Translation for convenience only. The French version of this document prevails.

Guillemot
CORPORATION

Hercules THRUSTMASTER®

2022 UNIVERSAL REGISTRATION DOCUMENT

INCLUDING THE **2022 ANNUAL FINANCIAL REPORT**

2022 UNIVERSAL REGISTRATION DOCUMENT INCLUDING THE 2022 ANNUAL FINANCIAL REPORT

This document also includes the full Management Report
and the report on corporate governance.

The Universal Registration Document was filed with the AMF (France's financial markets authority), as the competent authority under Regulation (EU) 2017/1129, on April 26, 2023. In accordance with Article 9 of the aforementioned regulation, it was filed without prior approval.

The Universal Registration Document may be used for the purposes of a public offering of financial securities or the admission to trading of financial securities on a regulated market provided it is supplemented by a short-form prospectus and, as the case may be, a summary and any amendments to the Universal Registration Document. The resulting documentation shall together be approved by the AMF in accordance with Regulation (EU) 2017/1129.

A cross-reference table is provided on page 215 of this Universal Registration Document to help the reader find the information referred to in Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of March 14, 2019.

This 2022 annual financial report is a reproduction of the official version of the annual financial report prepared in XHTML format and available from the issuer's website at www.guillemot.com.

Pursuant to Article 19 of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, the following information is incorporated by reference into this Universal Registration Document:

- The consolidated financial statements for the year ended December 31, 2021, together with the statutory auditors' report pertaining thereto, found on pages 115-149 of the Universal Registration Document filed with the AMF on April 27, 2022 under number D.22-0353 (https://www.guillemot.com/DEU/2021.xhtml)

- The consolidated financial statements for the year ended December 31, 2020, together with the statutory auditors' report pertaining thereto, found on pages 117-150 of the Universal Registration Document filed with the AMF on April 28, 2021 under number D.21-0372 (https://www.guillemot.com/wp-content/uploads/2021/04/GuillemotCorporation_URD_exercice2020.pdf)

Information included in these documents other than the information referred to above has, where applicable, been replaced and/or updated with information included in this Universal Registration Document.

CONTENTS

➢ 2022 MANAGEMENT REPORT

Dear Shareholders,

In accordance with statutory and regulatory provisions and the requirements laid down in the Articles of Incorporation, we have convened this shareholders' general meeting to examine the financial statements for the fiscal year ended December 31, 2022 and to report on the business of the Guillemot Corporation Group and its parent company during that year.

The financial statements, reports and other documents and information laid down in regulations were provided or made available to you within the statutory deadlines.

1. BUSINESS OF THE COMPANY AND THE GROUP DURING FISCAL 2022

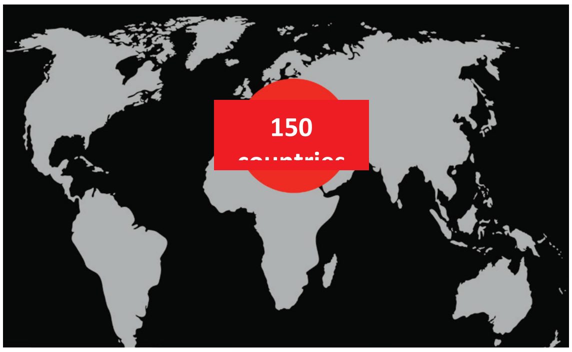
Listed on the stock market since 1998 and active in its sector since 1984, the Guillemot Corporation Group is a major player in the interactive entertainment market through its two brands, Hercules and Thrustmaster, and is considered a global leader in its field.

The Group specializes in the design and marketing of digital peripherals and accessories for PCs and gaming consoles. Business development is structured around two flagship brands:

- **Hercules** in the audio equipment and peripherals segment (mixing decks for amateur and semi-professional DJs, DJ headphones, DJ speakers, etc.)
- **Thrustmaster** in PC and console gaming accessories for experienced gamers as well as consumers more generally (gamepads, racing wheels, joysticks and gaming headsets)

Thanks to its two brands, the Group has a strong reputation in the global PC and console gaming accessories industry. Its extensive and unique product portfolio, evenly split between its two brands, allows it to capitalize on emerging new trends.

With operations in 11 countries (France, Germany, the United Kingdom, the United States, Canada, Spain, Italy, Belgium, the Netherlands, China [Shanghai, Shenzhen and Hong Kong] and Romania) and its products sold in 150 countries, the Group is able to provide users with high-quality products and services that deliver optimal performance, with a constant focus on innovation and a perpetual search for excellence at the core of its concerns.



Ever since it was created and brought its first products to market, the Group has based its development on a unique and innovative model: drawing on its many strengths, the Group endeavors to maintain a varied catalog of accessories and to always be as innovative as possible. In its constant quest for innovation, the Group offers high-performance digital solutions that maximize enjoyment for consumers and gamers. Some years ago, the Group adopted a regional sales organization to optimize the availability of Hercules and Thrustmaster products across retail networks and ensure all its users were well served. Thrustmaster products are now available in 150 countries worldwide.

With four research and development units based in France, Canada, Romania and China, the Group has expertise in audio technology as well as research and development teams all over the world, enabling it to

design products at the cutting edge of technology. Hercules is recognized for its innovation in the musical entertainment market, a segment with universal reach in which it aims to remain a key player.

Given the highly competitive environment in which it operates, it is vital that the Group differentiate itself. Passion, quality and innovation are the fundamental values espoused by the Group, which stands out for its ability to innovate and its embrace of design thinking to ensure it always meets consumers' expectations.

The Covid-19 pandemic forced the Group to rethink its working methods, not only to protect the health of its workforce but also to establish new rules to ensure the availability of its products without changing its strategy.

In 2022, the Group worked hard to:

- maintain strong business momentum, with sales growing across all geographies and a strengthening trend in the Asia-Pacific region;
- maintain a good level of production throughout the year despite pressure on components and ensure that the supply chain continued to run smoothly;
- maximize sales of standard product ranges and successfully launch and establish key new Thrustmaster and Hercules products (particularly the *T248* racing wheel, the *TCA Yoke Pack Boeing Edition* and the *DJControl Mix*),
- adopt measures and put in place specific organizational arrangements to meet market demand and address the tight supply situation;
- benefit from strong momentum in the *DJControl Inpulse* range of controllers, which drove growth in the Hercules brand;
- ship volume direct to major customers, in particular leading global e-tailers, so as to better anticipate consumer demand;
- adapt and strengthen its global trade marketing capability to respond to the new challenges posed by e-commerce and the need to boost promotional visibility with its partners;
- step up its recruitment efforts and run sales promotions and marketing campaigns to drive business growth;
- develop its dedicated Amazon team;
- boost production capacity in China and begin production in Western Europe;
- work with game developers to maintain strong momentum;
- maximize the potential of new products;
- anticipate logistics lead times to maintain product flows.

The Group successfully brought a number of new products to market in 2022:

- The T128 consumer racing wheel and the T818, a new high-end racing wheel incorporating Direct Drive technology
- The *ESWAP S PRO CONTROLLER*, officially licensed for Xbox Series X|S and Xbox One and PC-compatible
- The Hercules DJCONTROL INPULSE 300 MK2 controller

The Group is always keen to work with official partners to enable its customers to experience unique thrills, learn from its partners' history and bring dreams to life through video game products.

1.1 Hercules: the unrivaled standard for DJs

Established in the United States in 1982 and acquired by Guillemot Corporation in 1999, Hercules made history by becoming a global pioneer in the graphics card market, notably by creating a number of new standards. For over 35 years, Hercules has put all its energy into innovating and developing digital audio solutions that continue to make waves. At Hercules, each and every innovation is driven by a passion for music, resulting in cutting-edge gear recognized for its precision and sound quality. From the first quadrophonic PC sound card to the first portable DJ mixing desk with integrated audio for PC and Mac, Hercules has built up extensive know-how. The brand is now renowned for its audio expertise and is one of the world's foremost makers of mobile DJ controllers.

Since 2021, with the rapid rise of livestreaming raising copyright challenges, Hercules has been developing a range of services to offer the ultimate experience to beginners and more advanced DJs alike.

Hercules' achievements in 2022 include the following (see consolidated financial statements to December 31, 2022, note 5.6.1, "Segment information by business area"):

- Announced two new future versions of its software: DJUCED® PRO and DJUCED® PRO+;
- Launched its latest controller, the *DJControl Inpulse 300 MK2;*
- Launched the exclusive *DJControl Mix Blue Edition* console for the Amazon US website on October 15, 2022 and the exclusive edition on Amazon Europe on November 15, 2022.

Guillemot Corporation has a professional anechoic chamber which it uses to develop its range of DJ speakers, DJ headphones and gaming headsets. The chamber's walls are covered with dihedrons made from absorbent material for measuring sound waves without any of the disruption linked to reflections, thus recreating "free field" conditions.

Its investment in research and development enable Hercules to design innovative products that meet the expectations of demanding communities in the music world.

1.1.1 The Hercules DJ range

The Hercules brand, a globally recognized player in the portable mass-market mixing controller segment, is the undisputed leader, with the Hercules DJ experience winning over the DJ community from beginners right through to the most advanced DJs. With a regular flow of new product launches, Hercules is a pivot brand in the DJ market.

- **DJUCED software**

Since 2018, Hercules products have included built-in help such as the Intelligent Music Assistant, which suggests tracks from the DJ's library or from streaming music platforms Beatport LINK and Beatsource LINK. It also offers an "Energy" feature to help manage the party mood by adjusting danceability so as to suggest the best tracks to mix.

The Intelligent Music Assistant makes it easy for any DJ to pick the best track to play, whether during practice sessions or while performing live. DJ Hercules DJUCED, launched in 2011, is a popular, high-performance software package downloaded by more than 150,000 people between December 2020 and December 2021.

New developments are regularly added, for example:

- A simpler, more user-friendly and more intuitive interface that adapts to every user, from beginners through to experts
- A quicker and easier launch process, complete integrated help in 14 languages and ready-to-mix tracks
- DJ Academy integration, offering a library of videos to help learn the basics of DJing
- The Intelligent Music Assistant (IMA) to help improve track selection
- A number of streaming platforms: Beatport Streaming and Beatsource Streaming, Qobuz, SoundCloud Go+ and Tidal to make sure DJs always have the hottest tracks at their fingertips

Now in version 5.3, DJUCED is regularly updated to ensure it continues to meet users' needs. In 2022, the DJUCED® team marked its tenth birthday by announcing two new future versions of the software: DJUCED® PRO and DJUCED® PRO+.

Just over a year ago, Hercules launched the very first ultra-compact DJ controller dedicated to mixing tracks on smartphone. Linked with Algoriddim djay, one of the world's most popular DJ apps for iOS and Android, the *Hercules DJControl Mix* controller quickly attracted thousands of users all over the world. With the product making a splash on TikTok and receiving praise from DJs and content creators, Hercules went even further by launching a color collection consisting of the *DJControl Mix Blue Edition* and the *DJControl Mix Orange Edition*.

The *DJControl Mix* deck is also now available from Apple Premium resellers in China, where it is stocked by a number of retailers.

- **HERCULES OFFICIAL MUSIC**

To meet the expectations of consumers looking for music to help them get started in DJing and royalty-free tracks they can freely use in their mixes, Hercules offers new tracks produced by the brand each month through *Hercules Official Music*, now celebrating its first year.

- **DJCONTROL INPULSE 300 MK2**

Fresh from the success of its *DJControl Inpulse* range, Hercules is proud to have joined forces with Serato to launch a new version of its best-selling *DJControl Inpulse 300:* the *DJC Inpulse 300 MK2*. Attendees at the NAMM Show, an international music industry exhibition held in Anaheim, California from June 3-5, 2022, had an exclusive sneak peek at the brand new Hercules DJ controller.

1.2 Thrustmaster: the brand for true fans of console and PC gaming accessories

Established in 1992 and acquired by Guillemot Corporation in 1999, Thrustmaster brings its expertise and technical knowledge to the video game accessories market. For nearly 30 years, Thrustmaster has been developing high-tech accessories such as racing wheels, joysticks and gamepads for gaming consoles and PCs designed to satisfy and entertain gamers of every stripe.

Thrustmaster aspires to continually improve the realism and immersivity of legendary gaming universes by offering immersive and realistic experiences. Thrustmaster's PC and console gaming accessories bring to life the dreams of occasional gamers and hardcore video game fans alike.

Key achievements for the Thrustmaster brand in 2022 include the following (see note 5.6.1 to the consolidated financial statements to December 31, 2022, "Segment information by business area"):

- Brought to market the Xbox Series X|S and Xbox One version of the *T248* racing wheel in the first quarter of 2022

- Launched the base version of the *TCA Yoke Boeing Edition* officially licensed by Boeing and continued to establish the *TCA Yoke Pack Boeing Edition* inspired by the iconic Boeing 787 Dreamliner
- Launched two major new racing accessories in late October, demonstrating its expertise in Force Feedback: the most affordable Force Feedback racing wheel in the market, the *T128*, strengthening the brand's market presence; and a next-generation premium racing wheel with *Direct Drive* technology, the *T818*
- Launched the *TCA Sidestick X Airbus Edition* civil aviation joystick for Xbox Series X|S consoles, officially licensed by Airbus
- Attended the Paris Motor Show for the first time in mid-October, rubbing shoulders with key players in the automotive industry
- Partnered with a number of prestigious global eSports competitions such as GT World, the Le Mans Esports Series and the Ferrari Esports Series

1.2.1 Racing wheels and accessories

Considered a flagship brand in the racing wheel category and the high-end racing wheel segment more specifically, Thrustmaster is the favorite brand of hardcore gamers seeking unique thrills.

Year after year, Thrustmaster continues to delights its growing community of hardcore gamers, offering them innovative, high-performance racing wheels.

At the 2022 Paris Motor Show, Thrustmaster unveiled its latest Force Feedback racing wheel, designed for gamers looking to get into racing simulation. The T128 racing wheel uses the same Hybrid Drive technology as its big brother, which combines belt and gear mechanisms to deliver 20% more Force Feedback than the previous Thrustmaster T150 and TMX models.

With controlled Force Feedback, an LED display and magnetic paddle shifters and pedals, the T128 racing wheel delivers unparalleled performance at an ultra-competitive price, making it a must-have accessory for anyone looking to get into sim racing.

In 2022, the US racing wheel market grew 10.9% by value to $127.8 million*. Sales of Thrustmaster racing wheels fell 5.28% by value *(source: © 2023 The NPD Group, Inc., All Rights Reserved; Proprietary and Confidential; Property of NPD and its Affiliates; Licensed for Use by NPD Clients Only; extract at January 2023; *not including racing wheels compatible with the Nintendo Switch console).*

In the top five European countries of France, Germany, the United Kingdom, Italy and Spain, the racing wheel market grew 4.6% by value to €165.4 million. Thrustmaster is the number one player in racing wheels, with a market share by value of 30.7%, up 3.4 percentage points *(source: © GfK 2023, All Rights Reserved).*

1.2.2 Headsets for online gaming

Thrustmaster did not release any new products in this category in 2022.

1.2.3 Gamepads

Through its ESWAP range, Thrustmaster offers a comprehensive and upgradeable ecosystem of professional gamepads for eSports players, including color and customization kits and the free ThrustmapperX app.

Thrustmaster continues to establish its eSWAP brand within the Trackmania and Rocket League communities. The *ESWAP S PRO CONTROLLER*, launched in April, was the subject of numerous rave reviews. Gaming website www.impulsegamer.com awarded the controller 4.5 stars for its in-game precision.

In its perpetual quest to improve its gamepads, Thrustmaster seeks to provide even its most experienced users with the perfect gaming experience.

The *ESWAP S PRO CONTROLLER*, the latest addition to the ESWAP family, is an advanced adjustable gamepad designed for competitive gamers seeking high levels of precision and responsiveness when playing with Xbox Series X|S, Xbox One and PC.

The US market for gamepads* was more or less stable in 2022, growing 1.5% by volume and declining 0.55% by value (*source: © 2023 The NPD Group, Inc., All Rights Reserved; Proprietary and Confidential; Property of NPD and its Affiliates; Licensed for Use by NPD Clients Only; *Xbox gamepads priced at between $70 and $200).*

In the top five European countries, the gamepad market grew 18% by value. Sales of Thrustmaster gamepads grew 18% by value and 30% by volume *(source: © GfK 2023, All Rights Reserved).*

For the second year running, Thrustmaster was official supplier to the Trackmania Cup, held in June 2022.

With more than 15,000 spectators and 180,000 viewers on Twitch watching the end of this competition on one of France's biggest stages following a very tight semi-final round and a breathtaking final, the duo of Thrustmaster ambassador Gwen and Affi from the BDS team won the 2022 Trackmania Cup.

1.2.4 Flight simulation accessories

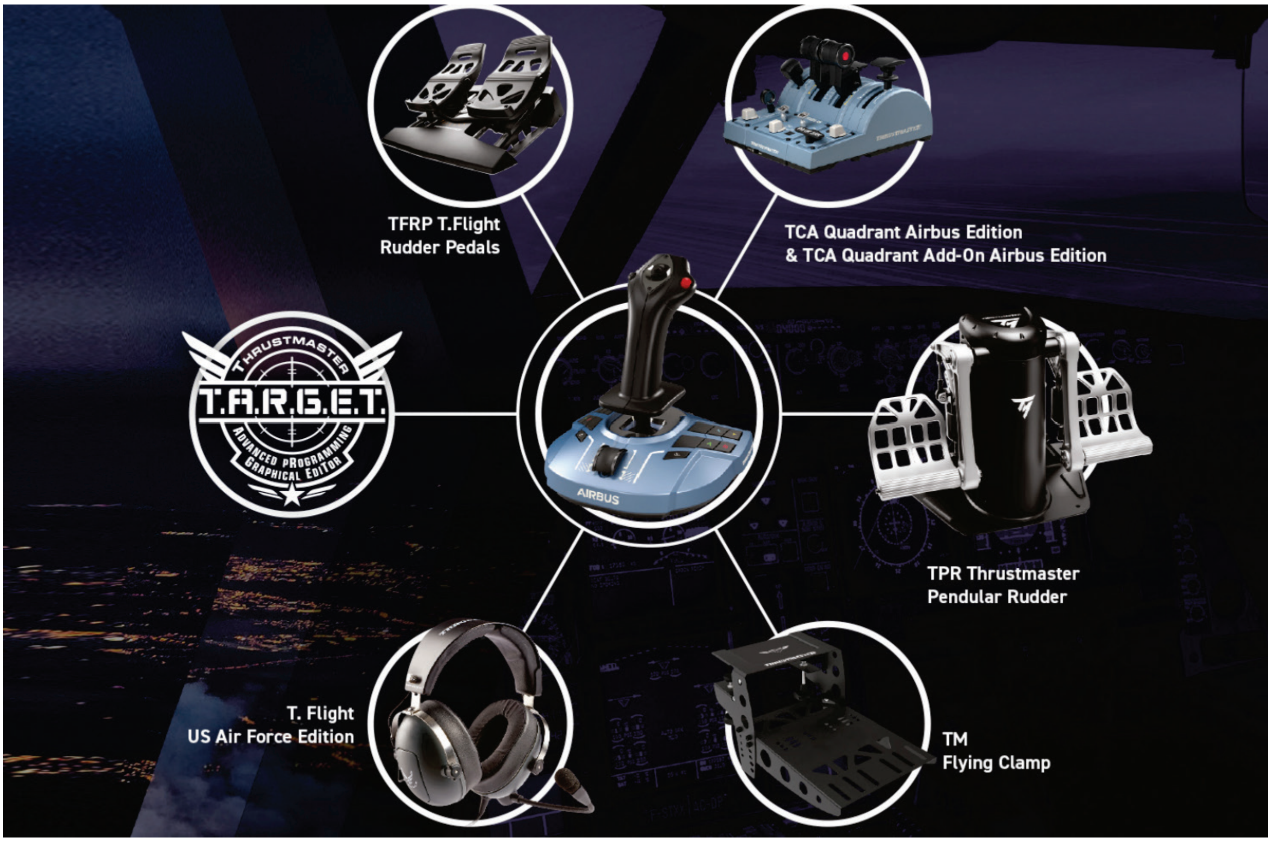
The Group is number one in the flight simulation accessories market in both Europe and the United States.

One of the highlights of the second quarter was the May 25 release of the global hit film "Top Gun: Maverick", with Microsoft releasing a new DLC pack for its Flight Simulator game.
Thanks to its partnership with Microsoft, the Group was able to run a promotional campaign that boosted joystick sales.

Thrustmaster had another busy year in the eSports arena, participating in a number of events. The Group took part in numerous air shows and simulation events in the second half of 2022. At the Royal International Air Tattoo, which attracted more than 120,000 spectators, the Group supported the Virtual Red Arrows at the Royal Air Force's eSports stand.

In mid-November 2022, Thrustmaster took part in the second *Congrès de la Chasse* event at the National Air and Space Museum in Le Bourget. With over a hundred fighter pilots and astronauts in attendance, Thrustmaster ran a number of activities based around flight simulation and aerial combat.

Thrustmaster is constantly working to expand its range of joysticks and broaden its appeal.
Since launch, the *TCA Airbus Edition* range has established itself as a benchmark in PC-based civil aviation simulation. Thrustmaster is proud to now offer the Xbox-compatible *TCA Sidestick X Airbus Edition* and *TCA Captain Pack X Airbus Edition*.



In early November, the new *TCA Airbus Edition* range for Xbox Series X|S and PC was introduced on the Xbox stand at Paris Games Week. The event gave amateurs an opportunity to try out the new *TCA Captain Pack X Airbus Edition* on Microsoft Flight Simulator 2020 on the day of its worldwide release.

