



**2019 Universal registration
document**
Including the annual financial report





This Universal registration document was filed on April 29, 2020 with the French *Autorité des marchés financiers* (AMF), the competent authority under EU Regulation 2017/1129, without prior approval in accordance with article 9 of said regulation.

The Universal registration document may be used to support a public securities offer or admission of securities to trading on a regulated market if accompanied by a securities note and, where applicable, a summary of and all amendments made to the Universal registration document.

The package thus created must be approved by the French *Autorité des marchés financiers* (AMF) in accordance with EU Regulation 2017/1129.

The Universal registration document may be consulted and downloaded from the website **www.bolloré.com**.

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Message from the Chairman



Cyrille Bolloré,
Chairman and Chief Executive Officer



2019's results testified to the very positive operating momentum of the Transportation and Communications activities as well as the strategic redeployment in the batteries, buses and stationary activities.

In 2019, Bolloré Group's revenue increased by 3% at constant scope and exchange rates (+8% as reported). The growth in the Communications activity (+6%) offset the slight contraction in revenue in the Transportation and logistics business (–2%) mainly due to the widespread downturn in air and maritime volumes. Port activities continued to grow.



Our main activities are essential to the country's economy and we must overcome this unprecedented challenge, through unwavering commitment at all levels of our hierarchy.

●●● The Group's adjusted operating income (EBITA) totaled 1.63 billion euros, up 0.2% after taking into account exceptional impairment (-319 million euros) mainly concerning electric cars, former generation batteries and car-sharing. Excluding these non-recurring items, EBITA grew by 20% thanks to the positive momentum of the transportation and logistics business lines (+17%) and the very good performance of the Communications activity (+11%) driven by Universal Music Group (UMG).

The transportation and logistics business lines benefited from the positive performance of the port terminals and freight forwarding activities as well as the exceptional results for Bolloré Energy, that reflect the sound performance of the distribution activities and the successful investment in the DRPC (Dépôt Rouen Petit-Couronne) site. The Communications business recorded strong growth in its results supported by a new record year for Universal Music Group, international growth for Canal+, Havas' solid business model and the successful consolidation of Editis.

The fact that exceptional impairment on certain assets in the Electricity storage division is taken into account in the 2019 results also reflects the repositioning of Blue Solutions in the development and production of batteries for the bus and stationary markets.

Within this framework, Blue Solutions, thanks to the constant development of its LMP® (Lithium Metal Polymer) technology, has considerable strengths to become a major player in this transformation, as seen in the partnerships

signed in 2019 with benchmark international players, such as the RATP, Daimler, Gaussin, Actia and RTE.

In accordance with its undertaking following the simplified public tender offer (OPAS) in 2017, the Group filed a simplified public tender offer for Blue Solutions shares. This offer will be followed by a mandatory squeeze-out at a price of 17 euros per share.

Moreover, on March 31, 2020, Vivendi announced that it had completed the sale of 10% of the share capital of Universal Music Group to a consortium led by Tencent, three months after the agreement signed on December 31, 2019, based on an enterprise value of 30 billion euros for 100% of UMG's share capital.

In view of the latest developments in the Covid-19 epidemic, which represents a major threat to both the health of populations and to the global economy, we have a duty to protect our employees, which we have done by deploying business continuity action plans, and also the responsibility of ensuring the sustainability of our businesses and jobs.

Our main activities are essential to the country's economy and we must overcome this unprecedented challenge through unwavering commitment at all levels of our hierarchy. For almost two centuries, our Group has continued to expand and has come through numerous crises and several wars thanks to the courage and involvement of our employees. Thank you for your confidence, which will enable us to overcome this new challenge successfully. —

1 Overview of the Group and its activities

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Profile

Founded in 1822, the Bolloré Group is among the 500 largest companies in the world. Publicly traded, it is still majority controlled by the Bolloré family. The stability of its shareholder base enables it to follow a long-term investment policy. Thanks to its diversification strategy based on innovation and international development, the Group currently holds strong positions in its three lines of business: transportation and logistics, communications, electricity storage and systems.



Transportation and logistics

Bolloré Transport & Logistics is one of the world's leading transportation groups with more than 36,000 employees spread among 109 countries across all continents where it carries out its business activities in ports, freight forwarding and railroads. It is also a major player in oil logistics in France and in Europe.



Communications

The Bolloré Group's Communications division consists primarily of its stake in Vivendi, with Universal Music Group, a global leader in the music industry, Groupe Canal+, France's leading pay-TV channel, Havas, one of the world's leading advertising and communications groups, Editis, the second largest French publishing group, and Gameloft, leader in mobile video games.



Electricity storage and systems

Blue Solutions, listed on the stock market since 2013, is part of Bretagne division, which brings together the Group's industrial activities, alongside Bluebus, Bluestorage and plastic films. Blue Systems is a new organization based on the know-how and expertise of several Bolloré Group entities brought together around a shared objective: offering an optimization ecosystem for flows of people, materials and data.

Other assets

Alongside its three core businesses, the Bolloré Group manages a portfolio of financial investments representing investments that totaled more than 4.8 billion euros at the end of 2019, including the Bolloré portfolio (Mediobanca, Socfin Group, etc.), worth 0.9 billion euros, and the Vivendi portfolio (Telecom Italia, Mediaset, etc.), worth 3.9 billion euros.

Key figures



Almost
84,000
employees



129
countries
across 5 continents



25
billion euros
in revenue in 2019



1,408
million euros
in net income



26
billion euros
in equity

Key figures

Income statement

(in millions of euros)	2019	2018	2017 ⁽¹⁾
Revenue	24,843	23,024	18,337
Share in net income of operating companies accounted for using the equity method	23	23	151
Operating income	1,259	1,301	1,115
Financial income	17	140	119
Share in net income of non-operating companies accounted for using the equity method	98	172	115
Taxes	35	(506)	700
Net income	1,408	1,107	2,049
Of which Group share	237	235	695

(1) December 2017 data restated, as published in 2018 (see page 178 of the 2018 Registration document).

Adjusted operating income (EBITA) by activity

(by business, in millions of euros)	2019	2018 ⁽²⁾	2017 ⁽²⁾⁽³⁾
Transportation and logistics ⁽¹⁾	580	511	491
Oil logistics	56	34	36
Communications	1,526	1,288	1,040
Electricity storage and systems	(434)	(160)	(176)
Other (agricultural assets and holding companies) ⁽¹⁾	(94)	(43)	(40)
EBITA Bolloré Group	1,634	1,630	1,351

(1) Before trademark fees.

(2) December 2017 restated and December 2018 data restated for a comparable presentation of sectors, as defined in 2019.

(3) December 2017 includes, as reported, the share of equity-accounted results of Telecom Italia of +107.9 million euros. Since 2018, this share has been allocated to non-operational companies accounted for using the equity method and is not, therefore, included in adjusted operating income.

Balance sheet

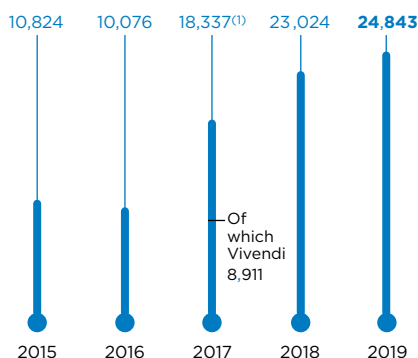
(in millions of euros)	12/31/2019	12/31/2018	12/31/2017 ⁽¹⁾
Equity	25,942	28,204	31,091
Shareholders' equity, Group share	9,088	9,234	10,430
Net debt	8,720	4,882	4,841
Market value of the portfolio of listed securities ⁽¹⁾⁽²⁾	4,138	4,722	7,432

(1) December 2017 data restated, as published in 2018 (see page 178 of the 2018 Registration document).

(2) Excluding Group securities (see page 170).

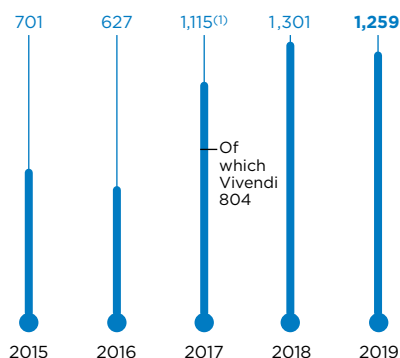
Change in revenue

(in millions of euros)



Change in operating income

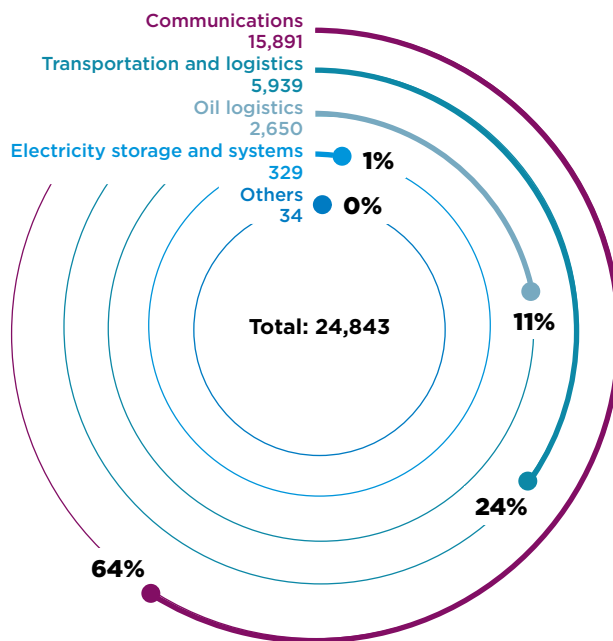
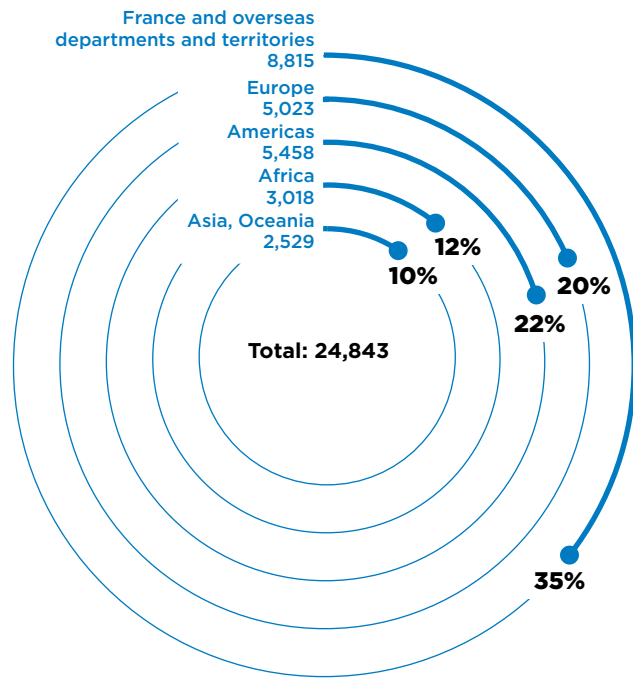
(in millions of euros)



(1) December 2017 data restated, as published in 2018 (see page 178 of the 2018 Registration document).

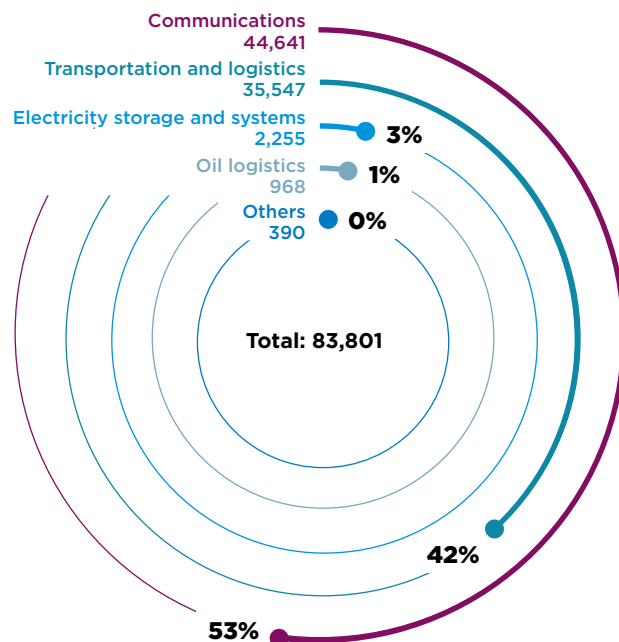
Breakdown of 2019 revenue by geographic area

(in millions of euros)



Breakdown of 2019 revenue by business

(in millions of euros)



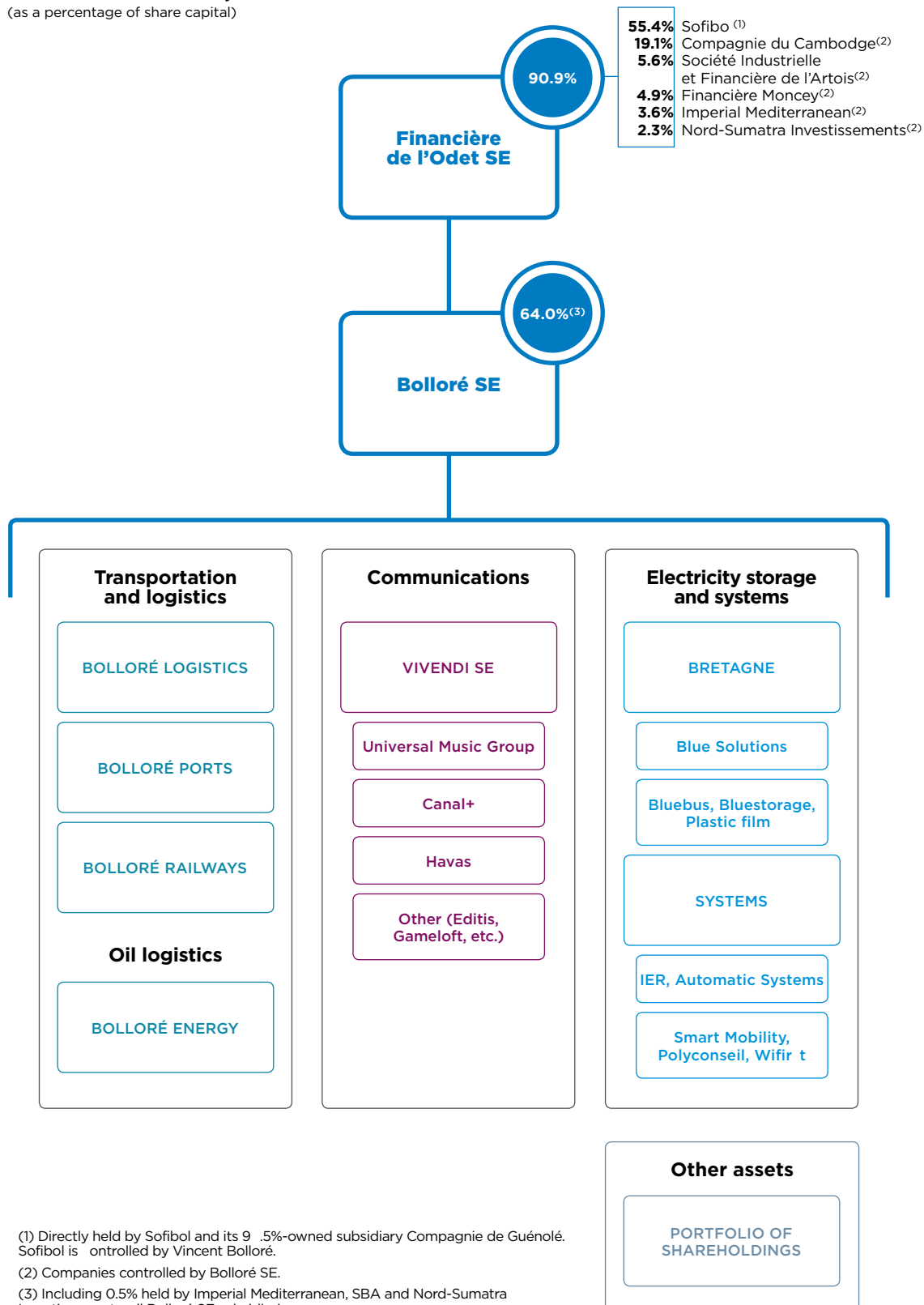
Breakdown of workforce by business

(at December 31, 2019)

Economic organizational chart

As of December 31, 2019

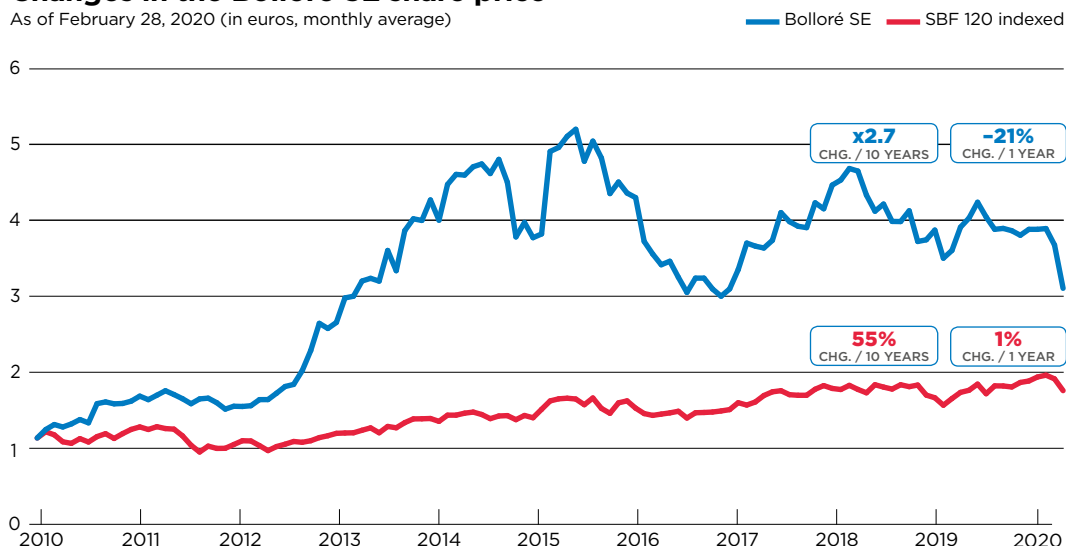
(as a percentage of share capital)



Stock exchange data

Changes in the Bolloré SE share price

As of February 28, 2020 (in euros, monthly average)



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Stock exchange data

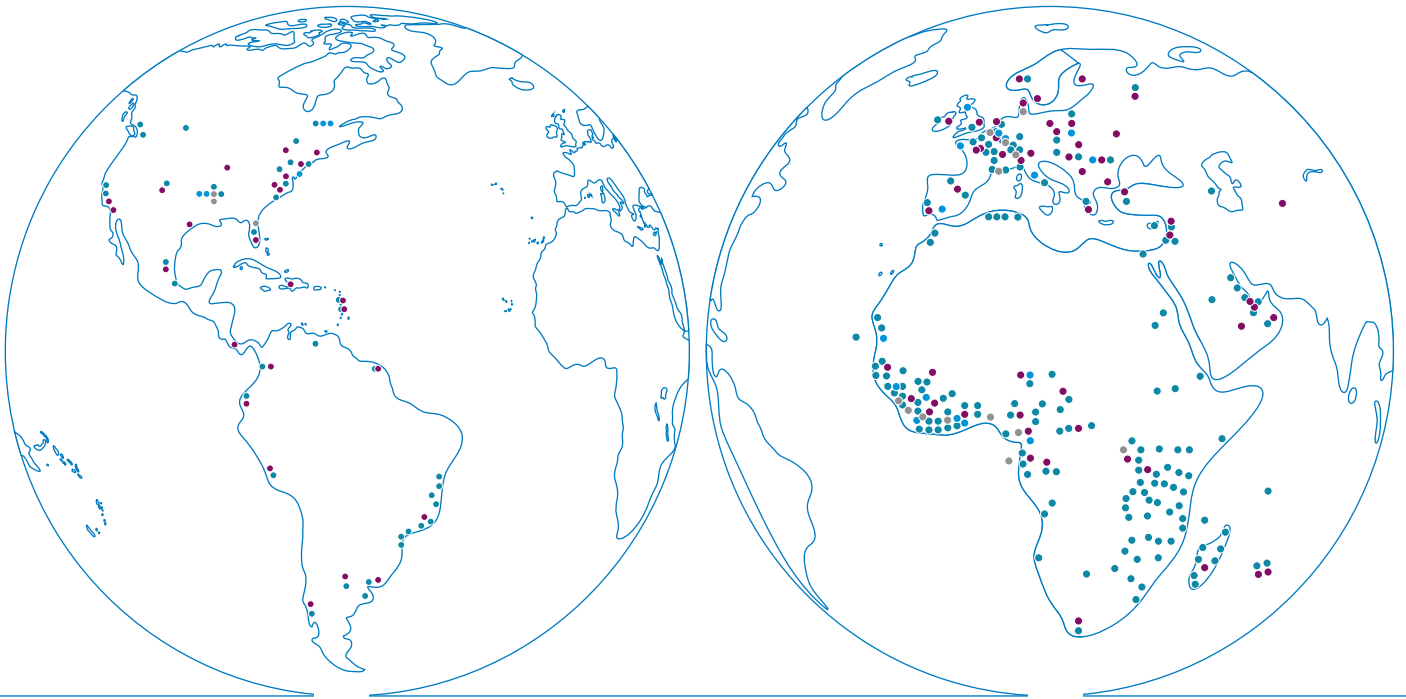
	2019	2018	2017
Share price as of December 31 (in euros)	3.89	3.50	4.53
Number of shares as of December 31	2,944,598,874	2,929,569,051	2,921,611,290
Market capitalization as of December 31 (in millions of euros)	11,454	10,253	13,229
Number of shares issued and potential shares ⁽¹⁾	2,935,141,536	2,921,086,213	2,911,940,052
Diluted net income per share, Group share (in euros)	0.08	0.08	0.24
Net dividend per share (in euros) ⁽²⁾	0.06	0.06	0.06

(1) Excluding treasury shares.

(2) Including an interim dividend of 0.02 euro already paid.

Shareholder base

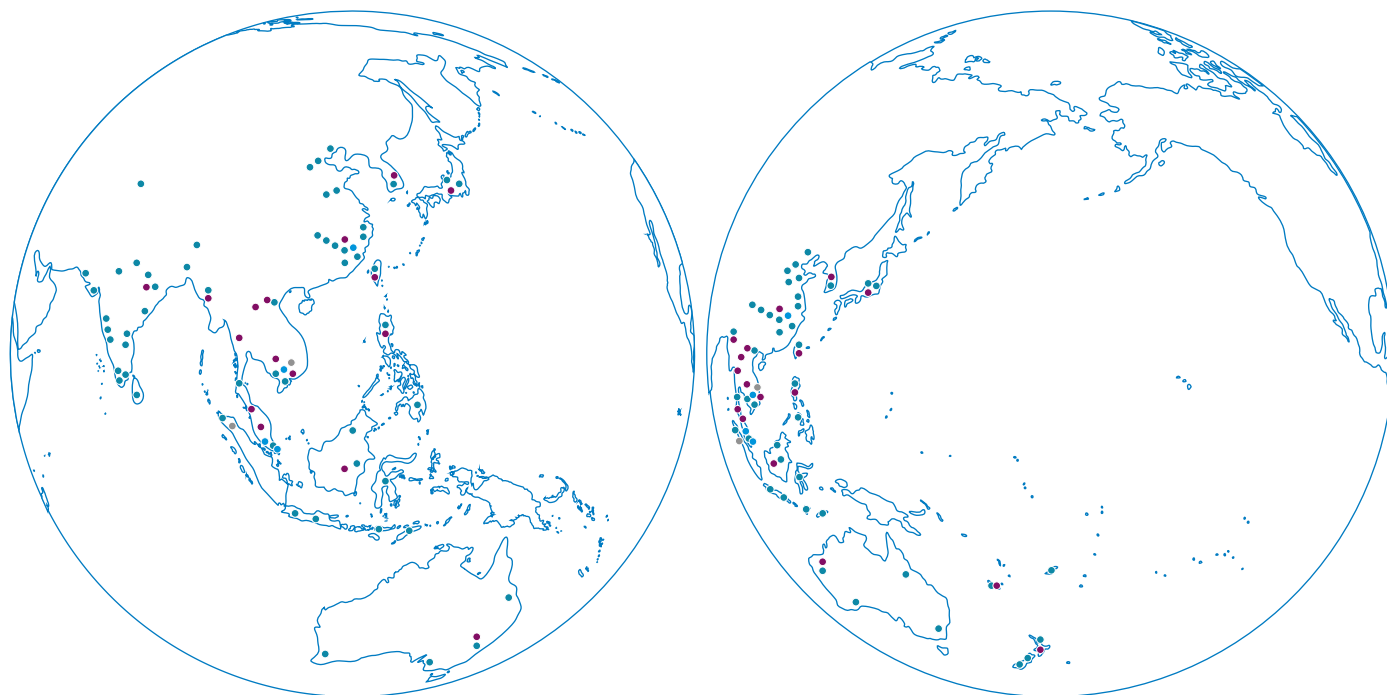
As of December 31, 2019	Number of shares	% of capital
Financière de l'Odé SE	1,868,305,235	63.45
Other Group companies	15,421,646	0.52
Group total	1,883,726,881	63.97
Yacktman Asset Management LP	161,205,080	5.47
Orfi	155,169,347	5.27
Public	744,497,566	25.28
Total	2,944,598,874	100.00



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Our locations

- ➔ A global group
- ➔ Almost **84,000** employees
- ➔ **129** countries



Transportation and logistics

— **BOLLORÉ LOGISTICS** —
600 branch offices in 109 countries.

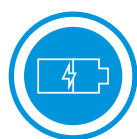
— **BOLLORÉ AFRICA LOGISTICS** —
250 subsidiaries in 49 countries including Haiti and Tunicorin.

— **BOLLORÉ ENERGY** —
125 branch offices and depots in France, Germany and Switzerland.



Communications

— **VIVENDI** —
Music (Universal Music Group), television and cinema (Groupe Canal+), advertising (Havas), Editis, second largest French publishing group, video games (Gameloft).



Electricity storage and systems

— **BRETAGNE** —
4 factories in France and Canada.
Plastic films
3 plants in Europe and the United States.

— **SYSTEMS** —
4 industrial facilities in France, Europe and Canada.

Agricultural assets

3 farms in the United States and 2 vineyards in France.

Group strategy



In transportation and logistics

The Group has become one of the world's ten biggest logistics operators and Africa's largest transportation group through a combination of organic and external growth. It is also a major player in oil logistics and distribution in France, Germany and Switzerland.

The acquisitions of Scac (1986), Delmas-Vieljeux (1991) and Saga (1997) have given the transportation and logistics activities an international dimension, with substantial operations in Africa. In the space of forty years, the Bolloré Group has invested more than 4 billion euros in Africa, becoming the leading integrated logistics group in the region, where it mainly manages 16 container terminals (in West and Central Africa), 7 ro-ro (roll-on/roll-off) terminals, 3 rail concessions, warehouses and dry ports, etc.

The Group is pursuing its development in Africa, particularly in the eastern regions, despite an increasingly competitive environment, and continues to contribute to the improvement of terrestrial infrastructures (links between ports and hinterland cities) and their connectivity. Over two years, the Group has invested 100 million euros to build state-of-the-art logistics centers in eight regional hubs (Morocco, Senegal, Republic of Côte d'Ivoire, Ghana, Nigeria, Cameroon, South Africa and Kenya).

The various acquisitions carried out have also enabled it to become a global player in the supply chain, where it acts as an aggregator of transportation and logistics solutions (purchase and sale of freight capacity, customs and regulatory compliance, logistics, multimodal transport, etc.) thanks to its global network of 600 branch offices in 109 countries and its major logistics hubs located in key centers for world trade. From Le Havre to Singapore, from Abidjan to Dubai and from Hong Kong to Miami, it is pursuing a program of expanding or creating logistics platforms. Innovation, which is at the heart of the Group's development strategy, also enables it to continue to develop its network worldwide. The strategic agreement signed with WiseTech Global for the deployment from 2020 of its new Cargo-WiseOne Transport Management System (TMS) increases our reactivity still further and enables us to offer more flexible and innovative solutions to our customers. The Group's medium-term goal is to become one of the top five logistics companies worldwide.

The Bolloré Group has successfully changed over the past two centuries, transforming its businesses and adapting its model to ensure its resilience. It ranks today as one of the world's 500 largest companies. The stability of its shareholder base enables it to follow a long-term investment policy. Since it was taken over by Vincent Bolloré in the early 1980s, the Group has focused on three business sectors, building on a diversification strategy that combines innovation and international expansion.



Bolloré Transport & Logistics is one of the world's leading transportation groups. Illustration: MPS Terminal, port of Tema in Ghana (container terminal) with annual capacity of 1,200,000 TEUs.

To cope with the structural decline in the oil distribution market, Bolloré Energy is pursuing a strategy of diversifying into the storage of petroleum products. This was the aim behind the work undertaken and carried out since 2017 to redevelop the Rouen Petit-Couronne depot (DRPC).

In electricity storage and systems

Electricity storage is a major technological hurdle to cross if we are to meet climate challenges. Electric batteries have driven innovation in mobility and the development of renewable energies. As a pioneer, Blue Solutions has invested considerable amounts over almost thirty years to market high technological quality batteries.

Building on its legacy business in fine paper, the Group has become a world-leading producer in ultrafine plastic film for capacitors. This know-how has enabled it to develop the unique Lithium Metal Polymer (LMP®) battery technology. While continuing research and development work, the Group is a reference partner for European manufacturers in the area of urban transport and stationary solutions.

The creation of the Blue Systems brand in 2019 testifies to the Group's desire to play a leading role in the area of high-value-added technologies. Thanks to the skills and know-how of its teams today, this new Blue Systems division aims to provide a comprehensive, global response to the challenges faced by companies and cities today and tomorrow.

In communications and the media

The Group first invested in SFP in 2000, and then in Havas in 2004. In 2005, it created the Direct 8 TV channel and in 2007 the CNews newspaper (formerly *Direct Matin*). It first acquired a stake in Vivendi in September 2012 and since then has become its main shareholder, currently owning 27% of the share capital. Vivendi has been fully consolidated by Bolloré since April 2017.

Since 2014, Vivendi's strategic vision has remained unchanged; it aims to become one of the world leaders in content, media and communications. For this, Vivendi continued to develop its different business lines in 2019.

UMG, the world leader in recorded music, confirmed its success. In order to accelerate its development in new markets and enrich its offerings for artists, Vivendi decided to open up part of UMG's share capital to external investors. At the end of December 2019, the Group and a consortium led by Tencent signed an agreement providing for the acquisition by the consortium of 10% of the share capital of UMG based on an enterprise value of 30 billion euros for 100% of UMG's share capital. This agreement was finalized on March 31, 2020. The consortium also has the option to acquire, on the same price basis, up to an additional 10% of UMG's share capital by January 15, 2021. Thanks to this partnership, UMG would be able to benefit from Tencent's expertise and a solid anchoring in Asia, where the music industry is growing rapidly.

Groupe Canal+ continued its international development strategy with the acquisition of the pay-TV operator M7, bringing its total



World leader in music, Universal Music Group, Vivendi's flagship asset. The movie *A Star Is Born*, with Lady Gaga and Bradley Cooper.

number of subscribers to over 20 million at the end of 2019. The Group also continued to enrich its content offering with the acquisition of new premium sports rights and the signature of distribution partnerships with Netflix and Disney.

Communications are assured by Havas, one of the world's leading advertising and communication consulting groups. Havas provides its know-how in the area of consumer/brand relationships through creativity, media expertise and innovation. Havas has considerable expertise in monetizing free content in short formats, which are increasingly popular on platforms and mobile devices. In a contrasted communications market, Havas continued its geographic expansion and reinforced its expertise with the acquisition of new agencies (four acquisitions carried out in 2019, Buzzman in France, Langoor and Shobiz in India and Gate One in the United Kingdom).

Lastly, 2019 marked Vivendi's return to the publishing business with the acquisition of Editis, the second largest French publishing group, bringing together 50 prestigious publishing companies (Nathan, Robert Laffont, Julliard, Plon, Belfond, Presses de la Cité, Pocket, Solar, etc.). Within Vivendi, Editis will benefit from a unique ecosystem to enrich the Group's content portfolio. —

Electricity storage, a major challenge in meeting climate issues. Packs with high energy storage capacity.



Business model

This diagram is a systemic and synthetic representation of the Group, the origin and added value sharing between its different stakeholders for 2019.

Our resources

Our activities

Value created

Social and relational

Human resources

83,801 employees in 129 countries

97.2% full-time workforce

90.1% of workforce

on open-ended contracts

10.75% turnover

The local network

Detailed knowledge of local stakeholders thanks to strong regional and cultural roots

The strength of the local network stems from the great diversity of geographical locations, and guarantees synergies between the Group's activities.

The Group forges partnerships to diversify investments and reduce risks: most port concessions are operated as consortia with partners.

Financial

25 billion euros in revenue

1,408 million euros in net income

Contracts and concessions

21 port concessions

3 rail concessions

1 oil concession

7 car-sharing contracts

22 5G licenses (telecommunication)

Industrial

Patents and industrial processes

2,098 patents

LMP® batteries: the Group has developed a solid electrolyte manufacturing process used for the LMP® electric battery.

Industrial assets

1,287 million euros in investments

8.3 million m² of warehouses, offices and open storage areas

2.1 million m³ of oil storage capacity

4 plants: 3 in Brittany and 1 in Canada, up to **1.5** GWh in production capacity per year

75 service stations and **350** trucks in Bolloré Energy's fleet



Transportation and logistics

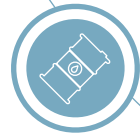
- > Leading integrated logistics network in Africa.
- > One of the world leaders in logistics and freight forwarding.
- > Leading port and rail concession operator in Africa.

42% of the workforce

24% of revenue

580 million euros in adjusted operating income (EBITA)

229 million euros in investments



Oil logistics

- > A major player in oil logistics and distribution in France, Switzerland and Germany.

11% of revenue

1% of the workforce

56 million euros in adjusted operating income (EBITA)

17 million euros in investments



Communications

- > **Vivendi** – Universal Music Group: global leader in music – Groupe Canal+: no. 1 in pay-TV in France – Havas: one of the largest global communications groups – Eutelsat: second largest French publishing group – Gameloft: one of the world leaders in mobile video games.

53% of the workforce

64% of revenue

1,526 million euros in adjusted operating income (EBITA)

946 million euros in investments



Electricity storage and systems

- > Bretagne brings together Blue Solutions, along with Bluebus, Bluestorage and Bolloré Plastic Films division. > Blue Systems provides an ecosystem to optimize flows of people, materials and data.

3% of the workforce

1% of revenue

-434 million euros in adjusted operating income (EBITA)

82 million euros in investments

4.8 billion euros in listed securities

200,000 hectares of agricultural and viticultural assets

For employees

- > **4,847** million in personnel costs
- > **17** hours of training per employee over the year
- > **11,713** hires on open-ended contracts

For governments and local communities

- > **5,988** million euros in taxes raised, duties and similar levies including
- 446** million euros in income tax paid
- > **98.9%** local employees, contributing to local regional development
- > Contribution to local tax revenues
- > Other local sponsorship actions: **380** projects with societal impact, of which **76%** in Africa
- Over **9,000** beneficiaries each year

For the local economy

- > Almost **150** million euros of investments in Africa
- > **15,166** million euros in tangible and intangible assets
- > Continuation of investments related to the renovation of the DRPC (Dépôt Rouen Petit-Couronne) site or the development of a new LMP® module concept at Blue Solutions for instance

For our shareholders and partners

- > **17%** growth in operating income (at constant scope)
- > **176** million euros in dividends paid to shareholders by Bolloré SE
- > Over **23,000** employees trained in the fight against corruption and **125** compliance officers in **111** countries promoting economic redistribution

For the environment

- > Almost one third of GHG emission savings per kWh stored with the new generation of the LMP® battery (from extraction to the factory gates)
- > **49.2** million euros invested in R&D projects serving the energy transition (battery, Bluebus, Bluestorage, Bluecar, electric mobility)

To promote human rights

- > Renewal of the human rights policy formalized in a dedicated charter aiming to prevent risks and optimize the positive societal impact of our activities
- > Promotion of diversity and inclusion: **20,141** women trained during the year, of which **4,812** women trained in management

Other assets

- > Bolloré Group manages a number of financial shareholdings.

CSR key figures

Ethics

Member of the **United Nations Global Compact for over fifteen years.**

Publication of Bollore Group's Human Rights Charter.

Over **90%** of transportation and logistics employees made aware of the fight against corruption.

Social

Almost **17,500** new employees, **67.2%** of whom are on open-ended contracts.

51,989 employees received at least one training course.

98.9% of Bollore's workforce⁽¹⁾ covered by a Quality, Hygiene, Safety and Environment Management (QHSE) system.

Environment

88.4% of Bollore's workforce⁽¹⁾ covered by a management system that takes the environment into account.

49.2 million euros invested in R&D projects serving the energy transition (battery, Bluebus, Bluestorage, Bluecar, electric mobility).

14% of electricity consumed from renewable energy sources.

Societal

Over **98.9%** local employees, including 86.5% among managers⁽²⁾ (excluding Communications).

150 million euros invested on average every year in infrastructure development in Africa.

Almost **700,000** tickets sold in the CanalOlympia venues in 2019, up **18%** compared to the previous year.

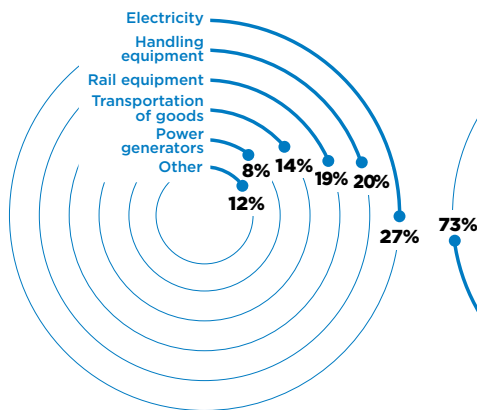
106 pro bono campaigns conducted by Havas group agencies in 2019.

(1) Across the scope of entities engaging in Bollore's environmental reporting, i.e. 118 Group entities excluding the Communications division.

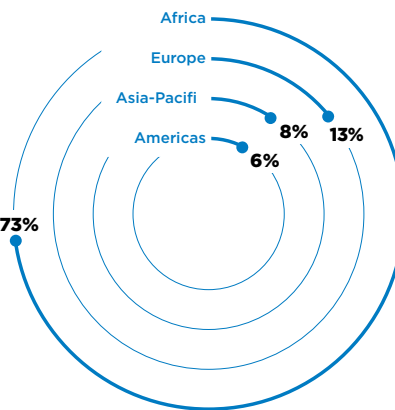
(2) Total number of local managers in 2019 divided by the total number of managers in 2019.

Breakdown of scopes 1 and 2 greenhouse gas emissions

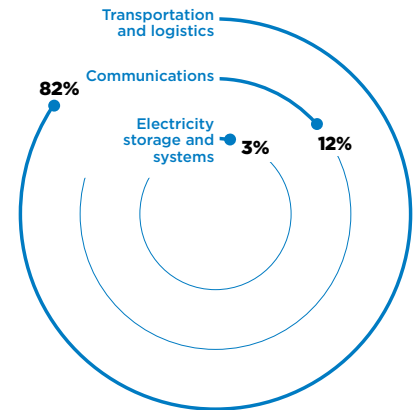
By emissions item



By geographical area



By division/business line



Indicators by region

Europe

40.4% of the workforce

56% of revenue

1,050 million euros in investments

6,953 hires, i.e. **39.9%**⁽³⁾

18,992 employees benefiting from training, i.e. **56.0%** of the workforce⁽⁴⁾

Africa

29.3% of the workforce

12% of revenue

135 million euros in investments

2,872 hires, i.e. **16.5%**⁽³⁾

12,707 employees benefiting from training, i.e. **51.8%** of the workforce⁽⁴⁾

Americas

15.4% of the workforce

22% of revenue

254 million euros in investments

3,967 hires, i.e. **22.8%**⁽³⁾

12,060 employees benefiting from training, i.e. **93.7%** of the workforce⁽⁴⁾

Asia-Pacific

14.9% of the workforce

10% of revenue

229 million euros in investments

3,627 hires, i.e. **20.8%**⁽³⁾

8,230 employees benefiting from training, i.e. **65.9%** of the workforce⁽⁴⁾

(3) Out of the total number of external open-ended and fixed-term hires, excluding internal mobility.

(4) Out of the total number of employees who took at least one training course in 2019.

Governance

Board of Directors

As of March 12, 2020

Cyrille Bolloré

Chairman and Chief Executive Officer

Yannick Bolloré

Vice-Chairman

Cédric de Bailliencourt

Vice-Chairman

Céline Merle-Béral

Representative of Bolloré Participations SE

Nicolas Alteirac

Director representing the employees

Elsa Berst

Director representing the employees

Chantal Bolloré

Marie Bolloré

Sébastien Bolloré

Virginie Courtin

Dominique Hériard-Dubreuil

Alexandre Picciotto

François Thomazeau

➔ **13**
directors
compared with 19 previously

➔ **36%**
independent⁽¹⁾

➔ **45%**
women⁽¹⁾

➔ **49 years**
average age

Audit Committee

François Thomazeau

Chairman

Virginie Courtin

Chantal Bolloré

Compensation and Appointments Committee (CAC)

François Thomazeau

Chairman

Virginie Courtin

Elsa Berst

(1) Excluding directors representing the employees.

Transportation and logistics



Bolloré Logistics

As a global leader in the supply chain, it is one of the ten largest global groups in transportation and logistics organization.



Bolloré Africa Logistics

Leading integrated logistics network in Africa. It facilitates the import and export of goods including to the most isolated regions.



Bolloré Energy

A key player in oil distribution and logistics in France and Europe.

(Internal sources.)





Whether large groups for which it operates complex supply chain management solutions or SMEs that entrust it with their international shipments, Bolloré Logistics' comprehensive offering meets the needs of its importing and exporting customers. It is built around comprehensive and integrated expertise covering five areas of service:

- **Multimodal transportation:** designing and coordinating sea, land or air transportation plans.
- **Customs and statutory compliance:** responsibility for customs operations including managing the security and safety of goods.
- **Logistics:** inventory management and value-added logistics services.
- **Global supply chain:** real-time planning and management of supply-chain flows.
- **Industrial projects:** designing tailored solutions for major international players in the energy, mining, construction and civil engineering industries, among others.

Multiple fields of expertise

Bolloré Logistics has extensive expertise in luxury goods/cosmetics, oil and gas, pharmaceuticals, temperature-controlled food products and defense.

In the aeronautics and space segment, it has acquired a reputation as a specialist among a clientele that includes manufacturers, equipment suppliers and airlines, all of whom demonstrate their wish to outsource logistics services with an ever-wider range of quality requirements and with increasingly challenging cost constraints.

A global network

Bolloré Logistics places technological innovation at the heart of its development strategy by integrating new purpose-designed tools, strengthening its global network. It assists its importing and exporting customers in their international expansion by offering flexible solutions that make them more responsive and competitive in their respective markets.

A strategic agreement was signed with the WiseTech Global group to roll out its new CargoWiseOne Transport Management System (TMS) across the network from 2020.

This solution enables logistics service providers to monitor particularly complex operations (customs formalities, multimodal transport and storage operations, etc.) using a single database bringing together multiple users, features, countries, languages and currencies.

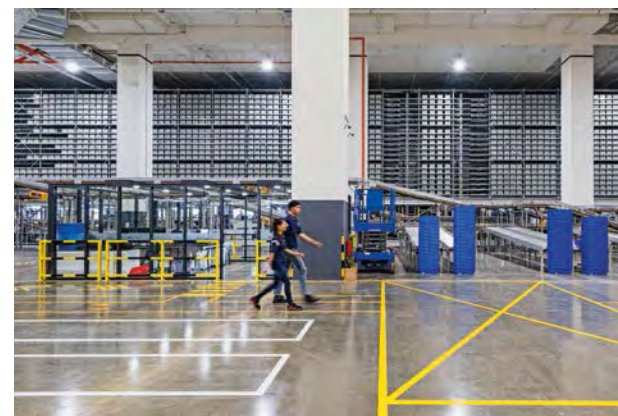
In 2019, Bolloré Logistics saw dynamic growth, despite strong trade tensions, and a significant downturn in volumes transported by air.

In Europe, located in 165 sites in 22 countries and with 6,146 employees, the company had a difficult first half-year, offset by a recovery during the last quarter. In France, despite a decrease in Asia import volumes, growth continued thanks to increased margins in maritime and air transport. The development of the 4PL business contributed to the good performance. Overseas territories saw excellent results, notably thanks to increased synergies with France and large projects managed in the field of Oil & Gas.

It should be noted that the port activities in France were sold to the Brittany group Kuhn in fall 2019.

In Asia, the Group operates in 24 countries and employs over 5,800 people. 2019 was marked by the vitality of the Aerospace activities, the development of contractual logistics for the luxury and cosmetics sectors and the inauguration of BlueHub in Singapore. Following Paris, a second B.Lab was set up in Singapore. It serves as a regional innovation platform and promotes co-creation with customers and project partners focusing on robotics and sustainable, digital technologies. In the Middle East, despite a still difficult economic and political context, the Group's growth continued, notably thanks to the textile Aid & Relief activities in the Indian sub-continent. An office was also opened in Abu Dhabi. In America, Bolloré Logistics employs over 1,000 people in 8 countries (Argentina, Brazil, Canada, Chile, Colombia, Mexico, United States and Uruguay) and

Singapore BlueHub, a latest generation platform of 50,000 m² that stands out with its cutting-edge equipment and technologies.



As a global leader in the supply chain, Bolloré Logistics is one of the ten biggest global groups in transportation and logistics organization. Its high added-value, personalized solutions, combined with industry expertise, guarantee immediacy, transparency, market knowledge and end-to-end control of the supply chain.

Bolloré Logistics



Singapore BlueHub, the ultramodern building has, among other features, an advanced energy management system based on the Internet of Things. Green Mark Platinum⁽¹⁾ awarded in May 2019.

continues to invest in new services such as AOG (Aircraft on Ground), developed in the USA to reduce aircraft immobilization times in the event of technical problems.

Logistics hubs and eco-responsibility

Bolloré Logistics has consolidated the project, launched over the last few years, to build large logistics hubs located at crossroads in international trade. From Le Havre to Singapore, from Paris to Dubai and from Hong Kong to Miami, it is pursuing a program of expanding or creating logistics platforms. In 2019, the fifth unit of its warehouse at Roissy Charles-de-Gaulle, labelled BiodiverCity®, was commissioned. This new 6,000 m² space, dedicated chiefly to logistics activities integrating high-value-added services, will give the site a total surface area of 30,000 m². In December, Bolloré Logistics inaugurated the BlueHub in Singapore. This latest generation logistics platform is an ultramodern building to improve storage flexibility, productivity and efficiency on behalf of major customers in the fragrance and cosmetics sectors. With 50,000 m² in surface area, BlueHub stands out with its cutting-edge equipment and technologies. The site notably has an automated multishuttle system to optimize storage density while ensuring optimal inventory rotation. It is equipped with an advanced energy management system based on the Internet of Things (IoT) for the predictive analysis of buildings and an intelligent lighting control

system. In May 2019, Bolloré Logistics was awarded Green Mark Platinum⁽¹⁾ as recognition for its efforts.

To meet the new social, environmental and ethical challenges, Bolloré Logistics launched the “Powering Sustainable Logistics” program in 2018. Based on ISO 26000 for the assessment of stakeholder CSR issues, it brings together all of the company’s stakeholders around 11 commitments to be reached by 2025. In 2019, the “AcTogether” challenge was launched internally to create higher social and environmental value. More than an inter-country competition, this CSR challenge will promote locally built actions, drive employee initiatives and share best practices within the network. —

(1) Green Mark Platinum is a certification issued by the Singapore Building & Construction Authority (BCA). It is currently the highest level granted by the Green Mark Scheme.

23



Revenue
3.5 billion euros
Industrial capital expenditure
80 million euros



Volumes handled/air
634 thousand metric tons
Volumes handled/sea
839 thousand containers (TEUs)



Warehouses
1,009 thousand m²
Locations
109 countries/
600 branch offices



Workforce as of 12/31/2019
12,742 employees



Abidjan Terminal (container terminal), one of Africa's leading ports with annual capacity of 1.3 million TEUs.



Terminals, stevedoring and maritime branch offices

As the driving force behind the logistics and industrial transformation of Africa, Bolloré Africa Logistics is present in 42 ports and operates in 16 container terminal concessions (Republic of Côte d'Ivoire, Ghana, Nigeria, Cameroon, Gabon, Congo, Togo, Guinea-Conakry, etc.), 7 ro-ro (roll-on/roll-off) terminals, 2 wood terminals and a river terminal, plus a conventional stevedoring activity.

In 2019, over 5 million metric tons in conventional goods were handled, notably as part of the Vestas project in Senegal and nickel exports in San Pedro. In 2019, port concessions recorded significant organic growth and gained market share, notably in Ghana. Container volumes handled reached 4.93 million TEUs this year, up from 4.75 in 2018. Expansion and investment continued throughout the year. Flagship projects include:

- **Ghana** – The Tema port extension project entered into its operational phase in 2019. With its 700 meters of quays and 16-meter draft, MPS changes dimension and can now receive large capacity vessels and handle up to 18,000 TEUs of goods to and from Ghana and neighboring countries.

- **Cameroon** – The country's unique deep-water port, Kribi Container Terminal has been operational since 2018 and continues its development. Almost 350 port visits were made in 2019 and over 157,000 containers handled. This modern and efficient terminal will contribute to the economic growth of Cameroon and its neighboring countries, particularly Chad, the Central African Republic and Congo. Douala International Terminal: after the expiry of the concession at end 2019 and despite the cancellation by the Cameroon legal authorities of the opinion on the tender offers at the Douala container terminal, the Douala port authorities requisitioned DIT's employees and equipment. The issue has been referred to the courts and the company is awaiting the next stage in the proceedings.
- **Nigeria** – To respond to the important congestion issues in Lagos and the environmental consequences, TICT developed a barging activity that reduces the impact of the increase in container traffic in Nigeria.
- **Timor** – Construction work on the future Tibar port in East Timor, that began in August 2018, continued. This future regional transshipment hub will connect East Timor's economy with the region and thus accelerate

Bolloré Africa Logistics provides its local and international, public and private-sector customers with the leading integrated logistics network on the African continent and a range of turnkey services enabling goods to be imported and exported even in the most isolated regions. In 2019, the company continued to expand in Africa and exported its know-how to emerging countries, essentially Haiti and East Timor.

Bolloré Africa Logistics

its economic development. Commissioning is planned for 2021 and the project has already been elected best public-private partnership in Asia-Pacific by IJGlobal in 2019.

- **India** – The Tuticorin terminal established new productivity records this year. The new STS cranes have enabled port visit time savings since January. The terminal received the “Best Container Terminal of the Year” award at the 2019 Maritime Gateway Awards in Mumbai, India.
- **Egypt** – In December 2019, as part of the consortium with Toyota Tsusho Corporation and Nippon Yusen Kabushiki Kaisha, a concession agreement with the General Authority of the Suez Canal Economic Zone was signed to build, equip and manage a ro-ro terminal in Port Said.

The Group's shipping activities represent a network of 76 branch offices in Africa, 21 branch offices in France and the Mediterranean region, backed up by 7 commercial hubs in Beijing, Dubai, Valencia, Athens, New Delhi, Singapore and Washington. The Group handles around 9,000 port visits each year on behalf of large European or global shipping lines (30 lines in total, including 9 ranked among the global top 20) and on behalf of its many customers who include operators, traders, manufacturers, etc. In 2019, a shipping agency was opened in Mogadishu and 22,000 full TEUs were handled.

Transit and logistics

In 47 countries on the African continent, Bolloré Africa Logistics manages all administrative and customs procedures for its customers both before and after transportation, for import and export, and manages the carriage of goods to their final destination. Its unique know-how in the management of logistics corridors and systems adapted to the countries in question make it possible to conduct import and export operations even in the most isolated areas. Between 2017 and 2018, 100 million euros were invested to build state-of-the-art logistics centers, mainly in eight regional hubs (Morocco, Senegal, Republic of Côte d'Ivoire, Ghana, Nigeria, Cameroon, South Africa and Kenya). By combining its know-how with the expertise of recognized local players, Bolloré Africa Logistics is expanding its service offering, increasing the quality of its services and developing new business opportunities.

- **Republic of Côte d'Ivoire** – In September, Aerohub, a new multimodal logistics hub, was inaugurated to support West Africa's devel-

opment. With the latest generation equipment, this triple temperature platform (frozen, positive cold and ambient temperature) will receive, store and distribute goods destined for the Ivorian market or region for operators in the retail, telecoms, pharmaceutical and catering industries.

Rail operations

The Group operates three rail concessions in Africa: Sitarail, Camrail and Bénirail. Essential for the development of the countries it crosses and a true support for local economies, the railway is a competitive transport tool that enables exports of agricultural production (cotton, sesame, cashew nuts and wood) and feeds national economies (oil, fertilizer, building materials and consumption goods). It enables smoother flows of goods and people between the border countries and contributes to giving landlocked hinterland countries access to the sea. An ecological alternative to road transport, rail transport also reduces congestion, in a context of urbanization and development of African cities.

- **Sitarail** – In 2019, over one million metric tons of goods were transported. An historical record for the Sitarail network (1,260 kilometers of tracks), which links Abidjan (Republic of Côte d'Ivoire) and Ouagadougou (Burkina Faso) and which also transported 150,000 passengers.
- **Camrail** – The 1,010 kilometers network linking Douala with Ngaoundéré in Cameroon follows the landlocked corridor of North Cameroon, Chad and the Central African Republic. In 2019, Camrail transported 1.6 million metric tons of goods and almost 700,000 passengers.
- **Bénirail** – The Benin-Nigeria concession that links Cotonou and Parakou (438 kilometers) employs 600 rail workers. With an average of 30 trains per month, 79,000 metric tons of freight transited on this network on which the activity has been stopped. Because of legal proceedings brought against the State of Benin by a private Beninese player, the planned upgrade program could not be launched. Since November 2019, the activity is suspended while awaiting a legal decision. —

Vast modernization plan at Abidjan Terminal

A vast modernization plan was launched at Abidjan Terminal to smooth flows of goods through the port and surrounding area and improve service quality. Thanks to the work to widen the Vridi canal, the two largest vessels in the history of Abidjan terminal were successfully handled, contributing to increasing expected volumes by 7.8%. Abidjan Terminal ended the 2019 export season with exceptional performances, enabling the Republic of Côte d'Ivoire to ship its main export products to Europe and Asia in optimal conditions.



Revenue
2.4 billion euros

Investments
1.49 million euros



Volumes handled
4.93 million TEUs
Logs and sawn timber:
1.2 million m³

Other goods
8.3 million metric tons



**Technical resources
(handling and transit)**
Vehicles: 6,275
Offices/warehouses/open
storage areas: 7.3 million m²



Locations
49 countries/over
250 subsidiaries (including
Haiti and Tuticorin)

Workforce as of 12/31/2019
22,805 employees



Oil logistics

In France, Bolloré Energy wholly owns depots in Caen, Strasbourg, Mulhouse, Gerzat and Chasseneuil-du-Poitou. It has stakes in the following depot-owning companies: DPL-Lorient (20%), SDLP-La Rochelle (18%), GPSPC-Tours (20%), EPV-Valenciennes (16%) and EPM-Mulhouse (14%). It is also an equal shareholder with the leading operator of petroleum products depots in France, Raffinerie du Midi (33.33%).

Bolloré Energy is also the majority shareholder in DRPC (Dépôt Rouen Petit-Couronne), in operation since 2018 and inaugurated in 2019. This is a strategic storage site for the Normandy and Île-de-France regions and their airports, with storage capacity of 600,000 m³. DRPC continued to ramp up its operations in 2019 and loaded almost 150 trucks per day.

Bolloré Energy also holds 95% of Société Française Donges-Metz (SFDM), which holds an operating agreement for the 640-kilometer Donges-Melun-Metz (DMM) pipeline and four

depots located in Donges, La Ferté-Alais, Vatry and Saint-Baussant, with total storage capacity of 900,000 m³. The DMM pipeline is connected to the wharf at the Grand Port Maritime in Nantes, the Total refineries in Donges and Grandpuits, the Trapil Le Havre-Paris pipeline network and the Central Europe Pipeline System (Ceps).

SFDM transports more than 3 million m³ of petroleum products through the pipeline and ships more than 4.2 million m³ from its depots. SFDM posted satisfactory results in 2019, despite logistics-related tensions and significant expenses for the maintenance of the pipeline and depots.

As the operating agreement expired in February 2020, a memorandum of understanding was signed with the French government for an extension to the agreement for a maximum of two years in order to prepare the sale of the asset under a tender offer.

In Switzerland, Bolloré Energy is the reference shareholder of the depot companies TAR-Zurich and Sasma-Genève, which respectively

Leader in the distribution of petroleum products in France, Bolloré Energy offers its private and professional customers domestic fuel, diesel and non-road diesel fuel.



Bolloré Energy is a key player in oil distribution and oil logistics in France, Switzerland and Germany. 2019 was marked by the strong performance of all of its businesses, reflected in a significant improvement to its results. The reinforced synergies between oil logistics and distribution continued to show results.

Bolloré Energy

supply the international airports of Zurich and Geneva, and also holds stakes in several other depots, for a total storage capacity of 360,000 m³. Note that in 2019 Bolloré Energy sold its 5.5% stake in the pipeline transportation company Trapil.

Distribution of petroleum products

Leader in the independent distribution of petroleum products in France, Bolloré Energy offers its private and professional customers domestic fuel, diesel and non-road diesel fuel. It has a network of more than 125 branch offices and secondary depots.

Retail distribution represents 1 million m³ per year. It caters to households, farmers, buildings and public administrations in France and Germany.

Bolloré Energy also offers its customers advisory and technical services related to fuel oil and gas heating, including the installation, maintenance and trouble-shooting of boilers. Bolloré Energy also operates a network of 75 service stations, including 57 in Germany under the Calpam trademark.

The e-commerce activity launched in 2017, with hellofioul.fr, its online store selling domestic fuel oil, continued to grow and already has over 10,000 customers.

The trading activity represents almost 2 million m³ per year and mainly supplies carriers and retailers in France, Switzerland and Germany. Since 2018, Bolloré Energy has diversified its product range to offer its customers cleaner alternatives.

After the launch of the Gomeco additive in 2018, which enables diesel consumption savings, Bolloré Energy continued its commitment to promote the energy transition in 2019 by becoming the first independent distributor to offer bio-fuel in France.

This new product reduces CO₂ emissions into the atmosphere by initially incorporating 5% of plant materials (colza) with the aim of gradually increasing this share to 30% in the medium term.

Lastly, its German subsidiary, Calpam, in Hamburg, deploys a bunkering business for its northern-European ship-owner customers worldwide. In 2017, the service was expanded to serve the needs of southern-European ship-owners.

Throughout 2019, Bolloré Energy posted satisfactory results thanks to the quality and strength of its distribution and trading network.



Petroleum product storage tanks at the Dépôt Rouen Petit-Couronne.

International development

Building on its expertise in the transportation and storage of petroleum products, Bolloré Energy aims to monetize its expertise throughout the world, and particularly in Africa, for large-scale projects. Bolloré Energy is also supporting Blue Solutions with the roll-out of its electricity storage solutions. These developments benefit from synergies with the whole Bolloré Group and its many subsidiaries in Africa. —



Revenue
2.7 billion euros
Investments
17 million euros



Sale of petroleum products
3.2 million m³



Distribution resources
125 branch offices and secondary depots, 350 trucks, 75 service stations



Storage capacity owned
2.1 million m³
Workforce as of 12/31/2019
968 employees

Communications



Vivendi

World leader in music (Universal Music Group). No. 1 in pay-TV in France (Groupe Canal+). One of the world's largest advertising, digital and

communication consulting groups (Havas). Second largest French publishing group (Editis). A world leader in mobile video games (Gameloft).





The year was rich in events, with the acquisition of Editis, an equity offering in Universal Music Group (UMG), the acquisition of M7, distribution agreements with Netflix and Disney, etc., and allowed the group to move forward in its strategic project. Vivendi had an excellent year in 2019, recording the highest organic growth of these past five years: revenue amounted to 15.9 billion euros, an increase of 5.6% (at constant scope and exchange rates) compared to 2018.

Today, Vivendi enjoys a unique position in the entertainment ecosystem.

Above all, the group stands out for its ability to accompany talent and to provide content across the entire value chain, from creation to distribution, via publishing:

- In creation, Vivendi owns powerful and complementary assets in music (Universal Music Group), series and films (Groupe Canal+), books (Editis) and video games (Gameloft), which are the most consumed cultural content in the world.
- In distribution, Vivendi relies on its own networks (Groupe Canal+ as publisher and

distributor of channels and Dailymotion as an online video platform). In parallel, the group forges structuring partnerships with telecommunications operators and large digital platforms to give its content maximum exposure.

At the intersection of different creative industries, Vivendi also stands out for its ability to create bridges between its different business lines to make them grow together. The entities work fully with each other, evolving within an integrated industrial group and thus creating more value. This “group” approach has resulted in particular in:

- The multiplication of cross-cutting projects. Numerous projects have been conducted jointly by several business lines: the Bigflo & Oli show after the Final of the Top 14 at the Stade de France, the Harlan Coben night at the Olympia and the organization of CanalTour in Douala (Cameroon). The multiplication of these collaborations allows the group to explore new entertainment formats.
- The creation of Vivendi Brand Marketing, a structure associating the in-depth knowledge of consumers and brands owned by Havas group

Ariana Grande, among the best-selling artists of 2019, with her album *Thank U, Next* having reached first place in the Billboard Hot 100 in the United States. Other artists include the Belgian artist Angèle.



In 2019, the Bolloré Group passed the threshold of 27% of the share capital of Vivendi, whose aim is to become one of the world leaders in content, media and communications.

Vivendi

with the know-how in creativity, production and distribution of the other Vivendi activities. Vivendi Brand Marketing provides brands from all over the world with advice in brand content strategy.

- In-house work on subjects common to all entities. Beyond content issues, all Vivendi entities work together on technological subjects, thus enabling them to accelerate the development of each business by imagining the group of the future. From 5G to artificial intelligence via blockchain, the group works on cross-cutting projects which will put it in a position it to better meet the needs of tomorrow's content consumers. In addition, Vivendi has signed partnerships with major international tech and media players.

Universal Music Group

Music, the group's leading asset in terms of revenue (45%), is at the heart of Vivendi with Universal Music Group (UMG). Global leader in recorded music, UMG is at the forefront of the international music industry and in 2019 grew for the fifth year running.

In 2019, the most listened to artists on the main streaming platforms (Amazon, Apple, Deezer, Spotify or YouTube) were all signed by UMG (Taylor Swift, Billie Eilish, J. Balvin, Post Malone and Daddy Yankee). More generally, UMG unites the biggest local and international artists of all time, including The Beatles, The Rolling Stones, U2, Andrea Bocelli, Lady Gaga, Taylor Swift, Queen and Helene Fischer. In its organization, UMG has three main operational units: recorded music, music publishing and merchandising.

- The recorded music business is devoted to discovering artists and developing their careers, by marketing and promoting their music through multiple formats and platforms. UMG's business also extends its activities to other areas, such as live events, sponsoring, podcasts, cinema and television.
- The music publishing business aims to discover and develop productions from song-writers. It holds and manages the authors' copyrights to use them in recordings, public representations and related uses, such as in films and advertising.
- The merchandising business designs and sells products related to the artists and their brands. These products are sold via a number of distribution channels and concept stores, during tours and via direct sales online. UMG's business also extends to other areas, such as copyright management.



Le Grand Bain/Groupe Canal+, a comedy by Gilles Lellouche, ranked third in the French box-office with 5.5 million tickets.

Lastly, 2019 was marked by the evolution of UMG's share capital. After beginning preliminary negotiations in August, at the end of December 2019 Vivendi and the Chinese group Tencent signed an agreement concerning the proposed acquisition of a stake in UMG's share capital. This agreement provides for the acquisition by the consortium led by Tencent (and comprising Tencent Music Entertainment and certain international financial investors) of 10% of UMG's share capital, on the basis of an enterprise value of 30 billion euros for 100% of UMG's share capital.

The regulatory approvals required for merger controls, to which this transaction was subject, were obtained and the agreement was finalized on March 31, 2020. The consortium also



War of the Worlds, an original creation by Canal+ adapted from the famous novel by H. G. Wells, a British author (1866-1946).



Revenue
15.9 billion euros



Investments
946 million euros



Investments in content
3.4 billion euros



Workforce as of 12/31/2019
44,641 employees



The Lacoste campaign, by BETC Paris, enhances the brand's values: persistence, freedom of mind and movement and creativity.



has the option to acquire, on the same price basis, up to an additional 10% of UMG's share capital by January 15, 2021.

Lastly, Vivendi's Supervisory Board was informed of the continuation of negotiations relating to the possible sale of additional minority interests, for which a commitment, on the minimum basis of a valuation of 30 billion euros, had been announced on December 31, 2019. Eight banks have been authorized by Vivendi to assist it for that purpose. An initial public offering is planned for early 2023 at the latest.

Groupe Canal+

Groupe Canal+ is a major player in television and cinema in France and internationally. It is the market leader in the production, content aggregation and distribution of premium first-release and special-interest channels in France, Africa, Poland, Vietnam and Myanmar (Burma).

With its Studiocanal subsidiary, Groupe Canal+ is also a major player in the production and distribution of movies and series. Its objective is to offer its subscribers the best content and services in terms of exclusivity, quality, mobility and flexibility to consume and customize.

In France, Groupe Canal+ reinforced its editorial pillars in 2019, thus consolidating its position as publisher and content aggregator:

- **Sport:** after acquiring last year all rights for the UK football Premier League for 2019-2022, Groupe Canal+ was assigned by UEFA the two premium packages of the Champions League. This contract, which covers three seasons (2021-2024), marks the return of the most prestigious European competition to the group's channels. In addition, Groupe Canal+ and beIN Sports have started exclusive discussions with a view to signing an exclusive distribution and

sub-licensing agreement for France's Ligue 1 soccer championship for the 2020-2024 period. This soccer offering completes the unrivaled sports offering of Canal+ which includes numerous other major competitions (rugby Top 14, Formula 1, MotoGP, boxing and the biggest golf tournaments).

- **Fiction:** Original Creations' productions (*Les Sauvages*, *La Guerre des mondes*, *L'Effondrement*, etc.) have been acclaimed by both the public and critics. In addition, Groupe Canal+ and Netflix announced at the end of 2019 a partnership that plans to associate Netflix with Canal+ offers in France. Canal+ subscribers have access, in the same subscription, to a wide range of French and international programs, including recent movies, documentaries and Canal+ series, as well as the entire range of Netflix programs, including series, movies, documentaries, entertainment programs and children's programs. Lastly, Canal+ signed a distribution agreement with Disney's streaming service (Disney+), which was launched in France in March 2020.

In the same period, Groupe Canal+ accelerated its internationalization. It continued its development in non-French-speaking Africa (Nigeria) and reinforced its European anchoring by setting up in seven new countries thanks to the acquisition of the operator M7. This very large-scale operation allows Groupe Canal+ to expand its global subscribers to 20.3 million, compared to 17.2 million at the end of December 2018 on a pro forma basis.

Havas group

Havas was integrated into Vivendi in 2017 and is one of the largest communications groups in the world. Created in Paris in 1835 by Charles Louis Havas, the group today employs 20,000 people in over 100 countries. The group has woven a dynamic global network grouping together different skills (creation, media, digital, events, public relations, data, etc.) and agencies within "creative hubs", called Havas Villages.

By bringing together all communication expertise under one roof, the teams are able to satisfy and anticipate customers' needs most effectively. The group has more than 60 vil-

LEGO launches its new global brand strategy "Rebuild the World", created by BETC Paris in collaboration with LEGO\Agency.





Editis, at the Paris Book Fair, brings together nearly 50 prestigious publishing houses in the fields of literature, education and reference.

lages worldwide. Each Havas Village is unique, but they all share the same philosophy and the same creative energy. Thanks to this concept, Havas is the most integrated group in its industry.

In the first half of 2019, the group adopted a new mission: “Making a meaningful difference to brands, businesses and people”. On the basis of its latest exclusive survey, *Meaningful Brands*, which analyzes changes in consumers’ expectations all over the world, Havas designed a new roadmap to help the brands respond to the growing demand for meaningful content.

This new mission fits perfectly into the continuity of the “Together” strategy, which allowed Havas to today be the most integrated group in the sector in the world.

In 2019, its agencies once again received numerous awards. BETC was awarded “International Agency of the Year 2019” by the magazine *Adweek*. The Havas group as a whole was voted “Most Sustainable Company in the Communication Industry” by the magazine *World Finance* at the end of 2019.

Lastly, in 2019 Havas group continued its international expansion with seven acquisitions, including three in India, thanks to which it tripled its presence on this growing market.

Editis

Acquired by Vivendi in February 2019, Editis is today the second French publishing group and a major player in the world of books in Europe.

The group positions itself as a leader among publishers, authors, bookshops and all points of sale, providing excellent support and service, for both paper and digital formats.

Through bringing together historical publishing houses and internationally renowned authors, Editis publishes nearly 4,000 new titles every year and has a collection of over 45,000 titles. The group has a balanced portfolio leaning on various editorial segments (general literature, youth, practical, illustrated, education and reference).

Editis is present across the entire value chain of books. The publishers maintain a fruitful and high-quality collaboration with their

authors, thanks to which the rights portfolio can be controlled and paperback publishing can be supplied. In distribution, logistics expertise, combined with expert and committed sales forces, ensures group publishers and partner publishers an efficient service on all distribution channels.

The ambition of Editis is to be at the forefront of in-depth changes to publishing by offering authors the possibility to position their works as close as possible to readers, in a global approach made possible by joining Editis to Vivendi.

Thus integrated, Editis wants to allow authors, its publishing houses and partner publishers to take advantage of Vivendi group’s entire know-how in terms of audiovisual production, digital marketing, events organization and communication, in France and abroad.

In 2019, growth in revenue was driven by:

- the Education and Reference business: thanks to the reform of high school programs, Editis reinforces its position as a major player in academic publishing by leaning on its strong brands: Nathan, Bordas and Le Robert;
- the Literature business: Editis confirms its leadership position on this segment with six authors in the top 10 most sold authors in France in 2019 (GfK 2019).

Lastly, Editis continued its external growth policy with the takeover of the Séguier collection by Robert Laffont, the L’Agrume collection by Nathan, and that of L’École vivante by Les Éditions Retz, as well as with the acquisition of the Archipel group, a literature and essay publishing house. Editis also joined the graphic novel and comic book segment by establishing closer links with Éditions Jungle (subsidiary of the Steinkis group).



Among the top sales of Editis, the novel by Raphaëlle Giordano featured in the top 10 best-sellers in 2019, while Michel Bussi notched up best-sellers accounting for nearly 8 million books sold.





Gameloft

Gameloft's expertise is recognized on a global level via its 191 smartphone video games, developed in its 18 design studios and with an average of 78 million players a month in 2019. In 2019, the latest installment of its flagship franchise, Asphalt 9: Legends, received several awards including the prestigious Apple Design Award 2019.

Gameloft's business has been sustained by the stellar rise in smartphones, which has radically transformed the mobile gaming market. The motion detection function, processor power and smartphone touchscreens allow for a wide variety of games and significantly improve the player's immersion and the gaming experience.

At the end of 2019, over 2,800 Gameloft employees worked on developing downloadable games. This creative strength, which is unique in the gaming industry, made it possible for the company to develop an extensive catalog that covers all genres: consumer games, action games, sports games, puzzle games, adventure games, etc. This development activity includes creating new games, regular catalog updates to prolong the life of games and roll-out, which consists of adapting each new game to all the existing platforms and all models of telephone.

Gameloft makes the quality of its productions, which it controls throughout the creative process, an absolute priority. The 18 internal creation studios in America, Europe and Asia allow it to consolidate its leadership by adapting its games to the specific features of each market, thus combining global vision and a local approach.

Gameloft makes 65% of its revenue from its own game franchise, and 35% from those of large international groups such as Disney and Lego. For Disney, Gameloft marketed Disney Princesses Puzzle Royal in October 2019 and



Asphalt 9: Legends, the latest installment of the flagship franchise by Gameloft, which received multiple awards in 2019.

Disney Getaway Blast at the end of January 2020. For Lego, Lego Legacy: Heroes Unboxed was marketed in the first quarter of 2020 (released in February 2020).

Lastly, the recent subscription-based games distribution model is another avenue for growth for Gameloft. It has developed Ballistic Baseball, one of the first games included in Apple Arcade, the new Apple games subscription service. It has also launched a cloud gaming service in partnership with Blacknut, which offers operators and manufacturers a catalog of multi-platform games streamed from the cloud.

Vivendi Village

Vivendi develops a range of complementary activities to add to those of its main business lines, notably music, united under Vivendi Village.

This is the case in the field of performing arts, where in 2019 the group significantly increased the number of festivals it controls (acquisition of Garorock in 2019; joint venture with OL Group to produce the Felyn Stadium Festival in June 2020 in Lyon), continued development of its network of cinemas and theaters in Africa (14 theaters in February 2020) and expanded its fast-growing ticketing business under the single brand name SeeTickets (25 million tickets sold in 2019).

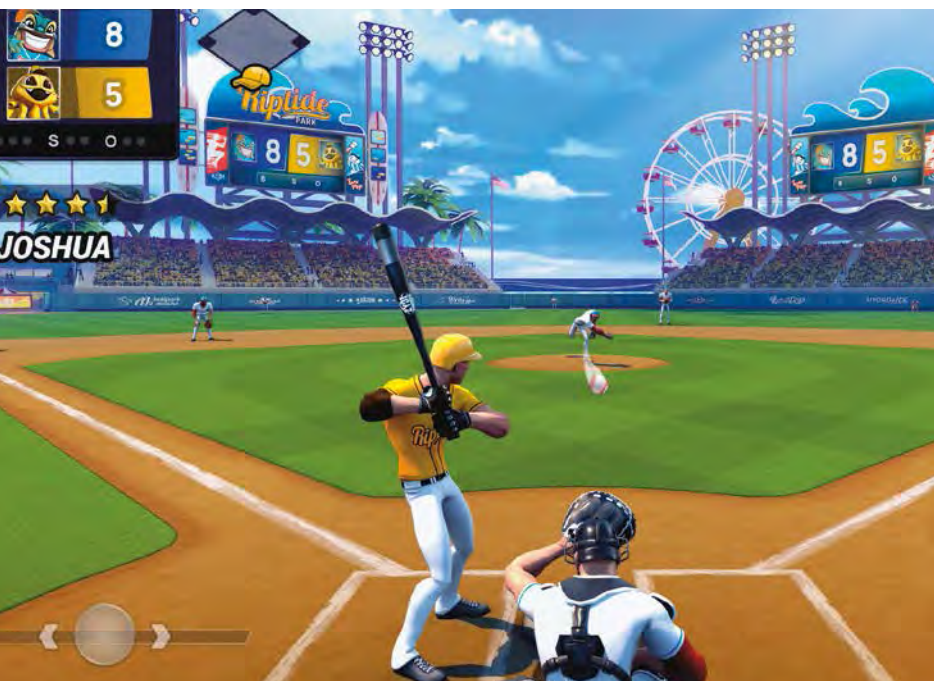
Talent remains the basis of all group activities, with the signing in 2019 of many new artists in the music and comedy fields and the reinforcement of its activity of producing shows (management of 75 artists to date). Vivendi Village is also continuing work to acquire and develop franchises.

Lastly, in 2019 Vivendi Village integrated a new entity, Vivendi Brand Marketing, which provides the interface between the group's creative capacities and brands seeking new forms of expression.

Dailymotion

In 2019, Dailymotion signed over 280 agreements with leading global publishers, of which 70 in the United States and dozens in regions

Ballistic Baseball, the recent games distribution model developed by Gameloft, one of the leading games included on the Apple Arcade.



where the brand had little presence (Indonesia, Taiwan and Mexico). The audience in these new countries has increased significantly.

At the end of 2019, premium content represented over 70% of its global audience, compared to less than 30% in 2017, and total monthly users grew by 20% in two years, exceeding 350 million at the end of 2019.

In 2019, Dailymotion also completed the overhaul of its advertising ecosystem. It created its proprietary programmatic platform and its content monetization system (live or in programmatic mode).

GVA (Group Vivendi Africa)

GVA, the Vivendi group subsidiary dedicated to providing very high-speed Internet access in Africa, is present in Libreville (Gabon), Lomé (Togo), Pointe-Noire and Brazzaville (Republic of the Congo), and has over 300,000 households and businesses eligible for its Fiber to the Home (FTTH) services.

GVA anticipates very high growth of the very high-speed Internet market in Africa in the coming years and, with the financial and corporate support of Vivendi group, will continue to extend its FTTH networks in several African cities.

In 2020, GVA will be launched in Abidjan (Republic of Côte d'Ivoire), Kigali (Rwanda) and Ouagadougou (Burkina Faso) to reach over half a million eligible households.

Offers proposed under the Canalbox brand for the general public, and Canalbox Pro for businesses, are revolutionizing Internet access and uses in Africa by offering the best service quality, the best speeds, unlimited use and the most affordable tariffs.

Shareholdings

Vivendi owns stakes in several European content production and distribution firms, in particular:

- Telecom Italia

On June 24, 2015, Vivendi became the reference shareholder of Telecom Italia, the leading landline and mobile operator in Italy.

At December 31, 2019, Vivendi held 23.94% of Telecom Italia on the basis of the total number of ordinary shares with voting rights, representing 17.15% of the share capital of Telecom Italia.



Vivendi continues the development of its theaters in Africa under the brand CanalOlympia.

- Mediaset

On April 8, 2016, Vivendi announced a strategic and industrial partnership with Mediaset concerning the acquisition of 3.5% of the share capital of Mediaset and 100% of the share capital of Mediaset Premium, in exchange for 3.5% of Vivendi's share capital. This agreement is subject to litigation.

At December 31, 2017, Vivendi held 340,246 thousand Mediaset shares, representing 29.94% of voting rights. On April 9, 2018, in accordance with the undertakings made to AGCOM, Vivendi transferred the fraction of its voting rights in excess of 10% to an independent Italian trust company.

At December 31, 2019, Vivendi held 28.80% of Mediaset's share capital and 9.99% of voting rights.

- Banijay Group Holding

On October 26, 2019, Banijay Group Holding announced a final agreement on the acquisition of Endemol Shine.

At December 31, 2019, Vivendi held 31.4% of the share capital of Banijay Group Holding. —

The Olympia, the most emblematic arena in Paris.





Electricity storage and systems



Bretagne

Bretagne groups together the production of LMP® electric batteries, the production of clean transport solutions and the marketing of energy storage solutions. It includes the plastic film activity putting the Group in a leading position worldwide.



Blue Systems

Blue Systems is a set of solutions and equipment to optimize the flow of people, equipment and data. It offer products and services in its areas of expertise grouped into three business units: Technology, Smart Mobility and Solutions.



Batteries and the extent of the range

LMP® batteries

Listed on the stock exchange since the end of 2013, Blue Solutions is the only company in the world that controls every step of the design and manufacturing of an “entirely solid” battery. Its main characteristic is its solid electrolyte, as opposed to conventional lithium-ion batteries, where the electrolyte is liquid and flammable.

This high-performance battery, based on Lithium Metal Polymer (LMP®) technology, is distinguished by its high energy density, its safety, durability and a simplified manufacturing process.

• Key characteristics:

- > Significant energy density.
- > A battery resistant to changes in temperature. It is safe to use under all outdoor climate conditions.
- > Proven performance and reliability in the field for more than ten years.
- > A lifetime exceeding 4,000 charge/discharge cycles.
- > A controlled, high-performance manufacturing process.
- > A recyclable battery, made solely from non-polluting materials.

More than 300 researchers, engineers and technicians are involved in the production of these advanced technology batteries at two production sites located in Ergué-Gabéric in Brittany and in Boucherville, Canada.

In 2019, the production lines were fully optimized to produce the new 7 kWh models, increasing the yearly production capacity of the plants from 630 MWh to potentially 1.5 GWh.

• Research and development

On-going development of the performance of this technology is a major preoccupation for Blue Solutions. The Group is therefore constantly working on future generations of its batteries, focusing its R&D on increasing the energy density and power of the battery, the operating temperature, the packaging ergonomics and the electronic control systems.

Thirty years of R&D have allowed Blue Solutions to make major technological advances and bear witness to a major industrial advance today.

Range of LMP® batteries

In 2019, Blue Solutions marketed batteries incorporating the most advanced version of its electro-chemical cell. The module comes in two types of packaging, one for electromobility and heavy vehicles and the other for integration into larger stationary storage units.

Packs, large storage areas for electric batteries.



By diversifying its historical business of producing paper and ultra-thin plastic films, the Bolloré Group has become a producer of dielectric films and now holds over one third of the global market. Based on this expertise, it has developed in electricity storage with the LMP® battery. Bolloré Group is now one of just two French producers of cells for electric batteries.

Blue Solutions



The latest-generation LMP® high-performance battery with optimized power density and energy performance.

• The battery pack for electric vehicles

This pack has a minimum unit capacity of 63 kWh. In normal conditions of use, the batteries have a lifetime of over 3,000 charge/discharge cycles and provide an electric bus with 378 kWh of energy and a range of 280 kilometers.

• Battery packs for stationary units

These packs have an energy storage capacity ranging from 250 kWh to several megawatt-hours. Connected to the electricity grid, they can store energy to secure the grids, integrate renewable energies, store electrical energy when its cost is low in order to use it when it is high, and guard against the risks of power outages. Off-grid, the batteries store electrical energy from renewable sources (photovoltaic panels in particular) to ensure the supply of electricity in areas off the power grid.

With its battery acclaimed by urban transport managers for its safety, its long range, long life and ease of integration, Blue Solutions now accompanies the evolution of urban mobility, forging solid partnerships in 2019. The Group also proposes stationary applications which are essential for the development of renewable energies and the electrification of zones that do not have access to energy.

Blue Solutions and the electromobility market

A willingness to sustainably penetrate the urban mobility market, with strong activity since the delivery of the first Bluebus in 2011. Today, more than 400 Bluebus 6- and 12-meter models are in circulation worldwide.

Bluebus

With the exclusive marketing of 100% electric buses, Bluebus has become one of the very first players in electric buses in France. Pro-

viding a clean and quiet public transit solution for urban and suburban areas, Bluebus vehicles meet environmental requirements and combine high technology and performance thanks to their latest generation LMP® batteries.

The features of the Bluebus and its on-board technology make it possible to place the batteries on the roof, thereby improving vehicle safety and providing accessibility for people with reduced mobility thanks to flooring that is flat and low.

Its efficiency is enhanced by the use of deceleration energy recovery systems which allows charging when in use. The Bluebus is produced in France in an ISO 9001:2015-certified factory and has the Origine France Garantie certification.

• **The 6-meter Bluebus** has a range of 140 to 180 kilometers. Convivial and compact, yet spacious and bright, it can accommodate 20 people and make its way through the small streets of the city center. Almost 60 local authorities have chosen to include the Bluebus in their urban transit offering. It is referenced with the Union des groupements d'achats publics (Ugap), a public transport purchasing organization, and the Syndicat intercommunal de la périphérie de Paris pour les énergies et les réseaux de communication (Sipperec).

• **The 12-meter Bluebus** runs on 6 or 7 batteries, which give it a range of 220 to 280 kilometers. The factory dedicated to this bus offers a yearly production capacity of 200 Bluebus vehicles. In Paris, the Bluebus is now used on the electric bus lines 341, 115 and 126 operated by the RATP. In 2019, Bluebus was one of three suppliers selected by the RATP in its tenders offer for a two-year period. The RATP's total order now amounts to 139 Bluebuses. Lastly, as part of

Partnership with Evobus

Evobus, a subsidiary of Daimler (fourth largest bus manufacturer in the world), integrates LMP® batteries among the options proposed to purchasers of its eCitaro electric buses. Although it had access to a wide choice of technologies, the German manufacturer chose the Group's batteries for the advantages they offer in terms of safety performance and durability. In 2019, Blue Solutions and Evobus teams worked together on the integration and testing of a pilot bus. Production of eCitaro buses fitted with LMP® batteries will start in the first half of 2020.



A 12-meter Bluebus, a clean public transit solution running on eight LMP® batteries.



Batteries

Industrial capital expenditure

12 million euros, of which 5.4 million euros in R&D

Production factories

2 factories in Brittany and Canada:
48 thousand m²

Annual production capacity

Up to 1.5 GWh

Workforce as of 12/31/2019

454 employees (Blue Solutions France and Blue Solutions Canada and Capacitors Sciences in the United States)



Electromobility market

Production factory

One factory in Brittany
(Bluebus): 10,500 m²
400 Bluebuses in circulation



its partnership signed in May 2018 with the City of Rennes, and following equipping the Breton agglomeration with seven 12-meter buses, both parties are continuing their collaboration in order to develop an 18-meter articulated electric bus.

Blue Solutions and the stationary market

Relying on the new performances of its Lithium Metal Polymer (LMP®) batteries, the stationary applications developed by Bluestorage and Blue Solutions cover a wide area of expertise.

Bluestorage

The company sells energy storage solutions ranging from 250 kWh to several megawatt-hours with on-grid systems connected to the electricity grid, or off-grid systems for isolated areas that are not connected to the national grid.

The storage systems are proposed alone, to be integrated into a global solution by our partners.

• **On-grid applications.** Bluestorage high-capacity storage solutions enable energy producers and power grid operators to incorporate renewable energies on a large scale and help to make the grid more flexible (smoothing and offsetting production) and resilient with frequency and voltage control services and management of congested lines.

In 2019, Bluestorage signed a baseline agreement with RTE to supply a battery storage system to the Ventavon site as part of the Ringo project.

The challenge is to validate the energy storage performances with batteries to manage local grid congestion due to the increased produc-

tion of renewable energies. With an installed capacity of over 30 MWh, this 28-month project will produce one of the largest storage facilities in France and Europe.

Bluestorage is also offering to operate a 2 MWh storage system in Odet (Finistère) for Engie, to relieve pressure on the grid during peak periods.

• **Off-grid applications.** In particular, these provide access to energy for sites or villages that are off-grid thanks to the creation of solutions fed by renewable electricity production combined with a storage and distribution system. On the African continent, Bluestorage works with its partners to offer hybrid production systems, solar plus batteries, reducing the usage costs and pollution of diesel generators. CanalOlympia, driven by Vivendi, a network of theaters and cinemas, is self-sufficient in energy thanks to these solutions. Fourteen theaters are currently operational.

Plastic films

With the ultra-thin technology acquired in the manufacture of thin paper, the Bolloré Group has become the global leader in polypropylene film for capacitors, electrical components for storing energy.

Capacitors are used in both the manufacture of consumer products (appliances, DIY, air conditioning, etc.) and the construction of infrastructures (lighting, power transmission, rail transportation, etc.). The Group's Plastic films division has a factory in Brittany for these products and a conversion unit in the United States.

It has also developed a range of ultra-thin and resistant shrink-wrap packaging films which provide effective protection and attractive product packaging for industrial and food markets.

The Pen-Carn factory in Brittany, which uses the highest standards of certification for quality, safety and hygiene, makes the Group one of the top three global manufacturers of packaging films. With new high-end products and a range of barrier films for food-packaging applications, this business is growing internationally.

Plant producing plastic films for capacitors, in Ergué-Gabéric, Brittany.



The stationary market

Bluestorage

Energy storage capacity from 250 kWh to several MWh
Operations in 15 countries



Plastic films

Revenue

91 million euros, of which
82% for export

Investments

5 million euros

Sales of

20.1 thousand metric tons



IER terminals, a Group subsidiary, leader in the supply of self-service check-in solutions.

Technology

Thanks to state-of-the-art products and equipment, the Technology division of Blue Systems aims to make access management smoother and to optimize travel.

IER

IER designs and produces solutions aimed at smoothing the flow of goods and people. Today it serves several markets, such as the issuing of electronic penalties, tracking of goods in the supply chain and charging infrastructures. IER also offers its customers a quality service consisting of the design, production, installation and operational maintenance of products and systems. Thanks to the industrial and technical expertise of IER in new technologies and its know-how, IER has become a key player on its different markets.

• Charging infrastructures for electric vehicles

With over 10,000 charging terminals in use in Europe, America and Asia, IER has solid expertise in the design, production, installation and maintenance of charging terminals. Its solutions provide a response to new environmental issues of towns and businesses.

Automatic Systems

Automatic Systems is a global leader in the field of automation of secure entry control.

For 50 years, the company has been designing and producing high-quality, reliable and efficient equipment for pedestrian and vehicle access. It has developed unique know-how in high-end obstacle design, single passage detection and flow management. In order to be at the forefront of market trends and customer requirements, Automatic Systems invests heavily in research and development and has qualified experts for all equipment components (mechanics, electronics, software, etc.).

EASIER

EASIER is the result of an alliance between the self-service solutions of IER and the passenger services of Automatic Systems, Blue Systems entities, and uses their respective strengths: performance, mechanical development, equipment reliability, multi-operability, passenger detection, flow management and solution ergonomics. EASIER thus proposes a varied and high-end range of products and services to air transit operators and public establishments. With global commercial presence and a network of approved partners and distributors, EASIER serves all the top names in the aeronautics industry, public transit and public services and ensures the durability and monitoring of their equipment.



Blue Systems



Bluecar

Since 2007, Bolloré Group has teamed up with the famous Italian coachbuilder, Pininfarina, synonym of excellence in automotive design, to make the first concept-car, the “B0” model of the Bluecar®. The current version of the Bluecar® is largely inspired by this design, while being adapted to the constraints of industrial production. Today used by individuals and present in large groups and many local authorities, the Bluecar® meets the challenges of sustainable mobility. The Bluecar® is a clean and 100% electric vehicle fitted with Blue Solutions’ LMP® battery. This battery is completely safe to use and provides a range of 250 kilometers in the urban environment for carefree driving.

Smart mobility

The Smart Mobility division groups together a range of solutions to build the city of tomorrow: mobility management, electric shuttles, etc.

Bluestation

Bluestation is an electric shuttle operator offering different economic and eco-responsible transport solutions, thanks to the Bluebus electric buses that make up its fleet. The com-

pany’s vocation is to operate corporate transport services as well as customized shuttle rental services, with driver. Within the context of an event, a communication campaign or a tourist visit, Bluestation proposes a turnkey offer that can be adapted to its customers’ needs.

Bluecarsharing

Blue Systems develops, deploys and operates integrated one-way car-sharing solutions (return to the point of departure not required) using the Bluecar®, a 100% electric vehicle. This car-sharing model provides flexible and affordable transport in line with regular and occasional users’ needs and has contributed to reducing pollution in towns since 2011. It currently operates seven car-sharing services in Europe, America and Asia: **Bluely** (Lyon, France), **Bluecub** (Bordeaux, France), **Bluetorino** (Turin, Italy), **Bluecity** (London, UK), **Blueindy** (Indianapolis, USA) **BlueLA** (Los Angeles, USA) and **BlueSG** (Singapore).

Charging networks

Thanks to synergies between Group companies and to expertise gained in the electric car-sharing field, Blue Systems deploys and operates charging terminal networks for

Among the eco-responsible and economical Bluestation offerings, the Louis Vuitton Foundation shuttles to transport its customers.



Blue Systems is the result of the motivation to unite the know-how and expertise of nine outstanding entities of Bolloré Group under the same brand. Thanks to this concentration of high added-value solutions, Blue Systems proposes an ecosystem to optimize the flows of people, equipment and data, thus providing a response to the new problems of businesses and towns and cities.



Technology

300,000 access control terminals in 150 countries • Over 5,000 Bluecars® worldwide • Over 30,000 e-gates deployed for public transit, airports and airlines



Smart mobility

7 electric car-sharing services in operation in Europe, Asia and America • Over 7,500 recharging terminals installed worldwide • Collaboration with the major metropolitan areas: Los Angeles, Paris, Singapore and London

electric vehicles. With an efficient and integrated management system, this solution has convinced the cities of London, with the Source London network, and Lille, with Bluelib. In London, Source London is now the city's main operator, with over 1,200 dedicated charging terminals and a rate of availability of 98%. The network currently covers 23 boroughs and proposes several offers to meet the needs of individuals and businesses, in particular electric taxis, which are increasingly seen on the streets of London.

Smart Mobility

The Blue Systems Smart Mobility division proposes a SaaS (Software as a Service) platform, the Smart Mobility Platform, which concentrates and aggregates data from mobility operators and city infrastructures. This platform, based on artificial intelligence, offers cities an innovative solution to supervise and regulate mobility services and parking infrastructures in real time via three modules: Mobility Manager, Parking Manager and Smart Patrol. This solution is a digital intermediation response that contributes to optimizing urban mobility and managing the public space of towns and large cities. A pioneer in Los Angeles, the Smart Mobility Platform is now rolled out to the Greater Lyon area.

Solutions

The Solutions division designs innovative and smart solutions to manage data and develop offers in line with new challenges.

IER

• Tracking of goods

Via its Track & Trace business unit, IER designs and integrates the best automatic identification, tracking and mobility solutions aimed at retail, transport and logistics players, or the industry. Thanks to its command of all barcode technologies, RFID, IoT, voice and Wi-Fi, IER has become a reference in integration and in services for the entire supply chain.

• Electronic penalty issuing

The Indestat business unit supports the government and many hundreds of local authorities on a daily basis in their work to secure towns and cities and monitor compliance with rules governing the use of public space. This turnkey solution covers the entire chain of offenses: issuing of electronic penalties, post-parking fees, control of paid parking and control of tickets on public transit systems.



Bolloré Telecom's electronic communications, working to develop 5G in France.

The aim of IER is to upgrade existing systems to tools at the cutting-edge of legislation, at both the technical and regulatory levels.

Polyconseil

A specialist in digital innovation, Polyconseil is involved in ambitious projects with a strong technical component and high added value for its customers. Its employees – consultants, project leaders, developers, devops, infra or data scientists – assist large groups, public institutions and start-ups on a daily basis, offering them innovative, end-to-end solutions. Its multidisciplinary team consists of enthusiastic people who are committed to continued improvement throughout the entire project value chain: strategic framing of customer requirements, project management, design, deployment and maintenance of software solutions.

Bolloré Telecom

Bolloré Telecom is an electronic communications operator that has been licensed to operate at 3.5 GHz since 2006. It is working on the development of 5G in France, at the same time supporting wireless broadband access projects in rural areas via the provision of its spectrum resources to local authorities. —



Solutions

55,000 warehouses and drivers

equipped with traceability solutions

• 150,000 monitored Wi-Fi access points

• 3,000 electronic terminals deployed

Other assets

Portfolio of shareholdings

Bolloré and Vivendi's portfolios of listed securities represent over 4.8 billion euros, including 0.9 billion euros for the Bolloré portfolio (stakes in Mediobanca, Socfin group, etc.) and 3.9 billion euros for the Vivendi portfolio (stakes in Telecom Italia, Mediaset, etc.).

The Bolloré Group is also a shareholder of Socfin group, one of the largest independent planters in the world which manages around 200,000 hectares. Finally, it owns three farms in the United States and vineyards in the south of France.





Shareholdings

The stock market value of the Bolloré Group's portfolio of listed securities stood at 4.8 billion euros at December 31, 2019.

The portfolio held directly by Bolloré was worth 0.9 billion euros at the end of 2019:

- Mediobanca⁽¹⁾ (6.7%), the stock market value of which stood at 566 million euros⁽²⁾ at December 31, 2019. The Bolloré Group, which had sold slightly more than 1% of its stake in Mediobanca for 91 million euros at a price of over 9 euros, disposed of an additional 1% in January 2020, again at a price exceeding 9 euros, for more than 90 million euros;
- shareholdings in Socfin group⁽¹⁾ with a stock market value of 239 million euros at December 31, 2019 (see agricultural assets).

The Bolloré Group also holds 1.2% of Vallourec and 19.6% of Bigben Interactive, one of the European leaders in the design and supply of video game console accessories.

The Vivendi shareholding portfolio, worth 3.9 billion euros, comprises in particular the following stakes:

- Telecom Italia⁽³⁾, in which Vivendi is the largest shareholder with 23.9% of the share capital with

a market value of 2,025 million euros at end December 2019;

- Mediaset, in which it is the second largest shareholder with 28.8% of the share capital with a market value of 905 million euros at end December 2019.

In April 2019, Vivendi completed the disposal of its shareholding in Ubisoft for 429 million euros. In total, the sale of Ubisoft, in 2018 and 2019, represented an inflow of 2 billion euros and an economic capital gain of 1.2 billion euros.

Agricultural assets

The Bolloré Group is a major shareholder in the Socfin group through its interests in Socfin (39.7%) and in its subsidiaries, Socfinasia (22.3%) and Socfinaf (8.6%). Socfin is one of the leading independent planters worldwide and manages almost 200,000 hectares of plantations.

In Asia, Socfin is present in Indonesia through Socfindo, which farms 48,000 hectares of oil palms and rubber trees and has expanded into Cambodia, where it has undertaken the planting of 7,200 hectares of rubber trees.

In Africa, Socfin has numerous plantations in various countries, such as Cameroon, where

Mediobanca, an Italian investment bank, listed on the Milan stock market, and in which the Group is the second-largest shareholder.



The Bolloré Group manages a portfolio of shareholdings in listed companies with a value of more than 4.8 billion euros at year-end 2019. It is made up of the Bolloré portfolio of 0.9 billion euros (shareholdings in Mediobanca, Socfin, etc.) and the Vivendi portfolio worth 3.9 billion euros at the end of 2019 (shareholdings in Telecom Italia, Mediaset, etc.). In addition, the Group has various agricultural assets.

Portfolio of shareholdings



Transformation of farms into olive groves in the United States.

Socapalm and SAFA Cameroun manage 44,000 hectares of oil palms and rubber trees, and in Republic of Côte d'Ivoire, where Société des Caoutchoucs de Grand Bereby (SOGB) farms 24,100 hectares of oil palm and rubber tree plantations. It is also present in Nigeria (24,600 hectares), in Liberia (16,500 hectares), in the Democratic Republic of the Congo (6,200 hectares) and in Sierra Leone (12,300 hectares). It also more recently established a presence in Ghana (6,800 hectares) and São Tomé (2,100 hectares), where it has undertaken new plantations that are not yet mature.

The Bolloré Group also has three farms in the United States, representing around 3,300 hectares. New capital expenditures are being made to transform existing former crop plan-

tations (soy, cotton, etc.) into olive groves. More than 2.5 million olive trees were planted by the end of 2019, covering close to 1,650 hectares. The first olive oil production will take place in 2020.

Finally, the Group is also a shareholder and farmer of a number of vineyards in the south of France, in the "Côtes de Provence" appellation area where the "cru classé" wines Domaine de La Croix and Domaine de la Bastide Blanche are produced. These vineyards represent a total area of 242 hectares, including 116 hectares carrying viticultural rights, which produce approximately 650,000 bottles per year. —

(1) Consolidated by the equity method.

(2) Given the hedging cost of 3.9% of the shareholding.

(3) Shareholdings consolidated by the equity method in Vivendi's financial statements.

The Domaine de La Croix vineyard, the most important Côtes de Provence "crus classés".



Bolloré listed equity portfolio

Mediobanca: 6.7%⁽¹⁾ • Socfin group: 39.7%
• Vallourec: 1.2% • Bigben Interactive: 19.6%

(1) Shareholdings consolidated by the equity method.

(2) Shareholdings in non-operating companies accounted for using the equity method in Vivendi's financial statements.



Vivendi listed equity portfolio

Telecom Italia⁽²⁾: 23.9%
Mediaset: 28.8%



Agricultural assets

Shareholdings in Socfin group • American farms: 3,300 hectares • Vineyard: 242 hectares, of which 116 hectares carrying viticultural rights
• Bottles produced: 650,000



Corporate social responsibility



The Group has a proactive policy based around four key pillars, creating value and forging a link between the company's women and men, their

environment and stakeholders. Each of its divisions is committed to driving CSR on a day-to-day basis within their core business.



Women and men, the Group's greatest strength, sharing the same values.



A 6-meter and a 12-meter Bluebus, clean public transit solutions.

50

Anticipating and meeting our stakeholders' expectations, protecting our human capital, preserving our environment's riches, being a player in the development of our society and the regions in which we operate are factors that will enable us to ensure tomorrow's value creation.

Corporate social responsibility policy

The Group's commitments are reflected in its development strategy and are based on four fundamental pillars that comprise its corporate social responsibility policy: deploying a social policy that protects human capital and maintains sustainable relations with our employees; implementing a strict framework to guarantee ethical business conduct and promote respect for human rights in activities; protecting the environment, fighting to limit climate change and developing innovative products and services that contribute to the energy transition; making an economic and societal contribution to developing the regions in which it operates.

Governance

Approved once or twice a year by the Ethics, CSR and Anti-Corruption Committee, in the presence of the Chairman and Chief Executive Officer, the CSR strategy is defined by the Group CSR Department, which reports directly to the Chief Financial Officer and Vice-Chairman of the Bolloré Group. The CSR Department plays a role of awareness-raising

and mobilization, coordinates action plans, steers reporting and analyzes and enhances performance. It builds on the division's CSR services and a network of representatives within each entity.

Four commitment pillars

Acting with integrity when conducting our business and promoting human rights

Bolloré Group signed the Global Compact over ten years ago, and as such our business activities are governed by mechanisms and procedures that aim to guarantee ethical business practices, combat corruption and protect and promote human rights. Within our communications activities, we encourage responsible content through our creations.

Innovating in response to major environmental issues

Thanks to our strategy to diversify into the sectors that further the energy transition, such as the development of electrical mobility solutions, electricity storage, systems for optimizing the flows of people, materials and data for

Responsible and committed



Through its strong regional networks, the Group is an essential player in social and economic development.



Shared spaces in a friendly atmosphere for Havas Madrid employees.

the city of tomorrow, the Group has naturally earned its place as a player committed to the energy transition. Moreover, we are committed to managing the environment footprint of all of our activities.

Uniting and protecting people, the company's greatest strength

Because employees' commitments and skills are central to our performance, we aim to be an attractive employer, encourage loyalty from our teams and train them continually. Health and safety are also an absolute priority, for our employees and for people indirectly exposed to our activities.

Making a long-term commitment to local development

Present in 129 countries, the Group invests in the development of modern local infrastructure and thus contributes to the employment, opening-up and economic development of certain regions, especially in Africa. It maintains close relationships with local communities on all the continents where it has a presence, and supports projects for the benefit of local populations. —



We want the Bolloré Group to continue to sustainably create value, while preserving the link between women, men and their environment.”

Cyrille Bolloré



Publication in 2019 of the Group's Human Rights Charter and deployment plan



Almost 17,500 hires in 2019, of which 67% on open-ended contracts



Nearly 90% of the headcount covered by a management system that takes the environment into account



Almost 99% of employees are hired locally in the regions, including 86% of managers



The Fondation de la 2^e chance team during a meeting of delegates in front of the Foyer Jean-Bosco.



Fondation de la 2^e chance

Set up in June 1998 at the initiative of Vincent Bolloré, the Fondation de la 2^e chance has been recognized for its public utility since 2006. Chaired by Marie Bolloré, the Foundation helps people aged 18 to 62 who have faced extreme hardship in life and who presently live in a vulnerable situation, but who have a real desire to get their lives back on track. It offers them financial and human support for a realistic and sustainable professional project, such as the creation or recovery of a business (up to 8,000 euros) or training leading to a qualification (up to 5,000 euros). This financial “leg-up” is accompanied by professional and emotional sponsoring provided to the project owner, until the project reaches a successful conclusion. The Foundation’s continued activities are supported by a team of employees and volunteers. Six employees coordinate all those involved in the Foundation at the registered office, hosted by the Bolloré Group. A network of 1,000 active volunteers acts as on-site representatives, instructors and sponsors throughout France.

Over the past two decades, the Fondation de la 2^e chance has helped over 8,000 people to bounce back. In 2019, 361 new candidates were given support, with average aid per case of 2,700 euros. 75% of candidates received aid for training and 25% for creating a company. Successful beneficiaries aged between 26 and 40 years old represented 42% of the projects supported.

Bolloré Group employees in Brittany are committed to the Fondation de la 2^e chance, supporting the social re-integration of people suffering hardship. In 2019, 18 people with projects were accompanied through professional training and/or retraining.

Foyer Jean-Bosco

The Group acquired a building belonging to the Little Sisters of the Poor, built in 1896 and located in rue de Varize, in the 16th arrondissement of Paris, that was fully restored between 2012 and November 2015. Today, the Foyer Jean-Bosco has more than 160 rooms, mainly used by young students from French

A sustainable commitment for solidarity



Support by the Fondation de la 2^e chance for the creation of a company producing and selling embroidery (Bayeux, France).



Earthtalent, partner of United Way l'Alliance, to fight school drop-out.

provinces and from abroad, but also provides rooms for the sick and the elderly. This year, the 140 students represented numerous different nationalities from Europe, the Middle East, Asia and the Antilles. The students created a choir and an orchestra and participate each week in charity work in Paris. The Foyer Jean-Bosco is a place of fraternal and inter-generational solidarity. It is an innovative scheme that will allow all participants to develop their talents while learning to live in unison.

Sponsorship: priority given to supporting young people

On January 1, 2018, the Bolloré Group introduced a new sponsorship policy. Based on the desire to coordinate projects of general interest run by associations and social enterprises in Europe and internationally, it encourages its subsidiaries and its employees to get involved in civic engagement projects to improve the economic and social situations of young people and provide effective humani-

tarian healthcare. Each year, the Bolloré Group pays more than 2 million euros to associations that work mainly in the field of education. The Bolloré Group's solidarity commitment is based on four guidelines:

- The group is committed to encouraging autonomy for young people and responding to humanitarian emergencies.
- Each new or renewed project is subject to eligibility criteria, studied via a sponsorship file on the Earthtalent platform: <https://www.earthtalent.net/>.
- Employees are encouraged to get involved, giving them the opportunity to make best use of their skills and lend their expertise to the projects being funded.
- The Group intends to provide effective financial, technical and human support to projects across all continents, while committing to high-quality long-term partnerships that aim for social innovation and entrepreneurship. —

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The Foundation in 2019

An average of 400 people supported each year • 75 major private companies and public and financial institutions • 1,000 volunteer instructors and sponsors spread over 60 sites in France



Sponsorship commitments and policy

380 societal impact projects including 76% in Africa

- Almost 7,000 euros in average donations for education
- Almost 10,000 euros in average donations in response to humanitarian emergencies
- Over 2.4 million euros in annual donations, including 700,000 euros to support young people in Africa



1991: takeover of Delmas-Vieljeux, followed by the merger by absorption of Scac by Delmas, which was renamed Scac-Delmas-Vieljeux (SDV).

1994: sale by Bolloré of a portion of the Non-woven industrial and Disposable products business and of the Tubes and plastic connectors business.

End 1996: takeover of the Rivaud group, in which the Bolloré Group had held stakes since 1988.

1997: takeover of Saga, in which Albatros Investissement had, since 1996, had a 50% stake alongside CMB-Safren.

1998: merger by absorption of Scac-Delmas-Vieljeux by Bolloré Technologies to become Bolloré.

1999: Albatros Investissement, the leading shareholder in Bolloré, is renamed "Bolloré Investissement". Bolloré buys the African network AMI and Bolloré Investissement purchases the British shipping line OTAL and its land transport network in Africa.

2000: sale of 81% of the Cigarette paper business to the American group Republic Technologies, which handled a large portion of rolling paper distribution in the United States. Acquisition of Seita's 40% stake in Coralma, a

tobacco subsidiary of the Group, 60% of which was already owned through Tobaccor. Granting of the concession for the third largest oil pipeline in France, the Donges-Melun-Metz (DMM) pipeline. Tender offer followed by a squeeze-out concerning Mines de Kali Sainte-Thérèse and tender offers on Compagnie des Caoutchoucs de Padang and Compagnie du Cambodge, finalized on January 3, 2001.

2001: sale of 75% of the Tobacco business (Tobaccor), based in Africa and Asia, to the British group Imperial Tobacco. Sale of the 30.6% stake in Rue Impériale de Lyon. Takeover by Bolloré Énergie of a stake in the business of BP's oil logistics subsidiary in France. Acquisition by Delmas, Bolloré's shipping subsidiary, of 80% of the Italian firm Linea-Setramar.

2002: acquisition by IER of the specialist access control firm Automatic Systems. Sale to Imperial Tobacco of a further 12.5% stake in Tobaccor. Merger by absorption by Compagnie du Cambodge of Société Financière des Terres Rouges and Compagnie des Caoutchoucs de Padang. Bolloré Énergie takes over part of Shell's oil logistics business in France. Acquisition by SDV of the freight forwarding business of the German group Geis, with an important transport network in Asia. Merger

Overview of the Cascadec mill and Odet manor house in Ergué-Gabéric, Brittany. Period from 1950 to 1960.



Founded in Brittany in 1822, the family business specializing in the manufacture of thin paper was taken over by Vincent Bolloré at the beginning of the 1980s. Having developed a core area of specialist industries related to plastic film technology and thin paper, the Bolloré Group acquired a controlling interest in Sofical in 1986, closely followed by the acquisition of JOB to develop a Tobacco business as well as Scac and then Rhin-Rhône in 1988 to develop a Transportation business.

History of the Group

of six companies in the Freight forwarding business, resulting in the creation of SDV Logistique Internationale. Acquisition of equity stake in Vallourec.

2003: sale of the remaining interest in Tobaccor (12.5% payable at the end of 2005). Purchase of Consortium de Réalisation's (CDR) 40.83% shareholding in Compagnie des Glénans. Start of operations of the factory purchased in the Vosges region of France by the Papers division. The Group's shareholding in Vallourec rises above the 20% threshold (voting stock).

2004: sale of the Malaysian plantations. Acquisition of a 20% stake in Havas. Development of the Bluecar®, a prototype electric vehicle that runs on Batscap batteries.

2005: launch of Direct 8, the digital terrestrial television (DTT) station developed by the Group. Bluecar® presented at the Geneva Motor Show. Acquisition of Air Link, India's third largest freight operator. Acquisition of a 25% stake in Aegis. Sale of 7.5% of Vallourec's share capital.

2006: sale of the shipping business (Delmas). Launch of *Direct Soir*, the first free daily evening newspaper. Awarding of 12 regional WiMax licenses. New series of Bluecar® prototypes delivered. Sale of 10.2% of shareholding in Vallourec. Squeeze-out of minority interests in Socfin. Tender offer on Bolloré and merger of Bolloré and Bolloré Investissement. Change of name from "Bolloré Investissement" to "Bolloré".

2007: acquisition of JE-Bernard, one of the leading logistics and freight forwarding groups in the United Kingdom, and Pro-Service, an American logistics company specializing in the aeronautics and space industry. Acquisition of assets in Avestor in Canada. Partnership with Pininfarina for the manufacture and sale of an electric car.

Launch of the free daily newspaper *Direct Matin Plus*. Start of testing of pilot equipment intended for WiMax. Sale of 3.5% of shareholding in Vallourec and strengthened position in Havas and Aegis. Tender offer on Nord-Sumatra Investissements followed by a squeeze-out.

2008: sale of 3.6% of shareholding in Vallourec. Creation of two joint ventures for the development of electric vehicles (Pininfarina for the Bluecar® and Gruau for the Microbus). Awarding of an additional eight WiMax licenses. Acquisition of White Horse, a leading road haulage firm in the Copper Belt corridor, and SAEL, the fifth largest freight forwarding firm in South Africa. Acquisition of 60% of the



The Blue Solutions production plant for LMP® batteries, in Quimper, Brittany.

share capital of the CSA group, 40% of which had already been held by the Bolloré Group since 2006. Strengthening of shareholding in Vallourec to 2.9% on December 31, 2008.

2009: winning of the concession for the Cotonou container terminal in Benin and start of operations at the Pointe-Noire port terminal in Congo. Sale of the Papers business to the American group Republic Technologies International. Start of operations at the two electric battery factories in Brittany and Canada and market launch of supercapacitors. Strengthening of shareholding in Vallourec to 5.2% as at December 31, 2009.

2010: winning of port concessions in Africa (Freetown in Sierra Leone, Lomé in Togo, etc.). Acquisition of the DTT station Virgin 17, renamed "Direct Star". Winning of the Autolib' contract for the self-service hire of electric Bluecar® vehicles in the Paris region. Reclassification of Mediobanca and Generali shareholdings in Bolloré. Delisting of the company Saga.

2011: acquisition of a 49% stake in LCN (Les Combustibles de Normandie) in order to eventually secure 100% control. Beginning of construction of a new Lithium Metal Polymer (LMP®) battery factory in Brittany. Sale of 3.5% of shareholding in Vallourec. Agreement to sell the free channels Direct 8 and Direct Star to Groupe Canal+ in exchange for Vivendi shares. Acquisition of 1.1% shareholding in Vivendi. Acquisition of equity stake in Vivendi. Winning of the concession for the management of the port of Moroni in the Comoros Islands. Launch of Autolib' service. Successful first bond issue for 350 million euros due in five years.

2012: sale of the Direct 8 and Direct Star channels to Groupe Canal+, against a 1.7% shareholding in Vivendi's share capital. Acquisition of an additional 2.2% shareholding in



From 1985
Diversification of the Group
into transportation and logistics



Starting in 2004
Diversification of the Group
into media and communications



2016
Delivery of the first Bluebuses
to RATP





A strong presence in Africa with the management of 16 port concessions.



Vivendi, bringing the shareholding to 5%. Following the sale of 20% of Aegis to Dentsu, the balance of its shareholding (6.4%) will be contributed to the bid launched by Dentsu. Following the share buyback tender offer made by Havas, the Bolloré Group's shareholding in Havas was raised from 32.8% to 37.05% and to 36.9% by the end of 2012.

2013: winning of the management of the petroleum port of Pemba in Mozambique, the container terminal no. 2 in Abidjan, Republic of Côte d'Ivoire, and the Dakar ro-ro terminal in Senegal. Acquisition of PMF – Petroplus-Marketing France by the Oil logistics division. Delisting of Plantations des Terres Rouges of which the Bolloré Group now holds 100%. Initial public offering (IPO) of Blue Solutions on the NYSE Euronext Paris market on October 30, 2013. Launch of Bluely car-sharing services (Lyon-Villeurbanne) and Bluecub (Bordeaux). Disposal of the remaining 6.4% held in Aegis, at the beginning of 2013.

2014: sale of SAFA, which owned a plantation in Cameroon (SAFACAM), for a 9% interest in Socfinaf. Public exchange offer on Havas shares. Disposal in July 2014 of 16% of the Euro Media Group. Disposal of the 14% shareholding in Harris Interactive, as part of an offer made by Nielsen in February 2014. Inauguration of the Bluetram factory in Brittany. Experimental car-sharing system in Indianapolis (United States), BlueIndy. Bids won in London to manage the network of 1,400 charging terminals and for the delivery of 6-meter and 12-meter buses for RATP.

2015: increase in the shareholding in Vivendi's share capital to 14.4%. Successful public exchange offer on Havas bringing ownership up to 82.5%, followed by a placement of 22.5% to maintain liquidity in the securities, bringing ownership down to 60% of the share capital. Award of port concessions for Kribi in Cameroon, Dili in East Timor and Varreux in Haiti.

Launch of the BlueIndy electric car-sharing service in Indianapolis (United States). Inauguration of the new Bluetram factory. Presentation of the 12-meter long electric bus. Partnership with PSA Peugeot Citroën to develop and sell the E-Mehari.

2016: opening of the 12-meter bus factory line on January 15, 2016. Launch of the electric car-sharing service in Turin, Italy, on March 18, 2016. Crossing of 20% threshold for share capital and votes in Vivendi on October 7, 2016. Vivendi is accounted for using the equity method as from this date.

2017: 195th anniversary of the Bolloré Group. Full consolidation of Vivendi from April 26, 2017. Acquisition by Vivendi of the Bolloré Group's 59.2% shareholding in Havas, followed by a simplified takeover bid on the rest of the Havas share capital, a public repurchase offer and squeeze-out, enabling Vivendi to hold 100% of the Havas share capital. Finalization of the Bolloré simplified takeover of Blue Solutions, with the acquisition of 7.6% of Blue Solutions' share capital. Disposal of the shareholding of around 10% in Gaumont as part of the share repurchase offer. Acquisition of the concession for the new Kribi container terminal in Cameroon. Partial takeover of Necotrans assets. Inauguration of the new multipurpose terminal in Owendo, Gabon, where the Bolloré Group will be the exclusive operator of the Container activity.

2018: increase in the share capital of Vivendi, through the exercise of options and new acquisitions of shares, bringing the stake to 26.28% of the share capital and 28.51% of the voting rights at December 31, 2018. Sale by Vivendi of the 27.3% stake in Ubisoft for 2 billion euros. Sale by Vivendi of the 11% stake in Fnac-Darty for 267 million euros. End of the Autolib' car-sharing service in Paris. Launch of an electric car-sharing service, BlueLA, in Los Angeles.

2019: sale of the port activities in France to Groupe Maritime Kuhn. Inauguration of a new 50,000 m² BlueHub logistics platform in Singapore. Sale by Bolloré Energy of its 5.5% stake in the pipeline transport company Trapil. Acquisition by Vivendi of 100% of the share capital of Editis. Acquisition by Tencent Music Entertainment and certain international financial investors of 10% of the share capital of UMG, based on an enterprise value of 30 billion euros for 100% of UMG's share capital. —

2 The Bolloré Group's non-financial performance

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Since 1822, the Bolloré Group has been driven by a very strong will to do business and innovate, with a strategy of diversifying its activities for international roll-out. Listed on the stock exchange, the Group has a stable shareholder base with a family majority, allowing it to commit to long-term investment processes⁽¹⁾. It has a long history of transmission based on a strong corporate culture and values shared by all employees: loyalty and integrity, entrepreneurial spirit, solidarity, agility and diversity. The Group's commitments are reflected in its development strategy and its Corporate Social Responsibility (CSR) policy based on four fundamental pillars.

1. CSR challenges and strategy

1.1. Group CSR strategy

The Bolloré Group's 2017-2022 CSR strategy was initially developed in view of the results of the materiality analysis of the Group's challenges carried out in 2016. In particular, this analysis involved interviews with each of the divisions, thanks to which the Group was able to define its most material challenges following their identification and classification with regard to the different activities and stakeholders' expectations (customers, employees, public authorities and NGOs). Updated in 2017 to include Vivendi, the materiality matrix identifies seven major priority challenges taken into account within the four fundamental pillars that today shape the Bolloré Group's CSR strategy. These commitments are upheld by all of the divisions to make CSR part of the everyday life within their core business and to create value and connections between the men and women in the company, their environment and stakeholders.

Recent developments in regulations have reinforced requirements concerning the reporting and publication of information on the company's CSR performance: decree no. 2017-1265 of August 9, 2017 transposing order no. 2017-1180 of July 19, 2017 pertaining to the publication of non-financial information by certain large companies and some groups of companies (known as the Barnier Directive) and the law on the duty of care. Furthermore, the Bolloré Group has moved its strategy forward by integrating, in the consideration of its main challenges, a new analytical prism based on the management of priority non-financial risks. It therefore promotes, in all of its divisions, the implementation of virtuous and vigilant approaches to ensure that the policies, processes and improvement plans in place ensure its long-term non-financial performance.

Anticipating and responding to customer expectations by mitigating the risks around business ethics, protecting human capital by implementing a health and safety policy conducive to a lasting relationship with employees, safeguarding environmental assets by investing in the development of innovative products and services, and being an actor in the development of society and the communities where the Group operates – these are all factors that will create value for the future.

GROUP COMMITMENTS: FOUR STRATEGIC PILLARS

UNITING AND PROTECTING PEOPLE, THE COMPANY'S GREATEST STRENGTH

- Protecting the health and ensuring the safety of the women and men exposed as part of our activities.
- Attracting talent and developing the skills of our employees.
- Maintaining social dialog and promoting workplace wellness.

ACTING WITH INTEGRITY WHEN CONDUCTING OUR BUSINESS AND PROMOTING HUMAN RIGHTS

- Sharing the same business ethics and ensuring compliance with the strictest standards.
- Promoting human rights in our businesses and supply chains.
- Protecting personal data.

INNOVATING IN RESPONSE TO MAJOR ENVIRONMENTAL ISSUES

- Adapting to and combating climate change.
- Making the management of our carbon footprint central to the development of our products and services.
- Preventing pollution and reducing environmental impacts related to our activities.

MAKING A LONG-TERM COMMITMENT TO LOCAL DEVELOPMENT

- Contributing to and promoting local employment.
- Investing in the local economy.
- Building and maintaining dialog with stakeholders.
- Undertaking societal actions for the benefit of local populations.

The commitments of the Bolloré Group are in line with the United Nations Sustainable Development Goals. Its actions have a direct or indirect positive impact on 66 of the 169 targets.

1.2. The Bolloré Group's non-financial risk mapping

In compliance with the Directive on non-financial reporting, in 2018, the Group involved members of the Management Committees of all of its divisions to map CSR risks and opportunities associated with its transport, logistics and oil logistics activities (Bolloré Ports, Bolloré Logistics, Bolloré Railways and Bolloré Energy) and its electricity storage and systems activities (Blue Solutions and Blue Systems).

Four workshops were held on risk-scoring, led by a consultancy firm and using software to rank the risks identified and ensure the effectiveness of the method used. A universe consisting of 16 CSR risks and opportunities, covering the themes outlined by the law, were scored using a methodology which took into account the risk severity and frequency, in line with the Bolloré Group's general risk map. The risks relate to the risks inherent in the Group's business. They were considered throughout the value chain (supply, operations, use of products and services sold), taking into account all stakeholders (employees, customers, suppliers, subcontractors, public authorities, investors, etc.). Corruption risk and conflicts of interest, considered priority areas, were scored by the Group Compliance Department in collaboration with the divisions. The risks of the business units of Bolloré Transport & Logistics (transport, logistics and oil logistics activities) were consolidated using a weighting method, taking into account revenue, operating income and workforce.

Lastly, because Vivendi conducted the same exercise for its scope in 2018 (see Vivendi 2019 universal registration document, in section 4.2 – The main non-financial risks, p. 52) and in a bid to gain an overview of the Bolloré Group (including Vivendi), a reconciliation of each risk universe was carried out. This mapping attests to the relevance of the Group's priority challenges, in keeping with the work carried out during the materiality analysis in previous years. The ten priority risks identified are a natural fit with the four key pillars of the Bolloré Group's CSR strategy. Risks related to content, concerning only the activities of the Communications division, are included in the Vivendi Group's CSR strategy (see table below).

(1) For further details on the Group, its activities and business model, please see chapter 1 of this universal registration document.

2 The Bolloré Group's non-financial performance

1. CSR challenges and strategy

Pillars of the CSR strategy	Priority non-financial risks	Transportation and logistics, Oil logistics	Electricity storage and systems	Communications (Vivendi's 2019 Universal registration document)
Uniting and protecting people, the company's greatest strength	Workplace health and safety			
	Attracting and retaining skills			See Attracting talent and retaining internal talent, chapter 1 – section 4.3.3.2
	Working conditions and social dialog			See Social dialog, chapter 1 – section 4.3.3.2.2
Acting with integrity when conducting our business and promoting human rights	Health and safety of users and third parties			
	Human rights			See human rights and fundamental freedoms in activities, chapter 1 – section 4.3.3.2.2
				See Duty of care related to the supply chain, chapter 2 – section 3 – “Compliance program”
	Personal data protection (GDPR)			See Data security and protection, chapter 2 – section 3 – “Compliance program”
	Corruption and conflicts of interest			See Corruption, chapter 2 – section 3 – “Compliance program”
Innovating in response to major environmental issues	Local pollution and management of hazardous materials			
	Impact and carbon opportunity of products and services			See Carbon intensity of activities, chapter 1 – section 4.3.1 – “Responding to the climate emergency”
Making a long-term commitment to local development	Risks and opportunities related to relations with local communities			
	Specific communication risks: Risks related to content			See Attracting talent and retaining external talent, chapter 1 – section 4.3.2.1 – “Revealing cultures and supporting artistic creation”
				See Responsible nature of content, chapter 1 – section 4.3.2.2.2 – “Supporting policies for responsible content”

Risks rated as major at division level are colored in blue.

Risks related to transport, logistics and oil logistics activities have been consolidated according to the method explained above.

The Bolloré Group's management of priority risks is explained throughout the non-financial performance statement in chapter 2 of the Bolloré Group universal registration document. Management of priority CSR risks identified for the Communications division is explained in chapter 1 – “Non-financial performance” of the Vivendi 2019 universal registration document.

1.3. CSR governance

Two bodies comprise the Group's CSR governance: the Ethics – CSR and Anti-corruption Committee and the Group CSR Department.

Note that in 2019, in terms of wider corporate governance, taking into account the recommendations of the non-financial ratings agencies, Bolloré Group and Financière de l'Odé decided to change the composition of the Boards of Directors in order for them to:

- be more streamlined: Bolloré – 13 members as opposed to 19, Financière de l'Odé – 15 members as opposed to 17;
- be more independent: distinct independent directors between Bolloré and Financière de l'Odé, limitation of positions occupied by legal entities, modifications to the Audit Committees and the Compensation and Appointments Committees, with no more salaried senior executives;
- consist of more female members: Bolloré – 47% of women, Financière de l'Odé – appointment of three female directors to the Board of Directors of Financière de l'Odé.

THE ETHICS – CSR AND ANTI-CORRUPTION COMMITTEE

Under the authority of the Chairman of the Committee, appointed by the Chairman of the Bolloré Group, this Committee consists of the Group Chairman and Chief Executive Officer, the Chief Executive Officer, the Deputy Chief Executive Officer, the Group Chief Financial Officer (also Vice-Chairman of the Board of Directors), the Group Management Control Director, the Group Legal Director, the Group Human Resources Director, the Group Compliance Director, the Group Purchasing Director, the Investor Relations Director, the Group Communications and CSR Director, the Group Sponsorship Director, the divisions' Chief Executive Officers and any other person that General Management considers useful to assist in carrying out the Committee's duties. The aim of this Committee is to establish the working priorities in terms of ethics, compliance, CSR and sponsorship, which the divisions are then tasked with implementing. The purpose of the Committee is to meet once or twice per year to ratify the strategy, review performance and determine the outlook, projects and action plans with regard to Group risks and priority opportunities. The minutes of the Committee (dated May 15, 2019) were transferred to the subsequent Board of Directors (on March 12, 2020).

CSR DEPARTMENT

The Group CSR Department defines the framework of the CSR strategy, plays a role of awareness-raising and mobilization, coordinates action plans, steers reporting, analyzes and enhances performance. The Communications and CSR Director reports directly to the Chief Financial Officer (also Vice-Chairman of the Bolloré Group Board of Directors) on a weekly basis to define the Group's position concerning these key questions, seize opportunities and ensure implementation of necessary measures to control the Group's priority CSR risks.

The Group CSR Department works closely with the Group's business experts and divisions (quality, hygiene, safety and environment (QHSE), human resources (HR), purchasing, compliance, legal Directors, etc.). Its role is to assist the subsidiaries in risk control and in the promotion of CSR objectives, to formalize procedures and policies and to define common indicators to reinforce coherence and steering of the CSR strategy, despite the wide diversity of activities and geographic locations.

CSR NETWORK

The Group CSR Department relies on the CSR Departments of the divisions and subsidiaries, which work closely with their own Management Committees, business experts (QHSE, HR, Purchasing, Sales & Marketing Department, etc.) and their network of local CSR delegates to roll out the Group CSR strategy in each entity and report essential non-financial information concerning the Bolloré Group. With the inclusion of Vivendi, the internal CSR network has over 850 contributors for over 900 entities worldwide, of which more than 250 in the Bolloré scope (excluding Communications). They report annually to the Group on their non-financial performance within the framework of the yearly reporting campaign.

1.4. Performance monitoring

Non-financial performance is monitored throughout the year by coordinating different projects that are a priority for the Group (such as anti-corruption, promoting human rights and a vigilant purchasing approach in 2019). In addition, risk management interviews conducted during the year by the CSR Department, both centrally (with the CSR contacts and contacts for at-risk business lines at head office) and locally (see qualitative diagnosis of CSR actions carried out in the Republic of Côte d'Ivoire in 2019), feed into the performance assessment of the Group and its divisions. The results are confirmed and consolidated by the annual non-financial reporting rolled out in the Group entities all over the world, of which the robustness, completeness and reliability have been greatly improved in the past ten years. In 2019, the Bolloré Group, as part of this continued improvement approach, updated the list of questions and KPIs to better illustrate the management of its priority CSR and HR risks. The KPIs are, insofar as it is possible and relevant to do so, adapted at Group level and/or tailored specifically to the divisions according to their particular challenges.

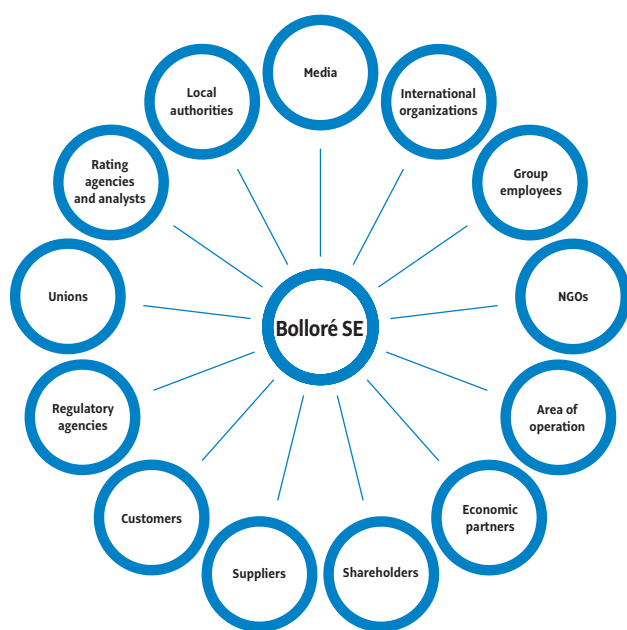
Since 2012, the indicators that the Group considers to be the most material have been subjected to in-depth audits in accordance with the Grenelle II law, updated in 2019 by order no. 2017-1180, which brings French legislation into line with the EU's Barnier Directive. These audits, performed by an independent and accredited third-party body (OTI) are coupled with qualitative interviews which aim, on the one hand, to verify the Bolloré Group's non-financial performance statement's compliance with the priority CSR risks identified and, on the other hand, to ensure the fairness of the information presented.

Between now and 2022, work will continue to formalize, harmonize and promote policies at Group level when this is deemed relevant and possible with regard to the diversity of business lines, activities and geographic areas of operation. The work of assessing performance objectively using measurable performance indicators, making it possible to monitor the roll-out of the action plans implemented to reinforce risk management, is one of the priority projects. In 2019, a cornerstone was additionally laid by indexing ethical criteria to the variable compensation of the Chief Executive Officers and Country Chief Financial Officers at 25%. In 2020, the Group will also concentrate its efforts on governance issues and risks and opportunities related to the climate. These commitments are part and parcel of the Bolloré Group's CSR policy, implemented on a daily basis within each core business with a view to continued improvement.

Launched in 2018, the CSR program "Powering Sustainable Logistics" sponsored by the Chief Executive Officer of the Bolloré Logistics subsidiary is a strong example to illustrate the structuring and flow of the Group's CSR commitments into its divisions. Based on the ISO 26000 process and co-constructed with employees and customers, this program aims to increase the environmental and societal value of Bolloré Logistics throughout the supply chain. Structured around four action levers, it targets more specifically eight Sustainable Development Goals and is subject to performance monitoring coupled with quantitative and qualitative objectives up to 2027.

1.5. Stakeholders

Every year, the Group and its divisions take into consideration, at their level, and in the performance of their activities, the requirements of their stakeholders, whether they are public authorities and regulatory and market institutions, investors and rating agencies, customers and suppliers, or the media or NGOs. Dialog with stakeholders is part of the corporate culture, at every level. Adapted and implemented by the entities with regard to their local and operational contexts, dialog with stakeholders does not present a consolidated methodology. However, the entities involved in the ISO 9001 certification processes prepare the mapping of their relevant stakeholders in this context. In 2019, 64% of Group entities completing the CSR reporting declared they were certified or had at least one site that was ISO 9001 certified.



Every year, the Group is attentive to the requirements of its stakeholders, which may be:

- requirements and obligations of public authorities and regulatory and market institutions, which it does its best to anticipate and for which it is developing its organization as part of a continued improvement approach in response to the strengthening of the legislative context, such as the non-financial performance statement, the law on duty of care, the Sapin II law, GDPR and the law on the fight against tax evasion;
- the media or NGOs, always working with this transparency effort;
- customers of its business units to whom it undertakes to provide the best quality products and services in compliance with its CSR commitments over its entire value chain;
- investors or rating agencies to which the Group strives to respond throughout the year by improving the legibility of its commitments and reinforcing its ESG performance. In 2019, for example, the Group extended the scope of its response to the Carbon Disclosure Project (CDP), which holds the largest global database on the environmental performance of towns and companies and received a B rating for its entire scope, excluding the communications element. Furthermore this year, the efforts of Bolloré Logistics, which received Silver level in 2018 from EcoVadis, received Gold status in the 2019 assessment for its entire geographical scope. Concerning electricity storage and systems, this same assessment resulted in the IER subsidiary being awarded the "Gold medal" in June 2019. The Blue Solutions subsidiary received the second prize in the ESG Gaia Rating in the category for companies with revenue of less than 150 million euros. It is also part of the Gaia 2019 Index, comprising 70 French listed small and mid-caps with the best ESG performance standards from among the 230 companies assessed.

With the aim of refining its analysis, the Group also plans to define a stakeholder mapping methodology by 2022, applicable to its different business lines and divisions, in order to better integrate the wide diversity of its activities and geographical operations. The purpose of this mapping is to identify its divisions' key stakeholders and the extent to which they are taken into account in the conduct of the entities' business with regard to a common set of criteria including the Group's business and non-financial challenges. This mapping tool intends in the long-term to ensure and reinforce dialog processes with relevant stakeholders and therefore the effectiveness of its duty of care systems.

2. Four key pillars for a sustainable commitment

2.1. Uniting and protecting people, the company's greatest strength

Because employees' commitments and skills are central to performance, the Group has to be an attractive employer, encourage loyalty from its teams and train them continually. Health and safety are also an absolute priority, for employees and for people indirectly exposed to the Bolloré Group activities.

2.1.1. PROTECTING THE HEALTH AND ENSURING THE SAFETY OF THE WOMEN AND MEN EXPOSED AS PART OF OUR ACTIVITIES

DESCRIPTION OF THE RISKS

Workplace health and safety ^{R(1)}

Workplace health and safety of users and third parties ^{R(2)}

Bolloré Transport & Logistics, Blue Solutions and Blue Systems operate in environments with a high accident risk. The issue is particularly material with regard to industrial activities, such as handling, production and assembly, construction, freight and passenger transport, and even the handling and transport of hazardous goods. The vast international reach of Bolloré Transport & Logistics (109 countries, including 46 in Africa) also requires particular vigilance depending on the local context.

In the same way as for its employees, one of the Bolloré Group's priority risks is ensuring the health and safety of partners and subcontractors working on its sites, as well as users and local communities which could be impacted by its activities. The risks relating to the safety of users and third parties in the context of freight and passenger transport operations are particularly material.

GROUP POLICY

The Bolloré Group's priority is to ensure the workplace health and safety of its employees and third parties exposed in the course of its activities. Committed to a dynamic continued improvement approach, the Group deploys, across all its activities and sites, management systems based on recognized standards such as ISO 45001 (formerly OHSAS 18001 for managing health and safety in the workplace), IRIS (International Railway Industry Standard) under the railway safety management system or other international standards. The implementation of these management systems ensures that the health and safety of Group employees is taken into account on a daily basis within a virtuous cycle of vigilance, framed by appropriate policies and procedures to control this risk. It is committed to investing in the prevention of workplace hazards and accidents, to improving working conditions and to training and raising awareness among its employees and stakeholders working on-site (subcontractors, external companies, partners, suppliers, customers, etc.).

Thus, over 93% of the entities, representing 99% of the workforce of the CSR reporting scope, report that they have introduced a Quality, Hygiene, Safety and Environment system (QHSE). 86% of these entities monitor the QHSE performance at Management Committee, Executive Committee or Board of Directors' meetings.

(1) ^R: priority non-financial risk.

(2) ^R: priority non-financial risk. Initially identified in the Group's CSR risk mapping as belonging to the human rights risk category, management of workplace health and safety risks of users and third parties is covered by the procedures put in place by the Group to manage workplace health and safety risks (social risks category). Management of health risks of users and third parties is accordingly covered at the same time as workplace health and safety risks.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

— QHSE management systems (Quality, Health, Safety and Environment)

(as a percentage)	Transportation and logistics	Oil logistics	Electricity storage and systems	Others	Total 2019
Proportion of employees covered by the QHSE management system ⁽¹⁾	100	88	87	91	99
Proportion of entities having installed a QHSE management system ⁽¹⁾	100	33	75	50	93
of which, the proportion of entities having had an assessment audit of their QHSE management system	78	100	100	100	80
of which, the proportion of entities having a certification or at least one site health and safety certified to one of the following standards: ISO 45001 or OHSAS 18001, SQAS, ICMI, ISPS or Pedestrian Free Yard	52	0	11	0	47

(1) Across the CSR reporting scope (118 entities).

GROUP ACTION PLAN

By 2022, the Group will endeavor to:

- steadily reinforce the health and safety reporting exercise across all its divisions to improve the consolidated vision of the policies and actions deployed;
- move towards the homogenization of policies or at least of performance monitoring indicators and targets for the divisions. Work began on the homogenization of the Group's health, safety and environment policies in 2018 and continued in 2019 for the Bolloré Transport & Logistics division. This helps to strengthen the procedures put in place and contributes to the effectiveness of vigilance cycles within all entities, so as to manage the workplace health and safety risks for employees;
- continue the awareness-raising efforts of the Executive Management in each division. This was initiated through risk management workshops to define policies and action plans implemented in a concrete and measurable way at Group level, or at a division level when the specific nature of the activities so requires.

In response to the issues raised by their operation in several territories, the QHSE management systems first of all comply with the applicable legal and regulatory requirements and may be reinforced with regard to the risks specific to each activity. The specific features of the policies and plans to control risks related to the health and safety of the Bolloré Group's employees, users and third parties are explained below for each activity.

Transport & Logistics

The QHSE (Quality, Hygiene, Safety, Environment) Department of each business unit occupies a predominant place within the organizations and its main tasks are to:

- coordinate, design, review and manage the continued improvement and service quality programs;
- accompany development of the HSE culture and best practices;
- guarantee maintenance of business line certifications leading to improved performances and a measure of confidence for customers.

The business units' QHSE management systems are formalized by general and operational procedures for quality, hygiene, health, safety and the environment. Adapted for each business in the form of different policies signed off by the Executive Managements, they provide a framework that, by promoting the prevention of accidents and incidents, guarantees a safe working environment in which the equipment conforms to the standards and regulations in force, ensuring the well-being of employees while persuading them to take ownership of the health and safety aspects of their work.

The performance of QHSE policies is supervised by the Executive Management teams of each business unit, which ensure that the resources required to implement, maintain and continually improve their QHSE management system are available. They set the objectives, monitor application of action plans and ensure that any discrepancies are corrected through the analysis of incidents/accidents, audits, inspections and performance analysis to measure the efficiency of the QHSE management system.

The rules that subcontractors must obey are also specific contractual requirements and apply to port and rail activities as well as to logistics and transport activities.

• Bolloré Ports

Given the risks specific to port terminals, in 2014 Bolloré Ports launched a specific safety process, the "Pedestrian Free Yard". An integral part of the safety management system that covers 100% of entities and concessions, this concept contributes to making container terminals safe places where staff can perform their duties safely.

The Pedestrian Free Yard, an internal Bolloré Group concept, assessed each year by Executive Management and certified by an accredited independent inspection body, has resulted in a reduction in the number of accidents and incidents in ports since it was introduced. The LTI (Lost Time Injury)⁽¹⁾ in particular has been divided by four in the past five years.

Through its integrated QHSE management system, Bolloré Ports ensures that its service providers, like all other external stakeholders present on its sites, comply with the requirements specific to the entity, as well as local regulatory requirements. In 2019, 100% of the entities and concessions are covered by the Pedestrian Free Yard. In 2019, four Bolloré Ports entities also had ISO 45001 certification (formerly OHSAS 18001), compared to two in 2018.

A report is made by all terminals and concessions where over 20 performance indicators related to employee and third-party health and safety are monitored monthly. The Ports' performance in terms of health and safety is also reviewed weekly by the Operational Committee at head office, and every two months by the Management Committee. For terminals and concessions, QHSE performance is monitored by Operational and Management Committees in compliance with standard ISO 9001.

• Bolloré Railways

Bolloré Railways activities use a management process that is specialized in railway activities. It uses an approach based on the international standard ISO/TS 22163:2017 (quality and safety management system). It is also based on an SMS approach, a railway safety management system based on the standard ISO 9001, the 2017 version of international standard ISO TS and general safety regulations specific to each railway network.

(1) Number of accidents x 200,000/total hours worked.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

The entities work to promote participatory management in which each person, at their level, is responsible for achieving the health and safety targets, which are also integrated in the management targets. The safety policies of Bolloré Railways, implemented by the Executive Management, also cover the activities of subcontractors and suppliers, as well as passenger safety.

• Bolloré Logistics

Committed to a process of continuous improvement, Bolloré Logistics is continuing to deploy certification of its health, safety and environment (HSE) integrated management system across its network. 100% of entities are covered by a QHSE management system and 56% of entities state that at least one of their sites has health/safety certification through one of the following recognized standards: ISO 45001, OHSAS 18001, SQAS, ICMI or ISPS.

In 2019, the QHSE Corporate Department launched its steering platform dedicated to quality, health, safety, security and environment activities, called B'Excellent. B'Excellent is addressed to the QHSE network as well as all managers. In particular, it provides for improved control of the management of HSE activities, data management thanks to various dashboards (HSE reporting, state of progress of the action plan, inspection schedules, business continuity plans, etc.), QHSE performance analysis of Bolloré Logistics entities all over the world, etc.

Depending on the type of activity, for example at sites where Oil & Gas or Mining industrial projects are carried out on behalf of customers, Bolloré Logistics implements specific HSE management plans, such as managing a logistics database. These plans describe the measures taken by Bolloré Logistics to enforce local regulatory requirements and standards, its own HSE policies and those of its customers. It applies throughout the site, both to Bolloré Logistics staff and to subcontractors hired by or on behalf of the business unit.

Within the context of the quality and performance policy, Bolloré Logistics suppliers and subcontractors are subject to a selection process, in particular focused on their ability to follow contractual safety requirements.

Oil logistics

The health, safety and environment policy of Bolloré Energy, updated in 2019, covers the risks associated with occupational health and safety issues. Bolloré Energy makes every effort to meet the expectations of its customers. It has compiled a database of best practices to manage occupational health and safety risks, particularly in transport, in the context of the delivery of its products and services to individuals.

Bolloré Energy relies on its major accident prevention policy to mitigate and manage health and safety risks that could apply to third parties, including industrial accidents potentially affecting local residents. This is subject to strict processes conforming to recognized standards (Seveso, ICPE, ISO 14001 and ADR (European Agreement concerning the International Carriage of Dangerous Goods by Road)). 100% of Seveso sites are covered by a major risks prevention policy.

A follow-up to the Management review is carried out once a year on Seveso sites covering the safety of staff and facilities. The general safety policy is reviewed with the Director once a year.

Electricity storage and systems

• Blue Solutions

The quality, health, safety and environment policies of Blue Solutions, signed off by Executive Management and updated in 2019, apply to Group activities in Brittany (Bolloré Plastic films, Blue Solutions and Bluebus). They are implemented through three improvement programs presented and validated each year at the CSSCT (Committee for Health, Safety and Working Conditions), of which the number of members is greater than the legal requirement. A safety review is carried out each year by the Executive Committee. 100% of sites have a system that complies with ISO 45001 and 100% of sites are BRC, ISO 22000 or ISO 9001:2015 certified.

• Blue Systems

Concerning the activities of Blue Systems related to mobility, the prevention of health and safety risks is part of a continued improvement approach, covering employees, temporary employees and intervening companies, ensured through the implementation of QHSE management systems (e.g. BluePointLondon and BlueSG) or at least through the appointment of a manager in charge of ensuring the health and safety of employees as is the case at Bluetorino, for example. In France, safety procedures are recorded in the single safety document as stipulated in decree no. 2001-1016 of November 5, 2001.

IER, a Blue Systems entity, also puts health and safety in the workplace at the center of its concerns, covering both employees and third parties. The approach, reviewed yearly by the Management Committee, is integrated in the human resources and infrastructure management processes, and provides, for example, for: publication of documentation (single document, safety guidelines, safety data sheets, chemical product data sheets, etc.), raising awareness and providing training in the prevention of risks to which employees are exposed (electrical authorizations, manual handling, chemical risk, etc.), compliance with safety guidelines, the health and safety approach, the systematic analysis of the causes of workplace accidents on all sites, the implementation of action plans and proposals for corrective action and publication to stakeholders. The actions in terms of workplace health and safety are formalized in a general action plan which is monitored on a monthly basis.

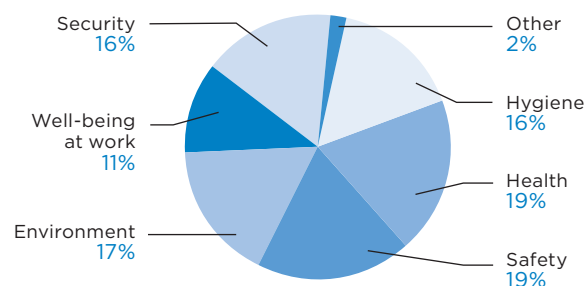
PREVENTING ACCIDENTS, OCCUPATIONAL RISKS AND IMPROVING WORKING CONDITIONS

GROUP POLICY

Within the context of the QHSE management systems, occupational risks related to Group activities and business lines are subject to specific analyses (e.g. occupational risk mapping) in terms of health and safety. 71% of Bolloré Group entities have mapped their occupational risks, of which 87% updated this in 2019. Based on these findings, ergonomic principles and risk mitigation techniques are then implemented. Regular audits and the incident and accident analysis implemented by Group entities lead to improvement plans incorporating preventive and corrective measures in a continued improvement approach. Each entity identifies and naturally complies with the applicable external requirements, be they regulations or contractual clauses. External companies that have to carry out work regularly on site are subject to prevention plans and work permits with the aim of guaranteeing the protection of workers and communities in terms of health and safety. Health and safety audits and inspections are conducted internally to reinforce prevention through regular monitoring of sites, facilities and equipment and by external inspection bodies for facilities and equipment subject to a regulatory audit requirement.

