousand. All of these liabilities are due within one year.

### Other liabilities

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
Other creditors	1	41	(40)
Tax consolidation current accounts	8,861	3,118	5,743
Accrued expenses	817	1,073	(256)
Dividends payable	-	-	-
<b>Total other liabilities</b>	<b>9,679</b>	<b>4,232</b>	<b>5,447</b>

### Deferred income

Deferred income, amounting to €756 thousand, related to billing for services performed after 31 December 2020 or accrued income relating to future periods.

## NOTE 5. INCOME STATEMENT

## 5.1. Revenue

Revenue amounted to €36,200 thousand at 31 December 2020 and comprised:

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
Sales of goods purchased for resale	-	-	-
Production sold – goods	-	-	-
Production sold – services	36,200	36,730	(530)
<b>Revenue</b>	<b>36,200</b>	<b>36,730</b>	<b>(530)</b>

## 5.2. Net financial income (expense)

Net financial income breaks down as follows:

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
Interest on loans and borrowings	-	-	-
Interest and financial charges	3,589	3,859	(270)
Net expenses on disposals of marketable securities	14	16	(2)
Provisions for financial liabilities and charges	12,233	893	11,340
Impairment of financial assets	402	58	344
<b>Financial expenses</b>	<b>16,238</b>	<b>4,826</b>	<b>11,413</b>
Income from participating interests	42,410	48,411	(6,001)
Other financial income	243	261	(18)
Provisions for financial liabilities and charges written back	-	515	(515)
Provisions written back and charges transferred	-	20	(20)
Net income on disposals of marketable securities	55	93	(38)
<b>Financial income</b>	<b>42,707</b>	<b>49,300</b>	<b>(6,592)</b>
<b>Net financial income</b>	<b>26,469</b>	<b>44,474</b>	<b>(18,005)</b>

## 5.3. Net non-recurring income (expense)

<i>In thousands of euros</i>	31/12/2020	31/12/2019	Change
Penalties and tax fines	124	9	115
Net book value of transferred assets – Financial	-	30,010	(30,010)
Other non-recurring expenses	-	6,201	(6,201)
Provisions for non-recurring liabilities and charges	-	1,717	(1,717)
<b>Non-recurring expenses</b>	<b>124</b>	<b>37,937</b>	<b>(37,813)</b>
Proceeds from the sale of transferred assets – Financial	-	30,128	(30,128)
Other non-recurring income	32	-	32
Reversals of provisions for non-recurring liabilities and charges	1,717	-	1,717
<b>Non-recurring income</b>	<b>1,750</b>	<b>30,128</b>	<b>(28,377)</b>
<b>Net non-recurring income/(expense)</b>	<b>1,627</b>	<b>(7,809)</b>	<b>9,436</b>

## 5.4. Tax

The scope of tax consolidation at 31 December 2020 included Albioma and its subsidiary Albioma Le Moule, in accordance with the tax consolidation agreement signed on 22 April 2009, Albioma Solaire Fabrègues (which was added to the scope on

1 January 2011), Albioma Solaire Guyane (which was added to the scope on 1 January 2014), Albioma Solaire Réunion (which was added to the scope on 1 January 2018) and Albioma Solaire France and Albioma Solar Assets France 1 (which were added to the scope on 1 January 2019).

Albioma Bois-Rouge left the scope of tax consolidation on 31 December 2019.

At 31 December 2020, for the Company, the head of the tax group, these agreements resulted in a tax credit of €2,782 thousand, corresponding to the tax saving stemming from the tax consolidation.

Albioma also recognised in expenses €9,525 thousand in respect of tax, corresponding to the Group's taxable profit.

The tax rate was 28%, plus the additional contribution of 3.3% on the tax in excess of €763,000.

#### NOTE 6. HEADCOUNT

At 31 December 2020, Albioma employed a total of 118 staff (including one corporate officer) compared with 105 (including one corporate officer) at 31 December 2019.

#### NOTE 7. REMUNERATION OF THE ADMINISTRATIVE AND EXECUTIVE BODIES

Gross remuneration paid by the Company in 2020 to the Chairman and Chief Executive Officer totalled €818 thousand, compared with €679 thousand at 31 December 2019.

The Chairman and Chief Executive Officer does not benefit from a specific plan for post-employment benefits.

A charge of €113 thousand was also recognised in 2020 in respect of remuneration allocated to members of the Board of Directors (other than the Chairman and Chief Executive Officer).

#### NOTE 8. STOCK-OPTION AND BONUS PERFORMANCE SHARE PLANS

##### 8.1. Description of the plans in operation at 31 December 2020

	2020 performance share plan	2019 performance share plan	2018 performance share plan
<b>Total number of options and shares originally authorised</b>	<b>295,459</b>	<b>305,420</b>	<b>309,600</b>
Rights cancelled during the period	-	-	(13,500)
Vesting during the period	-	-	-
<b>Number of instruments outstanding at 31/12/2018</b>	<b>-</b>	<b>-</b>	<b>296,100</b>
Rights awarded during the period	-	305,420	-
Rights cancelled during the period	-	(11,020)	(13,760)
Vesting during the period	-	-	-
<b>Number of instruments outstanding at 31/12/2019</b>	<b>-</b>	<b>294,400</b>	<b>282,340</b>
Rights awarded during the period	303,971	-	-
Rights cancelled during the period	(8,512)	(8,280)	(260)
Vesting during the period	-	-	-
<b>Number of instruments outstanding at 31/12/2020</b>	<b>295,459</b>	<b>286,120</b>	<b>282,080</b>

#### 2018 bonus performance share plan

##### Performance conditions

The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Different performance conditions must be met to trigger the vesting of each tranche. These performance conditions are based on the growth in consolidated EBITDA during the 2020 financial year compared with the consolidated EBITDA for the 2017 financial year, on the growth in consolidated earnings per share for the 2020 financial year compared with the

consolidated earnings per share for the 2017 financial year and on the change in the Albioma share price, calculated with net dividends reinvested (based on the average share price over 120 days) between 1 January 2018 and 31 December 2020 compared with the movement in the CAC Small Net Return (CACSN) index over the same period, and on the increase between 2017 and 2020 in the proportion of the Group's total energy production that corresponds to renewable energies.

**Lock-in commitment**

Shares that have been effectively acquired are subject to a one-year lock-in commitment.

**Status of the plan at 31 December 2020**

Plan currently in operation.

**2019 bonus performance share plan****Performance conditions**

The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Different performance conditions must be met to trigger the vesting of each tranche. These performance conditions are based on the growth in consolidated EBITDA during the 2021 financial year compared with the consolidated EBITDA for the 2018 financial year, on the growth in consolidated earnings per share for the 2021 financial year compared with the consolidated earnings per share for the 2018 financial year and on the change in the Albioma share price, calculated with net dividends reinvested (based on the average share price over 120 days) between 1 January 2019 and 31 December 2021 compared with the movement in the CAC Small Net Return (CACSN) index over the same period, and on the increase between 2018 and 2021 in the proportion of the Group's total energy production that corresponds to renewable energies.

**Lock-in commitment**

Shares that have vested are subject to a one-year lock-in obligation, notwithstanding the obligation on corporate officers to retain as registered shares 25% of the shares vesting until they stand down from office.

**Status of the plan at 31 December 2020**

Plan currently in operation.

**2020 bonus performance share plan****Performance conditions**

The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Different performance conditions must be met to trigger the vesting of each tranche. These performance conditions are based on the growth in consolidated EBITDA during the 2022 financial year compared with the consolidated EBITDA for the 2019 financial year, on the growth in consolidated earnings per share for the 2022 financial year compared with the consolidated earnings per share for the 2019 financial year and on the change in the Albioma share price, calculated with net dividends reinvested (based on the average share price over 120 days) between 1 January 2020 and 31 December 2022 compared with the movement in the CAC Small Net Return (CACSN) index over the same period, and on the increase between 2019 and 2022 in the proportion of the Group's total energy production that corresponds to renewable energies.

**Lock-in commitment**

Shares that have vested are subject to a one-year lock-in obligation, notwithstanding the obligation on corporate officers to retain as registered shares 25% of the shares vesting until they stand down from office.

**Status of the plan at 31 December 2020**

Plan currently in operation.

**8.2. Amounts recognised as expenses**

	2020 performance share plan	2019 performance share plan	2018 performance share plan
2020	513	586	2,090
2019	-	814	1,184
2018	-	-	408

**NOTE 9. REDEEMABLE SHARE SUBSCRIPTION  
AND/OR PURCHASE WARRANTS  
("BSAAR WARRANTS")**

Acting upon the authority granted to it by the General Meeting of 30 May 2018, the Board of Directors, at its meeting of 8 November 2018, decided to issue a maximum of 1,071,731 redeemable share subscription and/or purchase warrants ("BSAAR Warrants"), with the waiver of the preferential subscription rights of shareholders, in favour of 43 eligible individuals chosen from among the employees and executive corporate officers of the Company and its subsidiaries (including the Chief Executive Officer of the Company).

The main aim of the issue was to involve the Group's key managers in the Group's medium-term growth and performance. The offering responds to these managers' wish to invest indirectly, without any contribution from the Company, a considerable proportion of their personal savings in Albioma shares in order to support the roll-out of the Company strategy via a financial product enabling optimal alignment of the interests of the Group's senior managers with those of its shareholders.

The transaction resulted in the issue of 1,071,731 BSAAR warrants of €0.90 each (giving issue proceeds of €964,557.90), allocated to 31 subscribers. The Company's Board of Directors appointed Accuracy as appraiser, commissioned to give an independent opinion on the unit issue price of the BSAAR warrants. Accuracy considered the issue price to be reasonable, stating: *"The estimated value of each BSAAR warrant ranges from €0.62 to €1.16. On this basis, the price of €0.90 considered by the Company for the issue of the BSAAR warrants seems reasonable to us."* Accuracy's full report on its appraisal of the BSAAR warrants can be found on the Company's website ([www.albioma.com](http://www.albioma.com)).

The BSAAR warrants entitle their holders to subscribe for new shares and/or purchase existing Albioma shares; the Company may, at its discretion, allot new shares or existing shares or a combination of new and existing shares. A request will be made to admit the BSAAR warrants for trading on the Euronext Growth market. This request will be made no sooner than 6 December 2021 (save exceptions), the date from which the BSAAR warrants may be exercised. Until their admission for trading, the BSAAR warrants may neither be transferred nor exercised (save exceptions). Subject to the applicable adjustment rules, one BSAAR warrant will entitle its holder, at the Company's discretion, to subscribe for a new or existing share, in consideration of payment of the exercise price. Said price was set at €20.90, i.e. a price equal to 120% of the average closing prices quoted for the Company's shares over a period of 20 consecutive trading days preceding 8 November 2018. The BSAAR warrants may be exercised at any time as from their admission for trading on the Euronext Growth market, scheduled for 6 December 2021, until 4 December 2024, subject to the Board of Directors' right to temporarily suspend the exercise period. After 4 December 2024, the BSAAR warrants shall lapse by operation of law and, consequently, may not be exercised by their holders.

The maximum number of shares that could result from the exercise of the warrants (in the event that all the BSAAR warrants are exercised and that all the shares allotted upon exercise of the BSAAR warrants are new shares, without adjustments) is 1,071,731, representing approximately 3.39 % of the Company's capital at 31 December 2020, and 3.28 % of the Company's capital post exercise of the BSAAR warrants. In this case, the capital increase carried out would have a par value of €41,261,6435. Exercise of all the BSAAR warrants would generate issue proceeds of up to €22,399,177.90.

The terms and conditions of the BSAAR warrants thus issued are available on the Company's website ([www.albioma.com](http://www.albioma.com)). Since the offer did not require the drawing up of a prospectus subject to the approval of the AMF (*Autorité des Marchés Financiers* - French Financial Markets Authority), its launch resulted, pursuant to the applicable legal and regulatory provisions, in the publication of a press release on 8 November 2018, which is available on the Company's website ([www.albioma.com](http://www.albioma.com)).

## NOTE 10. OFF-BALANCE SHEET COMMITMENTS

<i>In thousands of euros</i>	2020	2019
<b>OFF-BALANCE SHEET COMMITMENTS GIVEN</b>		
Guarantees given to suppliers	15,852	15,856
Joint and several loan repayment guarantees	49,796	46,415
Option to repurchase shares held by non-controlling interests	-	-
Sundry commitments	1,433	2,223
Liabilities guarantees	-	-
<b>Total off-balance sheet commitments given</b>	<b>67,081</b>	<b>64,493</b>
<b>OFF-BALANCE SHEET COMMITMENTS RECEIVED</b>		
Shareholders' counter-guarantees - operating activities	-	-
Shareholders' counter-guarantees - repayment of borrowings	-	-
Credit facilities granted but not utilised	-	15,000
Liabilities guarantees	6,954	6,954
<b>Total off-balance sheet commitments received</b>	<b>6,954</b>	<b>21,954</b>

## 10.1. Off-balance sheet commitments given

## Guarantees given to suppliers

This commitment concerns payment guarantees given to suppliers in connection with supply agreements entered into by the subsidiaries.

## Joint and several loan repayment guarantee

This commitment concerns parent company guarantees in the form of joint and several guarantees for the repayment of borrowings due to banks on behalf of:

- the Company's subsidiaries Albioma Rio Pardo Termoeletrica and Albioma Codora Energia in Brazil;
- the subsidiary Albioma Saint-Pierre;
- the subsidiaries of the Solar Power business Albioma Solaire Réunion and Albioma Énergipole Solaire.

## Sundry guarantees

The change on 2019 was due in part to the expiry of the guarantee provided to UTE Vale do Paraná Albioma in the event of the cancellation of the project to increase the capacity of the co-generation facility and an additional bond relating to an assessment by the customs agency on Albioma Le Gol, regarding the amount of TICFE (surcharge on the final electricity consumption).

In addition, in connection with certain project financing transactions, the Company has pledged shares in its subsidiaries to the lenders.

## Pledges of subsidiaries' shares

Company	Start date of pledge	Maturity date of pledge	Value of securities in the parent company's financial statements (in thousands of euros)	Amount of pledged assets (in thousands of euros)	% of pledged asset	% of capital held	Number of shares pledged	Total number of shares
OTEO La Baraque	09/11/2005	31/12/2022	4,868	4,868	100%	25%	1,902,500	7,610,000
OTEO Saint-Aubin	15/04/2004	31/12/2020	1,886	1,886	100%	25%	637,500	2,550,000
Albioma Solaire Guyane	18/12/2009	26/12/2026	40	40	100%	100%	4,000	4,000
Albioma Solaire Lasalle	22/04/2010	31/12/2025	32	32	100%	80%	3,200	4,000
Albioma Solaire Matoury	17/12/2010	30/11/2029	1,813	1,813	100%	100%	1,600,240	1,600,240
Albioma Solaire Pierrelatte	29/10/2009	30/06/2028	3,836	40	1%	100%	4,000	383,600
Albioma Saint-Pierre	18/07/2016	31/10/2040	7,670	40	1%	51%	2,040	767,040
Albioma Solaire Réunion	15/05/2018	30/06/2039	6,246	6,246	100%	100%	5,000	5,000
Albioma Énergipole Solaire	15/03/2018	30/06/2038	632	632	100%	50%	4,212	8,424

## 10.2. Off-balance sheet commitments received

### Shareholders' counter-guarantee - operating activities

The Shareholders' counter-guarantee in respect of the capital expenditure on the Albioma Saint-Pierre thermal power plant came to an end on 31 December 2018.

### Shareholders' counter-guarantee - loan repayment

The shareholders' counter-guarantee ended upon commissioning of the Saint-Pierre combustion turbine in February 2019.

### Credit facility granted but not utilised

The change on 2019 was due to the maturing in November 2020 of the €15 million loan provided by Banque Esperito Santo et de la Venetie.

### Liabilities guarantee received

A liabilities guarantee for a maximum amount of €6.9 million with a three-year maturity was received following the acquisition of Eneco France on 11 December 2018.

### NOTE 11. FINANCIAL DERIVATIVES

None.

### NOTE 12. TRANSACTIONS WITH RELATED PARTIES

<i>In thousands of euros</i>	2020	2019
<b>STATEMENT OF FINANCIAL POSITION</b>		
Trade receivables	29,758	22,888
Accrued expenses	653	901
Subsidiaries' current accounts – debit and tax consolidation	58,918	59,330
Accrued income	4,624	61
Subsidiaries' current accounts – credit and tax consolidation	105,767	140,513
Trade payables	431	994
<b>INCOME STATEMENT</b>		
Sales of photovoltaic plants, equipment and services	30,459	31,415
Recharging of seconded employees	1,120	1,145
Other amounts recharged	4,620	4,170
Interest on subsidiaries' current accounts	(24)	(33)
Interest on subsidiaries' current accounts	153	137
Income from participating interests	42,410	48,411

Transactions with related parties are entered into on an arm's length basis.

## NOTE 13. ACCRUED INCOME AND ACCRUED EXPENSES

<i>In thousands of euros</i>	<b>2020</b>
<b>Accrued income</b>	
Customer invoices to be raised	7,368
Value added tax on invoices not yet received	116
Provisions for accrued income	4,624
<b>Accrued expenses</b>	
Suppliers' invoices not yet received	5,255
Amounts due to employees	5,217
Accrued social security charges	3,696
Value added tax on invoices to be raised	154
Amounts due to the State	193
Suppliers of non-current assets - Invoices not yet received	19
Provisions for accrued expenses:	817
Accrued interest on borrowings	255

## NOTE 14. CONSOLIDATION

Albioma is the parent company of the Albioma Group, whose consolidated financial statements are drawn up in accordance with the International Financial Reporting Standards (IFRS).

## NOTE 15. BREAKDOWN OF CORPORATION TAX BETWEEN CURRENT PROFIT OR LOSS AND NON-RECURRING PROFIT OR LOSS

<i>In thousands of euros</i>	<b>Taxable base</b>	<b>Corporation tax</b>
Current profit or loss before tax	(8,701)	(2,793)
Non-recurring profit or loss before tax	33	11
<b>Total</b>	<b>(8,668)</b>	<b>(2,782)</b>

## NOTE 16. INCREASES AND DECREASES IN THE FUTURE TAX LIABILITY

<i>In thousands of euros</i>	<b>Base amount</b>	<b>Increases and decreases in the future tax liability</b>
<b>INCREASES</b>	-	-
<b>DECREASES</b>		
Company social solidarity contribution	36	12
Profit-sharing	265	85
Unrealised capital gain	-	-

## NOTE 17. EVENTS AFTER THE REPORTING DATE

None.

NOTE 18. MATURITIES OF RECEIVABLES AND LIABILITIES

18.1. RECEIVABLES

<i>In thousands of euros</i>	<b>Gross amount</b>	<b>Due within 1 year</b>	<b>Due in more than 1 year</b>
<b>NON-CURRENT ASSETS</b>			
Receivables from participating interests	-	-	-
Loans	226	-	226
Other long-term investments	822	-	822
<b>CURRENT ASSETS</b>			
Trade receivables	30,379	30,379	-
Employee-related receivables	71	71	-
Social security and other employee welfare bodies	161	161	-
Corporation tax	7,620	7,620	-
Value added tax	342	342	-
Other taxes and duties	-	-	-
Group and shareholders	58,918	58,918	-
Sundry accounts receivable	4,628	4,628	-
Accrued income	-	-	-
Prepayments	292	292	-
<b>Total</b>	<b>103,459</b>	<b>102,411</b>	<b>1,048</b>

18.2. LIABILITIES

<i>In thousands of euros</i>	<b>Gross amount</b>	<b>Due within 1 year</b>	<b>Due between 1 and 5 years</b>	<b>Due in more than 5 years</b>
Bond issues	-	-	-	-
Borrowings from financial institutions				
Within maximum of 2 years at inception	255	255	-	-
Within more than 2 years at inception	112,500	2,667	8,833	101,000
Sundry borrowings and financial liabilities	43	43	-	-
Trade payables	6,936	6,936	-	-
Employee-related receivables	5,264	5,264	-	-
Social security and other employee welfare bodies	4,828	4,828	-	-
State and other public authorities				
Corporation tax	-	-	-	-
Value added tax	794	794	-	-
Other taxes and duties	306	306	-	-
Liabilities on non-current assets	43	43	-	-
Group and shareholders	96,906	96,906	-	-
Other liabilities	9,679	9,679	-	-
Accrued expenses	-	-	-	-
Deferred income	756	756	-	-
<b>Total</b>	<b>238,309</b>	<b>128,475</b>	<b>8,833</b>	<b>101,000</b>

## NOTE 19. LIST OF SUBSIDIARIES AND PARTICIPATING INTERESTS

<i>In euros (unless stated otherwise)</i>	Share capital	Other equity	Number of shares held	% of capital held
<b>Biomasse de Martinique</b> Centre d'Affaires de Californie Immeuble Coralie, 8 lotissement La Trompeuse 97232 Lamentin (Martinique)	7,500	n/a	2,475	33.00%
<b>Albioma Participações do Brasil</b> Rua Gomes de Carvalho 1069, 13º andar, conjuntos 131 e 132 Condominio Edifício Advances Tower, Jardim Paulista CEP 04547-004 São Paulo – SP (Brazil)	250,000,000 (paid-up share as at 31/12/2020: BRL 246,768,893)	22,641,158 BRL	249,999,999	99.99%
<b>Albioma Galion</b> Usine du Galion 97220 La Trinité (Martinique)	17,040,000	48,662,024	13,632,000	80.00%
<b>Compagnie Industrielle Cendres et Mâchefers</b> 7 rue Patrice Lumumba ZAC Ravine à Marquet 97419 La Possession (Reunion Island)	887,400	1,568,376	1,971	33.98%
<b>Albioma Bois-Rouge</b> 2 chemin de Bois-Rouge, Cambuston 97440 Saint-André (Reunion Island)	18,826,302	63,727,050	1,235,000	100.00%
<b>Albioma Services Réseaux</b> Tour Opus 12 77 esplanade du Général de Gaulle 92081 Paris La Défense Cedex, France	6,000	(12,534)	6,000	100.00%
<b>Terragen</b> Beau Plan Business Park Pamplemousses 21001 (Mauritius)	520,523,500 MUR	828,809,265 MUR	14,054,134	27.00%
<b>Terragen Management</b> Beau Plan Business Park Pamplemousses 21001 (Mauritius)	100,000 MUR	3,678,385 MUR	2,825	28.25%
<b>Omnican Thermal Energy Operations Saint-Aubin</b> Omnican House Mon Trésor Business Gateway, New Airport Access Road Plaine Magnien (Mauritius)	255,000,000 MUR	353,062,598 MUR	637,500	25.00%
<b>Omnican Thermal Energy Operations La Baraque</b> Omnican House Mon Trésor Business Gateway, New Airport Access Road Plaine Magnien (Mauritius)	761,000,000 MUR	751,999,803 MUR	1,902,500	25.00%
<b>Albioma Le Gol</b> Le Gol, 1 route Nationale 97450 Saint-Louis (Reunion Island)	13,354,534	104,006,409	566,045	64.62%
<b>Albioma Le Moule</b> Gardel 97160 Le Moule (Guadeloupe)	37,103,916	50,770,109	1,468,000	100.00%
<b>Albioma Energipole Solaire</b> Tour Opus 12 7 esplanade du Général de Gaulle 92081 Paris La Défense Cedex, France	1,263,600	558,764	4,212	50.00%
<b>Marie-Galante Energie</b> Usine de Grande Anse 97112 Grand-Bourg (Guadeloupe)	150,000	(49,006)	9,750	65.00%

5 • COMPANY FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR  
5.3. Notes to the company financial statements

Carrying amount of the shares			Shareholder advances, loans and current accounts	Dividend received in 2020	Revenue (excl. tax) for the last financial year	Net income for the last financial year
Gross	Provision	Net				
2,475	2,475	-	309,000	-	-	n/a
67,635,000 (paid-up share as at 31/12/2020)	23,857,694	43,777,306	-	-	4,304,481 BRL	20,172,613 BRL
13,632,000	-	13,632,000	30,454,725	-	85,263,548	4,452,076
312,260	-	312,260	-	239,082	9,264,903	652,732
63,365,942	-	63,365,942	(16,172,327)	8,336,250	151,084,488	19,915,626
6,000	-	6,000	26,702	-	-	(5,541)
5,392,972	-	5,392,972	-	1,155,822	1,147,788,763 MUR	35,603,542 MUR
2,400	-	2,400	-	-	52,833,661 MUR	- MUR
1,885,803	-	1,885,803	-	243,921	845,070,216 MUR	54,924,266 MUR
4,868,018	-	4,868,018	-	795,394	2,015,439,358 MUR	112,939,359 MUR
28,054,763	-	28,054,763	(14,608,796)	9,645,390	134,262,184	15,875,228
52,814,642	-	52,814,642	(29,353,780)	10,466,922	121,259,129	15,336,982
631,800	-	631,800	111,203	-	1,050,892	375,406
97,500	97,500	-	1,428,000	-	-	(15,077)

## 5 • COMPANY FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 5.3. Notes to the company financial statements

<i>In euros (unless stated otherwise)</i>	<b>Share capital</b>	<b>Other equity</b>	<b>Number of shares held</b>	<b>% of capital held</b>
<b>Albioma Solaire Antilles</b> 16 rue des Artisans, ZAC du Bac 97220 La Trinité (Martinique)	10,185,000	802,811	814,800	80.00%
<b>Albioma Guyane Énergie</b> Lieu-dit Savane Aubanèle, pk 9 route du Degrad Saramaca 97310 Kourou (French Guiana)	40,000	(89,415)	4,000	100.00%
<b>Albioma Solaire Fabrègues</b> Tour Opus 12 77 esplanade du Général de Gaulle 92081 Paris La Défense Cedex, France	40,000	238,938	4,000	100.00%
<b>Albioma Solaire Guyane</b> Lieu-dit Savane Aubanèle, pk 9 route du Degrad Saramaca 97310 Kourou (French Guiana)	40,000	1,703,267	4,000	100.00%
<b>Albioma Solaire Habitat</b> 16 rue des Artisans, ZAC du Bac 97220 La Trinité (Martinique)	4,370,000	538,238	349,600	80.00%
<b>Quantum Energia Italia</b> Piazzale Biancamano n°8 20121 Milano (Italy)	110,000	(362,818)	-	100.00%
<b>Albioma Solaire Lassalle</b> 16 rue des Artisans, ZAC du Bac 97220 La Trinité (Martinique)	40,000	2,998,893	3,200	80.00%
<b>Albioma Solaire Matoury</b> Carrefour de Stoupan, Route de Roula D6, Lieu-dit Macrabo Ouest Savanne du Tour de l'île 97351 Matoury (French Guiana)	1,600,240	231,498	1,600,240	100.00%
<b>Albioma Solaire Pierrelatte</b> Tour Opus 12 77 esplanade du Général de Gaulle 92081 Paris La Défense Cedex, France	3,836,000	5,517,492	383,600	100.00%
<b>Albioma Solaire Kourou</b> Lieu-dit Savane Aubanèle PK 9, route du Dégrad Saramaca 97310 Kourou (French Guiana)	1,000	(79,036)	900	90.00%
<b>Albioma Saint-Pierre</b> 13D avenue Charles Isautier, ZI n° 3 97410 Saint-Pierre (Reunion Island)	15,040,000	5,294,557	767,040	51.00%
<b>Albioma Solaire Réunion</b> 21 rue Hélène Boucher Zone Aéroportuaire 97438 Sainte-Marie (Reunion Island)	50,000	14,178,141	5,000	100.00%
<b>Solaire de Martinique</b> Centre d'Affaires de Californie Immeuble Coralie – 8 lotissement La Trompeuse 97232 Lamentin (Martinique)	100,000	n/a	333	33.30%
<b>Sun Developers 15 (Orgiva)</b> Sancha de Lara 13 29015 Malaga (Spain)	4,306	84,392	-	100.00%
<b>Sun Developers 16 (Orgiva)</b> Sancha de Lara 13 29015 Malaga (Spain)	4,006	26,415	-	100.00%

5 • COMPANY FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR  
5.3. Notes to the company financial statements

Carrying amount of the shares			Shareholder advances, loans and current accounts	Dividend received in 2020	Revenue (excl. tax) for the last financial year	Net income for the last financial year
Gross	Provision	Net				
8,148,000	-	8,148,000	(3,911,313)	497,028	4,926,866	369,598
40,000	40,000	-	48,945	-	-	(2,654)
40,000	-	40,000	250,542	-	495,584	186,579
40,000	-	40,000	-	1,803,920	7,207,076	1,699,245
3,496,000	-	3,496,000	(1,604,397)	171,304	1,661,667	384,573
110,000	110,000	-	2,025,576	-	-	(14,545)
32,000	-	32,000	(34)	1,200,000	2,459,391	673,545
1,812,775	7,014	1,805,761	500,938	128,019	2,226,832	153,996
3,836,000	-	3,836,000	(6,816,415)	-	2,727,896	1,364,314
900	900	-	208,670	-	-	126
7,670,400	-	7,670,400	275,745	751,699	12,830,786	2,675,244
6,245,864	-	6,245,864	(220,343)	3,975,000	9,695,455	3,302,946
16,650	16,650	-	-	-	-	n/a
458,841	-	458,841	358,534	-	4,993	(13,826)
355,237	-	355,237	(1,852)	-	3,200	(19,497)

## 5 • COMPANY FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

### 5.3. Notes to the company financial statements

<i>In euros (unless stated otherwise)</i>	<b>Share capital</b>	<b>Other equity</b>	<b>Number of shares held</b>	<b>% of capital held</b>
<b>Sun Developers 17 (Orgiva)</b> Sancha de Lara 13 29015 Malaga (Spain)	1,000	n/a	-	100.00%
<b>Sun Developers 18 (Linares)</b> Sancha de Lara 13 29015 Malaga (Spain)	250	n/a	-	100.00%
<b>Sun Developers 2 (Linares)</b> Sancha de Lara 13 29015 Malaga (Spain)	113,250	n/a	-	100.00%
<b>Sun Developers 3 (Linares)</b> Sancha de Lara 13 29015 Malaga (Spain)	226,500	n/a	-	100.00%
<b>Énergie Beaufonds</b> 8 allée de Beaufonds 97470 Saint-Benoît (Reunion Island)	37,000	n/a	1,195	64.62%
<b>Albioma Solaire Caraïbes</b> 16 rue des Artisans Zac du Bac 97220 La Trinité (Martinique)	10,000	(1,950)	10,000	100.00%
<b>Albioma Solaire Amazonie (anciennement Albioma Solaire Guyane 2017)</b> Lieu-dit Savane Aubanèle PK 9, route du Dégrad Saramaca 97310 Kourou (French Guiana)	10,000	(15,279)	10,000	100.00%
<b>Saint Benoit Energies vertes</b> ZI de Beaufonds Chemin Manioc 97470 Saint-Benoît (Reunion Island)	10,000	n/a	2	20.00%
<b>Albioma Solaire Organabo</b> Lieu-dit Savane Aubanèle PK 9, route du Dégrad Saramaca 97310 Kourou (French Guiana)	10,000	(6,389)	10,000	100.00%
<b>Albioma Solaire Galion (anciennement Solaire Du Bac)</b> 16 rue des Artisans, ZAC du Bac 97220 La Trinité (Martinique)	1,000	(19,321)	51	51.00%
<b>Albioma Solaire France</b> Ecoparc, ZI Courtine 120 rue Jean-Marie Tjibaou 84000 Avignon, France	1,088,038	8,172,476	77,717	100.00%
<b>Albioma Solaire Développement (anciennement Albioma Solaire)</b> 21 rue Hélène Boucher Zone Aéroportuaire 97438 Sainte-Marie (Reunion Island)	1,000	(2,263)	100	100.00%
<b>Total</b>				

Carrying amount of the shares			Shareholder advances, loans and current accounts	Dividend received in 2020	Revenue (excl. tax) for the last financial year	Net income for the last financial year
Gross	Provision	Net				
1,000	1,000	-	-	-	-	n/a
250	250	-	-	-	-	n/a
113,250	113,250	-	112	-	-	n/a
226,500	226,500	-	118	-	-	n/a
18,803	18,803	0	-	-	n/a	n/a
10,000	-	10,000	380,314	-	-	10,764
10,000	-	10,000	60,077	-	-	(3,092)
2,000	2,000	-	-	-	-	n/a
10,000	-	10,000	174,824	-	-	(2,018)
1	-	1	293,136	-	-	(2,722)
16,349,242	-	16,349,242	3,422	2,999,876	563,750	656,193
1,000	-	1,000	848	-	-	(2,288)
<b>287,746,288</b>	<b>24,494,036</b>	<b>263,252,252</b>	<b>(35,777,829)</b>	<b>42,409,628</b>		

## 5.4. Statutory Auditors' Report on the annual financial statements

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

### PricewaterhouseCoopers Audit

63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

### Mazars

Tour Exaltis – 61 rue Henri Regnault  
92400 Courbevoie

### To the Albioma General Meeting,

#### OPINION

In compliance with the assignment entrusted to us by your General Meeting, we have audited the Albioma annual financial statements for the financial year ended 31 December 2019, as appended to this report.