The *TCA Sidestick X Airbus Edition* joystick is a new version that includes all of its predecessor's key features and adds a redesigned base, an enhanced throttle offering increased comfort, and new touch buttons for an immersive flying experience. It has been rethought to offer improved stability and connectivity, including two USB-A ports for connection to the ecosystem of accessories, one USB-C port for power and a jack socket to connect the headset. It can easily switch from Xbox to PC and back at the touch of a button. It comes with a one-month Xbox Game Pass Ultimate, which includes Xbox Live Gold and access to over a hundred high-quality games. Subscribers can play games like Microsoft Flight Simulator with their friends on console or PC and sign up for an EA Play subscription.

In 2022, the US joystick market grew 61.6% by value to $36.2 million. Thrustmaster was number one by both value and volume, strengthening its positioning in the segment *(source: © 2023 The NPD Group, Inc., all rights reserved; proprietary and confidential property of NPD and its affiliates; licensed for use by NPD clients only).*

In the top five European countries, the joystick market grew 7.4% by value (to €29.6 million) and 6.7% by volume. Thrustmaster was number one by both volume and value *(source: © GfK 2023, All Rights Reserved).*

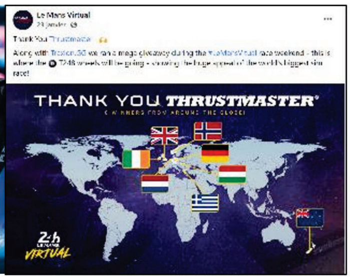
1.2.5 eSports

Thrustmaster is very well placed in both the racing and flying segments of the eSports market and continues to be very active in this field.

The resumption of live exhibitions meant Thrustmaster was able to once again take advantage of these events to reconnect with its enthusiastic community of gamers.

1.2.5.1 eSports racing

To cater for the release of the *F1® 22* racing game in July 2022, the Group put in place an action plan to meet strong demand for accessories such as the *Formula Wheel Add-On Ferrari SF1000 Edition* racing wheel. The Group's partner Motorsport Games played a very active role at the most recent 24 Heures du Mans competition on June 11 and 12, making eight Thrustmaster racing simulators available for on-site use during the Le Mans virtual competition. With more than 1,500 people taking part, the event was a big success. Thrustmaster is official partner of the Le Mans Virtual Challenge, with the brand supplying equipment for use in the competition including eight simulators equipped with the *TS-XW* servo base, the *TM Open Wheel Add-On*, the *T-LCM Pedals* and the *T.Racing Scuderia Ferrari Edition-DTS* headset.



At the Canadian Grand Prix held in Montreal on June 19, Thrustmaster provided racing simulators for use at a number of exhibition stands, to the delight of F1 fans attending the race.

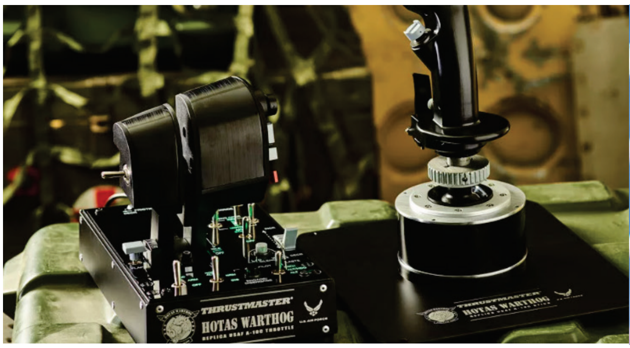
Keen to represent reality as accurately as possible in the virtual world, Thrustmaster for the first time attended the Paris Motor Show, where it rubbed shoulders with key players in the automotive industry. In a space Measuring over 100 square meters, visitors were able to drive and experience the thrills and spills of racing thanks to Thrustmaster's racing wheels and pedals.

In March 2022, the Ferrari Esports Series 2022 launch event provided excellent visibility for Thrustmaster: VIPs were able to try out the Group's products, including in particular the *Formula Wheel Add-On Ferrari SF1000 Edition* and the *T.Racing Scuderia Ferrari Edition-DTS* headset. Thrustmaster has renewed its partnership for the forthcoming season, which will see the introduction of both a new format and new geographical regions (North America as well as Europe) as well as new games (Assetto Corsa Competizione as well as Assetto Corsa).

Thrustmaster is official partner of the *FIA Rally Star* program, which aims to spot future real-life rally stars for the Fédération Internationale de l'Automobile (FIA). The program and partnership are global in scope and run for several years. In early November, Thrustmaster partnered with Xbox at the Paris Games Week. The brand's stand showcased the *ESWAP* range, the *T128* racing wheel and the newly launched *TCA Captain Pack X Airbus Edition.*

1.2.5.2 eSports flying

In July 2022, Thrustmaster attended the Royal International Air Tattoo 2022 at RAF Fairford air base (in Gloucestershire), 90 minutes from London.



With over 170,000 visitors, this event is the world's largest military air show.

2. RESEARCH AND DEVELOPMENT UNDERTAKEN BY THE COMPANY AND THE GROUP

The Group's global research and development activities are based in four countries (France, Canada, Romania and China) and encompass the design of electronic and mechanical products and the development of embedded software and applications. The Group invests significant amounts in research and development every year.

Its Guillemot Innovation Labs SAS subsidiary, established in 2018, continues to build on its existing expertise in research and development. The subsidiary is involved in the innovation process, using a "design thinking" process to validate the emerging needs of gamers and musicians.

The Group invested €8.4 million in research and development in 2022, equating to 4.5% of consolidated turnover.

3. ANALYSIS OF THE BUSINESS, RESULTS AND FINANCIAL POSITION OF THE COMPANY AND THE GROUP IN FISCAL 2022

- Business performance

The Group's turnover increased 6% in full year 2022 to €188.0 million. Turnover was down 29% in the fourth quarter.

Group sales held steady over the full year in the European Union and United Kingdom region and grew 10% in North America and 19% in the rest of the world.

The Group generated net income from ordinary activities of €34.2 million and consolidated net income of €20.4 million after taking into account an unrealized financial loss of €7.4 million on the Group's portfolio of Ubisoft shares.

The Group maintained an accounting gross profit margin of over 54% despite an inflationary environment and more intense competition.

Thrustmaster

- **Flying/joysticks**: 2022 was a particularly busy year for flying accessories.

  One of the highlights of the second quarter was the May 25 release of the global hit film "Top Gun: Maverick", with Microsoft releasing a new DLC pack for its Flight Simulator game. Thanks to its partnership with Microsoft, the Group was able to run a promotional campaign that boosted joystick sales.

- **Racing wheels**: Thrustmaster launched its T128 racing wheel in 2022. This new racing wheel combines belt and gear mechanisms to deliver 20% more Force Feedback than the previous Thrustmaster T150 and TMX models.

  The Group has also jumped into the fray of Direct Drive eSports products, launching its *T818* PC racing wheel, which has achieved early success in terms of its positioning and the intense racing experience it delivers.

  Thrustmaster is very well placed in the eSports market and remains highly active in this field.

  The resumption of live exhibitions meant Thrustmaster was able to once again take advantage of these events to reconnect with its enthusiastic community of gamers.

- **Gamepads**: through its ESWAP range, Thrustmaster offers a comprehensive and upgradeable ecosystem of professional gamepads for eSports players, including color and customization kits and the free ThrustmapperX app. Thrustmaster continues to establish its eSWAP brand within the Trackmania and Rocket League communities. The *ESWAP S PRO CONTROLLER*, launched in April, was the subject of numerous rave reviews.

Hercules

In 2022, Hercules:

- announced two new future versions of its software: DJUCED® PRO and DJUCED® PRO+.
- launched its latest controller, the *DJControl Inpulse 300 MK2;*
- launched the exclusive *DJControl Mix Blue Edition* console for the Amazon US website on October 15, 2022 and the exclusive edition on Amazon Europe on November 15, 2022.

With rapid growth in livestreaming and challenges linked to copyright, Hercules is developing a range of services to offer the ultimate experience to beginners and more advanced DJs alike.

Impact of Covid-19
With lockdowns and stay-at-home measures heightening interest in video games and boosting demand for specialized accessories, the Group's sales were not affected by the public health situation.
Supply chain pressures and shortages of electronic components and raw materials were also less pronounced in 2022.

Impact of the Russian invasion of Ukraine
In 2021, the Group generated turnover of €3 million in Russia and Ukraine.
Relevant trade receivables at February 24, 2022 totaled €0.9 million and there were no outstanding receivables in fiscal 2022.

- Results and financial position

The Guillemot Corporation Group's turnover grew 6% in 2022 to €188.0 million, translating into net income from ordinary activities of €34.2 million, up from €33.0 million in 2021.

The Group posted net operating income of €34.2 million in 2022, compared with €33.0 million in 2021. Consolidated net income totaled €20.4 million, up from €13.7 million the previous year. This includes a financial loss of €7.4 million arising from a revaluation loss on the portfolio of Ubisoft Entertainment shares held by the Group.

Amid increasing competition and rising inflation, the Group maintained an accounting gross profit margin in excess of 54%.

Shareholders' equity stood at €104.4 million at December 31, 2022. The Group's financial structure is robust, with net debt negative at -€21.3 million at December 31, 2022 (excluding the portfolio of available-for-sale securities: €11.7 million), compared with a negative net debt position of -€5.2 million at December 31, 2021.

3.1 Buoyant sales in 2022

The Group had a strong year in 2022: full-year turnover grew 6% to €188 million, with Thrustmaster and Hercules posting growth of 5% and 39% respectively.

Fourth-quarter 2022 turnover came in at €46.9 million, down 29% from the same period a year earlier, when racing wheel shipments were particularly strong ahead of the release of the flagship Gran Turismo 7 game. Despite this unfavorable base effect, the Group had its second best fourth quarter of all time.

Sales outside France totaled €170.9 million in 2022, accounting for 91% of total consolidated turnover.

- North America

The Group's North American sales grew 10% in the year, up from €49.9 million to €54.8 million.

- European Union and United Kingdom

Group sales in the European Union and United Kingdom region held steady in 2022, down from €93.7 million to €93.5 million.

- Other countries

Sales in other countries also grew 19% over the period, up from €33.3 million to €39.7 million.

The Group's huge network of distributors includes the following:

- Europe and CIS/EE: Amazon, Auchan, Intertoys, Boulanger, Carrefour, Casino, Cdiscount, Conforama, Cora, Conrad, Dixon, El Corte Ingles, Eroski, Euronics, Fnac, Game UK, LDLC.com, Leclerc, Makro, Media Markt, Micromania, Netto, Rue du Commerce, Saturn, Sonai, Tesco, Thomann, Toys "R" Us, Unieuro, Worten, etc.

- North America: Amazon.com, Target, Best Buy, Buy.com, Costco, Gamestop, Walmart, Guitar Center, Meijer, Micro Center, New Egg, B&H, Nebraska Furniture, The Source, Sam Ash, Musician's Friend, etc.

- South America: Kabum, Amazon, Carrefour, Walmart, Fnac, Saraiva, Extra, Fast, etc.

3.2 A global supply chain still at the cutting edge

The Group covers three global regions that account for the majority of high-tech product sales in North and South America, Europe and Asia and optimizes logistics by shipping direct to each continent from production sites in Asia.

The Group has its own international logistics base in France with extensive storage capacity, enabling it to serve the whole of Europe, including Eastern Europe. However, it uses logistics providers based in the United States, Hong Kong, Yantian and Shanghai to handle both wholesale sales and e-commerce, enabling the Group to ship to all continents.

Thanks to the development and evolution of its logistics platforms in Asia (Hong Kong since early 2013 and Yantian since 2020), the Group continues to optimize direct shipping from Asia to all its European, Asian and American customers, enabling it to maximize the efficiency of its supply chain. A new third-party US logistics hub, opened in late 2021, has helped optimize direct-to-consumer shipping in North America. By maintaining shipping options from Asia and consolidating orders in high-capacity containers, the Group has helped all its customers route goods to their desired destinations and provide faster shipping while continuing to reduce the environmental impact of transportation. The introduction of a program to reduce the number of drop-off points from the French distribution hub (e-commerce customers) has also helped the Group optimize shipping and improve the carbon footprint of road transportation.

3.3 A constantly evolving customer support service

The Group's customer service is provided by technical advisors based in France, Canada (Montreal) and Romania (Bucharest). In 2022, the Group expanded its customer service workforce to meet growing demand. Customer service in China and Japan is handled by a subcontractor to ensure consumer requests receive a quick response. The consumer support service is backed up by the Group's logistical capability, which ships out replacement parts, and three repair centers (in France, the United States and Canada) that repair products both under warranty and out of warranty. The service responds to incoming requests via e-mail, live chat and telephone in seven languages. Increasing the number of available spare parts has made it possible to quickly respond to customer requests, lengthen product lifespans and reduce the carbon impact of shipping products back to repair centers. The new Customer Relationship Management system implemented in 2021 can accurately track requests, enabling the Group to quickly provide responses tailored to the needs of each individual consumer.

3.4 The Group's competitive environment

The Group faces a wide variety of competitors in its markets, offering products aimed at gaming fans, music enthusiasts with its DJing and speaker lines, gamepads for online gamers, and PC and console gaming accessories. The markets in which the Group operates are highly competitive, with a number of international players vying for business. However, the success of the Group's growth strategy depends first and foremost on its innovative, high-quality products and the strong image projected by its two brands, Hercules and Thrustmaster.

The market is characterized in particular by a growing reliance on technological advances linked to changing consumer behaviors. Convinced that the success of its product ranges is built on its international positioning, the Group aims to be the number one player in each of its business areas in every one of the countries in which it operates. Against this backdrop, the Group enjoys a significant competitive edge and works hard to anticipate demand and constantly reinvent its products.

The Group's research and development capability and expertise in innovation are key drivers of differentiation. This strategic emphasis is consistent with consumers' expectations. Thanks to its accumulated know-how, the commitment of its research and development, sales and marketing teams, and its technological expertise, the Group is able to create unique, differentiated products that help it more effectively meet the needs of gamers around the world.

Key competitors by product category	
DJing	American Audio, M Audio, Native Instruments, Numark, Pioneer, Denon DJ, Roland, Rane
PC gaming accessories	Corsair, Fanatec, Logitech, Razer, Steelseries, Nacon, Honeycomb, Turtle Beach, Asetek, Simucube, Moza
Console gaming accessories	Big Ben Interactive, Fanatec, Hori, Microsoft, PDP, Razer, Sony, Corsair, Turtle Beach, Asetek, Simucube, Moza
Gamepads	Microsoft, Nacon, Nintendo, PDP, Astro, Sony, Razer, Steelseries, Scuf, Hori, Turtle Beach

3.5 Increased visibility through social media and the international press

The Group has for many years worked to strengthen its communications strategy to make more use of new technologies by developing its social media presence and optimizing its public visibility.

The French and international specialist press has regularly praised the Group's product ranges and publishes the results of benchmarking tests highlighting their quality, originality and reliability.

The Group increasingly relies on YouTubers and influencers to highlight its products and promote them within the gaming and DJ communities.

New channels like Twitch and TikTok offer a range of exciting new possibilities for the Group to communicate differently. Dedicated marketing teams upload new content to the Group's Instagram, Facebook and TikTok accounts daily.

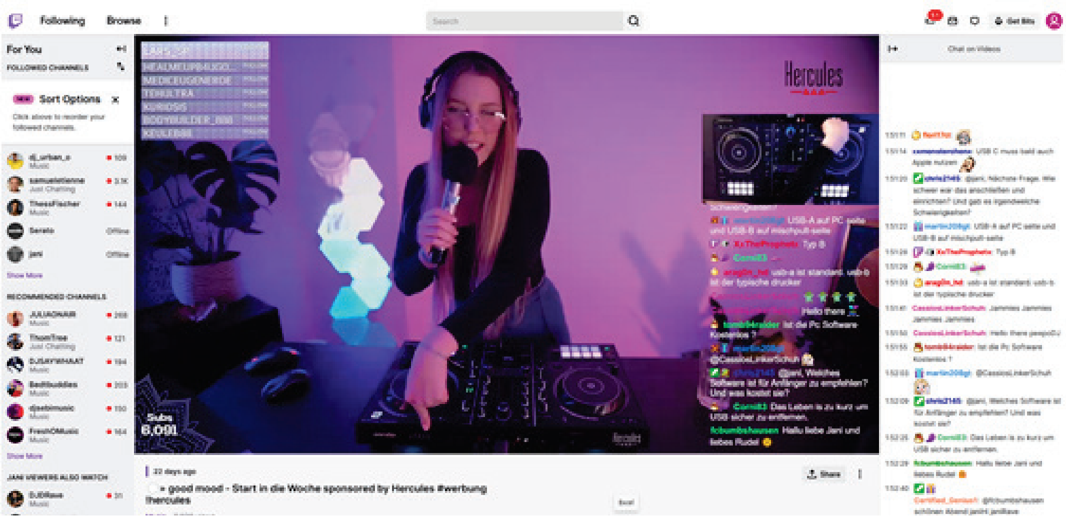
3.5.1 Hercules range

Hercules products often garner awards and receive press and video coverage.

Hercules has stepped up its social media presence to boost its visibility.

German DJ Jani has broadcast a number of Twitch livestreams promoting the *DJControl Inpulse 500* controller and redirecting her followers to the Thomann online store.

DJControl Inpulse 500 in Germany



German magazine www.ingenieur.de reviewed the *DJControl Inpulse 300* controller in its December 30, 2022 issue.

Musik selbst mixen

Auf einer Party nur eine Playlist abspielen zu lassen, kann schnell eintönig werden. Wer sich ein wenig mehr Action wünscht, mixt die Musik wie eine DJane einfach selbst. Dazu sind keine Plattenspieler und passendes Vinyl mehr erforderlich, sondern lediglich ein DJ-Controller und ein Notebook mit der passenden Software. Letztere bekommt man beim Hercules DJ Control Inpulse 300 Mk3 mitgeliefert. Der DJ Control Inpulse wird über USB mit dem Notebook verbunden – los geht es. Überblenden, Samplen, Scratchen, alles geht mit den Fadern, Buttons und Wheels auf dem DJ Control wie früher mit Plattenspielern. Und zur Not hilft eine Synchronautomatik, falls die Beats mal aus den Fugen geraten. Der Preis: rund 200 €.

3.5.2 Thrustmaster range

One of the UK's best-known flight sim magazines, PC Pilot, published a special issue covering Microsoft Flight Simulator in which it put the *TCA Yoke Pack Boeing Edition* to the test.

Website www.metro.co.uk, which attracts over 41.5 million visitors each month, featured the new T128 racing wheel in its special 2022 Christmas gift guide issue.

Meanwhile, www.windowscentral.com, which attracts over 9.7 million visitors each month, featured the T128 racing wheel on its cover.

(Image: © Ben Wilson | Windows Central)

Windows Central Verdict ★★★★

Thrustmaster targets the curious newcomer with this cost-cutting entry-level racing wheel, featuring the same hybrid-drive force feedback as its mid-range T248. Sticking to a plastic construction, they've included a slick multi-colored set of LEDs to manage revs and hit perfect gear changes with its magnetic shifter paddles. Half the price of its counterpart, it's just as fun to use—the ideal first wheel for consoles and PC if you can overlook the uninspired pedals.

Pros	Cons
+ Tremendous value.	- All-plastic construction.
+ Engine speed RPM LEDs.	- Weak dual-pedal set.
+ Same force feedback as the mid-range T248.	

4. GROUP RESULTS AND PRESENTATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022

4.1 Group key figures and segment information

4.1.1 Key figures

Key figures from Guillemot Corporation's consolidated financial statements for the fiscal year ended December 31, 2022 are as follows:

(€m)	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020
Turnover	188.0	176.8	120.6
Net income from ordinary activities	34.2	33.0	19.0
Net operating income	34.2	33.0	23.1
Net financial income*	-6.7	-16.4	7.4
Consolidated net income	20.4	13.7	29.8
Basic earnings per share	€1.35	€0.90	€1.95
Shareholders' equity	104.4	90.4	79.7
Net debt (excl. AFS securities)**	-21.3	-5.2	-18.2
Inventories	57.2	40.9	20.6
Intangible assets	23.3	16.2	15.4
Current financial assets (AFS securities portion)	11.7	19.1	35.0

* Financial income includes the cost of net financial indebtedness, as well as other financial expenses and revenues.
** Available-for-sale (AFS) securities are not taken into account when calculating net debt (cf. section 5.7.13 of the notes to the consolidated financial statements).

Consolidated annual turnover in fiscal year 2022 totaled €188.0 million, up 6% year on year. Net income from ordinary activities came in at €34.2 million, compared with €33.0 million in the year to December 31, 2021. Net operating income came in at €34.2 million, compared with €33.0 million in 2021.

The net financial expense of €6.7 million included a €7.4 million revaluation loss on current financial assets (available-for-sale securities) consisting of Ubisoft Entertainment shares, compared with a €15.9 million revaluation loss in 2021.

Net profit for the year came in at €20.4 million, compared with €13.7 million in 2021, after taking into account a €7.2 million tax expense in the year.

Current financial assets totaled €11.7 million at December 31, 2022, consisting of 443,874 Ubisoft Entertainment shares.

Net debt excluding available-for-sale (AFS) securities was negative at -€21.3 million.

Shareholders' equity increased from €90.4 million to €104.4 million.

4.1.2 Segment information

Detailed segment information is set out in note 5.6 to the consolidated financial statements.