Breakdown of the Group entities' business risk prevention measures

— By topic



2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

— Workplace accidents, Bolloré Group (excluding Communications)⁽¹⁾

	2019
Number of workplace accidents with lost-time	413
Lost Time Injury Frequency Rate (LTIFR) (x1,000,000) ⁽²⁾	5.35
Severity rate of workplace accidents (x1,000) ⁽³⁾	0.15

(1) Since these indicators moved from the environmental reporting scope in 2018 to the social reporting scope in 2019, the 2018 data are not comparable and have not been restated.

(2) Lost Time Injury Frequency Rate (LTIFR) (x1,000,000): (number of accidents per hours worked) x 1,000,000.

(3) Severity rate of workplace accidents (x1,000): (number of days lost due to temporary disability/hours worked) x 1,000.

Transport & Logistics

Within each business unit, the occupations and workstations, which are sometimes extremely specialist and high-risk, are analyzed to prevent occupational risks and accidents and optimize working conditions for our employees. Suitable policies are deployed to prevent major risks (e.g. general driving rules, drugs and alcohol policy, etc.), which are monitored and revised regularly. Employees such as gantry crane operators, locomotive drivers and drivers of specialized vehicles (identified as the business lines most at risk) undergo routine testing for at-risk behavior stemming from the use of medication, drugs or alcohol. Additional requirements are imposed in accordance with the procedures that apply to "sensitive" transport. This is in addition to compliance with safety codes specific to terminals, such as the International Ship and Port Facility Security Code (ISPS Code), aimed at the prevention of terrorist risks on land and at sea.

Subcontractors are subject to the same requirement criteria as the standards applied to Group employees and are subject to the same specific analyses and performance indicators in terms of health and safety, whether they are regulatory or contractual clauses. In addition, the issue of subcontracting is addressed at weekly meetings of the Ethics and Compliance Committee of Bolloré Transport & Logistics, composed of Executive Committee members.

• Bolloré Ports

Bolloré Ports have very specific, high-risk occupations which are given special consideration.

Risk mapping is regularly carried out for each workstation, covering all sites and taking into account the risks associated with subcontracting. Depending on the analysis, various corrective actions are possible:

- adaptation of the working conditions;
- adaptation of the working environment;
- adaptation of the equipment.

These measures form part of specific local action plans and are implemented for each new activity or occupation introduced at sites.

Handling activities involving the operation of specialized industrial equipment in particular, such as handling of containers (over 10 million containers handled in 2019) and the transport of containers identified as being most at-risk are the subject of strict procedures. For example, regular breaks and staff rotation are organized for the occupations concerned, e.g. gantry crane operators working at a height of 70 meters. Technicians have special personal protective equipment (PPE) to protect them from noise, odors, visual and physical impact identified during the occupational risk mapping carried out for each occupation. In addition, audits of the working environment, such as noise or light intensity, are routinely carried out during new construction or the extension of a new port activity.

Bolloré Ports has also identified risks related to conventional handling activities (handling of bulk goods, excluding containers) among its major risks. These activities are the subject of a dedicated training program for employees, with special focus on subcontractors representing the majority of labor for these operations.

Bolloré Ports considers the application of these rules by its subcontractors and suppliers to be a prerequisite for the development of their business relationship. The parties sign a work permit summarizing the risk prevention measures. Any deviation identified during audits and inspections due to a malfunction or the subcontractor's failure to meet targets is systematically addressed, documented and corrected with the appropriate corrective action. Management is focused on two main targets: zero accidents and a lost time injury (LTI) rate of less than one.

• Bolloré Railways

Within the context of revision of the QHSE management system, the health and safety risk mapping was completely revised in 2019 with the participation of all local managers and consultants specialized in the railway field. In particular, this analysis revealed two main risks for railway activities:

- risks related to passenger transport;
- risks related to the transport of hydrocarbons.

Rail safety requires greater vigilance on all railway lines and structures, both during operations and maintenance work. For this, a predictive, preventive and curative maintenance system applying to traction equipment and moving equipment has been implemented.

The protection of individuals and goods is, in addition, entrusted to the transport police and security guards from private security firms. Their actions also ensure the safety of local people. With regard to the right of way of railway concessions, a 15-meter clearance on either side of the track ensures the safety of local residents and people living near railway lines. In accordance with national and international regulations, the right-of-way is checked each day, for example by the first train of the day, as well as by local residents' monitoring committees organized several times per year under the aegis of Executive Management. These monitoring committees play a role in the safe circulation of trains. In relation with local communities, they are responsible, in particular, for removing weeds from the tracks, reporting malfunctions and damage and they also ensure the safety of local residents close to the right-of-way of the concessions. During these meetings, the training and equipment needs of local residents are identified and implemented.

With regard to maintenance activities carried out on our rail networks, and in particular in the workshops, the company physician carried out visits of workstations to assess disturbances concerning employees.

In addition to the various existing health and safety management processes, psychological units are in place to support employees and third parties in the event of a railway incident. As for the ports, management is focused on two main targets: zero accidents and a lost time injury (LTI) rate of less than one.

• Bolloré Logistics

Bolloré Logistics implements health and safety policies adapted to its activity and its regions of operation. Its main occupational risks concern in particular handling, storage and transport operations. For example, where mechanical handling is not feasible, the risks are assessed taking into account the task, load, physical effort, working environment and individual ability. Ergonomic principles and risk mitigation techniques are then implemented. Moreover, operators are trained in the correct movements and posture before carrying out manual handling operations. This training is repeated as often as necessary to supplement rather than replace safe working methods. Training and information materials are also produced to make employees aware of the occupational risks they face.

Risks linked to concurrent activities with external companies are also analyzed and specific prevention and protection measures are identified. All the information on the risks associated with their activities and the risk mitigation measures put in place are shared with them.

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In addition, a subcontractor management process is established to ensure a high level of HSE quality. This process leads to the accreditation, selection and monitoring of subcontractors. For example, transport firms mobilized by Bolloré Logistics in Africa must abide by a special charter. The Carriers' Charter is attached to each contract signed with subcontractors in Africa. The charter is part of a broader effort to minimize injury to passengers and damage to cargo, equipment and the environment. It specifically makes provision for:

- training in defensive driving;
- the health of road drivers and their driving proficiency;
- compliance at all times with the General Code of Conduct of Bolloré Logistics;
- compliance at all times with the alcohol and drugs policy of Bolloré Logistics.

Oil logistics

A major accident prevention policy, updated in 2018, is in place on the most at-risk sites of Bolloré Energy, helping to protect employees, third parties (subcontractors on-site) and customers. To reduce the risk of an accident, Bolloré Energy has introduced preventive maintenance contracts at all of its facilities (safety procedures, storage facilities, etc.). These preventive checks offer scope for more in-depth monitoring of depots and the correction of any problems. To minimize the risks from any work carried out by external contractors, safety plans are drawn up (information on the site risks in view of the work to be carried out) and a fire permit may be issued. Regular drills are carried out locally by teams to prepare for possible emergencies, such as a fire outbreak at the loading point.

In 2019, Bolloré Energy continued to roll out its three-year training plan for correct movements and posture, which are one of the main risks linked to its business. As in 2018, working groups involving staff representatives were set up to map occupational risks and identify the preventive actions to be put in place. Thus, in 2019, various actions were carried out, such as updating operating procedures for interventions in the presence of asbestos materials, or updating regulatory examinations on Seveso sites.

Electricity storage and systems

• Blue Solutions

The Brittany sites have adopted a policy for the prevention of arduous working conditions through commitments and actions that dovetail with the dynamic process of occupational risk prevention, in place for several years (health and safety policy and collaboration with the company physician). The risk mapping related to employee safety (including risks of "co-activity" with subcontractors) is reviewed annually. Since July 2016, the factors that contribute to arduous working conditions have been analyzed as part of the risk assessment for each workstation beyond legal obligations. The company's policy is to take preventive technical, organizational or protective measures to minimize the arduous conditions employees might face. The main health and safety in the workplace risks identified are risks from moving machines, cuts (cutting machines or blades), electric use and risks from handling heavy items (lifting).

In 2019, the QHSE management system was the subject of 18 internal audits and two external audits. Safety tours are carried out several times a week, covering temporary workers and external companies with intervention contracts, which are the subject of a prevention plan.

Shift work, inherent to the activity, is the only issue that cannot be addressed by prevention. That is why, since 2016, people who have done shift work for most of their careers have benefited from an ambitious plan allowing them to retire early, making it possible to compensate for the non-retroactivity of the personal hardship account (additional time deposited in the time savings account). Stress prevention measures are also implemented through specific training.

In 2019, 1.8 million euros were invested to prevent occupational risks, in particular related to the start-up of a new manufacturing plant for the latest-generation LMP® battery. There were no major incidents relating to product use in 2019.

In terms of safety of users of Blue Solutions products, in particular concerning use of the LMP® battery, it should be noted that Blue Solutions is the only company to master an "entirely solid" technology to make batteries. LMP® batteries are exempt from SVHC (Substance of Very High Concern) according to REACH regulations and CMR (carcinogenic, mutagenic or toxic for reproduction) according to CLP regulations.

• Blue Systems

Incident analyses and feedback from Blue Systems activities are used to identify the risks incurred by employees in their professional activities and to implement preventive and corrective action plans to reinforce control of occupational risks. In France, the assessment of occupational risks is formalized in particular in the single document of occupational risk assessment, updated annually and audited by an external third party, and prevention plans are planned for services providers working on-site with the aim of reducing the frequency and severity of workplace accidents, occupational illnesses or negative environmental factors. For example, Bluestation shuttles are geo-localized and fitted with tachograph boxes to provide an accurate analysis (position, speed, etc.) of any accidents to adapt prevention measures suitably.

Internal audits are also carried out regularly on the Bluecar® production line in order to ensure the use of safety equipment and compliance with defined procedures, notably in the Bairo factory (Italy). The plant also uses certification to provide a safe working environment for its employees (e.g. renewal of fire certificates, warehouse safety certificates, etc.).

To prevent the risk of accident of Blue Systems employees working on the road, they are equipped with personal protective equipment (PPE) to ensure their visibility and to prevent occupational risks related to vehicle maintenance. Training on safety rules and instructions to follow in the event of a fire on a Bluecar® is given to local firefighters, particularly concerning what to do in the event of LMP® battery fire.

IER has also been involved in an occupational risk prevention process for several years, in collaboration with the company physician. The hardship factors of each workstation are analyzed yearly. In parallel, flows and locations of production and storage lines of IER, Automatic Systems and EASIER factories are the subject of process optimization. In this context, a new terminal assembly line was implemented in Besançon in 2017 to reduce employees' exposure to health risks stemming from handling activities and arduous postures. This has reduced the likelihood of occurrence of occupational illnesses such as musculoskeletal disorders (MSD).

Any company working on IER, Automatic Systems France and EASIER sites for the upkeep, maintenance or improvement of premises and installations is subjected to a risk assessment and reminded of the rules applicable on-site. This assessment is formalized in a fire permit/safety plan for external contractors and a safety protocol for carriers.

HSE action plans are monitored with year-end completion rates of more than 90%.

HSE performance is monitored during the annual process review with Executive Management, including safety and environment performance indicators that were formalized in 2018 and 2019, which will be reassessed in 2020.

Close-up on user safety

Bluecars® vehicles in operation meet the certification criteria (including passenger safety) to which they are subject and undergo crash tests to attest vehicle safety.

In addition, in order to prevent accident risks, before giving authorization to take charge of a vehicle, car-sharing services send their users a questionnaire to find out their alcohol or drug consumption, in which case the rental will not be allowed.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

TRAIN AND RAISE AWARENESS

GROUP POLICY

The Bolloré Group ensures that employees are recruited and trained to be able to take on the position allocated to them and to fulfill the tasks given to them, including those that may have an impact on health, safety and the environment. Training and awareness campaigns on the topics of health, safety and the environment are provided.

— Health, Safety and/or Environment training courses of Bolloré Group (excluding Communications)

	2019				Total 2019	Total 2018
	Transport and logistics	Oil logistics	Electricity storage and systems	Others		
Number of hours of training on the topics of health, safety and/or the environment	211,469 ⁽¹⁾	6,161.5	166 ⁽²⁾	UD	217,797	235,769
HSE training hours for subcontractors	107,599	UD	UD	UD	107,599	135,136

UD: undisclosed.

(1) Hours of training, information, awareness-raising and talks, etc. provided and concerning the HSE field (excluding HSE Port and Rail training hours).

(2) Excluding IER.

Transport & Logistics

Training and awareness-raising on HSE topics are given to employees and subcontractors according to the same principles of compliance with safety regulations enshrined in the QHSE policies of the division's entities. Subcontracting companies must also ensure that their staff are qualified and certified to perform the required tasks. Bolloré Transport & Logistics reminds its subcontractors of the basic safety rules for day-to-day operations (e.g. handling heavy loads, hazardous products, transport and traffic regulations).

Every year, Bolloré Transport & Logistics employees get together to celebrate World Day for Safety and Health at Work, initiated by the International Labor Organization.

Over 12,000 employees from around 100 entities from 49 countries took part in World Day for Safety and Health at Work in the week of April 22 to 29, 2019.

From the United Arab Emirates via India to Vietnam, awareness-raising sessions to the risks related to the business lines and interventions of external professionals were organized, providing an opportunity to share experiences and best practices. In other countries, evacuation drills were carried out, in particular in France, America, Portugal and the Netherlands, along with training sessions in first aid. In the Comoros and Nigeria, drills were also carried out to rescue employees in the marine environment while carrying out operations on barges.

• Bolloré Ports and Bolloré Railways

In view of the activities, three main types of training are particularly provided in the local entities of Bolloré Ports and Bolloré Railways:

- daily safety training or toolbox (health and safety briefings relating to the tasks to be performed by the operators);
- specific job training: locomotive drivers, gantry crane and other crane operators, oversized cargo handling, etc.;
- training concerning handled and transported hazardous materials.

Each new project requires systematic training in health and safety rules of all employees working on site. In addition to the QHSE at head office and locally, members of the CSST (Health & Safety in the Workplace Committee) also take part in identifying specific training needs for all employees (e.g. hygiene).

For training, port activities use the Bolloré pan-African training center, but rail terminals and concessions also use specialized bodies for port operations.

Tier-1 subcontractors are subject to daily prevention via toolboxes. In 2019, an important focus was placed on training in safety rules related to the conventional port handling activities identified among the major risks (handling of bulk goods, excluding container).

For the railway side, since 2017 a graduate school for the railway industry, in partnership with specialized training organizations, has been training machine operators and maintenance technicians in particular. Concerning

raising awareness of third parties and users, the minimum security and safety rules are recalled within the context of meetings organized between rail network representatives and the population (in particular within the framework of monitoring committees).

Training for QHSE managers is provided at head office. In 2019, for example, seminars brought together around 30 managers from the Ports and Railways business units in Dakar on the subject of maritime solutions, on the subject of quality, health, safety and the environment for all Bolloré Transport & Logistics QHSE managers in Africa, and on the subject of hazardous materials in Ghana.

• Bolloré Logistics

The themes of the HSE training and awareness programs implemented by the entities depend on the nature of the activities carried out and the risks to which employees are exposed (PPE training, hazardous substances, fire-fighting, working at height, etc.). The number of training hours provided is measured objectively within the context of the QHSE management system. In 2019, seven training hours were provided per employee (versus eight hours per employee in 2018).

Employee awareness-raising and training also takes place in the form of "15-minute safety" sessions or "talks" provided to small groups of employees in the field. They instill dialog with employees through a set of questions and answers and encourage the feedback of information from the field that could lead to the implementation of areas for improvement, such as modification of circulation or materialization of hazardous zones, etc. HSE meetings are held regularly at sites and are also a communication channel for conveying messages to participants or for holding safety moments.

Lastly, new employees receive training in the main health, safety and environment rules to be controlled within the framework of their working environment (governance and QHSE actors, risks and precautions related to manual handling, driving forklifts, handling and storing hazardous goods, organizing fire rescue, etc.).

Every year, Bolloré Logistics publishes a QHSE review covering all of the operational challenges and issues (KPIs, certification, specific actions deployed on sites, projects, etc.).

Oil logistics

At Bolloré Energy, major training plans are regularly implemented alongside routine awareness-raising, such as the "study weeks" organized by head office for local managers to discuss and share best practices to be implemented day to day. The training covers movements and postures, workplace first-aiders, etc. External drivers who load at Bolloré Energy sites are also trained to understand the risks during loading.

In 2019, Bolloré Energy continued its safety campaign aimed at training all branch managers in the various risks related to their activities and on the appropriate preventive actions to implement.

For the 2019 edition of World Day for Safety and Health at Work, around 150 employees, including Bolloré Energy branch managers, were trained in staff evacuation.

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Awareness-raising actions on health and safety risk prevention related to the environment were carried out within the framework of ISO 14001 and new arrivals systematically receive training. As some of the massive depots share their site with retail branches (Strasbourg, Gerzat and Mulhouse), these awareness-raising actions were extended to the managers of the branches concerned.

Electricity storage and systems

• Blue Solutions

Training and awareness-raising for employees on the risks of stress are organized on the Brittany sites. Stress and management training courses are given to all managers, regardless of their status. In addition, a large number of safety training courses are provided to train all new recruits: first aid at work training and refresher courses; awareness of the root-cause method (analysis of the facts related to an accident in order to be corrected); Atex (explosive atmospheres) training for the battery site; correct posture and manual handling; legionella, laser or radiological risks.

In addition, in terms of training in environmental issues, sessions to raise awareness of standard ISO 14001 on certified sites were carried out (news flashes, etc.). 100% of employees at battery sites were concerned in 2019. Blue Solutions also took part in training organized by the local fire service for emergency response protocols on the LMP® battery, and notably in the third "Emergency Response for Vehicles" training event.

• Blue Systems

Blue Systems employees, and in particular Bluecarsharing employees exposed to various risks related to vehicle maintenance, interventions on charging terminals and pedestrian or vehicular traffic on public roads, took part in training and awareness-raising on the subjects of health and safety in 2019. Informal awareness-raising sessions or compulsory training sessions (Bluestation) are provided to employees concerning compliance with safety guidelines, as well as training in fire safety and first aid.

100% of new arrivals at IER and AS (France) systematically receive awareness training during their induction path (online welcome booklet) in the rules for preventing healthy, safety and environmental risks (chemical products, eco-actions, waste sorting, etc.) on their work sites. In addition, the chemical hazards prevention program introduced by IER in 2013 continued during the year. This consisted of identifying and assessing the chemical hazards involved and educating employees on the correct use and storage of hazardous chemicals. For subcontractors, the prevention plan signed by both parties covers the subjects of online training and includes risk identification. Further training is provided in small groups if specific needs are identified.

PROTECTING HEALTH

GROUP POLICY

The Bolloré Group protects its employees from physical and mental harm. The Group's occupational health objectives are as follows:

- protecting the health of everyone in the workplace;
- providing a framework to identify and minimize health risks;
- reducing health risks related to our activities;
- complying with all regulatory and legal requirements.

The health of employees is assessed and monitored through several actions:

- pre-employment medical check-up;
- increased monitoring of staff potentially exposed to high risks;
- immunization or disease prevention programs, where necessary.

The Bolloré Group also offers effective welfare protection. It is reflected in the implementation of programs to access care and prevention according to the location of its activities, such as in Africa where supplementary health cover complements health insurance cover in force in the country.

— Health coverage of Bolloré Group employees (excluding Communications)

	Total 2019
% of employees eligible for social security coverage	94
% of entities where health coverage extends to employees' beneficiaries	88
% of entities where health coverage is more favorable than required by law	89
% of employees eligible for regular medical checkups provided by the company	83
% of entities where medical service is offered to employees free of charge	89

The Group has also extended its policy of access to healthcare and prevention to beneficiaries and sometimes to local communities, depending on the location.

When working on-site, subcontractors may have access to the Group's medical facilities, particularly in an emergency. Depending on the type of operation and the location, subcontractors may also be invited to undergo screening and immunization.

Health monitoring therefore takes place on a permanent basis, and the Bolloré Group crisis unit is mobilized to monitor the progression of epidemics. Managers are informed of the introduction of special procedures (e.g. daily reminders of safety rules and training for employees and subcontractors) in affected countries to tackle the various epidemics and pandemics (e.g. yellow fever in Nigeria, Lassa fever in West Africa and the Ebola pandemic in North Kivu, etc.) in regions where the Group operates. In early 2020, the crisis unit was mobilized to implement the necessary preventive measures to tackle the epidemic related to Covid-19.

Transport & Logistics

When local health services are deemed inadequate or too far from operational sites, the business units implement the necessary resources (medical centers, medical personnel, ambulances and medical equipment) to ensure the health of their employees, their beneficiaries and, where necessary, subcontractors.

Due to their presence in sensitive geographic areas, the QHSE Departments and the medical services of Bolloré Transport & Logistics entities are particularly attentive to preventing illnesses, pandemics, epidemics and local health crises. For example, voluntary and free screening campaigns were conducted during World AIDS Day. Many Bolloré Transport & Logistics subsidiaries were involved at their local level. For example in Kribi, the operation took place with backing from the regional technical group to fight AIDS and the District hospital. In Congo, the medical officer provided training to peer educators who then went to the different sites to inform personnel of the hazards and means to effectively fight this disease.

The business units also place specific emphasis on health risk prevention related to drug and alcohol abuse of its employees, including draconian controls (drugs and alcohol policy) for some professions such as locomotive drivers, gantry crane and other crane operators, truck drivers, etc.

Every year, the entities also implement various prevention measures, notably through the organization of vaccination, screening or awareness campaigns to fight against illnesses such as malaria or sexually transmitted infections and HIV/AIDS.

In 2019, 42 entities organized vaccination, screening or awareness-raising campaigns for employees and/or their families. As a result 12,708 employees and 2,821 family members (more than 80% of beneficiaries in Africa) were vaccinated.

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• Bolloré Ports

100% of port sites are covered by dedicated internal or external healthcare facilities. Port and railway concessions have arranged access to a regular medical service for employees and their families, as well as medical treatment, vaccinations and medicines. All employees undergo an annual medical check-up, with additional medical examinations for workers exposed to particular risks, for example within the framework of subcontracting activities such as scuba diving along the infrastructures. In the event of a health crisis, subcontractors are subjected to the same requirements as employees in terms of prevention and protection.

• Bolloré Railways

Concerning users of Bolloré Railways trains, nurses are present on all passenger trains to look after passengers. They are authorized to provide free medical care and essential medication during the journey. Preventive measures are also organized during meetings with local residents' committees living near the railway tracks. For example, vaccination campaigns for pregnant women and newborn babies, arranged for staff, are also open to local communities. Meningitis vaccination campaigns have also been carried out in the eastern and northern sections of the rail network. Illustrating the business unit's commitment to protect the health of employees and third parties, the medical center located close to the central workshops of Camrail, in the Bassa zone, was approved by the Cameroon Ministry of Public Health as a unit to look after people living with HIV/AIDS. It also serves the local community and is an authorized vaccination center for public campaigns, recording more than 32,000 consultations each year.

As public transport can be an important vector for the spread of diseases, Bolloré Railways railway entities provide health monitoring to fight certain epidemic and endemic illnesses, benefiting employees and, by extension, the local populations along the rail tracks. This system can give rise to targeted actions, such as the distribution of impregnated mosquito nets to employees' families to prevent malaria. Furthermore, staff are made aware of measures to prevent and manage certain diseases through the periodic distribution of the railway health bulletin and through the health column in the monthly newsletter for railway workers.

Lastly, special measures are taken when public health issues are identified, such as the removal and storage in special areas under surveillance prior to their destruction of sleepers treated with creosote. A Health & Safety in the Workplace Committee (CSST) actively takes part in defining necessary health measures with Executive Management and in each of the coordinations along the railway network. The committee meets three times a year with the relevant authorities, such as the National Social Insurance Fund (CNPS) and the Ministry of Employment and Social Security.

• Bolloré Logistics

In addition to the strict application of the Group's health policies, in order to prevent and reduce the spread of mosquitoes and malaria, Bolloré Logistics imposes the following requirements, particularly in Africa:

- provision of the appropriate treatment where possible to non-immunized and semi-immunized personnel;
- removal of standing water if possible, particularly around offices and residential areas;
- installation of mosquito screens on the windows of Bolloré Logistics offices and residential buildings;
- regular campaigns to maintain a high level of awareness of the risks of malaria.

An information and education program on STIs and HIV/AIDS is delivered to all staff in Africa. Educational material such as leaflets and posters are distributed and displayed at Bolloré Logistics' sites. With a view to improving the prevention of and protection against STIs, Bolloré Logistics encourages and helps all members of staff to make an early diagnosis, so that they can be aware of their status and adopt safe and appropriate measures.

Oil logistics

Bolloré Energy employees benefit from compulsory and supplementary medical cover, in accordance with the legislative requirements in the countries where they are based (France, Germany and Switzerland). In addition, in 2019 Bolloré Energy began a survey of chemical risks.

Electricity storage and systems

All Blue Solutions employees benefit from compulsory and supplementary medical cover, in accordance with the legislative requirements in the countries where they are based.

• Blue Solutions

Training in correct gestures and posture and workstation ergonomics are also provided for employees.

• Blue Systems

In terms of the health issues that could affect users and third parties, within Blue Systems activities, special audits have been introduced to certify that car manufacturing components do not contain any prohibited heavy metals. Suppliers also provide declarations certifying that their products do not contain heavy metals that have been banned in Europe. These checks are carried out during the approval phase of each project, which allows a more thorough analysis of the raw materials of each component.

2.1.2. BEING AN ATTRACTIVE EMPLOYER

2.1.2.1. ATTRACTING AND RETAINING TALENTED EMPLOYEES

DESCRIPTION OF THE RISK

Attracting and retaining skills⁽¹⁾

The Bolloré Transport & Logistics, Brittany and Blue Systems divisions cover a diverse range of activities in a large number of locations. This implies the need for a high degree of consistency in the quality of service provided to customers by our employees in order to meet the high standards of operations required by our customers. In order to achieve this, retaining the company's women and men and developing their skills are key drivers of the operating efficiency and innovation necessary to ensure the sustainability and development of our activities.

GROUP POLICY

RELATIONSHIPS WITH SCHOOLS: BETTER UNDERSTANDING AND GOING TO MEET OUR FUTURE TALENT

Relationships with schools are a key pillar of the recruitment policy and must be sustainable going forward. Their main purpose is to attract and train trainees but also to build bridges for recent graduates.

Relationships with schools provide a special opportunity for meeting students. By sharing our business lines, challenges, values and opportunities we help students to envision their future with the Group. It also offers the Group's teams a clearer picture of the professional expectations of new generations to offer them the right experience and opportunities. The challenge in selecting and managing our partnerships is not so much to attract young people from the most reputable training courses, but to find promising profiles that match the Group's culture and values, while forging a lasting bond between the company and the students most in line with its needs.

That is why HR teams and the operating representatives of each business line regularly take part in recruitment forums organized by partner schools and attend thematic workshops (conferences, case studies, HR coaching, etc.). Events of this nature involve many employees from the different divisions, who are very enthusiastic about getting involved and sharing their experience with students each year.

Strategic, lasting school partnerships

In 2019, more than 120 school partnerships were being managed worldwide with over half in Africa, the Group's historic and strategic platform.

Within the Bolloré Transport & Logistics division, BTL Sénégal has developed six partnerships since 2012, the year its schools' partnerships was launched, including a partnership with the Port and Logistics Trades Training Center (CFMPL). The uniqueness of this innovative partnership lies in the reciprocity of the collaboration. CFMPL is a talent pool for our recruitment, especially for vehicle driver profiles throughout Senegal including the RO terminal where all drivers are certified by the center. It also provides upgrade testing and

(1) Priority non-financial risk.

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certain business-specific training courses. BTL Sénégal supports the center by providing it with a converted truck for the students who use it for their practical courses. Dakar Terminal also takes at least four interns per session and some of our managers run courses there.

• Intern experience: nurturing future talents

Each year, Bolloré offers thousands of internships and work-study programs through initiatives carried out in schools. It offers opportunities in operating positions (supply chain, logistics, transport, shipping, civil engineering, port, rail, industrial project management, R&D projects, trade, etc.) and in support functions (finance, law, information systems, human resources, marketing, etc.).

The number of interns increased by 21% in 2019 and interns and people on work-study programs represented 5.5% of the total number of people hired on fixed-term and open-ended contracts, illustrating the strategic dimension these internships have for stocking our talent pool.

A program to welcome interns, B' Trainee, has been developed within the Bolloré Transport & Logistics division. HR support does not end with the morning of integration devoted to the scope of activities within the Group and meeting other interns in the company. It continues throughout the contract.

— School relationships Bolloré Group (excluding Communications)

	2019	2018
Number of interns	2,660	2,191
Number of interns and work-study program students recruited	333	NA
Number of school partnerships	124	NA
Number of interns and work-study program students recruited from our partnerships	82	NA

NA: this data was not available in 2018 since the indicator was introduced in 2019.

RECRUITMENT

Recruitment contributes decisively to the company's performance by bringing in the best profiles in line with the Bolloré Group's culture and values and with our operating needs.

The Group has therefore drawn up a recruitment process with the aim of organizing the various stages of the process in the most efficient way possible and making the system as a whole more reliable. This shared recruitment process:

- promotes consultation between recruitment actors to define the needs in response to the company's development challenges;
- communicates needs through the most relevant media, both internally and externally;
- makes the selection of talents more objective through the use of assessment tools that help gain a better understanding of the applicants' three key dimensions, namely their abilities, their technical and behavioral skills and what motivates them;
- guarantees equal opportunities for all profiles, with the firm conviction that diversity is a source of productivity and creativity in companies.

The process is structured and transparent, with six stages.

1. The need is defined through exchanges between the HR representative and the requesting manager to specify the brief and to clarify the profile of the candidate sought, based on the existing job description or a template of the job description form. This cooperation which combines technical considerations and a human resources approach is then used to select applicants with development potential who match the Group's value.
2. Sourcing (circulation of the brief and search for applicants) is performed both internally and externally, through a range of media. Internal circulation is an essential means of promoting employee mobility. Internal recruitment will always be preferred for an equal level of skills. External distribution methods are adapted to the local context. They include job

boards, cooptation, recruitment agencies, social networks, newspapers, employment organizations, CV banks and partner schools.

3. Applications are selected on the basis of objective criteria such as experience, training and specific skills and strives to ensure equal opportunities and diversity. Each application is treated with care, in resonance with a central value of the Bolloré Group, namely respect for others.
4. The number of assessment interviews varies depending on the position, with at least one interview with the operating team and one with HR. Objectivity and homogeneity in the assessment are achieved thanks to tools including interview guides, telephone interview sheets and interview assessment sheets. Referees are only consulted for the leading candidate or the two best applicants in the selection process and two references are requested systematically (former managers). In some countries, this implies the candidate's agreement.
5. The candidate is selected in consultation between the recruitment, HR and operating actors.
6. Integration is the final phase of the process and a key element of the success of a hire.

In accordance with the provisions of the Sapin II law and the recommendations of the French anti-corruption agency, which sets the framework governing anti-corruption procedures, the Group guarantees a transparent, non-discriminatory recruitment process free of any conflicts of interest in all of its subsidiaries.

Personality tests to help objectiveness

Bolloré favors the use of specific complementary assessment techniques such as personality tests. The Group uses proven tools which the HR users have been specifically trained on. These tests clarify the assessment, increasing the objectiveness of the process but are strictly correlated to the type and level of the position. Whatever the final decision, the trained HRs share the results of the assessment with the candidate with a concern for transparency and the development of self-knowledge.

Rotational programs which attract and provide fast track training

Original rotational training programs are being progressively rolled out in some countries to attract and train young graduates. The rotational MTP (Management Trainee Program) was launched in India in 2019. Between two and four graduates are hired every year and spend six to eighteen months on a succession of tasks in different divisions where they discover our different economic models, business lines, areas of expertise and culture, and create a very large internal network very quickly for themselves. These rotations are accompanied by a customized development plan. This program, which is designed to provide participants with first-class hands-on training, attracts talented students in trade and technologies motivated for fast track training in the commercial, marketing, supply chain, finance and human resources sectors.

Partnerships fostered with local employment agencies

Since 2019, the Brittany division has organized promotional actions for different professions and jobs in conjunction with local job centers and the professional division of the metallurgical industry: job forum, industrial and metallurgical industry jobs fair, job bus, job dating in a sports environment, promotion of scientific sectors to women, etc. These actions aim to maintain the attractiveness of the jobs, promote our business lines, share our experiences and increase awareness of future opportunities. They also support the goal of diversity in the various teams.

Our employees: our best ambassadors

The Asia-Pacific region set up a co-optation program at the end of 2019. This program is an integral part of our recruitment strategy, it strengthens the commitment of our employees, speeds up recruitment time and reduces our dependency on external recruitment methods. This method, which is widely used by the organizations to identify potential talent on the social and professional networks, has been well received by employees and one recruitment made this way is already in the final phase. In return, the employee receives a referral bonus at the end of the probation period.

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The induction program: an accelerator

The induction of new employees is a key stage in the recruitment process at local as well as Group level. "Welcome Conventions" are organized at Group level twice a year to allow recent employees to become familiar with Bolloré's activities, the wealth of our business lines and to connect with other employees from different divisions. Over three days, attendees from around the world visit several sites in France and meet the local teams who are passionate about their jobs. The program begins at the Odet site, the Group's birthplace in Brittany and ends at the head office in Puteaux, in the presence of Cyrille Bolloré and the members of the Executive Committee.

The divisions also have their own induction programs, which are more specific and local. In 2019, Blue Systems set up an induction day for its new employees. They were able to learn about the Bolloré Group, the division's activities and values, handle its products and services by visiting the Smart Center and the site at Vaucresson. This initiative fosters loyalty amongst new recruits and is regularly renewed with the inclusion of new employees from other sites in the Paris region.

The "HR mentor" program for new entrant managers has been set up at the Brittany division. The mentor program takes the forms of several interviews over the probation period and at the end of this period if necessary. New employees like this program because it helps them to understand the company and the Group, its culture, organization, players and challenges.

— Recruitment Bolloré Group (excluding Communications)

	2019	2018
Number of external hires	6,040	5,771
Number of external hires on permanent contracts	3,888	3,672
Number of external management recruits on permanent contracts	287	NA
Number of hires on fixed-term contracts	2,162	2,099
Number of fixed-term contracts transformed into permanent contracts	953	NA

NA: this data was not available in 2018 since the indicator was introduced in 2019.

PROMOTING DIVERSITY: A MAJOR FOCUS OF THE GROUP'S HR POLICIES

In order to remain a diversified, international and innovative Group we have to consider the societies where we are located. The Group has had a Diversity and Inclusion Charter since 2018, setting out its ambitions, its approach and the resources the Group intends using.

Through this charter, the Bolloré Group undertakes to ensure:

- a lack of discrimination;
- the recruitment and integration of people with disabilities;
- the promotion of equality between men and women;
- the professional integration of young people, particularly in connection with the sponsorship policy.

This Diversity Charter is gradually being rolled out through action plans covering all the stages of our employees' life cycle such as recruitment, promotion, mobility and training, with measurable results and visible initiatives that reflect the Group's ambitions to improve in these areas.

A company that is increasing the presence of women

Professional gender equality is seen as lever for transformation, with a potential to bring people together that is common to all the Group's divisions. The Group has set itself three objectives:

- increase the presence of women in jobs where, for equal skills, women are poorly represented;
- promote women's access to positions of responsibility, through the selection of more women for management training programs;
- support women in their career development.

In 2019, the percentage of women in the Group increased slightly by 2%. Although the percentage is still too low, it does indicate that implementation of the Group's action plan is starting to produce results. Particular attention was paid to the recruitment stages, with more than 36% women hired on permanent contracts. The percentage of women trained has been higher than the percentage of women in the workforce for two consecutive years. The percentage of women with managerial responsibilities requires attention because it has not yet increased, remaining slightly below the average representation of women in the company.

— Professional gender equality Bolloré Group (excluding Communications)

(as a percentage)	2019	2018
Women ⁽¹⁾	28.9	28.4
Women managers ⁽²⁾	27.6	27.6
Women recruits ⁽³⁾	36	NA
Women trained ⁽⁴⁾	31.5	31.5

(1) Total female workforce/Total workforce.

(2) Number of women managers/Total number of managers.

(3) Number of women hired externally on permanent contracts/Number of women hired externally on fixed-term contracts.

(4) Number of women trained/Number of employees trained.

NA: this data was not available in 2018 since the indicator was introduced in 2019.

— Percentage of women in management bodies Bolloré Group (excluding Communications)

(as a percentage)	As of May 29, 2019	As of October 19, 2018
Percentage of women on the Board of Directors or the Supervisory Board (among voting members elected at the General Shareholders' Meeting)	47	44.4
Percentage of women in the Compensation Committee ⁽¹⁾	50.0	50.0
Percentage of women in the Appointments Committee	50.0	50.0

(1) Bolloré company committees.

On International Women's Day, the Bolloré Group held numerous events. For example, Bolloré Energy's teams held a day of discussion and solidarity in Le Havre on the subject of increasing the presence of women in traditionally male-dominated jobs. This event, hosted by a consulting firm with expertise in this area, was an opportunity to mobilize Bolloré Energy's employees and to contribute to the Bolloré Group's overall reflections on diversity in the different business lines as a lever for performance and a source of well-being for all its employees.

People with a disability trained for our business lines

In addition to complying with legislative requirements, the recruitment and onboarding of people with disabilities is a strong source of social cohesion in the company. The Group's approach is based on two objectives:

- adapt job profiles to optimize the recruitment of people with disabilities;
- develop a working environment that is suitable for the onboarding of people with disabilities.

Even though it is still too low, the percentage of employees with a disability increased in 2019, notably thanks to new recruitment and onboarding practices and initiatives. The fact that the percentage of employees with a disability recruited is higher than the percentage of existing employees with a disability illustrates the attention given to this aspect of recruitment.

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— People with a disability Bolloré Group (excluding Communications)

	2019	2018
Number of employees with a disability	323	280
Percentage of employees with a disability/Group's total workforce	0.8	0.7
Percentage of employees recruited with a disability/Total workforce recruited externally on permanent and fixed-term contracts	1.3	NA

NA: this data was not available in 2018 since the indicator was introduced in 2019.

For the last two years, Bolloré Logistics France has put measures in place to integrate people with a disability (without any age limit) through employment training with access to a permanent employment contract. This program, La Pépinière, in partnership with transport schools (UPR and AFTRAL), provides Transit Agent and Customs Broker training courses within the framework of a professional training contract (permanent contract). These are 21-month training courses that lead to a qualification at the post-high school +2 years' level. Three classes totaling 66 people have already been trained by professionals on all the skills required to organize air and maritime transport operations with, in addition, training on Bolloré Logistics' best practices. Although the first two classes were open to a broad public encountering employment difficulties – people with disabilities but also young unemployed adults who face particular difficulties in finding work, the long-term unemployed, etc. – the third class is focused on people with disabilities and the fourth class will also target this group. Through this program, Bolloré Logistics is showing that international logistics can offer an ambitious and promising career path in the Group to anyone joining the program, whether or not they hold qualifications, and to give real meaning to the Social Inclusion and Diversity Charter that the Group signed in 2018.

In Dubai, as part of a partnership with a local association, Manzil, Bolloré Logistics Dubai recruited a new employee with a disability in the aerospace team on a temporary six-month contract designed to give him an understanding of the business and the work processes and to provide appropriate training for the job. For this recruitment, team leaders/supervisors will receive training from Manzil on supporting people with special needs.

The Youth Challenge (*Le Défi Jeunesse*) to combat dropping out of school

Attracting young talent is strategic for a diversified group that is present on all continents, as well as contributing to employing young people in difficulty in order to anchor the Group in the communities where we work. The Group has fixed three objectives to encourage the professional integration of young people:

- analyze the new generation's aspirations and how they perceive the Group in order to identify ways to engage with them in order to attract new talent;
- optimize internships, the international voluntary experience program and work-study programs for young people;
- coordinate community commitment projects in Europe and internationally to give priority to improving the economic and social position of young people and to provide one-off effective targeted responses to international charitable actions, in accordance with the Group's sponsorship policy which gives priority to supporting young people.

In 2019, the Bolloré Group Chairman and Chief Executive Officer, Cyrille Bolloré, announced the Group's commitment to supporting the *Défi Jeunesse* program, launched by United Way l'Alliance on November 9, 2018 to combat dropping out of school. This initiative will be supported through the Earthtalent by Bolloré sponsorship program. In this context, the teams at Blue Systems and Universal hosted three ninth-grade classes from Sarcelles on May 6, 2019. They left their classrooms to spend a day of creativity at Vivendi's head office where they were tasked with organizing the promotion of a budding artist from the famous record company's catalog. Buoyed by this success, the team at Earthtalent by Bolloré organized another creativity day at Blue Systems' head office with two new ninth-grade classes from Sarcelles on the theme of sustainable mobility.

MOBILITY: CAPITALIZE ON THE SKILLS DEVELOPED BY EMPLOYEES ACROSS OUR INTERNATIONAL NETWORK

Employee mobility is both a priority and a practical reality within the Bolloré Group. Mobility can be geographical, implying a change in the employee's place of work at the national or international level, or functional, with a change of position within the same segment, in another segment or through connections between our various activities. This priority was illustrated in 2019 by the drafting of an internal Group mobility policy which will be shared with employees in 2020. In order to implement the policy and continue to make progress on internal mobility, HR representatives have been identified for each business line and will be tasked with providing an overview of the vacancies and the employees on mobility assignments across the Group.

This mobility policy has two main principles: it applies to all levels of the organization and all business lines; and it gives priority to internal applications in our recruitment process. It is an approach that not only serves to meet the professional aspirations of employees and increase their engagement, but one that also helps meet our business challenges by fostering the sharing of knowledge acquired within our various entities.

Mobility is above all a personal initiative in which the employee is the actor. It is facilitated by the display of all vacancies (except confidential ones) on the job exchange and by different processes (annual appraisal interviews, career committees and HR information systems). The key to the success of mobility actions is above all proximity and the quality of the discussions the employees have with their managers and human resources managers to help them develop their career project, its feasibility and implementation.

In 2019, in the spirit of this policy and using the existing HR processes, the Group continued its efforts to redeploy 400 Blue Systems employees who lost their jobs after Autolib' was stopped in 2018. Over 90% of these employees have found solutions to date and internal mobility assisted in this. Additionally in 2019, the Brittany division saw the stoppage of supercapacitor production in France but was able to retain all the affected employees in employment. By matching the available skills with the needs of all the division's sites, each employee was able to be redeployed internally to the division's expanding activities. The Group also undertook to ensure that employees started new jobs successfully, by providing induction for employees in a new workshop and organizing the training courses needed to adapt skills. An individual mentoring scheme and training on the new workstation were accordingly set up for each employee.

— Internal mobility Bolloré Group (excluding Communications)

	2019
Internal mobility from another legal entity in the Bolloré Group (employees joining the entity)	274
Internal mobility towards another legal entity in the Bolloré Group (employee departures)	213

TRAINING POLICY

In a complex, changing and competitive environment, the Bolloré Group must address the major challenges resulting from its transformation by developing in particular the quality of its products and services in order to ensure performance and accountability. The key pillars of this transformation are leadership, growth and innovation. The Group needs to be more efficient and agile and to work in a more cross-cutting and collaborative way. Employee development, notably through training, is a key lever for strengthening these pillars. The company's investment in these training courses is therefore important, because giving voice to their motivations and developing and improving their personal and professional management help employees position themselves better in their jobs and gain fulfillment from their work. In 2019, 61% of the Group's employees followed at least one training module and the average number of hours of training per employee increased by 11% to an average of 21.9 hours.

The training policy is steered by the Group and aims to promote a common set of values, commitments and individual, managerial and collective behavior which forms Bolloré's DNA, to strengthen individual and collective performance, anticipate and support the transformation of skills and finally to

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optimize the Group's investment in training. The divisions are responsible for the deployment of the job training aspects of this policy. For the managerial aspects, the policy is formed at Group level and uses shared resources.

In 2020, the Bolloré Group will strengthen the foundation of its training policy and its commitment to developing all its employees by creating Bolloré University with the following objectives:

- promote a common set of values, commitments and individual, managerial and collective behavior which forms Bolloré's DNA;
- strengthen individual and collective performance;
- anticipate and support the transformation of business skills;
- optimize the Group's investment in training.

— Bolloré Group training (excluding Communications)

	2019	2018
Number of employees trained	23,986	25,324
Hours of training provided	525,644	500,225
Average hours of training per employee trained	21.9	19.8
Number of employees trained in management	1,348	NA

NA: this data was not available in 2018 since the indicator was introduced in 2019.

Train our managers to provide better preparation for future generations

Becoming a manager involves a change in responsibilities and mindset. At Bolloré, we consider that preparing and supporting our employees for these new challenges are both essential and our responsibility. The better prepared they are, the more equipped they will be for preparing future generations of managers. The Bolloré Group accordingly has a wealth of management training opportunities. These programs, which have been designed and rolled out progressively, target different levels and types of challenges encountered by employees in management roles. They are designed to accompany the Group's managers at each key stage of their career: local managers (Proxy), middle managers (MOST), managers of managers (MAPS), as well as top management (SMART). These modules both cover and ensure the integration and promotion of the elements comprising the values that form the Group's DNA whilst satisfying the specificities and requirements of the businesses. In 2019, 1,348 employees from the Bolloré Group's diverse business lines and countries attended at least one management training course.

The importance of management training is established across all the Group's divisions.

Blue Systems expedited the roll-out of these modules in 2019 by adapting them to the specificities of its businesses with three Proxy sessions being held in Europe, one session in Singapore, and lastly one MOST session for its managers of managers.

Any employee who takes up a managerial responsibility in the Brittany division is asked to follow a "Mindset" training course irrespective of the employee's role and duties in the organization. This six-day course covers the development of the managerial mindset including work on self-awareness with the MBTI personality inventory and training on "individual and career interview" techniques and awareness of psychosocial risks. Each year the program is adapted to circumstances in the company and attendees' expectations. For example in 2019, particular focus was placed on the transversal and intergenerational aspects of management. More than 300 managers have attended this training course since its inception.

In parallel to these management training courses adapted to business functions and therefore to each division, transversal managerial training courses are organized to increase cooperation and synergies between divisions. Thus, 2019 was also the year of the first training cycle bringing together managers from several divisions. This process will be continued and extended in 2020.

The B'Tomorrow program for presenting and motivating

The BTL division launched the first B'Tomorrow program in 2018 with 15 participants from the Europe region.

The purpose of this development program is to create a community of young active and mobilized employees to contribute to constructing the future vision of the Group. This goal is achieved by developing their spirit of cooperation and encouraging them to build their network to ensure that it is both diversified and inclusive. During the program, the participants work together on their personal and behavioral skills, improving their knowledge of the business strategies and interacting with the division's managers. Bolstered by this success, the program continued its roll-out with sessions in the Asia-Pacific and Africa regions generating an enhanced network of 95 "young international talents" at the end of 2019.

More diversified teaching methods

Just as our behavior as consumers changes, so does our behavior as learners. Although the training methods are mainly face-to-face today, a strategy to diversify methods will be reinforced by the University. In 2018 and 2019, the "Code of Conduct" training course covering the Group's guidelines, designed to increase the confidence of our employees, customers, suppliers and the Group, was rolled out to employees via an e-learning module. Similarly, the managerial training courses mentioned above, such as MAPS, have evolved to introduce co-development and individual coaching. This diversification helps employees to transfer and use collective skills better in their daily work and establish a lasting spirit of mutual help using co-development methodology.

Another form of development: inclusive teams to create more value

Blue Systems launched the Smart Mobility entity in 2019 to meet cities' needs to take back control of mobility after the explosion in mobility offers: micro-mobility (scooters and bikes), car sharing and private vehicles with drivers for hire, electric charging station networks, car parks, etc. Bolstered by its unique worldwide experience in electric car sharing and in order to structure its offer, Blue Systems combined the know-how and skills of numerous employees from its different subsidiaries: Bluecarsharing, Polyconseil and IER. Using each subsidiary's expertise to identify synergies and innovations enabled a SaaS platform to be developed. This "Smart Mobility Platform" monitors, controls and regulates mobility and infrastructure operators. This platform has become a mobility management hub, interconnecting and regulating the activities of all mobility operators in a city, with Los Angeles as its first success. In addition to the creation of this new business, this inclusive approach has enabled the breadth of the professional and application skills of each employee involved to be enhanced, thus increasing their employability.

SUPPORTING PROFESSIONAL DEVELOPMENT

The annual appraisal

The annual appraisal interview is a key human resources process. To harmonize practices, the Group has established a single annual cycle in all countries where annual appraisals are held.

This appraisal interview between the manager and the employee is the chance to discuss the results of the past year, take time to share and underscore the successes achieved, to recognize efforts made and to discuss any difficulties encountered openly and constructively. It is also the chance to set everyone's targets for future projects.

The purpose of this appraisal interview is also to construct the employee's career plan. This is a joint reflection on the employee's career in the Group and the skills to be acquired or developed, by discussing the skills needed for the employee's current position and those that will enable the employee to prepare for the future with confidence. In some countries, this last section, focused on career development, must be recorded using a separate mechanism called the career development interview.

The data obtained from the annual appraisals are consolidated and used by each HR manager, giving rise to the implementation of several individualized action plans (training initiatives, support in and consideration of mobility requests, training, tutoring, etc.).

The purpose of this discussion is to encourage the development of skills and talents as a means of better meeting organizational challenges. The content of this moment of exchange between employees and their management is therefore key to support them in fulfilling their desire for development within the Group.

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Guides and face-to-face and digital training models are available to help the manager and employee have an open and constructive dialog.

— Bolloré Group (excluding Communications)

	2019	2018
Number of annual appraisals conducted	27,159	27,238

The challenges facing the Career Committees

Career committees are a widespread approach inside the Group. The purpose of these meetings, which are organized in accordance with a bottom-up process, is to anticipate the changes inside the organization through collective discussion between managers and Human Resources and to establish appropriate succession plans and development actions to be taken. They should also provide a forum for discussing possible career developments for employees and individual action plans. The challenge they face is to guarantee proactive management of jobs and skills.

In 2019, the career committees covered around six management levels up to a transversal consolidation discussed at Group Management level.

Better planning by setting up career streams

The Brittany division has had career streams for many years to improve planning, protect knowledge, accompany the development of employees and recognize qualifications. There are many career streams covering the production, logistics, commercial, technical services and research and development fields and every level in the organization and in particular the post-high school +2 years' level. In 2019, accelerated career streams were set up for experienced drivers on the film packaging site in response to a new production organization (increased production volumes, weekend shifts using new industrial equipment, replacements and versatility, smaller skills talent pool, etc.), so that they could receive training, recognition of new qualifications and compensation.

PAY AND COMPENSATION POLICY

The Bolloré Group has set a clear course for its compensation policy. Its aim is that wages should be aligned with local markets in each of the countries where it operates and that the benefits it offers its employees should compare favorably with established practice in each market.

It has therefore continued to implement the infrastructure needed to achieve this ambition. A system for weighing up job requirements has been adopted on a test basis in Asia and one of the Group's African units, as well as at headquarters.

In response to risks, the Group seeks to ensure that it has the right skills at the right place and at the right time to support its strategy.

The policy rolled out within the Group is one of acting proactively to meet the challenges that lie ahead. The implementation of combined actions is seen as a factor of success and competitiveness, but also as a driver of forward-looking management and decision-making.

Its purpose is to:

- optimize recruitment, training, mobility, and leveraging of key know-how;
- contribute to the implementation of the talent management and future skills development strategy.

These systems allow us to respond to:

- risks related to issues of attractiveness: strengthening the employer brand, improving recruitment, adapting jobs to changes in the environment and corporate strategy, anticipating internal issues related to the age structure and affirming the Group's added value on the market by the coherent development of the businesses;
- risks related to retention issues: promoting internal mobility, revitalizing and motivating employees by valuing skills and supporting professional projects, finding new drivers of loyalty for the key skills of our structure and facilitating the transmission of knowledge and know-how so as not to lose key skills.

— Bolloré Group (excluding Communications)

(as a percentage)	2019	2018	Change 2019/2018
Turnover ⁽¹⁾	10.75	11.95	-1.2 point

(1) Turnover calculation formula: [(Number of employees hired on permanent contracts in year N + Number of departures of employees on permanent contracts in year N)/2] / Workforce on permanent contracts at 12/31/N-1.

The number of departures of employees on permanent contracts is calculated based on the difference between the total number of departures and the number of employees whose fixed-term contract has ended ("End of fixed-term contract"). Employees on fixed-term contracts who leave before the end of their contract, included in the category "Other reasons" (death, end of probationary period, etc.), could potentially affect turnover since these employees would be taken into account in the calculation.

2.1.2.2. PROMOTING SOCIAL DIALOG AND QUALITY WORKING CONDITIONS

DESCRIPTION OF THE RISK

Working conditions and social dialog R⁽¹⁾

The various Bolloré Group businesses operate in many countries where local standards in terms of working conditions and social dialog can vary greatly, representing a risk not only to employee health and development, but also to business continuity, potentially preventing us from delivering our services within the timeframe and to the standard expected by our customers.

GROUP POLICY

The Bolloré Group is committed to guaranteeing and promoting quality social dialog over the long term, combining economic reality and response to internal social expectations to ensure collective corporate performance without jeopardizing existing balances. This is a central plank of the construction of a corporate social responsibility approach, making it the focus of special attention.

Specific features include:

- promotion of social dialog;
- development of company-specific agreements and, more specifically, working conditions as the driver of the company's performance;
- defense of any action aimed at combating discrimination and promoting professional equality.

The Human Resources teams implement these guiding principles and common values throughout the world, taking care to adapt them to:

- the specific nature of each country as regards prevailing legal provisions;
- the economic reality and strategy of each company (determining the scope of company-specific agreements possible depending on the structure concerned);
- Inter- and intra-business unit diversity; and
- human resources management and development priorities (retention of existing employees and/or attractiveness for job applicants through qualitative company agreements).

This policy gives rise to a rich and lively social dialog organized within the Group as part of negotiations with employee representatives or in other forms, depending on the laws of each country in the network.

It should be noted that the Group's subsidiaries undertake to facilitate the expression of employees in countries where the International Labor Organization (ILO) conventions on the freedom to organize have not been ratified.

The development of industrial relations as a vector for the construction of a body of company-specific agreements is a subject of constant concern, with the aim of maintaining as peaceful as possible a social climate and ensuring ongoing dialog with employee representatives and similar bodies.

Best practices, successful experiences and difficulties encountered on industrial relations matters are shared between central and local functions in direct exchanges and at HR seminars and workshops.

Regular communication between local Human Resources teams and Industrial Relations Departments and the Group Human Resources Department is reflected in ongoing change to and development of the employee management approach in a continuous improvement process.

Social dialog and company-specific agreements must be a source of genuine social engineering for the company, allowing it to adapt labor standards to its requirements in terms of business productivity. In other words, they must facilitate organization and adaptation to ongoing transformations resulting from economic globalization while ensuring a fair redistribution of profits to employees in the form of benefits.

(1) R: priority risk.

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— Bolloré Group (excluding Communications)

(as a percentage)	2019	2018	Change 2019/2018
Percentage of entities where employees benefit from union representation and/or staff representation	59	50	+5 points

ACTION PLAN AND AREAS OF IMPROVEMENT

The actions and objectives for 2019 and 2020 in this area are set out below:

- the first is to continue applying the procedure for consolidating the various collective agreements in place and to develop it so as to maintain a comprehensive approach to social dialog and the specific agreements covering all entities in the division;
- the second is to promote shared approaches to social dialog while ensuring the preservation of the specificities of legal entities in respect of their country of location, their business, their economic results or their management and human resources development priorities;
- the third is to define performance indicators with associated objectives to measure progress and plan corrective actions in the event of non-progression.

For social dialog and the development of company-specific agreements in the operating entities, it has been decided to present a focus by geography (using three areas) rather than by business so as to take into account the specificities of laws applicable in each country, which naturally impact internal company standards.

1. NORTH AFRICA, WEST AND CENTRAL AFRICA, SOUTHERN AFRICA AND EAST AFRICA

Social dialog is a long-standing priority of the various African entities. This makes for great diversity and fruitfulness in negotiations, collective agreements and exchanges between the various local managements and employee representatives.

The various elements bearing on company-specific agreements are dealt with most often in the form of single agreements combining a series of distinct issues (wages, classifications, working hours, complementary social welfare benefits, etc.). They are a key driver of collective performance.

It is with this in mind that thinking is underway to design practical initiatives in terms of coordinated and efficient management of the population of dockers.

The aim is to strengthen the medium and longer-term impact on the preservation of good industrial relations currently prevailing, without neglecting improvements to workplace safety.

To this end, a Strategic Committee led by the Executive Management of Bolloré Ports, including the Human Resources Department and all relevant Country and Region Directors has been established. It met several times in 2019 and initiated the launch of a study of the Dockers' Employment Agency, which should spark discussion and actions in this area.

The following agreements are noteworthy:

- the Bolloré Transport & Logistics collective agreement in the Democratic Republic of the Congo, May 24, 2019;
- Bolloré Transport & Logistics collective agreement in Nigeria, May 2 and June 27, 2019;
- supplement to the KCT (Cameroon) collective agreement, March 1, 2019;
- 3x8-hour shifts for Moroni Terminal dockers (Comoros), October 6, 2019;
- Zalawi Haulage Limited collective agreement (Zambia), July 1, 2019.

2. AMERICAS, ASIA-PACIFIC, MIDDLE EAST AND SOUTH ASIA

These areas, with a few exceptions, tend to have national labor regulations rather than agreements specific to each entity.

Many entities establish unilateral internal industrial relations arrangements that reflect their own priorities, including equality of treatment and non-discrimination.

Other entities, less numerous, have conducted negotiations giving rise to a collective agreement.

Noteworthy achievements include:

- Bolloré Logistics Vietnam in 2019 took a whole series of actions to improve workplace quality of life, such as floral arrangements in the offices, drawing competitions and artistic activities on Women's Day, prizes awarded to individuals and teams for commitment to customer service and sports events, etc.;
- in 2019, Bolloré Logistics paid special attention to the creation of an insurance plan (specifically death benefits) for all employees in the Emirates, Qatar, Oman and Pakistan. In 2019, Bolloré Logistics LLC Dubai also stressed workplace quality of life by creating a health insurance system for all employees and setting up a flex-time system, a well-being week, a featured employee of the month and so forth;
- Bolloré Logistics Canada extended its policy on workplace harassment and violence as well as its policy on accessibility for disabled people in Ontario;
- Bolloré Logistics Australia promoted an equal employment opportunities policy in 2019 and the improvement of working conditions, handing out a new employee handbook containing all the important information for new hires.

3. EUROPE

In 2019, the Group and representatives of its European workforce agreed to set up a European committee for social dialog, called the Bolloré Group European Corporations Common Committee (BECCC).

The objective is to make the BECCC a forum for giving the labor force in each European country a fuller vision and understanding of the strategy, economic situation and common human resources and training policies of the Group in Europe. The social dialog in the BECCC at the European level is in no way intended to take the place of national social dialogs. It does aim, however, to help enrich the national discussions through a better understanding by the representatives of how the directions taken and the projects established in each country are inspired by and further the broad strategy and plans of the Group in Europe.

The BECCC was created through an agreement signed unanimously by the representatives of the 17 European countries involved on October 4, 2019.

The agreement set the following rules for the committee's constitution and functioning:

- it will consist of one representative per country. Germany and Belgium, however, will have two representatives because of the diversity of the Group entities in those two countries; and France will have nine, given its preponderance in the Group's European workforce;
- it is agreed that the BECCC will meet once or twice per year in ordinary sessions. It will hold extraordinary sessions concerning any plans that involve at least three countries and have a significant impact on employment;
- the employee representatives will name a secretary and a deputy secretary within the committee;
- the members of the BECCC will be allowed time off in lieu and enjoy the protections extended to employee representatives in their home country;
- the first meeting of the Bolloré Group European Corporations Common Committee will be held in 2020.

In addition, the following agreements are noteworthy:

- concerning social dialog at Bolloré Logistics (France), September 23, 2019;
- concerning professional equality and quality of life at work at Bolloré Energy (France), July 17, 2019;
- concerning compensation, working hours and sharing of added value at SFDM (France), January 10, 2019;
- concerning shift schedules at Bolloré Logistics Guadeloupe (France Overseas), May 9, 2019;
- concerning occupational risk prevention at UES Bolloré (factories in Brittany and Group holding company), March 14, 2019.

For the Systems and Telecommunications division, one of the year's highlights was completion of the restructuring as a result of the end of the Autolib' activity. This was carried out based on an ongoing dialog with employees and their representatives, initiated by three agreements signed unanimously to arrange employment preservation plans in the three companies involved. These agreements made it possible to find solutions for the reclassification of 86% of employees on average thanks to the assistance provided by the company.

2.2. Acting with integrity when conducting our business and promoting human rights in our activities

The Bolloré Group's business activities are governed by mechanisms and procedures that aim to guarantee ethical business practices, combat corruption and protect and promote human rights.

2.2.1. SHARING THE SAME BUSINESS ETHICS AND ENSURING COMPLIANCE WITH THE STRICTEST STANDARDS

2.2.1.1. SHARING THE SAME BUSINESS ETHICS

DESCRIPTION OF THE RISK

Corruption and influence-peddling ^{R(1)}

The French Sapin II law of December 9, 2016 requires French companies with at least 500 employees and with revenue or consolidated revenue in excess of 100 million euros to take measures to prevent and detect corruption and influence-peddling. Corruption risk mapping is intended to respond to a dual challenge: (i) understand the factors liable to affect the various activities and their performance, with the aim of guarding against the legal, human, economic and financial consequences resulting from insufficient care; and (ii) foster greater knowledge and in turn better control of these risks. In addition to managing risks, corruption risk mapping enables corruption risks to be identified, the handling of corruption risks to be compared and assessed, the corruption risks that persist after mitigating strategies have been implemented to be identified and the organization to be mobilized using a common method and tool determined by the adaptation project described below. It is the foundation of the Bolloré Group's strategy⁽²⁾ for managing corruption risks in accordance with article L. 233-3 of the French commercial code (*Code de commerce*). With the intention of establishing a risk-based approach, although the Bolloré Transport & Logistics (BTL) scope has been identified as a priority for drawing up the Bolloré Group's corruption risk mapping, a similar approach has been adopted for the Group's other activities. Attention has been focused on the geographic areas and the exposure of BTL's activities to corruption risks.

GROUP POLICY

The Bolloré Group has been committed since its creation to an ethical approach based on commitments shared across all its subsidiaries.

The Bolloré Group, signatory to the United Nations Global Compact since 2003, has undertaken to support its fundamental principles relating to human rights, working standards, the environment and the fight against corruption.

As a signatory, the Group undertakes to include the 10 principles of the Global Compact into its strategy, culture and day-to-day operations but also to clearly inform its employees, partners, customers and the public of its commitment.

The Bolloré Group condemns corruption and influence-peddling, anti-competitive practices and sanction busting, strives to prevent damage to the environment, breaches of human rights and fundamental freedoms, adverse effects on health and safety of people, and combats all forms of discrimination and harassment.

This commitment, expressed in the Group's Ethics Charter and Code of Conduct, is binding on all its representatives, employees and commercial partners, who must always act with integrity to protect the Group's reputation and ensure its long-term success.

The Bolloré Group will not tolerate any violation and will take all necessary remedial action.

2.2.1.2. ENSURE COMPLIANCE WITH THE STRICTEST STANDARDS

The Bolloré Group is committed to satisfying all its stakeholders' expectations concerning business ethics. A dedicated organization therefore monitors the effective implementation of an anti-corruption program inspired by the strictest standards⁽³⁾.

GOVERNANCE OF COMPLIANCE

This governance is carried out at three levels:

- the **Board of Directors' Audit Committee**, which monitors the Group's anti-corruption compliance systems as part of its oversight of the effectiveness of internal control and risk management systems;
- the **Ethics – CSR and Anti-corruption Committee**, which defines and coordinates the way in which the ethics approach is rolled out within the Group. As the aim of this Committee is to establish the working priorities in terms of ethics, compliance, CSR and sponsorship, which the divisions are then tasked with implementing within their scope, it is particularly attentive to the implementation and effectiveness of the Group's anti-corruption system;
- the **Group Chief Compliance Officer**, responsible for implementing the compliance program, reports on the effectiveness of the anti-corruption compliance program to the Group's Audit Committee and Ethics Committee, and to the Group and division Chairmen and Chief Executive Officers.

The Group Chief Compliance Officer is supported by:

- the Group Compliance Department, comprising eight employees (managers, analysts, assistants and work-study program students);
- a "local" network (Chief Compliance Officer, regional and local representatives working full or part-time for the function) which reports functionally to the Group Compliance Department;
- the support functions in particular Purchasing and Middle Office, HRD, ISD, Finance, Legal and QHSE;
- outside experts.

A COMPLIANCE PROGRAM

To ensure that the laws governing business ethics are respected, the Bolloré Group has implemented a compliance program inspired by international standards⁽⁴⁾.

This system, which aims to prevent, detect and dissuade, is based on the following pillars:

- **The commitment by the management body:** the Bolloré Group's management bodies condemn corruption and influence-peddling, anti-competitive practices and sanction busting and strive to prevent damage to the environment.
- **A Code of Conduct:** in accordance with the commitment by the Group's management, the Code of Conduct defines and illustrates the different types of prohibited behavior. Our business integrity is a major part of the Code of Conduct which all the Group's subsidiaries, agents, employees and business partners acting on the Group's behalf must respect.
- **A whistleblowing system:** this professional whistleblowing system enables employees of the Bolloré Group companies and its external and occasional partners to alert it of a crime or an offense, a serious and clear breach of the law or regulations, or a threat to the general interest of which they are personally aware. It also enables anyone to report the existence or the risk of serious violations of human rights and fundamental freedoms, health and safety of people and the environment caused by the activities of the companies in the Bolloré Group or their subcontractors or suppliers. This whistleblowing system does not replace the usual methods of feeding back information, such as the hierarchical route it supplements (see 3. Duty of care, page 100).
- **Risk mapping:** corruption and influence-peddling risk mapping has been prepared to implement action plans to reduce these risks.
- **Evaluation of third parties:** our referencing processes ensure that our suppliers, subcontractors and other commercial partners comply with our Code of Conduct and we evaluate them using a risk-based approach.

(1) R: priority non-financial risk.

(2) Article 17 of the Sapin II law, 1. paragraph 2: "[...] When the company prepares consolidated financial statements, the obligations defined in this article concern the company itself as well as all of its subsidiaries, under the meaning of article L. 233-1 of the French commercial code, or the companies that it controls, under the meaning of article L. 233-3 of the same Code. The subsidiaries or controlled companies that exceed the thresholds indicated in 1 are considered to have met the obligations provided for by this article when the company that controls them, under the meaning of article L. 233-3, implements the measures and procedures provided for by II of this article.

(3) Notably but not limited to the recommendations of the French anti-corruption agency (*Agence française anticorruption (AFA)*).

(4) Notably the guidelines of the AFA, the American FCPA, the American OFAC and the British Serious Fraud Office.

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- **Anti-corruption accounting audits:** these audits enable specific controls to be performed at the different levels of the organization.
- **Training:** we ensure that our employees have a good understanding of the Code of Conduct and provide specific training for employees identified as exposed to a risk. Face-to-face or remote (e-learning) training sessions are held on the Code of Conduct and professional whistleblowing system.
- **The system's control and internal evaluation mechanism:** dedicated reporting is aimed at collecting information on our subsidiaries, their business activities, shareholders, directors, employees and partners.

SIGNIFICANT EVENTS IN 2019

Inspired by the highest international standards, the recommendations of the French anti-corruption agency (AFA) supplement the system established by the Sapin II law and which constitutes the French anti-corruption standard. The Bolloré Group has adopted this standard, setting up a specific project to adapt its anti-corruption system to these recommendations. The project was launched in January 2018 by the Bolloré Group's management bodies, which made it a priority, under the stewardship of the Chief Compliance Officer. It has three stages carried out via four key projects:

- corruption risk mapping covering the main business lines;
- anti-corruption compliance reporting;
- action plans at head office and in the field;
- structure of the worldwide network of compliance representatives and training employees.

2019 therefore saw the implementation of long-term actions based on the project's dynamic and embodied by key players such as the business General Managements, division representatives, support functions and outside experts who assist the company with this implementation. This project was rolled out throughout the Group's organization at its head office and in its subsidiaries.

In addition, the many requests from third parties during the year led the Compliance Department to take action to meet the expectations of stakeholders, not only in the field of anti-corruption but also as regards international sanctions, which were a major issue in 2019.

OUTCOMES AND PERFORMANCE INDICATORS

The management of the adaptation of the anti-corruption system in project mode, which resulted in very strong mobilization across the Group, reflecting the importance attached to it, was made possible by the consolidation of the Group's human resources and expertise in the field of anti-corruption. This enabled the introduction of actions identified within the project to be monitored, as well as the provision of specific support through dedicated IT applications.

Other noteworthy achievements in 2019 illustrating this consolidation include:

- the commitment by the management body: the monitoring of the implementation and effectiveness of the anti-corruption compliance program by the three governance bodies: the Group Audit Committee, Ethics – CSR and Anti-corruption Committee and, on a monthly basis, the Group and divisional Chairmen and Chief Executive Officers; the communications by these same management bodies at head office and in the field, such as concerning the whistleblowing system established in France in September 2019, together with a message to over 7,500 employees in France; renewal of the International Anti-corruption Day on December 9 with the strong involvement of the General Management at head office and in the Group's subsidiaries, which mobilized more than 7,000 employees worldwide; the "Compliance Program" leaflet that was created for this occasion and which is available online on the Group's website; assessment of the performance of the principal managers of Bolloré Transport & Logistics subsidiaries, who are assessed overall for 25% of their bonus, of which 12.5% relates to the application of the compliance regulations for hiring and integration of new employees and communication of the Code of Conduct, and 12.5% to the assessment of the achievement of action plans;
- the Code of Conduct: published in its current version in the last quarter of 2018, it is permanently available on the Group's website and is included in

the by-laws of all the Group's French subsidiaries and is in the process of being incorporated into the by-laws of those of the Group's subsidiaries worldwide that have this type of regulation;

- The whistleblowing system: after consulting the employee representative bodies in France, a new whistleblowing system has been put in place and the associated announcement was made on September 30 for France. The international roll-out is ongoing under the same constraints, with the goal being to have it operational in the first half of 2020 (see 3. Duty of care, page 100);
- the corruption risk mapping: the action plans implemented for the Transport & Logistics division's activities rely on the mapping of the specific risks for this perimeter. A specific risk mapping for Blue Solutions' activities was carried out in 2019 and is expected to be finalized in the first six months of 2020 in order to implement the associated action plans;
- third parties: following the priority action that was initially adopted, an action to evaluate suppliers based on the standard's requirements whilst adapting to the Group's business model and operational organization was undertaken in 2019 and is expected to be finalized and applied in 2020;
- the anti-corruption accounting audits: procedures to identify the audits required at the organization's different levels were performed in 2019 in order to determine the actions required during these audits;
- training: in 2019, the Group continued the extensive employee training which began at the end of 2018, using the revamped e-learning platform and also developed specific videos that were used to train regional representatives and clusters at the start of November, before being rolled out to the subsidiaries. The first general module was used during International Anti-corruption Day on December 9 and the Group can now roll out the training programs using its own tools, both in order to raise awareness as well as more specific training courses for the personnel most at-risk;
- the internal audit system: the Group's Internal Audit Department carries out a specific audit of how the general compliance system is applied in order to assess its various components.

2.2.1.3. THE FIGHT AGAINST TAX EVASION

The Group has taken due note of the law no. 2018-898 of October 23, 2018 on the fight against tax, social security and customs fraud and the corresponding modification to article L. 225-102-1, III, of the French commercial code (*Code de commerce*) and has launched several actions to comply with the requirements of this new law. Although the Group already possesses internal processes that satisfy the requirements of this new law for combating tax evasion, others require modification.

MANAGEMENT OF THE TAX RISK AT THE BOLLORÉ GROUP LEVEL

Satisfactory organizational methods have been set up at Group level to avert tax risks and to ensure that tax is calculated and paid correctly within the time limits in the States where it is owed. The same applies to the declarative obligations owed by the companies in the Group. When a company in the Group is the subject of a tax audit, the appropriate personnel and/or outside advisers are assigned to the tax audit to ensure that it is carried out without complications and is completed as quickly as possible.

The Bolloré Group also ensures that the following principles are respected:

- the tax rules that apply to its business activity are applied in accordance with international conventions and the national laws in all the countries where the Group is located;
- transparency with tax authorities to foster quality relations to avoid any risk to the Group's reputation when local legislation and practices allow this. The Bolloré Group considers that such relationships engender long-term benefits for both the Group and local tax authorities;
- fighting tax evasion by refusing to locate profits in tax havens. Localization is possible in States with beneficial tax systems if this is economically justified, i.e. the motivation is not mainly fiscal;
- compliance of its tax policy with its sustainable development strategy by prohibiting any operation for which the main purpose is essentially to seek a tax gain, unless expressly allowed by the legislator.

Actions and procedures set up to combat tax evasion

A tax section will be added to the Group's Code of Conduct to set out the criteria for identifying behavior that constitutes, or is liable to constitute, a case of tax evasion, the Group's commitments to combat tax evasion and the behavior required to respect these commitments.

Furthermore the dedicated website accessible to the Group's employees and commercial partners, which is part of the Group's professional whistleblowing system, will be modified to add the possibility of issuing alerts concerning actions that constitute or are liable to constitute tax evasion.

The Group is also due to increase its training and awareness actions on preventing and combating tax evasion to all its personnel and commercial partners.

In addition, the Bolloré Group's legal and tax teams have already been deployed at central and local levels to advise and assist the Group's operational staff on a daily basis to ensure proper compliance with the applicable laws and regulations, in particular as part of the fight against tax evasion. They can also obtain advice from outside legal and tax experts, especially law firms.

2.2.2. PROTECTING PERSONAL DATA

DESCRIPTION OF THE RISK

Protection of personal data R⁽¹⁾

According to a study conducted in 2019 by CESIN (Club of Experts in Information and Digital Security), eight out of ten companies declare that they have been badly affected by cyber-attacks. These attacks try to obtain data that is sensitive for the company or personal data (e.g. banking or log-in information) in order to exploit or resell them. The CESIN's study underscores the severe consequences these attacks can have for the company's business activity (production stoppage, significant unavailability, loss of revenue, etc.). Phishing and ransomware are well known examples of malevolent acts that harm private individuals and companies.

The risk connected with the failure to protect personal data concerns all the Group's companies and is particularly high for divisions whose activities involve physical persons.

Specific measures have been rolled out at Group level to reduce the impact of this risk.

GROUP POLICY

The strengthening of the legal provisions (European regulation on the protection of personal data, the "GDPR", which came into effect on May 25, 2018), the growing digitization of activities and the services offered by the Group (shared mobility and energy distribution) require systems that provide consumers with secure and effective processing of their personal data, as well as confidentiality.

In response to this major challenge, the Bolloré Group has set up a Steering Committee dedicated to the GDPR and to data protection in general, focusing on:

- the strengthening of rights concerning personal data;
- security measures concerning data processing;
- the distribution of roles and responsibilities between the various companies that process this data.

This Steering Committee consists of Data Protection Officers (DPOs) appointed within the Group as well as the GDPR contacts (lawyers and representatives of information systems, human resources, purchasing, etc.) and meets regularly to assess the actions being taken and to determine the next stages of deployment.

Its tasks include:

- setting up internal procedures (processing registers, impact analysis procedure, security incident management procedure, etc.) and tools to ensure that data protection is taken into account;
- defining the actions/action plans to reduce the risks incurred by the physical persons identified within the scope of personal data processing mapping;
- training employees on these duties.

OUTCOMES AND PERFORMANCE INDICATORS

Accordingly, at the end of June 2019, the employees of the Group's French companies followed an online training module (e-learning) specific to personal data protection. Around 50% of the employees (excluding Communications businesses) present on December 31, 2019 who attended this "e-learning" completed it successfully. This module was supplemented by face-to-face awareness sessions with employees, tailored to the specificities of the business lines by the DPOs of the different divisions. They also carried out information campaigns addressed to their employees on how their personal data is processed. Simultaneously, the GDPR contacts in the Human Resources Departments of the French and European entities were trained on the provisions on the European regulation on personal data protecting and have a collaborative platform available with the various documents and procedures required for bringing the entities into compliance.

Lastly, the information system's security management system (ISMS) used in the Group is based on ISO 27001:2013, enabling security to be managed in all the company's subsidiaries worldwide.

The companies in divisions where activities involve natural persons have put additional actions in place.

For instance, Bolloré Energy has carried out specific information campaigns concerning embedded geolocation information systems for the employees concerned and has carried out a mapping of its application scope.

Blue Systems has supplemented its organization with the appointment of DPOs in the new entities and by an adviser DPO for the division. A procedure for managing requests by natural persons has been set up for each company within its scope.

2.2.3. PROMOTING HUMAN RIGHTS IN OUR VALUE CHAIN

DESCRIPTION OF THE RISK

Risks related to human rights R⁽²⁾

Its strong international presence results in the Group hiring many people, directly or indirectly, in institutional contexts that vary from one country to another, where human rights are at times threatened. For this reason, the respect and promotion of human rights is a priority for the Group, encompassing such issues as non-discrimination (women's rights, rights of minorities, combating moral or sexual harassment), decent working conditions, promotion of social dialog and the freedom of trade union association, or forced labor or child labor.

It should be noted that forced labor and child labor represent significant risks that have absolute priority in terms of prevention and action. Nevertheless, these risks are controlled by the measures and internal controls set up when hiring employees.

Moreover, the Group pays special attention to its supply chain and subcontracting. The Group's duty of reasonable care must be adapted to meet local needs in certain regions: offers and services may sometimes be restricted by a restrictive competitive fabric at local, regional or even national level (see 3. Duty of care, page 100).

GROUP POLICY

The Group works to set up a governance structure that demonstrates its values in the countries where it operates and has been committed to respect human rights by adhering to the Global Compact for over ten years. By making this challenge a fundamental pillar of its CSR strategy, the Bolloré Group has made the defense and promotion of human rights an essential component of its activities, and as announced in 2018, it set out this commitment in a Group Human Rights Charter in 2019. This Charter, which was signed by Cyrille Bolloré, the Group's Chairman and Chief Executive Officer, structures the Group's human rights action, supported by international standards, and in particular:

- the International Charter on Human Rights;
- the UN Guiding Principles on Business and human rights;
- the OECD guidelines for multinational companies;
- the International Labor Organization's core conventions.

(1) R: priority non-financial risk.

(2) R: priority CSR and vigilance risk.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

These commitments are aligned with the UN's Sustainable Development Goals (SDGs) and are rolled out under three main themes:

- respect of the rights of workers throughout our value chain;
- respect of the fundamental rights of communities close to our operations;
- constant efforts to make a positive contribution to society.

In order to respect the commitments in the Charter, the action is based on a division of roles between:

- the Group, which has a role of awareness-raising, training, mobilization, steering, pooling and reporting via the Group CSR Department;
- the divisions and subsidiaries, which are responsible for operational implementation by including the elements specific to their own business lines, as well as the necessary adaptations for their regions, entrusted to a human rights contact under their General Management's responsibility.

The Group's commitments involve all the employees and require the Group's divisions and subsidiaries to set up appropriate reasonable diligence systems for identifying, preventing and reducing the risk of serious breaches. The Group's human rights Charter also states that the Group's contractors and commercial partners must agree to its principles. The Charter and other additional internal ethics documents are provided to them so that they can also comply with those provisions. Although the supplier selection and evaluation process is not organized in a consolidated way, the divisions and subsidiaries of Bolloré factor ethical and compliance criteria into their purchasing process, above and beyond the standard financial, administrative and technical criteria, satisfying the Group's commitments. Contracts may also contain special clauses containing ethical and compliance requirements.

The governance of these ethical challenges is provided by the Ethics – CSR and Anti-corruption Committee, which meets once or twice a year to set guidelines (see 1.3. CSR governance, page 60), which will be applied by the departments concerned and rolled out to the operational services.

GROUP ACTION PLAN

In order to ensure that the Group's commitments are transposed into actions, and to continually improve the integration of the defense, respect and promotion of human rights into the corporate culture, the publication of the Group human rights Charter was accompanied by a Group 2019-2020 action plan, drawn up using a cyclical approach based on three aspects: communication, awareness-raising and formalization.

• Communication

The communication and publication of the Group's human rights actions and commitments is an important feature of its transparency initiative and its wish to communicate its principles and to ensure that they are properly understood by all its stakeholders. The communication strategy undertaken by the Group is therefore intended to reach all internal and external stakeholders:

- Internal stakeholders:
 - implementation of a communication campaign on the Charter and the Group's actions for the Chief Executives of the business units for transmission to their departments and networks over all the territories where the Group is located (ongoing);
 - communication of the Charter and the Group's action to the support services (Human Resources Department, Purchasing Department, Compliance Department and Legal Department);
 - communication campaign on the whistleblowing system – making it operational online, its scope and operation (in France in 2019, internationally in 2020): posters, leaflets (+200 sites and +7,500 employees informed);
 - development of communication tools (newsletter, mailing lists, visual supports such as posters, videos, modules, etc.).
- External stakeholders:
 - the Group human rights Charter is available on the website;
 - transmission of all the documents associated with the Group's action to partners, suppliers and subcontractors (in the process of formalization);
 - publication of our CSR human rights initiative on the social networks;
 - communication of the Charter and the presentation of the Group's human rights strategy to investors.

Areas for improvement:

- Possible difficulties, challenges and areas for improvement have been identified so that the Group's human rights actions are continually enhanced. The diversity of the Group's activities, the extent of its geographical scope and the complexity of its network mean that efforts must be made to reach all employees and to measure the degree to which the Human Rights Charter is being implemented.
- The development and monitoring of performance indicators is an identified area for improvement in order to meet our goal of continuing to communicate transparently on our commitments, the results obtained and the actions performed.

• Awareness-raising

The second pillar of the Group's human rights action plan is awareness, to ensure that the principles set out in the Human Rights Charter are understood (by both the targeted functions and all employees and commercial partners) and to enable a better grasp of these challenges in the corporate world:

- development of an English/French language newsletter targeting all Bolloré Group employees (excluding Vivendi), i.e. nearly 23,000 people, containing articles and reports on human rights (the Group's actions, defining elements, best practices, changes in legislation, etc.);
- an awareness-raising video in English and French versions, defining human rights in the company;
- development of an e-learning module presenting the human rights challenges in the company to all employees, as well as a specific module on the challenges within supply chains, intended for the Purchasing Departments (being developed);
- the organization of a conference on human rights challenges in business for the top 100 managers at head office in October 2019 and extended to the HR, Legal and Purchasing teams (between 60 and 70 attendees);
- development of a teaching kit with definitions, historic and regulatory contextual elements for the General Management of the Group's business units to share an awareness action with regional and local Management (in development);
- making the Group CSR Department team available for organizing awareness-raising workshops and sessions (e.g. for Bolloré Logistics CSR Committee, workshops and work meetings).

Areas for improvement:

- Identify the most relevant approach and themes for each category of business lines and in accordance with the entities' geographical locations and activities in order to adapt awareness-raising actions.
- Optimize the reporting processes in order to propose monitoring and performance indicators on the awareness-raising actions for employees on human rights challenges.

• Formalization

The commitments in the Human Rights Charter require actions and measures embodying the Group's strategy:

- Formalization of a governance structure:
 - a Human Rights Steering Committee was set up in September 2019 comprising the CSR contacts from the Group's divisions and subsidiaries as well as the support functions (legal, human resources, purchasing, compliance, communications, etc.). At the end of the Steering Committee, a working party prioritizing the Bolloré Transport & Logistics scope, in accordance with the CSR risk mapping (see 1.2. The Bolloré Group's non-financial risks mapping, page 58), met to prepare a questionnaire to be sent to the division's regional and local Managements. The responses collected during the first six months of 2020 will enable the human rights risk mapping for Bolloré Transport & Logistics activities to be defined and the targeted action plans to be determined;
 - implementation of a professional whistleblowing system (see 3. Duty of care, page 100);
 - the Group's commitments have been formalized and set out in policies and procedures in the Transport & Logistics subsidiary, where the human rights risks were mapped as a priority in 2017 (e.g. formalization of support sheets and processes integrating CSR and human rights challenges, such as hiring procedures and interview guides to combat discrimination in the job hiring process);

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- a pilot mission was set up in the Republic of Côte d'Ivoire for Bolloré Transport & Logistics activities: interviews and discussions with local teams to raise awareness of human rights issues with the different departments, presentation of the Group's CSR strategy and collection of best practices observed on the site in order to compare the Group's systems with actual practices in the field;
- the "responsible purchasing" project continued (identification of human rights risks in the Group's supply chain, drawing up a charter covering customized processes, etc.) (see 3. Duty of care, page 100);
- integration of human rights criteria into existing processes: procedures, contractual clauses, audits, etc.;
- determination of monitoring and performance indicators for human rights issues (ongoing).

Areas for improvement:

- The formalization of the processes and action plans is strongly connected to the challenges of communicating on and raising awareness of human rights. This aspect is essential so that the subsidiaries that are responsible for the operational implementation in accordance with the organization described in the Group Human Rights Charter can implement tailored action plans that factor in the specificities of their activities and the territories where they are located.
- Develop tools and processes aligned with the identified internal best practices.

THE RESPECT OF WORKERS' RIGHTS THROUGHOUT THE VALUE CHAIN

In accordance with its priority CSR focus, the Group's primary commitment in terms of promoting, protecting and respecting human rights considers the health, safety and quality of its employees' working conditions to be a major challenge across the whole of its value chain. In addition to the systems that exist for its own employees, the Group has therefore set up systems enabling it to exercise reasonable vigilance over the employees of its suppliers and subcontractors. The respect of workers' rights is based in particular on the following considerations:

- Health and safety: the Bolloré Group's divisions and subsidiaries have health and safety policies that apply to all people working on the sites and which govern workers' activities based on risk mapping. They ensure the best standards are applied to guarantee a safe working environment and prevent accidents by taking the specificities of each job into account to propose appropriate actions (see 2.1.1. Protecting the health and ensuring the safety of the women and men exposed as part of our activities on page 61).

— Human rights scope – Fifty countries whose Human Freedom Index is lower than the world average*

	2019
Proportion of employees eligible for social security coverage	94%
of which, proportion of entities where there is no legal requirement	55%
of which, proportion of entities where health coverage extends to employees' beneficiaries	85%
of which, proportion of entities where the health coverage is more favorable than required by law	89%
Proportion of employees eligible for regular medical checkups provided by the company ⁽¹⁾	86%
Proportion of entities where medical service is offered to employees free of charge	71%
HSE training hours for employees	114,384
HSE training hours for subcontractors	67,319

* Countries where the Group is located and the Human Freedom Index (HFI) is below the world average. This index was created by researchers at the Cato Institute think tank. Scope defined on the basis of the countries where the Group is located, excluding the Communications division. Group-wide, this scope represents 61% of the total workforce, across fifty countries (Angola, Argentina, Bangladesh, Benin, Burma, Brazil, Burkina Faso, Burundi, Cameroon, China, Republic of the Congo, Republic of Côte d'Ivoire, Gabon, Gambia, Guinea, India, Indonesia, Kenya, Laos, Lebanon, Liberia, Madagascar, Malawi, Malaysia, Mali, Mexico, Morocco, Mozambique, Namibia, Niger, Nigeria, Uganda, Pakistan, Philippines, Qatar, the Democratic Republic of the Congo, Central African Republic, Rwanda, Senegal, Sierra Leone, Sudan, Tanzania, Chad, Thailand, East Timor, Togo, Tunisia, Vietnam, Zambia and Zimbabwe).

(1) Includes any employee who has access to a medical checkup through the company, even if not made use of during the year.

- Compensation: the Bolloré Group's divisions and subsidiaries have compensation policies that respect local minimum wage legislation. The regularity of compensation payments may be an important issue for employees in some countries and subsidiaries ensure that a salary corresponding to the number of hours actually worked is paid regularly.
- Work time and paid holidays: compliance with local legislation on the payment of overtime, respecting break time, weekly rest days and the granting of parental leave. These issues are explained in the by-laws and the collective bargaining agreements on the different sites.
- Employee representation: respect of national laws on freedom of association and the right to collective bargaining. If legislation is restrictive in this area, the Group undertakes to facilitate employee expression and to guarantee that workers involved in representative structures are not discriminated against (see 2.1.2.2. Promoting social dialog and quality working conditions, page 73).

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2. Four key pillars for a sustainable commitment

— Human rights scope – Fifty countries whose Human Freedom Index is lower than the world average*

	2019
Number of collective agreements signed	57
Workforce covered by union or other employee representation ⁽¹⁾	20,540
Proportion of employees covered by union representation and/or other employee representation	86%

* Countries where the Group is located and the Human Freedom Index (HFI) is below the world average. This index was created by researchers at the Cato Institute think tank. Scope defined on the basis of the countries where the Group is located, excluding the Communications division. Group-wide, this scope represents 61% of the total workforce, across fifty countries (Angola, Argentina, Bangladesh, Benin, Burma, Brazil, Burkina Faso, Burundi, Cameroon, China, Republic of the Congo, Republic of Côte d'Ivoire, Gabon, Gambia, Guinea, India, Indonesia, Kenya, Laos, Lebanon, Liberia, Madagascar, Malawi, Malaysia, Mali, Mexico, Morocco, Mozambique, Namibia, Niger, Nigeria, Uganda, Pakistan, Philippines, Qatar, the Democratic Republic of the Congo, Central African Republic, Rwanda, Senegal, Sierra Leone, Sudan, Tanzania, Chad, Thailand, East Timor, Togo, Tunisia, Vietnam, Zambia and Zimbabwe).

(1) This data represents 66% of the workforce of entities in the Group social reporting scope, excluding Communications.

- The combat against forced labor and child labor: the Group undertakes to respect local legislation on the minimum working age and to prohibit the recruitment of children under the age of 15, and of young people under 18 for any type of hazardous work.
- Reasonable diligence when selecting suppliers: specific procedures are applied before a partnership is concluded with a subcontractor. The Bolloré Logistics subsidiary has notably reinforced its ethics processes relating to its supply chains by implementing CSR assessment and control measures according to the type of carrier.
- Maritime and air carriers: implementation of a reasonable diligence procedure based on a detailed questionnaire covering all the ethics, compliance, human rights, social and working conditions, environmental and management aspects of suppliers. Continuous screening is also carried out using a dedicated legal database. If necessary, specific investigations may be performed by specialist monitoring agencies. Suppliers must also complete and sign the Ethics and Compliance Commitment Certificate and contracts incorporating CSR clauses. Finally, this system is supplemented by a questionnaire-based CSR assessment that enables the supplier's maturity with respect to the sustainable development of its activities to be assessed, in addition to taking into account risk management and the creation of opportunities. A monthly business review with a CSR section enables discussion of these issues.
- For road carriers: since January 1, 2018, no transport orders can be sent to a road carrier unless it has been referenced on Link Partner, the mandatory internal self-referencing platform. This referencing, which is based on a questionnaire, includes ethics and human rights, QHSE and environment sections. A reasonable diligence procedure that is similar to the approach used for maritime and air carriers is currently being put in place, with roll-out dates set according to priority.
- The fight against all forms of discrimination in accordance with the commitments set out in the Diversity and Inclusion Charter published in 2018 (see 2.1.2. Being an attractive employer, page 68). In 2019, the Human Resources Department for the Transport & Logistics subsidiary formalized actions to embody the commitments made in the Diversity and Inclusion Charter and notably implemented an international disability policy. Work meetings were organized and a form sent to the contacts in each large area in order to compile a situational analysis of the challenges relating to disability at work and to garner best practices and initiatives (see 3. Duty of care, page 100). A recruitment tool will also be launched for internal recruiters in the first half of 2020, setting out the diversity and inclusion principles to be respected when recruiting. A survey of diversity was performed in 2019 across the whole of the Bolloré Transport & Logistics' Human Resources network to develop diversity e-learning tailored to the Group's issues, the first module of which will be launched in the first six months of 2020. There will be several modules on different diversity topics intended for the employees of HR Departments, as well as all managers, the Bolloré Transport & Logistics Executive Committee and the regional Managements and General Managements of the entities.

— Human rights scope – Fifty countries whose Human Freedom Index is lower than the world average*

	2019
Percentage of women having received at least one training course ⁽¹⁾	60%
Percentage of entities having conducted awareness training about inclusion	56%

* Countries where the Group is located and the Human Freedom Index (HFI) is below the world average. This index was created by researchers at the Cato Institute think tank. Scope defined on the basis of the countries where the Group is located, excluding the Communications division. Group-wide, this scope represents 61% of the total workforce, across fifty countries (Angola, Argentina, Bangladesh, Benin, Burma, Brazil, Burkina Faso, Burundi, Cameroon, China, Republic of the Congo, Republic of Côte d'Ivoire, Gabon, Gambia, Guinea, India, Indonesia, Kenya, Laos, Lebanon, Liberia, Madagascar, Malawi, Malaysia, Mali, Mexico, Morocco, Mozambique, Namibia, Niger, Nigeria, Uganda, Pakistan, Philippines, Qatar, the Democratic Republic of the Congo, Central African Republic, Rwanda, Senegal, Sierra Leone, Sudan, Tanzania, Chad, Thailand, East Timor, Togo, Tunisia, Vietnam, Zambia and Zimbabwe).

(1) Women trained/Total female workforce.

Women receiving management training in the human rights scope represent 50% of women trained in management in the Group, excluding Communications businesses.

This scope also represents 56% of Group entities (excluding Communications businesses) that have carried out awareness-raising initiatives on inclusion in 2019.

RESPECT OF THE FUNDAMENTAL RIGHTS OF COMMUNITIES AND NEIGHBORS CLOSE TO OUR OPERATIONS AND CONSTANT EFFORTS TO MAKE A POSITIVE CONTRIBUTION TO SOCIETY

As part of an exercise to map risks and contextualize its human rights challenges, the Bolloré Group has identified this as a pillar of its commitment since its operations are liable to impact local populations and communities close to its operating sites, particularly in developing countries. In line with the procedure set out in its Duty of care plan, Bolloré Group entities are adopting a process of reasonable diligence towards these external shareholders in order to:

- ensure their safety in relation to Group activities (see 2.1.1. Protecting the health and ensuring the safety of the women and men exposed as part of our activities, on page 61);
- offer them open dialogue to ensure that they have a right to free and informed consent as well as collaboration opportunities (meetings with public authorities, communities) and in addition, provide them with a system through which they can raise concerns and file complaints, if necessary (see "Establishing a whistleblowing and reporting system", on page 103);
- promoting the right to a healthy environment by protecting the environment and ecosystems with measures which include preventing impacts on air and soil quality, access to drinking water and natural resources and nuisance prevention (see 2.3. Innovating in response to major environmental changes, on page 82).

— Human rights scope – Fifty countries whose Human Freedom Index is lower than the world average*

	2019
Number of accidental pollution events (on road journeys)	3
Proportion of entities having an environmental policy	82%
Proportion of entities having put in place environmental prevention measures after mapping environmental risks or doing an environmental analysis ⁽¹⁾	88%

* Countries where the Group is located and the Human Freedom Index (HDI) is below the world average. This index was created by researchers at the Cato Institute think tank. Scope defined on the basis of the countries where the Group is located, excluding the Communications division. Group-wide, this scope represents 61% of the total workforce, across fifty countries (Angola, Argentina, Bangladesh, Benin, Burma, Brazil, Burkina Faso, Burundi, Cameroon, China, Republic of the Congo, Republic of Côte d'Ivoire, Gabon, Gambia, Guinea, India, Indonesia, Kenya, Laos, Lebanon, Liberia, Madagascar, Malawi, Malaysia, Mali, Mexico, Morocco, Mozambique, Namibia, Niger, Nigeria, Uganda, Pakistan, Philippines, Qatar, the Democratic Republic of the Congo, Central African Republic, Rwanda, Senegal, Sierra Leone, Sudan, Tanzania, Chad, Thailand, East Timor, Togo, Tunisia, Vietnam, Zambia and Zimbabwe).

(1) I.e., 54% of entities in this scope.

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2. Four key pillars for a sustainable commitment

The Group is also working on a progress initiative that sees it taking all reasonable and appropriate measures to optimize the positive external impacts of its operations throughout the value chain. In this respect, it is committed to contributing to the achievement of the UN's Sustainable Development Goals (see 4.3.1. Cross-reference table, on page 118).

Since 2017 the Bolloré Group has measured the socio-economic footprint of Bolloré Transport & Logistics, in which human rights issues are a priority, in its areas of operation, conducting several studies on the impacts of its various activities, primarily concerning value created but also taking account of health and education. These studies were carried out firstly in Cameroon, Gabon, Congo and the Comoros, then in 2019, were conducted in Sierra Leone, Kenya, Tanzania and Uganda. For the sake of transparency, the application of this calculation method, the input data and the results of each study are checked by an external consulting firm that validates the truthfulness and conclusions. Firstly, an internal audit of the quantitative and qualitative data is carried out with the corporate project managers and the purchasing, finance, HR, CSR managers of the concerned countries. Then, for the sake of transparency, the application of the calculation method, the input data and the results of each study are checked by an external consulting firm that validates the truthfulness and conclusions. For each of the studies, the consulting firm validates the analysis of Bolloré Transport & Logistics & socio-economic footprint thanks to a specific calculation tool produced for this scope. The designed model is based on the use of symmetrical input-output tables to model the interdependencies between all sectors of activity for a given economy (work by the economist Leontief).

— Annual study of socio-economic footprint

	Cameroon, Gabon, Congo	Comoros, Sierra Leone, Kenya, Tanzania and Uganda
	2017 Data	2018 Data
Direct jobs ⁽¹⁾	7,985	2,289
Of which women	923	573
Local service contractors ⁽²⁾	28,126	43,215
Jobs generated ⁽³⁾	14,910	12,712
Health coverage (in millions of euros)	4.7	2.658
Contributions to public services (in millions of euros)	110	23.33
Goods and services purchased on the domestic market (in millions of euros)	164.7	120.46
Number of societal actions	76	17
Amount of societal actions (in euros)	1,441,000	168,000

(1) Direct jobs generated during the year by the Bolloré Logistics, Bolloré Ports and Bolloré Railways business units (if present in the country in question).

(2) Indirect jobs generated by service providers (dockers, etc.) and local suppliers.

(3) Jobs generated by household consumption by direct and indirect employees.

With over 90% of employees hired locally and almost half of Bolloré Group employees on the African continent, the Group relies on a large number of partnerships with schools and universities in its areas of operation, which in turn help to boost the economy of these regions. Sometimes the leading employer in areas that have been heavily affected by development issues (unemployment, lack of infrastructure, etc.), the Group reinforces its positive societal footprint through its sponsorship policy (section 2.4.2. Sponsorship policy on page 99) as well as its activities, which help to open up countries and to provide innovative solutions to energy challenges, and by boosting the local economy (local purchasing, taxes and levies). Its training policy – open to employees of subcontractors in some regions – and the health cover and vaccination campaigns it offers employees in regions lacking health facilities, also further its positive societal contribution. Bolloré Transport & Logistics invests in training for young people, taking in almost 500 interns each year, and the socio-economic impact studies conducted in eight countries in Sub-Saharan Africa in 2018 and 2019 show that over 10,000 direct jobs and 71,000 indirect jobs have been created and 27,000 indirect jobs generated in one year by the activities of the Bolloré Logistics, Bolloré Ports and Bolloré Railways business units in this scope. Hence, the results of the Group's various impact studies attest to the territorial anchoring of the company through its positive impact on jobs, the increased skills of local populations and the improvement of living conditions in local communities thanks to the social and societal initiatives carried out by the subsidiaries. For example, in Sierra Leone 5,000- and 10,000-liter reservoirs have been handed over to local communities, thereby providing them with access to drinking water.

— Human rights scope – Fifty countries whose Human Freedom Index is lower than the world average*

	2019
Proportion of managers hired locally	85%
Proportion of students hired from a partner school or university	30%
Proportion of employees trained	57%
Employees hired at the end of their internship or work-study program ⁽¹⁾	231
Employees on fixed-term contracts (CDD) given permanent contracts (CDI) ⁽²⁾	764

* Countries where the Group is located and the Human Freedom Index (HFI) is below the world average. This index was created by researchers at the Cato Institute think tank. Scope defined on the basis of the countries where the Group is located, excluding the Communications division. Group-wide, this scope represents 61% of the total workforce, across fifty countries (Angola, Argentina, Bangladesh, Benin, Burma, Brazil, Burkina Faso, Burundi, Cameroon, China, Republic of the Congo, Republic of Côte d'Ivoire, Gabon, Gambia, Guinea, India, Indonesia, Kenya, Laos, Lebanon, Liberia, Madagascar, Malawi, Malaysia, Mali, Mexico, Morocco, Mozambique, Namibia, Niger, Nigeria, Uganda, Pakistan, Philippines, Qatar, the Democratic Republic of the Congo, Central African Republic, Rwanda, Senegal, Sierra Leone, Sudan, Tanzania, Chad, Thailand, East Timor, Togo, Tunisia, Vietnam, Zambia and Zimbabwe).

(1) i.e., 69% of employees hired at the end of their internship or work-study program Group-wide, excluding Communications.

(2) i.e., 80% of employees on fixed-term contracts (CDD) given open-ended contracts (CDI) Group-wide, excluding Communications.

2.3. Innovating in response to major environmental changes

Thanks to its strategy to diversify into the sectors that further the energy transition, such as the development of electrical mobility solutions, electricity storage, systems for optimizing the flow of people, materials and data for the city of tomorrow, the Group has naturally earned its place as a player committed to the energy transition and working to combat climate change. We have also promised to contain the environmental footprint of all our activities using environmental management systems, which also enable us to prevent the risk of pollution from the storage and transport of hazardous materials identified as priority CSR risks in the Group's risk map.

2.3.1. ADAPTING TO AND COMBATING CLIMATE CHANGE

Faced with significant climate challenges and higher stakeholder expectations, the Bolloré Group is adopting mitigation measures to enable it to adapt to and combat climate risk in the course of its business. Faced with physical risks to its business from the growing number of extreme climate events, the transition risks and opportunities linked to market and technological progress, and the challenges of remaining competitive and protecting its reputation, the Group is increasingly aware of the importance of positioning these challenges at the center of its business development and management strategy. To spearhead its future resilience, it is investing in the long term to enable it to seize business modernization and diversification opportunities. In doing so it will be able to adapt its organization as best it can to the societal challenges of climate change in order to:

- improve its energy efficiency, lower its GHG emissions and operating costs;
- reduce its dependency on fossil fuels and volatile carbon costs;
- become more efficient and competitive: anticipate and meet stakeholder requirements with respect to climate change risk by improving the Group's ESG performance;
- continue to diversify and invest in the development of low-carbon products and services, thereby increasing its resilience to and combating the impact of climate change.

THE GROUP'S GOVERNANCE AND STRATEGY FACED WITH THE RISKS RELATING TO CLIMATE CHANGE

Through the Ethics – CSR and Anti-corruption Committee, the Chairmen and Vice-Chairmen of the Board of Directors are helping to review and steer CSR strategy, action plans and key decisions, including the analysis of risks and opportunities relating to climate change. The minutes of the 2019 Ethics –

CSR and Anti-corruption Committee meetings were sent to all Board members in 2020. The performance of all CSR-related projects, including those related to climate change challenges, is monitored weekly by the Communications and CSR Director who reports her findings to the CFO and Vice-Chairman of the Bolloré Group's Board of Directors.

MANAGING CLIMATE RISK

A commitment to closely monitor climate risks and opportunities is an integral part of the Group's commitments in its strategic pillar "Innovating in response to major environmental challenges". This also involves it committing to combat climate change, measure and lower its GHG emissions, and seize the opportunities and control the risks inherent in the carbon impact of its products and services. Following the risk management process of the Group Risk and CSR Departments (see chapter 3. Risk factors and internal control, on page 128), the business units aim to draw up risk management processes for their own activities.

At the Group's Bolloré Logistics subsidiary, for example, the management of climate risks and opportunities is a multi-stage process. First, the risks and opportunities are identified and categorized by type. For each mitigation measures, alternative solutions or monitoring processes are devised. A risk management action plan is drawn up under the guidance of the company's QHSE manager, who is also responsible for updating it. For each specific risk or opportunity identified it contains a detailed management process and, where necessary, a business continuation plan for the risks.

PERFORMANCE INDICATORS

To measure its climate-related performance and risk management efforts, the Group is committed to monitoring the following indicators:

- changes in scope 1 and 2 GHG emissions (including measuring its consumption of fuel, electricity, heating, etc.);
- scope 3 GHG emissions (including measuring GHG emissions from waste, the transport of people and the Group's products and services);
- investments (in euros) to optimize energy performance and efforts to lower GHG emissions within its activities (fitting LEDs, occupancy sensors, renovation of the heating system, insulation work, renewing the vehicle fleet, etc.);
- reduction in GHG emissions through the consumption of energy from renewable sources;
- investment in the development of low-carbon products and services (currently in progress);
- percentage of revenue linked to low-carbon products and services (currently in progress).

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CONTROLLING THE GHG FOOTPRINT AND ENERGY PERFORMANCE

Each year the Group measures the GHG emissions from its energy consumption. Furthermore, in accordance with the law on the national environmental commitment of July 12, 2010, in 2019 the Group once again conducted its GHG emissions survey for the 2018 benchmark year.

— Summary of GHG emissions included in scopes 1, 2 and 3 Bolloré Group (excluding Communications)

(in metric tons CO ₂ eq.)	Transportation and logistics	Oil logistics	Electricity storage and systems	Others	2019	Pro forma 2018	2018	2017	Change 2018/2019	Coverage rate
GHG emissions associated with energy consumption – scope 1 ⁽¹⁾	258,206	8,237	7,743	913	275,098	252,733	268,013	273,895	3%	100%
GHG emissions associated with energy consumption – scope 2 ⁽²⁾	66,053	1,172	4,251	98	71,574	60,173	61,614	77,625	16%	100%
GHG emissions associated with energy consumption – scope 1 and scope 2	324,260	9,409	11,994	1,010	346,672	312,906	329,628	351,520	5%	100%
GHG emissions – scope 3 ⁽³⁾	3,356,220	4,479,395	8,639	562	7,844,817	NA	4,671,770	4,553,489	NA	100%
TOTAL SCOPE 1, 2 AND 3 GHG EMISSIONS	3,680,480	4,488,804	20,633	1,572	8,191,489	NA	5,331,025	5,256,529	NA	100%

NA : not applicable.

(1) Scope 1 corresponds to direct emissions, such as energy consumption excluding electricity, fuel combustion, emissions from industrial processes and fugitive emissions linked to refrigerants.

(2) Scope 2 corresponds to indirect emissions associated with energy, such as electricity consumption or steam, cold or heat consumption through distribution networks.

(3) Scope 3 corresponds to upstream energy, waste, petroleum product combustion and emissions due to transport of goods in the provision of freight forwarding and to work-related travel. Scope 3 on a historical basis cannot be compared to the 2019 value due to changes in methodology and greater comprehensiveness in the items calculated.

The calculation methodology used is the Ademe carbon-base method issued on November 8, 2019.

Internationally, where the emission factors for certain items of energy consumption were unavailable, the French factor was applied. For GHG emissions linked to electricity, when no emissions factor was available for a particular country, the highest factor from any of its neighboring countries was applied.

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See section 1 of the universal registration document “Key CSR figures” on page 18 for a breakdown of GHG emissions by geographic area and emission category.

GROUP ACTION PLAN

To reduce its greenhouse gas emissions (GHG) the Group is working on optimizing its energy consumption. Significant efforts are made every day by all divisions to reduce consumption, optimize site operating costs and reduce the impact of its activities on climate change. While industrial sites are the biggest consumers and as such are the subject of special attention, the Bolloré Group is also careful to optimize the consumption of its tertiary sites. Sustainable consumption in its building and infrastructure stock also features high on the Group's agenda and it has adopted pro-active measures to help meet the broadest challenges such as climate change. In 2019, 44% of entities contributing to the CSR reporting declared that they had taken action to improve energy performance.

Furthermore, in 2019, 12.5% of the electricity generated and/or consumed by Group entities came from renewable sources.

Moreover, the Group aims to strengthen its ability to measure its scope 3 emissions and in particular the impact of its products and services on the climate by 2022 through development of a calculation method to estimate:

- GHG emissions from its scope 3 products and services;
- the metric tons of CO₂ avoided thanks to the consistent implementation of its activities over a reinforced scope.

In 2019, the Group began work to step up its scope 3 measurements and from this year can include: energy upstream, waste, petroleum product combustion and the emissions from the transport of goods during freight forwarding and business travel. The Group will continue this work with a view to continuously improving the accuracy and exhaustiveness of the data included in this overview.

Transport & Logistics

Transport & Logistics account for over 90% of the Group's emissions. The largest emissions items identified are transport of goods, handling and electricity. From monitoring of their consumption to implementing solutions to optimize the energy performance of their activities, each of the divisions is involved every day in reducing the Bolloré Group's GHG footprint. The transport and logistics activities are striving to improve the quality of their buildings and optimize their existing infrastructures to limit their impact on the environment, based on recognized labels and certifications.

• Bolloré Ports

Green Terminal

Conscious of environmental issues, Bolloré Ports has launched the Green Terminal label, a technical terminal management program certified by an approved body, to supplement ISO 14001 certification. This ISO 14001-based label certifies the voluntary surpassing by the Group of that international standard so that it can improve its environmental performance and highlight all of its best practices. Bolloré Ports is increasing its technical initiatives and working to reduce its greenhouse gas emissions. On average, 10% of total investment for construction or site rehabilitation is earmarked for the environment, excluding port handling equipment. As part of their environmental certification endeavors, the port terminals in Congo, Ghana and India are aiming to obtain the Green Terminal label by the end of 2020.

More specifically, gantries are operated by innovative solutions that harvest and then discharge solar energy, eRTGs were brought in for our latest projects, we have bought electric tractors and employees use Bluebuses (shuttle buses) to travel to all parts of a terminal (pedestrian yard). To obtain the label, three of the five key criteria target the reduction of atmospheric pollutants such as greenhouse gases:

- invest in your own fleet of low-emission, low-carbon vehicles (vehicles, equipment such as eRTGs, STS, electric tractors and installation of electricity power plant);

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- use low-emission fuels (low sulfur, carbon or particles) to operate your own fleet (cars, trucks or service shuttles) and terminal equipment (mobile and static cranes);
- monitor the entrepreneurs' performance by stating the expected emission standards in the contract documents.

In addition to these three objectives, the ports wish to set an example in terms of how they manage their activities and are tending to opt for projects that demonstrate the feasibility of new air pollution reduction technologies (such as the electrification of handling equipment or connecting infrastructures to the electricity grid), restricting the entry of vehicles (trucks, barges or trains) to non-compliant areas of the terminal, incorporating atmospheric emission criteria and best operating practices into the tender offer procedures for concession contracts and lease agreements.

In another of its energy consumption initiatives, Bolloré Ports has promoted Edge certification (Excellence in Design for Greater Efficiency), the standard in certified sustainable construction, at its MPS II port. Projects that adhere to the Edge standard reduce their energy and water consumption by 20%. This approach is to be deployed for all future port projects.

Connection of ports to the national electric network

Depending on its location, where infrastructure permits and in consultation with local authorities in some countries, Bolloré Ports has set for itself the goal of connecting all of its container terminals, which until now have been connected to power stations to the national electricity grids. In 2019, 22 terminals and concessions out of 24 (including one partial connection) were connected to the network. These connections allow a significant reduction of emissions of particle pollutants and of consumption of diesel, lubricants and spare parts due to the intense use of generators.

Between 2016 and 2019, the connection of certain ports to the electricity network and the introduction of new more powerful and energy-efficient machinery enabled a 64% reduction in their GHG emissions, corresponding to a reduction of 15,215 metric tons of CO₂ equivalent avoided at constant scope.

Environmental impact studies

As part of the projects, technical studies are conducted for any new construction, which results in the assigning of a rating for the quality of construction and a consideration of the issues associated with water, air, land and energy consumption. Environmental impact studies are also required for Infrastructure Rehabilitation Programs which also assess the consequences of climate change. It should be noted that these studies are conducted regularly, whether or not they are required by local regulations.

• Bolloré Railways

Bolloré Railways, whose locomotives run on diesel fuel, is investing in new locomotives that are more efficient and consume less fossil fuel, thus reducing their impact on the environment. Some 10 locomotives were delivered in 2019, representing an investment of almost 25 million dollars. One of Bolloré Railways' priorities is to improve its goods transport plan, in particular by optimizing wagon loads on both legs of the journey. In addition, solar panels have been installed at most Bolloré Railways sites. Even though stations are mostly supplied by the national electricity grid, the production of electricity by solar energy is constantly being studied and promoted when the environment is friendly to it, all along the railway line (small bush stations, railroad crossings, etc.).

Environmental actions, such as switching off locomotive engines in the event of prolonged stops, contribute to the reduction of GHG emissions.

• Bolloré Logistics

In line with its "Powering Sustainable Logistics" CSR program, Bolloré Logistics has committed to reducing the GHG emissions of its own operations. This target was revised at the end of 2019 to bring it into line with the latest IPCC recommendations and the 1.5-degree trajectory.

Bolloré Logistics has set itself the target of reducing the scope 1 and 2 GHG emissions of its entire network by 43% by 2027 (2017 reference year base – measured according to the Science Based Targets initiative methodology).

To reach this target, Bolloré Logistics has worked on a roadmap which was submitted to the Executive Committee and validated in early 2019. The roadmap combines solutions based on human behavior with technological solutions:

- for all Bolloré Logistics sites: eco-gesture campaign in 2019, low-carbon equipment plan, inter-country CSR challenge AcTogether launched in late 2019, replacement of vehicle fleets (handling vehicles, service vehicles and company vehicles) by more environmentally-efficient solutions and stepping up the sustainable buildings policy;
- for the 10 countries with the highest scope 1 and 2 emissions: energy diagnosis of key sites, monitoring and optimizing warehouse electricity consumption using AI solutions, optimization of air conditioning, fitting of LEDs, window insulation or replacement, solar energy, PPA, purchase of green energy (REC/GO).

The 10 highest emission countries account for 86% of Bolloré Logistics' scope 1 and 74% of its scope 2 GHG emissions worldwide. We are currently working with a specialist firm to roll out a personalized support program for the 14 scope 1 and 2 target countries.

On the real estate side, Bolloré Logistics embarked on a sustainable buildings policy in 2012 and nine of its warehouses rank high for environmental performance. To add weight to this policy the Chief Executive Officer and Buildings-Infrastructures Director signed a "Responsible buildings" charter in 2019. This document asks local managers to align their investment and operating cost targets with a reduction of their environmental footprint, working on four main interlinked areas:

- reducing the building's carbon footprint during construction and use;
- incorporating biodiversity and its ecosystem services from the design phase;
- ensuring quality of work life to enhance wellness, creativity and performance;
- constructing stronger buildings that are more resilient to climate risk.

To demonstrate its compliance, Bolloré Logistics made a formal commitment to systematically obtaining environmental certification at the construction phase, regardless of the size and location of new buildings. In terms of the last area, a physical impact study of all Bolloré Logistics' sites was completed in the first quarter of 2020 to determine their resilience to climate change risk.

Some of the major investments finalized in 2019:

- BlueHub in Singapore: 50,000 m², three environmental certifications – LEED Gold, Green Mark Platinum and BiodiverCity® level A-A-B-A. Many environmental effectiveness systems were incorporated into this warehouse: advanced energy management system based on the Internet of Things (IoT) for the predictive analysis of buildings, smart lighting control system, rainwater recycling system, a system to manage consumption of energy and water, solar panels and a food disposal unit for a waste-free canteen;
- Aerohub, Abidjan, Republic of Côte d'Ivoire: product warehousing and handling platform for the mass market retail sector. The 6,000 m² platform, opened in September 2019, has a low energy lighting system (LED) equipped with a movement sensor, a rainwater retention tank and electrical handling equipment that will eventually be supplied from solar panels.

Alongside these major investments, the Bolloré Logistics network is gradually introducing initiatives to reduce its environmental footprint. For instance, Bolloré Logistics Singapore has now installed solar panels at the Green Hub which will come into operation in Quarter 1, 2020, with an estimated annual saving of 555 metric tons CO₂ eq., and has completed the contracting phase for 2020 green electricity purchases which will save 1,950 metric tons CO₂ eq. Similarly in France, four sites purchased green electricity in 2019 but in 2020 it will be 100% of sites.

Finally, the December 2019 launch of AcTogether, an inter-country challenge which encouraged employees to undertake local CSR initiatives, should go a significant way to helping Bolloré Logistics lower its carbon footprint. Energy efficiency and reducing GHG emissions feature prominently in this project. This is fully in line with the roll-out of Bolloré Logistics' environmental management system covering 80% of the five geographic areas, including 95% of the sites in Europe, Asia-Pacific, Middle East/Southern Asia and the United States with ISO 14001 certification.

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2. Four key pillars for a sustainable commitment

Oil logistics

The company also works daily on the environmental performance of its sites, from a standpoint of both pollution control (14001 certification, end-of-life rehabilitation of oil depots, etc.) and site energy performance (e.g., energy optimization of its vehicle fleet, 5% to 8% of which is renewed each year). To improve its environmental performance and as part of its ISO 14001 certification, Bolloré Energy has updated its policy for monitoring electricity consumption for its primary warehouses. New indicators have been implemented to ensure more regular and precise monitoring of consumption. The Bolloré Energy GHG assessment was updated in 2018. Greenhouse gas emission information campaigns were based on the "rational driving" training, which trained 41 drivers in 2019.

Following the 2015 energy audit, Bolloré Energy also continued to renew the oil vehicle fleet in 2019, acquiring 22 new oil vehicles (Euro 6 standard). In total, nearly 70% of the fleet meets the Euro 5 or Euro 6 standard (65% in 2018, 60% in 2017 and 26% in 2016). Bolloré Energy aims to renew its entire fleet by 2025.

2.7 million euros invested in 2019 to renew the fleet of gasoline vehicles⁽¹⁾.

Electricity storage and systems

• Blue Solutions

Since January 1, 2017, plants in Brittany have been supplied with electricity of which 50% is guaranteed to be of renewable origin. The new buildings in Brittany, such as the new battery production plant built in 2013, incorporate energy performance requirements into the design of the project, which include high-performance lighting, low-consumption motors, process heat recovery, proper insulation of buildings and solar thermal energy for domestic hot water.

For older plants, improvement efforts have been gradually introduced in recent years (replacement of lighting with energy-efficient equipment, optimized operation of air treatment units to limit the consumption of hot and cold air and removal of older oil-fired boilers). Additional Bluecars® vehicles have also been deployed to promote electric mobility during inter-site trips and a total of more than 22,400 km travelled by electric vehicles around factories in 2019, compared to 16,000 km in 2018.

• Blue Systems

As for Bluecars® vehicles, tests were performed during 2018 on vehicles by the Île-de-France Regional and Interdepartmental Environment and Energy Department. When the tests were complete, their CO₂ mass emission rate was determined to be 0 g/km.

In terms of car-sharing, Bluely, Bluecub, Bluetorino and BluePointLondon limit the energy consumption impact of the charging stations by subscribing to offers that guarantee renewable energy consumption (direct or through certification mechanisms that guarantee to offset the annual consumption by injecting the equivalent into the renewable power production network). Source London – London's first renewable energy (through a certification mechanism similar to Bluely or Bluecub) recharging network – helps to improve air quality while maintaining its goal of deployment across the capital.

In addition, car-sharing "ambassadors" keep the fleet balanced mainly with the help of the network's electric vehicles and urban transit. Some services, such as Bluely in Lyon and Bluecub in Bordeaux also use soft mobility solutions such as scooters. BlueIndy in Indianapolis received the 2019 Clean Air Champion, Light Duty Electric award from the Greater Indiana Clean Cities Coalition (GICCC) for its positive environmental impact.

In addition, IER's energy action plan, which was initiated in 2016, is now more than 80% complete. We have been adjusting heating systems/changing boilers and installing LED lighting since 2016 and continue to do so. With regard to energy consumption, the Group makes a distinction between energy consumed for transport and energy consumed in buildings. Consumption is monitored monthly to detect any deviations. IER also implemented a travel management policy, which was partially updated in 2018, through the publication of the mobility plan for the Suresnes site.

2.3.2. MAKING THE MANAGEMENT OF OUR CARBON FOOTPRINT CENTRAL TO OUR PRODUCTS AND SERVICES

DESCRIPTION OF RISK/OPPORTUNITY

Impact and carbon opportunity of products and services⁽²⁾

The Group is involved in long-term investment processes. The diversification of its activities strengthens its resilience to the vagaries of the market and allows it to create employment through the evolution of its business lines and making low carbon an opportunity for the development of its products and services in line with major energy transition and climate change challenges.

GROUP POLICY

Thanks to the development of its LMP® battery and its applications, its expertise in cutting-edge logistics solutions in the energy sector and its commitment to improving its energy performance on a daily basis, the Group is a committed player in energy transition. It responds to several major challenges:

- the development of a port service with less impact on the environment;
- the greening of logistics chains through the provision of low-carbon transport and logistics solutions (last-mile logistics, electrification of transport and sustainable technological solutions offered that allow customers to choose the means of transport that is the least carbon intensive);
- increasing the share of renewable energies in electricity generation by providing innovative and efficient logistics solutions with its transport partners in the service of developing renewable energies;
- supporting the move to electricity of urban mobility by incorporating its LMP® battery into transport solutions;
- offering low carbon solutions (car-sharing, public transport and LMP® technology electric vehicles);
- promoting intelligent energy management to improve access to energy and optimize the use of renewable energy (stationary electricity storage solutions based on LMP® technology).

All Bolloré Group divisions invest and act on a daily basis for the development of innovative products and services that help the Group reduce the impact of its activities on the climate. The Group's commitment is illustrated in particular by the concrete initiatives taken by its divisions and by investments to develop low-carbon products and services.

To better measure its commitment, the Group plans to increase the visibility of the resources invested through the introduction in 2019 of two indicators:

- amount invested in the development of low-carbon products and services;
- amount of revenue linked to low-carbon products and services.

THE DEVELOPMENT OF LOW-CARBON PRODUCTS AND SERVICES

Transport & Logistics

• Bolloré Ports and Bolloré Railways

The Green Terminal label (see section 2.3.1. Adapting to and combating climate change – Controlling of the GHG footprint and energy performance – Bolloré Ports, on page 83), introduced in line with the Group's CSR policy, demonstrates Bolloré Ports' commitment to offering a port service with a lower environmental impact by taking concrete action and using innovative solutions that enable it to reduce its carbon footprint.

More broadly, the Bolloré Railways rail offer for the transport of goods in itself enables an improvement in the carbon performance of transport, since rail transport has lower consumption and carbon emissions than road.

• Bolloré Logistics

Through its core business, Bolloré Logistics' role is to help its customers reduce the environmental impact of their supply chain. The emissions from the transport of goods during freight forwarding account for 43% of scope 3 of the Bolloré Group's GHG emissions. The issue of eco-responsible transport

(1) 2.7 million euros invested in 2018 and 1.5 million euros invested in 2017.

(2) Priority non-financial risk and opportunity.

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and logistics is an integral part of its CSR program: Powering Sustainable Logistics. Every day Bolloré Logistics works to develop low-carbon products and services.

Measuring the GHG emissions and atmospheric pollution from transport

To be able to better inform its customers about GHG emissions and atmospheric pollution, Bolloré Logistics has committed to improving the automated GHG dashboard which links directly to the computerized transport management system. This dashboard is a decision-making tool customers can use to obtain an overview of the key components and simultaneously a detailed breakdown of each of the shipments, including CO₂ equivalent data and the main atmospheric pollutants. Bolloré Logistics has joined forces with the industry initiatives EcoTransIT® World Initiative (EWI) and Clean Cargo Working Group (CCWG) to improve the accuracy and reliability of the data it passes on to its customers. The measurement tools developed by these initiatives comply with EN 16258, the European standard for measuring GHG emissions from transport services, and the Global Logistics Emissions Council (GLEC) Framework. They also take account of the Clean Cargo Working Group (CCWG) carbon dioxide (CO₂) and sulfur oxide (SO_x) emissions of maritime transport. In 2019, work began to incorporate the calculator into the Bolloré Logistics IT systems. Nevertheless, from Quarter 1, 2019, emissions can be calculated based on transport data close to actual figures, thanks to one of the ETW (mass calculation) tools.

Lowering emissions and designing low-carbon logistics networks

Bolloré Logistics advises its customers on how they can reduce the environmental impact of their supply chain, given that the transport and logistics industry is a high emitter of GHG and atmospheric pollution.

Two complementary initiatives were run side-by-side in 2019. First, it continued its customized carbon reduction program for large account customers ahead of, and during, contract performance and second, it standardized its offering of sustainable transport solutions for all customers.

Offering end-to-end low-carbon solutions and eco-responsible products and services

In 2019, Bolloré Logistics continued to work towards standardizing its sustainable products and services to enable it to offer an eco-responsible approach to all its customers.

In the transport chain, its core business operated primarily by sea freight and air transport companies, it continued to honor its commitments to industry players. In June 2019, Bolloré Logistics signed a carbon agreement with Maersk, the global container logistics integrator.

Long-standing partners, Bolloré Logistics and Maersk committed to reducing CO₂ emissions by 20% for each container transported across their activities between now and 2025. In October 2019, Bolloré Logistics, together with CMA CGM, committed to target a 30% reduction in CO₂ for each container transported by 2025. The two companies, long-standing partners, have committed to working together on shared strategic issues: environment, social, community, ethics and compliance.

In addition, given the nature of its activities and its non-asset-based profile, Bolloré Logistics is working to include more CSR criteria in its third-party selection process (suppliers and subcontractors), an essential link in the industry chain. The processes are adapted to each supplier and subcontractor category (sea freight, air transport, road transport, freight, etc.) (see 3. Duty of care, page 100).

Relying essentially on the technological innovations available from its subcontractors, Bolloré Logistics strives each day to identify low carbon transport solutions and to monitor market developments. To take this one step further, the digital solutions were upgraded in 2019 to incorporate environmental criteria early on the decision-making process for the purchase of a door-to-door transport service.

Finally, although the pre/post-road freight undertaken by the company's own vehicles accounts for less than 3% of the total volume of goods transported, Bolloré Logistics promotes alternative more environmental-friendly technologies as can be attested in the following investments in 2019:

- in Le Havre (France), two biodiesel vehicles (biodiesel made entirely from rapeseed produced in France) and one vehicle that runs on bioNGV, an additional two vehicles are also in the pipeline;
- in Singapore and Shanghai (China), a fleet of electric vans undertake the "last kilometer" delivery service. The charging terminals will soon be run on solar energy to lower emissions even further.

Customer support with continued improvement programs

For tender offers, the transport plans submitted, depending on the nature of the tender offer, incorporate a carbon footprint assessment and the proposal of alternative scenarios known as low-carbon transport plans. During contract performance Bolloré Logistics will put together continued improvement plans with its key account customers. All the alternative solutions put forward take account of the cost and CO₂ (and atmospheric or sound pollution, if relevant) objectives per the customer's logistics policy.

Potential low-carbon solutions include:

- designing logistics networks that can improve performance;
- load consolidation and optimization;
- monitoring urgent dispatches;
- selecting efficient forwarding agents;
- the choice of mode of transport (vehicles, equipment);
- selecting alternative low-carbon modes for pre/post-transport;
- switching from air freight to sea freight;
- adopting a multimodal air/sea – road/rail approach.

One of the key ways to achieve sustainable growth is to bridge the innovation gap between sustainable development strategies and logistics strategies. For this reason, since we opened the two B.Lab innovation centers, at the Puteaux head office in April 2019 and in Singapore in October 2019, the company has been arranging innovation workshops with its customers. These are based on a design-thinking approach with the focus primarily on sustainable transport and logistics.

In addition to dealing with the issue of emissions generated by modes of transport, in 2019 the Bolloré Logistics teams worked on several projects related to the second facet of its sustainable offering: natural capital and the circular economy. These new market requirements are growing in both transport and contractual logistics.

The multi-skilled Bolloré Logistics teams ran co-creation workshops with their customers at the B.Lab to discuss packaging, product end of life and the optimization of sales promotion products. Alongside this, several projects (still ongoing) were launched in 2019 to seek alternative solutions to single-use isothermal packaging, sourcing plastic materials with less impact on air freight and even eliminating plastic altogether. The opening up of the start-up ecosystem offers potential new solutions which will be looked into in more detail in 2020.

Offsetting residual emissions

A mainstay of its offering since 2011, Bolloré Logistics continued its carbon offsetting services for its customers in 2019, in partnership with EcoAct, a company that specializes in carbon strategy. Bolloré Logistics committed further to this from January 2020 by voluntarily offsetting the carbon emissions from consolidation of transportation services via a Gold Standard® project to generate electricity from landfill gas in Thailand.

Finally, the December 2019 launch of AcTogether, an inter-country challenge which encouraged employees to undertake local CSR initiatives, should go a significant way to helping Bolloré Logistics lower its carbon footprint. Reducing its transport-related scope 3 carbon emissions downstream is a major theme of the project.

Throughout 2019 the Bolloré Logistics teams continued to strive for a supply chain that's eco-responsible from end to end. The example set by Singapore, with the opening of a new high environmental quality hub, has been exemplary. In recognition of this, in August 2019, Bolloré Logistics Singapore received the SEAA (Singapore Environmental Achievement Award) from the

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Singapore Environmental Council (SEC) for the transport and logistics industry. The award recognizes the company's actions, primarily its new sustainable warehouse, cross-border trucks with foldaway racks and continued improvement projects to lower CO₂ emissions and waste volumes (reuse and recycling of cardboard/wood).

Oil logistics

The strategy developed by Bolloré Energy around the issue of the energy transition is related in particular to the challenges faced by the profession. As part of its efforts among the representative bodies of the profession, Bolloré Energy is participating in an initiative to reduce the share of fossil fuels in the products it distributes. Thus in 2019 Bolloré Energy launched an alternative to domestic heating oil: Evolution Biofuel, composed of 95% mineral fuels and 5% plant-based materials. Containing an additive that reduces consumption by 7%, this biofuel also has exemplary environmental qualities, reducing CO₂ emissions into the atmosphere by 9%. It reduces clogging, fumes and combustion acids, making it more environmentally friendly and less foul smelling. Biofuel sales represented revenue of nearly 1 million euros in 2019.

Electricity storage and systems

Electricity storage is a major technological hurdle to cross if we are to meet climate challenges. Electric batteries have driven innovation in mobility and the development of renewable energies.

Development of the LMP® battery: a unique technology

Lithium Metal Polymer technology (LMP®) is the result of an ambitious research and development program which began almost 30 years ago to bring to the market high-tech batteries that could be used for many applications. The Bolloré Group has invested over 3 billion euros and hired more than 2,000 people to develop its LMP® battery. Building on its position as a global leader in films for capacitors, the Bolloré Group made electricity storage a major priority for development. Composed of thin films made using extrusion techniques in which the Bolloré Group has significant experience, LMP® batteries are characterized by their high energy density and safety in use.

A new version of the LMP® battery reduces by about one-third the CO₂ emissions per kWh stored, over the raw material extraction cycle, adjacent to the plant.

These batteries meet the needs of many markets and solve two key challenges of the energy transition: the development of low-carbon transport solutions by incorporating them into electric vehicles (electromobility market), the development of low-carbon transport solutions and the development of stationary solutions for smart energy management.

The electromobility market

Blue Solutions is supporting urban mobility's move to electricity. The all-solid LMP® in its current design is incredibly popular with urban transport managers because it is safe, has a long charge and long lifespan and is easy to fit. In 2019, Blue Solutions forged partnerships with leading manufacturers for the use of Bolloré Group batteries for public transport (electric buses) and the transport of goods (battery packs in port handling vehicles).

Low-carbon transport solutions

Each day the Bolloré Group works to development of carbon-free transport solutions (car-sharing solutions, electric vehicles, charging terminal networks and urban logistics) (see chapter 1 – Electricity storage and systems, on page 37).

— Clean urban transit solutions

The Bolloré Group continues to grow its electromobility business with an offering of urban transit solutions which run on LMP® batteries. Indeed, Bluebus sells 100% electric buses. It has become one of the leading electric bus players in France. Bluebuses are a clean, silent urban and suburban public transit solution. Combining high tech and performance thanks to their latest generation of Bluestorage batteries, the buses, which are available in two models (the 6-meter and 12-meter), meet environmental challenges.

French-designed, the Bluebus is manufactured at the Bluebus plant in Quimper. Since January 2017, Bluebuses have had the "Guaranteed French Origin" label (bus and batteries). On 6-meter Bluebuses, Bluebus batteries are cleverly positioned on the roof, which means that the floor can be completely flat. This makes Bluebus the only 6-meter vehicle to guarantee the same accessibility to all types of users. The 12-meter Bluebus also has the "Guaranteed French Origin" label and underwent a life cycle analysis to document its eco-friendly design.

At the end of 2019 there were 380 6- and 12-meter Bluebus models in circulation worldwide (184 in 2018). Almost 60 local authorities chose to include the 6-meter Bluebus in their urban transit offering. The 341 became the RATP's first 100% electric bus route in Paris in 2016 and the 12-meter Bluebus now also runs on RATP lines 115 and 126. In 2019, the RATP selected the 12-meter Bluebus as one of its three lead suppliers in its third tender offer (known as the large-scale tender offer) for electric buses for a two-year period. Through its company Bluestation, the Bolloré Group provides its employees in Île-de-France with an electric shuttle bus service. Bluestation also runs a regular shuttle bus service for external companies, such as the Louis Vuitton Foundation, and an occasional service for special events, such as Paris Fashion Week® for the Fédération de la haute couture et de la mode. In 2019, 18 shuttle buses transported nearly 350,000 passengers and traveled 255,952 kilometers.

Blue Systems also offers Bluecar® vehicles either for sale or on long-term all-inclusive leases to businesses and local authorities, with services including maintenance and remote and connected vehicle fleet management. These custom and private fleet management solutions have already been adopted by companies such as Air France, Atos, Clarins and Samsic.

— Car-sharing solutions

Since 2011, the Bolloré Group has been developing, deploying and operating integrated one-way car-sharing solutions (return to the point of departure not required) using Bluecar®, 100% electric vehicles. This solution provides an answer to the problems of cities by making them:

- cleaner through large-scale deployment of a non-polluting transport system;
- less congested by reducing the number of vehicles in circulation;
- more egalitarian by making access to a private vehicle less expensive;
- more pleasant to live in by reducing noise and odor pollution.

This car-sharing model operates in Lyon and Bordeaux (France), Turin (Italy), London (United Kingdom), Singapore, Indianapolis and Los Angeles (USA) and offers a flexible and affordable transport solution adaptable to the needs of regular and occasional users.

For Bluey, Bluecub, Blueindy, Bluetorino, BlueSG, BlueLA and Bluecity, in 2019 there were more than 2.2 million rentals with over 25 million kilometers traveled and a network of more than 4,300 operating charging terminals. BlueSG is becoming the world's largest self-service electric car-sharing system with more than 668 electric Bluecar® at the end of 2019 and 1,254 charging terminals that can be accessed less than five minutes from housing and companies.

These services have significantly reduced the number of combustion engine vehicles on the road, thereby reducing sound, odor and atmospheric pollution in the cities. The service, mainly because of the reserved parking space system, also helps reduce traffic in cities. Every year, the electric cars in the Group's car-sharing services travel millions of kilometers, thus avoiding the release of several metric tons of GHG emissions into the air.

In 2019, the emission of 8,625 metric tons CO₂ eq. were avoided (10,281 metric tons CO₂ eq. in 2018⁽¹⁾).

— Network of charging terminals

Alongside this, the Bolloré Group deploys and operates networks of IER charging terminals for all types of electric vehicles in the United Kingdom and France. At the end of 2019, the London network, Source London, had 1,200 IER terminals distributed throughout 23 boroughs of the UK capital. Since the end of 2018, the Bolloré Group has also been deploying and operating Blueib, a semi-fast-track network of charging terminals in the Lille European Metropolitan Area. The Bolloré Group has been able to provide these services, open to all electric vehicle users, thanks to the experience it has acquired in electromobility, car-sharing in particular. They also significantly contribute to the growth of the electric vehicle market.

(1) Methodology: total number of kilometers driven by car-sharing vehicles multiplied by the emissions factor for a mixed gasoline/diesel engine passenger car (source: Ademe Base Carbone).

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— Innovative solutions for smart cities

In addition, to address the recent challenges presented by the fast growth of new mobility solutions in cities, the "Smart Mobility" platform has been developed to offer cities an innovative way to supervise and regulate the mobility operators and infrastructures in real time. For instance, when pollution levels peak the city can easily impose no-go areas for cars. It can also decide to give priority to soft mobility solutions over combustion engine vehicles.

Developed with Polyconseil, this digital intervention system enables the cities to:

- regulate mobility operators in real time;
- optimize the use of public space;
- plan and synchronize mobility services in a changing situation.

By uploading their data to the platform, the operators offer a solution to the "potential problems" of their new services and give cities new revenue streams which render their activity more acceptable. In 2019, two pilots were launched in Los Angeles and Lyon.

Innovative energy storage solutions

Essential solutions for the development of renewable energies and the electrification of areas without access to energy, the stationary applications developed by Blue Solutions are based on the new performances of our Lithium Metal Polymer (LMP®) batteries. Since 2014, the Bolloré Group has been working with Bluestorage to roll out stationary energy storage solutions and providing concrete responses to the challenges arising from the energy transition.

Within the field of on-grid applications, these solutions enable energy producers and power grid operators to incorporate renewable energies on a large scale and offer flexibility (smoothing and offsetting production) and resilience which help regulate the frequency and voltage of the power lines. In 2019, Bluestorage signed a baseline agreement with RTE to supply a large-scale battery storage system to the Ventavon site as part of the Ringo project. With an installed capacity of over 30 MWh, this 28-month project will produce one of the largest storage facilities in France and Europe.

Product eco-design

In 2019, a life cycle assessment (LCA) of the new generation Bluestorage battery pack (IT3) showed that it reduced by about one third the CO₂ emissions per kWh stored, over the raw material extraction cycle, adjacent to the plant. This is possible because of the design, which focuses on increasing energy density and optimizing the casing and electronics. We have been conducting LCAs of energy storage solutions (batteries, supercapacitors) and their mobile and stationary applications since 2012. These studies are governed by the ISO 14040 on environmental management – life cycle assessment, which verifies the environmental added value of products and identifies ways of improving their design.

Since 2017, IER has also been conducting life cycle assessments of one of its self-service airport check-in kiosks and a charging terminal to measure the

ecological footprint of products and promote good eco-design practices. As such, in accordance with the Ademe calculator, a self-service airport check-in kiosk represents 2,489.3 kg CO₂ eq. over five years. The vehicle charging terminal represents 776,435 kg CO₂ eq. over seven years. The sustainable nature of IER products, from design to end-of-life, reduces the carbon impact of those products. More than 50% of IER's product parts are produced locally, which significantly reduces the carbon impact of transport.

Other innovative solutions to reduce customers' carbon emissions exist throughout the supply chain

IER uses proven technological expertise to develop new business line processes and deploy innovative concepts in environments throughout the supply chain including warehouses, vehicles, transport, points of sale, public places and roads. In the mass-market retail sector, for instance, IER monitors reusable packaging for the transport of fruit and vegetables, thereby reducing tray loss by six and optimizing packaging consumption. It has taken concrete progress measures for its customers, which facilitate the operator's work while respecting the environment. Examples include:

- the equipping of terminals with native energy saving solutions, i.e. programmed automatic switching on and shutdown or the systematic implementation of energy efficient power supplies;
- the development of a "French" information system offering optimization solutions for delivery rounds to maximize the usage of the fleet, cover the shortest distance possible while ensuring that time commitments are met and reducing GHG emissions due to local operation;
- the provision of mobile applications for drivers to optimize the transport plan, track packages and maximize the dematerialization of documents.

In 2019, as part of an initiative of the French Ministry for the Ecological and Inclusive Transition, Polyconseil revamped a tool used by companies to declare their pollutant emissions. The data the companies upload to the tool includes an environmental database listing the chemical substances or hazardous pollutants emitted into the air.

2.3.3. PREVENTING POLLUTION AND REDUCING THE ENVIRONMENTAL IMPACTS RELATED TO OUR ACTIVITIES

GROUP POLICY

Controlling the environmental footprint of the Group's sites requires the deployment of Environmental Management Systems (EMSs) or specific measures and controls in accordance with recognized standards such as ISO 14001 for environmental management or standards that comply with strict regulations such as Seveso or ICPE for industrial sites. Industrial and environmental risk analyses are conducted on the sites to identify and make decisions about the preventive or corrective actions to be implemented. This ongoing improvement initiative is at the core of the environmental vigilance cycle implemented within the Group's entities.

— Environmental Management System (EMS) Bolloré Group (excluding Communications)

(as a percentage)	2019				Total 2019
	Transportation and logistics	Oil logistics	Electricity storage and systems	Others	
Proportion of the workforce covered by a management system that takes the environment into account ⁽¹⁾	90	88	71	0	88
Proportion of entities with a management system that takes the environment into account ⁽¹⁾	78	33	50	0	71
Of which, the proportion of entities certified or declaring they have at least one environmentally-certified site (e.g., ISO 14001, ISO 50001, etc.)	50	100	50	0	51

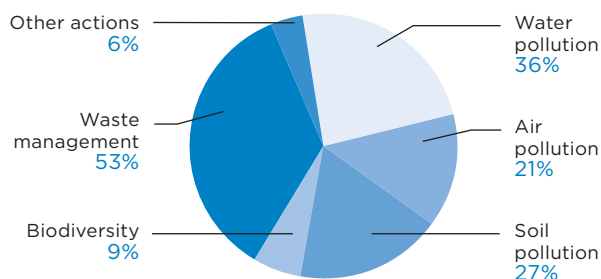
(1) Across the CSR reporting scope (118 entities).

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In this way, the policies to prevent local pollution and industrial accidents, manage waste and water and protect the biodiversity are all put into practice every day by the Group and its divisions to ensure they keep on top of priority risks. In 2019, 56% of Group entities reported they had mapped their environmental risks or conducted an environmental assessment (assessment of key environmental factors). The actions implemented following this mapping cover a broad range of environmental topics (see diagram below).

Breakdown of actions to prevent environmental risks by theme after risk mapping



Even though the policies implemented and performance indicators tend to become standardized at the Group level, they inevitably retain the features specific to the challenges of each business line and activity.

GROUP ACTION PLAN

By 2022, the Group will endeavor to:

- strengthen the deployment of environmental management systems to ensure the existence of the vigilance cycles needed to prevent pollution, minimize the occurrence of environmental incidents and ensure their consistent and immediate management at sensitive sites;
- deepen the diagnostic work of existing systems initiated in 2017 with the QHSE Departments and reinforce the Group's monitoring and performance indicators;
- continually strengthen environmental reporting in all of its divisions to improve data reliability and the consolidated vision of policies and actions deployed, move toward a centralization of policies or at least better uniformity of performance monitoring indicators in order to share and pool best practices;
- continue the divisions' awareness-raising efforts through risk management workshops in 2018 to define policies and action plans implemented in a concrete and measurable way at Group level, or at a division level when the specific nature of the activities so requires.

The policies and specific action plans to control local pollution risk from the transport or storage of hazardous products within the Bolloré Group's activities are grouped below by division and theme.

Transport & Logistics

The transport and logistics activities are especially exposed to risks from local pollution and hazardous goods transport and storage. These risks are monitored by the environmental management systems (EMS) in place. In accordance with these systems, after evaluating the impact of their activities on the environment the entities must develop action plans to reduce the risk and impact of pollution. These must include, for example, preventative measures for the transport and storage of hazardous materials, an inventory of sources of hazardous waste and the measurement and analysis of air, water and soil emissions. The activities are subject to regular internal and external audits carried out pursuant to regulations and as part of certifications. The defined processes make it possible to report, analyze, record and correct incidents, accidents and compliance failures that can lead to pollution. They are a virtuous circle of vigilance that is central to the continuous improvement process. The environmental performance of each entity is monitored regularly at meetings of central and local Management Committees.

• Bolloré Ports and Bolloré Railways

The port and rail entities' sites are managed in compliance with the main environmental management criteria specific to ISO 14001. The environmental management systems deployed on the sites list the environmental requirements associated with the various port concessions (local and contractual regulations, impact study recommendations) and the framework of the environmental management plans (inventory of sources of pollution, mitigation, reduction, offsetting actions put in place, etc.). In addition, the Green Terminal label aims to take account of key environmental factors such as the processing plants, construction methods resulting from impact studies and controlled discharge into the sea or the network after treatment in order to limit the impact on neighboring communities of terminal construction and/or operation.

Prior to each new location and each development project, the port and rail entities conduct environmental and social impact studies, such as at MPS II in Ghana, Freetown Terminal, Abidjan Terminal 2 and Sitarail in 2017. In 2018, impact studies were also carried out as part of the development or modification of port facilities (Haiti and Dili in East Timor), in consultation with stakeholders. These studies, which are submitted to the competent local authorities and stakeholders (banks, for instance), allow the local populations and environment to be taken into account at the earliest stage of the development process to ensure the preservation of their environment (such as biodiversity, soil pollution, etc.) and the well-being of the local communities (safety, maintenance or even improvement of living conditions). At the end of this process, an environmental approval order is obtained. An oversight or monitoring program and environmental monitoring is then put in place to verify the relevance and effectiveness of the environmental protection measures proposed in the Environmental and Social Management Plan (ESMP), which summarizes all of the measures recommended by the environmental impact studies.

In 2019, the Tuticorin Terminal underwent an ISO 14001 audit. The intention is for three further terminals to obtain certification in 2020.