In our opinion, the annual financial statements for the financial year under review give a true and fair view of the Company's assets and liabilities, financial position and profit and loss, in accordance with generally-accepted accounting principles in France.

The opinion given above is consistent with the content of our report to the Audit, Accounts and Risks Committee.

#### BASIS FOR OUR OPINION

##### Auditing standards

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the section of this report entitled "Statutory Auditors' responsibilities regarding the audit of the annual financial statements".

##### Independence

We conducted our audit, in accordance with the rules of independence laid out in the French Commercial Code and the French Code of Ethics for Statutory Auditors, during the period from 1 January 2020 to the date of issue of our report. In particular we did not provide any services prohibited by Article 5 (1) of Regulation (EU) no. 537/2014.

#### JUSTIFICATION OF OUR ASSESSMENTS - KEY AUDIT MATTERS

The Covid-19 global pandemic has created unusual conditions in terms of preparing and auditing the financial statements for this financial year. In fact, this pandemic and the extraordinary measures put in place in response to it have had a whole range of consequences for companies, particularly on their business and financing, along with increased uncertainty on their outlook. Some of these measures, such as travel restrictions and remote working, have also impacted the internal organisation of companies and how audits are organised.

It is against this complex and evolving situation that, in accordance with 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 key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance for the audit of the annual financial statements for the financial year under review, as well as our responses to those risks.

These assessments were made in the context of our audit of the annual financial statements taken as a whole and of forming our opinion expressed above. We do not provide a separate opinion on specific items included in these annual financial statements.

#### Measurement of participating interests (Notes 2.2 and 3.1 "Long-term investments" to the annual financial statements).

##### Description of the risk

Albioma holds participating interests in thermal power plants and in photovoltaic plants. At 31 December 2020, the net amount at which participating interests were recognised in the statement of financial position was €263,252 thousand, i.e.

56% of the Company's total assets. The gross value at which current account balances due from investees were recognised in the statement of financial position was €54,988 thousand, against which impairment provisions had been recognised totalling €5,059 thousand. These account balances are recognised on the "Other receivables" line. Participating interests are initially recognised at their acquisition cost.

As indicated in Note 2.2 to the annual financial statements, a review of the indications of impairment of participating interests is performed annually on a line-by-line basis. If there is evidence of impairment, the present value is updated. The present value is initially determined on the basis of the Group's share in the recorded net assets of the investee. If said share is lower than the carrying amount of the participating interest, the present value is estimated on the basis of future cash flows.

Estimating future cash flows requires significant judgement on the part of management, particularly as regards the drawing up of forecasts and the selection of the discount rates and long-term growth rates used. The forecasts are based on economic and operational assumptions such as the availability of the plants or changes in operating costs.

If the present value determined in this manner is lower than the carrying amounts of the interests held and the current account balances, a provision for impairment is recognised.

Given the relative importance of these participating interests to the statement of financial position and the uncertainties inherent in the assumptions used to measure their present value, we have taken the view that the measurement of participating interests and, where relevant, that of the related current account balances owed by subsidiaries is a key audit matter.

#### **Audit procedures implemented to address this risk**

To assess the reasonableness of the estimated present values of the participating interests and current accounts, our audit work focussed mainly on:

- understanding the processes implemented by the Group to identify indications of impairment and draw up budgets;
- in the case of measurements using historical data, checking that the equity used matches the accounts of the investees;
- in the case of measurements based on forecast information, assessing the reasonableness of the assumptions used (forecast earnings, growth rates and discount rates) by comparing it with historical performance and by corroborating it with the relevant contractual terms and conditions and the economic and regulatory environment in which Albioma operates.

#### **SPECIFIC VERIFICATIONS**

We have also performed, in accordance with professional standards applicable in France, the specific verifications provided for by law and regulation.

#### **Information provided in the management report and in other documents on the financial position and the annual financial statements sent to shareholders**

We have no comments to make as to the fair presentation and consistency with the annual financial statements of the information provided in the Board of Directors' management report and in the other documents on the financial position and the annual financial statements sent to shareholders.

We confirm the accuracy and consistency with the annual financial statements of the information relating to payment times referred to in Article D. 441-6 of the French Commercial Code.

#### **Report on corporate governance**

We confirm that the disclosures required under Articles 225-37-4, 22-10-10 and L.22-10-9 of the French Commercial Code have been included in the Board of Directors' report on corporate governance.

Regarding the information provided pursuant to the provisions of Article L. 22-10-9 of the French Commercial Code on the remuneration and benefits paid to corporate officers and on commitments given on their behalf, we have verified their consistency with the financial statements or with the data used in the preparation of these financial statements and, where applicable, with the information gathered by your company from controlled companies within the scope of consolidation. Based on this work, we certify that this information provides a true and fair view.

Regarding the information relating to those factors your Company has deemed likely to have an impact in the event of a public purchase or exchange offer, which was provided in accordance with Article L. 22-10-11 of the French Commercial Code, we have verified its consistency with the documents from which it was extracted and which were provided to us. Based on this work, we have no comments to make on this information.

#### **Other information**

Pursuant to the law, we have verified that the various items of information on the identity of the holders of the share capital and voting rights have been provided to you in the management report.

#### **OTHER CHECKS OR DISCLOSURES REQUIRED BY LAW AND REGULATION**

##### **Format of presentation of the annual financial statements to be included in the annual financial report**

In accordance with Article 222-3 (III) of the AMF General Regulation, Company Management has informed us of its decision to postpone the application of the single electronic reporting format as defined in Commission Delegated Regulation no. 2019/815 of 17 December 2018 to financial years beginning on or after 1 January 2021. As a result, this report does not include any conclusions regarding compliance with this format in the presentation of the annual financial statements to be included in the annual financial report referenced in Article L. 451-1-2 (I) of the French Monetary and Financial Code.

##### **Appointment of the Statutory Auditors**

We were appointed as Statutory Auditors of Albioma by the General Meeting of 18 May 2010 in the case of PricewaterhouseCoopers Audit and 27 May 2004 in the case of Mazars.

At 31 December 2020, PricewaterhouseCoopers Audit was in the eleventh consecutive year of its term of office and Mazars was in its 17<sup>th</sup> year.

#### **RESPONSIBILITIES OF MANAGEMENT AND PERSONS CHARGED WITH CORPORATE GOVERNANCE IN RESPECT OF THE ANNUAL FINANCIAL STATEMENTS**

It is management's responsibility to prepare annual financial statements giving a true and fair view in accordance with French accounting rules and principles and to implement the internal control procedures it deems necessary to ensure that the annual financial statements it has prepared are free of material misstatement, whether due to fraud or error.

When preparing the annual financial statements, it is management's responsibility to assess the company's ability to continue as a going concern, to present in those financial statements, where relevant, the necessary information relating to its viability as a going concern, and to apply the going concern accounting convention unless the Company is expected to be wound up or to cease operating.

The Audit, Accounts and Risks Committee is responsible for monitoring the financial reporting process and the effectiveness of the internal control and risk management systems and, where relevant, the internal audit system, as these apply to the procedures for preparing and processing the accounting and financial information.

The annual financial statements have been approved by the Board of Directors.

#### **STATUTORY AUDITORS' RESPONSIBILITIES REGARDING THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS**

##### **Audit objectives and approach**

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the annual financial statements taken as a whole are free of material misstatement. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with professional standards will systematically identify all material misstatements. Misstatements may result from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions that users of the financial statements make based on them.

As specified by Article L. 823-10-1 of the French Commercial Code, our responsibility is to certify the financial statements, and not to guarantee the viability or the quality of your Company's management.

As part of an audit carried out in accordance with French professional standards, the Statutory Auditors exercise professional judgement throughout the audit. In addition, they:

- identify and assess the risks of material misstatement in the annual financial statements, whether resulting from fraud or error, define and implement audit procedures to deal with those risks, and obtain audit evidence they deem sufficient and appropriate to provide a basis for their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentation, or the circumvention of internal controls;
- obtain an understanding of the internal control system relevant to the audit so as to define audit procedures that are appropriate in the circumstances, and not for the purposes of expressing an opinion on the effectiveness of the internal control system;
- assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as information about them disclosed in the annual financial statements;
- assess the appropriateness of Management's application of the going concern accounting convention and, depending on the audit evidence obtained, whether a material uncertainty exists related to events or circumstances likely to jeopardize the company's ability to continue as a going concern. This assessment is based on the evidence obtained up to the date of the auditors' report. It should, however, be noted that subsequent circumstances or events could cause the company to cease to continue as a going concern. If they conclude that a material uncertainty exists, they will draw readers' attention to the related disclosures in the annual financial statements or, if such disclosures are not provided or are inadequate, they will either issue a qualified opinion on the financial statements or refuse to certify them;
- evaluate the overall presentation of the annual financial statements and assess whether the annual financial statements represent the underlying transactions and events in such a manner as to achieve fair presentation.

#### **Report to the Audit, Accounts and Risks Committee**

We submit a report to the Audit, Accounts and Risks Committee which provides information about the scope of our audit and the work programme implemented, as well as our audit findings. We also bring to its attention, where relevant, material weaknesses in the internal control system that we identified in respect of the procedures for preparing and processing accounting and financial information.

The information provided in our report to the Audit, Accounts and Risks Committee includes the risks of material misstatement that we consider to have been the most important to the audit of the annual financial statements for the financial year under review and which therefore constitute the key audit matters, which we are required to describe in this report.

We also provide the Audit, Accounts and Risks Committee with the statement stipulated by Article 6 of Regulation (EU) 537-2014 confirming our independence, within the meaning of the rules applicable in France as specified, in particular, in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the statutory auditors' professional code of ethics. Where relevant, we discuss with the Audit, Accounts and Risks Committee any risks to our independence and the safeguards applied.

Neuilly-sur-Seine and Courbevoie, 29 April 2021

The Statutory Auditors,

#### **PricewaterhouseCoopers Audit**

Jérôme Mouazan  
Partner

#### **Mazars**

Daniel Escudeiro  
Partner



# 6

## LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

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## 6.1. Company information

### 6.1.1. IDENTIFICATION DETAILS

#### 6.1.1.1. Name

The Company has been called Albioma since the General Meeting of 30 May 2013, at which the shareholders resolved to change the Company's name. Prior to this meeting, the Company was called Séchilienne-Sidéc.

#### 6.1.1.2. Legal form

Albioma is a French limited company incorporated as a *société anonyme* governed by a Board of Directors.

#### 6.1.1.3. Legislation applicable to the issuer

Albioma is governed by French law.

#### 6.1.1.4. Trade and companies register

The Company is registered in the Nanterre Trade and Companies Register under number 775 667 538 (APE Code: 7010 Z).

#### 6.1.1.5. Legal Entity Identifier (LEI)

The Company's Legal Entity Identifier (LEI) is 9695002W8GRJRZ44MA62.

#### 6.1.1.6. Date of incorporation and duration of the Company (Article 6 of the Memorandum and Articles of Association)

*"The Company's duration (initially fixed at 30 years, extended until 31 December 1949 and then until 31 December 2039) has been further extended for an additional period of 60 years pursuant to a resolution adopted at the Extraordinary General Meeting of 16 June 2009 and accordingly, the Company will cease to exist on 31 December 2099 save in the event of early dissolution or further extension."*

#### 6.1.1.7. Objects (Article 3 of the Memorandum and Articles of Association)

*"The Company has the following objects:*

- *to study, create, finance, supply, operate and sell, either directly or indirectly, facilities recycling and/or using any form of fossil fuel or renewable energy along with all electrometallurgical, electronic, electrochemical, chemical, gaseous, metallurgical, electrical, mechanical, thermal, hydraulic, handling and traction products, appliances and equipment,*
- *to acquire direct or indirect holdings in any existing or future French or foreign business or company, whose corporate objects may contribute towards the achievement of the corporate objects or are connected to these objects or similar or related objects, and to take over the management of the said business or company,*
- *and, generally, to carry out all industrial and commercial transactions and all transactions involving movable or immovable property, that are directly or indirectly connected to the foregoing or that may be useful for the corporate objects or instrumental in the achievement or development thereof."*

#### 6.1.1.8. Registered office

The Company's registered office is at Tour Opus 12, 77 esplanade du Général de Gaulle, 92081 Paris La Défense, France.

#### 6.1.1.9. Financial year

The Company's financial year commences on 1 January and ends on 31 December of each year.

#### 6.1.1.10. Consultation of company documents

The Memorandum and Articles of Association, company and consolidated financial statements, reports and shareholder information can be consulted at the Company's registered office, at Tour Opus 12, 77 esplanade du Général de Gaulle, 92081 Paris La Défense, during office hours (postal address: Tour Opus 12, La Défense 9, 77 esplanade du Général de Gaulle, 92914 La Défense Cedex). Most of these documents can also be viewed, free of charge, on the Company's website [www.albioma.com](http://www.albioma.com).

#### 6.1.1.11. Contact details

Tour Opus 12  
La Défense 9  
77 esplanade du Général de Gaulle  
92914 La Défense Cedex  
France  
+33 (0)1 47 76 67 00  
[communication@albioma.com](mailto:communication@albioma.com)

### 6.1.2. MEMORANDUM AND ARTICLES OF ASSOCIATION

#### 6.1.2.1. Amendments to the Memorandum and Articles of Association approved by the General Meeting of 29 May 2020

The General Meeting of 29 May 2020 approved the amendment of Articles 21 and 38 of the Memorandum and Articles of Association on Director remuneration. The aim of these amendments was to bring the Memorandum and Articles of Association into compliance with the new provisions of Law No. 2019-486 of 22 May 2019 on business growth and transformation, known as the PACTE Law, which replaced the term "directors fees" with the term "remuneration" with respect to the remuneration of Directors.

#### 6.1.2.2. Amendments to the Memorandum and Articles of Association submitted for approval by the General Meeting of 25 May 2021

The General Meeting of 25 May 2021 will be asked to deliberate on amendments to the provisions of Article 19 of the Memorandum and Articles of Association to allow the Board of Directors to ask the General Meeting to reappoint Directors for terms of office of under four years, so as to re-establish and subsequently maintain the steady renewal of terms of office on the Board of Directors (see additional information in Sections 7.1.2.5 on pages 291 *et seq.* and 7.2.2.8, page 309 of this Universal Registration Document).

### 6.1.2.3. Administration and General Management (Articles 19 to 29 of the Memorandum and Articles of Association)

#### Article 19 of the Memorandum and Articles of Association

*“Governance of the Company shall be entrusted to a Board composed of at least three members and no more than twelve members, appointed by the shareholders at General Meetings.*

*The term of office of each member of the Board of Directors shall be four years, where one year corresponds to the period from one Annual General Meeting to the next.*

*Outgoing Directors may be reappointed.*

*In the event a seat on the Board becomes vacant between two General Meetings due to resignation or death, the Board shall be entitled to make a provisional appointment for the remainder of the term of office of the replaced Director, with a view to maintaining the same number of Board members.*

*The shareholders shall make a final appointment at the next Ordinary General Meeting. However, if the number of Board members falls below the statutory minimum of three, the Board or - failing that - the Statutory Auditors, shall immediately convene a General Meeting to make up the numbers. Any interested party may do the same, in accordance with the terms and conditions laid down by law.*

*In the event any appointments made by the Board of Directors are not subsequently ratified by the shareholders, all the Board’s decisions and actions shall nevertheless remain valid.*

*No more than one-third of the total number of Directors in office may be aged over 70. Whenever this maximum is exceeded, the oldest Director who has not held or does not hold office as Chairman or who has not held office as Chief Executive Officer of the Company will stand down at the next General Meeting, unless compliance with the aforementioned proportion has been established as a result of a decision of the Board pursuant to this Article.”*

#### Article 20 of the Memorandum and Articles of Association

*“The Directors must each hold four hundred (400) registered shares throughout their term of office.*

*In the event a Director does not hold the aforementioned number of shares at the time of his appointment or ceases to hold the aforementioned number at any time during his office, he will be deemed to have automatically resigned unless he remedies the situation within a six (6) month period.”*

#### Article 21 of the Memorandum and Articles of Association

*“By way of remuneration for their duties, the Directors shall receive remuneration, the overall amount of which will be set by the General Meeting. The individual amounts to be paid to the Directors in this respect, based on their duties and actual attendance at Board and Committee meetings, shall be set by the Board of Directors.”*

#### Article 22 of the Memorandum and Articles of Association

*“The Board shall appoint one of its members as Chairman, who must have French nationality or be a citizen of a member state of the European Economic Area, and, if need be, shall determine his remuneration. The Chairman shall be appointed for a term of office that may not exceed his term of office as a Director. The Board shall appoint a secretary, who may but need not be a Board member.*

*The Chairman represents the Board of Directors. He organises and oversees its work, and reports thereon to the General Meeting. He ensures the Company’s governance bodies operate properly and, more specifically, that the Directors are in a position to perform their duties.*

*In the event the Chairman reaches the age of 65 during his term of office, he will remain in office until expiry of his term of office. The Board of Directors may then reappoint him as Chairman once or more than once, provided the total term does not exceed the term of a directorship.*

*When the roles of Chairman of the Board of Directors and Chief Executive Officer are combined, the Board shall appoint one of its members as Lead Independent Director to ensure the proper functioning of the Company’s governance bodies and that Directors receive the information they need to perform their duties.*

*Meetings are chaired by the Chairman of the Board of Directors, except in the following scenarios when the Lead Independent Director is tasked with this responsibility:*

- *proceedings for which the Chairman is absent;*
- *proceedings in which the Chairman does not participate and does not vote;*
- *the Chairman’s absence;*
- *the Chairman is temporarily or permanently precluded.*

*Should the Lead Independent Director be in one of the above situations, the meeting will be chaired by a Director specially appointed to this end by Board members attending the meeting.*

## 6 • LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

### 6.1. Company information

Meetings are called by the Chairman or, in the event of the temporary or permanent incapacity of the latter, by the Lead Independent Director. In any event, meetings of the Board of Directors may be called by half of its members. However, if a Board meeting has not been held for more than two months at least one third of the Directors may call a meeting, stating the agenda. The Chief Executive Officer may also ask the Chairman to call a meeting of the Board of Directors to consider a specific agenda.

Notices of meetings are given by any means, including orally, in principle at least 48 hours before the meeting of the Board of Directors, except in the event of an emergency.

In accordance with the legal and regulatory provisions and the Internal Regulations adopted by the Board of Directors, and within the limits provided thereby, Directors who attend meetings of the Board of Directors using video-conferencing or telephone conferencing facilities that allow them to be identified and guarantee their effective participation shall be deemed present when calculating the quorum and majority. However, such methods may not be used when adopting the annual financial statements and the management report or when adopting the consolidated financial statements and the Group management report.

All Directors may be represented by another Director at a specific meeting. A proxy may be appointed by means of an ordinary letter or even by telegram. A Director may only represent one other Director at a given meeting. The presence of at least half of the Directors in office is necessary for the Board to validly transact business. Decisions shall be taken by a majority of the votes of the members present or represented, and any Director who represents another Director shall hold two votes. In the event of a tie, the chairman of the meeting shall have a casting vote."

#### Article 23 of the Memorandum and Articles of Association

"Decisions shall be recorded in minutes kept in a special minute book as required by law, and signed by the chairman of the meeting and at least one Director. In the event the chairman of the meeting is unable to sign, the minutes shall be signed by at least two Directors.

The minutes shall be drawn up in accordance with the law.

Copies of or excerpts from the minutes required as evidence in court, or for any other reason, shall be validly certified by the Chairman of the Board of Directors, the Chief Executive Officer, a Director temporarily acting as chairman or any person specifically authorised for that purpose by the Board of Directors.

Production of a copy of or excerpt from the minutes of a meeting shall be sufficient proof of the number of Directors in office and the number present or represented at the meeting.

An excerpt from minutes recording a grant of authority by the Board shall be sufficient evidence of the existence of such authority."

#### Article 24 of the Memorandum and Articles of Association

"The Board of Directors shall define the Company's business policies and supervise their implementation. Subject to the powers expressly granted to shareholders at General Meetings and to the scope of the Company's objects, it shall deal with all issues affecting the proper running of the Company and settle all matters concerning the Company in the course of its meetings. It shall define the Company's strategic policies, and its prior authorisation shall be required for any material transaction that falls outside the scope of the announced business strategy, including major organic growth investments, internal restructuring operations or external acquisitions or sales.

The Board of Directors shall carry out all the checks and controls it considers appropriate. It shall review the Company's financial position, cash flow situation and commitments on a regular basis."

#### Article 25 of the Memorandum and Articles of Association

##### Choice between two methods of General Management

"In accordance with Article L. 225-51-1 of the French Commercial Code, the Company's General Management shall be the responsibility of either the Chairman of the Board of Directors or of another natural person appointed by the Board of Directors with the title of Chief Executive Officer.

The Board of Directors shall decide which method of General Management shall apply. The Board's decision concerning the choice of method of general management must be approved by the majority of Directors present or represented at the meeting. Shareholders and third parties shall be informed of the Board of Directors' decision in accordance with the terms and conditions laid down in the applicable regulations.

A change in the method of General Management shall not require the amendment of the Memorandum and Articles of Association"

##### General Management

"The Chairman or the Chief Executive Officer shall be responsible for the Company's General Management, depending on the method of management chosen by the Board of Directors.

The Chief Executive Officer shall be appointed by the Board of Directors, which shall also determine his term of office, his remuneration, if applicable, and any limitations placed on his authority, if appropriate.

*He must be aged under 70 in order to hold office. In the event he reaches this age limit when in office, the Chief Executive Officer shall be automatically deemed to have resigned and a new Chief Executive Officer shall be appointed.*

*The Chief Executive Officer may be removed from office at any time by the Board of Directors. A Chief Executive Officer who is not also Chairman may claim compensation if he is removed from office without just cause."*

#### **Powers of the Chief Executive Officer**

*"The Chief Executive Officer shall be vested with the broadest powers to act in all circumstances in the name of the Company. He shall exercise these powers within the limits of the Company's objects and subject to any powers expressly granted by law to the shareholders and the Board of Directors. He shall represent the Company in dealings with third parties. The Company shall be bound by any actions or decisions of the Chief Executive Officer that do not fall within the scope of the Company's objects, unless the Company can prove that the third party was aware that the action or decision in question fell outside the scope of the objects or could not have been unaware thereof, in view of the circumstances. However, mere publication of the Memorandum and Articles of Association is not sufficient proof thereof."*

#### **Deputy Chief Executive Officers**

*"Following a proposal by the Chief Executive Officer, irrespective of whether this office is held by the Chairman of the Board of Directors or by any other person, the Board of Directors may appoint one or more natural persons to assist the Chief Executive Officer, with the title of Deputy Chief Executive Officer.*

*The Board of Directors shall determine, in conjunction with the Chief Executive Officer, the scope and period of validity of the powers granted to the Deputy Chief Executive Officers, and shall set their remuneration, if applicable.*

*The Deputy Chief Executive Officer or Officers shall have the same powers as the Chief Executive Officer with regard to third parties.*

*In the event the Chief Executive Officer no longer holds office or is unable to act, the Deputy Chief Executive Officers shall remain in office with the same powers and responsibilities until a new Chief Executive Officer is appointed, subject to any decision to the contrary by the Board of Directors.*

*Deputy Chief Executive Officers may be removed from office at any time by the Board of Directors, on the basis of a proposal by the Chief Executive Officer. Deputy Chief Executive Officers may claim compensation if they are removed from office without just cause."*

#### **Article 26 of the Memorandum and Articles of Association**

*"The Board of Directors may create committees composed of Directors, or managers, or of both Directors and managers of the Company. Members of these Committees shall be responsible for reviewing any matters referred to them by the Board or its Chairman."*

#### **Article 27 of the Memorandum and Articles of Association**

*"Subject to the Chairman's consent, the Board of Directors may enter into agreements with any senior managers, defining the term of their appointments, the scope of their powers and responsibilities, retirement provisions and terms and conditions relating to their removal from office.*

*Lastly, the Board of Directors may grant powers to any person of its choice pursuant to a special power of attorney for one or more specific purposes."*

#### **Article 28 of the Memorandum and Articles of Association**

*"Any agreement entered into directly or via an intermediary between the Company and one of its Directors, its Chief Executive Officer, one of its Deputy Chief Executive Officers, one of its shareholders holding more than 10% of the voting rights or, if the shareholder is a company, the company controlling it within the meaning of Article L. 233-3 of the French Commercial Code, shall require the prior authorisation of the Board of Directors under the terms and conditions laid down by law.*

*This shall also apply to any agreements in which any of the persons referred to in the previous paragraph have an indirect interest.*

*Any agreements entered into, directly or via an intermediary, between the Company and any company or undertaking when one of the Directors, the Chief Executive Officer or one of the Deputy Chief Executive Officers of the Company is an owner, partner with unlimited liability, manager, director, member of the supervisory board or, more generally, senior executive of such company or business shall also require prior authorisation.*

*The Chairman of the Board of Directors shall inform the Statutory Auditors of all authorised agreements, as the Statutory Auditors are required to present a special report on such agreements to the shareholders at General Meetings. The shareholders shall vote on the report in accordance with the terms and conditions laid down by law.*

*The foregoing provisions shall not apply to agreements relating to everyday transactions entered into at arm's-length. However, the interested party shall inform the Chairman of the Board of Directors of any such agreement, unless it is not material for any of the parties thereto, in view of its purpose or financial implications, and the Chairman of the Board of Directors shall inform the Directors and the Statutory Auditors of all such agreements and their purpose. Any shareholder may ask to receive a copy of any such agreement."*

#### Article 29 of the Memorandum and Articles of Association

*“The Chairman and the members of the Board of Directors shall be responsible and liable for the performance of their duties in accordance with the terms and conditions laid down in the applicable laws.”*

#### 6.1.2.4. Rights, benefits and restrictions attached to shares (Articles 9 to 12, 14 to 18, 37 and 45 of the Memorandum and Articles of Association)

#### Article 9 of the Memorandum and Articles of Association

*“At least one quarter of the par value of each share is payable at the time of subscription plus the issue premium, if any, in full, and the balance is payable on the dates set by the Board of Directors, and within a maximum time period of five years.*

*In the event of a public offering and if the capital increase is completed solely as a result of implementation of the performance bond signed in accordance with the terms and conditions laid down by law, the part of the par value that is due and, if applicable, the full amount of the issue premium, must be paid no later than 35 days after the end of the subscription period.*

*All shares that have not been fully paid up shall be registered shares until they are paid up in full.*

*Shareholders shall be informed of all calls for payments on shares that have not been fully paid up by means of a notice published in an official gazette for legal notices for the area in which the registered office is located, fifteen days before the date set for payment.*

*Shareholders, intermediary transferees and subscribers shall be jointly and severally liable for the payment of the price of a share.”*

#### Article 10 of the Memorandum and Articles of Association

*“Interest shall be automatically payable to the Company at the official rate on any late payments, with effect from the due date and without the need for any application to the courts.*

*In the event any payment after the first payment is not made on the due date, the Company shall be entitled to arrange for the sale, in accordance with the terms and conditions laid down by law, of the shares for which payment of the amounts due has not been received, one month after it has sent a formal demand for payment to the defaulting shareholder by recorded delivery with proof of delivery. The Company shall be entitled to sell the shares on the market on the defaulting shareholder's behalf and at his risk, without any need for a court order, using the services of a brokerage firm.*

*On expiry of a period of thirty clear days from the aforementioned formal demand, shares for which any amount due is still outstanding shall no longer entitle their holder to attend*

*meetings of shareholders and take part in the voting, and shall not be counted when calculating the quorum.*

*Rights to dividends and preferential subscription rights in the event of a capital increase attached to such shares shall be suspended. After payment of all sums due in principal plus interest, the shareholder may request payment of any dividends that have not lapsed in the meantime. The shareholder may not take any action with regard to preferential subscription rights in the event of a capital increase if the time period set for exercising such rights has expired.*

*The net proceeds from the sale of such shares shall be offset against the amount owed to the Company by the expropriated shareholder, in accordance with the law, and the remaining balance shall be owed by or to the shareholder, as the case may be.*

*The Company shall also be entitled to take legal action personally and under ordinary law against the shareholder and his guarantors, either before, after or at the same time as the sale of the shares.”*

#### Article 11 of the Memorandum and Articles of Association

*“Shares that have not been fully paid up shall be registered in an account as registered shares until full payment of the price.*

*Each payment made on shares subscribed shall be recorded in an account opened in the name of the subscriber.”*

#### Article 12 of the Memorandum and Articles of Association

*“Shares that have been fully paid up shall be registered in an account as registered shares or bearer shares, as the shareholder wishes.*

*Share transfers, irrespective of their form, shall be made by an account-to-account transfer in accordance with the terms and conditions laid down in the applicable laws and regulation.”*

#### Article 14 of the Memorandum and Articles of Association

*“Subject to any rights granted to preference shares, if any are issued, each share shall entitle its holder to a fraction of the corporate assets proportionate to the amount of capital it represents.*

*It shall also entitle its holder to a share of the profits, as provided in Articles 45 and 48 hereof.*

*During the Company's existence and at the time of its liquidation, each share shall entitle its holder to receive an identical net amount in any allocation or redemption; this means that, when necessary, all the shares shall be grouped together and treated identically for the purposes of any tax exemptions or taxes levied in respect of such allocation or redemption to be borne by the Company, while taking into consideration, if applicable, the amount of any redeemed or non-redemmed capital, the par value of the shares and the rights attached to shares of different classes.”*

**Article 15 of the Memorandum and Articles of Association**

*“Shareholders shall only be committed for up to the amount of the capital represented by each share. Any call for payment over and above such amount is prohibited.”*

**Article 16 of the Memorandum and Articles of Association**

*“All shares are indivisible with regard to the Company. Joint shareholders must be represented by one single person in all dealings with the Company.”*

**Article 17 of the Memorandum and Articles of Association**

*“Ownership of a single share shall entail acceptance of the Company’s Memorandum and Articles of Association and of all the resolutions adopted by the shareholders at General Meetings.*

*Whenever several shares need to be held in order to exercise a specific right, in particular for the purpose of the exchange or allocation of shares in the course of a capital reduction, capital increase through the capitalisation of reserves, merger or any other transaction, single shares or an insufficient number of shares shall not give their holders any rights with regard to the Company. The shareholders must personally arrange to group together or to purchase or sell the requisite number of shares or voting rights.”*

**Article 18 of the Memorandum and Articles of Association**

*“A shareholder’s heirs or creditors shall not be entitled to request that the Company’s assets and property be placed under seal or to request the division or sale by auction thereof, or interfere in any way in the management of the Company, on any grounds whatsoever.*

*When exercising their rights they should refer to the corporate statements of assets and liabilities, and the resolutions adopted by shareholders at General Meetings.”*

**Article 37 of the Memorandum and Articles of Association**

*«At all General Meetings the quorum shall be calculated on the basis of all shares comprising the capital, other than those that have been stripped of voting rights pursuant to the laws or regulations.*

*Each shareholder shall have a number of votes corresponding to the number of shares he holds or represents on which no payments are outstanding, and the length or method of ownership of the shares shall not grant any shareholder double or multiple voting rights in any respect whatsoever.”*

**Article 45 of the Memorandum and Articles of Association**

*1. “The Company’s net revenue, recorded in the annual statement of assets and liabilities, less overheads and other expenditure incurred by the Company, including all depreciation and provisions, shall constitute net profit.*

*Firstly, at least five per cent of the profit, less, where applicable, any losses carried forward, shall be deducted to form the reserve fund prescribed by law. This deduction shall cease to be compulsory when the reserve fund reaches one tenth of the capital and resume if the reserve falls below this amount.*

*The distributable profit is comprised of the net profit of the financial year, less any losses carried forward together with any amounts to be posted to reserves pursuant to the law, plus any retained earnings.*

*The amount needed to pay shareholders, by way of an initial dividend, six per cent of the amounts paid-up on their shares that have not been redeemed and six per cent of the amounts, where applicable, of premiums on shares issued for cash recorded in an “additional paid-in capital” account shall be deducted from the distributable profit. The shareholders are not entitled to claim these amounts from the profit of subsequent years if the profit of a given year does not permit such payment.*

*From the available surplus, the General Meeting may, at the proposal of the Board of Directors, appropriate a portion of said distributable profit that it will advise for the creation of contingency funds and general or special reserves, of any type whatsoever or even simply as retained earnings.*

*The balance constitutes a mass that is split between the shares, in proportion to the respective portion of the capital that they represent.*

*Moreover, the shareholders at a General Meeting may decide to distribute sums deducted from the reserves available to them: in such a case, the resolution adopted must expressly state the reserve funds from which the sums will be deducted.*

*Save in the event of a capital reduction, no dividend may be paid to shareholders if the Company’s net assets are lower than the amount of the Company’s capital plus the reserves that cannot be distributed pursuant to the law or the Memorandum and Articles of Association.*

*If the Extraordinary General Meeting decides to redeem shares, this transaction must be carried out in accordance with the procedures and provisions prescribed by law. Once the capital shares have been fully redeemed, they will be replaced by dividend shares and the holders of these shares will have all of the rights attached to non-redeemed shares of the same type as regards their entitlement to a share of the profit and the Company’s assets and their right to vote at General Meetings other than the right to the initial 6% dividend provided for above and repayment in the event of the Company’s liquidation.”*

2. "Any shareholder who can prove, at the end of a financial year, that he has held registered shares for at least two years and still holds them on the date of payment of the dividend for the financial year will be entitled to an increased dividend on such registered shares corresponding to 10% of the dividend paid on other shares, including when the dividend is paid in the form of new shares. The increased dividend will be rounded down to the next euro cent if need be.