4.1.3 Breakdown of turnover

- By business segment

(in € millions)	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020
Hercules	**12.5**	**9.0**	**8.0**
Standard product lines	12.2	8.1	7.2
OEM*	0.3	0.9	0.8
Thrustmaster	**175.5**	**167.8**	**112.6**
Standard product lines	175.5	167.8	112.6
OEM	0.0	0.0	0.0
TOTAL	**188.0**	**176.8**	**120.6**

** Accessories developed for third party companies (Original Equipment Manufacturers).*

- By geographical region

(€m)	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020
European Union	93.5	93.6	61.1
North America	54.8	49.9	35.4
Other	39.7	33.3	24.1
TOTAL	**188.0**	**176.8**	**120.6**

4.1.4 Breakdown of net operating income by business area

(€m)	Dec 31, 2022	Dec 31, 2021	Dec 31, 2020
Hercules	0.2	0.0	-0.2
Thrustmaster	34.0	33.0	23.3
TOTAL	**34.2**	**33.0**	**23.1**

4.2 Presentation of the financial statements for the year ended December 31, 2022 and appropriation of income

4.2.1 Comments on the Group's consolidated financial statements

4.2.1.1 Income statement

During the fiscal year, the Group generated consolidated turnover of €188,047k excluding taxes. The main operating expenses were purchases totaling €105,063k.

External expenses of €31,931k mainly consisted of transportation, advertising and marketing costs.

Employee expenses totaled €14,422k, while additions to amortization, depreciation and provisions totaled €7,650k.

Taxes and duties totaled €806k and other income and expenses netted out at a €12,485k expense.

Net income from ordinary activities totaled €34,243k.

Net operating income came in at €34,243k.

The cost of net financial debt was €35k and other financial income and expenses netted out at a €6,691k expense, including a €7,395k revaluation loss on the Group's holding of Ubisoft Entertainment shares.

After taking into account these items and a €7,235k tax expense, the Group posted net income of €20,352k. Basic earnings per share came out at €1.35.

4.2.1.2 Balance sheet

Non-current assets consisted of €23,276k in net intangible assets, €8,184k in net property, plant and equipment, €668k in financial assets, €495k in tax assets and €4,267k in deferred tax assets.

Current assets included the following items:

- Inventories with a net value of €57,203k, taking into account €2,261k in impairment charges
- Trade receivables with a net value of €34,743k, with no provisions for doubtful accounts
- Other receivables with a net value of €4,079k, mainly consisting of receivables in relation to value added tax and advances and progress payments made
- Financial assets totaling €11,723k and cash and cash equivalents totaling €35,245k

Shareholders' equity stood at €104,405k.

Non-current liabilities totaled €9,945k, including borrowings of €8,345k.

Current liabilities totaled €65,851k, including €5,636k in foreign currency borrowings and advances.

Cash flows from operating activities are broken down as follows:

	At Dec 31, 2022
Net income from consolidated companies	20,352
+ Additions to amortization, depreciation and provisions	5,803
- Reversals of amortization, depreciation and provisions	-117
-/+ Unrealized gains and losses arising from changes in fair value	7,395
+/- Expenses and income arising from stock options	550
-/+ Capital gains and losses on disposals	1
Change in deferred taxes	1,057
Operating cash flow after cost of financial debt	**35,041**
Cost of financial debt	-35
Operating cash flow before cost of financial debt	**35,006**
Currency translation adjustment on gross cash flow from operations	-295
Change in working capital	**-1,943**
Net cash flows from operating activities	**32,803**
Cash flows from investing activities	
Cash flows from property, plant and equipment and intangible assets	-7,916
Cash flows from non-current financial assets	-192
Net cash flows from investing activities	**-8,108**
Cash flows from financing activities	
Buybacks of treasury shares	-2,629
Dividends paid	-3,813
Borrowings	10,098
Repayment of borrowings	-5,209
Other cash flows from financing activities	57
Total cash flows from financing activities	**-1,496**
Impact of foreign currency translation adjustments	**20**
Change in cash	**23,219**
Net cash at the beginning of the period	12,006
Net cash at the end of the period	35,225

The Group’s operating cash flow after the cost of financial debt in fiscal year 2022 totaled €35,041k.

The Group’s working capital increased by €1,943k in fiscal year 2022 as a result of a significant increase in inventories.

Cash flows from investing activities consisted of capitalized research and development costs and equipment used in the production of new products.

Cash flows from financing activities included new medium-term loans taken out in the third quarter of the year to finance new research and development projects and changes in working capital.

4.2.2 Comments on the Guillemot Corporation S.A. parent company financial statements

4.2.2.1 Income statement

Guillemot Corporation S.A. generated turnover of €174,820k in the fiscal year.

Operating income totaled €188,251k.

The main operating expenses were purchases consumed totaling €90,318k and external expenses of €47,105k.

External expenses mainly consisted of subcontracting costs, development costs, and transportation, advertising and marketing costs.

Taxes and duties and employee expenses totaled €813k and other expenses came in at €17,036k.

Additions to amortization and depreciation totaled €2,964k.

Additions to provisions for current assets totaled €755k.

The company recognized a €710k provision for product returns.

Net operating income (total operating income less total operating expenses) came in at €28,131k.

Taking into account net financial income of €4,820k, a net non-recurring expense of €6k and a corporate income tax expense of €3,887k, net income came in at €29,059k.

Net financial income is broken down as follows:

Foreign currency translation adjustments:	€616k
Interest income and expenses:	€103k
Net income from disposals of AFS securities:	-€90k
Additions to and reversals from provisions:	€4,191k

Interest income mainly consisted of €130k in interest from bank investments and other financial products, €8k in current account interest and €29k in respect of a current account advance to subsidiary Guillemot GmbH (Germany) with a clawback provision, which was reinstated in the balance sheet after having been waived by the parent company in 2004.

Financial expenses mainly consisted of €43k in interest charges on borrowings and bank balances and €21k in current account interest charges.

The net expense from the disposal of treasury shares under the liquidity agreement in force totaled €90k.

Reversals of impairment on shares of subsidiaries totaled €4,165k, while reversals of provisions on current account advances totaled €29k.

Additions to provisions for shares of subsidiaries totaled €3k.

Key interim management figures are as follows:

Production in the year:	€181,200k
Value added:	€43,837k
Earnings before interest, tax, depreciation and amortization:	€43,024k

4.2.2.2 Balance sheet

Net fixed assets totaled €38,002k, consisting of €18,637k in intangible assets, €3,303k in property, plant and equipment and €16,062k in non-current financial assets.

Intangible assets included development costs with a net value of €8,522k.

The net value of inventory stood at €48,527k.

Trade receivables totaled €28,106k, taking into account €775k in intra-group impairment charges.

Other receivables with a net value of €1,969k mainly consisted of current account advances to subsidiaries with a net value of €154k, tax receivables totaling €1,561k and credit notes receivable totaling €254k.

The net value of available-for-sale securities totaled €7,158k, consisting of 31,132 treasury shares with a net value of €391k and 443,874 Ubisoft Entertainment S.A. shares with a purchase cost of €6,767k.

Shareholders' equity totaled €94,390k.

Debt is broken down as follows:

SCHEDULE OF DEBTS (€k)	**At Dec 31, 2022**
Borrowings from credit institutions	9,929
Bond issue	0
Medium-term bank loans	56
Bank overdrafts and foreign currency advances	17
Trade payables	38,621
Taxes and social security payable	550
Other liabilities	5,205
Payables to fixed asset suppliers	1
Group and affiliates	2,059
TOTAL	**56,438**
Borrowings taken out during the period	10,000
Reduction in borrowings via conversion of bonds	0
Reduction in borrowings via repayment	4,578
Debts owed to individuals	0

Cash flows from operating activities are broken down as follows:

(€k)	**At Dec 31, 2022**
Net profit (loss)	29,059
Additions to and reversals of amortization, depreciation and provisions (1)	-1,541
Capital gains and losses on disposals	0
Cash generated from operations	**27,518**
Change in operating cash requirement	6,571
Change in non-operating cash requirement	-5,946
Change in working capital	**625**
Cash flows from investing activities	
Outflows: Acquisitions of intangible assets	-4,956
Outflows: Acquisitions of property, plant and equipment	-1,876
Inflows: Disposals of property, plant and equipment and intangible assets	0
Outflows: Acquisitions of non-current financial assets	-61
Inflows: Disposals of non-current financial assets	8
Acquisitions: Disposals of subsidiaries	0
Total cash flows from investing activities	**-6,885**
Increases in capital and capital injections	0
Buybacks of treasury shares	-2,629
Dividends paid	-3,813
Borrowings	10,000
Repayments of borrowings	-4,578
Total cash flows from financing activities	**-1,020**
Change in cash	20,238
Net cash at the beginning of the period (2)	16,588
Net cash at the end of the period (2)	36,826

(1) Excludes additions to and reversals of impairment losses on available-for-sale securities.
(2) Includes net amount of available-for-sale securities.

4.2.2.3 Information on payment terms

Outstanding invoices received and issued at the last balance sheet date (table required pursuant to the first paragraph of Article D.441-6 of the French Commercial Code)												
(€k)	Article D.441-6 I-1: Invoices received outstanding at the last balance sheet date						Article D.441-6 I-2: Invoices issued outstanding at the last balance sheet date					
	0 days (indicative)	1-30 days	31-60 days	61-90 days	91 days or longer	Total (1 day or longer)	0 days (indicative)	1-30 days	31-60 days	61-90 days	91 days or longer	Total (1 day or longer)
(A) Late payment tranches												
Number of invoices concerned	490					199	778					1265
Total value of invoices concerned (excl. taxes)	10,128	368	707	540	463	2,077	20,666	2,960	1,983	526	1,660	7,129
Percentage of total value of purchases in the year (excl. taxes)	6%	0%	0%	0%	0%	1%						
Percentage of turnover in the year (excl. taxes)							10%	1%	1%	0%	1%	3%
(B) Invoices not included in (A) relating to disputed or unrecognized payables and receivables												
Number of invoices not included												
Total value of invoices not included (excl. taxes)												
(C) Benchmark payment terms used (contractual or statutory)												
Payment terms used to calculate late payment	Contractual terms: 0-120 days Statutory terms:						Contractual terms: 0-120 days Statutory terms:					

4.2.2.4 *Appropriation of income*

After deducting all expenses, taxes and amortization, the parent company financial statements presented to you show a profit of €29,058,725.71, which we propose be apportioned as follows:

- Other reserves: €25,286,855.71
- Dividends: €3,771,870.00

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, you are reminded that the following dividends have been paid in respect of the past three fiscal years:

	2021	2020	2019
Number of shares	15,287,480	15,287,480	15,287,480
Dividend per share	€0.25	€0.25	0
Total dividend (1) (2)	€3,821,870	€3,821,870	0

(1) These figures do not include any amounts not paid out in respect of treasury shares.
(2) Dividends eligible for the 40% tax relief laid down in Article 158 3 (2) of the French General Tax Code.

4.2.2.5 *Non-tax-deductible expenses*

In accordance with the provisions of Articles 223 *quater* and 223 *quinquies* of the French General Tax Code, you are advised that the financial statements for the past fiscal year do not include any expenses not deductible from taxable profit.

5. POTENTIAL DEPENDENCIES OF THE COMPANY AND THE GROUP

The Group operates in the consumer computing and video game consoles market and supplies consumer accessories.

For the Thrustmaster range, the ability to market new designs and accessories depends on securing approval from gaming console manufacturers and entering into licensing deals with those manufacturers.

6. INVESTMENT POLICY

For the past several years, the Group's investment policy has consisted of creating added value and building robust fundamentals through recurring investment in research and development. Investment in research and development equated to 4.5% of turnover in 2022, while research and development personnel accounted for over 30% of the Group's workforce.

The Group's principal investments are described in sections 5.7.2, "Intangible assets", and 5.7.3, "Property, plant and equipment", of the notes to the consolidated financial statements.

7. STRATEGY AND OBJECTIVES OF THE COMPANY AND THE GROUP

The Group intends to maintain its leading position in flying accessories and is working to grow its market share in racing accessories.

To this end, while continuing to shift its offering for racing enthusiasts further upmarket thanks to its Direct Drive technology range, the Group has expanded its range to offer more consumers the opportunity to enjoy the benefits of Force Feedback thanks to more affordable racing wheels equipped with this technology.

An innovative new gamepad offering has strengthened and secured the Group's positioning in this segment. Thrustmaster is preparing to launch an offering in a new market segment.

In music products, Hercules is set to diversify its offering by launching a range of products in a new segment.

The Group has created a Corporate Social Responsibility (CSR) team and is taking action in the area of green energy to improve its carbon footprint.

8. FORESEEABLE CHANGES IN THE POSITION OF THE COMPANY AND THE GROUP

For fiscal year 2023, the Group expects to deliver turnover of around €140 million and is targeting a net operating profit.

These forecasts are based on the following key assumptions:

- Assumptions about factors under the influence of the Group's management bodies:
  - Implementation and success of the Group's strategy as set out in section 7
  - Continued investment to build added value as set out in section 6
- Assumptions about factors outside the influence of the Group's management bodies:
  - No marked deterioration in consumer spending or the video game market in the second half of the year
  - No further deterioration in the public health or supply chain situation
  - Commercial success of the Group's new products
  - Release of new racing games in the second half of the year

9. SIGNIFICANT EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

None.

10. MATERIAL CHANGES IN THE GROUP'S FINANCIAL OR COMMERCIAL POSITION SINCE THE END OF THE FISCAL YEAR

There have been no material changes in the Group's financial or commercial position since the end of the fiscal year.

11. Subsidiaries and investments

11.1 Guillemot Corporation Group organization chart at December 31, 2022

The percentages shown below correspond to the proportion of capital held.

GUILLEMOT BROTHERS SAS (1)	GUILLEMOT FAMILY	GUILLEMOT CORPORATION S.A.	FREE FLOAT
14.63%	52.87%	1.52%	30.98%

GUILLEMOT CORPORATION S.A.

SUBSIDIARIES (2)

Guillemot GmbH	Germany	99.75%
Guillemot S.A.	Belgium	99.93%
Guillemot Inc. (3)	Canada	74.89%
Guillemot Recherche & Développement Inc.	Canada	99.99%
Guillemot Electronic Technology (Shanghai) Co. Ltd.	China	100.00%
Guillemot Spain SL	Spain	100.00%
Guillemot Inc.	United States	99.99%
Hercules Thrustmaster SAS	France	99.42%
Guillemot Administration et Logistique SARL	France	99.96%
Guillemot Innovation Labs SAS	France	100.00%
Guillemot Corporation (HK) Ltd.	Hong Kong	99.50%
Guillemot Srl	Italy	100.00%
Guillemot Netherlands B.V.	Netherlands	100.00%
Guillemot Romania Srl	Romania	100.00%
Guillemot Ltd.	United Kingdom	99.99%

INVESTMENTS

Ubisoft Entertainment S.A. (4)	France	0.35%

At December 31, 2022, Guillemot Corporation S.A. had no branches other than the subsidiaries listed above.

During the fiscal year ended December 31, 2022, Guillemot Corporation S.A. established a subsidiary in the Netherlands, Guillemot Netherlands B.V., of which it is the sole shareholder. This subsidiary has share capital of €10k. Its primary business is to provide French company Guillemot Corporation S.A. with sales and marketing services in the Benelux countries.

11.2 Parent company

Guillemot Corporation S.A., the Group's parent company, markets Hercules- and Thrustmaster-branded hardware and accessories to the Group's customers with the exception of those in North America, who are supplied directly by Canadian subsidiary Guillemot Inc., and those in China, who are supplied directly by Chinese subsidiary Guillemot Electronic Technology (Shanghai) Co. Ltd.

The company owns the Hercules and Thrustmaster brands and makes the necessary marketing investment in those brands.

Billing of the Company's products is centrally managed in all countries (with the exception of North America and China). To reduce the number of billing and shipping points, products are marketed and sold by specialized wholesalers in each country.
Products are manufactured by subcontractors, most of whom are located in Asia. The Company provides its subcontractors with designs, key components (secured directly from technology suppliers) and, in some cases, specific equipment.

The Company holds substantially all the shares of consolidated Group companies (there being no minority interests in consolidated companies).

The executives of Guillemot Corporation S.A. oversee the Group's subsidiaries.

The Company holds the Group's main financial resources (equity, bank borrowings and other borrowings). It grants interest-bearing current account advances to subsidiaries requiring financing.

11.3 Marketing and sales subsidiaries

These subsidiaries are responsible for promotion, marketing and sales in the countries in which they are located, and within their area of influence. The Group controls marketing companies in France, Germany, China, Spain, Italy, the Netherlands and the United Kingdom, and distributes its products in 150 countries.

Furthermore, Hercules Thrustmaster SAS designs interactive entertainment accessories for PCs and gaming consoles and interactive entertainment hardware for PCs. It manages development projects, marketing activities and purchases and sales in relation to those products.

11.4 Research and development subsidiaries

These subsidiaries are responsible for designing and producing the products marketed by the Group. The Group has five research and development entities: Hercules Thrustmaster SAS and Guillemot Innovation Labs SAS in France, Guillemot Recherche & Développement Inc. in Canada, Guillemot Romania Srl in Romania and Guillemot Corporation (HK) Ltd. in China.

11.5 Other subsidiaries

Guillemot Administration et Logistique SARL, based in France, is responsible for product packaging and shipping. It also has responsibility for maintaining and developing equipment and computer systems as well as for accounting, financial management and legal affairs on behalf of the Group.

12. Information about the Company and its share capital

12.1 Information about the Company’s share capital

12.1.1 Share capital at December 31, 2022

At the most recent balance sheet date of December 31, 2022, the share capital stood at €11,771,359.60, made up of 15,287,480 ordinary shares with a par value of €0.77 each.

There were no changes in the share capital during the fiscal year ended December 31, 2022.

Since the balance sheet date, the Board of Directors decided at its meeting of January 25, 2023 to retire 200,000 shares, thus reducing the share capital by €154,000.

As of January 25, 2023, the share capital stood at €11,617,359.60, made up of 15,087,480 shares with a par value of €0.77 each.

A schedule of changes in equity since the formation of Guillemot Corporation S.A is set out in section 18 of the Management Report.

12.1.2 Breakdown of share capital and voting rights

12.1.2.1 Changes over the past three years

During the fiscal year ended December 31, 2022, all shares in UK company Guillemot Brothers Ltd. were sold to Claude, Michel, Yves, Gérard and Christian Guillemot, who subsequently tendered those shares to French company Guillemot Brothers SAS.

There were no other material changes in the Company’s ownership in 2022.

Guillemot Corporation S.A. is jointly controlled by Guillemot Brothers SAS and the members of the Guillemot family. Other than appointing two independent members – Marie-Hélène Lair and Maryvonne Le Roch-Nocera – to the Board of Directors, the Company has not taken any special steps to ensure that control is not wrongfully exercised.

At December 31, 2022, the Guillemot family group directly and indirectly held 67.50% of the share capital and 79.45% of voting rights exercisable at shareholders’ general meetings.

To the Company’s knowledge, no shareholders other than those indicated in the tables below directly or indirectly hold more than 5% of the Company’s share capital or voting rights.

The Company does not have any information on identifiable bearer shares that might enable it to indicate how many shareholders it has or provide a breakdown of ownership between resident and non-resident shareholders or between private shareholders and institutional investors.

At December 31, 2022, the Company had no employee shareholders as defined in Article L.225-102 of the French Commercial Code.

At December 31, 2022						
Shareholder	**Number of shares**	**% of capital**	**Number of theoretical voting rights**	**% of theoretical voting rights**	**Number of voting rights exercisable at shareholders' general meetings**	**% of voting rights exercisable at shareholders' general meetings (1)**
GUILLEMOT BROTHERS SAS (2)	2,236,122	14.63%	2,236,122	9.56%	2,236,122	9.66%
Claude Guillemot	1,227,087	8.03%	2,451,661	10.49%	2,451,661	10.59%
Michel Guillemot	1,056,569	6.91%	2,110,628	9.03%	2,110,628	9.12%
Gérard Guillemot	986,246	6.45%	1,969,982	8.43%	1,969,982	8.51%
Yves Guillemot	678,170	4.44%	1,353,830	5.79%	1,353,830	5.85%
Christian Guillemot	611,097	4.00%	1,219,684	5.22%	1,219,684	5.27%
Other members of the Guillemot family (4)	3,524,738	23.06%	7,049,476	30.15%	7,049,476	30.45%
Together	**10,320,029**	**67.50%**	**18,391,383**	**78.66%**	**18,391,383**	**79.45%**
Treasury shares (3)	232,132	1.52%	232,132	0.99%	0	0.00%
Free float	4,735,319	30.98%	4,757,125	20.35%	4,757,125	20.55%
TOTAL	**15,287,480**	**100.00%**	**23,380,640**	**100.00%**	**23,148,508**	**100.00%**

At December 31, 2021						
Shareholder	**Number of shares**	**% of capital**	**Number of theoretical voting rights**	**% of theoretical voting rights**	**Number of voting rights exercisable at shareholders' general meetings**	**% of voting rights exercisable at shareholders' general meetings (1)**
GUILLEMOT BROTHERS LTD (2)	2,236,122	14.63%	4,472,244	17.39%	4,472,244	17.41%
Claude Guillemot	1,224,574	8.01%	2,449,148	9.52%	2,449,148	9.54%
Michel Guillemot	1,054,059	6.89%	2,108,118	8.20%	2,108,118	8.21%
Gérard Guillemot	983,736	6.43%	1,967,472	7.65%	1,967,472	7.66%
Christian Guillemot	708,587	4.64%	1,417,174	5.51%	1,417,174	5.52%
Yves Guillemot	675,660	4.42%	1,351,320	5.25%	1,351,320	5.26%
Yvette Guillemot	12,553	0.08%	13,355	0.05%	13,355	0.05%
Other members of the Guillemot family (4)	3,524,738	23.06%	7,049,476	27.41%	7,049,476	27.45%
Together	**10,420,029**	**68.16%**	**20,828,307**	**80.98%**	**20,828,307**	**81.10%**
Treasury shares (3)	36,040	0.24%	36,040	0.14%	0	0.00%
Free float	4,831,411	31.60%	4,855,016	18.88%	4,855,016	18.90%
TOTAL	**15,287,480**	**100.00%**	**25,719,363**	**100.00%**	**25,683,323**	**100.00%**

(1) Some of the shares held by members of the Guillemot family carry double voting rights.