• Bolloré Logistics

The Bolloré Logistics QHSE policy approved by its Chief Executive Officer governs management of the environment. It stipulates the need to "plan, implement, review and continuously improve" the health, safety and environment management system, in accordance with ISO 14001, the state of the art and the laws and regulations in force in countries where the business unit operates. The company deploys an environmental management system in countries that are not yet certified. 80% of the regions have ISO 14001 certification, including 95% of the sites in Europe, Asia-Pacific, Middle East/South Asia and the United States.

In addition, the Bolloré Logistics QHSE policy identifies areas for improvement of health, safety and the environment, supplementing the company's usual ongoing health and safety management. All site employees and stakeholders are subject to best practices and reliable procedures. The Management of Bolloré Logistics sets QHSE objectives and targets that are measurable and consistent with the QHSE policy for the relevant functions and levels within the organization. The achievement of targets is monitored at Executive Committee meetings and the annual QHSE Department Review. Specific QHSE goals and targets can be defined annually for a given geographic region, country or establishment during the Management review.

Oil logistics

Subject to very strict mandatory regulations relating to its activity (Seveso and ICPE sites, etc.), Bolloré Energy deploys an environmental management system to control environmental risks on a daily basis. A general health, safety and environment policy was developed and implemented in 2019, presented at the OHS Committee. Similarly, a specific environmental policy has been drawn up for the largest Seveso depots as part of ISO 14001. 100% of Seveso depots have ISO 14001 certification (including Chasseneuil-du-Poitou which was included in the certification scope in 2019) and 100% of the largest depots are covered by an environmental management system.

Regarding the risks associated with the management of hazardous materials and local pollution challenges, Bolloré Energy relies on ISO 14001 certification, whose scope was extended to all Seveso oil depots starting in 2017 and has deployed measures beyond the minimum regulatory requirement level. Environmental performance is discussed twice a year at the head office Management Committee meetings as part of the ISO 14001 process.

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2. Four key pillars for a sustainable commitment

In addition to the checks conducted by France's regional environmental, planning and housing agency (DREAL), as part of its activities, Bolloré Energy also undergoes various audits, a summary of which is set out in the twice-yearly Management review. Internal audits, conducted by Group employees, keep us on a trajectory of continuous improvement and help us prepare for the Bureau Veritas certification audit. Targets are set or adjusted according to the conclusions and recommendations set out in the Management review.

Electricity storage and systems

• Blue Solutions

All sites in Brittany are covered by a common environmental management system based on ISO 14001:2015 and the dielectric films activity has had ISO 14001 certification since 2011. In 2019, the Batteries site also obtained ISO 14001 certification and it is intended to expand the certification scope to the bus division in 2020. Environmental performance is monitored twice a year by the Management Committee.

• Blue Systems

Since 2008, IER has based its activities on an Executive Management-approved environmental charter that was updated in 2016 and the 2018 CSR policy. These documents also apply to EASIER and are available on the intranet to all IER employees. A move has begun to roll out an environmental policy at Automatic Systems and the intention is to extend it to all IER companies in 2020. IER's environmental performance is discussed each year at a Management Committee meeting as part of its annual process review. 100% of Automatic Systems Belgium sites have ISO 14001:2015 certification.

— Environmental incidents Bolloré Group (excluding Communications)

	Transportation and logistics ⁽¹⁾	Oil logistics ⁽²⁾	Electricity storage and systems ⁽³⁾	Others	2019 Total
Number of environmental incidents	122	1	0	UD	123

UD: undisclosed.

(1) Gradual (Ports and Rail scope), incidental and/or accidental (product spillage, emissions of product vapor or gas, off-site disposal of products with no treatment prior to being discharged into the natural environment, etc.) event that could damage the ecosystems or natural resources.

(2) Number of accidents reported to the hazardous goods transport safety advisor that require declaration to the supervisory body.

(3) Number of environmental accidents that caused pollution.

Transport & Logistics

Each business unit implements emergency response plans based on the outcome of risk assessments (mapping) they have conducted to minimize the potential effects of an accident or emergency on health, safety and the environment. Emergency response plans are prepared in accordance with Executive Management directives. Each entity implements performance monitoring processes and corrective monitoring processes and objectives similar to the division's. Each business unit ensures that employees, including subcontractors working on-site, are properly informed of the emergency response procedure.

• Bolloré Ports

For port activities, the most critical local pollution risks, both gradual and accidental, are containment spills, leaks or emissions of polluting substances or hazardous materials present on the site, the transport and handling of hazardous products and the waste generated by their activities.

To reduce the impact on the environment where spill-risk activities (oils, hydrocarbons and other industrial products) are performed, the terminals have containment tanks. In accordance with local laws and regulations and the QHSE rules established by the business units, all new installations are equipped with rainwater, wastewater and polluted water networks that empty into decantation devices before discharge into city networks or the sea after inspection. For example, in Congo (Congo Terminal) and Cameroon (Kribi Terminal), wastewater is analyzed after treatment by an organization approved by the supervisory authorities and waste oil is recovered by a company specializing in the treatment of this type of waste.

In 2019, Automatic Systems Belgium was audited in order to review its ISO 14001 certification which it is intended to extend to French sites by 2021. Safety audits are carried out regularly (monthly at the Besançon site and quarterly for AS France). An internal audit was also conducted at AS Belgium as part of the roll-out of the BLED system that monitors noise, lighting, energy and waste against environmental factors and gives a color-coded threshold (green, orange or red) for each process.

PREVENTING LOCAL POLLUTION AND INDUSTRIAL ACCIDENTS

DESCRIPTION OF PRIORITY RISK

Prevention of local pollution and management of hazardous materials R⁽¹⁾

Due to its industrial activity, the Bolloré Group has identified local pollution risks as a priority. Even though the transport and storage of hazardous products and the occurrence of industrial accidents represent a major environmental risk and is a top priority for prevention, the measures and controls deployed internally ensure tight control of those risks.

GROUP POLICY

All Bolloré Group divisions implement action and continuous improvement plans as part of their vigilance cycles to prevent local pollution and industrial accident risks. Of the 61% of entities who might store hazardous materials, 77% are equipped with a pollution prevention mechanism.

Gantry accidents present a major industrial accident risk for port activities. For example, non-compliance with the navigation and berthing rules for vessels arriving at the terminals are responsible for major equipment accident rates. Global statistics for the last ten years show 325 ship/quay/gantry crashes, six of which were at the Bolloré Group's port facilities. In the event of a major accident, an emergency plan is deployed by the entity in question and may give rise to a crisis management plan monitored at Bolloré Ports head office. Depending on the severity of the event, the business continuity plan and the remediation process are triggered.

• Bolloré Railways

Railway activities also have an impact on the environment related to the type of waste generated (used oil, soiled rags, plastic waste, oil and gas filters, smoke emissions, etc.) and to the nature of railway activity itself. Note that the environmental risk assessment was also updated as part of the revision of the QHSE management system and of the risk map drawn up in 2019 for Bolloré Railways entities. The risk of accidental spillage of hydrocarbons during their transport by tank car is highlighted in the risk mapping as a major risk.

Since 2018, Bolloré Railways has acquired new equipment to respond to accidental hydrocarbon spills on railways. This includes:

- antipollution kits;
- motor pumps;
- geotextile tarpaulins, tanks.

The operations and safety teams are trained regularly in emergency response intervention techniques for hydrocarbon train incidents such as fires, hydrocarbon spills and in the use of anti-pollution kits.

(1) R: priority non-financial risk.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

To reduce the impact on the environment where spill-risk activities (oils, hydrocarbons and other industrial products) are performed, the Bolloré Railways rail concessions have containment tanks.

Since 2018, Camrail has had a partnership protocol with the Hydrocarbons Analyses Controls (HYDRAC) research center for the physical and chemical analysis of wastewater and hydrocarbon-polluted soils.

Sitarail has also commissioned eight mirador maintenance wagons dedicated to the monitoring of oil trains in circulation. Primarily used to ensure convoy safety, the system can also detect environmental incidents and send out an alert.

Spotlight on the treatment of creosote railroad ties

Historically, the Bolloré Railways brand has operated networks that may still contain creosote railroad ties. Creosote is a mixture of oils extracted from coal or wood tar and used as a preventive treatment for wood. Given the risk posed by the exposure and handling of these ties the Bolloré Group has put specific procedures in place to avoid contamination of employees and third parties by this product.

More specifically, Bolloré Railways has put a specific action plan in place and carried out numerous actions in 2018 to take all necessary precautions. One of the main actions involves replacing the creosote railroad ties per track section with concrete ones. Camrail agents and subcontractors are regularly instructed in the handling of creosote-coated wooden railroad ties and made aware of the environmental and health risks. Two spaces were constructed or converted for the storage of used creosote-covered wooden ties in the best conditions. A medical program was put in place to monitor current and former agents.

During main and secondary track rehabilitation projects, the railroad ties are automatically replaced by concrete ones.

• Bolloré Logistics

Due to the challenges associated with local pollution risks, Bolloré Logistics pays special attention to the prevention of industrial accidents and scrupulously supervises its storage and transport activities for hydrocarbons, cyanide and other hazardous materials throughout its entire supply chain in Africa. In addition, the probability of occurrence of local pollution risk is low in this area, as it is very heavily regulated and supervised, by air and by sea. There are comprehensive procedures for each continent and regional ones for each territory where we operate.

The management of hazardous goods is strictly governed by the division's QHSE policies and manual, which integrates risk assessment, risk prevention and control strategies, regulatory authorizations, reception procedures, segregation, control and handling of goods, as well as instruction and training of employees.

Bolloré Logistics has spill prevention and control measures in place during all chemical handling operations (loading/unloading, storage, transfer, etc.) to minimize the effects of chemical spills on health and the environment, both on and off-site.

Depending on the activity, area of operation or specific features of the site, a number of specific measures may be introduced. For example, chemical storage areas have spill containment equipment to control the spread of spills. Accidental spill kits that include absorbent products such as absorbent granules, sheets and rolls are available. Contaminated materials are safely and adequately treated through a qualified and specialized hazardous waste disposal service provider. Retention trays are available to hold containers with leaks.

Warehouses and yards operated by Bolloré Logistics have internal prevention, protection and intervention resources that include:

- fire protection resources (fire extinguishers, fire-hydrants, smoke evacuation, fire detection or sprinkler systems, where appropriate) based on the level of risk presented by the activities;
- procedures to ensure good overall maintenance and levels of facility maintenance that include periodic verification of equipment and facilities;

- internal monitoring through inspections that are regularly performed to verify the good condition and accessibility of fire-fighting tools and emergency systems, compliance with safety rules, etc.;
- specific procedures such as issuance of work permits before performing certain risky operations such as hot-spot work;
- procedures to secure facilities against the risk of malicious acts;
- The transportation of high-risk chemical products is also carried out under special certifications such as the ICMI (International Cyanide Management Code), held by entities that transport sodium cyanide.

In addition, control of local pollution risks also takes the form of dedicated training sessions for topics such as the handling and transport of hazardous goods, which are provided to employees based on their responsibilities.

For example, an e-learning module on the transport of hazardous goods has been deployed since June 2016. This training is intended for employees who manage hazardous goods situations. It consists of several training modules (identification of hazardous goods, packaging, documentation, loading/unloading, etc.).

Intervention exercises are conducted by the entities to test the effectiveness of the procedures and the emergency equipment available and proper knowledge of the rules to be followed by employees.

Crisis management exercises with simulation of spills are also carried out. For example, an exercise was organized in April 2019 at the container terminal of the Abidjan port. The teams of Bolloré Transport & Logistics Côte d'Ivoire, Abidjan Terminal, teams from the head office in Puteaux and also Bolloré Railways and Sitarail were involved in this exercise. It consisted of simulating an accident involving the transport of hazardous material (cyanide), with the objective of testing the mobilization of the various teams, the responses to this type of accident and communications and operations at the inter-BU crisis cell.

Members of the local crisis management cell worked in concert with the highest civil, administrative, police and specialist military authorities.

Emergency exercises are also carried out, notably on the World Day for Safety. Bolloré Logistics has formalized its basic QHSE requirements for warehouse design: a manual lists the minimum QHSE and safety requirements (standards) that should be followed when new warehouses are built or facilities extended or modified or when warehouses are rented. It is also applicable to yards.

Oil logistics

The prevention of local pollution, such as the risk of oil spills during loading or unloading, as well as the risk of a fire on premises and the risks that come with storing hazardous products, is governed in particular by compliance with strict regulations (Seveso, ICPE, DREAL inspections and ISO 14001) on sites, which have made it possible to manage such risks to date and reduce the risk of accidents. For three years, Bolloré Energy has been involved in a voluntary certification process in accordance with ISO 14001:2015 for its Seveso oil depots at Caen, Gerzat, Mulhouse, Strasbourg and Chasseneuil-du-Poitou. The SFDM depots have also been ISO 14001 and 50001 certified. These strategic procedures have enabled Bolloré Energy to reduce its environmental impact and not only provide accountability for environmental issues but also guarantee confidence for its stakeholders.

In addition, Bolloré Energy has put preventive technical controls in place at all of its facilities to allow more in-depth monitoring of depots and correct any anomalies. Crisis management exercises are carried out every year, complementing the exercises linked to the Seveso internal operation plan. This approach, based on regulatory obligations, allows employees to practice the technical aspects of the exercises. These exercises mobilize not just operational staff on site, but also external personnel from the municipality and the commune (firemen, etc.). "Crisis cell" exercises are also organized, notably involving head office personnel. In 2019, two crisis cell exercises were carried out (one at a retail branch and one at a bulk depot). In addition, in accordance with the regulations in connection with the Seveso classification, exercises are carried out jointly with the prefecture.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

Electricity storage and systems

• Blue Solutions

The local pollution risks (for which the risk mapping was updated in 2019) of the Blue Solutions Brittany sites are limited by various specific measures:

- fire risk prevention is regulated by fire extinguishing (automatic or manual) and detection systems, annual training of first-response teams, quarterly training of second-response teams and fire drills with accidental spill scenarios;
- prevention of water pollution risk consists of storm basins that recover hydrocarbons from water runoffs and contain polluted water in the event of a fire or accidental spill. Any liquids stored are placed in retention tanks;
- the prevention of air pollution risk involves the treatment of VOC (volatile organic compounds) discharges with thermal oxidation on the Batteries site;
- periodic inspections of facilities are carried out in accordance with the regulations in force;
- prevention plans are established with service providers and safety protocols are established with carriers.

In addition, a safety advisor manages the transport of hazardous goods for all of the activities in Brittany. His or her role includes advising Management and ensuring compliance with the requirements for the transport of hazardous goods, including the shipment of products and waste covered by those regulations. In 2019, 24 people were trained in the transport of hazardous materials by the Safety Council and there were no environmental accidents leading to pollution.

• Blue Systems

With regard to Bluecarsharing, car-sharing maintenance sites have set up collection tanks for used liquids, which are then deposited at a recycling center. Audits certify the absence of prohibited heavy metals in manufacturing components. Suppliers also provide declarations certifying that their products do not contain heavy metals that have been banned in Europe, again demonstrating appropriate due diligence.

In an effort to better understand and reduce risks, IER has carried out audits for facilities classified for the protection of the environment (ICPEs) at all design and production sites to ensure compliance. IER has also used audit agencies and its insurers to conduct audits and safety checks. The reports from the audits and checks provide a clear view of the status of risks and make suggestions for improvement. To anticipate and quickly comply with

legal obligations relating to safety and the environment, IER has had a regulatory oversight tool since 2017. Whenever a new law is enacted, this tool communicates the list of requirements to be fulfilled (such as changes to the ICPE standard).

Currently, all French IER and EASIER sites are equipped with chemical storage and treatment solutions (cleaners, detergents, aerosol, deicing agents, etc.). In addition to the health and safety measures deployed for employees, IER and EASIER have taken measures to reduce risks by issuing specific instructions for the management of chemicals and rules tailored to business lines for the management of occupational risks. Internal information campaigns are carried out to make employees aware of the environmental approach, including eco-gestures, "don't discard, sort," distribution of the IER environmental charter, the 5S project, citizens' days and the WEEE (waste electrical and electronic equipment) campaign.

Blue Systems companies did not record any environmental incidents in 2019.

OPTIMIZING WASTE MANAGEMENT AND BOOST THE CIRCULAR ECONOMY

GROUP POLICY

The Group closely monitors waste at its various facilities in France and internationally. The monitoring centers on "hazardous" waste (waste that, by virtue of its radioactivity, flammability, toxicity or other hazardous properties cannot be disposed of in the same way as other waste without endangering people or the environment) and "non-hazardous" waste (which in no way endangers people and the environment). It forms an integral part of non-financial reporting employing a precise classification of facilities. The results of the reporting make it possible to monitor the production of hazardous and non-hazardous waste at each facility and to identify the recovered or recycled portion. They have been included in the calculation of the Bolloré Group's scope 3 since this year.

Hazardous waste is generated by the Transport & Logistics division (particularly in Africa, where a specific treatment is applied to used oils), Blue Solutions (battery production plants, Bluecar, IER and car-sharing activities) and Bolloré Energy (oil depots where residual hydrocarbons are either treated through thermal regeneration or buried).

The Bolloré Group optimized its waste reporting process by fine-tuning its analysis matrix by subcategories of waste (paper, wood, metals, used oils, etc.), thereby ensuring more finely grained traceability of reported waste.

—Waste of Bolloré Group (excluding Communications)⁽¹⁾

	2019				2019 Total	2018 Total	2017 Total	Total coverage rate
	Transportation and logistics	Oil logistics	Electricity storage and systems	Others				
Total amount of hazardous waste (in metric tons)	6,927	1,834	319	–	9,079	9,343	9,948	100%
Of which, proportion of hazardous waste recycled or recovered (as %)	14	87	57	–	31	20	23	100%
Total amount of hazardous (or non-hazardous) waste (in metric tons)	17,565	271	3,345	2	21,183	29,191	65,688	89%
Of which, proportion of non-hazardous waste recycled or recovered (as %)	30	73	95	100	41	44	14	89%

(1) The quantities of waste reported by the Bolloré Group (excluding Communications) in the table above only cover companies engaged in industrial activities.

GROUP ACTION PLAN

By 2022, the Group will endeavor to:

- further strengthen the relevance and reliability of the Group's waste reporting;
- strengthen the recovery and recycling of its major waste;
- initiate discussions to set a target for the handling, recovery and recycling of its hazardous waste that takes into account the disparities of maturity of local infrastructures in place in terms of waste management.

Transport & Logistics

The entities of the Bolloré Transport & Logistics division make every effort to have all of their waste retreated by contractors approved by the Ministries of the Environment of the countries in which they operate to obtain the best level of treatment available in the territory in question. Regarding Bolloré Ports and Bolloré Railways activities, environmental audits conducted by the supervisory authorities are carried out annually and a certificate is issued, in accordance with the existing laws in each country. Specific procedures have notably been implemented for dockyard and railway activities, which emit the most hazardous waste.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

• Bolloré Ports

Internal reporting has been strengthened since 2017, with precise monitoring by category of waste to improve its traceability. For example, used oils, which are the main waste from Ports in Africa, are recycled through a specific treatment in partnership with oil companies such as Total and cement manufacturers in Cameroon, Côte d'Ivoire and Senegal. Waste management is largely based on ISO 14001.

In the context of the roll-out of the Green Terminal label, Bolloré is promoting best practices in its activities. These practices include the establishment of waste plans, the setting of targets relating to the reduction, re-use and recycling of waste produced, investment in equipment encouraging optimal processing of waste, the optimization of waste processing by terminal users (vessels, tenants and operators) and incorporating special criteria into calls for tender for contracts associated with concessions and leases. In the Republic of Côte d'Ivoire, the waste management policy implemented on the Carena shipyard, detailed in the Bolloré Group's Duty of care plan (see 3. Duty of care, on page 100) is an instance of exemplary practice.

• Bolloré Railways

The railway activities are more specifically concerned by the management of metal waste. This waste is resold and recovered by external service providers. Likewise, in addition to its QHSE management system, the two Camrail and Sitarail railway networks apply specific waste management procedures, including for special and hazardous waste (sludge, sawdust or oil-contaminated soil), and for scrap from rail installations and used equipment.

• Bolloré Logistics

Waste produced by Bolloré Logistics is processed in accordance with local regulations and waste management procedures defined by the company, following the guidelines set by the QHSE Corporate Department. Each entity implements and maintains a waste management plan. The waste is entrusted to specialized companies in charge of transporting and treating it (recovery, disposal, etc.). Before collection, waste is placed in suitable packaging and kept in storage areas provided for that purpose.

In 2019, Bolloré Logistics added a second line to the development of its CSR strategy: natural capital and the circular economy, involving improvements to packaging and how it is used.

Oil Logistics

In managing its waste, Bolloré Energy has sought to make its waste register more efficient in order to identify more precisely what will happen to it. The waste tracking slips for the site's hydrocarbon water treatment facilities are centralized at the company level. The voluntary certification process in accordance with ISO 14001 implemented by Bolloré Energy at its Seveso oil depots has shown concrete benefits since the implementation of this system, such as the increased traceability of waste management.

Electricity storage and systems

• Blue Solutions

Blue Solutions is today the only company to use "entirely solid" technology for the manufacture of batteries. LMP® batteries are cobalt- and nickel-free, using a technology that ensures independence. They are composed of copper, aluminum, lithium, polymer, lithium salts, iron phosphate and carbon – raw materials with a stable supply due to the availability of those natural resources. In addition, the absence of solvents in the creation of LMP® batteries is an advantage for environmental protection. Blue Solutions has identified the suppliers and defined processes for the recycling of batteries, 50% of which are re-used. In 2019, the Batteries entity had 10 waste audits. Since March 2018, miscellaneous mixed waste (ordinary waste that could not be sorted) from all sites in Brittany is sent to a waste-to-energy channel. No more waste goes into landfills.

As regards the packaging activity, it should be noted that a large portion of film manufacturing scrap is crushed and extruded and converted into granules, so that it can be used again as a raw material. These granules are either resold as a by-product for less severe applications than the manufacture of thin films or reinjected into our manufacturing processes. Process adaptations carried out in 2018 enabled a granule re-injection rate of 20% for one range of films (10% in 2017), for which the policy was continued in 2019.

• Blue Systems

Bluecar® electric cars follow European standards for equipment recycling. All waste from maintenance sites and tertiary sites is sorted to separate hazardous and non-hazardous waste. The handling and treatment of hazardous waste is confined to authorized personnel, who guarantee its traceability. The vehicles in the Bluecar® range are regularly maintained and repaired in maintenance workshops.

In car-sharing networks, some also collect and deposit waste vehicle fluids (engine oil, coolant) for the Bluely and Bluecub models. Finally, they recover parts in good condition from scrap vehicles for reuse. Following the shutdown of Autolib' which marked 2018, the fleet of 3,900 vehicles was divided into two parts:

- first batch: vehicles were partly re-incorporated into the Bluely, Bluecub and Bluetorino car-sharing fleets;
- second batch: remaining vehicles were sold as they were to secondhand dealers.

More than 80% of the products manufactured by IER, often with lifespans of more than ten years, and primarily comprising metals, are recyclable in the waste market. IER does not directly consume raw materials, as its primary activity is assembly. Nevertheless, since 2014, 90% of products are delivered in eco-friendly packaging (wood and cardboard).

Moreover, in response to regulations (European directive 2002/96/EC), IER is implementing a comprehensive solution for the recovery and reprocessing of its end-of-life products. In 2009, it signed a contract bearing on a treatment solution with a certified and approved company; in France, it also signed up to a government-approved eco-organization on July 1, 2013. IER also offers its customers the opportunity to benefit from the recycling solutions it has set up with its certified service providers for earlier products not covered by the regulations and for facilities outside Europe. This includes North America, where the recycling of end-of-life electronic products is not yet regulated: at the request of the customer, IER offers a dismantling, packaging and return to the plant service for equipment. The recovered metal is then recycled and electronic waste passed on to specialist organizations.

In 2019, in a policy aimed at combating planned obsolescence, IER restored (retrofitted) 675 recharging terminals (formerly Autolib') to enable all types of electric vehicles to be recharged. For example Ubeeqo, a subsidiary of Europcar, uses these terminals to recharge the electric vehicles in their fleet of hire vehicles.

OPTIMIZING WATER MANAGEMENT

GROUP POLICY

Given the importance of this issue at a global level, the Group is aware of its responsibilities for monitoring and optimizing its water consumption and preventing any risk of water pollution through the treatment of contaminated water. Water management is taken into account in particular in the environmental management systems implemented by the Group entities (see 2.3.3. Preventing pollution and reducing the environmental impacts related to our activities, page 88).

As part of its environmental reporting, the Group monitors its water consumption closely in a constant effort to optimize resources.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

— Water consumption Bolloré Group (excluding Communications)

(m ³)	2019 ⁽²⁾				Total 2019	Total 2018	Total 2017
	Transportation and logistics	Oil logistics	Electricity storage and systems	Others			
Water consumption ⁽¹⁾	1,557,513	44,991	24,883	9,172	1,636,558	1,783,519	1,731,283

(1) Includes water from distributed supply and natural environment.

(2) 2019 coverage rate: 100% of the Bolloré CSR reporting scope.

Transport & Logistics

Transport & Logistics activities closely monitor their water consumption, constantly looking to optimize the resource. As a matter of principle, all critical facilities must be equipped to handle wastewater in accordance with local regulations.

• Bolloré Ports

In the context of new projects, and in order to meet the most stringent environmental requirements, all new port facilities such as Kribi in Cameroon, Tuticorin in India and MPS II in Ghana are equipped with their own networks and treatment and purification plants for wastewater, sewage, rainwater and stormwater. This will also be the case for terminals currently under construction, such as Côte d'Ivoire Terminal, Dili in East Timor and the Terra RoRo Terminal in Abidjan.

In 2018, Bolloré Ports launched a new system to prevent freshwater leaks and loss while improving the potability of water on certain networks. Some ports were equipped with mini UV water filtration stations at each point of arrival of drinking water, which has also reduced plastic waste (decrease in the consumption of bottled water). This system was implemented at the Abidjan and MPS Ghana ports and is to be expanded to all port sites.

In addition, various actions have been rolled out by Bolloré Ports in order to optimize water consumption, particularly in water-stressed regions. In 2019 for example, a borehole was drilled for local populations in the Freetown Terminal.

As part of the roll-out of its Green Terminal label, Bolloré Ports intends to put the protection of water resources and aquatic ecosystems and the management of water consumption at the heart of environmental protection at terminals. To do this, it will promote best practices such as preparing water management plans, setting targets to reduce direct and indirect water consumption in the area's infrastructure, using available technologies (for example, ongoing monitoring of water demand in order to identify leaks, spray nozzles on water taps, sensor-controlled flows and dry basins), ensuring staff awareness-raising, etc.

• Bolloré Railways

Local constraints and water stress are also taken into account in water consumption management and rail activity action plans. For example, drilling has taken place and is being exploited by employees and local residents in areas that are not connected to the drinking water system. This is the case for Kihoan in the Republic of Côte d'Ivoire and Siby and Béréga in Burkina Faso. The functioning of the drilling sites is monitored monthly and physical and chemical analyses are carried out to ensure drinking water quality. Accordingly, Sitarail has rehabilitated buildings equipped with water collection wells.

Finally, at Camrail, any soil that is contaminated is recovered and stored in a treatment area, where physical and chemical treatment is carried out. Once treated, the water is taken to a separator and skimmed to separate the pollutant from the clean water, which is then released into the natural environment.

• Bolloré Logistics

Since 2015, water consumption has been monitored in all entities using meters or invoices to establish a picture of the current situation. A water consumption reduction policy is in place, notably through the installation of rainwater collection tanks.

Oil logistics

To improve its environmental performance and as part of its ISO 14001 certification, Bolloré Energy is focusing in particular on monitoring water and electricity consumption at its Seveso oil depots. New indicators have been implemented to ensure more regular and precise monitoring of consumption. In addition, Bolloré Energy monitors the quality of its treated water before it is discharged, which helps to prevent environmental risks related to water pollution and also uses piezometric monitoring of the water table.

Electricity storage and systems

• Blue Solutions

All sites have water retention basins for water used to extinguish fires. Retention basins are equipped with decanters (to catch solid particles) and hydrocarbon separators (to recover traces of hydrocarbons in the rainwater running off the car park). The 2018 air and water discharge measurement campaigns in Brittany show that plants comply comfortably with regulatory thresholds.

In addition, there is monthly monitoring of water consumption on the Plastic films sites and weekly monitoring on the Batteries sites, notably enabling detection of leaks.

• Blue Systems

The majority of Group car-sharing services use environmentally friendly multi-use cleaning products and very little water for vehicles and terminals. In France, the cleaning of Bluecar® vehicles and Bluestation buses is carried out without water.

PRESERVING BIODIVERSITY

Transport & Logistics

Bolloré Transport & Logistics is aware of the importance of taking biodiversity issues into account in the performance of its activities. This is reflected in various actions such as the biodiversity policy deployed by Bolloré Logistics or impact studies carried out upstream of new port or railway construction projects. Partnership actions with external actors are worthy of mention, such as the Bolloré Transport & Logistics Congo-Brazzaville collaboration with biodiversity protection NGOs to assist in the conservation of sea turtles and chimpanzees, two species in critical danger of extinction.

• Bolloré Ports and Bolloré Railways

Prior to making any changes to port or rail infrastructure, technical and environmental studies also take into account the protection of biodiversity. They are submitted to the national authority in charge of the environment. These studies reflect the desire of Bolloré Ports and Bolloré Railways to reconcile the conduct of its operations and the preservation of the biological diversity of the environments in which the companies are located.

As part of major development projects in Haiti and Timor, environmental impact studies led Bolloré Ports to analyze marine fauna and flora and put in place actions for their protection (e.g. the relocation of species).

Under the Sitarail infrastructure rehabilitation program, environmental and social impact assessments (which cover the protection of biodiversity, nature and the human environment) were underway in 2018.

Bolloré Railways also fights against the illegal transport of animal or plant-derived products. For example, since June 2005, an agreement signed between Camrail and the Cameroon Ministry of Forests and Wildlife has enabled the establishment of a project to support the wildlife protection program and the eradication of the transport of wildlife products by rail.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

An NGO was selected to support the process in the project area (Ngaoundéré-Yaoundé section). Camrail's principal undertakings are to:

- allow and facilitate wildlife product inspection missions on trains, at stations and right-of-ways;
- authorize inspection missions for timber products in the departure or arrival stations of those products and make these mandatory before the goods are allowed on board;
- insofar as possible, make essential logistical resources available to the Ministry of Forests and Wildlife to facilitate oversight missions.

Each year, information sessions and inspections of parcels and luggage on board trains take place, with close involvement of communities bordering the railroad.

• Bolloré Logistics

Keen to reduce the global environmental footprint of its activities, since 2013, Bolloré Logistics has had an active policy to manage its impact on biodiversity, enshrined in a Biodiversity Charter, integrated into its Powering Sustainable Logistics CSR program since 2018. This was first rolled out in France on four "Biodiversity Commitment" sites, certified by Ecocert®: the logistics hubs of Roissy and Le Havre, the Nantes site and the head office in Puteaux. The renewal of this certification was obtained at the end of 2018. The Bolloré Logistics biodiversity management system is based on a concept, "Think global, act local", and is developed internationally with the Singapore BlueHub. Inaugurated on December 4, 2019, the Singapore BlueHub, with a surface area of 50,000 m², is a new benchmark in logistic platform design, with particular emphasis on sustainability and biodiversity. It is equipped with the latest supply chain technology, an advanced energy management system based on the internet of things (IoT) for the predictive analysis of buildings and an intelligent lighting control system. Other initiatives include a green roof and terraces, a rainwater recycling system, a system to manage consumption of energy and water, solar panels and a food disposal unit for a waste-free canteen. In 2019, Bolloré Logistics received the Platinum Green Mark for this innovative site, a certification awarded by the Building & Construction Authority (BCA) of Singapore, as well as the LEED Gold and BiodiverCity® labels. The BlueHub is the first site in Asia to have obtained the BiodiverCity® certification.

A "Bolloré Logistics Responsible Building" charter was also signed in July 2019 to guarantee that any large-scale new building, such as the large logistics hubs, is certified with an environmental standard and the BiodiverCity® certification. Internal redesign taking living systems into account is also recommended for site buildings and redevelopments. When it comes to taking this externality into account, Bolloré Logistics is leading the way in the transport and logistics sector. The Group is also raising employees' awareness of biodiversity as a factor affecting well-being in the workplace, in the context of the ActTogether challenge in 2020. In line with its commitments, in July 2018, Bolloré Logistics joined the Act4nature initiative launched by Entreprises pour l'environnement (EPE), alongside 64 other international companies. The association works alongside scientific experts and NGOs with the ambition to create a collective dynamic around biodiversity and thus contribute to the objectives set by the international community for its preservation. By joining this initiative, Bolloré Logistics is one of the companies that integrate biodiversity into its strategy, activities and value chain.

2.4. Making a long-term commitment to local development

Present in 129 countries, the Group invests in the development of modern local infrastructure and thus contributes to the employment, opening-up and economic development of certain regions, especially in Africa. It maintains close relationships with local communities on all the continents where it has a presence and supports projects for the benefit of local populations.

2.4.1. CONTRIBUTION TO LOCAL DEVELOPMENT

DESCRIPTION OF RISK/OPPORTUNITY

Risks and opportunities related to relations with local communities⁽¹⁾

With locations in 129 countries, including 46 in Africa, the Bolloré Group, through its activities and relationships with local communities, is a key player

in regional social and economic development. It must therefore prevent, mitigate and compensate for the negative externalities generated by its activity while maximizing beneficial impacts for local populations and the territories where it operates.

GROUP POLICY

In all its activities, one of the primary issues for the Group is the contribution to the development of the regions, which primarily involves the recruitment and training of local employees.

Through its activities and investments and dialog with local communities, the Group contributes to local economic growth, employment and skills-building, making some countries more accessible and developing public services. Relationships with local communities and actors enable it to better participate in regional dynamics and be more closely involved in their issues. As a result, the Group's local impact policy is broken down into several key points:

- contributing to and promoting local employment;
- investing in the local economy;
- building and maintaining dialog with stakeholders;
- undertaking societal actions for the benefit of local populations.

Transport & Logistics

With 22,249 employees on the African continent (56.8% of all Bolloré Group employees (excluding Communications businesses)), in keeping with its core principles and values, Bolloré Transport & Logistics takes a long-term approach to its activities and is committed to reconciling its economic performance with its social mission and the preservation of the environment. Socio-economic impact studies conducted by the Transport & Logistics division in eight countries in Africa (see 2.2.3. Promoting human rights in our value chain, on page 77) quantify the many positive impacts in Africa, particularly in terms of:

- job creation (direct, indirect and generated);
- contribution of activities to the country's economy through analysis of the economic flows generated by local purchases of goods and services;
- contribution of activities to local GDP;
- national tax revenues;
- employee development (training, transfer of skills, promotion, etc.);
- development of local communities.

The results attest to the territorial anchoring of the company through its positive impact on jobs, the increased skills of local populations and the improvement of living conditions in local communities thanks to the social and societal initiatives carried out by the subsidiaries. Other studies will be gradually extended to other African countries.

CONTRIBUTING TO AND PROMOTING LOCAL EMPLOYMENT

The Bolloré Group is present on the five continents and undertakes, in all the countries in which it operates, to be a leading local employer. The Group has a particular historic presence in Africa: 61% of the Bolloré Transport & Logistics division's 36,515 employees are based there. The Bolloré Group is the number one port operator with 21 concessions in operation and is also a significant player in rail, through its three rail concessions. The Bolloré Group undertakes to be a benchmark local employer in all the countries in which it operates.

As a result, in 2019, the Group measured its impact on local employment. Of the 39,160 Bolloré employees in the workforce as of December 31, 2019, 98.9% were local employees.

The proportion of managers on each of the continents is within the Group's average overall, irrespective of the region, with a slightly higher rate in France, which is the birthplace of the Group and host to its head office. With the exception of Africa, the representation of women is very good in all regions, with almost equal proportions of women and men. In Africa, although there has been a slight progression in the figure, the representation of women is still well below the Group average and our diversity requirements.

(1) Priority risk and opportunity.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

— Distribution of workforce by geographical area of Bolloré Group (excluding Communications)

At December 31, 2019	Workforce	Of which, proportion of women	Of which, proportion of managers
2018 Total workforce	39,403	28%	16%
2019 Total workforce	39,160	29%	16%
Workforce in Africa	22,249	17%	15%
Workforce in France and French overseas departments and territories	7,655	42%	19%
Workforce in Asia-Pacific	5,772	48%	15%
Workforce in Europe excluding France	1,976	41%	14%
Workforce in the Americas	1,508	47%	15%

INVESTING IN THE LOCAL ECONOMY

Through its presence in developing countries, and particularly in Africa, the Group plays a role in the economic development of the areas in which it operates.

— Annual study by country of the socio-economic footprint of Bolloré Transport & Logistics

	Cameroon (2017 data)	Gabon (2017 data)	Congo (2017 data)	Comoros (2018 data)	Sierra Leone (2018 data)	Kenya (2018 data)	Tanzania (2018 data)	Uganda (2018 data)
Direct jobs ⁽¹⁾	4,805	1,103	2,077	249	396	1,107	300	237
Of which women	528	189	206	17	179	74	74	229
Local service contractors ⁽²⁾	13,408	1,989	12,729	105	27,059	5,255	9,670	1,126
Jobs generated ⁽³⁾	9,934	745	4,231	708	5,954	1,959	3,211	880
Health coverage (in millions of euros)	2	1	1.7	0.84	0.242	0.582	0.144	0.85
Investments in infrastructure and equipment (in millions of euros)	41.6	149.8	350 (since 2010)	9.3 (since 2012)	121	16 (between 2016 and 2019)	1.1 (between 2016 and 2019)	1.5 (between 2016 and 2019)
Contributions to public services (in millions of euros)	63	14	33	2.33	11	4	5	1
Purchases of goods and services on the national market (in millions of euros)	40	50	74.7	1.96	52.8	20.2	41	4.5
Number of societal actions	47	8	21	7	4	3	1	2
Amount of societal actions (in euros)	718,000	474,000	249,000	40,000	81,000	21,000	3,000	23,000

(1) Direct jobs generated in one year by the Bolloré Logistics, Bolloré Ports and Bolloré Railways business units (if present in the country in question).

(2) Indirect jobs generated in one year by service providers (dockers, etc.) and local suppliers.

(3) Jobs generated in one year by household consumption by direct and indirect employees.

Through its investments in port and rail infrastructure, its advanced logistics solutions and the development of its electricity storage solutions, it contributes to economic growth. The Group is active not only in direct employment, but also indirectly through purchases from local suppliers and service providers (see "Respect of the fundamental rights of communities and neighbors close to our operations, and constant efforts to make a positive contribution to society", on page 80).

Almost 300 million euros in investments in Africa per year.

Transport & Logistics

The integrated vision of Bolloré Transport & Logistics allows it to develop a global approach to promote the logistical fluidity necessary for the development of a country's industrial activities.

All logistics, industrial and commercial facilities operated with benchmark partners and States are job and wealth creation engines in the countries where they are located, such as Sierra Leone, as well as in East Africa, in Kenya, Tanzania and Uganda. Bolloré Transport & Logistics also encourages young entrepreneurs there. In Uganda, Bolloré Transport & Logistics has signed an MoU (Memorandum of Understanding) with Macquarie University and Macquarie University business schools and put in place a preferred partnership in order to offer students the opportunity of internships on its sites and to develop their skills and professional experience.

The activities of Bolloré Transport & Logistics and its investments are central to the development of subregional imports and exports, which also increases the opening up of neighboring countries. Mainly located in large cities in Kenya and Uganda, they are also to be found throughout the region, contributing to the creation of direct and indirect jobs in smaller towns and rural areas.

• Bolloré Ports

Strategic purchases such as quayside gantry cranes, terminal gantry cranes, terminal tractors and Terminal Operating Systems generate import customs duties and taxes for local communities. In addition, the main local purchasing categories are hydrocarbon purchases, spare parts, energy (water, electricity and gas), insurance benefits, banking and legal (financial intermediation), technical subcontracting activities, restaurants, etc.

• Bolloré Railways

The purchasing profile for the railway concession activity is for the most part dominated by equipment (purchase of locomotives, cars, carriages and spare parts) which, in addition, generates large amounts of import customs duties and taxes for the countries where the business units are based. In addition, local purchases, under local subcontracting and service provision (e.g. maintaining 1,200 km of tracks), play a significant role in boosting local economies. They generate a pool of almost 3,000 indirect jobs classified as subcontracted, full-time or part-time.

2 The Bolloré Group's non-financial performance

2. Four key pillars for a sustainable commitment

As part of its maintenance operations for the railway and its facilities, the railways use a very large number of local companies along the railway route. Sitarail, for example, works with more than 200 local companies. It requires external companies responsible for implementing certain work to recruit local labor, and young people in particular. For routine maintenance work (implementation of the programmed schedule of work) the operations require the recruitment of local labor. The number of direct and indirect jobs generated is estimated at more than 100 during the different implementation stages. Accordingly, depending on the progress of work, working young people from and near the various localities benefit from these temporary job opportunities, which provide them with income. Upkeep is required for an area of 15 meters on either side of the railways, making about 65 million m² for the 2,000 km of both networks. This is maintained mainly by local residents (weeding and brushwood-clearing) and subcontractors. In addition, Sitarail regularly trains young people at its professional training centers in Abidjan and Bobo-Dioulasso as driver assistant, with a view to recruiting them.

• Bolloré Logistics

For freight forwarding, purchases mainly include subcontracting costs (security, guards, rent, etc.), equipment rental and the purchase of fuel.

Through its 600 branches all over the world, Bolloré Logistics promotes the logistical fluidity necessary for the expansion of industrial and commercial activities in the network's territories. It also helps to open up developing countries through its import and export operations. By taking a long-term approach to its activities, the business unit also enables its subsidiaries to establish close links with local economic players. Its new infrastructures contribute to the development of public services and construction (urban transit, road access, etc.), and their modernity helps the local economy to flourish.

In accordance with Bolloré Logistics' commitment in the area of corporate social responsibility, the business unit actively applies a policy to guarantee its positive impact on local economic and social development, focusing on the development of local skills, the transfer of technologies and the use of local labor and manufacturing. This notably involves:

- being a significant employer of local staff in the countries where the businesses are based and operating according to high standards of business ethics. In developing countries, over 95% of direct employees are citizens of the host country, and, as far as is possible, are employed by their local communities;
- sourcing materials and goods from the countries where Bolloré Logistics operates;
- subcontracting the appropriate tasks to local companies;
- transfer of knowledge and training;
- developing the skills of local citizens;
- improving the performance and capacity of local businesses to support economic growth;
- providing support to local citizens;
- providing essential services and goods;
- promoting cooperation in the area of education, training, research and development of companies.

A significant part of this policy consists of ensuring that company regulations in the area of health, safety and protection of the environment, regulatory compliance, anti-corruption practices and quality assurance are implemented effectively everywhere.

Bolloré Logistics' corporate social responsibility (CSR) policy reflects the requirements and priorities of each specific local community in our large range of global sites.

Electricity storage and systems

• Blue Solutions

Promoting access to renewable energy to facilitate local populations' development

In the area of off-grid applications, for isolated areas not connected to the grid, energy storage represents a solution guaranteeing access to energy for all. Bluestorage applications allow users to access energy from sites, villages and communities that are not connected to the national grid, by creating mini-grids powered by renewable electricity combined with a storage solution. Bluestorage thus works with its partners to offer hybrid production systems, solar plus batteries, reducing the usage costs and pollution of diesel generators.

Africa, where rural electrification is a major social and economic community development issue, is an important reference for Bluestorage with 20 or so operational systems totaling 8 MWh of storage. CanalOlympia, operated by Vivendi, is a network of movie theaters and concert halls that is entirely energy self-sufficient due to a combination of local photovoltaic production and Bluestorage batteries. Fourteen theaters are currently operational.

Energy access

Access to energy is one of the major challenges for developing countries because it contributes to the reduction of poverty through economic development, education, health improvement and food security. Through its energy storage solutions, the Bolloré Group contributes to improving access to energy in isolated off-grid zones. In addition to Bluezones, the Group wishes to develop new projects, particularly in Africa, to promote access to energy.

Supporting local suppliers

Out of concern for its impact on the environment and the development of the local economic fabric, the Brittany division relies on local suppliers as much as possible. It works with local sheltered workshops such as CATs (Labor Assistance Centers) and ESATs (Labor Assistance Establishments and Services) to purchase office supplies and wooden pallets, maintain green spaces, etc. Blue Solutions has obtained the "Produced in Brittany" label. This association, created in the 1990s, brings together numerous Breton economic players who aim to promote the purchasing and production of products made in Brittany. The 6- and 12-meter Bluebuses and Blue Solutions have obtained the "Guaranteed French Origin" label. This distinction guarantees to consumers the traceability of a product and gives a clear and objective indication of its origin. It thus certifies that the Bluebuses built in the factory at Quimper are mainly made in France.

BUILDING AND MAINTAINING DIALOG WITH STAKEHOLDERS

A new identification and mapping method is being developed at the Bolloré Group level to be rolled out in the subsidiaries, for the purpose of developing a Duty of care plan (see 1. CSR challenges and strategy – 1.5. Stakeholders, page 60). Although the dialog with stakeholders is not consistently organized at Group level, the divisions and subsidiaries of Bolloré maintain constant dialog with their stakeholders.

Transport & Logistics

To enhance the performance of its activities, the Bolloré Transport & Logistics division maintains a daily dialog with stakeholders in the territories in which it operates.

• Bolloré Ports

Examples of dialog with stakeholders in the context of the activities of Bolloré Ports are the monitoring committees set up with the local communities according to the location of the terminals (e.g. Freetown, Haiti and Dili).

Local communities are consulted prior to each project to extend or modify the sites, particularly as part of impact studies. The meetings organized with the monitoring committees are established beforehand. The frequency may vary depending on the subjects, activities, and problems of the moment. The monitoring committees are managed by the Executive Management, which guarantees the quality of dialog and can be mobilized to prepare an overview or identify the needs encountered by the stakeholders neighboring the sites.

• Bolloré Railways

Like Bolloré Ports, Bolloré Railways organizes monitoring committee meetings with local communities. Moreover, the objectives of the proximity policy implemented by Camrail for the past ten years and which affects nearly 250,000 people in the 163 villages crossed by the tracks, are to help to increase the purchasing power of the villages bordering the railroad and improve the monitoring of rail facilities through the involvement of the people who live near them. To achieve them, the rail concession supports vigilance committees within communities throughout the network.

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2. Four key pillars for a sustainable commitment

Each year, paid work is allocated to village communities such as weeding the railway, occasional cutting down of trees along the track, weeding the engineering and hydraulic structures, maintaining the tracks and cable enclosures, and maintaining intermediary stations. In return, residents contribute to the security of national railway assets (detection of anomalies on the track, seizure of illegal forest products and wildlife in collaboration with Camrail agents, monitoring of the tracks to avoid malicious acts and theft, and raising public awareness). To allow local residents to perform the missions entrusted to them in the best and safest manner possible, all of the necessary equipment is provided (safety vests, boots, telephony, etc.).

Furthermore, in conducting the study on the environmental and social impact of the program to renovate infrastructure (PRI), Sitarail set up a process of information provision and consultation of stakeholders and the public, applied as follows:

- presentation of the project (objectives, activities planned, areas of intervention, etc.) and its impacts;
- collection of points of view, concerns and suggestions arising during the various meetings.

As part of this study, the public consultation sessions targeted the following stakeholders: regional authorities (regional and departmental prefects and subprefects) and local representatives (President of the regional council, mayors, etc.); local organizations (heads of villages and communities, Presidents of agricultural cooperatives, young people's organizations and women's organizations, etc.); NGOs; the people likely to be affected by the project; and the players impacted by the implementation of activities. The involvement of local residents is therefore a core concern of the activities of Bolloré Railways.

• Bolloré Logistics

Since the end of 2018, Bolloré Logistics has joined several sector-based initiatives in order to strengthen its environmentally friendly offers for its clients and also to contribute, as a global player in the supply chain, to the improved environmental performance of the entire transport and logistics industry. Bolloré Logistics is a member of:

- GLEC, Global Logistics Emissions Council;
- EcoTransIT® World Initiative (EWI). EWI is developing the GHG and pollutant emission calculation tool EcoTransIT World (ETW), an industry standard, in accordance with the European standard EN 16258 for calculating GHG emissions of transport services and the Global Logistics Emissions Council (GLEC) Framework;
- Clean Cargo Working Group (CCWG), for the calculation of carbon dioxide (CO₂) and sulfur oxide (SO_x) emissions from maritime transport. The CCWG methodology is taken into account by ETW;
- Sustainable Air Freight Alliance (SAFA). SAFA is a buyer-supplier collaboration between shippers, freight forwarders and air freight carriers to track and reduce carbon dioxide emissions from air freight and promote responsible freight transport.

Bolloré Logistics is client-focused, keen to maintain daily dialog in order to meet their current and future needs, to support them in sustainable growth. With two new B.Lab innovation centers in France and Singapore in 2019, the teams have further developed workshops for dialog and innovation, particularly focused on environmental issues.

In order to raise its clients' awareness of the environmental impacts of transport, Bolloré Logistics regularly informs them of how its strategy takes account of sustainable development issues. In this regard, the company has published "Powering Sustainable Logistics", its CSR program progress report, which it has sent directly to its clients. It has also directly communicated with its clients, presenting and explaining the key issues of the new IMO 2020 regulation, requiring all groups in the maritime transport sector to reduce their sulfur emissions by 85%.

In parallel, Bolloré Logistics is continuing its work in the transport and logistics sector. For example, in France teams are participating in workshops organized by the sustainable development commission of the French Federation of Transport and Logistics (TLF). It is also participating in the new international joint initiative from CDP-Ademe, called ACT, and in the overhaul of the Ademe database on emission factors, contributing to methodology with its knowledge of the sector.

Finally, Bolloré Logistics has also stepped up dialog with its internal stakeholders with the introduction at the end of 2019 of an inter-country challenge entitled "AcTogether" that aims to engage and unite employees in a quest to meet shared sustainable development targets, directly linked to its "Powering Sustainable Logistics" CSR program. The collective dynamic invites employees to undertake sustainable development challenges, individually or as part of a team, and share best practices and local initiatives on a digital platform.

This enables Bolloré Logistics to better connect central policies with local network actions in 107 regions. The first edition of the challenge will conclude in December 2020 with the awarding of the AcTogether prizes.

Oil logistics

Every year, Bolloré Energy supports local associations through donations. In 2019, Bolloré Energy made a donation of 280,000 euros to the Fondation de la 2^e chance.

Site monitoring commissions involving the inhabitants of towns, residents' associations and State departments, within the prefecture, are also organized every year, in accordance with the regulations applicable to Seveso High Threshold sites. There was a site monitoring commission in 2019 for the Chasseneuil-du-Poitou site, which was an opportunity to meet all stakeholders.

Electricity storage and systems

• Blue Systems

At Bluecarsharing, dialog with stakeholders is carried out on two levels:

- local authorities: the car-sharing services deployed throughout the world maintain a constant dialog with the municipalities and departments where they are located: Lyon Métropole, Bordeaux Métropole, the City of Indianapolis, the Municipality of Turin, the Land Transport Authority of Singapore, Transport for London and the various partner boroughs of London, the City of Los Angeles and the Los Angeles Department of Transport;
- end-clients: car-sharing services regularly organize exchanges with end-clients to obtain their impressions of the development of the service. For the same purpose, Bluebus regularly organizes exchanges with public transit operators, central purchasing offices and large urban areas.

In France, Bluecar works in close collaboration with the mayors' offices, which are now required to buy low-emission vehicles whenever they renew their fleets or acquire new vehicles.

UNDERTAKING SOCIETAL ACTIONS FOR THE BENEFIT OF LOCAL POPULATIONS

Solidarity reflects the values of the Group and contributes to the economic and social development of the regions where it is established. The commitments of the Bolloré Group are built around the Fondation de la 2^e chance, the Foyer Jean-Bosco and the implementation of societal actions for the benefit of local populations also rolled out through its Sponsorship policy (see 2.4.2. Sponsorship policy, on page 99).

• Fondation de la 2^e chance: combating exclusion and promoting solidarity

Set up in June 1998 at the initiative of Vincent Bolloré, the Fondation de la 2^e chance has been recognized for its public utility since 2006. Chaired by Marie Bolloré, the Fondation de la 2^e chance helps people aged 18 to 62 who have faced extreme hardship in life and who presently live in a vulnerable situation, but who have a real desire to get their lives back on track. It offers them financial and human support for a realistic and sustainable professional project, such as the creation or recovery of a business (up to 8,000 euros) or training leading to a qualification (up to 5,000 euros). This financial "leg-up" is accompanied by professional and emotional sponsoring provided to the project owner, until the project reaches a successful conclusion. The Fondation's continued activities are supported by a team of employees and volunteers. Six employees coordinate all those involved in the Fondation at the head office, hosted by the Bolloré Group. A network of 1,000 active volunteers acts as on-site representatives, instructors and sponsors throughout France.

Over the past two decades, the Fondation de la 2^e chance has helped over 8,000 people to bounce back. In 2019, 361 new candidates were given support, with average aid per case of 2,700 euros. 75% of candidates received aid for training and 25% for creating a company. Successful beneficiaries aged between 26 and 40 years old represented 42% of the projects supported.

Bolloré Group employees in Brittany are committed to the Fondation de la 2^e chance, supporting the social re-integration of people suffering hardship. In 2019, 18 people with projects were accompanied through professional training and/or retraining.

Two highlights of the year:

- On November 20, 2019, the Fondation de la 2^e chance was re-awarded the IDEAS label. A confidence boost for all players and partners, this label

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certifies the implementation, by not-for-profit organizations, of best practice in the areas of governance, financial management and monitoring of the effectiveness of action.

- On December 17, 2019, the Fondation de la 2^e chance launched its new website. Intuitive and clear, this site is aimed at those applying for help from the Foundation and the businesses and private individuals who would like to support it with a donation or by volunteering.

• Foyer Jean-Bosco

The Group acquired a building belonging to the Little Sisters of the Poor, built in 1896 and located in rue de Varize, in Paris, in the 16th arrondissement, that was fully restored between 2012 and November 2015. Today, it has more than 160 rooms, mainly used by young students from French provinces and from abroad, but also provides rooms for young people suffering from illness and the elderly. This year, the 140 students represented numerous different nationalities from Europe, the Middle East, Asia and the Antilles. The students created a choir and an orchestra and participate each week in charity work in Paris. The Foyer Jean-Bosco is a place of fraternal and intergenerational solidarity. It is an innovative scheme that will allow all participants to develop their talents while learning to live in unison.

Transport & Logistics

In line with its corporate culture and its approach as a committed and responsible partner, Bolloré Transport & Logistics implements various societal actions and contributes effectively to improving the living conditions of local communities.

The flagship event of the division, the Marathon Day, an annual charity race, mobilized all the subsidiaries of the Bolloré Group worldwide for the first time. In line with the pro-youth sponsorship policy, the Group decided to support the SOS Villages d'enfants children's charity for the second consecutive year. Over 17,000 employees in 104 countries ran or walked five kilometers. For each registration for the event, three euros were paid to the charity. While this solidarity race was going on, employees volunteered their time by investing alongside local communities. To support young people, over 60 solidarity actions took place in all regions of the world where the Group is present. In South Africa, the Johannesburg employees visited the Little Children charity, which houses 300 children and adults with mental disabilities, to renovate the homes of the residents. In Benin, teams were able to effectively meet a need expressed by the four schools located in the lake communities, donating barges and around 100 life jackets. These donations improve safety and make it easier for the children to get to school.

In order to unite employees around major charity events, communications media are created at the head office and then adapted locally, to improve assimilation and participation by teams. The division is carrying out various initiative, and best practice is shared between countries and duplicated, for example:

- Bolloré Transport & Logistics Côte d'Ivoire got involved in the international breast cancer awareness day. A day of awareness initiatives and free screening for female employees. In Timor, the teams collected donations for the HALIKU program of the Fondation Alola. This program supports women in the early detection and treatment of breast cancer and also carries out preventive action in the region;
- the organization of International Women's Day on March 8. To mark this day, the French teams organized a workshop on the theme "Professional Gender Equality" on the site of Bolloré Logistics. 23 employees from various business lines gave their opinions on the gender mix at Bolloré Transport & Logistics and discussed the changes needed to improve the balance. Other workshops and events were held in the subsidiaries in Singapore, the United Arab Emirates, the United States as well as the Gulf of Guinea region, the Congo and the Republic of Côte d'Ivoire;
- on March 29, employees worldwide were invited to symbolically turn off the lights for an hour, to show their support for Earth Hour, part of the mass movement for the planet. This initiative re-asserts the company's commitment to environmental issues;
- finally, the subsidiaries of Bolloré Transport & Logistics, listening to the needs of local communities and schools close to their sites, continue to carry out various actions. In order to facilitate access to education for as many as possible, kits with school supplies and educational material are regularly distributed, complementing work on the refurbishment of school buildings.

• Bolloré Ports and Bolloré Railways

As part of its policy of taking account of local communities near its facilities, Bolloré Ports will implement various societal measures such as safety measures near its ports, collection and removal of waste from nearby residents, setting up drinking water supplies near terminals in disadvantaged districts, or renovating schools and providing school supplies to local people in sensitive areas (such as Freetown).

As an illustration of this commitment, Sitarail, as a company, also has a strong impact on regional planning along its railway line and it is committed to participating in the development of these territories in four major areas: education, health and safety, sports, culture and recreation, as well as relationships with local authorities. In addition to these actions, which are mainly aimed at the local population, Sitarail also wants to be an example to its employees and subcontractors.

• Bolloré Logistics

Through the inter-country competition set up by the AcTogether project, Bolloré Logistics employees are invited to undertake sustainable development initiatives and create societal and environmental value within the organization and throughout the supply chain.

Electricity storage and systems

• Blue Solutions

To encourage integration and solidarity actions, the Brittany division also contributed 4,810 euros to a number of actions, including 24 local actions in 2019 (mainly sports, cultural and humanitarian activities and aid to medical research).

• Blue Systems

The Bolloré Group's car-sharing services engage locally through partnerships, solidarity actions, various events, etc. Each year, they carry out dozens of sustainable and shared mobility information campaigns with the general public, companies and universities. For example:

- for several years, Bluely and Bluecub have participated in the Mobility Challenges of Lyon and Bordeaux to promote eco-citizen mobility among local residents and businesses. The Bluely and Bluecub car-sharing services have also joined the service loyalty programs in their cities. These associations improve connections between the local communities while offering services that respect the environment;
- all of the Group's car-sharing businesses participate actively in the local events on environmental responsibility, via awareness-raising actions in collaboration with schools, universities, and towns, supporting sustainable and responsible mobility.

The BlueSG car-sharing service provides a real benefit to Singaporeans since they need a very expensive license for a private car. The service offers access to an individual, low-carbon and low-cost method of transport.

Certain car-sharing services, such as Bluely, Bluecub and Bluetorino, also offer a "Youth" service for students, providing access to a low-carbon transport service at a more accessible price. BlueLA has a "Community" offer for low-income families. The aim is to enable them to access a private vehicle and to provide a low-cost environmentally friendly approach.

Finally, the cleaning of Bluecar® vehicles is provided by people from local ESAT sheltered employment centers.

Polyconseil is also committed to supportive actions, notably through its service providers, which employ people who are trying to get back into the workplace, to prepare baskets of organic fruit, offered to employees every week.

2.4.2. SPONSORSHIP POLICY

The Bolloré Group has started to harmonize its sponsorship policy, for the benefit of general interest projects managed by not-for-profit associations and structures in Europe and internationally, to promote the independence of young people, the new ambition of the international solidarity program Earthtalent.

Being able to give back some of what we were lucky enough to receive is a value that is hard-wired into the Bolloré Group's identity.

In 2019, the Group participated in the economic independence of over 10,000 beneficiaries, in some 50 countries, via charities working mainly in education, professional training and entrepreneurship.

KEY FIGURES

- 380 societal impact projects, 76% of them on the African continent.
- Average donation of almost 7,000 euros to support education.
- Average donation of almost 10,000 euros to support the response to humanitarian emergencies.
- Over 2.4 million euros donated annually, 700,000 euros of which to support young people in Africa.

SIGNIFICANT EVENTS IN 2019

In this context France, Congo, Cameroon, Guinea and South Africa support young people through student grants which enable them to continue their studies and, for some of them, to benefit from the support of Group employees. Congo, for example, is supporting two students in the transport and logistics sector, for three years. This long-term support will help students find jobs.

In 2019, Bolloré Logistics-Aspac signed a partnership with the Passerelles Numériques charity which offers IT training to under-privileged young people in Cambodia, the Philippines and Vietnam. Almost 1,500 young people will benefit from a diploma in digital skills.

In France, the Bolloré Group renewed its partnership with the charity United Way l'Alliance and its Défi Jeunesse program, launched in November 2018 in several priority educational establishments. This program takes action to encourage children to keep up with their school work and aims to support 10,500 school children until 2021.

3. Duty of care

In 2017, France expanded its regulations to include a new duty of care law pertaining to parent companies and order-giving companies. The objective of the duty of care law is to extend the liability of transnational corporations so as to forestall and avoid catastrophes such as what happened at Rana Plaza in Bangladesh in 2013. The companies affected by the law must draw up a "Duty of care plan". The law operates in several areas where serious offenses may arise from the activities of a company or its supply chain:

- human rights and fundamental freedoms;
- personal health and safety;
- the environment.

The law affects subsidiaries directly or indirectly controlled by the parent company, along with the activities of suppliers and subcontractors with whom there is an established business relationship.

3.1. Bolloré Group's Duty of care plan

Because of the nature, diversity and geographical locations of its businesses, the Group's approach to duty of care is based on the following principles:

- ensuring the compliance of the Group and its business relationships with the most relevant international standards and local legislation in force, when this is more demanding;
- paying particular attention to its employees, suppliers and subcontractors, notably through vigilance concerning working conditions and high standards of health and safety for all;
- preserving the environment through measurement of the impact of its activities and those of its business relationships as well as setting up actions to protect against and mitigate environmental risks;
- applying particular vigilance to safety conditions and respect for the fundamental rights of the users of the Group's products and services and people living near our sites of activity.

The Bolloré Group has identified its priorities for concentrating efforts in terms of action plans, geographical areas and resource allocation. This approach aims to achieve effective results which can be applied to all of the Group's activities, wherever they are based. It also tends to strengthen its reasonable duty of care procedures through a process of ongoing improvement.

Note that the Bolloré Group's Duty of care plan does not apply to companies in which it holds a shareholding that does not give control within the meaning of article L. 233-16 of French commercial code (*Code de commerce*). Nonetheless, whenever it can, as a responsible shareholder, the Bolloré Group exercises its reasonable duty of care (see paragraph Duty of care approach within Group shareholding on page 109).

METHODOLOGY

The Duty of care plan is prepared at the level of the Group CSR Department, which is responsible for researching and drawing up the plan, and the analyses and recommendations that must then be applied by the departments and businesses for the risks identified – notably the Purchasing, QHSE, Legal Affairs, Risk, and Compliance Departments.

The deployment of the duty of care mechanism is centered around a multi-year program covering all of the measures aimed at identifying, assessing and controlling risks and involving all operational departments concerned, both at head office and subsidiaries.

The Vivendi group has drawn up and put in place its own duty of care mechanism (see Vivendi's 2019 universal registration document – Duty of care mechanism, page 100). The Group's Duty of care plan does not include communications activities.

The Bolloré Group's duty of care mechanism is built on:

- duty of care risk mapping;
- defining a priority geographic area;
- the implementation of an approach by cycle of duty of care;
- the assessment of its performance through the monitoring of measures implemented.

Bolloré Group's mapping of duty of care risks

In 2017, the duty of care risk mapping carried out as part of the preparation of the first Group Duty of care plan identified three large families of risk: health and safety, the environment and the protection of human rights and fundamental freedoms. The results of this exercise were tested and confirmed in 2018 in the Group CSR risk mapping undertaken to implement the requirements of the statement of non-financial performance. Duty of care risks were thus incorporated into the scope of Group CSR risks, rated by members of the Management Committees and representatives of support and operational functions, putting the duty of care at the heart of the Group's CSR strategy. The Group has thus committed to setting out the mitigation measures implemented for all of these CSR and duty of care risks in its statement of non-financial performance and to pay specific attention in its Duty of care plan in sub-Saharan Africa (see priority geographic area in the Duty of care plan below).

— Pooling of DPEF and duty of care risks

Duty of care risks	Description of the risk	Risks identified in the Bolloré Group non-financial risk mapping (see 1.2. The Bolloré Group's non-financial risk mapping, page 58)
Health and safety	The scope of the risk control framework is: Group employees, employees of its service providers, suppliers and subcontractors, as well as the users of its products and services and local communities. There is specific duty of care for maintenance and transport activities, and particularly rail transport. The control framework for the risks associated with these key issues is strengthened by appropriate and specific procedures. In addition, the Group applies constant vigilance, and rigorously monitors the health risks associated with the various regions where it has a presence, and deploys the necessary measures and action plans to contain any threat.	Workplace health and safety (page 61)
		Attracting and retaining skills (page 68)
		Social dialog (page 73)
Environment	Group activities can have multiple impacts on the environment: pollution of water, ground and air, sound and light pollution, direct or indirect greenhouse gas emissions. Since the transport and logistics activities involve high levels of energy consumption and greenhouse gas emissions, the Group has identified its carbon impact as a priority issue. Since the Group has no production activity, with the exception of its Blue Solutions subsidiaries, it consumes small amounts of raw materials. The prevention of pollution, environmental accidents which could damage the ecosystems essential for those living near the Group's activities and the limitation of its carbon footprint are regulated by target-based action plans, measures and procedures, which are proportionate to the potential environmental impact. The Group also incorporates climate challenges into its business strategy, particularly by having innovation as a mainstay of its approach, through the solutions offered by its electricity storage and systems subsidiary.	Local pollution and transport/storage of hazardous materials (page 88)
		Impact and carbon opportunity of products and services (page 85)
Human rights and fundamental freedoms	Depending on the socio-economic, political and legal contexts of the regions of activity, the Group's activities may have an impact on key issues relating to human rights. The Bolloré Group has identified the three most material aspects of its activity, on which it commits to deploy due diligence: the fundamental rights of workers, the fundamental rights of local communities and the contribution to a positive societal footprint.	Promoting human rights in the value chain (page 77)
		Health and safety of users and third parties (page 61)
		Corruption and influence-peddling (page 75)
		Protection of personal data (page 77)

Definition of the priority geographic area



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The Group defined a priority geographic area on which it will concentrate its actions in carrying out its duty of care. The criteria adopted to define this area are: the number of employees, the presence of all businesses in the area and the level of the human development index of the countries concerned. The workforces of the subsidiaries located in these countries represent 80% of the Group's workforce outside the OECD.

This approach will enable the appropriate resources to be dedicated to improving the existing duty of care systems and lessons to be learnt that can be applied in other areas of operations. This priority area, focused on 25 countries of sub-Saharan and central Africa, is shown in blue on the map.

The duty of care cycle approach is based on the three phases of implementing duty of care: identifying the risks, processing them, and reporting the outcomes of the procedures in use. The approach ensures at each stage of the cycle that the appropriate choices have been put in place to provide reasonable and effective duty of care over the issues seen as priority issues. This method is also meant to make it easier to teach various audiences concerned about the duty of care procedures, involve them, identify improvements and adapt them where appropriate. The Bolloré Group explains this procedure in the 2020 report on its Duty of care plan, with various examples illustrated with indicators.

DUTY OF CARE CYCLES



When it built its duty of care mechanism, the Bolloré Group drew up a dedicated approach, in order to meet the key issues identified and to offer an appropriate risk control framework.

Monitoring measures taken and performance evaluation

The Group's performance in limiting its risks is tracked and assessed in the yearly non-financial report overseen by the CSR Department and the monthly QHSE reports within the divisions. The measures taken to meet duty of care risks are detailed in the statement of non-financial performance.

More than 100 indicators of resources and results, adjusted and updated every year, concerning employment-related, environmental, societal and governance issues are shared and studied internally, as part of a systematic process of constant improvement and performance monitoring. Yearly external audits test the robustness of the data reported.

In 2019, as stated in the 2018 Duty of care plan, the employment and CSR reporting protocols were updated, including new complementary indicators, optimizing the process of collecting non-financial information. The CSR Department will continue this optimizing of its reporting in 2020, so that it can communicate the results of actions implemented as part of the duty of care risks limitation.

The performance evaluation of the measures taken is coupled with corrective steps as part of the continued improvement of the Bolloré Group's vigilance cycle. In addition, the preparation, implementation and roll-out of its whistleblowing system equip the Group with new tools to manage its duty of care approach and measure the performance of its approach.

Establishing a whistleblowing and reporting system

In 2018, the Compliance Department and the CSR Department collaborated on revising the existing whistleblowing system, which now encompasses in one place both the issues of corruption and influence-peddling, and those of duty of care, which have been defined and detailed. Since the Sapin II law requires an alert system similar to that required by the duty of care law, both systems were developed on the same platform as a way to pool them and to comply with the requirement of the AFA and the CNIL.

Staff representatives were consulted on this whistleblowing mechanism again in 2019, and presented with the new developments in the latest version. The mechanism will again be updated in the first half of 2020, in order to meet the requirements of the European regulations on personal data protection (GDPR).

Whistleblowers' alerts are processed at the head office level and overseen by the Ethics – Anti-corruption and CSR Committee, which carries out its mission independently. The mechanism allows any Bolloré Group employee, commercial partner or any individual whose interests are likely to be affected by the Group's activity, to issue an alert regarding any crime or offense, a serious and clear breach of the law or regulations, threat to the general interest or acts which go against the Group's Code of Conduct.

Alerts issued using the whistleblowing mechanism are screened for admissibility by dedicated contacts, depending on the nature of the alert. Where applicable, the alerts will be investigated in order to establish, within a reasonable time-frame, the materiality of the facts in question.

If an investigation establishes the materiality of breaches which have been reported, and the responsibility of the people behind them, disciplinary sanctions and/or legal action will be taken against those implicated (see 2.2.1. Sharing the same business ethics and ensuring compliance with the strictest standards, page 75).

3.2. Report on implementation of the Duty of care plan

	2017	2018	2019	2020 ACTION PLAN
Risk mapping	<p>Bolloré Group internal duty of care survey</p> <p>3 families of duty of care risks identified</p>	<p>Bolloré Group CSR risk rating</p> <p>6 families of CSR risks identified</p>	<p>Prioritize the topic of human rights</p> <p>Set up a Human Rights Steering Committee to improve the identification of risks</p> <ul style="list-style-type: none">Raise awareness in transversal departments (Purchasing, HR, QHSE, Legal, Compliance, CSR, etc.)Launch a specific BTL mapping integrating extensive geographical criteria: prepare a risk identification questionnaire for regional and local managements	<p>1. Deployment of the Group Human Rights action plan</p> <ul style="list-style-type: none">Provide effective communication to ensure that human rights tools and processes are properly understood across all the Group's unitsContinue the awareness-raising action for employees so they fully understand the key issuesFacilitate the formalization of Human Rights action plans and procedures <p>2. Finalize the roll-out of the whistleblowing system</p> <ul style="list-style-type: none">Update the system for collecting and sending professional whistleblowing alerts in compliance with the requirements of the European regulation on the protection of personal dataContinue our human rights communication and awareness approach by incorporating the presentation of the whistleblowing systemContinue to formalize our whistleblowing processing procedure in relation to duty of care issues <p>3. Continue to run workshops to monitor risk management</p> <ul style="list-style-type: none">Continue to clarify our risk mapping: prioritize the entities in the Transport & Logistics division for human rights themes and the Electricity storage and systems entities for environmental challengesPreparation of action plans by riskImplementation of pilot projectsDevelopment of monitoring and performance indicators <p>4. Consolidate the Ethics system</p> <ul style="list-style-type: none">Formalize missing procedures and policies: finalize the new Group Ethics and CSR CharterConsolidate existing policies on challenges facing third partiesFinalize the Responsible Purchasing CharterContinue the formalization of our stakeholder initiative <p>5. Develop a climate strategy</p>
Actions implemented	<ul style="list-style-type: none">Identification of a priority duty of care geographyPreparation of the Group-wide Duty of care plan	<ul style="list-style-type: none">Preparation of a Diversity CharterIntegration of CSR criteria into existing ethical procedures (e.g. supplier questionnaire)Formalization of policies in a duty of care cycle and beginning of the review of the whistleblowing system	<ul style="list-style-type: none">Develop risk control workshops and prioritize a "duty of care purchasing" projectConsolidate the Ethics system: draw up a Group Ethics & CSR Charter, roll out the professional whistleblowing systemPublication of the Group human rights Charter and an action planLaunch of a campaign to raise awareness on Human Rights issuesDevelopment of a climate strategy: launch of a working group to develop an environmental policy, the Group's response to the Carbon Disclosure Project	
Challenges for improvement	<ul style="list-style-type: none">Range of extremely different issues depending on the business and geography of implementationDifference in policies maturity by activity and organizational and operational complexityDevelop monitoring indicators and performance indicators			
2020-2021 objectives <ul style="list-style-type: none">Continue to improve the Ethics system and develop coherent and shared commitments and toolsPublish an Ethics & CSR Charter and a reinforced Code of Conduct in terms of human rightsDevelop aligned initiatives in the field and relevant indicatorsContinue campaigns to raise awareness and to train the teams of all the entities in the priority areaImplement a responsible purchasing strategy				2021-2022 objectives <ul style="list-style-type: none">Extend the duty of care mechanism to external stakeholdersDevelop an initiative to advise suppliers and subcontractors on duty of care issuesDefine an objective long-term trajectory
CONTINUOUS IMPROVEMENT APPROACH				

MONITORING IMPLEMENTATION OF OBJECTIVES

In accordance with its approach and methodology, based on a duty of care cycle, the Bolloré Group has a transparent policy of ongoing improvement, communicating its results in relation to risk control and target attainment.

Statement of 2019 targets

- **To formally draw up a Human Rights Charter:** the Bolloré Group has drawn up and published its Group Human Rights Charter, signed by the Chairman and Chief Executive Officer, Cyrille Bolloré. The Charter, accessible online and sent to all departments and divisions, was followed by a Group Human Rights action plan, presented under the focus "Acting with integrity when conducting our business and promoting human rights" (see 2.2.3. Promoting human rights in our value chain, on page 77).
- **Rolling out the Diversity and Inclusion Charter:** formally drawn up in 2018, the Diversity Charter was rolled out in 2019 in the Transport & Logistics subsidiary, identified as a priority in the CSR risk mapping. It was communicated to the entire HR network and posted on the intranet. A diversity action plan was then drawn up and this will be rolled out in 2020.
- **Harmonizing ethics provisions:** the procedure to update all charters, policies and procedures serving as a framework for the control of ethical issues, including CSR matters, duty of care and compliance, has been initiated and has led to the creation of common systems in the CSR and Group Compliance Departments. The harmonization of ethics procedures will be continued in 2020 with the publication of new procedures and the updating of the Group Ethics Charter, the keystone of ethics policies.
- **Formally draw up responsible purchasing procedures:** throughout 2019, the Group has continued to identify duty of care risks, as well as risks linked to corruption, within its supply chain. Several working groups have been set up, bringing together CSR teams and various purchasing departments. A due diligence questionnaire has been produced and rolled out with a panel of suppliers.

CREATION OF DUTY OF CARE PILOT ASSIGNMENT

Policy: in order for employees to implement a duty of care policy, they need to be fully aware of its key issues. Whilst the Group's policy has been built to provide a structural framework, based on guidelines and overall commitments, the duty of care issues must be taken on board in light of the various economic, social and geographical environments of the areas in which they are to be implemented.

Objectives: to compare the CSR risk mapping with the operational reality in terms of three main objectives:

- present the Group's strategy and CSR tools as well as its local duty of care approach;
- raise awareness amongst local CSR contributors of the Group's policy and the various French regulations and international guidelines;
- identify existing best practice locally and help contributors to become familiar with CSR risks, particularly by optimizing their non-financial reporting processes.

Methodology: site visits and semi-structured interviews based on questionnaires on risk management, covering the main risks for the Transport & Logistics division, at the Departments identified (QHSE, CSR, Communications, Purchasing, HR, etc.).

Scope: Bolloré Transport & Logistics Côte d'Ivoire. Located in the Group's priority duty of care area, this country is particularly representative and strategic for the Group. Meetings have been organized between the various Departments (Human Resources, Purchasing, QHSE, CSR, Communications, etc.).

Sites visited: Abidjan Terminal, Carena, Sitarail and Bolloré Transport & Logistics Côte d'Ivoire in order to gather key data and information that can demonstrate that Group policies are being applied and that duty of care issues are being managed in relation to health and safety, environment and human rights.

Health and safety

Risk control framework

Entities apply the health and safety risk control framework presented in the focus "Uniting people, the company's greatest strength". In addition, the Bolloré Transport & Logistics Côte d'Ivoire entities (Sitarail, Carena and Abidjan Terminal logistics/transport sites) have health structures, approved by the local health insurance body (Caisse nationale de prévoyance sociale de Côte d'Ivoire). Every major establishment of Bolloré Transport & Logistics Côte d'Ivoire has a doctor, pharmacy and assistants and medical secretaries. These establishments run prevention, awareness-raising and vaccination campaigns each year, open to the beneficiaries of eligible employees and which can be made available to employees of direct subcontractors.

• Sitarail

The transport of goods and people, and in particular rail transport activities, are associated with specific health issues, in that they can be a factor in the spreading of diseases, a key issue in regions affected by illnesses that have been identified as a significant cause of mortality and disability, such as tuberculosis, HIV and malaria. Consequently, Sitarail puts in place strict and appropriate health and safety procedures and plays a prevention and awareness-raising role for users and local communities. Sitarail is thus rolling out campaigns to raise users' awareness. Its premises, such as railway stations, are sometimes very busy, making them ideal for "mass audience campaigns" in collaboration with local authorities, aimed at travelers, their families and those accompanying them. In addition, there are nurses in all passenger trains.

As part of its policy towards third parties, and particularly local communities living near railway lines and premises, Sitarail has enabled dialog with both public authorities and village leaders. For example, Sitarail has been faced with situations where local people would burn used tires in order to salvage the metal meshes. This is a potential risk when a train carrying dangerous material or fuel passes. That is why meetings were organized and dialog was established, to explain the risk and raise awareness in the community, a priority in this context. A surveillance network near the railway rights-of-way has also been set up. A mechanism enables residents to contact the railway security centers.

• Bolloré Transport & Logistics Côte d'Ivoire

Awareness-raising specifically aimed at local residents is planned as part of operations involving the transport of hazardous substances by road, particularly cyanide, relating to behaviors that should be adopted before and during the passing of a train, or in the event of an accident. Contacts are appointed in the villages located alongside roads, with the roads chosen according to risk identified, in order to ensure dialog between the entity and the residents concerned.

Environment

Risk control framework

With regard to the key environmental issues, and specifically the risks linked to pollution, gradual or accidental, the Bolloré Transport & Logistics Côte d'Ivoire entities put in place appropriate risk management processes and policies, which are ISO 14001 certified or based on recognized international standards. In addition to the internal and external audits carried out every year, certain companies are also subject to inspections by the Environment Ministry and visits from the Ivorian Pollution Prevention Center (CIAPOL), after which reports requiring action plans are issued. It should be noted that, due to its geographical position downstream of inhabited areas, the Carena site has to deal with significant amounts of external waste, partly from the city of Abidjan, and brought by the current to the dockyard.

• Sitarail

In addition to risks linked to environmental incidents and accidents, specifically covered by QHSE procedures linked to the Safety Management System implemented by the company, Sitarail has carried out an environmental analysis of its activities, based on ISO 14001. Pollution that may be caused in the rail transport sector and impact local residents relates to waste that may be found by the tracks. Various Sitarail departments collect this waste.

There are also dedicated teams for the maintenance of trains and the collection of ordinary waste by an approved provider. The waste is then processed, recycled and if possible re-used. Food waste can be collected by the local authorities at destinations, and used to feed livestock or make compost. In addition, as part of a project to clean up its premises, Sitarail was supported by a waste management agency in 2019.

• Carena

- The Carena site, ISO 14001 certified, has started exemplary procedures to optimize the sorting of waste. The site, which repairs ships in the autonomous port of Abidjan, has an infrastructure capable of dealing with various types of ships (sea tankers, cargo vessels, supply ships, etc.) throughout the year, as well as a wide range of activities. This configuration requires strict and appropriate waste management procedures to be put in place, for the waste from the ships, from a wide range of activities, as well as for the waste generated by the shipyard workshops.

Whatever its origin, the waste from the site is collected and then processed externally by a service provider that has been approved by the local authorities. Every six months, each workshop can win points, toward Security Awards, for its performance in the area of waste management. This internal initiative strengthens employees' commitment, with the teams scoring the most points receiving a prize. To strengthen its commitment in the area of pollution risks control, Carena Executive Management has also set up an environment bonus in order to encourage internal staff. Funds from the sale of recycled waste are distributed among all staff twice a year.

- With regard to the risks of pollution of water, identified in the context of shipyard activities, certain external ships have in the past been accused of dumping water contaminated with fuel: for this reason Carena has put in place an anti-pollution commitment system, linked to the Environment Code and the Côte d'Ivoire Water Code, applying the "polluter pays" principle. Each representative of ships using the services of the shipyard must sign this commitment and is informed of the consequences of violating it.
- The shipyard is also part of POLMAR, the national plan to prevent and combat pollution, a mechanism developed by the Côte d'Ivoire Environment Ministry, which mobilizes resources and gets bodies and businesses involved in annual exercises. This is a common policy for action, should there be a major polluting event on the coast. Carena participated in drawing up the mechanism and approving it. In addition, due to its downstream location, Carena has set up a water-hydrocarbon separator and processes, at its own expense, part of the city's sewage, analyzing samples before releasing it into the environment, with the approval of the Côte d'Ivoire Anti-pollution Center.

• Bolloré Transport & Logistics Côte d'Ivoire

In 2019, Bolloré Transport & Logistics built a new "Aerohub", a product warehousing and handling platform for the mass-market retail sector, a major project operating on solar energy, set to create many jobs and make Abidjan the top logistics platform of the West African region.

Human rights

Risk control framework

In accordance with Group commitments, employees have received training on the Ethics Charter, online, or face-to-face for employees with functions that do not require them to have a work computer. The various interviews have shown good assimilation of the procedures and of the Group framework on certain aspects such as those linked to the health and safety of employees and also to their working conditions (compensation, breaks, recruitment, development of skills, etc.). Amongst the procedures aimed at preventing risks related to human rights violations in the value chain, those governing the conditions for registering in the database used internally by the BTL CI companies to select subcontractor employees relate to the area of human rights (ban on hiring unregistered workers, obligatory declaration from the national social security fund proving age, etc.). There is a solid framework for controlling risks related to child or forced labor, in the form of vigilance, application of Human Resources Department procedures, local regulations and taking account of these issues in collective agreements and internal regulations.

• Carena

Carena has developed a CSR policy, re-asserting basic rights, and set up a Carena School on its site, making educational material available to its employees. As part of a policy to transfer expertise, the longest serving employees can become trainers. It also has a subsidized canteen.

At the end of 2018, Carena joined a campaign to fight illiteracy, in partnership with the Literacy and Informal Education Department (DRINA), based on the development of a mobile application. Fifteen employees (twelve workers on fixed-term contracts and three subcontractors) received face-to-face training at the Carena internal training center.

• Sitarail

Africa's lack of training centers specializing in railway professions is a permanent incentive for Sitarail to encourage new specialties. The company, which has set up several training centers, has strengthened its commitment to developing skills in Bobo-Dioulasso, through the construction of a training school specializing in the railway professions, offering a 2-year BTS diploma. In 2019, Sitarail also launched the construction of a library in the Abidjan Professional Training Center, making training material and course manuals available to trainees, trainers and staff. The company also received a prize as part of the Youth Employment Agency Program, financed by Côte d'Ivoire and the World Bank, which involved welcoming and training young people.

In addition, the launch of the construction of a new refectory for Abidjan railway workers, which staff representatives had been calling for, highlights the quality of employer/employee dialog and co-operation, as well as meeting a real need for these workers.

• Abidjan Terminal

A policy of making jobs more female-friendly has been initiated by Executive Management, particularly positions connected with train driving. To this end, dormitories and a common room for breaks have been specifically built for female employees.

• Bolloré Transport & Logistics Côte d'Ivoire

In addition, in 2019, Bolloré Transport & Logistics Côte d'Ivoire welcomed eight students from the Regional Academy of Maritime Science and Technology (ARSTM) as part of its educational partnership and its commitment to the promotion of excellence. These internships enable students who are at the end of their training to fine tune their theoretical knowledge and add some practice. This is an opportunity for professional integration. As part of this partnership, 120 workers who are former students of ARSTM found a long-term job with subsidiaries of Bolloré Transport & Logistics in the Republic of Côte d'Ivoire.

Summary of the mission

Entities apply Group risk control frameworks, adapting their procedures and corrective actions to operational realities. Field visits, combined with face-to-face dialog, have enabled better understanding of the key local issues and better assimilation of the obligations, both in terms of CSR policy and Group-driven duty of care. In addition, the mission has also produced opportunities connected with human rights issues, particularly in the area of development and local impact. The various companies have highlighted the importance and strong impact of the training policy, partnerships with local schools, structures for employer/employee dialog, as well as social benefits such as health coverage, which are undeniably attractive aspects of the Bolloré Group in the Republic of Côte d'Ivoire.

DUTY OF CARE POLICY IN THE SUPPLY CHAIN

In 2018, as presented in its last Duty of care plan, the Group analyzed duty of care practices and processes in purchasing departments, which allowed it to draw up an inventory of the tools and processes used in the selection of service providers, suppliers and subcontractors, according to the Group's various families of purchases. The policy has also enabled an initial campaign to raise awareness of the issues surrounding the duty of care in the supply chain, which has notably led to the appointment of CSR and ethics contacts in the main families of purchases.

In 2019, in line with the Group's commitment, the Group CSR teams continued to perfect the risk mapping within the supply chain and organized several working parties to help it map the main purchasing issues for the Group, in conjunction with the CSR contacts of the purchasing teams.

Identification of the Group's large families of purchases and of associated risks

The Group Purchasing Department is organized around four large families of purchases: general or non-production purchases, purchases relating to freight – specific to freight forwarding activities, building and infrastructure purchases and purchases of items necessary for operating activities. The organization of Group purchasing departments is decentralized and every family of purchases has specific procedures and listing methods adapted to their specific circumstances. Whilst adhering to Group values and the commitments in its ethical policy (Bolloré Logistics Suppliers' Charter, Human Rights Charter, Ethics Charter, etc.) is an essential condition for the selection of a partner, the organizational specificities of the various families of Group purchases mean that priority risks must be identified according to the categories and subcategories of purchases, and also territories and the roll-out of appropriate procedures.

• Non-production purchases

Scope: this category refers to supplies used for the company's daily operations not including production activities. The Non-Production Purchasing Department manages the entire Bolloré scope, including Vivendi, in a centralized manner, from head office.

Subcategories: IT and telecommunications, business travel, service & facilities, cars and telephony.

Key issues: this category refers to several products and services, which may be associated with significant duty of care issues. For example, purchases relating to travel and cars have an environmental impact associated with the issues of greenhouse gas emissions and purchases of services (cleaning, catering or security) may be related to social and human rights issues depending on the geographic area.

Specific duty of care processes: criteria taking CSR and human rights into account were included in the ethics due diligence procedure for the Group's suppliers, subcontractors and intermediaries through some 20 open-ended and closed questions, such as minimum contractual age for employment, how minimum wages and weekly hours of work are set, the existence of an environmental management system, health and safety, criteria for selecting suppliers, etc. The analysis of the answers also includes a screening identifying any CSR-type controversies that may arise with each company. The questionnaire will gradually be sent to an increasingly broad range of contractors in order to cover those most at risk.

Actions underway:

- training buyers and raising their awareness of the duty of care issues in their scope;
- identification of a panel of suppliers by volume of purchases for a pilot project to assess suppliers;
- on the basis of the panel identified, production of a questionnaire by subcategory, prioritizing service & facilities purchases in the area of human rights, as well as travel in the area of the environment;
- formal creation of duty of care clauses, to be inserted into general purchasing conditions;
- development of tools to optimize supplier listing and assessment of social and environmental criteria.

• Freight purchases

Scope: this category relates to the selection of freight solutions and services and therefore specifically concerns the activities of Bolloré Logistics.

Subcategories: sea, air and road transport.

Key issues: with regard to sea and air freight, the Group deals for the most part with a panel of identified partners, within the framework of comprehensive contracts with several clauses on ethical issues. For this reason, the Group has chosen to focus its duty of care policy on road transport purchases. Since several African regions have limited infrastructure, road transport purchases have specific issues (more limited choice of suppliers, need to train subcontractor drivers on Group health and safety standards, significant number of partners with extremely varied profiles depending on regions, etc.).

Specific duty of care processes: introduction of an annual due diligence procedure (including the provisions of the Sapin II law and the Duty of care plan) for major suppliers in the sea and air transport sector (70% of freight capacity purchases, all methods included), requirement of commitment of compliance with documents setting out Group ethical provisions and monthly business reviews which include contractual environmental requirements. With regard to road transport providers, introduction of an obligatory self-listing system, using a questionnaire with sections on ethics, sustainable development and QHSE, as well as the submission of documentary proof (100% of active truckers listed at end of 2018). In Africa, the due diligence procedure for suppliers identified as being priority in the ethical risk mapping has also been rolled out gradually since the second quarter of 2019. This is expected to become the norm for all players in the segment. The listing and selection of providers of freight transport services are covered by a vendor management procedure which was revised in 2019.

Actions underway:

- training freight purchasing teams and raising their awareness of the key duty of care issues;
- development of an assessment questionnaire including vigilance criteria for sea and air transport providers;
- mapping of priority road transport suppliers, by regions in which they are located, regions of operation and volume of purchases;
- formal drawing up of specific duty of care clauses adapted to the level of risk by subcategory of freight purchases;
- appointment of a "sustainable supply" contact in relation to purchases of sea freight by Bolloré Logistics.

• Infrastructure and building purchases

Scope: this category is managed centrally for the whole Group for large and/or complex projects involving significant amounts. Smaller projects are managed by teams locally.

Key issues: whilst purchases can sometimes make up a very significant volume within the context of new project launches, the share of this purchasing category in relation to the overall amount is not constant. In addition to the environmental impacts associated with construction projects, there must be specific duty of care for certain geographic areas since services linked to works can, in certain areas, present risks in the area of safety, working conditions and accommodation.

Specific duty of care process: in addition to appending the traditional Codes of Conduct and QHSE requirements, most major construction contracts in and out of France include duty of care components. Thus, the subcontracting contracts include requirements on the treatment of personnel relating to: the prevention of AIDS, respecting the rights of foreign workers, measures against insects and pests, prohibition of alcohol, drugs, weapons and ammunition, respect for local religious customs, access to suitable food and water for workers, the terms of payment for funerals in the event of fatal accidents, the prohibition of forced labor and child labor, non-discrimination and equal opportunities, representation of employees and trade unions, etc.

Actions underway:

- training and raising awareness of teams;
- increasing the number of environmental, economic and social impact studies prior to construction projects;
- developing and fine-tuning the identification of duty of care risks by regions.

• Industrial purchases

Scope: a central team manages purchases of equipment specific to the Group's industrial activities, for the most part located in Africa (e.g.: lifting equipment, locomotives, etc.), in ports and for the logistics and energy sectors.

Key issues: purchases made centrally are for the most part for Africa, where a large part of operating activities are concentrated. However, given the nature of industrial equipment requirements, with the exception of a few products such as fuel or spare parts, purchases are imported from various continents and therefore have a significant carbon footprint. This family of purchases also includes the production activities of the Group Electricity storage and systems subsidiary. In terms of the safety of users of Blue Solutions products, in particular concerning use of the LMP® battery, Blue Solutions is the only company to master an "entirely solid" technology to make batteries. Its batteries are exempt from SVHC (Substance of Very High Concern) according to REACH regulations and CMR (carcinogenic, mutagenic or toxic for reproduction) according to CLP regulations, and also contain neither cobalt, nor nickel.

Specific duty of care procedure: in the Electricity storage and systems division, Blue Solutions has created a document listing sustainable development requirements for suppliers, notably including specific human rights issues (in particular forced and child labor). In addition, the Bluebus and Batteries companies carried out human rights audits, in 2018 and 2019 respectively, the conclusions of which did not pick up any shortfalls. CSR criteria are incorporated prior to the selection of new suppliers of the Blue Solutions Brittany division, whose purchasing policy includes environmental criteria.

Actions underway:

- training and raising awareness of teams;
- organization of work meetings to determine the subcategories of industrial purchases and fine-tune the risk mapping;
- drawing up supplier evaluation questionnaires once a panel has been identified.

It should be noted, however, that implementing measures of reasonable duty of care may be challenging given the circumstances in certain regions. It is not unusual that certain suppliers or service providers have no competitors in the local, regional or even national market, as for example in the case of railway construction or the procurement of oils. The Group's entities may therefore have very restricted influence or latitude in applying CSR criteria to the selection of a supplier.

2020-2022 objectives

- Draw up a Group Purchasing Duty of Care Charter setting out the fundamental commitments valid for all families of purchases, to be used as the basis for specific internal policies for the issues related to the various categories.
- Continue the training and awareness-raising campaign for purchasing teams on CSR and duty of care key issues, in order to optimize deployment, the formal creation of processes and the application of Group commitments.

CYCLE OF DUTY OF CARE IN THE AREA OF DIVERSITY AND INCLUSION

• Risk identification

Activity: the Human Resources Department of the Transport & Logistics division, which includes the business units Bolloré Energy, Bolloré Ports, Bolloré Railways and Bolloré Logistics, in over 100 countries and employing almost 36,500 people in 2019.

Countries identified: the entire scope of the Transport & Logistics division.

Key issues: in 2018, the Group CSR risk mapping identified the priority issues in relation to attracting and retaining expertise, as well as the key human rights issues. Inclusion and combating discrimination are challenges which cut across these two key issues. Once the Group Inclusion and Diversity Charter (which provides a formal framework for the Group commitments to fighting discrimination) had been drawn up, an action plan was created by the Human Resources Department of the Transport & Logistics division in order to encourage cultural, ethnic and social diversity, particularly through recruitment. The first measure of this action plan consists of strengthening efforts deployed to integrate and include disabled people.

• Treatment of risk

Governance: the Human Resources Department, which is responsible for several aspects, notably the recruitment process, training policy, professional development support and employer/employee dialog within the company.

Tools:

- the Group Diversity and Inclusion Charter, as well as the Bolloré Transport & Logistics human resources policy which is the framework for limiting the risks of the various human resources departments of the division;
- the launch of a "Diversity Survey" for the whole network;
- The HR reporting enabling management and monitoring of the action plans with social indicators;
- the drawing up of a practical guide on the disability inclusion policy.

2020 objectives:

- creation and dissemination of several online learning modules dealing with the various subjects associated with the fight against discrimination;
- preparation of a management tool kit.

General framework for managing risk

On the basis of the Diversity Survey carried out in 2018, the Human Resources Department of the Transport & Logistics division has decided to strengthen its processes by re-asserting, in its human resources policy, its commitment to the fight against discrimination. In addition, the practical guide to the inclusion of people with disabilities has been distributed throughout the HR network. This guide, posted on the intranet, gives details, with a duty of care cycle approach, of the steps companies must take to encourage the inclusion of people with disabilities:

- identify risks by reviewing the company's position on this key issue: the guide provides methodological tools based on indicators;
- create action plans with objectives on the basis of the key issues identified, in order to roll out measures which are operational, customized and appropriate to the specificities of the company, backed up by a coordinator per geographic area. The guide identifies six areas of action: communication and awareness-raising, the training of human resources managers and staff, recruitment (fixed-term contracts, permanent contracts, work-study contracts and interns), keeping disabled people in employment, subcontracting with businesses or charities of disability-friendly companies and finally the accessibility of premises and work tools. Each of the six areas of action have guidelines and recommendations;
- communicating actions: the guide stipulates that the actions implemented must be reported in a dashboard, disseminated and monitored by the Corporate Human Resources Department. Data collected will be used to monitor actions, measure impacts and audit respect for commitments.

DUTY OF CARE CYCLE OF BOLLORÉ LOGISTICS' MINING ACTIVITIES

• Risk identification

Activities: the transport activities serving clients operating in the mining industry represent 18% of the activities of Bolloré Logistics and operate in the priority duty of care zone; by their nature, they have multiple associated risks.

Countries identified: Democratic Republic of the Congo, Zambia, Rwanda, Burundi, Tanzania, Senegal, Burkina Faso, Mali, Côte d'Ivoire, and Mauritania.

Key issues: risks of direct or indirect contribution to conflicts, serious violations of human rights associated with the extraction, trade, processing and export of resources, tolerating, profiting from, contributing to or assisting with forced labor, child labor, dangerous working conditions, illegal exploitation of land, relocation, pollution of the environment and damaging the health of local populations.

• Treatment of risk

Governance: the social and environmental risks associated with our mining products transport & logistics activities have been identified for many years and are supervised primarily by the QHSE Departments.

Tools: oversight by the Bolloré Logistics charters and general policies, the Road Quality Charter, certifications ISO 9001, ICMC, OHSAS 18001, SQAS, ISO 22000, ISO 14001, T1P1 FSR C, and by the QHSE integrated management systems, adapted to each region.

General framework for managing risks

Subsidiaries introduce procedures which take account of all stakeholders. Controlling risks associated with transport and logistics activities of the industrial mining sector is based on:

- a strict oversight of subcontracting (selection procedure, annual assessment, adding requirements to contracts, specific management procedures, etc.);
- a strict oversight of the management of dangerous products (specific procedure on storage, transport and management of dangerous products, crisis management procedure, business continuity plan, etc.);
- obligatory training on these two aspects, in accordance with the standards of Bolloré Logistics;
- specific duty of care during the import phase through a strict qualitative approach, precise criteria and a projects screening methodology;
- appropriate duty of care during the export phase, through the specific procedures rolled out for 3T minerals, the selection of partners who comply with the best international standards, independent audits, QHSE procedures and consultation of stakeholders.

2 The Bolloré Group's non-financial performance

3. Duty of care

— Indicators

	2019	2018
Number of accidents related to the transport of hydrogen cyanide	0	1
Number of accidental spills	3	0
Number of violations found in ICMC Code third-party inspections	0	0

Duty of care approach within Group shareholding

In its capacity as shareholder, the Group exercises its duty of care by using its influence on the governance bodies of companies. This is notably the case with regard to its interest in Socfin, whose activities – notably in Cameroon through its subsidiary Socapalm – have been the subject of a mediation process (under the aegis of the OECD) for several years now.

After having played an active role in the preparation of the Socapalm action plan drawn up in 2013 and contributed to the gradual direct involvement of Socfin in the case, under the aegis of the Belgian National Contact Point (NCP)

since 2016, the Bolloré Group continues to exercise its influence in its capacity as minority shareholder of Socfin, with a view to constantly improving its diligence mechanisms, in particular in Cameroon. Every meeting of the Board of Directors is the opportunity to give an overall update on progress made by Socfin on the consideration of the social and environmental impacts linked to its activities. As is evident in the latest statements by the Belgian NCP, the measures put in place provide effective responses, in particular for the resolution of disputes with the communities, notably Socfin's entry into the RSPO mechanism and the partnership with the Earthworm organization (formerly TFT). The submission of information on the subject through the website and its CSR report are proof of its transparent policy enabling monitoring of progress. Whilst it looks like the terms of the Socapalm action plan to which the Group had contributed have not yet translated, on the ground, into something entirely satisfactory in the eyes of certain stakeholders, the Group shares the opinion expressed by the Belgian NCP in its statement of November 26, 2018, which says that establishing trusting relationships between the parties in the field is a process that will take several years. The Group will continue to exercise its duty of care to Socfin, exercising its influence on the governance bodies for the effective implementation of its public commitments.

— Duty of care indicator*

This "priority vigilance area" covers 50% of the Group's workforce (excluding Communications). It also covers 50% of managers in the total Group workforce and 46% of employees trained. This scope also extends to 57% of employees hired after their internship or work-study program, 44% of school partners and 59% of fixed-term contracts converted to permanent contracts.

	2019
Health and safety issues	
Proportion of employees eligible for social security coverage ⁽¹⁾	97%
Proportion of entities where health coverage extends to employees' beneficiaries	91%
Proportion of entities where the health coverage is more favorable than required by law	92%
Proportion of employees eligible for regular medical checkups provided by the company ⁽²⁾	92%
Proportion of entities where medical service is offered to employees free of charge	78%
Hours of HSE training for employees	132,072
Hours of HSE training for employees of subcontractors	94,930
Environmental issues	
Proportion of entities having an environmental policy	80%
Proportion of entities having put in place environmental prevention measures ⁽³⁾	53%
Proportion of entities having environmental protection action plans without performing an environmental risk mapping or analysis	50%
Human rights issues	
Number of collective agreements signed	63
Proportion of entities where employees are entitled to have union representation and/or staff representation	97%
Proportion of women having received at least one training course ⁽⁴⁾	53%
Proportion of entities having conducted awareness and/or facilitation sessions promoting job inclusion, diversity or non-discrimination	26%
Proportion of managers hired locally	88%
Proportion of students hired from a partner school or university	34%
Proportion of employees having received at least one training course	55%

(1) For 43% of the entities, there is no legal obligation.

(2) Includes any employee who has access to a medical checkup through the company, even if not made use of during the year.

(3) Out of the entities that did a risk mapping, i.e. 55%.

(4) As compared to the female workforce in the duty of care scope.

* Scope corresponding to the duty of care priority area, comprising 25 countries (Benin, Burkina Faso, Cameroon, Congo, Republic of Côte d'Ivoire, Gabon, Ghana, Kenya, Liberia, Malawi, Mali, Mauritania, Niger, Nigeria, Uganda, Central African Republic, Republic of Guinea, the Democratic Republic of the Congo, Senegal, Sierra Leone, Tanzania, Chad, Togo, Union of the Comoros and Zambia).

4. Statement of non-financial performance summary tables

4.1. Summary tables of social indicators

4.1.1. METHODOLOGICAL NOTE ON SOCIAL REPORTING

STANDARD

The reporting of non-financial indicators is based on the internal standard drawn up by the Bolloré Group, the social data reporting protocol. This was completely redesigned in 2018 to enable the necessary indicators to be compiled. It allows uniform definitions and rules to be applied throughout the Group for the compilation, validation and consolidation of indicators. It was distributed to all those involved in social reporting.

ORGANIZATION

The following indicators have been compiled and consolidated using Enablon software for all Group activities.

The reporting process relies on three levels of involvement:

- at central level: the Group's Human Resources Information Systems and Compensation Department organizes and supervises the reporting of information throughout its collection. It consolidates the social indicators of all Group entities;
- at division/regional level: the representative for the division or geographic area within the division ensures that the process runs smoothly. The representative validates all of the indicators compiled within his/her scope and acts as the interface between the local level and central level for his/her area of responsibility in the event of difficulties in reporting the data;
- at the local level: local representatives are responsible for entering the indicators compiled in accordance with the reporting protocol, providing explanations where the indicators differ significantly from those previously compiled.

A data validation flow has been set up in Enablon at each level of the organization to ensure that the indicators entered are reliable and the associated explanations are relevant.

4.1.2. SOCIAL DATA

WORKFORCE AS AT DECEMBER 31, 2019 FOR BOLLORÉ GROUP

Workforce by business and geographic area

	France and overseas departments and territories	Europe	Africa	Asia-Pacific	Americas	Total
Transportation and logistics	4,884	1,576	22,249	5,687	1,151	35,547
Oil logistics	887	81				968
Communications	11,226	13,044	2,292	6,710	11,369	44,641
Electricity storage and systems	1,497	316		85	357	2,255
Other (agricultural assets, holding companies)	387	3				390
TOTAL	18,881	15,020	24,541	12,482	12,877	83,801
AS A PERCENTAGE	22.5	17.9	29.3	14.9	15.4	100.0

COLLECTION PERIOD AND SCOPE

The data relating to the reporting year are collected in January of the following year for the period from January 1 to December 31.

The collection scope applies to all fully-consolidated companies, from the moment that the company takes on staff.

In the last quarter of 2019, a review of the definitions of the Bolloré and Vivendi protocols was carried out to identify common indicators and make changes to definitions, if required, to enable the aggregation of shared data. The data are published in consolidated format for 2019 and include data from the Vivendi group. Certain indicators are detailed by activity.

NOTE ON METHODOLOGY

Social reporting counts each employee as one unit, regardless of how long that employee worked during the year.

The subjects covered in the information collected are workforce, diversity, staff mobility, training, absenteeism, labor relations, organization of working time and professional insertion.

For certain indicators, it was not always possible to take the whole of the scope into account. In this case, a specific note is made.

MONITORING AND VALIDATION

To ensure that the indicators are reliable, the Group's Human Resources Information Systems and Compensation Department has established:

- preparatory meetings before compilation commences;
- a user guide and interactive assistance;
- a hotline providing support to representatives.

The monitoring and validation objectives are as follows:

- to detect discrepancies recorded in the reporting tool;
- to ensure the reliability of data by two-level validation (division and local).

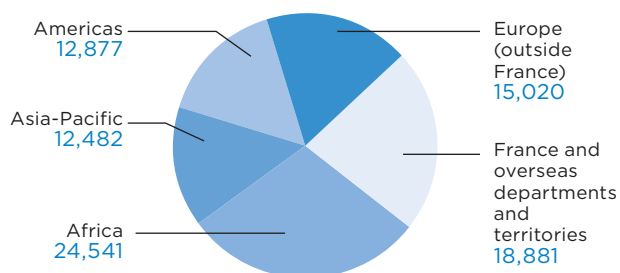
To ensure that the data entered in the reporting tool are consistent, a test is carried out on the relevance of the values entered for the indicators compiled, particularly by comparison with the previous year's compilation.

Depending on the changes observed, the data entered might not be validated, or an explanatory note may be required before the data can be validated.

2 The Bolloré Group's non-financial performance

4. Statement of non-financial performance summary tables

Distribution of workforce by geographic area



Workforce by gender

	Men	Women	Total
Transportation and logistics	25,139	10,408	35,547
Oil logistics	668	300	968
Communications	21,988	22,653	44,641
Electricity storage and systems	1,826	429	2,255
Other (agricultural assets, holding companies)	206	184	390
TOTAL	49,827	33,974	83,801
AS A PERCENTAGE	59.5	40.5	100.0

Workforce by type of contract

	Open-ended contracts	Fixed-term contracts	Total
Transportation and logistics	31,875	3,672	35,547
Oil logistics	921	47	968
Communications	40,182	4,459	44,641
Electricity storage and systems	2,209	46	2,255
Other (agricultural assets, holding companies)	357	33	390
TOTAL	75,544	8,257	83,801
AS A PERCENTAGE	90.1	9.9	100.0



2 The Bolloré Group's non-financial performance

4. Statement of non-financial performance summary tables

Distribution of workforce by gender

Women: 33,974  40,5%
Men: 49,827  59,5%

Distribution of workforce by contract type

Fixed-term contracts: 8,257  9,9%
Open-ended contracts: 75,544  90,1%

Workforce by category

	Managers	Of which women	Non-Managers	Total
Transportation and logistics	5,633	1,568	29,914	35,547
Oil logistics	121	34	847	968
Communications	15,384	7,538	29,257	44,641
Electricity storage and systems	365	73	1,890	2,255
Other (agricultural assets, holding companies)	91	36	299	390
TOTAL	21,594	9,249	62,207	83,801
AS A PERCENTAGE	25.8	42.8 ⁽¹⁾	74.2	100.0

(1) Number of women managers/Total number of managers.

Workforce by age

	Under 25 years old	25 to 34 years old	35 to 44 years old	45 to 54 years old	55 years old and over	Total
Transportation and logistics	1,426	9,215	12,337	8,721	3,848	35,547
Oil logistics	23	136	244	316	249	968
Communications	4,197	18,386	11,706	7,325	3,027	44,641
Electricity storage and systems	89	553	644	635	334	2,255
Other (agricultural assets, holding companies)	25	99	117	84	65	390
TOTAL	5,760	28,389	25,048	17,081	7,523	83,801
AS A PERCENTAGE	6.9	33.9	29.9	20.4	9.0	100.0

Recruitment and departures

In 2019, the Bolloré Group took on 17,419 new employees, 67.2% of whom are on open-ended contracts. Scope effects, as well as internal hires (considered as transfers), are not taken into account.

Recruitment	Workforce	%
Open-ended contracts (CDI)	11,713	67.2
Fixed-term contracts (CDD)	5,706	32.8
TOTAL	17,419	100.0

In 2019, a total of 18,442 people left the company. Transfers are not counted as departures.

Departures	Workforce	%
Resignations	8,420	45.7
End of fixed-term contracts (CDD)	5,671	30.8
Redundancies for economic reasons	1,198	6.5
Dismissal for non-economic reasons	1,419	7.7
Retirements	642	3.5
Others	1,092	5.9
TOTAL	18,442	100.0

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4. Statement of non-financial performance summary tables

TRAINING

Employees trained

In the Bolloré Group, 51,989 employees underwent at least one form of training in 2019.

	Total	%
Transportation and logistics	21,486	41.3
Oil logistics	746	1.4
Communications	28,003	53.9
Electricity storage and systems	1,458	2.8
Other (agricultural assets, holding companies)	296	0.6
TOTAL	51,989	100.0

Hours of training

In total, 886,533 hours of training were provided.

	Total	%
Transportation and logistics	446,902	50.4
Oil logistics	19,901	2.2
Communications	360,889	40.7
Electricity storage and systems	52,564	5.9
Other (agricultural assets, holding companies)	6,278	0.7
TOTAL	886,533	100.0

Social indicators

	2019	% of Group workforce	2018	% of Group workforce	% Change 2018-2019
Workforce by type of contract					
Workforce on permanent contract (CDI)	75,544	90.1	72,951	90.1	3.6
Workforce on fixed-term contract (CDD)	8,257	9.9	8,052	9.9	2.5
Workforce by gender					
Male workforce	49,827	59.5	49,467	61.1	0.7
Female workforce	33,974	40.5	31,536	38.9	7.7
Workforce by age					
Employees under 25 years old	5,760	6.9	5,695	7.0	1.1
25 to 34 years old	28,389	33.9	27,489	33.9	3.3
35 to 44 years old	25,048	29.9	24,400	30.1	2.7
45 to 54 years old	17,081	20.4	16,181	20.0	5.6
55 years old and over	7,523	9.0	7,238	8.9	3.9
Hiring					
New employees hired ⁽¹⁾	17,419	–	17,493	–	–0.4
Including hires in open-ended contracts (CDI)	11,713	67.2	11,783	67.4	–0.6
Departures					
Number of departures	18,442	–	18,216	–	1.2
Including number of redundancies for economic reasons	1,198	6.5	1,751	9.6	–31.6
Including number of individual dismissals	1,419	7.7	1,657	9.1	–14.4
Professional training					
Number of employees who have benefited from training actions	51,989	62.0	53,554	66.1	–2.9
Number of training hours given	886,533	–	862,005	–	2.8
Average number of training hours given per participant	17.1	–	16.1	–	5.9

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	2019	% of Group workforce	2018	% of Group workforce	% Change 2018-2019
Absenteeism					
Number of employees having at least one day of absence	39,441	47.1	41,875	51.7	-5.8
Total number of days' absence	569,368	-	591,164	-	-3.7
Sick leave	309,287	54.3	324,758	54.9	-4.8
Maternity/paternity leave	167,724	29.5	169,030	28.6	-0.8
Professional relations and report on 2018 collective bargaining agreements					
Number of collective agreements signed (France only)	183	-	144	-	27.1
Number of collective agreements signed (countries other than France) ⁽²⁾	81	-	74	-	9.5
Organization of working time					
Full-time workforce	81,552	97.3	78,711	97.2	3.6
Part-time workforce	2,249	2.7	2,292	2.8	1.9
Professional insertion and people with disabilities					
Number of people with a disability	655	0.8	604	0.7	8.4

(1) External hires with open-ended + fixed-term contracts, excluding internal mobility and scope effects.

(2) Bolloré scope excluding Vivendi.

4.2. Summary table of environmental indicators

4.2.1. METHODOLOGICAL NOTE ON ENVIRONMENTAL REPORTING

In accordance with the provisions of decree no. 2017-1265 of August 9, 2017 implementing order no. 2017-1180 of July 19, 2017 relating to the publication of non-financial information by certain large companies and groups of companies, and the AMF recommendations on information to be published by companies concerning corporate social responsibility, the Group revised its reporting protocol and drew up a table of significant indicators regarding the risks identified for its diversified activities.

The principles on which this protocol is based are consistent with, in particular, IFRS guidelines, ISO 26000 and the Global Reporting Initiative (GRI). This protocol is distributed and applied to all entities that gather and communicate their non-financial information to the Group.

It is reviewed every year and defines the conditions for the collection and verification of data.

The universal registration document presents the Group's strategic drivers and major social, environmental and societal commitments.

It is supplemented by the CSR report, which includes information about the CSR actions of the various divisions.

SCOPE OF REPORTING

The scope of companies examined corresponds to the consolidated integrated financial scope (excluding finance and operating companies accounted for using the equity method) established at December 31, 2018. For 2019, the scope of reporting includes companies that have:

- a workforce of 20 or more;
- a revenue greater than or equal to 10,000 thousand euros; and
- been in existence for at least one year (i.e. with one full accounting year completed at December 31)⁽¹⁾.

The Bolloré Group installed a specialist sustainable development reporting software enabling decentralized collection and centralized consolidation of non-financial indicators. Companies in the Transportation and logistics and Electricity storage and systems divisions plus Bolloré SE rolled out the same system in all entities. Havas and Vivendi used their own specialized software.

Data consolidation is carried out centrally by the Group CSR team. For the Logistics division's multi-site entities, energy and waste data consolidate the most representative sites, as a minimum.

(1) The consolidation scope may be adjusted by the divisions (exclusion of companies that were closed during the year, or for which data was not available, or inclusion of companies below thresholds, etc).

REPORTING METHODOLOGY

The following points describe the methodology employed for reporting:

• Reporting protocol

This document details the CSR reporting challenges, describes the respective roles and responsibilities of directors, level one and level two approvers, and contributors as well as the organization of the campaign. It is sent out to all relevant people before the commencement of the campaign. It is also archived and made available to everyone in the reporting system.

• Indicators and standards

An array of indicators was defined covering all CSR domains and split into four themes: health and safety, environment, ethics, and societal information. The indicators were provided to everyone upon sending out of the reporting protocol.

• Reporting questionnaire and consistency checks

The reporting questionnaire is split into five related sections:

- structure of the entity;
- health and safety;
- managing our environmental impact;
- environmental information;
- waste.

Consistency checks were introduced in response to requests from the Statutory Auditors with a view to making the reporting more reliable.

• Collection period

Data is collected for the year (i.e. from January 1 through December 31). The data collection period runs from December 1 to January 31 N+1. For missing data, estimates can be made.

CALCULATION OF GHG EMISSIONS

For scopes 1 and 2, the greenhouse gas emissions presented in the document are linked to the Group's energy consumption and include those of Havas and Vivendi. The calculation method used is the Ademe carbon-base method issued on November 8, 2019. Internationally, where the emission factors for certain items of energy consumption were unavailable, the French factor was applied. For GHG emissions linked to electricity, when no emission factor was available for a particular country, the highest factor from any of its neighboring countries was applied.

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For scope 3, the Group identified the largest sources of emissions. In order to satisfy its obligation to post information for customers about its CO₂ emissions from transportation services, the Bolloré Group developed an emissions calculation tool. The data relating to employee travel encompasses data relating to train and plane journeys. For plane journeys, the Group split out medium-haul flights (under 2,000 km) and long-haul flights. For medium-haul flights, the Group uses the flight emission factor of 100 to 180 passengers between 1,000 and 2,000 km. For long-haul flights, the Group uses

the emission factor of over 250 passengers for flights of between 8,000 and 9,000 km (estimation of the average flight across the Group scope). For emissions relating to train journeys, the Group decided to use the emission factor for the Diesel TER regional express trains in the Ademe database. Scope 3 corresponds to upstream energy, waste, petroleum product combustion and the emissions from the transport of goods during freight forwarding and business travel.

4.2.2. ENVIRONMENTAL DATA

GREENHOUSE GAS CONSUMPTION

Breakdown of greenhouse gas emissions

By scope	Transportation and logistics	Oil logistics	Electricity storage and systems	Communications	Others	2019	2018	2017	Change 2018/2019
GHG emissions associated with energy consumption – scope 1 ⁽¹⁾	258,206	8,237	7,743	14,185	913	289,283	285,494	281,908	1%
GHG emissions associated with energy consumption – scope 2 ⁽²⁾	66,053	1,172	4,251	35,211	98	106,785	97,169	107,081	10%
GHG emissions associated with energy consumption – scope 1 and scope 2	324,260	9,409	11,994	49,396	1,010	396,069	382,663	388,989	4%
GHG emissions – scope 3 ⁽³⁾	3,356,220	4,479,395	8,639	180,115	562	8,024,932	4,828,966	4,664,007	NA
TOTAL SCOPE 1, 2 AND 3 GHG EMISSIONS	3,680,480	4,488,804	20,633	229,511	1,572	8,421,001	5,211,629	5,052,996	NA

NA : not applicable.

(1) Scope 1 corresponds to direct emissions, such as energy consumption excluding electricity, fuel combustion, emissions from industrial processes and fugitive emissions linked to refrigerants.

(2) Scope 2 corresponds to indirect emissions associated with energy, such as electricity consumption or steam, cold or heat consumption through distribution networks.

(3) Scope 3 corresponds to upstream energy, waste, petroleum product combustion and emissions due to transport of goods in the provision of freight forwarding and to work-related travel.

For Vivendi (Communications), scope 3 corresponds to other emissions produced by the Group's businesses, which are not accounted for in scopes 1 and 2 but which are linked to the entire value chain, such as purchases of raw materials (paper, cardboard, plastics, etc.), management of waste generated by the subsidiaries of Vivendi, employee business travel, etc. Greenhouse gas emissions related to purchases of services and content as well as emissions generated by the use of products and services sold are not included in the figures mentioned above, due to a high degree of uncertainty regarding the calculation of these emissions. In 2019, the following categories of emissions were added: GHG emissions from travel in taxis/private hire vehicles with driver and GHG emissions from rental vehicles (short-term rentals).

Scope 3 on a historical basis cannot be compared to the 2019 value due to changes in methodology and greater comprehensiveness in the items calculated.

The calculation methodology used is the Ademe carbon-base method issued on December 17, 2015.

Internationally, where the emission factors for certain items of energy consumption were unavailable, the French factor was applied. For GHG emissions linked to electricity, when no emissions factor was available for a particular country, the highest factor from any of its neighboring countries was applied. The Group aims to strengthen its ability to measure its scope 3 emissions and in particular the impact of its products and services on the climate by 2022 through development of a calculation method to estimate:

- GHG emissions from its scope 3 products and services;
- the metric tons of CO₂ avoided thanks to the consistent implementation of its activities over a reinforced scope.

In 2019, the Group began work to step up its scope 3 measurements and from this year can include: upstream energy, waste, petroleum product combustion and emissions from the transport of goods during freight forwarding and business travel. The Group will continue this work with a view to continuously improving the accuracy and exhaustiveness of the data included in this overview.

Detail on scope 3

(in metric tons CO ₂ eq.) (excluding Communications)	Transportation and logistics	Oil logistics	Electricity storage and systems	Others	2019
Upstream energy	10,174	353	1,331	29	11,887
Waste	4,020	874	5,087	0	9,981
Combustion of petroleum products	–	4,478,100	–	–	4,478,100
Emissions from the transportation of goods in the course of freight forwarding	3,323,586	–	–	–	3,323,586
Business travel	18,440	69	2,222	532	21,263
TOTAL	3,356,220	4,479,395	8,639	562	7,844,817

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ENERGY CONSUMPTION

	Units of measure	2019 data	2018 data	2017 data	2016 data	2015 data	% total Group workforce covered by the indicator in 2019
Energy consumption							
Electricity consumption in buildings (offices, warehouses, factories, etc.) ⁽²⁾	MWh	388,640	387,918	383,441	276,768	270,961	100
Total district heating or heating network consumption ⁽²⁾	MWh	9,751	8,577	8,010	987	1,643	100
Total heating oil consumed ⁽²⁾	m ³	884	1,077	1,096	690	985	100
Total natural gas consumed ⁽²⁾	m ³	2,303,548	2,147,211	2,941,555	2,287,885	2,236,223	100
Total diesel (generators, etc.) consumed ⁽¹⁾	m ³	13,061	10,095	9,745	15,328	58,088	100
Total gasoline (generators, etc.) consumed ⁽¹⁾	m ³	252	131	17	8	15	100
Total heavy fuel oil and Distillate Diesel Oil (DDO) consumed by the goods transportation fleet ⁽¹⁾	m ³	208	11,900	10,570	27,792	11,274	100
Total diesel consumed by the goods transportation fleet ⁽¹⁾	m ³	21,893	38,755	41,927	35,201	70,661	100
Total petrol consumed by the goods transportation fleet ⁽¹⁾	m ³	78	83	–	–	–	100
Total diesel consumed by the passenger transportation fleet ⁽²⁾	m ³	5,798	4,962	5,085	8,160	20,352	100
Total gasoline consumed by the passenger transportation fleet ⁽²⁾	m ³	2,629	2,140	1,909	1,373	4,393	100
Total Liquefied Petroleum Gas (LPG) consumed by the passenger transportation fleet ⁽²⁾	m ³	1	23	56	–	93	100
Total diesel or non-road diesel consumed by handling equipment ⁽¹⁾	m ³	31,010	31,928	28,123	23,795	29,616	100
Total Liquefied Petroleum Gas (LPG) consumed by handling equipment ⁽¹⁾	m ³	1,202	1,152	2,364	320	1,079	100
Total natural gas consumed by handling equipment ⁽¹⁾	m ³	1	1	1,950	1	0	100
Total diesel or non-road diesel consumed by public works equipment ⁽¹⁾	m ³	36	–	–	–	–	100
Total DDO (Distillate Diesel Oil) consumed by traction units ⁽¹⁾	m ³	12,715	–	–	–	–	100
Total diesel consumed by traction units ⁽¹⁾	m ³	15,165	–	–	–	–	100
Total diesel or non-road diesel consumed by heavy vehicles ⁽¹⁾	m ³	515	–	–	–	–	100
Total DDO (Distillate Diesel Oil) consumed by heavy vehicles ⁽¹⁾	m ³	126	–	–	–	–	100
Total diesel or non-road diesel consumed by miscellaneous equipment ⁽¹⁾	m ³	146	–	–	–	–	100

(1) Only Bolloré Group entities are included in this indicator.

(2) Bolloré Group and Vivendi entities are included in this indicator.

2 The Bolloré Group's non-financial performance

4. Statement of non-financial performance summary tables

WASTE⁽¹⁾

(in metric tons)	2019			2018		2017	Total 2019 coverage rate
	Total weight	% recycled or recovered	Emissions in metric tons CO ₂ eq.	Total weight	% recycled or recovered	Total weight	
Hazardous waste							
Treated or contaminated wood	1	66	0	379	0	9	100%
Empty contaminated packaging	29	98	77	32	87	36	100%
Other contaminated waste (rags, sawdust, filters)	122	25	86	244	22	125	100%
Contaminated water	6,268	13	2	6,699	8	6,895	100%
Spent hydrocarbons and oils	1,954	86	1,380	1,344	80	1,110	100%
Paints and solvents	3	36	2	26	11	26	100%
Chemical residues	135	44	95	41	13	81	100%
Batteries	98	31	6	120	26	87	100%
Electrical and electronic equipment waste (EEEW)	40	94	1	34	98	58	100%
Aerosols	2	32	1	2	18	50	100%
Infectious infirmity material	49	87	46	13	0	3	100%
Office supplies (printer/toner cartridges)	7	30	0	8	53	6	100%
Other hazardous waste	372	20	263	400	27	822	100%
Non-hazardous waste							
Untreated wood/pallets	1,430	96	7	1,508	95	913	89%
Cardboard	1,523	98	1,497	1,283	97	730	89%
Paper	479	62	475	713	45	382	89%
Plastics (bottles, packaging, bags, film, etc.)	2,075	93	5,552	2,213	97	1,782	89%
Food leftovers	269	1	174	88	3	81	100%
Green waste	12	25	0	1	0	34	100%
Ferrous scrap metal	1,475	85	6	1,196	99	2,337	100%
Other metals	52	100	0	74	100	51	89%
Rubble and ballast	197	65	9	365	0	1,025	100%
Brake shoes	57	79	0	26	81	67	100%
Rubber	915	65	20	1,050	65	231	100%
Textiles and Nylon	15	0	0	5	0	101	100%
Glasses	12	50	1	29	93	5	100%
NHIW (unsorted waste)	11,830	6	260	15,478	11	45,887	89%
Other non-hazardous waste	842	98	19	5,162	78	8,586	100%
Total							
Total hazardous waste	9,079	31	1,959	9,343	20	9,651	100%
Total non-hazardous waste	21,183	41	8,022	29,191	44	62,211	100%

(1) The quantities of waste reported by the Bolloré Group (excluding Havas and Vivendi) in the table above only cover companies engaged in industrial activities.

4.3. Tables

4.3.1. CROSS-REFERENCE TABLE

Priority non-financial risks	Information required by decree no. 2017-1265 for the application of the statement of non-financial performance	ISO 26000	GRI	Global Compact	Information published in the 2019 statement of non-financial performance	The most material SDGs in view of the Group's activities (excluding Communications)	Scope covered
Workplace health and safety Workplace health and safety of users and third parties	Workplace health and safety conditions	6.4.6	GRI 401 GRI 403	#4-5	4.1.2. Social data, page 110 2.1.1. Protecting the health and ensuring the safety of the women and men exposed as part of our activities, page 61	SDG 3 Good health and well-being ⁽¹⁾ SDG 3.2 SDG 3.3 SDG 3.4 SDG 3.5 SDG 3.6 SDG 3.8 SDG 3.9 SDG 3.d	Group
	Workplace accidents, particularly their frequency and severity, as well as occupational illnesses	6.4.6	GRI 401 GRI 403	#4-5			Group
	Measures taken to protect the health and safety of consumers	6.7.4	GRI 416 GRI 417		2.1.1. Protecting the health and ensuring the safety of the women and men exposed as part of our activities, page 61 2.2.2. Protecting personal data, page 77		Group
Working conditions and social dialog	Organization of social dialog (in particular the procedures for informing and consulting staff as well as negotiation procedures)	6.4.5	GRI 407	#3	4.1.2. Social data, page 110 2.1.2.2. Promoting social dialog and quality working conditions, page 73	SDG 4 Quality education ⁽¹⁾ SDG 4.1 SDG 4.3 SDG 4.4 SDG 4.5 SDG 4.6	Group
	Report of agreements signed with trade unions or staff representatives, mainly regarding occupational health and safety	6.4.4 6.4.5 6.4.6	GRI 407	#4-5		SDG 5 Gender equality ⁽²⁾ SDG 5.1 SDG 5.5 SDG 5.c	France
	Organization of working time	6.4.1 6.4.2	–	#3			Group
	Compliance with the provisions of the ILO Core Conventions on respect for freedom of association and the right to collective bargaining	6.3.3 6.3.8 6.3.9 6.3.10 6.4.5 6.6.6	GRI 407	#3	2.1.2.2. Promoting social dialog and quality working conditions, page 73	SDG 8 Decent work and economic growth ⁽¹⁾ SDG 8.2 SDG 8.3 SDG 8.4 SDG 8.5 SDG 8.6 SDG 8.7 SDG 8.8 SDG 8.b SDG 10 Reduced inequalities ⁽¹⁾ SDG 10.2 SDG 10.4 SDG 10.a SDG 10.b	Group

(1) Strong direct contribution by the Group in view of its activities and strategic CSR commitments.

(2) Indirect contribution by the Group in view of its activities and/or strategic CSR commitments.

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Priority non-financial risks	Information required by decree no. 2017-1265 for the application of the statement of non-financial performance	ISO 26000	GRI	Global Compact	Information published in the 2019 statement of non-financial performance	The most material SDGs in view of the Group's activities (excluding Communications)	Scope covered
Attracting and retaining skills	Hiring and departures	6.4.3	GRI 401 GRI 402		4.1.2. Social data, page 110 2.1.2.1. Attracting and retaining talented employees, page 68	SDG 4 Quality education ⁽¹⁾ SDG 4.1 SDG 4.3 SDG 4.4 SDG 4.5 SDG 4.6	Group
	Compensation and changes in compensation	6.8.1 6.8.2	GRI 201 GRI 202				Group
	Measures taken to improve gender equality	6.3.5 6.4.3 6.6.6 7.3.1	GRI 405	#4		SDG 5 Gender equality ⁽²⁾ SDG 5.1 SDG 5.5 SDG 5.c	Group
	Total number of training hours	6.4.7	GRI 404			SDG 8 Decent work and economic growth ⁽¹⁾ SDG 8.2 SDG 8.3 SDG 8.4 SDG 8.5 SDG 8.6 SDG 8.7 SDG 8.8 SDG 8.b	Group
	Total workforce and distribution of workforce by gender, age and geographical area	6.4.3	GRI 401				Group
	Absenteeism	6.4.6	GRI 401				Group
	Policy to combat discrimination	6.3.6 6.3.7 6.3.10 6.4.3	GRI 406	#4			Group
	Compliance with the provisions of the ILO Core Conventions on the elimination of discrimination in the field of employment and occupation	6.3.10	GRI 406	#4	4.1.2. Social data, page 110 2.1.2. Being an attractive employer, page 68	SDG 10 Reduced inequalities ⁽¹⁾ SDG 10.2 SDG 10.4 SDG 10.a SDG 10.b	Group
	Measures taken to encourage the employment and integration of disabled people	6.3.7 6.3.10 6.4.3	GRI 405	#4			Group

(1) Strong direct contribution by the Group in view of its activities and strategic CSR commitments.

(2) Indirect contribution by the Group in view of its activities and/or strategic CSR commitments.

2 The Bolloré Group's non-financial performance

4. Statement of non-financial performance summary tables

Priority non-financial risks	Information required by decree no. 2017-1265 for the application of the statement of non-financial performance	ISO 26000	GRI	Global Compact	Information published in the 2019 statement of non-financial performance	The most material SDGs in view of the Group's activities (excluding Communications)	Scope covered
Human rights	Inclusion of social and environmental issues in the purchasing policy	6.3.3 6.6.6 6.8.1 6.8.2 6.8.7	GRI 204	#1-2	2.2.3. Promoting human rights in our value chain page 77 3. Duty of care, page 100	SDG 1 End poverty in all its forms ⁽¹⁾ SDG 1.1 SDG 1.2 SDG 1.3 SDG 1.4 SDG 1.a SDG 10 Reduced inequalities ⁽¹⁾ SDG 10.2 SDG 10.4 SDG 10.a SDG 10.b SDG 16 Peace, justice and strong institutions ⁽¹⁾ SDG 16.2 SDG 16.4 SDG 16.5 SDG 16.6 SDG 16.7 SDG 16.b	Group
	Consideration of corporate social responsibility in relations with suppliers and subcontractors	6.3.5 6.6.1 6.6.2 6.6.6 6.8.14 6.8.2 7.3.1	GRI 404	#1-2			
	Compliance with the provisions of the ILO Core Conventions on the elimination of forced or compulsory labor	6.3.3 6.3.4 6.3.5 6.3.10 6.6.6	GRI 409	#5-6			
	Compliance with the provisions of the ILO Core Conventions on the elimination of child labor	6.3.3 6.3.4 6.3.5 6.3.7 6.3.10 6.6.6 6.8.4	GRI 408	#5			
	Other human rights initiatives		GRI 103 6.3.3 6.3.6 GRI 411	#1-2			
	Information on combating corruption: initiatives to prevent corruption	6.6.3	GRI 205	#10			

(1) Strong direct contribution by the Group in view of its activities and strategic CSR commitments.

(2) Indirect contribution by the Group in view of its activities and/or strategic CSR commitments.

2 The Bolloré Group's non-financial performance

4. Statement of non-financial performance summary tables

Priority non-financial risks	Information required by decree no. 2017-1265 for the application of the statement of non-financial performance	ISO 26000	GRI	Global Compact	Information published in the 2019 statement of non-financial performance	The most material SDGs in view of the Group's activities (excluding Communications)	Scope covered
Local pollution and management of hazardous materials	Training policies, particularly for environmental protection	6.4.7 6.8.5 6.5.1 6.5.2 6.5.6			4.1.2. Social data, page 110 2.1.1. Protecting the health and ensuring the safety of the women and men exposed as part of our activities, page 61 2.3.3. Preventing pollution and reducing environmental impacts related to our activities, page 88		Group
	Organization of the company to respond to environmental issues and, where necessary applicable, environmental evaluation and certification processes	6.5.1 6.5.2	GRI 103 GRI 307			SDG 7 Affordable and clean energy ⁽²⁾ SDG 7.1 SDG 7.2 SDG 7.3 SDG 7.b	Group
	Resources allocated to preventing environmental hazards and pollution	6.5.3	GRI 301 GRI 305 GRI 306 GRI 413	#7-8-9		SDG 9 Industry, innovation and infrastructure ⁽¹⁾ SDG 9.1 SDG 9.4 SDG 9.5 SDG 9.a SDG 9.c	Group
	Consideration of any form of pollution specific to a business, in particular noise and light pollution	6.5.3	GRI 301 GRI 305 GRI 306	#7-8-9			
	Measures to prevent, recycle, reuse, recover and dispose of waste	6.5.3	GRI 301 GRI 305 GRI 306	#7-8-9	4.2.2. Environmental data, page 115 2.3.1. Adapting to and combating climate change, page 82 2.3.3. Preventing pollution and reducing the environmental impacts related to our activities, page 88	SDG 12 Sustainable consumption and production ⁽¹⁾ SDG 12.2 SDG 12.4 SDG 12.5 SDG 12.6 SDG 12.a	Group
	Measures to prevent, reduce or remedy emissions into air, water and soil that seriously damage the environment	6.5.3	GRI 301 GRI 305 GRI 306	#7-8-9		SDG 13 Combating climate change ⁽¹⁾ SDG 13.1 SDG 13.3	Group
	Water consumption and water supply having regard to local constraints	6.5.3	GRI 303	#7-8-9			Group
	Consumption of raw materials and measures taken to use them more efficiently	6.5.4	GRI 301				Group
	Land use	6.5.4	–	–			Group
	Energy consumption, measures taken to improve energy efficiency, and use of renewable energies	6.5.4 6.5.5	GRI 302	#7-8-9			Group
	Protecting biodiversity: measures taken to conserve or restore biodiversity	6.5.6	GRI 304	#7-8-9			Group

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(1) Strong direct contribution by the Group in view of its activities and strategic CSR commitments.

(2) Indirect contribution by the Group in view of its activities and/or strategic CSR commitments.

2 The Bolloré Group's non-financial performance

4. Statement of non-financial performance summary tables

Priority non-financial risks	Information required by decree no. 2017-1265 for the application of the statement of non-financial performance	ISO 26000	GRI	Global Compact	Information published in the 2019 statement of non-financial performance	The most material SDGs in view of the Group's activities (excluding Communications)	Scope covered
Impact and carbon opportunity of products and services	Significant sources of greenhouse gas emissions generated by the company's activity, in particular through the use of the goods and services it produces	6.5.3 6.5.5	GRI 305		4.2.2. Environmental data, page 115 2.3.1. Adapting to and combating climate change, page 82 2.3.2. Making the management of our carbon footprint central to our products and services, page 85	SDG 7 Affordable and clean energy ⁽²⁾ SDG 7.1 SDG 7.2 SDG 7.3 SDG 7.b	Group
	Measures taken to adapt to the consequences of climate change	6.5.5	GRI 201 GRI 302 GRI 305	#7-8-9		SDG 9 Industry, innovation and infrastructure ⁽¹⁾ SDG 9.1 SDG 9.4 SDG 9.5 SDG 9.a SDG 9.c	Group
	Voluntary medium-and long-term targets to reduce greenhouse gas emissions and the means used to achieve them	6.5.5	GRI 305			SDG 12 Sustainable consumption and production ⁽¹⁾ SDG 12.2 SDG 12.4 SDG 12.5 SDG 12.6 SDG 12.a	Group
	The amount of provisions and guarantees for environmental risks	6.5.5	GRI 201		Note 10, table on "Provisions and litigation", page 118	SDG 13 Combating climate change ⁽¹⁾ SDG 13.1 SDG 13.3	Group
Risks and opportunities related to relations with local communities	Impact of the company's activity on employment and local development	6.8.5 6.8.7	GRI 203		2.4.1. Contribution to local development, page 95	SDG 1 End poverty in all its forms ⁽¹⁾ SDG 1.1 SDG 1.2 SDG 1.3 SDG 1.4 SDG 1.a	Group
	Impact of the company's activity on local or neighboring populations	6.3.4 6.3.6 6.3.7 6.3.8 6.6.7 6.8.3	GRI 411 GRI 413		2.4.1. Contribution to local development, page 95 2.1.1. Protecting the health and ensuring the safety of the women and men exposed as part of our activities, page 61 3. Duty of care, page 100	SDG 3 Good health and well-being ⁽¹⁾ SDG 3.2 SDG 3.3 SDG 3.4	Group
	Relationships and dialog with the company's stakeholders	6.3.9 6.8.3	GRI 413		2.4.1. Contribution to local development, page 95 3. Duty of care, page 100	SDG 3.5 SDG 3.6 SDG 3.8 SDG 3.9 SDG 3.d	Group
	Partnership or sponsorship initiatives	6.8.3 6.8.9	GRI 201		2.4.1. Contribution to local development, page 95 2.4.2. Sponsorship policy, page 99	SDG 4 Quality education ⁽¹⁾ SDG 4.1 SDG 4.3 SDG 4.4 SDG 4.5 SDG 4.6	Group
						SDG 6 Clean water and sanitation ⁽²⁾ SDG 6.1 SDG 6.2 SDG 6.3	Group

(1) Strong direct contribution by the Group in view of its activities and strategic CSR commitments.

(2) Indirect contribution by the Group in view of its activities and/or strategic CSR commitments.

Furthermore, given its activities, the Group can be active in preventing food waste, combating food insecurity and respecting animal welfare, and responsible, fair and sustainable food, through awareness-raising initiatives or diverse societal actions. Its impacts in these areas did not however highlight these as priority CSR risks.

4.3.2. TCFD CROSS-REFERENCE TABLE

Bolloré Group supports the recommendations of the TCFD (Task Force on Climate-related Financial Disclosures). The TCFD is a working group that focuses on climate-related financial disclosures, created as part of the G20's Financial Stability Board during the COP21. This working group has structured its recommendations around four thematic areas, representing the essential aspects of corporate operations: governance, strategy, risk management as well as metrics and targets.

The cross-reference table below serves as a reference for the TCFD's recommendations.

Theme	TCFD recommendation	Information source (drawn from the CDP or URD).
Governance		
Disclose the organization's governance around climate-related risks and opportunities	a) Describe the oversight of climate-related risks and opportunities by the Board of Directors	a) CDP Climate Change C1.1, C1.1a, C1.1b 2019 URD – 1.3 and 2.3.1 – chapter 2
	b) Describe management's role in assessing and managing climate-related risks and opportunities	b) CDP Climate Change C1.2, C1.2a, C2.2, C2.2a, C2.2b 2019 URD – 2.3.1 – chapter 2 and 1.5 – chapter 3
Strategy		
Disclose the actual and potential impacts of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning where such information is material	a) Describe the climate-related risks and opportunities the organization has identified over the short, medium, and long term	a) CDP Climate Change C2
	b) Describe the impact of climate-related risks and opportunities on the organization's businesses, strategy, and financial planning	b) CDP Climate Change C2.3, C2.3a, C2.4, C2.4a, C2.5, C2.6, C3.1c
	c) Describe the resilience of the organization's strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	c) CDP Climate Change C3.1c, C3.1d
Risk management		
Disclose how the organization identifies, assesses, and manages climate-related risks	a) Describe the organization's processes for identifying and assessing climate-related risks	a) CDP Climate Change C2.2a, C2.2b 2019 URD – 1.2 – chapter 2
	b) Describe the organization's processes for managing climate-related risks	b) CDP Climate Change C2.2d, C2.3a
	c) Describe how processes for identifying, assessing, and managing climate-related risks are integrated into the organization's overall risk management	c) CDP Climate Change C1.2a, C2.2, C2.2b, C2.3a
Metrics and targets		
Disclose the metrics and targets used to assess and manage relevant climate-related risks and opportunities where such information is material	a) Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management process	a) CDP Climate Change C2.3a, C5, C6, C7, C8, C9, C11
	b) Disclose scope 1, scope 2, and, if appropriate, scope 3 greenhouse gas (GHG) emissions, and the related risks	b) CDP Climate Change C5, C6, C7 2019 URD – 2.3.1 and 4.2.2 – chapter 2
	c) Describe the targets used by the organization to manage climate-related risks and opportunities and performance against targets	c) CDP Climate Change C4

CDP = Bolloré Group's 2019 responses to the CDP Climate Change questionnaire (available at <https://www.cdp.net/fr>). URD = Bolloré Group's 2019 universal registration document.

5. Report by independent third party, on the consolidated non financial statement

For the year ended December 31, 2019

This is a free translation into English of the 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.

To the Shareholders,

In our capacity as independent third party of Bolloré, we hereby report to you on the consolidated non financial statement for the year ended December 31, 2019 (hereinafter the "Statement"), presented in the group 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 (*Code de commerce*).

COMPANY'S RESPONSIBILITY

The Board of Directors is responsible for preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main extra-financial risks, a presentation of the policies implemented with respect to these risks as well as the results of these policies, including key performance indicators. The Statement has been prepared by applying the company's procedures (hereinafter the "Guidelines"), summarized in the Statement and available on request from its headquarters.

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by the requirements of article L. 822-11-3 of the French commercial code (*Code de commerce*) and ethical standards of the profession. In addition, we have implemented a system of quality control including documented policies and procedures regarding compliance with the ethical requirements, French professional standards and applicable legal and regulatory requirements.

RESPONSIBILITY OF THE INDEPENDENT THIRD PARTY

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of article R. 225-105 of the French commercial code (*Code de commerce*);
- the fairness of the information provided pursuant to part 3 of sections I and II of article R. 225-105 of the French Commercial Code (*Code de commerce*), i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

However, it is not our responsibility to provide any conclusion on the company's compliance with other applicable legal and regulatory provisions, particularly with regard to the duty of vigilance, anti-corruption and taxation nor on the compliance of products and services with the applicable regulations.

NATURE AND SCOPE OF PROCEDURES

We performed our work in accordance with articles A. 2251 *et seq.* of the French commercial code (*Code de commerce*) defining the conditions under which the independent third party performs its engagement and the professional guidance relating to this engagement and with ISAE 3000 (Assurance engagements other than audits or reviews of historical financial information).

We conducted procedures in order to assess the Statement's compliance with regulatory provisions, and the fairness of the Information:

- we familiarized ourselves with the Group's business activity and the description of the principal risks associated;
- we assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector;
- we verified that the Statement covers each category of information stipulated in section III of article L. 225-102-1 governing social and environmental affairs, the respect for human rights and the fight against corruption and tax evasion;
- we verified that the Statement provides the information required under article R. 225-105 II of the French commercial code (*Code de commerce*), where relevant with respect to the principal risks, and includes, where

applicable, an explanation for the absence of the information required under article L. 225-102-1 III, paragraph 2 of the French commercial code (*Code de commerce*);

- we verified that the Statement presents the business model and a description of principal risks associated with all the entity's activities, including where relevant and proportionate, the risks associated with its business relationships, its products or services, as well as its policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;
- we referred to documentary sources and conducted interviews to:
 - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
 - corroborate the qualitative information (measures and outcomes) that we considered to be the most important⁽¹⁾; concerning certain risks (corruption, health and safety, human rights) our work was carried out on the consolidating entity, for the others risks, our work was carried out on the consolidating entity and on a selection of entities;
- we verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with article L. 233-16, with the limits specified in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- we carried out, for the key performance indicators and other quantitative outcomes⁽²⁾ that in our judgment were of most significance:
 - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto,
 - substantive tests, on a sampling basis, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing entities⁽³⁾ and covered between 10% and 46% of the consolidated data for the key performance indicators and outcomes selected for these tests;
- we assessed the overall consistency of the Statement in relation to our knowledge of the company.

We believe that the procedures we have performed, based on our professional judgment, are sufficient to provide a basis for a limited assurance conclusion; a higher level of assurance would have required us to carry out more extensive procedures.

MEANS AND RESOURCES

Our work engaged the skills of eight people between December 2019 and April 2020.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around thirty interviews with people responsible for preparing the Statement.

(1) Health & Safety training for Bolloré Logistics, Health & Safety training for Port & Rail, societal actions of Bolloré Transports & Logistics, Human Rights policy set up by the Group, Business ethics

(2) Headcount at December 31, 2019; workforce by gender, by category and type of contract; number of recruitments; number of departures; number of redundancies; number of work accidents; frequency rate; severity rate; number of employees who attended at least one training during the year; number of training hours; number of entities where employees can benefit from trade unions and/or staff representation; total hazardous waste removed by type of treatment (disposed, recycled / recovered) and by category; total non hazardous waste removed by type of treatment (disposed, recycled / recovered) and by category; water consumption (including water coming from the network and withdrawn from the natural environment); electricity consumption; quantity of natural gas consumed in buildings and handling/lifting vehicles; quantity of urban heating or public heating consumed in buildings; quantity of domestic fuel consumed in buildings; quantity of diesel consumed (generator, fleet assigned to transport of people, fleet assigned to merchandise transport); quantity of diesel or off-road diesel consumed (handling/lifting vehicles, public work machinery, maneuvering machines, other equipment); quantity of gasoline consumed (generators, fleet assigned to transport of people, fleet assigned to merchandise transport, other equipment); quantity of DDO (distillate diesel oil) consumed (traction units, maneuvering machines, fleet assigned to transport of people, fleet assigned to merchandise transport); quantity of LPG consumed (handling/lifting vehicles); quantity of heavy fuel oil, diesel DDO (distillate diesel oil) consumed (assigned to merchandise transport fleet); GHG emissions (scope 1, scope 2).