Similarly, any shareholder who can prove, at the end of a financial year, that he has held registered shares for at least two years and still holds them on the date of completion of a capital increase by the capitalisation of reserves, profit or premiums resulting in a distribution of bonus shares will be entitled to an increase in the bonus shares allocated to such shareholder corresponding to 10%, rounded down to the next lowest whole number of shares if need be.

The number of shares held by any given shareholder that are eligible for such increases may not exceed 0.5% of the capital.

The provisions of this paragraph 2 will apply for the first time to the payment of dividends for the financial year ended 31 December 2015, resolved by the shareholders at the Ordinary General Meeting to be held in 2016."

#### 6.1.2.5. Amendment to shareholder rights (Article 39 of the Memorandum and Articles of Association)

Please see Section 6.1.2.6 on page 256 of this Universal Registration Document.

#### 6.1.2.6. General Meetings (Articles 31 to 42 of the Memorandum and Articles of Association)

##### Article 31 of the Memorandum and Articles of Association

"A General Meeting shall be held once a year within the first half of the year, although this time period may be extended by court order.

General Meetings held in special session may also be called whenever the Board considers this appropriate.

A General Meeting may also be called, where necessary, by the persons allowed to do so by law.

General Meetings shall be convened in accordance with the terms and conditions laid down by law.

A notice of the meeting shall be published in the official gazette of statutory legal notices (Bulletin des Annonces Légales Obligatoires - BALO), at least 35 days before the date of the General Meeting. The notice shall contain all the information required by law.

Requests to add draft resolutions to the agenda may be submitted between the date of publication of the notice in the BALO and the 25th day before the date of the General

Meeting, but cannot be submitted more than 20 days after the date of publication of the notice in the BALO.

A notice of the meeting shall be published in a gazette authorised to publish legal notices in the département in which the registered office is located and, if the Company shares are admitted to trading on a regulated market or if some of the shares are not registered shares, in the official gazette of statutory legal notices (Bulletin des annonces légales obligatoires - BALO), at least 15 days before the date of the General Meeting when convened the first time, or at least 10 days before the date of the General Meeting if it has been convened a second time.

Notices of meetings shall include all the information required by the law and regulations.

Beneficial owners of shares shall be invited to attend both Ordinary and Extraordinary General Meetings."

##### Article 32 of the Memorandum and Articles of Association

"General Meetings shall comprise all shareholders, irrespective of the number of shares they hold, provided all amounts due thereon have been fully paid up and also provided they have not been stripped of their voting rights.

General Meetings shall be held and transact business in accordance with the provisions of applicable laws and regulations. In particular, all shareholders are allowed, if decided by the Board of Directors and published in the notice prior to the General Meeting and/or in the notice of call to meeting, to vote at the said General Meeting using any means of electronic communication allowing the shareholder to be identified, in accordance with the provisions and procedures set out in applicable laws and regulations.

All shareholders are entitled to attend General Meetings, in person or through a proxy, provided that they produce proof of their identity and title to their securities, in accordance with the provisions of applicable laws and regulations.

Shareholders may vote using a ballot form in accordance with the provisions and procedures set out in applicable laws and regulations. In particular, all shareholders are entitled to submit ballot forms prior to General Meetings, either in paper form or, if decided by the Board of Directors and published in the notice prior to the General Meeting and/or in the notice of call to meeting, by a method of electronic communication.

Shareholders may vote through a proxy in accordance with the provisions and procedures set out in applicable laws and regulations. In particular, all shareholders are entitled to submit proxy forms prior to General Meetings in paper form or by a method of electronic communication. Whenever a shareholder submits a proxy form without designating the proxy holder, the Chairman of the General Meeting shall vote in favour of all resolutions presented or approved by the Board of Directors, and against all other resolutions. In order to vote differently, the shareholder must designate a proxy holder who must agree to vote in the manner stated on the proxy form.

*In the event a shareholder attends a meeting in person, his proxy or ballot form shall be cancelled, provided the shareholder has expressly requested an admission pass at least two business days before the date of the meeting.*

*Ballot and proxy forms may only be submitted electronically if said forms contain an electronic signature, resulting from a reliable process identifying the shareholder and guaranteeing his/her relationship with the online form to which the signature is affixed. Votes cast prior to a General Meeting using this electronic procedure and the relevant acknowledgement of receipt will be treated as irrevocable, enforceable written documents. However, the appointment of a proxy may be revoked using the same procedure as that required for the appointment of a proxy.*

*If securities are transferred prior to midnight Paris time on the second working day preceding the General Meeting, the Company shall cancel the proxy or vote cast prior to the General Meeting or amend them accordingly, as applicable.*

*Shareholders that are legal entities may be represented at any General Meeting by one of their partners, directors or employees, who may but need not be a shareholder in a personal capacity, provided they can produce proof of their office or position.*

*Joint shareholders shall be represented at General Meetings by one of them, or by a single representative. In the event of any disagreement, the representative shall be appointed by the court following an application by the first joint shareholder to act.*

*The voting rights attached to a share shall belong to the beneficial owner at both Ordinary General Meetings and Extraordinary General Meetings."*

#### **Article 33 of the Memorandum and Articles of Association**

*"General Meetings that have been duly and properly convened and formed shall represent all the shareholders."*

#### **Article 34 of the Memorandum and Articles of Association**

*"General Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence or if temporarily or permanently precluded, by the Lead Independent Director if one has been appointed. Failing that, the meeting shall be chaired by a Director designated by the Board, if the meeting has been called by the Board.*

*The two shareholders holding the largest number of shares, both personally and as representatives, who are present and accept such duties shall act as scrutineers.*

*The officers of the meeting shall designate a secretary, who may but need not be a member of the General Meeting.*

*An attendance sheet shall be drawn up, which shall contain the information required by law. The sheet shall be initialled*

*by the shareholders present and all representatives and shall be certified accurate by the officers of the General Meeting; it shall be kept at the registered office and must be produced whenever requested."*

#### **Article 35 of the Memorandum and Articles of Association**

*"The agenda of the General Meeting shall be determined by the person convening the meeting.*

*However, one or more shareholders representing at least the proportion of the capital provided by the laws and regulations may request the addition of draft resolutions to the agenda. So that they can exercise this right, shareholders must be provided with the necessary information in accordance with the procedures and within the time period laid down by law.*

*Only items appearing on the agenda may be discussed at General Meetings. However, shareholders may remove one or several Directors from office at any General Meeting and replace them."*

#### **Article 36 of the Memorandum and Articles of Association**

*"Ordinary General Meetings shall only validly transact business when called the first time if the shareholders present or represented hold at least one fifth of the shares with voting rights. When the meeting is called a second time, no quorum requirements shall apply.*

*Annual Ordinary General Meetings and Ordinary General Meetings held in special session shall adopt resolutions by a majority of the votes held by the shareholders present or represented.*

*Unless the law provides otherwise, Extraordinary General Meetings shall only validly transact business if the shareholders present or represented hold at least one quarter of the shares with voting rights when the meeting is called the first time, and at least one fifth of the shares with voting rights when the meeting is called a second time. Failing that, the meeting can be postponed to a later date, provided this is no more than two months after the date scheduled when called a second time.*

*Extraordinary General Meetings shall adopt resolutions by a majority of two thirds of the votes held by the shareholders present or represented, unless the law provides otherwise.*

*Special meetings shall only validly transact business if the shareholders present or represented hold at least one third of the shares with voting rights whose rights are to be modified at the meeting when the meeting is called the first time, and one fifth of such shares when the meeting is called a second time. Failing that, the meeting can be postponed to a later date, provided this is no more than two months after the date scheduled when called a second time.*

*Special meetings shall adopt resolutions subject to the same terms and conditions as Extraordinary General Meetings."*

#### **Article 37 of the Memorandum and Articles of Association**

Please see Section 6.1.2.4 on page 253 of this Universal Registration Document.

#### **Article 38 of the Memorandum and Articles of Association**

*“The report by the Board of Directors on the Company’s business and the reports of the Statutory Auditors shall be presented to shareholders at Ordinary General Meetings.*

*Ordinary General Meetings have remit to discuss, approve or modify the financial statements and declare dividends. The resolution approving the balance sheet and financial statements can only be adopted after the presentation of a report by the Statutory Auditors, failing which the resolution shall be invalid.*

*Ordinary General Meetings vote on the special report prepared by the Statutory Auditors as required by law.*

*They appoint the Directors and Statutory Auditors.*

*They shall set the overall amount of the sums to be allocated among the Directors as remuneration for their duties.*

*They authorise the Company to trade in Company shares on the financial markets in accordance with the terms and conditions and within the limits laid down by law.*

*They vote on any other proposals included in the agenda that are not within the remit of the Extraordinary General Meeting.”*

#### **Article 39 of the Memorandum and Articles of Association**

*“The Extraordinary General Meeting has sole remit to amend the Memorandum and Articles of Association. It is not, however, entitled to increase the shareholders’ commitments, subject to any transactions resulting from a duly and properly completed reverse stock split.*

*The Extraordinary General Meeting shall not be entitled to change the nationality of the Company, unless the country of which the Company is planning to adopt the nationality, and to which it wishes to transfer its registered office, has entered into a special agreement with France allowing such operations and maintaining the Company’s legal personality.*

*Any resolution adopted at a General Meeting to modify the rights relating to a specific class of shares shall only be final after it has been approved at a Special Meeting of the shareholders of the said class.”*

#### **Article 40 of the Memorandum and Articles of Association**

*“With effect from the date an Ordinary or Extraordinary General Meeting is called, and for at least fifteen days prior to the date of the meeting, all the shareholders shall be entitled to consult the documents and information listed by law, at the registered office. Shareholders shall only be entitled to consult the report by the Statutory Auditors during the aforesaid fifteen-day period.*

*Any holder of registered shares or any shareholder who has produced proof that his shares have been registered in an account in accordance with Article 32 of the Memorandum and Articles of Association may submit a request, between the date the General Meeting is called and the fifth day before the meeting, inclusive, to be posted the documents and information listed by law.*

*This right to consult includes the right to make copies, with the exception of the statement of assets and liabilities.”*

#### **Article 41 of the Memorandum and Articles of Association**

*“Proceedings at General Meetings shall be recorded in minutes kept in a special minute book as required by law, and shall be signed by the officers of each meeting.*

*Copies of or excerpts from the minutes required as evidence in court, or for any other reason, shall be certified by the Chairman of the Board of Directors, a Director holding the office of Chief Executive Officer or the secretary of the General Meeting.*

*Following the Company’s dissolution and during its liquidation, such copies or experts shall be certified by the liquidators or any one of them.”*

#### **Article 42 of the Memorandum and Articles of Association**

*“Resolutions adopted in accordance with the applicable laws and the Memorandum and Articles of Association shall be binding on all shareholders, including those who were absent or voted against the resolution.”*

#### **6.1.2.7. Shareholding thresholds**

The provisions of Article L. 233-7 of the French Commercial Code, under which the crossing of thresholds corresponding to one twentieth, one tenth, three twentieths, one fifth, one quarter, three tenths, one third, one half, two thirds, eighteen twentieths or nineteen twentieths of the capital or voting rights, either upwards or downwards, must be disclosed, are supplemented by Article 13 of the Memorandum and Articles of Association:

*“Without prejudice to Article L. 233-7 of the French Commercial Code, any person who directly or indirectly holds a fraction of the Company’s capital that is equal to 1% or any multiple of this percentage below 5% is required to report this to the Company within five days of crossing a threshold either upwards or downwards.”*

The sanctions applicable in the event of non-disclosure are set out in Article L. 233-14 of the French Commercial Code.

#### **6.1.2.8. Clauses that may affect control of the Company**

None.

### 6.1.2.9. Changes to the capital (Articles 8 and 39 of the Memorandum and Articles of Association)

#### Article 8 of the Memorandum and Articles of Association

*“Voting on a proposal by the Board of Directors, the shareholders may adopt a resolution at an Extraordinary General Meeting to increase or reduce the capital by any means allowed by the applicable laws.*

*In the event of a reduction of the capital, the shareholders may resolve that shareholders must sell or purchase a sufficient number of existing shares to enable them to exchange the existing shares for new shares, with or without payment or receipt of the cash balance, even when the capital reduction is not decided due to the existence of losses.”*

#### Article 39 of the Memorandum and Articles of Association

Please see Section 6.1.2.6 on page 256 of this Universal Registration Document.

## 6.2. Share capital

### 6.2.1. PROVISIONS OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION CONCERNING CHANGES IN CAPITAL AND VOTING RIGHTS

Please see Section 6.1.2.6 on pages 254 *et seq.* and Section 6.1.2.9 on page 257 of this Universal Registration Document.

### 6.2.2. ISSUED CAPITAL AND UNISSUED AUTHORISED CAPITAL

#### 6.2.2.1. Issued capitals

As at 31 December 2020, the Company's capital was €1,218,213.54 divided into 31,641,910 shares with a par value of €0.0385 each, all of the same class and enjoying the same rights, fully subscribed and fully paid-up. The capital did not change between 31 December 2020 and the filing of this Universal Registration Document.

#### 6.2.2.2. Unissued authorised capital

**Summary of the authorisations that are currently valid or that expired during the 2020 financial year granted to the Board of Directors by the General Meeting, to allow it to increase or reduce the capital, buy back the Company's own shares or allot bonus performance shares.**

The table below shows, in particular pursuant to the provisions of Article L. 225-37-4 of the French Commercial Code, the currently valid deliberations as well as those that expired during the 2020 financial year, granted to the Board of Directors by the General Meeting, to allow it to increase or reduce the capital, buy back the Company's own shares or allot bonus performance shares, and the extent to which they were used by the Board of Directors during the 2020 financial year. It also summarises the main features of the delegations and authorisations put to the General Meeting of 25 May 2021 (see additional information in Section 7.2 on pages 283 *et seq.* of this Universal Registration Document).

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### 6.2. Share capital

Nature of authorisation	Date of General Meeting (resolution number)	Period (in months)	Maximum amount authorised
<b>INCREASE OF CAPITAL</b>			
Issue with maintenance of preferential subscription rights	27/05/2019 (15)	26	30% of capital, €200 million in par value for debt securities
Increase in the amount of issues with maintenance of preferential subscription rights	27/05/2019 (16)	26	15% of initial issue <sup>1</sup>
Issue with waiver of preferential subscription rights by way of an offer referred to in Article L. 411-2 (1°) of the French Monetary and Financial Code of debt securities giving access to the capital	n/a	n/a	n/a
Issue in consideration for contributions in kind	29/05/2020 (14)	26	10% of capital <sup>1</sup>
Issue with waiver of preferential subscription rights in favour of members of a company savings plan or a group savings plan	29/05/2020 (15)	26	0.75 % of the capital <sup>16</sup>
Issue with waiver of preferential subscription rights in favour of members of a company savings plan or a group savings plan	27/05/2019 (17)	26	0.75 % of the capital <sup>1</sup>
Capital increase by the capitalisation of premiums, reserves, profit or other sums eligible for capitalisation	27/05/2019 (18)	26	Total amount that can be capitalised as at the date of the Board of Directors' decision
<b>RACHAT PAR LA SOCIÉTÉ DE SES PROPRES ACTIONS</b>			
Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme	29/05/2020 (11)	18	"10% of the capital on the date of purchase (5% of the capital in the case of shares that may be bought with the intention of subsequently delivering them in payment or exchange as part of an acquisition) Maximum total amount of purchases, net of costs: €35 million Maximum purchase price per share: €45"
Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme	29/05/2020(12)	18	10% of the share capital per 24-month period
Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme	27/05/2019 (13)	18	"10% of the capital on the date of purchase (5% of the capital in the case of shares that may be bought with the intention of subsequently delivering them in payment or exchange as part of an acquisition) Maximum total amount of purchases, net of costs: €30 million Maximum purchase price per share: €28"
Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme	27/05/2019 (14)	18	10% of the share capital per 24-month period
<b>SHARE SUBSCRIPTION AND PURCHASE OPTIONS AND BONUS PERFORMANCE SHARES</b>			
Grant of authorisation to the Board of Directors to allot existing bonus performance shares to employees and corporate officers of the Company and related companies	29/05/2020 (13)	38	846,000 shares
Grant of authorisation to the Board of Directors to allot existing bonus performance shares to employees and corporate officers of the Company and related companies	30/05/2018 (15)	38	919,000 shares

1. Maximum amount set against the cap of 30% of the capital (for capital securities) and €200 million (for debt securities) provided for by the 15th resolution of the General Meeting of 27 May 2019.

2. Expired on 29 May 2020.

3. See additional information in Section [●] on pages [● et seq.] of this Universal Registration Document.

4. See additional information in Section 6.3.6.2 on pages 263 et seq. of this Universal Registration Document.

5. See additional information in Section 6.4.3.1 on pages 271 et seq. of this Universal Registration Document.

6. The aggregate nominal amount of the capital increases that may result from this delegation and the delegation granted to the Board of Directors by the 17th resolution approved by the General Meeting of 27 May 2019 may not exceed 0.75% of the capital on the date of the issuance decision.

7. Maximum amount set against the cap of 30% of the capital (for capital securities) and €200 million (for debt securities) provided for by the 16th resolution of the General Meeting of 25 May 2021.

8. Maximum amount set against the cap of 10% of the capital (for capital securities) provided for by the 18th resolution of the General Meeting of 25 May 2021.

9. See additional information in Section [●] on page [●] of this Universal Registration Document regarding the use of this delegation during the 2021 financial year.

Valid authorisations (and authorisations that expired during the 2019 financial year)		Authorisations proposed to the General Meeting of 29/05/2020		
Methods for determining the issue price	Use during the financial year	Resolution number	Period (in months)	Maximum amount authorised
Freely determined by the Board of Directors	None <sup>2</sup>	16	26	30% of capital, €200 million in par value for debt securities
Issue price of shares or securities offered with maintenance of preferential subscription rights	None <sup>2</sup>	17	26	15% of initial issue <sup>7</sup>
n/a	n/a	18	26	€200 million in par value for debt securities, 10% of capital <sup>7</sup>
Determined by the Board of Directors based on a report by the Contribution Auditor	None	19	26	10% of capital <sup>7,8</sup>
Determination by the Board of Directors in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code and may not be less than 70% of the average opening price of the Company's shares on the Euronext Paris market in the 20 trading days prior to the date of the Board of Directors' decision setting the date on which the subscription period opens.	None <sup>9</sup>	20	26	1.5% of capital <sup>7,8</sup>
Determination by the Board of Directors in accordance with the provisions of Articles L. 3332-18 et seq. of the French Labour Code and may not be less than 80% of the average opening price of the Company's shares on the Euronext Paris market in the 20 trading days prior to the date of the Board of Directors' decision setting the date on which the subscription period opens.	Issue of 39,927 new shares to FCPE Albioma <sup>2,3</sup>	n/a	n/a	n/a
n/a	None <sup>2</sup>	21	26	Total amount that can be capitalised as at the date of the Board of Directors' decision
n/a	Implementation of a liquidity contract operated by Rothschild Martin Maurel (428,444 treasury shares as at 31/12/2020, none of which are held under the liquidity contract) <sup>4</sup>	14	18	"10% of the capital on the date of purchase (5% of the capital in the case of shares that may be bought with the intention of subsequently delivering them in payment or exchange as part of an acquisition) Maximum total amount of purchases, net of costs: €35 million Maximum purchase price per share: €60"
n/a	None	15	18	10% of the share capital per 24-month period
n/a	Implementation of a liquidity contract operated by Rothschild Martin Maurel (428,444 treasury shares as at 31/12/2020, none of which are held under the liquidity contract) <sup>4</sup>	n/a	n/a	n/a
n/a	None <sup>2</sup>	n/a	n/a	n/a
n/a	None <sup>5</sup>	n/a	n/a	n/a
n/a	Allotment of 296,103 bonus performance shares <sup>5</sup>	n/a	n/a	n/a

### Potential capital

The table below shows the potential capital on 31 December 2020 and on the date of filing of this Universal Registration Document.

	31/12/2020		As at the filing date of this Registration Document	
	Potential number of shares	Potential par value (in euros)	Potential number of shares	Potential par value (in euros)
Issued capital	31,641,910	1,218,213.54	31,641,910	1,218,213.54
Authorised unissued capital	1,071,731	41,261.64	1,071,731	41,261.64
of which, resulting from exercise of stock options	-	-	-	-
of which, resulting from bonus performance shares allotted	-	-	-	-
of which, resulting from redeemable share subscription and/or purchase warrants (BSAAR warrants)	1,071,731	41,261.64	1,071,731	41,261.64
<b>Total</b>	<b>32,713,641</b>	<b>1,259,475.18</b>	<b>32,713,641</b>	<b>1,259,475.18</b>

Seeing that only treasury shares may be used for the current bonus performance share plans (see additional information in Section 6.4.3.1 on pages 270 *et seq.* of this Universal Registration Document), the potential capital as at 31 December 2020 and as at the filing date of this Universal Registration Document was solely linked to the existence of the redeemable share subscription and/or purchase warrant ("BSAAR Warrants") plan put in place at the end of the 2018 financial year.

#### Further information on the redeemable share subscription and/or purchase warrant ("BSAAR Warrants") plan put in place in 2018

Acting upon the authority granted to it by the General Meeting of 30 May 2018, the Board of Directors, at its meeting of 8 November 2018, decided to issue a maximum of 1,071,731 redeemable share subscription and/or purchase warrants ("BSAAR Warrants"), with the waiver of the preferential subscription rights of shareholders, in favour of 43 eligible individuals chosen from among the employees and executive corporate officers of the Company and its subsidiaries (including the Chief Executive Officer of the Company).

The main aim of the issue was to associate the Group's key managers to the Group's medium-term growth and performance. The offering responds to these managers' wish to invest indirectly, without any contribution from the Company, a considerable proportion of their personal savings in Albioma shares in order to support the roll-out of the Company strategy via a financial product enabling an optimal alignment of the interests of the Group's senior managers with those of its shareholders.

The issue was a resounding success. With a subscription rate of over 140%, the transaction resulted in the issue of 1,071,731 BSAAR warrants of €0.90 each (giving issue proceeds of €964,557.90) between 31 subscribers including

the Company's Chief Executive Officer, who subscribed for 110,650 BSAAR warrants. The Company's Board of Directors appointed Accuracy as appraiser, commissioned to give an independent opinion on the unit issue price of the BSAAR warrants. Accuracy considered the issue price to be reasonable, stating: "*The estimated value of each BSAAR warrant ranges from €0.62 to €1.16. On this basis, the price of €0.90 considered by the Company for the issue of the BSAAR warrants seems reasonable to us.*" Accuracy's full report on its appraisal of the BSAAR warrants can be found on the Company's website ([www.albioma.com](http://www.albioma.com)).

The BSAAR warrants entitle their holders to subscribe for new shares and/or purchase existing Albioma shares; the Company may, at its discretion, allot new shares or existing shares or a combination of new and existing shares. A request will be made to admit the BSAAR warrants for trading on the Euronext Growth market. This request will be made no sooner than 6 December 2021 (save exceptions), the date from which the BSAAR warrants may be exercised. Until their admission for trading, the BSAAR warrants may neither be transferred nor exercised (save exceptions). Subject to the applicable adjustment rules, one BSAAR warrant will entitle its holder, at the Company's discretion, to subscribe for a new or existing share, in consideration for payment of the exercise price. Said price was set at €20.90, i.e. a price equal to 120% of the average closing prices quoted for the Company's shares over a period of 20 consecutive trading days preceding 8 November 2018. The BSAAR warrants may be exercised at any time as from their admission for trading on the Euronext Growth market, scheduled for 6 December 2021, until 4 December 2024, subject to the Board of Directors' right to temporarily suspend the exercise period. After 4 December 2024, the BSAAR warrants shall automatically lapse and, consequently, may not be exercised by their holders.

The maximum number of shares that could result from the exercise of the warrants (in the event that all the BSAAR warrants are exercised and that all the shares allotted upon exercise of the BSAAR warrants are new shares, without adjustments) is 1,071,731, representing approximately 3.39% of the Company's capital at 31 December 2020, and 3.28% of the Company's capital post exercise of the BSAAR warrants. In this case, the capital increase carried out would have a par value of €41,261.6435. Exercise of all the BSAAR warrants would generate issue proceeds of up to €22,399,177.90.

The terms and conditions of the BSAAR warrants thus issued are available on the Company's website ([www.albioma.com](http://www.albioma.com)). Since the offer did not require the drawing up of a prospectus subject to the approval of the AMF (*Autorité des Marchés Financiers* - French Financial Markets Authority), its launch resulted, pursuant to the applicable legal and regulatory provisions, in the publication of a press release on 8 November 2018, which is available on the Company's website ([www.albioma.com](http://www.albioma.com)).

#### Option-based mechanisms that could impact the capital of the Company or of its subsidiaries

Not applicable (see additional information in Section 6.2.2.2] on pages 258 *et seq.* of this Universal Registration Document on the redeemable share subscription and/or purchase warrant ("BSAAR Warrants") plan put in place in 2018).

#### Non-capital securities

On 7 December 2021, the Group arranged the private placement of a Sustainability-Linked Euro PP for €100 million, in two €50 million tranches with respective maturities of seven and eight years and annual coupons of 2.85% for the former and 3% for the latter, in particular to refinance the Euro PP issued in 2014 that matured on 8 December 2020. The transaction resulted in the issue at par and the admission to trading on Euronext Access of 100,000 bonds with a face value of €100,000.

The Group wished to tie some of the financial terms to the achievement of a sustainability performance target measured by a key indicator, namely the proportion of energy production from renewable sources out of the Group's overall energy production. Albioma published a framework document<sup>1</sup> in line with the Sustainability-Linked Bond Principles issued by the International Capital Market Association, on which a *Second Party Opinion*<sup>2</sup> was issued.

### 6.2.3. CHANGES IN CAPITAL DURING THE LAST FIVE YEARS

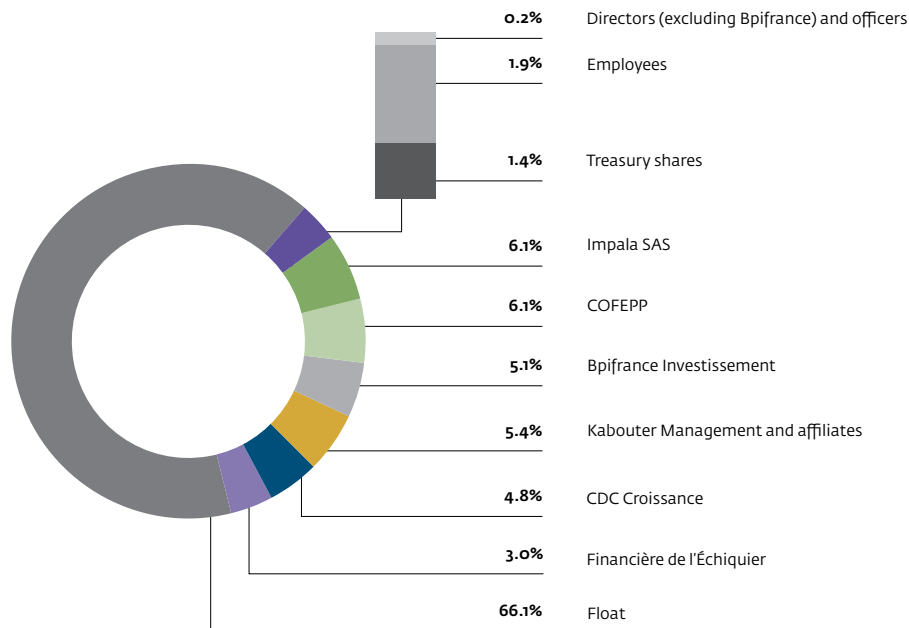
Date	Transaction	Par value of the share after the transaction (in euros)	Change in par value of the capital (in euros)	Amount of the capital after the transaction	Number of shares created or cancelled	Number of shares after the transaction
31/12/2015	-	0.0385	-	1,146,674.64	-	29,783,757
04/07/2016	Payment in shares of 50% of the dividend for the 2015 financial year	0.0385	16,688.79	1,163,363.43	433,475	30,217,232
10/07/2017	Payment in shares of 50% of the dividend for the 2016 financial year	0.0385	15,541.60	1,178,905.04	403,678	30,620,910
10/07/2018	Payment in shares of 50% of the dividend for the 2017 financial year	0.0385	11,924.76	1,190,829.79	309,734	30,930,644
10/07/2019	Payment in shares of 50% of the dividend for the 2018 financial year	0.0385	15,010.73	1,205,840.52	389,889	31,320,533
10/07/2020	Payment in shares of 50% of the dividend for the 2019 financial year	0.0385	10,835.83	1,216,676.35	281,450	31,601,983
30/10/2020	Capital increase reserved for members of the group savings plan	0.0385	1,537.19	1,218,213.54	39,927	31,641,910

1. The Sustainability-Linked Financing Framework can be found on the Company's website, [www.albioma.com](http://www.albioma.com).