(2) Wholly controlled by members of the Guillemot family.

(3) Treasury shares with no voting rights.

(4) Spouses and descendants of Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot, none of whom individually holds 5% or more of the company's share capital or voting rights.

At December 31, 2020						
Shareholder	**Number of shares**	**% of capital**	**Number of theoretical voting rights**	**% of theoretical voting rights**	**Number of voting rights exercisable at shareholders' general meetings**	**% of voting rights exercisable at shareholders' general meetings (1)**
GUILLEMOT BROTHERS LTD (2)	2,236,122	14.63%	4,472,244	17.43%	4,472,244	17.46%
Claude Guillemot	1,224,574	8.01%	2,449,148	9.55%	2,449,148	9.56%
Michel Guillemot	1,054,059	6.89%	2,108,118	8.22%	2,108,118	8.23%
Gérard Guillemot	983,736	6.43%	1,967,472	7.67%	1,967,472	7.68%
Yves Guillemot	814,573	5.33%	1,629,146	6.35%	1,629,146	6.36%
Christian Guillemot	773,715	5.06%	1,283,055	5.00%	1,283,055	5.01%
Yvette Guillemot	12,553	0.08%	13,355	0.05%	13,355	0.05%
Other members of the Guillemot family (4)	3,524,738	23.06%	7,042,391	27.45%	7,042,391	27.50%
Together	**10,624,070**	**69.49%**	**20,964,929**	**81.72%**	**20,964,929**	**81.85%**
Treasury shares (3)	42,232	0.28%	42,232	0.16%	0	0.00%
Free float	4,621,178	30.23%	4,647,768	18.12%	4,647,768	18.15%
TOTAL	**15,287,480**	**100.00%**	**25,654,929**	**100.00%**	**25,612,697**	**100.00%**

(1) Some of the shares held by members of the Guillemot family carry double voting rights.
(2) Wholly controlled by members of the Guillemot family.
(3) Treasury shares with no voting rights.
(4) Spouses and descendants of Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot, none of whom individually holds 5% or more of the company's share capital or voting rights.

12.1.2.2 Breakdown of share capital and voting rights at February 28, 2023

At February 28, 2023						
Shareholder	**Number of shares**	**% of capital**	**Number of theoretical voting rights**	**% of theoretical voting rights**	**Number of voting rights exercisable at shareholders' general meetings**	**% of voting rights exercisable at shareholders' general meetings (1)**
GUILLEMOT BROTHERS SAS (2)	2,286,122	15.15%	2,286,122	9.86%	2,286,122	9.88%
Claude Guillemot	1,227,087	8.13%	2,451,661	10.58%	2,451,661	10.60%
Michel Guillemot	1,056,569	7.00%	2,110,628	9.11%	2,110,628	9.12%
Gérard Guillemot	986,246	6.54%	1,969,982	8.50%	1,969,982	8.51%
Yves Guillemot	678,170	4.49%	1,353,830	5.84%	1,353,830	5.85%
Christian Guillemot	611,097	4.05%	1,219,684	5.26%	1,219,684	5.27%
Other members of the Guillemot family (4)	3,524,738	23.36%	7,049,476	30.41%	7,049,476	30.47%
Together	**10,370,029**	**68.73%**	**18,441,383**	**79.56%**	**18,441,383**	**79.70%**
Treasury shares (3)	40,355	0.27%	40,355	0.17%	0	0.00%
Free float	4,677,096	31.00%	4,697,902	20.27%	4,697,902	20.30%
TOTAL	**15,087,480**	**100.00%**	**23,179,640**	**100.00%**	**23,139,285**	**100.00%**

(1) Some of the shares held by members of the Guillemot family carry double voting rights.
(2) Wholly controlled by members of the Guillemot family.
(3) Treasury shares with no voting rights.
(4) Spouses and descendants of Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot, none of whom individually holds 5% or more of the company's share capital or voting rights.

12.1.3 Transactions subject to Article L.621-18-2 of the French Monetary and Financial Code

The following transactions were undertaken during the fiscal year ended December 31, 2022:

Guillemot Brothers Ltd. Legal entity related to Christian Guillemot, Deputy Chief Executive Officer of Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Sale	07/12/2022	Outside a trading venue	2,236,122	12.00	26,833,464.00

Claude Guillemot Director and Chairman and Chief Executive Officer, Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Acquisition by way of inheritance	03/30/2022	Euronext Paris	2,513	15.00	37,695.00
Purchase	07/12/2022	Outside a trading venue	447,226	12.00	5,366,712.00
Disposal by way of contribution of shares (1)	07/21/2022	Outside a trading venue	447,226	12.00	5,366,712.00

Michel Guillemot Director and Chairman and Deputy Chief Executive Officer, Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Acquisition by way of inheritance	03/30/2022	Euronext Paris	2,510	15.00	37,650.00
Purchase	07/12/2022	Outside a trading venue	447,224	12.00	5,366,688.00
Disposal by way of contribution of shares (1)	07/21/2022	Outside a trading venue	447,224	12.00	5,366,688.00

Yves Guillemot Deputy Chief Executive Officer, Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Acquisition by way of inheritance	03/30/2022	Euronext Paris	2,510	15.00	37,650.00
Purchase	07/12/2022	Outside a trading venue	447,224	12.00	5,366,688.00
Disposal by way of contribution of shares (1)	07/21/2022	Outside a trading venue	447,224	12.00	5,366,688.00

Gérard Guillemot Director and Chairman and Deputy Chief Executive Officer, Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Acquisition by way of inheritance	03/302022	Euronext Paris	2,510	15.00	37,650.00
Purchase	07/12/2022	Outside a trading venue	447,224	12.00	5,366,688.00
Disposal by way of contribution of shares (1)	07/21/2022	Outside a trading venue	447,224	12.00	5,366,688.00

Christian Guillemot Director and Chairman and Deputy Chief Executive Officer, Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Sale	01/31/2022	Euronext Paris	30,000	15.65	469,560.00
Sale	02/01/2022	Euronext Paris	35,000	16.16	565,554.50
Sale	02/02/2022	Euronext Paris	35,000	16.15	565,148.50
Acquisition by way of inheritance	03/30/2022	Euronext Paris	2,510	15.00	37,650.00
Purchase	07/12/2022	Outside a trading venue	447,224	12.00	5,366,688.00
Disposal by way of contribution of shares (1)	07/21/2022	Outside a trading venue	447,224	12.00	5,366,688.00

Guillemot Brothers SAS Legal entity related to Christian Guillemot, Deputy Chief Executive Officer of Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Acquisition by way of contribution of shares (1)	07/21/2022	Outside a trading venue	2,236,122	12.00	26,833,464.00

(1) On July 21, 2022, Claude, Michel, Yves, Gérard and Christian Guillemot tendered shares to French company Guillemot Brothers SAS.

The following transactions have been undertaken since January 1, 2023:

Guillemot Brothers SAS Legal entity related to Christian Guillemot, Deputy Chief Executive Officer of Guillemot Corporation S.A.					
Transaction type	**Transaction date**	**Location of transaction**	**Number of shares**	**Unit price (€)**	**Transaction amount (€)**
Purchase	02/14/2023	Euronext Paris	8,720	8.72	76,034.91
Purchase	02/15/2023	Euronext Paris	20,000	9.31	186,126.00
Purchase	02/16/2023	Euronext Paris	9,795	9.52	93,213.14
Purchase	02/17/2023	Euronext Paris	11,485	9.52	109,332.61

12.1.4 Crossings of significant share ownership thresholds

During the fiscal year ended December 31, 2022, the following share ownership thresholds, referred to in Article L.233-7 of the French Commercial Code, were crossed:

Declarant(s)	Date threshold crossed	Threshold(s) crossed		Direction crossed	Holding after crossing threshold	
		Capital	Voting rights		Capital	Voting rights
Christian Guillemot (1)	Feb 2, 2022	-	5%	Downward *(shares sold)*	3.98%	4.75%
Guillemot Brothers Ltd. (1)	Jul 12, 2022	10% 5%	15% 10% 5%	Downward *(shares sold over the counter to Claude, Michel, Yves, Gérard and Christian Guillemot)*	0%	0%
Claude Guillemot (1)	Jul 12, 2022	10%	10%	Upward *(shares purchased from UK company Guillemot Brothers Ltd.)*	10.95%	12.40%
Michel Guillemot (1)	Jul 12, 2022	-	10%	Upward *(shares purchased from UK company Guillemot Brothers Ltd.)*	9.84%	10.94%
Yves Guillemot (1)	Jul 12, 2022	5%	-	Upward *(shares purchased from UK company Guillemot Brothers Ltd.)*	7.36%	7.70%
Gérard Guillemot (1)	Jul 12, 2022	-	10%	Upward *(shares purchased from UK company Guillemot Brothers Ltd.)*	9.38%	10.34%
Christian Guillemot (1)	Jul 12, 2022	5%	5%	Upward *(shares purchased from UK company Guillemot Brothers Ltd.)*	6.92%	7.13%
Claude Guillemot (1)	Jul 21, 2022	10%	-	Downward *(shares tendered to French company Guillemot Brothers SAS)*	8.03%	10.49%
Michel Guillemot (1)	Jul 21, 2022	-	10%	Downward *(shares tendered to French company Guillemot Brothers SAS)*	6.91%	9.03%
Yves Guillemot (1)	Jul 21, 2022	5%	-	Downward *(shares tendered to French company Guillemot Brothers SAS)*	4.44%	5.79%
Gérard Guillemot (1)	Jul 21, 2022	-	10%	Downward *(shares tendered to French company Guillemot Brothers SAS)*	6.45%	8.43%
Christian Guillemot (1)	Jul 21, 2022	5%	-	Downward *(shares tendered to French company Guillemot Brothers SAS)*	4.00%	5.22%
Guillemot Brothers SAS (1)	Jul 21, 2022	5% 10%	5%	Upward *(shares purchased after being tendered by Claude, Michel, Yves, Gérard and Christian Guillemot)*	14.63%	9.56%

(1) Individual crossing.

The following share ownership thresholds, referred to in Article L.233-7 of the French Commercial Code, have been crossed since January 1, 2023:

Declarant(s)	Date threshold crossed	Threshold(s) crossed		Direction crossed	Holding after crossing threshold	
		Capital	Voting rights		Capital	Voting rights
Guillemot Brothers SAS (1)	Feb 15, 2023	15%	-	Upward *(shares purchased)*	15.01%	9.77%

(1) Individual crossing.

At February 28, 2023, the total number of voting rights attaching to shares making up the Company's share capital used to calculate significant shareholding thresholds was 23,179,640.

12.1.5 Treasury shares

12.1.5.1 Share buyback program

The Board of Directors was authorized at the shareholders' general meeting of June 9, 2022 to undertake share buybacks.

The characteristics of the share buyback program are set out below:

- Duration of the program: 18 months from the date of the shareholders' general meeting (i.e. expiring December 8, 2023)
- Maximum authorized proportion of share capital: 10%
- Maximum unit purchase price: €40
- Objectives of the buyback program:
  - To make a market in and thus ensure the liquidity of the Company's shares, through an investment services provider acting independently under the terms of a liquidity agreement that complies with the AMF decision renewing the use of liquidity agreements covering shares as an accepted market practice
  - To hold and subsequently remit shares in payment or exchange in connection with potential external growth transactions, with the proviso that the number of shares purchased for such purpose may not exceed 5% of the shares making up the share capital
  - To cover securities representing debt instruments that entitle the holder, by way of their conversion, exercise, redemption or exchange, to an allotment of shares of the Company
  - To cover stock option programs and/or any other form of allocation of shares to employees and/or executive directors of the Company and/or group
  - To retire some or all shares, subject to the shareholders approving a specific resolution at an extraordinary general meeting
  - To carry out any transaction that is allowed or that might become authorized by regulations subsequent to this meeting, notably where such transaction is in line with a market practice that comes to be accepted or renewed by the AMF

At the start of the fiscal year beginning January 1, 2022, the Company held 36,040 treasury shares.

During the fiscal year ended December 31, 2022:

- 129,843 treasury shares were purchased and 133,751 shares were sold under the liquidity agreement entrusted to Portzamparc; and
- 200,000 shares were purchased for cancellation.

The Company did not retire any treasury shares during the fiscal year ended December 31, 2022.

At December 31, 2022, the Company held 232,132 treasury shares.

Number of shares registered in the Company's name at December 31, 2021:	36,040
Number of shares purchased during the fiscal year ended December 31, 2022:	329,843
Average purchase price:	13.17 €
Number of shares sold during the fiscal year ended December 31, 2022:	133,751
Average selling price:	13.26 €
Number of shares retired during the fiscal year ended December 31, 2022:	0
Total trading fees in the fiscal year ended December 31, 2022:	7,886.07
Number of shares registered in the Company's name at December 31, 2022:	232,132
Value of shares registered in the Company's name at December 31, 2022, valued at purchase price:	3,021,670.60 €
Total par value of shares registered in the Company's name at December 31, 2022:	178,741.64 €
- o/w under the liquidity agreement (32,132 shares):	*24,741.64 €*
- o/w for retirement (200,000 shares):	*154,000.00 €*
Number of shares used during the fiscal year ended December 31, 2022:	133,751
- o/w amounts sold under the liquidity agreement:	*133,751*
Reallocations during the fiscal year ended December 31, 2022:	None
Proportion of capital represented by shares held at December 31, 2022:	1.52%
- o/w under the liquidity agreement (32,132 shares):	*0.21%*
- o/w for retirement (200,000 shares):	*1.31%*

At February 28, 2023, the Company held 40,355 treasury shares, accounting for 0.27% of its share capital; since January 1, 2023, the Company had:

- purchased 20,458 shares and sold 12,235 shares under the liquidity agreement entrusted to Portzamparc S.A.; and
- retired 200,000 shares.

12.1.5.2 Liquidity agreement

A new liquidity agreement with Portzamparc S.A. entered into force on January 2, 2022. This agreement complies with AMF decision 2021-01 of June 22, 2021, applicable with effect from July 1, 2021, renewing the use of liquidity agreements covering equity securities as an accepted market practice.

When this liquidity agreement was implemented, the Company provided the following resources, which had been allocated to the previous liquidity agreement with Portzamparc S.A.:

- 36,040 shares; and
- €311,512.95 in cash

12.1.5.3 Description of the share buyback program to be submitted for approval at the shareholders' general meeting of June 1, 2023

A new share buyback program will be proposed to the shareholders at the next shareholders' general meeting, as described below:

- Date of the shareholders' general meeting called to authorize the new share buyback program: June 1, 2023
- Number of shares held by the issuer (directly and indirectly) at February 28, 2023: 40,355
- Percentage of capital held by the issuer (directly and indirectly) at February 28, 2023: 0.27%
- Breakdown of shares held by the issuer at February 28, 2023 by intention:

- Liquidity agreement: 40,355

- Objectives of the new buyback program:
  - To make a market in and thus ensure the liquidity of the Company's shares, through an investment services provider acting independently under the terms of a liquidity agreement that complies with the AMF decision renewing the use of liquidity agreements covering shares as an accepted market practice
  - To hold and subsequently remit shares in payment or exchange in connection with potential external growth transactions, with the proviso that the number of shares purchased for such purpose may not exceed 5% of the shares making up the share capital
  - To cover securities representing debt instruments that entitle the holder, by way of their conversion, exercise, redemption or exchange, to an allotment of shares of the Company
  - To cover stock option programs and/or any other form of allocation of shares to employees and/or executive directors of the Company and/or the Group
  - To retire some or all shares, subject to a specific resolution being approved by the shareholders at an extraordinary general meeting
  - To carry out any transaction that is allowed or that might become authorized by regulations subsequent to this meeting, notably where such transaction is in line with a market practice that comes to be accepted or renewed by the AMF
- Maximum proportion of capital the issuer proposes to acquire: 10%
- Maximum amount allocated to the share buyback program: €10 million
- Maximum number of shares the issuer proposes to acquire: 10% of the total number of shares making up the Company's share capital at any given time, after adjusting the capital to reflect any transactions that might affect it subsequent to the date of the shareholders' general meeting
- Details of shares the issuer proposes to acquire: ordinary shares of Guillemot Corporation (ISIN: FR0000066722) listed on Euronext Paris (Compartment B)
- Maximum unit purchase price: €40
- Duration of buyback program: 18 months from the date of the shareholders' general meeting (i.e. expiring November 30, 2024)

12.1.6 Shareholders' undertakings and shareholders' agreement

On May 3, 2019, Claude Guillemot, Michel Guillemot, Yves Guillemot, Christian Guillemot and Guillemot Brothers Limited entered into a collective undertaking to hold Guillemot Corporation shares for a period of two years (the "Dutreil undertaking"). This undertaking covered a total of 3,809,028 shares representing, at that date, 24.92% of the share capital and 29.93% of the voting rights (exercisable at a shareholders' general meeting) of Guillemot Corporation S.A.

On that same date, Claude Guillemot, Michel Guillemot, Yves Guillemot and Christian Guillemot gifted the shares covered by the aforementioned undertaking to their respective spouses and children by way of an advance on inheritance in accordance with Articles 1075ff. of the French Civil Code, for a total of 3,059,028 shares representing, at that date, 20.01% of the share capital and 24.04% of the voting rights (exercisable at a shareholders' general meeting) of Guillemot Corporation S.A. The donees:

- must comply with the aforementioned collective undertakings entered into by their respective donors;
- must hold the shares gifted to them for a further four years once the aforementioned collective undertaking has expired; and
- may not, without the donor's consent, sell, transfer, or pledge the shares gifted to them, nor offer them as collateral, for a period of six years with effect from May 3, 2019.

12.1.7 Legal charges over the Company's share capital

To the Company's knowledge, there are no legal charges over its share capital.

12.2 Information about Guillemot Corporation shares

12.2.1 Market in the issuer's shares

Guillemot Corporation S.A. is listed on Euronext Paris (Compartment B).

ISIN	:	FR0000066722
Market capitalization at December 30, 2022	:	€195,985,493.60
Market capitalization at February 28, 2023	:	€135,334,695.60

12.2.2 Guillemot Corporation share price over time

Month	Total shares traded	Average daily volume of shares	First quoted price on last day of month (€)	Monthly high (€)	Monthly low (€)
Sep-21	776,708	35,305	12.10	13.62	11.44
Oct-21	419,417	19,972	12.06	12.74	11.14
Nov-21	853,222	38,783	14.84	15.88	12.70
Dec-21	738,535	32,110	14.80	16.80	13.90
Jan-22	1,093,553	52,074	16.10	16.46	13.08
Feb-22	680,656	34,033	13.48	16.62	12.40
Mar-22	640,754	27,959	14.44	15.18	11.24
Apr-22	485,979	25,578	13.18	14.60	11.64
May-22	271,208	12,328	13.00	13.46	11.66
Jun-22	208,312	9,469	11.38	13.46	10.60
Jul-22	2,465,854	117,422	12.60	13.48	10.64
Aug-22	273,587	11,895	13.94	14.58	12.60
Sep-22	283,909	12,905	11.30	13.88	9.60
Oct-22	246,719	11,749	12.56	13.80	11.70
Nov-22	108,436	4,929	12.30	12.78	11.34
Dec-22	133,923	6,377	12.44	13.00	11.80
Jan-23	421,814	19,173	10.26	14.08	9.11
Feb-23	360,249	18,012	9.11	10.50	8.04

(Source: Euronext) (September 1, 2021 to February 28, 2023)

(September 1, 2021 to February 28, 2023)

13. RISK FACTORS

The Group has reviewed those risks that could have a material adverse effect on its business, financial position or results. The various risks specific to the Group are ranked by their potential impact and probability of occurrence. This mapping of risks reflects the Guillemot Corporation Group's exposure.

Risk	Probability of occurrence	Impact	Criticality
Risks associated with supply sources	Possible	Moderate	Limited
Risks associated with the equity portfolio	Possible	Major	Limited
Risks associated with protectionism	Probable	Moderate	Limited
Technological risks	Probable	Moderate	High
Risks associated with seasonality	Probable	Major	Limited
Public health risks	Possible	Moderate	Limited
Risks associated with licensing agreements	Possible	Moderate	Limited

13.1 Risks associated with supply sources

- Reliance on certain suppliers

The degree of reliance on a given supplier depends on the technological complexity of the product in question. The Group has for several years maintained ongoing commercial relationships with a good number of suppliers, for whom it represents attractive sales potential.

However, the Group is not completely immune to changes in the sales strategies of technology manufacturers, who could in certain cases restrict the use of such technologies to certain of their other customers. Furthermore, lengthening procurement lead times may lead to significant production delays. Moreover, production stoppages by some suppliers of critical components could necessitate changes in the design of product electronics, thus delaying the shipment of affected products.

- Stoppages, mergers and concentration

Over the past few years, the interactive entertainment market has seen production stoppages, alliances and takeovers.

Guillemot Corporation's market position means it would be able to turn to alternative supply sources if one of its suppliers should fail or undergo a change of control. In some cases, such developments can necessitate changes in the manufacturing process, resulting in additional production and supply lead times, and thus impacting sales.

- Components

A shortage of components or a corresponding lengthening of procurement lead times could force the Group to purchase its raw materials at higher prices if it had to obtain supplies from suppliers outside of its usual supply network. This could have the effect of delaying the production, and thus the shipment, of some products. The Group oversees production schedules on a weekly basis so as to detect any potential delays and minimize their impact on production. The Group's policy is to forecast its requirements for components and maintain an inventory of certain critical components. Procurement lead times for critical components may lengthen without notice.

- Supply chain

Some links in the supply chain may be unable to meet demand, resulting in increased costs or longer supply lead times.