(3) Bolloré Bretagne, Bolloré Energy, Société Française Donges-Metz, Bluebus (environmental indicators only), Automatic System Belgium, Bolloré Logistics France, Bolloré Logistics China (social indicators only), Bolloré Logistics USA (environmental indicators only), Bolloré Transport & Logistics Senegal, Bolloré Transport & Logistics Congo, Bolloré Transport & Logistics Bénin, Dakar Terminal, Congo Terminal, Benin Terminal, Bluearcharing (social indicators only).

CONCLUSION

Based on our work, nothing has come to our attention that cause us to believe that the non financial statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

COMMENTS

Without qualifying the conclusion expressed above and in accordance with article A. 225-3 of the French commercial code (*Code de commerce*), we make the following comments: as mentioned in the chapter "Identification of non-financial risks", the communication activities' inherent risks and politics are detailed in the Vivendi group annual report.

Paris-la Défense, April 24, 2020

The independent third party,

Deloitte & Associés
Thierry Quéron
Partner

3 Risk factors and internal control

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1. Risk factors

The Group periodically evaluates and reviews the risk factors that might have a negative impact on its operations or its financial performance. This review is presented to the Risk Committee. In addition, several factors unique to the Bolloré Group and its strategy, such as the diversification of its activities and its geographical sites, limit the magnitude of risks to which the Group is exposed. The Group has not identified any significant risk besides those discussed below.

This section reflects the provisions of (EU) regulation no. 2017/1129 of June 14, 2017 ("Prospectus 3"), which took effect on July 21, 2019. The risk factors are presented hereafter in decreasing order of importance within each category.

Among all these risks, the Bolloré Group considers the financial risks to be the most significant. The risks are presented in order of importance within this category.

The most significant risks are nevertheless singled out by an asterisk.

1.1. Financial risks

MAIN FINANCIAL RISKS

The Group has conducted a review of the risks that could have a material adverse effect on its activity, financial situation or results. Only certain financial risks are liable to impact the Group's overall results:

RISK ASSOCIATED WITH LISTED SHARES*

The Bolloré Group holds a large portfolio of listed securities, which exposes it to changes in market prices.

Unconsolidated securities are valued in the financial statements at 6,221.7 million euros as of December 31, 2019. This includes listed securities worth 3,837.5 million euros.

In accordance with IFRS 9 "Financial Instruments", these equity investments are valued at fair value at closing, i.e. for listed securities at the closing market value, and are classified as financial assets (see note 7.3 – "Other financial assets to the consolidated financial statements" [chapter 5, section 5.1]).

As at December 31, 2019, a variation of 1% in the share price would have an impact of 57.5 million euros on the value of the equity investments in the financial statements, with a 7.2 million-euro impact on profit and loss and a 50.3 million-euro impact on other items of comprehensive income before taxes, including 22.1 million euros for revaluations of the Group's equity investments in Omnium Bolloré, Financière V and Sofibol.

The valuation of these unlisted securities, which are held directly and indirectly in Omnium Bolloré, Financière V and Sofibol, depends on the stock market price of the Financière de l'Odé SE shares (see note 7.3 – "Other financial assets to the consolidated financial statements" [chapter 5, section 5.1]). At December 31, 2019, the revaluated value of these equities was 2,228.6 million euros. The shares of these unlisted companies are not very liquid. The value of unconsolidated companies is regularly monitored under the aegis of the Group's Finance Department. In addition, the value of these securities is assessed on the basis of the most recent market prices at the year end.

The Bolloré Group also owns listed shares in consolidated subsidiaries, such as Vivendi, and in companies accounted for using the equity method, notably Mediobanca and the Socfin group.

The valuation of these companies in the consolidated financial statements is based directly on the market price. The drop in the price, accompanied by other indicators, especially deterioration in the prospects for significant and lasting results, is, however, an indicator of impairment, which leads to a review of the value that may lead to the recognition of an impairment in the consolidated financial statements. (See notes 6.1 – "Goodwill" and 7.2 – "Investments in companies accounted for under the equity method" in the notes to the financial statements [chapter 5, section 5.1]).

At December 31, 2019, the market value of the Group's listed companies accounted for using the equity method amounted to 2,025 million euros for Telecom Italia, 586 million euros for Mediobanca and 239 million euros for the Socfin group. The valuation of investments in companies accounted for under the equity method is detailed in note 7.2 – "Investments in equity affiliates" to the consolidated financial statements (chapter 5, section 5.1).

GOODWILL RISK*

The Group's financial statements included goodwill of 16,728.8 million euros at December 31, 2019 (28.8% of the Group's total consolidated assets) and 14,438.6 million euros at December 31, 2018 (26.2% of the Group's total consolidated assets). Most of the goodwill relates to Vivendi (15,668.4 million euros) itself, mainly relating to Universal Music Group for 7,961.2 million euros, Groupe Canal+ for 4,040.1 million euros and Havas for 2,071.0 million euros.

Under current regulations, goodwill is not amortized but subjected to an impairment test at least once a year and whenever there is an indication of impairment. This test consists of comparing the book value to the recoverable amount of each cash-generating unit (CGU) or group of CGUs. This recoverable amount is generally determined by present-discounting the future cash flows of the CGU or the CGU group, by using cash flows projected from the operating budgets, which are extrapolated over a set time horizon (usually five years), by applying a growth rate appropriate to the potential expansion of the markets in question and using assumptions made by management based on past experience. After the stated time horizon, the terminal value is based on the perpetuity value of the cash flows. The discount rate is determined by basing it on the weighted average cost of capital (WACC) of each CGU; it includes potential risks specific to each activity (business lines, markets and geographical areas); the rate selected was determined on the basis of information communicated by an outside consulting firm. When impairment is found, the difference between the asset's book value and its recoverable value is recognized among operating expenses for the fiscal year. At December 31, 2019, no impairment provisions were found to be necessary. A sensitivity analysis was carried out, none of the Group's main goodwill items was found to be affected by any reasonable change in key assumptions (see note 6.1 – "Goodwill" in the notes to the financial statements [chapter 5, section 5.1]).

LIQUIDITY RISK*

The Group's liquidity risk stems from obligations to repay its debt and from the need for future financing in connection with the development of its various lines of business. To deal with liquidity risk, the Group's strategy has been to maintain a level of unused credit lines that will allow it to deal at any point with cash requirements. As of December 31, 2019, the amount of confirmed and unused credit lines was 6,034 million euros (of which 3,400 million euros for Vivendi). Additionally, the Group strives to diversify its sources of financing by using the bond market, the banking market and such organizations as the European Investment Bank.

For the Bolloré Group's main syndicated bank financing facilities as of December 31, 2019:

- Bolloré SE has a revolving credit line of 1,300 million euros, undrawn as of December 31, 2019, maturing in 2024, and a drawn credit of 400 million euros maturing in 2023. They are subject to a gearing covenant that caps the net debt to equity ratio at 1.75;
- Vivendi SA has a credit line of 2,200 million euros, maturing on January 16, 2025, undrawn as of December 31, 2019. This credit line is not subject to compliance with financial ratios.

The bonds issued by Bolloré in 2015 (450 million euros due in 2021) and in 2017 (500 million euros due in 2022) are subject to the usual clauses in the event of default, restrictions in terms of collateral and changes in control but not to any early redemption clause in the event of a failure to satisfy a financial ratio.

Bonds issued by Vivendi are subject the usual default, negative pledge and pari passu clauses. Moreover, the bond loans issued by Vivendi contain an early redemption clause in the event of a change in control (this clause excludes the change in control in favor of the Bolloré Group for the bonds issued in May and November 2016), which would apply if, following any such event, Vivendi SA's long-term rating were to drop below investment grade (Baa3/BBB-).

3 Risk factors and internal control

1. Risk factors

On February 10, 2020, when the Vivendi Management Board met to approve the financial statements for the year ended December 31, 2019, Vivendi's ratings were as follows:

Rating agency	Type of debt	Ratings	Outlook
Standard & Poor's	Senior unsecured debt	BBB	Stable
Moody's	Senior unsecured long-term debt	Baa2	Stable

Some other lines may have early repayment covenants connected with respect of financial ratios, generally involving ratios of net debt to shareholders' equity and/or debt service coverage. All of these bank covenants and financial ratios were met as of December 31, 2019, and as of December 31, 2018.

The portion due in less than one year of loans used as of December 31, 2019 includes 492 million euros of short-term negotiable securities at Bolloré SE and 870 million euros at Vivendi out of a program of up to 4,700 million euros (of which 3,800 million euros for Vivendi) and 163 million euros of receivables factoring.

All bank lines of credit, both drawn and undrawn, are repayable as follows:

Year 2020	5%
Year 2021	16%
Year 2022	15%
Year 2023	13%
Year 2024	39%
Year 2025	4%
Beyond 2025	8%
TOTAL	100%

INTEREST RATE RISK

Because of its financial debt, the Group is exposed to changes over time in interest rates in the eurozone, primarily on the portion of debt which is at variable rates, as well as to changes in the lending margins of credit institutions.

To deal with this risk, Executive management may decide to set up interest rate hedges. Firm hedging (rate swap, FRA) may be used to manage the interest rate risk on the Group's debt. Note 7.5 – "Financial debt in the consolidated financial statements" in chapter 5, section 5.1. describes the various derivatives used to hedge the Group's interest rate risk.

At December 31, 2019, after hedging, fixed-rate gross financial debt made up 55% of total debt.

If interest rates were to rise uniformly by 1%, the cost of gross debt would increase by 53.8 million euros after hedging on interest-bearing debt.

After hedging, debt at fixed rates amounts to 75% of total net debt; if interest rates were to rise uniformly by 1%, the cost of net debt would increase by 21.6 million euros after hedging of net interest-bearing debt.

INVESTMENT AND COUNTERPARTY RISK

Surplus cash is invested in a prudent manner in low-risk liquid products with counterparties with a high credit rating.

As such, Vivendi also invests some of its cash in investment funds with high ratings (1 or 2) on the seven-tier synthetic risk/return indicator (SRRI) defined by the European Securities and Markets Authority (ESMA) and at commercial banks with high long- and short-term credit ratings (at least A– [Standard & Poor's]/A3 [Moody's] and A–2 [Standard & Poor's]/P–2 [Moody's] respectively). Moreover, the Vivendi group spreads its investments across a number of selected banks and limits individual investment amounts.

RISKS ASSOCIATED WITH RAW MATERIAL PRICES

The Group's businesses listed below are sensitive to changes in raw material prices:

- energy (oil);
- other agricultural assets;
- batteries (lithium).

However, given the diverse nature of its activities, the effects of changes in the prices of these raw materials on the Group's overall results remain limited. Oil logistics is the only sector of the Group directly and significantly affected by changes in the price of a barrel of oil; revenue is closely linked to the price of crude oil and correlates fully with the price of refined products. In order to minimize the effects of oil risk on results, the Oil logistics division passes on changes in the price of the product to customers and arranges forward purchases and sales of products in respect of physical operations.

At December 31, 2019, forward sales of products came to 71.2 million euros and forward purchases came to 65 million euros. Open buyer positions on ICE markets amounted to 11,400 metric tons for 6.2 million euros.

Domestic fuel stocks were fully hedged, with the exception of a quantity of about 54,500 m³ at December 31, 2019.

The Group has a minority interest in the Socfin group, which farms palm oil and rubber tree plantations. This group's results are affected by fluctuations in the prices of palm oil and rubber.

However, even when these prices drop, the fact that some production occurs in countries practicing government-set prices (such as Cameroon and Nigeria) combined with efforts to improve operating performance allow the Group to significantly mitigate the impacts thereof.

The Batteries activity, which is developing Lithium Metal Polymer (LMP®) technology, is dependent on a number of raw materials, including lithium, however does not believe that it is subject to supply-side risk. It has several agreements with suppliers and the quantity of lithium used by the Group is very small in terms of the global market. Given the percentage represented by each of the raw materials and components in its operating expenses, the Group has not implemented any measures for this risk or any measures to hedge this risk.

CURRENCY RISK

For the Bolloré Group, the breakdown of revenue by currency area (46% in euros, 19% in US dollars, 7% in CFA francs and less than 3% for all other currencies) and the fact a large proportion of operating expenses is in local currencies limit its exposure to operating currency risk.

The Group is reducing its exposure to currency risk further by hedging its main operations in currencies other than the euro and the CFA franc with large international banks. The management of exchange risk is largely centralized in Bolloré SE and Vivendi SA for the subsidiaries which are attached to them directly.

At the Bolloré SE level, at the end of each month, each subsidiary declares its currency positions to be hedged to the Cash Department, which may arrange a firm hedge (forward buy or sell). In addition to these operations carried out on a three-month rolling basis, other hedges may be arranged on an ad hoc basis (for example for a charter, a contract or the purchase of port gantry cranes).

Bolloré Energy hedges its positions directly in the market each day.

As regards Vivendi, the management of currency risk is intended primarily to hedge the budgetary exposures (80%) and firm external commitments (100%) in order to limit the monetary risks resulting from operations conducted in

currencies other than the euro; and all of the editorial content (sports rights, TV/radio, films, etc.) and certain capital expenditures in currencies other than the euro. The majority of hedging instruments are currency swaps or forward purchase and sale contracts maturing in less than one year. Given the currency hedges in place, an unfavorable and uniform change of 1% in the euro against any of the currencies accounted for at December 31, 2019 would have an insignificant aggregate effect on net income.

1.2. Risks related to business activities

Each Group division is responsible for managing the industrial, environmental, market and compliance risks with which it is confronted. The type of risks and the associated management methods are regularly analyzed by each divisional management.

They are also supervised by the Group's Risk Committee and Insurance Department.

The occurrence of one of the following risks may also entail a reputational risk from the media storm it might create.

PRINCIPAL RISKS RELATED TO BUSINESS ACTIVITIES

MARKET RISK (TRANSPORTATION AND LOGISTICS, OIL LOGISTICS)*

The Transportation and logistics and Oil logistics businesses represent almost 24% of the Group's revenue.

In freight forwarding and oil logistics, the Group acts mainly as an intermediary which allows it to pass on much of any price fluctuations to its customers. As a result, revenue in both businesses may be substantially affected by fluctuations in freight rates and oil product prices without a comparable impact on profits.

In oil logistics, exposure to the price of oil products is therefore essentially capped at its inventory, which is also largely hedged by forward purchases and sales of products backing physical transactions.

Results of the port and railway concession businesses may be affected by the economies of the countries in which the Group operates. The economies of some countries, particularly in Africa, can be heavily exposed to the price of oil or other raw materials. However, this risk is limited by the substantial diversity of the Group's geographical presence in Africa, where it has operations in 47 countries.

POLITICAL RISKS (TRANSPORTATION AND LOGISTICS)

The Group is present in a large number of African countries, where it is active in all areas of logistics: freight forwarding by air, sea and land, warehousing and distribution, industrial logistics, port operations, safety and quality control. It manages all administrative and customs procedures for its customers both before and after transportation and ensures that goods reach their final destination. This unrivaled network, made up of companies in the Group that each comprise local players, makes it possible to minimize the risks associated with any country experiencing a major crisis.

Furthermore, the Group's decades-long presence on this continent and its experience make it possible to limit exposure to this risk. Thus the crises that occurred in the Republic of Côte d'Ivoire between 2002 and 2007 and in 2011 had a material impact on the results of this country's subsidiaries, but the impact on the Group's financial statements was extremely modest, reflecting the effects of shifts in business away from this crisis-ridden country toward neighboring countries. Lastly, all the Group's African companies are insured by Foyer Assurances in respect of any "financial losses" covering political and commercial risks up to 75 million euros a year with, for certain risks, sublimits of 10 or 30 million euros per claim. The financial losses are also reinsured with Sorebol, the Group's internal reinsurance company.

This valuation is consistent with the Group's needs and with the risks it took into consideration with its insurers. Such risks may arise from:

- confiscation, expropriation, nationalization;
- withdrawal of authorization;
- non-renewal by granting authorities of their concession or licensing agreements;
- inconvertibility and non-transfer of all financial flows, particularly dividends;
- public disorder, malicious action, war, civil war, strike, riot or terrorism.

The imposition of tariff barriers on the principal sea and air transport routes due to trade disputes between the United States and China could have an impact on the growth of world trade and consequently on the Group's logistics and freight forwarding businesses.

RISKS RELATED TO TERRORISM (TRANSPORTATION AND LOGISTICS, OIL LOGISTICS, COMMUNICATION)

Because the Group operates in 109 countries, it has established a Safety & Security Department to oversee the protection of the Bolloré Group's and Vivendi's human and physical assets in France and abroad and to guard against possible terrorist acts. Its tasks focus on the following themes:

- monitoring and analysis of global security events and a proactive approach to crises;
- crisis management in conjunction with the departments concerned (Executive management, Legal, QHSE, HR, etc.);
- safety audits in France and abroad and the verification of emergency crisis procedures (RESEVAC nationals evacuation operations);
- travel safety based on a rigorous travel policy. This department handles and tracks work-related travel abroad through a dedicated location platform and an assessment of the feasibility of work-related travel. All travel outside of capital cities (in Africa, Asia, South America and the Near and Middle East) must first be subject to a feasibility study by the Safety & Security Department and approved by Executive management;
- maintenance of a safety & security network, through the consolidation of the Group's security networks in France and abroad, and the hiring of local safety & security liaisons.

HEALTH RISKS (TRANSPORTATION AND LOGISTICS)

By operating in Africa, the Group is exposed to risks associated with Ebola. Since the epidemic has mostly affected three countries (Sierra Leone, Guinea and Liberia), which represent less than 5% of its revenue in Africa, it has not had a real impact on the Group. The Group nevertheless took numerous health precautions starting in 2014, and these remain in force at present.

The Group is closely monitoring the Covid-19 pandemic, which now affects almost all companies worldwide, and has implemented all measures to preserve the health of our employees with safe working conditions respecting recommended distances for the majority of employees.

We invite you to read the section on Recent events 5.1.1.1 page 170 in which the most recent information on this pandemic, to the best of our knowledge, is described.

RISKS OF NON-RENEWAL OF CONCESSIONS (TRANSPORTATION AND LOGISTICS)

The Group is bound by concession agreements (port terminals, railways and oil pipelines). Given their number, diversity, duration (most lasting over twenty years) and maturity, the risks associated with these concessions cannot significantly affect the Group's profitability and the continuity of its business. For more details on concessions, see also note 6.4 to the consolidated financial statements (chapter 5, section 5.1).

CUSTOMER RISK

The Bolloré Group has a presence in every continent given its various activities in very diverse sectors. Its numerous customers are therefore companies of different origins operating in very different fields, which greatly reduce the overall level of risk. In transportation and logistics, including oil logistics (38% of revenue), the customer portfolio is very fragmented. The stability of this customer base is guaranteed by the fact that the biggest customers – consisting of shipping companies – are also freight forwarding suppliers of the Group for comparable amounts. The business is therefore not dependent on any particular customers or sectors. As regards risk management, monthly monitoring is carried out by the Group's Cash Department, which pools working capital requirement. Controls are also carried out by the main divisions themselves, which have a credit manager. Finally, the Group has frequent recourse to credit insurance. The Group performs a forward-looking evaluation of the credit losses expected from its trade receivables. To measure the provision expense for credit losses expected from its trade receivables from the start, the Group assesses the likelihood of default when the receivable is first recognized. Subsequently, the provisions for credit losses expected from trade receivables are re-measured in light of the change in the credit risk of the asset during each financial year.

The aged balance of past due receivables without provisions at the end of the accounting period, the analysis of changes in provisions for trade receivables and the expenditure and income in respect of these receivables are shown in note 5.6 – "Trade and other receivables" in the notes to the consolidated financial statements (chapter 5, section 5.1).

Moreover, the working capital requirement is monitored monthly by the Group's Cash Department. In addition, in the Group's main divisions, credit risk management is the responsibility of a credit manager. Recourse to credit

insurance is preferred and, when credit is not covered by insurance, the granting of credit is decided at the most appropriate level of authority. Finally, trade receivables are regularly monitored at both Group and division level and are written off case by case when this is deemed necessary. Vivendi believes that there is no significant collection risk for operating receivables for its activities: the large number of individual customers, the diversity of customers and markets, as well as the geographical distribution of the Vivendi's activities (mainly Universal Music Group, Groupe Canal+, Havas and Gameloft), allow the concentration of credit risk related to receivables to be minimized.

TECHNOLOGICAL RISK (ELECTRICITY STORAGE AND SYSTEMS)

The Group is making significant investments in new activities such as electricity storage, the main technological challenge being to make Lithium-Metal-Polymer (LMP®) technology a benchmark technology in both the bus market and in stationary batteries for electricity storage. Even though it is extremely confident about the prospects offered by these new activities, the Group remains prudent given the technological risk that such capital expenditure may present. Accordingly, the efforts devoted to these developments are at all times measured on the basis of the performance of the traditional activities and in such a way that they do not call into question the Group's overall equilibrium. This risk is also addressed directly by Executive management at its monthly meetings.

RISKS RELATED TO ACTIVITIES IN THE COMMUNICATIONS SECTOR

This segment mainly includes the risk factors to do with Vivendi and its subsidiaries. These are detailed more fully in chapter 2 of Vivendi's 2019 universal registration document. They primarily comprise:

- risks related to inflation in the costs of exclusive content and premium rights for the Group's businesses;
- risks related to piracy and forgery;
- disintermediation risks;
- risks linked to talents;
- risks related to cybercrime;
- risks related to data protection;
- corruption risks;
- risks linked to the lack of commercial success of musical recordings, films, video games, services and content which has been produced, published, distributed or marketed by the Group;
- risks related to conducting business in different countries;
- risks related to unfavorable economic and financial circumstances.

1.3. Legal risks

PRIMARY LEGAL RISKS

RISKS ASSOCIATED WITH LEGAL PROCEEDINGS

The activities of the Group's companies are not subject to any specific dependency. In the normal course of their activities, Bolloré and its subsidiaries are party to a number of legal, administrative or arbitral proceedings. The potential costs of these proceedings are the subject of provisions insofar as they are probable and quantifiable. The provisioned amounts are subject to a risk assessment on a case-by-case basis (see notes 10 – "Provisions and litigation" and 10.2 – "Litigation in progress" to the financial statements [chapter 5, section 5.1]).

Togo-Guinea inquiry

On December 12, 2018, criminal charges were brought in a purely mechanical manner against Bolloré SE for corruption of a foreign public agent, complicity in falsification and use and complicity in breach of trust, following the criminal charges brought on April 25, 2018 against two of its senior executives. The allegations at the heart of the judicial inquiry go back to 2009-2010 and concern two operations in Togo and Guinea.

The inquiry seeks to determine whether the concessions obtained by local subsidiaries of the Group in Togo and Guinea were obtained because of communications services provided by Havas in those countries for, respectively, 300,000 euros and 170,000 euros.

Bolloré SE is vigorously contesting the facts alleged, which have been the subject of numerous appeals before courts and tribunals.

In Guinea, the Group was named operator of the concession in 2010 because it had come in second during the international tender offer of 2008, after the default of the operator that had come in first.

In Togo, the concession agreement was signed on August 29, 2001, whereas the facts alleged would have occurred in 2009 and 2010, which is to say ten years later.

In these two countries, the Group's investments in port infrastructure today total over 500 million euros.

In a ruling handed down on September 26, 2019, the Second Examining Chamber of the Paris Court of Appeal canceled the indictment of Bolloré SE (and its two senior executives above) for complicity in forgery and use of forged documents in Togo, bribery of a foreign public official in Guinea and complicity in forgery and use of forged documents in Guinea.

ICSID Arbitration – Republic of Togo

The dispute brought before the arbitration tribunal arose from the failure of the Republic of Togo to honor the right of first refusal accorded to Togo Terminal as part of the signing of rider no. 2 to the concession agreement of May 24, 2010.

Following the signing of this rider, Togo Terminal and its ultimate shareholder, the Bolloré Group, invested several hundred million euros in the development and modernization of the infrastructures of the Independent Port of Lomé, including the construction of a third quay in the Port.

Early in 2014, Togo Terminal learned that construction work on a dock that had been started near the area it had been conceded under the concession agreement was for the purpose of creating a new special-purpose terminal for container operations.

From that date, Togo Terminal requested the Republic of Togo to apply the contractual provisions, but despite its repeated requests was unable to get the Republic of Togo to honor the right of first refusal that it had been granted.

Accordingly, on April 20, 2018, Togo Terminal filed a request for arbitration with the International Center for the Settlement of Investment Disputes (ICSID), primarily so that the Republic of Togo would be ordered to carry out Togo Terminal's preferential right and to restore in full the damages suffered by Togo Terminal.

Litigation between Autolib' and the Syndicat mixte Autolib' et Vélib' Métropole

On February 25, 2011, Syndicat mixte Autolib' et Vélib' Métropole ("the SMAVM") and Autolib' entered into a public service delegation for the purpose of installing, managing and maintaining a self-service electric automobile service and an electric vehicle recharging infrastructure ("the agreement" or "the concession").

In light of the updated 2016 business plan and the updated 2017 business plan that Autolib' forwarded to the SMAVM, it was clear that the agreement was not economically attractive, as defined in its article 63.2.1, and Autolib' notified SMAVM of this fact on May 25, 2018, in accordance with the agreement.

Since the SMAVM did not wish to pay Autolib' the compensation called for in article 63.2.2 of the agreement in the event the concession should prove economically unattractive, it terminated the agreement as per its article 63.3 in deliberation no. 2018-18 of June 21, 2018.

Article 63.3 of the agreement provides that, should the agreement be terminated pursuant to that article, the indemnification schedule in article 61 of the agreement shall apply.

Therefore, Autolib' sent the SMAVM a letter dated September 25, 2018 with its request for indemnification in a total amount of 235,243,366 euros, calculated in accordance with articles 63.3 and 61 of the agreement.

The SMAVM, however, in a letter dated November 27, 2018, expressed its refusal to pay the indemnification referred to in item (vi) of article 61 of the agreement (indemnification and compensation due to Autolib' from the SMAVM since the threshold defined in article 63 of the agreement had been exceeded) by challenging Autolib's right to be indemnified due to the threshold having been exceeded and to the agreement thus being economically unattractive.

Given this refusal by the SMAVM to pay the indemnification called for in item (vi) of article 61 of the agreement, thereby demonstrating a profound disagreement between the SMAVM and Autolib' about the amount of indemnification to be paid under article 61 of the agreement, Autolib' notified the SMAVM, in accordance with article 61 of the agreement and, in a letter dated November 29, 2018, that it was bringing the matter before the Arbitration Panel mentioned in article 70 of the agreement.

Article 61 of the agreement provides that: "The Arbitration Panel may be appealed to by either party in the event of disagreement about the amount of this compensation."

Article 70.1 of the agreement concerning the establishment of an Arbitration Panel provides inter alia that: "The Arbitration Panel shall consist of three (3)

members whose personal and moral qualities and experience in public-private arrangements for comparable complex projects is well known.

Within fifteen (15) calendar days after the appeal to the Arbitration Panel, each party will designate one (1) member and the third member, who will be Chairman of the Arbitration Panel and will be chosen by common agreement between the two (2) members so designated. Failing an agreement within fifteen (15) calendar days, the Chairman of the Arbitration Panel will be designated by the Chief Judge of the Administrative Court of Paris, at the request of the first party to act¹.

Therefore, and in conformance with said article 70.1 of the agreement, Autolib' and the SMAVM each proceeded on their own, on December 11 and 12, 2018 respectively, to designate the two out of three members of the arbitration panel.

Despite numerous conversations held and proposals made by the members of the Arbitration Panel designated by the SMAVM and Autolib', the two of them could not reach an agreement as to the choice of a Chairman of the Arbitration Panel, even more than two months after the appeal to the Arbitration Panel on November 29, 2018.

Therefore, and pursuant to article 70.1 of the agreement, Autolib' appealed to the Chief Judge of the Administrative Court of Paris in a request dated February 12, 2019 so that she might appoint the Chairman of the Arbitration Panel.

When the Chief Judge of the Administrative Court recused herself from making that appointment, Autolib' and the SMAVM granted the arbitrators a one-month extension to reach an agreement on the choice of a Chairman of the Arbitration Panel.

However, no agreement on the selection of the Chairman of the Arbitration Panel had been reached between the two members of the Panel already appointed as of March 20, 2019.

Despite the lack of agreement by the deadline agreed to between Autolib' and SMAVM, Autolib' remained keen to give the conciliation one last chance to take place.

As such, in a letter dated March 22, 2019, Autolib' referred the matter back to a new Arbitration Panel, replacing the Arbitration Panel to which the matter was referred on November 29, 2018.

However, unlike Autolib', SMAVM, in a letter dated March 27, 2019, initially refused to appoint a member to the new Arbitration Panel other than the one originally designated.

In response to a letter from Autolib' dated March 29, 2019, calling on SMAVM to appoint a new member of the Arbitration Panel and a reminder letter dated April 8, 2019, SMAVM, in a letter dated on the same day, finally agreed to make every effort to appoint a new member to the Panel before April 23, 2019.

However, contrary to all expectations, SMAVM, in a letter dated April 23, 2019, subsequently informed Autolib' that it had been unable to appoint a new member to the Arbitration Panel within the agreed period and that it intended to designate as a member of the new Panel the person appointed to the first. As the arbitration procedure was manifestly impossible, in the light of all the foregoing, Autolib', in a letter dated May 20, 2019, asked SMAVM, prior to referring the matter to the Administrative Court of Paris in accordance with article 71 of the Autolib' Public Service Delegation Agreement, to pay it the indemnification due in accordance with article 63 and article 61 of the Autolib' Public Service Delegation Agreement, i.e. the sum of 235,243,366 euros, subject to adjustments, to cover the termination of the agreement.

As this request was implicitly rejected by SMAVM on July 20, 2019, Autolib' applied to the Administrative Court of Paris on September 9, 2019, asking it to force the SMAVM to pay it the sum of 235,243,366 euros, subject to adjustments, for the termination of the agreement, together with default interest and, where applicable, the compounding of accrued interest.

There are no other governmental, legal or arbitration proceedings, of which the company is aware, which are pending or being threatened and are likely to have, or have had over the course of the last twelve months, a significant effect on the financial situation or profitability of the company and/or the Bolloré Group.

The main disputes and inquiries in which Vivendi is involved are covered by a description in note 23 to the audited consolidated financial statements for the fiscal year ended December 31, 2019.

TAX RISKS

The Group's activities are subject to changing and restrictive legislation and regulation. However, these factors are not such that they create particular risks for the Group.

In the normal course of business, some companies in the Group undergo tax audits. These audits do not raise significant risks or risk factors.

Accounting provisions are regularly set up for the consequences of these audits if they appear probable and indicate a future financial cost to the

Group (see notes 10 – "Provisions and litigation" and 10.2 – "Litigation in progress" to the financial statements in chapter 5, section 5.1).

1.4. Risks related to corporate social responsibility

Management of CSR risks is detailed in the non-financial performance statement of this 2019 universal registration document.

SOCIAL RISKS

WORKPLACE HEALTH AND SAFETY AND HEALTH AND SAFETY OF USERS AND THIRD PARTIES⁽¹⁾

Bolloré Transport & Logistics and Blue Solutions operate in environments with a high accident risk. The issue is particularly material with regard to industrial activities, such as handling, production and assembly, construction, freight and passenger transport, and even the handling and transportation of hazardous goods. The vast international reach of Bolloré Transport & Logistics (109 countries, including 47 in Africa) also requires particular vigilance depending on the local context. In the same way as for its employees, one of the Bolloré Group's priority risks is ensuring the health and safety of partners and subcontractors working on its sites, as well as users and local communities which could be impacted by its activities. The risks relating to the safety of users and third parties in the context of freight and passenger transport operations are particularly material.

ATTRACTING AND RETAINING SKILLS

Bolloré Transport & Logistics and Blue Solutions employees perform a diverse range of activities in a large number of locations. This implies the need for a high degree of consistency in the quality of service provided to customers in order to meet the standard of operations they demand. That is why the issue of retaining the men and women of the company while developing their skills is a key driver of operating efficiency and innovation aimed at ensuring the sustainability and development of activities.

WORKING CONDITIONS AND SOCIAL DIALOG

The Transport & Logistics and Electricity storage and systems divisions operate in many countries where local standards in terms of working conditions and social dialog can vary greatly, representing a risk not only to employee health and development, but also for business continuity, potentially presenting us from delivering our services within the timeframe and to the standard expected by our customers.

ETHICAL RISKS

CORRUPTION AND CONFLICT OF INTEREST (SEE COMPLIANCE RISK)

The French law of 9 December 2016, known as "Sapin II", came into force on June 1, 2017. It requires both French and foreign companies to take specific measures to fight corruption. The implementation of the corruption risk mapping responds to a dual challenge: (i) understand the factors liable to affect the various activities and their performance, with the aim of guarding against the legal, human, economic and financial consequences resulting from insufficient care; (ii) foster greater knowledge and in turn better control of these risks. A risk management tool, corruption risk mapping is the cornerstone of the Bolloré Group's corruption risk management strategy: identification of corruption risks, comparison and assessment of the existing treatment of corruption risks, identification of residual corruption risks after the implementation of mitigation strategies and mobilization of the organization through a shared methodology and a tool determined by a specific project.

For the development of a risk-based approach, the Bolloré Transport & Logistics scope was chosen to pilot the development of Group-wide corruption risk mapping, with particular attention paid to the various geographies and their exposure to corruption risks within the scope of their activities.

(1) Initially identified in the Group's CSR risk mapping as belonging to the human rights risk category, management of health and safety risks of users and third parties is covered by the procedures put in place by the Group to manage workplace health and safety risks (HR risk category). The health and safety risk faced by users and third parties is therefore managed in parallel with the workplace health and safety risk.

HUMAN RIGHTS RISKS

RISKS RELATED TO HUMAN RIGHTS

The Bolloré Group operates in nearly 130 countries, including 47 countries in Africa. Its heavy international presence results in the Group hiring a great many people, directly or indirectly, in institutional contexts that vary from one country to another, where human rights are at times threatened. For this reason the issue of respecting and fostering human rights has been defined as a priority matter for the Group, encompassing such issues as non-discrimination, decent working conditions, promotion of social dialog and the freedom of association for trade unions, and forced labor or child labor.

Note that forced labor and child labor represent significant risks and need to take absolute priority in terms of prevention and action. The measures and internal controls on the hiring of employees, however, keep the problem under control.

Moreover, the Group pays special attention to its supply chain and subcontracting. The Group's reasonable duty of care can be put to the test by the local context in certain regions. An example is the African continent, where products and services are sometimes limited due to a dearth of local, regional or even national competitors, such as railway construction services and oil supplies.

PROTECTION OF PERSONAL DATA (SEE COMPLIANCE RISK)

Numerous cyberattacks have targeted businesses. They try to obtain personal data such as banking or log-on information to exploit them or resell them. Phishing and ransomware are known examples of malicious acts that affect individuals and companies. For example, according to a study in 2018 by the CESIN (Club des Experts de la Sécurité de l'Information et du Numérique), 80% of companies (that responded to the study) had been targeted by at least one cyberattack. This risk, although impacting all of the Group's companies, is especially crucial for the Electricity storage and systems division, particularly as regards its car-sharing operations. Special measures have been taken by the Group to limit this risk as far as possible.

ENVIRONMENTAL RISKS

LOCAL POLLUTION AND MANAGEMENT OF HAZARDOUS MATERIALS

Due to its industrial activity, the Bolloré Group has identified local pollution risks as a priority. The transportation and storage of hazardous products and the occurrence of industrial accidents represent a major environmental risk and are a top priority for prevention.

IMPACT AND CARBON OPPORTUNITY OF PRODUCTS AND SERVICES

The Group is involved in long-term investment processes. The diversification of its activities strengthens its resilience to the vagaries of the market and allows it to create employment through the evolution of its business lines and making low-carbon an opportunity for the development of its products and services in line with major energy transition and climate change challenges.

LOCAL IMPACT

RISKS AND OPPORTUNITIES RELATED TO RELATIONS WITH LOCAL COMMUNITIES

With locations in 129 countries, including 47 in Africa, the Bolloré Group, through its activities and relationships with local communities, is a key player in regional social and economic development. It must therefore prevent, mitigate and compensate for the negative externalities generated by its activity while maximizing beneficial impacts for local populations and the territories where it operates.

SPECIFIC RISKS RELATED TO ACTIVITIES IN THE COMMUNICATIONS SECTOR

(see chapter 2 of Vivendi's 2019 universal registration document, page 89)

1.5. Risk management and internal control tools

RISK MAPPING

Evaluation and control of the risks inherent in the functioning of each entity are the Group's central preoccupations. Since 2005, the Group has adopted a risk mapping exercise, its primary objectives being:

- to identify the major risks that could affect its divisions' operations;
- to initiate/improve the Group's processes so as to reduce and/or eliminate the impact of these risks;
- to analyze the adequacy of the Group's insurance policy and its purchasing of capacity and guarantees;
- to consider the Group's options regarding the transferring of risks to the insurance and reinsurance market, and/or the use of self-insurance;
- to strengthen crisis management and emergency communication procedures.

Once the risk mapping completed, the Group decided to take a long-term approach by installing a software package enabling it to monitor action plans and regularly update risks of all business lines. In parallel, the Group is continuing its program of preventative inspections of its sites, particularly in Africa. Identified risks are the subject of a series of measures detailed in the action plans drawn up by the various "owners" of risks who are nominated within each division, the objective being to control the exposure to these risks and therefore to reduce them.

The updating of consolidated risk mapping is validated every six months by the Risk Committee.

For its part, Vivendi SE also regularly reviews risk factors, which are presented to its Audit Committee. The Risk and Vigilance Committee also assesses whether internal procedures are adequate for dealing with potential risks.

INSURANCE – COVERAGE OF THE RISKS THAT THE GROUP MAY ENCOUNTER

The Group's insurance policy is primarily aimed at enabling the activities of its various companies to continue in the event of any incident, the policy being based on:

- internal prevention and protection procedures;
- the transfer of risks to the insurance and reinsurance market through international insurance programs, regardless of the branch of activity and/or the geographic area.

The Group is covered in all its areas of activity against the consequences of such events that are liable to affect its industrial, storage, rail or port terminal installations. The Group also has civil liability coverage for all its land, sea, rail and air activities, as well as coverage for its operational risks. Regarding customer risk (chapter 3, section 1.2. "Risks related to business activities", under the heading "Customer risk"), the Group makes widespread use of credit insurance whenever this is indicated.

INDUSTRIAL RISK COVERAGE

The operating sites for the Group's industrial activities as well as the storage/warehousing sites are guaranteed by property insurance programs up to the amount of the estimated value of the insured goods. The Group's industrial companies are covered for "operating loss" for 100% of their annual gross margin.

CIVIL LIABILITY COVERAGE

The Group is required to subscribe to a set of civil liability policies given its various activities and its exposure to various risks.

The civil liability that may be incurred by any company in the Group due to its activities, in particular general civil liability, civil liability due to products and the forwarding agent/freight agent/packer/carrier's civil liability, is insured in all areas where these activities are carried out:

- by type of activity, since each division in the Group benefits from and subscribes to its own cover;
- by an excess insurance capacity that covers all the companies in the Group and in case of any insufficiency in the above policies.

The Group also has an "Environmental damage" civil liability policy.

CYBER RISK COVERAGE

Since late 2014, the Group has also had coverage against the consequences of risks related to the Group's information systems.

Insurance programs are taken out with leading international insurers and reinsurers, and the maximum coverage in effect corresponds to that of the market and to the Group's risks exposure.

RISK RELATED TO INFORMATION SYSTEMS

The Group operates and installs a large number of complex systems in order to provide its customers with high-quality and adaptable service.

These systems (networks, servers, applications, databases, etc.) may be hosted on site, with a contract hosting company, or in the cloud. In addition, the operation and installation of these systems is handled by in-house personnel and/or service contractors.

The Group believes that there are three types of risks associated with the operation of such systems:

1. Data theft and cyber attacks

The Information Systems Security division has an established security policy, updated annually and used by all IT departments. Audits are performed every year and a remediation plan is implemented so that our systems are kept in line with this policy on a regular basis.

A number of applications also ensure that these security rules are observed and that the Group will be responsive to security problems as they arise.

Lastly, awareness campaigns are conducted every year to heighten the general alertness to critical data.

2. Hardware or software failures

Based on a business-by-business analysis, a mapping has been done of the systems most critical to the Group's business continuity. These systems are run on high-security hardware, including writing to remote mirror disks, data duplication, automatic recovery mechanisms and more. Additionally, the critical systems are backed up regularly and the after-error restoration procedures are defined and tested regularly.

The maintenance of all hardware and software is also kept up to date and provides ample support to the Group's strategic suppliers.

3. Human error and data loss

Besides the recovery systems described above, the Group takes regular looks at the service quality of its suppliers and uses the cloud to meet the localization requirements of critical data. The Group adheres closely to the general data protection regulation (GDPR).

To the extent possible, the Group relies on procedures and knowledge-sharing to limit its dependence on service providers or potentially risky individuals.

As indicated in the reference framework, however, no matter how well designed and applied it is, the internal control system cannot absolutely guarantee that the company will achieve its objectives.

In the description that follows, "the Bolloré Group" covers the parent company and the consolidated subsidiaries. This description of the internal control system was made from the reference framework devised by the working group led under the aegis of the AMF, supplemented by its application guide.

The principles and key points contained in this guide are followed where they are applicable.

A CONTROL SYSTEM ADAPTED TO THE SPECIFIC NATURE OF THE GROUP'S ORGANIZATION

The Group's internal control system is based on the following principles:

Separation of functions

In order to guarantee the independence of the control function, the operational and finance departments have been systematically separated at every level within the Group.

Each entity's finance department is responsible for ensuring that financial information is complete and reliable. All this information is regularly forwarded to Executive management and the central departments (human resources, legal, finance, etc.).

Independence and responsibility of subsidiaries

The Group is organized into operational divisions which, owing to the diversity of their activities, have considerable scope to manage their own affairs. The divisions are responsible for:

- specifying and implementing an internal control system suited to their specific situation and features;
- optimizing their operational and financial performance levels;
- safeguarding their own assets; and
- managing their own risks.

This system of delegated responsibility ensures that the various entities' practices comply with the legal and regulatory framework in force in the countries where they are established.

Joint support and audits of all Group companies

The Group establishes mandatory accounting, financial and control procedures for the central processes, usually circulated by email to the operating divisions. The latter are responsible for circulating them within their organization.

In addition to these procedures that the Group has established for central processes, the operating divisions have their own accounting, financial, administrative and control procedures, collected on an intranet site or regularly sent out to the entities by email in order to disseminate and manage the standard framework created by the Group and the divisions.

The Internal Audit Department regularly assesses the entities' control systems, especially with regard to their observance of Group procedures and the procedures specific to each operating division. It suggests to them the best ways to make improvements.

Human resources policy favoring a good internal control environment

The human resources policy contributes to the enhancement of an effective internal control environment as a result of job descriptions and an appraisal system based particularly on annual reviews and regular training programs.

INTERNAL DISTRIBUTION OF RELEVANT INFORMATION

Compliance with legislation and regulations

The Group's functional departments enable it:

- to keep abreast of the various rules and laws that apply to it;
- to be advised, in good time, of any changes to them;
- to incorporate these rules into its internal procedures;
- to keep its staff informed and properly trained to comply with the rules and legislation concerning them.

INTERNAL CONTROL

ORGANIZATION AND FEATURES OF INTERNAL CONTROL

In accordance with the AMF's reference framework definition, internal control is a system within the company, defined and implemented under its own responsibility, with the aim of ensuring:

- compliance with legislation and regulations;
- application of instructions given and strategies set by Executive management;
- the proper functioning of the company's internal processes, particularly those helping to safeguard its assets;
- reliable financial reporting;
- and, more widely, helping it to manage and carry out its business effectively and use its resources efficiently.

Under this framework, internal control covers the following elements:

- an organization including a clear definition of responsibilities, having adequate resources and skills and using appropriate information systems, operating procedures or methods, tools or practices;
- the internal distribution of relevant and reliable information, knowledge of which enables each person to carry out his or her duties;
- a risk management system intended to list, analyze and tackle the main identifiable risks with regard to the company's objectives and to ensure that procedures are in place to manage these risks;
- audit activities proportionate to the issues involved in each process and designed to ensure that all necessary measures are taken to manage risks that may affect the achievement of objectives;
- operation and permanent monitoring of the internal control system and regular examination to ensure that it is functioning correctly.

Application of the instructions and directions set by the Group's Executive management

Executive management sets the Group's targets and overall directions, ensuring that all staff are informed of them.

In this respect, the Group's budget formation process involves strict undertakings by the entities with respect to Executive management:

- during the fourth quarter of the year, each operational division prepares a budget on the basis of the overall strategic direction set by Executive management; the budget gives a breakdown of forecast profits and cash flow, as well as the main indicators for measuring operational performance levels;
- once approved by Executive management, this budget, broken down into months, serves as the reference for budgetary control. The discrepancies between this budget forecast and the monthly results are analyzed each month at results committee meetings attended by the Group's Executive management, the divisional management and the Group's functional departments (human resources, legal and finance).

Proper functioning of the company's internal processes, particularly those helping to safeguard its assets

The Information Systems Department has introduced safety and security procedures for ensuring the quality and security of the Group's operations, even in the event of major difficulties.

The process of monitoring all capital expenditure, conducted jointly by the purchasing, management control and insurance divisions, contributes to keeping a close watch over the Group's tangible assets and safeguarding their value in use through appropriate insurance cover.

Although devolved to the various operating divisions, client accounts are nonetheless subject to monthly reporting to the Group's Finance Department, which is responsible for listing the main client default risks and taking remedial action along with the divisions.

The Group's cash flow is monitored by:

- daily notification of the divisions' cash flow figures;
- monthly updates to the Group's cash flow forecasts;
- optimization of exchange rate and interest rate risks (studied by the Risk Committee, which meets semi-annually under the authority of Executive management);
- the availability of short-, medium- or long-term credit from financial partners.

RELIABLE FINANCIAL REPORTING

Procedure for preparing the consolidated financial statements

The consolidated financial statements are prepared every half-year; they are verified by the Statutory Auditors in a limited review at June 30 and a full audit at December 31, covering the separate financial statements of all entities within the consolidation scope and the consolidated financial statements.

They are published once they have been approved by the Board of Directors. The Group relies on the following elements for consolidating its financial statements:

- the Group's consolidation department, which ensures the standardization and monitoring of bookkeeping in all companies within the parent company's consolidation scope;
- strict adherence to accounting standards linked to the consolidation operations;
- the use of a recognized IT tool, developed in 2005 to keep the Group abreast of new information transmission technology and to guarantee secure procedures for reporting information and standardized presentation of the accounting aggregates;
- decentralization of a portion of the consolidation restatements at operational division or company level, allowing the accounting treatment to be positioned as closely as possible to the operational flows.

Financial reporting process

The Group's cash and management control departments organize and monitor the reporting of monthly financial information and indicators from the divisions and, in particular, their income statements and net debt reports. Within each division, the financial reporting details are validated by its Executive management and forwarded by its Finance Department.

The figures are submitted in a standardized format that complies with the rules and standards for consolidation, making it easier to crosscheck against the items in the half-yearly and annual consolidated financial statements. Specific reports for each of these are forwarded to the Group's Executive management.

The monthly financial reports are supplemented by budget reviews throughout the year, which updates the year's targets in accordance with the latest figures.

LIMITATION OF RISK RELATED TO PUBLICLY-TRADED SECURITIES

Insider list

In accordance with European regulation no. 596/2014 of April 16, 2014 on market abuse (MAR regulation) and those of the AMF guide dated October 26, 2016 on permanent information and the management of regulated information, the Bolloré Group regularly updates the list of people with access to insider information that, if it were made public, could have a significant influence on the price of financial instruments.

These individuals (employees, directors or third parties in a close professional relationship with the company) have all been notified of the ban on using or disclosing such price-sensitive information with a view to any purchase or sale of these instruments.

The appendix of the Group's Charter of Ethics which defines the periods during which employees will have to refrain from undertaking transactions involving listed shares of Group companies has been amended to take account of AMF recommendation no. 2010-07 of November 3, 2010, relating to the prevention of breaches by insiders for which Executive managers of listed companies may be held liable.

In order to limit exposure to the risks associated with regulations and their changes and litigation, the Group's Legal Department sees to the security and legal compliance of the Group's activities, in liaison with the divisions' legal departments. When a lawsuit arises, the Group's Legal Department ensures that it is settled in the Group's best interests.

RISK MANAGEMENT SYSTEM

In accordance with the AMF's reference framework definition, risk management is a dynamic system, defined and implemented under the company's responsibility, which assists the company to:

- create and preserve the company's value, assets and reputation;
 - secure decision-making and corporate processes to facilitate the achievement of company objectives;
 - promote consistency between the company's actions and its values;
 - unite company employees behind a shared vision of the main risks.
- Under this framework, risk management covers the following elements:
- an organizational framework that defines roles and responsibilities, a risk management policy and an information system that allows risk information to be disseminated internally;
 - a three-stage risk management process: risk identification, risk analysis and risk management;
 - continuous supervision of the risk management system with regular monitoring and review.

CONTROL ACTIVITIES RELATED TO THESE RISKS

RISK MANAGEMENT AND MONITORING RULES

Litigation and risks are monitored by each division. The Legal Department and the Insurance Department, for managing claims, also provide assistance in all major disputes, as well as on every draft contract of major financial significance. Finally, risk management methods are subject to regular in-depth reviews by the Risk Committee.

SCOPE OF DEPLOYMENT OF THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

The Bolloré Group internal control procedures cover all of Bolloré SE and its consolidated subsidiaries. Regarding acquisitions, in addition to the internal procedures already in place within the companies concerned, procedures are gradually harmonized and internal control and risk management mechanisms are gradually deployed.

OPERATION AND MONITORING OF THE INTERNAL CONTROL SYSTEM

THE MAIN PARTICIPANTS IN INTERNAL CONTROL AND THEIR TASKS

The arrangements for exercising internal control are implemented by:

The Board of Directors of the Group's parent company

The Board of Directors monitors the effectiveness of the internal control and risk management systems as determined and implemented by Executive management. If need be, the Board can use its own general powers to undertake such actions and verification work as it sees fit.

The Group's Executive management

Executive management is responsible for specifying, implementing and monitoring suitable and effective internal control and risk management systems. In the event of any deficiency in the systems, it ensures that the necessary remedial measures are taken.

The monthly results committee

Each division submits a monthly report to the Group's Executive management and central departments detailing, for all companies within its scope, the operational and financial indicators for its business as well as an analysis of the evolving trends with reference to the targets approved by Executive management.

The Audit Committee

The role, remit and mission of this Committee are set forth in the report of the Board of Directors on corporate governance prepared in accordance with article L. 225-37 of the French commercial code (*Code de commerce*).

The Risk Committee

The Risk Committee is in charge of carrying out a regular and in-depth review of risk management methods.

Subsidiaries' governing bodies

The governing body of each Group subsidiary considers the company's strategy and policies as put forward by Executive management, monitors their implementation, sets operational targets, allocates resources and carries out verification and control work as it sees fit. All officers receive all the information needed to carry out their assignments and may request any documents they consider useful.

The subsidiaries' management

They apply the directions given by the governing bodies within their own subsidiaries. With the assistance of their management control departments, they ensure that the Group's internal control system operates effectively. They report to their own governing bodies and also to the management committees.

Group internal audit

The Group has a central Internal Audit Department that intervenes in all units within its scope.

It works on an annual plan put together with the help of the divisions and Executive management, based on evaluation of the risks affecting each subsidiary and a cyclical audit for the whole Group. This program includes systematic reviews of the financial and operational risks, follow-up assignments and application of the recommendations made, as well as more targeted interventions depending on the needs expressed by the divisions or Executive management. As a first priority, it aims to cover the most sensitive risks and to review the other major risks in the medium term for all Group entities. The auditors receive internal training in the divisional business lines so that they can better understand the operational particularities of each one.

It is the Audit Department's responsibility to assess the functioning of the internal control system and to make any recommendations for its improvement within the scope of its responsibility. Audit reports are sent to the companies audited, the divisions to which they are attached and to the Group's Finance Department and Executive management.

The Statutory Auditors

In accordance with their appointment to review and certify the financial statements, and in accordance with their professional standards, the Statutory Auditors acquaint themselves with the accounting and internal control systems. They accordingly carry out interim investigations assessing the operational methods used in the various audit cycles that have been decided on; they guarantee the proper application of generally accepted accounting principles, with the aim of producing accurate and precise information. They submit a half-year summary of the conclusions of their work to the Finance Department, the Group's Executive management and the Audit Committee.

The Group's financial statements are certified jointly by Constantin Associés (reappointed by the Ordinary General Meeting of June 5, 2014), represented by Thierry Quéron, and AEG Finances (reappointed by the Ordinary General Meeting of May 29, 2019), represented by Samuel Clochard.

1.6. Compliance

COMPLIANCE PROGRAM

NON-FINANCIAL PERFORMANCE STATEMENT

This point is covered in detail in chapter 2.

ANTI-CORRUPTION

This point is covered in detail in the non-financial performance statement, in chapter 2, section 2.2.1.1.

THE FIGHT AGAINST TAX EVASION

This point is covered in detail in the non-financial performance statement, in chapter 2, section 2.2.1.2.

PROTECTION OF PERSONAL DATA

This point is covered in detail in the non-financial performance statement, in chapter 2, section 2.2.2.

VIGILANCE PLAN

This point is covered in detail in the non-financial performance statement, in chapter 2, section 3.

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1. Administrative and management bodies

1.1. Management method and statutory information

Pursuant to article 15 "Executive management" of the bylaws, it falls to the Board of Directors to decide between the two methods of managing the company (*société anonyme*), namely separating or combining the offices of Chief Executive Officer and Chairman of the Board of Directors, this decision being made in the event of any appointment or renewal of the term of office of the Chairman or Chief Executive Officer.

The management method adopted remains in force until the end of the term of office of the first of these.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

On May 29, 2019, the Board of Directors voted to combine the offices of Chief Executive Officer and Chairman of the Board of Directors and reappointed Cyrille Bolloré as Chairman and Chief Executive Officer.

The Board also reaffirmed this structure of Executive management for the company from the moment it officially becomes a European corporation as voted by the Extraordinary General Meeting of May 29, 2019.

Subject to the powers expressly accorded by law to shareholders' meetings and to the Board of Directors and within the scope of the company purpose, the Chairman and Chief Executive Officer is granted all powers to act in the name of the company in any circumstances.

VICE-CHAIRMAN

The Board of Directors may appoint from among its members one or more Vice-Chairmen responsible for chairing Board meetings if the Chairman is absent or unable to attend, if this absence is not being covered by the Vice-Chairman and Managing Director.

Yannick Bolloré and Cédric de Baillencourt were confirmed as Vice-Chairmen by the Board of Directors at its March 14, 2019 meeting.

1.2. Operating methods of Executive management as provided for in article L. 225-51-1 of the French commercial code (*Code de commerce*) (article L. 225-37-4, 4° of the French commercial code [*Code de commerce*])

Following Vincent Bolloré's decision not to seek renewal of his term of office as director at the Ordinary General Meeting of May 29, 2019 and, for the sake of best governance practice, to place his office as Chairman at the disposal of the Board, the Board of Directors of March 14, 2019 appointed Cyrille Bolloré as Chairman and Chief Executive Officer.

This is because this method of governance is particularly suited to the company's specifics and enables an efficient response in decision-making processes and speed when managing and developing the company's activities.

1.3. Powers and possible limitations by the Board of Directors of the powers of the Chief Executive Officer (article L. 225-37-4, 7° of the French commercial code [*Code de commerce*])

If the Board of Directors chooses not to separate the functions of Chairman of the Board of Directors, the Chairman assumes, under his/her responsibility, the company's Executive management.

The Chairman and Chief Executive Officer shall submit all operations of genuine strategic importance to the Board's approval. In accordance with the by-laws of the Board of Directors, the Board must approve any material transaction which is not in line with the strategy announced or which is likely to change the scope of the company's business.

In his role as Chairman of the Board of Directors and pursuant to article L. 225-51 of the French commercial code (*Code de commerce*), the Chairman and Chief Executive Officer organizes and directs the work of the Board, about which he reports to the General Shareholders' Meeting. He ensures the proper functioning of the corporate bodies and ensures in particular that the directors are able to fulfill their missions.

On March 12, 2020, the Chairman and Chief Executive Officer was granted the authority by the Board to issue bonds, endorsements and guarantees to third parties on behalf of the company for a period of one year for the Group's day-to-day operations, up to an overall limit of 300 million euros (300,000,000 euros), it being specified that an unlimited amount of bonds, endorsements and guarantees may be granted to the tax and customs authorities.

Furthermore, on March 12, 2020, the Board of Directors renewed the authorization granted to the Chairman and Chief Executive Officer to carry out, i) any bond issue, and establish the terms and conditions thereof, and ii) any issue of complex securities that are debt securities granting rights to the allocation of other debt securities or giving access to existing equity securities, up to an overall limit of 700 million euros (700,000,000 euros).

1.4. Composition of the Board of Directors (article L. 225-37-4, 5° of the French commercial code [*Code de commerce*])

1.4.1. GENERAL RULES

In accordance with the law, the directors are appointed by the Ordinary General Meeting on the proposal of the Board of Directors, after consultation of the Compensation and Appointments Committee, and the Board may, under the conditions provided by law, make provisional appointments. They may be dismissed at any time by decision of the General Shareholders' Meeting.

The Board must comprise at least three and at most eighteen members, subject to the waiver provided for by law in the event of a merger.

Their term of office is three years and they may be re-elected.

The Extraordinary General Meeting of June 5, 2014, deliberating in connection with the implementation of the Job Security Act of June 14, 2013, regarding in particular the appointment of director employees with voting rights to the Board of Directors, amended the articles of association to include provisions detailing the conditions of appointment of directors representing the employees.

Thus, the articles of association provide that employee directors are appointed by the Group Works Committee for a three-year term, their functions ending three years after the date of their appointment by the Committee. The Group Works Committee meeting of November 22, 2017 appointed two directors representing the employees to the Board of Directors.

The Board is composed of eleven members appointed by the Ordinary General Meeting and two employee directors appointed by the Group Works Committee.

Members of the Board appointed by the ordinary general meeting or by the Board of Directors under the conditions provided by law

Cyrille Bolloré (Chairman and Chief Executive Officer), Yannick Bolloré (Vice-Chairman), Cédric de Baillencourt (Vice-Chairman), Bolloré Participations (represented by Céline Merle-Béral), Chantal Bolloré, Marie Bolloré, Sébastien Bolloré, Virginie Courtin, Dominique Hériard-Dubreuil, Alexandre Picciotto and François Thomazeau.

Of the 11 members of the Board and in accordance with the independence criteria confirmed by the Board of Directors at its meeting of March 12, 2020, Virginie Courtin, Dominique Hériard-Dubreuil, Alexandre Picciotto and François Thomazeau are considered independent.

Members of the Board appointed by the Group Works Committee

Elsa Berst, Nicolas Alteirac.

The Ordinary General Meeting may, on the proposal of the Board of Directors, appoint a panel of observers to be invited to attend Board meetings with advisory status only.

Directors must refrain from trading in company securities (i) during a period of thirty calendar days before publication of the annual and half-year financial statements and (ii) during a period of fifteen calendar days before publication of quarterly information, (iii) at all times when aware of any information which, if made public, would be liable to affect the share price for as long as the information in question has not been made public.

At its meeting on March 20, 2014, the Board of Directors included a provision in its by-laws requiring each director to allocate 10% of the compensation received for performing his/her duties (formerly directors' fees) as a director to purchasing Bolloré SE securities until the counterparty of his/her number of shares reaches the equivalent of one year of compensation received.

1.4.2. MEMBERS OF THE BOARD OF DIRECTORS AS OF MARCH 12, 2020
(DATE OF APPROVAL BY THE BOARD OF THE 2019 FINANCIAL STATEMENTS)

Directors	Nationality	Date of birth	Gender	First appointed	Date of last reappointment	End of office	Independent director	Attendance rate at Board meetings	Member of the Board Committees	Attendance rate at Committee meetings
Cyrille Bolloré Chairman and Chief Executive Officer	French	07/19/1985	M	03/14/2019	05/29/2019	2022 (AGM approving the 2021 financial statements)	–	100%	–	–
Yannick Bolloré Vice-Chairman	French	02/01/1980	M	06/10/2009	05/29/2019	2022 (AGM approving the 2021 financial statements)	–	100%	–	–
Cédric de Baillencourt Vice-Chairman	French	07/10/1969	M	12/12/2002	05/29/2019	2022 (AGM approving the 2021 financial statements)	–	100%	–	–
Céline Merle-Béral representative of Bolloré Participations SE	French	01/16/1969	F	06/29/1992	05/29/2019	2022 (AGM approving the 2021 financial statements)	–	100%	–	–
Nicolas Alteirac ⁽¹⁾ Director representing the employees	French	03/10/1980	M	11/22/2017	–	11/22/2020	NA	100%	–	–
Elsa Berst ⁽¹⁾ Director representing the employees	French	02/20/1985	F	11/22/2017	–	11/22/2020	NA	66.7%	CAC ⁽²⁾	100%
Chantal Bolloré	French	09/06/1943	F	06/03/2016	05/29/2019	2022 (AGM approving the 2021 financial statements)	–	100%	Audit Committee	–
Marie Bolloré	French	05/08/1988	F	06/09/2011	06/01/2017	2020 (AGM approving the 2019 financial statements)	–	100%	–	–
Sébastien Bolloré	French	01/24/1978	M	06/10/2010	05/29/2019	2022 (AGM approving the 2021 financial statements)	–	100%	–	–
Virginie Courtin	French	06/09/1985	F	05/29/2019	–	2021 (AGM approving the 2020 financial statements)	Yes	100%	Audit Committee CAC ⁽²⁾	– –
Dominique Hériard-Dubreuil	French	07/06/1946	F	06/04/2015	06/01/2018	2021 (AGM approving the 2020 financial statements)	Yes	100%	–	–
Alexandre Picciotto	French	05/17/1968	M	06/04/2015	06/01/2018	2021 (AGM approving the 2020 financial statements)	Yes	100%	–	–
François Thomazeau	French	06/07/1949	M	03/22/2007	05/29/2019	2022 (AGM approving the 2021 financial statements)	Yes	100%	Audit Committee CAC ⁽²⁾	100% –

(1) Appointment by the Group committee

(2) Compensation and Appointments Committee (CAC).

NA: not applicable

CHANGES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

Vincent Bolloré	Vincent Bolloré resigned from his office as Chairman and Chief Executive Officer on March 14, 2019. The Ordinary General Meeting of May 29, 2019 accepted the termination of the office inasmuch as Vincent Bolloré did not seek to renew it.
Cyrille Bolloré	Cyrille Bolloré was appointed Chairman and Chief Executive Officer on March 14, 2019. This appointment ended his term of office as Deputy Chief Executive Officer and Vice-Chairman and Managing Director.
Virginie Courtin	Virginie Courtin was appointed to the Board by the Ordinary General Meeting of Shareholders on May 29, 2019.
Valérie Coscas	The Ordinary General Meeting of May 29, 2019 accepted the termination of the office of Valérie Coscas, inasmuch as she did not seek to renew it.
Bolloré Participations SE	Change of permanent representative on March 12, 2020
Financière V	Resigned as Board member March 12, 2020
Omnium Bolloré	Resigned as Board member March 12, 2020
Hubert Fabri	Resigned as Board member March 12, 2020
Céline Merle-Béral	Resigned as Board member March 12, 2020
Olivier Roussel	Resigned as Board member March 12, 2020
Martine Studer	Resigned as Board member March 12, 2020

1.5. Diversity policy applied to the Board of Directors, information about Executive Committee diversity and gender diversity results in the 10% of positions with the most responsibility (article L. 225-37-4, 6° of the French commercial code [Code de commerce])

The Board of Directors carefully applies the principles of the Afep-Medef Code and has in recent years sought to ensure a decent balance in its composition by seeking out diverse profiles, in terms of age, gender and richness and diversity of skills and experiences (presented for each corporate officer in chapter 4, section 1.6).

This search for diversification was conducted to maintain the proportion of independent directors above the one-third threshold recommended by the Afep-Medef Code.

The composition of the Board is in accordance with the provisions of law relating to the representation of women, which sets a proportion of at least 40% of directors of each gender.

Employee representation on the Board is also provided by two directors who were appointed in accordance with the articles of association.

The management of Bolloré SE has not established a committee to assist it in the exercise of its general missions and looks to the Board of Directors and Board Committees for this purpose. Accordingly, no information on how the company seeks a balanced representation of men and women on the Executive Committee needs to be given in the report on corporate governance.

As regards information on the gender diversity results for the 10% of positions with the highest responsibility, the Board of Directors wishes to emphasize that professional equality between women and men is identified as a lever of transformation with unifying potential for all Bolloré Group divisions. As of December 31, 2019, 557 Bolloré SE employees were used to calculate the gender equality index.

Among the 56 positions representing the 10% of positions with the highest responsibility, the company has 18 women and 38 men, for a 32% presence of women.

Aware of the importance of promoting gender diversity in these positions, the management has set three objectives:

- greater presence of women in jobs with equal skills where they have low representation, through information campaigns with the appropriate demographics and institutions;
- promote women's access to positions of responsibility, through the selection of more women for management training programs;
- monitor and support women in their professional development through the use of mentoring.

To fulfill these objectives and promote diversity in positions with greater responsibility the Human Resources Department, in partnership with the management of the various Group entities, has implemented various actions. To begin with, "Career Committees" are organized to identify employees, both men and women, who are able to advance within the Group and take positions with greater responsibilities.

In addition, for the same purpose, the Human Resources Department is developing management training courses to enable employees, regardless of their gender, to develop managerial skills that are often required for high-responsibility positions.

Lastly, in its recruitment policy, the company is scrupulous to maintain gender parity throughout the selection process, especially for high-responsibility positions.

1.6. Expertise and list of corporate offices of the corporate officers (article L. 225-37-4, 1° of the French commercial code [Code de commerce])

We set out here below a list of all corporate offices held by each company officer, in any company, during the past five years.

CYRILLE BOLLORÉ, Chairman and Chief Executive Officer

Business address
Tour Bolloré
31-32, quai de Dion-Bouton
92811 Puteaux Cedex, France

Expertise and management experience
Graduate of the University of Paris-IX-Dauphine (Master [MSc] in Economics and Management – Major in Finance).
Deputy Manager of Supplies and Logistics of Bolloré Énergie from November 2007 to November 2008.
Manager of Supplies and Logistics of Bolloré Énergie from December 2008 to August 2010.
Chief Executive Officer of Bolloré Énergie from September 1, 2010 to September 2011.
Chairman of Bolloré Energy since October 3, 2011.
Vice-Chairman and Managing Director of Bolloré from August 31, 2012, to March 14, 2019.
Chairman of Bolloré Logistics until December 2014.
Chairman of Bolloré Africa Logistics from November 2014 to May 2016.
Chairman of Bolloré Transport & Logistics Corporate (formerly Bolloré Transport & Logistics) since April 2016.
Deputy Chief Executive Officer of Bolloré from June 5, 2013 to March 14, 2019.
Chief Executive Officer of Financière de l'Odé from September 1, 2017 to March 14, 2019.
Chairman and Chief Executive Officer of Bolloré SE, since March 14, 2019.
Member of the Supervisory Board of Vivendi SE, since April 15, 2019.
Number of company shares held: 521,100.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Chairman and Chief Executive Officer of Bolloré SE⁽¹⁾;
- Chairman of the Board of Directors of Bolloré Energy;
- Chairman of Bolloré Transport & Logistics Corporate (formerly Bolloré Transport & Logistics);
- Chairman of the Management Board of Compagnie du Cambodge⁽¹⁾;
- Vice-Chairman of Financière de l'Odé SE⁽¹⁾;
- Director of Bolloré SE⁽¹⁾, Bolloré Energy, Bolloré Participations SE, Financière de l'Odé SE⁽¹⁾, Financière V, Omnium Bolloré, Société Industrielle et Financière de l'Artois⁽¹⁾ and Blue Solutions⁽¹⁾;
- Permanent representative of Compagnie du Cambodge on the Board of Financière Moncey⁽¹⁾;
- Permanent representative of Financière de Cézembre on the Board of Société Française Donges-Metz;
- Permanent representative of Bolloré Transport & Logistics Corporate on the Boards of Bolloré Africa Logistics and Bolloré Logistics;
- Permanent representative of Globolding on the Board of Sogetra;
- Chairman of the Supervisory Board of Sofibol;
- Chairman of BlueElec.

— Other corporate offices:

- Member of the Supervisory Board of Vivendi SE⁽¹⁾.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

- Director of Financière du Champ de Mars, SFA SA, Nord-Sumatra Investissements, Plantations des Terres Rouges and African Investment Company;
- Permanent representative of Société de Participations Africaines on the Board of Bolloré Transport & Logistics Congo (formerly Bolloré Africa Logistics Congo).

— Other corporate offices:

- Permanent representative of Bolloré Participations on the Board of Socfinaf⁽¹⁾;
- Director of Socfinasia⁽¹⁾.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Deputy Chief Executive Officer of Bolloré;
- Vice-Chairman and Managing Director of Bolloré;
- Chief Executive Officer of Financière de l'Odé;
- Director of Bolloré Africa Railways;
- Chairman and member of the Supervisory Board of Compagnie du Cambodge;
- Chief Executive Officer of Société Industrielle et Financière de l'Artois;
- Permanent representative of Bolloré Transport Logistics on the Board of Bolloré Africa Logistics;
- Permanent representative of Bolloré Transport Logistics Corporate among the directors of Bolloré Logistics;
- Permanent representative of Bolloré Transport Logistics on the Board of SDV Logistique Internationale;
- Permanent representative of Bolloré Transport Logistics on the Board of Kerné Finance;
- Permanent representative of Bolloré Energy on the Board of La Charbonnière.

— Other corporate offices:

- Vice-Chairman of the Comité Professionnel des Stocks Stratégiques Pétroliers.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

- Director of CICA SA (CH);
- Director of Satram Huiles SA (CH);
- Permanent representative of Société Financière Panafricaine on the Board of Camrail;
- Permanent representative of Socapao on the Board of Congo Terminal;
- Permanent representative of Société de Participations Africaines on the Board of Douala International Terminal.

— Other corporate offices:

- Director of CIPCH BV (NL).

YANNICK BOLLORÉ, Vice-Chairman

Business address
Havas
29-30, quai de Dion-Bouton
92811 Puteaux Cedex, France

Expertise and management experience
Graduate of Université Paris-IX-Dauphine.
2001: Co-Founder and Chief Executive Officer of WY Productions.
Director of programs for the DTT Direct 8 TV station from 2006 to 2012.
Chief Executive Officer of Bolloré Média from 2009 to December 2012.
Deputy Chief Executive Officer of Havas since August 2012.
Vice-Chairman of Bolloré SE since June 5, 2013.
Chairman and Chief Executive Officer of Havas since August 30, 2013.
Since April 2018, Chairman of the Supervisory Board of Vivendi SE.
Number of company shares held: 364,921.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Vice-Chairman of Bolloré SE⁽¹⁾;
- Director of Bolloré SE⁽¹⁾, Bolloré Participations SE, Financière de l'Odé SE⁽¹⁾, Financière V and Omnium Bolloré;
- Member of the Executive Board of JC Decaux Bolloré Holding;
- Member of the Supervisory Board of Sofibol.

— Other corporate offices:

- Chairman and member of the Supervisory Board of Vivendi SE⁽¹⁾;
- Chairman and Chief Executive Officer of Havas;
- Director of Havas;
- Permanent representative of Havas on the Board of Directors of W&Cie;
- Director of the Rodin museum.

(1) Listed company.

4 Corporate governance

1. Administrative and management bodies

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Chairman of Havas North America Inc. (United States) ;
- President, Executive Vice-President of Havas Worldwide, LLC (United States);
- Director of Havas Worldwide Middle East FZ, LLC (United Arab Emirates).

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Member of the Executive Board of Havas Media Africa;
- Director of Havas Paris;
- Permanent representative of Havas on the Board of Directors of Havas Life;
- Member of the Supervisory Board of MFG R&D;
- Chairman and Chief Executive Officer and member of HA Pôle Ressources Humaines;
- Permanent representative of Havas on the Board of Directors of Médiamétrie;
- Permanent representative of Havas on the Board of Directors of Havas Life Paris;
- Chairman of Havas 36;
- Director of Havas Média France.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Director of Arena Communication Network, SL;
- Director of Havas Media Group Spain, SA.

CÉDRIC DE BAILLIENCOURT, Vice-Chairman

Business address

Tour Bolloré

31-32, quai de Dion-Bouton
92811 Puteaux Cedex, France

Expertise and management experience

Chief Financial Officer of Bolloré Group since 2008.

Vice-Chairman of Bolloré since August 31, 2012 and Chief Executive Officer of Financière de l'Odé from 2002 to 2017.

Deputy Chief Executive Officer of Financière de l'Odé from September 1, 2017 to March 14, 2019.

Vice-Chairman of Bolloré SE.

He joined the Bolloré Group in 1996.

Number of company shares held: 3,784,850, including 2,700,000 in bare ownership.

Corporate offices currently held

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

- Vice-Chairman of Financière de l'Odé SE⁽¹⁾, Bolloré SE⁽¹⁾ and Compagnie du Cambodge⁽¹⁾;
- Chairman of the Boards of Directors of Compagnie des Tramways de Rouen, Financière Moncey⁽¹⁾, Société des Chemins de Fer et Tramways du Var et du Gard and Société Industrielle et Financière de l'Artois⁽¹⁾;
- Chairman of Compagnie des Glénans, Compagnie de Tréguennec, Compagnie de Guénolé, Compagnie de Guilvinec, Compagnie de Pleuven, Financière V, Financière de Beg Meil, Financière d'Ouessant, Financière du Perguet, Financière de Pont-Aven, Imperial Méditerranéen, Compagnie de Pont-l'Abbé, Financière de Quimperlé, Compagnie de Concarneau, Compagnie de l'Argol, Financière de Kerdevot, Financière d'Iroise, Compagnie de Loctudy and Compagnie de Sauzon (SAS);
- Manager of Socarfi and Compagnie de Malestroit;
- Director of Bolloré SE⁽¹⁾, Bolloré Participations SE, Compagnie des Tramways de Rouen, Financière V, Financière Moncey⁽¹⁾, Omnium Bolloré;
- Société Industrielle et Financière de l'Artois⁽¹⁾, Financière de l'Odé SE⁽¹⁾ and Société des Chemins de Fer et Tramways du Var et du Gard;
- Permanent representative of Bolloré SE on the Board of Directors of Socotab;
- Member of the Supervisory Boards of Sofibol and Compagnie du Cambodge⁽¹⁾.

— *Other corporate offices:*

- Member of the Supervisory Board of Vallourec⁽¹⁾;
- Member of the Management Board of Vivendi SE⁽¹⁾;
- Permanent representative of Compagnie du Cambodge on the Supervisory Board of Banque Hottinguer (formerly Banque Jean-Philippe Hottinguer & Cie).

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

- Chairman of Redlands Farm Holding;
- Chairman of the Boards of Directors of Plantations des Terres Rouges, PTR Finances and SFA;
- Director of African Investment Company, Financière du Champ de Mars, La Forestière Équatoriale⁽¹⁾, BB Group, PTR Finances, Plantations des Terres Rouges, SFA, Sorebol, Technifin and Pargefi Helios Iberica Luxembourg;
- Permanent representative of Pargefi Helios Iberica Luxembourg SA on the Board of Participaciones y gestión financiera SA;
- Permanent representative of Bolloré Participations on the Board of Nord-Sumatra Investissements.

— *Other corporate offices:*

- Permanent representative of Bolloré Participations on the Boards of Socfinde, Terrasia, Socfin (formerly Socfinal)⁽¹⁾, and Induservices SA.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

- Deputy Chief Executive Officer of Financière de l'Odé;
- Chairman of Blueboat;
- Chairman of Financière de Sainte-Marine;
- Chief Executive Officer of Financière de l'Odé⁽¹⁾;
- Chairman of Compagnie de Cornouaille ;
- Chairman of Hello fioul (formerly Financière de l'Argoat);
- Chairman of the Management Board of Compagnie du Cambodge⁽¹⁾;
- Permanent representative of Bolloré on the Board of Havas;
- Chairman of Bluedistrib (formerly Financière de Pluguffan);
- Chairman of Financière de Briec;
- Permanent representative of Bolloré Participations on the Board of Société Bordelaise Africaine;
- Chairman of Bluestorage;
- Permanent representative of Compagnie du Cambodge, Joint manager of SCI Lombertie.

— *Other corporate offices:*

- Director of the Musée National de la Marine.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Permanent representative of Bolloré Participations on the Board of Socfinal⁽¹⁾(formerly Intercultures);
- Permanent representative of Bolloré Participations on the Board of Centrages;
- Permanent representative of Bolloré Participations on the Board of Immobilière de la Pépinière;
- Permanent representative of Bolloré Participations on the Board of Agro Products Investment Company;
- Permanent representative of Bolloré Participations on the Board of Socfinasia⁽¹⁾.

BOLLORÉ PARTICIPATIONS SE

Address

42, avenue de Friedland

75008 Paris, France

Number of company shares held: 53,500.

Corporate offices currently held

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

- Member of the Supervisory Board of Compagnie du Cambodge⁽¹⁾;
- Director of Bolloré SE⁽¹⁾, Compagnie des Tramways de Rouen, Société des Chemins de Fer et Tramways du Var et du Gard and Société Industrielle et de Financière de l'Artois⁽¹⁾.

— *Other corporate offices:*

None.

(1) Listed company.

4 Corporate governance

1. Administrative and management bodies

Corporate offices held in non-French companies

- Corporate offices held within the Bolloré Group;
- Director of Nord-Sumatra Investissements and SFA.

— Other corporate offices:

- Director of Bereby Finances, Société Camerounaise de Palmeraies (Socapalm)⁽¹⁾, Société des Caoutchoucs de Grand Bereby (SOGB)⁽¹⁾;
- Socfinaf⁽¹⁾, Induservices, Socfin (formerly Socfinal)⁽¹⁾, Socfinde, Terrasia, Brabanta and SAFA Cameroun⁽¹⁾.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director of Société Bordelaise Africaine and Financière de l'Odet⁽¹⁾.

— Other corporate offices:

None.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

- Director of Bolloré Transport & Logistics Congo.

— Other corporate offices:

- Director of APIC;
- Director of Centrages;
- Director of Immobilière de la Pépinière;
- Director of Socfinasia⁽¹⁾.

NICOLAS ALTEIRAC

Business address

Bolloré Logistics Lyon

275, rue d'Islande

69125 Lyon-Saint-Exupéry France

Expertise and management experience

Head of customs at Pôle Grand Est since 2019 (Bolloré Logistics Lyon).

Head of customs 2017-2018 (Bolloré Logistics Marignane).

Customs broker from 2007 to 2017.

Joined the Bolloré Group in 2002 as a maritime transit agent (SDV LI, Port-Saint-Louis-du-Rhône).

Graduate of the Institut universitaire de technologie gestion logistique et transport of Aix-en-Provence in 2002.

Corporate offices currently held

Corporate offices held in French companies:

— Corporate offices held within the Bolloré Group:

- Director representing the employees of Bolloré SE⁽¹⁾.

— Other corporate offices:

None.

Corporate offices held in non-French companies

None.

Corporate offices whose terms expired in the previous five years

None.

ELSA BERST

Business address

Tour Bolloré

31-32, quai de Dion-Bouton

92811 Puteaux Cedex, France

Expertise and management experience

Since October 1, 2018: Deputy Director of Communications of Bolloré Transport & Logistics.

October 2015 to September 2018: Editorial Communication Officer of Bolloré Transport & Logistics.

2012-2015: Assistant to the Vice-Chairman of the Bolloré Group.

2007-2012: Permanent reporter for the daily newspapers *Direct Matin* and *Direct Soir* (Bolloré Média Group).

2007: Master in communications, specialty multimedia and audiovisual professions.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director representing the employees of Bolloré SE⁽¹⁾.

— Other corporate offices:

None.

Corporate offices held in non-French companies

None.

Corporate offices whose terms expired in the previous five years

None.

CHANTAL BOLLORÉ

Business address

Tour Bolloré

31-32, quai de Dion-Bouton

92811 Puteaux Cedex, France

Expertise and management experience

A graduate of the École des langues orientales, Chantal Bolloré had a career as press attaché at *Jour de France* and journalist, notably on the *Figaro*. She also worked in publishing and is now retired.

Number of company shares held: 3,540,716, including 2,700,000 in usufruct.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director of Bolloré SE⁽¹⁾, Société Industrielle et de Financière de l'Artois⁽¹⁾ and Financière Moncey⁽¹⁾;

- Member of the Supervisory Board of Compagnie du Cambodge⁽¹⁾.

— Other corporate offices:

None.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

None.

— Other corporate offices:

None.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director of Financière de l'Odet SE⁽¹⁾.

MARIE BOLLORÉ

Business address

Tour Bolloré

31-32, quai de Dion-Bouton

92811 Puteaux Cedex, France

Expertise and management experience

Since 2018: Director of the Systems and Telecoms Division, Bolloré Group. From 2016 to 2018: Chief Executive Officer, Department of electric mobility applications of Bolloré Group.

2014: Marketing Manager – Blue Solutions.

2012-2013: Master 2 in Management, Business Process Manager course at the University of Paris-IX-Dauphine.

2010-2011: Master 1 in marketing at the University of Paris-IX-Dauphine.

2006-2010: Degree in management at the University of Paris-IX-Dauphine.

Number of company shares held: 67,224.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Chairwoman of the Supervisory Board of Compagnie du Cambodge⁽¹⁾;

- Director of Bolloré SE⁽¹⁾, Financière de l'Odet SE⁽¹⁾, Société Industrielle et Financière de l'Artois⁽¹⁾, Blue Solutions⁽¹⁾, Bolloré Participations SE, Financière V, Omnium Bolloré and Polyconseil;

(1) Listed company.

4 Corporate governance

1. Administrative and management bodies

- Member of the Supervisory Boards of Sofibol and Compagnie du Cambodge⁽¹⁾;
 - Chairwoman of the Fondation de la 2^e chance.
- Other corporate offices:
None.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

None.

— Other corporate offices:

- Director of Mediobanca⁽¹⁾.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Chief Executive Officer of Blue Solutions⁽¹⁾.

— Other corporate offices:

None.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

None.

— Other corporate offices:

None.

SÉBASTIEN BOLLORÉ

Business address

Tour Bolloré

31-32, quai de Dion-Bouton

92811 Puteaux Cedex, France

Expertise and management experience

After attending school at Gerson and Saint-Jean-de-Passy, Sébastien Bolloré obtained his baccalaureate and studied management at the ISEG and then at UCLA (California).

Having spent more than half of his time in Australia, Sébastien Bolloré advises the Group on new media and technological developments.

Number of company shares held: 114,200.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Development Management;
 - Chairman of Omnium Bolloré;
 - Director of Blue Solutions⁽¹⁾, Bolloré SE⁽¹⁾, Bolloré Participations SE;
 - Financière V, Omnium Bolloré, Société Industrielle et Financière de l'Artois⁽¹⁾ and Financière de l'Odé SE⁽¹⁾;
 - Member of the Supervisory Boards of Plantations des Terres Rouges and Compagnie du Cambodge⁽¹⁾;
 - Member of the Supervisory Board of Sofibol.
- Other corporate offices:
- Director of Bigben Interactive⁽¹⁾ and Gameloft SE.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

- Chairman and Director of BlueLA Inc.;
 - Director of Bolloré Services Australia Pty Ltd.
- Other corporate offices:
- CEO and Chairman of Magic Arts Pty Ltd.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Permanent representative of Socfrance on the Board of Financière de l'Odé⁽¹⁾.

Corporate offices held in non-French companies

None.

VIRGINIE COURTIN

Business address

Clarins SAS

9, rue du Commandant-Pilot

92200 Neuilly-sur-Seine, France

Expertise and management experience

Graduate of EDHEC.

Member of the Supervisory Board of the Clarins group (2007-2013).

Director of Marketing and Communication at Thierry Mugler Couture (2014-2015).

CEO of Thierry Mugler (2016-2018).

Director of New Territories for the Clarins brand (since September 2018).

Since 2014, in charge of management of her own firm, Vivicorp, including launch of the Luz brand between 2011 and 2014.

Number of company shares held: 504.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director of Bolloré SE⁽¹⁾.

— Other corporate offices:

- Member of the Board of Directors of Clarins;
- Deputy Chief Executive Officer of the holding company Famille C.

Corporate offices held in non-French companies

None.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director of Blue Solutions⁽¹⁾ and Financière de l'Odé SE⁽¹⁾.

— Other corporate offices:

- Member of Senior Management at Mugler Couture.

Corporate offices held in non-French companies

None.

DOMINIQUE HÉRIARD-DUBREUIL

Business address

Rémy Cointreau

21, boulevard Haussmann

75009 Paris, France

Expertise and management experience

Chair of Rémy Martin and Cointreau.

Director of Rémy Cointreau.

Number of company shares held: 5,324.

Corporate offices currently held

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

- Director of Bolloré SE⁽¹⁾.

— Other corporate offices:

- Member of the Board of Directors of Andromède;
- Chairwoman of E. Rémy Martin & Co.;
- Chairwoman of Cointreau;
- Director of Rémy Cointreau SA⁽¹⁾;
- Director of Fondation de la 2^e chance;
- Chairwoman of the Fondation Rémy Cointreau.

Corporate offices held in non-French companies

— Corporate offices held within the Bolloré Group:

None.

— Other corporate offices:

None.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— Corporate offices held within the Bolloré Group:

None.

(1) Listed company.

— *Other corporate offices:*

- Vice-Chairwoman of the Supervisory Board of Wendel⁽¹⁾;
- Director of Fondation de France;
- Chief Executive Officer and member of the Management Board of Andromède;
- Director of Comité Colbert.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

None.

ALEXANDRE PICCIOTTO

Business address

Orfim
30, avenue Marceau
75008 Paris, France

Expertise and management experience

Graduate of the École supérieure de gestion (1990).

From 1990 to 2008, business development manager at Orfim, a development capital company belonging to his father, Sébastien Picciotto, a major shareholder of the Bolloré Group since 1983.

Over this period, he developed projects primarily in real estate and broadcasting. He is also responsible for Aygaz, a historic shareholding of the Picciotto family, and a leader in the distribution of LPG cylinders and fuel in Turkey.

Chief Executive Officer of Orfim since 2008.

Number of company shares held: 157,758.

Corporate offices currently held

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

- Director of Bolloré SE⁽¹⁾.

— *Other corporate offices:*

- Chief Executive Officer of Orfimar SAS;
- Chief Executive Officer of Orfim;
- Member of the Supervisory Board of Rubis⁽¹⁾.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Director of Aygaz (Turkey)⁽¹⁾;
- Director of Hilal (Turkey).

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Member of the Supervisory Board of Peref⁽¹⁾.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

None.

FRANÇOIS THOMAZEAU

Business address

5, rue Molitor
75016 Paris, France

Expertise and management experience

Deputy Chief Executive Officer of Allianz France (formerly AGF SA) from January 1, 2006 to July 31, 2010.

Number of company shares held: 10,936.

Corporate offices currently held

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

- Director of Bolloré SE⁽¹⁾, Chairman of the Audit Committee;

- Director of Financière de l'Odé SE⁽¹⁾.

— *Other corporate offices:*

None.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Director of Allianz Benelux.

Corporate offices whose terms expired in the previous five years

Corporate offices held in French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Observer of Locindus⁽¹⁾;
- Deputy Chief Executive Officer of Eurosic⁽¹⁾;
- Chairman of the Management Board of Foncière de Paris SIIC⁽¹⁾;
- Permanent representative of Foncière de Paris on the Board of Directors of Eurosic;
- Member of the Supervisory Board of IDI SCA⁽¹⁾ and of Consolidation et Développement Gestion SAS;
- Observer of Idinvest Partners;
- Observer of Neufilze Europe Expansion (Sicav);
- Chairman of the Board of Directors of Paris Hôtel Roissy Vaugirard (PHRV);
- Chairman of the Board of Directors of Foncière des 6^e et 7^e arrondissements de Paris.

Corporate offices held in non-French companies

— *Corporate offices held within the Bolloré Group:*

None.

— *Other corporate offices:*

- Chairman of the Board of Directors of Allianz Belgium.

PROPOSAL TO RENEW TERMS OF OFFICE OF DIRECTORS

The Ordinary General Meeting of May 27, 2020 will be asked to renew Marie Bolloré as a director for a term of three years, until the end of the Ordinary General Meeting called to approve the financial statements for the year ending December 31, 2022.

1.7. Other information

FAMILY TIES AMONG DIRECTORS

Sébastien Bolloré, Yannick Bolloré, Cyrille Bolloré and Marie Bolloré are siblings.

Cédric de Bailliencourt and Cyrille Bolloré are cousins.

Cyrille Bolloré is a nephew of Chantal Bolloré.

CONVICTIONS FOR FRAUD, BANKRUPTCY OR PUBLIC SANCTIONS IMPOSED IN THE LAST FIVE YEARS

To the best of the company's knowledge, over the course of the last five years, no member of the Board of Directors:

- has been convicted of fraud;
- has been associated with any company in bankruptcy, receivership or liquidation;
- has been officially charged or sanctioned by the statutory or regulatory authorities;
- has been disqualified by a court from serving on a Board of Directors, a Management Board or a Supervisory Board of a company issuing stock or from acting in the management or the conduct of such a company's affairs.

(1) Listed company.

1.8. Corporate Governance Code

The Group refers to the French Corporate Governance Code for listed companies established by the Afep and the Medef.

At its meeting on March 12, 2020, the Board was invited to examine the new provisions of the Corporate Governance Code as revised in January 2020 and the provisions of the application guide of the High Commission on Corporate Governance (HCGE) published in March 2020.

After reviewing some of those recommendations, the Board of Directors reaffirmed that the company would continue to refer to the Afep-Medef Corporate Governance Code.

The Afep-Medef Code makes a distinction between corporate officers (Chairman and Chief Executive Officer, Chief Executive Officer, Deputy Chief Executive Officer, Chairman and members of the Management Board, managers of limited partnerships) and non-executive corporate officers (separate Chairman of the Board of Directors and Chairman of the Supervisory Board of public limited companies with a Management Board or of limited partnerships).

The Code's recommendations must therefore be considered having regard to the precise nature of the position held, it being noted that the term "executive company officer" encompasses all the executives listed above, and that the term "company officer" encompasses these same executives, plus directors and members of the Supervisory Board.

RECOMMENDATIONS SUBJECTED TO A SPECIFIC REVIEW

HOLDING PERIOD OF SHARES

At its meeting of March 12, 2020, the Board of Directors recognized that the minimum number of companies shares that the corporate officers are required to hold, as decided by the Board at its meeting of March 20, 2014 (i.e. 10,000 shares), had been met.

CONCURRENT OFFICES

At its meeting of March 12, 2020, the Board of Directors, having been reminded of the provisions relating to concurrent offices, examined the situations of Cyrille Bolloré, Chief Executive Officer, in this respect.

For executive corporate officers, article 19 of the Afep-Medef Code states that the number of directorships that may be exercised by the executive corporate officer in listed companies outside his or her Group, including non-French companies, should be limited to two, it being specified that the limit of two offices does not apply "to directorships held by an executive corporate officer in subsidiaries and shareholdings, held alone or together with others, of companies whose main activity is to acquire and manage such shareholdings".

The application guide for the Afep-Medef Code confirmed the following details previously provided for applying this exemption:

- it is attached to a person, in view of the time that he or she is in a position to devote to exercising a directorship;
- it concerns persons who hold a position of corporate officer in a listed company whose main activity is to acquire or manage shareholdings;
- it applies to each of the listed companies in which the executive company officer holds a directorship, whenever they are subsidiaries and shareholdings, directly or indirectly held solely or in concert by the company whose main activity is to acquire or manage shareholdings in which he or she exercises a term of office of executive company officer;
- it does not apply to an executive company officer of a listed company whose main activity is not to acquire or manage holdings (i.e. an operating company) with regard to their offices held in listed companies in which a subsidiary of the company in which they are an executive holds a stake and is itself a holding company.

The Board took note that Cyrille Bolloré is a corporate officer in listed companies in the Bolloré Group, the Socfin Group (permanent representative of Bolloré Participations SE on the Board of Socfinaf and a director of Socfinasia) and Vivendi SE (member of the Supervisory Board).

The Board took the view regarding the value of its portfolio of shareholdings in listed companies and the list of its subsidiaries and holdings, that the principal business activity of Bolloré SE consists of acquiring and managing its subsidiaries and holdings, with the production and sale of plastic films and films for condensers representing only a marginal contribution to consolidated revenue.

The corporate officer of Bolloré SE may therefore hold positions in entities outside his Group as long as they are Bolloré SE subsidiaries or holdings (direct or indirect).

The Board accordingly affirmed that the corporate offices held by Cyrille Bolloré in companies of the Socfin group (in which the Bolloré Group owns 39.71% of the share capital) fall under the exemption provided by the Afep-Medef Code as well as the code adhered to in Vivendi SE (in which the Bolloré Group owns 27.06 % of the equity).

The situation of Cyrille Bolloré complies with the provisions of the Afep-Medef Code dealing with combined corporate offices in that the offices he holds in listed companies are either carried out within his Group or covered by the exemption provided in the Afep-Medef Code.

The Board took further note that the situation of Cyrille Bolloré was in compliance with article L. 225-94-1 of the French commercial code (*Code de commerce*) concerning the holding of multiple corporate offices.

Finally, the Board notes that, in accordance with recommendation 19.2 of the Afep-Medef Code, the executive company officers must obtain the opinion of the members of the Board prior to accepting a new term of office in a listed company outside their Group.

BY-LAWS OF THE BOARD OF DIRECTORS

Shares owned and held by directors (article 23 of the Afep-Medef Code)

At its meeting on March 20, 2014, the Board of Directors adopted, in its by-laws, provisions relative to the requirement that directors hold and retain shares.

To comply with the by-laws, each director is required to allocate at least 10% of the compensation received for performing their duties as a director to purchasing Bolloré SE securities each year until the counterparty of his/her number of shares reaches the equivalent of one year of compensation received.

DEFINITION OF INDEPENDENT DIRECTOR

Being required to state its view with respect to the independence criteria for directors, the Board, acting at its meeting of March 12, 2020 on a proposal by the Compensation and Appointments Committee, confirmed its previous analysis.

Thus, for the determination of the status of independent director, it was decided:

- to set aside the length of service criterion of twelve years since the sole criterion of the term of a director's duties does not as such call his independence into question;
- to consider that acting as a director in another company within the Group does not call a director's independence into question.

This assessment of the independence criteria was adopted by the Compensation and Appointments Committee at its meeting on March 10, 2020.

To be classified as independent, a director must not:

- be an employee or executive company officer of the company/employee, executive company officer of a company that the company fully consolidates/employee, executive company officer of the company's parent company or a company that is fully consolidated by that parent company/ or have been in the previous five years;
 - be a client, supplier, investment banker, corporate banker or advisor:
 - significant to the company or its Group,
 - or for which the company or its Group represent a significant proportion of the business;
 - have a close family tie with a company officer;
 - has been an auditor of the company within the previous five years.
- The provisions of the French Corporate Governance Code for listed companies not applied by our company are included in a summary table reproduced below drawn up in accordance with article L. 225-37-4, 8° of the French commercial code (*Code de commerce*).

REVIEW OF THE INDEPENDENCE OF DIRECTORS

Of the 11 members of the Board of Directors and in accordance with the independence criteria confirmed by the Board of Directors at its meeting of March 12, 2020, Dominique Hériard-Dubreuil, Alexandre Picciotto, François Thomazeau and Virginie Courtin are considered independent.

The summary hereinafter shows the situation (compliant or not) of the directors in relation to the criteria defined by the Afep-Medef Code in relation to directors' independence.

Independent officers

Alexandre Picciotto
François Thomazeau ⁽¹⁾⁽²⁾
Dominique Hériard Dubreuil
Virginie Courtin ⁽¹⁾

(1) Notwithstanding holding a directorship in another company of the Group (currently or during the five most recent fiscal years).

(2) Notwithstanding the length of time during which the director has held office.

LEAD INDEPENDENT DIRECTOR

On March 12, 2020 the Board of Directors decided not to appoint a lead independent director.

It was the view of the Board that the measures already taken ensure that the Board will function properly. These include the duties given to the Committees and the Vice-Chairmen, the application of the Board's by-laws concerning conflicts of interest, and the Board's self-assessment process.

With respect to interactions with the stakeholders, direct discussions with the Group's senior executives have always been given priority. Communication with shareholders occurs either directly with the Chairman and Chief Executive Officer or with the departments in charge of financial communications and shareholder relations.

ASSESSMENT OF THE MATERIALITY OF A BUSINESS RELATIONSHIP WITH A DIRECTOR

The Board of Directors, at its meeting of March 12, 2020, upon the proposal of the Compensation and Appointments Committee, reaffirmed that the assessment of the materiality of business relationships must not exclusively be based on the amount of the commercial transactions that may be entered into between Bolloré Group and the company (or the Group) in which the director in question holds another position, keeping in mind that the materiality threshold for business relationships decided upon by the Board is deemed to have been attained whenever the amount of commercial transactions exceeds 1% of Group revenue for the financial year in question.

The Board of Directors, at its meeting of March 23, 2017, had decided, pursuant to the provisions of AMF recommendation no. 2010-02, amended on December 22, 2015, that priority would be given to multiple criteria in the process of assessing the materiality of a business relationship with a director, particularly the duration of the relationship, any potential economic dependence, the financial conditions in relation to market prices, the officer's position in the cocontracting company and his/her involvement in the implementation or performance of the business relationship.

The Board of Directors, at its meeting of March 12, 2020, in accordance with AMF recommendation no 2012-02 amended on December 3, 2019, confirmed its position and noted that none of the directors described as independent had significant direct or indirect business relationships with the Group.

MANAGING CONFLICTS OF INTEREST

Section 20 of the June 2020 revision of the Afep-Medef Code, "Ethics rules for directors", provides that a director must inform the Board of any conflict of interest, even potential, and must abstain from voting on that issue.

To this effect, the Board of Directors, at its meeting of March 12, 2020, was reminded that these obligations are written into the Board's by-laws and that the directors are obliged to disclose any situation presenting a conflict of interests, even if it is only potential. It was noted that directors must declare the absence of conflicts of interest at least once a year during the preparation of the universal registration document.

1.9. Corporate governance information (article L. 225-37-4, 8° of the French commercial code [Code de commerce])

On March 12, 2020, the Board of Directors of Bolloré was asked to confirm that the company continued to refer to the Afep-Medef Corporate Governance Code. Some of the recommendations in that Code are reviewed each year by the Board of Directors, and those not selected for application are included in the table below.

This Code of Corporate Governance may be viewed online (www.medef.com/fr).

Afep-Medef Code recommendations set aside	Bolloré SE's practices – Explanations
Criteria of independence of the Directors	
Afep-Medef takes the view that a director is not independent if he or she has held office for more than twelve years.	<p>The length of service criterion of twelve years is set aside since the term of a director's duties does not as such call his or her independence into question. Irrespective of the term of the director's duties, the Board values the personal qualities, experience, and industrial and financial expertise enabling the director to give useful opinions and advice through exchanges in which each director can express his or her position. Moreover, it should not be forgotten that the length of service improves understanding of the Group, its history and its different jobs within a Group comprising many very technical jobs on an international scale. The perfect understanding of the Group by a director through his length of service is a major asset, particularly when examining the strategic directions of the Group, or the implementation of complex projects over the long-term and/or cross-cutting projects within the Group. A length of service of twelve years cannot be associated with a loss of independence. François Thomazeau is a confirmed expert in financial and other matters. He therefore contributes to the analysis of files while maintaining an independence of mind. His skills and good knowledge of the Group have helped him to chair the Audit Committee since 2013.</p>
This is also the case if a director holds a corporate office in a subsidiary.	<p>Acting as a director in another company within the Group does not call a director's independence into question. The Board feels that the Bolloré Group, controlled by the founding family, is unusual in that it is diversified across a number of businesses, with operations in France and abroad. One of the Group's strategic directions is to optimize and develop synergies between its various businesses. In order to implement this strategy, it is necessary to have high-level managerial expertise combined with in-depth knowledge of all the Group's businesses and understanding of any geopolitical issues critical to the international operations. The appointment of certain directors to a number of Group companies reflects the Group's desire to take advantage of the expertise of men and women who not only fully understand the businesses but also contribute to the Group's results. In addition, directors holding office in a parent company as well as in one of its subsidiaries are invited to abstain from taking part in decisions made by the Board of Directors of the parent company in the event of a conflict of interest between the parent company and the subsidiary.</p>

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1.10. Conditions for the preparation and organization of the work of the Board of Directors (article L. 225-37-4, 5° of the French commercial code [Code de commerce])

MEETINGS OF THE BOARD OF DIRECTORS

In accordance with article 13 of the articles of association, the directors may be called to Board meetings by any means, at either the registered office or any other place. Meetings are convened by the Chairman or the Vice-Chairman and Managing Director.

The Board may only validly make decisions if at least half of its members are present or represented.

Decisions are taken on a majority of members present or represented, the Chairman of the meeting having the casting vote in the event of a tie.

In order to enable as many directors as possible to attend the Board meetings:

- the provisional meeting dates will be set several months in advance and any changes to the date will be made following consultation to enable as many directors as possible to attend;
- the by-laws of the Board of Directors authorize, with the exception of the operations laid down in articles L. 232-1 (preparation of the financial statements and management report) and L. 233-16 (preparation of Group consolidated financial statements and management report) of the French commercial code (*Code de commerce*), participation in Board deliberations by videoconference.

DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors manages and administers the company. Subject to the powers expressly attributed to Shareholders' Meetings, and within the scope of the company's purpose, it deals with all matters affecting the proper and successful running of the company and its resolutions govern all matters within its purview.

It also performs the controls and verifications that it deems appropriate.

In general terms, the Board of Directors makes all decisions and exercises all prerogatives falling within its scope under the Law or these bylaws.

The prior approval of the Board of Directors is required for the following categories of transactions:

- regulated agreements under the terms of article 17 of the bylaws;
- securities, guarantees and sureties granted by the company as collateral for commitments made by third parties;
- in accordance with the provisions of paragraph 4 of article L. 225-35 and article R. 225-28 of the French commercial code (*Code de commerce*);
- bond issues.

ORGANIZATION OF THE BOARD'S WORK

Two weeks before the Board meets, a convening notice is sent to each director together with a draft of the minutes of the previous meeting, so that they can make any comments on the draft before the actual Board meeting.

This allows the Board meeting to be devoted to discussing the agenda.

For each Board meeting, a complete report setting forth each of the items on the agenda is submitted to all the directors, who may request any other information that they consider useful.

Discussions are conducted with the constant aim of encouraging an exchange between all the directors on the basis of complete information, and with careful attention to keeping the discussion focused on the important issues, especially those of a strategic nature. During the 2019 fiscal year, the Board met three times and was called upon to give its opinion on points that included the following:

- **Meeting of March 14, 2019 (attendance rate: 100%)**
 - review and approval of the annual and consolidated financial statements for the 2018 fiscal year;
 - extension of the duration of the company and resulting amendment of the bylaws;
 - plan to transform the company into a European corporation – draft articles of incorporation as a European corporation;
 - preparing for the General Meetings of bondholders – setting the agenda – calling a meeting;
 - governance;
 - procedures for performing Executive management duties;
 - compensation for the Chairman and Chief Executive Officer;
 - review of certain provisions of the Afep-Medef French Corporate Governance Code for listed companies (revised in June 2018);
 - amendments to the by-laws of the Board of Directors;
 - implementation of the recommendations of the Afep-Medef Code;
 - convening an Ordinary General Meeting;
 - convening an Extraordinary General Meeting;
 - granting of a new free share plan by the Board of Directors as authorized by the Extraordinary General Meeting held on June 3, 2016;
 - composition of the Audit Committee and the Compensation and Appointments Committee;
 - annual review of regulated agreements still in force;
 - annual discussion by the Board of Directors on company policy in relation to professional and pay equality (article L. 225-37-1 of the French commercial code [*Code de commerce*]);
 - delegation of authority granted by the Board of Directors to the Chairman and Chief Executive Officer or to one of its members to carry out a bond loan or complex securities issue;
 - authorization given to the Chairman and Chief Executive to issue performance bonds, endorsements and guarantees on the contractual obligations of third parties.
- **Meeting of May 29, 2019 (attendance rate: 89%)**
 - the structure of Executive management and confirmation, if need be, of that structure once the company has become a European corporation.
- **Meeting of September 12, 2019 (attendance rate: 100%)**
 - activities and results – consolidated financial statements at June 30, 2019;
 - planning documents – position of the current assets and current liabilities of the first half of 2019 – revision of the projected income statement;
 - distribution of an interim dividend;
 - delegation of authority to the Chairman and Chief Executive Officer to establish a buyback program for the company;
 - evaluation of the Board's operation and working methods;
 - definition of strategic directions;
 - financing activities secured by Vivendi securities;
 - adoption of a new internal Charter for characterizing current arm's-length agreements ("unregulated agreements"), including how this characterization will be conducted on a regular basis;
 - allocation of the compensation of directors (formerly directors' fees).

BOARD COMMITTEES

The Board of Directors relies on the work of the Compensation and Appointments Committee and the Audit Committee regarding matters falling within their remit.

The members of the Committees and the Chairman of each Committee are appointed by the Board of Directors for the duration of their terms as directors.

The work of the Committees is presented at meetings of the Board of Directors.

THE AUDIT COMMITTEE

Composition

At its meeting of March 21, 2013, the Board of Directors decided to set up an Audit Committee within Bolloré. This Committee's duties, as defined by Laws, had previously been performed, in accordance with article L. 823-20-1 of the French commercial code (*Code de commerce*), by the Audit Committee of Financière de l'Odé, the controlling company.

The bylaws of the Audit Committee were revised during the Board of Directors' meeting of September 1, 2016 in order to include the new powers of the Committee defined by the provisions of order no. 2016-315 of March 17, 2016 regarding the Statutory Auditors.

The Audit Committee has three directors, two of whom are independent, with recognized financial and accounting skills:

- François Thomazeau, Chairman;
- Virginie Courtin, Committee Member;
- Chantal Bolloré, Committee Member.

Tasks

The Audit Committee is tasked with:

- monitoring the process for drawing up financial information and, where applicable, formulating recommendations to guarantee its integrity;
- monitoring the effectiveness of internal control and risk management systems, as well as, where applicable, internal audit, with regard to the procedures for the preparation and processing of accounting and financial information, without this aspect affecting its independence;
- issuing a recommendation to the Board of Directors on the Statutory Auditors whose appointment and renewal will be proposed to the General Shareholders' Meeting;
- monitoring the performance of the Statutory Auditors' tasks and taking into account the findings and conclusions of the French high council for Statutory Auditors following the verifications made in accordance with legal provisions;
- ensuring that the Statutory Auditors comply with the independence conditions and, where applicable, taking the necessary measures;
- approving the provision of services other than the certification of the financial statements and, more generally, of any new tasks or prerogatives defined by the applicable legal provisions;
- reporting regularly to the Board of Directors on the exercise of its duties, the results of the financial statement certification work performed, the manner in which the work has contributed to the integrity of the financial information, as well as the role it has played in this process and immediately informing the Board of any difficulties encountered;
- and, more generally, performing any new tasks and/or exercising any prerogatives defined by the applicable legal provisions.

The Committee may have recourse to external advisers, lawyers or consultants.

Work of the Committee

The Bolloré Audit Committee met twice in 2019 fiscal year.

At its meeting of March 11, 2019 (attendance rate: 100%), the Committee examined the following points:

- presentation of earnings for the 2018 fiscal year;
- summary of the work carried out by the Statutory Auditors on the consolidated financial statements as at December 31, 2018;
- progress report on the anti-corruption plan;
- presentation of the level of internal control of the audited entities at the end of 2018 and the 2019 audit plan;
- various questions.

At its meeting of September 10, 2019 (attendance rate: 100%), the Committee examined the following points:

- review of the minutes of the March 11, 2019 meeting;
- presentation of earnings for the first half of 2019;
- summary of the work carried out by the Statutory Auditors on the consolidated financial statements as at June 30, 2019;
- Sapin II procedures;
- progress of the 2019 audit plan and presentation of the level of internal control of the audited entities at the end of August.

In accordance with the provisions of the French Corporate Governance Code for listed companies, the Statutory Auditors are invited to Committee meetings dealing with the process of preparing financial information and reviewing the financial statements.

THE COMPENSATION AND APPOINTMENTS COMMITTEE

Composition

At its meeting of March 20, 2014, the Board of Directors set up a Compensation and Appointments Committee consisting of three members appointed for the duration of their term of office:

- François Thomazeau, Chairman;
- Virginie Courtin, Committee Member;
- Elsa Berst, Employee Director and Committee Member.

The by-laws of the Compensation and Appointments Committee setting out the Committee's remit and methods of operation were approved by the Board of Directors at its meeting of August 29, 2014.

Tasks

Within the framework of its duties, the Compensation and Appointments Committee performs the following tasks:

- **With regard to choosing and appointing**
 - Presenting the Board of Directors with proposals or recommendations with regard to choosing new directors in accordance with the desired balance on the Board of Directors in terms of changes in the shareholders and gender balance on the Board of Directors.
 - Presenting the Board of Directors with its recommendations concerning the renewal of the terms of office of members.
 - Organizing a procedure designed to choose the future independent directors and assessing the profiles of the candidates presented.
 - Preparing a succession plan for corporate officers in order to be able to put forward to the Board succession solutions in the event that an unforeseen vacancy should arise.
 - Reconsidering, each year, the status of independent directors.
 - Assisting the Board of Directors with the task of conducting its own assessment.
- **With regard to compensation**
 - Making proposals and issuing opinions concerning the overall amount and the distribution of directors' fees paid by the company to the members of the Board of Directors.
 - Making all proposals to the Board of Directors concerning fixed and variable compensation, and all contributions in kind for executive corporate officers, taking into account the principles of thoroughness, balance, benchmarking, consistency, comprehension and measure stated by the Afep-Medef Code.
 - Discussing a general policy for the granting of share and performance options and formulating proposals on their award to executive corporate officers.
 - Undertaking an in-depth analysis with regard to implementing the procedure for regulated agreements when entering into a non-competition agreement.
 - Making a decision concerning any supplementary retirement schemes that might be put in place by the company.
 - Collaborating on the drafting of the section of the annual report dedicated to informing the shareholders with regard to the compensation received by the corporate officers.

Work of the Committee

In the fiscal year of 2019, the Compensation and Appointments Committee met three times.

At its meeting of March 11, 2019 (attendance rate: 100%), the Committee examined the following points:

- composition of the Board of Directors;
- review of proposed candidates for the position of director or opportunities for term of office renewals;
- presentation of the specific sections dedicated to informing shareholders with regard to the compensation received by the corporate officers;
- granting of free shares.

At its meeting of March 14, 2019 (attendance rate: 100%), the Committee examined the following points:

- procedures for performing Executive management duties;
- executive compensation policy.

At its meeting of September 10, 2019 (attendance rate: 100%), the Committee examined the following points:

- review of the provisions of the PACTE law (law no. 2019-486 of May 22, 2019 concerning the growth and transformation of business organizations) that touch on the compensation of corporate officers;
- evaluation of the Board of Directors' operation and working methods;
- review of rules governing the allocation of directors' compensation;
- free share plans currently vesting.

EVALUATION OF THE BOARD'S OPERATION AND WORKING METHODS

With the aim of complying with corporate governance good practice, as recommended by the provisions of the Afep-Medef French Corporate Governance Code for listed companies, the Board must "assess its capacity to fulfill the expectations of the shareholders who gave it the mandate to run the company, by conducting a periodic review of its composition, organization and functioning".

This assessment must focus on three objectives:

- reviewing the Board's methods of operation;
- verifying that important issues are properly documented and discussed;
- assessing the actual contributions made by each member to the Board's work, in line with their areas of competence and involvement in the deliberations.

This assessment must be discussed by the Board on an annual basis, with the requirement to perform a more formal assessment at least once every three years, the latter having been done by means of a questionnaire sent to the directors, the answers to which were analyzed at the Board of Directors' meeting of August 31, 2018.

In terms of the composition of the Board of Directors, the Board was asked at its meeting of September 12, 2019 to take an objective look at the human and organizational factors in the workings of the Board, to assess the appropriateness of the practices in place in its decision-making process, and to consider the balance between the time spent on presentations and on discussions.

The result of this approach was that the members of the Board found, as it had in prior assessments, that the composition of the Board meets the requirements of good corporate governance. The changes made during the fiscal year reflected the observations expressed in the formal assessment, particularly as regards gender parity, which remains a requirement as the appointments and re-appointments of directors come up. The recognized competencies of members impact the quality of the discussions and thereby help the Board to make decisions and set direction.

The directors are trained in the specifics of the Group's activities, in particular through dedicated presentations and site visits and that they have the option to meet, at their request, the Group's main senior executives.

The diversity of skills of the directors (financial, technical, technological, CSR, digital, etc.) makes it possible for Board meetings to conduct in-depth reviews of the company's strategic directions.

As regards the workings of the Board, its powers and the information it receives, the directors continue to give positive assessments that sufficient notice is given for meetings and that the frequency and duration of meetings, amount of time spent during each meeting reviewing the agenda items and the time devoted to discussions are sufficient.

The working plan adopted during the meeting is in line with the agenda and the information and documentation provided meets the expectations of the directors, who thus have access to all information useful in understanding the Group's missions and strategic objectives as well as the additional documents needed to analyze the issues under consideration.

As regards the Specialized Committees of the Board of Directors, the directors consider that the Special Committees of the Board of Directors fulfill the tasks entrusted to them adequately, that their work is presented in full at Board meetings and that the division of work between the Committees and the Board contributes to the quality of discussion.

As regards individual assessments of the contribution of other directors to the work of the Board, the directors demonstrated genuine diligence and deep involvement. The individual skills, together with their expertise and experience, support the quality of the examinations of the matters brought before the Board.

1.11. Declarations by corporate officers

CONFLICTS OF INTEREST

To the best of the company's knowledge, on the date of this document, no potential conflict of interest exists between the company and its directors in respect of the duties they owe to the company and/or their private interests.

INFORMATION ON SERVICE AGREEMENTS BETWEEN MEMBERS OF THE BOARD AND THE ISSUER OR ONE OF ITS SUBSIDIARIES AND PROVIDING FOR THE GRANTING OF BENEFITS AT THE END OF SUCH AN AGREEMENT

There is no service agreement between the people referred to above.

AGREEMENTS ENTERED INTO, DIRECTLY OR THROUGH AN INTERMEDIARY, BETWEEN, ON THE ONE HAND, ONE OF THE CORPORATE OFFICERS OR ONE OF THE SHAREHOLDERS HOLDING A FRACTION OF VOTING RIGHTS GREATER THAN 10% OF A COMPANY AND, ON THE OTHER HAND, ANOTHER COMPANY CONTROLLED BY THE FIRST WITHIN THE MEANING OF ARTICLE L. 233-3 OF THE FRENCH COMMERCIAL CODE (*CODE DE COMMERCE*), WITH THE EXCEPTION OF AGREEMENTS RELATING TO CURRENT TRANSACTIONS ENTERED INTO UNDER NORMAL CONDITIONS (ARTICLE L. 225-37-4, 2° OF THE FRENCH COMMERCIAL CODE [*CODE DE COMMERCE*])

No agreements relating to this specific information were entered into during the past year by a company controlled by our company within the meaning of article L. 233-3 with a corporate officer or one of the shareholders holding a fraction of voting rights greater than 10%.

2. Compensation and benefits

2.1. Presentation of the policy for compensating corporate officers, drafted pursuant to article L. 225-37-2 of the French commercial code (*Code de commerce*)

Pursuant to article L. 225-37-2 I of the French commercial code (*Code de commerce*), the compensation policy for corporate officers must conform to the corporate interest of the company, add to its sustainability and fit into its commercial strategy.

The compensation policy for corporate officers is set by the Board of Directors based on the recommendations of the Compensation and Appointments Committee.

In the course of their discussions, the Board of Directors and Compensation and Appointments Committee take note of and rigorously apply to all components of compensation the principles of completeness, balance between compensation components, comparability, consistency and proportion.

In accordance with article L. 225-37-2 II of the French commercial code (*Code de commerce*), the compensation policy must be the subject of a draft resolution submitted to the Ordinary General Meeting. It must be voted on every year and whenever a major change is made to the compensation policy.

If the Ordinary General Meeting does not approve the draft resolution submitted to it and if it has previously approved a compensation policy, then the latter continues to apply and the Board of Directors must submit to the next Ordinary General Meeting a draft resolution containing a revised compensation policy and stating in what way the shareholders' vote and any opinions expressed by the Meeting were taken into account.

Should the resolution presented be voted down and if no compensation policy has previously been approved, then the compensation shall be set in accordance with that of the preceding fiscal year or, in the absence of compensation granted for the preceding year, in accordance with the company's existing practices. The Board of Directors must submit to the next Ordinary General Meeting a draft resolution presenting a revised compensation policy.

2.1.1. WITH REGARD TO THE COMPENSATION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS

Pursuant to article L. 225-45 of the French commercial code (*Code de commerce*), the General Shareholders' Meeting may allocate to the Board directors in compensation for their work a fixed yearly sum that the Meeting shall set without being bound by the corporate bylaws or previous decisions. How it is apportioned among the directors is determined by the Board of Directors. The maximum overall amount of compensation that the Board of Directors can allocate to its members during an accounting year was set by the Ordinary General Meeting of June 1, 2017 at one million two hundred thousand euros (1,200,000 euros).

The gross amount (before taxes and withholdings) paid to the directors for fiscal 2019 was 577,311.78 euros.

This compensation, including in respect of fiscal year 2019, was paid in equal shares among the directors and, when a Director is appointed or co-opted partway through the fiscal year in respect of which the compensation has been granted, is apportioned pro rata to the period in which the newly appointed director exercises his or her duties.

Each member of the Audit Committee receives an additional yearly amount of 10,000 euros.

On the recommendation of the Compensation and Appointments Committee, the Board of Directors voted at its meeting of March 12, 2020 to change the way this compensation is apportioned and, so that a portion of it is correlated to attendance at Board meetings, to adopt the following rule as to apportionment:

- payment of a part tied to membership of the Board (when appropriate pro rata to the duration of his or her service over the year), equal to half of the compensation.

For fiscal year 2020 and subsequent years until a new decision by the Board, this portion is set at 16,860 euros per year;

- and a part tied to the actual attendance of the director at Board meetings. For fiscal year 2020 and subsequent years until a new decision by the Board, this portion is set at 4,210 euros per meeting;

- the parts tied to membership of the Board and to actual attendance at meetings are capped at a gross maximum amount per Director per calendar year.

For fiscal year 2020 and subsequent years until a new decision by the Board, this cap is set at 33,700 euros per director.

In addition, the Board of Directors voted that each member of the Audit Committee will continue to receive specific yearly compensation of 10,000 euros deducted from the total amount of compensation allocated to the Board of Directors.

Besides this compensation, the Board of Directors has the option, in accordance with article L. 225-46 of the French commercial code (*Code de commerce*), to grant extraordinary compensation to the directors for assignments or duties it asks them to perform.

Members of the Board of Directors holding an executive corporate office within an affiliated company within the meaning of Article L.225-97-2 of the French commercial code (*Code de commerce*) or holding an employment contract with the Company may benefit, if applicable, from a grant of free shares, under the conditions provided for in Article L.225-197-1 of the French commercial code (*Code de commerce*).

Draft resolution concerning the compensation policy for members of the Board of Directors, submitted to a vote of the shareholders in the Ordinary General Meeting of May 27, 2020

"THIRTEENTH RESOLUTION

Approval of the compensation policy for directors established by the Board of Directors (ex-ante voting)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*) describing the components of the compensation policy for corporate officers, approves, pursuant to article L. 225-37-2 II of the French commercial code (*Code de commerce*), the compensation policy for directors as it appears in the universal registration document."

2.1.2. WITH REGARD TO THE COMPENSATION POLICY FOR THE CORPORATE OFFICER

The principles and criteria for the determination, distribution and allocation of the fixed, variable and exceptional components of total compensation and benefits of any kind that may be paid to Cyrille Bolloré in his role as Chairman and Chief Executive Officer were approved by the Ordinary General Meeting of May 29, 2019.

The compensation of the Chairman and Chief Executive Officer currently has the following components:

- **Fixed compensation**

The Board of Directors at its meeting of March 14, 2019, having noted the recommendations of the Compensation and Appointments Committee, set the annual compensation allocated to the Chairman and Chief Executive Officer at a gross amount of 1,100,000 euros.

- **Compensation linked to his participation on the Board of Directors**

The compensation allocated to directors is apportioned in equal shares, prorata to the duration for which a member serves, without payment of a special supplement to the Chairman and Chief Executive Officer.

- **Compensation in the form of performance shares**

The Board of Directors at its meeting of March 14, 2019, decided to grant the Chairman and Chief Executive Officer 138,000 shares, subject to fulfillment of the performance conditions. This will be assessed in light of the Bolloré Group's success in meeting a target for aggregate operating income in the period 2019-2021 inclusive, of 2 billion euros at constant scope (the Target Operating Income).

The Board of Directors on March 12, 2020, on the recommendation of the Compensation and Appointments Committee, set a compensation policy for its corporate officer.

It decided to maintain the compensation structure of its Chairman and Chief Executive Officer, taking the view that its components represented a fair balance between compensation for the responsibilities and duties attached to the position and a deferred compensation that ties the senior executive to company performance.

The components of the compensation policy are summarized below.

- **Fixed component**

The fixed compensation for the corporate officer, determined in light of the responsibilities and duties attached to the office, his experience and his career, was set by the Board of Directors on March 14, 2019 at an annual gross amount of 1,100,000 euros.

The Board meeting of March 12, 2020, with respect to the responsibilities exercised by the Chairman and after studying the compensation of comparable positions, voted to revise the fixed compensation of its Chairman to 1,400,000 euros starting January 1, 2020.

- **Compensation tied to his participation on the Board of Directors**

The Chairman and Chief Executive Officer receives, as do all directors, compensation tied to his participation on the Board of Directors.

This compensation is apportioned to the corporate officer in the same manner as to the other directors.

- **Compensation in the form of a grant of performance shares**

Objective of the policy to grant free shares

The Board intends the compensation policy for the corporate officer to emphasize the long-term component of compensation by granting performance shares. The Board seeks to encourage its executives to pursue long-term aims in the interest of all stakeholders, including the shareholders, of the company.

This compensation mechanism is tailored especially for senior executive functions, given the involvement and the level of responsibility attached to it.

Plan in place

Under the authorization granted to it by the Extraordinary General Meeting of May 29, 2019, the Board of Directors currently has the power to establish free share plans for up to 5% of the share capital, and grants to corporate officers are limited to a sub-ceiling of 2%.

The Board of Directors' meeting of March 12, 2020, using the authorization granted by the Extraordinary General Meeting of May 29, 2019, voted to grant 765,000 free shares, including 138,000 reserved for performance shares granted to the corporate officer.

Performance conditions

Free shares granted to the corporate officer during the fiscal year are subject in their entirety to performance conditions that are assessed over a vesting period of three fiscal years.

The performance shares granted will vest provided the performance conditions are met, by comparing aggregate Bolloré Group operating income in the period 2020-2022 inclusive against a target of 2.5 billion euros at constant scope (Target Operating Income).

Accordingly, the shares may vest in full or in part depending on the following performance thresholds:

- if, at the end of the period, the Group achieves an aggregate operating income of 2.5 billion euros at constant scope, all shares granted to corporate officers shall vest in their entirety;
- if aggregate operating income is less than 2.5 billion euros at constant scope over the period in question, the number of shares vesting will be reduced by one-fifth for every 100 million euros under the 2.5 billion euros operating income threshold, with no shares vesting if the operating income over the reference period is below the threshold of 2.1 billion euros at constant scope.

If any fully consolidated Bolloré Group company is deconsolidated as a result of the disposal of an entity or group of entities with revenue (consolidated, in the case of a group) of over 100 million euros, the Target Operating Income will be adjusted as follows:

- the Target Operating Income will be reduced by an amount equal to the prior year's operating income of the deconsolidated entity multiplied by the number of years remaining from the year in which the deconsolidation takes place until 2022, inclusive.

Full or partial vesting of the shares granted shall only be definitive after the Board of Directors and Compensation and Appointments Committee have confirmed the performance levels achieved.

Attendance conditions

The vesting of the performance shares is subject to the condition of the officer's presence in the Group as of the vesting date. This condition is applied to all recipients of free shares unless any exceptions have been provided for in the plan regulations.

The Board of Directors or the Chairman acting on delegation and with an option of sub-delegation, may on an exceptional basis and in light of special circumstances, may require a holding period on some or all of the rights allocated at the time they are granted. The Compensation and Appointments Committee is kept informed of this at least once per year.

Holding period

Pursuant to article L. 225-197-1 of the French commercial code (*Code de commerce*), the corporate officer must keep in registered form until he leaves his position, a portion of the share so granted, which the Board sets at 5% of the performance shares that vest.

Agreement by the corporate officer – Hedging

Pursuant to the Afep-Medef Code of Governance, to which the company expressly adheres, hedging operations through the purchase or short sale of shares or by the use of any other kind of option are prohibited.

• Other benefits

The corporate officer is covered by company group health and disability policies on the same terms as apply to the category of salaried management.

Draft resolution concerning the compensation of the corporate officer to be submitted to the shareholders' vote at the Ordinary General Meeting of May 27, 2020

"FOURTEENTH RESOLUTION

(Approval of the compensation policy for the Chairman and Chief Executive Officer established by the Board of Directors – ex-ante voting)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*) describing the components of the compensation policy for corporate officers, approves, pursuant to article L. 225-37-2 II of the French commercial code (*Code de commerce*), the compensation policy for the Chairman and Chief Executive Officer as it appears in the universal registration document.»

2.2. Presentation in accordance with article L. 225-37-3 I of the French commercial code (*Code de commerce*), of the compensation paid or granted to corporate officers during fiscal year 2019

Under article L. 225-37-3 I of the French commercial code (*Code de commerce*) as amended by ordinance no. 2019-1234 of November 27, 2019, the following disclosures pertaining to each corporate officer, including those corporate officers whose term of office has expired and those newly appointed during the year, must be made:

- 1) the total compensation and benefits in kind, specifying the fixed, variable and extraordinary components, including in the form of equity securities, debt instruments or securities convertible into the equity or debt of the company or companies referred to in articles L. 228-13 and L. 228-93, paid for the corporate office held in the fiscal year ended or granted for the office held in the same year, indicating the principal conditions for the exercise of rights, particularly the exercise price and date and any changes made to those conditions;

- 2) the relative proportion of fixed and variable compensation;
- 3) the use of the possibility of requesting repayment of variable compensation;
- 4) the obligations of any kind undertaken by the company that represent components of remuneration, compensation or benefits due or that might become due on account of taking, terminating or changing duties or subsequently to the performance thereof, particularly pension obligations and other lifetime benefits, citing, in the manner provided by decree, the precise way these obligations are determined and an estimate of the amounts that might be paid in this regard;
- 5) any compensation paid or granted by a company included in the consolidation scope, as defined in article L. 233-16;
- 6) as regards the Chairman of the Board of Directors, the Chief Executive Officer and each Deputy Chief Executive Officer, the ratios between the compensation of each of these senior executives and (a) the mean full-time equivalent compensation of the company's employees, excluding corporate officers and (b) the median full-time equivalent compensation of the company's employees, excluding corporate officers;
- 7) the yearly change in compensation, the company's performance, the full-time equivalent compensation of the company's employees, excluding senior executives and the ratios mentioned in (6) over the at least the five most recent fiscal years, presented together and in a way that permits comparison;
- 8) an explanation of how total compensation complies with the compensation policy adopted, how it contributes to the company's long-term performance and how the performance criteria were applied;
- 9) the manner in which the vote of the last Ordinary Shareholders' Meeting referred to in II of article L. 225-100 was taken into account;
- 10) any departure from the procedure for implementing the compensation policy and any exemption applied in accordance with the second paragraph of III of article L. 225-37-2, including an explanation of the nature of the exceptional circumstances and a statement of the specific items from which it was exempted;
- 11) application of the provisions of the second paragraph of article L. 225-45.

The information concerning the compensation of the corporate officers are presented in the manner specified by the French Corporate Governance Code for listed companies, revised in January 2020.

The tables reproduced include the compensation components for each officer for the fiscal year in question and the previous fiscal year.

The information concerning compensation paid or granted to the corporate officers during the fiscal year 2019 will be subject to an ex-post vote by the shareholders. In accordance with article L. 225-100 of the French commercial code (*Code de commerce*), an ex-post vote concerns two types of resolution.

The first type of resolution (a "general ex-post vote") presented pursuant to article L. 225-100 II of the French commercial code (*Code de commerce*) covers the information referred to in article L. 225-37-3 I of the French commercial code (*Code de commerce*) and concerns all corporate officers.

If the Ordinary General Meeting does not approve such a draft resolution, the Board of Directors submits to the next General Meeting for its approval a revised compensation policy reflecting the shareholders' vote.

The payment of the sum allocated to the directors for the current fiscal year is suspended until the revised compensation policy has been approved. When it is re-established, it includes the amount accrued since the last General Shareholders' Meeting.

If the General Shareholders' Meeting again issues a negative vote on the revised compensation policy, the amount in suspense may not be paid.

The second type of resolution (an "individual ex-post vote") presented pursuant to article L. 225-100 III of the French commercial code (*Code de commerce*) covers the compensation and benefits paid or granted during the fiscal year ended to corporate officers and must entail separate resolutions for each officer in question.

The components of variable or extraordinary compensation granted for the fiscal year ended to the Chairman of the Board of Directors, the Chief Executive Officer and the Deputy Chief Executive Officers may only be paid after approval by a General Shareholders' Meeting of the components of compensation of the individual concerned, in the manner laid out in the preceding paragraph.

4 Corporate governance

2. Compensation and benefits

In accordance with the new general framework for senior executive compensation deriving from ordinance no. 2019-1234 of November 27, 2019, the information on compensation received by the officers during fiscal year 2019 presented in the following tables covers that paid or granted by the issuer and by the companies included in its consolidation scope as defined in article L. 233-16 of the French commercial code (*Code de commerce*).

The information on the compensation received by the officers during fiscal year 2018 which, pursuant to the laws in effect at the date it was communicated, includes in addition to the compensation received from the issuer and its controlled companies, that paid by the controlling companies, has not been subject to restatements of scope and are reproduced exactly as were previous data.

2.2.1. SUMMARY TABLE OF COMPENSATION, OPTIONS, AND SHARES GRANTED TO EACH CORPORATE OFFICER

(in euros)	2018 fiscal year	2019 fiscal year
Vincent Bolloré, Chairman and Chief Executive Officer (term ended March 14, 2019)		
Compensation granted for the fiscal year	2,623,428	282,590
Value of options granted during the fiscal year	–	–
Value of other long-term compensation plans	–	–
Value of performance shares granted during the fiscal year	1,668,000	–
TOTAL	4,291,428	282,590
Cyrille Bolloré, Chairman and Chief Executive Officer (appointed March 14, 2019)		
Compensation granted for the fiscal year	–	1,605,602
Value of options granted during the fiscal year	–	–
Value of other long-term compensation plans	–	–
Value of performance shares granted during the fiscal year	–	514,740
TOTAL	–	2,120,342
Cyrille Bolloré, Deputy Chief Executive Officer (term ended March 14, 2019)		
Compensation granted for the fiscal year	2,654,790	840,479
Value of options granted during the fiscal year	–	–
Value of other long-term compensation plans	–	–
Value of performance shares granted during the fiscal year	575,460	–
TOTAL	3,230,250	840,479

2.3. Compensation and other benefits

2.3.1. SUMMARY TABLE OF COMPENSATION OF EACH CORPORATE OFFICER

(in euros)	2018 fiscal year		2019 fiscal year	
	Amounts granted	Amounts paid	Amounts granted	Amounts paid
Vincent Bolloré, Chairman and Chief Executive Officer (term ended March 14, 2019)				
Fixed compensation ⁽¹⁾	1,499,000	1,499,000	281,063	281,063
Including compensation for corporate office (Bolloré)			281,063	281,063
Other compensation	1,060,000	1,060,000	–	–
Annual variable compensation	–	–	–	–
Exceptional compensation	–	–	–	–
Compensation granted in respect of terms of office as director	57,900	57,900	–	–
Contributions in kind ⁽²⁾	6,528	6,528	1,528	1,528
TOTAL	2,623,428	2,623,428	282,590	282,590
Cyrille Bolloré, Deputy Chief Executive Officer (term ended March 14, 2019)				
Fixed compensation ⁽³⁾	1,693,395	1,693,395	388,775	388,775
Including compensation for corporate office (Bolloré)			75,000	75,000
Other compensation	500,000	500,000	–	–
Annual variable compensation ⁽⁴⁾	400,000	400,000	450,000	450,000
Exceptional compensation	–	–	–	–
Compensation granted in respect of terms of office as director	57,400	57,400	–	–
Contributions in kind ⁽⁵⁾	3,996	3,996	1,704	1,704
TOTAL	2,654,790	2,654,790	840,479	840,479
Cyrille Bolloré, Chairman and Chief Executive Officer (appointed March 14, 2019)				
Fixed compensation ⁽⁶⁾	–	–	1,059,340	1,059,340
Including compensation for corporate office (Bolloré)	–	–	825,000	825,000
Other compensation ⁽⁷⁾	–	–	500,000	500,000
Annual variable compensation	–	–	–	–
Exceptional compensation	–	–	–	–
Compensation granted in respect of terms of office as director ⁽⁸⁾	–	–	41,150	41,150
Including compensation for corporate office (Bolloré)	–	–	28,000	28,000
Contributions in kind ⁽⁵⁾	–	–	5,112	5,112
TOTAL	–	–	1,605,602	1,605,602

(1) Compensation paid by Bolloré Participations, from January 1 to March 31, which, under an agreement for Chairman services, invoiced Bolloré a sum corresponding to 75% of the total cost (including contributions), of the compensation received by Vincent Bolloré.

In 2019 Vincent Bolloré received fixed compensation of 281,063 euros for serving as Chairman and CEO of Bolloré from January 1, 2019 to March 31, 2019.

(2) Vincent Bolloré has a company car.

(3) In 2019, Cyrille Bolloré received fixed compensation of 388,775 euros from January 1 to March 31, 2019, including 313,775 euros as an employee of Bolloré Transport Logistics Corporate and 75,000 euros for his position as Deputy Chief Executive Officer of Bolloré.

(4) In 2019, Cyrille Bolloré received variable compensation of 450,000 euros from Bolloré Transport Logistics Corporate. 50% of this compensation was assessed with regard to the business performance achieved by the Transport and Logistics division and 50% with regard to the increase in volumes in the same activity (disposals, acquisitions, partnerships or any new development, etc.). The maximum amount of the variable portion for 2019 was set at 50% of his fixed compensation. The level of achievement of these criteria is not made public for reasons of confidentiality.

(5) Cyrille Bolloré has a company car.

(6) Appointed on March 14, 2019, Cyrille Bolloré received fixed compensation of 1,059,340 euros from April 1 to December 31, 2019 including 234,340 euros as an employee of Bolloré Transport Logistics Corporate and 825,000 euros for his duties as Chairman and Chief Executive Officer of Bolloré.

(7) In 2019, Cyrille Bolloré received compensation from Financière du Champ de Mars, Nord-Sumatra Investissements and Plantations des Terres Rouges, non-French companies controlled by Bolloré SE, in the form of bonuses. The bonuses represent a percentage of the profits allocated as compensation to the directors. This compensation method, compliant with the legislation of the country in question, is linked to the payment of dividends to the Group.

(8) In 2019, Cyrille Bolloré received compensation for his directorships in companies controlled by Bolloré SE, including 28,000 paid by Bolloré SE.

2.3.2. TABLE OF COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS

(in euros)	2018 fiscal year		2019 fiscal year	
	Amounts paid	Amounts paid	Amounts paid	Amounts paid
Cédric de Baillencourt, Vice-Chairman				
Compensation (fixed + variable) ⁽¹¹⁾	651,360	651,360	511,360	511,360
Other compensation (Directors' compensation, profit sharing, benefits in kind) ⁽²⁾	325,180	325,180	208,479	208,479
Including compensation for corporate office	–	–	28,200	28,200
Yannick Bolloré, Vice-Chairman				
Compensation (fixed + variable) ⁽³⁾	821,360	821,360	821,360	821,360
Other compensation (Directors' compensation, profit sharing, benefits in kind) ⁽⁴⁾	44,450	44,450	28,200	28,200
Including compensation for corporate office	–	–	28,200	28,200
Sébastien Bolloré				
Compensation (fixed + variable) ⁽⁵⁾	879,522	879,522	910,097	910,097
Other compensation (Directors' compensation, profit sharing, benefits in kind) ⁽⁶⁾	51,334	51,334	41,524	41,524
Including compensation for corporate office	–	–	28,200	28,200
Marie Bolloré				
Compensation (fixed + variable) ⁽⁷⁾	250,002	250,002	300,000	300,000
Other compensation (Directors' compensation, profit sharing, benefits in kind) ⁽⁸⁾	56,718	56,718	40,468	40,468
including compensation for corporate office	–	–	28,200	28,200
Bolloré Participations, represented by Gilles Alix⁽⁹⁾				
Other compensation (Directors' compensation, profit sharing, benefits in kind) ⁽¹⁰⁾	441,875	441,875	436,376	436,376
Including compensation for corporate office	–	–	28,200	28,200
Gilles Alix				
Compensation (fixed + variable) ⁽¹¹⁾	1,638,860	1,638,860	1,289,360	1,289,360
Other compensation (Directors' compensation, profit sharing, benefits in kind) ⁽¹²⁾	11,311	11,311	9,391	9,391
Including compensation for corporate office				
Omnium Bolloré, represented by Janine Goalabré				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	–	–	–	–
Janine Goalabré⁽¹³⁾				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	38,700	38,700	33,200	33,200
Including compensation for corporate office	–	–	28,200	28,200
Financière V, represented by Marie-Annick Darmaillac				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	–	–		
Marie-Annick Darmaillac⁽¹⁴⁾				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	43,700	43,700	38,200	38,200
Including compensation for corporate office	–	–	28,200	28,200

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2. Compensation and benefits

(in euros)	2018 fiscal year		2019 fiscal year	
	Amounts paid	Amounts paid	Amounts paid	Amounts paid
Hubert Fabri				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	1,115,000	1,115,000	1,109,500	1,109,500
Including compensation for corporate office	–	–	28,200	28,200
Olivier Roussel				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	63,700	63,700	48,200	48,200
Including compensation for corporate office	–	–	38,200	38,200
Chantal Bolloré				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	48,700	48,700	43,200	43,200
including compensation for corporate office	–	–	28,200	28,200
François Thomazeau				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	43,700	43,700	38,200	38,200
Including compensation for corporate office	–	–	38,200	38,200
Martine Studer				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	135,485	135,485	118,200	118,200
Including compensation for corporate office	–	–	38,200	38,200
Alexandre Picciotto				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	28,200	28,200	28,200	28,200
Including compensation for corporate office	–	–	28,200	28,200
Dominique Hériard Dubreuil				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	28,200	28,200	28,200	28,200
Including compensation for corporate office	–	–	28,200	28,200
Virginie Courtin (appointed May 29, 2019)				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	–	–	24,853	24,853
Including compensation for corporate office	–	–	16,688	16,688
Valérie Coscas (term ended May 29, 2019)				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	33,700	33,700	11,512	11,512
Including compensation for corporate office	–	–	11,512	11,512
Céline Merle-Béral ⁽¹⁵⁾				
Compensation (fixed + variable)	25,360	25,360		
Other compensation (Directors' compensation, profit sharing, benefits in kind)	48,700	48,700	43,200	43,200
Including compensation for corporate office	–	–	28,200	28,200

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2. Compensation and benefits

(in euros)	2018 fiscal year		2019 fiscal year	
	Amounts paid	Amounts paid	Amounts paid	Amounts paid
Nicolas Alteirac⁽¹⁶⁾				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	–	–	28,200	28,200
Including compensation for corporate office	–	–	28,200	28,200
Elsa Berst⁽¹⁶⁾				
Other compensation (Directors' compensation, profit sharing, benefits in kind)	–	–	28,200	28,200
Including compensation for corporate office	–	–	28,200	28,200
TOTAL	6,751,054	6,751,054	6,217,679	6,217,679

- (1) In 2019, Cédric de Baillencourt received compensation of 511,360 euros as an employee of Bolloré SE, of which 361,360 euros in respect of fixed compensation and 150,000 euros as variable compensation.
- (2) In 2019, Cédric de Baillencourt received compensation for his directorships in companies controlled by Bolloré SE, including 28,000 euros paid by Bolloré SE.
- (3) In 2019, Yannick Bolloré received compensation of 821,360 euros as an employee of Bolloré SE, of which 301,360 euros was related to fixed compensation and 520,000 euros to variable.
- (4) In 2019, Yannick Bolloré received compensation for his directorships in companies controlled by Bolloré SE, including 28,000 euros paid by Bolloré SE.
- (5) In 2019, Sébastien Bolloré received fixed compensation of 910,097 euros, including 171,360 euros as an employee of Bolloré SE and 738,737 euros in respect of the activities exercised for the Group in Australia.
- (6) In 2019, Sébastien Bolloré received compensation for his directorships in companies controlled by Bolloré SE, including 28,200 paid by Bolloré SE.
- (7) In 2019, Marie Bolloré received compensation as an employee of Bluecarsharing, of which 250,000 euros in respect of fixed compensation and 50,000 euros as variable compensation.
- (8) In 2019, Marie Bolloré received compensation for her directorships in companies controlled by Bolloré SE, including 28,200 paid by Bolloré SE.
- (9) In his capacity as permanent representative of Bolloré Participations SE.
- (11) In 2019, Gilles Alix received compensation of 1,289,360 euros as an employee of Bolloré SE, of which 1,151,360 euros in respect of fixed compensation and 138,000 euros as variable compensation.
- (12) In 2019, Gilles Alix received compensation for his directorships in companies controlled by Bolloré SE.
- (13) In her capacity as permanent representative of Omnium Bolloré.
- (14) In her capacity as permanent representative of Financière V.
- (15) In 2019, Céline Merle Béral received compensation for her directorships in companies controlled by Bolloré SE, including 28,200 paid by Bolloré SE.
- (16) In her capacity as director representing the employees.

2.3.3. PERFORMANCE SHARES GRANTED DURING THE FISCAL YEAR TO EACH CORPORATE OFFICER

Name of the corporate officer	No. and date of the plan	Number of shares granted during the fiscal year	Valuation of the shares using the method applied to the consolidated financial statements	Vesting date	Availability date cash	Performance conditions
Cyrille Bolloré	Plan Bolloré March 14, 2019	138,000	514,740	March 14, 2022	March 14, 2022	The vesting threshold for all shares allocated is an aggregate operating income in 2019-2021 inclusive of 2 billion euros at constant scope. Should aggregate operating income be less than 2 billion euros at constant scope over the period in question, the number of shares vesting will be reduced by one-fifth for every 100 million euros under the 2 billion euro operating income threshold, with no share vesting if the operating income over the reference period is under the 1.6 billion euro threshold at constant scope.
Fair value of the share set at €3.73⁽¹⁾						
TOTAL		138,000	514,740			

(1) Valuation corresponding to the fair value of the share on the grant date in application of the Afep/Medef code.

2.3.4. FREE SHARES GRANTED DURING THE FISCAL YEAR TO NON-EXECUTIVE CORPORATE OFFICERS

Name of the corporate officer	No. and date of plan	Number of shares granted during the fiscal year	Valuation of the shares according to the method used for the consolidated financial statements (in euros)	Vesting date	Availability date
Gilles Alix⁽¹⁾	Bolloré plan March 14, 2019	230,000	857,900	March 14, 2022	March 14, 2022
Yannick Bolloré	Bolloré plan March 14, 2019	68,000	253,640	March 14, 2022	March 14, 2022
Sébastien Bolloré	Bolloré plan March 14, 2019	30,000	111,900	March 14, 2022	March 14, 2022
Marie Bolloré	Bolloré plan March 14, 2019	30,000	111,900	March 14, 2022	March 14, 2022
Cédric de Baillencourt	Bolloré plan March 14, 2019	57,000	212,610	March 14, 2022	March 14, 2022
Martine Studer	Bolloré plan March 14, 2019	10,000	37,300	March 14, 2022	March 14, 2022
Fair value of the share set at €3.73					
TOTAL		425,000	1,585,250		

(1) As permanent representative of Bolloré Participations SE.

2.3.5. PERFORMANCE SHARES THAT BECAME AVAILABLE DURING THE PERIOD FOR EACH CORPORATE OFFICER

Name of the corporate officer	No. and date of plan	Number of shares vesting during the fiscal year	Vesting conditions
Cyrille Bolloré	Bolloré plan September 1, 2016	320,000	Performance conditions
Vincent Bolloré	Bolloré plan September 1, 2016	320,000	Performance conditions
TOTAL		640,000	

2.3.6. FREE SHARES THAT BECAME AVAILABLE DURING THE FISCAL YEAR FOR NON-CORPORATE OFFICERS

Name of the corporate officer	No. and date of plan	Number of shares vesting during the fiscal year	Vesting conditions
Gilles Alix⁽¹⁾	Bolloré plan September 1, 2016	320,000	Attendance conditions
Sébastien Bolloré	Bolloré plan September 1, 2016	64,000	Attendance conditions
Marie Bolloré	Bolloré plan September 1, 2016	64,000	Attendance conditions
Cédric de Baillencourt	Bolloré plan September 1, 2016	80,000	Attendance conditions
TOTAL		528,000	

(1) As permanent representative of Bolloré Participations SE.