2. Drawn up by Vigeo Eiris and available on the Company's website, [www.albioma.com](http://www.albioma.com).

## 6.3. Shareholders

### 6.3.1. SHAREHOLDER STRUCTURE AS AT THE FILING DATE OF THE UNIVERSAL REGISTRATION DOCUMENT



### 6.3.2. CONTROL OF THE COMPANY, CROSSING OF STATUTORY DISCLOSURE THRESHOLDS, SHAREHOLDERS HOLDING MORE THAN 5% OF THE CAPITAL OR THE VOTING RIGHTS

#### 6.3.2.1. Control of the Company

Until 19 June 2015, the Company was controlled by the following acting in concert: Financière Hélios (which, until that date, held 11,023,435 shares in the Company representing 37.07% of the capital and 37.24% of the voting rights), Altamir (which, until that date, held 449,727 shares representing 1.51% of the capital and 1.52% of the voting rights) and a private equity fund (*fonds professionnel de capital investissement*) called Apax France VI, managed by Apax Partners (which, until that date, held 1,156,028 shares representing 3.89% of the capital and 3.90% of the voting rights). Until that date, Financière Hélios was directly and indirectly controlled by Altamir and by Apax France VI.

On 5 June 2015, Apax Partners, the management company for Apax France VI and investment advisor for Altamir, informed the market of its intent to distribute more than 95% of its direct and indirect holding in the Company to its investors, corresponding to approximately 30% of the capital, following which Altamir would directly and indirectly hold almost 12% of the capital.

Following the completion of these transactions on 24 June 2015, the concert party of Altamir (which at that date directly and indirectly owned via Financière Hélios, 3,536,524 shares representing 11.89% of the capital and 11.95% of the voting rights), various entities and affiliated individuals and the Apax France VI private equity fund, owned 4,221,566 shares representing 14.20% of the capital and 14.26% of the voting rights.

Accordingly, the Company ceased to be controlled on 19 June 2015, and this position had not changed on 31 December 2020 or on the date of filing of this Universal Registration Document.

### 6.3.2.2. Crossing of statutory disclosure thresholds, shareholders holding more than 5% of the capital or the voting rights

#### Situation as at 31 December 2020

To the best of the Company's knowledge, the only shareholders holding more than 5% of the capital or voting rights as at 31 December 2020 were:

- Caisse des Dépôts et Consignations (indirectly through EPIC Bpifrance, which in turn owns, through the ETI 2020 fund, which is managed by Bpifrance Investissement, 1,604,899 shares representing 5.07% of the capital and 5.14% of the voting rights, CDC Croissance and its other affiliates), owning 3,013,577 shares representing 9.52% of the capital and 9.65% of the voting rights;
- Compagnie Financière Européenne de Prises de Participation (COFEPP), holding 1,932,913 shares representing 6.11% of the capital and 6.19% of the voting rights;
- Impala SAS, which owns 1,917,619 shares representing 6.06% of the capital and 6.14% of the voting rights.

This situation results in particular from the crossing of capital and voting rights thresholds referred to in Article L. 2337 of the French Commercial Code notified to the Company during the 2020 financial year: on 17 April 2020, Financière de l'Échiquier, acting on behalf of funds it manages, disclosed that on 16 April 2020 it had crossed under the thresholds of 5% of the capital and voting rights and, on behalf of said funds, owned 1,549,541 shares representing 4.95% of the capital and 5.02% of the voting rights.

In application of Article L. 228-2 of the French Commercial Code and Article 13 of its Memorandum and Articles of Association, in October 2020, the Company introduced, through Euroclear France, a procedure for identifying its bearer shareholders (the so-called Identifiable Bearer Securities survey). This has not revealed any shareholders or intermediaries registered on behalf of non-resident shareholders with a holding exceeding one of the thresholds referred to in Article L. 233-7 of the French Commercial Code, other than those mentioned above.

#### Position as of the date of filing of this Universal Registration Document

The Company was informed of four crossings of the capital or voting right thresholds referred to in Article L. 233-7 of the French Commercial Code between 31 December 2020 and the date of filing of this Universal Registration Document.

- On 24 February 2021, Kabouter Management LLC, acting both on its own behalf and on behalf of Kabouter International Opportunities Fund II LLC and Kabouter International Mission Fund LLC which it manages, disclosed that on 19 February 2021 the 5% capital and voting rights thresholds had been exceeded and that it held, in particular on behalf of said funds, 1,596,011 shares representing 5.04% of the capital and 5.11% of the voting rights.
- On 26 February 2021, Caisse des Dépôts et Consignations disclosed that on 22 February 2021, the 10% capital and voting rights thresholds had been exceeded and that it indirectly held, via EPIC Bpifrance, in turn through the ETI 2020 fund managed by Bpifrance Investissement, CDC Croissance and CNP Assurances, 3,165,365 shares representing 10.00% of the capital and 10.14% of the voting rights.
- On 16 March 2021, Caisse des Dépôts et Consignations disclosed that on 11 March 2021, the 10% capital and voting rights thresholds had been crossed down and it indirectly held, via EPIC Bpifrance, in turn through the ETI 2020 fund managed by Bpifrance Investissement, CDC Croissance and CNP Assurances, 3,133,284 shares representing 9.90% of the capital and 10.04% of the voting rights.
- On 2 April 2021, Kabouter Management LLC, acting on behalf of Kabouter International Opportunities Fund II LLC which it manages, disclosed that on 1 April 2021 the 5% capital and voting rights thresholds had been exceeded and that it held, on behalf of said fund, 1,583,496 shares representing 5.00% of the capital and 5.07% of the voting rights. On this occasion, the Kabouter Management LLC, acting both on its own behalf and on behalf of Kabouter International Opportunities Fund II, LLC and Kabouter International Mission Fund, LLC which it manages, declared that it holds in these capacities 1,702,933 shares representing 5.38% of the capital and 5.46% of the voting rights.

## 6.3.3. CHANGES IN OWNERSHIP OF THE CAPITAL AND THE VOTING RIGHTS DURING THE LAST THREE FINANCIAL YEARS

	31/12/2020 <sup>1</sup>			31/12/2019 <sup>1</sup>			31/12/2018		
	Number of shares	% of capital	% of exercisable voting rights <sup>2</sup>	Number of shares	% of capital	% of exercisable voting rights <sup>2</sup>	Number of shares	% of capital	% of exercisable voting rights <sup>2</sup>
Caisse des Dépôts et Consignations <sup>3</sup>	3,013,577	9.52%	9.65%	2,963,121	9.46%	9.59%	2,934,623	9.49%	9.74%
Bpifrance Investissement	1,604,899	5.07%	5.14%	1,584,729	5.06%	5.13%	1,556,231	5.03%	5.17%
CDC Croissance	1,408,678	4.45%	4.51%	1,378,392	4.40%	4.46%	1,378,392	4.46%	4.58%
Compagnie Financière Européenne de Prises de Participation <sup>3</sup>	1,932,913	6.11%	6.19%	1,908,661	6.09%	6.18%	1,874,389	6.06%	6.22%
Impala SAS <sup>3</sup>	1,917,619	6.06%	6.14%	1,860,000	5.94%	6.02%	1,860,000	6.01%	6.18%
Financière de l'Échiquier <sup>3</sup>	1,286,858	4.07%	4.12%	1,573,186	5.02%	5.09%	1,346,178	4.35%	4.47%
Directors (excluding Financière Hélios et Bpifrance Investissement) and officers <sup>4</sup>	75,345	0.24%	0.24%	74,760	0.24%	0.24%	98,092	0.32%	0.33%
FCPE Albioma <sup>5</sup>	305,913	0.97%	0.98%	268,560	0.86%	0.87%	258,210	0.83%	0.86%
Employees (performance shares and stock options plans) <sup>6</sup>	307,987	0.97%	0.99%	463,414	1.48%	1.50%	153,309	0.50%	0.51%
Intra-Group cross-shareholdings	-	-	-	-	-	-	-	-	-
Treasury shares <sup>7</sup>	428,444	1.35%	-	434,164	1.39%	-	811,223	2.62%	-
Public	22,373,254	70.71%	71.68%	21,696,012	69.27%	70.24%	21,515,965	69.56%	71.44%
<b>Total</b>	<b>31,641,910</b>	<b>100.00%</b>	<b>100.00%</b>	<b>31,320,533</b>	<b>100.00%</b>	<b>100.00%</b>	<b>30,930,644</b>	<b>100.00%</b>	<b>100.00%</b>

1. The main changes to the ownership of the capital between 31 December 2020 and the date of filing of this Universal Registration Document are discussed in Section 6.3.2.2 on page 263 of this Universal Registration Document.

2. See additional information in Section 6.3.8 on page 269 of this Universal Registration Document. In the absence of any multiple voting rights, the percentage of theoretical voting rights is the same as the percentage of the capital.

3. See additional information in Section 6.3.2.2 on page 263 of this Universal Registration Document.

4. Directors and managers other than Bpifrance Investissement. As at 31 December 2020 and at 31 December 2019: Frédéric Moyne, Jean-Carlos Angulo, Pierre Bouchut, Marie-Claire Daveu, Frank Lacroix, Florence Lambert and Ulrike Steinhorst. As at 31 December 2018: Jacques Pêtry, Jean-Carlos Angulo, Pierre Bouchut, Marie-Claire Daveu, Valérie Landon, Frédéric Moyne and Ulrike Steinhorst.

5. An employee shareholder company investment fund (fonds commun de placement d'entreprise) operating as part of the Company's company savings plan and Group savings plan. For further information see Section 6.3.4 on page 265 and Section 1.9.3.1 on page 50 of this Universal Registration Document.

6. See additional information in Section 6.4.3.1 on pages 270 et seq. of this Universal Registration Document.

7. Shares held under a liquidity contract operated by Rothschild Martin Maurel and following the implementation of share buyback programmes, to acquire shares to be used for existing or future bonus performance share plans. See additional information in Section 6.3.6.2 on pages 265 et seq. of this Universal Registration Document.

#### 6.3.4. EMPLOYEE SHAREHOLDERS

As at 31 December 2020, the Company's employees and former employees held, via Albioma FCPE, an employee shareholder company investment fund operating as part of the company savings plan, a total of 305,913 shares, representing 0.97% of the capital and 0.98% of the voting rights.

In the 2020 financial year, the Company carried out a capital increase reserved for members of its Group savings plan, allowing employees and certain former employees of the Group's French companies to invest in Albioma shares through a bridge fund (the Albioma Relais 2020 FCPE), at a unit price of €34.48, reflecting the average opening share price from 19 August to 15 September 2020 reduced by 20%, and benefiting, under the conditions provided for in the bylaws of the Group savings plan, from a contribution from their employer. The capital increase reserved for members of Albioma's Group savings plan was completed on 12 October 2020. More than 43% of the eligible current and former employees chose to take part in the transaction, the first of its kind in the Group's history, resulting in a total subscription of nearly €1.4 million. The subscriptions received gave rise to the issue, on 30 October 2020, of 39,927 new shares with a par value of €0.0385, accounting for 0.13% of the capital, representing total issue proceeds of €1,376,682.96. The shares created, which carry immediate dividend rights, were admitted to trading on Euronext Paris the same day. Albioma Relais 2020 FCPE merged with Albioma FCPE pursuant to the decisions of the Supervisory Board of Albioma FCPE on 2 November 2020.

Pursuing the implementation of a proactive policy to strengthen employee shareholding, the Board of Directors, at its meeting held on 3 March 2021, decided to use the delegation granted to it by the General Meeting of 29 May 2020 for the purpose of offering employees and certain former employees, as well as corporate officers of the Group's French and Brazilian companies, the opportunity to participate in a new capital increase. The offer, called «Albioma Invest 2021», relates to a maximum of 0.62% of the capital on the date of filing of this Universal Registration Document and includes a classic component and a leveraged component with guaranteed capital and return. The reservation period for this new offer was not yet open on the filing date of this Universal Registration Document.

307,987 shares, representing 0.97% of the capital and 0.99% of the voting rights, were also held by employees of the Company and of its subsidiaries under the long-term incentive schemes implemented by the Group (see additional information in Section 6.4.3.1 on pages 270 *et seq.* of this Universal Registration Document).

#### 6.3.5. SHAREHOLDER AGREEMENTS

##### 6.3.5.1. Agreements liable to cause a change in control

None, to the best of the Company's knowledge.

##### 6.3.5.2. Shareholders' agreements (Articles L. 233-11 of the French Commercial Code and 223-18 of the General Regulation of the Financial Markets Authority)

None, to the best of the Company's knowledge.

##### 6.3.5.3. "Dutheil law" lock-in obligations

None, to the best of the Company's knowledge.

#### 6.3.6. INTRA-GROUP CROSS-SHAREHOLDINGS, TREASURY SHARES AND SHARE BUYBACK PROGRAMMES

##### 6.3.6.1. Intra-group cross-shareholdings

None.

##### 6.3.6.2. Treasury shares, liquidity contracts and share buyback programmes

###### Treasury shares

At 31 December 2020, the Company owned 428,444 treasury shares (representing 1.35% of the capital and without voting rights, with the same par value as ordinary shares<sup>1</sup>), wholly held following the implementation of share buyback programmes to be used for current or future bonus performance share plans.

###### Share buyback programmes

##### Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

During the 2020 financial year, the Board of Directors held two successive authorisations to buy back the Company's own shares within the framework of a share buyback programme, granted by the General Meetings of 27 May 2019 and 29 May 2020. The authorisation granted on 29 May 2020 invalidated the unused part of the authorisation granted on 27 May 2019.

<sup>1</sup> See additional information in Section 6.2.2.1 on page 255 of this Universal Registration Document.

## 6 • LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

### 6.3. Shareholders

The terms of these authorisations were as follows:

	General Meeting of 27 May 2019	General Meeting of 29 May 2020
<b>Objectives (in decreasing order of priority)</b>	<ul style="list-style-type: none"> <li>■ To foster liquidity and to stimulate the market for the Company's shares through an investment services provider acting completely independently under a liquidity contract and in accordance with a code of conduct recognised by the AMF.</li> <li>■ To implement all Company stock option plans in accordance with Articles L. 225-177 <i>et seq.</i> of the French Commercial Code, all awards of bonus shares under a company or Group savings plan in accordance with Articles L. 3332-1 <i>et seq.</i> of the French Employment Code, all awards of bonus shares under Articles L. 225-197-1 <i>et seq.</i> of the French Commercial Code, and all awards of bonus shares under any scheme to share in the Company's profits, and to carry out any hedging transactions in connection therewith, in accordance with the terms and conditions laid down by the market authorities and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority.</li> <li>■ To deliver shares when rights attached to securities giving immediate or subsequent access to Company shares by any means are exercised, and to carry out any hedging transactions in connection with the Company's obligations related to such securities, under the terms and conditions laid down by the market authorities and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority.</li> <li>■ To cancel all or some of the shares bought back within the framework of a capital reduction and under the terms and conditions authorised by the shareholders at a General Meeting.</li> <li>■ To keep the shares with a view to their subsequent delivery as payment or in exchange within the framework of acquisitions, in accordance with accepted market practices and the applicable regulations.</li> <li>■ To implement any other market practices that are accepted or recognised by the law or the AMF and, more generally, to achieve any other objective allowed by the applicable regulations.</li> </ul>	
<b>Maximum amount of capital that can be bought back</b>	10% of the capital (5% of the capital in the case of shares that may be bought with the intention of subsequently delivering them in payment or exchange as part of an acquisition). The Company may not hold more than 10% of its own capital at any time.	
<b>Maximum purchase price</b>	€28 per share, and in the event of capital transactions such as the capitalisation of reserves followed by the issue and award of bonus shares and/or a stock split or reverse stock split transaction, this maximum purchase price will be adjusted accordingly by applying a factor corresponding to the ratio between the number of shares comprising the capital before the transaction and the number of shares after the transaction.	€45 per share, and in the event of capital transactions such as the capitalisation of reserves followed by the issue and award of bonus shares and/or a stock split or reverse stock split transaction, this maximum purchase price will be adjusted accordingly by applying a factor corresponding to the ratio between the number of shares comprising the capital before the transaction and the number of shares after the transaction.
<b>Maximum amount, net of costs, allocated to the programme</b>	€30 million	€35 million
<b>Buying and selling procedures</b>	By any means, in particular on the market or off the market, including over-the-counter, or through block trades or a public offering. There is no limit on the proportion of securities subject to block trading, and block trades may account for the entire share buyback programme. However, the use of options, derivatives and hybrid securities is prohibited.	
<b>Automatic suspension of the authorisation in the case of a public offering</b>	Yes	Yes
<b>Term</b>	18 months from the date of the General Meeting	

During the 2020 financial year, shares were bought back under these authorisations in order to implement a liquidity contract operated by Rothschild Martin Maurel to guarantee the liquidity of the Albioma share on Euronext Paris.

No derivative products or option mechanisms were used for share buybacks in 2020. There was no open position (buy or sell) as at 31 December 2020, or on the date of the filing of this Universal Registration Document.

The Company has not used the authorisations to reduce its capital by cancelling shares acquired under a buyback programme granted by the General Meetings of 27 May 2019 and 29 May 2020 (see additional information in Section 6.2.2.2 on pages 257 *et seq.* of this Universal Registration Document).

### Liquidity contracts

During the 2020 financial year, a liquidity contract was implemented by Rothschild Martin Maurel to stimulate the market for Albioma securities on the Euronext Paris. This contract complies with the AMAFI (Association des Marchés Financiers) code of conduct approved by the Financial Markets Authority.

During the financial year, the assets allocated to the liquidity contract were as follows:

	30/06/2020 <sup>1</sup>	31/12/2020 <sup>2</sup>
Investment service provider	Rothschild Martin Maurel	Rothschild Martin Maurel
Number of shares held on the liquidity account	281	-
Cash held on the liquidity account (in euros)	3,008,689	3,042,035

1. Date on which positions were calculated for the half-yearly liquidity contract results as at 30 June 2020.

2. Date on which positions were calculated for the half-yearly liquidity contract results as at 31 December 2020.

There was no adjustment to the assets allocated to the liquidity contract in the 2020 financial year.

### Other buybacks and transfers during the 2020 financial year

None.

### Summary of the Company's trading in its own shares during the 2020 financial year

	2020	% du capital
<b>Total number of shares purchased over the 2020 financial year<sup>1</sup></b>	<b>176,944</b>	<b>0.56%</b>
of which, held under the liquidity contract operated by Rothschild Martin Maurel	176,944	0.56%
of which, held for other authorised purposes	-	-
<b>Total number of shares sold in the 2020 financial year<sup>1</sup></b>	<b>182,664</b>	<b>0.58%</b>
of which, held under the liquidity contract operated by Rothschild Martin Maurel	182,664	0.58%
of which, held for other authorised purposes	-	-
<b>Average purchase price (in euros)<sup>1</sup></b>	<b>39.04</b>	
<b>Average selling price (in euros)<sup>1</sup></b>	<b>39.33</b>	
<b>Total number of shares transferred over the 2020 financial year</b>	<b>-</b>	<b>-</b>
<b>Number of shares cancelled over the past 24 months</b>	<b>-</b>	<b>-</b>
<b>Number of shares held in the portfolio as at 31/12/2020</b>	<b>428,444</b>	<b>1.35%</b>
of which, held under the liquidity contract operated by Rothschild Martin Maurel	-	-
of which, to be used for current or future bonus performance share plans	428,444	1.35%
<b>Net book value of the portfolio as at 31/12/2020 (in euros)<sup>2</sup></b>	<b>6,940,637</b>	
of which, held under the liquidity contract operated by Rothschild Martin Maurel	-	-
of which, to be used for current or future bonus performance share plans	6,940,637	1.35%
<b>Market value of the portfolio as at 31/12/2020 (in euros)</b>	<b>20,136,868</b>	

1. Transactions between 1 and 31 December 2020.

2. Net book value of the portfolio with value date 31 December 2020, calculated using the "First In, First Out" method (FIFO).

### Proposal to the General Meeting of 25 May 2021 to renew the grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

#### General Meeting of 25 May 2021

<b>Objectives (in decreasing order of priority)</b>	<ul style="list-style-type: none"> <li>■ To foster liquidity and to stimulate the market for the Company's shares through an investment services provider acting completely independently under a liquidity contract and in accordance with a code of conduct recognised by the AMF.</li> <li>■ To implement all Company stock option plans in accordance with Articles L. 225-177 et seq. of the French Commercial Code, all awards of bonus shares under a company or Group savings plan in accordance with Articles L. 3332-1 et seq. of the French Employment Code, all awards of bonus shares under Articles L. 225-197-1 et seq. of the French Commercial Code, and all awards of bonus shares under any scheme to share in the Company's profits, and to carry out any hedging transactions in connection therewith, in accordance with the terms and conditions laid down by the market authorities and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority.</li> <li>■ To deliver shares when rights attached to securities giving immediate or subsequent access to Company shares by any means are exercised, and to carry out any hedging transactions in connection with the Company's obligations related to such securities, under the terms and conditions laid down by the market authorities and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority.</li> <li>■ To cancel all or some of the shares bought back within the framework of a capital reduction and under the terms and conditions authorised by the shareholders at a General Meeting.</li> <li>■ To keep shares with a view to their subsequent delivery as payment or in exchange within the framework of external growth operations.</li> <li>■ To implement any market practices that are accepted or recognised by the law or the AMF and, more generally, to achieve any other objective allowed by the applicable regulations.</li> </ul>
<b>Maximum amount of capital that can be bought back</b>	10% of the capital (5% of the capital in the case of shares that may be bought with the intention of subsequently delivering them in payment or exchange as part of an acquisition). The Company may not hold more than 10% of its own capital at any time.
<b>Maximum purchase price</b>	€60 per share, and in the event of capital transactions such as the capitalisation of reserves followed by the issue and award of bonus shares and/or a stock split or reverse stock split transaction, this maximum purchase price will be adjusted accordingly by applying a factor corresponding to the ratio between the number of shares comprising the capital before the transaction and the number of shares after the transaction.
<b>Maximum amount, net of costs, allocated to the programme</b>	€35 million
<b>Buying and selling procedures</b>	By any means, in particular on the market or off the market, including over-the-counter, or through block trades or a public offering. There is no limit on the proportion of securities subject to block trading, and block trades may account for the entire share buyback programme. However, the use of options, derivatives and composite securities is prohibited.
<b>Automatic suspension of the authorisation in the case of a public offering</b>	Yes
<b>Term</b>	18 months from the date of the General Meeting

### Proposal to the General Meeting of 29 May 2020 to renew the authorisation granted to the Board of Directors to reduce the capital by cancelling shares acquired under a share buyback programme

The General Meeting of 25 May 2021 is also invited to renew the authorisation granted to the Board of Directors by the General Meeting of 29 May 2020 to reduce the capital by cancelling shares acquired under a share buyback programme. The new authorisation shall invalidate the unused part of the authorisation granted to the Board of Directors by the General Meeting of 29 May 2020 (see additional information in Section 7.2.2.1 on pages 295 *et seq.* of this Universal Registration Document).

#### 6.3.7. PLEDGES OF THE COMPANY'S SHARES

To the best of the Company's knowledge, based on entries in the shareholder register, 20,908 shares representing 0.066% of the capital and 0.067% of the voting rights had been pledged as at 31 December 2020.

Identity of the shareholder (registered)	Beneficiary	Start date of pledge	End date of pledge	Conditions for freeing shares	Number of shares pledged	% of capital pledged as at 31/12/2020
Escuret Edmond	n/c	n/c	n/c	n/c	18,360	0.058%
Geoffroy Jean-Philippe	n/c	n/c	n/c	n/c	721	0.002%
Lubenec Stéphane	n/c	n/c	n/c	n/c	1,200	0.004%
Maisonneuve Pascal	n/c	n/c	n/c	n/c	627	0.002%
<b>Total</b>					<b>20,908</b>	<b>0.066%</b>

### 6.3.8. VOTING RIGHTS

As at 31 December 2020 and on the date of filing of this Universal Registration Document, each share entitled its holder to one voting right exercisable at General Meetings. On these dates there were no securities in existence that conferred multiple or special voting rights.

The Company's treasury shares have been temporarily stripped of voting rights. The Company publishes the number of exercisable voting rights and theoretical voting rights attached to the shares that comprise the capital every month (unless there are no material changes).

Theoretical voting rights are calculated on the basis of all the shares to which voting rights are attached, including treasury shares, temporarily stripped of voting rights. The number of theoretical voting rights is used to calculate the crossings of thresholds provided for by Article L. 233-7 of the French Commercial Code and by Article 13 of the Company's Memorandum and Articles of Association.

Exercisable voting rights are calculated on the basis of all the shares to which voting rights that can actually be exercised at General Meetings are attached and do not therefore include the voting rights attached to the treasury shares held.

The General Meeting of 28 May 2015 adopted by a large majority the amendment of Article 37 of the Memorandum and Articles of Association confirming the principle of "one share, one vote", as the Board of Directors had decided to make use of the exception allowed in Article L. 22-10-46 of the French Commercial Code.

## 6.4. Share subscription and purchase option plans and bonus performance share plans

### 6.4.1. THE GROUP'S LONG-TERM PROFIT SHARE POLICY

The Company sets great store in offering Group employees and management a long-term profit share plan. The current mechanisms take the shape of bonus performance share plans.

The mechanisms in force as at the date of filing of this Universal Registration Document are part of the three-year bonus performance share framework set up as a result of the resolutions adopted by the General Meetings of 30 May 2018 and 29 May 2020.

The framework adopted by the General Meeting of 30 May 2018, under which up to 919,000 shares could be awarded, representing 2.90% of the capital at 31 December 2020, is open to certain employees and executive corporate officers of the Company and of its subsidiaries. This allows the successive implementation of three bonus performance share plans,

each involving up to around 1% of the capital and covering a period of three financial years (2018-2020, 2019-2021 and 2020-2022). The first tranche saw the implementation, in 2018, of a "2018" plan involving 0.98% of the capital at 31 December 2020. The second tranche gave rise to the implementation, in 2019, of a "2019" plan involving 0.97% of the capital at 31 December 2020. The third tranche was implemented in 2020 through a "2020" plan involving 0.96% of the capital at 31 December 2020.

The framework adopted by the General Meeting of 29 May 2020, under which up to 846,000 shares could be awarded, representing 2.67% of the capital at 31 December 2020, and open to certain employees and executive corporate officers of the Company and of its subsidiaries allows, building on earlier mechanisms, the successive implementation of three bonus performance share plans, each involving up to around 0.9% of the capital and covering a period of three financial years (2021-2023, 2022-2024 and 2023-2025). The first tranche saw the implementation, in 2021, of a "2021" plan involving 0.71% of the capital at 31 December 2020. The second and third tranches of this framework will be implemented in 2022 and 2023.

### 6.4.2. SHARE SUBSCRIPTION AND PURCHASE OPTION PLANS

#### 6.4.2.1. Share subscription and purchase option plans in force as of the date of filing of the Universal Registration Document or expired during the 2020 financial year

None.

#### 6.4.2.2. Share subscription and purchase options granted to non-corporate officer employees, or exercised by them during the 2020 financial year

None.

### 6.4.3. BONUS PERFORMANCE SHARE PLANS

The information that follows, together with the information in Section 2.4.2.8 on pages 134 *et seq.* of this Universal Registration Document, constitutes the report of the Board of Directors referred to in Article L. 225-197-4 of the French Commercial Code.

## 6 • LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

### 6.4. Share subscription and purchase option plans and bonus performance share plans

#### 6.4.3.1. Bonus performance share plans in force as at the date of filing of the Universal Registration Document or expired during the 2020 financial year

##### Bonus performance share plans adopted by the General Meeting of 30 May 2018

2018 Plan

		As % of capital as at 31/12/2020
Date of the General Meeting	30/05/2018	
Date of the Board of Directors' meeting	30/05/2018	
Total number of initial beneficiaries	88	
Date of effective acquisition of the performance shares <sup>1</sup>	30/05/2021	
End date of the lock-in period for performance shares <sup>2</sup>	30/05/2022	
<b>Total number of performance shares allotted<sup>3</sup></b>	<b>309,600</b>	<b>0.98%</b>
of which, to the top 10 employees who are not corporate officers	133,100	0.42%
of which, to corporate officers	30,620	0.10%
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)	-	-
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	30,620	0.10%
<b>Number of performance shares effectively acquired as at 31/12/2020</b>	<b>-</b>	<b>-</b>
of which, to the top 10 employees who are not corporate officers	-	-
of which, to corporate officers	-	-
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)	-	-
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	-	-
<b>Total number of performance shares cancelled or lapsed as at 31/12/2020</b>	<b>27,520</b>	<b>0.09%</b>
of which, to the top 10 employees who are not corporate officers	17,240	0.05%
of which, to corporate officers	-	-
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)	-	-
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	-	-
<b>Number of performance shares remaining as at 31/12/2020</b>	<b>282,080</b>	<b>0.89%</b>
of which, to the top 10 employees who are not corporate officers	115,860	0.37%
of which, to corporate officers	30,620	0.10%
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)	-	-
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	30,620	0.10%

1. The vesting of the shares is subject to the following performance conditions being met.

- Shares in the first tranche will not vest unless the 2020 consolidated EBITDA has increased compared to the 2017 consolidated EBITDA by between +30% and +50%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.
- Shares in the second tranche will not vest unless the 2020 consolidated net income per share has increased compared to the 2017 consolidated net income per share by between +35% and +57%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.
- Shares in the third tranche will only vest if the Albioma share price, net dividends reinvested (based on the average share price over 120 days) between 1 January 2018 and 31 December 2020 outperforms the CAC Small Net Return (CACSN) index over the same period by between 0% and 5%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.
- Shares in the fourth tranche will not vest unless the proportion of total power output from renewable energy between 2017 and 2020 has increased by between +17% and +32%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

2. Shares that have vested are subject to a one-year lock-in obligation, the corporate officers being subject to the additional obligation to retain as registered shares 25% of the shares vesting until they stand down from office.

3. The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Various performance conditions must be met to trigger the vesting of each tranche.