13.2 Risks associated with the equity portfolio

At December 31, 2022, the net value of listed securities in the portfolio stood at €11,723k.

Inventory of portfolio securities at December 31, 2022

Inventory of portfolio securities	Market	Number of securities at December 31, 2022	Market value (€k) (1)
Ubisoft Entertainment S.A. (shares)	Euronext Paris	443,874	11,723
		Total	**11,723**

(1) Based on the share price on the last day of December 2022 (Ubisoft Entertainment: €26.41).

The Group's earnings are affected by fluctuations in the market price of its shareholdings. A 10% decrease in the price of Ubisoft Entertainment shares over the course of 2022 (relative to their price at December 31, 2022) would have reduced net financial income by €1.2 million.

At March 17, 2023, Ubisoft Entertainment shares closed at €23.40, down 11.40% relative to their price at December 31, 2022. This decrease would have given rise to the recognition of a revaluation loss of €1,336k in the Group's consolidated financial statements at that date.

The Group reserves the right to use these shares to finance its funding requirements.

13.3 Risks associated with protectionism

The Group's products are currently traded all over the world and are subject to moderate customs duties. Protectionist policies could result in high customs duties, adversely affecting the Group's sales in affected countries.

In 2022, the Group generated 25% of its consolidated turnover in the United States.

The following US import tariffs apply to some products sold by the Group:

Thrustmaster products:
PC accessories: 25%
Console accessories: 0%

Hercules products:
DJ controllers: 25%
Speakers: 7.5%

Import tariffs on products imported into the United States in 2022 totaled $1.4 million.

The Group generally adjusts its retail selling prices to reflect these tariffs; this may have an impact on sales.

13.4 Technology risk

Guillemot Corporation operates in the consumer computing and video game console sectors, which are sensitive to developments in electronic technology and the video game console life cycle.

Guillemot Corporation relies on the most innovative technologies to manufacture its products, many of which use different technologies.

Its research and development teams based in France, North America and Romania are in direct contact with major technology operators and the development studios of the largest video game publishers. However, rapid changes in technology can lead to some products becoming obsolete, putting inventory of those products at risk of impairment.

Impairment of inventory recognized in the income statement in respect of fiscal year 2022 totaled €1.9 million. Cumulative impairment of inventory recognized in the balance sheet at December 31, 2022 totaled €2.3 million.

13.5 Risk associated with seasonal fluctuations in business

The Guillemot Corporation Group generates approximately 50% of its annual revenue between September and December. The Group uses subcontractors to meet increased production and logistics requirements during this period. The working capital requirement arising from these seasonal fluctuations is financed through short- and medium-term funding. Furthermore, significant seasonal fluctuations can give rise to inventory problems (overstocking or stockouts).

13.6 Public health risks

The implications of the Covid-19 epidemic for the Guillemot Corporation Group are set out below.

The Group sells entertainment products for indoor use, which are less affected by the situation arising from Covid-19 (when lockdown measures meant people had to stay at home).

Formula 1 and endurance racing have both taken to the virtual world of PC and console racing, fueling increased interest in eSports. Combined with stay-at-home orders, this has put the spotlight on video games and generated demand for specialist accessories to boost performance.
However, the public health situation caused disruption throughout the supply chain from the onset of the pandemic, triggering significant component shortages and production problems and lengthening shipping times, all of which affected the Group's business.

13.7 Risks associated with licensing agreements

Licensing agreements with owners of trademarks or technologies usually include early termination clauses. Such agreements also include clauses enabling the Company, in certain cases, to sell off inventory during a given period after its expiration date ("sell-off clauses"). The termination of such a contract could have an impact on sales of the products covered by the agreement in question, as well as on the value of residual inventory.

14. Internal control and risk management procedures relating to the preparation and processing of accounting and financial information

The Group has drawn from the recommendations set out by the AMF in its report dated January 22, 2007 as well as the reference framework for listed companies updated in July 2010.

The Group has also used the guide to implementing this framework for small and mid cap companies to facilitate discussion and communication on the subject of internal control and to help the Company identify areas of control requiring improvement.

14.1 Objectives of internal control procedures

Internal control consists of a set of procedures, drawn up and implemented under the Company's responsibility, intended to:

- ensure compliance with legislation and regulations;
- ensure that instructions and guidelines issued by senior management are implemented;
- ensure the smooth operation of the Company's internal processes, notably those that help protect the Company's assets;
- ensure the reliability of financial information;
- more generally, help the Company manage its business, operate efficiently and make best use of its resources.

By helping safeguard against and control risks that might prevent the Company from achieving these objectives, the internal control system plays a key role in the management and coordination of the Company's various activities. The scope of internal control is not confined to procedures designed to ensure the reliability of accounting and financial information.

However, internal control arrangements cannot provide an absolute guarantee that these objectives will be achieved.

14.2 General organization of internal control

14.2.1 Scope of internal control

The parent company ensures that internal control systems are in place within each of its subsidiaries, and that they are adapted to suit the specific characteristics of each subsidiary and relations between the parent company and subsidiaries.

14.2.2 Parties responsible for internal control

Within Guillemot Corporation Group, internal control is based on the principles of delegation, authorization and separation of functions. These principles are reflected in approval and sign-off processes and procedures.

All Group employees are made aware of the rules of conduct and integrity upon which the Group's internal control system is founded. Each employee has the knowledge needed to put in place, operate and monitor internal control procedures in light of the objectives assigned to him/her.

The organization and roles of the various bodies involved in internal control are detailed below.

14.2.2.1 Board of Directors

The Board of Directors determines the Group’s business strategy and oversees its implementation.

14.2.2.2 Chairman and Chief Executive Officer

The Chairman and Chief Executive Officer is responsible for ensuring that procedures and resources are in place to ensure the proper operation and monitoring of internal control.

14.2.2.3 Administration and Finance

The Administration and Finance department encompasses functional teams with dual duties consisting of expertise and control, as set out below.

- Financial Control

Group Financial Control provides managers with relevant numerical information (on sales, margins, costs, etc.). Its objectives are as follows:

- To put in place reporting, management and decision support tools suited to different levels of responsibility
- To analyze gaps between actual and target performance, work with operational staff to explain the reasons for those gaps and monitor implementation of corresponding corrective measures
- To check the accuracy of base data and the output of accounting and financial information systems

- Accounts and Consolidation

Accounts and Consolidation has the following objectives:

- To prepare the interim and annual parent company and consolidated financial statements in compliance with legal obligations and within the timescales demanded by financial markets
- To be responsible for implementing accounting procedures
- To draw up and monitor implementation of financial security procedures in compliance with the principle of separation of tasks between individuals with the power to authorize expenditure and those making payments
- To manage credit limits and payment collection and monitor trade receivables
- To formulate the Company’s tax policy
- To coordinate with the statutory auditors and provide them with the information they need to perform their duties

- Treasury

The Treasury department’s role is to monitor and optimize the Group’s cash holdings. The department manages cash flows and decides how financial resources are used in coordination with each of the Group’s financial institutions.

To reduce the risk of error or fraud, authority is delegated to a limited number of employees who alone are authorized by senior management to handle certain financial transactions, within the confines of predetermined thresholds and authorizations.

- Legal

The Group has an in-house legal department that provides services to Group companies. This department is responsible for:

- drawing up the Group’s contractual policy and monitoring its implementation;
- monitoring disputes and legal risks and interfacing with the accounts department to ensure that such disputes and risks are reflected in the financial statements;
- monitoring off-balance-sheet commitments;
- monitoring the Group’s various insurance policies.

- Human Resources

The Group has a centralized Human Resources department based at its headquarters. This department ensures that the Group complies with the provisions of the French Labor Code and manages relations with employee representative bodies.

- Financial Reporting

The Financial Reporting team provides shareholders, financial analysts and investors with the information they need to properly understand the Group’s strategy.

- Information Systems

The Information Systems department manages the development of specific systems and is involved in choosing IT solutions. It monitors the progress of IT projects on an ongoing basis and ensures that such projects are meeting operational needs. The department is also responsible for IT security and confidentiality.

14.2.3 Implementation of internal control and risk management

14.2.3.1 Risk management

In the course of its business, the Group is exposed to a variety of risks that could impact its performance and its ability to achieve its strategic and financial objectives.

The nature of key risk factors, together with preventive and corrective measures, are detailed in this section.

The key areas are set out below.

- Risks associated with the Company's industry sector

- Technology risk

Guillemot Corporation relies on the most innovative technologies to manufacture its products, many of which use different technologies.

As part of their work to determine the features of forthcoming products, the Company's engineers continuously monitor technological developments.

Its research and development teams, based in France, North America and Romania, bolstered by a technology monitoring base in Hong Kong, are in direct contact with major technology operators and the development studios of the largest video game publishers. However, rapid changes in technology can lead to some products becoming obsolete, putting inventory of those products at risk of impairment.

- Risks associated with supply sources

Reliance on certain suppliers:

The degree of reliance on a given supplier depends on the technological complexity of the product in question. The Group has for several years maintained ongoing commercial relationships with a good number of suppliers, for whom it represents attractive sales potential.

However, the Group is not completely immune to changes in the sales strategies of technology manufacturers, who could in certain cases restrict the use of such technologies to certain of their other customers. Furthermore, lengthening procurement lead times may lead to significant production delays. Moreover, production stoppages by some suppliers of critical components could necessitate changes in the design of product electronics, thus delaying the shipment of affected products.

Stoppages, mergers and concentration:

Over the past few years, the interactive entertainment market has seen production stoppages, alliances and takeovers.

Guillemot Corporation's market position means it would be able to turn to alternative supply sources if one of its suppliers should fail or undergo a change of control.

In some cases, such developments can necessitate changes in the manufacturing process, resulting in additional production and supply lead times, and thus impacting sales.

- Risks arising from competition in the sector

Having operated in its market for many years, the Group has achieved a high level of awareness among distributors and consumers. The Group is exposed to high levels of competition and must constantly monitor the competitiveness of its product ranges.

The Group has competitors all over the world. Thanks to their originality and performance, the Group's products stand up well against the competition, garnering awards and securing top rankings in comparative tests in the trade press in both Europe and the United States. A loss of competitiveness could have an impact on the Group' results and turnover.

- Risks arising from competition from gaming console manufacturers

Gaming console manufacturers control which accessories work with their consoles. They can sometimes reject new developments. The ability to market new developments and accessories requires the approval of gaming console manufacturers.

- Risk associated with seasonal fluctuations in business

The Guillemot Corporation Group generates approximately 50% of its annual revenue between September and December. The Group uses subcontractors to meet increased production and logistics requirements during this period. The working capital requirement arising from these seasonal fluctuations is financed through short- and medium-term funding. Furthermore, significant seasonal fluctuations can give rise to inventory problems (overstocking or stockouts).

- Industrial and environmental risk

Since the Group contracts out all of its production and has no production sites of its own, it has not assessed these risks. Its main subcontractors are certified ISO 9001 and ISO 14001. Neither the Group's warehouses nor its key production subcontractors are located in regions recognized as being sensitive to climate change risk.

The Group has not assessed the financial risks associated with the effects of climate change. The increase in direct shipments from the Group's Hong Kong warehouse helps reduce its carbon footprint.

- Market risk

- Interest rate risk

At December 31, 2022, the Group had fixed-rate financial liabilities totaling €13,938k.

Based on the Group's outstanding unhedged floating-rate financial liabilities at December 31, 2022, a 1% increase in interest rates on an annual basis would have had no impact on net financial income, since the Group had no floating-rate financial liabilities at December 31, 2022.

- Foreign exchange risk

Since all major players in the multimedia industry transact in US dollars, no manufacturer has a competitive advantage that would result in increased market share. Since all industry players index-link their selling prices to cost prices in US dollars, selling prices rise and fall in line with cost prices, insofar as market dynamics allow. The main currency for purchases of hardware and accessories is the US dollar. The trading currency in the United States, Canada and all other countries outside Europe is also the US dollar. In Europe, the Group mainly sells its products in euros. If certain countries should leave the eurozone, this could have an inflationary effect linked to exchange rates in those countries. This could reduce the Group's sales in the countries in question.

Rapid currency fluctuations, and particularly declines in the value of the US dollar, may result in lower selling prices for the Group's products, thus impacting the value of inventories. Conversely, given the seasonal nature of the Company's business, if the US dollar were to rise sharply during the second half of the year, the Group would not be able to adjust its selling prices to reflect the full extent of such an increase, which could therefore have a temporary adverse impact on the Group's gross margin.

However, to limit the Group's foreign exchange risk, Guillemot Corporation hedges against currency fluctuations by buying spot currency and currency futures and options. Furthermore, growth in the Company's export sales over the past few years has boosted its natural hedging and significantly lowered its foreign exchange risk.

A breakdown of the Group's foreign currency assets and liabilities at December 31, 2022 (unhedged assets only – i.e. those exposed to exchange rate fluctuations) is as follows:

Foreign currency amounts exposed to upward or downward exchange rate fluctuations:

(€k)	USD	GBP
Assets	31,632	1,437
Liabilities	24,264	98
Net position before hedging	7,368	1,339
Off balance sheet position	0	0
Net position after hedging	7,368	1,339

Based on foreign currency values exposed to exchange rate fluctuations at December 31, 2022, a 10% annual decrease in the US dollar exchange rate would have resulted in a financial loss of €628k.

Based on foreign currency values exposed to exchange rate fluctuations at December 31, 2022, a 10% annual decrease in the sterling exchange rate would have increased financial expenses by €137k.

The impact of exchange rate fluctuations on other currencies is not material.

Foreign exchange effects arising from the translation of subsidiaries' accounts:
All subsidiaries conduct business in local currency; the impact on shareholders' equity in fiscal year 2022 was -€255k.

- Risks associated with the equity portfolio

At December 31, 2022, the net value of listed securities in the portfolio stood at €11,723k.

Inventory of portfolio securities at December 31, 2022

Inventory of portfolio securities	Market	Number of securities at December 31, 2022	Market value (€k) (1)
Ubisoft Entertainment S.A. (shares)	Euronext Paris	443,874	11,723
		Total	**11,723**

(1) Based on the share price on the last day of December 2022 (Ubisoft Entertainment: €26.41).

The Group's earnings are affected by fluctuations in the market price of its shareholdings. A 10% decrease in the price of Ubisoft Entertainment shares over the course of 2022 (relative to their price at December 31, 2021) would have reduced net financial income by €1.2 million.

March 17, 2023, Ubisoft Entertainment shares closed at €23.40, down 11.40% relative to their price at December 31, 2021. This decrease would have given rise to the recognition of a revaluation loss of €1,336k in the Group's consolidated financial statements at that date.

- Credit risk

Credit risk is the risk of financial loss should a customer fail to meet its contractual obligations. The Group manages this risk by taking out credit insurance covering more than 90% of its overall risk in this area.

Since the Group uses wholesalers, it has a limited number of customers. In a small number of cases, the Group is obliged to grant additional credit where its insurance cover is considered clearly unsuitable (see section 5.7.6 of the notes to the consolidated financial statements).

- Liquidity risk

- Treasury risk

The Group has negative net debt of -€21.3 million and a portfolio of Ubisoft Entertainment shares with a market value of €11.7 million at December 31, 2022.

The Group also has undrawn credit lines in place with its partner banks.

The following table shows the Group's debt position at December 31, 2022.

Characteristics of securities issued or borrowing	Fixed-rate	Floating-rate	Total amount of facilities	Maturity	Hedged
Borrowings from credit institutions	13,938		13,938	2023-2025	No
Bank overdrafts and foreign currency advances		20	20	2,023	No
Sundry	23		15	2,023	No
TOTAL (€k)	**13,961**	**20**	**13,973**		

- Acceleration clauses

At December 31, 2022, the Group had no borrowings subject to acceleration clauses.

- Supply and price risk

A shortage of components or a corresponding lengthening of procurement lead times could force the Group to purchase its raw materials at higher prices if it had to obtain supplies from suppliers outside of its usual supply network. This could have the effect of delaying the production, and thus the shipment, of some products.

The Group oversees production schedules on a weekly basis so as to detect any potential delays and minimize their impact on production. The Group's policy is to forecast its requirements for components and maintain an inventory of certain critical components. Procurement lead times for critical components may lengthen without notice. Container prices out of Asia are subject to significant fluctuations.

- Legal risk

- Disputes

There are no government, administrative, legal or arbitration proceedings, including any pending or threatened proceedings of which the Company is aware, which are likely to have, or which have had within the last 12 months, a significant impact on the Company's and/or the Group's financial position or profitability.

- Intellectual property

The Group's trademarks are mainly registered in Europe with the European Union Intellectual Property Office (EUIPO), in the United States with the United States Patent and Trademark Office and in Canada with the Canada Intellectual Property Office. They are also registered in other foreign countries via the World Intellectual Property Organization (WIPO).

The Group mainly protects the appearance of its products (forms and/or designs) by registering designs and models in Europe with the European Union Intellectual Property Office (EUIPO), in the United States with the United States Patent and Trademark Office and in China with the China National Intellectual Property Administration.

The Group mainly protects technological innovations included in its products by registering patents in France with the Institut National de la Propriété Industrielle (National Institute for Intellectual Property) and/or in Europe with the European Patent Office (EPO) and in the United States with the United States Patent and Trademark Office.

Before registering a trademark or community design, the Group conducts research (or has its advisors conduct research) to check whether the trademark or community design in question is available. For patents, the Group searches (or has its advisors search) for the existence of prior patents.

However, the Group cannot guarantee that proceedings might not be brought against it. Defense costs and the costs of damages in the event of an unfavorable outcome for the Group could have an adverse effect on the Group's business and financial position.

In the event of infringement (whether suspected or proved) by third parties of intellectual property rights belonging to the Group, the Group shall assess the impact of such infringement on its business, together with any associated defense costs. Should the Group bring any proceedings against such third parties, an unfavorable outcome for the Group could adversely affect its business, results and financial position. Any decision to bring such proceedings would be at the sole discretion of the Group, and would probably only be reached after the Group had attempted to contact the infringer to ask it to refrain from its use or to propose a licensing agreement.

- Regulatory risk

The Group has taken steps to comply with the RoHS (Restriction of Hazardous Substances) and WEEE (Waste Electrical and Electronic Equipment) directives and the REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) regulation. While the Group is careful to monitor regulatory developments in the various countries in which it operates, it cannot completely rule out the possibility that some developments may escape its notice.

- Other risks

- Risks associated with product marketing

The Group's customers are mostly leading wholesalers and e-tailers who directly fulfil requests from end customers (with ordering and shipping centralized). The Group's top customer accounts for 33% of consolidated turnover, while its top five and top ten customers account for 53% and 66% of consolidated turnover respectively.

Outstanding receivables not recovered in connection with the Group's top ten customers totaled €3,634k at December 31, 2022. However, the Group's rigorous customer selection process helps minimize customer risk.

The Group has in place credit insurance to cover the risk of non-payment (cf. section 5.7.6 of the notes to the consolidated financial statements).

- Country risk

The Group generates a significant volume of export sales. A deterioration in the economic climate in certain countries could lead to a decline in turnover.

In 2021, Russia and Ukraine generated turnover of €3 million for the Group, equating to 1.7% of consolidated total turnover.

Most of the Group's products are manufactured by partners located in Asia.

Regional conflicts could have an impact on the Group's supplies.

- Risks associated with use of the Group's assets

The Guillemot Corporation Group owns all the assets it needs to operate.

- Insurance and risk hedging

The Group has taken out insurance to cover the key risks identified. It has public liability insurance cover of between €5 million and €8 million depending on the nature of the claim. Other insurance policies cover premises, facilities, vehicles and inventory. Buildings located in France are insured for €8 million, while goods are insured for €8.3 million. The Group also has policies covering goods in transit to protect against major incidents that might affect its shipments. The Group's shipping arrangements are insured, irrespective of shipping method and destination, for €765,000 per shipment.

- Major contracts

To the Company's knowledge, there are no major contracts, other than those entered into in the normal course of business, that would impose a significant obligation or commitment on the Group as a whole.

- Risks associated with licensing agreements

Licensing agreements with owners of trademarks or technologies usually include early termination clauses. Such agreements also include clauses enabling the Company, in certain cases, to sell off inventory during a given period after its expiration date ("sell-off clauses"). The termination of such a contract could have an impact on sales of the products covered by the agreement in question, as well as on the value of residual inventory.

- Risks associated with protectionism

The Group's products are currently traded all over the world and are subject to moderate customs duties. Protectionist policies could result in high customs duties, adversely affecting the Group's sales in affected countries.

14.2.3.2 Financial control procedures

- Business planning

Business planning is organized centrally at headquarters by the Finance department and the Financial Control team, which determines planning principles and the planning schedule, manages the process at entity level and carries out checks to ensure entity business plans are consistent with Group strategy. The business plan is updated half-yearly.

- Annual budget

Operational and functional managers work with the Financial Control and Finance teams to draw up a budget for the year.

Proposed targets are signed off by senior management and meetings are held with operational managers throughout the year to monitor progress.

- Weekly performance dashboard

The Financial Control team produces a weekly performance dashboard for senior management that includes, in particular, the following information:

- Consolidated turnover
- Gross margin
- Costs
- Inventory levels
- Indicators of actual performance vs. forecasts and budgets
- Trend indicators

- Reconciliation with accounting data

The Financial Control team carries out a quarterly reconciliation with accounting data to analyze and correct any differences between the following:

- Subscriptions recognized in the management accounts and actual accounting costs
- Costs input by Financial Control and actual costs
This reconciliation serves to provide analytical data by sector.