2.3.7. HISTORY OF GRANTS OF FREE SHARES

2019 fiscal year	Bolloré 2016				Blue Solutions 2014	
Date of Meeting	June 3, 2016	June 3, 2016	June 3, 2016	June 3, 2016	August 30, 2013	August 30, 2013
Date of Board of Directors' meeting	September 1, 2016	March 23, 2017	March 22, 2018	March 14, 2019	January 7, 2014	January 7, 2014
Total number of shares that could be granted	4,131,200	1,610,000	1,238,000	3,017,500	380,000	
Total number of free shares granted to company officers	528,000	770,000	415,000	425,000	20,000	0
– Cyrille Bolloré	0	0	0	0	15,000	0
– Gilles Alix⁽¹⁾	320,000	280,000	230,000	230,000	0	0
– Cédric de Baillencourt	80,000	70,000	57,000	57,000	5,000	0
– Yannick Bolloré	0	280,000	68,000	68,000	0	0
– Sébastien Bolloré	64,000	70,000	30,000	30,000	0	0
– Marie Bolloré	64,000	70,000	30,000	30,000	0	0
– Marie Bolloré	0	0	0	10,000	0	0
Grant date of shares	September 1, 2016	March 23, 2017	March 22, 2018	March 14, 2019	January 8, 2014	April 7, 2014
Vesting date of shares	September 2, 2019	March 23, 2020	March 22, 2021	March 14, 2022	January 8, 2018	April 7, 2018
Date of end of holding period	September 2, 2019	March 23, 2020	March 22, 2021	March 14, 2022	January 8, 2020	April 7, 2020
Subscription price (in euros)	2.97	3.33	4.17	3.73	17.29	24.42
Exercising terms	immediate	immediate	immediate	immediate	2-year lock-up period	2-year lock-up period
Number of free shares granted	4,131,200	1,610,000	1,238,000	3,017,500	339,500	13,500
Number of free shares canceled	139,200	0	0	0	28,250	0
Number of free shares vested	3,955,200	0	0	0	311,250	13,500
Number of free shares remaining as of December 31, 2019	0	1,610,000	1,238,000	3,017,500	0	0

(1) In his capacity as permanent representative of Bolloré Participations SE.

2.3.8. HISTORY OF GRANTS OF PERFORMANCE SHARES

2019 fiscal year	Bolloré 2016				Blue Solutions 2014
Date of Meeting	June 3, 2016	June 3, 2016	June 3, 2016	June 3, 2016	August 30, 2013
Date of the Board of Directors' meeting	September 1, 2016	March 23, 2017	March 22, 2018	March 14, 2019	January 7, 2014
Total number of shares that could be granted	4,131,200	1,610,000	1,238,000	3,017,500	380,000
Total number of performance shares granted to corporate officers	640,000	560,000	538,000	138,000	25,000
– Vincent Bolloré	320,000	280,000	400,000	0	0
– Cyrille Bolloré	320,000	280,000	138,000	138,000	0
– Gilles Alix ⁽¹⁾	0	0	0	0	25,000
Grant date	September 1, 2016	March 23, 2017	March 22, 2018	March 14, 2019	January 8, 2014
Vesting date	September 2, 2019	March 23, 2020	March 22, 2021	March 14, 2022	January 8, 2018
Date of end of holding period	September 2, 2019	March 23, 2020	March 22, 2021	March 14, 2022	January 8, 2020
Subscription price (in euros)	2.97	3.33	4.17	3.73	17.29
Exercise terms	immediate	immediate	immediate	immediate	2-year lock-up period
Number of performance shares granted	640,000	560,000	538,000	138,000	25,000
Number of performance shares canceled	0	0	0	0	25,000
Number of performance shares vested	640,000	0	0	0	0
Number of performance shares remaining at December 31, 2019	0	560,000	538,000	138,000	0

(1) In his capacity as permanent representative of Bolloré Participations SE.

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2.3.9. FREE SHARES GRANTED TO THE TOP TEN NON-CORPORATE OFFICER EMPLOYEE BENEFICIARIES AND THAT BECAME AVAILABLE TO THEM

	Total number of free shares	Weighted average price	Bolloré plan 2016
Free shares granted during the period, by issuer and any company included in the scope of the award, to the issuer's ten employees whose number of shares thus granted is highest (overall information)	Granted: 538,000	NA	538,000
Free shares granted by the issuer and the above-listed companies which became available during the period for the issuers ten employees with the highest number of shares that became available (overall information)	Vested: 256,000	NA	256,000

2.3.10. PERFORMANCE SHARES GRANTED TO THE TOP TEN NON-CORPORATE OFFICER EMPLOYEE BENEFICIARIES AND THAT BECAME AVAILABLE TO THEM

	Total number of performance shares granted	Weighted average price	Bolloré plan
Shares granted during the fiscal year, by issuer and any company included in the scope of the award, to the issuer's ten employees whose number of shares thus granted is highest (overall information)	Granted: 0	NA	0
Shares granted by the issuer and above-listed companies which became available during the fiscal year, for the issuer's ten employees with the highest number of shares that became available (overall information)	Vested: 0	NA	0

**2.3.11. EMPLOYMENT CONTRACT, SPECIFIC RETIREMENT
SCHEMES, SEVERANCE PAY AND
NON-COMPETITION CLAUSE**

	Employment contract		Supplementary retirement scheme		Compensation or benefits due or which may become due in the event of terminating or changing company officer functions		Compensation relating to a non-compete clause	
	Yes	No	Yes	No	Yes	No	Yes	No
2019 fiscal year								
Vincent Bolloré Chairman and Chief Executive Officer Term start date: June 3, 2016 Term end date: March 14, 2019		•		•		•		•
Cyrille Bolloré Chairman and Chief Executive Officer Term start date: March 14, 2019 Term end date: December 31, 2021		•		•		•		•
Cyrille Bolloré Deputy Chief Executive Officer Term start date: June 5, 2013 Term end date: March 14, 2019		•		•		•		•

2.4. Equity ratio

EQUITY RATIO BETWEEN THE LEVEL OF COMPENSATION OF CORPORATE OFFICERS AND THE AVERAGE AND MEDIAN COMPENSATION OF EMPLOYEES, AND CHANGE IN COMPENSATION OF CORPORATE OFFICERS AND EMPLOYEES IN VIEW OF THE COMPANY'S PERFORMANCE

The information below is presented in accordance with the provisions of article L. 225-37-3 paragraph 6 of the French commercial code (*Code de commerce*).

The scope selected for the calculation of the equity ratio is that of employees of Bolloré SE France representing the activities of the Bolloré Group holding company as well as the industrial activities and research and development in electric batteries, buses and plastic films.

The compensation taken into account for the calculation of the average and median compensation of employees is the full-time equivalent compensation

of employees continuously present for at least two calendar years at December 31 of each fiscal year for which the ratio is calculated. The compensation calculated for fiscal year N comprises the fixed components in respect of fiscal year N and the components of variable compensation in respect of fiscal year N-1 paid during fiscal year N, the free shares allocated during fiscal year N, the profit sharing and incentive bonuses and the benefits in kind paid during year N.

The free shares allocated during a fiscal year are valued at their grant date in accordance with IFRS.

The compensation of corporate officers comprises the fixed and variable components, long-term compensation plans, compensation for directorships and benefits in kind paid by Bolloré SE and its controlled companies.

Vincent Bolloré was Chairman and Chief Executive Officer for the fiscal years 2015, 2016, 2017, 2018 and ended his term of office on March 14, 2019.

For the fiscal year 2019, the compensation for the Chairman and Chief Executive Officer corresponds to that of Cyrille Bolloré recalculated as an equivalent annual full-time amount.

The company's performance is measured using the consolidated indicators for Bolloré Group: operating income and EBITA (only published from fiscal year 2018 for the latter).

BOLLORÉ SE EQUITY RATIO

	2015 fiscal year	2016 fiscal year	2017 fiscal year	2018 fiscal year	2019 fiscal year
Chairman and Chief Executive Officer					
Compensation for the Chairman and Chief Executive Officer (in euros)	2,509,160	3,064,060	3,154,246	3,899,846	3,162,706
Change N/N-1		22%	3%	24%	-19%
Ratio to average compensation	37.3	43.9	39.6	48.6	38.1
Change N/N-1		18%	-10%	23%	-22%
Ratio to median compensation	64.9	78.2	78.7	95.0	74.4
Change N/N-1		20.5%	0.7%	20.7%	-21.7%

COMPENSATION OF BOLLORÉ SE EMPLOYEES

(in euros)	2015 fiscal year	2016 fiscal year	2017 fiscal year	2018 fiscal year	2019 fiscal year
Average compensation of employees	67,217	69,852	79,684	80,201	83,104
Change N/N-1		3.9%	14.1%	0.6%	3.6%
Median compensation of employees	38,685	39,197	40,078	41,065	42,522
Change N/N-1		1.3%	2.2%	2.5%	3.5%

PERFORMANCE OF BOLLORÉ GROUP

(in thousands of euros)	2015 fiscal year	2016 fiscal year	2017 fiscal year ⁽¹⁾	2018 fiscal year	2019 fiscal year
Operating income	701,009	627,100	1,123,884	1,301,146	1,259,228
Change N/N-1		-11%	79%	16%	-3%
EBITA	NA	NA	NA	1,630,349	1,634,032
Change N/N-1					0%

NA : not available.

(1) Consolidation of Vivendi in Bolloré's consolidation scope.

5 Analysis of operational and financial statements

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1. Analysis of consolidated results for the fiscal year

1.1. Activity and statement of earnings

1.1.1 MAIN ACTIVITIES

TRANSPORTATION AND LOGISTICS

To be able to present a clear and attractive commercial offer, the Group has created four separate brands: Bolloré Ports, Bolloré Logistics, Bolloré Railways and Bolloré Energy. However, internal financial reporting continues to be based on the Group's geographical organization, as presented below and in the notes to the financial statements, with several legal entities continuing to make up several of these brands.

(in millions of euros)	2019	2018
Revenue	5,939	6,007
– Bolloré Logistics	3,493	3,531
– Bolloré Africa Logistics	2,446	2,476
EBITA ⁽¹⁾	580	511
Investments	229	300

(1) Before Bolloré trademark fees.

2019 revenue stood at 5,939 million euros, down 2% at constant scope and exchange rates, due to a 2% decline in Bolloré Logistics, which was penalized by lower sea and air freight volumes, partly offset by higher freight rates and good warehousing logistics activity (+13%). Bolloré Africa Logistics' revenue was down 1% at constant scope and exchange rates, due to the contraction in logistics, partly offset by growth in port terminals. Finally, rail operations are growing thanks to increased goods traffic.

EBITA⁽¹⁾ rose 13% at constant scope and exchange rates to 580 million euros, compared to 511 million euros in 2018. This amount includes the good performance of port terminals in Africa, the slight increase in the results of freight forwarding in a more uncertain global commercial environment, as well as the continued improvement in the results of the rail activities.

Bolloré Logistics

Bolloré Logistics offers full freight forwarding and logistics services worldwide, providing tailor-made solutions to each customer. Present in approximately 100 countries, it ranks among the top ten global freight forwarding and logistics groups⁽²⁾.

Bolloré Logistics' revenue stood at 3,493 million euros in 2018, down 2% at constant scope and exchange rates due to lower sea and air freight volumes, partly offset by higher freight rates and good warehousing logistics activity (+13%).

By geographic area, 2019 operating income changed as follows:

- in Europe, results were up thanks to good performance in France, Overseas France, Switzerland and Belgium;
- in Asia, improved results in Greater China offset lower project income (Australia) and the commissioning costs for the Singapore BlueHub;
- results improved in the other regions: the Americas (United States, Mexico and Argentina) and the Middle East-South Asia region (India in particular). The Group also continued to expand its network in 2019:
- in April 2019, the Group signed a strategic agreement with the WiseTech Global group to roll out the CargoWise One Transport Management System software solution across the network;
- in July 2019, the Group introduced the BlueHub in Singapore, a new-generation fully-automated warehouse with a surface area of 50,000 m², combining sustainable development and innovation. It is the first BiodiverCity® certified project in Asia;
- in September 2019, the Group sold Bolloré Ports France to Maritime Kuhn group;
- in March 2020, the Group acquired Global Freight Solutions AB, which employs 50 people in Sweden and Finland.

Bolloré Africa Logistics

With operations in 46 countries, where it has close to 23,000 employees, Bolloré Africa Logistics has the largest integrated logistics network in Africa. Bolloré Africa Logistics' revenue stood at 2,446 million euros in 2019, down 1% at constant scope and exchange rates, due to the contraction in logistics, partly offset by growth in port terminals. Finally, rail operations are growing thanks to increased goods traffic.

Results for 2019 were marked by:

- the good performance of the port terminals, in particular Congo Terminal, Abidjan Terminal, Togo Terminal, Conakry Terminal, Freetown Terminal and MPS, which benefited from the increase in volumes handled;
- an increase in logistics and conventional handling activities, especially in Central and West Africa (Nigeria, Republic of Côte d'Ivoire, Cameroon and Senegal), which offset the decrease in volumes handled in East and Southern Africa;
- continued improvement in results from railway activities, which benefited in particular from the increase in goods traffic from Camrail and the transportation of hydrocarbons to Chad and Burkina Faso.

The Group also continued to expand its network with:

- in February 2019: strategic memorandum of understanding with Cosco Shipping Lines (commercial and operational collaboration, especially in digitalization with the ambition to intensify international flows, particularly on the African continent);
- in March 2019: draft agreement to create a joint venture in Ethiopia. Investment planned for the construction of a logistics hub. BTL intends to support the modernization and development of dry ports, notably in Modjo;
- in July 2019: entry into operational phase of MPS Terminal 3, Ghana's new container terminal, a project led by the MPS consortium bringing together Bolloré Transport & Logistics, APMT and the Ghana Port Authority (GPHA);
- in December 2019: signing of a concession contract for the Port Said ro-ro terminal with the Suez Canal economic zone and the global grouping Bolloré/Toyota Tsusho/NYK. Future investment plan of 150 million dollars.

Concerning DIT, the Douala terminal in Cameroon, legal proceedings are underway with the port authority concerning the exclusion from the call for tenders and the abusive requisitioning of our equipment.

(1) Adjusted operating income (EBITA): operating income before amortization of intangible assets related to business combinations – PPA (purchase price allocation), impairment of goodwill and other intangible assets related to business combinations.

(2) Internal sources.

5 Analysis of operations and the financial statements

1. Analysis of consolidated results for the fiscal year

BOLLORÉ ENERGY

(in millions of euros)	2019	2018
Revenue	2,650	2,699
Operating income ⁽¹⁾	56	34
Investments	17	30

(1) Adjusted operating income (EBITA): operating income before amortization of intangible assets related to business combinations – PPA (purchase price allocation), impairment of goodwill and other intangible assets related to business combinations.

Through Bolloré Energy, the Bolloré Group is a major player in oil logistics with 2.1 million m³ storage capacity for refined oil products in France, Switzerland and Germany at 26 wholly- or jointly-owned depots. In France, its storage capacity is 1.8 million m³, 10% of existing capacity, and 0.4 million m³ in Switzerland or 5% of existing capacity. Finally, Bolloré Energy, which operates the Donges-Metz pipeline through its SFDM subsidiary, transported 3 million m³ more in 2019.

Bolloré Energy is also one of the leading independent distributors of oil products such as domestic fuel-oil and transport and other diesel. The Group also has a distribution operation in Switzerland and Germany.

2019 revenue, at 2,650 million euros, was down 2.1% at constant scope and exchange rates due to the drop in volumes related to unfavorable weather conditions, despite a slight increase in oil product prices. EBITA increased by 64% thanks to the growth in results from activities in France and Germany, as well as the positive contribution of the new DRPC site (Dépôts Rouen Petit-Couronne), operated in partnership with Total, which holds a 30% stake. In May 2019, the Group sold its 5.5% stake in Trapil to Pisto, its largest shareholder. It also obtained the extension of the concession of SFDM's activities for a period of two years.

COMMUNICATIONS

(in millions of euros)	2019	2018
Revenue	15,898	13,985
EBITA ⁽¹⁾	1,526	1,288
Investments	946	586

(1) Adjusted operating income (EBITA): operating income before amortization of intangible assets related to business combinations – PPA (purchase price allocation), impairment of goodwill and other intangible assets related to business combinations.

Bolloré Group's Communications division mainly comprises Vivendi. The Bolloré Group holds 27% of Vivendi's share capital.

Revenue amounted to 15,898 million euros, an increase of 6% at constant scope and exchange rates compared to 2018, mainly driven by Universal Music Group (UMG, +14.0%).

Adjusted operating income⁽¹⁾ was 1,526 million euros, compared to 1,288 million euros as of December 31, 2018, an increase of 18.5% (+11% at constant scope and exchange rates), mainly due to UMG's growth, partly offset by Groupe Canal+'s decline due to restructuring expenses.

In this respect, adjusted operating income includes restructuring expenses of 161 million euros, compared to 115 million euros in 2018, and were mainly incurred by Groupe Canal+ (92 million euros related notably to the implementation of a project to transform its French activities in the second half of 2019, compared to 28 million in 2018), Havas group (35 million euros, compared to 30 million euros in 2018), UMG (24 million euros, compared to 29 million euros in 2018) and Corporate (2 million euros, compared to 19 million euros in 2018).

Operating income (EBIT) amounted to 1,381 million euros, up 16.9% compared to 2018.

Income tax included in net income was a net income of 140 million euros, compared with a net expense of 357 million euros in 2018. In 2019, it included current tax income of 473 million euros recorded following the favorable decision of the Council of State of December 19, 2019 concerning the use of foreign tax receivables upon exiting the consolidated global profit tax system for fiscal years 2012 and 2015. Excluding this impact, income tax included in net income was a net expense of 333 million euros, i.e. a favorable change of 24 million euros.

Net income Group share was a profit of 1,583 million euros (1.28 euros basic earnings per share), compared with 127 million euros in 2018 (0.10 euro basic earnings per share), an increase of 1,456 million euros. This change reflects in particular the growth in operating income (+199 million euros), the improvement in other financial expenses and income (+828 million euros notably due to the impairment in 2018 of Telecom Italia shares for 1,066 million euros) and the current tax income of 473 million euros mentioned above.

Adjusted net income was a profit of 1,741 million euros (1.41 euros basic earnings per share), compared to 1,157 million euros in 2018 (0.92 euro basic earnings per share), an increase of 50.5%. This evolution mainly reflects the increase in adjusted operating income (EBITA) of 238 million euros and current tax income of 473 million euros.

• Universal Music Group

Universal Music Group (UMG) revenue was 7,159 million euros in 2019, up 14.0% at constant scope and exchange rates compared to 2018 (+18.9% in real terms).

Recorded music revenue grew by 11.6% at constant scope and exchange rates compared to 2018 due to higher subscriber and streaming revenues (+21.5%) and improved physical sales driven by new album releases (+3.1%), which more than offset the continued decline in download sales (+23.2%). Music publishing revenue increased by 9.2% at constant scope and exchange rates compared to 2018, also driven by growth in subscriber and streaming revenues. Merchandising and other revenue grew 73.7% at constant scope and exchange rates compared to 2018, driven by the increase in concert activities and D2C (direct-to-consumer distribution) revenue.

Boosted by the growth in revenue, adjusted operating income amounted to 1,124 million euros, up 22.3% at constant scope and exchange rates compared to 2018 (+24.6% in real terms).

• Groupe Canal+

At the end of December 2019, Groupe Canal+'s total subscriber portfolio (individual and collective), which now includes M7 activities, reached 20.3 million, compared to 17.2 million at the end of December 2018 on a pro forma basis, including 8.4 million in metropolitan France. Groupe Canal+ revenue was at 5,268 million euros in 2019, up 2.0% compared to 2018 (–0.9% at constant scope and exchange rates):

- television revenue in mainland France decreased slightly (2.8% at constant scope and exchange rates) due to the decline in the self-distributed individual subscriber portfolio. On the other hand, Canal+'s subscriber portfolio recorded a net growth of 72,000 subscribers over the last twelve months;

- revenue outside France rose sharply by 13.7% (+6.1% at constant scope and exchange rates), driven by both organic growth and the integration of M7;
- Studiocanal's revenue was down at 434 million euros (+12.8% at constant scope and exchange rates), due to the release of fewer films compared to 2018.

Groupe Canal+'s adjusted operating income (EBITA) before restructuring expenses was 435 million euros, compared to 428 million euros in 2018. After restructuring expenses, EBITA was 343 million euros, compared with 400 million euros in 2018.

Several major agreements were announced in the fourth quarter of 2019 for France with Netflix, UEFA for the Champions League, The Walt Disney Company (notably for the marketing of Disney+) and BeIN Sports, the latter agreement allowing Canal+ to broadcast two League 1 matches per league day, starting in the next 2020/2021 season. In January 2020, Groupe Canal+ extended its agreement with Formula One Management to remain the exclusive broadcaster for the next three seasons of Formula 1.

• Havas

Havas group revenue was at 2,378 million euros in 2019, up 2.6% (–1.0% at constant scope and exchange rates) compared to 2018. Net income amounted to 2,256 million euros, up 2.8% compared to 2018. Acquisitions contributed +1.3% and foreign exchange impacts had a positive effect of 2.5%. Organic growth was –1.0% compared to 2018. Havas group accelerated its financial investments in the second half of 2019 and made four strategic acquisitions in terms of geographic expansion and reinforcement of expertise: Buzzman in France, Langoor and Shobiz in India, and Gate One in the United Kingdom. Havas group consolidated its profitability. Adjusted operating income (EBITA) before restructuring expenses was 260 million euros, up 6.1% compared to 2018. After restructuring expenses, EBITA was 225 million euros, an increase of 4.5%. The EBITA/net income margin thus gained 0.2 point.

• Editis

Vivendi has fully-consolidated Editis since February 1, 2019. Its contribution to Vivendi's revenue amounted to 687 million euros over eleven months, a pro forma increase of 6.3% at constant scope and exchange rates compared to the same period in 2018. Since February 1, 2019, revenue in the Education & Reference business has risen sharply by 16.8%. Thanks to the reform of high school programs, Editis reinforced its position as a major player in academic publishing by leaning on its strong brands: Nathan, Bordas and Le Robert. Literature continued to grow (2.0% on a pro forma basis over twelve months). Editis confirmed its leadership position on this segment with six authors in the top 10 best-selling authors in France in 2019. Revenue from the distribution of partner publishers also increased (4.2% on a pro forma basis over eleven months), driven in particular by the distribution of the Goncourt prize-winning book *Tous les hommes n'habitent pas le monde de la même façon*, by Jean-Paul Dubois (L'Olivier).

Editis' adjusted operating income (EBITA) stood at 52 million euros at February 1, 2019, pro forma growth of 46.9% compared to the same period in 2018, thanks to revenue growth and cost control.

• Gameloft

With 1.5 million downloads per day in 2019, Gameloft is one of the world's leading video game publishers.

Gameloft's revenue in 2019 was 259 million euros, down 11.8% compared to 2018. Sales on OTT platforms, which account for 72% of total sales, declined by 11.1%.

The postponement to 2020 of three major games initially planned for the second half of 2019 and the saturation of the mobile video game market largely explain this decline. On the other hand, advertising activity, which represented 11.6% of total revenue, grew by 4.8%.

In 2019, the decrease in Gameloft's fixed costs only partially offset the decline in revenue and the increase in marketing investments. EBITA was –36 million euros.

• Vivendi Villages & New Initiatives

Vivendi Village

Vivendi Village's revenue was 141 million euros in 2019, a stellar rise of 38.9% at constant scope and exchange rates (14.6% in real terms) compared to 2018. This increase is largely attributable to the development of live performance activities in France and the United Kingdom, as well as theaters in France and Africa. Their revenue of 68 million euros almost doubled in one year (×1.9). The ticketing division, brought together under the See Tickets brand, generated revenue of 66 million euros (+14.4% compared to 2018 and 6.5% at constant scope and exchange rates). This increase can be explained in particular by the development of activities in the United States, where revenue almost doubled in one year.

Vivendi Village's EBITA represented a loss of 17 million euros, compared with a loss of 9 million euros in 2018. Excluding the developing activities in Africa, adjusted operating income was almost at break even.

New Initiatives

In 2019, revenue from New Initiatives, which includes entities in the launch or development phase, amounted to 71 million euros, up 6.2% compared to 2018 (+9.3% at constant scope and exchange rates).

GVA continued to roll out its fiber network in Africa in order to provide its customers with ultra-high-speed Internet access. After Libreville and Lomé, GVA saw its expansion to Pointe-Noire (Republic of Congo) in 2019. In 2019, GVA equipped more than 25,000 subscribers in the three cities where the company operates.

In 2019, Dailymotion signed over 280 agreements with leading global publishers, of which 70 in the United States and dozens in regions where the company had little presence (Indonesia, Taiwan and Mexico). The audience in these new countries has increased significantly. At the end of 2019, premium content represented over 70% of its global audience, compared to less than 30% in 2017, and total monthly users grew by 20% in two years, exceeding 350 million by the end of 2019. In 2019, Dailymotion also completed the overhaul of its advertising ecosystem. It created its proprietary programmatic platform and its content monetization system (live or in programmatic mode).

New Initiatives' adjusted operating income represented a loss of 65 million euros, compared with a loss of 99 million euros in 2018.

For further information, see Vivendi's registration document at www.vivendi.com.

ELECTRICITY STORAGE AND SYSTEMS

(in millions of euros)	2019	2018
Revenue	329	358
Operating income ⁽¹⁾	(434)	(160)
Investments	82	69

(1) Adjusted operating income (EBITA): operating income before amortization of intangible assets related to business combinations – PPA (purchase price allocation), impairment of goodwill and other intangible assets related to business combinations.

Revenue from industrial activities (Electricity storage, Plastic films, Dedicated terminals and systems) decreased by 5% in organic terms, to 329 million euros, due to the downturn in the car-sharing business following the termination of the Autolib' service, as well as the decline in the Dedicated terminals division, which was notably affected by a drop in passenger activity. However, it did benefit from the growth of Bluebus, with the sale of 67 buses, including 26 buses of 12 meters in 2019. Revenue generated by Blue Solutions with the Blue Applications entities was 21 million euros, versus 38 million euros in 2018, and was eliminated on consolidation at the Bolloré Group level. EBITA amounted to -434 million euros after taking into account exceptional items. It includes a slight increase in the dedicated terminals and systems and telecoms activities, as well as 269,434 million euros in impairment, mainly on electric car, former generation battery and car-sharing assets. The Electricity storage and systems sector is now organized into two divisions, Brittany, which integrates the Films, Battery, Bus and Stationary activities, and Systems, which includes IER, Polyconseil, electric vehicles and car-sharing and telecoms activities (3.5 GHz frequency).

Brittany

Blue Solutions

Blue Solutions produces the electric Lithium Metal Polymer (LMP®) battery in its factories in Brittany and Canada. On October 30, 2013, Blue Solutions was listed on the NYSE-Europe main market at 14.50 euros. As at December 31, 2019, the share price was 16.90 euros, representing a market capitalization of 493 million euros.

Blue Solutions' 2019 revenue was down 31% compared to 2018, which included 12.5 million euros in revenue from Bolloré for a research agreement that has come to an end. The decline in revenue is in line with forecasts pending the start of new production.

As planned, the transformation of the factories in Canada and Brittany is continuing in order to develop the new generation of batteries, produced from 2020 onwards, which are more efficient and have a better cost price. EBITA fell by 11 million euros mainly due to lower revenue and the discontinuation of the supercapacitors business.

Blue Solutions is today an industrial pure-player specializing in the design and production of "entirely solid" electric cells and batteries. LMP® is a unique technology developed by Blue Solutions, which meets the challenges of safety (no thermal runaway), robustness (insensitivity to temperature) and environmental footprint (nickel- and cobalt-free phosphate). Blue Solutions has nearly ten years of experience in manufacturing technology and processes. Blue Solutions continues to focus its investments on increasing its production capacity in Brittany and Quebec to support the growth expected in the coming years and on its R&D, which gives it a very significant lead over the future generation of "entirely solid" batteries.

This new strategy has already made it possible to roll out partnerships with major international groups in high-growth markets such as environmentally-friendly urban public transport networks, which are a priority for public policies and cities worldwide:

- RATP: the buses manufactured by Bluebus equip the first 100% electric bus routes in Paris. Blue Solutions has been supporting RATP's transition to carbon neutrality since 2017;

- Evobus, which is part of the Daimler group, has expressed its interest in having European exclusivity for the integration of LMP® batteries in its eCitaro buses. The first deliveries of eCitaro buses equipped with LMP® batteries will take place in 2020 and confirm the relevance of this strategic choice;
- Gaussin has selected LMP® technology to equip its electric port tractors sold worldwide (first success: New Zealand and Qatar) and ACTIA has become one of the first integrators to offer LMP® technology to its international customers in 16 countries.

Bluebus

Bluebus has sold 67 buses, including 26 buses of 12 meters in 2019. The order book for delivery at end-2019 stood at 67 buses of 12 meters and 8 buses of 6 meters.

Electricity storage

The Group develops energy storage systems for the smart management and regulation of electricity flows and the incorporation of renewable energies into the grid.

For RTE, the global leader in power grid management, Blue Storage is supplying a battery storage system to Ventavon (RINGO project). With an installed capacity of over 30 MWh, this twenty-eight-month project will be one of the largest storage facilities in France and Europe.

Plastic films

Activity was down 4.5% in the packaging market, mainly due to lower sales of Bolphane film, but partly offset by strong sales of Bolfresh film (barrier film for food products).

Systems

Car-sharing

Following the discontinuation of Autolib' and the repositioning of Blue Solutions on buses and stationary solutions, the Group recorded significant impairment on its electric car, former generation battery and car-sharing assets and is considering the future of this activity in order to reduce losses.

Electricity storage and systems

IER is continuing its development in passenger systems (airports and rail stations) and access control. A new Easier brand has been launched to bring together the synergies between IER and Automatic Systems.

The decrease in IER's revenue in 2019 is mainly attributable to the "Passengers" segment, which was impacted by the decline in activity in the printing and franking terminals and kiosks sector and automated doors for airports, administrations and transport.

On the other hand, Automatic Systems recorded good performance in pedestrian, passenger and vehicular access control systems, with revenue growth in most geographical areas (Northern Europe, France and the United Kingdom).

Excluding BluePointLondon, IER's 2019 results show an increase compared to 2018, thanks in particular to cost savings at IER and increased revenues at Automatic Systems.

Polyconseil

Polyconseil, which provides consulting and IT services and designs software, redeployed its resources in 2019 in view of the slowdown in the development of car-sharing towards new applications (Smart Mobility).

Telecoms

In 2019, the Bolloré Group sold its 55% stake in Wifirst, an internet service provider specializing in Wi-Fi technology, to Amundi Private Equity Funds (Amundi PEF), Bpifrance and Socadif Capital Investissement. The disposal of the stake in Wifirst generated around 115 million euros in cash and a consolidated capital gain of around 80 million euros.

Bolloré is continuing to invest in the telecoms sector, where it holds 3.5 GHz frequency licenses providing coverage throughout France, enabling it to roll out a network.

OTHER ASSETS

Shareholdings

While developing each of its operational activities, the Group has consistently sought to maintain industrial capital in the form of assets that can be sold if needed or form the basis of new activities.

The Bolloré Group thus manages a portfolio of shareholdings in listed companies with a value of 4.8 billion euros at year-end 2019. It is made up of the Bolloré portfolio of 0.9 billion euros (stakes in Mediobanca, Socfin group, Bigben, Vallourec, etc.) and the Vivendi portfolio, which was worth 3.9 billion euros (stakes in Telecom Italia, Mediaset, etc.). In addition, the Group has various agricultural assets.

Bolloré listed equity portfolio

The Bolloré portfolio, which was worth 886 million euros at year-end 2019, mainly consists of:

- a stake in Mediobanca⁽¹⁾ (6.7%), whose market value amounted to 566 million euros as at December 31, 2019. The Bolloré Group, which had sold just over 1% of its stake in Mediobanca for 91 million euros at a share price of over 9 euros, sold a further 1% in January 2020 at a share price of over 9 euros for over 90 million euros;
- stakes in companies in the Socfin group with a market value of 239 million euros as of December 31, 2019 (see agricultural assets);
- stakes in the Vallourec group (1.2%) and 19.6% of Bigben Interactive, one of the European leaders in the design and supply of video game console accessories.

Vivendi listed equity portfolio

The Vivendi portfolio, worth 3,943 million euros, is mainly made up of stakes in:

- Telecom Italia⁽¹⁾, in which Vivendi is the main shareholder with 23.9% of the share capital, representing a market value of 2,025 million euros at year-end 2019;
- Mediaset, of which it is the second-largest industrial shareholder with 28.8% of the share capital, with a market value of 905 million euros at year-end 2019.

Plantations and other agricultural assets

Socfin⁽²⁾

The Bolloré Group holds minority interests in the Socfin group, which manages nearly 200,000 hectares of plantations in Asia and Africa. The 2019 results include unfavorable changes in palm oil prices (–5%), which were partly offset by increased rubber prices (3%).

American farms

The Group owns three farms in Georgia and Florida representing a total area of 3,300 hectares. The Group is investing 35 million dollars (30 million euros) to convert 1,800 hectares into olive groves. As of December 31, 2019, the vast majority of the original olive grove project has been planted. The first productions of olive oil are expected at the end of 2020, as work on the oil mill has begun.

Vineyards

The Group owns two wine-growing estates in the south of France, including Domaine de La Croix (cru classé) and Domaine de La Bastide Blanche. They cover 242 hectares, to which 116 hectares of wine-growing rights are attached. Revenue in 2019, at 4.2 million euros, was stable compared to 2018.

SIGNIFICANT AND RECENT EVENTS

Vivendi – Agreement with Tencent

On March 31, 2020, Vivendi announced that it had completed the sale of 10% of the share capital of Universal Music Group to a consortium led by Tencent, three months after the agreement signed on December 31, 2019, based on an enterprise value of 30 billion euros for 100% of UMG's share capital. The consortium, led by Tencent, including Tencent Music Entertainment and other joint financial investors, has the option of acquiring up to an additional 10% of UMG's share capital until January 15, 2021, on the same valuation basis.

Tender offer by Bolloré on Blue Solutions

On March 12, 2020, Bolloré SE announced an alternative simplified tender offer on the shares of its subsidiary, Blue Solutions, including a purchase portion at a price of 17 euros per share and an exchange portion with an exchange ratio of 4.5 Bolloré SE shares for one Blue Solutions share.

This offer followed the commitment made at the time of the simplified public tender offer (OPAS) completed in 2017 at the price of 17 euros per share to carry out a new offer in 2020 at the same price under the assumption that the Blue Solutions share price would be lower than 17 euros.

As the exceptional changes in the financial markets induced by the Covid-19 crisis have removed the interest for the envisaged exchange portion, on March 17, 2020, Bolloré SE announced that its proposed offer now consists exclusively of a purchase portion at the unchanged price of 17 euros for each Blue Solutions share.

This amended offer proposal was filed by Bolloré SE with the AMF on April 8, 2020.

The offer covers all existing Blue Solutions shares that are not held by Bolloré SE, or around 22.07% of the share capital and 20.70% of voting rights. Bolloré SE intends to implement the mandatory squeeze-out procedure on Blue Solutions after the offer, in application of the provisions of article L. 433-4 II of the French Monetary and Financial Code (*Code monétaire et financier*) and articles 237-1 *et seq.* of the AMF General Regulation.

Bolloré Participations SE, Bolloré Group's holding company, which to date holds 17.60% of the share capital and 17.91% of the voting rights in Blue Solutions, having acknowledged that the exchange portion to which it had initially expressed its intention to contribute its securities had been abandoned, indicated that it would contribute them to the purchase offer.

In its meeting of April 8, 2020, the Board of Directors of Bolloré SE, having taken note of the report by Accuracy on April 7, 2020 validating the interest for the acquisition of Bolloré Participations SE's shareholding in Blue Solutions at the offer price, based on Blue Solutions' business plan and gains related to the tax consolidation of Blue Solutions by Bolloré SE made possible by the effect of this acquisition, authorized the contribution to the offer of the Blue Solutions shares held by Bolloré Participations SE – with neither the vote nor the participation of the interested directors.

Impact of the health crisis

At this stage, the impact of the Covid-19 crisis on Bolloré Group's activities remains limited. In a context of persistently difficult air and sea freight markets since the second part of 2019, transportation and logistics activities are currently benefiting from exceptional freight related to the health crisis, which is partly offsetting the slowdown in the usual flows. Revenue for the communications activity (Vivendi) has been relatively unaffected by the consequences of Covid-19 which has had a variable impact on the Group's activities and regions in which it operates.

Each of the Group's business lines is attentively analyzing the potential consequences of this crisis. It is impossible, to date, to determine with certainty how long the crisis will last and how it will impact Bolloré Group's revenue and annual results.

Bolloré Group is confident in the capacity of resilience of its main business lines. It is making all efforts to ensure business continuity and to serve its customers to the best of its ability, whilst following the guidelines from the authorities in each country in which it operates.

(1) Shareholdings of non-operating companies accounted for using the equity method in Vivendi's financial statements.

(2) Consolidated by the equity method.

Group liquidity

The Group has significant financing capacities. At March 31, 2020, the Group's liquidity position, including undrawn confirmed lines and liquid investments amounted to 2.5 billion euros at the level of Bolloré and 9.6 billion euros including Vivendi.

Moreover, the Group has few maturities falling due in 2020, with only 5% of the Group's drawn credits and undrawn confirmed lines amortized this year. Bolloré Group has already renewed a financing line of 150 million euros for four years in April 2020 and extended the maturity of its syndicated loan of 1,300 million euros to 2025 at the end of March 2020.

Lastly, the simplified public tender offer on Blue Solutions shares not held by Bolloré SE will be financed by a credit line dedicated to the offer, as indicated in our offer note.

Vivendi: Share repurchase program

Between January 1 and March 6, 2020, Vivendi purchased 23.02 million shares on the market, or 1.76% of the share capital at the date of implementation of the program, representing a disbursement of 559 million euros. As a result, the total number of shares purchased as part of the program amounted to 130.93 million shares or 10% of the share capital (at the date of implementation of the program), in accordance with the authorization of the General Shareholders' Meeting of April 15, 2019.

To date, Vivendi holds 35.50 million treasury shares, representing 2.99% of the share capital, including 8.14 million shares to cover performance share plans, 8.25 million shares to cover disposals to employees or corporate officers (employee shareholding transactions) and 19.10 million shares to be cancelled.

Vivendi acquired 10.6% of the Lagardère Group

Following the sale of 10% of Vivendi's 100% stake in Universal Music Group (UMG) based on an enterprise value of 30 billion euros, Vivendi announced the acquisition of 10.6% of the securities of the Lagardère Group.

This is a long-term financial investment demonstrating Vivendi's confidence in the future of this French group, buoyed by its leading international positions in its main business lines and which, like many other companies, is currently undergoing a difficult period.

1.1.2. FINANCIAL SITUATION

2019 fiscal year revenue amounted to 24,843 million euros, an increase of 3% at constant scope and exchange rates (+8% as reported), with:

- Transport and Logistics down by 2%:
 - Bolloré Logistics: –2%, penalized by the general decrease in air and sea freight volumes,
 - Bolloré Africa Logistics: –1% given the downturn in logistics, partly offset by the growth in port terminals;
- Oil logistics: –2%, in a context of decreased volumes and unfavorable weather conditions, despite a slight increase in oil product prices;
- Communications: growth of +6%, attributable to Vivendi, which benefited from strong growth at UMG (+14%);
- Electricity storage and systems: –5% due to the decrease in the car-sharing activity and specialized terminals, partly offset by the growth in the bus, batteries and telecoms activities.

On a reported basis, revenue was up 8%, which includes 878 million euros from changes in the scope of consolidation (consolidation of Editis and M7 at Vivendi) and foreign exchange impacts of 285 million euros (corresponding mainly to the rise of the US dollar).

Adjusted operating income (EBITA⁽¹⁾) totaled 1,634 million euros, an increase of 0.2% (–5%⁽²⁾) at constant scope and exchange rates) with:

- Transportation and Logistics: +13%⁽²⁾, thanks mainly to the good performance of the port terminals;
- Oil logistics: +64% benefiting from the improved results of its distribution and storage activities;
- Communications (Vivendi): +11% thanks to UMG's very good performance;
- Electricity storage and systems: recognition of –269 million euros in exceptional items, mainly due to the impairment of electric car, former generation and car-sharing battery assets and the end of car-sharing services in London and Indianapolis.

Net financial income amounted to 17 million euros, compared to 140 million euros in 2018, mainly given the lower revaluation of securities (Spotify and Tencent Music): +139 million euros in 2019, compared to +311 million euros in 2018; –101 million euros in interest expenses on IFRS 16 lease liabilities and 111 million euros in capital gains (Wifirst, Bolloré Ports France, etc.).

The share of net income of non-operating associated companies was 98 million euros, compared to 172 million euros in 2018, mainly due to the decreased contribution of Telecom Italia.

After taking into account tax income of 35 million euros (compared to –506 million euros in 2018) exclusively attributable to Vivendi, consolidated net income amounted to 1,408 million euros, compared to 1,107 million euros in 2018. Net income Group share amounted to 237 million euros, compared to 235 million euros in 2018.

Net debt amounted to 8,720 million euros, compared to 4,882 million euros as at December 31, 2018, related to acquisitions (Editis, M7, etc.) and share buybacks at Vivendi. Bolloré's net debt excluding Vivendi decreased by 402 million euros, mainly due to disposals of securities (Wifirst, etc.) and Bolloré Ports France.

Shareholders' equity was 25,942 million euros (28,204 million euros as of December 31, 2018), reflecting the decline in Vivendi's shareholders' equity due to Vivendi's repurchase of 10% of its own shares for 3.0 billion euros. The ratio of net debt to equity (gearing) was 34%, compared with 17% at the end of 2018.

As of January 31, 2020, the Group's liquidity position⁽³⁾, confirmed undrawn long-term lines and liquid securities, represented approximately 2.6 billion euros for Bolloré. Including Vivendi, the amount stands at approximately 8.2 billion euros.

PROPOSED DIVIDEND: 0.06 EURO PER SHARE

The General Shareholders' Meeting will be asked to approve the distribution of a dividend of 0.06 euro per share (including 0.02 euro in interim dividend already paid in 2019) identical to the amount paid in respect of 2018, payable only in cash.

The ex-dividend date will be June 4, 2020, with payment on June 8, 2020.

(1) See glossary.

(2) Restated for the first-time application of IFRS 16, which had a positive impact of 74 million euros on EBITA, with a decrease of 9% for the Group and growth of 9% for Bolloré Transport & Logistics and 8% for Vivendi.

(3) Excluding Vivendi.

5 Analysis of operations and the financial statements

1. Analysis of consolidated results for the fiscal year

CONSOLIDATED KEY FIGURES FOR BOLLORÉ

(in millions of euros)	2019	2018	Change
Revenue	24,843	23,024	+8%
EBITDA⁽¹⁾	3,070	2,728	+13%
Depreciation, amortization and provisions	(1,436)	(1,097)	+31%
Adjusted operating income (EBITA⁽¹⁾)	1,634	1,630	+0.2%
Amortization resulting from PPA ⁽¹⁾	(375)	(329)	+14%
Operating income	1,259	1,301	-3%
of which operating equity associates	23	23	+4%
Financial income	17	140	-88%
Share in the net income of non-operating associated companies accounted for using the equity method	98	172	-43%
Taxes	35	(506)	-
NET INCOME	1,408	1,107	+27%
Net income, Group share	237	235	+1%
Minorities	1,171	872	+34%

(in millions of euros)	December 31, 2019	December 31, 2018	Change
Equity	25,942	28,204	(2,262)
of which Group share	9,088	9,234	(146)
Net debt	8,720	4,882	3,838
Gearing ⁽²⁾	34%	17%	

(1) See glossary.

(2) Gearing: ratio of net debt/equity.

SEPARATE FINANCIAL STATEMENTS

Bolloré SA's net income amounted to +17 million euros, compared with -135 million euros in 2018. The change mainly results from the capital gain generated in 2019 on the disposal of Wifirst securities (88 million euros) and the increase in dividends (48 million euros) between the two periods.

1.1.3. ADJUSTED OPERATING INCOME (EBITA) BY ACTIVITY

Adjusted operating income (EBITA⁽¹⁾) totaled 1,634 million euros, an increase of 0.2% (-5%⁽²⁾ at constant scope and exchange rates) with:

- Transportation and logistics: +13%⁽²⁾, thanks mainly to the good performance of the port terminals;
- Oil logistics: +64% benefiting from the improved results of its distribution and storage activities;
- Communications (Vivendi): +11% thanks to UMG's very good performance;
- Electricity storage and systems: recognition of -269 million euros in exceptional items, mainly due to the impairment of electric car, former generation and car-sharing battery assets and the end of car-sharing services in London and Indianapolis.

(1) See glossary.

(2) Restated for the first-time application of IFRS 16, which had a positive impact of 74 million euros on EBITA, with a decrease of 9% for the Group and growth of 9% for Bolloré Transport & Logistics and 8% for Vivendi.

(in millions of euros)	2019	2018	Change as reported	Organic growth ⁽²⁾
Bolloré Transport & Logistics	637	545	+17%	+17%
Transportation and Logistics ⁽¹⁾	580	511	+14%	+13%
Oil logistics	56	34	+64%	+64%
Communications	1,526	1,288	+18%	+11%
Electricity storage and systems	(434)	(160)	-	-
Other (agricultural assets, holding companies) ⁽²⁾	(94)	(43)	-	-
TOTAL EBITA BOLLORÉ GROUP	1,634	1,630	+0.2%	-4.9%

(1) Before Bolloré trademark fees.

(2) Restated for the first-time application of IFRS 16, which had a positive impact of 74 million euros on EBITA, decrease was -9% for the Group, and increase was +9% for Bolloré Transport & Logistics and +8% for Vivendi.

1.1.4. ADDITIONAL INFORMATION

SIMPLIFIED PUBLIC TENDER OFFER ON BLUE SOLUTIONS, FOLLOWED BY A MANDATORY SQUEEZE-OUT

- Blue Solutions, listed on the stock exchange in 2013 at 14.50 euros, was subject in 2017, due to longer development periods, to a simplified alternative public tender offer at the price of 17 euros. Bolloré had committed to carrying out a new Offer in 2020 at the same price, under the assumption that the Blue Solutions share price remained lower than 17 euros.
- Blue Solutions' share capital is today broken down between Bolloré (77.9%), Bolloré Participations (17.6%) – which had subscribed to the initial share capital at the request and for the same amount as EDF – and the general public (4.5%).
- As part of Blue Solutions' strategic repositioning in bus and stationary markets, and for cost saving and simplification reasons (cost of a listed company, tax consolidation, etc.), Bolloré announced today that at the time of this Tender Offer at the price of 17 euros, it intended to carry out a mandatory squeeze-out of Blue Solutions and offer, for shareholders that wished to remain associated with the Group, an alternative in the form of an exchange against Bolloré shares. The exchange ratio would be 4.5 Bolloré shares for one Blue Solutions share.
- Based on Blue Solutions' business plan, the recent contracts signed notably with Daimler and RTE should enable revenue to grow from 26 million euros in 2019 to 70 million euros in 2020 and over 150 million euros from 2021, with EBITDA that should become positive in 2021.
- The initial work carried out by Bolloré's banks based on this plan show a value of 14 euros for Blue Solutions. The Offer at 17 euros includes a premium of over 20%. The envisaged exchange ratio of 4.5 Bolloré shares for one Blue Solutions share corresponds to the average for the Bolloré share over the last six trading sessions as at March 2, 2020. Given the change in share price, this exchange ratio may change.
- Upon the proposal of an ad hoc committee bringing together a majority of independent directors, the Board of Directors of Blue Solutions appointed Pierre Béal, from the firm BM&A, as the independent expert responsible for assessing the Offer's economic conditions. The Board of Directors of Bolloré also appointed an ad hoc expert responsible for assessing the economic conditions of Bolloré Participations' contribution to the exchange part of the offer.
- In total, this operation would represent a maximum amount of 110 million euros, if all shareholders chose a cash payment, and 29 million Bolloré shares, i.e. less than 1% of Bolloré's share capital, if all opted for a share-based payment. Bolloré Participations indicated that it envisaged taking part in the share-based offer as it wished to remain an associate.
- Detailed information on Blue Solutions values and outlook will be provided in the public offer documentation.

On March 12, Bolloré SE announced a project for an alternative public tender offer for Blue Solutions shares. This project would include a purchase portion at a price of 17 euros per Blue Solutions share and an exchange portion with an exchange ratio of 4.5 Bolloré shares for one Blue Solutions share.

As the recent exceptional changes in the financial markets have removed the interest for the exchange portion, the proposed offer now consists exclusively of a purchase portion at the unchanged indicative price of 17 euros, followed by a mandatory squeeze-out.

This change to the offer project's characteristics removes the restrictions on intervention in Bolloré shares that would result from the existence of an exchange portion. Specifically, it enables the activation of the share buyback program authorized by Bolloré's General Shareholders' Meeting of May 29, 2019.

1.2. Financial structure

1.2.1. CASH AND CASH EQUIVALENTS

On December 31, 2019, available cash, mainly cash and cash equivalents amounted to 3,147 million euros (of which Vivendi accounted for 2,334 million euros), compared with 5,384 million euros at December 31, 2018. This item includes, in particular, available funds, risk-free money market deposits and current account agreements, in accordance with the Group's policy.

1.2.2. CASH FLOW

Net cash flows from operating activities amounted to 2,581 million euros at December 31, 2019 (1,999 million euros at December 31, 2018).

The Group's net debt was up 3,846 million euros from December 31, 2018 to 8,720 million euros at December 31, 2018.

1.2.3. STRUCTURE OF GROSS DEBT

The Group's gross debt at December 31, 2019 was 11,868 million euros, up 1,609 million euros on December 31, 2018. It mainly consisted of the following:

- 6,406 million euros of bonds (5,215 million euros at December 31, 2018), including two euro-denominated Bolloré bonds, the first for 450 million euros redeemable in 2021, the second for 500 million euros redeemable in 2022 and six euro-denominated Vivendi bonds, the first for 1,000 million euros redeemable in 2021, the second for 600 million euros redeemable in 2023, the third for 850 million euros redeemable in 2024, the fourth for 500 million euros redeemable in 2026, the fifth for 700 million euros redeemable in 2028 and the sixth for Havas for 400 million euros redeemable in 2020;
- loans of 5,092 million euros from credit institutions (4,498 million euros at December 31, 2018), including 2,630 million euros collateralized by pledges of and margin calls on Vivendi stock, 400 million euros under a credit agreement maturing in 2023, 1,362 million euros in negotiable debt instruments (292 million euros at December 31, 2018) and 163 million euros in receivables factoring (176 million euros at December 31, 2018);
- 361 million euros from other borrowings and similar debts (540 million euros at December 31, 2018), consisting of current bank facilities and cash management agreements.

1.2.4. FINANCING CHARACTERISTICS

Bolloré Group's main bank financing lines at December 31, 2019 were:

- a 1,300 million-euro unused revolving credit line maturing in 2024 and 400 million euros of drawn credit maturing in 2023, for Bolloré SE. They are subject to a gearing covenant which caps net debt/equity at 1.75;
- the 2,200 million euros revolving credit line maturing in 2024, unused at December 31, 2019, for Vivendi.

In addition, Bolloré, Vivendi and their subsidiaries have confirmed credit lines of 3,296 million euros with top-tier banks, of which 762 million euros were drawn at December 31, 2019. Some of these credit lines are subject to compliance with debt service coverage-type financial ratios, and/or leverage for Havas and gearing for Bolloré.

The bonds are not subject to any early repayment provision connected to the respect of a financial ratio.

The Group arranged financing with pledges and margin calls on Vivendi shares for a total of 2,630 million euros at December 31, 2019.

At December 31, 2019, all of these ratios were met, as they were at December 31, 2018.

As a result, as at December 31, 2019, the Group was not at risk with respect to any financial covenants that may have existed on certain credit lines, whether used or not.

1.2.5. FINANCING CAPACITY

Moreover, to meet liquidity risk, in addition to its short-term investments, the Group had, at December 31, 2019, 6,034 million euros in undrawn confirmed credit lines, of which 1,300 million euros were under a Bolloré revolving credit agreement and 2,200 million euros under a Vivendi agreement. The average

maturity of confirmed credit lines, both drawn and undrawn, was 3.7 years at December 31, 2019.

As a result, the Group has sufficient financing capacity to meet its future known commitments at December 31, 2019.

More details are given in the financial statements and, more specifically, in notes 7.4, 7.5 and 8.1.

1.3. Investments

1.3.1. INVESTMENTS MADE DURING THE REPORTING PERIODS

(in millions of euros)	2019	2018	2017	2016
Financial investments	4,082	400	1,847	60
Industrial capital expenditure	1,287	999	1,072	658
TOTAL INVESTMENTS (NET OF DISPOSALS)	5,369	1,399	2,919	718

FINANCIAL INVESTMENTS

(in millions of euros)	2019	2018	2017	2016
FINANCIAL INVESTMENTS (NET OF DISPOSALS)	4,082	400	1,847	60

The 2019 fiscal year was marked by the implementation by Vivendi of a share repurchase program at a maximum unit price of 25 euros, for the purpose of cancelling the shares. Between May 28 and December 31, 2019, the purchases made represented a disbursement of 2,673 million euros, including costs and tax for 9 million euros. On January 31, 2019, Vivendi completed the acquisition of 100% of the share capital of Editis, representing a cash outflow of 829 million euros, including the repayment of Editis' debt, and its subsidiary Canal+ completed the acquisition of M7 in September 2019 for 1,136 million euros. In March 2019, Vivendi also received the balance of the sale of Ubisoft securities for 429 million euros.

During the 2019 fiscal year, Bolloré Group sold its 55% stake in Wifirst, an Internet access supplier specializing in Wi-Fi technology, to Amundi Private Equity Funds, Bpifrance and Socadif Capital Investissement, and the companies holding the port activities in France to the Maritime Khun group.

2018 saw the Group increase its shareholding in Vivendi group by 2.5 billion euros. The Group acquired 5.9% of Vivendi's share capital and exercised options on 1.6% of the share capital, to bring its ownership from 20.5% to 26.3% (including the borrowing of shares representing 0.9% of the share

capital and the outstanding balance of purchase options representing 1%). In 2018, Vivendi announced the acquisition of 100% of the shares of Editis for 900 million euros and sold off its shares in Ubisoft (1.5 billion euros in March 2018 and the balance in 2019), Fnac-Darty (267 million euros in July 2018) and Telefonica (373 million euros in all).

The 2017 fiscal year was marked by the acquisition by Vivendi of 59.2% of Havas' share capital held by the Bolloré Group for 2,317 million euros (neutral for the Bolloré Group), then the purchase of Havas minority shares for 1,601 million euros. In 2017, Vivendi also acquired shares in Ubisoft and the residual stake in Dailymotion (10%). The Bolloré Group sold its stake in Gaumont within the framework of the share repurchase launched by the company and finalized the Bolloré simplified takeover bid for Blue Solutions, which led to the acquisition of 7.6% of Blue Solutions for 37 million euros. With regard to the transportation and logistics activity, the Group took over part of Necotrans' assets (certain logistics activities in Africa, minority stakes in the terminals operated by the Group, the Brazzaville and Lomé terminals) and made targeted acquisitions with a view to developing its activity, for example in Saudi Arabia and Denmark.

INDUSTRIAL CAPITAL EXPENDITURE

(in millions of euros)	2019	2018	2017	2016
Transportation and logistics	229	300	388	339
Oil logistics	17	30	64	18
Electricity storage and systems	82	69	146	192
Communications	946	586	462	95
Others	13	14	12	14
INDUSTRIAL CAPITAL EXPENDITURE	1,287	999	1,072	658

In 2019, the investments in the transportation and logistics sector included the completion of BlueHub, the fully automated new generation warehouse located in Singapore, IT developments to enable the rollout of a Transport Management System solution and continued work on the port concessions. In electricity storage, investments focused on development of the new battery and electric buses. In the communications sector, the main investments were made by UMG and Canal+ (content, improvements to business premises and decoders).

Industrial investments in 2018 were lower in transportation and logistics due to the repurchase from GSEZ in 2017 of the Owendo port infrastructure. The 2018 fiscal year saw continued investment in port infrastructure and handling equipment, several investments in warehousing logistics and in IT to support computerization projects. The level of investment in oil logistics was sharply down due to the completion of the work on the site of the former Pétroplus refinery site in Petit-Couronne, near Rouen, France. In electricity storage, investments were focused on development of the new battery. In communications, the main investments were made by UMG and Canal+ (in content through Studiocanal and in set-top boxes and decoders).

Industrial capital expenditure in 2017 rose by 63% compared with 2016 with the integration of Vivendi. In the transportation and logistics sector, the year was marked by continued investment in port infrastructure (in particular in Gabon with the purchase of infrastructure and equipment from GSEZ and the extension of the port in Sierra Leone) and handling equipment (Abidjan Terminal, DIT, TICT and Togo) in Africa, several investments in warehousing logistics and in IT to support digitization projects. In oil logistics, the high level of investment continued with the upgrade of the former Pétroplus site at Petit-Couronne near Rouen, France, which will consolidate the distribution of Bolloré Energy in the region and warehouse strategic inventories. In electricity storage, R&D investments in batteries registered strong progress in 2017, notably with the integration of Capacitor Sciences Inc. at the end of 2016. Investment in the development of new car-sharing services continued, but was less intense than in previous years. Finally, the plastic films activity increased its investments in production capacities with the acquisition of a new production line. In the communications sector, the main investments were made by Vivendi (content at UMG and Canal+) and Havas. Investments in other activities include equipment purchases and irrigation projects in farms in the United States, which are being transformed into olive groves, and various real estate refurbishment projects.

1.3.2. CURRENT CAPITAL EXPENDITURE

The main capital expenditure planned by the Group over the next year concerns the transportation and logistics, communications and electricity storage business lines.

In communications, Vivendi plans to maintain its investments in content at both UMG and Groupe Canal+.

In transportation and logistics, investments in 2020 are expected to remain high (more than 400 million euros) due to continued infrastructure work and acquisitions of lifting equipment for port concessions and investments planned for the rail sector. In freight forwarding, the Group is continuing its investment policy with the modernization of its warehouses and the development of the new Transport Management System software.

In the area of electricity storage and solutions, the Group is continuing its efforts in R&D and the development of production capacities in batteries, in particular for the bus and stationary markets.

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1.3.3. PLANNED CAPITAL EXPENDITURE

The Group has made future commitments due in more than one year as part of the operation of the concession agreements detailed in note 6.4. "Concessions" of the notes to the financial statements. These commitments mainly include contractual liabilities connected with the completion of work to develop the infrastructure of certain port terminals and rail terminals as well as the capital expenditure planned by the Group to maintain the performance targets of these concessions. They are staggered over a period of more than twenty-five years and amount to almost 1.8 billion euros over the total duration of the contracts, including 800 million euros to build rail infrastructure for the Bénirail concession. This investment is currently suspended due to the legal dispute between the Benin Government and one of its citizens. Other investment commitments for operating activities, excluding concessions and with maturities of over one year, were made for 117 million euros. The strategy for financing this capital expenditure is the same as that set out in section 1.3.2 for current capital expenditure.

2. Research and development, patents and licenses

2.1. Research and development

For many years, the Bolloré Group has been committed to finding new activities.

Research and development (R&D) are an essential element of the Bolloré Group's industrial branch. This was demonstrated by the creation of the Blue Solutions division in October 2013.

For Bolloré Group (excluding Vivendi) (including the Blue Solutions subsidiary), the R&D budget fell by a further 27.34% between 2018 and 2019, given the cost reductions for existing solutions and applications, and above all, Blue Solutions' wish to focus its R&D efforts on the very high growth battery scope and to reduce its R&D efforts in the supercapacitor activity.

For Bolloré Plastic films, R&D in 2019 amounted to 0.6 million euros for possible "green" biosourced and recyclable films for multilayer barrier films designed for packaging in the food processing industry and for further development of new capacitor separators for dielectric film.

For Blue Solutions, the total amount of R&D spent on batteries and supercapacitors amounted to 16 million euros, with 11.3 million euros for Blue Solutions (formerly Batscap in Quimper) and 4.7 million euros for Blue Solutions Canada (formerly Bathium in Canada).

The research concerning batteries continues to focus on improving electrochemical components to increase battery life and operating safety, as well as to reduce the operating temperature and increase maximum voltage, while development work is aimed at improving pack reliability, reducing costs and increasing energy density. At Blue Solutions Canada, efforts focused mostly on the additional development of a brand new LMP® module concept which enabled its industrialization. This "IT3 Module" was completely revised to get it to a competitive price level for Li-ion technology, with an expected cost reduction of 45% for the module. As a result, at Blue Solutions Canada, the first new IT3 modules were manufactured for integration into the prototype packs intended for our European customers (primarily bus manufacturers). They will also be used to equip our new ESS (Energy Storage System) range, the cost of which has been cut by 52% as a result of this new module and also notably the optimized way of integrating it into the LMP® Blue Rack (module branches on a rack connected in series but without a pack envelope). The first prototypes of these new ESS were tested in Blue Solutions Canada's laboratories and at the industrial factory in Brittany. Tests will continue in 2020 with the final concepts that will be produced and delivered in 2021.

In 2019, Capacitor Sciences Inc., whose technology is based on a capacitor that can store a very large amount of energy thanks to a dielectric film with a polarizable molecule, continued to focus its research on the development of more promising polymer families from those previously developed. More specifically, R&D expenditure, which was down 27.9% this year, was focused on the synthesis of variants of these molecules (characterization and purification) and formulas that made it possible to facilitate their application and obtain the organization and alignment of molecules which, according to Capacitor Sciences Inc.'s assumption, is the key to high dielectric permittiveness (ability to store charge) and the required withstand voltage (ability to maintain the charge despite the difference in potential at the terminals).

Within Blue Applications, R&D stood at:

- 19.3 million euros at Bluecar, mainly corresponding to vehicle acquisition costs;
- 2.5 million euros at Bluestorage, notably for the development of electricity storage testing on the RTE network, called "RINGO", which will be launched in 2020 and will enable tests on the storage of temporary and local renewable energy production surpluses (wind and solar). For Bluestorage, the R&D efforts also concerned other projects under study for solar energy storage;
- 7.1 million euros at Bluebus, with the development of new three-door Bluebus ranges, in particular incorporating the next generation high energy density LMP® batteries, a new high-performance powertrain and a whole series of passenger comfort options.

In 2019, IER continued to invest in the development of new products. 1.7 million euros were invested in traceability solutions, in particular for a pallet geolocation solution for industry and a software and material traceability solution through aggregation of data from different systems, 1.1 million euros in the development of car-sharing solutions and the development of a new charging terminal and 0.7 million euros in the development of a solution to move electronic penalty notice ticketing tools to the cloud. IER also invested 3 million euros in the software and hardware development of innovative solutions for passenger processing in public transit and airports. For its part, Automatic Systems invested 2.5 million euros developing new products and optimizing existing products.

R&D at the Telecoms division totaled 19.2 million euros, including 5.9 million euros for Bolloré Telecom, 3.2 million euros for Wifirst and 10.1 million euros for Polyconseil, which continues major IT development as part of car-sharing and energy-storage projects and new shared mobility systems.

For Vivendi, research and development efforts are detailed on pages 25, 32, 35, 38, 40, 240, 254 and 366 of Vivendi's 2019 universal registration document.

RESEARCH AND DEVELOPMENT PROGRAMS

(in millions of euros)	Change 2019/2018	2019	2018	2017	2016	2015	2014	2013
Bolloré Films	0%	0.6	0.6	0.6	0.6	0.5	0.6	0.5
Blue Solutions (France and Canada)	-20.4%	16.0	20.1	19.7	33.5	33.3	24.8	37.0
Capacitor Sciences Inc.	-27.91%	3.1	4.3	7.5	1.3			
Bluecar ⁽¹⁾⁽³⁾	-29%	19.3	27.2	28.6	77.7	48.5	37.8	15.3
Bluestorage	-76.42%	2.5	10.6	13.7	15.5	29.2	17.2	5.1
Bluetram/Blueboat	-100%	0.0	0.4	0.8	1.7	7.2	3.5	2.0
Bluebus	-47.41%	7.1	13.5	19.9	25.6	24.8		
IER	-8.16%	9.0	9.8	10.6	12.3	14.3	12.8	8.0
Bolloré Télécom ⁽²⁾	0%	19.2	19.2	19.6	17.2	14.9	15.8	12.9
TOTAL	-27.34%	76.8	105.7	121.0	185.4	172.7	112.5	80.8

(1) Since 2012, R&D expenses and specific capital expenditure.

(2) Including Polyconseil (10.1 million euros in 2019) and Wifirst (3.2 million euros in 2019).

(3) Including cost of acquisition of vehicles (excluding batteries) since 2012.

2.2. Patents and licenses

The Group's patent portfolio was generally stable (1.06%) between 2018 and 2019 taking into account Blue Solutions battery development (2% increase for Blue Solutions + Blue Solutions Canada) and a rationalization of the Blue Applications' portfolios, through the surrender of titles with low legal scopes and/or less relevant geographic scopes.

This rationalization results from the Group's desire to establish a geographically extensive portfolio of intangible assets, whilst focusing on high value-added patent families (notably with the future aim of granting its most promising technologies as licenses), specifically in the areas of battery, bus and stationary applications.

	Patents filed in 2019		Total portfolio in effect		Change 2019/2018
	Total	Of which in France	2019 (all countries)	2018 (all countries)	
Bolloré Films	0	0	29	29	0%
Blue Solutions	131	8	1,216	1,115	9.06%
Blue Solutions Canada Inc.	41 ⁽²⁾	12 ⁽¹⁾	531 ⁽³⁾	598	-11.2%
IER	1	1	52	55	-5.45%
Bluecarsharing	6	0	95	101	-5.94%
Bluecar	17	0	21	6	250%
Bluebus	18	5	103	108	-4.63%
Bluetram	11	0	40	42	-4.76%
BCA/Automatic Systems France	0	0	6	15	-60%
Automatic Systems	1	1	5	7	-28.57%
TOTAL	226	27	2 098	2 076	1.06%

(1) For Blue Solutions Canada, the United States saw the greatest number of filings, and not France.

Including the first six filings for Capacitor Sciences Inc.

(2) Including twelve filings for Capacitor Sciences Inc.

(3) Including Capacitor Sciences portfolio of 126.

3. Events after the reporting period

Significant changes in financial or market position

There have been no changes since the last fiscal year for which audited financial statements or interim financial statements have been published.

Recent events and outlook

VIVENDI – AGREEMENT WITH TENCENT

On March 31, 2020, Vivendi announced that it had completed the sale of 10% of the share capital of Universal Music Group to a consortium led by Tencent, three months after the agreement signed on December 31, 2019, based on an enterprise value of 30 billion euros for 100% of UMG's share capital. The consortium, led by Tencent, including Tencent Music Entertainment and other joint financial investors, has the option of acquiring up to an additional 10% of UMG's share capital until January 15, 2021, on the same valuation basis.

TENDER OFFER BY BOLLORÉ SE ON BLUE SOLUTIONS

On March 12, 2020, Bolloré SE announced an alternative simplified tender offer on the shares of its subsidiary, Blue Solutions, including a purchase portion at a price of 17 euros per share and an exchange portion with an exchange ratio of 4.5 Bolloré SE shares for one Blue Solutions share.

This offer followed the commitment made at the time of the simplified public tender offer (OPAS) completed in 2017 at the price of 17 euros per share to carry out a new offer in 2020 at the same price under the assumption that the Blue Solutions share price would be lower than 17 euros.

As the exceptional changes in the financial markets induced by the Covid-19 crisis have removed the interest for the envisaged exchange portion, on March 17, 2020, Bolloré SE announced that its proposed offer now consists exclusively of a purchase portion at the unchanged price of 17 euros for each Blue Solutions share.

This amended offer proposal was filed by Bolloré SE with the AMF on April 8, 2020.

The offer covers all existing Blue Solutions shares that are not held by Bolloré SE, or around 22.07% of the share capital and 20.70% of voting rights. Bolloré SE intends to implement the mandatory squeeze-out procedure on Blue Solutions after the offer, in application of the provisions of article L. 433-4 II of the French Monetary and Financial Code and articles 237-1 *et seq.* of the AMF General Regulation.

Bolloré Participations SE, Bolloré Group's holding company, which to date holds 17.60% of the share capital and 17.91% of the voting rights in Blue Solutions, having acknowledged that the exchange portion to which it had initially expressed its intention to contribute its securities had been abandoned, indicated that it would contribute them to the purchase offer.

In its meeting of April 8, 2020, the Board of Directors of Bolloré SE, having taken note of the report by Accuracy on April 7, 2020 validating the interest for the acquisition of Bolloré Participations SE's shareholding in Blue Solutions at the offer price, based on Blue Solutions' business plan and gains related to the tax consolidation of Blue Solutions by Bolloré SE made possible by the effect of this acquisition, authorized the contribution to the offer of the Blue Solutions shares held by Bolloré Participations SE – with neither the vote nor the participation of the interested directors.

IMPACT OF THE HEALTH CRISIS

At this stage, the impact of the Covid-19 crisis on Bolloré Group's activities remains limited. In a context of persistently difficult air and sea freight markets since the second part of 2019, transportation and logistics activities currently benefit from exceptional freight related to the health crisis, which partly offsets the slowdown in the usual flows. Revenue for the communications activity (Vivendi) has been relatively unaffected by the consequences of Covid-19 which has had a variable impact on the Group's activities and regions in which it operates.

Each of the Group's business lines is attentively analyzing the potential consequences of this crisis. It is impossible, to date, to determine with certainty how long the crisis will last and how it will impact Bolloré Group's revenue and annual results.

Bolloré Group is confident in the capacity of resilience of its main business lines. It is making all efforts to ensure business continuity, and to serve its customers to the best of its ability, whilst following the guidelines from the authorities in each country in which it operates.

GROUP LIQUIDITY AND MARKET RISKS

The Group has significant financing capacities. At March 31, 2020, the Group's liquidity position, including undrawn confirmed lines and liquid investments amounted to 2.5 billion euros at the level of Bolloré, and 9.6 billion euros including Vivendi.

Moreover, the Group has few maturities falling due in 2020, with only 5% of the Group's drawn credits and undrawn confirmed lines amortized this year. Bolloré Group has already renewed a financing line of 150 million euros for four years in April 2020 and extended the maturity of its syndicated loan of 1,300 million euros to 2025 at the end of March 2020.

Lastly, the simplified public tender offer on Blue Solutions shares not held by Bolloré SE will be financed by a credit line dedicated to the offer, as indicated in our offer note.

VIVENDI: SHARE REPURCHASE PROGRAM

Between January 1 and March 6, 2020, Vivendi purchased 23.02 million shares on the market, or 1.76% of the share capital at the date of implementation of the program, representing a disbursement of 559 million euros. As a result, the total number of shares purchased as part of the program amounted to 130.93 million shares or 10% of the share capital (at the date of implementation of the program), in accordance with the authorization of the General Shareholders' Meeting of April 15, 2019.

To date, Vivendi holds 35.50 million treasury shares, representing 2.99% of the share capital, including 8.14 million shares to cover performance share plans, 8.25 million shares to cover disposals to employees or corporate officers (employee shareholding transactions) and 19.10 million shares to be cancelled.

VIVENDI ACQUIRED 10.6% OF THE LAGARDÈRE GROUP

Following the sale of 10% of Vivendi's 100% stake in Universal Music Group (UMG) based on an enterprise value of 30 billion euros, Vivendi announced the acquisition of 10.6% of the securities of the Lagardère Group.

This is a long-term financial investment demonstrating Vivendi's confidence in the future of this French group, buoyed by its leading international positions in its main business lines and which, like many other companies, is currently undergoing a difficult period.

4. Trends and objectives

Main trends for fiscal year 2019

TRANSPORTATION AND LOGISTICS

Bolloré Logistics maintained its growth in 2019 despite a downturn in volumes transported both by air and by sea. Logistic warehousing continued to expand both in Asia, with the opening of BlueHub, a new fully automated warehouse in Singapore, and in Europe.

During 2019, Transportation activities in Africa posted solid growth, driven by port concessions with good volumes in most ports and business holding up well in conventional logistics and handling. Railways posted significant progress, notably in Cameroon.

OIL LOGISTICS

Oil logistics had an excellent year in 2019, driven by the increase in prices and the growing activity at the DRPC depot, despite weather conditions unfavorable to retail fuel sales.

COMMUNICATIONS

2019 was driven by the strong performance of Vivendi's main businesses. Revenue increased by +5.6% in organic terms, thanks to the growth of Universal Music Group (UMG) and Groupe Canal+. Net income showed strong growth thanks to the significant improvement of the profitability of UMG, whereas Canal+ continued its recovery in France and grew internationally, but remained impacted by high restructuring expenses.

In an environment with sharp differences between sectors, notably in Europe, Havas group's activity was supported notably by health communications and "pure player" creative activities.

Since February 1, 2019, Vivendi has consolidated the Editis publishing group that posted proforma growth of over 6% of its revenue over the fiscal year.

ELECTRICITY STORAGE AND SYSTEMS

The 2019 results for Electricity storage and systems were strongly impacted by the recognition of 269 million euros in exceptional expenses mainly related to the impairment of assets (electric car-sharing cars and former generation batteries). Revenue for industrial activities decreased in line with the end of Autolib', as well as the lower performance of dedicated terminals, penalized by the downturn in the passenger segment. It benefited, however, from the growth in Bluebus. The decrease in revenue for Blue Solutions is in line with forecasts, in the absence of subsidies in 2019 (12.5 million euros received from Bolloré in 2018). Blue Solutions continued to focus on the most promising applications (buses and electricity storage) and continued its investments by transforming its plants in Brittany and Canada in order to develop the new generation of higher performance batteries and at better cost prices.

Trends seen in the current period

In view of the latest developments in the Covid-19 epidemic, each of the Group's business lines is attentively analyzing the potential consequences of this crisis. It is impossible, to date, to determine with certainty how long the crisis will last and how it will impact Bolloré's revenue and annual results.

The Group is, however, confident in the capacity of resilience of its main business lines. It is making all efforts to protect its employees and ensure business continuity, as well as serving its customers to the best of its ability, whilst following the guidelines from the authorities in each country in which it operates.

TRANSPORTATION AND LOGISTICS

In a context of persistently difficult air and sea freight markets since the second part of 2019, transportation and logistics activities are currently benefiting from exceptional freight related to the health crisis, which is partly offsetting the slowdown in the usual flows. Bolloré Logistics will continue to build on the diversity of its skills, the coverage of its international network and productivity reinforced by its investment in a new Transport Management System software solution to continue to meet its customers' demands and requirements.

The current health crisis has put pressure on the supply and logistics chains in Africa. In this context, Bolloré Africa Logistics, the leading port and logistics operator in the continent, has deployed significant resources to ensure the continuity of the transportation and logistics activities, which are essential for the economies of the 47 African countries in which the company operates. It is continuing to invest to increase the productivity of its port installations and optimize its warehouse surface areas at the periphery of the port areas.

OIL LOGISTICS

The implementation of strict health measures and a closely monitored organization enables Bolloré Energy to ensure the availability of oil products throughout France. It also builds on the success of its investment in the DRPC (Dépôt Rouen Petit-Couronne) site to develop its oil logistics activity.

COMMUNICATIONS

Vivendi has not provided quantified targets for 2020. Vivendi's business over the first months of 2020 has been relatively unaffected by the consequences of the epidemic which has had a variable impact on the Group's activities and regions in which it operates. A decrease in revenue has, however, been observed for certain activities, notably Havas group, Editis and Vivendi Village, which corresponds to the first effects of the Covid-19 crisis observed in March. Each of the Group's business lines is attentively analyzing the potential consequences of this crisis. It is impossible, to date, to determine with certainty how long the crisis will last and how it will impact Vivendi's figures.

ELECTRICITY STORAGE AND SYSTEMS

In 2020, Bolloré Group will continue its investments in the area of electricity storage with the increase in production capacities and the continued efforts to develop a considerably improved version of its battery.

Profit forecasts or estimates

The Bolloré Group does not provide any profit forecasts or estimates.

5. Contents consolidated financial statements

INFORMATION INCORPORATED BY REFERENCE

In accordance with article 28 of European Commission (EC) regulation no. 809/2004, the following information is incorporated by reference in this universal registration document:

- the consolidated financial statements and accompanying Statutory Auditors' report on pages 166 to 259 of the registration document for the fiscal year ended December 31, 2018, filed with the AMF on April 26, 2019, under no. D. 19-0419;
- the consolidated financial statements and accompanying Statutory

Auditors' report on pages 155 to 248 of the registration document for the fiscal year ended December 31, 2017, filed with the AMF on April 26, 2018, under no. D. 18-0409;

- both above-mentioned registration documents are available online on the company's website (www.bolloré.com) and the website of the Autorité des marchés financiers (www.amf-france.org).

Some parts of these documents are not included here, as they are either of no relevance to investment or their subject matter appears elsewhere in this universal registration document.

PRO FORMA FINANCIAL INFORMATION

None.

5.1. Consolidated financial statements

Unless otherwise indicated, all amounts are expressed in millions of euros and rounded to the nearest decimal. In general, the values presented in the consolidated financial statements and the notes to the consolidated financial statements are rounded to the nearest decimal. As a result, the sum of the rounded amounts may differ slightly from the reported total. Furthermore, ratios and differences are calculated on the basis of the underlying amounts and not on the basis of the rounded amounts.

5.1.1. CONSOLIDATED INCOME STATEMENT

(in millions of euros)	Notes	2019	2018
Revenue	5.2-5.3	24,843.4	23,024.4
Purchases and external charges	5.4	(16,879.8)	(16,041.3)
Personnel costs	5.4	(4,889.6)	(4,554.4)
Depreciation, amortization and provisions	5.4	(1,811.2)	(1,426.5)
Other operating income	5.4	98.6	488.0
Other operating expenses	5.4	(125.5)	(211.6)
Share in net income of operating companies accounted for using the equity method	5.4-7.2	23.4	22.5
Operating income	5.2-5.3-5.4	1,259.2	1,301.1
Net financing expenses	7.1	(128.4)	(130.7)
Other financial income	7.1	535.7	2,781.4
Other financial expenses	7.1	(390.6)	(2,511.0)
Financial income	7.1	16.6	139.7
Share in net income of non-operating companies accounted for using the equity method	7.2	98.0	172.1
Corporate income tax	12	34.6	(505.8)
Consolidated net income		1,408.4	1,107.1
Consolidated net income, Group share		237.4	235.4
Minority interests	9.3	1,171.0	871.8

EARNINGS PER SHARE⁽¹⁾

9.2

(in euros)	2019	2018
Net income, Group share:		
– basic	0.08	0.08
– diluted	0.08	0.08

(1) Excluding treasury shares.

5.1.2. CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(in millions of euros)	2019	2018
Consolidated net income for the period	1,408.4	1,107.1
Translation adjustment of controlled entities	281.1	526.0
Change in fair value of financial instruments of controlled entities ⁽¹⁾	(4.7)	(2.0)
Other changes in items that are recyclable subsequently through profit or loss ⁽²⁾	111.7	(176.4)
Total changes in items that will be recycled subsequently through profit or loss	388.2	347.6
Change in fair value of financial instruments of controlled entities ⁽¹⁾	(35.8)	(1,228.3)
Change in fair value of financial instruments of entities accounted for using the equity method ⁽²⁾	(2.0)	(0.9)
Actuarial gains and losses from controlled entities recognized in equity	(160.5)	26.2
Actuarial gains and losses from entities accounted for using the equity method recognized in equity	(9.5)	(2.1)
Total changes in items that will not be recycled subsequently through profit or loss	(207.7)	(1,205.1)
COMPREHENSIVE INCOME	1,588.9	249.6
Of which:		
– Group share	317.2	(723.6)
– minority interests	1,271.7	973.4
of which tax in other comprehensive income:		
– on items that can be recycled through profit or loss	0.1	0.0
– on items that cannot be recycled through profit or loss	29.4	(11.2)

(1) See note 7.3 – Other financial assets.

(2) Change in comprehensive income from investments in companies accounted for under the equity method: essentially the impact of the conversion and recognition at fair value of items that are recyclable through profit or loss – see Consolidated statement of changes in shareholders' equity.

5.1.3. CONSOLIDATED BALANCE SHEET

ASSETS

(in millions of euros)	Notes	12/31/2019	01/01/2019 ⁽¹⁾	12/31/2018 Restated ⁽²⁾
Goodwill	6.1	16,728.8	14,438.6	14,438.6
Other intangible assets	6.2-5.2	10,831.6	10,291.8	10,060.5
Property, plant and equipment	6.3-5.2	4,334.7	4,292.1	2,870.6
Investments in equity affiliates	7.2	4,581.9	4,507.3	4,507.2
Other non-current financial assets	7.3	6,540.9	6,456.8	6,456.8
Deferred tax	12.2	889.6	819.7	737.7
Other non-current assets	5.8.1	830.3	662.3	662.3
Non-current assets		44,737.9	41,468.6	39,733.7
Inventories and work in progress	5.5	1,358.5	1,174.0	1,174.0
Trade and other receivables	5.6	7,729.1	7,554.9	7,559.9
Current tax	12.3	408.9	164.1	164.1
Other current financial assets	7.3	234.5	1,080.5	1,080.5
Other current assets		757.6	660.0	662.7
Cash and cash equivalents	7.4	2,943.3	4,784.9	4,784.9
Current assets		13,431.8	15,418.5	15,426.1
TOTAL ASSETS		58,169.7	56,887.1	55,159.8

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) See note 2 – General accounting policies.

EQUITY AND LIABILITIES

(in millions of euros)	Notes	12/31/2019	01/01/2019 ⁽¹⁾	12/31/2018 Restated ⁽²⁾
Share capital		471.1	468.7	468.7
Share issue premiums		1,303.9	1,265.7	1,265.7
Consolidated reserves		7,313.2	7,373.5	7,499.8
Shareholders' equity, Group share		9,088.2	9,108.0	9,234.2
Minority interests		16,853.9	18,845.2	18,969.6
Equity	9.1	25,942.0	27,953.1	28,203.8
Non-current financial debts	7.5	9,293.5	8,218.9	8,225.6
Provisions for employee benefits	11.2	1,041.0	866.6	866.6
Other non-current provisions	10	558.4	378.9	366.0
Deferred tax	12.2	2,714.0	2,807.3	2,807.8
Other non-current liabilities	5.8.2	2,172.6	2,109.9	372.8
Non-current liabilities		15,779.4	14,381.6	12,638.8
Current financial debts	7.5	2,574.2	2,039.6	2,040.6
Current provisions	10	497.6	426.6	426.6
Trade and other payables	5.7	12,301.6	11,061.9	11,122.0
Current tax	12.3	168.9	221.9	221.9
Other current liabilities		905.9	802.3	506.1
Current liabilities		16,448.2	14,552.3	14,317.2
TOTAL LIABILITIES		58,169.7	56,887.1	55,159.8

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) See note 2 – General accounting policies.

5.1.4. CHANGES IN CONSOLIDATED CASH FLOWS

(in millions of euros)	2019	2018 Restated ⁽¹⁾
Cash flow from operations		
Net income, Group share	237.4	235.4
Net income, minority interests' share	1,171.0	871.8
Consolidated net income	1,408.4	1,107.2
Non-cash income and expenses:		
– elimination of depreciation, amortization and provisions	1,843.0	1,293.2
– elimination of change in deferred taxes	(4.6)	59.0
– other income and expenses not affecting cash flow or not related to operating activities	(212.0)	(421.0)
– elimination of capital gains or losses upon disposals	(95.6)	2.7
Other adjustments:		
– net financing expenses	128.4	130.7
– income from dividends received	(22.2)	(23.6)
– tax charge on companies	(30.2)	463.5
– financial cost of IFRS 16	92.1	0.0
Dividends received:		
– dividends received from associated companies	49.6	55.0
– dividends received from non-consolidated companies	22.5	24.4
Income tax on companies paid up	(446.4)	(439.2)
Impact of the change in working capital requirement:	(152.5)	(253.3)
– of which inventories and work in progress	(134.1)	10.9
– of which payables	80.8	180.8
– of which receivables	(99.1)	(445.1)
Net cash flows from operating activities	2,580.6	1,998.6
Cash flows from investment activities		
Disbursements related to acquisitions:		
– property, plant and equipment	(606.6)	(561.1)
– intangible assets	(720.2)	(438.6)
– assets arising from concessions	(3.7)	(22.5)
– securities and other non-current financial assets	(189.9)	(584.6)
Income from disposal of assets:		
– property, plant and equipment	20.2	12.2
– intangible assets	1.1	4.5
– securities	86.2	2,241.0
– other non-current financial assets	1,055.5	63.5
Effect of changes in consolidation scope on cash flow	(1,887.4)	(108.6)
Net cash flows from investing activities	(2,244.8)	605.8

(in millions of euros)	Notes	2019	2018 Restated ⁽¹⁾
Cash flows from financing activities			
Disbursements:			
– dividends paid to parent company shareholders		(135.1)	(144.4)
– dividends paid to minority shareholders net of distribution tax		(628.8)	(583.7)
– financial debts repaid	7.5	(1,802.7)	(375.9)
– repayments of lease liabilities		(296.8)	0.0
– acquisition of non-controlling interests and treasury shares		(2,690.1)	(2,506.4)
Income:			
– capital increases		175.0	192.7
– investment subsidies		21.9	6.9
– increase in financial debts	7.5	3,534.7	2,502.2
– disposal to non-controlling interests and disposals of treasury shares		5.2	1.0
– change in liabilities on IFRS 16 leases		0.0	0.0
Net interest paid on loans		(146.4)	(128.7)
Net interest paid on IFRS 16 leases		(89.0)	0.0
Net cash flows from financing activities		(2,052.0)	(1,036.3)
Effect of exchange rate fluctuations		8.9	(6.5)
Others		0.0	(5.5)
Net increase (decrease) in cash and cash equivalents		(1,707.3)	1,556.1
Cash and cash equivalents at the beginning of the period ⁽²⁾		4,323.0	2,766.9
Cash and cash equivalents at the end of the period ⁽²⁾		2,615.7	4,323.0

(1) See note 2 – General accounting policies.

(2) See note 7.4 – Cash and cash equivalents and net cash.

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NET CASH FLOWS FROM OPERATING ACTIVITIES

Other income and expenses not affecting cash flow or not related to operating activities mainly include income of companies accounted for using the equity method for –121.4 million euros, revaluations of securities held at fair value through profit or loss by Vivendi (Spotify, Tencent) for –139.3 million euros and the reversals of stock options and AGA for +39.9 million euros.

The working capital requirement (WCR) increased by 152.5 million euros compared with December 2018. The main changes are described below:

- the WCR of the communications sector (Vivendi) increased by 240.3 million euros;
- the WCR of the transportation and logistics sector deteriorated by 30.0 million euros;
- WCR in the oil logistics sector increased by 46.0 million euros, driven by a slight increase in the prices of petroleum products during the year. Average customer terms were up by 0.4 days compared with 2018;
- the WCR for the electricity storage and systems sector was reduced by 43.0 million euros, including an increase of 8.0 million euros for the whole of Brittany and a reduction of 52.0 million euros for all systems.

NET CASH FLOWS FROM INVESTING ACTIVITIES

Purchases of investments mainly represent the acquisition of Vivendi's cash management financial assets.

Proceeds from the sale of securities are attributable mainly to the balance of the receivable on the sale of Ubisoft securities for 428.7 million euros and to the sale of Vivendi's cash management assets for 495.2 million euros.

The impact of changes in the scope of consolidation on cash relates mainly to the acquisition of Editis in the negative amount of –829 million euros and M7 in the negative amount of –1,136 million euros (see note 1 – Significant events).

NET CASH FLOWS FROM FINANCING ACTIVITIES

Debt issue and repayment flows relate mainly to the day-to-day management of the Group's financing at Vivendi (bond issue over the period: 2,100 million euros) and Bolloré SE (issues: 537.9 million euros/reimbursements: –1,020.8 million euros).

Disbursements related to acquisitions of non-controlling interests are attributable mainly to the purchase of treasury shares by Vivendi for –2,673.1 million euros (see note 1 – Significant events).

5.1.5. CHANGE IN CONSOLIDATED SHAREHOLDERS' EQUITY

(in millions of euros)	Number of shares excluding treasury shares ⁽¹⁾	Share capital	Share issue premi- ums	Own shares	Fair value of financial assets		Transla- tion adjust- ment	Actuarial (losses) and gains	Reserves	Share- holders' equity, Group share	Non- con- trolling interests	Total
					recy- clable	not recyclable						
Shareholders' equity at January 1, 2018	2,906,288,452	467.5	1,236.7	(24.8)	64.2	4,489.4	(349.3)	(89.6)	4,632.4	10,426.5	20,652.0	31,078.5
Transactions with shareholders	7,957,761	1.3	29.0	0.0	9.2	(5.0)	(127.4)	(25.7)	(350.1)	(468.7)	(2,655.8)	(3,124.5)
Capital increases	7,957,761	1.3	29.0							30.3		30.3
Dividends distributed									(174.3)	(174.3)	(562.8)	(737.1)
Share-based payments									12.5	12.5	20.0	32.5
Changes in scope ⁽²⁾					4.9	(21.5)	(121.0)	(25.7)	(168.0)	(331.3)	(2,110.7)	(2,442.0)
Other changes					4.3	16.5	(6.4)		(20.3)	(5.9)	(2.3)	(8.2)
Comprehensive income items					(41.2)	(1,035.6)	114.6	3.2	235.4	(723.6)	973.4	249.8
Net income for the period									235.4	235.4	871.8	1,107.2
Change in items recyclable through profit and loss												
– translation adjustment of controlled entities							136.6			136.6	389.4	526.0
– change in fair value of financial instruments of controlled entities ⁽³⁾					(3.6)					(3.6)	1.6	(2.0)
– other changes in comprehensive income ⁽⁴⁾					(37.6)		(22.0)			(59.6)	(116.8)	(176.4)
Change in items that will not be recycled												
– change in fair value of financial instruments of controlled entities ⁽³⁾						(1,034.8)				(1,034.8)	(193.5)	(1,228.3)
– change in fair value of financial instruments of entities accounted for using the equity method ⁽³⁾						(0.8)				(0.8)	0.0	(0.8)
Actuarial (losses) and gains from controlled entities								3.7		3.7	22.5	26.2
Actuarial (losses) and gains from entities accounted for using the equity method								(0.5)		(0.5)	(1.6)	(2.1)
Shareholders' equity at December 31, 2018	2,914,246,213	468.7	1,265.7	(24.8)	32.2	3,448.8	(362.1)	(112.1)	4,517.7	9,234.2	18,969.6	28,203.8
Impact of IFRS 16 ⁽⁵⁾									(126.3)	(126.3)	(124.4)	(250.7)
Shareholders' equity at January 1, 2019⁽⁵⁾	2,914,246,213	468.7	1,265.7	(24.8)	32.2	3,448.8	(362.1)	(112.1)	4,391.4	9,107.9	18,845.2	27,953.1
Transactions with shareholders	15,029,823	2.4	38.2	0.0	(6.4)	(57.8)	(18.9)	(5.2)	(289.2)	(336.9)	(3,263.0)	(3,599.9)
Capital increases	15,029,823	2.4	38.2						(0.6)	39.9		39.9
Dividends distributed									(175.0)	(175.0)	(612.6)	(787.6)
Share-based payments									16.7	16.7	23.5	40.2
Changes in scope ⁽²⁾					(6.2)	(8.8)	(18.6)	(5.7)	(180.8)	(220.0)	(2,684.3)	(2,904.3)
Other changes					(0.2)	(49.0)	(0.3)	0.5	50.4	1.4	10.4	11.8
Comprehensive income items					51.9	(7.1)	94.2	(59.3)	237.4	317.2	1,271.7	1,588.9
Net income for the period									237.4	237.4	1,171.0	1,408.4
Change in items recyclable through profit and loss												
– translation adjustment of controlled entities							84.8			84.8	196.2	281.1
– change in fair value of financial instruments of controlled entities ⁽³⁾					(1.6)					(1.6)	(3.1)	(4.7)
– other changes in comprehensive income ⁽⁴⁾					53.5		9.4			62.9	48.9	111.7
Change in items that will not be recycled												
– change in fair value of financial instruments of controlled entities ⁽³⁾						(5.2)				(5.2)	(30.6)	(35.8)
– change in fair value of financial instruments of entities accounted for using the equity method ⁽³⁾						(1.9)				(1.9)	(0.1)	(2.0)
Actuarial (losses) and gains from controlled entities								(55.3)		(55.3)	(105.1)	(160.5)
Actuarial (losses) and gains from entities accounted for using the equity method								(4.0)		(4.0)	(5.5)	(9.5)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2019⁽⁵⁾	2,929,276,036	471.1	1,303.9	(24.8)	77.8	3,383.9	(286.7)	(176.7)	4,339.6	9,088.2	16,853.9	25,942.1

(1) See note 9.1 – Shareholders' equity.

(2) In 2018, mainly the impact of buyback of Vivendi shares in the amount of –2,585.7 million euros.

In 2019, mainly buyback of own shares by Vivendi for –2,673.2 million euros and commitment to buy out own shares by Vivendi for –360.0 million euros.

(3) See note 7.3 – Other financial assets.

(4) Mainly change in comprehensive income from investments in companies accounted for under the equity method: impact of the conversion and the fair value adjustment.

(5) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

5.1.6. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Bolloré SE is a European company (*Societas Europaea*). Previously incorporated as a public limited company (*société anonyme*), it was transformed on December 10, 2019 into a European company and changed its corporate name from Bolloré to Bolloré SE on that date, following a decision of the Extraordinary General Meeting of May 29, 2019. It is governed by the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the statute for a European company, the provisions of Council Directive 2001/86/EC of October 8, 2001, the provisions of the French commercial code (*Code de commerce*) on companies in general and European companies in particular. Its registered office is at Odet, 29500 Ergué-Gabéric. The administration department is at 31-32, quai de Dion-Bouton, 92811 Puteaux. The company is listed on the Paris stock exchange. Bolloré SE is consolidated by Financière de l'Odet SE and Bolloré Participations. On March 12, 2020, the Board of Directors approved the Bolloré Group's consolidated financial statements for the year ended December 31, 2019. They will only become final after approval by the General Shareholders' Meeting to be held on May 27, 2020.

NOTE 1. SIGNIFICANT EVENTS

Vivendi group share repurchase program

On April 15, 2019, the Vivendi group's General Shareholders' Meeting adopted the following two resolutions concerning share buybacks:

- renewal of the authorization granted to the Management Board by the General Shareholders' Meeting of April 19, 2018 to buy back shares at a maximum price of 25 euros per share, within the limit of 10% of the share capital, and the shares purchased may be canceled within the limit of 10% of the share capital;
- authorization granted to the Management Board to go ahead with a Public Share Buyback Offer (OPRA) at a maximum price of 25 euros per share, within a limit of 25% of the share capital, and cancel the shares purchased.

Following the Management Board's decision of May 24, 2019, and in accordance with the authorization of the General Shareholders' Meeting of April 15, 2019, the Vivendi group launched a share repurchase program within the limit of 10% of the share capital and at a maximum unit price of 25 euros. Between May 28 and July 25, 2019, the Vivendi group repurchased 65,465 thousand shares for a total amount of 1,610 million euros. Between August 7 and November 13, 2019, the Vivendi group repurchased 27,866 thousand shares at an average price of 24.88 euros per share, for a total amount of 693 million euros. Between November 18, 2019 and December 31, 2019, the Vivendi group repurchased 14,579 thousand shares at an average price of 24.76 euros per share, for a total amount of 361 million euros.

At December 31, 2019, these successive transactions therefore enabled the Vivendi group to repurchase 107,910 thousand of its own shares with a view to canceling them, at an average price of 24.69 euros per share, for a total amount of 2,664 million euros (excluding fees and taxes for an amount of 9 million euros). At December 31, 2019, the Vivendi group held 14,001 thousand treasury shares, representing 1.18% of the capital (compared to 2.93% of the share capital at December 31, 2018).

At December 31, 2019, the Vivendi group recognized a financial liability of 360 million euros for firm commitments related to the share repurchase program in progress at that date.

Between January 1 and February 10, 2020, the date of the Management Board meeting that approved the consolidated financial statements for the fiscal year ended December 31, 2019, the Vivendi group repurchased 7,973 thousand shares with the aim of canceling them at an average price of 24.74 euros per share, for a total amount of 197 million euros. At February 10, 2020, the Vivendi group held 21,973 thousand treasury shares, representing 1.85% of the share capital (at the date of implementation of the program), including 19,103 thousand shares backed by the cancellation and 2,870 thousand shares backed by the coverage of performance share plans.

On February 10, 2020, the Management Board decided to continue this program until April 17, 2020 to acquire the balance of 15,048 thousand shares at a maximum price of 25 euros per share.

Change in the percentage ownership interest in Vivendi

The Group held 13.3 million call options, representing 1% of the share capital, expiring on June 25, 2019. Between June 5 and 13, 2019, the Group sold 11.5 million options on the market and then exercised the remaining 1.8 million options. The settlement-delivery of the relevant securities took place on June 18, 2019. Based on the opening market price of 24.74 euros on June 19, 2019, the securities were valued at 45 million euros.

Following the exercise of call options and the purchase of treasury shares by Vivendi, the Group's percentage interest in Vivendi amounted to 27.4% of the share capital as of December 31, 2019 excluding treasury shares. In view of its interest and other facts and circumstances, the Group considers that its control over Vivendi, which began on April 25, 2017, continues.

Equity offering in Universal Music Group

Following preliminary negotiations announced on August 6, 2019, the Vivendi group signed an agreement on December 31, 2019 with a consortium led by Tencent, with the investment of Tencent Music Entertainment and international financial investors, regarding a project to purchase a stake in Universal Music Group (UMG). This agreement provides for the acquisition by that consortium of 10% of the share capital of UMG, on the basis of an enterprise value of 30 billion euros for 100% of the share capital of UMG.

In accordance with IFRS, this transaction will be accounted for as a disposal of non-controlling interests and will therefore not affect the consolidated net income. As a result, the capital gain on the sale of 10% of the share capital of Universal Music Group, which is equal to the difference between the sale price and the value in the consolidated financial statements of the non-controlling interests sold, will be recorded directly as an increase in equity attributable to Vivendi SA's shareholders.

The consortium has the option to acquire, on the same price basis, up to an additional 10% of UMG's share capital until January 15, 2021.

This agreement will soon be supplemented by a second one, allowing Tencent Music Entertainment to acquire a minority stake in the share capital of UMG's subsidiary that combines its Chinese operations.

The regulatory approvals required for merger controls, to which this transaction was subject, have been obtained. It is expected to be completed by the end of the first half of 2020.

In addition, the Vivendi group Supervisory Board was informed of the continuation of negotiations relating to the possible sale of additional minority stakes, for which a commitment, on the minimum basis of a valuation of 30 billion euros, had been announced on December 31, 2019. Eight banks have been authorized by the Vivendi group to assist it for that purpose. An initial public offering is planned for early 2023 at the latest.

The cash resulting from these various disposals could be used for a significant Vivendi share repurchase program and for acquisitions.

Acquisition of Editis

On January 31, 2019, Vivendi completed the acquisition of 100% of the share capital of Antinea 6, the holding company of Editis, the second-largest French publishing group. The purchase price was 829 million euros, including the repayment of the debt of the Editis group on that date. The French Competition Authority had authorized the transaction without conditions on January 2, 2019.

As of February 1, 2019, Vivendi has fully consolidated Editis. As of December 31, 2019, the provisional goodwill of Editis amounted to 827 million euros (compared to a provisional goodwill of 831 million euros as of June 30, 2019).

Acquisition of M7

On September 12, 2019, Groupe Canal+ finalized the acquisition of M7, one of Europe's largest independent pay-TV operators, operating in Benelux and Central Europe.

As of September 12, 2019, Groupe Canal+ has fully consolidated M7. The purchase price and its allocation will be finalized within twelve months of the date of acquisition, as required by accounting standards. As of December 31, 2019, the provisional goodwill of M7 amounted to 998 million euros. The final goodwill could differ significantly from that amount.

Sale of the residual interest in Ubisoft

On March 5, 2019, the Vivendi group sold the remainder of its stake in Ubisoft (5.87% of the share capital) for 429 million euros. The Vivendi group is no longer a Ubisoft shareholder and is still bound by an undertaking not to acquire Ubisoft shares for five years. In total, the sale of the Vivendi group's stake in Ubisoft represented 2 billion euros, representing a capital gain of 1.2 billion euros.

Disposal of port activities in France

In March 2019, the Group entered into exclusive negotiations with Maritime Kuhn group for the sale of port activities in France. The transaction was completed on October 31, 2019.

Disposal of Wifirst

On July 31, 2019, the shareholders of Wifirst (55% owned by the Group) and its subsidiaries Noodo and Wifirst UK had signed an agreement in the form of a put option in favor of Amundi Private Equity and Bpifrance Investissement. The sale price selected in this option was 172 million euros for 100% of the shares. The transaction was completed on October 11, 2019 and enabled the Bolloré Group to realize a capital gain of 81.1 million euros, net of disposal costs.

NOTE 2. GENERAL ACCOUNTING POLICIES

The Group's consolidated financial statements for 2019 were drawn up in accordance with the IFRS (International Financial Reporting Standards), as adopted by the European Union on December 31, 2019 (available at the following address: https://ec.europa.eu/info/business-economy-euro/company-reporting-and-auditing/company-reporting/financial-reporting_en).

The Group applies IFRS as adopted by the European Union.

These differ from the IASB's IFRS subject to mandatory application on the following points:

- according to the IASB but not yet adopted or to be applied after year end according to the European Union: see note 2.1 – Changes in standards.

2.1. Changes in standards

2.1.1. IFRS, IFRIC interpretations or amendments applied by the Group from January 1, 2019

Standards, amendments or interpretations	Dates of adoption by the European Union	Application date set by the European Union: fiscal years beginning on or after
Amendment to IAS 28 "Long-term interests in associated enterprises and joint ventures"	02/08/2019	01/01/2019
Improvements to IFRS – 2015-2017 cycle	03/14/2019	01/01/2019
Amendment to IAS 19 "Plan amendment, curtailment or settlement"	03/13/2019	01/01/2019
Amendment to IFRS 9 "Prepayment features with negative compensation"	03/22/2018	01/01/2019
IFRIC 23 "Uncertainty over income tax treatments"	10/23/2018	01/01/2019
IFRS 16 "Leases"	10/31/2017	01/01/2019

With the exception of IFRS 16, the impact of other standards and interpretations applicable as of January 1, 2019 on the Group's financial statements is not material.

IFRS 16 – Leases

The Group elected to apply IFRS 16 retrospectively as of January 1, 2019, without adjusting the comparative periods in the financial statements.

As the purchase and sale of access rights and rights to use intellectual property licenses are excluded from the scope of IFRS 16, and Groupe Canal+'s commercial contracts for the provision of satellite capacity are generally service contracts for which contractual fees are recognized as operating expenses for the period, the main point of attention for the Bolloré Group is the accounting of property leases and concession agreements for which the Group is a lessee. This results in the recording on the balance sheet of lease liabilities corresponding to discounted future lease payments and future royalty payments, as well as right-of-use assets relating to leases.

The amount of lease liabilities as of January 1, 2019, was determined using:

- an analysis of operating leases, the contractual obligations of which were presented as off-balance sheet commitments until December 31, 2018 (see note 5.10 – Lease commitments, in the notes to the consolidated financial statements for the year ended December 31, 2018);
- a review of the Group's concession contracts, the contractual obligations of which were presented as off-balance sheet commitments until December 31, 2018 (see note 6.4.3 – Commitments given under concessions, in the notes to the consolidated financial statements for the year ended December 31, 2018);
- the assessment of the lease term corresponding to the time for which the lease is non-cancelable, taking into account any extension option that the Bolloré Group is reasonably certain to exercise and any termination option that the Bolloré Group is reasonably certain not to exercise. The Bolloré Group has determined that the term of property leases in France is generally nine years;

- the estimated incremental borrowing rate of each lease as of January 1, 2019 takes into account the remaining lease terms at that date, as well as their duration, to reflect the payment profile of the leases.

The first-time application of IFRS 16 resulted in the recognition as of January 1, 2019 of a lease liability of 2,057.9 million euros and a right-of-use asset of 1,682.7 million euros, the difference being a negative impact of 250.7 million euros on equity net of deferred tax assets and liabilities. The difference between the lease liability and the lease-related right-of-use asset is attributable mainly to the choice made for certain material leases to measure the right-of-use asset by determining its carrying amount, as if IFRS 16 had been applied since the start date of the lease and then discounted using the incremental borrowing rate as of January 1, 2019.

The main impacts as of January 1, 2019, are described in note 5.11 – Leases, it being specified that:

- this measurement does not include the impact of the consolidation of Edfis as of February 1, 2019;
- for certain leases, the Group used the option offered by IFRS 16 to use knowledge acquired retrospectively at the changeover date;
- the Group has applied the simplification measure offered by IFRS 16 to exclude initial direct costs from the measurement of the asset for right of use at the date of first application;
- the Group has used the exemptions provided by the standard for leases with a residual term of twelve months or less and/or where the replacement value of the leased asset is low.

Lease liabilities are current or non-current operating liabilities excluded from the calculation of the Group's net financial debt. Amortization expense on leases is included in operating income. The accretion effect of lease liabilities (interest expense on rental liabilities) is included in other financial expense. The cash outflows relating to the principal of the lease liabilities, together with the interest expense on rental liabilities, are presented as net cash from financing activities in the cash flow statement.

In addition, IFRIC 23 – Uncertainty over income tax treatments, adopted by the EU on October 23, 2018, is mandatory from January 1, 2019. That interpretation clarifies the determination of taxable income (taxable profit or loss),

tax bases, unused tax losses, unused tax credits and tax rates, in the event of uncertainty about a particular tax treatment for income tax and the acceptability of such a treatment by the tax authorities.

2.1.2. Accounting standards or interpretations that the Group will apply in the future

The IASB has published standards and interpretations that have not yet been adopted by the European Union as of December 31, 2019; at this date, they have not been applied by the Group.

Standards, amendments or interpretations	Dates of publication by the IASB	Application dates pursuant to IASB: fiscal years beginning on or after
IFRS 17 "Insurance contracts"	05/18/2017	01/01/2021
Amendments to IFRS 3 "Definition of a business"	10/22/2018	01/01/2020

The IASB published standards and interpretations adopted by the European Union on December 31, 2019, for which the application date is after January 1, 2019. These new provisions were not applied in advance.

Standards, amendments or interpretations	Dates of adoption by the European Union	Application date pursuant to European Union: fiscal years beginning on or after
Updated references to the conceptual framework in IFRS	11/29/2019	01/01/2020
Amendments to IAS 1 and IAS 8 "Definition of significant term"	11/29/2019	01/01/2020

2.2. Arrangements for first-time application of IFRS

As a first-time adopter of IFRS, the Group has decided to use the following first-time application options allowed under IFRS 1:

- business combinations prior to the IFRS changeover date have not been restated;
- the cumulative amount of translation differences on the IFRS changeover date has been taken as nil;
- the cumulative amount, on the IFRS changeover date, of actuarial differences on employee benefits has been recorded in shareholders' equity;
- property, plant and equipment have been revalued.

2.3. Use of estimates

Where financial statements are drawn up under IFRS, estimates and assumptions are made concerning the valuation of certain amounts which appear in the financial statements. This applies to the following sections, among others:

- the valuations used in impairments tests;
- the estimates of fair values;
- revenue;
- the impairment of doubtful receivables;
- content assets included in other intangible assets and inventory;
- deferred taxes;
- the valuation of retirement provisions and pension commitments;
- lease liabilities and assets for rights of use relating to leases;
- compensation based on equity instruments;
- agreements to buy out minority interests and earn-out agreements.

The Group regularly reviews its valuations in the light of historical data, the economic climate and other factors. The amounts given in future Group financial statements could be affected as a result.

NOTE 3. COMPARABILITY OF FINANCIAL STATEMENTS

In the absence of significant changes in scope and aside from the impacts related to the application of new standards (see note 2.1.1 IFRS, IFRIC interpretations or amendments applied by the Group from January 1, 2019), the financial statements for the first half of 2019 are comparable with those of 2018.

NOTE 4. CONSOLIDATION SCOPE

Accounting policies

• Consolidation scope

Companies over which the Group exercises exclusive control are fully consolidated.

Generally, the control exercised by the Group is materialized by the holding of at least 50% of the share capital and voting rights of the companies involved. However, in some cases, and in accordance with the criteria addressed by IFRS 10, the Group may consider that it controls entities in which it holds less than 50% of the share capital and voting rights.

As of December 31, 2019, the Bolloré Group held 27.38% of Vivendi's share capital, excluding treasury shares and 29.63% of total gross voting rights. In view of the increase in its stake over the fiscal year (see note 1 – Significant events) and other facts and circumstances, the Group considers that its control over Vivendi, which began on April 25, 2017, is maintained.

Those companies on which the Group has a considerable influence are consolidated by the equity method.

Companies over which the Group has joint control by virtue of a contractual agreement with other shareholders are analyzed, whatever the percentage held, in order to define whether they are joint ventures or joint operations pursuant to the criteria defined by IFRS 11. Joint ventures are consolidated by the equity method, whereas joint operations are accounted for at the level of the control directly held over the partnership's assets and liabilities.

The Group principally holds stake in the form of joint ventures in partnerships of the transportation and logistics sector, mainly in the field of port terminal operations jointly with other players specializing in this field.

The Group did not identify any joint control in the form of joint operations as at December 31, 2019.

The Group assesses, on a case-by-case basis in respect of each stake all of the details enabling the type of control exercised by it to be characterized and reviews this assessment if there are changes affecting governance or if facts and circumstances indicate a change in control exercised by the Group. Potential voting rights held in consolidated entities are analyzed on a case-by-case basis. In accordance with IFRS 10 "Consolidated financial statements", only the potential voting rights conferring, either alone or by virtue of other facts and circumstances, substantial rights over the entity are taken into account for the assessment of control. The Group then analyzes whether these potential rights enable it to have immediate access to the variable returns on the investment and then takes account of the holding resulting there from when calculating percentage interests. This is the case, for example, if there are reciprocal purchase or sale options that can be exercised at a fixed price and on the same date.

Companies that are of no significance either individually or collectively in relation to the consolidated financial statements are excluded from the consolidation scope. Their materiality is assessed before the end of each fiscal year.

• Translation of non-French companies' financial statements

The financial statements of non-French companies whose operating currency is not the same as that in which the Group's consolidated financial statements are presented and which are not suffering hyperinflation have been translated according to the "closing date exchange rate" method. Their balance-sheet items are translated at the exchange rate prevailing at the close of the fiscal period, and profit and loss items at the average rate for the period. The resulting translation adjustments are recorded under translation adjustments in the consolidated reserves.

Goodwill relating to foreign companies is regarded as part of the assets and liabilities acquired and accordingly translated at the exchange rate prevailing on the closing date.

• Transactions in foreign currencies

Foreign currency transactions are initially recognized in the entity's functional currency at the exchange rate prevailing on the transaction date. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate for the entity's functional currency prevailing at the closing date. All differences are recorded in the net income for the period, with the exception of differences on borrowings in foreign currencies that are hedges of net investment in a foreign entity. Those are directly charged to other income and expense recognized directly in equity as long as the net investment is held.

• Business combinations

As from January 1, 2010, the Group has applied the provisions of revised IFRS 3 "Business combinations".

Combinations initiated after January 1, 2004 but before January 1, 2010 are entered in the accounts in accordance with the former version of IFRS 3.

Goodwill is equal to the difference between:

- the sum of:
 - the consideration transferred, i.e. the acquisition cost excluding acquisition fees and including the fair value of any earn-out payment,
 - the fair value on the date control is taken of non-controlling interests in the case of partial acquisition for which the full-goodwill option is chosen,
 - the fair value of the stake previously owned, if applicable;
- and the sum of:
 - the share of the fair value of identifiable assets and liabilities of the entity acquired on the date control is taken of controlling interests (including, if applicable, previously held interests),
 - the share relating to non-controlling interests if the full-goodwill option is retained.

On the acquisition date, the assets, liabilities and identifiable potential liabilities of the entity acquired are individually assessed at their fair value, whatever their intended purpose. The analyses and expert assessments required for the initial valuation of these items must be completed within twelve months of the acquisition date. An interim valuation is given if financial statements must be made up during this period.

Intangible assets are entered separately from goodwill if they can be separately identified, i.e. if they arise from a legal or contractual right or are separable from the activities of the entity acquired and are expected to yield a financial return in the future.

Acquisition fees are posted in the income statement, as is any change outside the period for appropriation of elements included in the calculation of goodwill.

If control is gained through successive acquisitions, the share previously owned is revalued at fair value on the date control was taken with a counterpart in the income statement.

The Group assesses, on a case-by-case basis with respect to each partial acquisition, whether to choose the full-goodwill option (goodwill including the share attributable to non-controlling interests).

The Group enters the effects of business combinations under "Other financial income (expenses)".

• Accounting for changes in consolidated ownership interests without loss of control

In accordance with IFRS 10, in the event of the acquisition or disposal of securities in an entity controlled by the Group not resulting in a change in control, the entity recognizes all differences between the adjustment of the value of non-controlling interests and the fair value of the consideration paid or received directly in shareholders' equity, Group share.

• Loss of control

In accordance with IFRS 10, the Group recognizes in the income statement, on the date of the loss of control, the difference between:

- the sum of:
 - the fair value of the consideration received,
 - the fair value of any interests retained;
- and the book value of these items.

The Group includes the effect of losses of control in "Other financial income (expenses)".

4.1. Changes in consolidation scope in 2019 and 2018

4.1.1. Changes in consolidation scope in 2019

First consolidation in the communications sector

Acquisitions made by the Vivendi group include Editis, a French group combining nearly 50 publishing houses acquired by Vivendi on January 31, 2019; the M7 group, one of the leading independent pay-TV operators in Europe, present in Benelux and Central Europe, acquired by Groupe Canal+ on September 12, 2019; and the acquisition by UMG of Ingrooves Music Group, an innovative distribution and musical marketing company that complements its relationships with independent music players globally, on March 15, 2019. In addition, Havas is pursuing its policy of targeted acquisitions and is continuing to strengthen its operations in certain areas of expertise or certain geographies. Acquisitions such as Clicksco, Baltic Media Holding and Buzzman completed the range of Havas' activities.

— Overall effect of acquisitions over the period

Provisional goodwill, including commitments to buy out minority interests relating to acquisitions made over the period, amounted to 2,069.5 million euros; it relates mainly to the Vivendi group, and essentially Editis and M7. Work on measuring the fair value of assets and liabilities will be finalized within the one-year period permitted under the standard.

4.1.2. Changes in consolidation scope in 2018

First consolidation in the communications sector

The acquisitions made by the Vivendi group in 2018 include Paylogic, a ticketing and related technology company acquired by Vivendi Village on April 16, 2018. In addition, Havas is pursuing its policy of targeted acquisitions and is continuing to strengthen its operations in certain areas of expertise or certain geographies. In 2018, Havas made two acquisitions: DAA (Deekeling Arndt Advisors), a public relations agency based in Germany, and M&C Consultancy, a London-based agency specializing in health. Over the year, Havas also acquired 51% of Republica, the leading independent multicultural marketing agency in the United States, and 88% of Étoile Rouge, a communications agency dedicated to luxury and lifestyle players in France.

— Overall effect of acquisitions over the period

Goodwill, including commitments to buy out minority interests relating to acquisitions made in 2018 amounted to 107.3 million euros and relates mainly to the Vivendi group.

4.2. Commitments given as part of share dealings

4.2.1. Commitments given

In connection with the sale or acquisition of businesses and financial assets, the Group has granted or received commitments to purchase and sell securities:

- Vivendi has undertaken to Ubisoft to sell all of its shares by the delivery date of March 7, 2019. Vivendi has also undertaken not to acquire Ubisoft shares for a period of five years;
- on October 26, 2019, Banijay Group Holding announced the signing of a definitive agreement to acquire 100% of the share capital of Endemol Shine. In this context, Vivendi has undertaken to participate in the financing of this acquisition for up to 100 million euros, without any significant change in its stake in the capital of Banijay Group Holding.

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As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
Firm commitments to purchase securities ⁽¹⁾⁽²⁾	80.2	22.2	0.0	58.0
Guarantees and other commitments given ⁽³⁾	216.0	0.0	0.0	216.0

(1) Only commitments not recognized in the financial statements.

(2) Relates to the put options given to shareholders in non-consolidated Havas group companies and the commitment to purchase Blue Solutions for 22.2 million euros in 2020. This commitment is dependent on the Blue Solutions share price at the time of the offer in 2020.

(3) Essentially related to contingent liabilities arising from commitments given in connection with sales of securities by Vivendi, including GVT and Activision Blizzard.

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Firm commitments to purchase securities ⁽¹⁾⁽²⁾	55.2	0.0	55.2	0.0
Guarantees and other commitments given ⁽³⁾	236.0	0.0	20.0	216.0

(1) Only commitments not recognized in the financial statements.

(2) Relates to the put options given to shareholders in non-consolidated Havas group companies and the commitment to purchase Blue Solutions for 22.2 million euros in 2020. This commitment is dependent on the Blue Solutions share price at the time of the offer in 2020.

(3) Essentially related to contingent liabilities arising from commitments given in connection with sales of securities by Vivendi, including GVT and Activision Blizzard.

4.2.2. Commitments received

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
In respect of securities transactions ⁽¹⁾	25.0	9.0	16.0	0.0

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
In respect of securities transactions ⁽¹⁾	30.0	0.0	30.0	0.0

(1) Corresponds primarily to commitments received by Vivendi.

NOTE 5. OPERATING DATA

5.1. Revenue

Accounting policies

Income from ordinary activities is recognized as revenue when the performance obligation promised in the contract is fulfilled for an amount that is highly unlikely to be revised down significantly. Revenue is presented net of discounts granted.

Contracts are analyzed in accordance with IFRS 15 "Revenue from contracts with customers".

The table below shows the specific characteristics of each sector associated with the entry of income from ordinary activities in the financial statements:

Transportation and logistics	Acting as agent	Where the entity is acting as an agent, revenue corresponds solely to the commission received, less income/expenses passed on to ship owners.
	Acting as principal	Where the entity is acting as principal, revenue corresponds to the total invoiced excluding customs duties.
Oil logistics	Distribution of petroleum products	Revenue includes specific taxes on oil products included in sale prices. Reciprocal invoices between colleagues are excluded from revenue.
Communications	Studies, advice and services in communications and media strategy	The fees collected in remuneration of advice and services rendered are recorded in revenue in the following manner: – ad hoc or project fees are recorded when the service has been performed; – fixed fees are most often recorded on a straight-line basis reflecting the expected duration of the service; and – fees calculated per time spent are recognized according to the work carried out.
	Purchase of advertising space and advertising revenues	Revenue is recognized upon dissemination or publication in the media.
	Recorded music	Income from physical sales, net of allowances for returns and of any discounts applicable, is recognized when shipped or delivered according to the terms of the contract. Income from digital sales is recognized on the basis of their estimate at the time of sale to the final customer from the data received from distributors, if the data are sufficiently reliable, or at the time of notification by the distribution platforms of the sale to the end-customer.
	Music publishing	Revenue is recognized upon receipt of royalty statements (based on third-party usage) and when collection is assured.
	Free and pay-TV	Subscription income is recognized over the period during which the service is provided, net of items provided free of charge. Advertising revenues are recognized as and when the advertisements are released. Revenue from related services is recognized at the time the service is performed. The income related to the rental of equipment is most often recognized straight-line over the duration of the contract (in application of IFRIC 4 "Determining whether an arrangement contains a lease").
	Films and television programs	Income from the distribution of films in cinemas is recognized at the time of projection. Income from the distribution and licensing of films on television programs, video or televised media are recognized at the start of the broadcast schedule. Video income: when products for retail sales are shipped and made available to the public.
	Video games	Mobile and consoles: at the time of downloading, at the fair value of the consideration received or receivable.

5.2. Information on operating segments

Accounting policies

Under the provisions of IFRS 8 "Operating segments", the operating segments used for segment disclosures are those used in internal Group reporting, as reviewed by Executive management (the Group's main operational decision maker), and reflect the Group's organization, which is based on business lines. The operating segments used are as follows:

- Transportation and logistics: includes services relating to the organization of sea and air transport networks and logistics;
- Oil logistics: refers to the distribution and warehousing of oil products in Europe;
- Communications: includes the sale of recorded music on physical media or digital form, exploitation of copyrights and services to artists; publishing and distribution of pay and free TV and production, the sale and distribution

of cinema films and TV series; design and edition of downloadable video games on mobiles and consoles; ticketing and venue services; communications consulting and advertising agencies;

- Electricity storage and systems: includes the production and sale of electric batteries and their applications: electric vehicles, terminals and specialized systems and plastic films, as well as telecommunications activities.

Other activities mainly concern holding companies.

The breakdown of segment information by geographic area is as follows:

- France, including overseas departments, regions and communities;
- Europe outside France;
- Africa;
- Asia-Pacific;
- Americas.

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Transactions between different segments are conducted under market conditions.

No single individual customer represents more than 10% of the Group's revenue.

The operating results for each segment are the main data used by Executive management to assess the performance of the various segments and allocate resources to them.

The accounting and valuation methods used in internal reporting are identical to those used to draw up the consolidated financial statements, with the exception of the allocation of trademark fees.

Revenue and investment are also regularly monitored by Executive management.

Information on depreciation, amortization and provision expense is provided to show the reader the main non-cash items of the segment's operating income but is not included in internal reporting.

5.2.1. Information by operating segment

In 2019 (in millions of euros)	Transportation and logistics	Oil logistics	Communications	Electricity storage and systems	Other activities	Inter- segment eliminations	Total consolidated
Sale of goods	32.6	2,559.1	7,937.0	240.2	16.7	0.0	10,785.7
Provision of services	5,851.4	45.8	7,942.5	81.1	15.8	0.0	13,936.6
Income from associated activities	55.0	45.3	11.4	8.1	1.3	0.0	121.1
External revenue	5,939.0	2,650.2	15,890.9	329.5	33.8	0.0	24,843.4
Inter-segment revenue	31.6	2.0	6.6	9.8	61.9	(111.8)	0.0
REVENUE	5,970.6	2,652.2	15,897.5	339.2	95.7	(111.8)	24,843.4
Net depreciation, amortization and provision expense	(285.7)	(20.6)	(1,141.4)	(301.2)	(62.3)	0.0	(1,811.2)
Operating income by segment⁽¹⁾	580.4	56.3	1,151.0	(434.1)	(94.4)	0.0	1,259.2
Tangible and intangible capital expenditure	312.6	15.1	1,230.3	102.6	6.6	0.0	1,667.3
<i>Of which IFRS 16 impact</i>	<i>54.8</i>	<i>0.1</i>	<i>265.3</i>	<i>5.6</i>	<i>0.0</i>	<i>0.0</i>	<i>325.7</i>

In 2018 Restated (in millions of euros)	Transportation and logistics	Oil logistics	Communications	Electricity storage and systems	Other activities	Inter- segment eliminations	Total consolidated
Sale of goods	18.6	2,618.5	6,081.3	243.9	18.9	0.0	8,981.2
Provision of services	5,920.0	44.6	7,835.6	102.7	15.6	0.0	13,918.5
Income from associated activities	68.5	36.1	7.0	11.6	1.5	0.0	124.7
External revenue	6,007.0	2,699.1	13,923.9	358.2	36.1	0.0	23,024.4
Inter-segment revenue	29.8	1.9	7.6	7.5	62.4	(109.2)	0.0
REVENUE	6,036.8	2,701.1	13,931.5	365.7	98.6	(109.2)	23,024.4
Net depreciation, amortization and provision expense	(208.0)	(22.7)	(893.7)	(289.3)	(12.7)	0.0	(1,426.5)
Operating income by segment⁽¹⁾	510.8	34.3	958.9	(159.5)	(43.3)	0.0	1,301.1
Tangible and intangible capital expenditure	285.4	32.2	617.8	88.7	7.9	0.0	1,032.0

(1) Before Bolloré trademark fees.

5.2.2. Information by geographic area

(in millions of euros)	France and overseas departments, regions and communities	Europe outside France	Africa	Americas	Asia/Pacific	TOTAL
In 2019						
Revenue	8,808.5	5,023.5	3,018.3	5,464.4	2,528.7	24,843.4
Other intangible assets	3,579.1	1,027.5	1,089.0	5,103.0	33.1	10,831.6
Property, plant and equipment	1,527.5	827.0	824.6	751.1	404.5	4,334.7
Tangible and intangible capital expenditure	674.5	375.3	134.8	253.6	229.1	1,667.3
As of January 1, 2019⁽¹⁾						
Revenue	8,397.1	4,466.7	2,968.4	4,844.2	2,348.1	23,024.4
Other intangible assets	3,541.7	457.6	1,148.9	5,110.6	33.1	10,291.8
Property, plant and equipment	3,974.9	(1,032.3)	857.3	285.9	206.3	4,292.1
Tangible and intangible capital expenditure	405.3	203.2	212.1	128.7	82.6	1,032.0

(1) After the impact of the first-time application of IFRS 16.

Revenue by geographical area shows the distribution of products according to the country in which they are sold.

5.3. Main changes at constant scope and exchange rates

The table below shows the impact of changes in consolidation scope and exchange rates on the key figures, with the 2018 data being applied to the 2019 consolidation scope and exchange rates.

Where reference has been made to data at constant scope and exchange rates, this means that the impact of changes in the exchange rate and changes in scope (acquisitions or disposals of shareholding in a company, change in percentage of integration or change in consolidation method) have been restated.

(in millions of euros)	2019	2018 Restated	Change in scope ⁽¹⁾	Currency fluctuations ⁽²⁾	At constant scope and exchange rates
Revenue	24,843.4	23,024.4	878.0	285.0	24,187.4
Operating income	1,259.2	1,301.1	47.8	23.8	1,372.7

(1) Changes in scope mainly concern the impact of the acquisition of Editis in the first half of 2019, as well as the impact of the acquisition of M7 by Groupe Canal+ in the second half of 2019.

(2) Exchange rate fluctuations on revenue and operating income relate mainly to change in the value of the euro against the US dollar.

5.4. Operating income

Accounting policies

• Other operating income and expenses

Other operating income and expenses mainly include gains and losses on the acquisition and disposal of non-current assets, net foreign exchange gains or losses on operating transactions, the impact of currency derivatives on commercial transactions, the research tax credit and the competitiveness and employment tax credit.

• Foreign currency transactions

Foreign currency transactions are translated into the entity's functional currency at the exchange rate prevailing on the transaction date. At year end, cash items denominated in foreign currency are translated into euros at the year-end exchange rate. The resulting foreign exchange gains and losses are recognized under "Foreign exchange gains and losses net of hedging" and presented under operating income in respect of commercial transactions. Gains and losses on foreign exchange derivatives used for hedging are entered under operating income in respect of commercial transactions.

(in millions of euros)	2019	2018
Revenue	24,843.4	23,024.4
Goods and services bought in:	(16,879.8)	(16,041.3)
– purchases and external charges	(16,709.1)	(15,574.6)
– lease payments and rental expenses ⁽¹⁾	(170.7)	(466.7)
Personnel costs	(4,889.6)	(4,554.4)
Depreciation, amortization and provisions ⁽²⁾	(1,811.2)	(1,426.5)
Other operating income ^(*)	98.6	488.0
Other operating expenses ^(*)	(125.5)	(211.6)
Share in net income of operating companies accounted for using the equity method ⁽³⁾	23.4	22.5
OPERATING INCOME	1,259.2	1,301.1

(1) In 2019, these are leases excluded from the scope of IFRS 16 as of December 31, 2019.

(2) Including, in 2019, 220.4 million euros relating to the impairment of IT2 technology batteries and other carsharing assets given the outlook for that activity.

(3) See note 7.2 – Investments in companies accounted for under the equity method.

(*) Details of other operating income and expenses

(in millions of euros)	2019			2018		
	Total	Operating income	Operating expenses	Total	Operating income	Operating expenses
Capital gains (losses) on the disposal of non-current assets	(15.8)	21.1	(36.9)	(9.9)	32.1	(42.0)
Currency translation gains and losses net of hedging	(1.3)	24.7	(26.0)	7.0	96.7	(89.7)
Research and competitiveness and employment tax credits ⁽¹⁾	(16.8)	(16.8)	0.0	47.3	47.3	0.0
Others	7.0	69.6	(62.6)	232.0	311.9	(79.9)
OTHER OPERATING INCOME AND EXPENSES	(26.9)	98.6	(125.5)	276.4	488.0	(211.6)

(1) Mainly concerns Bluecar in 2019 (see note 5.6 – Trade and other receivables).

5.5. Inventories and work in progress

Accounting policies

Inventories are entered at the lower of their cost and their net realizable value. "Cost" here includes direct costs of materials and any direct labor costs as well as other directly attributable expenses.

The net realizable value is the estimated selling price in the normal course of business, less the estimated cost of completing the goods and the estimated expense needed to make the sale (essentially selling expenses).

• Programs and broadcast rights of Groupe Canal+

When contracts are signed for the acquisition of broadcasting rights of films, television programs and sporting events, the acquired rights are shown as contractual commitments. They are then entered in the balance sheet, classified among the inventories and work in progress, on the following terms:

- the broadcasting rights of films and television programs are recognized at their acquisition cost when the program is available for its initial release and are expensed in the period in which they are broadcast;
- the rights to broadcast sporting events are recorded at their acquisition cost, at the start of the broadcast schedule of the sports season concerned or as soon as the first payment is received, and are recorded as expenses as and when they are broadcast;
- the consumption of broadcasting rights of films, television programs and sporting events is included in purchases and external charges bought in as a change in inventory.

(in millions of euros)	12/31/2019			12/31/2018		
	Gross value	Provisions	Net value	Gross value	Provisions	Net value
Raw materials, supplies, etc.	170.5	(56.6)	113.9	163.2	(60.6)	102.6
In-progress, intermediate and finished products	38.4	(6.1)	32.3	35.0	(8.8)	26.2
Other services in progress	0.9	(0.2)	0.7	1.1	(0.1)	1.0
Programs and broadcast rights	881.5	(49.6)	831.9	778.0	(32.4)	745.6
Goods	514.4	(134.7)	379.7	409.5	(110.9)	298.6
TOTAL	1,605.7	(247.2)	1,358.5	1,386.8	(212.8)	1,174.0

5.6. Trade and other receivables

Accounting policies

Trade and other receivables are current financial assets (see note 7.3 – Other financial assets) initially recorded at their fair value, which generally corresponds to their nominal value, unless the effect of discounting is significant.

At each year end, receivables are valued at amortized cost, after deducting any impairment losses due to collection risk.

The Group assesses the expected credit losses associated with its financial assets carried at amortized cost on a prospective basis. To assess the provision for expected credit losses on its original financial assets, the Group takes into account the probability of default at the date of initial recognition. Subsequently, provisions for expected credit losses on financial assets are remeasured based on change in the credit risk of the asset during each fiscal year.

To assess whether there has been a significant increase in credit risk, the Group compares the default risk on the asset at the closing date with the credit risk at the date of initial recognition, based on reasonable forward-looking information and events, credit ratings, where available, and

material or anticipated material adverse changes in the economic, financial or business environment that may result in a material change in the borrower's ability to meet its obligations. The notion of default and the full impairment policy are defined specifically within each operating entity.

Receivables sold to third parties through commercial factoring contracts are recorded under "trade receivables" if their associated risks and benefits essentially remain with the Group, financial debts and loans being increased accordingly.

The portion advances to right holders at UMG (musical artists, composers and co-publishers) due in less than one year are recognized in other operating receivables. They are maintained as assets if the current popularity and past performance of rights holders provide sufficient assurance as to the recovery of advances on the fees that will be due in the future. The advances are expensed once the fees to the right holders come due. The balances of advances are reviewed periodically and impaired if necessary because the future performances are considered as being no longer assured.

Advances of more than one year granted to rights holders are recognized in "Other non-current assets".

Fees to rights holders are expensed when the proceeds from the sales of music recordings, minus a reserve for estimated returns, are recognized.

(in millions of euros)	12/31/2019			01/01/2019 ⁽¹⁾		
	Gross value	Provisions	Net value	Gross value	Provisions	Net value
Trade accounts receivable	5,543.1	(313.7)	5,229.4	5,426.2	(303.4)	5,122.8
Operating tax and social security receivables ⁽²⁾	302.1	(1.0)	301.1	273.7	(0.5)	273.2
Other operating receivables ⁽³⁾	2,399.5	(200.9)	2,198.6	2,285.2	(126.3)	2,158.9
TOTAL	8,244.7	(515.6)	7,729.1	7,985.1	(430.2)	7,554.9

(1) After the impact of the first-time application of IFRS 16.

(2) Including 146.7 million euros in current research tax credits as of December 31, 2019 and 142.6 million euros as of December 31, 2018.

As of December 31, 2019, these receivables include research tax credit receivables on Bluecar for the years from 2012 to 2016 in the amount of 110.3 million euros following the revision accepted by the tax authorities. In 2018, they amounted to 143.5 million euros for that same period.

(3) Including 590.8 million euros for advances to artists and other music rights holders at Vivendi as of December 31, 2019.

5.6.1. Aged balance of past due receivables without provisions at the year end

December 31, 2019 (in millions of euros)	Total	Not past due	Past due	0 to 6 months	6 to 12 months	>12 months
Net trade receivables	5,229.4	3,893.7	1,335.7	1,128.3	129.5	77.9

As of January 1, 2019 ⁽¹⁾ (in millions of euros)	Total	Not past due	Past due	0 to 6 months	6 to 12 months	>12 months
Net trade receivables	5,122.8	3,773.9	1,348.9	1,143.7	111.3	93.9

(1) After the impact of the first-time application of IFRS 16.

The Bolloré Group believes that the collection risk of operating receivables is strongly reduced due to a fragmented customer portfolio, consisting as it does of many customers from a variety of places operating in very different businesses. Furthermore, the stability of this customer base is guaranteed by the fact that the biggest freight forwarding customers – consisting of shipping companies – are also suppliers of the Group for comparable amounts.

Similarly, Vivendi believes that there is no significant risk of non-collection of operating receivables for the activities of the Group. The high number of

individual customers, the diversity of customers and markets, as well as the geographical distribution of the activities of the Group (chiefly Universal Music Group, Groupe Canal+, Havas and Gameloft), help to minimize the risk to receivables of credit concentration.

Past due receivables without provisions were covered by credit insurance in the amount of 339.2 million euros as of December 31, 2019 and 318.6 million euros as of December 31, 2018.

5.6.2. Analysis of the change in provisions for trade accounts receivable

(in millions of euros)	At 12/31/2018	Allowances	Reversals	Change in scope	Currency fluctuations	Others movements	At 12/31/2019
Provisions for trade accounts receivable	(303.4)	(76.4)	86.9	(25.6)	0.5	4.3	(313.7)

5.7. Trade and other payables

(in millions of euros)	01/01/2019 ⁽¹⁾	Change in scope	Change net	Currency fluctuations	Others movements	At 12/31/2019
Due to suppliers	4,942.9	294.7	(233.2)	29.4	53.2	5,087.0
Fees to artists and other musical rights holders	2,050.9	28.0	141.4	46.8	(0.9)	2,266.2
Tax and social security contributions payables	395.6	42.0	(3.1)	3.4	486.4	924.3
Other operating payables ⁽²⁾	3,672.5	259.6	106.0	25.5	(39.7)	4,023.9
TOTAL	11,061.9	624.3	11.3	105.1	499.0	12,301.6

(1) After the impact of the first-time application of IFRS 16.

(2) Including debts on broadcasting rights for films, programs and sporting events in the amount of 650.4 million euro as of December 31, 2019 and 602.8 million euros as of December 31, 2018 and commitments to buy back securities in the amount of 409.9 million euros as of December 31, 2019 (including the firm commitment of 360 million euros under the Vivendi group's share repurchase program in progress as of December 31, 2019) and 15.5 million euros as of December 31, 2018.

5.8. Other assets and liabilities

Accounting policies

Other non-current assets mainly include the non-current portion of advances to rights holders at Universal Music Group and non-current research tax credit receivables and tax credits for competitiveness and employment. The current portion of advances to rights holders at Universal Music Group, research tax credit receivables and competitiveness and employment tax credit receivables is recognized in "Trade and other receivables".

Other non-current liabilities mainly include the earn-outs payable, the negative fair value of derivative instruments as well as the current commitments

to purchase minority interests. The share, at less than one year, of commitments to purchase minority interests is recognized under "Trade and other payables".

Commitments to purchase minority interests are initially recognized, and for any subsequent change in the fair value of the commitment, through shareholders' equity.

The fair value of the commitments is reviewed at each year end and the amount of the debt is adjusted accordingly.

The debt is discounted to present value in view of the time until the commitment matures.

5.8.1. Other non-current assets

(in millions of euros)	12/31/2019			12/31/2018		
	Gross value	Provisions	Net value	Gross value	Provisions	Net value
Research and competitiveness and employment tax credits	121.7	0.0	121.7	189.1	0.0	189.1
Advances to artists and other musical rights holders	690.0	0.0	690.0	453.0	0.0	453.0
Others	22.9	(4.3)	18.6	23.1	(2.9)	20.2
TOTAL	834.6	(4.3)	830.3	665.2	(2.9)	662.3

5.8.2. Other non-current liabilities

(in millions of euros)	At 01/01/2019 ⁽¹⁾	Change in consolidation scope	Change net	Change currency fluctuations	Others movements	At 12/31/2019
Commitments to purchase minority interests ⁽²⁾	99.6	17.9	0.0	2.1	(1.2)	118.4
Other non-current liabilities ⁽³⁾	2,010.3	3.9	288.9	34.0	(282.9)	2,054.2
TOTAL	2,109.9	21.8	288.9	36.1	(284.1)	2,172.6

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) Mainly at Vivendi.

(3) Including IFRS 16 liabilities in the amount of 1,823.4 million euros as of December 31, 2019.

5.9. Off-balance sheet commitments for operating activities

5.9.1. Commitments given

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Broadcasting rights of films and programs ⁽¹⁾	3,136.0	1,093.0	2,012.4	30.6
Broadcasting rights of sporting events ⁽²⁾	1,998.0	424.8	1,556.3	16.9
Employment contracts, creative talent and other ⁽³⁾	1,362.0	692.7	635.3	34.0
Satellite capacity	501.5	107.1	310.0	84.4
Customs bonds ⁽⁴⁾	525.2	368.6	50.6	106.0
Other bonds, endorsements, guarantees and del credere granted ⁽⁵⁾	201.4	111.5	45.7	44.2
Firm investment commitments and other purchase commitments	249.3	132.5	90.2	26.6
Other ⁽⁶⁾	620.0	275.0	316.0	29.0
COMMITMENTS GIVEN WITHIN THE FRAMEWORK OF OPERATING ACTIVITIES	8,593.4	3,205.2	5,016.5	371.7

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Broadcasting rights of films and programs ⁽¹⁾	2,630.0	1,134.0	1,494.0	2.0
Broadcasting rights of sporting events ⁽²⁾	1,735.0	942.0	782.0	11.0
Employment contracts, creative talent and other ⁽³⁾	1,172.0	542.0	590.0	40.0
Satellite capacity	471.0	77.0	259.0	135.0
Customs bonds ⁽⁴⁾	503.0	354.8	60.8	87.4
Other bonds, endorsements, guarantees and del credere granted ⁽⁵⁾	194.5	152.5	19.0	23.0
Firm investment commitments and other purchase commitments	87.6	29.8	44.4	13.4
Other ⁽⁶⁾	776.0	408.0	316.0	52.0
COMMITMENTS GIVEN WITHIN THE FRAMEWORK OF OPERATING ACTIVITIES	7,569.1	3,640.1	3,565.2	363.8

(1) Mainly consists of multi-year contracts for the broadcasting rights of film and television productions (largely in the form of exclusive contracts with the major American studios), for pre-purchases in the French cinema, for commitments (given and received) to produce and co-produce the films of Studiocanal and for the broadcasting rights of thematic channels in Canal and Plateforma Canal+ digital packages. These are recognized as content assets when the program is available for initial broadcast or as soon as the first significant payment has been received. As of December 31, 2019, provisions had been recognized on these commitments in the amount of 22 million euros (26 million euros as of December 31, 2018).

In addition, these amounts do not include commitments as to contracts for network broadcasting rights and non-exclusive network distribution for which Groupe Canal+ has not granted or obtained a guaranteed minimum. The variable amount of these commitments, which may not be reliably determined, is not recognized on the balance sheet and is not listed among commitments. It is recognized as an expense in the period in which the charge is incurred. Based on an estimate of the future number of subscribers at Groupe Canal+, commitments given would be increased by a net amount of 426 million euros as of December 31, 2019, compared with 407 million euros as of December 31, 2018. These amounts include the distribution agreement renewed on July 11, 2016 with beIN sports for four years.

In addition, on November 8, 2018, Groupe Canal+ announced the renewal of its May 7, 2015 agreement with all professional film organizations (ARP, Blic and BLOC), extending the long-standing partnership dating back more than thirty years between Canal+ and French cinema until December 31, 2022. Under the terms of this agreement, Canal+ is obliged to invest 12.5% of its revenues each year to finance European cinematographic works. In terms of TV and radio, Groupe Canal+, under agreements with producers' and authors' organizations in France, must spend 3.6% of its total net annual resources on French productions each year. Only films for which an agreement in principle has been given to producers are given a value in the off-balance sheet commitments; the total future estimate of the commitments under agreements with professional film-making organizations and producers' and authors' organizations is not known.

(2) Includes mainly the broadcasting rights of Groupe Canal+ for the following sporting events:

As of December 31, 2019:

- exclusive rights for the two premium Champions League packages for three seasons 2021/2022 to 2023/2024, won on November 29, 2019;
- English Premier League in France and Poland for two seasons (2020/2021 and 2021/2022), won on October 31, 2018;
- exclusive rights for the French Rugby Championship (Top 14) for three seasons from 2020/2021 to 2022/2023;
- exclusive rights for Formula 1, Formula 2 and GP3 for the 2020 season. On January 21, 2020, Groupe Canal+ announced the extension of this agreement for the exclusive broadcasting of the entire 2021 and 2022 seasons.

Groupe Canal+ and beIN Sports have also signed an exclusive distribution and sub-licensing agreement for France's Ligue 1 football championship. The exclusive agreement is valid for a renewable five-year period. As a reminder, as of December 31, 2018, Groupe Canal+ held the broadcasting rights covering the two premium packages for the 2019/2020 season packages (549 million euros).

At December 31, 2018:

- League 1 French Football Championship for the 2019/2020 season covering the two premium packages (549 million euros);
- exclusive rights for the British Premier League in France and Poland for three seasons from 2019/2020 to 2021/2022, won on October 31, 2018;
- exclusive rights for the French Rugby Championship (Top 14) for the four seasons from 2019/2020 to 2022/2023;
- exclusive rights for Formula 1, Formula 2 and GP3 for the 2019 and 2020 seasons.

These commitments will be recognized on the balance sheet at the start of the broadcast schedule of each season or as soon as the first significant payment has been made.

(3) Mainly concerns UMG, which, as part of its normal activities, undertakes to pay contractually set amounts to artists or other third parties in exchange for content or other products ("Employment contracts, creative talent and other"). As long as such content or products have not been delivered or the payment of the advance has not been made, the UMG's commitment is not recognized on the balance sheet and is listed among off-balance sheet commitments. While the artist or the other parties are also obliged to deliver content or another product to the company (usually as part of the exclusivity agreements), this consideration cannot be estimated reliably and hence does not figure in commitments received.

(4) Customs guarantees are granted to the customs authorities of certain countries in the normal course of business, primarily the transportation business, to enable deferred payment of the outstanding customs duties recognized in these financial statements.

(5) Mainly consists of completion guarantees granted by the Group in connection with its operations. Vivendi also grants guarantees under different forms to financial institutions or to third parties on behalf of their subsidiaries in connection with their operations.

(6) Other commitments given and received as part of current operations, primarily Vivendi.

5.9.2. Commitments received

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Broadcasting rights of films and programs	158.7	99.7	59.0	0.0
Broadcasting rights of sporting events	104.0	52.0	52.0	0.0
Employment contracts, creative talent and other	not quantifiable			
Satellite capacity	108.0	52.5	55.5	0.0
Other ⁽¹⁾	2,026.9	1,500.3	525.9	0.6
COMMITMENTS RECEIVED AS TO OPERATING ACTIVITIES	2,397.6	1,704.5	692.4	0.6

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Broadcasting rights of films and programs	188.0	91.0	97.0	0.0
Broadcasting rights of sporting events	6.5	2.5	4.0	0.0
Employment contracts, creative talent and other	not quantifiable			
Satellite capacity	124.0	65.0	59.0	0.0
Other ⁽¹⁾	1,043.8	614.1	409.4	20.3
COMMITMENTS RECEIVED AS TO OPERATING ACTIVITIES	1,362.3	772.6	569.4	20.3

(1) Includes guaranteed minimums receivable by the Group under the distribution agreements signed with third parties, including Internet service suppliers and suppliers of other digital platforms.
In addition, Groupe Canal+ has signed Canal distribution agreements with Free, Orange and Bouygues Telecom. The variable amounts of these commitments, which are based on the number of subscribers and may not be reliably determined, are not recognized on the balance sheet and are not listed among commitments. These are accounted as income or expense for the period during which they occur.

5.10. Lease commitments

5.10.1. Lease agreements – lessee

Schedule of minimum payments due

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Minimum payments ⁽¹⁾	NA	NA	NA	NA
Income from subleasing	NA	NA	NA	NA
TOTAL	NA	NA	NA	NA

NA: not applicable.

(1) The Group has applied the new standard IFRS 16 – Leases since January 1, 2019. In accordance with its provisions, the impact of the change was recognized in the opening balance sheet as of January 1, 2019.

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Minimum payments ⁽¹⁾	(1,919.5)	(348.5)	(850.7)	(720.3)
Income from subleasing	2.7	0.9	1.6	0.2
TOTAL	(1,916.8)	(347.6)	(849.1)	(720.1)

(1) Minimum payments refer to the rent to be paid over the term of the contract and leases.

5.10.2. Lease agreements – lessor

Schedule of minimum payments due under leases

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Minimum payments	46.8	21.8	24.7	0.3
Contingent rents for the period	0.2	0.2	0.0	0.0
TOTAL	47.0	22.0	24.7	0.3

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Minimum payments	32.2	16.6	15.5	0.1
Contingent rents for the period	0.1	0.1	0.0	0.0
TOTAL	32.3	16.7	15.5	0.1

5.11. Leases

The Group has applied IFRS 16 – Leases since January 1, 2019. In accordance with the provisions of the standard, the impact of the change has been recognized in the opening balance sheet as of January 1, 2019. The Group has also applied the change in the 2019 balance sheet, income statement and cash flow statement. For detailed information, see note 2.1 – Accounting policies.