2019 Plan

	As % of capital as at 31/12/2020	
Date of the General Meeting	30/05/2018	
Date of the Board of Directors' meeting	07/03/2019	
Total number of initial beneficiaries	96	
Date of effective acquisition of the performance shares <sup>1</sup>	07/03/2022	
End date of the lock-in period for performance shares <sup>2</sup>	07/03/2023	
<b>Total number of performance shares allotted<sup>3</sup></b>	<b>305,420</b>	<b>0.97%</b>
of which, to the top 10 employees who are not corporate officers	131,980	0.42%
of which, to corporate officers	30,620	0.10%
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)		
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	30,620	0.10%
<b>Number of performance shares effectively acquired as at 31/12/2020</b>	<b>-</b>	<b>-</b>
of which, to the top 10 employees who are not corporate officers	-	-
of which, to corporate officers	-	-
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)		
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	-	-
<b>Total number of performance shares cancelled or lapsed as at 31/12/2020</b>	<b>19,300</b>	<b>0.06%</b>
of which, to the top 10 employees who are not corporate officers	8,620	0.03%
of which, to corporate officers	-	-
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)		
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	-	-
<b>Number of performance shares remaining as at 31/12/2020</b>	<b>286,120</b>	<b>0.90%</b>
of which, to the top 10 employees who are not corporate officers	123,360	0.39%
of which, to corporate officers	30,620	0.10%
■ Jacques Pétry (Chairman and Chief Executive Officer from 21/10/2011 to 31/05/2016, Chairman of the Board of Directors from 01/06/2016 to 27/05/2019)		
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	30,620	0.10%

1. The vesting of the shares is subject to the following performance conditions being met.

- Shares in the first tranche will not vest unless the 2021 consolidated EBITDA has increased compared to the 2018 consolidated EBITDA by between +23% and +38%.

The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

- Shares of the second tranche will not be effectively acquired unless the 2021 net consolidated income per share has increased compared to the 2018 net consolidated income per share by between +15% and +35%. The number of shares effectively acquired on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

- Shares in the third tranche will only vest if the Albioma share price, net dividends reinvested (based on the average share price over 120 days) between 1 January 2019 and 31 December 2021 outperforms the CAC Small Net Return (CACSN) index over the same period by between 0% and 5%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

- Shares in the fourth tranche will not vest unless the proportion of total power output from renewable energy between 2018 and 2021 has increased by between +29% and +48%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

2. Shares that have vested are subject to a one-year lock-in obligation, the corporate officers being subject to the additional obligation to retain as registered shares 25% of the shares vesting until they stand down from office.

3. The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Various performance conditions must be met to trigger the vesting of each tranche.

## 6 • LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

### 6.4. Share subscription and purchase option plans and bonus performance share plans

#### 2020 Plan

		As % of capital as at 31/12/2020
Date of the General Meeting	30/05/2018	
Date of the Board of Directors' meeting	02/03/2020	
Total number of initial beneficiaries	116	
Date of effective acquisition of the performance shares <sup>1</sup>	02/03/2023	
End date of the lock-in period for performance shares <sup>2</sup>	02/03/2024	
<b>Total number of performance shares allotted<sup>3</sup></b>	<b>303,971</b>	<b>0.96%</b>
of which, to the top 10 employees who are not corporate officers	125,352	0.40%
of which, to corporate officers	29,076	0.09%
■ Frédéric Moynes (Chief Executive Officer since 01/06/2016)	29,076	0.09%
<b>Number of performance shares effectively acquired as at 31/12/2020</b>	<b>-</b>	<b>-</b>
of which, to the top 10 employees who are not corporate officers	-	-
of which, to corporate officers	-	-
■ Frédéric Moynes (Chief Executive Officer since 01/06/2016)	-	-
<b>Total number of performance shares cancelled or lapsed as at 31/12/2020</b>	<b>7,868</b>	<b>0.02%</b>
of which, to the top 10 employees who are not corporate officers	-	-
of which, to corporate officers	-	-
■ Frédéric Moynes (Chief Executive Officer since 01/06/2016)	-	-
<b>Number of performance shares remaining as at 31/12/2020</b>	<b>296,103</b>	<b>0.94%</b>
of which, to the top 10 employees who are not corporate officers	125,352	0.40%
of which, to corporate officers	29,076	0.09%
■ Frédéric Moynes (Chief Executive Officer since 01/06/2016)	29,076	0.09%

1. The vesting of the shares is subject to the following performance conditions being met.

- Shares in the first tranche will not vest unless the 2022 consolidated EBITDA has increased compared to the 2019 consolidated EBITDA by between +18% and +28%.

The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

- Shares in the second tranche will not vest unless the 2022 consolidated net income per share has increased compared to the 2019 consolidated net income per share by between +20% and +35%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

- Shares in the third tranche will only vest if the Albioma share price, net dividends reinvested (based on the average share price over 120 days) between 1 January 2020 and 31 December 2022 outperforms the CAC Small Net Return (CACSN) index over the same period by between 0% and 5%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

- Shares in the fourth tranche will not vest unless the proportion of total power output from renewable energy between 2019 and 2022 has increased by between +10% and +20%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.

2. Shares that have vested are subject to a one-year lock-in obligation, the corporate officers being subject to the additional obligation to retain as registered shares 25% of the shares vesting until they stand down from office.

3. The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Various performance conditions must be met to trigger the vesting of each tranche.

2021 Plan

		As % of capital as at the filing date of the Registration Document
Date of the General Meeting	29/05/2020	
Date of the Board of Directors' meeting	03/03/2021	
Total number of initial beneficiaries	108	
Date of effective acquisition of the performance shares <sup>1</sup>	03/03/2024	
End date of the lock-in period for performance shares <sup>2</sup>	03/03/2025	
<b>Total number of performance shares allotted<sup>3</sup></b>	<b>224,977</b>	<b>0.71%</b>
of which, to the top 10 employees who are not corporate officers	83,300	0.26%
of which, to corporate officers	22,500	0.07%
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	22,500	0.07%
<b>Number of performance shares effectively acquired as at the filing date of the Registration Document</b>	<b>-</b>	<b>-</b>
of which, to the top 10 employees who are not corporate officers	-	-
of which, to corporate officers	-	-
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	-	-
<b>Total number of performance shares cancelled or lapsed as at the filing date of the Registration Document</b>	<b>2,380</b>	<b>0.01%</b>
of which, to the top 10 employees who are not corporate officers	-	-
of which, to corporate officers	-	-
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	-	-
<b>Number of performance shares remaining as at the filing date of the Registration Document</b>	<b>222,597</b>	<b>0.70%</b>
of which, to the top 10 employees who are not corporate officers	83,300	0.26%
of which, to corporate officers	22,500	0.07%
■ Frédéric Moyne (Chief Executive Officer since 01/06/2016)	22,500	0.07%

1. The vesting of the shares is subject to the following performance conditions being met.

- Shares in the first tranche will not vest unless the 2023 consolidated EBITDA has increased compared to the 2020 consolidated EBITDA by between +8% and +18%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.
- Shares in the second tranche will not vest unless the 2023 consolidated net income per share has increased compared to the 2020 consolidated net income per share by between +2% and +12%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.
- Shares in the third tranche will only vest if the Albioma share price, net dividends reinvested (based on the average share price over 120 days) between 1 January 2020 and 31 December 2023 outperforms the SBF 120 Net Return (PX4NR) index and the CAC Utilities Net Return (FRUTN) index over the same period, with 50% of entitlements allocated to each index, by between 0% and 5%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range.
- Shares in the fourth tranche will not vest unless the proportion of total power output from renewable energy between 2020 and 2023 has increased by between +17.5% and +23.4%. The number of shares vesting on the basis of the effective performance within this range will be calculated by linear interpolation between the lower and upper limits in this performance range, the achievement of the lower limit granting an irrevocable right to the vesting of 50% of the entitlements awarded.

2. Shares that have vested are subject to a one-year lock-in obligation, the corporate officers being subject to the additional obligation to retain as registered shares 25% of the shares vesting until they stand down from office.

3. The awards are divided up into four tranches, and each tranche covers 25% of the shares awarded. Various performance conditions must be met to trigger the vesting of each tranche.

## 6 • LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

### 6.4. Share subscription and purchase option plans and bonus performance share plans

#### 6.4.3.2. Bonus performance shares awarded during the 2020 financial year to the ten employees who are not corporate officers with the highest number of shares

The total number of performance shares awarded during the 2020 financial year to the ten non-corporate officer employees who received the most shares totalled 125,352 all allocated under the 2020 plan adopted by the General Meeting of 30 May 2018.

#### 6.4.3.3. Performance shares vested

Bonus performance share plans adopted by the General Meeting of 30 May 2018

##### 2018 Plan

The Board of Directors, at its 3 March 2021 meeting, recorded the following level of achievement of the performance conditions set out in the “2018” plan: The vesting of the corresponding shares will only take place on 30 May 2021 and solely to beneficiaries who, on that date, satisfy the presence conditions set out in the plan bylaws.

Performance-related condition	Weighting	Reference	Lower limit	Absolute value	Higher limit	Absolute value	Value achieved	Number of shares vested (as a % of the corresponding share)
EBITDA 2020 vs. 2017 (in millions of euros)	25%	138.3	30%	179.8	50%	207.5	206.4	96.37%
Earnings per share 2020 vs. 2017 (in euros)	25%	1.240	35%	1.674	57%	1.947	1.781	39.22%
Out-performance MM120 Albioma net dividends reinvested vs. CAC Small NR (spread as a %)	25%		-	-	5%	5%	122.5%	100.00%
MM120 Albioma net dividends reinvested (01/01/2018 - 31/12/2020)		19.74					42.68	
CAC Small NR (01/01/2018 - 31/12/2020)		18,541.48					17,370.29	
Growth in the share of renewable energies in total energy produced 2020 vs. 2017	25%	53.3%	17%	62%	32%	70%	68.08%	71.53%
<b>Total</b>	<b>100%</b>							<b>76.78%</b>

##### 2019 Plan

At 31 December 2020, and as of the date of filing of this Universal Registration Document, the analysis of the achievement of the performance conditions governing the vesting of the bonus shares granted under the 2019 plan was ongoing, the analysis period running, in line with the plan bylaws, to 31 December 2021.

##### 2020 Plan

At 31 December 2020, and as of the date of filing of this Universal Registration Document, the analysis of the achievement of the performance conditions governing the vesting of the bonus shares granted under the 2020 plan was ongoing, the analysis period running, in line with the plan bylaws, to 31 December 2022.

##### 2021 Plan

As of the date of filing of this Universal Registration Document, the analysis of the achievement of the performance conditions governing the vesting of the bonus shares granted under the 2021 plan was ongoing, the analysis period running, in line with the plan bylaws, to 31 December 2023.

## 6.5. Factors likely to have an impact in the event of a public offering

The following information is provided pursuant to Article L. 22-10-11 of the French Commercial Code.

### 6.5.1. THE COMPANY'S CAPITAL STRUCTURE

The Company ceased to be controlled on 19 June 2015, and this position had not changed on 31 December 2020 or on the date of filing of this Universal Registration Document. This means that the structure of the Company's capital is no longer likely to have an impact in the event of a public offering.

The structure of the Company's capital is described in Section 6.3.1 on page 262 of this Universal Registration Document. Information about control of the Company is provided in Section 6.3.2.1 on page 262 of this Universal Registration Document.

### 6.5.2. RESTRICTIONS IMPOSED BY THE ARTICLES OF ASSOCIATION ON THE EXERCISE OF VOTING RIGHTS AND SHARE TRANSFERS, CONTRACTUAL CLAUSES NOTIFIED TO THE COMPANY PURSUANT TO ARTICLE L. 233-11 OF THE FRENCH COMMERCIAL CODE

#### 6.5.2.1. Restrictions imposed by the Articles Of Association on the exercise of voting rights and share transfers

Shares vesting under the bonus performance share plan adopted by the General Meeting of 14 March 2012 are subject to a two-year lock-in obligation commencing on the date on which they vest and the executive corporate officers are subject to an additional obligation requiring them to retain 25% of the vesting shares as registered shares until they stand down from office. Shares vesting under the bonus performance share plan adopted by the General Meeting of 24 May 2016 were not subject to any general lock-in obligation, although executive corporate officers nevertheless continue to be subject to an additional obligation requiring them to retain 25% of the vesting shares as registered shares until they stand down from office.

At 31 December 2020, only 15,486 shares, representing 0.05% of the capital, remain subject to these obligations in terms of the additional obligation on executive corporate officers incumbent on Frédéric Moyne as Chairman and Chief Executive Officer.

### 6.5.2.2. Contractual clauses of which the Company has been notified pursuant to Article L. 233-11 of the French Commercial Code

None.

### 6.5.3. DIRECT OR INDIRECT HOLDINGS IN THE COMPANY'S CAPITAL OF WHICH THE COMPANY IS AWARE PURSUANT TO ARTICLES L. 233-7 AND L. 233-12 OF THE FRENCH COMMERCIAL CODE

The direct and indirect holdings in the Company's capital of which the Company has been notified in application of Article L. 233-7 of the French Commercial Code are described in Section 6.3.2.2 on page 263 of this Universal Registration Document.

No direct or indirect holding have been notified to the Company in application of Article L. 233-12 of the French Commercial Code (see explanations in Section 6.3.6.1 on page 265 of this Universal Registration Document).

### 6.5.4. HOLDERS OF SECURITIES GRANTING SPECIAL RIGHTS OF CONTROL

None.

### 6.5.5. CONTROL MECHANISMS PROVIDED FOR IN ANY EMPLOYEE SHAREHOLDING PLAN IF THE EMPLOYEES DO NOT EXERCISE CONTROLLING RIGHTS

None (see additional information in Section 6.3.4 on page 265 of this Universal Registration Document).

### 6.5.6. AGREEMENTS BETWEEN SHAREHOLDERS, OF WHICH THE COMPANY IS AWARE, THAT MAY RESTRICT SHARE TRANSFERS OR THE EXERCISE OF VOTING RIGHTS.

None (see additional information in Section 6.3.5 on page 265 of this Universal Registration Document).

### 6.5.7. RULES GOVERNING THE APPOINTMENT AND REPLACEMENT OF MEMBERS OF THE BOARD OF DIRECTORS AND AMENDMENT OF THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION

The rules governing the appointment and replacement of the members of the Board of Directors and the amendment of the Company's Memorandum and Articles of Association are set forth in the applicable legal and regulatory provisions and in the Memorandum and Articles of Association (whose key provisions, including those applicable to the appointment and replacement of the members of the Board of Directors and the amendment of the Company's Memorandum and Articles of Association, appear in full in Section 6.1.2 on pages 248 *et seq.* of this Universal Registration Document) and the Board's Internal Regulations (reproduced in full in Section 2.3.3.3 on pages 115 *et seq.* of this Universal Registration Document).

#### 6.5.8. POWERS OF THE BOARD OF DIRECTORS, IN PARTICULAR TO ISSUE AND BUY BACK SHARES

The powers of the Board of Directors are set forth in the applicable legal and regulatory provisions and in the Memorandum and Articles of Association (whose key provisions, including those applicable to the powers of the Board of Directors, appear in full in Section 6.1.2 on pages 248 *et seq.* of this Universal Registration Document) and the Board's Internal Regulations (reproduced in full in Section 2.3.3.3 on pages 115 *et seq.* of this Universal Registration Document).

The powers of the Board of Directors are described in Section 2.2.3 on pages 85 *et seq.* and Section 2.3.3 on pages 102 *et seq.* of this Universal Registration Document.

The powers granted to the Board of Directors to increase or reduce the capital and to trade in the Company's shares as part of share buyback programmes are described in Section 6.2.2.2 on pages 257 *et seq.* of this Universal Registration Document.

#### 6.5.9. AGREEMENTS ENTERED INTO BY THE COMPANY THAT WOULD BE AMENDED OR TERMINATED IN THE EVENT OF A CHANGE OF CONTROL OF THE COMPANY

The following agreements contain clauses allowing the Company's contracting partner to terminate the agreement in the event of a change of control of the Company, subject to certain conditions.

The Sustainability-Linked Euro PP totalling €100 million at maturity for which the Company arranged a private placement in the 2020 financial year (see additional information in Section 3.2.5.5 on page 148 of this Universal Registration Document) contains provisions relating to a change of control of the Company. In particular, under these provisions, bond holders may require the early repayment of their bonds. In addition, the change of control of the Company could

lead to the termination (for the undrawn part) or the early repayment (for the drawn part) of the revolving credit facility in the amount of €60 million at maturity 2024 implemented during the 2019 financial year.

As regards the commitments entered into by the Group's subsidiaries, only the following would be affected by a change of control of the Company:

- the loan agreements entered into (or transferred) locally for the acquisition of Rio Pardo Termoeletrica (now Albioma Rio Pardo Termoeletrica) in Brazil;
- a lease agreement for land used by one of the Company's subsidiaries to run photovoltaic facilities on Reunion Island;
- the facility agreement and the financial lease agreement entered into in 2012 by the company Gümüşköy Jeotermal Enerji Üretim (see additional information in Section 3.5.2.1 on page 153 of this Universal Registration Document on the acquisition by the Company of 75% of the capital of Gümüşköy Jeotermal Enerji Üretim in 2021).

#### 6.5.10. AGREEMENTS PROVIDING FOR SEVERANCE PAYMENTS TO BE MADE TO THE MEMBERS OF THE BOARD OF DIRECTORS OR TO EMPLOYEES IF THEY RESIGN OR ARE DISMISSED WITHOUT JUST CAUSE OR IF THEIR JOBS ARE ELIMINATED AS A RESULT OF A PUBLIC OFFERING

As at the date of filing of this Universal Registration Document, there is no agreement in place that provides for severance payments to be made to the members of the Board of Directors or to employees if they resign or are dismissed without just and serious cause or if their jobs are eliminated as a result of a public offering, with the exception of the severance pay and the covenant not to compete applying to the Chief Executive Officer, pursuant to a decision of the Board of Directors at its meeting of 1 March 2016. These commitments, the key provisions of which are set out in Section 2.4.2.9 on pages 135 *et seq.* of this Universal Registration Document, were approved at the General Meeting of 24 May 2016.

## 6.6. Albioma shares

### 6.6.1. DATASHEET

ISIN code	FR0000060402
Loyalty bonus code <sup>1</sup>	FR0012332864
2022 loyalty bonus code <sup>2</sup>	FR0013459369
2023 loyalty bonus code <sup>3</sup>	FR0014000R68
Ticker	ABIO
Par value	€0.0385
Listing market	Euronext Paris, Compartment A
Deferred settlement service	Eligible
French Equity Savings (PEA)	Eligible
French Equity Savings Plan-SME (PEA-PME)	Eligible
Main indices	SBF 120, CAC Mid 60, CAC PME, CAC Utilities, Ent PEA-PME 150, Ent Tech 40, Next 150, CAC Mid & Small

1. Shares eligible for the increased dividend. See additional information in Section 6.6.3.3 on page 279 of this Universal Registration Document.

2. Shares eligible for the increased dividend payable in 2022 for the 2021 financial year. Shares using this code will automatically be assigned the following permanent loyalty bonus code from 2022: FR0012332864.

3. Shares eligible for the increased dividend payable in 2023 for the 2022 financial year. Shares using this code will automatically be assigned the following permanent loyalty bonus code from 2023: FR0012332864.

### 6.6.2. STOCK MARKET PRICE

#### 6.6.2.1. Market overview of Albioma stock

2019	Share price (in euros)			Average daily trading (in number of shares)	Average daily trading (in euros)
	Highest	Lowest	Average		
January	20.15	18.66	19.48	25,179	490,199
February	19.90	18.78	19.24	14,715	282,807
March	20.90	18.94	20.26	35,620	719,147
April	21.50	20.80	21.12	31,748	673,525
May	21.40	19.88	20.52	29,604	606,950
June	23.30	21.95	22.59	52,071	1,174,948
July	24.90	23.40	24.38	51,673	1,263,175
August	24.45	23.50	24.03	24,035	578,583
September	24.05	23.00	23.62	24,646	583,629
October	24.05	22.20	23.14	33,130	764,835
November	24.65	22.85	23.68	26,383	626,405
December	26.55	22.30	25.22	40,489	1,013,500

2020	Share price (in euros)			Average daily trading (in number of shares)	Average daily trading (in euros)
	Highest	Lowest	Average		
January	30.10	25.65	28.10	50,036	1,419,058
February	32.55	29.60	30.62	55,824	1,701,909
March	35.60	23.70	28.01	115,772	3,375,198
April	31.00	27.20	29.09	44,956	1,131,321
May	32.70	30.00	31.66	32,188	1,041,842
June	36.85	31.75	34.27	53,413	1,859,215
July	41.00	36.90	38.72	53,374	2,117,707
August	44.45	37.45	40.14	46,983	1,895,405
September	45.55	42.15	44.07	62,935	2,846,448
October	47.40	39.50	44.67	69,041	3,045,315
November	45.05	40.25	42.79	75,427	3,225,259
December	47.20	40.90	43.75	45,833	2,013,455

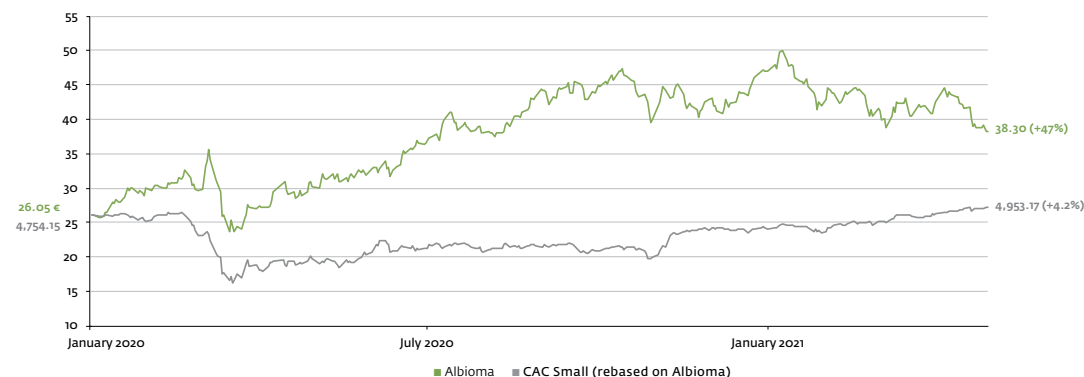
## 6 • LEGAL INFORMATION, CAPITAL AND SHARE OWNERSHIP

### 6.6. Albioma shares

2021 (data as at 29 April 2021)	Highest	Lowest	Average	Average daily trading (in number of shares)	Average daily trading (in euros)
January	50.00	41.40	46.05	76,486	3,484,455
February	44.55	40.40	43.22	80,144	3,601,503
March	43.00	38.75	41.31	94,055	3,876,525
April	44.48	38.28	41.26	119,240	4,951,916

#### 6.6.2.2. Change in the Albioma share price between 1 January 2020 and 29 April 2021 and change in comparison to the SBF 120 index

(in euros)



### 6.6.3. DIVIDEND

#### 6.6.3.1. Dividend policy

The Group's policy is to continue increasing its dividend with a target payout of around 50% of net income, Group share, excluding non-recurring items. Under this policy, Albioma also offers its shareholders the possibility of receiving payment of 50% of the dividend in new shares.

The proposal made to the General Meeting of 25 May 2021 for a dividend of €0.80 per share, i.e. 14% up on the previous year, with an option for payment of the dividend in new shares, is in line with this dividend policy, with a corresponding payout rate of 47% of net income, Group share, excluding non-recurring items.

Moreover, Article 45 of the Memorandum and Articles of Association guarantees the shareholders a minimum dividend, known as the initial dividend, as soon as the profit made in a given financial year and the Company's balance sheet structure allow it, pursuant to applicable laws and regulations and the Memorandum and Articles of Association

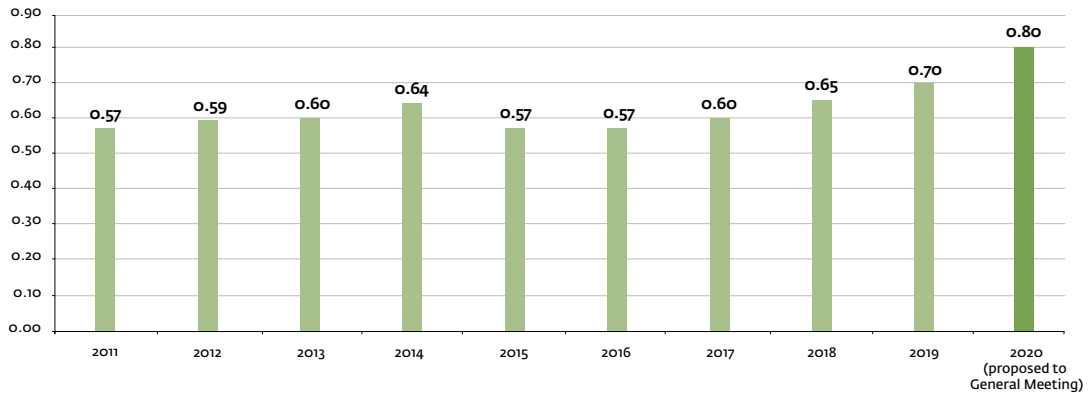
(the full text of this Article can be found in Section 6.1.2.4 on page 253 of this Universal Registration Document). This dividend is calculated as follows:

- deduction from the distributable profit (net profit for the year, less losses carried forward, and sums to be transferred to reserves in application of the law, plus retained earnings) of an amount equal to 6% of the sums whose shares are paid up and not redeemed;
- deduction from the distributable profit of an amount equal to 6% of any sums deriving from premiums for shares issued in cash and held in an additional paid-in capital account.

If the profit for one financial year is not sufficient to pay this initial dividend, the shareholders shall not be able to claim it from the profit in subsequent years.

### 6.6.3.2. Change in the dividend (2011 to 2020 financial years)

(In euros)



### 6.6.3.3. Development of shareholder loyalty: increased dividend

Albioma sets great store by fostering the loyalty of its shareholders, whom it wished to involve in long-term value creation.

The General Meeting of 30 May 2013 thus approved the shareholder loyalty programme proposed to it by the Board of Directors and, as a result, amended Article 45 of the Memorandum and Articles of Association (the full text of this Article can be found in Section 6.1.2.4 on page 253 of this Universal Registration Document).

The loyalty bonus is granted to shareholders who have held registered shares for a continuous period of at least two years, meaning two calendar years. The loyalty bonus is granted in the form of a 10% increase in the dividend paid, rounded down to the nearest euro cent. This bonus shall also apply if a dividend is paid in shares: in such cases, shareholders that registered within the prescribed time shall receive a larger dividend, which they may choose to reinvest in shares under the option of receiving 50% of their dividend in shares.

The loyalty bonus is available both to holders of “direct” and “administered” registered shares. However, shareholders who decide to retain bearer shares shall not be eligible for this bonus. To qualify for a given calendar year, shareholders must apply to be registered as direct registered or administered registered shareholders by 15 December of the previous year.

Shareholders who are able to demonstrate uninterrupted direct or administered registration between 1 January 2019 and 31 December 2020 will therefore be eligible for an increased dividend for the 2020 financial year, provided that they are still registered as shareholders on the date the positions are calculated (also known as the record date; this date is usually one or two days after the date of the General Meeting that approved the dividend). Based on the proposed appropriation of earnings submitted to the General Meeting of 25 May 2021 for approval, the increased dividend will amount to €0.88 per share.

The number of each shareholder’s shares that are eligible for the loyalty bonus may not exceed 0.5% of the capital.

Since the beginning of 2014, specific ISIN codes have been used to identify shares eligible for the increased dividend, for each financial year. These special identification codes do not affect the ISIN code for the Albioma share (FR0000060402), which is the only identification code visible on Euronext Paris that can be used when trading on this market (see the details provided in Section 6.6.1 on page 277 of this Universal Registration Document).

## 6.7. Financial communication, shareholder and investor relations

Albioma strives to constantly improve the quality of its financial communication and to encourage dialogue with its shareholders and with French and foreign investors. At the end of 2017, the quality of the Group's investor relations was recognised at the tenth Investor Relations Awards organised by IRCliff (French association of financial communication professionals). Albioma took third place in the "Best investor relations - mid caps" category.

### 6.7.1. NUMEROUS MEETINGS WITH FINANCE INDUSTRY PLAYERS

The website [www.albioma.com](http://www.albioma.com) should be the primary port of call for information and to find out more about developments at the Group. As required by the applicable legislative and regulatory provisions, all regulated information disclosed by Albioma will be posted on this website.

At these meetings the Company sets out its results as well as its medium-term strategy for the benefit of French and foreign analysts and investors. Half-yearly results are usually presented in the form of a conference call, a recording of which is posted on the Company's website. All the documents presented on these occasions are posted online the very same day on the Company's website.

Other events, in person or by telephone, may be organised depending on the Group's news. In such cases Albioma always strives to ensure equal treatment of shareholders by posting the relevant documents online immediately.

Moreover, Albioma meets regularly with players in the finance industry and frequently meets French and foreign institutional investors at road shows or individual meetings held in France or abroad.

For the specific purpose of preparing General Meetings, a series of discussions are held with French and foreign providers of voting recommendation services and our main shareholders, to ensure that the proposed resolutions meet the strictest industry requirements in terms of governance and respect of all shareholders' rights.

### 6.7.2. 2021 FINANCIAL CALENDAR

<b>04/03/2021 (pre-trading)</b>	Annual results for 2020
<b>21/04/2021 (after trading)</b>	First quarter 2021 revenue
<b>25 May 2021</b>	Annual General Meeting of Shareholders
<b>28/07/2021 (after trading)</b>	First half 2021 results
<b>20/10/2021 (after trading)</b>	Third quarter 2021 revenue

### 6.7.3. ALBIOMA CONTACTS

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# ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 25 MAY 2021

<b>7.1. Agenda</b>	<b>282</b>	<b>7.3. Reports by the Statutory Auditors on the resolutions</b>	<b>310</b>
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<b>7.2. Draft resolutions and report of the Board of Directors for the General Meeting</b>	<b>283</b>	7.3.3. Report by the Statutory Auditors on the issue of ordinary shares and/or securities with waiver of preferential subscription rights to members of company or group savings plans (twentieth resolution)	313
7.2.1. Resolutions put to the Ordinary General Meeting	283		
7.2.2. Resolutions put to the Extraordinary General Meeting	295		

The General Meeting will be held on 25 May 2021 at 3 p.m., Paris time. In accordance with the provisions of Order No. 2020-321 of 25 March 2020, which adjusts the rules for meetings and deliberation of shareholders' meetings and governing bodies of legal persons and private law entities without a legal personality in respect of the Covid-19 epidemic, as amended by Order No. 2020-1497 of 2 December 2020 and Decree No. 2021-255 of 9 March 2021, the Board of Directors has decided to hold the General Meeting *in camera*, without the shareholders and other members of the General Meeting being physically present.