- Financial forecasts

To supplement budget-based planning and improve consistency between management and cash forecasts, the Accounts department prepares the following:

- A simplified income statement highlighting key management figures
- A simplified balance sheet to supplement the profit-based approach resulting from management forecasts with an asset-based approach aimed at helping anticipate trends in key items such as fixed assets/investment and the working capital position, as well as making the approach to cash management as reliable as possible
- A funding schedule to facilitate the production of forecast indicators

14.2.3.3 Procedures for monitoring commitments

- Preparation, approval and monitoring of contracts

The Group's Legal department works closely with senior management and operational staff to monitor all commitments and ensure they are watertight.

- Monitoring of contracts

Before being signed by the Group, all contracts are submitted to Legal department for checking.
Once signed, all originals of contracts are filed by Legal department.

- Procurement

The Group regularly works with the same suppliers, each of which is approved in advance.
Management is responsible for approving new suppliers.

The procedure in place aims, in particular, to ensure that duties are separated within the purchasing cycle, from ordering through to payment of invoices, and that accounts are checked on an ex post basis.

- Sales

The Group's general terms and conditions of sale are reviewed and signed off annually by the Legal and Sales departments, notably in light of regulatory developments.

Customer solvency is an ongoing concern for the Group. Accordingly, strict procedures are in place from senior management all the way down to customer advisors.

New customers are subject to a rigorous selection process and must take out adequate credit insurance before the Group agrees to do business with them. Payments (and associated reminders) are continuously and systematically monitored under the dual responsibility of the Accounts Receivable and Sales teams.

14.2.3.4 Procedures for monitoring assets

- Fixed assets

Fixed assets are managed by the Financial Accounting team. Regular reviews are carried out with technical managers to update the status of these assets.

- Inventories

The Group has developed a computer system to optimize inventory monitoring and has put in place a continuous inventory procedure at its Carentoir site. External warehouses are also monitored on a daily basis.

14.2.3.5 Procedures for monitoring cash

- Payment security

All payment methods used by the Group are covered by a security procedure contractually agreed with the Group's banks. The Group's parent company has been using electronic signatures under the EBICS TC protocol since 2016.

These security procedures are backed up by daily bank/accounting reconciliations.

A procedure is in place to ensure that payment instructions cannot be both issued and signed by the same person, thus limiting the risk of internal fraud.

Given the upsurge in attempted fraud linked to payment instructions, the Group has tightened up its verification procedures and regularly issues communications to accounting and operations teams to remind them of the need for ongoing vigilance.

- Management of liquidity risk

The Treasury department is responsible for ensuring that the Group has adequate sources of long-term funding to meet its needs.

A monthly analysis is undertaken to this end, while cash forecasts are updated daily and the net cash position is reported daily to senior management.

- Hedging of foreign exchange and interest rate risk

Goods are mainly purchased in US dollars.

The Group mainly invoices its customers in euros and dollars.

Since all operators in the Group's industry sector index-link their selling prices to cost prices in US dollars, the Group raises and lowers its selling prices in line with cost prices. To limit the Group's foreign exchange risk, Guillemot Corporation partly hedges against currency fluctuations by buying spot currency and currency forwards and options.

Interest rate risk is regularly reviewed by the Treasury department and signed off by senior management.

14.2.3.6 Procedures for producing and verifying financial reporting

- Recognition of turnover

The Financial Control team supplies consolidated Group turnover figures on a quarterly basis. To ensure that turnover is recognized, billing data from the Group's invoicing software is fed into its accounting systems.

Figures from Financial Control are reconciled with accounting figures.

- Accounting systems

The Group uses a number of software packages for financial accounting, cash management, fixed asset management, payroll and consolidation. Specific management systems are developed in-house to ensure that the Group's needs are met as efficiently and effectively as possible.

- Analysis and monitoring procedures

The Group uses a paperless supplier billing system to optimize productivity and security.

The principle of separation of tasks is applied within the Accounts department to safeguard against the risk of error or fraud.

Particular attention is paid to the security of computerized data and data processing (physical and logical protection of access, saving, back-ups, etc.).

Access rights are managed centrally, ensuring that companies' commitments, as well as payment authorizations and payments issued, are secure.

All balance sheet and income statement items are analyzed by comparing them with the prior year; to safeguard against the risk of fraud or error, all differences are explained.

- Year-end accounting procedures

At the fiscal year-end, the parent company financial statements are presented to senior management by the Accounts department and inventory items are jointly analyzed by Accounts and Financial Control. Provisions are set aside following careful analysis of risks with the relevant operational and/or functional teams, the Group's Legal department and, where applicable, external advisors.

The consolidated financial statements are prepared in-house by the Consolidation team, which updates consolidation parameters and prepares and produces the statutory financial statements in compliance with IFRS. The main checks carried out by the Consolidation team are to verify returns submitted by subsidiaries, review control reports produced by the consolidation system and check consolidation analysis reports.

- Relations with the statutory auditors

Relations with the statutory auditors are structured as follows:

- A meeting is held ahead of the accounting year-end, attended by senior management, to agree on the calendar and organizational approach and approve key accounting options.

- A wrap-up meeting is held after the year-end accounts have been produced. At this meeting, which is attended by senior management, comments (if any) are gathered from the statutory auditors on the parent company and consolidated financial statements.

The statutory auditors present their report addressed to the audit committee at a meeting of the Board of Directors sitting as an audit committee.

The financial statements are then presented to the Chairman of the Board of Directors before being signed off by the Board of Directors.

- Financial reporting

The principal parties involved in reporting financial information to the market are the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers.

The Finance department, the Communications team and the Legal department are also authorized to disclose financial information.

Financial reporting is based on financial and accounting reports, registration documents and financial press releases.

These documents are signed off by the relevant teams within Administration and Finance, and all financial reporting is signed off by senior management.

Lastly, the Universal Registration Document is filed with the AMF.

Financial reporting is disseminated by e-mail, telephone and postal mail.

Regulated financial information is passed on to a primary information provider meeting the criteria laid down in the AMF's General Regulation. Press releases are uploaded to the Guillemot Group's website (where they are available in French and English). The Group hosts two meetings a year for the financial community, coinciding with the release of its results.

14.2.4 Preparation of accounting and financial information for shareholders

Internal control procedures relating to the preparation and processing of financial and accounting information for shareholders, and those intended to ensure compliance with general accounting principles, are agreed with senior management, which tasks the Group's Administration and Finance department with implementing them and monitors implementation.

14.2.5 IT achievements and projects

Projects aimed at improving the reliability of and control over the Group's business in 2022 were as follows:

- Functionality upgrades within the Group's management systems:
  - Overhaul of customer order management
  - EDI integration for customer orders in Canada and the US
  - EDI integration for a European e-tailer
  - Start of planning and design of electronic billing
  - Management of inventory coverage
- Software rollouts:
  - Enterprise process document management
  - Planning and design of new project management software
  - Beginning of work to replace consolidation software
- Installation at new Rennes site
- Cybersecurity:
  - Planning and design of managed EDR (to protect user workstations and servers)
  - Multi-factor authentication
  - Replacement of website firewalls with better-performing models
  - Rollout of Windows 11 to user workstations
- Websites and e-shops:
  - Adjustments to EU and US e-shops
  - Automated posting of articles from CRM knowledge base to support sites
  - Automated detection of changes to product information sheets
  - Sale of customizable products

- Dashboard:
  - Sales monitoring
  - Production monitoring
  - Monitoring of after-sales service

The following projects are planned for 2023:

- Upgrade functionality within the Group's management systems:
  - Finalize overhaul of customer order management
  - Automate component orders via supplier portals
  - Implement EDI for new customers and logistics partner
  - Implement management of customer logistical constraints by region
  - Implement electronic billing
  - Streamline exchanges between departments when preparing sales to be shipped from Asia (direct delivery)
  - Implement monitoring of inter-platform transportation flows
  - Implement management of certifications by country
  - Improve purchase analysis and forecasting tools
- Software rollouts:
  - Replace software for managing after-sales calls with an SAAS solution
- Networks and cybersecurity:
  - Upgrade server OS to Windows 2019
  - Install optical fiber backbone at Carentoir site and Information Systems building extension
  - Carry out network penetration testing
- Website:
  - Optimize site performance
  - Upgrade hosting to Microsoft Azure
  - Implement bundled product sales
  - Investigate opening up to other countries (more European countries, Asia, Canada, etc.)
- Dashboard:
  - Global sales monitoring
  - Monitoring of shipping costs and corporate social responsibility

14.2.6 Conclusion

The Guillemot Corporation Group's internal control procedures are continuously monitored to ensure that they are updated and amended, notably to reflect any changes in legislation and regulations applicable to the Group and its business.

The Group pays close attention to business continuity and system restores are tested annually.

The Chairman of the Board of Directors considers that the measures in place provide for effective internal control.

15. CORPORATE, ENVIRONMENTAL AND SOCIAL INFORMATION

As of December 31, 2022, the Group was not subject to the requirement to include a statement of non-financial performance in its Management Report.

15.1 Workforce-related information

Each subsidiary was asked to complete a corporate report in 2022 including quantitative and qualitative information on all social issues covered by France's "Grenelle II" Act across a comprehensive consolidation scope.

15.1.1 Workforce

15.1.1.1 Total workforce and breakdown by gender, age and geographical region

A breakdown of the current workforce is as follows:

	At December 31, 2022						At December 31, 2021					
	Parent company	**Guillemot Administration et Logistique**	**Hercules Thrustmaster**	**Guillemot Innovation Labs**	**Foreign subsidiaries**	**Total**	**Parent company**	**Guillemot Administration et Logistique**	**Hercules Thrustmaster**	**Guillemot Innovation Labs**	**Foreign subsidiaries**	**Total**
Total	**5**	**81**	**90**	**5**	**100**	**281**	**5**	**74**	**75**	**4**	**84**	**242**
O/w permanent contracts	5	70	83	5	90	253	5	57	65	4	77	208
O/w fixed-term contracts	0	11	7	0	10	28	0	17	10	0	7	34
O/w women	0	36	41	0	32	109	0	34	35	0	27	96
O/w men	5	45	49	5	68	172	5	40	40	4	57	146
Aged under 30	0	27	33	2	13	75	0	28	22	1	9	60
Aged 30-39	0	13	25	1	23	62	0	10	24	1	23	58
Aged 40-49	0	18	15	0	40	73	0	13	16	0	33	62
Aged 50 and over	5	23	17	2	24	71	5	23	13	2	19	62

The total Group workforce in 2022 was 258 people, up from 222 in 2021.

15.1.1.2 Recruitment and dismissals

During the fiscal year ended December 31, 2022, a total of 52 people were recruited onto permanent contracts: 31 in France, 8 in Canada, 7 in Romania, 3 in China, 2 in the United Kingdom and 1 in Germany.

One French company opted to terminate an employment contract in 2022.

In 2021, Group companies hired a total of 39 people: 24 in France, 7 in China (6 in Hong Kong and 1 in Shanghai), 6 in Canada, 1 in the United Kingdom and 1 in Italy.

The Group's Italian subsidiary dismissed one employee in 2021.

15.1.1.3 Compensation

(€k)	**2022**		**2021**	
Company	Compensation in year	Social security contributions in year	Compensation in year	Social security contributions in year
Parent company	348	97	273	81
Hercules Thrustmaster SAS	4,376	1,693	3,664	1,520
Guillemot Administration et Logistique SARL	2,913	1,037	2,566	1,044
Guillemot Innovation Labs	402	165	386	166
Consolidated foreign subsidiaries	4,923	586	4,265	467
Total	**12,962**	**3,578**	**11,154**	**3,278**

Pay rises are mainly the result of individual negotiations based on increases in employees' skills and/or responsibilities. These may be supplemented by collective pay increases, as was the case in the last two fiscal years as well as twice at the Group's French companies in fiscal year 2021.

Nationwide or collective agreements (industry agreements, etc.) apply to the various subsidiaries of Guillemot Corporation Group. Provisions in the French Labor Code on compulsory and voluntary employee profit-sharing and employee savings schemes did not apply to the Group's French companies in 2022.

15.1.2 Organization of work

15.1.2.1 Organization of working time

All employees of Group companies are covered by local regulations governing the number of hours in a working week, as follows:

- 35 hours in France
- 37.5 hours in the United Kingdom
- 38.5 hours in Germany
- 40 hours in Canada, Spain, Romania and China

Employees working part-time (excluding part-time parental leave) at consolidated French and foreign subsidiaries accounted for 6.50% of the workforce at December 31, 2022, compared with 4.22% at December 31, 2021.

A total of 882 overtime hours were worked in 2022: 444 in France and 438 at foreign companies (compared with 2,112 in 2021: 282 in France and 1,830 at foreign companies).

15.1.2.2 Absenteeism

Absences at consolidated subsidiaries are broken down as follows:

	2022					2021				
	Guillemot Administration et Logistique	Hercules Thrustmaster	Guillemot Innovation Labs	Foreign subsidiaries	Total	Guillemot Administration et Logistique	Hercules Thrustmaster	Guillemot Innovation Labs	Foreign subsidiaries	Total
Sick leave	444	397	0	325.5	**1166.5**	211	252	1	114	**578**
Maternity leave	232	197	0	0	**429**	213	7	0	399	**619**
Occupational and commuting accidents	50	54	0	20	**124**	0	0	0	0	**0**
Unpaid leave	58	3.5	0	40	**101.5**	22.24	42	0	51	**115.24**
Paternity leave	32	45	0	0	**77**	2	0	0	5	**7**
Other absence	87	37.5	6	9	139.5	94	63	1	6	164
Total	**903**	**734**	**6**	**394.5**	**2037.5**	**542.24**	**364**	**2**	**575**	**1483.24**

The Covid pandemic resulted in more work stoppages than in the previous two years, particularly in France and China.

As well as taking into account short-term labor disruptions, to help employees settle back into work following a period of absence, or in specific medical circumstances, the Group's French subsidiaries consult with their occupational health teams and endeavor to take into account their recommendations. In particular, efforts are made to adapt the content of roles and the environment in which they are performed on a case-by-case basis.

15.1.3 Health and safety

15.1.3.1 Workplace health and safety conditions

The Group's French companies continue to implement and update their risk prevention process. In particular, this involves updating a single document that serves to identify, assess and analyze the risks to which employees may be exposed. The Group's various sites are subject to inspections in accordance with applicable rules in each country.

It should also be noted that the Group's activities give rise to little occupational risk.

As well as ensuring that workplaces are equipped with first aid kits, fire extinguishers, etc. and regularly reiterating the importance of using personal protective equipment in storage and handling areas, efforts at the Group's French companies are focused on three aspects of prevention in particular: posture when working in front of a screen, carrying loads, and heart problems.

Companies also communicate with and/or support their employees in relation to psychosocial risk factors: for example, a "stress whistleblowing" procedure has been introduced at two French companies to help make employees more aware of signs of workplace stress; the Group's values, including "respect, collaboration and solidarity", are disseminated; management coaching is provided; and "workplace quality of life" diagnoses are undertaken.

Employees regularly receive new and refresher safety training, both to prepare them to deal with workplace hazards (in accordance with applicable regulations) and to train volunteers to be able to provide first aid (as certified first aiders, in France, at Guillemot Administration et Logistique and Hercules Thrustmaster).

The Group's French companies are equipped with automatic defibrillators: when combined with cardio-pulmonary resuscitation, early defibrillation significantly increases the chances of survival of a person in cardio-respiratory failure with ventricular fibrillation, the main cause of sudden death in adults.

As regards the carrying of loads, the relevant advice is accessible via the intranet and is reiterated in brochures and on posters in all workspaces.

Similarly, since most workstations involve the use of a computer, simple rules on how to properly organize a computer-based workstation are set out in a number of online documents.

Another aspect of occupational health was addressed in 2015, when the Company began providing its French employees with information on the prevention of health risks when traveling abroad and expanded its communication to cover all teams, sharing recommendations designed to limit the spread of viral and bacterial infections in all workplaces.

The Company is also working to adapt all its workstations in keeping with changing circumstances (e.g. epidemics). In particular, this has involved a range of actions over the past three years as local rules and public health situations have evolved against the backdrop of the global Covid-19 pandemic: remote working has mostly become intermittent since 2021 for all employees whose roles allow for this type of arrangement, and protective rules and systems are in place to minimize the risk of infection. Employees were provided with technical and practical solutions to enable them to feel safe while working, and support measures and reminders were put in place to both to ensure that the working environment continued to meet prevention requirements and to maintain close contact between employees and the Company. These solutions could easily be reintroduced.

Lastly, it should be noted that the Group's French companies introduced supplementary group health cover for all employees in early 2016.

15.1.3.2 Frequency and severity of occupational accidents, and occupational diseases

There were seven occupational accidents in 2022: six in France and one in Germany. Of these seven occupational accidents, four were commuting accidents. These accidents resulted in 124 work days being lost in France and 20 in Germany.

There were no occupational accidents in 2021.

15.1.4 Employee relations

15.1.4.1 Arrangements for employee dialogue, including in particular procedures for informing, consulting and negotiating with employees

One of the Group's two French subsidiaries is represented by an employee representative body. This body is established, informed and consulted in accordance with the prescribed regulatory framework.

15.1.4.2 Review of collective agreements, notably as regards occupational health and safety

All companies are careful to apply collective regulations specific to their business, namely nationwide and industry-wide agreements.

One of the Group's French companies introduced a homeworking charter in September 2020 based on the belief that homeworking would improve work-life balance for eligible employees while helping make the company in question more competitive and attractive. Guillemot Corporation's other two French subsidiaries adopted a charter in 2021 allowing eligible employees to work from home some of the time if they so wish.

15.1.5 Training

15.1.5.1 Training policy, notably as regards environmental protection

The training policy in force at the Group's French companies is aimed at adapting employees' skills in line with developments in the Group's businesses, notably by means of a training plan.

Other training activities may be put in place at the request of employees or, by exception, on the basis of commitments made when employment contracts are entered into.

The Group raises its employees' awareness of environmental impacts by displaying notices about issues linked to printing, sorting and lighting, as well as by informing subsidiaries about how to save water, electricity and paper.

No environmental protection training was undertaken within the Group in 2022.

15.1.5.2 Total number of hours training

Company	2022	2021
Parent company	0	0
Hercules Thrustmaster SAS	571	93
Guillemot Administration et Logistique SARL	682	111
Guillemot Innovation Labs	0	0
Consolidated foreign subsidiaries	30	40
Total	**1,283**	**244**

These figures reflect only training delivered by accredited organizations.

Training activities, the vast majority of which involve face-to-face training, were heavily affected by the pandemic in 2020 and 2021, with public health restrictions making travel impossible. Having been forced to postpone some planned training during this period, the Group's French companies were able to run a much higher than average number of training sessions in 2022.

Some training, including remote training, continues to be delivered in-house. This includes training in tools and methods as part of the induction process or when an employee changes jobs, regular product training for sales staff, refresher safety training, help using software packages, etc. These types of training are not included in the above figures.

15.1.6 Equality

15.1.6.1 Gender equality

Group companies seek to promote professional equality between women (of whom there were 109, or 39% of the workforce, at December 31, 2022, compared with 96, or 39.5% of the workforce, at December 31, 2021) and men in terms of compensation, qualifications, classification, promotion and recruitment.

The proportion of women in the workforce held steady in the year despite the fact that, given the technical nature of the Group's activities, the vast majority of engineering positions are held by men.
However, one-third of head of department positions within the Group are held by women.

	At December 31, 2022						At December 31, 2021					
	Parent company	Guillemot Administration et Logistique	Hercules Thrustmaster	Guillemot Innovation Labs	Foreign subsidiaries	Total	Parent company	Guillemot Administration et Logistique	Hercules Thrustmaster	Guillemot Innovation Labs	Foreign subsidiaries	Total
Workforce	**5**	**81**	**90**	**5**	**100**	**281**	**5**	**74**	**75**	**4**	**84**	**242**
O/w women	*0*	*36*	*41*	*0*	*32*	**109**	*0*	*34*	*35*	*0*	*27*	**96**
O/w men	*5*	*45*	*49*	*5*	*68*	**172**	*5*	*40*	*40*	*4*	*57*	**146**
Male/female pay rati	N/A	0.8	1.3	N/A	1.6		N/A	0.8	1.3	N/A	1.6	

The ratio of male to female salaries is stable, with the trend for women improving from 1.5 to 1.3 between 2019 and 2021 at one of the two main French subsidiaries and from 1 to 0.8 over the same period at the other. This indicator continues to be closely monitored.

A gender equality score was published by one of the Group's French companies in 2022 (in respect of 2021), coming in at 92 out of 100; two other French companies are set to publish their scores starting in 2023.

15.1.6.2 Employment and inclusion for people with disabilities

During the year, the Group's French subsidiaries used services offered by sheltered employment organizations (Etablissements et Services d'Aide par le Travail – ESATs) employing people with disabilities at a level corresponding to 1.31 units* (compared with 1.02 the previous year). They also contributed to social inclusion for people with disabilities via the DOETH return covering the employment of workers with disabilities.

*Unit: employee benefiting from the employment obligation by virtue of a disability (Agefiph 2020 reporting methodology).

15.1.6.3 Anti-discrimination policy

The Group makes every effort to treat individual circumstances with the utmost consideration.

The Group remains careful to ensure that a balance of men and women are recruited, and that all staff receive the same professional development opportunities irrespective of gender. However, given its preponderance of technical roles, the Group continues to operate in a labor market in which women are still under-represented.

15.2 Environmental information

15.2.1 General environmental policy

15.2.1.1 Organizational measures to take into account environmental issues and, where applicable, environmental assessment and certification

A Corporate Social Responsibility Officer was hired in November 2022 to coordinate actions and spearhead a consistent overall approach. Environmental matters had previously been managed by various different departments (Administration, Logistics, R&D, etc.).

Each subsidiary was asked to complete an environmental report in 2022 including quantitative and qualitative information on all environmental issues covered by France's "Grenelle II" Act across a comprehensive consolidated scope.