ACCOUNTING POLICIES

From January 1, 2019, the recognition of property leases and concession contracts for which the Group is a lessee results, on the effective date of each lease, in the recording in the balance sheet of a lease liability corresponding to the present value of future rents, and right-of-use assets relating to leases. The assessment of the lease period and the estimate of the lessee's incremental borrowing rate are determined on the effective date of each lease. After initial recognition, the amount of the liability is:

- increased by the accretion effect (interest expenses on lease liabilities);

- reduced by the rent payments made;
 - remeasured in the event of modification of the lease.
- Lease-related right-of-use assets are recorded at cost on the effective date of the lease. The cost of the right-of-use asset includes:
- the amount of the associated lease liability;
 - initial direct costs (marginal costs of obtaining the lease);
 - payments made before the start of the lease after deduction of the incentives received;
 - decommissioning and restoration costs (recognized and assessed in accordance with IAS 37);
 - the depreciation period used is the lease term.

5.11.1. Lease-related right-of-use assets

As of December 31, 2019, the amount of lease-related right-of-use assets was 1,740.7 million euros (1,682.7 million euros as of January 1, 2019) after deduction of accumulated depreciation and impairment in the amount of 947.6 million euros as of December 31, 2019 (677.7 million euros as of January 1, 2019). These right-of-use assets concern real estate leases and concessions.

(in millions of euros)	12/31/2019			01/01/2019 ⁽¹⁾		
	Gross value	Depreciation, amortization and impairment	Net value	Gross value	Depreciation, amortization and impairment	Net value
Right-of-use assets on concessions	357.3	(139.2)	218.1	402.0	(170.7)	231.3
Right-of-use assets on PP&E	2,331.0	(808.4)	1,522.6	1,958.4	(507.0)	1,451.4
TOTAL	2,688.3	(947.6)	1,740.7	2,360.4	(677.7)	1,682.7

(1) Impact of the first-time application of IFRS 16 (see note 2.1 – Changes in standards).

Change in right-of-use assets

Net values (in millions of euros)	As of 01/01/2019 ⁽¹⁾	Gross acquisitions	Disposals NBV	Net allowances	Change in scope	Currency fluctuations	Others movements	At 12/31/2019
Right-of-use assets on concessions	231.3	4.8	0.0	(16.0)	0.0	(2.3)	0.3	218.1
Right-of-use assets on PP&E ⁽²⁾	1,451.4	321.0	(3.4)	(288.1)	9.3	24.9	7.5	1,522.6
NET VALUES	1,682.7	325.8	(3.4)	(304.1)	9.3	22.6	7.8	1,740.7

(1) Impact of the first-time application of IFRS 16 (see note 2.1 – Changes in standards).

(2) Including leases formerly classified as finance leases.

5.11.2. Lease liabilities

Reconciliation between off-balance sheet leases as of December 31, 2018 and rental liabilities as of January 1, 2019

(in millions of euros)	
Off-balance sheet leases as of December 31, 2018⁽¹⁾	2,706.6
Leases with a remaining term of less than 12 months (short-term leases)	(23.0)
Low-value leases	(11.1)
Variable rents (excluding indexed rents)	(42.3)
Reasonably certain extension or termination options	103.5
Others	(6.7)
Rents not discounted as of January 1, 2019	2,727.0
Discount effect	(676.8)
Residual value guarantee	0.0
Non-lease components	0.0
Operating lease liabilities as of January 1, 2019	2,050.2
Finance lease liabilities	7.7
TOTAL LEASE LIABILITIES AS OF JANUARY 1, 2019	2,057.9

(1) See notes 5.10 – Lease commitments and 6.4.3 – Commitments given under concessions in the notes to the consolidated financial statements for the year ended December 31, 2018.

Maturity of rental liabilities

The maturity of rental liabilities is based on assumptions made in conjunction with the first-time application of IFRS 16.

As of January 1, 2019, the weighted average incremental borrowing rate applied to lease liabilities was 4.58%.

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Liability related to concession agreements	390.4	12.6	106.5	271.2
Liability related to leases of PP&E	1,742.6	296.9	848.4	597.2
TOTAL RENTAL LIABILITIES	2,132.9	309.5	954.9	868.5

As of January 1, 2019⁽¹⁾ (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Liability related to concession agreements	399.0	20.8	85.0	293.2
Liability related to leases of PP&E	1,658.9	275.5	843.9	539.4
TOTAL RENTAL LIABILITIES	2,057.9	296.3	928.9	832.7

(1) Impact of the first-time application of IFRS 16 (see note 2.1 – Changes in standards).

5.11.3. Expense on lease liabilities

The expense recognized in respect of lease liabilities in the income statement was 405.2 million euros in 2019.

NOTE 6. PROPERTY, PLANT AND EQUIPMENT AND INTANGIBLE ASSETS AND CONCESSION CONTRACTS

6.1. Goodwill

Accounting policies

Goodwill on controlled companies is recorded in the consolidated balance sheet assets under "Goodwill". Goodwill is not amortized but subjected to an impairment test at least once a year and whenever there is an indication of impairment. When impairment is found, the difference between the asset's book value and its recoverable amount is recognized among operating expenses for the fiscal year. This goodwill impairment cannot be reversed. Negative goodwill (badwill) is charged directly to the income statement for the year of acquisition.

Intangible and tangible assets are tested for impairment under certain circumstances. In the case of non-current assets with indefinite lives (e.g. goodwill), a test is carried out at least once a year, as well as whenever there is an indication of impairment. For other non-current assets, a test is carried out only when there is an indication of impairment.

Assets tested for impairment are grouped in cash-generating units (CGUs), each corresponding to a homogeneous set of assets whose use generates an identifiable cash flow. When a CGU's recoverable amount is less than its net book value, an impairment is recognized and charged as an operating expense. The CGU's recoverable amount is the market value (less selling costs) or its value in use, whichever is higher. The value in use is the discounted value of the foreseeable cash flow from the use of an asset or a CGU. The discount rate is calculated for each cash-generating unit in accordance with its geographic area and the risk profile of its business.

6.1.1. Change in goodwill

(in millions of euros)	
As of December 31, 2018	14,438.6
Acquisitions of controlling interests ⁽¹⁾	2,069.5
Disposals	(7.0)
Impairment loss	0.0
Currency fluctuations ⁽²⁾	197.5
Others	30.2
AS OF DECEMBER 31, 2019	16,728.8

(1) Related to acquisitions of controlling interests within the Vivendi group (Editis) – See note 4 – Consolidation scope.

(2) Mainly includes translation differences for the US dollar vs. the euro for the Vivendi group (Universal Music Group).

6.1.2. Information by operating segment

(in millions of euros)	12/31/2019	12/31/2018
Communications	15,668.4	13,379.3
Transportation and logistics	918.3	913.0
Oil logistics	86.9	86.1
Electricity storage and systems	46.4	51.4
Other activities	8.8	8.8
TOTAL	16,728.8	14,438.6

6.1.3. Definition and reorganization of CGUs

As of December 31, 2019, the Bolloré Group had some 50 cash-generating units (CGUs) before the CGU reorganization. The division of operations into CGUs is based on the particular features of each of the Group's business lines. The principal CGUs or groups of CGUs are the following: Universal Music Group, Groupe Canal+ (excluding Studiocanal), Havas, Transportation and logistics in Africa, International logistics and Oil logistics (excluding concessions). These business activities are described in note 5.2 – Information on operating segments.

In light of the synergies existing among the CGUs listed above, the Group has reorganized them into the following three groups of CGUs:

- the Logistics Africa combination: includes the CGUs Transportation and logistics in Africa and Rail and port concessions in Africa;
- the Free Newspapers combination;
- the Telecoms combination.

The goodwill relating to Vivendi is tested on the basis of the CGU and CGU combinations as defined in the Vivendi financial statements in the same way as the assets identified as part of the purchase price allocation (PPA).

6.1.4. Recoverable amount based on value in use

The main assumptions used for the estimation of recoverable value are:

- the discount rate is determined by basing it on the weighted average cost of capital (WACC) of each CGU; it includes potential risks specific to each activity (business lines, markets and geographic areas); the rate selected was determined on the basis of information communicated by an outside consulting firm;
- cash flows are calculated on the basis of operating budgets, then extrapolated by applying a five-year growth rate reflecting the growth potential of the relevant markets and management's judgment based on past experience. After year five, the terminal value is based on the perpetuity value of the cash flows.

The cash flow projections on concession arrangements are based on the lives of the contracts.

These tests are carried out using an after-tax discount rate. The method adopted did not lead to a material difference with a calculation based on a pre-tax discount rate (test performed in accordance with IAS 36 BCZ 85).

No impairment losses were recognized following the testing either at December 31, 2019 or at December 31, 2018.

5 Analysis of operations and the financial statements

5. Contents consolidated financial statements

The following table summarizes the assumptions used for the most significant tests on goodwill:

2019 (in millions of euros)	Universal Music Group	Groupe Canal+	Havas	Transportation and logistics in Africa	International logistics
Net book value of goodwill	7,961.2	4,040.1	2,071.0	428.4	489.9
Impairment losses recognized in the fiscal year	0.0	0.0	0.0	0.0	0.0
Base used for recoverable value	NA⁽¹⁾	NA⁽²⁾	value in use	value in use	value in use
Parameters of cash flow model used:					
– Forecast growth rate from N+2 to N+5				3% to 4%	2% to 3%
– growth rate on terminal value	Transaction ⁽¹⁾	Peers ⁽²⁾	2%	2%	2%
– weighted average cost of share capital (WACC)	NA ⁽¹⁾	NA ⁽²⁾	7.37% to 8.00%	10.7%	8.1%
Sensitivity of tests to changes in the following criteria:					
– discount rate for which the recoverable amount = net book value	NA ⁽¹⁾	NA ⁽²⁾ (8.75% for Studiocanal)	12.0%	14.3%	15.6%
– perpetual growth rate for which the recoverable amount = net book value	NA ⁽¹⁾	NA ⁽²⁾ (–1.71% for Studiocanal)	–4.1%	–3.4%	–6.8%

(1) On December 31, 2019, Vivendi and a consortium of international financial investors led by Tencent signed an agreement providing for the sale of 10% of the share capital of UMG, based on an enterprise value of 30 billion euros for 100% of UMG's share capital. On that basis, Vivendi considers UMG's recoverable amount to be greater than its book value.

(2) Based on valuation multiples observed during recent acquisition transactions, Vivendi considers Groupe Canal+'s recoverable amount to be greater than its book value.

The cash flows of Transportation and logistics in Africa and International logistics are sensitive, above all, to fluctuations in commodity and oil prices and well as volatility in freight rates. However, these effects vary by country and are often offset by the network effect.

Nor does the Group analyze the sensitivity of its flows to these factors.

Nevertheless, for reference, a sensitivity assumption of –10% on cash flows of the terminal value was calculated. This change would result in an –7.3% and –6.9% reduction in the recoverable value of the Transportation and logistics in Africa and International logistics CGUs, respectively. No impairment loss needs to be recognized for those CGUs.

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2018 (in millions of euros)	Universal Music Group	Groupe Canal+	Havas	Transportation and logistics in Africa	International logistics
Net book value of goodwill	7,500.1	2,975.1	1,978.5	421.1	484.7
Impairment losses recognized in the fiscal year	0.0	0.0	0.0	0.0	0.0
Base used for recoverable value	NA⁽¹⁾	NA⁽²⁾	value in use	value in use	value in use
Parameters of cash flow model used:					
– forecast growth rate from N+2 to N+5				3% to 4%	2% to 3%
– growth rate on terminal value	NA ⁽¹⁾	NA ⁽²⁾	2%	2%	2%
– weighted average cost of share capital (WACC)	NA ⁽¹⁾	NA ⁽²⁾	7.90% to 8.10%	10.1%	7.5%
Sensitivity of tests to changes in the following criteria:					
– discount rate for which the recoverable amount = net book value	NA ⁽¹⁾	NA ⁽²⁾ (10.02% for Studiocanal)	11.6%	12.9%	13.4%
– perpetual growth rate for which the recoverable amount = net book value	NA ⁽¹⁾	NA ⁽²⁾ (–3.28% for Studiocanal)	–3.3%	–2.1%	–4.6%

(1) To boost the valuation of Universal Music Group, given favorable trends in the global music market and particularly the strong growth of subscription-based streaming services, in the course of 2018 Vivendi signaled plans to sell up to 50% of Universal Music Group's share capital to one or more strategic partners. The process could take eighteen months.

(2) Based on valuation multiples observed during recent acquisition transactions, Vivendi considers Groupe Canal+'s recoverable amount to be greater than its book value. Groupe Canal+ did not update its business plan at the end of 2018 in view of the uncertainties regarding the programming offer at the expiry of the Ligue 1 football rights in France in 2020.

6.2. Other intangible assets

Accounting policies

Other intangible assets mainly include trademarks and brand names, customer relationships, operating rights, content assets, computer software, WiMax licenses and assets arising from concessions resulting from the reclassification of infrastructures held under concessions in application of IFRIC 12 (see note 6.4 – Concession arrangements).

Vivendi's content assets include the music rights and catalogs of the UMG group, the costs of films and television programs produced or acquired for sale to third parties and the catalogs of Film and TV rights of Groupe Canal+. The music rights and catalogs at UMG include musical catalogs, contracts of artists and the music publishing assets acquired in business combinations. At Canal+, films and television programs consist of the portion of films or television programs produced or acquired with a view to be sold to third parties. Film and TV rights catalogs consist of second-run films acquired or transfers of films and television programs produced or acquired with a view to being sold to third parties after their first operating cycle (i.e. once first broadcast on a free broadband channel).

Once acquired, intangible assets appear in the balance sheet at their acquisition cost. Produced assets are appearing on the balance sheet at their production cost.

They are amortized on a straight-line basis over their useful life, with the exception of films and television programs as well as catalogs of film and TV rights, which are amortized using the estimated income method (i.e. the ratio of gross revenues collected during the period over total gross revenues estimated, from all sources, for each production). The Group believes that amortization by the estimated income method reflects the rate at which the entity expects to consume the future economic benefits from the assets and that there is a strong correlation between income and the consumption of economic benefits from intangible assets.

The useful lives of the main categories of intangible assets are as follows:

	Term of concession contract (see note 6.4 – Concession contracts)
WiMax concession and license operating rights	
Music rights and catalogs acquired	20 years
Software and IT licenses	1 to 5 years
Customer relationships acquired	7 to 19 years

In line with IAS 38 "Intangible assets", R&D expenditures are entered as expenses on the income statement of the fiscal year in which they were incurred, with the exception of development costs, which come under intangible assets if the conditions under which they will yield returns meet the following criteria:

- the project is clearly identified, and its attendant costs reliably identified and monitored;
 - the technical feasibility of the project has been shown;
 - the intention is to complete the project and use or sell all its products;
 - there is a potential market for the product developed under this project where its internal utility has been demonstrated;
 - the resources needed to complete the project are available.
- Development costs are amortized over the estimated lifetime of the projects concerned from the date on which the product becomes available. In the particular case of software, the lifetime is determined as follows:
- if the software is used in-house, over the probable useful life;
 - if the software is for external use, according to the prospects for sale, rental or any other form of marketing.

Capitalized software development costs are those incurred during the programming, coding and testing stages. Previously incurred expenditure (planning, design, product specification and architecture) is entered as an expense.

The development costs of games are capitalized when the technical feasibility and the intention of the management to complete the development of the game and to market it have been established and if the costs are regarded as recoverable. The uncertainty existing until the launch of the game generally does not make it possible to fulfill the capitalization criteria required by IAS 38. The development costs of games are therefore recognized as expenses when they are incurred.

Total research and development expenses recognized in the income statement for the 2019 fiscal year amounted to 169.9 million euros and related mainly to developments by the Vivendi group.

6.2.1. Composition

(in millions of euros)	12/31/2019			01/01/2019 ⁽¹⁾		
	Gross value	Depreciation, amortization and impairment	Net value	Gross value	Depreciation, amortization and impairment	Net value
Content assets ⁽²⁾	20,651.5	(14,931.6)	5,719.9	18,946.1	(13,485.0)	5,461.1
Trademarks, brand names ⁽³⁾	2,341.9	(75.7)	2,266.2	2,243.6	(47.3)	2,196.3
Client relationships	1,786.1	(538.9)	1,247.2	1,494.1	(426.9)	1,067.2
Intangible assets arising from concessions ⁽⁴⁾	910.7	(183.9)	726.8	917.7	(152.5)	765.2
Operating rights, patents, development costs	1,131.5	(813.6)	317.9	699.4	(422.5)	276.9
Right-of-use assets on intangible assets ⁽⁵⁾	357.3	(139.2)	218.1	402.0	(170.7)	231.3
Others	817.5	(481.9)	335.6	938.8	(645.0)	293.8
TOTAL	27,996.4	(17,164.8)	10,831.6	25,641.7	(15,349.9)	10,291.8

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) Correspond primarily to Vivendi content assets.

(3) Correspond notably to the brands identified on Groupe Canal+ and Havas.

(4) Classification, in accordance with IFRIC 12, of infrastructure reverting to the grantor at the end of the contract as intangible assets from concessions, for concessions recognized in accordance with this interpretation.

(5) See note 5.11 – Leases.

6.2.2. Change in intangible assets

Net values (in millions of euros)	As of 01/01/2019 ⁽¹⁾	Gross acquisitions	Disposals NBV	Net allowances	Changes in scope ⁽²⁾	Currency fluctuations	Others movements	At 12/31/2019
Content assets	5,461.1	545.1	0.0	(462.4)	62.0	116.4	(2.3)	5,719.9
Trademarks, brand names	2,196.3	0.2	0.0	(19.4)	82.1	3.6	3.4	2,266.2
Client relationships	1,067.2	0.0	0.0	(121.4)	292.9	0.6	7.9	1,247.2
Intangible assets arising from concessions	765.2	2.7	0.0	(33.9)	0.0	(8.0)	0.8	726.8
Operating rights, patents, development costs	276.9	34.1	(0.3)	(87.6)	23.0	(0.1)	71.9	317.9
Right-of-use assets on intangible assets ⁽³⁾	231.3	4.8	0.0	(16.0)	0.0	(2.3)	0.4	218.1
Others	293.8	139.4	(3.4)	(90.0)	59.3	0.5	(64.1)	335.6
NET VALUES	10,291.8	726.3	(3.7)	(830.7)	519.3	110.7	17.9	10,831.6

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) Essentially related to the takeover of the Editis group, and that of M7 by Groupe Canal+.

(3) See note 5.11 – Leases.

6.3. Property, plant and equipment

Accounting policies

Property, plant and equipment are entered at their acquisition or production cost, less cumulative depreciation and any recognized impairment. Impairment is generally determined using the straight-line method over the asset's useful life; the accelerated depreciation method may nevertheless be used if it appears more relevant to the conditions under which the equipment concerned is used. In the case of certain complex non-current assets with different components (buildings, for instance), each component is depreciated over its specific useful life.

The main useful lives of various categories of tangible assets are as follows:

Buildings and fittings	8 to 33 years
Plant, machinery and equipment	3 to 13 years
Set-top boxes	5 to 7 years
Other property, plant and equipment	3 to 15 years

Depreciable lives are periodically reviewed to check their relevance.

The start date for depreciation is that on which the asset came into service. In the case of an acquisition, the asset is depreciated over its residual useful lifetime which is determined as of the date of acquisition.

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6.3.1. Composition

(in millions of euros)	12/31/2019			01/01/2019 ⁽¹⁾		
	Gross value	Depreciation, amortization and impairment	Net value	Gross value	Depreciation, amortization and impairment	Net value
Land and fixtures and fittings	229.4	(13.3)	216.1	220.7	(11.4)	209.3
Buildings and fitting-out	2,022.7	(966.5)	1,056.2	1,733.7	(805.9)	927.8
Plant and equipment	3,637.8	(2,740.1)	897.7	3,386.9	(2,425.8)	961.1
Right-of-use assets on PP&E ⁽²⁾	2,331.0	(808.4)	1,522.6	1,958.4	(507.0)	1,451.4
Other ⁽³⁾	1,780.9	(1,138.7)	642.2	1,996.2	(1,253.6)	742.6
TOTAL	10,001.7	(5,667.0)	4,334.7	9,295.8	(5,003.7)	4,292.1

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) See note 5.11 – Leases.

(3) Including assets in progress.

6.3.2. Change in property, plant and equipment

Net values (in millions of euros)	As of 01/01/2019 ⁽¹⁾	Gross acquisitions	Disposals NBV	Net allowances	Change in scope	Currency fluctuations	Others movements	At 12/31/2019
Land and fixtures and fittings	209.3	1.9	(0.5)	(2.0)	2.7	0.5	4.2	216.1
Buildings and fitting-out	927.8	88.8	(4.4)	(103.3)	(3.3)	9.3	141.2	1,056.1
Plant and equipment	961.1	244.1	(19.9)	(387.0)	19.9	(0.9)	80.4	897.7
Right-of-use assets on PP&E ⁽²⁾	1,451.4	321.0	(3.4)	(288.1)	9.3	24.9	7.5	1,522.6
Other ⁽³⁾	742.6	285.1	(4.9)	(143.6)	13.7	7.4	(258.1)	642.2
NET VALUES	4,292.1	940.9	(33.1)	(924.0)	42.3	41.2	(24.8)	4,334.7

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) See note 5.11 – Leases

(3) Including assets in progress.

Capital expenditure is listed by operating sector in note 5.2 – Information on operating segments.

6.4. Concession contracts

Accounting policies

The Group operates a number of “concession” arrangements in various business sectors. This term comprises various types of contracts: public service concession, leasing, development and renewal “BOT” contracts, right to operate on public property.

In essence, the Group analyzes the characteristics of all new concession arrangements awarded to it in order to determine which standard the accounting treatment to be applied comes under, taking into account at the same time the contractual terms and conditions and also its experience in carrying out similar contracts.

The Group first analyzes new contracts in relation to the criteria of IFRIC 12. IFRIC 12 applies to public service concession arrangements which combine the following characteristics:

- the grantor controls or regulates the services supplied and, amongst other things, sets the scale of charges for the service. This criterion is assessed by the Group for each contract depending on the autonomy enjoyed, in order to ensure the financial stability of the concession;
- ownership of the infrastructures reverts to the grantor at the end of the contract.

For all of the concessions it operates, the Group is remunerated through the sale of services to users and not by the grantor. Concessions falling under IFRIC 12 are therefore recognized using the intangible asset model, comprising a right to receive compensation from users:

- the fair value of infrastructures created including, where applicable, the interim interest of the construction phase is entered under intangible assets (pursuant to IAS 38);
- it is amortized using the straight-line method over the period of the contract from the start of use.

Revenue from construction, maintenance and operating activities is recorded in accordance with IFRS 15 “Revenue from contracts with customers”.

Some rail and port concession arrangements obtained in Africa, as well as the Autolib’ concession, fall under IFRIC 12. The infrastructures reverting to the grantor at the end of the contract were classified as intangible assets arising from the concessions in accordance with that interpretation (see note 6.2 – Other intangible assets), as the grantee’s revenues are received directly from users in every concession arrangement.

If the contract does not fulfill the criteria of IFRIC 12, the Group applies IFRIC 4 “Determining whether an arrangement contains a lease” to identify any

specific assets that may meet the criteria for recognition under IFRS 16 “Leases”. The Group has not identified any specific assets in this regard.

If this rule does not apply, the Group recognizes the assets concerned according to IAS 16 “Property, plant, and equipment” and applies the “component” approach. Replaceable goods are depreciated over their useful life.

Operating revenues are recognized in revenue.

Obligations relating to the payment of fees are subject to analysis with regard to IFRS 16 to determine the right of use attached to them. The resulting asset is recorded, upon initial recognition, as an intangible asset in consideration for a lease liability. The initial value of the right-of-use asset is calculated by discounting future payments of fixed fees (as well as the variable portion based on indices, rates or minimums) as defined in the contract. As such, fees falling within the scope of IFRS 16 are restated to break them down annually between the portion attached to the right of use identified, as operational depreciation thereof, and the portion attached to discounted lease payments in financial expenses.

Variable fees, indexed to volumes, paid to the concession grantor, are recognized as operating expenses for the year in which they are assumed.

For all contracts:

- where fees are payable at the start of the contract, an intangible asset is recognized and amortized on a straight-line basis over the contract’s life;
- where the Group is contractually obliged to carry out work required to restore infrastructures to their original condition, but where the infrastructures are not recognized amongst its assets, the Group recognizes a provision in accordance with IAS 37 “Provisions, contingent liabilities and contingent assets”;
- the contractually agreed capital expenditure necessary for maintaining the good operating condition of the concession is recorded as off-balance sheet commitments (see note 6.4.3 – Commitments given under concessions);

Cash flow from investing activities connected with concession agreements are classified under assets arising from concessions when the contract falls within the scope of IFRIC 12 or under property, plant and equipment or intangible assets for other concessions.

Non-repayable investment grants are recognized under unearned income in “Other current liabilities” and recognized within operating income in accordance with the defined impairment period for the asset concerned, as per IAS 20.

6.4.1. Characteristics of concession arrangements

Port concessions

— Port concessions France

The Group sold the entities housing port concession contracts in France on October 31, 2019. See note 1 – Significant events.

— Port concessions

Recipient of the concession	Grantor of the concession	Duration of the contract	Infrastructures made available by the concession grantor	Contractual obligations to build infrastructure reverting to the grantor at the end of the contract	Other obligations of the recipient of the concession
Owendo Container Terminal (formerly STCG) ⁽²⁾	Gabon port office (OPRAG) (Gabon)	20 years starting in 2008 extended by rider for a duration of 27 years from 2017 (until 2044), renewable in 20 years	Land, quay surfaces and quays of the Owendo Port Terminal	NA	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Abidjan Terminal ⁽²⁾	Independent port of Abidjan (Republic of Côte d'Ivoire)	15 years from March 2004, renewed until 2029, extended by rider until 2039	Land, quay surfaces and quays of the Vridi Port Terminal, buildings, storage yard for refrigerated containers	NA	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Douala International Terminal ⁽³⁾	Independent port of Douala (Cameroon)	15 years from 2005	Land, quay surfaces and quays of the Douala Container Terminal, container yard, hangars and warehouses	NA	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Meridian Port Services ⁽¹⁾	Ghana port authorities	20 years from August 2004 Rider in 2016 for a new period of 35 years after a construction period of 4 years	Land, quay surfaces and quays of the Tema Port Terminal	Construction of new port infrastructure in the port of Tema (seawall, dredging, container terminal and shared area)	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Tin Can International Container Terminal Ltd	Nigeria port authorities	15 years from June 2006, extended by 5 years in December 2011	Land, quay surfaces and quays of the Tin Can Port Terminal, storage areas, offices and warehouses	NA	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Congo Terminal ⁽²⁾	Independent port of Pointe-Noire (Congo)	27 years from July 2009, extended by 3 years in October 2019	Pointe-Noire port terminal area, quay surfaces and quays	Reconstruction and extension of quays and construction of additional quay surfaces	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Togo Terminal ⁽²⁾	Independent port of Lomé (Togo)	35 years from 2010	Lomé container port terminal area, quay surfaces and quays	Construction of an additional quay and additional quay surfaces	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Lomé Multipurpose Terminal ⁽²⁾	Independent port of Lomé (Togo)	25 years from August 2003	Conventional Lomé port terminal area, quay surfaces and warehouses	NA	Contractual obligation for the upkeep of assets operated under concession No development or improvement work specified as being the responsibility of the recipient of the concession
Freetown Terminal ⁽²⁾	Sierra Leone Port Authority (Sierra Leone)	30 years from 2011	Quay surfaces and quays of the Freetown container terminal	Rehabilitation and development of existing quay surfaces and construction of a new quay and quay surfaces	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal

NA: non applicable.

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Recipient of the concession	Grantor of the concession	Duration of the contract	Infrastructures made available by the concession grantor	Contractual obligations to build infrastructure reverting to the grantor at the end of the contract	Other obligations of the recipient of the concession
Conakry Terminal ⁽²⁾	Independent port of Conakry (Guinea)	25 years from 2011	Quay surfaces and quays of the Conakry port terminal	Construction of an additional quay and additional quay surfaces	Contractual obligation for the upkeep of assets operated under concession and the improvement of facilities in order to ensure the operational performance of the terminal
Moroni Terminal ⁽²⁾	Comoros Government	10 years from December 2011	Moroni terminal port area	NA	The recipient of the concession is contractually responsible for maintenance. Investment in development and renewal is the responsibility of the recipient of the concession
Bénin Terminal ⁽²⁾	Benin Government and independent port of Cotonou (Benin)	25 years from October 2012	Land and quays of the Cotonou port terminal	Construction of quay surfaces	Contractual obligation for the upkeep of assets operated under concession, excluding walls. Development works to be borne by the recipient of the concession, to meet the terminals' operational performance targets
Dakar Terminal ⁽²⁾	Autonomous port of Dakar (Senegal)	25 years from March 2014	Dakar RoRo terminal	Renovation and modernization of existing infrastructure	The recipient of the concession is contractually responsible for maintenance. Investment in development and renewal is the responsibility of the recipient of the concession
Tuticorin (Dakshin Bharat Gateway Terminal Private Limited) ⁽¹⁾⁽²⁾	Chidambaranar Port Authorities (India)	30 years from August 2012	Tuticorin terminal	NA	The recipient of the concession is contractually responsible for maintenance. Investment in development and renewal is the responsibility of the recipient of the concession
Niger Terminal	Nigerien Government (Niger)	20 years from September 19, 2014	Inland container depot of Dosso and its branch in Niamey	Redevelopment of quay surfaces of the inland container depot	The recipient of the concession is contractually responsible for maintenance. Investment in development and renewal is the responsibility of the recipient of the concession
Kribi Containers Terminal ⁽¹⁾⁽²⁾	Independent port of Kribi	25 years from 2017	Existing quay of 350 meters temporarily made available to the grantee during the period of construction by the grantor of a second quay of 715 meters	NA	The recipient of the concession is contractually responsible for maintenance and upkeep. Investment in renewal is the responsibility of the recipient of the concession

NA: non applicable.

(1) Partnership accounted for by the equity method.

(2) Concessions accounted for in accordance with the provisions of IFRIC 12.

(3) This contract was not renewed and terminated on December 31, 2019.

These agreements provide for the payment to the grantor of a fixed annual fee, combined with a variable fee dependent on the performance of the terminal, with the exception of the Togo Terminal concession, which provides only for a variable fee. Variable fees indexed to the use of the structure are expensed under operating income the year in which they are due. In accordance with IFRS 16, fixed fees and variable fees based on indices or rates are restated to break them down into the portion attached to the right of use, in operational depreciation thereof, and the portion attached to the payment of discounted fixed fees (and indexed variable fees) in financial expenses.

These contracts may be terminated by common agreement with the grantor. They may be terminated by the grantor for reasons of general interest (with compensation) or as a result of major default by the recipient of the concession.

Rail concessions

— Rail concessions, Africa

Recipient of the concession	Grantor of the concession	Duration of the contract	Infrastructures made available by the concession grantor	Contractual obligations to build infrastructure reverting to the grantor at the end of the contract	Other obligations of the recipient of the concession
Camrail	Cameroon Government	30 years from 1999, renewed until 2034	Cameroon railway network: railway infrastructure required for operating	NA	The recipient of the concession is contractually responsible for maintenance
Sitarail	Burkina Faso and Republic of Côte d'Ivoire Governments	15 years from 1995, renewed until 2030	Railway network connecting Abidjan and Ouagadougou (Republic of Côte d'Ivoire/ Burkina Faso): railway infrastructure and dependencies of the public railway-owned land as well as the equipment necessary to operate it	NA	The recipient of the concession is contractually responsible for maintenance

NA: non applicable.

These contracts provide for the payment to the grantor of a fixed annual fee, together with, in some cases, a variable fee based on volumes. Variable fees indexed to the use of the structure are expensed under operating income the year in which they are due.

Contractual obligations to maintain and recondition assets operated under concession are recognized in provisions depending on the plans according to IAS 37 and described in note 10.1 – Provisions.

The Sitarail contract may be terminated by the recipient of the concession in the event of serious breach of contract by the grantor (with compensation) or in the event of *force majeure*, or at the request of the grantor through the buyback of the concession or in the event of serious breach of contract by the recipient of the concession.

An agreement was signed in July 2016 with the Republic of Côte d'Ivoire and Burkina Faso to extend the term of the revised concession by thirty years from its effective date in exchange for major renovation work. The provisions appended to the contract were finalized in July 2017 and were scheduled to become effective in 2018, once all of the conditions precedent had been met. These items were not finalized as of December 31, 2019.

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Other concessions

Recipient of the concession	Grantor of the concession	Duration of the contract	Infrastructures made available by the concession grantor	Contractual obligations to build infrastructure reverting to the grantor at the end of the contract	Other obligations of the recipient of the concession
Bolloré Telecom	French Government	20 years from 2006	Regional WiMax licenses	NA	Obligation for regional deployment of the service
SFDM	French Government	25 years from March 1995, extended by 2 years in 2019	Oil pipeline linking the port of Donges to Metz and depots	NA	Contractual obligation to maintain and upgrade premises operated under concession
Bluely	Lyon Urban Community	10 years from June 2013	Road sites	NA	Maintenance of areas made available and of installed equipment
Bluecub	Bordeaux Urban Community	10 years from end-July 2013	Road sites	NA	Maintenance of areas made available and of installed equipment
BluePointLondon	Transport for London	Unlimited	Road sites (and existing terminals)	NA	Obligation to ensure the upkeep and maintenance of the charging terminals
BlueIndy ⁽¹⁾	City of Indianapolis (Indiana, USA)	15 years from September 2015	Road sites	NA	Obligation to operate and maintain the car-sharing service
Bluetorino Srl	City of Turin	20 years from March 2016	Road sites	NA	Obligation to operate and maintain the car-sharing service
BlueSG Ltd	City of Singapore	10 years from December 2017	Road sites	NA	Obligation to operate and maintain the car-sharing service
BlueLA Carsharing LLC	City of Los Angeles	5 years from January 2017	Road sites	NA	Obligation to operate and maintain the car-sharing service

NA: non applicable.

(1) This contract was terminated at the end of 2019, with effect from May 2020.

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The concessions contain royalty payments to the grantor in exchange for the operating license granted. Royalties are recognized as operating expenses in the fiscal year in which they fall due.

With respect to SFDM, contractual obligations to maintain and recondition assets operated under concession are recognized in provisions depending on the multiannual plans according to IAS 37 and described in note 10.1 – Provisions. This contract includes a termination clause in the event of serious breach of contract by the recipient of the concession or *force majeure*.

6.4.2. Concessions signed at December 31, 2019 in respect of which operations have not yet started

Port concessions

Recipient of the concession	Grantor of the concession	Duration of the contract	Infrastructures made available by the concession grantor	Contractual obligations to build infrastructure reverting to the grantor at the end of the contract	Other obligations of the recipient of the concession
Côte d'Ivoire Terminal (TC2) ⁽¹⁾	Independent port of Abidjan (Republic of Côte d'Ivoire)	21 years from February 2017	Second container terminal in the port of Abidjan	Development of quays and quay surfaces	The recipient of the concession is contractually responsible for maintenance. Investment in development and renewal is the responsibility of the recipient of the concession.
TVB Port-au-Prince Terminal SA ⁽¹⁾	Haiti Port Authorities	25 years	Existing quay	Work to develop a quay and a quay surface for the container business	Contractual obligation for the upkeep
Timor Port SA	Government of the Democratic Republic of East Timor	30 years, renewable 10 years	Land of the port of Dili	Construction and development of a 630-meter quay and the creation of a quay surfaces	Contractual maintenance and repair obligation of the port facility throughout the operation phase

(1) Partnership accounted for by the equity method.

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Moreover, on December 19, 2019, the consortium formed by Bolloré Ports, Toyota Tsusho Corporation and Nippon Yusen Kabushiki Kaisha signed a concession agreement with the General Authority of the Suez Canal economic zone with a view to building, equipping and managing a RoRo terminal in Port Said, Egypt.

Rail concessions

Recipient of the concession	Grantor of the concession	Duration of the contract	Infrastructures made available by the concession grantor	Contractual obligations to build infrastructure reverting to the grantor at the end of the contract	Other obligations of the recipient of the concession
Benirail Exploitation ⁽¹⁾	Nigerien and Benin Governments	20 years from the commissioning of the line	NA	NA	Passenger transport public service obligation Contractual obligation to finance and maintain the rolling stock in good condition
Benirail Infrastructure ⁽¹⁾	Nigerien and Benin Governments	30 years from the commissioning of the line	Rail facilities	Design and construction of infrastructures, facilities and structures comprising the rail link between Cotonou and Niamey	Contractual obligation to maintain the line

NA: non applicable.

(1) The performance of the Benirail concession arrangements agreed in summer 2015 was put on hold following the decision of the Cotonou appeals court in November 2015 to overturn an earlier judgment in summary proceedings primarily brought against the State of Benin by the Petrolin group. The current proceedings are not challenging the validity of the contract signed by the Group but are delaying its implementation.

6.4.3. Commitments given under concessions

The commitments made by the Group under concession arrangements held by its subsidiaries are as follows:

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Concessions ⁽¹⁾	NA	NA	NA	NA
Future capital expenditure in respect of concessions ⁽²⁾	1,074.3	116.0	308.5	649.8
TOTAL	1,074.3	116.0	308.5	649.8

NA: non applicable.

(1) Following the application of IFRS 16, these commitments are now recognized through a discounted liability. See note 5.11.2 – Lease liabilities.

(2) Does not include the remaining capital expenditure commitments relating to the construction of the rail link between Cotonou and Niamey following the suspension of the performance of these concession contracts. Total expected capital expenditure is around 800 million euros.

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Concessions ⁽¹⁾	787.1	51.8	201.0	534.2
Future capital expenditure in respect of concessions ⁽²⁾⁽³⁾	1,256.6	108.0	507.1	641.5
TOTAL	2,043.7	159.8	708.1	1,175.7

(1) Only includes the fixed portion of fees.

(2) Does not include the remaining capital expenditure commitments relating to the construction of the rail link between Cotonou and Niamey following the suspension of the performance of these concession contracts. Total expected capital expenditure is around 800 million euros.

(3) Including the commitments related to the Sitarail concession, the conditions precedent of which had not been met at the date of the signing of the financial statements.

The Group's commitments relating to concession contacts held by entities under joint control or under significant influence of the Group and presented here according to the Group's percentage holding are as follows:

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Concessions ⁽¹⁾	NA	NA	NA	NA
Future capital expenditure in respect of concessions	337.6	166.6	69.1	101.8
TOTAL	337.6	166.6	69.1	101.7

NA: Non applicable

(1) Following the application of IFRS 16, these commitments are now recognized through a discounted liability. See note 5.11.2 – Lease liabilities.

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	1 to 5 years	More than 5 years
Concessions ⁽¹⁾	405.0	4.6	66.4	334.0
Future capital expenditure in respect of concessions	470.6	197.2	172.3	101.2
TOTAL	875.6	201.8	238.6	435.0

(1) Only includes the fixed portion of fees.

NOTE 7. FINANCIAL STRUCTURE AND FINANCIAL EXPENSE

7.1. Financial income

Accounting policies

Net financing expenses include interest charges on debt, interest received on cash deposits and any changes in value of derivatives.

Other financial income and expenses mainly include impairment of financial assets, losses and profits associated with acquisitions and disposals of securities, the effect of fair valuation when control is obtained or given up, net exchange gains concerning financial transactions, discounting effects, dividends received from non-consolidated companies, changes in financial provisions and any changes in value of derivatives relating to financial transactions.

• Foreign currency transactions

Foreign exchange gains and losses resulting from the translation of cash items denominated in foreign currencies are recognized under "Other financial income and expenses" in respect of financial transactions, with the exception of translation adjustments concerning the financing of net capital expenditure in certain foreign subsidiaries, which are recognized in shareholders' equity under "Translation adjustments" until the date of sale of the shareholding.

(in millions of euros)	2019	2018
Net financing expenses	(128.4)	(130.7)
– Interest expenses	(179.9)	(184.2)
– Income from financial receivables	50.9	51.0
– Other earnings	0.6	2.5
Other financial income(*)	535.7	2,781.4
Other financial expenses(*)	(390.6)	(2,511.0)
FINANCIAL INCOME	16.6	139.7

(*) Details of other financial income and expenses

(in millions of euros)	2019			2018		
	Total	Financial income	Financial expenses	Total	Financial income	Financial expenses
Income from securities and short-term investments	23.1	23.1	0.0	24.1	24.1	0.0
Capital gains (losses) on disposals of equity investments and marketable securities ⁽¹⁾	0.0	116.5	(116.5)	(39.8)	2,226.4	(2,266.2)
Effect of changes in consolidation scope ⁽²⁾	111.2	127.7	(16.5)	5.5	19.6	(14.1)
Changes in financial provisions	(16.4)	20.5	(36.9)	(21.1)	31.2	(52.3)
Fair value adjustment of financial assets ⁽³⁾	172.9	177.3	(4.4)	336.1	383.1	(47.0)
Interest expense in respect of lease liabilities ⁽⁴⁾	(92.1)	0.0	(92.1)	0.0	0.0	0.0
Other ⁽⁵⁾	(53.7)	70.5	(124.2)	(34.4)	97.0	(131.4)
OTHER FINANCIAL INCOME AND EXPENSES	145.1	535.7	(390.6)	270.4	2,781.4	(2,511.0)

- (1) Including, in the year ended December 31, 2019, the disposal of securities classified at fair value through equity, with no impact on profit or loss. Includes, as of December 31, 2018, the disposal of Ubisoft securities at fair value on disposal, with no impact.
- (2) Includes the effects of disposals with change in scope during the year, notably Wifirst. See note 1 – Significant events.
- (3) Including the revaluation of the interest in Spotify and Tencent to 139 million euros between January 1 and December 31, 2019 (compared with 312 million euros in 2018) and the impact of the change in fair value of Vivendi call options in the amount of 20.3 million euros, compared with –47.0 million euros in 2018.
- (4) Interest expense in respect of lease liabilities reflects the treatment of lease liabilities, applied for the first time in 2019. See notes 2.1 – Changes in standards and 5.11 – Leases.
- (5) Other financial income and expenses notably includes foreign exchange gains and losses net of hedging of financial items in the amount of –17.2 million euros.

7.2. Investments in equity affiliates

Accounting policies

Companies accounted for using the equity method include companies over which the Group has a significant influence and joint ventures. To clarify the financial information provided further to the implementation of IFRS 10 “Consolidated financial statements” and IFRS 11 “Joint arrangements”, the Group elected to recognize the shares of net income from operating companies accounted for using the equity method whose activities are linked to the Group’s operating activities in “Share in net income from operating companies accounted for using the equity method”. The shares of net income from the Group’s holding companies are presented in “Share in net income from non-operating companies accounted for using the equity method”.

Shareholdings in associate companies and joint ventures are recognized under IAS 28 revised as soon as a significant degree of influence or control has been acquired. Any difference between the cost of the shareholding and the acquired share in the fair value of the assets, liabilities and contingent liabilities of the company is entered under goodwill. Goodwill thus determined is included in the book value of the shareholding.

An impairment test is carried out as soon as an objective indication of impairment has been identified, such as a significant fall in the price of the shareholding, the anticipation of a significant fall in future cash flows or any information suggesting likely significant negative effects on the results of the entity.

The recoverable amount (in the case of shareholdings consolidated by the equity method) is then tested as described in the note on impairment of non-financial non-current assets (see note 6.1 – Goodwill).

The value in use of the shareholdings is calculated on the basis of an analysis of various criteria including the stock exchange value for listed securities, discounted future cash flows and comparable listed companies. These methods use the price targets set by financial analysts for listed securities. Impairment losses, if any, are recognized in profit and loss under “Share in net income from operating companies accounted for using the equity method” or “Share in net income from non-operating companies accounted for using the equity method”, according to their classification.

Should significant influence or joint-control be attained through successive share purchases, in the absence of a ruling on IAS 28 revised, the Group has chosen to adopt the cost method.

Following this method, the goodwill recognized equals the sum of the goodwill of each successive lot of shares acquired. The goodwill is calculated for each purchase, as the difference between the price paid and the portion of fair value of the net identifiable asset acquired. The cost of lots acquired before attaining significant influence or joint control is not remeasured at fair value when significant influence is attained.

The Group considers itself as involved in any losses realized by entities accounted for using the equity method even if the amount of the losses exceeds the initial investment. The share of losses realized during the fiscal year is recognized in liabilities under “Share in net income of companies accounted for using the equity method”, a provision is recognized under “Provisions for contingencies” for the share of losses exceeding the initial investment.

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(in millions of euros)

As of January 1, 2019⁽¹⁾	4,507.3
Change in the consolidation scope ⁽²⁾	(100.0)
Share in net income from operating companies accounted for using the equity method	23.4
Share in net income from non-operating companies accounted for using the equity method	98.0
Other movements ⁽³⁾	53.2
AS OF DECEMBER 31, 2019	4,581.9

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) Including –93.2 million euros related to the sale of Mediobanca shares in September 2019.

(3) Including –49.6 million euros in dividends, 49.3 million euros in OCI on Telecom Italia derivatives and 40.6 million euros in changes in fair value reserves.

Consolidated value of the main companies accounted for using the equity method

Information has been categorized by operating segment.

As of December 31, 2019 (in millions of euros)	Share in net income from operating companies accounted for using the equity method	Share in net income from non-operating companies accounted for using the equity method	Equity value
Entities under significant influence			
Entities accounted for using the equity method at Vivendi(*)	4.2	57.4	3,582.7
– <i>Telecom Italia</i>	66.5	3,140.0	
– <i>Others</i>	4.2	(9.1)	442.7
Mediobanca(**)		34.2	585.8
Socfin group		5.9	180.6
Others	3.0	0.6	32.1
Sub-total entities under significant influence	7.2	98.0	4,381.2
Joint ventures	16.2	0.0	200.7
TOTAL	23.4	98.0	4,581.9

As of 01/01/2019⁽¹⁾ (in millions of euros)	Share in net income from operating companies accounted for using the equity method	Share in net income from non-operating companies accounted for using the equity method	Equity value⁽¹⁾
Entities under significant influence			
Entities accounted for using the equity method at Vivendi(*)	6.4	122.2	3,478.0
– <i>Telecom Italia</i>	122.2	3,020.8	
– <i>Others</i>	6.4		457.2
Mediobanca(**)		37.8	627.1
Socfin group		11.6	178.9
Others	2.8	0.5	29.8
Sub-total entities under significant influence	9.2	172.1	4,313.8
Joint ventures	13.3	0.0	193.5
TOTAL	22.5	172.1	4,507.3

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(*) Entities accounted for using the equity method at Vivendi

Telecom Italia

As of December 31, 2019, unchanged from December 31, 2018, the Group held, through Vivendi, 3,640 million ordinary shares of Telecom Italia, representing 23.94% of the voting rights and 17.15% of the total capital of Telecom Italia, taking into account non-voting preferred shares.

As of December 31, 2019, the Group believes it still has the power to participate in Telecom Italia's financial and operating policy decisions, particularly in view of the 23.94% voting rights it holds, and therefore considers that it exercises significant influence on Telecom Italia.

Value of shareholding in Telecom Italia at December 31, 2019

As of December 31, 2019, the value of Telecom Italia shares accounted for using the equity method was 3,140 million euros after taking into account the share of net income for the period and changes in other comprehensive

income. At that date, the market value of the shareholding was 2,025 million euros, based on a stock market price of 0.556 euro per ordinary share.

For the record, the value of Telecom Italia securities in the Group's financial statements was measured at fair value on Vivendi's acquisition of control on April 26, 2017, in accordance with the standards in force. It is lower than the average purchase price of securities by Vivendi.

As of December 31, 2019, Vivendi ensured that there were no indicators suggesting that its stake in Telecom Italia was impaired in 2019. As is the case every year, testing was performed with the help of an independent expert, and the value was determined using standard valuation methods (value in use determined by discounting future cash flows and fair value determined using market data and prices, peer comparisons and comparison with the value ascribed to similar assets or companies in recent transactions). Vivendi's management concluded that there was no evidence of a loss of value of its shareholding compared with December 31, 2018.

As the carrying amount of Telecom Italia in the Group's financial statements is lower, no impairment was recorded as of December 31, 2019.

Financial information of Telecom Italia at 100% ownership used to prepare the Group's annual financial statements

The main aggregates of the consolidated financial statements as published by Telecom Italia are as follows:

(in millions of euros)	Nine-month financial statements as of September 30, 2019 9 months	Annual financial statements as of December 31, 2018 12 months
Non-current assets	60,675	56,890
Current assets	8,798	8,729
Total assets	69,473	65,619
Equity	22,544	21,747
Non-current liabilities	36,151	30,991
Current liabilities	10,778	12,881
Total liabilities	69,473	65,619
<i>of which net financial debt⁽¹⁾</i>	28,447	25,995
Revenue	13,423	18,940
EBITDA ⁽¹⁾	6,499	7,403
Net income, Group share	852	(1,411)
Comprehensive income, Group share	858	(1,784)

(1) Not strictly accounting measures, as published by Telecom Italia (Alternative Performance Measures).

Share in net income

Vivendi relies on the public financial information of Telecom Italia to account for its shareholding in Telecom Italia by the equity method. Given the respective dates of publication of the financial statements of Vivendi and Telecom Italia, Vivendi always recognizes its share in the net income of Telecom Italia with a lag of one quarter. Accordingly, in 2019, Vivendi earnings include its share in the net income of Telecom Italia for the fourth quarter of 2018 and the first nine months of fiscal year 2019 for a total amount of 67 million euros. These amounts are carried in the financial statements of the Bolloré Group.

(**) Mediobanca

Mediobanca is a listed company which publishes financial statements in compliance with the IFRS system.

At December 31, 2019, the Bolloré Group was the second largest shareholder in Mediobanca. La Financière du Pèguet, a Bolloré Group subsidiary, holds 6.73% of the total share capital of Mediobanca at December 31, 2019, representing 6.87% excluding treasury shares (7.86% and 8.01% respectively at December 31, 2018).

Since January 1, 2019, the Group has withdrawn from the shareholders' agreement representing more than 28% of Mediobanca's share capital. A new agreement bringing together shareholders owning approximately 12.61% of Mediobanca's share capital came into force on January 1, 2019. The Group is

not a participant. The new agreement is only advisory and the participants are individually free to manage their shares and their votes. The Group still has two representatives on the Mediobanca Board of Directors, who also take part in the bank's various supervisory committees. In view of the nature of the new agreement, the weight of the Group's shareholding in Mediobanca (second-largest shareholder) and the Group's representation in Mediobanca's governance bodies, the Group considers that it continued to have significant influence as of December 31, 2019.

The value in use of the shareholding in Mediobanca was recalculated as at December 31, 2019. It is determined on the basis of an analysis of various criteria including the market value for listed securities, discounted future cash flows and comparable listed companies. It is lower than the valuation based on the stock market price at that date. The recoverable amount used as of December 31, 2019 is therefore based on the stock market price as of December 31, 2019, i.e. 9.814 euros. The review of the recoverable amount nevertheless led to the recognition of additional impairment of 37.4 million euros as of December 31, 2019.

At December 31, 2019, the value of the equity-method investment was 585.8 million euros and the Group share of net income was 34.2 million euros, after reversing the impairment of the shareholding in the amount of 37.4 million euros. The market value of the shareholding is therefore identical, at 585.8 million euros.

Summary of key financial information – Mediobanca

(in millions of euros)	At 12/31/2019 ⁽¹⁾	At 12/31/2018
Net banking income	1,102	1,032
Net income, Group share	468	451
Total balance sheet	82,459	76,531
Shareholders' equity, Mediobanca group share	10,250	9,205

(1) Corresponding to the half-yearly publication, i.e. six months of activity, as the Mediobanca group closes its annual accounts in June. The Group nevertheless presents twelve months in the full-year financial statements.

The reconciliation of Mediobanca's summarized financial information with the book value of the Group's interest is established as follows:

(in millions of euros)	At 12/31/2019	At 12/31/2018
Shareholders' equity, Mediobanca group share	10,250	9,205
Homogenization restatement and PPA	363	233
Percentage held by the Bolloré Group	6.9%	8.0%
Share in net assets from Mediobanca group	730	756
Goodwill and adjustment of fair value of the shareholding	(144)	(129)
NET BOOK VALUE OF THE GROUP'S INTEREST	586	627

7.3. Other financial assets

Accounting policies

On initial recognition, financial assets are carried at fair value, which generally corresponds to the acquisition cost plus directly attributable transaction costs. Subsequently, financial assets are measured at fair value or amortized cost depending on the category to which they belong.

As of January 1, 2018, financial assets are classified as "financial assets at fair value through other comprehensive income", "financial assets at fair value through profit or loss" and "financial assets at amortized cost".

This classification depends on the entity's management model of financial assets and the contractual conditions for determining whether the cash flows are solely payments of principal and interest (SPPI). Financial assets that include an embedded derivative are considered as a whole to determine whether their cash flows are SPPIs.

Non-current financial assets include the portion due in over one year of financial assets recognized at fair value or at amortized cost.

Current financial assets include trade and other receivables, cash and cash equivalents and the portion due in less than one year of financial assets carried at fair value or amortized cost.

• Financial assets at fair value

These assets include assets measured at fair value through other comprehensive income, derivative financial instruments with a positive value and whose underlying is financial and other financial assets measured at fair value through profit or loss.

Most of these financial assets are actively traded on organized financial markets, their fair value being determined by reference to published market prices at the balance sheet date. For financial assets for which there is no quoted market price in an active market, the fair value is estimated. The fair value of unlisted securities is determined on the basis of the revalued net assets and, if applicable, for transparency, the value of any underlying assets. The Group ultimately measures financial assets at historical cost less any potential impairment losses when no reliable estimate of their fair value can be made by valuation techniques and in the absence of an active market.

Financial assets at fair value through other comprehensive income

Financial assets measured at fair value through other comprehensive income include:

- non-consolidated investments that are not held for trading purposes and for which the Group has made an irrevocable election to classify them at fair value through other non-recyclable items of comprehensive income. Unrealized gains and losses on financial assets measured at fair value through other non-recyclable items of comprehensive income are recorded in other income and expenses recognized directly in equity until the financial asset is sold, cashed in or otherwise removed from the balance

sheet, at which time the accumulated gain or loss, previously recorded in other expenses and income recognized directly in equity, is transferred to consolidation reserves and is not reclassified in profit or loss. Dividends and interest received from non-consolidated investments are recognized in the income statement;

- debt instruments whose contractual cash flows are solely payment of principal and interest on the outstanding principal and where the Group's management intention is to collect contractual cash flows and to sell the financial assets. Unrealized gains and losses on these financial assets measured at fair value through other comprehensive income are recognized in other income and expenses recognized directly in equity. Where the financial asset is sold, cashed in or otherwise removed from the balance sheet or where there is objective evidence that the financial asset has lost all or part of its value, the accumulated gain or loss, recorded until then in other expenses and income recognized directly in other comprehensive income is transferred to the income statement in other financial income and expense.

Assets at fair value through profit and loss

Other financial assets at fair value through profit or loss mainly include held-for-trading assets that the Group intends to resell in the near future (notably investment securities) and other financial assets not meeting the definition of other categories of financial assets, including derivative financial instruments. Unrealized gains and losses on these assets are recognized in other financial income and expense.

• Financial assets at amortized cost

Financial assets measured at amortized cost include debt instruments where the Group's management intention is to collect contractual cash flows that correspond solely to the payment of principal and interest on the outstanding principal. They include receivables from equity interests, current account advances to associated or non-consolidated entities, security deposits, other loans, receivables and obligations.

Short-term investments (term deposits, interest-bearing current accounts and medium-term negotiable notes) do not meet the criteria for classification as cash equivalents according to IAS 7; similarly, the money market funds not meeting the specifications of AMF position no. 2011-13 are classified as cash management financial assets in current financial assets.

At each year end, these assets are valued at amortized cost using the "effective interest rate" method.

An impairment is recognized if there is an objective indication of such a loss. The impairment corresponding to the difference between the net book value and the recoverable amount (discount of expected cash flows at the original effective interest rate) is charged to the income statement. This may be reversed if the recoverable value later rises.

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As of December 31, 2019 (in millions of euros)	Gross value	Provisions	Net value ⁽¹⁾	Including non-current	Including current
Financial assets at fair value through other comprehensive income			5,178.4	5,178.4	0.0
Financial assets at fair value through profit or loss			1,292.7	1,082.1	210.6
Financial assets at amortized cost	488.9	(184.5)	304.4	280.5	23.9
TOTAL			6,775.4	6,540.9	234.5

(1) Other financial assets by net value include investments in listed and unlisted companies in the amount of 6,221.7 million euros, derivative assets for 8.9 million euros, cash management assets for 204.1 million euros and loans and receivables for 304.3 million euros.

As of December 31, 2018 (in millions of euros)	Gross value	Provisions	Net value	Including non-current	Including current
Financial assets at fair value through other comprehensive income			5,273.1	5,273.1	0.0
Assets at fair value through profit and loss			1,477.3	847.2	630.1
Financial assets at amortized cost	975.3	(188.4)	786.9	336.4	450.5
TOTAL			7,537.3	6,456.8	1,080.5

(*) Breakdown of changes over the period

(in millions of euros)	At 12/31/2018 Net value	Change in consolidation scope	Acquisitions ⁽¹⁾	Disposals ⁽²⁾⁽³⁾	Change in fair value ⁽⁴⁾	Others movements	At 12/31/2019 Net value
Financial assets at fair value through other comprehensive income	5,273.1	2.3	37.3	(90.5)	(35.8)	(8.1)	5,178.3
Financial assets at fair value through profit or loss	1,477.3	0.0	111.1	(564.6)	188.4	80.5	1,292.7
Financial assets at amortized cost	786.9	8.4	73.2	(546.6)	(9.7)	(7.8)	304.4
TOTAL	7,537.3	10.7	221.6	(1,201.7)	142.9	64.6	6,775.4

(1) Of which 100 million euros relating to cash management financial assets (see note 7.5 – Financial debt).

(2) The disposal of financial assets at fair value through profit or loss mainly corresponds to the sale of cash management financial assets for –495.2 million euros and the transfer of Vivendi call options for –45.0 million euros.

(3) The change in financial assets at amortized cost mainly corresponds to the receivable on the sale of securities, in the amount of the forward sale of the Ubisoft securities in 2018, i.e. –428.7 million euros.

(4) The change in the fair value of financial assets through other comprehensive income mainly includes –41.1 million euros relating to the Group's controlling interests, –32.8 million euros in respect of the financial securities of Financière de l'Odé SE and –28.5 million euros relating to Mediaset. The change in the fair value of financial assets accounted for through profit or loss mainly relates to investments in Spotify and Tencent Music, as well as derivatives, including Vivendi call options.

Portfolio of listed and unlisted securities

Breakdown of main shares

(in millions of euros) Companies	At 12/31/2019		At 12/31/2018	
	Percentage ownership	Net value	Percentage ownership	Net value
Financière de l'Odé SE ⁽¹⁾	35.55	1,830.7	35.55	1,863.5
Mediaset ⁽²⁾	28.80	905.1	28.80	933.6
Other listed shares		1,101.7		865.9
Subtotal, listed securities		3,837.5		3,663.0
Sofibol	48.95	1,250.3	48.95	1,273.5
Financière V	49.69	650.1	49.69	662.0
Omnium Bolloré	49.84	328.3	49.84	334.3
Other unlisted securities		155.6		129.3
Subtotal, unlisted securities		2,384.2		2,399.1
TOTAL		6,221.7		6,062.1

(1) As of December 31, 2019, the consolidated shareholders' equity of Financière de l'Odé SE was 24,021.5 million euros and the consolidated net income 1,401.7 million euros.

(2) The partnership agreement concluded between Vivendi and Mediaset on April 8, 2016 is the subject of litigation. On April 9, 2018, in accordance with the undertakings made to AGCOM, Vivendi transferred the fraction of its voting rights in excess of 10% to an independent Italian trust company. See note 10.2 – Litigation in progress.

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Listed securities are valued at market price (see note 8.1 – Information on risk). Unlisted securities include mainly of the Group's shareholdings in Omnium Bolloré, Sofibol and Financière V, all intermediate holding companies controlled by the Group.

Sofibol, Financière V, Omnium Bolloré

The Bolloré Group directly and indirectly owns shares in Sofibol, Financière V and Omnium Bolloré, all intermediate holding companies controlled by the Group.

- Sofibol, controlled by Vincent Bolloré, is 51.05% owned by Financière V, 35.93% owned by Bolloré SE and 13.01% owned by Compagnie Saint-Gabriel, itself a 99.99% subsidiary of Bolloré SE.
- Financière V, controlled by Vincent Bolloré, is 50.31% owned by Omnium Bolloré, 22.81% owned by Compagnie du Cambodge, 10.50% owned by Financière Moncey, 10.25% owned by Bolloré SE, 4% owned by Société Industrielle et Financière de l'Artois, 1.68% owned by Compagnie des

Tramways de Rouen and 0.45% owned by Société des Chemins de Fer et Tramways du Var et du Gard.

- Omnium Bolloré, controlled by Vincent Bolloré, is 50.04% owned by Bolloré Participations, 27.92% owned by African Investment Company (controlled by Bolloré SE), 17.10% owned by Financière Moncey, 4.82% owned by Bolloré SE and 0.11% owned by Vincent Bolloré.

Despite its shareholding in Financière de l'Odé SE (35.55%), Sofibol (48.95%), Financière V (49.69%) and Omnium Bolloré (49.84%), the Bolloré Group does not exert significant influence over them, since the shares have no voting rights attached, due to the direct and indirect control these companies have over the Bolloré Group.

The valuation of these securities is based on the market price of the Financière de l'Odé SE securities and includes a discount reflecting the lesser liquidity of these securities, using a valuation model called the "Protective Put" (Chaffe model). This valuation led to the recognition of a 10.8% discount as at December 31, 2019.

All listed securities are classified in level 1 of the IFRS 13 fair value hierarchy. Unlisted securities valued at fair value are classified in level 2 or 3.

7.4. Cash and cash equivalents and net cash

Accounting policies

"Cash and cash equivalents" consists of cash in hand, bank balances and short-term deposits in the money market. Such deposits (three months or less) are readily convertible into a known amount of cash and are subject to a negligible risk of change in value.

(in millions of euros)	At 12/31/2019			At 12/31/2018		
	Gross value	Provisions	Net value	Gross value	Provisions	Net value
Cash	1,190.1	0.0	1,190.1	1,614.7	0.0	1,614.7
Cash equivalents	1,753.2	0.0	1,753.2	3,170.2	0.0	3,170.2
Cash management agreements – assets ⁽¹⁾	0.0	0.0	0.0	0.0	0.0	0.0
Cash and cash equivalents	2,943.3	0.0	2,943.3	4,784.9	0.0	4,784.9
Cash management agreements – liabilities ⁽¹⁾	(138.6)	0.0	(138.6)	(117.6)	0.0	(117.6)
Current bank facilities	(189.0)	0.0	(189.0)	(344.4)	0.0	(344.4)
NET CASH	2,615.7	0.0	2,615.7	4,323.0	0.0	4,323.0

(1) The cash management agreements affecting the consolidated balance sheet are those between companies which have shared ownership links but where one of them is not included within the Group's consolidation scope but within a wider scope.
The shared financial interests of these companies have led them to examine ways of enabling them to improve the terms under which they meet their cash requirements or use their surpluses so as to optimize cash flow.
These current transactions are cash transactions conducted under market conditions and are by nature backup credits.

Net cash includes Vivendi cash and cash equivalents in the amount of 2,129.5 million euros as of December 31, 2019 (including 1,601.7 million euros in interest-bearing term deposits and current accounts and 188.7 million euros in money market funds).

7.5. Financial debt

Accounting policies

The definition of the Group's net financial debt complies with recommendation no. 2013-03 of November 7, 2013, of the French Accounting Standards Authority (Autorité des normes comptables – ANC) relating to undertakings under the international accounting system, it being pointed out that:

- any derivative financial instruments based on a net debt item are included in net debt;
- certain specific financial assets applied to the repayment of debt are included in net debt;
- liabilities for buying back non-controlling interests and for earn-outs are excluded from net debt.

Loans and other similar financial debts are entered at amortized cost according to the effective interest rate method. Financial transaction liabilities are kept at fair value, with a counterpart in the income statement.

Bonds redeemable for stock purchase or sale warrants are compound financial liabilities with an "option component" (redeemable stock purchase

or sale warrants) which entitle the bearer of the warrants to convert them into equity and a "liability component" representing a financial liability due to the bearer of the bond. The "option component" is recognized in shareholders' equity separately from the "liability component". Deferred tax liabilities arising from the difference between the accounting basis of the "liability component" and the tax basis of the bond are debited to shareholders' equity. The "liability component" is measured at the issue date based on the fair value of a comparable liability not associated with an "option component". This fair value is determined from the future net cash flows present discounted at the market rate for a similar instrument without a conversion option. It is recognized at amortized cost using the effective interest rate method.

The book value of the "option component" equals the difference between the fair value of the bond loan as a whole and the fair value of the liability. This value is not remeasured subsequently to the initial recognition. Issuance costs, since they cannot be directly charged to the "liability" or equity component, are allocated proportionately based on their respective book values.

7.5.1. Net financial debt

(in millions of euros)	At 12/31/2019	Including current	Including non-current	As of 01/01/2019 ⁽¹⁾	Including current	Including non-current
Bond loans	6,405.9	430.9	5,975.1	5,214.9	932.6	4,282.4
Loans from credit institutions	5,092.0	1,796.9	3,295.1	4,498.5	600.9	3,897.6
Other borrowings and similar debts	361.3	346.4	14.8	540.0	506.0	34.0
Liability derivatives ⁽²⁾	8.5	0.0	8.5	4.8	0.0	4.8
GROSS FINANCIAL DEBT	11,867.7	2,574.2	9,293.5	10,258.3	2,039.5	8,218.9
Cash and cash equivalents ⁽³⁾	(2,943.3)	(2,943.3)	0.0	(4,784.9)	(4,784.9)	0.0
Cash management financial assets ⁽⁴⁾	(204.1)	(204.1)	0.0	(598.8)	(598.8)	0.0
Asset derivatives ⁽²⁾	0.0	0.0	0.0	0.0	0.0	0.0
NET FINANCIAL DEBT	8,720.3	(573.2)	9,293.5	4,874.6	(3,344.2)	8,218.9

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases), concerning the reclassification of finance leases already recognized in the balance sheet in accordance with IAS 17 in the amount of 7.7 million euros.

(2) See section "Net debt asset and liability derivatives" below.

(3) See 7.4 – Cash and cash equivalents and net cash.

(4) Cash management financial assets are short-term investments that do not satisfy the criteria of IAS 7, as well as money market funds that do not satisfy the specifications of AMF position no. 2011-13. As of December 31, 2019, they represented Vivendi's financial assets in a total amount of 204.1 million euros, mainly as term deposits.

Main characteristics of the items in net financial debt

— Liabilities at amortized cost

Bond loans

(in millions of euros)	12/31/2019	12/31/2018
Bonds issued by Bolloré ⁽¹⁾	962.3	1,162.4
Bonds issued by Havas ⁽²⁾	400.2	398.2
Bonds issued by Vivendi ⁽³⁾	5,043.4	3,654.3
BOND LOANS	6,405.9	5,214.9

(1) Issued by Bolloré:

On January 25, 2017, Bolloré issued a bond with a total nominal value of 500 million euros, due in 2022, with an annual coupon of 2.00%.

On July 29, 2015, Bolloré issued a bond with a total nominal value of 450 million euros, due in 2021, with an annual coupon of 2.875%.

On January 31, 2019, Bolloré redeemed a bond with a total nominal value of 30 million euros, subscribed on January 30, 2014, at a variable rate (Euribor +1.75%), as part of the European Efficiency Fund financing used to fund the Group's investments in car-sharing.

On October 25, 2019, Bolloré redeemed a bond with a total nominal value of 170 million euros, issued on October 23, 2012, with an annual coupon of 4.32%.

The accrued interest on these bond loan issues totaled 14.9 million euros at December 31, 2019.

(2) Issued by Havas:

On December 8, 2015, Havas SA issued a bond with a total nominal value of 400 million euros, due in 2020, with an annual coupon of 1.875%. The amortized cost of this debt on the balance sheet was 399.4 million euros at December 31, 2019.

The accrued interest on these bond issues totaled 0.8 million euros at December 31, 2019.

(3) Issued by Vivendi:

In June 2019, Vivendi issued a bond with a total par value of 2,100 million euros, consisting of three tranches of 700 million euros each, maturing in 2022, 2025 and 2028 respectively, with annual coupons of 0.000%, 0.625% and 1.125% respectively.

In December 2019, Vivendi redeemed a bond with a total nominal value of 700 million euros, issued in 2009, with an annual coupon of 4.875%.

In September 2017, Vivendi issued a bond with a total nominal value of 850 million euros, due in 2024, with an annual coupon of 0.875%.

In November 2016, Vivendi issued a bond with a total nominal value of 600 million euros, due in 2023, with an annual coupon of 1.125%.

In May 2016, Vivendi issued a bond with a total nominal value of 500 million euros, due in 2026, with an annual coupon of 1.875%.

In May 2016, Vivendi issued a bond with a total nominal value of 1,000 million euros, due in 2021, with an annual coupon of 0.75%.

The accrued interest on these bond issues totaled 16.6 million euros at December 31, 2019.

Loans from credit institutions

(in millions of euros)	12/31/2019	12/31/2018
Loans from credit institutions ⁽¹⁾	5,092.0	4,498.5

(1) Of which 400.0 million euros as of December 31, 2019, and December 31, 2018, under a variable rate credit agreement maturing in 2023. Interest rate hedges that swapped the original interest rate for a fixed rate that can be classified as hedges were set up for this loan.

Of which 162.8 million euros as of December 31, 2019, and 176.1 million euros as of December 31, 2018, under a factoring program.

Of which 492.5 million euros in short-term negotiable securities at Bolloré as of December 31, 2019 (291.7 million euros as of December 31, 2018), under a program capped at 900.0 million euros.

Of which 870.0 million euros in short-term negotiable securities at Vivendi as of December 31, 2019 (0 million euros as of December 31, 2018), under a program capped at 3,400.0 million euros.

Of which 2,633.7 million euros as of December 31, 2019, and 2,433.6 million euros as of December 31, 2018, in financing backed by Vivendi securities maturing in 2020, 2021, 2022 and 2024. As of December 31, 2019, 173,991,610 Vivendi shares were pledged. They may be the subject of margin calls in the event that the Vivendi share price falls but they do not include any hard triggers.

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Other borrowings and similar debts

(in millions of euros)	12/31/2019	01/01/2019 ⁽¹⁾
Other borrowings and similar debts ⁽²⁾	361.3	540.0

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases), concerning the reclassification of finance leases already recognized in the balance sheet in accordance with IAS 17 in the amount of 7.7 million euros.

(2) As of December 31, 2019, primarily including current bank facilities in the amount of 189.0 million euros (of which 17.5 million euros at Vivendi), compared with 344.4 million euros (of which 97.8 million euros at Vivendi) as of December 31, 2018, and treasury agreements with superior holding companies in the amount of 138.6 million euros, compared with 117.6 million euros as of December 31, 2018.

— Net debt asset and liability derivatives

(in millions of euros)	12/31/2019	12/31/2018
Non-current asset derivatives ⁽¹⁾	0.0	0.0
Current asset derivatives ⁽¹⁾	0.0	0.0
TOTAL ASSET DERIVATIVES	0.0	0.0
Non-current liability derivatives	8.5	4.8
TOTAL LIABILITY DERIVATIVES	8.5	4.8

(1) Included under "Other financial assets", see note 7.3.

Nature and fair value of financial derivatives in net debt

Nature of instrument	Risk hedged	Company	Maturity	Total notional amount (in thousands of currency)	Fair value of instruments as of December 31, 2019 (in millions of euros)	Fair value of instruments as of December 31, 2018 (in millions of euros)
Interest rate swaps ⁽¹⁾	Interest rate	Bolloré SE	2021/2023	€ 400,000	(6.0)	(3.5)
Interest rate swaps ⁽²⁾	Interest rate	DRPC ⁽³⁾	2028	€ 70,000	(2.4)	(1.3)

(1) Interest rate swap (variable rate/fixed rate) qualifying for hedge accounting, contracted in 2016.

(2) Interest rate swap (variable rate/fixed rate) qualifying for hedge accounting, contracted in 2018.

(3) Dépôt Rouen Petit-Couronne.

The income and expenditure posted in the income statement for the period for these financial liabilities are shown in note 7.1 – Financial income.

— Financial debt by currency (amounts before hedging)

As of December 31, 2019 (in millions of euros)	Total	Euros and CFA francs ⁽¹⁾	US dollars	Other currencies
Other bond loan issues	6,405.9	6,405.9	0.0	0.0
Total bond loan issues (a)	6,405.9	6,405.9	0.0	0.0
Loans from credit institutions (b)	5,092.0	4,905.5	114.4	72.1
Other borrowings and similar debts (c)	361.3	290.8	27.9	42.6
GROSS FINANCIAL DEBT EXCLUDING DERIVATIVES (a + b + c)	11,859.2	11,602.2	142.3	114.7

(1) Including 6,317 million euros for Vivendi.

After hedging, the redemption value of Vivendi's borrowings in euros amounted to 6,821 million euros, that in US dollars, to –574 million euros, and, in other currencies, to 145 million euros.

At January 1, 2019 ⁽¹⁾ (in millions of euros)	Total	Euros and CFA francs ⁽²⁾	US dollars	Other currencies
Other bond loan issues	5,214.9	5,214.9	0.0	0.0
Total bond loan issues (a)	5,214.9	5,214.9	0.0	0.0
Loans from credit institutions (b)	4,498.5	4,359.1	108.0	31.5
Other borrowings and similar debts (c)	540.0	387.9	30.7	121.4
GROSS FINANCIAL DEBT EXCLUDING DERIVATIVES (a + b + c)	10,253.5	9,961.9	138.7	152.9

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases), concerning the reclassification of finance leases already recognized in the balance sheet in accordance with IAS 17 in the amount of 7.7 million euros.

(2) Including 4,097 million euros for Vivendi.

After hedging, the redemption value of Vivendi's borrowings in euros amounted to 4,733 million euros, that in US dollars, to –685 million euros, and, in other currencies, to 182 million euros.

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— Financial debt by interest rate (amounts before hedging)

(in millions of euros)	At 12/31/2019			At 01/01/2019 ⁽¹⁾		
	Total	Fixed rate	Variable rate	Total	Fixed rate	Variable rate
Other bond loan issues	6,405.9	6,405.9	0.0	5,214.9	5,165.6	49.3
Total bond loan issues (a)	6,405.9	6,405.9	0.0	5,214.9	5,165.6	49.3
Loans from credit institutions (b)	5,092.0	249.6	4,842.4	4,498.5	174.7	4,323.8
Other borrowings and similar debts (c)	361.3	177.7	183.6	540.0	62.9	477.2
GROSS FINANCIAL DEBT EXCLUDING DERIVATIVES (A + B + C)	11,859.2	6,833.2	5,026.0	10,253.5	5,403.2	4,850.3

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases), concerning the reclassification of finance leases already recognized in the balance sheet in accordance with IAS 17 in the amount of 7.7 million euros.

As of December 31, 2019, the Group share of gross fixed-rate financial debt was 57.6%.

As of December 31, 2018, the Group share of gross fixed-rate financial debt was 52.7%.

7.5.2. Change in gross financial debt

(in millions of euros)	At 01/01/2019 ⁽¹⁾	New borrowings	Repayment of borrowings	Other cash changes ⁽²⁾	"Non-cash" changes		At 12/31/2019
					Change in consolidation scope	Other movements ⁽³⁾	
Other bond loan issues	5,214.9	2,100.0	(900.0)	0.0	0.0	(9.0)	6,405.9
Loans from credit institutions	4,498.5	1,433.7	(897.7)	0.0	5.5	52.0	5,092.0
Other borrowings and similar debts	540.0	1.0	(5.0)	(125.8)	(2.8)	(46.1)	361.3
Liability derivatives ⁽⁴⁾	4.8	0.0	0.0	0.0	0.0	3.7	8.5
GROSS FINANCIAL DEBT	10,258.3	3,534.7	(1,802.7)	(125.8)	2.7	0.6	11,867.7

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases), concerning the reclassification of finance leases already recognized in the balance sheet in accordance with IAS 17 in the amount of 7.7 million euros.

(2) Mainly involves the change in current bank facilities and cash agreement liabilities included in net cash (see note 7.4 – Cash and cash equivalents and net cash).

(3) Including change in exchange rates and change in accrued interest on borrowings.

(4) See "Net debt asset and liability derivatives".

7.5.3. Maturities of gross financial debt

The main assumptions made when drawing up this schedule of non-discounted disbursements relating to gross financial debt were as follows:

- confirmed credit lines: the expired position is the position on the 2019 closing date, the amount used at a subsequent date may be substantially different;
- the maturity assumed for bilateral credit lines is the term of the contract and not that of the draw; these draws are renewed at the Group's discretion in accordance with treasury arbitrage;
- sums in other currencies are translated at the year end;
- future interest at a variable rate is fixed on the basis of the rate at the year end, unless a better estimate is provided.

(in millions of euros)	At 12/31/2019	Under 3 months		From 3 to 6 months		From 6 to 12 months	
		Nominal	Interest	Nominal	Interest	Nominal	Interest
Other bond loan issues	6,405.9	0.0	18.4	0.0	18.4	430.9	36.6
Loans from credit institutions	5,092.0	29.1	10.2	158.8	9.7	1,609.0	18.9
Other borrowings and similar debts	361.3	0.0	2.3	0.0	2.3	346.4	4.6
Liability derivatives	8.5	0.0	0.0	0.0	0.0	0.0	0.0
GROSS FINANCIAL DEBT	11,867.7						

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(in millions of euros)	At 12/31/2019	Total due within 1 year		From 1 to 5 years		More than 5 years	
		Nominal	Interest	Nominal	Interest	Nominal	Interest
Other bond loan issues	6,405.9	430.9	73.4	4,086.3	153.7	1,888.7	31.0
Loans from credit institutions	5,092.0	1,796.9	38.8	3,233.1	74.4	62.0	0.0
Other borrowings and similar debts	361.3	346.4	9.2	14.7	0.8	0.2	0.0
Liability derivatives	8.5	0.0	0.0	8.5	0.0	0.0	0.0
GROSS FINANCIAL DEBT	11,867.7	2,574.2		7,342.6		1,950.9	

7.6. Off-balance sheet commitments for financing activities

7.6.1. Commitments given

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
Financial guarantees and bonds ⁽¹⁾	183.5	177.4	3.4	2.7
Pledges, mortgages, assets and collateral given to guarantee a loan ^(*)	2,672.4	186.7	2,485.8	0.0
Other commitments given	26.8	18.2	0.7	7.9

(1) Bonds and financial securities are issued by the Group's main holding companies to guarantee repayment of the credit facilities (drawn and not drawn) of their subsidiaries arranged with credit institutions. The issued part of the corresponding liabilities is recognized in these financial statements.

(*) Details of the main pledges, collateral security and mortgages

Borrower	Nominal amount originally guaranteed (in millions of euros)	Maturity	Asset pledged
Camrail	36.7	07/01/2020	Rolling stock
Bolloré Logistics Canada	5.8	03/31/2022	Building
Compagnie de Cornouaille et Financière de Larmor	2,630.0	Between 2020 and 2024	Vivendi securities ⁽¹⁾ (174 million securities)
Financière du Perguet	–	Between January 15 and January 29, 2021	Mediobanca securities ⁽¹⁾ (10 million securities)

(1) These transactions can be unwound at the discretion of the Group, which retains ownership of the shares, dividends and their associated voting rights throughout the transactions.

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
Financial guarantees and bonds ⁽¹⁾	182.3	136.0	41.0	5.3
Pledges, mortgages, assets and collateral given to guarantee a loan ^(*)	2,472.7	0.0	2,472.7	0.0
Other commitments given	29.8	21.2	8.1	0.5

(1) Bonds and financial securities are issued by the Group's main holding companies to guarantee repayment of the credit facilities (drawn and not drawn) of their subsidiaries arranged with credit institutions. The issued part of the corresponding liabilities is recognized in these financial statements.

(*) Details of the main pledges, collateral security and mortgages

Borrower	Nominal amount originally guaranteed (in millions of euros)	Maturity	Asset pledged
Camrail	36.7	07/01/2020	Rolling stock
Bolloré Logistics Canada	6.1	03/31/2022	Building
Compagnie de Cornouaille et Financière de Larmor	2,430.0	Between 2020 and 2024	Vivendi securities ⁽¹⁾

(1) Pledge of Vivendi securities in 2015, 2016 and 2018.

Compagnie de Cornouaille and Financière de Larmor set up several financing arrangements backed by Vivendi securities in 2015, 2016 and 2018. 159.3 million Vivendi securities were pledged at December 31, 2018. These transactions can be unwound at any time at the discretion of the Group, which retains ownership of the shares, dividends and their associated voting rights throughout the transactions.

7.6.2. Commitments received

As of December 31, 2019 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
For financing	20.2	1.3	0.0	18.9

As of December 31, 2018 (in millions of euros)	Total	Less than 1 year	From 1 to 5 years	More than 5 years
For financing	20.6	1.5	0.1	18.9

NOTE 8. INFORMATION RELATING TO MARKET RISK AND THE FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

8.1. Information on risk

This note is to be read in addition to the information provided in the Board's report on corporate governance included in the notes to the universal registration document.

The Group identifies three categories of risk:

- main risks concerning the Group: risks that may impact the Group as a whole;
- risks specific to activities: risks that could impact a given business line or geographic area without threatening the financial structure of the Group as a whole;
- legal risks.

Activity-specific risks are detailed in chapter 4 – Risk factors of the registration document.

Specific legal risks are detailed in chapter 4 – Risk factors of the registration document.

Main risks concerning the Group

Risk associated with listed shares

The Bolloré Group, which holds a securities portfolio valued at 6,221.7 million euros at December 31, 2019, is exposed to price fluctuations on stock market prices.

The Group's equity investments in non-consolidated companies are measured at fair value at year end in accordance with IFRS 9 "Financial instruments" and are classified as financial assets (see note 7.3 – Other financial assets).

As far as shares in listed companies are concerned, this fair value is the closing stock market value.

As of December 31, 2019, revaluations of equity investments in the consolidated balance sheet determined on the basis of stock market prices amounted to 3,301.7 million euros before tax.

As of December 31, 2019, a 1% variation in stock market prices would have an impact of 57.5 million euros on equity investments, of which 7.2 million euros impacting profit or loss, and 50.3 million impacting equity, including 22.1 million euros for revaluations of the Group's investments in Omnium Bolloré, Financière V and Sofibol.

These unlisted securities, either directly or indirectly owned by Omnium Bolloré, Financière V and Sofibol, whose value is dependent on the valuation of Financière de l'Odé SE securities, are also impacted by fluctuations in market prices (see note 7.3 – Other financial assets). As of December 31, 2019, the revalued amount of these securities was 2,228.6 million euros, on a gross value of 183.9 million euros. The shares of these unlisted companies are not very liquid.

Liquidity risk

The Group's liquidity risk stems from obligations to repay its debt and from the need for future financing in connection with the development of its various lines of business. To deal with liquidity risk, the Group's strategy has been to maintain a level of unused credit lines that will allow it to deal at any point with cash requirements. As of December 31, 2019, the amount of confirmed and unused credit lines was 6,034 million euros (of which 3,400 million euros for Vivendi). Additionally, the Group strives to diversify its sources of financing by using the bond market, the banking market and such organizations as the European Investment Bank.

For the Bolloré Group's main syndicated bank financing facilities as of December 31, 2019:

- Bolloré SE has a revolving credit line of 1,300 million euros, undrawn as of December 31, 2019, maturing in 2024, and a drawn credit of 400 million euros maturing in 2023. They are subject to a gearing covenant that caps the net debt to equity ratio at 1.75;
- Vivendi SA has a credit line of 2,200 million euros, maturing on January 16, 2025, undrawn as of December 31, 2019. This credit line is not subject to compliance with financial ratios.

The bonds issued by Bolloré in 2015 (450 million euros due in 2021) and 2017 (500 million euros due in 2022) are subject to the usual clauses in the event of default, restrictions in terms of collateral and changes in control but not to any early redemption clause in the event of a failure to satisfy a financial ratio.

Bonds issued by Vivendi are subject to the usual default, negative pledge and *pari passu* clauses. Moreover, the bonds issued by Vivendi contain an early redemption clause in the event of a change in control (this clause excludes the change in control in favor of the Bolloré Group for the bonds issued in May and November 2016) which would apply if, following any such event, Vivendi SA's long-term rating were to drop below investment grade (Baa3/BBB-).

As of February 10, 2020, when the Vivendi Management Board met to approve the financial statements for the fiscal year ended December 31, 2019, Vivendi's ratings were as follows:

Rating agency	Type of debt	Ratings	Outlook
Standard & Poor's	Senior unsecured debt	BBB	Stable
Moody's	Senior unsecured long-term debt	Baa2	Stable

Some other lines may have early repayment covenants connected with respect of financial ratios, generally involving gearing ratios (net debt to shareholders' equity) and/or debt service coverage. All of these bank covenants and financial ratios were met as of December 31, 2019, and as of December 31, 2018.

The portion due in less than one year of loans used as of December 31, 2019 includes 492 million euros of short-term negotiable securities at Bolloré SE and 870 million euros at Vivendi out of a program of up to 4,700 million euros (of which 3,800 million euros for Vivendi) and 163 million euros of receivables.

All bank lines of credit, both drawn and undrawn, are repayable as follows:

2020	5%
2021	16%
2022	15%
2023	13%
2024	39%
2025	4%
Beyond 2025	8%

Interest rate risk

Because of its financial debt, the Group is exposed to changes over time in interest rates in the eurozone, primarily on the portion of debt which is at variable rates, as well as to changes in the lending margins of credit institutions. To deal with this risk, Executive management may decide to set up interest rate hedges. Firm hedging (rate swap, FRA) may be used to manage the interest rate risk on the Group's debt.

Note 7.5 – Financial debt describes the various derivative instruments for hedging the Group's interest rate risk.

At December 31, 2019, after hedging, fixed-rate gross financial debt made up 55% of total debt.

If interest rates were to rise uniformly by 1%, the cost of gross debt would increase by 53.8 million euros after hedging on interest-bearing gross debt. After hedging, debt at fixed rates amounts to 75% of total net debt; if interest rates were to rise uniformly by 1%, the cost of net debt would increase by 21.6 million euros after hedging of net interest-bearing debt.

Investment and counterparty risk

Surplus cash is invested in a prudent manner in low-risk liquid products with counterparties with a high credit rating.

As such, Vivendi also invests some of its cash in investment funds with high ratings (1 or 2) on the seven-tier synthetic risk/return indicator (SRRI) defined by the European Securities and Markets Authority (ESMA) and at commercial banks with high long- and short-term credit ratings (at least A- [Standard & Poor's]/A3 [Moody's] and A-2 [Standard & Poor's]/P-2 [Moody's] respectively). Moreover, the Vivendi group spreads its investments across a number of selected banks and limits individual investment amounts.

Currency risk

For the Bolloré Group, the breakdown of revenue by currency area (46% in euros, 19% in US dollars, 7% in CFA francs and less than 3% for all other currencies) and the fact that a large proportion of operating expenses is in local currencies limit its exposure to operating currency risk.

The Group is reducing its exposure to currency risk further by hedging its main operations in currencies other than the euro and the CFA franc with large international banks. The management of exchange risk is largely centralized in Bolloré SE and Vivendi SA for the subsidiaries which are attached to them directly.

At the Bolloré SE level, at the end of each month, each subsidiary declares its currency positions to be hedged to the Cash Department, which may arrange a firm hedge (forward buy or sell). In addition to these operations carried out on a three-month rolling basis, other hedges may be arranged on an ad hoc basis (for example for a charter, a contract or the purchase of port gantry cranes).

Bolloré Energy hedges its positions directly in the market each day.

As regards Vivendi, the management of currency risk is intended primarily to hedge the budgetary exposures (80%) and firm external commitments (100%) in order to limit the monetary risks resulting from operations conducted in currencies other than the euro; and all of the editorial content (sports rights, TV/radio, films, etc.) and some capital expenditure in currencies other than the euro. The majority of hedging instruments are currency swaps or forward purchase and sale contracts maturing in less than one year. Given the currency hedges in place, an unfavorable and uniform change of 1% in the euro against any of the currencies accounted for at December 31, 2019 would have an insignificant aggregate effect on net income.

8.2. Derivative financial instruments

The Group uses derivative financial instruments to manage and reduce its exposure to risks of change in interest rates and exchange rates. These are instruments traded on organized markets or over the counter, negotiated with first-class counterparties. They include interest rate or foreign currency swaps, as well as of forward foreign exchange contracts. These instruments are used for hedging purposes.

When these contracts qualify as hedges in accounting terms, the profits and losses made on these contracts are recognized in net income, symmetrically with the recognition of the income and expense of the items hedged. When the derivative instrument hedges a risk of change in the fair value of an asset or a liability recognized on the balance sheet, or a firm off-balance sheet commitment, it is termed a fair-value hedge. On an accounting basis, the instrument is remeasured at its fair value as a debit or credit to income and the item hedged is symmetrically remeasured for the portion hedged, on the same line of the profit and loss statement; or, if part of a planned transaction on a non-financial asset or a liability, in the initial cost of the asset or liability. When the derivative instrument hedges a cash flow, it is termed a cash flow hedge. In that case, in accounting terms, the instrument is remeasured at its fair value as a debit or credit to other income and expense recognized directly in equity with respect to the effective portion and by a debit or credit to income with respect to the ineffective portion. When the item hedged is realized, the amounts accumulated in equity are reclassified in profit and loss on the same line as the item hedged; if part of a planned transaction on a non-financial asset or a liability, it is reclassified in the initial cost of the asset or liability. When the derivative instrument is a hedge of the net investment in a foreign company, it also qualifies as a cash flow hedge. For derivative instruments that do not qualify as hedges in accounting terms, the changes in their fair value are carried directly in profit and loss without remeasurement of the underlying asset or liability.

In addition, the income and expense related to the foreign exchange instruments used to hedge highly likely budgetary exposures and firm commitments, contracted as part of acquisition of rights on editorial content (sports rights, TV, films, etc.), are recognized in operating income. In all other cases, changes in the fair value of the instruments are recognized in other financial income and expense.

Derivative financial instruments

Balance sheet value

(in millions of euros)	12/31/2019	12/31/2018
Other non-current financial assets	7.5	14.2
Trade and other receivables ⁽¹⁾	23.6	22.3
Other current financial assets ⁽¹⁾⁽²⁾	1.4	26.3
TOTAL ASSET DERIVATIVES, EXCLUDING FINANCIAL DEBT	32.5	62.8
Other non-current liabilities	0.0	0.0
Trade and other payables ⁽¹⁾	9.7	5.0
Other current liabilities ⁽¹⁾	10.4	0.7
TOTAL LIABILITY DERIVATIVES, EXCLUDING FINANCIAL DEBT	20.1	5.7

(1) Derivatives purchased for the management of currency risk, mainly within the Vivendi group.

(2) As of December 31, 2018, including Vivendi call options subscribed in October 2016 in the amount of 24.7 million, exercised in 2019.

Currency risk management instruments

The tables below present the instruments for managing currency risk used by Vivendi; positive amounts represent the currencies receivable and negative amounts represent the currencies to be delivered at the contract rate:

As of December 31, 2019 (in millions of euros)	Notional value					Fair value	
	Total	US dollars	Polish zloty	GBP	Others	Assets	Liabilities
Sales against euros	(523.0)	(152.0)	(185.0)	(56.0)	(130.0)	1.0	6.0
Purchases against euros	1,303.0	786.0	120.0	118.0	279.0	20.0	3.0
Others	0.0	(225.0)	140.0	51.0	34.0	4.0	2.0
TOTAL	780.0	409.0	75.0	113.0	183.0	25⁽¹⁾	11.0

(1) Of which 7.7 million euros for the current portion and 17.3 million euros for the non-current portion.

Breakdown by accounting category of foreign exchange hedging instruments

— Cash flow hedges

As of December 31, 2019 (in millions of euros)	Notional value					Fair value	
	Total	US dollars	Polish zloty	GBP	Others	Assets	Liabilities
Sales against euros	(115.0)	(45.0)	(30.0)		(40.0)		2.0
Purchases against euros	59.0	53.0		6.0			
Others	0.0	(38.0)	36.0		2.0		1.0
TOTAL	(56.0)	(30.0)	6.0	6.0	(38.0)	0.0	3.0

— Fair value hedges

As of December 31, 2019 (in millions of euros)	Notional value					Fair value	
	Total	US dollars	Polish zloty	GBP	Others	Assets	Liabilities
Sales against euros	(366.0)	(107.0)	(155.0)	(26.0)	(78.0)		4.0
Purchases against euros	848.0	733.0	0.0	112.0	3.0	19.0	2.0
Others	0.0	(119.0)	104.0	15.0		4.0	1.0
TOTAL	482.0	507.0	(51.0)	101.0	(75.0)	23.0	7.0

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— Economic hedges⁽¹⁾

As of December 31, 2019 (in millions of euros)	Notional value					Fair value	
	Total	US dollars	Polish zloty	GBP	Others	Assets	Liabilities
Sales against euros	(42.0)	0.0		(30.0)	(12.0)	1.0	
Purchases against euros	396.0	0.0	120.0	0.0	276.0	1.0	1.0
Others	0.0	(68.0)		36.0	32.0		
TOTAL	354.0	(68.0)	120.0	6.0	296.0	2.0	1.0

(1) Instruments qualifying as economic hedges are derivative financial instruments not eligible for hedge accounting according to the criteria established by IFRS 9.

Unrealized gains and losses recognized directly in shareholders' equity

(in millions of euros)	Cash flow hedges		Net investment hedges	Total
	Management of interest rate risk	Foreign exchange risk management		
Balance as of January 1, 2018	0.1	(3.0)	49.8	46.9
Income and expense recognized directly in equity	(4.6)	2.7	0.0	(1.9)
Recycling in the period P&L	0.0	0.0	0.0	0.0
Tax effects	0.0	0.0	0.0	0.0
Balance at December 31, 2018	(4.5)	(0.3)	49.8	45.0
Income and expense recognized directly in equity	(3.5)	(0.6)	0.0	(4.1)
Recycling in the period P&L	0.0	0.0	0.0	0.0
Tax effects	0.0	0.0	0.0	0.0
BALANCE AT DECEMBER 31, 2019	(8.0)	(0.9)	49.8	40.9

8.3. Fair value of financial instruments

As of December 31, 2019 (in millions of euros)	Balance sheet value	Of which non- financial assets and liabilities	Of which non-financial assets and liabilities				Total financial assets and liabilities
			Financial assets/ liabilities at fair value through profit and loss	Loans and receivables/ payables at amortized cost	Financial assets at fair value through other comprehensive income	Lease liabilities IFRS 16	
Non-current financial assets	6,541.1	0.0	1,082.1	280.5	5,178.4	0.0	6,541.0
Other non-current assets	830.3			830.3			830.3
Current financial assets	234.5		210.6	23.9	0.0		234.5
Trade and other receivables	7,729.1	0.0	23.6	7,705.5			7,729.1
Other current assets	757.6	757.6					0.0
Cash and cash equivalents	2,943.3	0.0	2,943.3	0.0	0.0	0.0	2,943.3
TOTAL ASSETS	19,035.9	757.6	4,259.6	8,840.2	5,178.4	0.0	18,278.2
Long-term financial debts	9,293.5	0.0	8.5	9,285.0	0.0	0.0	9,293.5
Other non-current liabilities	2,172.6		0.0	349.2	0.0	1,823.4	2,172.6
Short-term financial debts	2,574.2	0.0	0.0	2,574.2	0.0	0.0	2,574.2
Trade and other payables	12,301.6		9.7	12,291.9		0.0	12,301.6
Other current liabilities	905.9	586.0	10.4			309.5	319.9
TOTAL LIABILITIES	27,247.8	586.0	28.6	24,500.3	0.0	2,132.9	26,661.8

As of 01/01/2019 ⁽¹⁾ (in millions of euros)	Balance sheet value	Of which non- financial assets and liabilities	Of which non-financial assets and liabilities				Total financial assets and liabilities
			Financial assets/ liabilities at fair value through profit and loss	Loans and receivables/ payables at amortized cost	Available-for- sale assets	Lease liabilities	
Non-current financial assets	6,456.8	0.0	847.2	336.4	5,273.1	0.0	6,456.7
Other non-current assets	662.3	0.0	0.0	662.3	0.0		662.3
Current financial assets	1,080.5	0.0	630.1	450.5	0.0		1,080.5
Trade and other receivables	7,554.9	0.0	22.3	7,532.6	0.0		7,554.9
Other current assets	660.0	660.0	0.0	0.0	0.0		0.0
Cash and cash equivalents	4,784.9	0.0	4,784.9	0.0	0.0	0.0	4,784.9
TOTAL ASSETS	21,199.4	660.0	6,284.5	8,981.8	5,273.1	0.0	20,539.3
Long-term financial debts	8,218.9	0.0	4.8	8,214.1	0.0	0.0	8,218.9
Other non-current liabilities	2,109.9	0.0	0.0	348.3	0.0	1,761.6	2,109.9
Short-term financial debts	2,039.6	0.0	0.0	2,039.6	0.0	0.0	2,039.6
Trade and other payables	11,061.9	0.0	5.0	11,056.9	0.0		11,061.9
Other current liabilities	802.3	505.3	0.7	0.0	0.0	296.3	297.0
TOTAL LIABILITIES	24,232.6	505.3	10.5	21,658.9	0.0	2,057.9	23,727.3

(1) After the impact of the first-time application of IFRS 16.

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(in millions of euros)	12/31/2019				12/31/2018			
	Total	Of which level 1	Of which level 2	Of which level 3 ⁽¹⁾	Total	Of which level 1	Of which level 2	Of which level 3
Available-for-sale assets								
Financial assets at fair value through other comprehensive income	5,178.4	2,836.7	2,303.9	37.8	5,273.1	2,874.1	2,352.5	46.5
Financial assets at fair value through profit or loss	1,079.6	1,005.9	42.6	31.1	838.0	793.9	0.0	44.1
Cash management financial assets ⁽²⁾	204.1	50.0			598.8	50.0	0.0	0.0
Derivative financial instruments	8.9		8.9		40.5	0.0	40.5	0.0
Financial assets at amortized cost	304.4				786.9			
Financial assets	6,775.4	3,892.6	2,355.4	68.9	7,537.3	3,718.0	2,393.0	90.6
Cash and cash equivalents⁽³⁾	2,943.3	1,341.6	1,601.7	0.0	4,784.9	2,740.7	2,044.2	0.0
Financial debts measured at fair value through profit or loss	8.5		8.5		4.8	0.0	4.8	0.0
Derivative financial instruments	20.1		20.1		5.7	0.0	5.7	0.0
Financial liabilities valued at fair value through profit and loss	28.6	0.0	28.6	0.0	10.5	0.0	10.5	0.0

(1) These financial assets include the fair value of the bond redeemable in shares or cash (ORAN 2) subscribed by Vivendi in 2016 as part of its investment in Banijay Group Holding.

The balance of ORAN 1 was prepaid in cash (25 million euros) on December 21, 2018.

(2) Including fixed income UCITS in the amount of 50 million euros as of December 31, 2019 and December 31, 2018.

(3) Including, in level 2, term deposits of less than three months in the amount of 1,601.7 million as of December 31, 2019 and 2,044.2 million euros as of December 31, 2018.

The Group's listed securities are recorded at fair value level 1, securities in holding companies are recorded at fair value level 2 (see note 7.3 – Other financial assets).

In accordance with IFRS 9 as of January 1, 2018, the classification of financial assets has changed. Financial assets are now classified as "financial assets at amortized cost", "financial assets at fair value through other comprehensive income" or "financial assets at fair value through profit or loss".

The table above presents the valuation method for financial instruments, required by IFRS 7, based on the following three levels:

- level 1: estimated fair value based on prices quoted on the asset markets for identical assets or liabilities;
- level 2: fair value estimated by reference to the quoted prices mentioned for level 1 that are observable for the asset or liability in question, either directly (i.e. as prices) or indirectly (i.e. derived from prices);
- level 3: fair value estimated based on valuation techniques using inputs relating to the asset or liability which are not based on directly observable market data.

NOTE 9. SHAREHOLDERS' EQUITY AND EARNINGS PER SHARE

9.1. Equity

9.1.1. Change in capital

Accounting policies

Shares in the parent company held by the Group are recognized by deducting their acquisition cost from shareholders' equity. Any gains or losses connected with the purchase, sale, issue or cancellation of such shares are recognized directly in shareholders' equity without affecting income.

As of December 31, 2019, the share capital of Bolloré SE was 471,135,819.84 euros, divided into 2,944,598,874 fully paid-up ordinary shares with a par value of 0.16 euros each. During the period ended on December 31, 2019, the weighted average number of ordinary shares was

2,929,276,036 and the weighted average number of ordinary and potential dilutive shares was 2,932,136,517.

The share capital of the parent company was increased by 15,029,823 shares during the year on the basis of the following:

- 7,976,527 shares for the payment of the balance of the 2018 dividend (see below);
- 3,955,200 shares for the granting of free shares under the plan authorized by the Meeting of September 2, 2016 and implemented on September 2, 2019, see note 11.3.1 – Bolloré SE free share allocation plan;
- 3,098,096 shares for the payment of the 2019 interim dividend (see below).

Transactions that affect or could affect the share capital of Bolloré SE are subject to agreement by the General Shareholders' Meeting.

The Group monitors, in particular, changes in the net debt/total shareholders' equity ratio.

The net debt used is presented in note 7.5 – Financial debt.

The shareholders' equity used is that shown in the schedule of changes in shareholders' equity in the financial statements.

9.1.2. Dividends paid out by the parent company

The total amount of dividends paid by the parent company in respect of the 2018 fiscal year was 116.5 million euros, i.e. 0.04 euros per share (total dividend amounted to 0.06 euros when including the interim dividend paid in 2018), paid partly in shares: 7,976,527 Bolloré SE shares were allocated under the option for payment of the dividend in shares.

An interim dividend of 0.02 euros per share was paid in 2019 in respect of the 2019 fiscal year, amounting to a total of 58.5 million euros paid partly in shares: 3,098,096 Bolloré SE shares were allocated under the option for payment of the interim dividend in shares.

9.1.3. Treasury shares

As of December 31, 2019, the number of treasury shares held by Bolloré SE and its subsidiaries was 15,322,838.

9.2. Earnings per share

The table below gives a breakdown of the details used to calculate the basic and diluted earnings per share shown at the bottom of the income statement.

(in millions of euros)	2019	2018
Net income, Group share, used to calculate earnings per share – basic	237.4	235.4
Net income, Group share, used to calculate earnings per share – diluted	237.4	235.4
Number of shares issued at December 31	2019	2018
Number of shares issued	2,944,598,874	2,929,569,051
Number of treasury shares	(15,322,838)	(15,322,838)
Number of shares outstanding (excluding treasury shares)	2,929,276,036	2,914,246,213
Share option plan	0	0
Free shares	5,865,500	6,840,000
Number of shares issued and potential shares (excluding treasury shares)	2,935,141,536	2,921,086,213
Weighted average number of shares outstanding (excluding treasury shares) – basic	2,929,276,036	2,914,246,213
Potential dilutive securities resulting from the exercise of share options and free shares ⁽¹⁾ (Bolloré SE free shares ⁽²⁾)	2,860,481	4,189,811
Weighted average number of shares outstanding and potential shares (excluding treasury shares) – after dilution	2,932,136,517	2,918,436,024

(1) Potential securities, for which the exercise price plus the fair value of services to be carried out by recipients until rights are earned is greater than the average market price for the period, are not included in the calculation of diluted earnings per share owing to their non-dilutive effect.

(2) See note 11.3 – Share-based payment transactions.

9.3. Main non-controlling interests

The information presented below has been categorized by operating segment.

(in millions of euros)	Net income from non-controlling interests ⁽¹⁾		Total non-controlling interests held ⁽¹⁾	
	12/31/2019	12/31/2018	12/31/2019	01/01/2019 ⁽²⁾
Communications	1,080.1	791.8	16,334.5	18,325.9
Transportation and logistics	96.3	86.0	352.4	340.0
Others	(5.4)	(6.0)	167.0	179.3
TOTAL	1,171.0	871.8	16,853.9	18,845.2

(1) Including direct and indirect non-controlling interests.

(2) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases), concerning the reclassification of finance leases already recognized in the balance sheet in accordance with IAS 17.

The bulk of the Group's non-controlling interests involve the Group's shareholding in Vivendi.

The summary financial information about Vivendi is given below.

The information presented in these Groups' financial statements is restated summarized financial information, before elimination of inter-Group investments and transactions.

Balance sheet

(in millions of euros)	Vivendi	
	12/31/2019	01/01/2019 ⁽¹⁾
Current assets	10,134.3	11,886.6
Non-current assets	35,791.6	32,076.2
Current liabilities	12,995.6	11,086.7
Non-current liabilities	10,442.8	8,500.3
Shareholders' equity, Group share	6,152.7	6,049.6
Non-controlling interests	16,334.8	18,326.2

(1) After the impact of the first-time application of IFRS 16.

Income statement

(in millions of euros)	Vivendi	
	2019	2018
Revenue	15,897.5	13,931.5
Consolidated net income	1,459.4	1,006.2
Consolidated net income, Group share	379.3	215.3
Non-controlling interests	1,080.1	791.0
Other comprehensive income items	140.6	171.5
Comprehensive income, Group share	417.3	259.7
Comprehensive income, non-controlling interests	1,182.7	918.1

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Net increase (decrease) in cash and cash equivalents

(in millions of euros)	Vivendi	
	2019	2018
Dividends paid to minority shareholders net of distribution tax	(515.0)	(492.5)
Net cash from operating activities	1,832.5	1,455.3
Net cash from investing activities	(2,158.3)	1,023.7
Net cash from financing activities	(1,265.8)	(647.7)

NOTE 10. PROVISIONS AND LITIGATION

Accounting policies

Provisions are liabilities whose actual due date or amount cannot be precisely determined.

They are recognized when the Group has a present obligation resulting from a past act or event that will probably entail an outflow of resources that can be reliably estimated. The amount recorded must be the best estimate of the expenditure necessary to settle the obligation present at the closing date. It

is discounted if the effect is significant and the due date is more than one year in the future.

Provisions for restructuring are recognized as soon as the Group has a detailed formal plan of which the parties concerned have been notified.

Provisions for contractual obligations mainly concern the restoration of premises used under service concession contracts. They are calculated at each fiscal year ended according to a work schedule extending over more than one year and revised annually to take account of the expenditure schedules.

10.1. Provisions

(in millions of euros)	At 12/31/2019	including current	including non-current	As of 01/01/2019 ⁽¹⁾	including current	including non-current
Provisions for litigation	337.4	208.3	129.1	300.4	218.1	82.3
Provisions for subsidiary contingencies	5.3	0.0	5.3	4.6	0.0	4.6
Other provisions for contingencies	559.9	170.1	389.8	395.7	147.9	247.8
Provisions for taxes	0.0	0.0	0.0	0.0	0.0	0.0
Contractual obligations	7.5	0.0	7.5	6.5	0.0	6.5
Restructuring	121.1	102.4	18.7	67.6	46.7	20.9
Environmental provisions	4.2	0.9	3.3	7.0	0.9	6.1
Other provisions for charges	20.6	15.9	4.7	23.7	13.0	10.7
Employee benefits obligations	1,041.0	0.0	1,041.0	866.6	0.0	866.6
PROVISIONS	2,097.0	497.6	1,599.4	1,672.1	426.6	1,245.5

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases). In addition, certain reclassifications were made in the consolidated financial statements for the fiscal year ended December 31, 2018 to align them with the presentation of the consolidated financial statements for the fiscal year ended December 31, 2019, in particular with regard to provisions for foreign tax receivables for 2012 at Vivendi (see note 12 – Taxes) and other provisions for litigation.

Breakdown of changes over the period

(in millions of euros)	As of 01/01/2019 ⁽¹⁾	Decrease						At 12/31/2019
		Increase	With use	Without use	Change in scope	Others movements	Currency fluctuations	
Provisions for litigation ⁽²⁾	300.4	69.9	(30.3)	(20.3)	66.3	(49.4)	0.8	337.4
Provisions for subsidiary contingencies	4.6	0.2	0.0	0.0	(0.2)	0.7	0.0	5.3
Other provisions for contingencies	395.7	229.8	(66.9)	(85.0)	20.7	57.2	8.4	559.9
Contractual obligations	6.5	1.2	(0.1)	0.0	0.0	(0.1)	0.0	7.5
Restructuring ⁽³⁾	67.6	108.0	(45.1)	(11.0)	(0.2)	1.2	0.6	121.1
Environmental provisions	7.0	0.8	(3.6)	(0.1)	0.0	0.0	0.1	4.2
Other provisions for charges	23.7	6.4	(0.8)	(8.2)	(0.2)	(0.2)	(0.1)	20.6
Employee benefit obligations ⁽⁴⁾	866.6	39.5	(90.0)	0.0	17.1	200.2	7.6	1,041.0
TOTAL	1,672.1	455.8	(236.8)	(124.6)	103.5	209.6	17.4	2,097.0

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases). Certain reclassifications were made in the consolidated financial statements for the year ended December 31, 2018, so as to align them with the presentation of the financial statements for the year ended December 31, 2019, in particular as regards provisions for tax consolidation in 2012 and 2015 (239 million euros and 203 million euros respectively) and other provisions for litigation.

(2) Including 289.1 million euros as of December 31, 2019 for litigation involving Vivendi. See note 10.2 – Litigation in progress.

(3) Of which 111.8 million euros relating to Vivendi (including 97 million euros for Groupe Canal+ and 13 million euros for UMG). The remainder mainly consists of various departures individually negotiated and notified to the people concerned.

(4) See note 11.2 – Pension benefit and related obligations.

Impact (net of expenses incurred) on the income statement in 2019

(in millions of euros)	Allowances	Reversals without use	Net impact
Operating income	(424.6)	108.1	(316.5)
Financial income	(31.2)	16.5	(14.7)
Tax charges	0.0	0.0	0.0
TOTAL	(455.8)	124.6	(331.2)

10.2. Litigation in progress

In the normal course of their activities, Bolloré and its subsidiaries are party to a number of legal, administrative or arbitration proceedings.

The potential costs of these proceedings are the subject of provisions insofar as they are probable and quantifiable. The provisioned amounts are subject to a risk assessment on a case-by-case basis.

There are no other governmental, legal or arbitration proceedings, of which the company is aware, which are pending or being threatened and are likely to have, or have had in the past twelve months, a significant effect on the financial situation or profitability of the company and/or the Group, other than those described below.

Togo Guinea inquiry

On December 12, 2018, criminal charges were brought in a purely mechanical manner against Bolloré SE for corruption of a foreign public agent, complicity in falsification and use and complicity in breach of trust, following the criminal charges brought on April 25, 2018 against two of its senior executives.

The allegations at the heart of the judicial inquiry go back to 2009-2010 and concern two operations in Togo and Guinea.

The inquiry seeks to determine whether the concessions obtained by local subsidiaries of the Group in Togo and Guinea were obtained because of communications services provided by Havas in those countries for, respectively, 300,000 euros and 170,000 euros.

Bolloré SE is vigorously contesting the facts alleged, which have been the subject of numerous appeals before courts and tribunals. In Guinea, the Group was named operator of the concession in 2010 because it had come in second during the international tender offer of 2008, after the default of the operator that had come in first. In Togo, the concession agreement was signed on August 29, 2001, whereas the facts alleged would have occurred in 2009 and 2010, which is to say ten years later. In these two countries the Group's investments in port infrastructure today total over 500 million euros.

In a ruling handed down on September 26, 2019, the Second Examining Chamber of the Paris Court of Appeal canceled the indictment of Bolloré SE (and its two senior executives) for complicity in forgery and use of forged documents in Togo, bribery of a foreign public official in Guinea and complicity in forgery and use of forged documents in Guinea.

ICSID Arbitration – Republic of Togo

The dispute brought before the Arbitration Tribunal arose from the failure of the Republic of Togo to honor the right of first refusal accorded to Togo Terminal as part of the signing of rider no. 2 to the concession agreement of May 24, 2010.

Following the signing of this Rider, Togo Terminal and its ultimate shareholder, the Bolloré Group, invested several hundred million euros in the development and modernization of the infrastructures of the Independent Port of Lomé, including the construction of a third quay in the port.

Early in 2014, Togo Terminal learned that construction work on a dock that had been started near the area it had been conceded under the concession agreement was for the purpose of creating a new special-purpose terminal for container operations. From that date, Togo Terminal requested the Republic of Togo to apply the contractual provisions, but despite its repeated requests, was unable to get the Republic of Togo to honor the right of first refusal that it had been granted.

Accordingly, on April 20, 2018, Togo Terminal filed a request for arbitration with the International Center for the Settlement of Investment Disputes (ICSID), primarily so that the Republic of Togo would be ordered to apply Togo Terminal's preferential right and to restore in full the damages suffered by Togo Terminal (estimated at more than 500 million euros).

Litigation between Autolib' and the Syndicat Mixte Autolib' et Vélib' Métropole

On February 25, 2011, Syndicat Mixte Autolib' et Vélib' Métropole ("the SMAVM") and Autolib' entered into a public service delegation for the purpose of installing, managing and maintaining a self-service electric automobile service and an electric vehicle recharging infrastructure ("the Agreement" or "the Concession.")

In light of the updated 2016 Business Plan and the updated 2017 Business Plan that Autolib' forwarded to SMAVM, it was clear that the Agreement was not economically attractive as defined in its article 63.2.1, and Autolib' notified SMAVM of this fact on May 25, 2018, in accordance with the Agreement.

Since the SMAVM did not wish to pay Autolib' the compensation called for in article 63.2.2 of the Agreement in the event the Concession should prove economically unattractive, it terminated the Agreement as per its article 63.3 in deliberation no. 2018-18 of June 21, 2018. Article 63.3 of the Agreement provides that, should the Agreement be terminated pursuant to that Article, the indemnification schedule in article 61 of the Agreement shall apply.

Therefore, Autolib' sent the SMAVM a letter dated September 25, 2018, with its request for indemnification in a total amount of 235,243,366 euros, calculated in accordance with articles 63.3 and 61 of the Agreement.

The SMAVM, however, in a letter dated November 27, 2018, expressed its refusal to pay the indemnification referred to in item (vi) of article 61 of the Agreement (indemnification and compensation due to Autolib' from the SMAVM since the threshold defined in article 63 of the Agreement had been exceeded) by challenging Autolib's right to be compensated due to the threshold having been exceeded and to the Agreement thus being recognized as economically unattractive.

Given this refusal by the SMAVM to pay the compensation called for in item (vi) of article 61 of the Agreement, thereby demonstrating a profound disagreement between the SMAVM and Autolib' about the amount of compensation to be paid under article 61 of the Agreement, Autolib' notified the SMAVM, in accordance with article 61 of the Agreement and in a letter dated November 29, 2018, that it was bringing the matter before the Arbitration Panel mentioned in article 70 of the Agreement. Article 61 of the Agreement provides that: "The Arbitration Panel may be appealed to by either party in the event of disagreement about the amount of this compensation." Article 70.1 of the Agreement concerning the establishment of an Arbitration Panel provides inter alia that: "The Arbitration Panel shall consist of three (3) members whose personal and moral qualities and experience in public-private arrangements for comparable complex projects is well known. Within fifteen (15) calendar days after the appeal to the Arbitration Committee, each party will designate one (1) member, and the third member, who will be Chairman of the Arbitration Panel, will be chosen by common agreement between the two (2) members so designated. Failing an agreement within fifteen (15) calendar days, the Chairman of the Arbitration Panel will be designated by the Chief Judge of the Administrative Court of Paris, at the request of the first party to act". Therefore, and in compliance with said article 70.1 of the Agreement, Autolib' and the SMAVM each proceeded on their own, on December 11 and 12, 2018 respectively, to designate the two out of three members of the Arbitration Panel.

Despite numerous conversations held and proposals made by the members of the Arbitration Panel designated by the SMAVM and Autolib', the two of them could not reach an agreement as to the choice of a Chairman of the Arbitration Panel, even more than two months after the appeal to the Arbitration Panel on November 29, 2018. Therefore, and pursuant to article 70.1 of the Agreement, Autolib' appealed to the Chief Judge of the Administrative Court of Paris in a request dated February 12, 2019, so that she might appoint the Chairman of the Arbitration Panel. When the Chief Judge of the Administrative Court recused herself from making that appointment, Autolib' and the SMAVM granted the arbitrators a one-month extension to reach an agreement on the choice of a Chairman of the Arbitration Panel. However, no agreement on the selection of the Chairman of the Arbitration Panel had been reached between the two members of the Panel already appointed as of March 20, 2019.

Despite the lack of agreement by the deadline agreed to between Autolib' and SMAVM, Autolib' remained keen to give the conciliation one last chance to take place.

As such, in a letter dated March 22, 2019, Autolib' referred the matter back to a new Arbitration Panel, replacing the Arbitration Panel to which the matter was referred on November 29, 2018.

However, unlike Autolib', SMAVM, in a letter dated March 27, 2019, initially refused to appoint a member to the new Arbitration Panel, other than the one originally designated.

In response to a letter from Autolib' dated March 29, 2019, calling on SMAVM to appoint a new member of the Arbitration Panel and a reminder letter dated April 8, 2019, SMAVM, in a letter dated on the same day, finally agreed to make every effort to appoint a new member to the Panel before April 23, 2019.

However, contrary to all expectations, SMAVM, in a letter dated April 23, 2019, subsequently informed Autolib' that it had been unable to appoint a new member to the Arbitration Panel within the agreed period and that it intended to designate as a member of the new Panel the person appointed to the first. As the arbitration procedure was manifestly impossible, in the light of all the foregoing, Autolib', in a letter dated May 20, 2019, asked SMAVM, prior to referring the matter to the Administrative Court of Paris in accordance with

article 71 of the Autolib' Public Service Delegation Agreement, to pay it the compensation due in accordance with article 63 and article 61 of the Autolib' Public Service Delegation Agreement, i.e. the sum of 235,243,366 euros, subject to adjustments, to cover the termination of the Agreement.

As this request was implicitly rejected by SMAVM on July 20, 2019, Autolib' applied to the Administrative Court of Paris, asking it to force the SMAVM to pay it the sum of 235,243,366 euros, subject to adjustments, for the termination of the Agreement, together with default interest and, where applicable, the compounding of accrued interest.

LBBW *et al.* versus Vivendi

On March 4, 2011, 26 institutional investors from Germany, Canada, Luxembourg, Ireland, Italy, Sweden, Belgium and Austria sued Vivendi in the Paris Commercial Court for alleged damages resulting from four financial releases in October and December 2000, September 2001 and April 2002. On April 5 and April 23, 2012, two similar suits were filed against Vivendi: one by an American pension fund, the Public Employee Retirement System of Idaho, and the other by six German and British institutional investors. On August 8, 2012, the British Columbia Investment Management Corporation also sued Vivendi on the same grounds. On January 7, 2015, the Paris Commercial Court appointed a third party responsible for checking the standing of the claimants and reviewing the documentation provided by them to evidence their alleged holding of the securities. The third party completed its assignment during the first half of 2018, allowing the proceedings on the merits to begin. They continued in 2019.

California State Teachers Retirement System *et al.* versus Vivendi

On April 27, 2012, 67 foreign institutional investors sued Vivendi in the Paris Commercial Court seeking damages for losses they allegedly incurred as a result of the financial communication of Vivendi between 2000 and 2002. On June 7 and September 5 and 6, 2012, 26 further parties joined the action. In November 2012 and March 2014, 12 plaintiffs withdrew. On January 7, 2015, the Paris Commercial Court appointed a third party responsible for checking the standing of the claimants and reviewing the documentation provided by them to evidence their alleged holding of the securities. The third party completed its assignment during the first half of 2018, allowing the proceedings on the merits to begin. They continued in 2019.

Mediaset versus Vivendi

On April 8, 2016, Vivendi signed a strategic partnership agreement with Mediaset. The agreement entailed swapping 3.5% of Vivendi's share capital for 3.5% of Mediaset's and 100% of pay-TV subsidiary Mediaset Premium's share capital.

Vivendi's acquisition of Mediaset Premium was based on financial assumptions submitted by Mediaset to Vivendi in March 2016, which had raised a number of questions at Vivendi, which were notified to Mediaset. The April 8 agreement subsequently underwent due diligence (realized for Vivendi by Deloitte) as provided for in the contract. This audit and Vivendi's analyses showed that the figures provided by Mediaset prior to the agreement being signed were unrealistic and calculated on an artificially inflated base.

Vivendi and Mediaset began talks on how they might structure an alternative deal to the April 8 agreement, which were broken off by Mediaset on July 26, 2016, when it publicly rejected Vivendi's proposal. This had proposed that, in exchange for a 3.5% stake in Vivendi, Vivendi would take 20% of Mediaset Premium and 3.5% of Mediaset, with the balance made up by the issue to Vivendi of Mediaset bonds convertible to Mediaset shares.

Subsequently, Mediaset and its RTI subsidiary, on the one hand, and Fininvest, Mediaset's controlling shareholder, on the other, sued Vivendi in August 2016 before the Milan Civil Court in a bid to enforce the implementation of the April 8, 2016 agreement and the related shareholders' agreement, together with the payment of damages for the alleged loss suffered. The plaintiffs claimed in particular that Vivendi failed to file notice of the transaction with the European competition authorities, thus blocking the fulfillment of the final condition precedent that would allow the deal to go ahead. Vivendi in turn contends that it completed the pre-notification process to the European Commission on time, but that the Commission would not formally take receipt of the documentation in the absence of agreement between the parties on their differences.

In the first hearing in the case, the judge invited the parties to try and reach an amicable settlement. On May 3, 2017, the parties therefore began a mediation procedure before the Milan National and International Arbitration Chamber.

Despite this mediation process, Mediaset, RTI and Fininvest filed another suit against Vivendi on June 9, 2017, seeking 2 billion euros in damages for Mediaset and RTI and 1 billion euros for Fininvest, accusing Vivendi of the acquisition of Mediaset shares in the last quarter of 2016. According to the plaintiffs (who unsuccessfully requested that this proceeding be joined to the earlier two), this transaction violates the April 8, 2016 agreement and breaches Italian media and competition regulations. In this new suit, they are also asking that Vivendi sells its Mediaset shares, whose purchase reportedly violates regulations and the April 8, 2016 agreement. Ultimately the plaintiffs are requesting that Vivendi be no longer entitled to the rights (including voting rights) conferred by said Mediaset shares.

On February 27, 2018, the Court ruled an end to the mediation. At the hearing of December 4, 2018, Fininvest, RTI and Mediaset withdrew, with respect to their first complaint, their demand for compulsory execution of the agreement of April 8, 2016, but maintained their request for compensation for the loss allegedly suffered, in the amount of (i) 720 million euros, with regard to Mediaset and RTI for the failure to perform the agreement of April 8, 2016, and (ii) 1.3 billion euros, with regard to Fininvest for the failure to perform the aforementioned shareholders' agreement, for the loss suffered due to the change in Mediaset's stock price between July 26 and August 2, 2016, and various damages arising from allegedly illegal purchases of Mediaset shares by Vivendi at the close of 2016. Fininvest also claims compensation for damage to its decision-making procedures and to its image, in an amount to be determined by the court.

At the hearing of March 12, 2019, Vivendi asked the Court to suspend part of the proceedings pending the decision of the Court of Justice of the European Union on the analysis of the compatibility of Italy's law for the protection of media pluralism (Tusmar law) with the Treaty on the Functioning of the European Union (see below). The request was granted.

Other procedures related to Vivendi's purchase of Mediaset's share capital

During November and December 2016, Vivendi began to buy up Mediaset shares on the market, ultimately raising its stake to 28.80%. Fininvest states that it has filed a complaint for market manipulation against Vivendi with the Milan Prosecutor's Office and Consob, the Italian market regulator.

Meanwhile, on December 21, 2016, AGCOM (the Italian communication regulator) launched an inquiry into whether Vivendi's increased stake in Mediaset and its position as a shareholder in Telecom Italia were incompatible under Italian media sector regulations.

On April 18, 2017, AGCOM ruled that Vivendi had failed to comply with these regulations. Vivendi, which had twelve months to comply, appealed against this decision before the Administrative Court of Lazio. Pending this judgment in this appeal, AGCOM has noted the compliance plan proposed by Vivendi setting out the procedures by which it would bring itself into compliance with the ruling. On April 9, 2018, in accordance with the undertakings made to AGCOM, Vivendi transferred the fraction of its Mediaset shares in excess of 10% of the voting rights to an independent trust company, Simon Fiduciaria SpA. On November 5, 2018, the Administrative Court of Lazio decided to suspend its ruling and to refer to the Court of Justice of the European Union the analysis of the compatibility of the Italian regime of article 43 of the TUSMAR Law as applied by AGCOM, with the principles of the free movement of goods found in the Treaty on the Functioning of the European Union. On December 18, 2019, the Advocate General at the Court of Justice of the European Union (CJEU) issued findings favorable to Vivendi's position (not binding on the Court), noting that Italian regulations constitute an obstacle disproportionate to the freedom of establishment in relation to the objective of protecting the pluralism of information. The CJEU is expected to rule in the first half of 2020, after which the Italian court will make its decision.

Procedures related to change in the structure of Mediaset

On July 2, 2019, Vivendi brought Mediaset and Fininvest before the Milan Civil Court seeking (i) to annul the April 18, 2019 resolution of Mediaset's Board of Directors preventing Vivendi from exercising the rights to the shares not transferred to Simon Fiduciaria following the AGCOM decision of April 18,

2017 (representing 9.61% of the share capital and 9.9% of the voting rights) at the Extraordinary General Meeting of Mediaset of the same day and (ii) to cancel the resolution approved by that Meeting to establish a system of double voting rights following a period of two years for shareholders so requesting.

On June 7, 2019, Mediaset announced plans to create MediaForEurope (MFE), a holding company headquartered in the Netherlands, resulting from the merger of Mediaset SpA and Mediaset España. The proposed merger was approved by the General Shareholders' Meetings of the Italian and Spanish companies on September 4, 2019, and then again by the General Shareholders' Meeting of Mediaset SpA and Mediaset España (following the actions filed by Vivendi) on January 10 and February 5, 2020 respectively. At the two meetings held in Italy, Simon Fiduciaria was deprived of its votes by the Mediaset Board of Directors, prompting Vivendi to take legal action in Spain, Italy and the Netherlands:

- on September 16, 2019, Vivendi requested a summary hearing before the Commercial Court of Madrid, requesting the suspension of the resolution authorizing the creation of MFE adopted by the General Shareholders' Meeting of Mediaset España on September 4, 2019. On October 11, 2019, the Madrid Court granted Vivendi's request. Its decision was subsequently confirmed on appeal on February 17, 2020. Vivendi has also launched a procedure on the merits, seeking to cancel the resolution;
- on October 1, 2019, Vivendi applied to the Milan Court, on the merits, to request the cancellation of the resolution authorizing the creation of MFE approved by the Mediaset SpA General Shareholders' Meeting on September 4, 2019, resolution which was suspended following a concurrent application in summary proceedings filed by Vivendi on October 15, 2019. Following the changes made to MFE's bylaws on the proposal of the Mediaset Board of Directors, approved by the General Shareholders' Meeting of January 10, 2020, Vivendi again applied to the Milan Court in summary proceedings and on the merits. On February 3, 2020, the judge decided to dismiss the request to suspend the proposed merger. Vivendi has appealed against this decision;
- on October 29, 2019, Vivendi launched a procedure on the merits before the Court of Amsterdam to stop Mediaset Investment NV (future MFE) from amending its bylaws to introduce certain articles that, in Vivendi's opinion, infringe the rights of minority shareholders. Vivendi has also requested a summary hearing in the Netherlands to stop MFE from completing the merger of Mediaset SpA and Mediaset España. On February 26, 2020, the Court of Amsterdam dismissed this request.

On March 3, 2020, MFE announced that it had withdrawn the proposed merger, which had been refiled with the Dutch companies register on February 5, 2020, and that it intended to file a new merger proposal.

Telecom Italia

On August 5, 2017, the Italian Government informed Vivendi that it was launching an inquiry into whether Telecom Italia and Vivendi had complied with certain provisions of the decree-law 21 of March 15, 2012 on "regulating special powers in the areas of defense and national security" (article 1) and "activities of strategic importance in the energy, transport and communications sectors" (article 2). It was Vivendi's view that the provisions of this law did not apply to Vivendi. In particular, (i) article 1 regulating special powers in the areas of defense and national security was never declared and communicated to the market in terms of the nature of the businesses conducted by Telecom Italia and (ii) article 2 concerning activities of strategic importance in the energy, transport and communications sectors does not apply to Vivendi inasmuch as it deals with the acquisition of significant shareholdings by entities that do not belong to the European Union.

Moreover, in this same connection, Consob declared on September 13, 2017 that Vivendi exercises de facto control over Telecom Italia. Vivendi and Telecom Italia formally contest this position and have appealed to the Regional Administrative Court of Lazio. On April 17, 2019, the Court dismissed the appeal brought by Telecom Italia and Vivendi, which subsequently appealed to the Italian Council of State on July 16 and 17, 2019 respectively.

On September 28, 2017, the President of the Council of Ministers found that the notification made by Vivendi under article 1 of the aforementioned legislative decree as a precautionary measure was made late and that Telecom Italia had failed to make the required notification under article 1 of the decree after the change in control over its assets of strategic importance in the energy, transport and communications sectors. The President of the Council of Ministers thus opened proceedings against Telecom Italia for failure to give notice as per article 2 of the same decree-law. Vivendi and Telecom Italia appealed this decision.

In addition, in its decree of October 16, 2017, the Italian Government decided to use the special powers granted under article 1 of the 2012 decree-law, pertaining to national security and defense. This decree creates a certain number of obligations in terms of organization and governance for Vivendi, Telecom Italia and its subsidiaries Telecom Italia Sparkle SpA ("Sparkle") and Telsy Elettronica e Telecomunicazioni SpA ("Telsy"). Specifically, Telecom Italia and its subsidiaries Sparkle and Telsy must have an internal division responsible for overseeing all national security and defense matters, operating wholly independently and with the human and financial resources needed to ensure its independence, and appoint to their management bodies a member of Italian nationality who is approved by the government and holds security clearance. It also requires the establishment of a supervisory committee under the auspices of the Council of Ministers (*Comitato di monitoraggio*) to monitor compliance with these obligations. On February 13, 2018, Vivendi and Telecom Italia filed an appeal against this decree with the President of the Council of Italian Ministers. The appeal was rejected on November 13, 2019.

In addition, in a decree dated November 2, 2017, the Italian Government decided to apply the special powers granted under article 2 of the decree-law of 2012 on energy, transport and communications. This decree required Telecom Italia to implement development, investment and maintenance plans to ensure the operation and security of networks, the provision of the universal service and, more broadly, to satisfy the public interest over the medium and long-term, under the control of the *Comitato di monitoraggio*, which must be informed of any restructuring of the holdings of Telecom Italia group, as well as of any plans by the operator that impact network security, uptime and operation. On March 2, 2018, Vivendi and Telecom Italia filed an appeal against this decree with the President of the Council of Italian Ministers.

Lastly, in a decree dated May 8, 2018, the Italian Government levied an administrative fine of 74 million euros against Telecom Italia for failure to inform, due to the absence of notification as per article 2 of the decree-law no. 21 of March 15, 2012 (see above). On July 5, 2018, the Regional Administrative Court of Latium suspended the enforcement of this administrative sanction.

Etisalat versus Vivendi

On May 12, 2017, Etisalat and EINA sought arbitration at the International Arbitration Court of the International Chamber of Commerce over the terms of the November 4, 2013 agreement to sell SPT/Maroc Telecom that was closed on May 14, 2014. The case concerned a number of claims about the statements and guarantees given by Vivendi and SFR under the framework sale agreement. On January 3, 2019, the arbitration panel gave its ruling, which dismissed Etisalat's case for compensation entirely.

Parabole Réunion

In July 2007, Parabole Réunion initiated proceedings before the Tribunal de grande instance of Paris following the discontinuation of the exclusive distribution of TPS channels in the territories of Réunion, Mayotte, Madagascar and the Republic of Mauritius and the deterioration of the channels made available to it. In a judgment issued on September 18, 2007, Groupe Canal+ was prohibited, under penalty, from allowing the broadcast of said channels or replacement channels by third parties and ordered to replace the TPS Foot channel if it should be terminated. Groupe Canal+ appealed against this judgment. On June 19, 2008, the Paris Appeals Court partly struck down the judgment, ruling that the replacement channels need not be granted exclusively if these channels had been available to third parties before the merger with TPS. Parabole Réunion's claims about the content of the channels were dismissed. On November 10, 2009, the Cour de cassation dismissed this appeal.

On September 24, 2012, Parabole Réunion brought a fast-track claim (*assignation à jour fixe*) against the Groupe Canal+, Canal+ France and Canal+ Distribution before the enforcement Judge (*juge de l'exécution*) of the Nanterre Regional Court, seeking to enforce the order of the Paris Regional Court upheld by the Appeals Court. On November 6, 2012, Parabole Réunion extended its motions to the channels TPS Star, Cinéma Classic, Culte and Star. On April 9, 2013, the enforcement Judge declared part of the Parabole Réunion demand inadmissible and dismissed its other demands. He noted that Groupe Canal+ owed no obligation regarding content or maintenance of programming on the channels made available to Parabole Réunion and found, having established that TPS Foot had not ceased production, that there was no need to replace this channel. Parabole Réunion lodged its first appeal against this ruling on April 11, 2013. On May 22, 2014, the Versailles Appeals Court declared this appeal inadmissible because of the lack of legal capacity

of the Parole Réunion representative. Parole Réunion lodged a second appeal to have the April 9, 2013 ruling set aside on February 14, 2014. On April 9, 2015, the Cour de cassation quashed the order of the Versailles Appeals Court of May 22, 2014, which had declared Parole Réunion's appeal of April 11, 2013 inadmissible. The case was referred to the Paris Appeals Court, which, on May 12, 2016, upheld the first-instance judgment and dismissed all of Parole Réunion's claims. In a ruling handed down on September 28, 2017, the Cour de cassation dismissed Parole Réunion's appeal against the decision of the Paris Appeals Court.

At the same time, on August 11, 2009, Parole Réunion lodged a fast-track demand against Groupe Canal+ with the Paris Regional Court, seeking that Groupe Canal+ be ordered to provide a channel of equivalent attractiveness to TPS Foot in 2006 and to pay damages. On April 26, 2012, Parole Réunion also initiated an action against Canal+ France, Groupe Canal+ and Canal+ Distribution before the *Tribunal de grande instance* of Paris for the purpose of establishing the breach by the Groupe Canal+ companies of their contractual obligations towards Parole Réunion and their commitments to the Minister of the Economy. These two claims were combined in a single procedure. On April 29, 2014, the Court ruled the Parole Réunion claims partly admissible for the period after June 19, 2008 and accepted the contractual liability of Groupe Canal+ for the inferior quality of the channels made available to Parole Réunion. The Court also ordered an appraisal of damages suffered by Parole Réunion, rejecting the company's own appraisals. On June 3, 2016, the Appeals Court upheld the Regional Court's April 29, 2014, ruling. Groupe Canal+ appealed to have the ruling quashed but was denied on January 31, 2018.

In an order issued on October 25, 2016, the pre-trial Judge considered that the April 29, 2014, judgment, by ordering Groupe Canal+ to compensate Parole Réunion, had established the principle that the latter was entitled to receive compensation even if its amount remained to be established. He ordered Groupe Canal+ to pay a provision of 4 million euros. On January 17, 2017, the Paris Regional Court ordered Groupe Canal+ to pay 37,720,000 euros with provisional enforcement. Parole Réunion appealed this ruling to the Paris Appeals Court on February 23, 2017. Groupe Canal+ submitted its responses and cross-appeal on July 20, 2017. In the absence of the submission of the responses of Parole Réunion by the required deadline, on December 8, 2017, Groupe Canal+ submitted responses noting the failure to respect this deadline and accordingly seeking the cancellation of the expert report ordered on October 12, 2017 (see below). On June 7, 2018, the pre-trial Advisor of the Appeals Court gave a ruling rejecting the request for cancellation of the expert's report in progress. Groupe Canal+ asked the Court to refer this ruling to trial, but withdrew that request in October 2018 given the progress made on the report by that point.

On May 29, 2017, Parole Réunion also notified a cross-appeal seeking the commissioning of an additional appraisal of the impairment of its business assets. On October 12, 2017, the pre-trial advisor of the Appeals Court approved this request and a judicial expert was appointed. On December 17, 2018, Parole Réunion raised a new objection to the pre-trial Advisor for the purpose of having the expert's assignment defined. The expert suspended his work. In an order issued on April 4, 2019, the pre-trial magistrate of the Court of Appeal found that the expert should be asked to make an assumption of compensation for the loss of value of the business, taking into account the 40,000 subscribers put forward by Parole Réunion, and that the expert should specify, if appropriate, whether the loss of value of the business results from the loss of subscribers and/or from missed subscribers numbering 40,000, attributable to Groupe Canal+. It nevertheless rejected Parole Réunion's request to include in the additional work of the expert the assumption that the above 40,000 subscribers would have generated a certain EBIT margin and sentenced it to bear the costs of the incident. The judicial expert resumed work in mid-April 2019. The work is still ongoing.

Groupe Canal+ versus TF1, M6 and France Télévision

On December 9, 2013, Groupe Canal+ submitted a complaint to the French Competition Authority regarding the practices of the TF1, M6 and France Télévision groups in the original French-language film market of the French catalog. It is alleged that they included pre-emption rights clauses into the co-production contracts, which had a restrictive effect on competition. On February 23, 2018, the Competition Authority notified France Télévision, TF1 and M6 of possible violations. The case was heard on February 13, 2019, before the Authority, which dismissed the allegations on May 25, 2019. Groupe Canal+ appealed against this decision on July 2, 2019.

TF1 and M6 agreements

On September 30, 2017, Groupe Canal+ lodged summary petitions with the Council of State requesting the quashing of decisions of the French media regulator, Conseil supérieur de l'audiovisuel (CSA), dated July 20 and 27, 2017 for the TF1 channel and the M6 channel, respectively. These decisions relate to renewed terrestrial authorizations for TF1 and M6, against the background of requests from the two groups for compensation for the distribution of their free-to-air DTT channels, including the eponymous TF1 and M6 channels. Following an agreement with TF1, Groupe Canal+ withdrew its action against the latter on November 26, 2018. Groupe Canal+ subsequently discontinued the proceedings against M6 on July 22, 2019.

Aston France and Strong versus Groupe Canal+

On September 25, 2014, Aston complained to the French Competition Authority against the decision by Groupe Canal+ to stop selling its "card-only" satellite subscriptions (allowing the decoding of Canal+/Canalsat programs on satellite decoders, labeled Canal Ready, manufactured and distributed by third parties including Aston). In parallel, Aston sought an injunction against Groupe Canal+ on September 30, 2014, in the Paris Commercial Court seeking the suspension of the decision by Groupe Canal+ to terminate the Canal Ready partnership agreement and thereby stop selling "card-only" satellite subscriptions. On October 17, 2014, the Commercial Court handed down its ruling, rejecting Aston's claims. Aston appealed against this decision on November 4, 2014. Subsequently, on January 15, 2015, the Appeals Court, in summary proceedings, granted its application and suspended the decision by Groupe Canal+ to stop selling "card-only" subscriptions until such time as the French Competition Authority had made a determination on the merits. On March 21, 2018, Groupe Canal+ received the preliminary assessment of the Competition Authority, containing its concerns about competition, and filed proposal undertakings with the Authority. Since these undertakings, in effect until December 31, 2021, met the pressing need to prevent piracy and at the same time offer alternative set-top boxes to those leased by Groupe Canal+, the Competition Authority decided on July 24, 2018 to make them obligatory and therefore closed the proceeding brought before it.

In addition, on January 18, 2019, another company, Strong, sought a summary proceeding in the Paris Commercial Court to order the Groupe Canal+ to suspend the Group's decision to stop marketing its products on set-top boxes certified Canal Ready, a decision made in consequence to the aforementioned ruling of the Competition Authority. Aston, which had not contested the undertakings offered by Groupe Canal+ to the Competition Authority, joined in this summary proceeding. On February 22, 2019, the Paris Commercial Court dismissed the claims made by Strong and Aston and sentenced them jointly to pay Groupe Canal+ the sum of 20,000 euros.

"Touche Pas à Mon Poste"

On June 7, 2017 the French media regulator, the Conseil supérieur de l'audiovisuel or CSA, penalized C8 for a sequence broadcast during the "TPMP" show on December 7, 2016. The sequence, which was not meant to be broadcast, showed the program's presenter Cyril Hanouna larking about with one of the contributors, Capucine Anav. The CSA found that it was degrading to the image of women. The penalty involved a two-week ban on running advertising slots during "Touche Pas à Mon Poste" and its rebroadcasts and in the fifteen minutes before and after the show, beginning the second Monday after the decision was announced.

On the same day, the CSA also penalized C8 for another sequence in the show "TPMP ! la Grande Rasshrah" of November 3, 2016. The CSA found that this new sequence, in which a contributor, Matthieu Delormeau, was filmed using a hidden camera, violated his dignity. It imposed a further one-week ban on running advertising during broadcasts of "Touche Pas à Mon Poste", its rebroadcasts and the fifteen minutes either side of the show.

On July 3, 2017, following these two CSA rulings, C8 filed two requests for annulment with the Council of State. On July 4, 2017, C8 also filed two claims for compensation with the CSA, which were rejected by an implied decision. On November 2, 2017, C8 appealed these decisions to the French Council of State (Conseil d'État). On June 18, 2018, the Council of State rejected C8's first application for judicial review but did uphold its second application by overruling the decision of the CSA. The Council of State's decision to reverse has been appealed to the European Court of Human Rights, in December 2018. On November 13, 2019, the Council of State rejected the first claim for compensation but allowed the second, ordering the CSA to pay 1.1 million euros to C8, for the week during which the channel was deprived of advertising.

On July 26, 2017, the CSA decided to penalize C8 for a sequence broadcast during "TPMP Baba hot line" on May 18, 2017, judging that the channel had ignored the principle of respect for private life and its obligation to fight against discrimination, levying a cash fine of 3 million euros. Following this decision, on September 22, 2017, C8 filed for judicial review of an administrative action before the French Council of State (Conseil d'État), which was rejected on June 18, 2018. That decision has been appealed to the European Court of Human Rights in December 2018. In addition, C8 filed an action for damages with the CSA, whose implicit rejection was contested before the Council of State on January 25, 2018. C8 withdrew this action for damages on September 7, 2018.

On the same issue, Groupe Canal+ sent a letter to the CSA on February 18, 2019 requesting the cancellation of the aforementioned financial penalty of 3 million euros following the declarations of an official of the association "Le Refuge" in November 2018 to the effect that none of the alleged victims of the hoax had made distress calls to the association, contrary to its initial claims. This request was denied on April 5, 2019. An appeal against this decision was filed with the Council of State on June 5, 2019.

In addition, on November 28, 2018, the Independent Rapporteur, on referral from the Director General of the CSA, initiated a sanction procedure against C8 and transmitted its notification of the grievances. The acts liable to result in a penalty are linked to a sequence of "TPMP" broadcast on September 12, 2018, during which Cyril Hanouna made remarks that could be characterized as insulting in respect of two managers of TF1. On April 24, 2019, the CSA decided not to sanction C8.

Lastly, on June 4, 2019, the Independent Rapporteur of the CSA initiated a sanction procedure against C8 and transmitted its notification of the grievances. The acts liable to result in a penalty are linked to a sequence of "TPMP" broadcast on October 31, 2018, during which old nude photos of a TF1 presenter were shown on air. On December 18, 2019, the CSA imposed a penalty of 10,000 euros on C8.

Rovi Guides Inc. versus Groupe Canal+

Rovi Guides petitioned the International Chamber of Commerce to mediate a dispute with Groupe Canal+ for failure to honor a patent licensing agreement for an electronic program guide which was signed in 2008 and for non-payment of the associated fees between January 1, 2016, and June 30, 2017.

As the parties were unable to settle, the mediation was terminated and Rovi filed a motion for arbitration on June 1, 2018. A decision is expected in the first half of 2020.

Studiocanal, Universal Music Group and Vivendi versus Harry Shearer and Century of Progress Productions

Studiocanal and Vivendi were sued in California by Harry Shearer through his company Century of Progress Productions, in his capacity as author/actor and composer for the 1984 film *This Is Spinal Tap*, a US film produced and financed by Embassy Pictures (Studiocanal being the successor to Embassy). Harry Shearer sought damages for failure to satisfy contractually-obligated reporting processes, fraud and failure to exploit the trademark and seeking the awarding of the trademark. On February 8, 2017, four new plaintiffs, co-creators of the film, joined the proceedings. On February 28, 2017, in response to the complaint, the defendants filed a motion to dismiss, in which they asked the judge to declare the claims of the plaintiffs to be inadmissible and to deny the claim for fraud. The judge handed down a decision on September 28, 2017. With respect to inadmissibility, the judge dismissed the claims of three of the four co-creators as well as the claim for fraud. Nevertheless, the judge gave permission to the plaintiffs to file amended complaints in their individual capacities as well as to supplement their claim for fraud. On October 19, 2017, a new complaint (the "Second Amended Complaint") was filed, which reintroduced the claims of the three plaintiffs found to be inadmissible. The same writ broadened the suit to include Universal Music Group. On December 21, 2017, UMG and Studiocanal each filed a motion to dismiss in reply. In a decision of August 28, 2018, (i) the motion by Studiocanal to reject the action of the plaintiffs for fraud was rejected. The judge did not acknowledge the fraud, but kept the possibility open for the plaintiffs to prove it in the course of the trial on the merits; (ii) with regard to UMG's motion, although the judge did validate certain of the arguments, she authorized the plaintiffs to file a revised suit so as to allow them to amend or supplement their arguments on those points. The judge further rejected the request by UMG contesting the request by the opposing party aimed at terminating UMG's rights on film music in the United States and recovering them for itself. On September 18, 2018, the plaintiffs filed

their new complaint ("Third Amended Complaint"). At the same time, the parties decided to conduct an initial mediation that did not result in a transaction with regard to Studiocanal or Vivendi. However, the plaintiffs and Studiocanal have agreed to initiate an audit of the operating accounts sent to the plaintiffs in order to determine whether they involve any accounting irregularities. On October 24, 2019, UMG and the plaintiffs concluded an agreement under which the music for the film will continue to be distributed by UMG and that UMG, which is no longer part of the procedure, will make the plaintiffs a single and direct payment of royalties. Although negotiations continue between Studiocanal and the plaintiffs, the proceedings on the merits have resumed. Following a hearing on January 24, 2020, the judge imposed a mediation on the parties. A hearing is due to be held on March 18, 2020.