### 7.1. Agenda

#### 7.1.1. ORDINARY MEETING

- Approval of the annual financial statements for the financial year ended 31 December 2020
- Approval of the consolidated financial statements for the financial year ended 31 December 2020
- Appropriation of income and setting of the dividend for the financial year ended 31 December 2020
- Option for payment of the dividend for the financial year ended 31 December 2020 in new shares
- Approval of the information relating to the remuneration of the corporate officers presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020
- Approval of the remuneration due or awarded to Frédéric Moyne, Chairman and Chief Executive Officer, for the financial year ended 31 December 2020
- Approval of the corporate officer remuneration policy as from 1 January 2021
- Approval of the agreements governed by Article L. 225-38 of the French Commercial Code
- Renewal of Frédéric Moyne's appointment as a Director
- Renewal of Jean-Carlos Angulo's appointment as a Director
- Renewal of Bpifrance Investissement's appointment as a Director
- Renewal of Frank Lacroix's appointment as a Director
- Renewal of Ulrike Steinhorst's appointment as a Director
- Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

#### 7.1.2. EXTRAORDINARY MEETING

- Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme
- Delegation of authority to the Board of Directors to issue, with maintenance of preferential subscription rights, ordinary shares and/or securities that are immediately or subsequently convertible to equity and/or debt securities
- Delegation of authority to the Board of Directors to decide to increase the amount of issues undertaken, with maintenance of preferential subscription rights, in the event of over-subscription, pursuant to the sixteenth resolution
- Delegation of authority to the Board of Directors to decide to issue by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, with waiver of preferential subscription rights, debt securities giving immediate or subsequent access to capital or debt securities
- Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving immediate or subsequent access to capital to remunerate contributions in kind made to the Company
- Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights
- Delegation of authority to the Board of Directors to increase the capital by capitalising premiums, reserves, earnings or other sums eligible for capitalisation
- Amendment of the provisions of Article 19 of the Memorandum and Articles of Association relating to the term of office of Directors
- Powers to carry out formalities

## 7.2. Draft resolutions and report of the Board of Directors for the General Meeting

### 7.2.1. RESOLUTIONS PUT TO THE ORDINARY GENERAL MEETING

#### 7.2.1.1. Resolutions 1, 2 and 3: approval of annual and consolidated financial statements, appropriation of income and setting of the dividend for the financial year ended 31 December 2020

##### Explanation

The purpose of the first and second resolutions is the approval of the annual and consolidated financial statements for the 2020 financial year. The Company's Statutory Auditors have produced the reports set out in Section 5.4 on page 242 *et seq.* and Section 4.7 on page 210 *et seq.* of the 2020 Universal Registration Document in relation to these financial statements.

The annual financial statements for the 2020 financial year record a net profit of €23.4 million, which represents a 40% decrease compared with the 2019 financial year (€38.9 million). They are set out in full in chapter 5 on page 216 *et seq.* of the 2020 Universal Registration Document.

The consolidated financial statements for the 2020 financial year record net income, Group share, of €55.3 million, which represents a 25% increase compared with the 2019 financial year (€44.1 million). They are set out in full in chapter 4 on page 158 *et seq.* of the 2020 Universal Registration Document.

The third resolution relates to the appropriation of income for the 2020 financial year and the setting of the dividend to be distributed in respect of said financial year. The Board of Directors proposes a dividend of €0.80 per share to the General Meeting, which is 14% more than the dividend paid for 2019 and represents a distribution rate of 47% of net income, Group share, for the 2020 financial year (excluding non-recurring items), which is consistent with the Group's policy of dividend growth, with an objective of distributing the equivalent of around 50% of net income, Group share, excluding non-recurring items.

Shares eligible for the 10% increase of the 2020 dividend will receive a dividend of €0.88 per share, within the limit of 0.5% of the capital per shareholder.

If the General Meeting approves the proposed amount, the shares will go ex-dividend on 10 June 2021 and the dividend will be paid on 9 July 2021.

The General Meeting is also asked, in the form of the fourth resolution, to grant shareholders an option to receive payment of 50% of the dividend in the form of new shares.

The dividend is eligible for the 40% tax allowance pursuant to Article 158(3)(2) of the French Tax Code, when opted for and in accordance with the terms, conditions and limits laid down by applicable laws and regulations.

The Board of Directors invites shareholders to approve these resolutions.

#### First resolution – Approval of the annual financial statements for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the following:

- the management report of the Board of Directors for the financial year ended 31 December 2020 (included in the 2020 Universal Registration Document) and the report of the Board of Directors for the General Meeting,

- the report of the Statutory Auditors on the annual financial statements for the financial year ended 31 December 2020, approves the annual financial statements for the financial year ended 31 December 2020 as drawn up and presented to it, together with the transactions reflected in these financial statements and summarised in these reports, showing a net profit of €23,392 thousand,

and, pursuant to Article 223 *quater* of the French Tax Code, notes the absence of any of the expenses and charges referred to in Article 39(4) of the French Tax Code, which are non-deductible from taxable income for the financial year ended 31 December 2020.

#### Second resolution – Approval of the consolidated financial statements for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the following:

- the management report of the Board of Directors for the financial year ended 31 December 2020 (included in the 2020 Universal Registration Document) and the report of the Board of Directors for the General Meeting,

- the report of the Statutory Auditors on the consolidated financial statements for the financial year ended 31 December 2020,

approves the consolidated financial statements for the financial year ended 31 December 2020 as drawn up and presented to it, together with the transactions reflected in these financial statements and summarised in these reports, showing a net income, Group share, of €55,314 thousand.

### Third resolution – Appropriation of income and setting of the dividend for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the management report of the Board of Directors for the financial year ended 31 December 2020 (included in the 2020 Universal Registration Document) and the report of the Board of Directors for the General Meeting, resolves, as recommended by the Board of Directors, to appropriate the profit for the financial year ended 31 December 2020 as set out below:

*In euros*

SOURCE OF AMOUNTS TO BE APPROPRIATED	
Net income of the year	23,391,512.48
Retained earnings brought forward	115,827,955.57
<b>Total</b>	<b>139,219,468.05</b>
APPROPRIATION	
To the legal reserve	1,237.30
To payment of a dividend of €0.80 per share	24,970,772.80
To retained earnings	114,247,457.95
<b>Total</b>	<b>139,219,468.05</b>

notes that:

- these amounts are calculated on the basis of the number of shares comprising the capital and the number of treasury shares held as at 31 December 2020, and may be adjusted to take into account the number of shares comprising the capital and the number of treasury shares held on the ex-dividend date,
- the distributable profit corresponding to the dividend not paid on treasury shares will be reposted as retained earnings,
- these amounts are calculated without the extra 10% dividend payable on eligible shares for the financial year ended 31 December 2020, and may be adjusted to take into account the actual number of shares eligible for this extra dividend on the ex-dividend date,

sets, accordingly, the dividend payable on each share with dividend rights at €0.80,

sets the ex-dividend date at 10 June 2021 and resolves that the dividend will be paid on 9 July 2021,

notes that this dividend is eligible for the 40% tax allowance pursuant to Article 158(3)(2°) of the French Tax Code, when opted for and in accordance with the terms and conditions laid down by applicable laws and regulations,

and notes that the following dividends have been distributed in respect of the last three financial years:

Financial year	Dividend per share (in euros)	Total dividend (in euros)	Reduction pursuant to Article 158 (3) (2°) of the French Tax Code
2017	0,60	18,325,973	40%
2018	0,65	20,015,667	40%
2019	0,70	21,824,746	40%

#### 7.2.1.2. Resolution 4: option for payment of the dividend for the financial year ended 31 December 2020 in new shares

##### Explanation

The fourth resolution relates to the implementation of an option for payment of 50% of the dividend to be distributed in the 2020 financial year, in new shares.

If the General Meeting approves this proposal, shareholders may opt for payment of 50% of the €0.80 dividend distributed pursuant to the third resolution, i.e. €0.40 per share, in cash or new shares.

Shares eligible for the extra 10% dividend for the 2020 financial year will receive a dividend of €0.88 per share, within the limit of 0.5% of the capital per shareholder, and the eligible shareholders may opt to receive payment of 50% of the increased dividend to be distributed pursuant to the third resolution, i.e. €0.44 per share, in cash or in new shares.

The option may only be exercised for the entire fraction of the dividend to which the option refers, i.e. 50% of the dividend. It must be exercised between 14 June 2021 and 5 July 2021 inclusive. The procedure for exercising the option is different for holders of direct registered shares and for holders of administered registered shares and bearer shares.

- For holders of direct registered shares, the option must be exercised by submitting a request to the Company's registered share registrar (BNP Paribas Securities Services).
- For holders of administered registered shares or bearer shares, the option must be exercised by submitting a request directly to the financial intermediary in charge of the shareholder's securities account.

At the end of the option period, any shareholders who have not opted to receive 50% of their dividend in new shares will receive payment of the entire dividend in cash, i.e. €0.80 per share (or, for shares eligible for the extra 10% dividend for the 2020 financial year, €0.88 per share).

This option allows shareholders who so wish to reinvest one half of their dividend in new shares, at a pre-determined price. The issue price of the new shares that will be issued in payment of the dividend will correspond to 90% of the average opening price quoted on Euronext Paris in the 20 trading days prior to the distribution decision date, less the net dividend amount, and the amount resulting from this formula will be rounded up to the next cent. This price will be set by the Board of Directors, prior to the General Meeting. If, on the basis of this price, the dividend to which a shareholder is entitled does not correspond to a whole number of shares, the shareholder may obtain the lower number of shares plus a cash balance.

Shares issued in payment of the dividend will be delivered on 9 July 2021, at the same time as payment of the part of the dividend payable in cash. Dividend and other rights will accrue from 1 January 2021.

The Board of Directors invites shareholders to approve this resolution.

#### **Fourth resolution - Option for payment of the dividend for the financial year ended 31 December 2019 in new shares**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

and noting that the share capital is fully paid-up,

resolves, in accordance with Article 46 of the Company's Memorandum and Articles of Association, to grant each shareholder the option to receive 50% of the distributable dividend of €0.80 per share, i.e. €0.40 per share (or, for shares eligible for the 10% dividend increase for the financial year ended on 31 December 2020 in accordance with Article 45(2) of the Company's Memorandum and Articles of Association, 50% of the distributable dividend of €0.88 per share, i.e. €0.44 per share), in cash or in new shares, with the remaining 50% payable in cash,

resolves that:

- the option may only be exercised for the entire fraction of the dividend, i.e. 50%, to which it refers,
- this option must be exercised by the shareholder between 14 June 2021 and 5 July 2021 inclusive, by submitting a request to the relevant financial intermediary for administered registered shares and bearer shares and to the Company's Registrar (BNP Paribas Securities Services) for direct registered shares. On expiry of this deadline, shareholders who have not opted to receive payment of 50% of their dividend in new shares will receive full payment in cash,
- the issue price of the new shares to be issued in payment of the dividend will correspond to 90% of the average opening price quoted on the Euronext Paris market in the 20 trading days prior to the distribution decision date, less the net dividend amount, and the amount resulting from this formula will be rounded up to the next cent,
- the settlement-delivery of the shares to be issued in payment of the dividend will take place on the same day as payment of the part of the dividend payable in cash, i.e. on 9 July 2021, and dividend and other rights will accrue from 1 January 2021,
- if the dividend to which a shareholder is entitled does not correspond to a whole number of shares, the shareholder may obtain the lower number of shares plus a cash balance paid by the Company,

and grants full powers to the Board of Directors, with the power to sub-delegate pursuant to applicable laws and regulations, to pay the dividend in shares, and in particular to carry out all formalities and file all statements, record the number of shares issued and the subsequent capital increase, request their admission for trading on the regulated Euronext Paris market, amend the Memorandum and Articles of Association accordingly, and, more generally, to do whatever is necessary and appropriate.

### 7.2.1.3. Resolutions 5, 6 and 7: corporate officer remuneration

#### Explanation

The fifth resolution is presented to the General Meeting in accordance with the provisions of Article L. 22-10-34 (I) of the French Commercial Code, which requires companies to ask their shareholders to approve, at a General Meeting, the information relating to the remuneration of each corporate officer for the year under review which, in accordance with Article L. 22-10-9 (I) of the French Commercial Code, must be set out in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code.

This information is set out in Section 2.4 of the 2020 Universal Registration Document. Information on the Chairman and Chief Executive Officer's remuneration is specifically submitted for the approval of the General Meeting by means of the sixth resolution.

The sixth resolution is presented to the General Meeting in accordance with the provisions of Article L. 22-10-34 (II) of the French Commercial Code, which requires companies to ask their shareholders to approve, at a General Meeting, the fixed, variable and exceptional components of the remuneration and benefits paid or awarded to the Chairman and Chief Executive Officer for the previous financial year.

The shareholders' vote will be a binding vote. If the shareholders vote against the resolutions put to them at the General Meeting, the officers will nevertheless receive the fixed components of their remuneration, but will not receive the variable and exceptional components.

Shareholders are asked to vote on the remuneration due or awarded for the 2020 financial year to Frédéric Moyne in respect of his duties as Chairman and Chief Executive Officer. The vote will cover the following remuneration components:

- the remuneration due for the 2020 financial year, meaning the remuneration earned that is certain, both in terms of entitlement and the amount, whether or not paid;
- the remuneration awarded for the 2020 financial year, that is, remuneration in the form of securities and/or cash, the award of which is agreed although the amount and/or the number of securities are unknown at the time of implementation or award and which, accordingly, can only be estimated, where applicable.

These remuneration components are presented in detail in Section 2.4.2 on pages 127 *et seq.* of the 2020 Universal Registration Document. They are summarised in the following table.

Remuneration due or awarded, for the 2020 financial year, to Frédéric Moyne, Chairman and Chief Executive Officer

Remuneration	Amounts or estimates put to the vote (in thousands of euros)	Explanation
Fixed remuneration related to the exercise of the duties of Chairman and Chief Executive Officer	350.0	Information on the fixed component of the remuneration granted to the Chairman and Chief Executive Officer for the 2020 financial year and changes in this remuneration can be found in Section 2.4.2.3 on page 129 of the 2020 Universal Registration Document.
Variable annual remuneration	412.8	Information on the variable component of the Chairman and Chief Executive Officer's remuneration for the 2020 financial year, the quantitative and qualitative criteria used to fix this amount and the cap on the qualitative component, can be found in Section 2.4.2.3 on page 130 of the Registration Document for the 2020 financial year.
Variable deferred remuneration	n/a	No variable deferred remuneration
Variable multi-year remuneration	n/a	No variable multi-year remuneration
Exceptional remuneration	n/a	No exceptional remuneration
Options to subscribe or purchase shares, performance-related shares or any other long-term remuneration	317.0	Allotment of 29,076 performance shares under the "2020" bonus performance share plan implemented by the Board of Directors under the authorisation granted by the General Meeting of 30 May 2018. Information on share subscription or purchase plans and bonus performance share plans in operation as at the filing date of the 2020 Universal Registration Document can be found in Sections 2.4.2.8 on page 134 <i>et seq.</i> and 6.4.3.1 on page 270 <i>et seq.</i> of the 2020 Universal Registration Document.
Remuneration for exercise of duties as Director	n/a	No remuneration for exercise of duties as Director
Value of benefits in kind	54.5	Information on the benefits in kind granted to the Chairman and Chief Executive Officer for the 2020 financial year can be found in Section 2.4.2.3 on page 129 of the 2020 Universal Registration Document.
Severance pay	-	Information on the severance payment potentially payable to Frédéric Moyne if he had been removed from the office of Chief Executive Officer or his appointment had not been renewed can be found in Section 2.4.2.9 on page 135 <i>et seq.</i> of the 2020 Universal Registration Document. At the General Meeting of 24 May 2016 the shareholders most recently approved, on the basis of the special report of the Statutory Auditors, the terms and conditions of this severance payment decided by the Board of Directors at its meeting of 1 March 2016 (6 <sup>th</sup> resolution).
Compensation payable under a covenant not to compete	-	Information on compensation under a covenant not to compete potentially payable to Frédéric Moyne if he ceases to hold office as Chief Executive Officer can be found in Section 2.4.2.9 on pages 135 <i>et seq.</i> of the 2020 Universal Registration Document. At the General Meeting of 24 May 2016, the shareholders most recently approved, on the basis of the special report of the Statutory Auditors, the terms and conditions of this compensation under a covenant not to compete decided by the Board of Directors at its meeting of 1 March 2016 (7 <sup>th</sup> resolution).
Supplementary retirement plan	n/a	There is no supplementary pension plan with the characteristics of commitments governed by Article R. 225-29-1 of the French Commercial Code.

The seventh resolution is presented to the General Meeting in accordance with the provisions of Article L. 22-10-8 (II) of the French Commercial Code, which requires companies to ask their shareholders to approve, at a General Meeting, the corporate officer remuneration policy.

Approval of the shareholders at a General Meeting is required each year and whenever a significant change is made to the remuneration policy. The shareholders' vote will be a binding vote. If the General Meeting votes against this resolution, the remuneration policy approved by the General Meeting of 29 May 2020 will continue to apply; the Board of Directors will be responsible for submitting for approval at the next General Meeting a draft resolution presenting a revised remuneration policy and indicating how the shareholders' votes have been taken into consideration and, where relevant, the opinions expressed at the General Meeting.

No remuneration of any kind may be awarded or paid to the corporate officers, and no commitment corresponding to remuneration, compensation or benefits due or likely to be due as a result of the taking up, cessation of or change in their duties or subsequent to the exercise of such duties, may be taken if it is not in accordance with the remuneration policy submitted for approval by the shareholders under this resolution or, failing approval of said remuneration policy, with the remuneration policy approved by the General Meeting of 29 May 2020. However, under exceptional circumstances,

the Board of Directors may derogate from application of the remuneration policy if such derogation is temporary, in the Company's interest and necessary to guarantee the Company's long-term survival or viability.

The resolution put to the vote relates to the remuneration policy applicable to:

- the Chairman and Chief Executive Officer (as at the filing date of the 2020 Universal Registration Document, Frédéric Moyne, as regards the exercise of his duties as Chairman and Chief Executive Officer);
- the non-executive corporate officers (as at the filing date of the 2020 Universal Registration Document, the Directors other than the Chairman and Chief Executive Officer).

The corporate officer remuneration policy as from 1 January 2021 was drawn up by the Board of Directors on the basis of the recommendations of the Nomination, Remuneration and Governance Committee. It is presented in detail in Section 2.4.3 on page 138 *et seq.* of the 2020 Universal Registration Document, and summarised in the following tables.

Remuneration policy for the Chairman and Chief Executive Officer as from 1 January 2021

Remuneration	Principles and criteria applied to determine, allocate and award remuneration submitted for approval	Implementation for the 2021 financial year
Fixed and variable annual remuneration	<p>The annual remuneration of the Chairman and Chief Executive Officer is comprised of a fixed component and, for the Chief Executive Officer only, a variable component based on the achievement of demanding quantitative and qualitative financial and non-financial objectives, determined at the start of the financial year in line with the strategy approved by the Board of Directors. Non-executive corporate officers do not receive any variable remuneration.</p> <p>The fixed remuneration payable to the Chairman and Chief Executive Officer and the methods used to determine the variable remuneration payable to the Chief Executive Officers (in particular the financial and non-financial quantitative and qualitative objectives they will be required to achieve) are determined by the Board of Directors on the basis of recommendations by the Nomination, Remuneration and Governance Committee, developed on the basis of an analysis of the practices of a panel of comparable companies and the performance of the senior executives.</p> <p>The fixed remuneration received by the Chairman and Chief Executive Officer is only reviewed every two or three years.</p>	<p><b>Chairman and Chief Executive Officer</b> All-inclusive gross annual fixed remuneration of €350,000, payable in 12 instalments, plus variable remuneration capped at 133% of the fixed remuneration in respect of 2021, the target variable remuneration corresponding to 100% of the fixed remuneration. Payment of this variable remuneration will be subject to the shareholders voting, at the General Meeting held in 2022 to vote on the financial statements for the 2021 financial year, in favour of the remuneration allocated to the Chairman and Chief Executive Officer for the 2021 financial year. See additional information in Section 2.4.3 on pages 138 et seq. of the 2020 Universal Registration Document.</p>
Bonus performance share plans and options to subscribe or purchase shares	<p>The Company's remuneration policy does not provide for any long-term incentive programmes of any type whatsoever for the non-executive corporate officers.</p> <p>The long-term incentive programme for the Chief Executive Officer takes the form of the award of bonus performance shares or options to subscribe or purchase shares, depending <i>inter alia</i> on the tax and employment rules that apply at the time they are awarded. The aim of this long-term incentive programme is to ensure that the interests of the Chief Executive Officer remain in line with those of the shareholders.</p> <p>Vesting of the performance shares awarded, or exercise of options to subscribe or purchase shares, as the case may be, is subject to exacting performance conditions, combining internal criteria and external criteria which, as far as is possible, are measured while taking into consideration the performance of the Company and its Group compared to its market environment. The existing plans cover performance over at least three years.</p> <p>Based on the recommendations of the Nomination, Remuneration and Governance Committee, the Board of Directors determines the bonus performance shares and options to subscribe or purchase shares to be allotted to the Chief Executive Officers, ensuring, in particular, that the value of these allotments, i.e. the value used pursuant to IFRS 2 after taking into account, in particular, any discounts relating to performance criteria, does not represent a disproportionate portion of the officers' total remuneration and that the portion of the allotments reserved for the Chief Executive Officers within a plan is in accordance with market practices.</p> <p>If the Chairman and Chief Executive Officer stands down or is removed from office before the end of the vesting period for the performance shares or the options, the award will be cancelled, other than in those cases when the special rules relating to death or disability apply.</p>	<p><b>Chairman and Chief Executive Officer</b> Allotment of 22,500 rights under the "2021" bonus performance share plan implemented by the Board of Directors under the authorisation granted by the General Meeting of 29 May 2020. See additional information in Sections 2.4.3 on page 139 and 64.31 on page 273 of the 2020 Universal Registration Document.</p>
Welcome packages	<p>The Company's remuneration policy does not provide for the payment of a welcome package to the Chairman and Chief Executive Officer.</p>	<p><b>Chairman and Chief Executive Officer</b> Not applicable.</p>
Remuneration and commitments on departure	<p>Chief Executive Officers may benefit from certain commitments when they cease to hold office, such as severance pay and/or compensation paid under a covenant not to compete. The terms, conditions and amounts comply with the recommendations set out in the AFEP-MEDEF Corporate Governance Code.</p>	<p><b>Chairman and Chief Executive Officer</b> Severance pay in the event of removal from office or non-renewal of his appointment approved at the General Meeting of 24 May 2016 on the basis of the special report by the Statutory Auditors (see additional information in Sections 2.4.3 on page 139 and 2.4.2.9 on pages 135 et seq. of the 2020 Universal Registration Document). Compensation under a covenant not to compete in the event he ceases to hold office approved at the General Meeting of 24 May 2016 on the basis of the special report by the Statutory Auditors (see additional information in Sections 2.4.3 on page 139 and 2.4.2.9 on pages 135 et seq. of the 2020 Universal Registration Document).</p>
Remuneration under agreements concluded with the Company or its Group	<p>The Company's remuneration policy does not provide for the payment of remuneration to the Chairman and Chief Executive Officer under any agreement concluded with the Company or its Group.</p> <p>If the Chairman and Chief Executive Officer held an employment contract prior to his or her appointment, the contract is terminated or, if justified by special circumstances, suspended.</p>	<p><b>Chairman and Chief Executive Officer</b> None.</p>
Benefits in kind, occupational insurance and retirement benefits	<p>The benefits in kind received by the Chairman and Chief Executive Officer are limited to use of a company car and the payment by the Company of the contributions in respect of the insurance cover for company managers and executives (<i>Garantie Sociale des Chefs et Dirigeants d'Entreprise - GSC</i>). This includes the reintegration of contributions to insurance welfare plans available within the Group with which they are registered (covering healthcare, incapacity, disability and death).</p> <p>If their personal circumstances permit this, the Chairman and the Chief Executive Officer are registered with the occupational insurance plan (covering healthcare, incapacity, disability and death) and the mandatory defined contribution supplementary pension plan, like all the Company's employees.</p>	<p><b>Chairman and Chief Executive Officer</b> See additional information in Section 2.4.3 on page 139 of the 2020 Universal Registration Document.</p>
Other remuneration	<p>The Company's remuneration policy does not provide for the payment of any other type of remuneration to the Chairman and Chief Executive Officer. More specifically, they do not receive any remuneration in any form whatsoever from the Company's subsidiaries or any companies that control it.</p>	<p><b>Chairman and Chief Executive Officer</b> None.</p>

## Non-executive corporate officer remuneration policy as from 1 January 2021

Remuneration	Principles and criteria applied to determine, allocate and award remuneration submitted for approval	Implementation for the 2021 financial year
Remuneration for exercise of duties as Director	Non-executive corporate officers only receive remuneration in their capacity as Director. The maximum amount to be allocated between the Directors in this respect is set by the General Meeting, and the actual apportionment of the sums between Directors is decided by the Board of Directors alone, in view of recommendations by the Nomination, Remuneration and Governance Committee. Amounts allocated may reflect specific tasks assigned to certain Directors, in which case the Directors may not all receive the same amount. Only independent Directors receive this remuneration. The main portion constitutes variable remuneration, paid to reward actual attendance of meetings of the Board of Directors and of its specialised Committees.	<p><b>Independent Directors</b> All-inclusive fixed remuneration of €12,000 per financial year, plus, for independent Directors chairing a specialised Committee, additional fixed remuneration of €6,000 per financial year and per Committee chaired.</p> <p>Variable remuneration of €1,700 per meeting of the Board of Directors (provided they actually participate in the meeting), up to a maximum of €11,900 per Director per annum, and of €850 per meeting of a specialised Committee (provided they actually participate in the meeting), up to a maximum of €5,950 per Director per annum for the Commitments Committee and of €3,400 per Director per annum for the other Committees.</p> <p><b>Lead Director</b> All-inclusive fixed remuneration of €10,000 per financial year.</p> <p><b>Other Directors</b> None.</p>
Other remuneration	The Company's remuneration policy does not provide for the payment of any other type of remuneration to non-executive corporate officers. More specifically, they do not receive any remuneration in any form whatsoever from the Company's subsidiaries or any companies that control it.	<p><b>Independent Directors</b> None.</p> <p><b>Lead Director</b> None.</p> <p><b>Other Directors</b> None.</p>

The Board of Directors invites shareholders to approve these resolutions.

#### Fifth resolution – Approval of the information relating to corporate officer remuneration presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020,

approves the information relating to corporate officer remuneration presented in the corporate governance report referred to in Article L. 225-37 of the French Commercial Code, set out in Section [2.4] of the 2020 Universal Registration Document.

#### Sixth resolution – Approval of the remuneration due or awarded to Frédéric Moynes, Chairman and Chief Executive Officer, for the financial year ended 31 December 2020

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020,

approves the remuneration due or awarded for the financial year ended 31 December 2020 to Frédéric Moynes in respect of his duties as Chairman and Chief Executive Officer, as presented in Section 2.4 of the 2020 Universal Registration Document and as reiterated in the report by the Board of Directors to the General Meeting set out in Section 7.2 of the said Universal Registration Document.

#### Seventh resolution – Approval of the corporate officer remuneration policy as from 1 January 2021

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting and the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020,

approves the corporate officer remuneration policy as presented in the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code for the year ended 31 December 2020, as set out in Section 2.4 of the 2020 Universal Registration Document and summarised in the report of the Board of Directors for the General Meeting set out in Section 7.2 of said Universal Registration Document.

#### 7.2.1.4. Resolution 8: approval of the agreements governed by Article L. 225-38 of the French Commercial Code

##### Explanation

The purpose of the eighth resolution is to note the fact that the Board of Directors did not authorise any regulated agreements governed by Article L. 225-38 of the French Commercial Code during the 2020 financial year.

The Statutory Auditors have issued a special report recording the absence of any agreements governed by Article L. 225-38 of the French Commercial Code and requiring the approval of the General Meeting, set out in Section 2.7.2 on page 142 of the 2020 Universal Registration Document. Following the repeal by Order No. 2019-1234 of 27 November 2019 of Article L. 225-42-1 of the French Commercial Code, which required remuneration related to the Chairman and Chief Executive Officer leaving office to be subject to the regulated agreements procedure, said report no longer includes details of the continuing effects of the severance pay and the compensation under a covenant not to compete to which Frédéric Moyne could be entitled if he ceased to hold office as Chief Executive Officer.

The Board of Directors invites shareholders to approve this resolution.

##### **Eighth resolution – Approval of the agreements governed by Article L. 225-38 of the French Commercial Code**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the special report of the Statutory Auditors on the agreements and commitments governed by Article L. 225-38 of the French Commercial Code,

notes the fact that no agreements governed by Article L. 225-38 of the French Commercial Code and not yet approved by the General Meeting were authorised by the Board of Directors during the financial year ended 31 December 2020.

#### 7.2.1.5. Resolutions 9 to 13: renewal of Directors' appointments

##### Explanation

The purpose of resolutions 9 to 13 is to renew the appointments as Directors of Frédéric Moyne, Jean-Carlos Angulo, Bpifrance Investissement, Frank Lacroix and Ulrike Steinhorst, which will expire at the close of the General Meeting.

The Board of Directors, on the basis of the recommendations made by the Nomination, Remuneration and Governance Committee, proposes that the General Meeting renew these appointments for terms ranging from two to four years. This proposal is in line with the proposal to amend the Article of the Memorandum and Articles of Association that is the subject of the twenty-second resolution, whose purpose is to enable the Board of Directors to propose that the General Meeting appoint certain Directors for a shorter term than the four-year term specified by the Memorandum and Articles of Association (or, depending on the circumstances, reduce the term of office of one or more Directors) to enable a staggered renewal of Directors' appointments. Accordingly, the General Meeting is asked to:

- renew the appointment of Frédéric Moyne as a Director for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements (ninth resolution);
- renew the appointment of Jean-Carlos Angulo as a Director for a two-year term to expire at the close of the General Meeting to be held in 2023 to approve the 2022 financial statements (tenth resolution);
- renew the appointment of Bpifrance Investissement as a Director for a three-year term to expire at the close of the General Meeting to be held in 2024 to approve the 2023 financial statements (eleventh resolution);
- renew the appointment of Frédéric Moyne as a Director for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements (twelfth resolution);
- renew the appointment of Ulrike Steinhorst as a Director for a three-year term to expire at the close of the General Meeting to be held in 2024 to approve the 2023 financial statements (thirteenth resolution);

The reduction in the terms of the renewed appointments of Jean-Carlos Angulo, Bpifrance Investissement and Ulrike Steinhorst that are the subject of the tenth, eleventh and thirteenth resolutions is submitted to the General Meeting subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution on the amendment of the provisions of Article 19 of the Memorandum and Articles of Association applicable to Directors' terms of office. In the event the General Meeting

rejects said resolution, the appointments as a Director of Jean-Carlos Angulo, Bpifrance Investissement and Ulrike Steinhorst will, if the General Meeting approves the tenth, eleventh and thirteenth resolutions, be renewed for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements.

If the General Meeting approves these proposals, the Board of Directors will be asked to:

- reappoint Frédéric Moyne as Chairman of the Board of Directors and, in so doing, to confirm the Company's one-tier governance structure;
- reappoint Jean-Carlos Angulo as Chairman of the Commitments Committee and a member of the Corporate Social Responsibility Committee;
- reappoint Bpifrance Investissement as a member of the Commitments Committee, of the Audit, Accounts and Risks Committee and of the Nomination, Remuneration and Governance Committee;
- reappoint Frank Lacroix as a member of the Commitments Committee and of the Audit, Accounts and Risks Committee;
- reappoint Ulrike Steinhorst as Chairwoman of the Nomination, Remuneration and Governance Committee and as a member of the Corporate Social Responsibility Committee.

Information on the offices and positions held by Frédéric Moyne, Jean-Carlos Angulo, Bpifrance Investissement (and Sébastien Moynot, its permanent representative on the Board of Directors), Frank Lacroix and Ulrike Steinhorst, including the offices and positions held during the last five years, is set out in Section 2.3.2.1 on pages 93 *et seq.* of the 2020 Universal Registration Document.