The Group has embarked on a process of continuous improvement and put in place regular monitoring to improve its performance against certain environmental indicators.

15.2.1.2 Safeguarding against environmental risks and pollution

Since the Group has no manufacturing sites of its own, it has little exposure to environmental or pollution risk and has not put in place any specific resources in this area.

The Group is sensitive to transportation-related issues. A carrier protocol is in place setting out requirements designed to safeguard against environmental risk at the Carentoir site.

15.2.1.3 Provisions and guarantees for environmental risk, unless such information could be seriously detrimental to the Company in ongoing litigation

Given the nature of the Group's business, no specific provisions have been set aside for environmental risk.

15.2.2 Pollution

15.2.2.1 Prevention, reduction or treatment of discharges into the air, water and soil having a serious impact on the environment

Since the Group has no manufacturing sites of its own, it has little exposure to the risk of discharges into the air, water or soil having a serious impact on the environment and has not implemented any specific measures in this area.

The Group is increasingly making use of environmentally friendly products to maintain and clean its premises. For the upkeep of green spaces at its Carentoir site, the Group exclusively calls on external providers that do not use phytosanitary products.

A transportation protocol has been put in place at the Carentoir logistics site under which carriers must comply with certain measures designed to safeguard against the risk of pollution at the site.

To limit the risk of soil contamination arising from the storage of fuel oil to fire the furnace at the Carentoir site, the tank is installed over a secondary containment area.

15.2.2.2 Business-specific forms of pollution, including in particular noise and light pollution

The Group's activities do not generate any noise pollution affecting surrounding neighborhoods. All electrical and electronic testing takes place in certified laboratories. Subsidiaries only operate during daylight hours. A transportation protocol is also in place at the Carentoir site, under which carriers are required to comply with noise and safety requirements.

15.2.3 Circular economy

15.2.3.1 Waste prevention and management

15.2.3.1.1 Waste prevention, recycling, reuse and other forms of recovery and elimination

In the area of product packaging, the Group is constantly working to optimize the size and shape of packaging relative to the shape of its products so as to limit packaging waste.

The Group now always uses biodegradable loose-fill packing materials when repackaging parcels. Cardboard cartons received are also reused for repackaging purposes.

As regards recycling of its packaging, the Group has appointed CITEO and Landbell to collect, process and recover packaging waste for products marketed in the French and German markets respectively.

At the request of the Company, Eco-Emballages has in the past undertaken external audits in France with the aim of recommending short- and medium-term actions to be taken by the Company and reducing the quantity of primary, secondary and tertiary packaging released onto the market. These audits have also helped identify environmental and logistical improvements and financial savings that could potentially be made depending on what action the Company chooses to take. The Group continues to analyze its processes and incorporate these factors into its product design.

The Group has appointed specialist companies to collect, process, recycle and destroy batteries and accumulators used in its products in France (Screlec), the Netherlands (Stibat) and Germany (GRS).

As regards waste electrical and electronic equipment, the Group has appointed specialist companies to collect, process and recycle products marketed in France (Ecologic), the Netherlands (ICT-Milieu) and Germany (European Recycling Platform (ERP) Deutschland GmbH).

Paper waste is collected at the Group's two French sites and handed over to a recycling firm. A 100% recovery rate was achieved in 2022. For cardboard and polystyrene collected at the Carentoir site, the materials and energy recovery rate is 90%. Waste electrical and electronic equipment is handed over to a company that dismantles products in order to recycle and recover certain components. A recovery rate of around 87% was achieved in 2022. Printer cartridges and used batteries are handed over to specialist recycling and recovery firms.

15.2.3.1.2 Preventing food waste

To date, the Group has not adopted any specific measures to prevent food waste.

There are no staff canteens at Group subsidiaries.

15.2.3.2 Sustainable use of resources

15.2.3.2.1 Water supply and consumption in accordance with local constraints

Sites occupied by Group companies consist solely of office premises and warehouses. That being the case, the Group's water consumption is limited to normal consumption for these types of premises. The Group ensures that its employees are made aware of water-saving initiatives.

Water consumption:

Water (m^3)	2022	2021	Change
France*	273	272	0%

* Premises located in Carentoir.

For the Group's other subsidiaries, it is physically impossible to provide an individual breakdown of water consumption at leased offices (either because they are jointly owned or because water consumption is included in overall service charges).

15.2.3.2.2 Consumption of raw materials and steps taken to improve their efficient use

The main raw material used within the Group's subsidiaries is office paper.

The Group's French subsidiaries now only use recycled paper.

The Group is constantly reminding its employees of ways to reduce their consumption of office paper. For example, it recommends that printer paper be printed on both sides. In addition, electronic archival systems are being developed at Group subsidiaries and paperless billing is being implemented for some customers.
In 2019, the Group implemented a paperless supplier management system at its French subsidiaries.

All import and export shipping files at the Carentoir site went paperless in late 2020.

With effect from June 2020, employees at French sites have the option of receiving their payslips in paperless form via a secure online portal. This has further built on the significant reduction in paper consumption over the past few years. The Group's total annual paper consumption is estimated at 8 kg per person.

A much larger volume of materials is consumed indirectly in the process of manufacturing the Group's products.

A number of initiatives are in place to limit consumption:

- Repairs:

One good way to limit the use of raw materials is to carry out product repairs. The Group currently has four repair centers (in France, the United States, Canada and China) and repaired 4,289 products in 2022.
The Group provides spares so consumers can carry out their own repairs, thus extending the life of their products. A total of 11,092 spare parts were delivered to customers in 2022. The Group's technical support department assists customers with any problems and offers frequently asked questions and a knowledge base to help with recurring issues.

- A design process incorporating sustainability principles:

Repairability is increasingly factored into new product design.

An environmental analysis of the T248 racing wheel conducted in 2022 showed that the most significant CO_2 impact arose from the manufacturing process. The Group is currently looking to replace its raw materials with more environmentally friendly recycled materials.

15.2.3.2.3 Energy consumption, steps taken to improve energy efficiency, and use of renewable energy

Sites occupied by Group companies consist solely of office premises and warehouses. That being the case, the Group's energy consumption is limited to normal consumption for these types of premises. The Group displays notices to raise employee awareness of power-saving initiatives.

Resources consumed by the principal Group companies

Electricity (kWh)	**2022**	**2021**	**Change**
Carentoir (France)	211,527	243,874	-13%
Rennes (France)	64,441	58,114	11%
Romania	96,004	53,506	79%
Canada	76,911	76,884	0%
Hong Kong	16,463	18,051	-9%
Shanghai	5,810	6,530	-11%
Italy	1,314	1,514	-13%
Germany	1,842	2,684	-31%
Total	**474,312**	**461,157**	**3%**

Fuel oil (liters)	**2,022**	**2,021**	**Change**
Carentoir (France)	66,190	88,092	-25%

In recent years, the Group has upgraded the heating system at the Carentoir premises occupied by its French companies by installing a temperature regulation system.

One French company moved into new premises towards the end of the year consisting of brand new office space that complies with the most recent energy efficiency standards. These premises have bioclimatic facades covered with aluminum lattice that limit energy consumption in the winter and promote comfort in the summer.

Movement detectors have been installed at a number of French subsidiaries to ensure lights are only on when needed.

At Group level, computers and other computerized office appliances are switched off at the end of each day.
The Group uses virtual servers. The resulting reduction in the number of physical servers translates into lower overall power consumption.

An energy audit of the Carentoir administration and logistics buildings was carried out in April 2019. The aim was to provide an overview of their energy efficiency so as to identify opportunities to save energy and potential actions with energy, environmental and financial benefits.

This audit covered all building characteristics (shell, dimensions, openings, technical equipment, heating equipment, ventilation, hot water, lighting, etc.) and usage details (occupancy, opening hours, comments and feedback, etc.), as evidenced by energy bills and plans of the premises.

The detailed heat assessment yielded a breakdown of energy consumption for each workstation, which could then be used to prioritize recommendations for improving equipment in terms of energy consumption and environmental impact.

15.2.3.2.4 Land use

The Group's main use of land is for office space.

The Group's business does not give rise to any risk of soil contamination.

High racks are used to optimize the use of space in warehouses.

15.2.4 Climate change

15.2.4.1 Significant greenhouse gas emissions arising from the Company's activities, including use of goods and services produced by it

As regards the transportation of goods, the Group optimizes truck fill rates by using freight carriers that combine and ship orders to multiple customers. The Group has used logistics platforms via a Hong Kong-based provider since 2013 and via a Yantian-based provider since 2020. This has made it possible to increase direct shipping (shipping to customers without going through the Group's warehouses), thus significantly reducing road transportation. The Group continues to expand its use of this platform, thus reducing the distances traveled by its products. In 2022, direct shipping accounted for 65% of the Group's total shipments by volume, compared with 71% in 2021.

The Group is also proud to have had six containers on the 2020 inaugural voyage of the CMA CGM Jacques Saadé, the world's first container ship powered by liquefied natural gas (LNG). The ship, which represents a revolution in sea freight, generates 20% less CO_2 emissions than a ship powered by fuel oil and over 90% less fine particulate matter, sulfur dioxide and nitrogen oxide emissions. In 2022, 47 containers were shipped on LNG-powered ships, equating to 33% of the total number of containers shipped to Europe by the Group. Alongside its use of rail freight, this approach highlights the Group's commitment to reducing its transport-related carbon footprint.

As regards supplies of consumables, the Carentoir site has maintained the proportion of products sourced from local suppliers so as to reduce transportation requirements.

The Group advocates the use of videoconferencing, which is regularly used by its employees.

In 2020, the public health situation arising from the Covid-19 pandemic meant the Group was heavily reliant on remote communication tools to facilitate homeworking.

The use of virtual servers limits the need for air conditioning in computer rooms.

Air conditioning at office premises is not widespread.

City-based offices are located close to train and metro stations to encourage employees to use public transport. An electric vehicle was purchased for use at the Carentoir site in 2021. This vehicle is available for employee travel.

The Group does not own any production facilities; its main operating premises consist of office space. The goods it produces are items of electronic hardware that consume electricity when in use.

15.2.4.2 Adapting to the consequences of climate change

In recent years, the Group has worked to improve insulation in its own buildings to make them less sensitive to temperature fluctuations.

Global warming can give rise to extreme weather such as storms that can disrupt the power supply. The Group has put in place systems and resources to ensure that it is self-sufficient in its electricity generation and able to guarantee business continuity.

Neither the Group's warehouses nor its key production subcontractors are located in regions recognized as being sensitive to climate change risk.

The consequences for climate change have not been quantified.

15.2.4.3 Voluntary medium- and long-term greenhouse gas emissions reduction targets and resources put in place to achieve them

None.

15.2.5 Protecting biodiversity

15.2.5.1 Action taken to protect or restore biodiversity

A number of local initiatives are in place. At the Carentoir site, green spaces are covered by organic mulch made from pine bark. This avoids the need for chemical weed-killers, maintains soil aeration and softness, promotes biological life and the work of earthworms, protects helpful insects during the winter and limits soil dryness in summer.

15.3 Social information

Each of the Group's subsidiaries was asked to complete a social report in 2022 including quantitative and qualitative information on all social issues covered by France's "Grenelle II" Act across a comprehensive consolidation scope.

15.3.1 Social commitments in support of sustainable development

15.3.1.1 Impact of the Company's business on employment and local development

Employees' daily attendance at the various subsidiaries' offices has benefited local retail outlets (restaurants, supermarkets, mail services, garages, parking lots, etc.). Some subsidiaries have entered into agreements with local hotels and sports facilities.

In France, the Group favors regional organizations when deciding how to allocate the apprenticeship tax and works with a number of local companies (including sheltered employment organizations, known in France as "ESATs").

In France, the Group's support takes the form of donations to the Fonds d'Initiatives du Club des Trente, a fund that exists to support and finance public interest initiatives aimed at promoting balance, expansion and prosperity in France's western regions, to boost economic activity in western France, to promote the business world among all people groups, and particularly young people, and to promote, spread and defend values of commitment, initiative and responsibility.

In recent years, this organization has helped finance the following projects:

- Passeport Armorique pour Entreprendre, which works to promote regional development by encouraging and facilitating access to the business world for young people with viable business plans. Business owners sponsor young people during their studies; together with funding provided by two partner banks, this acts as a genuine project accelerator. The main goal is to pass on a corporate social and cultural heritage to young people who are socially far removed from the entrepreneurial world by facilitating access to the business world, stimulating ambition and helping fast-track projects and identify talent.
- Femmes de Bretagne, a collaborative network aimed at helping female business leaders start up and develop businesses. This non-profit has set itself a new goal of expanding in rural areas of Brittany and opening in ten cities within three years to help the most isolated female entrepreneurs.

15.3.1.2 Impact of the Company's operations on residents and local populations

The Group regularly donates products, IT equipment and furniture to local schools and non-profits.

15.3.1.3 Stakeholder relations and dialogue

The Group's French companies are careful to ensure that the apprenticeship tax, which helps finance expenditure needed to develop technical and professional education and apprenticeships, is allocated to institutions of its choosing, with the aim of promoting local organizations and creating and maintaining links or fostering cooperation with the education and student sectors.

15.3.1.4 Partnership and sponsorship

For some invitations to tender for subcontracting and services, the Group favors local non-profits working in support of social and professional integration. In 2022, the Group maintained the level of services sourced from organizations working with people with disabilities. Local initiatives are in place whereby Group employees are involved in sports organizations, non-profits aimed at boosting local economic activity, and charities.

15.3.2 Subcontracting and suppliers

15.3.2.1 Social and environmental issues and procurement policy

The Group requires its subcontractors to comply with environmental legislation and regulations in force and encourages them not to make use of environmentally harmful materials or substances. In 2022, the Group continued to use regional service providers for road transportation and procurement.
Contracts with subcontractors in Asia include recommendations concerning social conditions (prohibition of child labor).

The Group's principal Asian subcontractors are ISO 9001 and ISO 14001 certified.

15.3.2.2 Suppliers' and subcontractors' social and environmental responsibility

The Group uses subcontractors to manufacture its products. While most manufacturing takes place in Asia, the Group relocated some of its manufacturing to France in 2022.

The Group has been working with subcontractors for many years and is careful to ensure that production sites meet applicable social and environmental criteria. The Hong Kong subsidiary undertakes daily monitoring of work at production facilities, and teams of French engineers regularly visit production sites.

The Group also sometimes makes use of subcontractors for research, promotion, marketing and sales purposes, and uses environmentally certified organizations to collect and recycle waste.

15.3.3 Fair practices

15.3.3.1 Action in support of consumer health and safety

The Group scrupulously abides by applicable standards covering the electrical safety and safe use of its products and complies with the RoHS (Restriction of Hazardous Substances) and WEEE (Waste Electrical and Electronic Equipment) directives and the REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) regulation for relevant products.

The number one priority for the Group's development teams is to be mindful of consumer safety.

15.3.4 Anti-corruption measures

15.3.4.1 Preventing corruption

In France, the Group underscores the duty of loyalty in its employment contracts and explains this principle orally when taking on new recruits.

The use of secure payments and strict control over product inventories serve to safeguard against any attempted corruption within the Group.

15.3.5 Actions in support of human rights

15.3.5.1 Promotion of and compliance with the stipulations of the fundamental Conventions of the International Labour Organization

15.3.5.1.1 Freedom of association and the right to collective bargaining

All Group companies make every effort to comply with regulations in this area. For example, elected employee representatives perform their duties in accordance with the legal framework (see section 15.1.4.1).

15.3.5.1.2 Eliminating discrimination in respect of employment and career development

The Group assesses its employees on the basis of their competence and rejects all forms of discrimination.

To limit potential risks in this area, personnel management practices are backed up by the expertise of internal and external human resources professionals, in terms of both designing and implementing recruitment processes and signing off contractual terms.

The Group is also sensitive to the need to integrate young people into the business world: it hosts students (on internships, research assignments, etc.) during their studies as well as supporting projects run by Passeport Armorique pour Entreprendre, which works to promote regional development by encouraging and facilitating access to the business world for young people with a viable business idea.

Employees of the Group's French companies regularly visit schools to talk about their professional experience. In 2022, 11 students completed internships (excluding work experience "taster" programs) at French companies and three students were employed on apprenticeship contracts.

In 2021, the Group's French companies hosted eight interns undertaking accredited assignments (excluding short-term "taster" internships) and employed three students on apprenticeship contracts.

In addition, starting in October 2020 one of the Group's French companies added a number of part-time customer advisor roles. Thanks to this arrangement, the company in question was able to offer students work in 2021 and 2022 tailored to their study schedules.

In 2018, the Group hosted a group of German students in France as part of a partnership with a local high school.

15.3.5.1.3 Eliminating forced and compulsory labor

All positions are subject to applicable legislation and comply with the rules governing the administration of employment contracts.

The Group works with subcontractors in Asia and ensures that appropriate checks are carried out via direct contracts with its suppliers and three-way contracts with suppliers and customers, who can request that social audits be undertaken at production sites.

15.3.5.1.4 Abolition of child labor

The Group does not employ anyone under the age of 18.

Furthermore, service agreements with subcontractors covering production in Asia stipulate that child labor is prohibited.

15.3.5.2 Other actions in favor of human rights

The Group upholds and abides by international laws and standards in this area.

16. STATUTORY AUDIT

The statutory auditors will read out their reports on the financial statements for the fiscal year ended December 31, 2022. Their reports cover the audit of the parent company and consolidated financial statements, the basis for the auditors' conclusions, and specific checks required by law. They will also read out their special report on agreements covered by Articles L.225-38ff. of the French Commercial Code.

The text of the draft resolutions will then be presented to you.

The floor will then be opened for debate and the resolutions submitted for approval will be voted on.

The Board of Directors

March 22, 2023

17. APPENDIX 1: FIVE-YEAR FINANCIAL SUMMARY

(Article R.225-102 of the French Commercial Code)

17.1 Five-year financial summary for Guillemot Corporation S.A.

Fiscal year	2022	2021	2020	2019	2018
I - Financial position at the end of the year					
Share capital (€k)	11,771	11,771	11,771	11,771	11,771
Number of shares issued	15,287,480	15,287,480	15,287,480	15,287,480	15,287,480
Number of bonds convertible into shares	0	0	0	0	0
II - Comprehensive income from activities in the year (€k)					
Turnover excluding taxes	174,820	168,762	109,418	60,315	77,071
Earnings before taxes, depreciation, amortization and provisions	31,406	33,154	21,368	46	7,613
Corporate income tax	3,887	4,018	2,921	-336	655
Earnings after taxes, depreciation, amortization and provisions	29,059	28,046	17,692	-1,934	5,842
Amount of earnings distributed (1)	3,772	3,822	3,822	0	1,987
III - Earnings per share (€)					
Earnings after taxes but before depreciation, amortization and provisions	2.05	1.91	1.21	0.07	0.45
Earnings after taxes, depreciation, amortization and provisions	1.90	1.83	1.16	-0.13	0.38
Dividend paid on each share (2)	0.25	0.25	0.25	0	0.13
IV – Workforce					
Number of employees (3)	5	5	5	5	5
Total payroll (€k)	349	273	309	221	278
Amount paid out in employee benefits (€k)	97	81	92	78	118

17.2 Five-year financial summary for Guillemot Corporation Group

Fiscal year	2022	2021	2020	2019	2018
Comprehensive income from activities in the year (€k)					
Turnover excluding taxes	188,047	176,755	120,619	60,875	81,222
Earnings before taxes, depreciation, amortization and provisions	35,237	23,273	37,584	-2,663	14,654
Corporate income tax	-7,235	-2,887	-699	813	2,196
Earnings after taxes, depreciation, amortization and provisions	20,352	13,707	29,781	-6,414	12,151
Amount of earnings distributed	3,822	3,822	3,822	0	1,987
Earnings per share (€)					
Earnings after taxes but before depreciation, amortization and provisions	1.83	1.33	2.41	-0.12	1.10
Earnings after taxes, depreciation, amortization and provisions	1.35	0.90	1.95	-0.42	0.79
Dividend paid on each share	0.25	0.25	0.25	0	0.13
Workforce					
Number of employees	281	242	205	191	183
Total payroll (€k)	11,283	9,852	8,613	7,595	7,122
Amount paid out in employee benefits (€k)	3,139	2,972	2,387	2,182	2,231

18. APPENDIX 2: SCHEDULE OF CHANGES IN EQUITY – GUILLEMOT CORPORATION S.A.

Amounts are stated in euros with effect from September 11, 2001, when the share capital was converted into euros.