Maitena Biraben versus Canal+

Maitena Biraben contested her dismissal by Canal+ for serious misconduct with the Employment Tribunal (Conseil de prud'hommes). On September 27, 2018, the Employment Tribunal rendered its verdict, finding that the dismissal of Maitena Biraben was without good and serious cause. It required Canal+ to pay 38,456 in back wages and paid leave, 148,000 euros for contractual dismissal indemnities, 510,000 euros in damages and 2,550,000 euros for breach of contract, for a total of 3,246,456 euros. Canal+ has appealed this judgment.

Inquiry by the Hauts-de-Seine agency for population protection (Direction départementale de la protection des populations des Hauts-de-Seine)

On April 20, 2018, the Direction départementale de la protection des populations des Hauts-de-Seine (DDPP92) took out an injunction against Groupe Canal+ to cease placing its subscribers on contract into enhanced products, a practice which the DDPP92 deemed to be an "unordered sale." On June 19, 2018, Groupe Canal+ filed an appeal above the DDPP92 to the Minister of the Economy, who rejected it on August 9, 2018. On October 5, 2018, Groupe Canal+ filed an appeal with the Administrative Court of Cergy-Pontoise.

At the same time, DDPP92 has informed Groupe Canal+ that it has sent the file to the office of the Nanterre public prosecutor along with a note stating that it considers Groupe Canal+ to have committed the offense of forced sale of services, prohibited by provisions of the French Consumer Code. The adversarial procedure is ongoing.

Groupe Canal+ action against the Professional Football League

Following the cancellation of a number of Ligue 1 championship matches between December 2018 and April 2019 due to the action of the "Yellow Vests" movement, and their unilateral postponement by decision of the League of Professional Football (LFP), Groupe Canal+ sued the LFP on July 4, 2019, with a view to obtaining damages to cover the financial loss suffered as a result of these postponements. Having acquired broadcast rights of matches and magazines for time slots identified during the tender process for the seasons from 2016-2017 to 2019-2020, Groupe Canal+ considers that the LFP has violated the outcome of the tender process. It has requested 46 million euros in damages. At a hearing on November 25, 2019, the LFP asked for the Groupe Canal+'s requests to be rejected and for Canal+ to be condemned to pay compensation to repair the damage it allegedly caused by the publicity given to this procedure.

Proceedings before the Bobigny Employment Tribunal

Several employees of the Canal+ call center in Saint-Denis have initiated a procedure against Groupe Canal+ with the Bobigny Employment Tribunal to seek the cancellation of their dismissal on the ground that the employment protection plan implemented in the call center is discriminatory.

Thierry Ardisson, Ardis, TéléParis versus C8 and SECP

On September 24, 2019, Thierry Ardisson and the companies Ardis and TéléParis assigned C8 and SECP under an expedited procedure before the Paris Commercial Court for termination of trade relations with no notice, following the non-renewal of the broadcasts "Les Terriens du Samedi" and "Les Terriens du Dimanche", citing a situation of economic dependence. The plaintiffs sought an order *in solidum* from C8 and SECP to pay Ardis the sum of 5,821,680 euros, TéléParis the sum of 3,611,429 euros and Thierry Ardisson the sum of 1 million euros to cover his moral prejudice. On January 21, 2020, a judgment was rendered under which C8 was ordered to pay 811,500 euros to Ardis and 269,333 euros to TéléParis. Thierry Ardisson's case was dismissed, and SECP was found not to have grounds for its claim.

Groupe Canal+ versus Technicolor

On September 2, 2019, Groupe Canal+ sued Technicolor before the Paris Commercial Court for non-performance of its contractual commitments, accusing it of not having delivered the G9 and G9 light set-top boxes in accordance with the manufacturing and delivery agreements concluded between the two companies. Groupe Canal+ is claiming reimbursement of the additional costs paid and alternative transport costs, the payment of late penalties and damages. On October 9, 2019, Technicolor, in turn, assigned Groupe Canal+ as well as Canal+ Réunion, Canal+ Antilles, Canal+ Calédonie under an expedited procedure for non-payment before the Commercial Court of Nanterre.

Groupe Canal+ versus Pace

On November 14, 2019, Groupe Canal+ sued Pace, a supplier of satellite and DTT G5 set-top boxes before the Paris Commercial Court, accusing it of the numerous dysfunctions and faults that appeared on G5 set-top boxes, which no longer allow it to offer them to its customers.

Aspire versus Cash Money Records and UMG

On April 7, 2017, the label Aspire Music filed a complaint with the New York State Supreme Court against Cash Money Records for breach of contract and non-payment of royalties on the first six albums by the rapper Drake. After unsuccessful negotiations, UMG was added to the list of plaintiffs on April 12, 2018. UMG filed a motion to dismiss on the grounds that it had no contractual relationship with Aspire and no liability for the contractual obligations of Cash Money. The court denied UMG's motion and UMG has appealed. On February 7, 2019, the Appellate Division agreed to hear UMG's appeal. On July 17, 2019, the parties signed a settlement, bringing the litigation to an end.

Soundgarden, Hole, Steve Earle and the rights holders of Tom Petty and Tupac Shakur versus UMG

On June 21, 2019, Soundgarden and Hole, singer Steve Earle, Tom Petty's ex-wife, and Tupac Shakur's rights holders sued UMG before the California Central District Court as part of a class action suit following a fire that destroyed thousands of archived recordings in 2008.

The plaintiffs allege that UMG failed to comply with the terms of the contracts concluded with the artists by not protecting the recordings sufficiently. It is also argued that the Group should have shared the compensation received in the form of transactions negotiated with insurance companies on the one hand and NBCU on the other hand. UMG filed a motion to dismiss on July 17, 2019. On August 16, 2019, the complainants filed an amended complaint removing Hole from the list of complainants and adding certain grievances. On September 6, 2019, UMG filed a new motion to dismiss.

John Waite and Joe Ely versus UMG Recordings, Inc.

On February 5, 2019, a class action suit was filed against UMG Recordings, Inc., on behalf of a potential class of artists who requested the termination of the contracts binding them to UMG in a procedure pursuant to section 203 of the Copyright Act, allowing, under certain conditions, an author who has concluded a contract under which he/she transferred the rights to his/her work to a third party, to terminate the said contract after a period of thirty-five years. The artists concerned have asked the judge to recognize the termination of their contracts, and further alleged infringement of their copyright, as UMG continued to exploit the recordings after the alleged end date of the contract. On May 3, 2019, UMG Recordings filed a motion to dismiss. On June 15, 2019, the plaintiffs filed a First Amended Complaint adding the artists Syd Straw, Kasim Sulton and The Dickies as additional plaintiffs. On June 26, 2019, UMG Recordings, Inc. filed a new motion to dismiss.

UMG Recordings and Universal Music Publishing Group (as well as other major labels and publishers) versus Cox Communications, Inc. and CoxCom LLC

On July 31, 2018, a complaint was filed by UMG Recordings, Inc. and Universal Music Publishing Group (as well as by the other main labels and publishers including Sony and Warner) for copyright infringement against Cox Communications, an ISP, and its parent company CoxCom, for knowingly inducing and supporting copyright infringement by its customers, in violation of the provisions of the Digital Millennium Copyright Act (DMCA), under the terms of which Internet service providers must implement a policy of stopping the service of repeat offending customers. At the end of the trial, which was held in December 2019, the jury decided to award the complainants damages in the amount of 1 billion US dollars.

Inquiry by US judicial authorities into commercial practices in the advertising industry

On June 11, 2018, Havas received an injunction to provide documents concerning one of its subsidiaries in Spain, Havas Media Alliance WWSL. These documents were sent to the relevant American authorities. This request from the US judicial authorities seems to concern commercial practices followed in the area of discounts and rebates. At this point, Havas is not part of any proceedings and no claims have been made against it.

Proceeding concerning the services provided by Havas Paris to Business France

Havas Paris, a subsidiary of Havas SA, was indicted on February 7, 2019, for concealment of favoritism valued at 379,319 euros. This indictment took place as part of a judicial investigation opened by the Paris Prosecutor's Office into illegal favoritism alleged to have been practiced by Business France when it arranged for communications services to be provided by Havas Paris. Havas Paris disputes the allegations and has filed an appeal against this decision.

Glass Egg versus Gameloft, Inc., Gameloft SE, Gameloft Iberica and Vivendi

Glass Egg, a company specialized in the design of cars in 3D for use in video games, on August 23, 2017 sued Gameloft, Inc., Gameloft SE, Gameloft Iberica and Vivendi in the California District Court in San Francisco. It is seeking damages for copyright infringement, unfair competition and the misappropriation of trade secrets. The Court allowed it to amend its original suit on three occasions. On September 17, 2018, Gameloft, Inc. replied to Glass Egg's fourth amended suit, rejecting all of its claims. A discovery process is underway. In addition, by an order of the Court of February 12, 2018 the joinder of Gameloft Iberica and Vivendi SA was denied. The admissibility of the suit against Gameloft SE remains contested, and the Court has ordered a limited discovery process to determine jurisdiction.

Swiss Competition Commission versus Interforum

On March 13, 2008, the Secretariat of the Competition Commission (COMCO) opened an investigation in Switzerland against book distributors, including Interforum Switzerland, concerning the French book market, following a complaint by local booksellers.

On May 27, 2013, COMCO fined Interforum Switzerland an amount of 3,792,720 Swiss francs, considering that Interforum Switzerland had been party to unlawful market partitioning arrangements. On July 12, 2013, Interforum Switzerland filed an appeal with the Federal Administrative Court (TAF) to challenge the decision.

On October 30, 2019, the appeal was dismissed and the amount of the fine imposed in the first instance was confirmed. On January 13, 2020, Interforum Switzerland appealed to the Federal Court and requested the suspension of the provisional execution of the TAF decision, which it obtained on January 31, 2020.

Dailymotion versus Reti Televisive Italiane (RTI)

Since 2012, RTI, a Mediaset subsidiary, has brought various proceedings against Dailymotion in the Rome Civil Court. Similar to claims it has made against other major online video platforms, RTI is seeking damages for infringement of its neighboring rights (audiovisual production and broadcasting rights) and unfair competition as well as the removal of the contested content from the Dailymotion platform. In one of these proceedings, following a complaint dated April 12, 2012, Dailymotion was sentenced on July 15, 2019 by the Civil Court of Rome to pay 5.5 million euros in damages to RTI and to withdraw the videos in question, or suffer a further penalty. On September 11, 2019, Dailymotion appealed against the decision to the Rome Court of Appeal and filed a request for suspension of the provisional execution of the decision, which was granted on October 31, 2019.

Tax litigation

The Group and its subsidiaries are routinely subject to tax inspections in the countries in which they operate or have operated. Various tax authorities have proposed adjustments to the results reported by the Group and its subsidiaries for the 2018 and prior fiscal years, subject to the statute of limitations protecting the Group and its subsidiaries. When subject to litigation, it is the policy of the Group and its subsidiaries to pay the taxes it intends to contest and to request reimbursement through any appropriate litigation procedure. For tax inspections in progress at year end, no provision is made when it is not possible to accurately assess the impact that could result from an unfavorable outcome. To date, Management believes that the inspections are unlikely to have a significant impact on the company's financial position or liquidity.

Regarding the tax inspections for 2008 to 2012, Vivendi SA was the subject of an assessment with the tax authorities challenging the accounting and tax treatment for the NBC Universal securities received in consideration upon the 2004 disposal of the securities of Vivendi Universal Entertainment and challenging the deduction of the 2.4 billion euros loss on the disposal of these securities in 2010 and 2011. The French National Board for Direct Taxation to which this dispute was referred gave its opinion on December 9, 2016, which was communicated to Vivendi SA on January 13, 2017, in which it calls for the assessments proposed by the tax authorities to be dropped. The dispute moreover being based on administrative principles, Vivendi asked for its cancellation on the grounds that it was creating new law. On May 29, 2017, the Council of State accepted Vivendi's appeal on the ground that it had exceeded its powers (*ultra vires*). By letter dated April 1, 2019 and after various appeals, the tax authorities confirmed the order. On June 18, 2019, Vivendi therefore initiated litigation before the department responsible for the taxation. In the absence of a response from the tax administration, on December 30, 2019, Vivendi filed a complaint with the Montreuil Administrative Court. In addition, audits continue for the years from 2013 to 2016. Vivendi's Management believes that it has solid legal grounds to defend the positions it has taken for determining the taxable income for the fiscal years under audit.

In the case of the US tax group, the audit for the years 2011, 2012 and 2013 is now complete. On January 31, 2018, the US tax authorities informed Vivendi that they were auditing its returns for the 2014, 2015 and 2016 fiscal years. The audits were ongoing as of December 31, 2019. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income for the fiscal years under audit.

Finally, with respect to Havas group, Havas SA brought an action seeking the repayment of the withholding tax paid by the company between 2000 and 2002 on the redistribution of dividends from European subsidiaries, namely 38 million euros. Following a decision by the Administrative Court and later by the Paris and Versailles Appeals Court, on July 28, 2017, the Council of State rejected an appeal by Havas against the decision of the Versailles Appeals Court. This decision permanently ends this tax dispute and means that Havas won't be refunded the withholding tax. However, to reassert Havas's right to compensation, a series of three actions have been taken: (i) a complaint to the European Commission, (ii) referral to the European Court of Human Rights and (iii) a claim against the State. Vivendi Management believes that it has solid legal grounds to defend its positions for determining the taxable income for the fiscal years under audit.

NOTE 11. EMPLOYEE EXPENSES AND BENEFITS

11.1. Average workforce

Breakdown of staff by segment

	2019	2018
Transportation and logistics	35,695	35,654
Oil logistics	963	1,019
Communications	43,884	41,620
Electricity storage and solutions	2,211	2,469
Other activities	410	379
TOTAL	83,163	81,141

11.2. Pension benefit and related obligations

Accounting policies

• Post-employment benefits

Post-employment benefits include end-of-service payments, retirement schemes, as well as life insurance and healthcare benefits granted to the retirees of certain subsidiaries (primarily in the US).

Commitments relating to post-employment benefits mainly concern subsidiaries in the eurozone and the Africa zone (CFA zone), and those based in the United Kingdom. In the case of Vivendi, virtually all Group employees enjoy retirement benefits under defined contribution schemes, which are incorporated into local social security schemes and multi-employer schemes, or defined benefit plans, which are typically managed under group pension plans. The Group's scheme financing policy is in line with applicable public regulations and obligations.

• Other long-term benefits

Other long-term benefits are entered in the balance sheet as provisions. These include commitments relating to incentives associated with length of service and to mutual societies.

This provision is valued according to the projected unit credit method.

Expenses related to these commitments are recognized in the operating income, with the exception of interest expense net of the expected return on assets, which is recognized in financial income.

11.2.1. Presentation of schemes

Defined-benefit plans

In line with IAS 19 revised "Employee benefits", the Group's commitments under defined-benefit plans, and likewise their cost, are valued by actuaries in accordance with the projected unit credit method. Valuations are carried out each year for the various schemes.

These schemes are either "funded", in which case their assets are managed separately from and independently of the Group's, or "not funded", in which case the commitment appears as a liability on the balance sheet. In the case of funded schemes, they may be funded by investments in different instruments, such as insurance contracts or equity securities and bonds, excluding Group debt instruments or shares.

For funded employee defined-benefit plans, the shortfall or surplus of the assets' fair value compared with the discounted value of the obligations is recognized as a balance sheet liability or asset. If scheme assets exceed recognized obligations, a financial asset is generated up to the present value of expected future refunds and reductions in future contributions. If such a surplus is not available or does not represent any future financial benefit, it is not recognized.

Commitments associated with employee benefits are valued using assumptions as to future wages, age when rights are claimed, mortality rate and rate of inflation, and then discounted using the interest rate of first-class long-term private bonds. The discount rate is thus determined for each country, by reference to the yield rate of AA-rated corporate bonds with an equivalent maturity to the duration of the schemes valued, generally based on representative indices. The benchmark rates used for primary plans are iBoxx AA Corporate and Merrill Lynch AA Corporate on the assessment date and maturing in a time comparable to the average horizon of the particular plan in question. The benchmark rates used for these primary plans were not changed during the fiscal year.

A cost for past services is generated when the company institutes a defined-benefit plan or changes benefit levels in an existing scheme: the cost for past services is immediately recognized as an expense.

The actuarial cost recorded as operating income for employee defined-benefit plans includes the cost of services provided during the fiscal year, the cost of past services and the effects of any reduction or abolition of the scheme.

The financial component, recognized in other financial income and expenses, is comprised of the accretion effect of commitments, net of the expected return on plan assets using the discount rate used to measure commitments.

Actuarial differences arise mainly from changes in assumptions and from the difference between the results using the actuarial assumptions and the actual outcome of the employee defined-benefit plans. Actuarial differences are recognized in full in the balance sheet, with an offsetting entry in shareholders'

equity except for other long-term benefits for which the effects of the changes are recognized in profit and loss.

Defined-contribution schemes

Certain benefits are also provided under defined-contribution schemes. The contributions for these schemes are entered as employee costs when they are incurred.

11.2.2. Defined-benefit schemes

The Group has defined-benefit schemes, in particular in the United Kingdom. These schemes are managed and monitored by trustees. In accordance with current legislation, the trustees implement an investment strategy to ensure the best long-term return on investment with a level of risk that is appropriate to the nature and length of the agreements. The manager is in charge of the daily management of assets in accordance with the defined strategy. The plans are analyzed on a regular basis by an independent actuary.

Assets and liabilities included in the balance sheet

(in millions of euros)	At 12/31/2019			At 12/31/2018		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
Discounted value of commitments (non-funded schemes)	611.9	35.6	647.4	537.2	34.4	571.6
Discounted value of commitments (funded schemes)	1,098.6	0.0	1,098.5	880.5	0.0	880.5
Fair value of plan assets	(713.7)	0.0	(713.7)	(594.9)	0.0	(594.9)
NET BALANCE SHEET VALUE OF EMPLOYEE BENEFIT OBLIGATIONS	996.7	35.6	1,032.2	822.7	34.4	857.1
Of which assets related to employee benefit plans			(8.8)			(9.5)
Of which provisions for employee benefit schemes			1,041.0			866.6

Expenditure components

(in millions of euros)	2019			2018		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
Cost of services provided	(40.7)	(3.3)	(44.0)	(39.2)	(3.3)	(42.4)
Cost of past services	26.9	1.5	28.4	1.0	0.6	1.6
Actuarial gains and losses recognized	0.0	(2.3)	(2.3)	0.0	0.3	0.3
Effects of reductions and plan liquidation	3.4	0.8	4.2	2.7	0.5	3.1
Interest expenses	(31.6)	(0.5)	(32.1)	(30.2)	(0.5)	(30.7)
Expected yield of scheme assets	13.8	0.0	13.8	12.5	0.0	12.5
Others	(1.0)	0.0	(1.0)	(0.9)	0.0	(0.9)
COST OF EMPLOYEE BENEFIT OBLIGATIONS	(29.2)	(3.8)	(33.0)	(54.1)	(2.4)	(56.5)

Changes in net balance sheet liabilities/assets

— Changes in provisions

(in millions of euros)	2019 fiscal year			2018 fiscal year		
	Post-employment benefits	Other long-term benefits	Total	Post-employment benefits	Other long-term benefits	Total
At January 1	822.7	34.4	857.1	864.9	34.3	899.2
Increase through P&L	29.2	3.8	32.9	54.1	2.4	56.5
Decrease through P&L	(67.4)	(1.7)	(69.1)	(66.7)	(2.2)	(68.9)
Actuarial gains and losses in shareholders' equity	184.1	0.0	184.1	(36.7)	0.0	(36.7)
Translation adjustment	8.1	(0.2)	7.9	6.3	(0.1)	6.2
Others movements	20.0	(0.7)	19.3	0.8	0.0	0.9
AS OF DECEMBER 31	996.7	35.6	1,032.2	822.7	34.4	857.1

Actuarial gains and (losses) recognized directly in shareholders' equity

The change in actuarial gains and (losses) recognized directly in shareholders' equity is as follows:

(in millions of euros)	At 12/31/2019	At 12/31/2018
Opening balance	(362.7)	(381.9)
Actuarial gains and (losses) recognized in the period (for controlled entities)	(184.1)	36.7
Other changes ⁽¹⁾	(15.7)	(17.5)
Closing balance	(562.5)	(362.7)

(1) Reflects actuarial gains and losses of entities accounted for using the equity method.

Information on hedged assets

— Reconciliation between the fair value of hedged assets at the start and end of the fiscal year

(in millions of euros)	
Fair value of assets at January 1, 2019	594.9
Expected return on assets	14.2
Actuarial (losses) and gains generated	81.0
Contributions paid by the employer	14.4
Contributions paid by the employees	0.1
Reductions/liquidations	0.0
Benefits paid by the fund	(21.5)
Change in scope	0.0
Others	31.1
FAIR VALUE OF ASSETS AS AT DECEMBER 31, 2019	714.2

— Composition of the investment portfolio

The assets of pension plans are mainly located in France and the United Kingdom.

At the year end, hedged assets were invested as follows:

France (as a percentage)	12/31/2019 Portion	12/31/2018 Portion
Shares	11	11
Bonds	76	74
Insurance contracts	6	7
Fixed assets	7	7
Cash	0	0
Others	1	1
TOTAL	100	100

5 Analysis of operations and the financial statements

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In accordance with IAS 19, the expected yield rate is identical to the discount rate.
No investment is made in the Group's own assets.

United Kingdom (as a percentage)	12/31/2019 Portion	12/31/2018 Portion
Shares	6	16
Bonds	26	19
Insurance contracts	32	30
Cash	15	16
Others	21	19
TOTAL	100	100

Others (as a percentage)	12/31/2019 Portion	12/31/2018 Portion
Shares	9	9
Bonds	7	7
Insurance contracts	79	79
Fixed assets	0	0
Cash	1	1
Others	5	4
TOTAL	100	100

Valuation assumptions

Commitments are valued by actuaries who are independent from the Group. Any assumptions made reflect the specific nature of the plans and companies concerned.

Full actuarial valuations are carried out each year during the final quarter.

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As of December 31, 2019 (in millions of euros)	France	United Kingdom	Others	Total
Post-employment benefits	469.6	609.7	631.2	1,710.4
<i>o/w Discounted value of commitments (non-funded schemes)</i>	176.5	5.5	429.9	611.9
<i>o/w Discounted value of commitments (funded schemes)</i>	293.1	604.2	201.3	1,098.6
Other long-term benefits	19.7	0.8	15.1	35.7
Fair value of plan assets	(62.3)	(539.3)	(112.2)	(713.7)
NET BALANCE SHEET VALUE OF EMPLOYEE BENEFIT OBLIGATIONS	427.0	71.2	534.2	1,032.2

Discount rates determined by country or geographic area are obtained by reference to the yield rate of first-class private bonds (with maturity equivalent to the term of the schemes valued).

The main actuarial assumptions made in determining commitments are as follows:

(as a percentage)	France	United Kingdom	Others
As of December 31, 2019			
Discount rate	0.50	1.75 to 2.10	0.50 to 3.00
Expected return on assets	0.50	1.75 to 2.10	0.50 to 3.00
Wage increases ⁽¹⁾	2.50 to 3.39	3.00	1.75 to 2.50
As of December 31, 2018			
Discount rate	1.50	2.75 to 2.95	1.50 to 4.00
Expected return on assets	1.50	2.75 to 2.95	1.50 to 4.00
Wage increases ⁽¹⁾	2.50 to 3.47	3.30 to 3.50	1.75 to 2.50

(1) Inflation-adjusted.

Sensitivity

— *The sensitivity of the valuation to changes in the discount rate is as follows:*

	As a percentage		In millions of euros	
Change in the discount rate	–0.5%	+0.5%	–0.5%	+0.5%
Effect on commitment in 2019	12.50	–11.48	129.1	(118.5)
Effect on expense in 2020	0.90	–3.33	0.4	(1.4)

— *The sensitivity of the valuation to changes in the expected return on assets*

The valuation with a 10% change in the expected return on assets does not have a significant effect either on debt, the standard cost or the interest.

— *Sensitivity of healthcare benefit commitments to a one-point change in medical costs*

The 1% increase in medical expenses does not have a significant effect either on debt, the standard cost or the interest.

11.3. Share-based payment transactions

Accounting policies

The valuation and accounting arrangements for share subscription or share purchase plans relating to shares in the parent company and its subsidiaries are set out in IFRS 2 “Share-based payment”.

The granting of shares and stock options is a benefit for the persons concerned and as such counts as supplementary compensation. These benefits are recognized as expenses on a straight-line basis in the vesting period against an increase in shareholders’ equity for plans that can be repaid in the form of shares and as debts to staff for plans that can be repaid in cash.

They are valued at the time of their granting on the basis of the fair value of the shareholders’ equity instruments granted.

11.3.1. Bolloré SE free share allocation plan

The Group granted free Bolloré SE shares to Group employees. These transactions were made on the conditions set by the General Shareholders’ Meeting of June 3, 2016. The terms of these plans were decided at the Board of Directors’ Meetings of September 1, 2016, March 23, 2017, March 22, 2018 and March 14, 2019.

The Group applied IFRS 2 “Share-based payment” to this free-share allocation plan. On the grant dates, September 2, 2016, March 23, 2017, March 22, 2018 and March 14, 2019, the fair value of the shares granted was calculated by an independent expert, this value equaling the expense to be recognized for the period corresponding to the vesting period of the shares.

The fair value of the shares is recognized on a straight-line basis over the vesting period. This amount is included in the income statement under “Personnel costs” with an offsetting entry in shareholders’ equity. The employer’s contributions due under these plans were immediately recognized as expenses.

The expense relating to all Bolloré SE share allocation plans was 8.1 million euros, compared with 7.0 million euros in 2018.

Bolloré SE plan	2016	2017	2018	2019
Allocation conditions				
Grant date	September 2, 2016	March 23, 2017	March 22, 2018	March 14, 2019
Number of shares originally granted	4,131,200	1,610,000	1,238,000	3,017,500
Share price on award date (in euros)	3.15	3.51	4.35	3.91
Vesting period	36 months	36 months	36 months	36 months
Holding period	None at the end of the vesting period, i.e. September 2, 2019	None at the end of the vesting period, i.e. March 23, 2020	None at the end of the vesting period, i.e. March 22, 2021	None at the end of the vesting period, i.e. March 14, 2022
Main assumptions				
Dividend rate (as a percentage)	2.0	1.7	1.4	1.5
Risk-free rate (as a percentage)	0 at 2 years	0 at 2 years	0 at 2 years	0 at 2 years
	0 at 5 years	0 at 5 years	0 at 5 years	0 at 5 years
Fair value of the option (including lock-up discount) (in euros)	2.97	3.33	4.17	3.73
As of December 31, 2019				
Number of remaining shares ⁽¹⁾	0	1,610,000	1,238,000	3,017,500
Expense recognized in the income statement (in millions of euros)	(2.4)	(1.5)	(1.1)	(3.1)

(1) The plan implemented in 2019 expired on September 2, 2019 and gave rise to a capital increase of 3,955,200 shares. See note 9 – Shareholders’ equity and earnings per share.

11.3.2. Plans granted by Vivendi

Vivendi share subscription options

3,078 thousand share subscription options had vested and were exercisable at December 31, 2019, at a weighted average exercise price of 15.3 euros. At the market price on that date, the aggregate intrinsic value of the unexercised share subscription options can be estimated at 33 million euros. The weighted average remaining period of the share subscription options is 1.2 years.

Vivendi performance share plans

At December 31, 2019, there remained 5,282 thousand performance shares. The average time before delivery of performance shares is 1.3 years. Vesting for the period ended December 31, 2019 involved 699 thousand shares, including the cancellation during the fiscal year of 396 thousand shares for non-attainment of performance objectives or due to the departure of certain beneficiaries.

On February 14, 2019, Vivendi awarded its employees and senior executives 1,601 thousand performance shares, including 165,000 to members of the Executive Committee. The terms and conditions of the grant are set out in the Vivendi 2019 annual report. On May 17, 2018, Vivendi awarded its employees and senior executives 1,632 thousand performance shares, including 175,000 to members of the Executive Committee. The expense related to all the performance share plans was 24 million euros in 2018, versus 16 million euros for 2018.

Group savings plan and Vivendi leveraged plan

On July 17, 2019 and July 19, 2018, Vivendi carried out capital increases by means of a group savings plan and a leveraged plan that allowed Group employees and retirees to subscribe for Vivendi shares.

The valuation assumptions can be found in the Vivendi 2019 annual report. As part of the group savings plan, 531 thousand shares were subscribed in 2019 through an employee investment fund at a price of 21.106 euros per share, versus 734 thousand shares at 19.327 euros per share in 2018.

In addition, a leveraged plan was created under which 4,694 thousand shares were subscribed in 2019 through an employee investment fund at a price of 21.106 euros per share, versus 4,259 thousand shares at 19.327 euros per share in 2018. The leveraged plan allows current and retired employees of Vivendi and its French and foreign subsidiaries to subscribe for Vivendi shares through a reserved capital increase that gives them a discount on subscription and ultimately capital gains (determined as per the plan rules) on 10 shares for each share subscribed. This transaction was underwritten by a financial institution commissioned by Vivendi. In addition, 151 thousand shares were subscribed through an employee shareholder plan implemented for employees of the Japanese subsidiaries (compared with 193 thousand shares in 2018).

In 2019, the expense recognized in respect of the leveraged plan amounted to nearly 1 million euros (unchanged compared with 2018).

The transactions carried out in France and abroad through the employee investment funds (group savings plan and leveraged plan) enabled a capital increase to be carried out on July 17, 2019 that totaled 113 million euros (including issue premiums), compared with a total amount of 100 million euros (including issue premiums) on July 19, 2018.

11.3.3. Havas SA performance share plan

The free-share allocation and performance share plans were valued on the basis of the Havas share price on the date of the meeting of the Board of Directors that decided to grant these shares. Provided the performance conditions on the various plans are satisfied, the rights fully vest upon registration at the end of a thirty-six- to fifty-one-month period subject to continued employment.

The following allocation plans were in force at December 31, 2019:

- on May 10, 2016, the Board of Directors allocated 2,584 thousand free and performance shares to senior executive employees and French and foreign senior executives of the Group, including 90 thousand shares for Yannick Bolloré;
- on July 21, 2016, the Board of Directors allocated 148 thousand free shares to all employees of French companies;
- on February 28, 2017, the Board of Directors allocated 1,699 thousand free shares to French or foreign senior executive employees.

The expense related to all the performance and free share plans was 8 million euros in 2019, versus 10 million euros for 2018.

In light of both the implementation of the mandatory squeeze-out resulting in the absence of liquidity for Havas shares and the change of control of Havas to Vivendi, Vivendi's Supervisory Board resolved that the free and performance shares granted by Havas would be replaced by Vivendi shares, on the basis of 0.44 Vivendi shares for every 1 Havas share.

In 2018, all holders of Havas free and performance shares were individually given the option of being granted the corresponding shares initially granted to them, subject to having entered into a liquidity contract with Vivendi which contains:

- a put option, giving such holders the right to sell their Havas free and performance shares within thirty calendar days from the first business day following the date of final grant of their Havas free and performance shares; and

- a call option, allowing Vivendi to acquire the Havas free and performance shares in question within fifteen calendar days of the expiry of the above-mentioned put option exercise period.

The exercise price for these options will be the cash equivalent, for each Havas share, of the market value of 0.44 of a Vivendi share calculated on the basis of the average, weighted by daily trading volumes on the Euronext Paris regulated market, Vivendi share price on Euronext Paris over the ten trading days prior to the vesting date of the Havas free and performance shares.

As an exemption, given the proximity of the vesting date applicable to the plan of January 29, 2014 (i.e. April 29, 2018), this exercise price was equal to the tender offer price, i.e. 9.25 euros for the beneficiaries of this plan.

At December 31, 2019, 1,265 thousand Havas shares (compared with 2,297 thousand Havas shares at December 31, 2018) were part of a liquidity commitment and will thus be allocated to the beneficiaries, subject to the condition of continued employment, at the maturity date of each plan and then be bought back by Vivendi; and 2,370 thousand Havas shares will be exchanged for approximately 1,043 thousand Vivendi shares (at the rate of 0.44 Vivendi share for 1 Havas share).

11.3.4. Blue Solutions free share plans

No Blue Solutions free share allocation plans were open in 2019.

As a reminder, Blue Solutions' Board of Directors, at its meeting of January 7, 2014, partially using the authorization granted to it by the Extraordinary General Meeting of August 30, 2013, decided to award a maximum of 380,000 free shares, or 1.32% of the capital. 364,500 free shares were awarded in this way on January 8, 2014, and 13,500 on April 7, 2014, in line with the procedures set out by the General Shareholders' Meeting and the Board of Directors.

As such, 311,250 new Blue Solutions shares were issued on January 8, 2018, vesting date of free shares, at a par value of 5 euros per share, and 13,500 new Blue Solutions shares were issued on April 7, 2018, vesting date of free shares, at a par value of 5 euros per share.

The fair value of the shares granted was calculated by an independent expert. This fair value represents the expense to be recognized over the vesting period, it is recognized on a straight-line basis in P&L under "Personnel costs" with an offsetting entry in shareholders' equity, amounting to -0.1 million euros in 2018.

11.3.5. Gameloft SE free share grants

The free share allocation plans were measured on the basis of the Gameloft SE ("Gameloft") share price on the date of the meeting of the Board of Directors that decided to grant these shares, taking on board the lock-up period following vesting. The vesting of shares for beneficiary employees is subject to having a valid employment contract with the company at all times throughout the vesting period, of two or four years depending on the plan.

As of December 31, 2019, the balance of free share allocation plans was nil (compared with 341 thousand shares as of December 31, 2018). In fiscal year 2019, 15 thousand shares were canceled. The average residual duration before the unwinding of the plans was 0.96 years in 2018.

On March 21, 2019, Vivendi bought back 717 thousand shares under the terms of the liquidity commitment signed with the beneficiaries in the second half of 2018. As of December 31, 2019, 874 thousand shares are still subject to this commitment.

The expense relating to free shares allocated by Gameloft SE was not significant in 2019 (unchanged compared with 2018).

11.3.6. Dailymotion long-term incentive plan

In 2015, Vivendi implemented a long-term incentive plan for a five-year period for certain key senior executives. This plan is indexed to increases in the enterprise value of Dailymotion versus its acquisition value, as determined on June 30, 2020 by an independent expert report. Should the value of Dailymotion increase, the amount of compensation under the incentive plan is capped at a percentage, depending on the beneficiaries, of this increase. In the six months from June 30, 2020, the plan will, where necessary, be settled by means of a cash payment.

Pursuant to IFRS 2, an expense must be estimated for the cost of this compensation and recognized at each reporting date up to the date of payment. For the period ended December 31, 2019, no expenses were recorded with respect to this plan, as was the case in previous years.

11.3.7. Summary of the main new plans and change in the number of shares

The detailed features of the main new plans during the fiscal year are as follows:

Allocation conditions for free share and performance plans granted in fiscal year 2019

Shares affected	Vivendi	Bolloré
Grant date	February 14, 2019	March 14, 2019
Number of shares awarded	1,601,000	3,017,500
Share price on award date (in euros)	22.60	3.912
Dividend rate (as a percentage)	2.21	1.53
Fair value of one share (in euros)	19.37	3.73
Vesting period	36 months	36 months
Lock-up period	2 years following the vesting period, i.e. February 14, 2024	None following the vesting period, i.e. March 14, 2022
NUMBER OF SHARES GRANTED AS OF DECEMBER 31, 2019	1,601,000	3,017,500

The half-year change in the number of shares and options outstanding relating to share-based payment transactions over the period was as follows:

Changes in the number of outstanding free and performance shares

Shares affected	Vivendi	Havas ⁽¹⁾	Bolloré
Number of shares as of December 31, 2018	4,790,000	5,867,360	6,840,000
From business combinations			
Grant	1,647,000		3,017,500
Expired		(2,051,000)	
Fiscal year	(759,000)		(3,955,200)
Canceled	(396,000)	(181,000)	(36,800)
NUMBER OF SHARES AS OF DECEMBER 31, 2019	5,282,000	3,635,360	5,865,500

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Change in the number of share subscription

Options affected	Vivendi
Number of options at December 31, 2018	7,245,000
From business combinations	
Grant	
Expired	(265,000)
Fiscal year	(3,897,000)
Canceled	(5,000)
NUMBER OF OPTIONS AT DECEMBER 31, 2019	3,078,000

(1) Under the plan granted on January 19, 2015, and expired on April 19, 2019, 825 thousand shares were settled in cash by Vivendi at the price of 11.51 euros per share and 973 thousand Havas shares were exchanged for 428 thousand Vivendi shares at an exchange rate of 0.44 Vivendi shares for one Havas share, in accordance with the rules of the plan. Under the plan granted on May 10, 2016, and expired on May 10, 2019, 120 thousand Havas shares were settled in cash by Vivendi at a price of 11.24 euros per share. Under the plan granted on March 19, 2015 and expired on June 19, 2019, 70 thousand Havas shares were exchanged for 31 thousand Vivendi shares at an exchange rate of 0.44 Vivendi shares for one Havas share, in accordance with the rules of the plan.

11.4. Compensation of governing and management bodies (related parties)

(in millions of euros)	2019	2018
Short-term benefits	14.1	13.5
Post-employment benefits	0.0	0.0
Long-term benefits	0.0	0.0
Severance payments	0.0	0.0
Payment in shares	4.3	4.1
Number of free and performance shares awarded to senior executives with respect to Bolloré securities ⁽¹⁾	2,836,000	3,451,000
Number of Blue Solutions free shares ⁽¹⁾	0	0
Number of Havas performance shares and options on securities ⁽¹⁾	110,040	186,080
Number of Vivendi performance shares and options on securities ⁽¹⁾	18,000	18,000

(1) The features of the different plans in terms of shares and stock options are detailed in note 11.3 – Share-based payment transactions.

In 2019, Vincent Bolloré, Chairman of the Board of Directors until March 14, 2019, did not receive any compensation by way of bonuses from Bolloré Group companies up to that date, compared with 1,060 thousand euros in 2018. In 2019, Vincent Bolloré also received 64 thousand euros in directors' fees for corporate offices held within Group companies (118 thousand euros in 2018).

In 2019, Cyrille Bolloré, Chairman of the Board of Directors since March 14, 2019, received 500 thousand euros in compensation by way of bonuses from Bolloré Group companies. Moreover, Cyrille Bolloré received 134 thousand euros in directors' fees in 2019 on the basis of the corporate offices he exercises in Group companies.

The Group has no commitments towards its senior executives or former senior executives regarding pensions or equivalent (post-employment) indemnities.

The Group does not grant advance payments or credit to members of the Board of Directors.

Deferred taxes are recognized for all timing differences unless the deferred tax is generated by goodwill or by the initial recognition of an asset or liability which is not a business combination and does not affect either accounting or fiscal income on the transaction date.

A deferred tax is recognized for all fiscal timing differences connected with shareholdings in subsidiaries, associate companies and joint ventures or capital expenditure in branches, unless the date on which the timing difference is to be reversed is within the Group's control and it is probable that it will not be reversed in the foreseeable future.

A deferred tax asset is recognized for the carryforward of tax losses and of unused tax credits, insofar as it is probable that there will in future be sufficient taxable income to which these tax losses and unused tax credits can be imputed or if there are liability timing differences.

For Vivendi, the book value of deferred tax assets is reviewed at the end of each fiscal year and, where necessary, revalued or reduced, to reflect changes in the likelihood of generating taxable profits resulting in these deferred tax assets being used. To assess the likelihood of generating an available taxable profit, the track record of results over past fiscal years is in particular taken into account along with forecasts for future results, non-recurring items that are unlikely to reoccur in the future and the tax strategy. As a result, the evaluation of the Group's ability to use its tax loss carryforwards requires a significant amount of judgment. If the Group's future tax results were to vary materially from what was anticipated, the Group would then be required to revise the book value of the deferred tax assets up or down, which could have a material effect on the Group's balance sheet and results.

For other Bolloré Group companies or tax groups for which there is a recent history of unused tax losses, the Group does not deem it necessary to recognize the net deferred tax assets in respect of carrying forward tax losses. In line with IAS 12, deferred tax assets and liabilities are not discounted.

NOTE 12. TAXES

Accounting policies

The Group calculates its income tax in accordance with the tax law in force at the time.

In accordance with IAS 12 "Income taxes", the timing differences between the book values of assets and liabilities and their tax-base values give rise to recognition of a deferred tax asset or liability, according to the variable carryforward method using the tax rate adopted or virtually adopted on the closing date.

12.1. Tax charges

12.1.1. Income tax analysis

(in millions of euros)	2019	2018
Current and deferred tax ⁽¹⁾	(306.9)	(398.8)
Provision (expense)/reversal for taxes	(2.3)	16.8
Other taxes (lump sum, adjustments, tax credits, carry back) ⁽²⁾	462.0	(5.4)
Withholding taxes	(82.0)	(79.6)
Corporate added value contribution	(36.2)	(38.8)
TOTAL	34.6	(505.8)

(1) Includes the deferred tax expense related to the revaluation through profit or loss of the shareholdings in Spotify and Tencent Music in a total amount of -36 million euros in 2019, compared with -72 million euros in 2018, in accordance with IFRS 9, applied from January 1, 2018.

(2) Includes current tax income of 473 million euros recognized following the favorable decision of the Council of State on December 19, 2019 concerning the use of foreign tax receivables upon exiting the consolidated global profit tax system, i.e. 244 million euros for 2012 (218 million euros in principal and 26 million euros in default interest) and 229 million euros for 2015 (203 million in principal and 26 million euros in default interest).

12.1.2. Explanation of income tax expense

By convention, the Group decided to apply the ordinary rate applicable in France, i.e. 34.43%. The effect of additional tax contributions paid by the Group is described below in "Impact of tax rate differentials".

The difference between the theoretical and actual tax liability may be analyzed as follows:

(in millions of euros)	2019	2018
Consolidated net income	1,408.4	1,107.2
Net income from companies accounted for using the equity method	(121.4)	(194.6)
Tax expense (income)	(34.6)	505.8
Income before tax	1,252.4	1,418.4
Theoretical tax rate	34.43%	34.43%
THEORETICAL TAX INCOME (EXPENSE)	(431.2)	(488.3)
Reconciliation:		
Permanent differences ⁽¹⁾	313.0	(108.4)
Effect of the sale of securities not taxed at the current rate ⁽²⁾	35.4	1.8
Capitalization (impairment) of losses carried forward and impairment of deferred taxes ⁽³⁾	(86.9)	(87.1)
Impact of tax rate differentials ⁽⁴⁾	200.4	192.1
Others	3.9	(15.9)
ACTUAL TAX INCOME (EXPENSE)	34.6	(505.8)

(1) In 2019, corresponds mainly to current tax income of 474 million euros recorded following the favorable outcome for Vivendi SA of litigation regarding foreign tax credits in 2012 and 2015.

(2) In 2019, corresponds mainly to the tax effect on the capital gain on the sale of Wifirst by Bolloré SE.

(3) Incorporates in 2019, the uncaptured losses of Vivendi in the amount of -115.7 million euros.

(4) In 2019, with regard to Vivendi, includes a favorable tax effect following the change in the Federal corporate tax rate in the United States.

12.1.3. Vivendi tax consolidation and consolidated global profit regime

Vivendi SA qualifies for the tax consolidation regime and considers that it qualified, up to and including December 31, 2011, for the so-called "consolidated global profit" regime provided for in article 209 (d) of the French General Tax Code. As from January 1, 2012, Vivendi SA has only benefited from the French tax group system.

The tax consolidation regime allows Vivendi to consolidate for tax purposes its profits and losses with the profits and losses of French companies at least 95% directly or indirectly controlled, namely as of December 31, 2019, mainly entities belonging to Universal Music Group, Groupe Canal+, Havas group and Gameloft in France, as well as the companies involved in the Group's development projects in France (Vivendi Village, Dailymotion, etc.).

Up to December 31, 2011, the approved consolidated global profit regime allowed Vivendi to consolidate for tax purposes its profits and losses with the profits and losses of Group companies at least 50% directly or indirectly controlled, both in France and abroad. It initially received approval for a five-year period, namely from January 1, 2004 to December 31, 2008, which was renewed on May 19, 2008 for a three-year period, namely from January 1, 2009 to December 31, 2011. For reference, on July 6, 2011, Vivendi filed a further application with the French Ministry of Finance for approval to use the consolidated global profit tax system for a three-year period from January 1, 2012 to December 31, 2014.

Changes in French tax law in 2011 ended the consolidated global profit regime for companies closing their fiscal years from September 6, 2011 and capped the use of tax loss carryforwards at 60% of taxable profit. Since 2012, the allocation of tax losses carried forward has been capped at 50% of taxable profit. The impact of the French tax group and consolidated global profit tax systems on the value of Vivendi's losses, foreign tax receivables and carryforwards is calculated as follows:

As Vivendi considers that its entitlement to use the consolidated global profit tax system was effective until the end of the authorization granted by the French Ministry of Finance (i.e., until December 31, 2011), in 2012, Vivendi submitted a 366 million-euro refund request with respect to fiscal year 2011. At the end of the approval procedure conducted before the administrative bodies, France's Council of State, by its decision of October 25, 2017, recognized Vivendi's right to make a claim of reasonable confidence authorizing it to allocate the consolidated earnings over the entire period covered by the approval, including therefore the period ended December 31, 2011. Since the Council of State is in this instance the court of last resort, the sum of 366 million euros repaid to Vivendi, along with default interest in the amount of 43 million euros, became non-refundable. Consequently, in its financial statements for the year ended December 31, 2017, Vivendi recorded a tax income of 409 million euros.

In addition, given that the foreign tax receivables held by Vivendi upon exiting the consolidated global profit tax system can be carried forward until expiry of the approval, Vivendi asked for repayment of the tax paid for the fiscal year ended December 31, 2012. On May 8, 2013, Vivendi received a refund of 201 million euros. This refund was subsequently challenged by the tax authorities as part of an audit procedure and, in its financial statements as at December 31, 2012, Vivendi provisioned the risk relating to the principal amount of 208 million euros, which was increased to 221 million euros at December 31, 2013. In its financial statements as at December 31, 2014, Vivendi maintained this provision and supplemented it with the amount of late interest of 11 million euros, for a total provisioned amount of 232 million euros at December 31, 2014, which was reduced to 228 million euros as of December 31, 2015 after deduction of ordinary tax credits. In the course of this audit, Vivendi paid 321 million euros on March 31, 2015, comprising the aforementioned 221 million euros and 11 million euros plus 89 million euros in penalties.

Following the closure of the audit process, on June 29, 2015 Vivendi challenged the tax and late interest levied plus the penalties with the tax authorities, with provisions not being funded on the advice of the company's advisers. Vivendi has since lodged this dispute with the Montreuil Administrative Court. On March 16, 2017, the Administrative Court of Montreuil issued a decision favorable to Vivendi. On April 18, 2017, Vivendi received a reimbursement of 315 million euros corresponding to the principal amount of tax owed for 2012 (218 million euros) and late interest (10 million euros), plus penalties (87 million euros), together with late payment interest (31 million euros), for a total amount of 346 million euros. Since the Minister appealed the decision concerning the principal amount of tax owed, Vivendi maintained in its financial statements at December 31, 2017 the provision for principal repayment (218 million euros) and late payment interest (10 million euros), plus the interest on arrears (23 million euros), for a total provision of 251 million euros. As the Minister had not appealed the penalties (87 million euros), Vivendi recorded, in its financial statements at December 31, 2017, tax income of 9 million euros as the portion of the late payment interest definitively accruing to Vivendi. On November 22, 2018 the Administrative Court of Appeal of Versailles overruled the decision of March 16, 2017 of the Administrative Court of Montreuil and made Vivendi again liable for the supplemental contributions to which it was subject for 2012. However, it relieved Vivendi of late payment interest. On its financial statements for the year ended December 31, 2018 Vivendi recognized income of 12 million euros due to the relief from late payment interest (10 million euros) as well as the corresponding default interest (2 million euros), bringing the total amount provisioned to 239 million euros (218 million euros of principal and 21 million euros for associated default interest). On December 31, 2018, Vivendi submitted an appeal to the French Council of

State asking for the nullification of the judgment of the Administrative Court of Appeal of Versailles. On February 11, 2019, in performance of the judgment of the Administrative Court of Appeal of Versailles, Vivendi received a demand to pay 239 million euros from the tax authorities. This amount was settled on February 15, 2019.

Following the ruling by the Montreuil Administrative Court on March 16, 2017, Vivendi, on June 15, 2017, requested a refund of the 203 million euros in tax owed in respect of the fiscal year ended December 31, 2015. At December 31, 2017, Vivendi recognized a provision in the amount of the repayment demanded (203 million euros) and maintained that provision on its books at December 31, 2018 in anticipation of the aforementioned decision of the Council of State.

On December 19, 2019, the Council of State issued a decision in favor of Vivendi, authorizing it to use foreign tax receivables upon exiting the consolidated global profit tax system, striking down the judgment of the Administrative Court of Appeal of Versailles and settling this dispute on the merits. Executed on December 24, 2019, the decision of the Council of State resulted as follows:

- in its financial statements for the year ended December 31, 2019, Vivendi recognized current tax income in the amount of 473 million euros, i.e. 244 million euros for 2012 (218 million euros in principal and 26 million euros in default interest) and 229 million euros for 2015 (203 million in principal and 26 million euros in default interest);

- the tax authorities paid Vivendi 223 million euros (218 million euros in principal and 5 million euros in default interest) on December 27, 2019. In addition, the tax authorities paid 250 million euros to Vivendi in January 2020, i.e. the balance of 21 million euros in respect of default interest for 2012 and 229 million euros for 2015 (203 million euros in principal and 26 million euros in default interest).

In the financial statements at December 31, 2019, the tax profit of the companies in the Vivendi SA tax group was estimated. As a result, the level of tax losses, of foreign tax receivables and carryforwards at December 31, 2019 cannot currently be determined with any certainty. At December 31, 2019, after taking into account the impact of the estimated tax profit for the 2019 fiscal year and before taking account of the impact of the consequences of ongoing tax audit on the level of losses, foreign tax receivables and carryforwards, Vivendi SA would be in a position to obtain from its losses, foreign tax receivables and carryforwards tax savings of 765 million euros (at the applicable corporate tax rate at January 1, 2020, namely 32.02%). At the rate of 25.83% applicable in 2022, Vivendi would obtain from its losses, its foreign tax receivables and carryforwards a tax saving of 618 million euros.

However, Vivendi SA values its losses, foreign tax receivables and carryforwards on the basis of a full year profit forecast, using the budget for the following fiscal year. On this basis, in 2020, it is anticipated that Vivendi will likely be able to achieve tax savings of 112 million euros from the French tax group system (based on the income tax rate applicable in 2020, i.e., 32.02%).

12.2. Deferred tax

12.2.1. Balance sheet position

(in millions of euros)	12/31/2019	01/01/2019 ⁽¹⁾
Deferred tax assets	889.6	819.7
Deferred tax liabilities	2,714.0	2,807.3
NET DEFERRED TAX ASSETS⁽²⁾	(1,824.3)	(1,987.6)

(1) After the impact of the first-time application of IFRS 16.

(2) Of which –1,907.4 million euros related to Vivendi. Certain reclassifications were made in the consolidated financial statements for the year ended December 31, 2018 to align them with the presentation of the consolidated financial statements for the year ended December 31, 2019, in particular with regard to provisions for Vivendi's foreign tax receivables for 2012 and other provisions for litigation.

12.2.2. Origin of deferred tax assets and liabilities

(in millions of euros)	2019	01/01/2019 ⁽¹⁾
Capitalization of tax losses carried forward ⁽²⁾	172.2	186.9
Provisions for retirement and other employee benefits	247.2	223.9
Revaluation of non-current assets ⁽³⁾	(2,006.0)	(2,034.0)
Regulatory tax provisions	(39.0)	(41.0)
Others	(198.8)	(323.4)
NET DEFERRED TAX ASSETS AND LIABILITIES	(1,824.3)	(1,987.6)

(1) After the impact of the first-time application of IFRS 16.

(2) Including 115.7 million euros pertaining to the tax consolidation of Vivendi SA.

(3) Including –1,566 million euros pertaining to the remeasurement of assets identified following Bolloré's PPA of Vivendi.

12.2.3. Net change in position in 2019

(in millions of euros)	Net deferred tax assets
As of January 1, 2019⁽¹⁾	(1,987.6)
Deferred tax recognized through P&L ⁽²⁾	4.6
Deferred tax recognized directly in other comprehensive income ⁽³⁾	29.7
Change in scope ⁽⁴⁾	(92.6)
Other ⁽⁵⁾	221.6
DECEMBER 31, 2019	(1,824.3)

(1) After the impact of the first-time application of IFRS 16.

(2) Including the impact on the period as regards the treatment of the Vivendi PPA in the amount of -81.6 million euros.

(3) The net change essentially includes the change in deferred taxes relative to actuarial gains on employee benefit obligations.

(4) The variation mainly concerns the consolidation of M7 and Editis.

(5) The variation is mainly attributable to Vivendi's reclassification of a deferred tax liability of 239.2 million euros in impairment of a tax receivable.

12.2.4. Deferred tax not recognized in respect of tax loss carryforwards or tax credits

(in millions of euros)	12/31/2019	12/31/2018
Tax loss carryforwards ⁽¹⁾	2,253.9	2,211.0
Others	27.7	21.2
TOTAL	2,281.6	2,232.2

(1) Including, before taking into account the possible consequences of ongoing tax inspections (see note 10.2 – Litigation in progress), the tax effect on unrecognized tax loss carryforwards as of December 31, 2019 of Vivendi (including the Havas group) totaling 1,547 million euros (1,566 million euros at December 31, 2018) and the Bolloré SE tax group totaling 386.2 million euros (336.4 million euros as of December 31, 2018).

12.3. Current tax

12.3.1. Assets

(in millions of euros)	12/31/2019			12/31/2018 ⁽¹⁾		
	Gross value	Provisions	Net value	Gross value	Provisions	Net value
Current tax assets	408.9	0.0	408.9	164.1	0.0	164.1
TOTAL	408.9	0.0	408.9	164.1	0.0	164.1

(1) Certain reclassifications were made in the consolidated financial statements for the year ended December 31, 2018 to align them with the presentation of the consolidated financial statements for the year ended December 31, 2019, in particular with regard to provisions for foreign tax receivables for 2012 and other provisions for litigation.

12.3.2. Liabilities

(in millions of euros)	12/31/2018 ⁽¹⁾	Change in scope	Change net	Currency fluctuations	Others movements	12/31/2019
Current tax liabilities	221.9	9.9	(139.5)	4.7	71.9	168.9
TOTAL	221.9	9.9	(139.5)	4.7	71.9	168.9

(1) Certain reclassifications were made in the consolidated financial statements for the year ended December 31, 2018 to align them with the presentation of the consolidated financial statements for the year ended December 31, 2019, in particular with regard to provisions for foreign tax receivables for 2012 and other provisions for litigation.

NOTE 13. RELATED-PARTY TRANSACTIONS

The consolidated financial statements include transactions carried out by the Group in the normal course of business with non-consolidated companies that have a direct or indirect capital link to the Group.

The table below summarizes all the transactions entered into in 2018 and 2019 with related parties:

(in millions of euros)	2019	Of which parties related to the Vivendi group	2018
Revenue			
Non-consolidated Group entities ⁽¹⁾	24.7	9.7	27.1
Entities accounted for using the equity method	251.6	215.7	250.6
Goods and services bought in			
Non-consolidated Group entities ⁽¹⁾	(25.4)	(20.5)	(20.0)
Entities accounted for using the equity method	(68.1)	(62.4)	(70.8)
Other financial income and expenses			
Non-consolidated Group entities ⁽¹⁾	3.0	0.0	6.0
Entities accounted for using the equity method	3.8	0.0	10.4
Non-current financial assets			
Non-consolidated Group entities ⁽¹⁾			
Entities accounted for using the equity method	88.9	88.9	85.2
Non-current financial liabilities			
Non-consolidated Group entities ⁽¹⁾			
Entities accounted for using the equity method			0.0
Receivables associated with business activity (excluding tax)			
Non-consolidated Group entities ⁽¹⁾	7.1	1.2	6.2
Entities accounted for using the equity method	78.0	62.1	69.6
Non-current content assets			
Entities accounted for using the equity method	1.1	1.1	0.8
Provisions for bad debts	(0.4)		(0.4)
Payables associated with business activity (excluding tax)			
Non-consolidated Group entities ⁽¹⁾	5.2	4.6	2.5
Entities accounted for using the equity method	17.7	12.0	16.5
Current accounts and cash management agreements – assets			
Non-consolidated Group entities ⁽¹⁾	33.8		33.9
Entities accounted for using the equity method	4.9		6.3
Current accounts and cash management agreements – liabilities			
Non-consolidated Group entities ⁽¹⁾	155.3		135.9
Entities accounted for using the equity method	0.4		

(1) Non-consolidated subsidiaries and holding companies in the Group.

NOTE 14. EVENTS AFTER THE CLOSING DATE

The key events occurring between the closing date and March 12, 2020, the date of Bolloré SE's Board of Directors' meeting that approved the annual financial statements were as follows:

- since January 7, 2020, Vivendi has been registered under its new legal form as a European company (societas Europaea). From that date, its name is immediately followed by the words "European company" or the initials "SE". It is subject to all the laws and regulations on commercial companies applicable to it in France, notably Council Regulation (EC) 2157/2001 of

October 8, 2001 on the statute for a European company (SE) and the provisions of the French commercial code (*Code de commerce*);

- as indicated in note 8 – Information relating to market risk, the Group is exposed to variations in stock market prices. Based on closing stock market prices observed on March 9, 2020, the inclusion of these positions in the Group's accounts would have an impact of –1,420.4 million euros on equity securities (i.e. 5.4% of the Bolloré Group's total equity), of which an –83.7 million impact on earnings and a –1,336.7 million impact on other comprehensive income before taxes. These elements would have no impact on the conditions for the repayment of the Group's borrowings.

NOTE 15. IFRS CONSOLIDATED FINANCIAL STATEMENTS FOR OMNIUM BOLLORÉ GROUP

Some of the companies included in the consolidation scope of Financière de l'Odé SE and of Bolloré SE hold shares in Omnium Bolloré or its subsidiaries (see the Group's detailed organization chart).

At the request of the AMF, the consolidated financial statements of Omnium Bolloré, the unlisted holding company that heads the entire Group, are provided below (cross-shareholdings of companies within the consolidation scope have been eliminated).

Omnium Bolloré does not prepare consolidated financial statements, and only a balance sheet, an income statement, a cash flow statement as well as a statement of changes in shareholders' equity and a statement of comprehensive income have been prepared.

Consolidated income statement of Omnium Bolloré group

(in millions of euros)	2019	2018
Revenue	24,842.8	23,024.4
Goods and services bought in	(16,882.6)	(16,042.7)
Personnel costs	(4,889.8)	(4,554.4)
Depreciation, amortization and provisions	(1,811.2)	(1,426.5)
Other operating expenses	(125.6)	(211.6)
Other operating income	98.6	488.0
Share in net income of operating companies accounted for using the equity method	23.4	22.5
Operating income	1,255.5	1,299.7
Net financing expenses	(129.3)	(132.5)
Other financial expenses	(390.7)	(2,511.0)
Other financial income	532.7	2,778.4
Financial income	12.7	134.9
Share in net income of non-operating companies accounted for using the equity method	98.0	172.1
Corporate income tax	34.5	(506.1)
CONSOLIDATED NET INCOME	1,400.7	1,100.6
Consolidated net income, Group share	21.9	21.9
Non-controlling interests	1,378.8	1,078.7

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Consolidated statement of comprehensive income of Omnium Bolloré group

(in millions of euros)	2019	2018
Consolidated net income for the period	1,400.7	1,100.6
Translation adjustment of controlled entities	281.1	526.0
Change in fair value of financial instruments of controlled entities	(4.7)	(1.9)
Other changes in comprehensive income	111.7	(176.4)
Total changes in items that will be recycled subsequently through profit or loss	388.1	347.7
Change in fair value of financial instruments of controlled entities	38.4	(268.4)
Change in fair value of financial instruments of entities accounted for using the equity method	(2.0)	(0.9)
Actuarial gains and losses from controlled entities recognized in equity	(160.4)	26.2
Actuarial gains and losses from entities accounted for using the equity method recognized in equity	(9.5)	(2.1)
Total changes in items that will not be recycled subsequently through profit or loss	(133.5)	(245.2)
COMPREHENSIVE INCOME	1,655.3	1,203.1
Of which:		
– Group share	36.8	19.5
– Minority interests	1,618.5	1,183.6
Of which taxes:		
– on fair value of financial instruments	(0.2)	0.0
– on actuarial gains and losses	29.5	(11.2)

Consolidated balance sheet for Omnium Bolloré group

(in millions of euros)	At 12/31/2019	As of 01/01/2019 ⁽¹⁾	At 12/31/2018 ⁽²⁾
Assets			
Goodwill	16,671.3	14,381.1	14,381.1
Intangible assets	10,831.6	10,291.8	10,060.5
Property, plant and equipment	4,334.8	4,292.1	2,870.6
Investments in equity affiliates	4,581.9	4,507.3	4,507.2
Other financial assets	2,483.0	2,324.7	2,324.7
Deferred tax	889.7	819.8	737.8
Other assets	830.3	662.3	662.2
Non-current assets	40,622.7	37,279.1	35,544.1
Inventories and work in progress	1,358.5	1,174.0	1,174.0
Trade and other receivables	7,727.3	7,555.9	7,560.8
Current tax	409.2	164.2	433.8
Other financial assets	234.5	1,080.5	1,080.5
Other assets	757.6	660.0	662.7
Cash and cash equivalents	2,943.3	4,785.0	4,785.0
Current assets	13,430.4	15,419.6	15,696.8
TOTAL ASSETS	54,053.1	52,698.7	51,240.9
Equity and liabilities			
Share capital	34.9	34.9	34.9
Share issue premiums	6.8	6.8	6.8
Consolidated reserves	444.6	428.3	440.2
Shareholders' equity, Group share	486.2	469.9	481.9
Non-controlling interests	21,289.4	23,148.9	23,387.7
Equity	21,775.6	23,618.9	23,869.6
Long-term financial debts	9,428.2	8,333.8	8,340.5
Provisions for employee benefits	1,041.0	866.6	866.6
Other provisions	558.4	378.9	951.1
Deferred tax	2,714.0	2,807.3	2,484.4
Other liabilities	2,172.6	2,109.9	372.7
Non-current liabilities	15,914.2	14,496.5	13,015.3
Short-term financial debts	2,488.4	2,069.9	2,070.9
Provisions (due within one year)	497.6	426.6	446.5
Trade and other payables	12,302.3	11,062.3	11,122.4
Current tax	169.0	222.1	210.2
Other liabilities	905.9	802.3	506.0
Current liabilities	16,363.3	14,583.3	14,356.0
TOTAL LIABILITIES	54,053.1	52,698.7	51,240.9

(1) After the impact of the first-time application of IFRS 16 (see notes 2.1 – Changes in standards and 5.11 – Leases).

(2) Note 2 – General accounting policies.

Consolidated statement of cash flows for Omnium Bolloré group

(in millions of euros)	2019	2018 ⁽¹⁾
Cash flows from operations		
Net income, Group share	21.9	21.9
Net income, share of non-controlling interests	1,378.8	1,078.7
Consolidated net income	1,400.7	1,100.6
Non-cash income and expenses:		
– elimination of depreciation, amortization and provisions	1,843.0	1,293.2
– elimination of change in deferred taxes	(4.6)	59.0
– other income and expenses not affecting cash flow or not related to operating activities	(212.0)	(421.0)
– elimination of capital gains or losses upon disposals	(95.6)	2.7
Other adjustments:		
– net financing expenses	129.3	132.5
– income from dividends received	(19.2)	(20.6)
– tax charge on companies	(30.1)	463.8
– financial cost of IFRS 16	92.1	
Dividends received:		
– dividends received from companies accounted for using the equity method	49.6	55.0
– dividends received from unconsolidated companies	19.5	21.4
Income tax on companies paid up	(446.8)	(438.7)
Impact of the change in working capital requirement:	(151.3)	(255.8)
– of which inventories and work in progress	(134.1)	17.6
– of which payables	81.0	179.3
– of which receivables	(98.3)	(452.7)
Net cash flows from operating activities	2,574.5	1,992.1
Cash flows from investment activities		
Disbursements related to acquisitions:		
– property, plant and equipment	(606.8)	(561.1)
– intangible assets	(720.2)	(438.6)
– assets arising from concessions	(3.7)	(22.5)
– securities and other non-current financial assets	(189.9)	(584.6)
Income from disposal of assets:		
– property, plant and equipment	20.2	12.2
– intangible assets	1.1	4.5
– securities	86.2	2,241.0
– other non-current financial assets	1,055.5	63.4
Effect of changes in consolidation scope on cash flow	(1,887.4)	(108.6)
Net cash flows from investment activities	(2,244.9)	605.7
Cash flows from financing activities		
Disbursements:		
– dividends paid to parent company shareholders	0.0	0.0
– dividends paid to minority shareholders net of distribution tax	(652.4)	(617.2)
– financial debts repaid	(1,899.6)	(375.8)
– repayments of lease liabilities	(296.8)	
– acquisition of non-controlling interests and treasury shares	(2,698.1)	(2,541.5)
Income:		
– capital increases	175.0	192.7
– investment subsidies	21.9	6.9
– increase in financial debts	3,554.6	2,532.2
– disposal to non-controlling interests and disposals of treasury shares	5.1	1.0
Net interest paid	(147.3)	(130.4)
Net interest paid on IFRS 16 leases	(89.0)	
Net cash flows from financing activities	(2,026.6)	(932.1)
Effect of exchange rate fluctuations	8.9	(6.5)
Others	0.0	(5.4)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,688.1)	1,653.8
Cash and cash equivalents at the beginning of the period	4,440.2	2,786.4
Cash and cash equivalents at the end of the period	2,752.0	4,440.2

(1) Note 2 – General accounting policies.

Consolidated statement of changes in shareholders' equity for Omnium Bolloré group

(in millions of euros)	Number of shares excluding treasury shares	Share capital	Share issue premiums	Own shares	Fair value of financial assets		Translation adjustment	Actuarial (losses) and gains	Reserves	Shareholders' equity, Group share	Non-controlling interests	Total
					recyclable	not recyclable						
Shareholders' equity at January 1, 2018	1,165.5	34.9	6.8	(1.8)	6.5	2.5	(33.5)	(8.5)	486.0	492.9	25,222.9	25,715.8
Transactions with shareholders	0.0	0.0	0.0	0.0	0.9	(0.6)	(12.1)	(2.5)	(16.2)	(30.5)	(3,018.8)	(3,049.3)
Capital increases										0.0		0.0
Dividends distributed										0.0	(626.4)	(626.4)
Transactions on treasury shares										0.0		0.0
Share-based payments									1.2	1.2	31.4	32.6
Change in scope					0.5	(2.1)	(11.5)	(2.5)	(15.7)	(31.3)	(2,415.5)	(2,446.8)
Other changes					0.4	1.5	(0.6)		(1.7)	(0.4)	(8.3)	(8.7)
Comprehensive income items					(4.1)	(9.6)	11.0	0.3	21.9	19.5	1,183.6	1,203.1
Net income for the period									21.9	21.9	1,078.7	1,100.6
Change in items recyclable through profit and loss												
– translation adjustment of controlled entities								13.1		13.1	512.9	526.0
– change in fair value of financial instruments of controlled entities					(0.3)					(0.3)	(1.6)	(1.9)
– other changes in comprehensive income					(3.8)		(2.1)			(5.9)	(170.5)	(176.4)
Change in items that will not be recycled												
– change in fair value of financial instruments of controlled entities						(9.5)				(9.5)	(258.9)	(268.4)
– change in fair value of financial instruments of entities accounted for using the equity method						(0.1)				(0.1)	(0.8)	(0.9)
Actuarial (losses) and gains from controlled entities								0.4		0.4	25.8	26.2
Actuarial (losses) and gains from entities accounted for using the equity method								(0.1)		(0.1)	(2.0)	(2.1)
Equity as of December 31, 2018	1,165.5	34.9	6.8	(1.8)	3.3	(7.7)	(34.6)	(10.7)	491.7	481.9	23,387.7	23,869.6
Impact of IFRS 16									(12.0)	(12.0)	(238.7)	(250.7)
Shareholders' equity at January 1, 2019⁽¹⁾	1,165.5	34.9	6.8	(1.8)	3.3	(7.7)	(34.6)	(10.7)	479.7	469.9	23,149.0	23,618.9
Transactions with shareholders	0.0	0.0	0.0	0.0	(0.7)	(5.5)	(1.5)	(0.5)	(12.3)	(20.5)	(3,478.1)	(3,498.6)
Capital increases										0.0		0.0
Dividends distributed										0.0	(676.2)	(676.2)
Transactions on treasury shares										0.0		0.0
Share-based payments									1.6	1.6	38.6	40.2
Change in scope					(0.7)	(0.8)	(1.5)	(0.5)	(18.8)	(22.3)	(2,852.1)	(2,874.4)
Other changes						(4.7)			4.9	0.2	11.6	11.8
Comprehensive income items					5.3	6.2	9.0	(5.6)	21.9	36.8	1,618.5	1,655.3
Net income for the period									21.9	21.9	1,378.8	1,400.7
Change in items recyclable through profit and loss												
– translation adjustment of controlled entities								8.1		8.1	273.0	281.1
– change in fair value of financial instruments of controlled entities					(0.2)					(0.2)	(4.5)	(4.7)
– other changes in comprehensive income					5.5		0.9			6.4	105.3	111.7
Change in items that will not be recycled												
– change in fair value of financial instruments of controlled entities						6.4				6.4	32.0	38.4
– change in fair value of financial instruments of entities accounted for using the equity method						(0.2)				(0.2)	(1.8)	(2.0)
– actuarial (losses) and gains from controlled entities								(5.2)		(5.2)	(155.2)	(160.4)
– actuarial (losses) and gains from entities accounted for using the equity method								(0.4)		(0.4)	(9.1)	(9.5)
SHAREHOLDERS' EQUITY AT DECEMBER 31, 2019	1,165.5	34.9	6.8	(1.8)	7.9	(7.0)	(27.1)	(16.8)	489.3	486.2	21,289.4	21,775.6

(1) After the impact of the first-time application of IFRS 16.

NOTE 16. FEES OF STATUTORY AUDITORS AND MEMBERS OF THEIR NETWORKS

Fees by network

(in thousands of euros)	2019 TOTAL	Constantin Associés				AEG Finances			
		Statutory Auditors		Network ⁽¹⁾		Statutory Auditors		Network	
		Amount (before tax)	%	Amount (before tax)	%	Amount (before tax)	%	Amount (before tax)	%
Certification of the separate and consolidated financial statements									
– Bolloré SE	794	397	11	NA		397	30	NA	
– Fully-consolidated subsidiaries	13,144	3,172	87	9,166	93	806	61		
Sub-total	13,938	3,569	97	9,166	93	1,203	91	0	
Services other than certification of the financial statements⁽²⁾									
– Bolloré SE	30	15	1	NA		15	1		
– Fully-consolidated subsidiaries	926	81	2	742	7	103	8	NA	
Sub-total	956	96	3	742	7	118	9	0	
TOTAL FEES	14,894	3,665	100	9,908	100	1,321	100	0	

NA: Not applicable.

(1) Includes the Deloitte network.

(2) These services cover facilities required by legal texts and regulations (reports on capital increases, comfort letters, etc.) as well as services provided at the request of Bolloré and its subsidiaries (due diligence, legal and tax assistance and miscellaneous certifications).

NOTE 17. LIST OF CONSOLIDATED COMPANIES

17.1. Fully-consolidated companies

Name	Registered office	% of interest 2019	% of interest 2018	Siren (business registration number)/Country/Territory
AMC – Agence Maritime Cognacaise	Chateaubernard	51.00	51.00	319 569 828
Abidjan Terminal	Abidjan	46.42	55.42	Republic of Côte d'Ivoire
Africa Construction et Innovation ⁽¹⁾	Puteaux	100.00	100.00	812 136 315
African Investment Company SA	Luxembourg	93.90	93.90	Grand Duchy of Luxembourg
Alcafi	Rotterdam	100.00	100.00	Netherlands
Alraïne Shipping Agencies Ltd	Lagos	100.00	100.00	Nigeria
AMC USA Inc.	New York	51.00	51.00	United States
Ami (Tanzania) Ltd	Dar es-Salaam	100.00	100.00	Tanzania
Amifin Holding	Geneva	100.00	100.00	Switzerland
Antrak Ghana Ltd	Accra	100.00	100.00	Ghana
Antrak Group (Ghana) Ltd	Accra	100.00	100.00	Ghana
Antrak Logistics Pty Ltd	Perth	100.00	100.00	Australia
Ascens Services	Abidjan	100.00	100.00	Republic of Côte d'Ivoire
Ateliers & Chantiers de Côte d'Ivoire	Abidjan	99.99	99.99	Republic of Côte d'Ivoire
Atlantique Containers Réparations – Acor	Montoir-de-Bretagne	NC	52.48	420 488 355
Automatic Control Systems Inc.	New York	95.12	95.11	United States
Automatic Systems (Belgium) SA	Wavre	95.12	95.11	Belgium
Automatic Systems (France) ⁽²⁾	Rungis	95.12	95.11	304 395 973
Automatic Systems America Inc.	Montreal	95.12	95.11	Canada
Automatic Systems Equipment UK	Birmingham	95.12	95.11	United Kingdom
Automatic Systems Espanola SA	Barcelona	95.12	95.11	Spain
Bénin Terminal	Cotonou	100.00	100.00	Benin
Bénin-Niger Rail Exploitation	Cotonou	79.47	79.47	Benin
Bénin-Niger Rail Infrastructure	Cotonou	79.47	79.47	Benin
B'Information Services ⁽¹⁾	Puteaux	100.00	100.00	333 134 799
BL Asia Support Services Inc.	Paranaque	100.00	NC	Philippines
Blue LA Inc.	Los Angeles	100.00	100.00	United States
Blue Line Guinée SA	Conakry	100.00	100.00	Guinea
Blue Solutions	Odet	77.92	77.92	421 090 051
Blue Solutions Canada Inc.	Boucherville Quebec	77.92	77.92	Canada
Blue Systems USA, Inc.	New York	100.00	100.00	United States
Bluealliance ⁽¹⁾	Puteaux	100.00	100.00	501 407 233
Blueboat ⁽¹⁾	Odet	100.00	100.00	528 825 888
Bluebus ⁽¹⁾	Saint-Berthevin	100.00	100.00	501 161 798
Bluecar ⁽¹⁾	Puteaux	100.00	100.00	502 466 931
Bluecar East Asia Pte Ltd	Singapore	100.00	100.00	Singapore
Bluecar Italy	Milan	100.00	100.00	Italy
Bluecarsharing ⁽¹⁾	Vaucresson	100.00	100.00	528 872 625
Bluecity UK Ltd	London	100.00	100.00	United Kingdom
Bluecub ⁽¹⁾	Vaucresson	100.00	100.00	538 446 543
BlueElec ⁽¹⁾	Vaucresson	N/C	100.00	519 136 816
Blueindy, LLC	Indianapolis	100.00	100.00	United States
BlueLA Carsharing LLC	Los Angeles	100.00	100.00	United States

5 Analysis of operations and the financial statements

5. Contents consolidated financial statements

Name	Registered office	% of interest 2019	% of interest 2018	Siren (business registration number)/Country/Territory
Bluelib ⁽¹⁾	Vaucresson	100.00	100.00	814 649 513
Bluely ⁽¹⁾	Vaucresson	100.00	95.00	538 446 451
BluePointLondon Ltd	London	95.12	95.11	United Kingdom
BlueSG Ltd	Singapore	100.00	100.00	Singapore
Bluestation ⁽¹⁾	Vaucresson	100.00	100.00	795 208 552
Bluestorage ⁽¹⁾	Odet	100.00	100.00	443 918 818
Bluetorino Srl	Turin	100.00	100.00	Italy
Bluetram ⁽¹⁾	Puteaux	100.00	100.00	519 139 273
BlueVentures Ltd	London	100.00	100.00	United Kingdom
Bolloré Africa (Beijing) Logistics Co. Ltd	Beijing	100.00	100.00	People's Republic of China
Bolloré Africa Logistics ⁽¹⁾	Puteaux	100.00	100.00	519 127 559
Bolloré Africa Logistics (SL) Ltd	Freetown	99.97	99.95	Sierra Leone
Bolloré Africa Logistics Aviation Services	Pretoria	100.00	100.00	South Africa
Bolloré Africa Logistics India	Delhi	60.00	60.00	India
Bolloré Africa Logistics Maroc	Casablanca	99.50	99.75	Morocco
Bolloré Africa Logistics South Africa	Johannesburg	49.00	49.00	South Africa
Bolloré Africa Railways	Puteaux	99.34	99.34	075 650 820
Bolloré Energy ⁽¹⁾	Odet	99.99	99.99	601 251 614
Bolloré Inc.	Dayville	100.00	100.00	United States
Bolloré Logistics ⁽¹⁾	Puteaux	100.00	100.00	552 088 536
Bolloré Logistics (Shanghai) Co. Ltd	Shanghai	100.00	100.00	People's Republic of China
Bolloré Logistics (Thailand) Co. Ltd	Bangkok	60.00	60.00	Thailand
Bolloré Logistics Argentina SA	Buenos Aires	100.00	100.00	Argentina
Bolloré Logistics Asia-Pacific Corporate Pte Ltd	Singapore	99.98	99.98	Singapore
Bolloré Logistics Australia Pty Ltd	Banksmeadow	100.00	100.00	Australia
Bolloré Logistics Bangladesh Ltd	Dhaka	71.00	51.00	Bangladesh
Bolloré Logistics Belgium	Antwerp	100.00	100.00	Belgium
Bolloré Logistics Brazil Ltda	São Paulo	100.00	100.00	Brazil
Bolloré Logistics Cambodia Ltd	Phnom Penh	100.00	100.00	Cambodia
Bolloré Logistics Canada Inc.	Saint-Laurent/Quebec	100.00	100.00	Canada
Bolloré Logistics Chile SA	Santiago	100.00	100.00	Chile
Bolloré Logistics China Co. Ltd	Shanghai	100.00	100.00	People's Republic of China
Bolloré Logistics Czech Republic s.r.o.	Zlin	100.00	100.00	Czech Republic
Bolloré Logistics Germany GmbH	Frankfurt	100.00	100.00	Germany
Bolloré Logistics Guadeloupe ⁽¹⁾	Baie-Mahault/Guadeloupe	100.00	100.00	348 092 297
Bolloré Logistics Guyane	Remire-Montjoly/Guyana	85.00	85.00	403 318 249
Bolloré Logistics Hong Kong Ltd	Hong Kong	100.00	100.00	People's Republic of China
Bolloré Logistics India Ltd	Calcutta	99.98	99.98	India
Bolloré Logistics Italy Spa	Milan	100.00	100.00	Italy
Bolloré Logistics Japan KK	Tokyo	100.00	100.00	Japan
Bolloré Logistics Korea Co. Ltd	Seoul	100.00	100.00	South Korea
Bolloré Logistics Lao Ltd	Vientiane	100.00	100.00	Laos
Bolloré Logistics Luxembourg	Luxembourg	100.00	100.00	Grand Duchy of Luxembourg
Bolloré Logistics Malaysia Sdn Bhd	Kuala Lumpur	60.00	60.00	Malaysia
Bolloré Logistics Martinique ⁽¹⁾	Fort-de-France/Martinique	100.00	100.00	303 159 370
Bolloré Logistics Mayotte	Longoni	100.00	100.00	Mayotte

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Bolloré Logistics Mexico, SA de CV	Mexico	100.00	100.00	Mexico
Bolloré Logistics Myanmar Co. Ltd	Yangon	70.00	NC	Burma
Bolloré Logistics Netherlands BV	Hoogvliet	100.00	100.00	Netherlands
Bolloré Logistics New Zealand Ltd	Auckland	100.00	100.00	New Zealand
Bolloré Logistics Norway AS	Oslo	100.00	100.00	Norway
Bolloré Logistics Nouvelle-Calédonie	Nouméa	100.00	100.00	New Caledonia
Bolloré Logistics Pakistan (Pvt) Ltd	Karachi	51.00	51.00	Pakistan
Bolloré Logistics Philippines Inc.	Parañaque	70.00	70.00	Philippines
Bolloré Logistics Poland Sp. Z.o.o.	Gdynia	100.00	100.00	Poland
Bolloré Logistics Polynésie	Papeete	100.00	100.00	French Polynesia
Bolloré Logistics Portugal Lda	Lisbon	99.90	99.90	Portugal
Bolloré Logistics Réunion ⁽¹⁾	La Possession/La Réunion	100.00	100.00	310 879 937
Bolloré Logistics Romania S.r.l	Bucharest	90.00	NC	Romania
Bolloré Logistics Singapore Pte Ltd	Singapore	100.00	100.00	Singapore
Bolloré Logistics Suisse SA	Meyrin	100.00	90.00	Switzerland
Bolloré Logistics Taiwan Ltd	Taipei	100.00	100.00	Taiwan
Bolloré Logistics Tanger Med	Tangiers	99.93	99.93	Morocco
Bolloré Logistics UK Ltd	Hainault-Ilford	100.00	100.00	United Kingdom
Bolloré Logistics Timor Unipessoal Lda	Dili	100.00	100.00	East Timor
Bolloré Logistics USA Inc.	New York	100.00	100.00	United States
Bolloré Logistics Vietnam Co. Ltd	Ho Chi Minh City	100.00	100.00	Vietnam
Bolloré Logistics WLL (Qatar)	Doha	92.00	92.00	Qatar
Bolloré Média Digital ⁽¹⁾	Puteaux	100.00	100.00	485 374 128
Bolloré Média Régie ⁽¹⁾	Puteaux	100.00	100.00	538 601 105
Bolloré Ports Cherbourg ⁽¹⁾	Tourlaville	NC	100.00	552 650 228
Bolloré Ports Dunkerque ⁽¹⁾	Dunkirk	NC	100.00	380 355 875
Bolloré Ports France ⁽¹⁾	Rochefort	NC	100.00	541 780 193
Bolloré SE ⁽¹⁾	Odet	100.00	100.00	055 804 124
Bolloré Solutions Logistiques ⁽¹⁾	Maurepas	100.00	100.00	814 094 967
Bolloré Télécom ⁽¹⁾	Puteaux	97.76	97.76	487 529 232
Bolloré Transport & Logistics (SL) Ltd	Freetown	99.96	99.92	Sierra Leone
Bolloré Transport & Logistics (South Sudan) Ltd	Juba	90.00	90.00	South Sudan
Bolloré Transport & Logistics Angola Limitada	Luanda	100.00	100.00	Angola
Bolloré Transport & Logistics Bénin	Cotonou	93.09	93.09	Benin
Bolloré Transport & Logistics Botswana (Pty) Ltd	Gaborone	100.00	100.00	Botswana
Bolloré Transport & Logistics Burkina Faso	Ouagadougou	88.61	88.61	Burkina Faso
Bolloré Transport & Logistics Burundi SA	Bujumbura	98.92	98.92	Burundi
Bolloré Transport & Logistics Cameroun	Douala	94.66	94.66	Cameroon
Bolloré Transport & Logistics Centrafrique	Bangui	99.99	99.99	Central African Republic
Bolloré Transport & Logistics Congo	Pointe-Noire	99.99	99.99	Congo
Bolloré Transport & Logistics Corporate ⁽¹⁾	Puteaux	100.00	100.00	797 476 256
Bolloré Transport & Logistics Côte d'Ivoire	Abidjan	84.73	84.73	Republic of Côte d'Ivoire
Bolloré Transport & Logistics Djibouti	Djibouti	70.00	70.00	Djibouti
Bolloré Transport & Logistics Gabon	Libreville	96.63	96.63	Gabon
Bolloré Transport & Logistics Gambia Ltd	Banjul	99.99	99.99	Gambia
Bolloré Transport & Logistics Ghana Ltd	Tema	90.00	90.00	Ghana

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Bolloré Transport & Logistics Guinée	Conakry	99.97	96.52	Guinea
Bolloré Transport & Logistics Kenya Ltd	Nairobi	100.00	100.00	Kenya
Bolloré Transport & Logistics Lekki FZE	Lagos	100.00	100.00	Nigeria
Bolloré Transport & Logistics LFTZ Enterprise	Lagos	NC	100.00	Nigeria
Bolloré Transport & Logistics Liberia Incorporated	Monrovia	60.48	60.48	Liberia
Bolloré Transport & Logistics Madagascar	Toamasina	99.99	99.99	Madagascar
Bolloré Transport & Logistics Malawi Ltd	Blantyre	100.00	100.00	Malawi
Bolloré Transport & Logistics Mali	Bamako	99.40	99.40	Mali
Bolloré Transport & Logistics Maroc	Casablanca	99.99	99.99	Morocco
Bolloré Transport & Logistics Moçambique SA	Beira	99.49	99.49	Mozambique
Bolloré Transport & Logistics Namibia Proprietary Ltd	Windhoek	99.95	99.95	Namibia
Bolloré Transport & Logistics Niger	Niamey	96.18	96.18	Niger
Bolloré Transport & Logistics Nigeria Ltd	Lagos	100.00	100.00	Nigeria
Bolloré Transport & Logistics RDC	Kinshasa	99.99	99.99	Democratic Republic of the Congo
Bolloré Transport & Logistics Rwanda Ltd	Kigali	99.99	99.99	Rwanda
Bolloré Transport & Logistics Sénégal	Dakar	84.41	84.41	Senegal
Bolloré Transport & Logistics Somalia Limited	Mogadishu	51.00	NC	Somalia
Bolloré Transport & Logistics South Africa (Pty) Ltd	Johannesburg	100.00	100.00	South Africa
Bolloré Transport & Logistics Sudan Co. Ltd	Khartoum	50.00	50.00	Sudan
Bolloré Transport & Logistics Tanzania Ltd	Dar es-Salaam	100.00	100.00	Tanzania
Bolloré Transport & Logistics Tchad	N'Djamena	85.14	85.14	Chad
Bolloré Transport & Logistics Togo	Lomé	99.98	99.98	Togo
Bolloré Transport & Logistics Tunisie	Rades	100.00	100.00	Tunisia
Bolloré Transport & Logistics Uganda Ltd	Kampala	100.00	100.00	Uganda
Bolloré Transport & Logistics Zambia Ltd	Lusaka	100.00	100.00	Zambia
Bolloré Transport & Logistics Zimbabwe (Private) Ltd	Harare	100.00	100.00	Zimbabwe
Bolloré Transport Logistics Spain S.A. ⁽¹⁾	Valencia	100.00	100.00	Spain
Burkina Logistics and Mining Services	Ouagadougou	95.57	95.57	Burkina Faso
Calpam Mineralöl GmbH Aschaffenburg	Aschaffenburg	100.00	100.00	Germany
Camrail	Douala	76.69	76.69	Cameroon
Capacitor Sciences	Palo Alto	77.92	77.92	United States
Carena	Abidjan	49.99	49.99	Republic of Côte d'Ivoire
Cherbourg Maritime Voyages ⁽¹⁾	Tourlaville	100.00	100.00	408 306 975
CICA SA	Neuchâtel	99.99	99.99	Switzerland
CIPCH BV	Rotterdam	100.00	100.00	Netherlands
Cogema Dunkerque ⁽¹⁾	Dunkirk	N/C	100.00	076 650 019
Compagnie de Cornouaille ⁽¹⁾	Odet	100.00	100.00	443 827 134
Compagnie de Daoulas ⁽¹⁾	Puteaux	99.00	99.00	794 999 581
Compagnie de la Pointe d'Arradon ⁽¹⁾	Odet	95.12	95.12	519 116 552
Compagnie de Pleuven	Puteaux	97.96	97.95	487 529 828
Compagnie de Plomeur ⁽¹⁾	Puteaux	99.00	99.00	538 419 805
Compagnie des Glénans ⁽¹⁾	Odet	100.00	100.00	352 778 187
Compagnie des Tramways de Rouen	Puteaux	89.26	89.26	570 504 472
Compagnie du Cambodge	Puteaux	97.93	97.92	552 073 785
Compagnie Saint Corentin ⁽¹⁾	Puteaux	99.98	99.98	443 827 316
Compagnie Saint-Gabriel ⁽¹⁾	Odet	99.99	99.99	398 954 503

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Conakry Terminal	Conakry	75.10	75.10	Guinea
Congo Terminal	Pointe-Noire	44.52	44.52	Democratic Republic of the Congo
Congo Terminal Holding	Puteaux	45.00	45.00	512 285 404
Cross Marine Services Ltd	Lagos	100.00	100.00	Nigeria
Dakar Terminal	Dakar	38.25	38.25	Senegal
Dakar Terminal Holding	Puteaux	51.00	51.00	800 731 028
Delmas Petroleum Services	Port-Gentil	77.30	77.30	Gabon
Dépôt Rouen Petit-Couronne (DRPC)	Puteaux	69.99	69.99	795 209 022
Deutsche Calpam GmbH Hamburg	Hamburg	100.00	100.00	Germany
Direct Toulouse ⁽¹⁾	Puteaux	100.00	97.04	492 950 860
DME Almy ⁽¹⁾	Avion	99.99	99.99	581 920 261
Douala International Terminal	Douala	43.72	43.72	Cameroon
East Africa Commercial Shipping Djibouti	Djibouti	70.00	70.00	Djibouti
East Africa Commercial Shipping Mombasa	Nairobi	99.98	99.98	Kenya
Entreprise Sénégalaise des Transports Bellasee SA	Dakar	95.22	95.22	Senegal
Établissements Caron ⁽¹⁾	Calais	99.99	99.99	315 255 778
EUSU Logistics Spain SA	Valence	100.00	NA	Spain
EXAF ⁽¹⁾	Puteaux	100.00	100.00	602 031 379
Fast Bolloré Logistics S.A.L.	Beirut	75.00	75.00	Lebanon
Financière 84 ⁽¹⁾	Puteaux	99.95	99.95	315 029 884
Financière d'Audierne ⁽¹⁾	Puteaux	99.00	99.00	797 476 223
Financière de Briec	Puteaux	100.00	100.00	797 476 298
Financière de Larmor ⁽¹⁾	Puteaux	100.00	100.00	833 658 206
Financière du Champ de Mars SA	Luxembourg	100.00	100.00	Grand Duchy of Luxembourg
Financière du Perguet ⁽¹⁾	Puteaux	95.12	95.12	433 957 792
Financière Moncey	Puteaux	93.30	93.30	562 050 724
Financière Penfret ⁽¹⁾	Odet	100.00	100.00	418 212 197
Fleet Management Services	Puteaux	89.91	94.75	791 469 935
Freetown Terminal	Freetown	80.00	80.00	Sierra Leone
Freetown Terminal Holding	London	100.00	100.00	United Kingdom
Global Solutions A/S	Dragor	51.00	51.00	Denmark
Globolding ⁽¹⁾	Puteaux	100.00	100.00	314 820 580
Guadeloupe Transit Déménagements-GTD ⁽¹⁾	Baie-Mahault/Guadeloupe	100.00	100.00	327 869 061
Hello Fioul ⁽¹⁾	Puteaux	99.99	99.99	824 352 033
Holding Intermodal Services-HIS ⁽¹⁾	Puteaux	100.00	100.00	382 397 404
Hombard Publishing BV	Amsterdam	100.00	100.00	Netherlands
IER Impresoras Especializadas	Madrid	95.12	95.11	Spain
IER Inc.	Carrollton	95.12	95.11	United States
IER Pte Ltd	Singapore	95.12	95.11	Singapore
IER SA ⁽²⁾	Suresnes	95.12	95.11	622 050 318
Immobilière Mount Vernon ⁽¹⁾	Vaucresson	100.00	100.00	302 048 608
Imperial Mediterranean ⁽¹⁾	Puteaux	99.00	99.00	414 818 906
Interconnect Logistics Services Nigeria Ltd	Port-Harcourt	49.00	49.00	Nigeria
International Human Resources Management Ltd	London	100.00	100.00	United Kingdom
Iris Immobilier ⁽¹⁾	Puteaux	100.00	100.00	414 704 163
ITD	Puteaux	100.00	100.00	440 310 381

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Joint Service Africa	Amsterdam	100.00	100.00	Netherlands
JV PIL Mozambique	Maputo	51.00	51.00	Mozambique
La Charbonnière	Maisons-Alfort	52.69	52.68	572 199 636
La Financière du Levant	Beirut	100.00	100.00	Lebanon
La Forestière Équatoriale	Abidjan	96.36	96.10	Republic of Côte d'Ivoire
Lequette Énergies ⁽¹⁾	Puteaux	99.99	99.99	442 822 730
Les Charbons Maulois ⁽¹⁾	Maule	99.87	99.87	619 803 083
Les Combustibles de Normandie (LCN) ⁽¹⁾	Cormelles-le-Royal	99.99	99.99	797 476 199
Libreville Business Square	Libreville	67.64	67.64	Gabon
Locamat ⁽¹⁾	Tremblay-en-France	100.00	100.00	339 390 197
Logistics Support Services Ltd	Hong Kong	100.00	100.00	People's Republic of China
Lomé Multipurpose Terminal	Lomé	98.55	98.55	Togo
Manches Hydrocarbures ⁽¹⁾	Tourlaville	99.99	99.99	341 900 819
Matin Plus ⁽¹⁾	Puteaux	99.85	99.85	492 714 779
Mombasa Container Terminal Ltd	Nairobi	100.00	100.00	Kenya
Moroni Terminal	Moroni	80.77	80.77	Comoros
Naphtex (ex. Sofapa)	Puteaux	99.98	NC	384 316 709
Necotrans Sénégal	Dakar	100.00	100.00	Senegal
Niger Terminal	Niamey	100.00	100.00	Niger
Nord Sud CTI ⁽¹⁾	Rouen	100.00	100.00	590 501 698
Nord-Sumatra Investissements	Luxembourg	100.00	100.00	Grand Duchy of Luxembourg
Normande de Manutention ⁽¹⁾	Grand-Couronne	NC	100.00	382 467 645
Owendo Container Terminal (OCT)	Libreville	96.40	96.40	Gabon
Pargefi	Valence	98.09	98.09	Spain
Pargefi Helios Iberica Luxembourg SA	Luxembourg	98.09	98.09	Grand Duchy of Luxembourg
Participaciones Ibero Internacionales	Valence	98.08	98.08	Spain
Participaciones Internacionales Portuarias	Valence	98.08	98.08	Spain
Pemba Terminal Holding	Johannesburg	85.00	85.00	South Africa
Pemba Terminal Services	Maputo	85.29	85.29	Mozambique
Petroplus Marketing France ⁽¹⁾	Paris-la Défense	99.99	99.99	501 525 851
Plantations des Terres Rouges SA	Luxembourg	98.09	98.09	Grand Duchy of Luxembourg
Polyconseil ⁽¹⁾	Paris	100.00	100.00	352 855 993
Ports Secs du Mali	Bamako	69.50	69.51	Mali
Progosa Investment SA	Seville	98.08	98.08	Spain
PT Bollore Logistics Indonesia	Jakarta	100.00	100.00	Indonesia
PT Optima Sci	Puteaux	99.00	99.00	430 376 384
PT Sarana Citra Adicarya	Jakarta	100.00	100.00	Indonesia
PTR Finances	Luxembourg	98.09	98.09	Grand Duchy of Luxembourg
Rainbow Investments Ltd	Lusaka	99.95	99.95	Zambia
Redlands Farm Holding	Wilmington	98.09	98.09	United States
Rivaud Innovation	Puteaux	NC	95.62	390 054 815
Rivaud Loisirs Communication	Puteaux	96.98	96.97	428 773 980
SFA SA	Luxembourg	98.09	98.09	Grand Duchy of Luxembourg
S+M Tank AG	Oberbipp	99.99	99.99	Switzerland
Saga Congo	Pointe-Noire	100.00	99.99	Congo
Saga Gabon	Port-Gentil	99.40	99.40	Gabon

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Saga Investissement ⁽¹⁾	Puteaux	99.99	99.99	381 960 475
Saga Réunion ⁽¹⁾	La Possession/La Réunion	99.99	99.99	310 850 755
Saga Togo	Lomé	80.99	80.99	Togo
SAMA ⁽¹⁾	Colombes	100.00	100.00	487 495 012
SAMC Combustibles	Basel	99.99	99.99	Switzerland
SARL Noodo	Aubières	NC	55.16	497 928 101
SAS Domaine de la Croix Exploitation ⁽¹⁾	La Croix-Valmer	98.99	98.99	437 554 348
Satram Huiles SA	Basel	99.99	99.99	Switzerland
Scanship (Ghana) Ltd	Tema	100.00	100.00	Ghana
SCCF	Douala	99.07	99.07	Cameroon
SCEA Pegase	La Croix-Valmer	99.96	99.96	414 393 454
SCIEC Cameroun	Douala	96.44	96.44	Cameroon
SDV CarTrading LLC	Indianapolis	100.00	100.00	United States
SDV Guinea SA	Malabo	55.00	55.00	Equatorial Guinea
SDV Industrial Project SDN BHD	Kuala Lumpur	60.00	60.00	Malaysia
SDV Logistics Brunei SDN BHD	Bandar Seri Begawan	60.00	60.00	Brunei Darussalam
SDV Méditerranée ⁽¹⁾	Marseille	100.00	100.00	389 202 144
SDV Mining Antrak Africa ⁽¹⁾	Puteaux	99.95	99.95	414 703 892
SDV Transami NV	Antwerp	100.00	100.00	Belgium
Sea and Land Services Limited SALS	Freetown	75.00	NC	Sierra Leone
SEMT	Châteaubernard	51.00	51.00	803 239 805
Sénégal Tours	Dakar	NC	71.25	Senegal
SETO	Ouagadougou	47.74	47.74	Burkina Faso
Sitarail	Abidjan	55.81	55.68	Republic of Côte d'Ivoire
SMN	Douala	50.27	50.27	Cameroon
SNAT	Libreville	80.00	80.00	Gabon
Socarfi	Puteaux	92.77	92.76	612 039 099
Socatraf	Bangui	68.55	68.55	Central African Republic
Socfrance	Puteaux	97.29	97.27	562 111 773
Société Autolib ⁽¹⁾	Vaucresson	100.00	100.00	493 093 256
Société Bordelaise Africaine	Puteaux	99.66	99.63	552 119 604
Société Centrale de Représentation	Puteaux	97.78	97.77	582 142 857
Société de Commission de Transport et de Transit – SCTT ⁽¹⁾	Colombes	99.96	99.96	775 668 825
Société de Manutention du Terminal à Conteneurs de Cotonou – SMTC	Cotonou	100.00	100.00	Benin
Société de Participations Africaines ⁽¹⁾	Puteaux	100.00	100.00	421 453 852
Société de Participations Portuaires	Puteaux	60.00	60.00	421 380 460
Société des Chemins de Fer et Tramways du Var et du Gard	Puteaux	93.85	93.84	612 039 045
Société des Éditions du Point du Jour	Paris	99.00	NC	833 658 339
Société d'Exploitation des Parcs à Bois du Cameroun (SEPBC)	Douala	72.23	72.23	Cameroon
Société d'Exploitation du Parc à Bois d'Abidjan – SEPBA	Abidjan	82.98	82.98	Republic of Côte d'Ivoire
Société d'Exploitation Portuaire Africaine ⁽¹⁾	Puteaux	100.00	100.00	521 459 826
Société Dunkerquoise de Magasinage et de Transbordement – SDMT ⁽¹⁾	Loon-Plage	NC	98.09	075 750 034
Société Financière Panafricaine ⁽¹⁾	Puteaux	100.00	100.00	521 460 402

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Société Foncière du Château Volterra	Puteaux	94.90	94.89	596 480 111
Société Française Donges-Metz – SFDM ⁽¹⁾	Avon	95.02	95.01	390 640 100
Société Industrielle et Financière de l'Artois	Puteaux	92.57	92.56	562 078 261
Société Nationale de Transit du Burkina	Ouagadougou	85.00	85.00	Burkina Faso
Société Tchadienne d'affrètement et de transit – STAT	NDjamena	55.00	55.00	Chad
Société Togolaise de Consignation Maritime	Lomé	84.74	84.74	Togo
Socopao ⁽¹⁾	Puteaux	100.00	100.00	343 390 431
Socopao Cameroun	Douala	92.93	92.93	Cameroon
Socopao Côte d'Ivoire	Abidjan	84.73	84.73	Republic of Côte d'Ivoire
Socopao Guinée	Conakry	98.44	98.44	Guinea
Socopao RDC	Kinshasa	99.20	99.20	Democratic Republic of the Congo
Socopao Sénégal	Dakar	84.52	84.52	Senegal
Sofib	Abidjan	83.29	83.10	Republic of Côte d'Ivoire
Sofimap ⁽¹⁾	Puteaux	99.80	99.80	424 097 939
Sofiprom ⁽¹⁾	Puteaux	97.45	97.45	328 516 844
Sogam	Les Sables-d'Olonne	NC	69.00	332 185 859
Sogera ⁽¹⁾	Baie-Mahault/Guadeloupe	NC	100.00	309 023 422
Sogetra	Dunkirk	50.00	50.00	075 450 569
Sorebol SA	Luxembourg	100.00	100.00	Grand Duchy of Luxembourg
Sorebol UK Ltd	London	100.00	100.00	United Kingdom
Technifin	Fribourg	100.00	100.00	Switzerland
Tema Conteneur Terminal Ltd	Tema	100.00	100.00	Ghana
Terminal Conteneurs de Kinshasa	Kinshasa	51.00	51.00	Democratic Republic of the Congo
Terminal Conteneurs Madagascar	Toamasina	100.00	100.00	Madagascar
Terminaux Conventionnels de Lomé	Lomé	100.00	100.00	Togo
Terminaux du Bassin du Congo	Brazzaville	44.52	44.52	Democratic Republic of the Congo
Terminaux du Gabon Holding	Puteaux	99.02	99.02	492 950 845
TGI ⁽¹⁾	Dunkirk	95.00	95.00	322 827 924
TICH ⁽¹⁾	Puteaux	99.87	99.87	498 916 089
Timor Port SA	Dili	100.00	100.00	East Timor
Tin Can Island Container Terminal Ltd	Lagos	52.44	52.44	Nigeria
Togo Line	Lomé	99.34	99.34	Togo
Togo Terminal	Lomé	88.74	88.74	Togo
Trailer Corp. Ltd	Lusaka	99.95	99.95	Zambia
Transcap Nigeria	Lagos	100.00	100.00	Nigeria
Transisud SA	Marseille	100.00	100.00	327 411 583
Transport Solutions Corporation	Parañaque	70.00	70.00	Philippines
TSL South East Asia Hub Pte Ltd	Singapore	100.00	100.00	Singapore
Unicaf ⁽¹⁾	Puteaux	100.00	100.00	403 227 820
Whitehorse Carriers Ltd	Melrose Arch	99.95	99.95	South Africa
Wifirst	Paris	NC	55.16	441 757 614
Wifirst UK Ltd	London	NC	55.16	United Kingdom
Zalawi Haulage Ltd	Lusaka	99.95	99.95	Zambia
Vivendi SE ⁽³⁾	Paris	27.38	25.13	343 134 763

(1) Bolloré SE tax consolidation.

(2) IER tax consolidation.

(3) Vivendi: for the list of Vivendi's consolidated companies, please see Vivendi's annual report.

NA: not applicable.

17.2. Companies accounted for using the equity method

Name	Registered office	% ownership 2019	% ownership 2018	Siren (business registration number)/Country/Territory
Joint ventures				
Bahri Bolloré Logistics	Riyadh	40.00	40.00	Saudi Arabia
Blue Congo	Pointe-Noire	50.00	50.00	Democratic Republic of the Congo
Blue Project	Puteaux	50.00	50.00	813 139 334
Bluesun	Puteaux	50.00	50.00	538 446 493
Bolloré Logistics LLC	Dubai	48.99	48.99	United Arab Emirates
Bolloré Transport et Logistics Ethiopia Share Company	Addis-Ababa	36.22	NC	Ethiopia
Cosco Shipping Line (Ghana) Company Ltd	Tema	40.00	NC	Ghana
Côte d'Ivoire Terminal	Abidjan	51.00	49.00	Republic of Côte d'Ivoire
Dakshin Bharat Gateway Terminal Private Ltd	Mumbai	49.00	49.00	India
EACS Tanzania	Dar es-Salaam	39.88	49.00	Tanzania
EUSU Logistics Spain SA	Valencia	NA	48.00	Spain
Grimaldi Agencies Maroc	Casablanca	50.00	50.00	Morocco
Grimaldi Côte d'Ivoire	Abidjan	49.23	49.23	Republic of Côte d'Ivoire
Horoz Bolloré Logistics Tasimacilik AS	Istanbul	49.90	49.90	Turkey
India Ports & Logistics Private Ltd	Mumbai	49.00	49.00	India
Kribi Terminal	Kribi	30.83	30.83	Cameroon
Kribi Terminal Holding	Puteaux	51.00	51.00	819 920 760
Meridian Port Holding Ltd	London	50.00	50.00	United Kingdom
Meridian Port Services	Tema	35.00	35.00	Ghana
Pacoci	Abidjan	42.38	42.38	Republic of Côte d'Ivoire
Société de Manutention du Tchad	N'Djamena	45.00	45.00	Chad
Sogeco	Nouakchott	50.00	50.00	Mauritania
Terminaux Routiers à Conteneurs du Burkina	Ouagadougou	39.77	39.77	Burkina Faso
Terminal du Grand Ouest - TGO	Montoir-de-Bretagne	NC	50.00	523 011 393
Terminal Roulé d'Abidjan - TERRA	Abidjan	28.24	28.24	Republic of Côte d'Ivoire
TVB Port-au-Prince Terminal	Port-au-Prince	50.00	50.00	Haiti
Companies under significant influence				
Agripalma Lda	São Tomé	28.88	28.02	São Tomé-et-Príncipe
APM Terminals Liberia	Monrovia	24.90	24.90	Liberia
Bereby Finance	Abidjan	28.57	27.72	Republic of Côte d'Ivoire
Brabanta	Kananga	32.83	31.86	Democratic Republic of the Congo
Coviphama Co. Ltd	Phnom Penh	44.93	44.76	Cambodia
Fred et Farid	Paris	30.00	30.00	492 722 822
Liberian Agriculture Company	Monrovia	32.82	31.85	Liberia
Mediobanca	Milan	6.54	7.62	Italy
Okomu Oil Palm Company Plc	Lagos	21.70	21.06	Nigeria
Plantations Nord-Sumatra Ltd	Guernsey	44.93	44.76	United Kingdom
Plantations Socfinaf Ghana Ltd	Tema	32.82	31.85	Ghana
Raffinerie du Midi	Paris	33.33	33.33	542 084 538
SAFA Cameroun	Dizangué	22.66	21.99	Cameroon
SAFA France	Puteaux	32.82	31.85	409 140 530
Salala Rubber Corporation	Monrovia	32.82	31.85	Liberia
Socapalm	Tillo	22.14	21.48	Cameroon

5 Analysis of operations and the financial statements

5. Contents consolidated financial statements

Name	Registered office	% ownership 2019	% ownership 2018	Siren (business registration number)/Country/Territory
Socfin	Luxembourg	39.41	39.12	Grand Duchy of Luxembourg
Socfin Agriculture Company	Freetown	30.52	29.62	Sierra Leone
Socfin KCD	Phnom Penh	44.93	44.76	Cambodia
Socfinaf	Luxembourg	32.82	31.85	Grand Duchy of Luxembourg
Socfinasia	Luxembourg	44.93	44.76	Grand Duchy of Luxembourg
Socfinco	Brussels	38.87	38.30	Belgium
Socfinco FR	Fribourg	38.87	38.30	Switzerland
Socfindo	Medan	40.44	40.28	Indonesia
Société Anonyme de Manutention et de Participations SAMP	Le Port/La Réunion	25.45	25.45	310 863 329
Société d'Acconage et de Manutention de la Réunion SAMR	Le Port/La Réunion	25.45	25.45	350 869 004
Société des Caoutchoucs du Grand-Bereby SOGB	San Pedro	20.90	20.29	Republic of Côte d'Ivoire
Société du Terminal de l'Escaut	Paris	NC	30.00	449 677 541
Sogescol FR	Fribourg	38.87	38.30	Switzerland
SP Ferme Suisse	Edéa	22.14	21.48	Cameroon
STP Invest.	Brussels	32.82	31.85	Belgium
Tamaris Finance	Puteaux	49.05	49.05	417 978 632

NC: Not consolidated.

NA: Not applicable. The company was fully consolidated during the year.

17.3. List of companies with fiscal years not ending on December 31

	Year end
Mediobanca	June 30

5.2. Statutory Auditors' report on the consolidated financial statements

Year ended December 31, 2019

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the company issued in French and it is provided solely for the convenience of English speaking users.

This Statutory Auditors' report includes information required by European regulation and French law, such as information about the appointment of the Statutory Auditors or verification of the management report and other documents provided to shareholders.

This report should be read in conjunction and construed in accordance with French law and professional auditing standards applicable in France.

To the Bolloré SE Shareholders' Meeting,

OPINION

In compliance with the engagement entrusted to us by your Shareholders' Meeting, we have audited the accompanying consolidated financial statements of Bolloré SE for the year ended December 31, 2019. These financial statements were approved by the Board of Directors on March 12, 2020 based on the information available on that date in the changing context of the Covid-19 health crisis.

In our opinion, the consolidated financial statements give a true and fair view of the results of operations of the Group for the year then ended and of its financial position and of its assets and liabilities as of December 31, 2019 in accordance with International Financial Reporting Standards as adopted by the European Union

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. Our responsibilities under those standards are further described in the "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" section of our report.

INDEPENDENCE

We conducted our audit in compliance with independence rules applicable to us, for the period from January 1, 2019 to the issue date of our report and in particular we did not provide any prohibited non-audit services referred to in article 5(1) of regulation (EU) no. 537/2014 or in the French Code of Ethics (*Code de déontologie*) for statutory auditors.

OBSERVATION

Without qualifying the opinion expressed above, we draw your attention to note 2.1 "Changes in standards" to the consolidated financial statements, which describes the impacts of the mandatory application as of January 1, 2019 of IFRS 16 "Leases."

JUSTIFICATION OF ASSESSMENTS – KEY AUDIT MATTERS

In accordance with the requirements 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 your attention to the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period, as well as our responses to those risks.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed above. We do not express an opinion on any components of the consolidated financial statements taken individually.

EVALUATION OF GOODWILL (NOTES 4 AND 6.1 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Key audit matter	Our audit approach
<p>At December 31, 2019, goodwill is recorded in the balance sheet for a net book value of 16,729 million euros compared to total assets of 58,170 million euros. Goodwill was allocated to the cash-generating units (CGU) or groups of CGU of the activities into which the companies acquired were consolidated. Goodwill relating to the CGU: Groupe Canal+ (Pay TV / Free TV and Studio Canal), Havas and Gameloft, totaled 6,704.7 million euros.</p> <p>Management ensures, in every financial year, that the book value of goodwill does not exceed the recoverable value. The methods for performing impairment tests and their implementation by Management are described in the notes to the consolidated financial statements; they include a significant proportion of judgments and assumptions, relating, in particular, to:</p> <ul style="list-style-type: none"> • future cash flow forecasts; • infinite growth rates used for the forecast flows; • discount rates applied to the estimated cash flows; • the selection of companies from among transaction or stock market comparables. <p>Consequently, a change in these assumptions may significantly impact the recoverable value of goodwill and require, if necessary, recognition of an impairment loss.</p> <p>We consider the evaluation of goodwill to be a key audit matter due to: (i) its significant materiality in the Group's consolidated financial statements; (ii) the judgments and assumptions needed to determine its recoverable value.</p>	<p>We analyzed the compliance of the methods applied by the company with the accounting standards in force, in particular for determining the cash-generating units (CGU) and the methods for estimating the recoverable value.</p> <p>We obtained the impairment tests for each CGU or groups of CGU, examined the determination of their value and paid particular attention to those for which the book value is close to the estimated recoverable value, those for which the performance record has shown discrepancies compared with forecasts, and those operating in volatile economic environments.</p> <p>We assessed the competence of the experts appointed by the company to evaluate certain CGU or groups of CGU. We familiarized ourselves with the key assumptions adopted for all of the CGU or groups of CGU and, according to the case:</p> <ul style="list-style-type: none"> • reconciled the business forecasts underlying the determination of the cash flows with the information available, including market outlooks and past achievements, and with Management's latest estimates (assumptions, budgets, strategic plans, where applicable); • compared the infinite growth rates used for the forecast cash flows with the market analyses and the consensus of the principal professionals concerned; • compared the discount rates used with our internal databases, by including financial evaluation specialists in our teams; • examined the selection of companies from among transaction or stock market comparables to compare it with pertinent samples according to analysts and our understanding of the market; • compared the market data used with available public and non-public information. <p>We obtained and examined the sensitivity analyses carried out by Management, which we compared with our own calculations, to determine which changes in assumptions would require the recognition of goodwill impairment.</p> <p>Finally, we assessed the appropriateness of the disclosures in the notes to the consolidated financial statements.</p>

EVALUATION OF THE TELECOM ITALIA SHARES ACCOUNTED FOR UNDER THE EQUITY METHOD (NOTE 7.2 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Key audit matter	Our audit approach
<p>The net book value of the Telecom Italia shares accounted for under the equity method at December 31, 2019 amounted to 3,140 million euros. At year end, the Group ensures that no impairment loss in respect of this shareholding needs to be recognized by comparing its recoverable value to the book value recorded in the Group's consolidated financial statements.</p> <p>The recoverable value was estimated using the standard evaluation methods (value in use, determined by discounting future cash flows, and fair value, determined based on market data).</p> <p>The Bolloré Group used the services of an expert to evaluate the recoverable value of this asset. In view of the volatility observed on Telecom Italia's stock market performances over the last financial year, we consider the evaluation of this shareholding accounted for under the equity method to be a key audit matter.</p>	<p>We obtained the documentation relating to the evaluation of Telecom Italia's equity accounting value.</p> <p>We assessed the competence of the expert appointed by the Group.</p> <p>With the help of our evaluation specialists, we:</p> <ul style="list-style-type: none"> • familiarized ourselves with the models used and the key assumptions used to determine discounted cash flows (long-term growth rate, forecast margin rate, discount rate), and compared this data with our own internal databases; • familiarized ourselves with the stock market multiples used to assess the relevance of the estimates resulting from the discounted cash flow method and compared this data with market practices and data. <p>Finally, we assessed the appropriateness of disclosures in the notes to the consolidated financial statements.</p>

ANALYSIS OF THE LEGAL DISPUTES WITH THE MEDIASET GROUP AND FOREIGN INSTITUTIONAL SHAREHOLDERS (NOTE 10.2 TO THE CONSOLIDATED FINANCIAL STATEMENTS)

Key audit matter	Our audit approach
<p>The Group's business is carried out in a constantly changing environment and within a complex international regulatory framework. The Group is subject to significant changes in the legislative environment, the application or interpretation of regulations, but it is also confronted with disputes arising in the normal course of its business.</p> <p>The Group exercises its judgment in the evaluation of risks incurred relating to legal disputes, particularly with the Mediaset Group and with foreign institutional investors, and records a provision when the financial expense that may result from these legal disputes is probable and the amount may be either quantified or estimated within a reasonable range.</p> <p>We consider this topic to be a key audit matter given the materiality of the amounts involved and the degree of judgment required to determine the provisions.</p>	<p>We analyzed all data made available to us, including, any written consultations of external advisors appointed by the Group relating to: (i) the dispute between Vivendi SE and the Mediaset Group as well as its shareholders; and (ii) the dispute between Vivendi SE and certain foreign institutional investors over alleged damages resulting from Vivendi SE's financial communications and its former CEO between 2000 and 2002.</p> <p>We examined the risk estimates assessed by the Group and verified that they correspond to the information made available to us by Vivendi SE's advisors.</p> <p>We also analyzed the replies received from the lawyers concerning these legal disputes following our confirmation requests.</p> <p>Finally, we verified the disclosures relating to these risks presented in the notes to the consolidated financial statements.</p>

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law on the information concerning the Group presented in the Board of Directors' management report approved on March 12, 2020. Management has informed us that a communication will be issued to the Shareholders' Meeting called to adopt the financial statements on any events and information relating to the Covid-19 health crisis known after the date of approval of the financial statements.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial performance statement provided for in article L. 225-102-1 of the French commercial code (*Code de commerce*) is included in the disclosures relating to the Group presented in the management report, it being specified that, in accordance with article L. 823-10 of the code, we have not verified the fairness of the information contained in this statement or its consistency with the consolidated financial statements that must be verified in a report by an independent third party.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as Statutory Auditors of Bolloré SE by the Shareholders' Meeting of June 28, 1990 for Constantin Associés and June 5, 2007 for AEG Finances.

As of December 31, 2019, Constantin Associés was in its thirtieth year and AEG Finances in its thirteenth year of total uninterrupted engagement.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH 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 its operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and, where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements have been approved by the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

OBJECTIVE AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free 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 always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in article L. 823-10-1 of the French commercial code (*Code de commerce*), our statutory audit does not include assurance on the viability of the company or the quality of management of the affairs of the company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion; The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;

- evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtains sufficient appropriate audit evidence regarding the financial information of the entities included in the consolidation scope to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements as well as for the audit opinion.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee which includes in particular a description of the scope of the audit and the audit program implemented, as well as significant audit findings. We also bring to its attention any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration referred to in article 6 of Regulation (EU) no. 537/2014, confirming our independence pursuant to the rules applicable in France as defined in particular by articles L. 822-10 to L. 822-14 of the French commercial code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Neuilly-sur-Seine and Paris-la Défense, April 24, 2020

The Statutory Auditors

AEG Finances
French Member of
Grant Thornton International
Samuel Clochard

Constantin Associés
Member of
Deloitte Touche Tohmatsu Limited
Thierry Quéron

6. Separate financial statements

6.1. Annual financial statements as at December 31, 2019

BALANCE SHEET

ASSETS

(in thousands of euros)	Notes	12/31/2019			12/31/2018
		Amount (gross)	Depreciation, amortization and provisions	Net amount	Net amount
Intangible assets	1				
Licenses, patents and similar rights		4,251	3,306	944	1,057
Goodwill		0	0	0	0
Other intangible assets		413	103	309	433
Property, plant and equipment	1				
Land		48,236	1,478	46,758	45,450
Buildings		115,616	49,496	66,120	67,136
Plant and equipment		101,891	85,909	15,982	17,434
Other property, plant and equipment		8,853	6,130	2,723	2,643
Non-current assets in progress		3,255	405	2,850	3,827
Advances and down payments		1,412	0	1,412	624
Non-current financial assets	3				
Shareholdings		3,018,410	1,415,135	1,603,275	1,619,050
Receivables from stakes		689,784	95,826	593,958	623,634
Other non-current investments		2,483	2,201	283	367
Loans		1,672	1,661	11	514
Other non-current financial assets		640,783	0	640,783	640,783
Total non-current assets		4,637,059	1,661,650	2,975,409	3,022,952
Inventories and work in progress					
Raw materials and supplies		6,629	433	6,195	5,024
Intermediate and finished products		3,519	303	3,217	3,773
Goods		94	7	87	95
Advances and down payments on orders		320	7	312	693
Receivables	4				
Trade accounts receivable		19,692	3,310	16,382	19,765
Other receivables		5,297,618	464,224	4,833,395	5,510,287
Miscellaneous					
Marketable securities	5	1,918	538	1,380	81,836
Cash		130,610	0	130,610	223,410
Accrual adjustments					
Prepayments		991		991	942
Total current assets		5,461,390	468,821	4,992,569	5,845,825
Bond issue costs recognized over time		6,483		6,483	8,222
Bond redemption premiums		806		806	1,251
Foreign currency translation losses		204		204	168
TOTAL ASSETS		10,105,942	2,130,471	7,975,470	8,878,418

LIABILITIES

(in thousands of euros)	Notes	Net amount	
		12/31/2019	12/31/2018
Equity			
Share capital (of which paid up: 471,135,819.84 euros)		471,136	468,731
Issue, merger and acquisition premiums		1,303,874	1,265,715
Revaluation adjustment		24	24
Legal reserve		46,746	46,746
Other reserves		2,141	2,141
Amount carried forward		268,442	579,857
Net income for the period (profit or loss)		16,744	(135,150)
Investment subsidies		151	173
Interim dividend		(58,830)	(58,544)
Regulated provisions		14,093	12,378
Total equity	6	2,064,520	2,182,071
Provisions for contingencies and charges			
Provisions for contingencies		4,180	5,235
Provisions for charges		980	1,371
Total provisions for contingencies and charges	7	5,160	6,606
Debts	4		
Other bond loan issues		964,857	1,166,467
Loans from credit institutions		1,171,493	1,653,081
Borrowings and other financial debts		255	251
Advances and down payments received on orders in progress		133	163
Trade accounts payable		16,258	14,887
Taxes and social security contributions payable		21,488	20,983
Non-current asset payables and related accounts		462	413
Other payables		3,724,283	3,828,235
Accrual adjustments			
Total debts		5,899,228	6,684,480
Unrealized foreign exchange gains		6,562	5,261
TOTAL LIABILITIES		7,975,470	8,878,418

STATEMENT OF EARNINGS

(in thousands of euros)	Notes	2019	2018
Sales of goods		12,979	15,433
Sales of:			
– goods		80,132	85,115
– services		51,098	52,733
Net revenue	10	144,209	153,281
Production left in stock		(520)	422
Operating subsidies		9	18
Write-backs of depreciation, amortization and provisions, transfers of charges		8,149	8,473
Other earnings		35,748	36,169
Total operating income		187,595	198,363
Purchases of merchandise (including customs duties)		(13,638)	(15,961)
Changes in inventories (of merchandise)		(2)	44
Purchases of raw materials, other supplies (and customs duties)		(39,589)	(44,589)
Changes in inventories (of raw materials and supplies)		1,179	219
Other goods and services bought in		(51,105)	(56,477)
Taxes and related payments		(6,073)	(5,988)
Wages and salaries		(40,107)	(43,844)
Social security contributions		(19,252)	(19,293)
Operating provisions			
On fixed assets: depreciation and amortization		(9,392)	(11,372)
On current assets: provisions		(992)	(1,502)
For contingencies and charges: provisions		(1,393)	(751)
Other expenses		(1,254)	(1,530)
Total operating expenses		(181,619)	(201,044)
Operating income		5,975	(2,681)
Joint operations			
Financial income			
Financial income from investments		217,112	168,920
Income from other securities and receivables from non-current assets		2	4
Other interest and similar income		53,787	52,203
Reversals of provisions and transfers of charges		5,678	72,672
Positive exchange differences		6,010	4,786
Total financial income		282,588	298,585
Financial allocations to amortization and provisions		(321,974)	(397,992)
Interest and related expenses		(67,338)	(70,853)
Negative exchange differences		(6,876)	(8,812)
Net expenses on disposal of marketable securities		(389)	(22)
Total financial expenses		(396,577)	(477,679)
Financial income	11	(113,988)	(179,094)
Recurring income before tax		(108,013)	(181,776)
Extraordinary income from management operations		760	4,052
Extraordinary income from capital transactions		95,269	3,866
Reversals of provisions and transfers of charges		3,043	2,238
Total extraordinary income		99,073	10,156
Extraordinary expenditure on management operations		(3,551)	(3,058)
Extraordinary expenditure on capital transactions		(4,866)	(3,872)
Extraordinary allocations to amortization and provisions		(3,332)	(2,971)
Total extraordinary expenditure		(11,749)	(9,901)
Extraordinary income	12	87,324	255
Employees' shareholding and profit sharing		(1,463)	(1,344)
Corporate income tax		38,896	47,714
Total income		569,256	507,104
Total expenses		(552,512)	(642,254)
Profit/loss		16,744	(135,150)

VARIATION IN CASH FLOW

(in thousands of euros)	2019	2018
Cash flow from operations		
Net income for the period	16,744	(135,150)
Non-cash income/expenses:		
– amortization and provisions	26,311	370,331
– income on disposal of assets	(89,232)	605
– income on mergers		
– corporate income tax	(38,896)	(4,714)
Cash flow	(85,073)	188,072
Corporate income tax paid	40,222	(10,256)
Change in working capital requirement	13,227	5,998
– of which inventories and work in progress	(517)	(821)
– of which payables and receivables	13,744	6,819
Net cash flows from operating activities	(31,623)	183,814
Cash flows from investing activities		
Acquisitions		
– property, plant and equipment and intangible assets	(6,670)	(5,686)
– securities	(4,479)	(182,143)
– other non-current financial assets	(30,392)	(53,027)
Disposals		
– property, plant and equipment and intangible assets	2,378	3,303
– securities	92,826	0
– other non-current financial assets	61,701	55,320
Net cash flows from investing activities	115,365	(182,233)
Cash flows from financing activities		
– dividends paid	(135,987)	(144,956)
– investment subsidies	0	224
– increase in borrowings	337,463	1,032,413
– repayment of borrowings	(1,021,226)	(126,036)
Net cash from financing activities	(819,750)	761,645
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(736,008)	763,226
Cash and cash equivalents at the beginning of the period ⁽¹⁾	1,899,536	1,136,310
Cash and cash equivalents at year end	1,163,528	1,899,536

(1) Cash, marketable securities and cash agreements net of impairment.

SUBSIDIARIES AND SHAREHOLDINGS AT DECEMBER 31, 2019

Companies (in thousands of euros)	Share capital	Equity other than share capital	Share capital held as a percentage	Gross value	Provisions	Net value	Loans and advances granted by the company and not yet repaid	Guarantees and endorsements given by the company	Pre-tax revenue for the fiscal year ended	Profit or loss for the fiscal year ended	Dividends received by the company during the fiscal year
A. Information on securities whose gross value exceeds 1% of share capital											
Subsidiaries over 50%-owned by the company											
Alcafi	2,723	(8,761)	100%	14,504	14,504	0	20,210			2,318	
Bluecarsharing	10	(141,388)	100%	109,120	109,120	0	160,576	80	13,392	(66,854)	
Blue Solutions	145,815	8,983	78%	139,937	0	139,937	59,628		26,586	(16,209)	
Bluebus	10,027	476	100%	201,982	119,603	82,379	58,907		29,273	(29,035)	
Bluecar	166,489	(357,915)	100%	633,258	633,258	0	348,127		20,759	(100,270)	
Bluestorage	36,325	(52,794)	100%	71,487	41,466	30,021	63,367		2,270	(15,767)	
Bluetram	1,435	(286)	100%	9,263	8,112	1,151	2,482			(95)	
Bolloré Africa Logistics	174,335	199,498	100%	181,263	0	181,263	215,176	2,319	71,901	80,951	40,315
Bolloré Energy	19,523	217,704	100%	91,167	0	91,167		85,300	1,883,078	39,826	15,097
Bolloré Inc. ⁽¹⁾	2,078	(26,745)	100%	7,477	7,477	0	21,635		24,887	(926)	
Bolloré Logistics	44,051	245,152	100%	105,969	0	105,969		56,705	1,532,905	59,244	24,090
Bolloré Media Digital	2,494	(5,896)	100%	94,874	92,101	2,773	3,105		2,828	(2,958)	
Bolloré Media Régie	8,205	(5,723)	100%	15,940	15,553	387			2,982	(1,485)	
Bolloré Telecom	95,030	(66,263)	98%	159,871	131,747	28,124			503	(10,898)	
Bolloré Transport & Logistics Corporate	5,000	(652)	100%	5,000	652	4,348			60,078	126	
Compagnie Saint-Gabriel	22,000	(3,964)	100%	42,043	0	42,043	21,112			(434)	
Compagnie de Plomeur	18,163	(586)	99%	20,800	0	20,800	6,893			(86)	
Compagnie des Glénans	247,500	313,903	100%	318,815	0	318,815				35,367	42,900
Financière de Cézembre	1,200	527	99%	4,814	3,101	1,713				3	
Financière Penfret	6,380	(6,195)	100%	14,383	0	14,383	13,291		818	248	
HP BV ⁽²⁾	50	(85,225)	100%	7,768	7,768	0				(5)	
Immobilière Mount Vernon	5,850	279	100%	9,612	590	9,022	1,952		2,182	(159)	
Iris Immobilier	28,529	2,429	100%	29,141	0	29,141			10,905	1,076	876
LCA – La Charbonnière	360	3,850	53%	9,183	6,965	2,218			36,453	39	
Matin Plus	8,367	(5,954)	100%	111,487	101,053	10,434		800	12,693	(6,012)	
Mp 42	40	213	100%	8,590	8,338	252				(7)	
Nord-Sumatra Investissements SA	1,515	228,359	73%	78,382	0	78,382				679	11,344
Polyconseil	156	8,591	100%	9,990	0	9,990	3,434		24,265	5,497	6,229
Société Autolib'	40,040	(96,321)	100%	40,040	40,040	0	288,044	0	7	(2,457)	0
Société Navale Caennaise – SNC	2,750	3,882	100%	7,249	657	6,593				414	
Société Navale de l'Ouest – SNO	43,478	(42,336)	100%	59,829	58,686	1,142				2	
TOTAL I				2,613,236	1,400,790	1,212,447	1,287,940	145,204	3,758,765	(27,867)	140,851

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Companies (in thousands of euros)	Share capital	Equity other than share capital	Share capital held as a percentage	Gross value	Provisions	Net value	Loans and advances granted by the company and not yet repaid	Guarantees and endorsements given by the company	Pre-tax revenue for the fiscal year ended	Profit or loss for the fiscal year ended	Dividends received by the company during the fiscal year
Shareholdings of between 10% and 50%											
Compagnie de Pleuven	136,201	683,765	32%	44,238		44,238				3,129	32,487
Financière du Champs de Mars	19,460	66,960	24%	68,097		68,097				10,852	2,370
Financière Moncey	4,206	106,462	15%	12,095		12,095				4,052	616
Financière V	69,724	19,201	10%	10,782		10,782				579	31
Fred & Farid Group	2,219	9,051	30%	6,900		6,900				1,867	559
Socfinasia	24,493	383,361	17%	6,125		6,125				18,644	2,686
Sofibol	131,825	60,853	36%	81,844		81,844				3,500	414
Tamaris Finances	3,676	3,942	49%	7,702	2,706	4,997	12,616		22	(798)	
TOTAL II				237,783	2,706	235,077	12,616		22	41,825	39,163
B. Summary information on securities whose gross value does not exceed 1% of capital											
Subsidiaries over 50%-owned by the company											
French subsidiaries				8,492	6,758	1,734	3,485,146	1,900,000			143
Non-French subsidiaries				7,064	0	7,064	572				4,416
Shareholdings of between 10% and 50%											
French shareholdings				1,465	0	1,465					1,445
Non-French shareholdings				4,489	1,480	3,008					1,324
Securities of companies held under 10%				145,881	3,401	142,480	2				11,931
TOTAL				3,018,410	1,415,135	1,603,275	4,786,277	2,045,204	3,758,787	13,958	199,274

(1) In thousands of US dollars (except the columns: gross value/provisions/net value, in thousands of euros).
(2) Provisions on loans and advances granted by the company and not yet repaid.

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

SIGNIFICANT EVENTS OF THE FISCAL YEAR

Modification to the company form and name

The Extraordinary General Meeting of May 29, 2019 approved the conversion of the company by adoption of the *societas Europaea* legal form. The name of the company is now Bolloré SE.

This decision became effective on December 10, 2019.

Disposal of the stake in Wifirst

The Bolloré Group reached an agreement with Amundi Private Equity Funds (Amundi PEF), Bpifrance, and Socadif Capital Investissement to dispose of its 55% stake in Wifirst, an Internet service provider specializing in Wi-Fi technology.

The disposal of this stake in October 2019 generated a capital gain of 88.4 million euros (net of disposal costs).

Capital increase following the payment of the balance of the 2018 dividend, with an option to receive payment in shares

The Ordinary General Meeting of May 29, 2019 approved the proposal by the Board of Directors concerning the payment of the balance of the 2018 dividend for an amount of 0.04 euro per share.

As part of this transaction, an increase in capital and of the issue premium was carried out for 1.3 million and 28 million euros respectively in June 2019 by the issuance of 7,976,527 new shares.

Capital increase further to the vesting of free shares

On September 2, 2019, 3,955,200 shares were issued following the vesting of free shares. After this operation, the share capital increased by 0.6 million euros with a counterpart in retained earnings.

Capital increase following the payment of the 2019 interim dividend with an option to receive payment in shares

The Board of Directors of Bolloré SE meeting on September 12, 2019 approved the payment of an interim dividend of 0.02 euro with the option of dividend payment in shares.

As part of this transaction, an increase in capital and of the issue premium was carried out for 0.5 million and 10.2 million euros respectively in October 2019 by the issuance of 3,098,096 new shares.

ACCOUNTING METHODS AND PRINCIPLES

The annual financial statements have been prepared in accordance with the accounting principles, standards and methods taken from the 2014 French chart of accounts, in compliance with ANC regulation no. 2014-03 as well as the further opinions and recommendations of the French National Accounting Council and the French Accounting Regulatory Committee.

General accounting standards were applied in line with the prudential principle, according to the following basic assumptions:

- going concern;
- consistency of accounting methods from one fiscal year to another;
- independence of the fiscal years.

Additionally, they have been prepared in accordance with the general rules regarding the preparation and presentation of annual financial statements. The basic method used for the valuation of accounting entries is the historical cost method.

1. Non-current assets

1.1. Intangible assets and property, plant and equipment

Non-current assets are valued at cost of acquisition, the value at which they were contributed, or at the cost of production.

Impairment allowances are calculated on a straight-line basis in accordance with the expected useful life of the assets.

The difference between the fiscal impairment and straight-line impairment is entered under extra tax-driven impairment under balance sheet liabilities.

The principal useful lifetimes applied for the acquisition of new assets are as follows:

Software and licenses	from 3 to 5 years
Buildings	from 15 to 40 years
Fixtures and fittings	from 5 to 15 years
Industrial equipment	from 4 to 10 years
Other property, plant and equipment	from 3 to 10 years

1.2. Non-current financial assets

Shareholdings are entered at their cost of acquisition, exclusive of ancillary costs, or at the value at which they were contributed.

At the end of the fiscal year, a provision for impairment is made when the net asset value is lower than the balance sheet value.

The net asset value is calculated according to the revalued net book value, profitability, future prospects and the value in use of the shareholding. The estimate of the net asset value may therefore justify retaining a higher net value than the proportion of the net book assets. The technical loss from merger, if any, is included in the net book value of the underlying assets during impairment tests.

Capitalized accounts receivable are valued at par value. A provision for impairment is made when the net asset value is lower than the book value. Provisions are made for other non-current investments when their value in use is lower than the balance sheet value.

2. Inventories

Raw materials and goods are valued at their cost of acquisition, in accordance with the FIFO method. If applicable, an impairment allowance is applied in order to reflect their current value.

The value of work in progress and finished products includes the cost of materials and supplies, the direct costs of production, indirect factory and workshop costs and economic depreciation. Fixed costs are recognized in accordance with normal operations.

A discount is applied to old buildings without reducing the net value below the residual value.

3. Trade and other receivables

Receivables are valued at par value. A provision for impairment is made when the net asset value is lower than the book value.

4. Transactions in foreign currencies

Receivables and payables denominated in non-euro zone currencies are entered on the balance sheet at their translation value at year end. Unrealized gains and losses are entered among the translation adjustments. Unrealized losses corresponding to foreign currency translation losses are the subject of a provision for risks.

Foreign exchange gains and losses are recorded in operating income if they relate to a commercial transaction, and in financial income if they relate to a financial transaction.

5. Bond issue costs

Bond issue costs are recognized under deferred expenses and are amortized on a straight-line basis over the life of the bond.

6. Regulated provisions

Regulated provisions are made in accordance with current fiscal regulations. They include extra tax-driven impairment and provisions for price increases.

7. Provision for pensions and retirement

Bolloré SE applies method 2 of ANC recommendation no. 2013-02, for valuation as well as accounting.

Supplementary pensions paid to retired staff are recognized in the form of a provision. They are valued according to the PUC (Projected Unit Credit) method, with a gross discount rate of 0.50%.

8. Severance pay and pensions

Legal or conventional severance pay and supplementary pensions for personnel in service are entered under off-balance sheet commitments, in accordance with the option provided by article L. 123-13 of the French commercial code (*Code de commerce*).

For the valuation of its retirement commitments, Bolloré SE applies method 2 of ANC recommendation no. 2013-02.

The total commitment is valued in accordance with the PUC (Projected Unit Credit) method, applying a gross discount rate of 0.50% and an actual progression in salaries of 0.7% (nominal salary progression of 2.5% and inflation of 1.8%).

There are no specific commitments towards the governing bodies or Executive management.

9. Details of financial instruments

Financial instruments are used mainly to cover interest rate risks arising as a result of debt management, as well as foreign exchange risks. Firm hedging deals (rate swaps, future rate agreements, spot or forward currency purchases or sales) are used.

A Risk Committee meets several times a year to discuss strategies, as well as limits, markets, instruments and counterparties.

Exchange rate risk management

At December 31, 2019, the currency hedge portfolio (in terms of euro equivalent) comprised forward sales of 24.8 million euros and forward purchases of 10.2 million euros, a net short position of 14.6 million euros.

Interest rate risk management

Of a total of 2,137 million euros of financial debts, the fixed-rate debt amounted to 1 million euros at December 31, 2019.

10. Tax consolidation

The company is the head of a tax consolidation group. The tax liability is borne by each company as it would be if there was no consolidation. The tax savings are allocated to the parent company.

The tax effect for the 2019 fiscal year was as follows:

- consolidation gain was 40 million euros;
- the tax Group's income showed a loss.

As the tax consolidation agreement does not provide for the repayment to the subsidiaries of their tax loss carryforwards if they leave the consolidation scope, no provision has been made for the fiscal losses of subsidiaries used by the parent company.

11. Related parties

With regard to related-party transactions, the company is not affected and all transactions are concluded under normal conditions.

NOTES TO THE BALANCE SHEET

NOTE 1. NON-CURRENT ASSETS, DEPRECIATION AND AMORTIZATION

Gross amounts

(in thousands of euros)	Gross value At 01/01/2019	Increase	Decrease	Gross value At 12/31/2019
Intangible assets	6,719	182	(2,237)	4,664
Property, plant and equipment	274,886	10,986	(6,609)	279,263
Non-current financial assets ⁽¹⁾	4,383,084	36,047	(65,999)	4,353,132
TOTAL	4,664,689	47,215	(74,845)	4,637,059

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(1) Of which 640.6 million euros corresponding to technical losses allocated to securities.

Pursuant to ANC regulation no. 2015-06 of November 23, 2015, technical losses from the universal transmission of assets with Saga in 2012 (56.6 million euros), the merger of Bolloré Investissement with Bolloré SE in 2016 (246.3 million euros) and the reversal of previously existing technical losses at Bolloré SE (337.7 million) were reallocated in 2016 to the following holdings: 302 million euros to Bolloré Africa Logistics, 239 million euros to Bolloré Logistics, 47 million euros to Bolloré Energy and 53 million euros to Blue Solutions.

Depreciation, amortization and impairment

(in thousands of euros)	Depreciation or amortization accruing at 01/01/2019	Allowances	Reversals	Depreciation or amortization accruing at 12/31/2019
Intangible assets	5,229	323	(2,142)	3,409
Property, plant and equipment	137,772	7,246	(1,601)	143,418
Non-current financial assets	1,498,736	17,920	(1,833)	1,514,823
TOTAL	1,641,737	25,489	(5,576)	1,661,650

NOTE 2. INFORMATION ON FINANCE LEASES

No finance leases exist for the 2019 fiscal year.

NOTE 3. NON-CURRENT FINANCIAL ASSETS

Shareholdings and other non-current investments (gross)

• Increase in non-current financial assets:

- participation in the capital increases of:
 - Bluebus (4.4 million euros);
- increase in receivables from:
 - Bolloré Africa Logistics (30.5 million euros).

• Reduction in non-current financial assets:

- reduction in receivables from:
 - Bolloré Africa Logistics (59.3 million euros);
- disposal of securities:
 - Wifirst (4.2 million euros)

Shareholdings and other non-current investments (provisions)

The main allowances include provisions for the securities in Bolloré Télécom (10.1 million), Bluebus (4.4 million euros), Bluecar (1.2 million euros), and Financière EMG (1 million euros).

NOTE 4. TERMS OF RECEIVABLES AND DEBTS

Details of receivables

(in thousands of euros)	Amount (gross)	Less than 1 year	More than 1 year
Non-current assets			
Receivables from stakes	689,784		689,784
Loans	1,672		1,672
Other non-current financial assets	146	146	
Current assets			
Operating receivables	19,692	19,692	
Current accounts	5,038,302	4,999,475	38,827
Other receivables	259,316	169,973	89,343
TOTAL	6,008,912	5,189,286	819,626

Details of payables

(in thousands of euros)	Amount (gross)	Less than 1 year	From 1 to 5 years	More than 5 years
Financial debts				
Bond loans	964,857	14,857	950,000	
Loans from credit institutions	1,171,493	532,174	639,319	
Sundry borrowings	255	255		
Operating payables				
Due to suppliers	16,391	16,391		
Taxes and social security contributions payable	21,488	21,488		
Sundry payables				
Current accounts	3,493,760	3,493,760		
Non-current asset payables	462	462		
Other payables	230,522	138,355	75,457	16,710
TOTAL	5,899,228	4,217,742	1,664,776	16,710

The company has centralized the management of its subsidiaries' cash. The change in net debt is as follows:

(in thousands of euros)	12/31/2019	12/31/2018
Bond loans	964,857	1,166,467
Loans from credit institutions	1,171,493	1,653,081
Other financial debts	255	251
Credit balances	3,493,760	3,529,027
Receivables from stakes	(689,784)	(719,452)
Loans	(1,672)	(2,175)
Debit balances	(5,038,302)	(5,336,078)
Cash	(130,610)	(223,410)
Marketable securities	(1,918)	(82,779)
TOTAL	(231,921)	(15,068)

NOTE 5. ESTIMATED VALUE OF MARKETABLE SECURITIES

(in thousands of euros)	Gross value	Net value	Estimated value
Unlisted securities	538	0	0
Listed securities	1,380	1,380	2,826

5 Analysis of operations and the financial statements

6. Separate financial statements

NOTE 6. EQUITY AND VARIATIONS IN NET SITUATION

(in thousands of euros)	Equity as at 01/01/2019	Capital increases ⁽²⁾	Allocation of 2018 earnings	Others movements	Dividends distributed	Net income for the period	Equity 12/31/2019
Share capital ⁽¹⁾	468,731	2,405					471,136
Share issue premiums	1,265,715	38,159					1,303,874
Legal reserve	46,746						46,746
Other reserves	2,165						2,165
Amount carried forward	579,857	(117,721)	(193,694)				268,442
Net income for the period	(135,150)		135,150			16,744	16,744
Investment subsidies	173			(22)			151
Interim dividend	(58,544)		58,544		(58,830)		(58,830)
Regulated provisions	12,379			1,714			14,093
TOTAL	2,182,071	(77,157)		1,692	(58,830)	16,744	2,064,520

(1) At December 31, 2019, the share capital was divided into 2,944,598,874 shares with a par value of 0.16 euro.

(2) The capital increases are a result of:

- payment of the balance of the dividend for 2018 (General Shareholders' Meeting of May 29, 2019);
- payment of an interim dividend in respect of 2019 (Board of Directors' meeting of September 12, 2019)
- the capital increase following the settlement of the free share plan of September 2, 2019.

NOTE 7. PROVISIONS AND IMPAIRMENT

(in thousands of euros)	Amount at 01/01/2019	Allowances	Uses	Reversals	Amount at 12/31/2019
Regulated provisions	12,378	2,299	(12)	(573)	14,093
– provision for price increases	76		(12)		64
– excess tax depreciation	12,303	2,299		(573)	14,029
Provisions for contingencies and charges	6,606	1,432	(1,504)	(1,374)	5,160
– provision for foreign exchange losses	168	47		(11)	204
– provision for long-service benefits	905	82	(8)		980
– provision for subsidiary risks	395	157		(8)	543
– other provisions	5,138	1,145	(1,496)	(1,355)	3,433
Impairment	1,670,537	323,232	(9,498)		1,984,271
– property, plant and equipment	243	405	(22)		627
– non-current financial assets ⁽¹⁾	1,498,736	17,920	(1,833)		1,514,823
– inventories and work in progress	694	400	(351)		743
– customers	6,051	585	(3,326)		3,310
– other receivables ⁽²⁾	163,870	303,922	(3,562)		464,231
– investment securities	943		(405)		538
TOTAL	1,689,522	326,963	(11,015)	(1,947)	2,003,524

(1) See note 3 – Shareholdings and other non-current investments (depreciation, amortization and impairment).

(2) Of which an allocation of 191 million euros under the Bluecar cash agreement, 105 million on Bluecarsharing, 3 million on Société Autolib' and a reversal of 3 million euros on Alcafi.

NOTE 8. ACCRUED EXPENSES AND ACCRUED INCOME

(in thousands of euros)	12/31/2019
Accrued expenses	
Accrued interest on bond loan issue	14,857
Accrued interest on financial debts	810
Trade accounts payable	5,873
Non-current asset payables	93
Taxes and social security contributions payable	17,257
Overdraft interest	641
Other payables	44
Accrued income	
Accrued interest on other non-current financial assets	17
Trade accounts receivable	106
Other receivables	2,794
Banks	64

NOTE 9. OFF-BALANCE SHEET LIABILITIES (EXCLUDING FINANCE LEASES)

(in thousands of euros)	2019	2018
Commitments given		
Customs and Public Treasury	150,062	154,617
Other bonds	1,962,320 ⁽¹⁾	1,765,564
Firm commitments to purchase securities	22,176 ⁽²⁾	22,176
Commitments received		
Return to better fortune	38,001	38,001
Reciprocal and extraordinary commitments		
Unused bank lines of credit	2,099,000	1,306,000
Forward currency sales	24,814	28,691
Forward currency purchases	10,183	10,299
End-of-service payments	10,758	8,873

(1) Of which 1,900 million euros with Compagnie de Cornouaille, a Group company.