#### **Ninth resolution – Renewal of Frédéric Moyne's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

notes that Frédéric Moyne's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves to reappoint Frédéric Moyne as a Director for a four-year term of office to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements.

#### **Tenth resolution – Renewal of Jean-Carlos Angulo's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

notes that Jean-Carlos Angulo's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves, subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution, to renew Jean-Carlos Angulo's appointment as a Director for a two-year term to expire at the close of the General Meeting to be held in 2023 to approve the 2022 financial statements, or for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements, in the event of non-fulfilment of said condition precedent.

#### **Eleventh resolution – Renewal of Bpifrance Investissement's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

notes that Bpifrance Investissement's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves, subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution, to renew Bpifrance Investissement's appointment as a Director for a three-year term to expire at the close of the General Meeting to be held in 2024 to approve the 2023 financial statements, or for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements, in the event of non-fulfilment of said condition precedent.

#### **Twelfth resolution – Renewal of Frank Lacroix's appointment as a Director**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

notes that Frank Lacroix's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves to reappoint Frank Lacroix as a Director for a four-year term of office to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements.

### Thirteenth resolution – Renewal of Ulrike Steinhorst's appointment as a Director

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

notes that Ulrike Steinhorst's term of office as a director will expire at the close of this General Meeting,

and accordingly resolves, subject to the condition precedent of the adoption by the General Meeting of the twenty-second resolution, to renew Ulrike Steinhorst's appointment as a Director for a three-year term to expire at the close of the General Meeting to be held in 2024 to approve the 2023 financial statements, or for a four-year term to expire at the close of the General Meeting to be held in 2025 to approve the 2024 financial statements, in the event of non-fulfilment of said condition precedent.

#### 7.2.1.6. Resolution 14: grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme

##### Explanation

The purpose of the fourteenth resolution is to renew the grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme.

During the 2020 financial year, the Board of Directors held two successive authorisations to buy back the Company's own shares within the framework of a share buyback programme, granted by the General Meetings of 27 May 2019 and 29 May 2020. The authorisation granted on 29 May 2020 invalidated the unused part of the authorisation granted on 27 May 2019.

During the 2020 financial year, shares were bought back pursuant to these authorisations in order to allow Rothschild Martin Maurel to implement a liquidity contract designed to improve liquidity of the Albioma share on the Euronext Paris market (see further information in Sections 6.2.2.2 on pages 275 *et seq.* and 6.3.6.2 on pages 265 *et seq.* of the 2020 Universal Registration Document).

The Board of Directors proposes that the General Meeting renew the existing authorisation, granted on 29 May 2020, for a period of 18 months and cancel the unused part of the authorisation.

If the General Meeting approves this proposal, the objectives that could be met within the framework of the authorisation granted will be as follows, in decreasing order of priority:

- the implementation of a liquidity contract,
- the implementation of the Company's bonus share plans, stock option plans and any allotments, allocations or sales of shares, in particular under any scheme to share in the Company's profits;
- the delivery of shares when rights attached to securities giving access to the Company's shares are exercised;
- the cancellation of the shares bought back within the framework of a capital reduction under the terms and conditions set out in the twelfth resolution of the General Meeting;
- the keeping of shares with a view to their subsequent delivery as payment or in exchange within the framework of acquisitions;
- the implementation of any other market practices accepted or recognised by the law or the AMF and, more generally, the fulfilment of any other objective allowed by applicable regulations.

The maximum number of shares that may be purchased under this authorisation may not exceed 10% of the capital on the date of purchase. Share purchases may not, under any circumstances, result in the Company directly or indirectly holding more than 10% of its capital. As an exception to the above, the maximum number of shares that may be purchased in order to keep them and subsequently deliver them as payment or in exchange within the framework of a merger, demerger or contribution may not exceed 5% of the capital on the date of purchase.

The aggregate purchases, net of costs, may not exceed €35 million. The maximum purchase price per share may not exceed €60, subject to the adjustments required under applicable laws and regulations.

The purchases may be carried out by any means, on the market or off the market, including through block trades, although trading in options and derivatives is prohibited.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

A description of this share buyback programme can be found in Section 6.3.6.2 on page 268 of the 2020 Universal Registration Document.

The Board of Directors invites shareholders to approve this resolution.

#### **Fourteenth resolution – Grant of authorisation to the Board of Directors to allow the Company to buy back its own shares within the framework of a share buyback programme**

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, and having taken note of the report of the Board of Directors for the General Meeting,

resolves to authorise the Board of Directors, in accordance with Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 to 241-6 of the French Financial Markets Authority's (AMF) General Regulation and EC Regulation no. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, to purchase or arrange for the purchase of the Company's shares,

resolves that the objectives of such share purchases will be as follows, in decreasing order of priority:

- to ensure liquidity and foster the market for the Company's shares through the intermediary of an investment services provider acting completely independently under a liquidity contract and in accordance with a code of conduct acknowledged by the AMF,
  - to implement all allotments of bonus shares under a company or group savings plan in accordance with Article L. 3332-1 et seq. of the French Labour Code, or in accordance with Article L. 225-197-1 et seq. of the French Commercial Code, all stock option plans for the purchase of Company shares in accordance with Article L. 225-177 et seq. of the French Commercial Code, and all allotments, allocations or sales of shares, in particular under any scheme to share in the Company's profits, and to carry out any hedging transactions in connection therewith, in accordance with the terms and conditions laid down by applicable laws and regulations and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority,
  - to deliver shares when rights attached to securities giving immediate or subsequent access, by any means, to the Company's shares are exercised, and to carry out any hedging transactions in connection with the Company's obligations related to such securities, under the terms and conditions laid down by applicable laws and regulations and at the times chosen by the Board of Directors or the person to whom the Board of Directors has delegated authority,
  - to cancel all or some of the shares bought back under this authorisation within the framework of a capital reduction, under the terms and conditions set out in the fifteenth resolution of this General Meeting or any subsequent authorisation replacing it,
  - to keep the shares with a view to their subsequent delivery as payment or in exchange within the framework of acquisitions, in accordance with applicable laws and regulations,
  - to implement any other market practices accepted or recognised by the law or the AMF and, more generally, to achieve any other objective allowed by applicable regulations,
- resolves that this authorisation may be implemented subject to the following terms and conditions:
- the maximum number of shares that can be purchased may not exceed 10% of the number of shares comprising the capital on the date of purchase, and purchases made by the Company pursuant to this authorisation may not, under any circumstances, result in it directly or indirectly holding more than 10% of the shares comprising the share capital,
  - the number of shares that can be purchased by the Company in order to keep them and subsequently deliver them as payment or in exchange within the framework of a merger, demerger or contribution may not exceed 5% of the shares comprising the capital on the date of purchase,
  - the aggregate purchases, net of costs, may not exceed €35 million.
  - the maximum purchase price per share must not exceed €60, and in the event of capital transactions such as the capitalisation of reserves followed by the issue and allotment of shares and/or a stock split or reverse stock split operation, this maximum purchase price will be adjusted accordingly by applying a factor corresponding to the ratio between the number of shares comprising the capital before the relevant transaction and the number of shares after the transaction,
- resolves that the purchase, sale or transfer of the shares may be carried out, in compliance with applicable regulations, by any means, in particular on the market or off the market, in particular over-the-counter, including through block trades or a public offering. There is no limit on the proportion of securities subject to block trading, and block trades may account for the entire share buyback programme. However, trading in options or derivatives is prohibited,
- notes that the shares purchased and kept by the Company shall be stripped of their voting rights, and that no dividend will be paid thereon,
- resolves to grant this authorisation for a period of 18 months, with effect from the date of this General Meeting,
- resolves that this authorisation cancels and supersedes the unused part of the authorisation granted in the eleventh resolution adopted at the General Meeting held on 29 May 2020,

resolves that in the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period;

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this share buyback programme and, more specifically, to place any orders on the market, sign any agreements, including agreements relating to registers of share purchases and sales, draw up any documents, including in particular information documents, carry out all formalities and file all statements, including the allocation or reallocation of shares purchased on the basis of the various objectives, and, more generally, do whatever is necessary and appropriate.

## 7.2.2. RESOLUTIONS PUT TO THE EXTRAORDINARY GENERAL MEETING

### 7.2.2.1. Resolution 15: grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme

#### Explanation

The purpose of the fifteenth resolution is to renew the authorisation granted to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme.

The Statutory Auditors have issued a report on this resolution, set out in Section 7.3.1 on page 310 of the 2020 Universal Registration Document.

The Board of Directors has not used the existing authorisation, granted to it by the General Meeting at its meeting of 29 May 2020.

The Board of Directors proposes that the General Meeting renew this authorisation for a period of 18 months and cancel the unused part of the existing authorisation.

If the General Meeting approves this proposal, the authorisation granted will allow the Company to fulfil one of the objectives authorised within the framework of a share buyback programme.

As part of this authorisation, the share capital may be reduced, in one or several transactions, within the limit of 10% of the capital per 24-month period, by cancelling the shares acquired within the framework of a share buyback programme.

The Board of Directors invites shareholders to approve this resolution.

### Fifteenth resolution – Grant of authorisation to the Board of Directors to reduce the Company's capital by cancelling shares purchased by the Company within the framework of a share buyback programme

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the fifteenth resolution,

resolves to authorise the Board of Directors, in accordance with Article L. 22-10-62 et seq. of the French Commercial Code, to reduce the capital in one or several transactions, in the proportions and at the times decided by it, by cancelling all or part of the shares acquired within the framework of any authorised share buyback programme, within a limit of 10% of the capital per 24-month period,

resolves to grant this authorisation for a period of 18 months, with effect from the date of this General Meeting,

resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

and grants full powers to the Board of Directors, with the power to sub-delegate pursuant to applicable laws and regulations, in order to reduce the capital by cancelling shares, and in particular to set the final amount of the capital reduction, define the terms and conditions and record completion, charge the difference between the carrying amount of the cancelled shares and their par value to any available reserves or premium accounts, amend the Memorandum and Articles of Association accordingly, carry out all formalities and file all statements and, more generally, do whatever is necessary and appropriate.

### 7.2.2.2. Resolution 16: delegation of authority to the Board of Directors to decide to issue, with maintenance of preferential subscription rights, ordinary shares and/or securities giving immediate or subsequent access to capital and/or debt securities

#### Explanation

The purpose of the sixteenth resolution is to renew the delegation of authority granted to the Board of Directors to decide to issue, with maintenance of preferential subscription rights, ordinary shares and/or securities giving immediate or subsequent access to capital and/or debt securities.

The Statutory Auditors have issued a report on this resolution, set out in Section 7.3.2 on page 311 et seq. of the 2020 Universal Registration Document.

The Board of Directors has not used the existing delegation, granted to it by the General Meeting at its meeting of 27 May 2019.

The Board of Directors proposes that the General Meeting renew this delegation for a period of 26 months and cancel the existing delegation.

If the General Meeting approves this proposal, the Board of Directors will have the authority to decide, with the power to sub-delegate, one or more issues, denominated in euros or in any other currency or unit of account established by reference to a basket of currencies, in respect of:

- Company shares;
- securities giving immediate or subsequent access, by any means, to shares to be issued by the Company,
- shares giving immediate or subsequent access, by any means, to other shares or giving access to debt securities, free of charge or for financial consideration, and/or
- securities giving immediate or subsequent access, by any means, to equity securities to be issued by a company in which the Company directly or indirectly holds more than one half of the capital.

This delegation does not, however, authorise the Board of Directors to issue preference shares or securities giving access to preference shares.

The maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 30% of the capital on the date on which the issue is decided, it being specified that:

- this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital;
- this nominal amount constitutes an aggregate cap against which will also be applied all capital increases carried out under the seventeenth resolution (if the latter is carried out in accordance with this resolution), the eighteenth resolution, and the nineteenth and twentieth resolutions of this General Meeting.

The maximum nominal amount of the debt securities that may be issued under this delegation, or their equivalent value in euros on the date on which their issue is decided,

may not exceed €200 million, it being specified that this nominal amount:

- is not affected by and is separate from the amount of any debt securities governed by Article L. 228-92, paragraph 3, of the French Commercial Code issued pursuant to a decision or authorisation by the Board of Directors in accordance with the provisions of Article L. 228-40 of the French Commercial Code;
- will be increased, where applicable, by any redemption premium above par value;
- constitutes an aggregate cap against which will also be applied all issues of debt securities carried out under the eighteenth resolution of this General Meeting.

Shareholders will have a preferential subscription right on a pre-emptive basis for ordinary shares and securities giving access to capital issued under this delegation in proportion to the number of shares held. The Board of Directors may grant preferential subscription rights to shareholders for excess shares, to be exercised in proportion to shareholder subscription rights and, in all circumstances, up to the number of shares applied for.

In the event that applications for new shares on a pre-emptive basis and, where applicable, applications for excess shares do not take up the entire issue of shares or securities giving access to capital under this delegation, the Board of Directors may implement one or more of the following options available to it under Article L. 225-134 of the French Commercial Code, in such order as it determines:

- to limit the issue, where applicable, to the amount of the subscriptions received provided that said amount is not less than three quarters of the issue decided by the Board of Directors;
- to distribute, at its own discretion, all or part of the securities that have not been subscribed for to whomever it decides;
- to offer all or part of the shares that have not been subscribed for to the public.

This delegation will automatically entail the waiver by the shareholders, in favour of the holders of the securities issued, of their preferential subscription rights to the ordinary shares in the Company to which these securities may give entitlement.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

The Board of Directors invites shareholders to approve this resolution.

**Sixteenth resolution – Delegation of authority to the Board of Directors to decide to issue, with maintenance of preferential subscription rights, ordinary shares and/or securities giving immediate or subsequent access to capital and/or debt securities**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the sixteenth resolution,

in accordance with the provisions of Articles L. 22-10-49, L. 225-129 et seq. of the French Commercial Code, in particular Articles L. 225-129-2, L. 225-132, L. 225-133 and L. 225-134 of the French Commercial Code, and the provisions of Article L. 228-91 et seq. of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more issues, in the proportions and at the times it deems fit, both in France and abroad, denominated in euros or in any other currency or unit of account established by reference to a basket of currencies:

- Company shares,
- securities giving immediate or subsequent access, by any means, to equity securities to be issued by the Company,
- shares giving immediate or subsequent access, by any means, to other shares or giving access to debt securities, free of charge or for financial consideration, and/or
- securities giving immediate or subsequent access, by any means, to shares to be issued by a company in which the Company directly or indirectly holds more than one half of the capital,

which may be subscribed for in cash, including by setting off liquid and payable debts, or partly in cash and partly by capitalising reserves, profit or premiums,

resolves that preference shares and securities giving immediate or subsequent access, by any means, to preference shares are expressly excluded from this delegation,

resolves that the securities giving access to the Company's ordinary shares issued under this delegation may, in particular, be composed of debt securities or be combined with the issue of such securities, or allow the issue thereof as intermediate securities, that they may in particular be issued as subordinated or unsubordinated securities (and, if subordinated, the Board of Directors must determine their level

of subordination), for a fixed or perpetual term, and be issued in euros or in any other currency or monetary units established by reference to a basket of currencies,

resolves that the maximum nominal amount of any immediate or subsequent capital increases that may be carried out as a result of this delegation may not exceed 30% of the capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,

▪ it being further specified that this nominal amount constitutes an aggregate cap against which will also be applied all capital increases carried out under the seventeenth resolution (if the latter is carried out in accordance with this resolution), the eighteenth resolution, and the nineteenth and twentieth resolutions of this General Meeting,

resolves that the maximum nominal amount of the debt securities that may be issued under this resolution, or their equivalent in euros on the date on which their issue is decided, may not exceed €200 million,

- it being specified that this nominal amount:
  - is not affected by and is separate from the amount of any debt securities governed by Article L. 228-92, paragraph 3, of the French Commercial Code issued pursuant to a decision or authorisation by the Board of Directors in accordance with the provisions of Article L. 228-40 of the French Commercial Code;
  - will be increased, where applicable, by any redemption premium above par value,

▪ it being further specified that this nominal amount constitutes an aggregate cap against which will also be applied all issues of debt securities carried out under the eighteenth resolution of this General Meeting,

resolves that, in accordance with applicable laws and regulations and the terms and conditions determined by the Board of Directors, shareholders will have a preferential subscription right on a pre-emptive basis for ordinary shares and securities giving access to capital issued under this delegation in proportion to the number of shares held and that the Board of Directors may grant shareholders preferential subscription rights in respect of excess shares, to be exercised in proportion to shareholder subscription rights and, in all circumstances, within the limit of the number of shares they applied for,

resolves that if the applications for shares on a pre-emptive basis and, where applicable, subscriptions for excess shares do not take up the entire issue of shares or securities giving access to capital decided under this delegation, the Board of Directors may implement one or more of the following options available to it under Article L. 225-134 of the French Commercial Code, in such order as it determines:

- to limit the issue, where applicable, to the amount of the subscriptions received provided that said amount is not less than three quarters of the issue decided by the Board of Directors,
- to distribute, at its own discretion, all or part of the unsubscribed securities to whomever it decides, or
- to offer all or part of the shares that have not been subscribed for to the public.

notes that this delegation automatically entails the waiver by the shareholders, in favour of the holders of the securities issued, of their preferential subscription rights to the ordinary shares in the Company to which these securities may give entitlement,

resolves that warrants for the Company's shares may be issued by way of cash subscriptions in accordance with the provisions set out above or by way of free allotments to the holders of existing shares, it being understood that the Board of Directors may decide that allotment rights for fractional shares will not be tradeable and that the corresponding securities will be sold in the event of free allotments of detachable subscription warrants,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this delegation invalidates the unused part of any previous delegation for the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide to issue securities,
- determine all characteristics, the amounts and the terms of any issue and the securities to be issued and in particular to:
  - determine the class of securities issued and set the relevant subscription price, the amount of the premium, the

terms of payment, the date on which the dividend and other rights accrue (which may apply retroactively), the terms on which the securities issued under this resolution give access to the Company's ordinary shares and, where applicable, contractual provisions providing for cases of adjustment in addition to the cases provided for by the applicable laws and regulations,

- determine, where applicable, the conversion, exchange and redemption rights, including through the delivery of Company assets such as existing securities, attached to shares or securities giving access to capital,
- if the securities to be issued will be comprised of or combined with debt securities, fix their term (fixed or perpetual), their remuneration and, where applicable, the compulsory or optional circumstances for suspension or non-payment of interest, the right to reduce or increase the nominal value of the securities and the other terms of issue (including the provision of guarantees or sureties) and redemption (including repayment through the delivery of Company assets), on the understanding that the securities to be issued may grant the Company the right to issue debt securities (whether of a similar nature or otherwise) by way of payment of interest, for which payment has been suspended (for example, on account of the terms of redemption or remuneration or other rights such as indexation, option rights),
- during their life, modify the terms of the relevant securities, in accordance with applicable laws and regulations,
- determine the terms and conditions under which the Company may, where applicable, buy back or exchange on a stock exchange, at any time or during pre-determined periods, securities issued or to be issued, immediately or in the future, in order to cancel them or otherwise, based on applicable laws and regulations,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

**7.2.2.3. Resolution 17: delegation of authority to the Board of Directors to increase the amount of issues undertaken, with maintenance of preferential subscription rights, in the event of over-subscription, pursuant to the sixteenth resolution**

**Explanation**

The purpose of the seventeenth resolution is for the General Meeting to delegate authority to the Board of Directors to decide to increase the amount of issues carried out under the terms of the sixteenth resolution of this General Meeting in the event of over-subscription.

The Statutory Auditors have issued a report on this resolution, set out in Section 7.3.2 on page 311 *et seq.* of the 2020 Universal Registration Document.

The Board of Directors has not used the existing delegation, granted to it by the General Meeting at its meeting of 27 May 2019.

The Board of Directors proposes that the General Meeting grant this delegation for a period of 26 months with effect from the date of this General Meeting.

If the General Meeting approves this proposal, the Board of Directors will have the authority to decide, with the power to sub-delegate, to increase the number of shares or securities to be issued within the framework of issues undertaken pursuant to the sixteenth resolution put to this General Meeting, in order to satisfy surplus demand, if any.

The additional shares or securities will be offered for subscription at the price charged for the initial issue, within the deadlines and limits prescribed in the laws and regulations in force on the date of issue (currently within 30 days of the end of the subscription period, for a number of additional shares or securities representing no more than 15% of the number of shares or securities offered in the initial issue).

The nominal amount of issues that may be undertaken under this delegation will be applied against the cap referred to in the resolution under which the initial issue was made.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

The Board of Directors invites shareholders to approve this resolution.

**Seventeenth resolution – Delegation of authority to the Board of Directors to decide to increase the amount of the issues undertaken, with maintenance of preferential subscription rights in the case of surplus demand, pursuant to the sixteenth resolution**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having noted the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the seventeenth resolution,

in accordance with the provisions of Article L. 225-135-1 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide to increase the number of shares or securities to be issued within the framework of any issue undertaken under the sixteenth resolution put to this General Meeting, in the event that the Board of Directors registers surplus demand, at the price charged for the initial issue and within the deadlines and limits prescribed in the laws and regulations in force on the date of issue (currently within 30 days of the end of the subscription period, for a number of additional shares or securities representing no more than 15% of the number of shares or securities offered in the initial issue),

resolves that the nominal amount of the issues decided under this delegation will be applied against the cap referred to in the resolution under which the initial issue was undertaken, resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation and, in particular, to take such steps as are appropriate and enter into any agreements, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to

the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

**7.2.2.4. Resolution 18: delegation of authority to the Board of Directors to decide to issue by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, with waiver of preferential subscription rights, debt securities giving immediate or subsequent access to capital and/or debt securities**

**Explanation**

The purpose of the eighteenth resolution is for the General Meeting to delegate authority to the Board of Directors to decide to issue, with waiver of preferential subscription rights, debt securities giving immediate or subsequent access to capital by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, i.e. to qualified investors or a limited circle of investors. Its aim is to enable the Board of Directors to react quickly and thereby take advantage of the current favourable terms for financing through the issue of this type of instrument, so as to meet, where applicable, any financing requirements of the Company or its subsidiaries, or to improve the structure and terms of existing financing arrangements.

The Statutory Auditors have issued a report on this resolution, set out in Section 7.3.2 on page 311 *et seq.* of the 2020 Universal Registration Document.

The Board of Directors proposes that the General Meeting grant this delegation for a period of 26 months with effect from the date of this General Meeting.

If the General Meeting approves this proposal, the Board of Directors will have the authority to decide, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to issue, by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, on one or more occasions, in the proportions and at the times it deems fit, both in France and abroad, denominated in euros or in any other currency or unit of account established by reference to a basket of currencies:

- debt securities giving immediate or subsequent access to equity securities to be issued by the Company, and/or
- debt securities giving immediate or subsequent access to shares to be issued by a company in which the Company directly or indirectly holds more than one half of the capital.

This delegation does not, however, authorise the Board of Directors to issue securities giving access to preference shares.

The maximum nominal amount of any immediate or subsequent capital increases that may be carried out as a result of this delegation may not exceed 10% of the capital on the date on which the issue is decided, it being specified that:

- this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to equity securities to be issued;
- this nominal amount will be applied against the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,
- this nominal amount constitutes an aggregate sub-cap against which will also be applied all capital increases carried out under the nineteenth and twentieth resolutions of this General Meeting.

The maximum nominal amount of the debt securities that may be issued under this delegation, or their equivalent value in euros on the date on which their issue is decided, may not exceed €200 million, it being specified that this nominal amount:

- is not affected by and is separate from the amount of any debt securities governed by Article L. 228-92, paragraph 3, of the French Commercial Code issued pursuant to a decision or authorisation by the Board of Directors in accordance with the provisions of Article L. 228-40 of the French Commercial Code;
- will be increased, where applicable, by any redemption premium above par value;
- will be applied against the aggregate cap of debt securities issues set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of debt securities issues specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution.

Under this delegation, shareholders' preferential subscription rights to securities giving access to equity securities to be issued, which are the subject of this delegation, will be waived.

This delegation will automatically entail the waiver by the shareholders, in favour of the holders of the debt securities issued, of their preferential subscription rights to

the ordinary shares in the Company to which these debt securities may give entitlement.

The amount due to the Company for each of the shares issued under this delegation will be at least equal to the weighted average price of the Company's shares on the Euronext Paris regulated market during the last three trading sessions preceding the start of the offer less any discount, which may not exceed 10%, after correction, if any, of this amount to take into account differences in the dates on which the dividend and other rights accrue.

The issue price of debt securities giving access to equity securities to be issued will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company, will be, for each share issued as a result of the issue of these securities, at least equal to the aforementioned minimum value.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

The Board of Directors invites shareholders to approve this resolution.

**Eighteenth resolution – Delegation of authority to the Board of Directors to decide to issue by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, with waiver of preferential subscription rights, debt securities giving immediate or subsequent access to capital and/or debt securities**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the eighteenth resolution,

in accordance with the provisions of Articles L. 225-129 to L. 225-129-6, L. 225-136, L. 22-10-49, L. 22-10-52 and L. 228-91 to L. 228-93 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more issues, by means of an offering referred to in Article L. 411-2(1°) of the French Monetary and Financial Code, in the proportions and at the times it deems fit, both in France and abroad, denominated in euros or in any other currency or unit of account established by reference to a basket of currencies:

- debt securities giving immediate or subsequent access to equity securities to be issued by the Company,

- debt securities giving immediate or subsequent access to shares to be issued by a company in which the Company directly or indirectly holds more than one half of the capital, which may be subscribed for in cash, including by setting off liquid and payable debts,

resolves that issues of debt securities giving immediate or subsequent access to preference shares are expressly excluded from this delegation,

resolves that the maximum nominal amount of any immediate or subsequent capital increases that may be carried out as a result of this delegation may not exceed 10% of the capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to equity securities to be issued,
- it being further specified that this nominal amount:

- will be applied against the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this delegation,
- constitutes an aggregate sub-cap against which will also be applied all capital increases carried out under the nineteenth and twentieth resolutions of this General Meeting,

resolves that the maximum nominal amount of the debt securities that may be issued under this delegation, or their equivalent in euros on the date on which their issue is decided, may not exceed €200 million,

- it being specified that this nominal amount:
  - is not affected by and is separate from the amount of any debt securities governed by Article L. 228-92, paragraph 3, of the French Commercial Code issued pursuant to a decision or authorisation by the Board of Directors in accordance with the provisions of Article L. 228-40 of the French Commercial Code, and
  - will be increased, where applicable, by any redemption premium above par value,
- it being further specified that this nominal amount will be applied against the aggregate cap of debt securities issues set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of debt securities issues specified by a resolution that has the same purpose and is applicable during the period of validity of this delegation,

resolves to waive shareholders' preferential subscription rights to securities giving access to equity securities to be issued, which are the subject of this delegation,

notes that this delegation automatically entails the waiver by the shareholders, in favour of the holders of the debt securities issued, of their preferential subscription rights to ordinary shares in the Company to which these debt securities may give entitlement,

resolves that the amount due to the Company for each of the shares issued under this delegation will be at least equal to the weighted average price of the Company's shares on the Euronext Paris regulated market during the last three trading sessions preceding the start of the offer less any discount, which may not exceed 10%, after correction, if any, of this amount to take into account differences in the dates on which the dividend and other rights accrue,

resolves that the issue price of debt securities giving access to equity securities to be issued will be such that the amount received immediately by the Company, plus any amount that may subsequently be received by the Company, will be, for each share issued as a result of the issue of these securities, at least equal to the aforementioned minimum value,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this authorisation invalidates the unused part of any previous authorisation for the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide to issue securities,
- determine all characteristics, the amounts and the terms of any issue and the securities to be issued and in particular to:
  - determine the class of securities issued and set the relevant subscription price, the amount of the premium,

the terms of payment, the date on which the dividend and other rights accrue (which may apply retroactively), the terms on which the debt securities issued under this delegation give access to the Company's ordinary shares and, where applicable, contractual provisions providing for cases of adjustment in addition to the cases provided for by the applicable laws and regulations,

- determine, where applicable, the conversion, exchange and redemption rights, including through the delivery of Company assets such as existing securities, attached to shares or securities giving access to capital,
- set the term (fixed or perpetual) of the securities issued, their remuneration and, where applicable, the compulsory or optional events governing the suspension or non-payment of interest, the ability to reduce or increase the nominal amount of the securities and the other terms of issuance (including the fact of granting guarantees or security thereon) and of redemption (including redemption by delivery of assets of the Company),
- during their life, modify the terms of the relevant securities, in accordance with applicable laws and regulations,
- determine the terms and conditions under which the Company may, where applicable, buy back or exchange on a stock exchange, at any time or during pre-determined periods, securities issued or to be issued, immediately or in the future, in order to cancel them or otherwise, based on applicable laws and regulations,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

**7.2.2.5. Resolution 19: delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving immediate or subsequent access to capital to remunerate contributions in kind made to the Company**

**Explanation**

The purpose of the nineteenth resolution is to grant a delegation of powers to the Board of Directors to issue, with waiver of preferential subscription rights, ordinary shares and/or securities giving immediate or subsequent access to capital of the Company and/or of a company in which the Company holds, directly or indirectly, more than half of the capital, for the purposes of remunerating contributions in kind made to the Company.

The Statutory Auditors have issued a report on this resolution, set out in Section 7.3.2 on page 311 *et seq.* of the 2020 Universal Registration Document.

The Board of Directors has not used the existing delegation, granted to it by the General Meeting at its meeting of 29 May 2020.

The Board of Directors proposes that the General Meeting renew this delegation for a period of 26 months and cancel the existing delegation.

If the General Meeting approves this proposal, the Board of Directors will have the authority, with the power to sub-delegate, to issue shares and/or securities giving immediate or subsequent access to the capital of the Company and/or of a company in which the Company holds, directly or indirectly, more than half of the capital, to remunerate contributions in kind made to the Company and comprising capital securities or securities giving access to capital (other than contributions of securities pursuant to a public exchange offer).

The shares or securities will be issued pursuant to a report by one or more Contribution Auditors.

The maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 10% of the Company's capital on the date on which the Board of Directors decides the issue, it being specified that:

- this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,
- this nominal amount will be applied against the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

- this nominal amount will be applied against the aggregate sub-cap of capital increases set by the eighteenth resolution of this General Meeting or, where applicable, against the aggregate sub-cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution.

The Company's shareholders will not be granted preferential subscription rights to securities that may be issued under this delegation.

This delegation automatically entails the waiver by the shareholders, in favour of the holders of the securities issued, of their preferential subscription rights to the ordinary shares in the Company to which these securities may give entitlement.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

The Board of Directors invites shareholders to approve this resolution.