(2) Commitment to file a tender offer for Blue Solutions shares at the price of 17 euros per share after the public announcement of Blue Solutions' 2019 results.

In 2013, Bolloré SE granted Blue Solutions six sale agreements concerning the total stock of the following companies:

- Bluecar, Autolib' and Bluecarsharing (this agreement can only be exercised on the three companies together);
- Bluebus;
- Blueboat;
- Bluestorage;
- Bluetram;
- Polyconseil.

The sale agreements' exercise price was set by an independent expert. Blue Solutions was free to exercise its option at any time between September 1, 2016 and June 30, 2018.

On March 23, 2017, Blue Solutions' Board of Directors decided not to exercise its option and to initiate discussions with Bolloré SE in the first half of 2017 to set a new window for the exercise of the option.

On May 11, 2017, the Board of Directors of Bolloré SE approved a new window for the exercise of the options, i.e. between January 1, 2020 and June 30, 2020.

NOTES TO THE STATEMENT OF EARNINGS

NOTE 10. BREAKDOWN OF REVENUE BY ACTIVITY

(in thousands of euros)	2019	2018
Brittany factories	86,310	93,245
Services provided by headquarters	57,899	60,036
TOTAL	144,209	153,281

By geographical area

(as a percentage)	2019	2018
France	46.62	45.90
Europe	27.09	28.46
Americas	21.46	19.86
Africa	0.43	0.29
Others	4.40	5.49
TOTAL	100.00	100.00

NOTE 11. FINANCIAL INCOME

(in thousands of euros)	2019	2018
Dividends from operating subsidiaries	199,274	151,180
Other income/expenses	16,585	13,695
Net financing expenses	(13,551)	(18,650)
Allowances and reversals	(316,296)	(325,320)
TOTAL	(113,988)	(179,095)

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NOTE 12. EXTRAORDINARY INCOME

(in thousands of euros)	2019	2018
Net allocations to regulated provisions	(1,714)	(1,100)
Income on disposal of assets ⁽¹⁾	90,511	(552)
Personnel-related costs	(505)	(1,231)
Net allocations to provisions	1,014	(50)
Retirement benefits paid	(401)	(408)
Miscellaneous	(1,581)	3,596
TOTAL	87,324	255

(1) Of which capital gain on the disposal of Wifirst for 88.4 million euros in 2019.

NOTE 13. AVERAGE WORKFORCE

(in number of persons)	2019	2018
Management staff	189	183
Supervisors/other employees	409	390
TOTAL	598	573

NOTE 14. EXECUTIVE COMPENSATION

(in thousands of euros)	2019	2018
Directors' fees	(577)	(594)
Other compensation	(3,705)	(4,247)

The amounts stated above are those paid by the company during the year to members of the Board of Directors and corporate officers.

NOTE 15. EFFECT OF SPECIAL TAX ASSESSMENTS

(in thousands of euros)	2019	2018
Net income for the period	16,744	(135,150)
Corporate income tax	38,896	47,714
Income before tax	(22,152)	(182,865)
Changes to regulated provisions	1,714	1,100
INCOME BEFORE SPECIAL TAX ASSESSMENTS	(20,438)	(181,764)

NOTE 16. INCREASE AND DECREASE IN FUTURE TAX BURDEN

Type of temporary differences (in thousands of euros)	2019	2018
A. Increase in future tax burden		
Extra tax-driven impairment	14,029	12,303
Provision for price increases	64	76
Deferred expenses, foreign currency translation losses	204	168
Total tax base	14,297	12,547
Increase in future tax burden	4,003	4,182
B. Decrease in future tax burden		
Paid holidays, solidarity contributions, non-deductible provisions	16,035	15,709
Unrealized foreign currency translation gains, income taxed in advance	6,562	5,261
Total tax base	22,597	20,970
Decrease in future tax burden	6,327	6,990

NOTE 17. CONSOLIDATION

The company's accounts are integrated:

- for the largest companies: by full consolidation in the accounts of:
Bolloré Participations SE (Siren: 352 730 394)
Odet
29500 Ergué-Gabéric – France;
- for the smallest subgroup: by full consolidation in the accounts of:
Bolloré SE (Siren: 055 804 124)
Odet
29500 Ergué-Gabéric – France;

NOTE 18. SUBSEQUENT EVENTS

Impact of the decrease in stock market price

Based on the share price of March 9, 2020, the net asset value of securities has decreased by around 30 million euros (of which 37 million on Financière d'Audierne securities).

6.2. Statutory Auditors' report on the annual financial statements

Financial year ended December 31, 2019

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

To the General Meeting of Bolloré SE,

OPINION

To fulfil the assignment entrusted to us by your General Meeting, we have audited the annual financial statements of Bolloré SE for the financial year ended 31 December 2019, as attached to this report. The financial statements were approved by the Board of Directors on March 12, 2020 based on the information available on that date in the changing context of the Covid-19 health crisis.

We hereby certify that, under French accounting rules and principles, the annual financial statements, give a true and fair view of the results of the company's operations for the year, as well as the financial position and assets of the company at the end of this period.

The opinion provided above is consistent with the contents of our report to the audit committee.

BASIS OF OUR OPINION

AUDITING FRAMEWORK

We have conducted our audit in accordance with the professional standards applicable in France. We believe that the evidence we have obtained provides an appropriate, sufficient basis for our opinion.

Our responsibilities under these standards are set out in the section entitled "Responsibilities of the Statutory Auditors with respect to the auditing of annual financial statements" of this report.

INDEPENDENCE

We carried out our audit in accordance with the independence rules applicable to us, covering the period from 1 January 2019 to the date of our report. In particular, we have not provided services prohibited by article 5 (1) of Regulation (EU) no. 537/2014 or by the French Code of Ethics (*Code de déontologie*) for statutory auditors.

JUSTIFICATION OF OUR ASSESSMENTS – KEY AUDIT MATTERS

Pursuant to 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 would like to inform you of the key audit matters relating to the risks of material misstatement which, according to our professional judgement, were the most important for the audit of the annual financial statements for the year, as well as the responses we have given in relation to these risks.

Such assessments are thus part of our audit of the annual financial statements considered as a whole, approved in the context described above, and of the formation of our opinion expressed above. We express no opinion on items in these annual financial statements considered individually.

VALUATION OF INVESTMENTS AND RELATED RECEIVABLES (NOTE 1.2 TO THE ANNUAL FINANCIAL STATEMENTS)

Key Audit Matter	Our audit approach
Equity investments amounted to 1,603 million euros at net book value as of 31 December 2019, with a total balance sheet of 7,975 million euros. In addition, technical losses, allocated in full to equity securities, amounted to 641 million euros and receivables from equity investments to 594 million euros. The current value of these assets, which corresponds to their value in use, is determined according to the revalued net asset value, profitability or future prospects of the investment.	We analyzed the compliance of the company's methodologies with the accounting standards in force as regards the methods for estimating the value in use of the equity securities.
We consider the valuation of equity securities to be a key audit matter due to (i) their representing a significant amount in the accounts of the company, (ii) the judgements and assumptions necessary for the determination of the value in use.	<p>We obtained the analyses conducted by the company and focused in particular on those of which the book value is close to the estimated value in use, those whose performance history showed deviations from forecasts and those operating in volatile economic environments.</p> <p>For equity securities valued using the discounted future cash flow method, we have reviewed the key assumptions used and have:</p> <ul style="list-style-type: none"> reconciled the activity forecasts underlying the determination of cash flows to the available information, including the market outlook and past achievements, and to the Management's latest estimates (assumptions, budgets, strategic plans, as the case may be); compared the terminal growth rates used for the projected flows with the market analyses and the consensus of the main professionals concerned; compared the discount rates used (WACC) with our own databases. We obtained and reviewed sensitivity analyses performed by management, which we compared to our own calculations.

SPECIFIC AUDITS

We have also conducted, in accordance with professional standards in France, the specific audits required by applicable law and regulations.

INFORMATION PROVIDED IN THE MANAGEMENT REPORT AND IN THE OTHER DOCUMENTS ON THE FINANCIAL POSITION AND THE ANNUAL FINANCIAL STATEMENTS ADDRESSED TO THE SHAREHOLDERS

We have no observations questioning the fairness and consistency with the annual financial statements of the information provided in the Board of Directors' management report approved on March 12, 2020 and in other documents sent to the shareholders on the financial position and annual financial statements. Management has confirmed that events that have occurred and information that has come to light relating to the Covid-19 crisis since the financial statements were closed will be reported to the Annual General Meeting called to approve these financial statements.

We hereby certify the fairness and consistency with the financial statements of the information relating to the payment periods mentioned in article D. 441-4 of the French commercial code (*Code de commerce*).

INFORMATION ON CORPORATE GOVERNANCE

We hereby certify that the Board of Directors' report on corporate governance contains the information required by articles L. 225-37-3 and L. 225-37-4 of the French commercial code (*Code de commerce*).

Regarding the information provided pursuant to the provisions of article L. 225-37-3 of the French commercial code (*Code de commerce*) on the remunerations and benefits paid or awarded to corporate officers as well as on the commitments made in their favour, we verified their consistency with the accounts or with the data used to draw up the accounts and, where applicable, with the information collected by the company from controlled companies within its scope of consolidation. On the basis of this work, we hereby certify the accuracy and fairness of this information.

Regarding the information relating to the items that your company considered likely to have an impact in the event of a takeover or exchange offer, provided pursuant to the provisions of article L. 225-37-5 of the French commercial code (*Code de commerce*), we verified their consistency with the documents from which it was obtained and which were communicated to us. On the basis of this work, we have no comments to make on this information.

ADDITIONAL INFORMATION

In accordance with the law, we have ensured that all information relating to the acquisition of equity interests and controlling interests and the identity of the holders of capital or voting rights has been disclosed to you in the management report.

INFORMATION RESULTING FROM OTHER LEGAL AND REGULATORY REQUIREMENTS

APPOINTMENT OF STATUTORY AUDITORS

We have been appointed Statutory Auditors of Bolloré SE by the General Meeting of June 28, 1990 for the firm Constantin Associés and of June 5, 2007 for the firm AEG Finances.

As at December 31, 2019, the firm Constantin Associés was in the thirtieth year of its uninterrupted assignment and the firm AEG Finance, in the thirteenth year.

RESPONSIBILITIES OF MANAGEMENT AND OF THE CORPORATE GOVERNANCE OFFICERS WITH RESPECT TO THE ANNUAL FINANCIAL STATEMENTS

Management is responsible for preparing annual financial statements that present a true and fair view in accordance with French accounting rules and principles and for setting up the internal control that it deems necessary for the preparation of annual financial statements that are free of material misstatement, regardless of whether any such misstatement results from fraud or error.

In preparing the annual financial statements, management is responsible for evaluating the ability of the company to continue as a going concern, for presenting in these accounts, as appropriate, the necessary information supporting the going concern assumption and applying the going concern accounting policy, unless it intends to wind up the company or cease its operations.

The Audit Committee is responsible for monitoring the process of preparing financial information and the effectiveness of the internal control and risk management systems, as well as, where applicable, the internal audit, with respect to procedures relating to the preparation and processing of accounting and financial information.

The annual financial statements were approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS WITH RESPECT TO THE AUDITING OF THE ANNUAL FINANCIAL STATEMENTS

OBJECTIVE AND APPROACH OF AUDIT

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 as a whole are free of material misstatement. "Reasonable assurance" means a high level of assurance, but does not entail a guarantee that an audit performed in accordance with professional standards will systematically detect any material misstatement. Misstatements may result from fraud or error and are considered material where it can reasonably be expected that, considered individually or cumulatively, they may influence the business decisions made by users of these financial statements, based on the latter.

As stated in article L. 823-10-1 of the French commercial code (*Code de commerce*), our assignment to certify the accounts does not consist of guaranteeing the viability or the quality of the management of your company.

Statutory Auditors exercise their professional judgement throughout audits conducted in accordance with the professional standards applicable in France. In addition, Statutory Auditors:

- identify and assess the risks of the annual financial statements containing material misstatements, whether due to fraud or error, and define and implement audit procedures for such risks, and collect evidence they consider sufficient and appropriate on which to base their opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of a material misstatement resulting from error, as fraud may involve collusion, falsification, voluntary omissions, misrepresentation or the circumventing of internal control;
- become aware of the internal control procedures relevant to the audit in order to define audit procedures that are appropriate to the circumstances, and not to express an opinion on the effectiveness of the company's internal control;
- assess the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the information concerning them provided in the annual financial statements;

- assess how appropriately management applies the going concern accounting policy and, depending on the evidence gathered, whether there is significant uncertainty related to events or circumstances likely to affect the company's ability to continue as a going concern. This assessment is based on the evidence gathered up to the date of their report, taking into account that subsequent circumstances or events could affect business continuity. If they conclude that there is significant uncertainty, they direct the readers of the report to the information provided in the annual financial statements concerning such uncertainty or, if this information is not provided or is not relevant, they certify the financial statements with reservations, or refuse to certify them;
- assess the overall presentation of the annual financial statements and evaluate whether the annual financial statements reflect their underlying transactions and events so as to give a true and fair view of them.

REPORT TO THE AUDIT COMMITTEE

We submit a report to the Audit Committee, which outlines the scope of the audit work and the work programme implemented, as well as the findings of our work. We also inform, where appropriate, the significant internal control weaknesses that we have identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

Included in the information disclosed in the report to the Audit Committee are the risks of material misstatements that we consider to have been the most significant for the audit of the financial statements for the year and which therefore constitute the key audit matter, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the declaration provided for in article 6 of Regulation (EU) no. 537-2014 confirming our independence within the meaning of the rules applicable in France as established in particular under articles L. 822-10 to L. 822-14 of the French commercial code (*Code de commerce*) and in the French Code of Ethics (*Code de déontologie*) for statutory auditors. If necessary, we discuss with the Audit Committee the risks to our independence and the safeguards applied.

Paris-la Défense and Neuilly-sur-Seine, April 24, 2020

The Statutory Auditors

AEG Finances
A French member of
Grant Thornton International
Samuel Clochard

Constantin Associés
Member of
Deloitte Touche Tohmatsu Limited
Thierry Quéron

7. Other financial and accounting information

7.1. Financial results of the company during the last five fiscal years

Items	2015	2016	2017	2018	2019
I. Financial position at the fiscal year end					
Share capital ⁽¹⁾	463,200	465,672	467,458	468,731	471,136
Number of shares issued	2,895,000,442	2,910,452,233	2,921,611,290	2,929,569,051	2,944,598,874
Maximum number of shares to be created					
– by conversion of bonds	–	–	–	–	–
– by exercising subscription rights	2,677,500	4,131,200	5,651,600	5,602,000	5,865,500
II. Total results of operations⁽¹⁾					
Revenue excluding taxes	150,443	151,643	153,749	153,281	144,209
Profit before taxes, depreciation, amortization and provisions	149,519	209,613	244,383	156,741	301,849
Corporate income tax ⁽²⁾	(36,833)	(57,572)	(27,141)	(47,714)	(38,896)
Employees' shareholding and profit sharing	1,027	1,255	783	1,344	1,463
Profit after taxes, depreciation, amortization and provisions	99,985	43,252	90,788	(135,150)	16,744
Amount of profits distributed	173,567	174,380	175,078	175,632	176,490
III. Earnings per share⁽³⁾					
Profit after taxes, but before depreciation, amortization and provisions	0.06	0.09	0.09	0.07	0.12
Profit after taxes, depreciation, amortization and provisions	0.03	0.01	0.03	(0.05)	0.006
Dividend paid to each shareholder	0.06	0.06	0.06	0.06	0.06
IV. Employees					
Average number of employees	595	598	586	573	598
Total payroll ⁽¹⁾	41,472	39,404	38,586	43,844	40,107
Total value of employee welfare benefits ⁽¹⁾	18,254	18,289	16,965	19,293	19,252

(1) In thousands of euros.

(2) In brackets: tax proceeds.

(3) In euros.

7.2. Details of payment terms

Pursuant to article D. 441-4 of the French commercial code (*Code de commerce*), the following table sets out the remaining balance, at December 31, 2019, of the amounts due to suppliers and trade receivables according to their due dates.

Article D. 441 I.-1°: Invoices received, not yet paid and past due at the closing date						
	0 day (due date)	1 to 30 days	31 to 60 days	61 to 90 days	Over 91 days	Total (more than 1 day)
(a) Number of days past due						
Number of invoices affected	174	–	–	–	–	460
Total amount of invoices affected including tax	242,406.81	862,291.93	68,610.03	4,780.83	(124,893.36)	853,809.43
Percentage of total amount of purchases including tax for the year	0.19%	0.68%	0.05%	0.04%	–0.10%	0.68%
Percentage of revenue including tax for the year						
(b) Invoices excluded from (a) related to disputed and unrecorded debts						
Number of invoices excluded						72
Total amount of invoices excluded						302,562.90
(c) Reference payment periods used (contractual or statutory period – article L. 441-6 or article L. 443-1 of French commercial code [<i>Code de commerce</i>])						
Payment deadlines used to calculate payment defaults	Contractual deadlines of which: – receipt – 30 days					

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Article D. 441 I.-2°: Invoices received, not yet paid and past due at the closing date						
	0 day (due date)	1 to 30 days	31 to 60 days	61 to 90 days	Over 91 days	Total (more than 1 day)
(a) Number of days past due						
Number of invoices affected	100	–	–	–	–	318
Total amount of invoices affected including tax	419,408.29	701,510.40	65,969.45	72,836.48	1,812,651.88	2,652,968.21
Percentage of total amount of purchases including tax for the year						
Percentage of revenue including tax for the year	0.14%	0.23%	0.02%	0.02%	0.60%	0.88%
(b) Invoices excluded from (a) related to disputed and unrecorded debts						
Number of invoices excluded						64
Total amount of invoices excluded						3,077,228.70
(c) Reference payment periods used (contractual or statutory period – article L. 441-6 or article L. 443-1 of French commercial code [<i>Code de commerce</i>])						
Payment deadlines used to calculate payment defaults	Contractual deadlines					

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1. Shareholder base

1.1. Distribution of share capital

1.1.1. INFORMATION ON THE SHAREHOLDER BASE AT DECEMBER 31, 2019

To the best of the Board of Directors' knowledge, as of December 31, 2019, the main registered shareholders or those having disclosed legal threshold crossings to the company are:

Bolloré SE	Number of shares	%	Number of votes (AMF General Regulation art. 223-11, par. 2)	%	Number of votes that may be used at General Meetings	%
Financière de l'Odé SE ⁽¹⁾	1,868,305,235	63.45	3,726,410,466	74.91	3,726,410,466	75.14
Other Bolloré Group companies ⁽²⁾	98,808	0.00	196,116	0.00	196,116	0.00
Nord-Sumatra Investissements ⁽³⁾	200,100	0.01	–	–	–	–
Imperial Mediterranean ⁽³⁾	13,339,838	0.45	–	–	–	–
Société Bordelaise Africaine ⁽³⁾	1,782,900	0.06	–	–	–	–
Subtotal of companies holding treasury shares	15,322,838	0.52	–	–	–	–
Bolloré Group subtotal	1,883,726,881	63.97	3,726,606,582	74.91	3,726,606,582	75.15
Yacktmán Asset Management LP ⁽⁴⁾	161,205,080	5.47	161,205,080	3.24	161,205,080	3.25
Orfim	155,169,347	5.27	308,665,708	6.20	308,665,708	6.22
Public	744,497,566	25.28	762,716,609	15.33	762,716,609	15.38
Difference ⁽⁵⁾	–	–	15,322,838	0.31	–	–
TOTAL	2,944,598,874	100.00	4,974,516,817	100.00	4,959,193,979	100.00

(1) Controlled directly by Sofibol, itself controlled indirectly by Vincent Bolloré and his family.

(2) Includes Bolloré Participations SE, Omnium Bolloré, Financière V and Sofibol.

(3) Companies holding treasury shares.

(4) Based on the number of shares and voting rights declared on September 16, 2019 by Yacktmán Asset Management LP, acting on behalf of clients and funds it manages, when crossing the threshold of 5% of the share capital upwards (AMF notice no. 219C1663).

(5) Corresponding to shares owned by the companies referred to in (3) stripped of voting rights.

The percentages presented in the table above are rounded to the nearest decimal, consequently the sum of the rounded values may have insignificant differences with the reported total.

No significant changes have occurred in the shareholder base since December 31, 2019.

To the best of the company's knowledge, no other shareholder apart from those listed in the table above holds more than 5% of the company's capital or voting rights.

At December 31, 2019, the number of registered shareholders was 631 (188 in direct registered share accounts and 436 in share accounts administered by an intermediary), with 7 shareholders simultaneously holding a direct registered share account and a share account administered by an intermediary (source: list of shareholders published by Caceis Corporate Trust).

No shareholder agreement exists between the shareholders of the company as referred to in article L. 233-11 of the French commercial code (*Code de commerce*) and the company holds no treasury shares. At December 31, 2019, no registered shares were pledged as collateral.

1.1.2. VOTING RIGHTS

The voting rights attached to shares are proportional to the capital share represented.

At equivalent par value, each capital share or dividend share confers one voting right.

However, in accordance with legal provisions, a double voting right compared to that granted to other shares, taking into account the portion of the share capital that they represent, is granted to all fully paid-up shares held in registered form in the name of the same shareholder for at least two years.

1.1.3. EMPLOYEE SHAREHOLDING OF THE COMPANY'S SHARE CAPITAL

As of December 31, 2019, 0.33% of the share capital was held by Group employees, within the meaning of article L. 225-102 of the French commercial code (*Code de commerce*), of which 0.22% as part of the company mutual fund and, to the best of the company's knowledge, based on the data provided by the account manager responsible for managing the plan, 0.11% held directly in the form of registered shares derived from the granting of free shares.

6 Information on the company and shareholders

1. Shareholder base

1.1.4. MODIFICATIONS TO THE DISTRIBUTION OF SHARE CAPITAL OVER THE LAST THREE FISCAL YEARS

To the best of the company's knowledge, the breakdown of share capital ownership was as follows and no shareholder other than those listed below held more than 5% of the share capital:

(as a percentage)	As of December 31, 2016			As of December 31, 2017			As of December 31, 2018		
	Shareholding	Theoretical voting rights	Voting rights exercisable at Meetings	Shareholding	Theoretical voting rights	Voting rights exercisable at Meetings	Shareholding	Theoretical voting rights	Voting rights exercisable at Meetings
Financière de l'Odé ⁽¹⁾	63.84	77.63	77.88	63.60	75.12	75.35	63.73	75.15	75.38
Other Bolloré Group companies ⁽²⁾	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Nord-Sumatra Investissements ⁽³⁾	0.01	–	–	0.01	–	–	0.01	–	–
Imperial Mediterranean ⁽³⁾	0.46	–	–	0.46	–	–	0.46	–	–
Société Bordelaise Africaine ⁽³⁾	0.06	–	–	0.06	–	–	0.06	–	–
Subtotal of companies holding treasury shares	0.53	–	–	0.52	–	–	0.52	–	–
Bolloré Group subtotal	64.37	77.63	77.88	64.13	75.12	75.36	64.26	75.15	75.38
Orfim	5.19	3.16	3.17	5.25	6.11	6.13	5.24	6.14	6.16
Public	30.44	18.89	18.95	30.62	18.46	18.52	30.50	18.40	18.46
Difference ⁽⁴⁾	–	0.32	–	–	0.31	–	–	0.31	–
TOTAL	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00	100.00

(1) Controlled directly by Sofibol, itself fully controlled indirectly by Vincent Bolloré and his family.

(2) Includes Bolloré Participations, Omnium Bolloré, Financière V and Sofibol.

(3) Companies holding treasury shares.

(4) Corresponding to shares owned by the companies referred to in (3) stripped of voting rights.

The percentages presented in the table above are rounded to the nearest decimal, consequently the sum of the rounded values may have insignificant differences with the reported total.

- On April 7, 2016, Vincent Bolloré declared that, on April 3, 2016, he had, directly and indirectly via the companies that he controls, exceeded the threshold of two thirds of the company's voting rights, and Financière de l'Odé declared that, on April 3, 2016, it had exceeded the same threshold on an individual basis (AMF notice no. 216C0824).
- On April 7, 2016, Sébastien Picciotto, acting in concert with Alexandre Picciotto and Orfim, declared that, on April 3, 2016, he had, directly and indirectly, crossed below the threshold of 5% of voting rights (AMF notice no. 216C0833).
- On March 8, 2017, Sébastien Picciotto, acting in concert with Alexandre Picciotto and Orfim, declared that, on March 6, 2017, he had, directly and indirectly, crossed above the threshold of 5% of voting rights (AMF notice no. 217C0620).

1.2. Other information about the control of the company

ISSUER'S CONTROL

The Bolloré Group is directly and indirectly controlled by Vincent Bolloré and his family. Corporate governance measures have been put in place and are described in sections 4.1.8. "Corporate Governance Code" and 4.1.10. "Conditions of preparation and organization of the work of the Board". The Board of Directors now has seven independent directors.

AGREEMENTS THAT MAY RESULT IN A CHANGE OF CONTROL

None.

1.3. Shareholding and share subscription or purchase options

SHAREHOLDING

According to information received by the company from the directors, the directors together held about 0.22% of the company's share capital and about 0.23% of the voting rights at December 31, 2019.

HISTORY OF GRANTS OF SHARE SUBSCRIPTION OR PURCHASE OPTIONS TO CORPORATE OFFICERS

There is no share subscription plan in force.

1.4. Statement of securities transactions

SUMMARY STATEMENT OF TRANSACTIONS REPORTED BY THE PERSONS REFERRED TO IN ARTICLE L. 621-18-2 OF THE FRENCH MONETARY AND FINANCIAL CODE THAT TOOK PLACE DURING THE FISCAL YEAR ENDED DECEMBER 31, 2019

To the company's knowledge, the following transactions took place in fiscal year 2019:

Identity of the declaring party	Date of transaction	Nature of transaction	Number of shares	Aggregate price (in euros)
Vincent Bolloré	April 24, 2019	Disposals	429,534	4.2266
Vincent Bolloré	April 25, 2019	Disposals	570,466	4.1815
Cédric de Baillencourt	May 7, 2019	Disposals	20,000	4.1484
Cédric de Baillencourt	May 8, 2019	Disposals	30,000	4.1841
Cédric de Baillencourt	June 4, 2019	Donation of bare ownership	185,187	1.6200
Apolline de Baillencourt	June 4, 2019	Acquisition through acceptance of donation	61,729	1.6200
Hadrien de Baillencourt	June 4, 2019	Acquisition through acceptance of donation	61,729	1.6200
Louis de Baillencourt	June 4, 2019	Acquisition through acceptance of donation	61,729	1.6200
Cédric de Baillencourt	June 4, 2019	Transfer to a beneficial ownership company	185,187	2.4300
Apolline de Baillencourt	June 4, 2019	Transfer to a bare ownership company	61,729	1.6200
Hadrien de Baillencourt	June 4, 2019	Transfer to a bare ownership company	61,729	1.6200
Louis de Baillencourt	June 4, 2019	Transfer to a bare ownership company	61,729	1.6200
SC Compagnie des Voyageurs de l'Impériale ⁽¹⁾	June 4, 2019	Acquisition by way of transfer	185,187	4.0500
Orfim ⁽²⁾	June 26, 2019	Dividend in shares	1,672,986	3.6700
Martine Studer	June 26, 2019	Dividend in shares	2,386	3.6700
Gilles Alix	September 2, 2019	Vesting of free shares	320,000	–
Cédric de Baillencourt	September 2, 2019	Vesting of free shares	80,000	–
Cyrille Bolloré	September 2, 2019	Vesting of performance shares	320,000	–
Marie Bolloré	September 2, 2019	Vesting of free shares	64,000	–
Sébastien Bolloré	September 2, 2019	Vesting of free shares	64,000	–
Financière de l'Odét	September 16, 2019	Acquisitions	546,736	3.7769
Financière de l'Odét	September 20, 2019	Acquisitions	8,477	3.7500
Financière de l'Odét	September 24, 2019	Acquisitions	217,443	3.7493
Financière de l'Odét	September 25, 2019	Acquisitions	285,308	3.7090
Martine Studer	October 18, 2019	Dividend in shares	1,291	3.4400

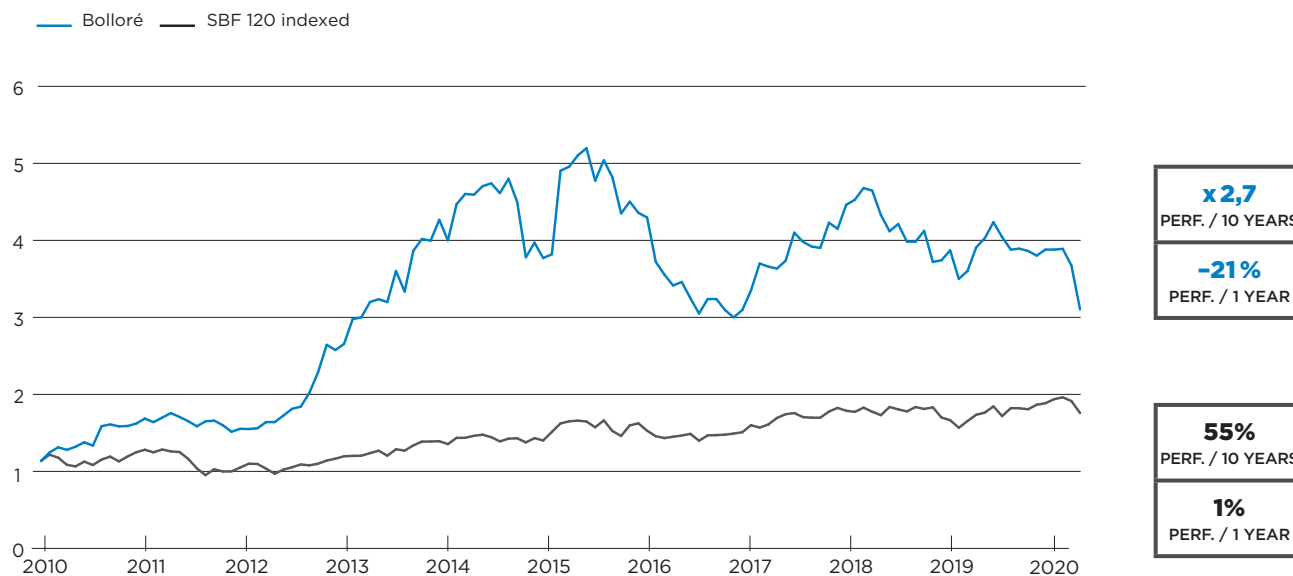
(1) Company controlled by Cédric de Baillencourt.

(2) Company linked to Alexandre Picciotto.

2. Stock market data

2.1. Changes in the Bolloré share price

As of February 28, 2020 (in euros, monthly average)



2.2. 18-month Bolloré share price performance

	Average price (in euros)	Highest price (in euros)	Lowest price (in euros)	Securities traded	Capital traded (in thousands of euros)
September 2018	3.73	4.18	3.55	35,341,210	132,765
October 2018	3.69	3.79	3.46	44,805,409	164,747
November 2018	3.83	4.07	3.68	26,333,796	100,884
December 2018	3.58	3.98	3.36	39,536,336	141,587
January 2019	3.57	3.71	3.41	25,130,213	89,648
February 2019	3.61	3.91	3.43	23,064,971	83,614
March 2019	3.92	4.03	3.82	26,601,492	104,418
April 2019	4.20	4.35	4.03	28,974,011	121,275
May 2019	4.10	4.25	3.91	25,542,328	104,336
June 2019	3.93	4.05	3.83	27,787,045	109,144
July 2019	3.97	4.06	3.87	22,660,125	89,779
August 2019	3.83	3.92	3.72	23,178,663	88,818
September 2019	3.82	4.00	3.67	28,080,455	107,402
October 2019	3.75	3.96	3.48	32,671,347	121,642
November 2019	3.96	4.12	3.86	24,634,323	97,837
December 2019	3.88	4.01	3.73	21,293,766	82,612
January 2020	3.81	4.00	3.61	27,519,501	104,723
February 2020	3.63	3.85	3.03	36,825,931	130,524

3. Indicative financial communications calendar, interim and other information

3.1. Calendar

- Ordinary and Extraordinary General Meeting: May 27, 2020
- Dividend payment in respect of the 2019 fiscal year: June 8, 2020
- First-half results: September 10, 2020

3.2. Interim information

- The 2019 half-yearly financial report was published on September 27, 2019, and is available online at www.bolloré.com.
- The results for the 2019 fiscal year were published on March 12, 2020. The financial statements and the accompanying press release are available online at www.bolloré.com.
- First-quarter 2020 revenue was reported on April 20, 2020.

CHANGE IN REVENUE BY ACTIVITY

(in € millions)	1 st quarter			Growth published	Growth organic
	2020	2019 ⁽¹⁾	2019		
Transportation and logistics	1,394	1,468	1,483	-6%	-5%
Oil logistics	631	669	665	-5%	-6%
Communications	3,868	3,706	3,458	+12%	+4%
Electricity storage and systems	65	63	75	-14%	+3%
Other (agricultural assets, media and holdings)	8	8	8	-8%	-9%
TOTAL BOLLORÉ GROUP REVENUE	5,966	5,914	5,690	5%	1%

(1) At constant scope and exchange rates

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4. Dividends

4.1. Distribution of dividends for the past three fiscal years

The amounts of the dividends per share distributed for the three previous fiscal years were as follows:

Fiscal year	2018	2017	2016
Number of shares	2,929,569,051	2,921,611,290	2,906,326,357
Dividend (in euros)	0.06 ⁽²⁾	0.06 ⁽²⁾	0.06 ⁽¹⁾
Amount paid (in millions of euros)	175.63	175.07	174.37

(1) The dividends received before January 1, 2018 by natural persons domiciled for tax purposes in France are subject to the progressive scale of income tax, after application of a rebate of 40%.

When they are paid, they will be subject to withholding tax at the rate of 21% and can be offset against income tax owed for the year during which payment was made. Individuals whose declared taxable income for the previous year was lower than a certain amount (50,000 euros for single, widowed or divorced taxpayers – 75,000 euros for taxpayers who file jointly) may request an exemption from this withholding tax.

(2) Since January 1, 2018, dividends received by natural persons that are tax domiciled in France are subject to a single flat-rate withholding tax (PFU or flat tax) of 30% at the time of payment, i.e. 12.8% in respect of income tax and 17.2% in respect of social withholding tax.

Individuals whose reference taxable income for the previous year was lower than a certain threshold may request an exemption from the flat-rate income tax (12.8%). The request must be made, under the shareholders' responsibility, by November 30 at the latest of the year preceding the dividend payment.

At the time of their declaration, dividends may also optionally be subject to the progressive income tax scale, after the application of a 40% allowance. If applicable, this option gives rise to a regularization of the income tax paid in respect of the single flat tax.

In all cases, dividends received must be declared the year following their payment and may give rise, if applicable, to additional income tax in respect of the exceptional contribution on high revenues.

4.2. Appropriation of income for the fiscal year

Net income for the fiscal year was 16,744,195.32 euros. Your Board recommends allocating distributable profit as follows:

(in euros)	
Net income for the period	16,744,195.32
Retained profit carried over	268,442,387.12
Appropriation to the legal reserve	367,801.34
Distributable profit	284,818,781.10
Dividend	
– Interim dividend ⁽¹⁾	58,830,015.56
– Year-end dividend ⁽²⁾	117,660,031.12
Amount carried forward	108,328,734.42

(1) This interim dividend, which the Board of Directors decided to pay on September 12, 2019, was set at 0.02 euro per 0.16 euro par value share. Payment was made on October 17, 2019.

(2) The year-end dividend will amount to 0.04 euro per share, on the stipulation that of the total number of shares composing the share capital (i.e. 2,944,598,874), 3,098,096 shares issued in respect of the interim dividend payment for fiscal year 2019 carry dividend rights as from January 1, 2020, and therefore do not confer any rights to any year-end dividend in 2019.

The dividend for the 2019 fiscal year is thus set at 0.06 euros per 0.16 euro par value share.

The amounts distributed as an additional dividend will be paid on June 8, 2020.

Since January 1, 2018, dividends received by natural persons that are tax domiciled in France are subject to a single flat-rate withholding tax (PFU or flat tax) of 30% at the time of payment, i.e. 12.8% in respect of income tax and 17.2% in respect of social withholding tax.

Individuals whose reference taxable income for the previous year was lower than a certain threshold (50,000 euros for single, widowed or divorced tax-payers – 75,000 euros for taxpayers who file jointly) may request an exemption from the withholding of the flat income tax (12.8%). The request must be made, under the shareholders' responsibility, by November 30 at the latest of the year preceding the dividend payment.

At the time of their declaration, dividends may also optionally be subject to the progressive income tax scale, after the application of a 40% allowance. If applicable, this option gives rise to a regularization of the income tax paid in respect of the single flat tax.

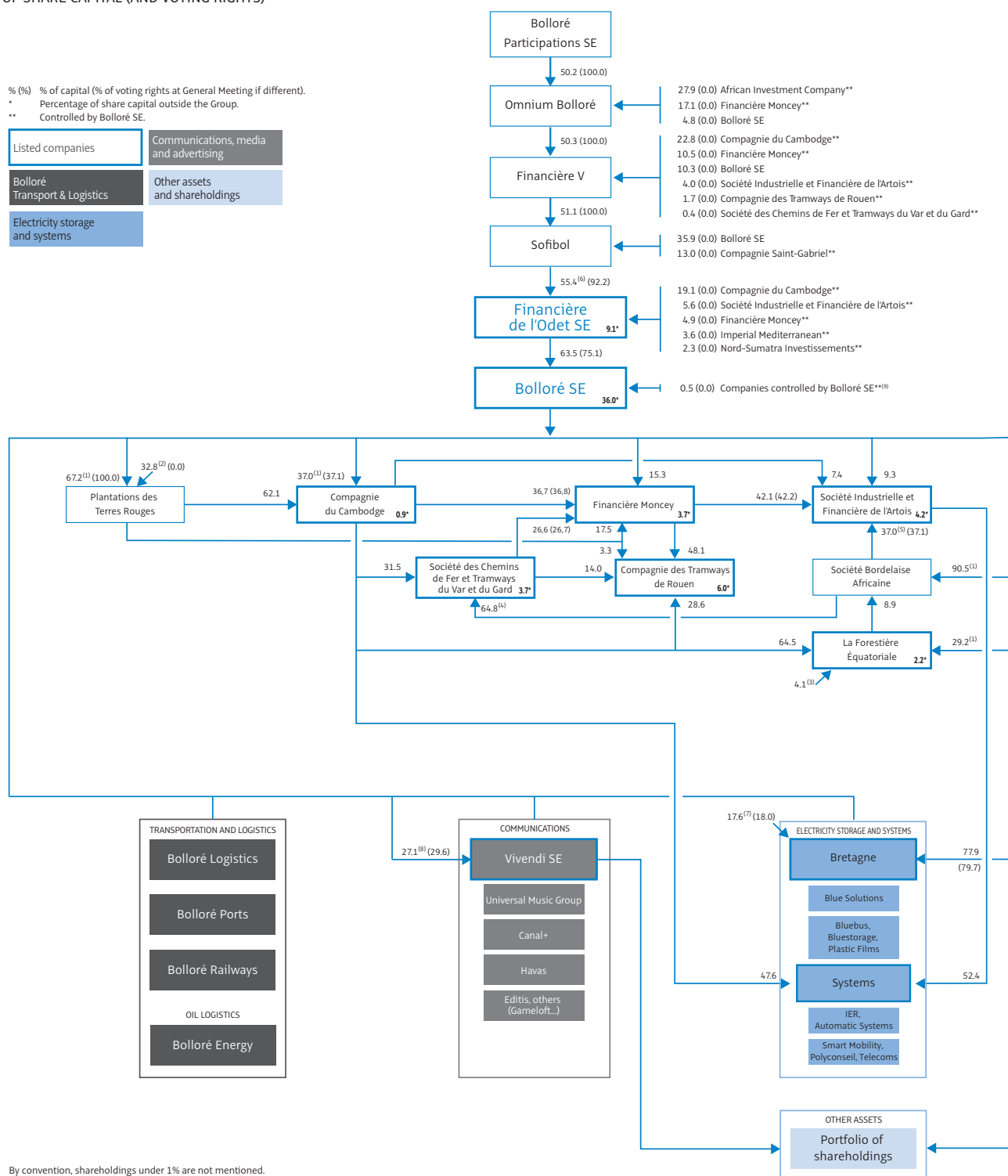
In all cases, dividends received must be declared the year following their payment and may give rise, if applicable, to additional income tax in respect of the exceptional contribution on high revenues.

4.3. Time limit on dividend entitlement

The legal time limit on unclaimed dividend entitlements is five years from the date of payment. Dividends left unclaimed after this five-year period will be paid to the French State.

5. Organizational chart: detailed shareholding of Group listed companies

AS OF DECEMBER 31, 2019, AS A PERCENTAGE
OF SHARE CAPITAL (AND VOTING RIGHTS)



By convention, shareholdings under 1% are not mentioned.

- (1) Directly and indirectly by fully-owned subsidiaries.
(2) Of which less than 10.0% by the Compagnie du Cambodge and 22.8% by Société Industrielle et Financière de l'Artois.
(3) 4.1% by SFA, a 98.4%-owned subsidiary of Plantations des Terres Rouges.
(4) 64.8% by its 53.4%-owned direct subsidiary Socfrance.
(5) 30.2% by Société Bordelaise Africaine and 6.8% by its 53.4%-owned direct subsidiary Socfrance.
(6) Of which 5.4% by its 99.5%-owned direct subsidiary Compagnie de Guénolé.
(7) Of which 17.6% by Bolloré Participations SE.
(8) Via Compagnie de Cornouaille and Financière de Larmor, wholly-owned subsidiaries of Bolloré (% of total gross votes).
(9) Imperial Mediterranean, Société Bordelaise Africaine, and Nord-Sumatra Investissements.

The main minority interests are in the Communications and Transportation and logistics divisions. In 2019, net income attributable to minority interests was 1,080 million euros in Communications and 96 million euros in Transportation and logistics, out of total net income for the whole Group of 1,171 million euros (see chapter 5, section 5. Consolidated financial statements – note 9.3 of the universal registration document). Most of the minority interests in the Transportation and logistics division are in the port and rail concessions. The percentage ownership of each entity is listed on pages 256 to 265.

6. Main subsidiaries

Position	Entity	Sector	Country	Geographic area	Revenue (in thousands of euros)	% of contribution	% of ownership
1	Vivendi	Communications	France	Worldwide	15,890,900	64	27.38
2	Bolloré Energy	Oil logistics	France	France and overseas departments, regions and communities	1,484,416	6	99.99
3	Bolloré Logistics	Transportation and logistics	France	France and overseas departments, regions and communities	1,163,426	5	100.00
4	Les Combustibles de Normandie – LCN	Oil logistics	France	France and overseas departments, regions and communities	372,915	2	99.99
5	CICA SA	Oil logistics	Switzerland	Europe outside France	251,667	1	99.99
6	Bolloré Logistics China Co. Ltd	Transportation and logistics	China	Asia-Pacific	230,241	1	100.00
7	Bolloré Transport & Logistics Côte d'Ivoire	Transportation and logistics	Republic of Côte d'Ivoire	Africa	211,289	1	84.73
8	Bolloré Logistics Singapore Pte Ltd	Transportation and logistics	Singapore	Asia-Pacific	207,128	1	100.00
9	Calpam Mineralol GmbH Aschaffenburg	Oil logistics	Germany	Europe outside France	182,955	1	100.00
10	Bolloré Logistics USA Inc.	Transportation and logistics	United States	North America	179,599	1	100.00

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7. Acquisitions of direct shareholdings and controlling interests

7.1. Acquisitions of direct shareholdings

The company did not acquire any direct shareholdings in 2019 within the meaning of article L. 233-6 of the French commercial code (*Code de commerce*).

7.2. Acquisitions of controlling interests

The figures given below relating to the acquisitions of controlling interests (article L. 233-6 of the French commercial code – *Code de commerce*) are based on the highest percentage held during the year.

Company (% of voting rights)	Indirect shareholdings acquired in 2019	Control as at December 31, 2019
Prism	100.00	100.00

8. Additional information about share capital

8.1. Share capital

8.1.1. SHARE CAPITAL AMOUNT

AMOUNT OF SHARE CAPITAL

At December 31, 2019, the share capital totaled 471,135,819.84 euros divided into 2,944,598,874 shares with a par value of 0.16 euro each, all of the same value and fully paid.

Following a distribution of interim dividend, 3,098,096 shares created in October 2019, carrying dividend rights from January 1, 2020, were listed under ISIN FR0013447653.

Following the granting of 1,610,000 free BOL NV shares, the share capital totaled 471,393,419.84 euros as at March 23, 2020, divided into 2,946,208,874 shares with a par value of 0.16 euro each, all of the same value and fully paid up.

Place of listing

The issuer's securities are listed on the Euronext Paris Stock Exchange, compartment A, 2,941,500,778 shares are listed under ISIN code FR0000039299 and 4,708,096 shares under ISIN code FR0013447653.

POTENTIAL SHARE CAPITAL AMOUNT

The total number of potential shares at December 31, 2019 was made up of 5,865,500 free shares granted during the three most recent fiscal years ended, i.e. potential additional capital of 938,480 euros.

8.1.2. NUMBER, BOOK VALUE AND NOMINAL VALUE OF SHARES HELD BY THE COMPANY ITSELF OR ON ITS BEHALF BY ITS SUBSIDIARIES

COMPANY SHARES HELD BY CONTROLLED COMPANIES

At December 31, 2019, the company's shares held by controlled companies numbered 15,322,838. Their book value amounts to 25,392,015.65 euros and their par value to 2,451,654.08 euros. These shares do not have voting rights.

AUTHORIZATION FOR THE PURPOSE OF BUYING BACK ITS OWN SHARES GRANTED BY THE ORDINARY GENERAL MEETING OF MAY 29, 2019

The twenty-second resolution of the Ordinary General Meeting of May 29, 2019 authorized the company to trade in its own shares under the following conditions:

- maximum purchase price: 6 euros per share (excluding acquisition costs);
- maximum percentage held: 291 million shares, or 9.933% of the shares that comprise the share capital of the company;
- duration of the share buyback scheme: eighteen months.

The Board of Directors has not used the authorization to trade in its own shares that was granted to it by the Ordinary General Meeting of May 29, 2019.

AUTHORIZATION FOR THE PURPOSE OF BUYING BACK ITS OWN SHARES TO BE SUBMITTED TO THE NEXT ORDINARY GENERAL MEETING OF MAY 27, 2020

The renewal of an authorization to buy back shares in accordance with the provisions of articles L. 225-209 *et seq.* of the French commercial code (*Code de commerce*) will be submitted to the next General Meeting.

Description of the program submitted for authorization to the General Shareholders' Meeting of May 27, 2020

1. Breakdown by objectives of the securities held and open positions involving derivatives

Bolloré SE does not hold any treasury shares or open positions involving derivatives.

2. Objectives of the share buyback program

- Reduce the company's share capital through the cancellation of shares.
- Honor the obligations associated with share option programs or other allocations of shares to employees or to corporate officers of the company or an associate.
- Use them as a form of payment or exchange in the context of an acquisition, up to a limit of 5% of the share capital.
- Ensuring liquidity or the trading of the company's securities through an investment service provider bound by a liquidity contract in compliance with an ethics charter recognized by the *Autorité des marchés financiers* (AMF).
- Deliver shares upon the exercise of the rights attached to securities or marketable securities giving access to the share capital.
- Implement any market practice that may come to be recognized legally or by the French *Autorité des marchés financiers* (AMF).

3. Maximum percentage of the share capital, maximum number and characteristics of the equity-linked securities

The maximum portion of the share capital to be bought back authorized by the General Shareholders' Meeting in the context of the share buyback scheme is set at 291 million shares, equivalent to 9.88% of the total number of shares making up the share capital of the company at December 31, 2019.

In accordance with article L. 225-210 of the French commercial code, the number of shares that may be held by Bolloré SE at any given time may not exceed 10% of the shares making up the share capital of the company on the date the purchases are made.

The securities that may be repurchased are ordinary shares with a par value of 0.16 euro listed on Euronext Paris, compartment A, under ISIN code number FR0000039299.

4. Maximum authorized unit purchase price

The maximum unit purchase price shall not exceed 6 euros (excluding acquisition costs) with the specification that this purchase price may be adjusted by a decision of Board of Directors, particularly to adjust the afore-mentioned maximum unit purchase price in the event of a capital increase through the incorporation of premiums, reserves or profits, resulting in either an increase in the par value or in the creation or the granting of free shares, as well as in the event of the division or consolidation of shares or any other transaction affecting the share capital, in order to take into account the impact of these transactions on the share value.

5. Duration of the share buyback scheme

The buyback scheme would have a duration of eighteen months from the Ordinary General Meeting of May 27, 2020, i.e. until November 27, 2021.

8.1.3. CHANGES IN THE SHARE CAPITAL FOR THE PERIOD COVERED BY THE HISTORICAL FINANCIAL INFORMATION

Year	Operations	Nominal (in euros)	Amount of change in capital (in euros)	Amount of issue premium (in euros)	Cumulative share capital (in euros)	Cumulative number of company shares
January 19, 2015	Capital increase further to the implementation of a public exchange offer on Havas securities	0.16	10,774,566.56	236,569,077.63	450,478,134.56	2,815,488,341
February 27, 2015	Capital increase further to the implementation of a public exchange offer on Havas securities (reopening of the offer)	0.16	11,478,196.80	344,130,687.81	461,956,331.36	2,887,227,071
June 29, 2015	Capital increase further to the payment of the dividend in shares	0.16	888,554.08	24,601,841.09	462,844,885.44	2,892,780,534
October 2, 2015	Capital increase further to the payment of an interim dividend with option to receive payment in shares	0.16	335,185.28	9,301,414.52	463,200,070.72	2,895,000,442
May 21, 2016	Capital increase further to the vesting of free shares	0.16	428,400	–	463,628,470.72	2,897,677,942
June 29, 2016	Capital increase further to the payment of the dividend in shares	0.16	1,383,746.40	23,696,657.10	465,012,217.12	2,906,326,357
October 7, 2016	Capital increase further to the payment of an interim dividend with option to receive payment in shares	0.16	660,140.16	11,593,711.56	465,672,357.28	2,910,452,233
June 28, 2017	Capital increase further to the payment of the dividend in shares	0.16	1,203,335.68	25,646,091.68	466,875,692.96	2,917,973,081
October 5, 2017	Capital increase further to the payment of an interim dividend with option to receive payment in shares	0.16	582,113.44	12,115,235.97	467,457,806.40	2,921,611,290
June 28, 2018	Capital increase further to the payment of the dividend in shares	0.16	893,737.92	20,779,406.64	468,351,544.32	2,927,197,152
October 4, 2018	Capital increase further to the payment of an interim dividend with option to receive payment in shares	0.16	379,503.84	8,254,208.52	468,731,048.16	2,929,569,051
June 26, 2019	Capital increase further to the payment of the dividend in shares	0.16	1,276,244.32	27,997,609.77	470,007,292.48	2,937,545,578
September 2, 2019	Capital increase further to the vesting of free shares	0.16	632,832	–	470,640,124.48	2,941,500,778
October 17, 2019	Capital increase further to the payment of an interim dividend with option to receive payment in shares	0.16	495,695.36	10,161,754.88	471,135,819.84	2,944,598,874

8.2. Other securities giving access to equity

8.2.1. SHARE SUBSCRIPTION OR PURCHASE OPTIONS

BOLLORÉ SE SHARE SUBSCRIPTION OR PURCHASE OPTIONS AUTHORIZED AND NOT GRANTED

The Extraordinary General Meeting of Bolloré on June 1, 2017 authorized the Board of Directors to grant share subscription or purchase options for the benefit of employees and officers of the company and companies that are related to it under the conditions specified in articles L. 225-177 *et seq.* of the French commercial code (*Code de commerce*).

The maximum number of options that may be granted by the Board of Directors shall not give the right to subscribe or acquire a number of shares representing more than 5% of the share capital.

The subscription price or the acquisition price for the beneficiaries will be determined in the following manner:

- i) in terms of the subscription options, the price of the share subscription options shall be determined on the day on which the options are granted, and shall not be lower than the average opening price of the company's shares listed on the regulated market Euronext Paris, or on any other market used as a substitute, during the twenty trading days preceding the grant date;
- ii) in terms of the purchase options, the purchase price of the existing shares shall be determined on the day on which the options are granted, and the purchase price shall not be lower than the value indicated (i) above or than the average purchase price of the shares held by the company pursuant to articles L. 225-208 and L. 225-209 of the French commercial code (*Code de commerce*).

The authorization was granted for a period of thirty-eight months from the Meeting of June 1, 2017.

This authorization was not used by the Board of Directors.

SHARE SUBSCRIPTION OR PURCHASE OPTIONS GRANTED

None.

8.2.2. FREE SHARES

GRANT OF SHARES AUTHORIZED AND PARTIALLY IMPLEMENTED

The Extraordinary General Meeting of Bolloré of June 3, 2016 authorized the Board of Directors to grant existing or future shares in the company free of charge to employees and company officers according to legal provisions.

This delegation was granted for a duration of thirty-eight months, and the total number of shares granted may not represent more than 5% of the share capital, with the specification that the granting of shares to corporate officers may not exceed a subceiling equal to 2%.

This authorization was partially used by the Board of Directors at meetings on i) September 1, 2016 for a grant of 4,131,200 shares, ii) March 23, 2017 for a grant of 1,610,000 shares, iii) March 22, 2018 for a grant of 1,238,000 shares, and iv) March 14, 2019 for a grant of 3,017,500 shares.

Grant of free or existing shares by the Board of Directors' meeting held on September 1, 2016, authorized by the Extraordinary General Meeting held on June 3, 2016

The terms and conditions of the grants are as follows:

	Grant
Total number of shares granted	4,131,200
Grant dates	September 1, 2016
Vesting period (3 years)	September 2, 2019
Holding period	NA
Number of recipients	136
Cumulative number of granted shares expired	176,000
Number of free shares at December 31, 2019	0

Grant of free or existing shares by the Board of Directors' meeting held on March 23, 2017, authorized by the Extraordinary General Meeting held on June 3, 2016

The terms and conditions of the grants are as follows:

	Grant
Total number of shares granted	1,610,000
Grant dates	March 23, 2017
Vesting period (3 years)	March 23, 2020
Holding period	NA
Number of recipients	11
Cumulative number of granted shares expired	–
Number of free shares at December 31, 2019	1,610,000

Grant of existing free shares by the Board of Directors' meeting held on March 22, 2018, authorized by the Extraordinary General Meeting held on June 3, 2016

The terms and conditions of the grants are as follows:

	Grant
Total number of shares granted	1,238,000
Grant dates	March 22, 2018
Vesting period (3 years)	March 22, 2021
Holding period	NA
Number of recipients	11
Cumulative number of granted shares expired	–
Number of free shares at December 31, 2019	1,238,000

Grant of existing free shares by the Board of Directors' meeting held on March 14, 2019, authorized by the Extraordinary General Meeting held on June 3, 2016

The terms and conditions of the grants are as follows:

	Grant
Total number of shares granted	3,017,500
Grant dates	March 14, 2019
Vesting period (3 years)	March 14, 2022
Holding period	NA
Number of recipients	138
Cumulative number of granted shares expired	–
Number of free shares at December 31, 2018	3,017,500

BOLLORÉ SE FREE SHARES AND PERFORMANCE SHARES VESTED DURING THE YEAR

The September 1, 2016 award of 4,131,200 existing or future free shares in the company, including 640,000 performance shares reserved for corporate officers, included a three-year vesting period expiring on September 2, 2019. The percentage of shares vesting is conditioned, except in exceptional circumstances, on the continued employment of the beneficiaries within the Group on the vesting date of the shares, and for the executive directors on the achievement of the performance conditions set by the Board (see chapter 4. Corporate governance – Compensation and benefits).

In view of the fulfilment of these conditions, the balance of awards on September 2, 2019 amounted to 3,955,200 shares. As a result, the company issued 3,955,200 cash shares.

GRANTS OF SHARES AUTHORIZED AND NOT IMPLEMENTED

The Extraordinary General Meeting of May 29, 2019 authorized the Board of Directors to grant existing or new Bolloré shares free of charge to employees and company officers in accordance with legal provisions. The total number of shares allocated may not represent more than five percent (5%) of the company's capital, and awards to executive corporate officers may not exceed a subceiling equal to two percent (2%).

This delegation, granted for a period of thirty-eight months, was not used during the year ended December 31, 2019.

FREE SHARES AND PERFORMANCE SHARES GRANTED BY ASSOCIATED COMPANIES

No awards of free shares or performance shares were made by companies over which Bolloré SE has direct or indirect majority control.

8.3. Table summarizing current delegations of power granted by the General Meeting of Shareholders for capital increases, in accordance with articles L. 225-129-1 and L. 225-129-2, and indicating the use made of these delegations during the fiscal year (article L. 225-37-4, 3° of the French commercial code [Code de commerce])

Authorizations	Date of General Meeting resolution	Duration (maturity)	Maximum amount (in euros)	Use
Issue of securities giving access to equity capital with preferential subscription rights	Extraordinary General Meeting of May 29, 2019	26 months (July 29, 2021)	Loan: 500,000,000 Share capital: 200,000,000	Not used
Issue of ordinary shares to be paid for by incorporation of reserves, profits or premiums or by raising the nominal value	Extraordinary General Meeting of May 29, 2019	26 months (July 29, 2021)	200,000,000 ⁽¹⁾	Not used
Delegation to carry out a capital increase to provide remuneration for shares contributed or securities giving access to equity	Extraordinary General Meeting of May 29, 2019	26 months (July 29, 2021)	10% of share capital	Not used
Delegation to carry out a capital increase reserved for employees	Extraordinary General Meeting of May 29, 2019	26 months (July 29, 2021)	1% of share capital	Not used

(1) Amount imputed to capital increases to be carried out by issuing securities with preferential subscription rights.

8.4. Non-equity securities**BONDS ISSUED BY THE COMPANY**

- On July 23, 2015, the issue of a bond loan with a nominal value of 450,000,000 euros, represented by 4,500 bonds with a nominal value of

100,000 euros each, bearing interest at the annual rate of 2.875%, maturing on July 29, 2021 (authorization by the Board of Directors on March 19, 2015).

- On January 18, 2017, the issue of a bond loan with a nominal value of 500,000,000 euros, represented by 5,000 bonds with a nominal value of 100,000 euros each, bearing interest at the annual rate of 2.00%, maturing on January 25, 2022 (authorization by the Board of Directors on March 24, 2016).

7 General Shareholders' Meetings

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Information relating to the General Shareholders' Meetings of May 27, 2020

PRESS RELEASE PUBLISHED ON BOLLORÉ'S WEBSITE ON APRIL 8, 2020

The Board of Directors of Bolloré SE met on April 8, 2020 and decided that the Ordinary and Extraordinary General Shareholders' Meetings of the company's shareholders convened for May 27, 2020 at 9 a.m. will be held at the company's offices at 31-32, quai de Dion Bouton, 92811 Puteaux, France and will be broadcast live and in their entirety at www.bollore.com.

Shareholders or other persons with the right to attend will not be present either physically or by telephone or audiovisual conference call.

This decision is in line with the current health situation and takes into account the strengthening of the measures taken by the authorities concerning the containment of persons and the closure of establishments for public use. It complies with article 4 of order No. 2020-321 of March 25, 2020, which adapted the rules for meetings and deliberations of meetings.

As a result, shareholders are strongly encouraged to vote by mail or online⁽¹⁾ by 3 p.m. Paris time on May 26, 2020.

The form will be online at www.bollore.com. It must be received by CACEIS Corporate Trust – Direction des Opérations – Assemblées générales – 14, rue Rouget-de-Lisle, 92130 Issy-les-Moulineaux, at least three days before the date of the General Meetings (i.e., Saturday May 23, 2020), exclusively for the purpose of voting by mail or giving a proxy to the Chairman of the Meetings. Admission cards may not be issued to any shareholders who request one. Since March 25, 2020 and until April 14, 2020, shareholders have had the option to submit to the company requests for the inclusion of items or draft resolutions on the agenda.

Since the General Shareholders' Meetings are being held without any shareholders in attendance, they will not be able to ask questions during the meeting.

However, shareholders are reminded that they may ask questions in writing, which the Chairman will answer at the Meetings. These written questions must be sent by registered letter with acknowledgment of receipt to Bolloré SE – Direction Juridique, 31-32, quai de Dion-Bouton, 92811 Puteaux, no later than the fourth business day prior to the date of the Shareholders' Meeting (i.e., Friday, May 22, 2020). They must be accompanied by a certificate of registration in either the registered share accounts held by the company or the bearer securities accounts held by an intermediary mentioned in article L. 211-3 of the French monetary and financial code (*Code monétaire et financier*).

1. Agenda

1.1. Agenda of the Ordinary General Meeting of May 27, 2020

- Management report of the Board of Directors – Report of the Board on corporate governance – Reports of the Statutory Auditors – Presentation and approval of the consolidated financial statements of the Group as at December 31, 2019 and reading of the report by the Statutory Auditors on the consolidated financial statements.
- Approval of the report by the Board of Directors and the annual financial statements for the fiscal year ended December 31, 2019 and reading of the report by the Statutory Auditors on the annual financial statements; discharge of directors.
- Allocation of earnings.
- Approval of regulated agreements and commitments.
- Renewal of the term of office of a director.
- Reappointment of a principal Statutory Auditor.
- Reappointment of an alternate Statutory Auditor.
- Authorization granted to the Board of Directors to acquire company shares.

- Approval of the information referred to in article L. 225-37-3 I of the French commercial code (*Code de commerce*) as presented in the corporate governance report (ex post Say on pay).
- Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period January 1 to March 14, 2019 or granted during the same period to Vincent Bolloré in his role as Chairman and Chief Executive Officer of the company (ex post Say on pay).
- Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period January 1 to March 14, 2019 or granted during the same period to Cyrille Bolloré in his role as Deputy Chief Executive Officer of the company (ex post Say on pay).
- Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period April 1 to December 31, 2019 or granted during the same period to Cyrille Bolloré in his role as Chairman and Chief Executive Officer of the company (ex post Say on pay).
- Approval of the compensation policy for directors established by the Board of Directors (ex ante Say on pay).
- Approval of the compensation policy for the Chairman and Chief Executive Officer established by the Board of Directors (ex ante Say on pay).
- Powers for formalities.

1.2. Agenda of the Extraordinary General Meeting of May 27, 2020

- Report by the Board of Directors.
- Statutory Auditors' reports.
- Delegation of authority to be given to the Board of Directors to issue shares or securities convertible immediately or in the future into the company's equity without preferential subscription rights by remunerating securities contributed as part of a public exchange offer initiated by the company.
- Authorization granted to the Board of Directors to reduce the share capital through the cancellation of shares previously repurchased as part of a share repurchase program.
- Amendment of article 12 of the by-laws "Board of Directors – Employee directors" in order to amend the manner in which employee directors are appointed and to reconcile the bylaws with the new provisions of article L. 225-27-1 of the French commercial code (*Code de commerce*) concerning the number of employee directors on the Board of Directors depending on the number of Directors sitting on the Board.
- Amendments to article 19 of the bylaws "General Shareholders' Meetings" by adding a clause permitting the use of electronic absentee ballots.
- Amendments to article 16 of the bylaws "Directors' compensation" subsequent to the elimination of the notion of "directors' fees" in law no. 2019-486 of May 22, 2019, known as the "Pacte law".
- Powers for formalities.

2. Draft resolutions submitted to the General Shareholders' Meetings

2.1. Presentation of resolutions to the Ordinary General Meeting of May 27, 2020

APPROVAL OF THE ANNUAL FINANCIAL STATEMENTS AND ALLOCATION OF EARNINGS

The purpose of the **first resolution** is to approve the annual financial statements for the 2019 fiscal year showing a profit of 16,744,195.32 euros. In the **second resolution**, you are asked to approve the 2019 consolidated financial statements showing consolidated net profits Group share of 237,404 thousand euros.

The **third resolution** asks you to allocate the company's earnings for fiscal year 2019 and proposes that you set the dividend for the fiscal year at 176,490,046 euros, i.e. a dividend of 0.06 euro per share.

Since an interim dividend of 0.02 euro per share voted by the Board of Directors on September 12, 2019 was paid on October 17, 2019, the year-end dividend of 0.04 euro per share would be paid on June 8, 2020.

(1) Subject to the publication before Monday, May 4, 2020 of regulatory provisions authorizing online voting despite the absence of specific provisions in the bylaws.

APPROVAL OF REGULATED AGREEMENTS AND COMMITMENTS

In the **fourth resolution**, you are asked, after reading the Statutory Auditors' special report on regulated agreements and commitments, to approve the rider to the cash agreement mentioned therein.

TERM OF A DIRECTOR

Your company's Board of Directors has thirteen members, including two employee directors and five women.

By voting on the **fifth resolution**, you are asked to renew the terms of office of Marie Bolloré for a period of three years, that is, until the General Shareholders' Meeting called to approve the financial statements for the fiscal year ended December 31, 2022.

TERMS OF THE STATUTORY AUDITORS

The term of the principal Statutory Auditor, Constantin Associés, and that of the alternate Statutory Auditor, Cisane, expire at the end of the next General Meeting.

The Board of Directors asks you by voting on the **sixth and seventh resolutions** to renew the terms of Constantin Associés and Cisane for six fiscal years, that is, until the General Shareholders' Meeting to approve the financial statements for the fiscal year ending December 31, 2025.

AUTHORIZATION GRANTED TO THE BOARD OF DIRECTORS TO ACQUIRE SHARES OF THE COMPANY

In the **eighth resolution**, it is proposed that you authorize the Board of Directors to buy back shares of the company.

This authorization would enable the Board of Directors to acquire 291 million shares, or 9.88% of the shares comprising the share capital of the company. This buyback scheme could be used for the following purposes:

- reducing the company's share capital by canceling shares;
- honoring the obligations associated with share option programs or other allocations of share to employees or to corporate officers of the company or of an associate company;
- their submission as a form of payment or exchange in the context of an acquisition, up to a limit of 5% of the share capital;
- ensuring liquidity or the trading of the company's securities through an investment service provider bound by a liquidity contract in compliance with an ethics charter recognized by the Autorité des marchés financiers (AMF);
- the delivery of shares upon the exercise of the rights attached to securities or marketable securities giving access to the share capital; and
- implementing any market practice that may become recognized legally or by the AMF.

The maximum purchase price would be set at 6 euros per share (excluding acquisition costs).

This authorization would be granted for a period of eighteen months from the date of this General Shareholders' Meeting and would terminate the previous share repurchase program authorized by the General Shareholders' Meeting of May 29, 2019 pursuant to its twenty-second resolution.

VOTE ON THE INFORMATION RELATING TO COMPENSATION OF ALL CORPORATE OFFICERS

In the **ninth resolution**, it is proposed that the General Shareholders' Meeting, in accordance with the provisions of article L. 225-100 II, approve the information referred to in I of article L. 225-37-3 of the French commercial code (*Code de commerce*) (general ex post vote).

This vote concerns the information relating to the compensation of each corporate officer (including that paid or granted by a company included in the consolidation scope as defined by article L. 233-16), as well as other information presented in the report on corporate governance.

Additionally, the Meeting will be asked, in accordance with article L. 225-100 III (individual ex post vote), to approve the fixed, variable and exceptional elements that make up the total compensation and benefits of any kind paid or allocated for the previous fiscal year or granted for that year to the corporate officers named below:

- for the period March 1 to March 14, 2019, Vincent Bolloré for service as Chairman and Chief Executive Officer (**tenth resolution**);

- for the period March 1 to March 14, 2019, Cyrille Bolloré for service as Deputy Chief Executive Officer (**eleventh resolution**);
- for the period of March 14 through December 31, 2019, Cyrille Bolloré, for service as Chairman and Chief Executive Officer (**twelfth resolution**).

APPROVAL OF THE COMPENSATION POLICY

In the **thirteenth and fourteenth resolutions**, you asked to approve the compensation policy as it applies respectively to the directors and the Chairman and Chief Executive Officer (ex ante vote).

In accordance with article L. 225-37-2 of the French commercial code (*Code de commerce*), as amended by ordinance no. 2019-1234 of November 27, 2019, the compensation policy for corporate officers established by the Board of Directors on the recommendations of the Compensation and Appointments Committee are given in the corporate governance report (chapter 4 "Corporate governance").

POWERS FOR FORMALITIES

The **fifteenth resolution** concerns the granting of powers necessary to carry out the public notice and other formalities required by law.

2.2. Resolutions presented to the Ordinary General Meeting of May 27, 2020

FIRST RESOLUTION

(Approval of the annual financial statements for the 2019 fiscal year)

The General Shareholders' Meeting, having reviewed the management report of the Board of Directors and the attached Board report on corporate governance, which it approves in their entirety, as well as the report of the Statutory Auditors on the annual financial statements, approves the annual financial statements for the fiscal year ended December 31, 2019, as presented, as well as the transactions recorded in these financial statements and summarized in these reports.

In particular, it approves the expenditures covered by article 223 *quater* of the French General Tax Code (*Code général des impôts*) and not deductible for determining the amount of corporation tax under article 39-4 of the French General Tax Code (*Code général des impôts*), which total 224,463 euros.

It consequently discharges all directors from their duties for the fiscal year ended December 31, 2019.

SECOND RESOLUTION

(Approval of the consolidated financial statements for the 2019 fiscal year)

The General Shareholders' Meeting, having acknowledged the presentation made to it of the consolidated financial statements for the fiscal year ended December 31, 2019 and the Statutory Auditors' report, showing consolidated revenue of 24,843,403 thousand euros and consolidated net profit Group share of 237,404 thousand euros, approves the consolidated financial statements for the fiscal year ended December 31, 2019, as presented.

The General Meeting notes the content of the Group's management report, as included in the management report of the Board of Directors.

THIRD RESOLUTION

(Allocation of earnings)

The General Meeting approves the proposal made by the Board of Directors and resolves to allocate the distributable profit for the period as follows:

(in euros)	
Net income for the period	16,744,195.32 euros
Retained profit carried over	268,442,387.12 euros
Appropriation to the legal reserve	367,801.34 euros
Distributable profit	284,818,781.10 euros
Dividend	
– Interim dividend ⁽¹⁾	58,830,015.56 euros
– Year-end dividend ⁽²⁾	117,660,031.12 euros
Amount carried forward	108,328,734.42 euros

(1) This interim dividend, which the Board of Directors decided to pay on September 12, 2019, was set at 0.02 euro per share with a par value of 0.16 euro. Payment was made on October 17, 2019.

(2) The year-end dividend will amount to 0.04 euro per share, on the stipulation that of the total number of shares composing the share capital (i.e. 2,944,598,874), 3,098,096 shares issued in respect of the interim dividend payment for fiscal year 2019 carry dividend rights as from January 1, 2020, and therefore do not confer any rights to any year-end dividend in 2019.

The dividend for the 2019 fiscal year is thus set at 0.06 euro per 0.16 euro nominal share.

The amounts distributed by way of the year-end dividend will be paid on June 8, 2020.

In accordance with the provisions of article 243 bis of the French General Tax Code (*Code général des impôts*), the General Shareholders' Meeting duly notes that the amounts of the dividends per share distributed for the three previous fiscal years were as follows:

Fiscal year	2018	2017	2016
Number of shares	2,929,569,051	2,921,611,290	2,906,326,357
Dividend (in euros)	0.06 ⁽²⁾	0.06 ⁽²⁾	0.06 ⁽¹⁾
Amount distributed (in millions of euros)	175.63	175.07	174.37

(1) The dividends received before January 1, 2018 by natural persons domiciled for tax purposes in France are subject to the progressive scale of income tax, after application of a rebate of 40%. When they are paid, they will be subject to withholding tax at the rate of 21% and can be offset against income tax owed for the year during which payment was made. Individuals whose declared taxable income for the previous year was lower than a certain amount (50,000 euros for single, widowed or divorced taxpayers – 75,000 euros for taxpayers who file jointly) may request an exemption from this withholding tax.

(2) Since January 1, 2018, dividends received by natural persons that are tax domiciled in France are subject to a single flat-rate withholding tax (PFU or flat tax) of 30% at the time of payment, i.e. 12.8% in respect of income tax and 17.2% in respect of social withholding tax. Individuals whose reference taxable income for the previous year was lower than a certain threshold (50,000 euros for single, widowed or divorced tax-payers – 75,000 euros for taxpayers who file jointly) may request an exemption from the withholding of the flat income tax (12.8%). The request must be made, under the shareholders' responsibility, by November 30 at the latest of the year preceding the dividend payment. At the time of their declaration, dividends may also optionally be subject to the progressive income tax scale, after the application of a 40% allowance. If applicable, this option gives rise to a regularization of the income tax paid in respect of the single flat tax. In all cases, dividends received must be declared the year following their payment and may give rise, if applicable, to additional income tax in respect of the exceptional contribution on high revenues.

FOURTH RESOLUTION

(Approval of regulated agreements and commitments)

The General Shareholders' Meeting, after examining the Statutory Auditors' special report on the agreements and commitments mentioned in article L. 225-38 of the French commercial code (*Code de commerce*), and ruling on this report, approves the agreement therein and duly notes the performance conditions of the previously authorized agreements.

FIFTH RESOLUTION

(Renewal of the term of office of a director)

The General Shareholders' Meeting, noting that the term of office of Marie Bolloré on the Board of Directors is due to expire at the end of the present Meeting, resolves to renew this appointment for a period of three years, until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2022.

SIXTH RESOLUTION

(Reappointment of a principal Statutory Auditor)

The General Meeting, noting that the term of office of Constantin Associés, principal Statutory Auditor, is due to expire at the end of the present Meeting, resolves to renew this appointment for another six financial years until the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

SEVENTH RESOLUTION

(Reappointment of an alternate Statutory Auditor)

The General Meeting, noting that the term of office of Cisane, alternate Statutory Auditor, is due to expire at the end of the present Meeting, resolves to renew this appointment for another six financial years until the Ordinary General Meeting called to approve the financial statements for the fiscal year ending December 31, 2025.

EIGHTH RESOLUTION

(Authorization granted to the Board of Directors to acquire company shares)

The General Shareholders' Meeting, having reviewed the report of the Board of Directors, authorizes the Board, with the right of subdelegation under the conditions specified by law, to acquire company shares in accordance with the provisions of articles L. 225-209 *et seq.* of the French commercial code (*Code de commerce*) for the purpose of:

- reducing the company's share capital by canceling shares;
- honoring the obligations associated with share option programs or other allocations of share to employees or to corporate officers of the company or of an associate company;
- their submission as a form of payment or exchange in the context of an acquisition, up to a limit of 5% of the share capital;
- ensuring liquidity or the trading of the company's securities through an investment service provider bound by a liquidity contract in compliance with an ethics charter recognized by the Autorité des marchés financiers (AMF);
- the delivery of shares upon the exercise of the rights attached to securities or marketable securities giving access to the share capital; and
- implementing any market practice that may become recognized legally or by the AMF.

The maximum purchase price is set at 6 euros per share (excluding acquisition costs).

In the event of a capital increase through the incorporation of share premiums, reserves or profits resulting in either an increase in the par value or the creation or granting of free shares, as well as in the event of the division or consolidation of shares or any other type of transaction involving the share capital, the Board of Directors will be able to adjust the purchase price in order to take into account the impact of these transactions on the share value. The Board of Directors may acquire 291 million shares under this authorization, i.e. 9.88% of the shares that make up the share capital of the company. The General Shareholders' Meeting grants all powers to the Board of Directors, with the option of further delegating under the conditions provided by the law, to implement this authorization, and specifically to place any stock market order or order outside the market, allocate or reallocate acquired shares to the various objectives sought, prepare all documents, make all disclosures and, generally, do all that is necessary.

This authorization is granted for a period of eighteen months from the date of this General Shareholders' Meeting and terminates the previous share buyback program authorized by the General Shareholders' Meeting of May 29, 2019 pursuant to its twenty-second resolution.

NINTH RESOLUTION

(Approval of the information referred to in article L. 225-37-3 I (of the French commercial code [Code de commerce] as presented in the corporate governance report – ex post Say on pay)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37

of the French commercial code (*Code de commerce*), approves, pursuant to article L. 225-100 II of the French commercial code (*Code de commerce*), the information referred to in article L. 225-37-3 I of the French commercial code (*Code de commerce*) presented therein, as it appears in the universal registration document

TENTH RESOLUTION

(Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period January 1 to March 14, 2019 or granted during the same period to Vincent Bolloré for his service as Chairman and Chief Executive Officer of the company – ex post Say on pay)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*), approves, pursuant to article L. 225-100 III of the French commercial code (*Code de commerce*), the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period January 1 to March 14, 2019 or granted during this same period to Vincent Bolloré for service as Chairman and Chief Executive Officer of the company, as they appear in the universal registration document.

ELEVENTH RESOLUTION

(Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period January 1 to March 14, 2019 or granted during the same period to Cyrille Bolloré for his service as Deputy Chief Executive Officer of the company – ex post Say on pay)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*), approves, pursuant to article L. 225-100 III of the French commercial code (*Code de commerce*), the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period January 1 to March 14, 2019 or granted during this same period to Cyrille Bolloré for service as Deputy Chief Executive Officer of the company, as they appear in the universal registration document

TWELFTH RESOLUTION

(Approval of the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period April 1 to December 31, 2019 or granted during the same period to Cyrille Bolloré for his service as Chairman and Chief Executive Officer of the company – ex post Say on pay)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*), approves, pursuant to article L. 225-100 III of the French commercial code (*Code de commerce*), the fixed, variable and exceptional components of total compensation and benefits of any kind paid during the period April 1 to December 31, 2019 or granted during this same period to Cyrille Bolloré for service as Chairman and Chief Executive Officer of the company, as they appear in the universal registration document.

THIRTEENTH RESOLUTION

(Approval of the compensation policy for directors established by the Board of Directors – ex ante vote)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*) describing the components of the compensation policy for corporate officers, approves, pursuant to article L. 225-37-2 II of the French commercial code (*Code de commerce*), the compensation policy for directors as it appears in the universal registration document.

FOURTEENTH RESOLUTION

(Approval of the compensation policy for the Chairman and Chief Executive Officer established by the Board of Directors – ex ante vote)

The General Shareholders' Meeting, acting under the quorum and majority conditions required for Ordinary General Meetings and having reviewed the report on the company's corporate governance called for by article L. 225-37 of the French commercial code (*Code de commerce*) describing the components of the compensation policy for corporate officers, approves, pursuant to article L. 225-37-2 II of the French commercial code (*Code de commerce*), the compensation policy for the Chairman and Chief Executive Officer as it appears in the universal registration document.

FIFTEENTH RESOLUTION

(Powers for formalities)

The General Meeting assigns full powers to the persons bearing copies or extracts of these minutes for the completion of all legal formalities.

2.3. Resolutions presented to the Extraordinary General Meeting of May 27, 2020

FIRST RESOLUTION

(Delegation of authority to be given to the Board of Directors to issue shares or securities convertible immediately or in the future into the company's equity without preferential subscription rights by remunerating securities contributed as part of a public exchange offer initiated by the company)

The General Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings, having reviewed the report of the Board of Directors and the Statutory Auditors' special report and in accordance with the provisions of the French commercial code (*Code de commerce*) and particularly articles L. 225-129-2, L. 225-148 and L. 228-91 et seq.:

- delegates to the Board of Directors, with the right of subdelegation to any person authorized by law, its authority to decide, in the proportions and at the times that it deems appropriate, on one or more occasions, to issue ordinary shares in the company or securities giving access by all means, immediately or in the future, to the company's capital, as remuneration for securities (shares or any other financial instruments) admitted to trading on one of the regulated markets referred to in article L. 225-148 of the French commercial code (*Code de commerce*), contributed to a public exchange offer initiated by the company (acting alone or as joint initiator), in France or abroad in accordance with local regulations;
- decides that the total nominal amount of the capital increases liable to be carried out immediately and/or in the future under this resolution may not exceed fifteen million euros (€15,000,000);
- takes note, as needed, that this delegation automatically entails waiver by the shareholders of their preferential subscription right, in favor of the holders of shares and/or securities issued under this resolution and giving access to the company's capital;
- decides that the Board of Directors will have all powers, with the right of subdelegation under the conditions specified by law, to implement this resolution, and in particular:
 - to set the exchange parity and, as the case may be, the amount of the balancing payment in cash to be made and to record the number of securities contributed to the exchange as well as the number of shares or other securities issued as a result of those contributions,
 - to determine the date of entitlement to dividends, the issue terms and the other features of the new shares, or, as the case may be, the securities so issued,
 - to take all necessary measures intended to protect as regards these issuances, the rights of the holders of securities or other rights already issued and giving access to the capital, this being in accordance with the laws and regulations and, as the case may be, the contractual stipulations specifying other cases of adjustment,
 - to charge the costs of issue against the amount of the related premiums and to deduct from such amount the sums needed to raise the statutory reserve to one-tenth of the new share capital after increase,
 - more generally, to take all appropriate measures, to conclude all agreements, to request all authorizations, to carry out all formalities, and to do everything necessary to complete or postpone the proposed issues, and in particular to record the capital increase or increases resulting from any issue carried out pursuant to this delegation, to amend the bylaws

accordingly, and to request admission to trading from all markets in financial instruments of the shares and/or securities issued pursuant to this delegation;

- decides that the delegation thus granted to the Board of Directors is valid for a term of twenty-six months from this Meeting.

SECOND RESOLUTION

(Authorization granted to the Board of Directors to reduce the share capital by canceling shares previously purchased as part of a share repurchase program)

The General Shareholders' Meeting, having reviewed the report of the Board of Directors and the Statutory Auditors' special report:

- authorizes the Board of Directors, under the conditions and within the limits set by articles L. 225-209 *et seq.* of the French commercial code (*Code de commerce*):
 - to reduce the share capital, on one or more occasions, by canceling all or part of the shares purchased by the company under a share buyback program, within a limit of 10% of the share capital per twenty-four month period, and
 - to attribute the difference between the purchase value of the canceled shares and their par value to the available premiums and reserves;
- grants all powers to the Board of Directors, with the option of further delegating under prevailing legal provisions, to set the terms and conditions of this or these capital reductions, to amend the by-laws accordingly, to make all declarations, particularly to the Autorité des marchés financiers (AMF) or to any authority superseding it, to carry out all formalities and, generally, take all necessary measures.

This authorization is valid for a period of eighteen months from the date of this Meeting.

THIRD RESOLUTION

(Amendment of article 12 "Board of Directors – Employee directors" in order to amend the manner in which employee directors are appointed and to reconcile the by-laws with the new provisions of article L. 225-27-1 of the French commercial code (*Code de commerce*) concerning the number of employee directors on the Board of Directors depending on the number of directors sitting on the Board)

The General Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings and having reviewed the Board of Directors' report, resolves to amend article 12 of the by laws "Board of Directors – Employee directors" so as to set a new method for appointing employee directors and to amend in accordance with article L. 225-27-1 of the French commercial code (*Code de commerce*) the number of employee directors on the Board depending on the number of directors appointed by the General Shareholders' Meeting.

'Article 12 – Board of Directors

.../...

4. Employee directors

Pursuant to article L. 225-27-1 of the French commercial code (*Code de commerce*), the Board includes directors representing employees.

The number of directors representing employees is two in companies where the number of directors appointed by the Ordinary General Meeting is greater than **eight**, and one when this number is less than or equal to **eight**.

The number of directors taken into consideration in determining the number of employee directors is assessed at the date of appointment of the employee representatives to the Board.

The directors elected by the employees pursuant to article L. 225-27 of the French commercial code (*Code de commerce*) and the shareholder employee directors appointed pursuant to article L. 225-23 of the French commercial code (*Code de commerce*) are not taken into account in this respect.

If the number of directors appointed by the Ordinary General Meeting is equal to or less than eight, the employee director is appointed by the Group Works Committee for a term of three years.

The duties of employee directors end at the expiry of the three-year period following the effective date of their appointment by the Group Works Committee.

If the number of directors appointed by the Ordinary General Meeting is greater than eight, a second employee director is appointed by the Bolloré Group European Corporations Common Committee for a term of three years. The duties of employee directors end at the expiry of the three-year period following the effective date of their appointment by the Group's European Corporations Common Committee.

If the number of directors appointed by the General Shareholders' Meeting becomes equal to or less than eight, the term of the second employee director shall continue nonetheless until its expiration

FOURTH RESOLUTION

(Amendments to article 19 of the bylaws "General Shareholders' Meetings" by adding a clause permitting the use of electronic absentee ballots)

The General Shareholders' Meeting, voting under the quorum and majority conditions for Extraordinary General Meetings and having reviewed the Board of Directors' report, resolves to amend article 19 of the bylaws "General Shareholders' Meetings" to include in it a provision permitting the use of electronic absentee ballots.

Article 19 "General Shareholders' Meeting" will henceforth read as follows:

'Article 19 – General Shareholders' Meetings

General Shareholders' Meetings are called and vote under the conditions provided for by Law.

Meetings are held either at the registered office or at another location specified in the notice of meeting.

All shareholders are entitled to attend General Shareholders' Meetings and to vote, either personally or by proxy, regardless of the number of shares they hold, by simply presenting identification and completing the legal formalities.

All shareholders may also vote by post in accordance with the provisions of the Law and the prevailing regulations.

Under legal and regulatory conditions, shareholders may send their proxy and correspondence voting form for any General Shareholders' Meetings either on paper or, by decision of the Board of Directors, by electronic transmission. In accordance with article 1367 of the French Civil Code (*Code civil*), when an electronic ballot is used, the signature of the shareholder shall involve a reliable identification process ensuring that the signature belongs with the document to which it is attached.

The voting rights attached to the shares are proportional to the percentage of the share capital they represent. At equivalent par value, each capital share or dividend share carries one voting right.

However, in accordance with legal provisions, a double voting right compared to that granted to other shares, taking into account the portion of the share capital that they represent, is granted to all fully paid-up shares held in registered form in the name of the same shareholder for at least two years. With regard to shares encumbered by usufruct, pledged, subject to an attachment order or indivisible, the voting right is exercised in accordance with legal provisions.

However, in the event of the transfer of shares with retention of usufruct under the provisions of article 787 B of the French General Tax Code (*Code général des impôts*), the voting rights of the usufruct holder are confined to decisions bearing on the appropriation of earnings.

General Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in his/her absence, by the Vice-Chairman and Managing Director or by a director specifically delegated for this purpose by the Board. Failing this, the General Shareholders' Meeting elects its own Chairman.

The minutes of General Shareholders' Meetings are drawn up, and their copies are certified and issued in accordance with Law.

FIFTH RESOLUTION

(Amendments to article 16 of the bylaws "Directors' compensation" subsequent to the elimination of the notion of "directors' fees" in law no. 2019-486 of May 22, 2019, known as the Pacte law)

The General Shareholders' Meeting, acting under the quorum and majority conditions for Extraordinary General Meetings and having reviewed the Board of Directors' report, resolves to amend article 16 of the bylaws "Directors' compensation" to change the terminology concerning the compensation of directors.

Article 16 "Directors' compensation" will henceforth read as follows:

'Article 16 – Directors' compensation

The General Shareholders' Meeting may allocate an annual fixed sum to directors in consideration for their work. The amount is maintained until superseded by another decision. The Board apportions the amount at its discretion.

Directors may also be granted exceptional compensation by the Board of Directors in the cases and under the conditions provided for by Law.

SIXTH RESOLUTION

(Powers for formalities)

The General Shareholders' Meeting grants all powers to the bearer of an original, a copy or an excerpt of these minutes to carry out all necessary filing and notification formalities and all declarations required by law.

3. Report of the Board of Directors to the Extraordinary General Meeting of May 27, 2020

To the Shareholders,

We have called you to an Extraordinary General Meeting to submit for your approval resolutions granting to the Board:

- a delegation of authority to issue shares or securities convertible immediately or in the future into the company's equity without preferential subscription rights, to remunerate securities contributed as part of a public exchange offer initiated by your company;
- authorization to reduce the share capital by canceling shares previously purchased as part of a share repurchase program.

In addition, you will be asked to vote on amendments to the bylaws to make them compliant with Law.

FIRST RESOLUTION

Delegation of authority to be given to the Board of Directors to issue shares or securities convertible immediately or in the future into the company's equity without preferential subscription rights by remunerating securities contributed as part of a public exchange offer initiated by the company

We propose that you delegate to the Board of Directors, with the right of subdelegation to any person authorized by law, the authority to decide, in the proportions and at the times that it deems appropriate, on one or more occasions, to issue ordinary shares in the company and/or securities giving access by all means, immediately and/or in the future, to the company's capital by remunerating securities contributed to a public exchange offer initiated by the company, in France or abroad in accordance with local regulations, on securities of any company whose shares are traded on any of the regulated markets referred to in article L. 225-148 of the French commercial code (*Code de commerce*).

You are asked to limit the total nominal amount of capital increases that could be undertaken immediately and/or in the future to 15,000,000 euros. We also propose that you cancel in favor of holders of such securities, the shareholders' preferential subscription rights for such ordinary shares and/or securities to be issued.

We propose that you decide that the Board of Directors will have all powers, with the right of subdelegation under the conditions specified by law, to implement the delegation granted and in particular to set the exchange parity and, as the case may be, the balancing amount in cash to be paid and to record the number of securities contributed to the exchange, determine the dates of entitlement to dividends, the issue terms, and the other features of the new shares, and/or, as the case may be, of the securities giving access immediately and/or in the future to shares in the company, and generally to take all appropriate measures, to conclude all agreements, to request all authorizations, to carry out all formalities and to do everything needed to complete or postpone the proposed issues, to record the capital increase or increases resulting from any issue carried out pursuant to this delegation, to amend the bylaws accordingly, and to request admission for trading from all financial instrument markets of the securities issued pursuant to this delegation.

The delegation thus granted to the Board of Directors would be valid for a term of twenty-six months.

SECOND RESOLUTION

Authorization granted to the Board of Directors to reduce the share capital by canceling shares previously purchased as part of a share repurchase program

The purpose of the second resolution is to authorize the Board of Directors, for a period of eighteen months from the date of this General Shareholders' Meeting to:

- reduce the share capital through the cancellation of shares previously purchased under a buyback scheme for its own shares, up to a maximum of 10% of the share capital per twenty-four-month period;
- to attribute the difference between the purchase value of the canceled shares and their par value to the available premiums and reserves;
- grant the Board full authority, with the right of subdelegation, to set the terms and conditions of such capital reduction(s).

THIRD RESOLUTION

Amendment of article 12 "Board of Directors – Employee directors" in order to amend the manner in which employee directors are appointed and to reconcile the by laws with the new provisions of article L. 225-27-1 of the French commercial code (*Code de commerce*) concerning the number of employee directors on the Board of Directors depending on the number of directors sitting on the Board

The transformation of Bolloré into a European corporation took effect on December 10, 2019, the date on which it was listed on the trade and companies register under its new form.

Under the agreement signed on October 4, 2019 with the special negotiating bodies (composed of the employee representatives of Group companies adopting the SE form that are from member states of the European Union or the European Economic Area), a Group-wide body was created called the "Bolloré Group European Corporations Common Committee."

In the negotiations on participation, meaning the influence of this Committee in terms of exercising the right to elect certain members of the Board of Directors, the parties agreed on a new approach to appointing employee directors, the first director continuing to be appointed by the Group Works Committee and the second by the Bolloré Group European Corporations Common Committee.

Accordingly, we propose that you vote on the third resolution to amend article 12 of the by laws "Board of Directors – Employee directors" so as to set a new method for appointing employee directors.

Moreover, we propose that you update our bylaws with the new provisions of article L. 225-27-1 of the French commercial code (*Code de commerce*) making the number of employee directors to be named at least two if the number of directors named by the Ordinary General Meeting is greater than eight (as opposed to twelve previously).

FOURTH RESOLUTION

Amendments to article 19 of the bylaws "General Shareholders' Meetings" by adding a clause permitting the use of electronic absentee ballots

In accordance with article L. 225-107 of the French commercial code (*Code de commerce*), any shareholder may vote by correspondence regardless of whether the meeting is ordinary, extraordinary or special.

To date, unless there is an express provision in our bylaws permitting the use of electronic absentee ballots (article R. 225-61), such a vote can only be made "on hard copy paper."

To implement electronic voting, thereby facilitating the participation of shareholders in the meetings, we propose that you pass the fourth resolution to amend article 19 of the by laws "General Shareholders' Meetings" so as to include in it provisions allowing absentee electronic voting.

FIFTH RESOLUTION

Amendments to article 16 of the bylaws "Directors' compensation" subsequent to the elimination of the notion of "directors' fees" in the Pacte law of May 22, 2019 (fifth resolution)

We ask you to approve the fifth resolution in order to amend article 16 of the bylaws "Directors' compensation" in order to replace the term "directors' fee" eliminated by law no. 2019-486 of May 22, 2019 known as the Pacte law with the term "compensation."

SIXTH RESOLUTION

Powers to carry out formalities

The sixth resolution submitted for your approval asks you to grant full powers to the bearer of copies or an extract of the minutes of this Extraordinary General Meeting to fulfill all legal formalities following the Meeting.

The Board of Directors

4. Statutory Auditors' reports

4.1. Statutory Auditors' report on the issue of ordinary shares or any other marketable securities granting access to share capital immediately or in the future with suppression of preferential subscription rights

Extraordinary General Meeting of May 27, 2020 – 1st resolution

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

To the Shareholders,

In our capacity as Statutory Auditors of your company and in accordance with the procedures set forth in Articles L. 228-92 and L. 235-135 *et seq.* of the French commercial code (*Code de commerce*), we hereby report on the proposed delegation to the Board of Directors to decide, on an issue, with suppression of the preferential subscription right, by way of a public offer, on one or more occasions, of ordinary shares of the company or any marketable securities granting access by all means, immediately and/or in the future, to the share capital of your company as remuneration for the shares that would be contributed to the company in the context of a public offer including an exchange component, on marketable securities meeting the conditions set by article L. 225-148 of the French commercial code (*Code de commerce*), for a maximum nominal amount of 15,000,000 euros, a transaction on which you are asked to vote.

Your Board of Directors proposes, on the basis of its report, that you delegate to it, with the option of sub-delegation, for a period of twenty-six months, to decide on one or more issues of this transaction and to suppress your preferential subscription right to the securities to be issued.

When necessary, the Board of Directors will set the final issuance terms and conditions for this transaction.

It is the responsibility of the Board of Directors to prepare a report in accordance with articles R. 225-113 *et seq.* of the French commercial code (*Code de commerce*). Our role is to express an opinion on the fair presentation of the quantified information extracted from the financial statements, on the proposed cancellation of preferential subscription rights and on certain other information concerning these operations provided in this report.

We performed the procedures that we deemed necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) applicable to this engagement. These procedures consisted in verifying the content of the Board of Directors' report relating to this transaction and the terms and conditions governing the determination of the issue price of the equity securities to be issued.

Since the Board of Directors' report does not specify the terms and conditions for determining the issue price of the equity securities to be issued, we cannot express our opinion on the choice of calculation inputs used for the issue price.

As the final terms and conditions of the issue(s) have not been determined, we do not express an opinion thereon.

In accordance with article R. 225-116 of the French commercial code (*Code de commerce*), we will prepare an additional report, if required, should this delegation be exercised by your Board of Directors.

Neuilly-sur-Seine and Paris-la Défense, April 24, 2020

The Statutory Auditors

AEG Finances
French Member of
Grant Thornton International
Samuel Clochard

Constantin Associés
Member of
Deloitte Touche Tohmatsu Limited
Thierry Quéron

4.2. Statutory Auditors' report on the share capital decrease

Combined Shareholders' Meeting of May 27, 2020 – 2nd 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 and construed in accordance with French law and professional auditing standards applicable in France.

To the Bolloré SE Shareholders' Meeting,

In our capacity as Statutory Auditors of your company and in accordance with the procedures set forth in article L. 225-209 of the French commercial code (*Code de commerce*) on the decrease in share capital by the cancellation of shares purchased, we hereby report to you on our assessment of the reasons for and the terms and conditions of the proposed decrease in share capital.

Shareholders are requested to confer all necessary powers on the Board of Directors, during a period of eighteen months commencing the date of this Shareholders' Meeting, to cancel, up to a maximum of 10% of its share capital by twenty-four-month period, the shares purchased by the company pursuant to the authorization to purchase its own shares, as part of the provisions of the aforementioned article.

We performed the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) applicable to this engagement. These procedures consisted in verifying the fairness of the reasons for and the terms and conditions of the proposed decrease in share capital, which does not undermine shareholder equality. We have no comments to make on the reasons for and the terms and conditions of the proposed decrease in share capital.

Neuilly-sur-Seine and Paris-la Défense, April 24, 2020

The Statutory Auditors

AEG Finances
French Member of
Grant Thornton International
Samuel Clochard

Constantin Associés
Member of
Deloitte Touche Tohmatsu Limited
Thierry Quéron

4.3. Statutory Auditors' special report on regulated agreements

General Meeting to approve the financial statements for the year ended December 31, 2019

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

At the General Meeting of Bolloré SE,

In our capacity as Statutory Auditors of your company, we present our report on regulated agreements and commitments.

It is our responsibility to communicate to you, on the basis of the information provided to us, the characteristics, essential methods and reasons justifying the interest of the company in the agreements of which we have been informed or have become aware in carrying out our assignment, without issuing an assessment of their usefulness and their rationale nor investigating whether there are other agreements. It is your responsibility, under the terms of article R.225-31 of the French commercial code (*Code de commerce*), to assess the interest involved in the execution of these agreements with a view to their approval.

In addition, it is our responsibility, if applicable, to provide you with the information provided in article R. 225-31 of the French commercial code (*Code de commerce*) relating to the implementation, during the past year, of the agreements already approved by the general meeting.

We performed the due diligence that we deemed necessary in light of the professional standards of the French National Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) for this assignment. This due diligence consisted of verifying whether the information provided to us was consistent with the source documents from which it was obtained.

AGREEMENTS SUBMITTED TO THE GENERAL MEETING FOR APPROVAL

AGREEMENTS AUTHORISED AND EXECUTED DURING THE PAST YEAR

In accordance with article L. 225-40 of the French commercial code (*Code de commerce*), we have been informed of the following agreement entered into during the past financial year which was authorised in advance by your Board of Directors.

Amendment to the November 30, 2001 cash agreement between Blue Solutions and Bolloré

Nature and purpose: amendment to the November 30, 2001 cash agreement between Blue Solutions and Bolloré SE.

Terms and conditions: on September 12, 2019, your Board of Directors authorized the signing of an amendment to the agreement to renew Bolloré's commitment until December 31, 2020 and therefore maintain its financial support for Blue Solutions until such date.

Reasons justifying that such agreement is in the company's interest: grant Blue Solutions all the resources needed to continue its investments.

Directors involved: Sébastien Bolloré, Martine Studer, Cyrille Bolloré and Marie Bolloré.

AGREEMENTS ALREADY APPROVED BY THE GENERAL MEETING

AGREEMENTS APPROVED IN PREVIOUS FINANCIAL YEARS, WHICH REMAINED IN EFFECT DURING THE PAST YEAR

Pursuant to article R. 225-30 of the French commercial code (*Code de commerce*), we have been informed that the following agreements, already approved by the General Meeting in previous financial years, continued to be performed during the past year.

With Bolloré Participations SE

In respect of Chairman services, Bolloré Participations SE billed your company between January 1, 2019 and March 14, 2019 the sum of 296,936.84 euros, of which 75% consists of the salary received by Vincent Bolloré, including all fees.

Under the terms of the service provision agreement, Bolloré Participations SE provides your company with assistance in the fields of finance, legal affairs and strategy formulation. Bolloré Participations SE billed your company in 2019 a sum of 1,468,158 euros in this respect.

Directors concerned: Vincent Bolloré, Cyrille Bolloré, Yannick Bolloré, Marie Bolloré, Sébastien Bolloré and Cédric de Baillencourt.

Bolloré Africa Logistics brand licensing agreements

Under the terms of the Bolloré Africa Logistics brand licensing agreements with Bolloré Group companies, your company received royalties equal to 2% of the turnover of the licensees in the year preceding payment, i.e.:

- 2,374,200 euros paid by Bolloré Transport & Logistics Côte d'Ivoire (formerly Bolloré Africa Logistics Côte d'Ivoire);
- 2,757,600 euros billed by Abidjan Terminal (formerly Société d'Exploitation du Terminal de Vidri);
- 687,650 euros paid by Bolloré Transport & Logistics Senegal (formerly Bolloré Africa Logistics Senegal);
- 889,903 euros paid by Bolloré Transport & Logistics Cameroon (formerly Bolloré Africa Logistics Cameroon);
- 548,100 euros paid by Bolloré Transport & Logistics Gabon (formerly Bolloré Africa Logistics Gabon);
- 602,650 euros paid by Bolloré Transport & Logistics Congo (formerly Bolloré Africa Logistics Congo).

With Blue Solutions

Re-invoicing agreement for the construction and maintenance costs of an electrical transformer substation executed by and between Blue Solutions and Bolloré SE

The electrical transformation substation under the works contract that was transferred in 2013 from Blue Solutions to your company is for the supply of electricity to the facilities of both your company and Blue Solutions.

On March 21, 2013, your Board of Directors authorized the execution of an agreement under which Blue Solutions will be billed by your company for the construction costs of the transformation substation and the decommissioning costs of the old substation as well as maintenance costs re-invoiced "at cost".

For the 2019 financial year, re-invoicing by your company amounted to 69,412 euros.

Amendment dated May 12, 2017 to the cash management agreement dated November 30, 2001

At a meeting held on May 11, 2017, the Board of Directors authorised the execution of an amendment to the cash management agreement in order to maintain Bolloré SE's commitment to waive the use of the provisions relating to the notice of termination until June 11, 2020 and thus maintain financial support for its subsidiary until that date.

Paris-la Défense and Neuilly-sur-Seine, April 24, 2020

The Statutory Auditors

Constantin Associés
Member of
Deloitte Touche Tohmatsu Limited
Thierry Quéron

AEG Finances
A French member of
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Samuel Clochard

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1. Main legal and statutory provisions

1.1. Company name

"Bolloré SE".

1.2. Place of registration and registration number

The company is recorded in the Quimper Trade and Companies Register under number 055 804 124.

The APE code is 2221Z.

Its legal entity identifier (LEI code) is 969500LEKCHH6VV86P94.

1.3. Date of incorporation and duration

The company was incorporated in 1926 for a period expiring on August 2, 2025.

The General Shareholders' Meeting of May 29, 2019 resolved to extend the term of the company in advance, setting the new term at December 31, 2116.

1.4. Registered office, legal form and legislation governing its activity

Bolloré SE is a European company (*societas Europaea*) with a Board of Directors whose registered office is located at Odet, 29500 Ergué-Gabéric in France.

The company is subject to the provisions of French law.

The conversion of Bolloré from a *société anonyme* (public limited company) into a European company was approved by the Extraordinary General Meeting of May 29, 2019. The conversion became effective from the registration of the company in the Quimper Trade and Companies Register in its new form, on December 10, 2019.

Bolloré SE is governed by the provisions of Council Regulation (EC) no. 2157/2001 of October 8, 2001 on the Statute for a European company, the provisions of Council Directive 2001/86/EC of October 8, 2001, the provisions of the French commercial code (*Code de commerce*) on companies in general and European companies in particular, and by its bylaws.

The offices of the administrative department of the company are at 31-32, quai de Dion-Bouton, 92811 Puteaux Cedex, France (Tel.: +33 (0)1 46 96 44 33).

The company has two secondary entities, one at Cascadec, 29390 Scaer, the other in Paris, 12, avenue Paul-Doumer (75116).

1.5. Incorporation documents and bylaws

Bolloré SE is a European company whose registered office is located at Odet, 29500 Ergué-Gabéric in France.

Documents and information related to the company may be consulted at its administrative department offices: 31-32, quai de Dion-Bouton, 92811 Puteaux Cedex.

1.5.1. CORPORATE PURPOSE (ARTICLE 3 OF THE BYLAWS)

The company's purpose, in France and in all other countries, without exception, is to carry out the following activities, either directly or indirectly:

- the acquisition of any interests and shareholdings in any French or non-French company by all and any means;
- the industrial application of all and any technologies;
- all and any forms of transportation, by sea, land or otherwise, and all and any transport-related provision of services, together with all related operations;

- the provision of services, advice and assistance to companies, particularly relating to financial matters;
- the purchase and sale of all and any products, the acquisition, management, operation (including by lease with or without an option to purchase) or sale of any consumer goods or equipment, whether fixed, movable or vehicular, of machines and tools, as well as of all any land, sea and aircraft;
- the acquisition and licensing of all patents, trademarks and commercial or manufacturing operations;
- and, more generally, any commercial, financial, industrial, real estate or movable property transaction whatsoever that could directly or indirectly further the corporate purpose, or any similar or connected purposes.

1.5.2. SUMMARY OF PROVISIONS CONTAINED IN THE BYLAWS, THE CHARTER AND THE RULES OF PROCEDURE CONCERNING THE MEMBERS OF THE ADMINISTRATIVE AND MANAGEMENT BODIES

The provisions related to the administrative and management bodies appear in chapter III of the articles of association.

The Board of Directors is made up of three to eighteen members, subject to the exemption provided by law in case of merger.

Their term of office lasts three years, and the age limit for exercising their duties is set at 99 years.

The Board consists of two salaried directors who are appointed by the Central Group Committee for a period of three years.

The rules of procedure of the Board of Directors include a provision requiring each director to allocate 10% of the compensation received (formerly termed "directors' fees") for performing his/her duties as a director to the purchase of Bolloré securities until the value of the number of shares held reaches the equivalent of one year's compensation received (formerly "directors' fees").

The Board of Directors elects from among its members a Chairman of the Board of Directors, a natural person who organizes the Board's work and ensures that the directors are in a position to fulfill their assignments.

Regardless of the period for which they have been conferred, the Chairman's duties end automatically at the end of the first Ordinary General Meeting held after the date on which he/she reaches the age of 75. However, the Board of Directors may in this case decide to renew the Chairman's term of office for one or two periods of two years.

The Board of Directors appoints one of its members to the position of Vice-Chairman and Managing Director, delegating to him/her in advance the functions of Chairman and Chief Executive Officer, which shall be automatically devolved upon him/her in the event of the death or disappearance of the Chairman. This delegation is given to the Vice-Chairman and Managing Director for a limited period, which may not exceed the term of office of the Chairman. In the event of death, this delegation remains valid until a new Chairman is elected.

The Board may appoint from among its members one or more Vice-Chairmen responsible for chairing Board meetings if the Chairman is absent or unable to attend, if this absence is not being covered by the Vice-Chairman and Managing Director.

Failing this, the position of Chairman falls on a member of the Board specially chosen by his/her colleagues at each meeting.

The Board may also appoint a secretary who may be selected from outside the members of the Board.

The Executive management of the company is carried out, under its responsibility, either by the Chairman of the Board of Directors or by another natural person appointed by the Board of Directors, bearing the title of Chief Executive Officer. In the event of the death or disappearance of the Chairman, and if the latter exercises the function of Executive management, the Vice-Chairman and Managing Director takes on this function.

Upon the proposal of the Chief Executive Officer, the Board of Directors may mandate one or more persons (but no more than five) to assist him/her as Deputy Chief Executive Officer.

1.5.3. PROVISIONS RELATED TO THE OBSERVERS

Article 18 – Panel of observers states that the Ordinary General Meeting shall have the option, on the proposal of the Board of Directors, to appoint a panel of observers.

Observers may be natural persons or legal entities. Legal entities to whom the functions of observers have been granted shall be represented by a permanent representative designated by them.

Observers are invited to attend all meetings of the Board of Directors and may take part in the deliberations, but in an advisory capacity only. Their term of office is one year and shall expire at the end of the Ordinary General Meeting of shareholders called to approve the financial statements for the previous year held during the year following the year of their appointment.

1.5.4. RIGHTS, PRIVILEGES AND RESTRICTIONS ATTACHED TO SHARES

Article 11 of the articles of association provides that, apart from the voting right granted to it by law, each share gives rise to entitlement to a portion, in proportion to the number and par value of existing shares, of the share capital, the profits or the proceeds of liquidation.

Article 19 of the articles of association states that “[.../...] The voting rights attached to shares are proportional to the capital share represented. At equivalent par value, each capital share or dividend share confers one voting right. However, in accordance with legal provisions, a double voting right compared to that granted to other shares, taking into account the portion of the share capital that they represent, is granted to all fully paid-up shares held in registered form in the name of the same shareholder for at least two years.

With regard to shares encumbered by usufruct, pledged, subject to an attachment order or indivisible, the voting right is exercised in accordance with legal provisions. However, in the event of the transfer of shares with retention of usufruct under the provisions of article 787B of the French general tax code (Code général des impôts), the voting rights for the usufruct holder are limited to decisions with regard to the allocation of earnings [.../...].”

1.5.5. ACTIONS TO BE TAKEN TO MODIFY SHAREHOLDER RIGHTS

The company's articles of association do not provide more restrictive provisions than the law in this area.

1.5.6. CONVENING OF MEETINGS AND CONDITIONS FOR ADMISSION

CONVENING

General Shareholders' Meetings are called and vote under the conditions provided for by law and the decrees in force.

After fulfillment of the formalities preliminary to convening, stipulated by the regulations in force, General Shareholders' Meetings are convened by a notice containing the information set out by these regulations; this notice is inserted in a journal authorized to receive legal announcements in the department of the registered office and in the *Bulletin des annonces légales obligatoires* (gazette).

Shareholders who have been registered in the accounts for at least one month on the date of insertion of this notice are also convened by ordinary letter, unless they have asked in good time to be convened, at their own expense, by recorded delivery letter.

SPECIFIC TERMS AND CONDITIONS OF SHAREHOLDER PARTICIPATION IN THE GENERAL SHAREHOLDERS' MEETING OR PROVISIONS OF THE BYLAWS PROVIDING FOR SUCH TERMS AND CONDITIONS (ARTICLE L. 225-37-4, 9° OF THE FRENCH COMMERCIAL CODE)

The right to participate in General Meetings is subject to registration of securities in the name of the shareholder or the intermediary registered on the shareholder's behalf, on the second business day preceding the meeting at midnight, Paris time, either in the registered securities accounts held by the company or in the bearer securities accounts held by the authorized intermediary.

The entry of securities in the bearer securities accounts held by the authorized intermediary is confirmed by a shareholding certificate issued by the latter.

Any shareholder entitled to participate in General Meetings may be represented by their spouse, by another shareholder, by a civil partner or by any other natural or legal person of their choice or may submit a postal vote according to legal conditions.

1.5.7. PROVISIONS OF THE BYLAWS, CHARTER OR RULES THAT MAY DELAY, DEFER OR PREVENT A CHANGE OF CONTROL

None.

1.5.8. PROVISIONS OF THE INCORPORATION DOCUMENTS, CHARTER OR RULES FIXING THE THRESHOLD ABOVE WHICH ANY SHAREHOLDING MUST BE DISCLOSED

None.

1.5.9. CONDITIONS OF THE BYLAWS GOVERNING CHANGES IN SHARE CAPITAL

Changes in share capital may be made under the conditions provided by law.

1.5.10. AGREEMENTS

1.5.10.a. INTERNAL CHARTER CHARACTERIZING AGREEMENTS

In light of changes in regulations and various standards, the Board of Directors, at its meeting of September 12, 2019, adopted a new internal charter for the Group to qualify agreements and as such distinguish firstly between agreements subject to the regime of prior authorization of the Board and approval by the General Meeting (so-called “regulated” agreements) and secondly between agreements bearing on ongoing operations concluded on an arm's length basis (known as “free” agreements).

In addition, after noting the conditions of application of the legal regime governing regulated agreements and the various phases of the control procedure, the charter, pursuant to the provisions of article L. 225-39 of the French commercial code (*Code de commerce*), provides for the implementation of a procedure allowing a regular assessment as to whether agreements bearing ongoing operations and concluded on an arm's length basis fulfill these conditions.

Typology of ongoing agreements concluded on an arm's length basis

The typology, established on the basis of agreements concluded regularly within the Group, was determined on the basis of the work of the financial and legal departments and assessed together with the Statutory Auditors. The following are regarded as current transactions concluded under normal conditions and therefore not subject to prior authorization:

- invoices from Bolloré SE to other Group companies, related in particular to administrative assistance or management services;
- asset transfers of any Group company within a ceiling of 1.5 million euros per transaction;
- options or authorizations given within the framework of a Group tax regime (tax consolidation agreement);
- disposals of securities of minor importance that are purely administrative in nature, or disposals of securities as part of a reclassification of securities occurring between the company and natural persons or legal entities (having links with the company as defined in article L. 225-38 of the French commercial code [*Code de commerce*]) for up to 1,000,000 euros per transaction, whereby transactions relating to listed companies have to be carried out at a price corresponding to an average of the prices listed in the last twenty trading days;
- transfers between the company and one of its Directors of a number of securities equal to that set for exercising his/her duties as a corporate officer within the issuer of securities transferred;
- cash management and/or loan transactions, provided the transaction is carried out at the market rate with a maximum differential of 0.50%.

Internal assessment procedure for free agreements

The conditions governing agreements qualified as ongoing and concluded on an arm's length basis will be assessed each year by the Board, at the meeting called to approve the financial statements.

To that end, the Board will have access to the work of the Chief Financial Officer and the Group Legal Counsel. Both of those officers will have previously reported on their work to the Audit Committee, which will report their findings to the Board of Directors' meeting called upon to approve the qualification of the relevant agreements.

The implementation of the assessment procedure that took place at the meetings of the Audit Committee of March 10, 2020 and the Board of Directors of March 12, 2020 showed that the qualification of the agreements adopted at their conclusion meets the requirements.

1.5.10.b. REVIEW OF AGREEMENTS APPROVED DURING PREVIOUS FISCAL YEARS AND CONTINUED DURING THE YEAR

In accordance with the provisions of article L. 225-40-1 of the French commercial code (*Code de commerce*), the Board of Directors meeting on March 12, 2020, examined the agreements signed and authorized in previous fiscal years whose performance continued in 2019 and noted that the reasons for signing the agreements and the different interests that presided over their implementation are still applicable to each of the agreements.

As part of its annual review, the Board subsequently examined the following agreements:

Bolloré Africa Logistics brand licensing agreements

Under agreements for licensing the Bolloré Africa Logistics trademark with Bolloré Group companies, Bolloré SE received royalties equal to 2% of revenue realized by the licensees during the fiscal year preceding that of payment, that is:

- 2,374,200 euros paid by Bolloré Transport & Logistics Côte d'Ivoire (formerly Bolloré Africa Logistics Côte d'Ivoire);
- 2,757,600 euros paid by Abidjan Terminal (formerly Société d'Exploitation du Terminal de Vridi);
- 687,650 euros paid by Bolloré Transport & Logistics Senegal (formerly Bolloré Africa Logistics Sénégal);
- 889,903 euros paid by Bolloré Transport & Logistics Cameroun (formerly Bolloré Africa Logistics Cameroun);
- 548,100 euros paid by Bolloré Transport & Logistics Gabon (formerly Bolloré Africa Logistics Gabon);
- 602,650 euros paid by Bolloré Transport & Logistics Congo (formerly Bolloré Africa Logistics Congo).

With Blue Solutions

- **Agreement for re-billing construction and maintenance costs for an electric transformer substation between Blue Solutions and Bolloré SE**
The electric transformer substation, the subject of the works contract transferred in 2013 from Blue Solutions to Bolloré SE, was intended to supply electricity to both Bolloré and Blue Solutions facilities.

As a result of an agreement under which Blue Solutions is being re-billed by Bolloré SE for the cost of constructing the electric transformer substation and dismantling the former substation, as well as for the maintenance costs, which are re-billed at cost, Bolloré SE re-invoiced 69,412 euros excl. VAT in 2019.

- **Cash management agreement dated November 30, 2001 (agreement amended on September 12, 2019)**

At its meeting as of May 11, 2017, the Board authorized the signing of an amendment to the cash agreement in order to maintain Bolloré's commitment to waive its right to use the provisions relating to the termination notice period until June 30, 2020 and to maintain its financial support for its subsidiary until that date.

With Bolloré Participations SE

- **Chairman services (period from January 1 to March 14, 2019)**

For Chairman services in 2019, Bolloré Participations SE billed Bolloré SE an amount of 296,936.84 euros excl. VAT, equivalent to 75% of the compensation received by Vincent Bolloré (social security contributions included).

- **Service agreement**

The amount billed for the performance of the service agreement between Bolloré Participations SE and Bolloré SE was changed, following prior authorization by the Board of Directors at its meeting of March 19, 2015, to 1,468,158 euros excl. VAT starting from the 2015 fiscal year and thereafter until otherwise decided by the Board of Directors.

Under this service agreement, Bolloré Participations SE assists and collaborates with Bolloré SE in the following areas:

Financial:

- relations with banks;
- examination and presentation of loan applications;
- assistance in any financial planning;
- assistance in preparing budgets and when monitoring budget implementation;
- leading and managing the monitoring of working capital requirement.

Legal:

- assistance conducting restructuring operations in terms of acquisition, negotiation and drawing up contracts.

Strategic actions:

- developing strategy and leadership;
- examination of investment and development project;
- analysis of synergies;
- assistance with strategic decision-making.

Assistance with Executive management:

- support for the Group's Executive management.

2. Documents on display

Annual and half-yearly reports are available on request from:
Group Communications – Investor Relations

Bolloré Group
31-32, quai de Dion-Bouton
92811 Puteaux Cedex, France
Tel.: +33 (0)1 46 96 47 85
Fax: +33 (0)1 46 96 42 38

In addition, the Group's website (www.bolloré.com) makes it possible to consult its press releases and financial details respectively under the headings "Publications and press".

3. Persons responsible for the universal registration document and financial information

3.1. Name and function of the person responsible

Cyrille Bolloré, Chairman and Chief Executive Officer.

3.2. Certification by the person responsible

"To the best of my knowledge and having taken all reasonable measures for such purpose, I certify that the information contained in this universal registration document gives a true and fair view of the facts and that no material information has been omitted.

I certify, to the best of my knowledge, that the financial statements have been prepared in accordance with applicable accounting standards and are a true representation of the assets, the financial situation and the results of the company and all of the companies in the Group, and that the management report included in this universal registration document (the content of which is stated in the cross-reference table shown in the appendix) is a true representation of the development of the business, the results and the financial situation of the company and all of the companies in the Group and a description of the main risks and uncertainties facing them."

Puteaux, April 28, 2020
Cyrille Bolloré

3.3. Name and function of the person responsible for the financial information

Investors and shareholders requiring further details on the Group are invited to contact the Financial Communications and Investor Relations Department:

Emmanuel Fossorier
Financial Communications Director
Tel.: +33 (0)1 46 96 47 85
Fax: +33 (0)1 46 96 42 38

Xavier Le Roy
Investor Relations Director
Tel.: +33 (0)1 46 96 47 85
Fax: +33 (0)1 46 96 42 38

4. Persons responsible for auditing the financial statements

4.1. Principal Statutory Auditors

Constantin Associés
6, place de la Pyramide
92908 Paris-la Défense Cedex

Represented by Thierry Quéron

First appointed: Extraordinary General Meeting of June 28, 1990.
Reappointed: Ordinary General Meetings of June 12, 1996, June 6, 2002, June 5, 2008 and June 5, 2014.
Term of office expiring at the end of the Meeting approving the financial statements for the year ended December 31, 2019.

AEG Finances – Audit Expertise Gestion
29, rue du Pont
92200 Neuilly-sur-Seine, France

Represented by Samuel Clochard

First appointed: Ordinary General Meeting of June 5, 2007.
Renewals: Ordinary General Meetings of June 5, 2013 and May 29, 2019.
Term of office expiring at the end of the General Shareholders' Meeting approving the financial statements for the fiscal year ended December 31, 2024.

4.2. Alternate Statutory Auditors

CISANE
6, place de la Pyramide
92908 Paris-la Défense Cedex

First appointed: Ordinary General Meeting of June 5, 2014.
Term of office expiring at the end of the General Shareholders' Meeting approving the financial statements for the year ended December 31, 2019.

Institut de Gestion et d'Expertise Comptable – IGEC
22, rue Garnier
92200 Neuilly-sur-Seine, France

First appointed: Ordinary General Meeting of June 5, 2013.
Renewal: May 29, 2019.
Term of office expiring at the end of the General Shareholders' Meeting approving the financial statements for the fiscal year ended December 31, 2024.

5. Information provided by third parties, statements by experts and declarations of interest

This document does not contain any information provided by third parties, any statements by experts or any declarations of interest, except for the Statutory Auditors' reports and the Independent Third Party report.

6. Information likely to have an impact in the event of a tender or exchange offer (article L. 225-37-5 of the French commercial code [Code de commerce])

6.1. Structure and distribution of the company's share capital

The distribution of share capital and voting rights within the company as of December 31, 2019 is presented in the universal registration document (chapter 6, section 1.1).

6.2. Restrictions per the bylaws on exercising voting rights and transfers of shares, or contractual provisions brought to the attention of the company in accordance with article L. 233-11 of the French commercial code (Code de commerce)

The legal obligations provided for in article L. 233-7 of the French commercial code (Code de commerce) are applicable. The company's articles of association do not make provision for additional obligations to declare the crossing of thresholds.

The articles of association do not include any limit to the transfer of shares of the company.

No clause in any agreement providing for preferential conditions of sale or acquisition and relating to at least 0.5% of the share capital or voting rights of the company was brought to the attention of the company pursuant to article L. 233-11 of the French commercial code (Code de commerce).

6.3. Direct or indirect holdings in the capital of the company that were notified in a threshold crossing declaration or a securities transaction report

See chapter 6 - Shareholder base.

6.4. List of holders of any securities with special controlling rights and a description thereof

Law no. 2014-384 of March 29, 2014, the so-called "Florange Law" established, in the absence of a contrary clause of the articles of association adopted subsequent to its enactment, double voting rights for fully paid-up shares with documented registration of two years in the name of the same shareholder (article L. 225-123 of the French commercial code [Code de commerce]). The counting of the two-year holding period began on April 2, 2014, the date of entry into force of the Florange Law.

As a result, since April 3, 2016, the shareholders of the company have and may have double voting rights automatically as soon as the conditions required by law are met.

The double voting rights attached to the shares are forfeited in the event of a conversion into bearer form or transfer of ownership of such shares, in accordance with and subject to the exceptions described in article L. 225-124 of the French commercial code (Code de commerce).

6.5. Control mechanisms provided by any employee shareholding systems

None.

6.6. Agreements between shareholders of which the company is aware of and which may result in restrictions on the transfer of shares and/or the exercise of voting rights

To the company's knowledge, there is no shareholder agreement that may result in restrictions on the transfer of shares and/or the exercise of voting rights.

6.7. Rules applicable to the appointment and replacement of the members of the Board of Directors and to the amendment of the company's bylaws

In accordance with statutory provisions, the directors are appointed by the Ordinary General Meeting and the Board may, under the conditions laid down by law, make temporary appointments.

The Board must comprise at least three and at most eighteen members, subject to the waiver provided for by law in the event of a merger. Their term of office is three years and they may be re-elected.

The rules applicable to the amendment of the company's articles of association are those provided for by law.

6. Information likely to have an impact in the event of a tender or exchange offer

6.8. Powers of the Board of Directors, in particular as regards the issue or redemption of securities

In accordance with article 14 of the bylaws, the Board of Directors manages and administers the company. Subject to the powers expressly assigned to General Meetings and within the limits of the corporate purpose, the Board of Directors deals with all matters bearing on the smooth running of the company and regulates by its decisions all matters concerning it. It also performs the controls and verifications that it deems appropriate. The Board of Directors holds delegations of powers to issue or redeem company shares. The valid delegations granted by the General Shareholders' Meeting with respect to capital increases are mentioned in section 6.8.3. The authorization to buy back its own shares issued by the Ordinary General Meeting of May 29, 2019 is described in the universal registration document (section 6.8.1.2).

6.9. Agreements signed by the company, modified or terminating in the event of change of control of the company

Some financing agreements can be terminated in the case of a change of control. None of the commercial agreements whose termination would have a significant impact on Group activities contains any change of control clause.

6.10. Agreements providing for indemnities for members of the Board of Directors, employees or senior executives of the company if they resign or are dismissed without real and serious grounds or if their employment is terminated due to a tender or exchange offer

None.

Table of correspondence between the management report and the Bolloré universal registration document

This universal registration document includes all elements of the management report of the company as required by articles L. 232-1, L. 225-100 and R. 225-102 of the French commercial code (*Code de commerce*).

Items included in the report of the Board of Directors to be submitted to the General Meeting	Sections of universal registration document containing the corresponding information
Situation and activity of the company and its subsidiaries during the previous fiscal year (French commercial code [<i>Code de commerce</i>], articles L. 232-1 and L. 233-6 paragraph 2)	chap 5, 1.1.1.
Operating results (French commercial code [<i>Code de commerce</i>], article L. 233-6 paragraph 2)	chap 5, 1.1.1.; chap 5, 1.1.
Research and development activities (French commercial code [<i>Code de commerce</i>], article L. 232-1)	chap 5, 2.1.; chap 5, 2.2.
Forecast developments in the company's situation and outlook (French commercial code [<i>Code de commerce</i>], article L. 232-1)	chap 5, 4.
List of existing branches (French commercial code [<i>Code de commerce</i>], article L. 232-1)	chap 8, 1.4.
Significant events occurring between the year-end date and the date on which the report is drawn up (French commercial code [<i>Code de commerce</i>], article L. 232-1)	chap 5, 5. note 14.
Objective and exhaustive analysis of developments in the company's business, results and financial situation (in particular its debt position), in view of the volume and complexity of the business (French commercial code [<i>Code de commerce</i>], article L. 225-100-1, I-1)	chap 5, 1.; chap 5, 1.2.; chap 5, 3.
To the extent necessary to understand changes in the business, results and situation of the company, key performance indicators of both a financial and, as the case may be, non-financial nature, relating to the specific activity of the company, including information on environmental and personnel matters (French commercial code [<i>Code de commerce</i>], article L. 225-100-1, I-2)	chap 5, 1.1.1.; chap 5, 1.; chap 5, 1.2.; chap 2; chap 5, 3.
Description of the main risks and uncertainties with which the company is confronted (French commercial code [<i>Code de commerce</i>], article L. 225-100-1, I-3)	chap 3, 1.
Information on financial risks related to the effects of climate change and presentation of the measures taken to reduce them by implementing a low-carbon strategy in all components of its activity (French commercial code [<i>Code de commerce</i>], article L. 225-100-1, I-4)	chap 3, 1.; chap 2
Main characteristics of the internal control and risk management procedures put in place by the company (and for all companies included in the scope of consolidation) for the preparation and processing of accounting and financial information (French commercial code [<i>Code de commerce</i>], article L. 225-100-1, I-5)	chap 3, 1.
Information (where relevant for the assessment of its assets, liabilities, financial situation and profits or losses) on its objectives and policy regarding the coverage of each main category of planned transactions for which hedge accounting is used, as well as its exposure to price, credit, liquidity and cash flow risks. This information includes the use of financial instruments by the company (French commercial code [<i>Code de commerce</i>], article L. 225-100-1, I-6)	chap 5, 1.2.4.; chap 5, 1.2.5.; chap 5, 5. notes 7.5. and 8.
Information mentioned in article L. 225-100-1, I-1 to 6 for all companies included in the scope of consolidation	chap 3, 1.; chap 5, 1.1.; chap 5, 1.; chap 5, 1.2.; chap 2.; chap 5, 5.; chap 5, 3.
Report on the status of employee shareholding (possibly including executives) on the last day of the fiscal year (French commercial code [<i>Code de commerce</i>], article L. 225-102)	chap 2
Acquisitions of significant stakes in companies having their registered office in France or acquisitions of controlling interests in such companies (French commercial code [<i>Code de commerce</i>], articles L. 233-6 and L. 247-1)	chap 6, 7.
Stock disposals to adjust reciprocal shareholdings (French commercial code [<i>Code de commerce</i>], article R. 233-19 paragraph 2)	NA
Information related to the breakdown of share capital and treasury shares (French commercial code [<i>Code de commerce</i>], articles L. 233-13 and L. 247-2)	chap 6, 1.1.1.
Transactions by companies in which the company holds a majority interest or subscription of shares or purchase options (French commercial code [<i>Code de commerce</i>], articles L. 225-180, II and L. 225-184)	chap 6, 8.
Amount of dividends distributed over the last three fiscal years and amount eligible for tax rebate (French General Tax Code, article 243 bis)	chap 6, 4.1.
Changes in the presentation of the financial statements	chap 5, 5. notes 1 and 2
Injunctions or financial penalties for antitrust practices imposed by the Autorité de la Concurrence and whose publication in the management report was required by the Autorité (French commercial code [<i>Code de commerce</i>], article L. 464-2-I, paragraph 5)	chap 3, 1.3.
Information on the way in which the company takes into account the social and environmental consequences of its activity, including consequences for climate change and due to the use of the goods and services it produces Societal commitments in favor of sustainable development, the circular economy and the fight against food waste and in favor of the fight against discrimination and the promotion of diversity (French commercial code [<i>Code de commerce</i>], articles L. 225-102-1).	chap 3, 1.2.; chap 2

Cross-reference table between the universal registration document and the annual financial report

Items included in the report of the Board of Directors to be submitted to the General Meeting	Sections of universal registration document containing the corresponding information
Status of collective agreements entered into by the company and their impacts on the economic performance of the company and on employee working conditions	chap 2
Information on the risks run in the event of changes in interest rates, exchange rates or market price	chap 3, 1.1.; chap 3, 1.2.; chap 5, 5 note 8.
Items provided for in article L. 225-211 of the French commercial code (<i>Code de commerce</i>) in the event of transactions made by the company on its own shares (share buyback scheme)	NA
Items used in calculating and results of the adjustment of bases of conversion and the terms for subscribing or exercising securities giving equity ownership or to share subscription or purchase options (French commercial code [<i>Code de commerce</i>], article R. 228-90)	chap 5, 5. note 11.3.
Summary of the transactions carried out by executives and persons closely associated with them relating to their securities (French Monetary and Financial Code, articles L. 621-18-2 and R. 621-43-I – AMF General Regulation, article 223-26)	chap 6, 1.4.
Details on payment terms for suppliers and customers (French commercial code [<i>Code de commerce</i>], article L. 441-6-1)	chap 5, 7.2.
Loans due in less than two years granted by the company, as a secondary activity to its core business, to micro-to-medium enterprises or intermediate-sized enterprises with which it has economic ties justifying such activity (French Monetary and Financial Code, article L. 511-6, 3 bis)	NA
Vigilance plan to identify risks and prevent serious violations of human rights and fundamental freedoms, damage to health or the environment or threats to safety, resulting from the activity of the company and the companies it controls and the activities of subcontractors and suppliers (French commercial code [<i>Code de commerce</i>], article L. 225-102-4, I)	chap 2
Table showing company results for the last five fiscal years (French commercial code [<i>Code de commerce</i>], article R. 225-102 paragraph 2)	chap 5, 6. p. 288

NA: not applicable.

Cross-reference table between the universal registration document and the annual financial report

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The annual financial report, prepared in accordance with articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the AMF General Regulation, consists of the universal registration document headings identified below:

	Headings	Pages
Statutory Financial statements	chap 5,6.	270
Consolidated financial statements	chap 5,5.	180
Statement by the person responsible for the annual financial report		
Auditors' report on the statutory financial statements	chap 5,6.	285
Auditors' report on the consolidated financial statements	chap 5,5.	266
Management report	Appendix	322
Auditors' fees	chap 5,5.	255
Report of the Statutory Auditors on the financial statements including the observations and certifications required for the report of the Board of Directors on corporate governance (French commercial code [<i>Code de commerce</i>], article L. 225-235)	Appendix	285

NA: not applicable.

Cross-reference table with the headings provided in annex 2 of European Commission (EC) delegated regulation no. 2019-980 of March 14, 2019

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7. Financial and operating income review	
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14. Functioning of the board and management	
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14.2. Information about members of the administrative, management or supervisory bodies' service contracts	NA
14.3. Information about the Audit Committee and Compensation Committee	150
14.4. Statement as to whether or not the issuer complies with its country of incorporation's corporate governance regime	149
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**Cross-reference table with the headings provided in annex 2 of European Commission (EC)
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17. Related party transactions	NA
18. Financial information concerning the issuer's assets and liabilities, financial situation and profits and losses	165-265
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Cross-reference table for the corporate governance report

The following table provides a correlation between the elements of the corporate governance report and the key information required under articles L. 225-37 of the French commercial code (Code de commerce).

	Pages
Functioning of the administrative, management and supervisory bodies	
List of appointments and functions for each corporate officer	142
Agreements	152
Description and implementation of the assessment procedure for ongoing agreements concluded on an arm's length basis	318
Summary of current powers delegated by the General Shareholders' Meeting in relation to capital increases	303
Choice made between the two forms of executive management	138
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Description of the diversity policy applied to Board members, with details of how the Company seeks a gender balance on the Executive Committee and of the gender equality achieved in the top 10% of senior posts	141
Reference to the Afep/Medef Code and implementation of its recommendations	147
Forms of participation in General Shareholders' Meetings	317
Information on compensation of corporate officers	
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Other information	
Information likely to influence a public offer	320

A

Adjusted operating income (EBITA):

It corresponds to operating income before amortization of intangible assets related to business combinations (PPA – Purchase Price Allocation), impairment of goodwill and other intangible assets related to business combinations.

Administrative registered shares:

Shares held in administrative registered form are recorded in the Group's registers and kept in a securities account at the shareholder's financial intermediary.

Afep-Medef Code:

Corporate governance code for listed companies (in France) in its version published by the Afep-Medef in January 2020.

Autorité des marchés financiers – AMF (French Financial Markets**Authority):**

Its tasks include setting the rules for the functioning and ethics of markets, market supervision and protection of shareholders and investors.

B

Bearer share:

Share held in a securities account at the shareholder's financial intermediary.

Bond:

Negotiable debt security issued by a public or private company, local authority or State, paying fixed-rate interest over a specific period and including a promise to repay at maturity.

BtoB (business to business):

It describes exchange activities between companies.

C

Capacitor:

Elementary electronic component, comprising two conducting plates (called "electrodes") in full interaction separated by a polarizable insulator (or "dielectric"). Its main property is to store the opposing electric charges on its plates.

Capital gain:

Gain obtained from the sale of a security, corresponding to the difference between its disposal value and acquisition value.

Cash flow (gross self-financing margin):

Operating cash flows before change in working capital requirement at replacement cost.

Cash flow or self-financing capacity:

This indicator gives the exact measurement of the cash flows that the company is able to generate through its activity during the financial year, independently from changes in working capital requirements that may include a seasonal or erratic aspect. This indicator is presented before tax, dividends and cost of net financial debt.

Charging terminal:

Fixed machine connected to an electricity supply including one or several recharging points and possibly including communications, counting, control or payment systems.

Concession:

Contract between the public administration and a private entity in which the former authorizes the latter, in exchange for compensation, to occupy a public domain or carry out works.

Corporate governance:

Corporate governance describes the system formed by all processes, regulations, laws and institutions designed to govern the way in which companies are managed, administrated and controlled.

Corporate officers:

They are the Chief Executive Officer, the Chairman of the Board of Directors and the members of the Board of Directors.

D

Dielectric film:

Film integrating an insulating substance, capable of storing electrostatic energy.

Diluted net profit per share (diluted NPPS):

Consolidated net profit, Group share, divided by the weighted average number of outstanding shares on the assumption of a conversion of all potential shares (exercise of share subscription options, definitive vesting of free shares, etc.).

The equivalent accounting term is "diluted net earnings per share".

Distribution:

Distribution networks are groups of structures mainly comprising medium or low pressure pipelines. They carry natural gas to consumers that are not directly connected to the mains network or a regional transport network.

Dividend:

A dividend is compensation paid by a company to its shareholders. These receive it without a counterparty and remain the owners of their shares; if not, it would be a share buyback.

It is the shareholders themselves, during the General Shareholders' Meeting, that decide to allocate a dividend if they consider that the company that they own has sufficient resources to distribute assets without affecting its operations.

E

EBITDA:

Operating income before depreciation, amortization and impairment.

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Equity:

Capital belonging to shareholders including capital subscriptions, profits left in reserves and income for the period.

Equity investments (or securities):

An equity investment is a security that does not grant voting rights or a share in the capital. In this sense, it is close to an investment certificate. The equity investment offers the possibility to individuals or investors that are not partners to contribute funds to a company, without a limit on the amount, with compensation that may be attractive.

ESG (Environmental and Social Governance):

Environmental and social and corporate governance are the three main areas assessed by SRI (Socially Responsible Investment) analysts. A positive assessment of these criteria is a gauge of quality. It illustrates the company's ability to develop in a sustainable way.

Euronext Paris:

Stock market company that organizes, manages and develops the market for securities in Paris. It exercises a market regulation function (financial transactions and stock market company monitoring) on behalf of the AMF.

Extraordinary income:

Extraordinary income is a continental accounting concept. It expresses the income generated by a company due to non-recurring events during the considered fiscal year. It only takes into account exceptional income and expenses. Exceptional income may concern management operations (for example, the unexpected recovery of a receivable that has been written off) or capital transactions (for example, income from the sale of an asset: a subsidiary, a plant, production equipment, etc.).

F

Financial capital investments:

Acquisition of equity investments (net of cash acquired) and changes in interests without the takeover of subsidiaries.

Fossil energies:

Energies produced from oil, natural gas and coal.

G

Granting of free shares:

Transaction under which a company creates new shares by incorporating the undistributed income into the share capital and distributes them free of charge to shareholders in proportion to the securities already owned.

Greenhouse gas (GHG):

Atmospheric gas that contributes to retaining the heat emitted by the sun on the Earth. Industries, cars, heating, farming, etc. produce gases, some of which increase the greenhouse effect. The significant increase in greenhouse gases produced by human activities is, among other factors, responsible for global warming and its consequences on the ecosystem.

GRI:

The Global Reporting Initiative (GRI) was created in 1997 by CERES (Coalition for Environmentally Responsible Economies) in partnership with the United Nations Environment Program (UNEP). Its purpose is to raise sustainable development methods to a level equivalent to that of financial reporting, with an aim of comparability, credibility, rigor, periodicity and verifiability of the information communicated.

Depending on the company's objectives, this system is called upon to regulate the relations between the numerous players involved or stakeholders.

The main players are the shareholders who elect either the Board of Directors, which appoints the Executive management, or the Supervisory Board, which appoints the members of the Management Board, depending on the variable modalities of the company's legal regime. The other stakeholders include the employees, suppliers, customers, banks or other lenders, neighbors, the environment and third parties – in their broadest meaning – that may enter into relations with the company due to its activities, behavior or achievements.

H

Hinterland:

Areas of a country away from the coast or the banks of major rivers, opposite to coastal.

HSE (Health, Safety, Environment):

HSE is an acronym that designates a risk management and corporate management methodology in the areas of health, safety and environment. This methodology calls on guidelines of specific standards, for which the application may be subject to certification from the various competent organizations, on a voluntary basis.

I

IFRS (International Financial Reporting Standards):

International accounting standards, applicable from January 1, 2005, prepared by the International Accounting Standards Board (IASB) designed for listed companies or those that call on investors, in order to harmonize the presentation and improve the clarity of their financial statements.

ISO 14001:

International standard designed to verify the organization of procedures and methods of the organizational units of a company, as well as the effective implementation of the environment policy and its environmental objectives.

ISO 26000:

Unique international standard that aims to provide organizations with social responsibility guidelines.

ISO 9001:

International standard that defines quality criteria within work procedures. It concerns product design, management of production tools and the manufacturing process and the quality control of the final product.

K

KPIs:

Key Performance Indicators. KPIs are key indicators of company performance. They provide an overall view of the Group's performance through monthly reporting sent to the Group Executive Committee. They are the performance management benchmark for each geographic area or business line.

L

Liquidity:

Ratio between the volume of shares exchanged and the total number of shares in the share capital.

M

Materiality matrix:

The materiality matrix is a tool that ranks extra-financial issues with a strategic focus. By carrying out its materiality analysis, the company works on themes which (may) have an important and significant impact on its business model and then translates them (as far as possible) into indicators.

The methodology used must be understandable, repeatable and transparent.

Merchandising:

A set of techniques to ensure the best commercial distribution of products thanks to their adaptation to take into account buyer desires and the different components of the sales strategy.

N

Net dividend per share (NDPS):

Share of a company's net income distributed to the shareholders. Its amount is voted by the shareholders during the General Shareholders' Meeting, after approval of the annual financial statements and the appropriation of earnings proposed by the Board of Directors.

Net financial debt:

Non-current financial debts, including the share of under one year, financial debts and other current financial liabilities, less cash, cash equivalents and current financial assets.

Net financial debt/Net cash position:

Sum of loans at amortized cost, less cash and cash equivalents, financial cash management assets and net derivative financial instruments (assets or liabilities) with as underlying a net financial debt item as well as cash deposits backing borrowings.

Net financial surplus/debt:

The Group's cash position is calculated by taking into account cash and cash equivalents, bank credit balances, non-current and current financial debts (see chapter 7 of this document) and financial instruments. Depending on whether this amount is positive or negative, it is respectively a net financial surplus or net financial debt.

Net revenue:

It corresponds to revenue after the deduction of re-billable costs.

O

Off-grid system:

Autonomous production systems not connected to the electricity network.

OHSAS 18001:

The OHSAS 18001 standard sets a certain number of requirements that a workplace health and safety management system must meet. OHSAS is a model for setting up and certifying a workplace health and safety management system. It is a systematic approach applicable on an international scale, that may be integrated without major problems into an already existing, certifiable or certified management system.

Oil pipeline:

Pipeline for transporting oil.

On-grid systems:

They involve locally generating and consuming the solar energy produced by their photovoltaic panels.

Operating income:

Operating income is the income generated by a company through the usual operation of its production factors. It does not take into account financial income and expenses, or exceptional income and expenses, employee profit sharing, or income tax.

P**Par value:**

Initial value of a share set by a company's bylaws. The share capital of a company is reached by multiplying the par value by the number of shares comprising this capital.

Photovoltaic panels:

System to transform light energy into electricity.

Pipeline:

Pipe used to transport fluids and liquefied products over long distances.

Public exchange offer:

In finance, a public offer is an operation launched by a company, financial group or other private entity, in the form of a proposal made to the public to buy, exchange or sell a certain number of securities in a company, under precise, regulated procedures that are controlled by the stock market authorities, notably with regard to the financial information to be provided to the general public (in France, the AMF and in the United States, the SEC).

Public-private partnership (PPP):

This partnership is based on a contract under which the public authority entrusts certain missions to a delegated body along with set objectives. The public authority sets the private operator's service objectives retaining ownership of the assets and regulation power. Local authorities increasingly use this type of partnership to manage their water services.

Pure registered shares:

Shares held in pure registered form are recorded in the Group's registers, which then ensures their management. The shares are stored in a securities account within Bolloré Group.

Q**Quality-Safety-Environment (QSE certification):**

Corresponds to the implementation of an integrated management system based on ISO 9001, ISO 45001 and ISO 14001 allowing companies to have a global risk management policy.

Quorum:

Minimum percentage of shares present or represented and having a voting right that is required in order that the General Shareholders' Meeting may validly deliberate.

R**Rating agency:**

A financial rating agency is an organization responsible for assessing the risk of default on payment of debt or a loan from a State, a company or a local authority.

Recurring Operating Income (ROI):

Recurring operating income corresponds to the margin of current activities less overheads, depreciation, amortization and provisions.

Registered share:

Share recorded in the issuer's registers.

Renewable energies:

Forms of energy whose production does not generate a reduction in resources on a human scale, for example solar, wind, geothermal or hydroelectric energies.

Reserves:

Retained earnings, kept by the company until a contrary decision.

ROCE (return on capital employed after tax):

Return on capital employed after tax is calculated based on the Group's consolidated financial statements, using the following ratio for the period considered:

the numerator: net income – cost of net financial debt after tax for the considered period;

the denominator: average of total equity + net debt at the end of the last three half years.

Roll on/roll off:

Expression in logistics used to describe maritime vessels onto which trucks or trailers drive on and drive off. Also known as "ro-ro".

S**SEVESO site:**

SEVESO sites are industrial installations in which the activity is related to the handling, manufacturing, use or storage of hazardous substances. The French Government lists them according to the level of risk that they can cause.

Share:

Negotiable security representing a fraction of a company's share capital. The share gives its holder, the shareholder, the title of partner and grants him/her certain rights. The share may be held in registered or bearer form.

Share buyback:

Transaction on the stock market in which a company purchases its own shares, up to 10% of its share capital and after authorization from its shareholders at their General Shareholders' Meeting. The purchased shares do not enter into the calculation of net profit per share and do not receive dividends.

Share split:

Division of the par value of a share in order to improve its liquidity. The share split leads to the division of the share price and the multiplication of the number of shares in the share capital, in the same proportions. The value of the portfolio remains identical.

Shipping:

The seller entrusts the goods to a transporter for delivery to the customer.

Sponsorship:

It designates financial or material support provided to an event or individual by an advertising partner in exchange for different types of advertising visibility related to the event or individual.

SRI (Socially Responsible Investment):

Socially responsible investment includes environmental, social and governance (ESG) criteria in its analysis and investment choice processes, in addition to the usual financial criteria.

Stock market capitalization:

Value given by the market to a company at a given time. This value is equal to the stock market price multiplied by the total number of outstanding shares.

Stock option:

A stock option gives the right to subscribe at a price set in advance, for a set period, to shares in a company.

Streaming:

Technique for transmitting and receiving multimedia data online in a continuous way, avoiding the need to download data and allowing live broadcasting (or with a slight lag).

Supply chain:

Designates all of the links in supply logistics.

U**UCITS (Undertakings for Collective Investment in Transferable Securities – OPCVM in French):**

A savings product that holds part of a collective portfolio invested in securities, with management carried out by a professional, including SICAV and FCP in France.

V

Volatility:

Range of variation of a share over a given period. It is an indicator of risk: the higher the volatility, the higher the risk.

W

WARC Rankings:

Report and all annual rankings taking stock of the creative performance of advertising agencies and networks. The Gunn Report may be seen as a ranking of the rankings of advertising competitions and festivals.

Waterway transport:

Land transport using interior waterways (canals, navigable channels, rivers, etc.) allowing the transportation of goods and people.

Y

Yield or return:

Ratio between the amount of dividend per share and the stock market price.

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