**Nineteenth resolution – Delegation of powers to the Board of Directors to issue ordinary shares and/or securities giving immediate or subsequent access to capital to remunerate contributions in kind made to the Company**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the nineteenth resolution,

in accordance with the provisions of Articles L. 225-129 *et seq.*, L. 228-91 *et seq.*, L. 225-147 and L. 22-10-53 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, the necessary powers to decide, pursuant to a report of the Contribution Auditors referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, to issue ordinary shares in the Company and/or securities giving immediate or subsequent access, by any means, to the capital of the Company and/or of a company in which the Company holds, directly or indirectly, more than half of the capital, in order to remunerate contributions in kind made to the Company and comprising capital securities or other securities when the provisions of Article L. 22-10-54 of the French Commercial Code on contributions of securities pursuant to a public exchange offer do not apply,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 10% of the Company's capital on the date on which the Board of Directors decides the issue,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,
- it being further specified that this nominal amount will be applied against:
  - the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,
  - the aggregate sub-cap of capital increases set by the eighteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

notes that shareholders will not be granted preferential subscription rights for the securities that may be issued under this delegation,

notes that under this delegation, shareholders are automatically deemed to have waived their preferential subscription rights in respect of ordinary shares in the Company to which the holders of securities issued under this delegation may be entitled,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this delegation invalidates the unused part of any previous delegation having the same purpose,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations and to present the report of the Contribution Auditors referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code to shareholders at the next General Meeting, pursuant to the provisions of Article R. 225-136 of the French Commercial Code,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- vote on the report of the Contribution Auditors referred to in the first and second paragraphs of Article L. 225-147 of the French Commercial Code, on the valuation of the contributions, the granting of special privileges and on their value,
- reduce, if the persons making the contributions agree, the value assigned to the contributions or the remuneration of special privileges,
- fix the number of securities to be issued to remunerate the contributions and the date on which dividend and other rights accrue thereon,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record their completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary.

### 7.2.2.6. Resolution 20: delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights

#### Explanation

The purpose of the twentieth resolution is to renew the delegation of authority granted to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights. It will enable the Board of Directors to continue to implement, at the rate of one transaction per year, a proactive policy to strengthen employee share ownership.

The Statutory Auditors have issued a report on this resolution, set out in Section 7.3.3 on page 313 *et seq.* of the 2020 Universal Registration Document.

The existing delegation, which had been granted to the Board of Directors by the General Meeting at its meeting on 29 May 2020, was used by the Board of Directors on 3 March 2021 (see additional information in Sections 6.2.2.2 on pages 257 *et seq.* and 6.3.4 on page 265 of the 2020 Universal Registration Document).

The Board of Directors proposes that the General Meeting renew this delegation for a period of 26 months and cancel the existing delegation.

If the General Meeting approves this proposal, the Board of Directors will have the authority to decide, with the power to sub-delegate, to issue shares and/or securities giving access to capital to members of one or more company or group savings plans, where applicable by means of employee share ownership mutual funds.

The maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 1.5% of the Company's capital on the date on which the issue is decided, it being specified that:

- this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,
- this nominal amount will be applied against the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

- this nominal amount will be applied against the aggregate sub-cap of capital increases set by the eighteenth resolution of this General Meeting or, where applicable, against the aggregate sub-cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

The preferential subscription rights granted to shareholders in respect of the securities to be issued under this delegation will be waived in favour of members of the relevant savings plans.

If this delegation is used, the issue price of new shares or securities giving access to capital will be determined in accordance with the provisions of Article L. 3332-18 *et seq.* of the French Labour Code and may not be less than 70% of the average price of the Company's shares on Euronext Paris in the 20 trading days prior to the date of the Board of Directors' decision setting the date on which the subscription period opens (or 60% of the same average price when the lock-in period provided in the plan pursuant to Articles L. 3332-19 and L. 3332-21 of the French Labour Code is ten years or more), said average being calculated at the Board of Directors' discretion, using either the first quoted prices, the closing prices or the weighted average prices during the period.

Within this framework, the Board of Directors will be authorised to reduce or cancel the above-mentioned discount, within the limits of applicable laws and regulations, in particular in order to take into account, where applicable, the legal, accounting, fiscal and employment framework of the countries in which the beneficiaries reside.

The Board of Directors may also decide to allot existing or future shares or other securities giving access to capital to members of the above-mentioned savings plans, free of charge, by way of:

- the employer's contribution that may be paid under the rules governing company or group savings plans,
- and/or, where applicable, the discount that may be applied to the subscription price in accordance with the provisions set out above.

If the members of the relevant savings plans do not subscribe for the entire capital increase within the allotted time, the capital will only be increased by the amount of the shares subscribed for and the remaining shares may be reoffered to said beneficiaries within the framework of a capital increase carried out at a later date.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

The Board of Directors invites shareholders to approve this resolution.

**Twentieth resolution – Delegation of authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to capital to members of company or group savings plans, with waiver of preferential subscription rights**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the following:

- the report of the Board of Directors for the General Meeting,
- the report of the Statutory Auditors on the twentieth resolution,

in accordance with the provisions of Articles L. 225-129-2, L. 225-129-6, L. 225-138-1 and L. 228-91 *et seq.* of the French Commercial Code and Article L. 3332-1 *et seq.* of the French Labour Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide to issue shares and/or securities giving access to capital, immediately or in the future, to members of company or group savings plans established jointly by the Company and French or foreign related companies in accordance with the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code,

resolves to waive the preferential subscription rights granted to shareholders in respect of the securities to be issued under this delegation in favour of the beneficiaries defined above,

resolves that the issue price of new shares or securities giving access to capital will be determined in accordance with the provisions of Article L. 3332-18 *et seq.* of the French Labour Code and may not be less than 70% of the average price of the Company's shares on Euronext Paris in the 20 trading days prior to the date of the Board of Directors' decision setting the date on which the subscription period opens (or 60% of the same average price when the lock-in period provided in the plan pursuant to Articles L. 3332-19 and L. 3332-21 of the French Labour Code is ten years or more), said average being calculated at the Board of Directors' discretion, using either the first quoted prices, the closing prices or the volume-weighted average prices during the period.

and expressly authorises the Board of Directors to reduce or cancel the above-mentioned discount, within the limits of applicable laws and regulations, in particular in order to take into account, where applicable, the legal, accounting, fiscal and employment framework of the countries in which the beneficiaries reside,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed 1.5% of the Company's capital on the date on which the issue is decided,

- it being specified that this nominal amount will be increased, where applicable, by the additional nominal amount of ordinary shares that may be issued to protect, in accordance with applicable laws and regulations and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities giving access to capital,
- it being further specified that this nominal amount will be applied against:
  - the aggregate cap of capital increases set by the sixteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,
  - the aggregate sub-cap of capital increases set by the eighteenth resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this resolution,

resolves, pursuant to the provisions of Article L. 3332-21 of the French Labour Code, that the Board of Directors may decide to allot existing or future shares or other securities giving access to the Company's capital to the beneficiaries defined above, free of charge, by way of:

- the employer's contribution that may be paid under the rules governing company or group savings plans, and/or
- if applicable, the discount,

and also resolves that if the beneficiaries described above do not subscribe for the entire capital increase within the allotted time, the capital will only be increased by the amount of the shares subscribed for and the remaining shares may be reoffered to said beneficiaries within the framework of an increase to be carried out at a later date,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- decide that subscriptions may be made directly or through employee mutual funds or other vehicles or entities allowed under applicable laws and regulations,
- establish the criteria applicable to companies, in order to allow their employees to benefit from the capital increases carried out under this delegation and draw up a list of said companies,
- determine the dates, terms and conditions and procedures for the issues carried out under this delegation, in particular the subscription price, fix the dates on which the subscription period opens and closes, the dates on which dividend and other rights accrue, the arrangements for paying up shares in the Company and grant extra time for payment thereof,
- unilaterally decide to allocate the cost of the capital increase against the amount of the relevant premiums and deduct the sums required to fund the statutory reserve from this amount, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record their completion in the amount of the shares subscribed for and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation as well as the exercise of the rights attached thereto and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

#### **7.2.2.7. Resolution 21: delegation of authority to the Board of Directors to decide to increase the capital by capitalising premiums, reserves, profit or other sums eligible for capitalisation**

##### **Explanation**

The purpose of the twenty-first resolution is to renew the delegation of authority granted to the Board of Directors to decide to increase the capital by capitalising premiums, reserves, profit or other sums eligible for capitalisation.

The Board of Directors has not used the existing delegation, granted to it by the General Meeting at its meeting of 27 May 2019.

The Board of Directors proposes that the General Meeting renew this delegation for a period of 26 months and cancel the existing delegation.

If the General Meeting approves this proposal, the Board of Directors will have the authority to decide, with the power to sub-delegate, one or more capital increases by the successive or simultaneous capitalisation of reserves, profit, issue, contribution or merger premiums or any other sums eligible for capitalisation under applicable laws and provisions of the Memorandum and Articles of Association, in the form of bonus share allotments and/or an increase in the nominal value of existing shares.

If the capital is increased by means of a bonus share allotment, the Board of Directors may decide that the allotment rights for fractional shares will not be tradeable and that the corresponding shares will be sold, with the proceeds of the sale being allotted to rights holders in accordance with applicable laws and regulations.

The maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed the amount of the sums that may be capitalised on the date of the Board of Directors' decision.

This amount will not be applied against the aggregate cap referred to in the sixteenth resolution. It will be increased, where applicable, by the additional nominal amount of the shares that may be issued to protect the rights of holders of securities giving access to capital.

In the event of a public offering for the Company's shares, this authorisation will be suspended automatically during the offer period.

The Board of Directors invites shareholders to approve this resolution.

**Twenty-first resolution – Delegation of authority to the Board of Directors to decide to increase the capital by capitalising premiums, reserves, profit or other sums eligible for capitalisation**

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

in accordance with the provisions of Article L. 225-129 *et seq.* and Article L. 225-130 of the French Commercial Code,

delegates to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, its authority to decide one or more capital increases, in the proportions and at the times it decides, by means of the successive or simultaneous capitalisation of reserves, profit, issue, contribution or merger premiums or any other sums eligible for capitalisation under applicable laws and provisions of the Memorandum and Articles of Association, in the form of bonus share allotments and/or an increase in the nominal value of existing shares,

resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation may not exceed the amount of the sums that may be capitalised on the date of the Board of Directors' decision under this delegation, it being specified that:

- the nominal amount of the capital increases that may be carried out under this delegation will not be applied against the aggregate cap set in the fifteenth resolution of this General Meeting,
- this cap will be increased, where applicable, by the additional amount of the ordinary shares that may be issued to protect, in accordance with applicable laws and any applicable contractual provisions providing for other cases of adjustment, the rights of holders of securities carrying an entitlement to capital securities in the Company,

resolves that if the capital is increased by means of a bonus share allotment and in accordance with the provisions of Article L. 225-130 of the French Commercial Code, the Board of Directors may decide that the allotment rights for fractional shares will not be tradeable and that the corresponding shares will be sold, with the proceeds of the sale being allotted to rights holders in accordance with applicable laws and regulations,

resolves to grant this delegation for a period of 26 months, with effect from the date of this General Meeting,

resolves that this delegation cancels and supersedes the unused part of the delegation granted in the eighteenth resolution adopted at the General Meeting held on 27 May 2019, resolves that, in the event that the Board of Directors uses this delegation, it will be required to report back to the next Ordinary General Meeting on its use of this delegation in accordance with applicable laws and regulations,

resolves that in the event of a public offering for the Company's shares, this delegation will be suspended automatically during the offer period,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to applicable laws and regulations, to implement this delegation, and in particular to:

- set the amount and type of the sums to be capitalised,
- set the number of new shares to be issued and/or the amount of the increase in nominal value of the existing shares comprising the share capital, set the date, even retroactively, on which dividend and other rights will accrue on the new shares or the effective date of the increase in nominal value, and
- take such steps as are appropriate and enter into any agreements for the purpose of implementing this delegation, in particular to ensure the successful completion of the planned issues, record completion and make the corresponding amendments to the Memorandum and Articles of Association, carry out all formalities and file all statements relevant for the issue, listing and financial administration of the securities issued under this delegation and request any and all permissions that prove necessary for the carrying out and successful completion of these issues.

### 7.2.2.8. Resolution 22: amendment of the provisions of Article 19 of the Memorandum and Articles of Association relating to the term of office of Directors

#### Explanation

The purpose of the twenty-second resolution is to amend Article 19 of the Memorandum and Articles of Association relating to the term of office of Directors.

The purpose of these amendments is to enable the Board of Directors to propose that the General Meeting appoint certain Directors, or renew their appointment, for a shorter term than the four-year term specified by the Memorandum and Articles of Association, or to reduce the term of office of one or more Directors, to enable a staggered reappointment of the members of the Board of Directors. The order in which their term of office expires will be determined by the Board of Directors based on seniority, unless the Board of Directors unanimously decides otherwise.

The Board of Directors invites shareholders to approve this resolution.

#### Twenty-second resolution – Amendment of the provisions of Article 19 of the Memorandum and Articles of Association relating to the term of office of Directors

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

resolves to amend Article 19 of the Memorandum and Articles of Association, which will read as follows:

*“Governance of the Company shall be entrusted to a board composed of at least three members and no more than twelve members, appointed by the shareholders at General Meetings.*

*The term of office of each member of the Board of Directors shall be four years, where one year corresponds to the period from one Annual General Meeting to the next.*

*The Ordinary General Meeting may appoint certain Directors for a term shorter than four years or, depending on the circumstances, reduce the term of office of one or more Directors, to enable a staggered reappointment of the members of the Board of Directors. The order in which their term of office expires shall be determined by the Board of Directors based on seniority, without prejudice to a different order determined by a unanimous decision of the Board of Directors.*

*Outgoing Directors may be reappointed. [...]”*

the rest of the Article remaining unchanged,

and grants full powers to the Board of Directors, with the power to sub-delegate to any person authorised pursuant to the applicable laws and regulations, to amend the Memorandum and Articles of Association and carry out all steps and formalities.

### 7.2.2.9. Resolution 23: powers to carry out formalities

#### Explanation

The purpose of the twenty-third resolution is to grant holders of the original, copies or extracts of the minutes of the General Meeting the necessary powers to carry out standard public notice and filing formalities.

The Board of Directors invites shareholders to approve this resolution.

#### Twenty-third resolution – Powers to carry out formalities

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings,

and having taken note of the report of the Board of Directors for the General Meeting,

grants full powers to holders of the original, copies or extracts of the minutes of this General Meetings to carry out all public notice, filing and other formalities required under applicable laws and regulations.

### 7.3. Reports by the Statutory Auditors on the resolutions

#### 7.3.1. REPORT BY THE STATUTORY AUDITORS ON THE CAPITAL REDUCTION (FIFTEENTH RESOLUTION)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

**PricewaterhouseCoopers Audit**

63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

**Mazars**

Tour Exaltis – 61 rue Henri Regnault  
92400 Courbevoie

**To the Albioma General Meeting,**

In our capacity as Statutory Auditors of your Company, and in performance of our duties pursuant to Article L. 22-10-62 of the French Commercial Code (*Code de commerce*) in the event of a reduction in the share capital through the cancellation of shares previously repurchased, we hereby report on our assessment of the causes, terms and conditions of the proposed reduction in capital.

Your Board of Directors proposes that you grant it full powers, for an 18-month period as from the date of this General Meeting, to cancel shares corresponding to a maximum of 10% of the capital per 24-month period that have been purchased as a result of the implementation of an authorisation to purchase Company shares within the framework of the aforementioned article.

This authorisation will cancel and supersede the unused part of the authorisation granted in the twelfth resolution adopted at the General Meeting held on 29 May 2020.

We followed the procedures that we considered necessary to comply with professional guidance given by the national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of assignment. These procedures consist of verifying that the causes, terms and conditions of the proposed capital reduction are fair and are not likely to adversely affect equality between the shareholders.

We do not have any observations with regard to the causes, terms and conditions of the proposed capital reduction.

Neuilly-sur-Seine and Courbevoie, on 29 April 2021

The Statutory Auditors,

**PricewaterhouseCoopers Audit**

Jérôme Mouazan  
Partner

**Mazars**

Daniel Escudeiro  
Partner

### 7.3.2. REPORT BY THE STATUTORY AUDITORS ON THE ISSUE OF SHARES AND/OR SECURITIES WITH MAINTENANCE AND/OR WAIVER OF PREFERENTIAL SUBSCRIPTION RIGHTS (SIXTEENTH, SEVENTEENTH, EIGHTEENTH AND NINETEENTH RESOLUTIONS)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

#### Pricewaterhouse Coopers Audit

63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

#### Mazars

Tour Exaltis – 61 rue Henri Regnault  
92400 Courbevoie

#### To the Albioma General Meeting,

In our capacity as Statutory Auditors of your Company, and in performance of our duties pursuant to Articles L. 228-92 and L. 225-135 et seq. and Article L. 22-10-52 of the French Commercial Code, we hereby report to you on the proposal to delegate authority to the Board of Directors to carry out various issues of shares and/or securities, on which you are asked to vote.

On the basis of its report, your Board of Directors proposes that you:

- authorise it, for a 26-month period, with the power to sub-delegate, to decide on the following transactions and to determine the final terms and conditions of these issues and that, where relevant, you waive your preferential subscription rights:
  - issue, with maintenance of preferential subscription rights (16<sup>th</sup> resolution):
    - company shares;
    - securities giving immediate or subsequent access, by any means, to equity securities to be issued by the Company;
    - equity securities giving immediate or subsequent access, by any means, to other equity securities or giving access to debt securities, free of charge or for financial consideration;
    - securities giving immediate or subsequent access, by any means, to equity securities to be issued by a company in which the Company directly or indirectly holds more than one half of the share capital;
  - issue with waiver of preferential subscription rights, by means of an offering referred to in Article L. 411-2(1<sup>er</sup>) of the French Monetary and Financial Code and within the limit of 20% of the share capital per year (18<sup>th</sup> resolution):
    - debt securities giving immediate or subsequent access to equity securities to be issued by the Company, and/or
    - debt securities giving immediate or subsequent access to equity securities to be issued by a company in which the Company directly or indirectly holds more than one half of the share capital;
- delegate to it, for a 26-month period, with the power to sub-delegate, the powers necessary to carry out an issue of the Company's ordinary shares and/or securities giving immediate or subsequent access, by any means, to the capital of the Company and/or of any company in which the Company directly or indirectly holds more than one half of the share capital, up to a maximum of 10% of the share capital, in order to remunerate contributions in kind made to the Company and comprising equity securities or other securities when the provisions of Article L. 22-10-54 of the French Commercial Code on contributions of securities pursuant to a public exchange offer do not apply (19<sup>th</sup> resolution).

The total nominal amount of the capital increases that may be carried out immediately or subsequently may not, under the 16<sup>th</sup> resolution, exceed 30% of the capital on the date of the decision in respect of the 16<sup>th</sup>, 17<sup>th</sup>, 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions, it being specified that, under the 18<sup>th</sup> resolution the nominal amount of capital increases that may be carried out under the 18<sup>th</sup>, 19<sup>th</sup> and 20<sup>th</sup> resolutions may not exceed 10% of the capital on the date of the decision.

The total nominal amount of debt securities that may be issued may not, under the 16<sup>th</sup> resolution, exceed €200 million in respect of the 16<sup>th</sup> and 18<sup>th</sup> resolutions.

These caps take into account the additional number of securities to be created for the purposes of implementing the delegation referred to in the 16<sup>th</sup> resolution, in accordance with the terms and conditions laid down in Article L. 225-135-1 of the French Commercial Code, if you adopt the 17<sup>th</sup> resolution.

The Board of Directors is responsible for drawing up a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. We are required to express an opinion on the accuracy of the figures based on the financial statements, on the proposed waiver of preferential subscription rights and on certain other information relating to these issues that is presented in this report.

We followed the procedures that we considered necessary to comply with professional guidance given by the national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of assignment. These procedures consisted in verifying the content of the report by the Board of Directors on these operations and the methods used to calculate the issue price of the equity securities to be issued.

Subject to our review at a later date of the terms and conditions of the issues that may be decided, we do not have any comments with regard to the methods used to calculate the issue price of the equity securities to be issued, as presented in the Board of Directors' report on the 18<sup>th</sup> resolution.

In addition, as the report does not describe the methods used to calculate the issue price of the equity securities to be issued if the 16<sup>th</sup> and 19<sup>th</sup> resolutions are implemented, we are not able to comment on the methods used to determine this issue price.

As the final terms and conditions of the issues have not been determined, we are not able to comment on them or, as a result, on the proposal to waive the preferential subscription rights made to you in the 18<sup>th</sup> resolution.

As required by Article R. 225-116 of the French Commercial Code, we will prepare an additional report if need be, when these delegations are used by your Board of Directors in the event of the issue of securities which are equity securities giving access to other equity securities or securities giving entitlement to the allocation of debt securities, in the event of the issue of securities giving access to equity securities to be issued and in the event of the issue of shares with waiver of preferential subscription rights.

Neuilly-sur-Seine and Courbevoie, on 29 April 2021

The Statutory Auditors,

**Pricewaterhouse Coopers Audit**

Jérôme Mouazan

Partner

**Mazars**

Daniel Escudeiro

Partner

### 7.3.3. REPORT BY THE STATUTORY AUDITORS ON THE ISSUE OF ORDINARY SHARES AND/OR SECURITIES WITH WAIVER OF PREFERENTIAL SUBSCRIPTION RIGHTS TO MEMBERS OF COMPANY OR GROUP SAVINGS PLANS (TWENTIETH RESOLUTION)

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

#### Pricewaterhouse Coopers Audit

63 rue de Villiers  
92208 Neuilly-sur-Seine Cedex

#### Mazars

Tour Exaltis – 61 rue Henri Regnault  
92400 Courbevoie

#### To the Albioma General Meeting,

In our capacity as Statutory Auditors of your Company, and in performance of our duties pursuant to Articles L. 228-92 and L. 225-135 *et seq.* of the French Commercial Code, we hereby report to you on the proposals to delegate authority to the Board of Directors to decide to issue ordinary shares and/or securities giving immediate or subsequent access to your Company's capital, with waiver of preferential subscription rights, on which you are asked to vote.

This issue will be reserved for members of company or group savings plans

established jointly by the Company and French or foreign related companies in accordance with the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labour Code (*Code du travail*).

You are asked to approve this issue, as required by Articles L. 225-129-6 of the French Commercial Code and L. 3332-18 *et seq.* of the French Labour Code.

On the basis of its report, your Board of Directors proposes that you authorise it, with the power to sub-delegate, for a 26-month period, to decide on an issue and to waive your preferential right to subscribe to the securities to be issued. It will determine the final terms and conditions of any such issue.

The total nominal amount of the capital increases that may be carried out immediately or subsequently may not, under the 20<sup>th</sup> resolution, exceed 1.5% of the capital on the date on which the issue is decided, it being specified that this nominal amount will be applied against:

- the aggregate cap of capital increases set by the 16<sup>th</sup> resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this delegation,
- the aggregate sub-cap of capital increases set by the 18<sup>th</sup> resolution of this General Meeting or, where applicable, against the aggregate cap of capital increases specified by a resolution that has the same purpose and is applicable during the period of validity of this delegation.

The Board of Directors is responsible for drawing up a report in accordance with Articles R. 225-113 *et seq.* of the French Commercial Code. We are required to express an opinion on the accuracy of the figures based on the financial statements, on the proposed waiver of preferential subscription rights and on certain information relating to the issue that is presented in this report.

We followed the procedures that we considered necessary to comply with professional guidance given by the national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) relating to this type of assignment. These procedures consisted in verifying the content of the report by the Board of Directors on this operation and the methods used to calculate the issue price of the equity securities to be issued.

Subject to our review at a later date of the terms and conditions of the issue that may be decided, we do not have any comments with regard to the methods used to calculate the issue price of the equity securities to be issued, as presented in the Board of Directors' report.

As the final terms and conditions of the issue have not been determined, we are not able to comment on them or, as a result, on the proposal to waive the preferential subscription rights.

As required by Article R. 225-116 of the French Commercial Code, we will prepare an additional report if need be, when this delegation is used by your Board of Directors in the event of the issue of shares and securities which are equity securities giving access to other equity securities and in the event of the issue of securities giving access to equity securities to be issued.

Neuilly-sur-Seine and Courbevoie, on 29 April 2021

The Statutory Auditors,

**Pricewaterhouse Coopers Audit**

Jérôme Mouazan

Partner

**Mazars**

Daniel Escudeiro

Partner



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## 8 • APPENDICES

### 8.1. Persons responsible for auditing the financial statements

## 8.1. Persons responsible for auditing the financial statements

### 8.1.1. THE COMPANY'S STATUTORY AUDITORS

	Date of first appointment	Start date of current term of office	Current term of office	Expiry of current term of office <sup>1</sup>
<b>PRINCIPAL STATUTORY AUDITORS</b>				
<b>PricewaterhouseCoopers Audit</b> Statutory Auditor Member of the Versailles Regional Company of Statutory Auditors Represented by Jérôme Mouazan 63 rue de Villiers 92208 Neuilly-sur-Seine Cedex	18/05/2010	24/05/2016	6 financial years	GM 2022
<b>Mazars</b> Statutory Auditor Member of the Versailles Regional Company of Statutory Auditors Represented by Daniel Escudeiro Tour Exaltis 61 rue Henri Regnault 92400 Courbevoie	27/05/2004	24/05/2016	6 financial years	GM 2022
<b>ALTERNATE STATUTORY AUDITORS</b>				
<b>Jean-Baptiste Deschryver</b> c/o PricewaterhouseCoopers Audit	18/05/2010	24/05/2016	6 financial years	GM 2022
<b>Simon Beillevaire</b> c/o Mazars	18/05/2010	24/05/2016	6 financial years	GM 2022

<sup>1</sup> Yr of GM: term of office will expire at the end of the General Meeting to be held in this year to approve the financial statements for the previous financial year.

### 8.1.2. FEES PAID BY THE COMPANY TO THE STATUTORY AUDITORS AND MEMBERS OF THEIR NETWORKS

See additional information in Note 42 to the 2020 consolidated financial statements on pages 209 *et seq.* of Chapter 4 of this Universal Registration Document.

## 8.2. Financial information included for reference purposes

Pursuant to Articles 9, 6 and 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, the following information is included by reference in this Universal Registration Document:

- The consolidated financial statements for the 2019 financial year and the corresponding report of the Statutory Auditors on pages 152 to 210 of the 2019 Universal Registration Document, filed with the AMF on 30 April 2020 under number D.20-0417 together with the information drawn from the 2019 management report included on pages 138 to 150 of the 2019 Universal Registration Document, as well as the company financial statements for the 2019 financial year and the corresponding report of the Statutory Auditors included on pages 212 to 243 of the 2019 Universal Registration Document;
- The consolidated financial statements for the 2018 financial year and the corresponding report of the Statutory Auditors on pages 158 to 217 of the 2018 Registration Document, filed with the AMF on 30 April 2019 under number D.19-0447 together with the information drawn from the 2018 management report included on pages 144 to 156 of the 2018 Registration Document, as well as the company financial statements for the 2018 financial year and the corresponding report of the Statutory Auditors included on pages 220 to 251 of the 2018 Registration Document.

## 8.3. Person responsible for the Universal Registration Document and for the Annual Financial Report

**Frédéric Moyne**

Chairman and Chief Executive Officer

## 8.4. Declaration by the person responsible for the Universal Registration Document and for the Annual Financial Report

I declare that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I declare that, to the best of my knowledge, the financial statements have been drawn up in accordance with applicable accounting standards and give a true and fair view of the assets, financial position and profit and loss of the Company and of all consolidated companies, and that the management report comprising the items detailed in the cross-reference table included in Section 8.6.4 of this Universal Registration Document, fairly reflects the business developments, profit and loss and financial position of the Company and of all consolidated companies while presenting the main risks and uncertainties they face.

Paris la Défense, 29 April 2021

**Frédéric Moyne**

Chairman and Chief Executive Officer

## 8.5. Person responsible for the financial information

**Frédéric Moyne**

Chairman and Chief Executive Officer

## 8.6. Cross-reference tables

### 8.6.1. UNIVERSAL REGISTRATION DOCUMENT CROSS-REFERENCE TABLE

The following theme-based table allows the reader to locate within this Universal Registration Document the main items of information required by Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019.

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8.6. Cross-reference tables

<b>Headings of Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of 14 March 2019</b>		<b>Pages in the 2020 Universal Registration Document</b>
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8.6.2. CROSS-REFERENCE TABLE FOR THE ANNUAL FINANCIAL REPORT AND THE INFORMATION REFERRED TO IN ARTICLE 222-3 OF THE AMF'S GENERAL REGULATION

The following theme-based table allows the reader to locate within the Universal Registration Document the main items of information comprising the Annual Financial Report, required pursuant to Article L. 451-1-2 of the French Monetary and Financial Code, and the information, included in this Universal Registration Document, referred to in Article 222-3 of the AMF's General Regulation.

<b>Information referred to in Articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the AMF's General Regulation</b>	<b>Pages in the 2020 Universal Registration Document</b>
<b>2020 Annual Financial Report</b>	
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Report by the Statutory Auditors on the consolidated financial statements for the 2019 financial year	210-214
Company financial statements for the 2019 financial year	216-241
Report by the Statutory Auditors on the Company financial statements for the 2019 financial year	242-245
Management report by the Board of Directors for the 2019 financial year	See section 8.6.4, page 322
Statement by the persons responsible for the 2019 Annual Financial Report	317
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Report by the Statutory Auditors on the report by the Board of Directors on corporate governance for the 2019 financial year	242-245

### 8.6.3. CROSS-REFERENCE TABLE FOR INFORMATION ON THE REMUNERATION OF CORPORATE OFFICERS AND AMF POSITION-RECOMMENDATION NO. 2021-02 OF 8 JANUARY 2021

The table below makes it possible to cross-reference the information on corporate officer remuneration in this Universal Registration Document with the presentation recommended by the AMF in Position-Recommendation no. 2021-02 of 8 January 2021.

<b>Tables required pursuant to AMF Position-Recommendation no. 2009-16 of 10 December 2009, most recently amended on 25 July 2019</b>		<b>Pages in the 2020 Universal Registration Document</b>
Table 1	Summary of remuneration and stock options allocated to each executive corporate officer	128 (section 2.4.2.2)
Table 2	Summary of remuneration received by each executive corporate officer	129 (section 2.4.2.3), 131 (section 2.4.2.4)
Table 3	Fees and other compensation received by non-executive corporate officers	133 (section 2.4.2.6)
Table 4	Options to subscribe or purchase shares awarded during the financial year to each executive corporate officer by the issuer or by any Group company	134 (section 2.4.2.7)
Table 5	Options to subscribe or purchase shares exercised during the financial year by each executive corporate officer	134 (section 2.4.2.7)
Table 6	Performance shares awarded to each corporate officer	134-135 (section 2.4.2.8)
Table 7	Performance shares that became available to each corporate officer	134-135 (section 2.4.2.8)
Table 8	History of options to subscribe or purchase shares awarded	134 (section 2.4.2.7), 269 (section 6.4.2.1)
Table 9	Options to subscribe or purchase shares awarded to the top ten highest paid employees who are not corporate officers and options exercised by them	269 (section 6.4.2.2)
Table 10	History of bonus shares awarded	135 (section 2.4.2.8), 269-273 (section 6.4.3.1)
Table 11	Information on contracts of employment, supplementary pension plans, compensation and benefits owed or likely to be owed due to termination or expiry of a position or office, or a change in a position or office, held by an executive corporate officer under a non-compete clause	135 (section 2.4.2.9)

#### 8.6.4. CROSS-REFERENCE TABLE FOR THE MANAGEMENT REPORT

The following theme-based table allows the reader to locate within this Universal Registration Document the main items comprising the management report required in particular pursuant to Articles L. 225-100 *et seq.*, L. 22-10-34 *et seq.*, L. 232-1 and R. 225-102 *et seq.* of the French Commercial Code.

<b>Information in the Management Report</b>	<b>Pages in the 2020 Universal Registration Document</b>
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