Date	Nature of transaction	Number of shares	Cumulative number of shares	Amount of increase in capital			Amount of reduction in capital	Par value of shares	Issue and/or conversion premiums and/or goodwill on consolidation	Cumulative amount of capital
				Through cash injection or non-cash contribution	Through conversion	Through capitalization of reserves				
Sep 1, '97	Formation of company	1,000,000	1,000,000	-	-	-	-	FF 20	-	FF 20,000,000
Aug 1, '98	Share split	1,000,000	2,000,000	-	-	-	-	FF 10	-	FF 20,000,000
Nov 24, '98	Increase in capital upon IPO	353,000	2,353,000	FF 3,530,000	-	-	-	FF 10	FF 98,840,000	FF 23,530,000
Feb 23, '00	Increase in capital through conversion of bonds	67,130	2,420,130	-	FF 671,300	-	-	FF 10	FF 30,152,775	FF 24,201,300
Feb 23, '00	Share split	2,420,130	4,840,260	-	-	-	-	FF 5	-	FF 24,201,300
May 17, '00	Increase in capital through conversion of bonds	93,550	4,933,810	-	FF 467,750	-	-	FF 5	FF 21,009,922	FF 24,669,050
May 17, '00	Increase in capital through exercise of share subscription warrants	222	4,934,032	F 1,110	-	-	-	FF 5	FF 64,420	FF 24,670,160
May 17, '00	Increase in capital through issuance of shares	953,831	5,887,863	FF 4,769,155	-	-	-	FF 5	FF 321,206,020	FF 29,439,315
Sep 13, '00	Increase in capital through conversion of bonds	20,818	5,908,681	-	FF 104,090	-	-	FF 5	FF 4,675,409	FF 29,543,405
Sep 11, '01	Increase in capital through conversion of bonds	128,750	6,037,431	-	FF 643,750	-	-	FF 5	FF 28,915,312	FF 30,187,155
Sep 11, '01	Conversion of share capital into euros and cancellation of par value	-	6,037,431	-	-	-	-	-	-	€4,602,002.11
May 16, '02	Re-establishment of par value and increase in capital by increasing par value of shares (1)	-	6,037,431	-	-	46,819.76	-	0.77	-	4,648,821.87
May 16, '02	Increase in capital through conversion of bonds (1)	4,376	6,041,807	-	3,369.52	-	-	0.77	149,790.48	4,652,191.39
Jun 28, '02	Increase in capital through non-cash contribution (2)	435,278	6,477,085	335,164.06	-	-	-	0.77	4,587,835.94	4,987,355.45
Aug 30, '02	Increase in capital through non-cash contribution (3)	3,000,000	9,477,085	2,310,000	-	-	-	0.77	12,690,000	7,297,355.45
Aug 30, '02	Reduction in capital through retirement of treasury shares (4)	416,665	9,060,420	-	-	-	320,832.05	0.77	- 11,346,025	6,976,523.40
Sep 19, '02	Increase in capital through conversion of bonds (5)	6,000	9,066,420	-	4,620	-	-	0.77	205,380	6,981,143.40
Dec 23, '03	Increase in capital through non-cash contribution (6)	4,444,444	13,510,864	3,422,221.88	-	-	-	0.77	10,577,778.12	10,403,365.28
Jan 19, '04	Increase in capital through exercise of share subscription warrants (7)	81,446	13,592,310	62,713.42	-	-	-	0.77	181,624.58	10,466,078.70
Nov 16, '06	Increase in capital through exercise of share subscription warrants (8)	101	13,592,411	77.77	-	-	-	0.77	4,422.23	10,466,156.47
Nov 16, '06	Increase in capital through cash injection (9)	1,076,233	14,668,644	828,699.41	-	-	-	0.77	1,571,300.59	11,294,855.88
Sep 18, '07	Increase in capital through conversion of bonds (10)	290,532	14,959,176	-	223,709.64	-	-	0.77	700,710.36	11,518,565.52
Jan 29, '08	Increase in capital through exercise of options (11)	6,700	14,965,876	5,159.00	-	-	-	0.77	7,102.00	11,523,724.52
Jan 20, '11	Increase in capital through exercise of options (12)	38,860	15,004,736	29,922.20	-	-	-	0.77	40,035.40	11,553,646.72
Jan 24, '18	Increase in capital through exercise of options (13)	382,500	15,387,236	294,525.00	-	-	-	0.77	436,050.00	11,848,171.72
Jan 24, '18	Reduction in capital through retirement of treasury shares (14)	187,256	15,199,980	-	-	-	144,187.12	0.77	-457,354.20	11,703,984.60
Mar 16, '18	Increase in capital through exercise of options (15)	87,500	15,287,480	67,375.00	-	-	-	0.77	99,750.00	11,771,359.60
Jan 25, '23	Reduction in capital through retirement of treasury shares (16)	200,000	15,087,480	-	-	-	154,000.00	0.77	-2,474,690.16	11,617,359.60

(1) At its meeting of May 16, 2002, the Board of Directors, by virtue of the authorization granted to it at the shareholders' general meeting of February 15, 2002, reinstated the statement of par value in the Company's Articles of Incorporation, at €0.77. At that same meeting, the Board noted the number of bonds converted into shares since the beginning of the current financial year and the corresponding increase in capital.

(2) At the extraordinary general meeting of June 28, 2002, the shareholders voted to increase the share capital by creating 435,278 new shares in consideration of the contribution by Guillemot Participations S.A. consisting of one share in Italian company Guillemot Srl, representing full ownership of the latter. The number of new shares was determined based on the value of the contribution, equal to €4,923,000, divided by the reference price of Guillemot Corporation shares corresponding to their average closing price over the 60 trading days preceding the date of the shareholders' meeting.

(3) At the extraordinary general meeting of August 30, 2002, the shareholders voted to increase the share capital by creating 3,000,000 new shares in consideration of the contribution by Guillemot Brothers S.A. consisting of one million shares in Ubisoft Entertainment with a total value of €15 million; the contribution agreement entered into with Guillemot Brothers S.A specified an exchange ratio of three new Guillemot Corporation shares for every Ubisoft Entertainment share contributed. On August 14, 2002, the Commission des Opérations de Bourse (the then French stock market regulator) approved the appendix to the report by the Board of Directors presented at the extraordinary general meeting under number E.02-213.

(4) At its meeting of August 30, 2002 following the extraordinary general meeting, the Board of Directors, by virtue of the authorization granted to it at the combined general meeting of February 15, 2002, decided to retire 416,665 treasury shares.

(5) At its meeting of September 19, 2002, the Board of Directors noted the number of bonds converted into shares between May 16, 2002 and August 31, 2002.

(6) At the extraordinary general meeting of December 23, 2003, the shareholders voted to increase the share capital through a non-cash contribution by Guillemot Brothers S.A. consisting of 5 million Gameloft shares.

(7) At its meeting of January 19, 2004, the Board of Directors noted the number of share subscription warrants issued on December 5, 2003 and exercised during the subscription period expiring December 31, 2003.

(8) 100 share subscription warrants issued in 1999 were exercised during the year ended December 31, 2006. Share subscription warrants issued in 1999 were exercisable up to August 31, 2006. Share subscription warrants not exercised at that date lost all their value and were delisted from Eurolist at market close on August 31, 2006.

(9) At its meeting of November 16, 2006, the Board of Directors decided to increase the capital by €2,400,000, including issue premiums, as agreed at the extraordinary general meeting of October 31, 2006. The 1,076,233 new shares were fully paid up by offsetting them against liquid claims due against the Company held by Guillemot Brothers S.A.

(10) At its meeting of September 18, 2007, the Board of Directors noted the number of bonds converted between January 1, 2007 and August 31, 2007, when the bond issue matured, and noted the corresponding increase in capital. A total of 13,206 bonds were converted during this period.

(11) At its meeting of January 29, 2008, the Board of Directors noted the number and value of shares issued during the year ended December 31, 2007 following the exercise of stock options. A total of 6,700 options were exercised during the period.

(12) At its meeting of January 20, 2011, the Board of Directors noted the number and value of shares issued during the year ended December 31, 2010 following the exercise of stock options. A total of 38,860 options were exercised during the period.

(13) At its meeting of January 24, 2018, the Board of Directors noted the number and value of shares issued during the year ended December 31, 2017 following the exercise of stock options. A total of 382,500 options were exercised during the period.

(14) At its meeting of January 24, 2018, the Board of Directors, by virtue of the authorization granted to it at the combined general meeting of May 24, 2017, decided to retire 187,256 treasury shares. During that same Board meeting, these 187,256 treasury shares had been reassigned for retirement.

(15) At its meeting of March 16, 2018, the Board of Directors noted the number and value of shares issued over the period from January 1 to February 18, 2018 following the exercise of stock options. A total of 87,500 options were exercised during the period.

(16) At its meeting of January 25, 2023, the Board of Directors, by virtue of the authorization granted to it at the combined general meeting of June 9, 2022, decided to retire 200,000 treasury shares purchased in 2022 and designated immediately thereafter for retirement.

19. Appendix 3: Special report on stock options

Dear Shareholders,

In accordance with the provisions of Article L.225-184 of the French Commercial Code, we have set out in this report information on transactions in share subscription and purchase options undertaken during the year ended December 31, 2022.

No stock options were awarded, exercised, subscribed for or purchased during the fiscal year ended December 31, 2022.

The table below summarizes the current stock option plans put in place by Guillemot Corporation S.A.:

Date of shareholders' meeting	May 27, 2021
Date of Board of Directors meeting	December 3, 2021
Total number of shares available for subscription: - O/w by corporate officers - O/w by top ten employee beneficiaries	193,950 0 29,500
Start date for exercise of options	December 3, 2023
Expiration date of options	December 2, 2031
Subscription price	€14.44
Terms of exercise	▪ 50% during the third year of the plan ▪ A further 25% during the fourth year of the plan ▪ The remaining 25% from the fifth year of the plan Any options not exercised during the third, fourth and fifth years of the plan may be exercised during the following years up to and including December 2, 2031.
Number of shares subscribed for at December 31, 2022	0
Share subscription options cancelled or lapsed during fiscal year ended December 31, 2022	7,050
Share subscription options outstanding at December 31, 2022	186,900

You are advised that, since the start of the fiscal year beginning January 1, 2023:

- No stock subscription or purchase options have been granted.
- No subscription options have been exercised.

Rennes, March 22, 2023

The Board of Directors

20. Appendix 4: Special report on free shares

Dear Shareholders,

In accordance with the provisions of Article L.225-197-4 of the French Commercial Code, we have set out in this report information on free share awards during the year ended December 31, 2022.

No free shares were awarded either during the fiscal year ended December 31, 2022 or during prior periods.

Furthermore, no free shares have so far been awarded during the fiscal year beginning January 1, 2023.

Rennes, March 22, 2023

The Board of Directors

21. Appendix 5: Report of the Board of Directors on corporate governance

Dear Shareholders,

Pursuant to the provisions of Article L.225-37 of the French Commercial Code, we hereby present our report on corporate governance in respect of the fiscal year ended December 31, 2022.

21.1 Corporate governance code

The Company applies the Middlenext corporate governance code, available from the Middlenext website (www.middlenext.com).

At its meeting of October 27, 2021, the Board of Directors familiarized itself with the items set out in the "Areas for attention" section of the Middlenext code (September 2021 edition).

Recommendation 5 (training for members of the Board of Directors), Recommendation 8 (creation of a committee specializing in corporate social and environmental responsibility) and Recommendation 15 (diversity and equal rights policy) have yet to be implemented. The Board of Directors will meet in the second half of the current fiscal year to make decisions pertaining thereto, namely:

- to implement a three-year training plan for members of the Board of Directors
- to convene the Board of Directors meeting as a corporate social responsibility committee
- to verify that a gender equality and equity policy is in place at every level of the Company's hierarchy

21.2 Directors and executives of Guillemot Corporation S.A.

21.2.1 Directors and executives

<table>
<tr><th colspan="4">Claude Guillemot
Director, Chairman and Chief Executive Officer (**)</th></tr>
<tr><td>Age</td><td>66</td><td colspan="2" rowspan="7">Claude Guillemot joined the family business after completing a master's degree in economics at Université de Rennes I in 1981, followed by a specialized degree in industrial IT at ICAM in Lille. In 1984, he shifted the Company's focus towards the distribution of IT products, and in 1985 steered the business towards specializing in the distribution of video games under the "Guillemot International Software" brand. He and his four brothers went on to set up Guillemot Corporation Group, listed on the stock exchange since 1998, a designer and maker of interactive leisure hardware and accessories under the Hercules brand for digital peripherals (DJing, digital music and speakers) and the Thrustmaster brand for gaming accessories for PCs and video gaming consoles.
In 1986, he and his brothers also founded Ubisoft Entertainment Group, a designer and vendor of interactive PC and console games, and in 2000 they established Gameloft Group, a leading global vendor of downloadable video games.
Claude Guillemot is Chairman and Chief Executive Officer of Guillemot Corporation S.A. as well as a Deputy Chief Executive Officer and director of Ubisoft Entertainment S.A.</td></tr>
<tr><td>Gender</td><td>M</td></tr>
<tr><td>Independent director</td><td>No</td></tr>
<tr><td>Year first appointed</td><td>1997</td></tr>
<tr><td>Directorship expires</td><td>2024</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>1,227,087</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><th colspan="3">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</th><th>Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</th></tr>
<tr><td colspan="3"><u>In France</u>
Chairman, Hercules Thrustmaster SAS, Guillemot Innovation Labs SAS

<u>Outside France</u>
Chairman and director, Guillemot Inc. (Canada), Guillemot Recherche & Développement Inc. (Canada), Guillemot Inc. (United States)
Executive Director, Guillemot Electronic Technology (Shanghai) Co. Ltd. (China)
Director, Guillemot Ltd. (United Kingdom), Guillemot Corporation (HK) Ltd. (Hong Kong), Guillemot S.A. (Belgium), Guillemot Romania Srl (Romania), Guillemot Srl (Italy), Guillemot Spain SL (Spain)
Statutory manager, Guillemot GmbH (Germany)</td><td><u>In France</u>
Deputy Chief Executive Officer and director, Ubisoft Entertainment S.A.*
Director, AMA S.A.
Chief Executive Officer, Guillemot Brothers SAS

<u>Outside France</u>
Director, Ubisoft Nordic A/S (Denmark), Ubisoft Emirates FZ LLC (United Arab Emirates)
Alternate director, Ubisoft Entertainment Sweden AB (Sweden), RedLynx Oy (Finland), Ubisoft Fastigheter AB (Sweden)
Director, Playwing Ltd. (United Kingdom), AMA Corporation plc (United Kingdom)*
Director and Deputy Chief Executive Officer, Guillemot Brothers Ltd. (United Kingdom)</td></tr>
</table>

<table>
<tr><th colspan="2">Claude Guillemot (contd.)
Director, Chairman and Chief Executive Officer (**)</th></tr>
<tr><th>Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</th><th>Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</th></tr>
<tr><td>None</td><td>None</td></tr>
</table>

** Listed on Euronext Paris.*
(**) Guillemot Corporation S.A. is a director of Guillemot Netherlands B.V. (Netherlands)

<table>
<tr><th colspan="4">Michel Guillemot
Director and Deputy Chief Executive Officer with responsibility for strategy</th></tr>
<tr><td>Age</td><td>64</td><td colspan="2" rowspan="7">A graduate of the EDHEC business school and holder of a DECS post-graduate degree in accountancy, Michel Guillemot co-founded Guillemot Corporation Group (a designer and maker of interactive entertainment hardware and accessories under the Hercules and Thrustmaster brands) with his four brothers and serves as Deputy Chief Executive Officer and director of Guillemot Corporation S.A.
His 40 years' experience in the information technology and video game industry, entrepreneurial spirit and in-depth knowledge of the mobile industry make him a recognized expert in the field.
He also founded mobile video game vendor Gameloft, where he served as Chairman and Chief Executive Officer for 16 years. Under his leadership, Gameloft enjoyed a period of strong and rapid growth from 2001 to 2016, becoming a global leader and one of the world's leading mobile game developers.
Michel Guillemot also co-founded the Ubisoft Entertainment Group (which designs and sells interactive PC and console games) in 1986, and serves as Deputy Chief Executive Officer and director of Ubisoft Entertainment S.A. with responsibility for strategic and financial development.
Now based in London, he is also founder as well as Chairman and Chief Executive Officer of Playwing Ltd., Artificial Intelligence Research Lab (AIRLAB) Inc. and Ariann Finance Inc.</td></tr>
<tr><td>Gender</td><td>M</td></tr>
<tr><td>Independent director</td><td>No</td></tr>
<tr><td>Year first appointed</td><td>1997</td></tr>
<tr><td>Directorship expires</td><td>2028</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>1,056,569</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><th colspan="2">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</th><th colspan="2">Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</th></tr>
<tr><td colspan="2"><u>In France</u>
None

<u>Outside France</u>
Director, Guillemot SA (Belgium), Guillemot Ltd (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)</td><td colspan="2"><u>In France</u>
Deputy Chief Executive Officer and director, Ubisoft Entertainment S.A.*
Director, AMA S.A.
Chief Executive Officer, Guillemot Brothers SAS

<u>Outside France</u>
Chairman and director, Ariann Finance Inc. (Canada), Divertissements Playwing Inc. (Canada), Artificial Intelligence Research Lab (AIRLAB) Inc. (Canada)
Director, Playwing Ltd. (Bulgaria)
Director, Playwing Ltd. (United Kingdom), AMA Corporation plc (United Kingdom)*, Artificial Intelligence Research Lab Ltd. (United Kingdom)
Director and Deputy Chief Executive Officer, Guillemot Brothers Ltd. (United Kingdom)</td></tr>
<tr><th colspan="2">Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</th><th colspan="2">Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</th></tr>
<tr><td colspan="2">None</td><td colspan="2">None</td></tr>
</table>

** Listed on Euronext Paris.*

<table>
<tr><th colspan="4">Gérard Guillemot
Director and Deputy Chief Executive Officer with responsibility for marketing research</th></tr>
<tr><td>Age</td><td>61</td><td colspan="2" rowspan="7">After graduating from the EDHEC business school in Lille, Gérard Guillemot oversaw the establishment of the North American studios of Ubisoft Entertainment Group, specializing in the design and sale of interactive PC and console games, which he founded along with his four brothers in 1986. He has managed Ubisoft's Cinema division (Motion Pictures) since April 2016. He is also Deputy Chief Executive Officer and director of Ubisoft Entertainment S.A. He previously launched Gameloft.com, an online gaming portal whose IPO he subsequently oversaw.
Gérard Guillemot is now based in New York and serves as Chairman of US company Longtail Studios Inc., which he formed in 2003 and which designs educational smartphones and tablets apps.
He also co-founded Guillemot Corporation Group (a designer and maker of interactive leisure hardware and accessories under the Hercules and Thrustmaster brands) and serves as Deputy Chief Executive Officer and director of Guillemot Corporation S.A.</td></tr>
<tr><td>Gender</td><td>M</td></tr>
<tr><td>Independent director</td><td>No</td></tr>
<tr><td>Year first appointed</td><td>1997</td></tr>
<tr><td>Directorship expires</td><td>2028</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>986,246</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><th colspan="3">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</th><th>Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</th></tr>
<tr><td colspan="3"><u>In France</u>
None

<u>Outside France</u>
Director, Guillemot Ltd. (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)</td><td><u>In France</u>
Deputy Chief Executive Officer and director, Ubisoft Entertainment S.A.*
Director, AMA S.A.
Chief Executive Officer, Guillemot Brothers SAS

<u>Outside France</u>
Chairman, Longtail Studios Inc. (United States), Longtail Studios Halifax Inc. (Canada), Longtail Studios PEI Inc. (Canada)
Chairman and director, Ubisoft L.A. Inc. (United States), Script Movie Inc. (United States)
Director, Playwing Ltd. (United Kingdom), AMA Corporation plc (United Kingdom)*
Director and Deputy Chief Executive Officer, Guillemot Brothers Ltd. (United Kingdom)</td></tr>
<tr><th colspan="3">Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</th><th>Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</th></tr>
<tr><td colspan="3">None</td><td><u>In France</u>
None

<u>Outside France</u>
Deputy Chairman, Dev Team LLC (United States)</td></tr>
</table>

** Listed on Euronext Paris.*

<table>
<tr><th colspan="4">Christian Guillemot
Director and Deputy Chief Executive Officer with responsibility for administration</th></tr>
<tr><td>Age</td><td>57</td><td colspan="2" rowspan="7">After graduating from the European Business School in London, Christian Guillemot played a driving role in the IPOs of Ubisoft Entertainment (a designer and vendor of interactive PC and console games), Guillemot Corporation (a designer and maker of interactive leisure hardware and accessories under the Hercules and Thrustmaster brands) and Gameloft (a leading global vendor of downloadable video games), each of which he co-founded with his four brothers. As well as serving as Deputy Chief Executive Officer and director of the Guillemot Corporation and Ubisoft Entertainment groups, he is also Chairman and Chief Executive Officer of the two family holding companies, Guillemot Brothers Ltd. and Guillemot Brothers SAS, and corporate secretary of Longtail Studios Inc. He also runs AMA Corporation plc Group, which he co-founded with his brothers in 2016 and which specializes in remote medicine and remote assistance with connected glasses, a market that is currently experiencing strong growth. A passionate innovator, he is also actively involved in developing French tech, having set up three digital accelerators in Brittany, where he has served as a local elected representative since 2014.</td></tr>
<tr><td>Gender</td><td>M</td></tr>
<tr><td>Independent director</td><td>No</td></tr>
<tr><td>Year first appointed</td><td>1997</td></tr>
<tr><td>Directorship expires</td><td>2024</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>611,097</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><th colspan="3">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</th><th>Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</th></tr>
<tr><td colspan="3"><u>In France</u>
Statutory manager, Guillemot Administration et Logistique SARL

<u>Outside France</u>
Director, Guillemot Corporation (HK) Ltd. (Hong Kong), Guillemot Ltd. (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada), Guillemot Recherche & Développement Inc. (Canada), Guillemot S.A. (Belgium)</td><td><u>In France</u>
Deputy Chief Executive Officer and director, Ubisoft Entertainment S.A.*
Chairman and Chief Executive Officer and director, AMA S.A.
Chairman, Guillemot Brothers SAS
Chief Executive Officer, La Cour de Marzan SAS

<u>Outside France</u>
Director, Ubisoft Nordic A/S (Denmark)
Chairman and Chief Executive Officer and director, AMA L'œil de l'expert Inc. (Canada)
Chairman and Chief Executive Officer and director, Guillemot Brothers Ltd. (United Kingdom), AMA Corporation plc (United Kingdom)*, AMA Xperteye Ltd. (United Kingdom), AMA Xperteye Inc. (United States)
Chairman and director, Playwing Ltd. (United Kingdom)
Chairman and director, Playwing Entertainment SL (Spain)
Director, AMA Xperteye Ltd. (Hong Kong), AMA (Shanghai) Co. Ltd. (China), AMA Xperteye KK (Japan)
Chairman, Playwing Srl (Romania)
Director, Artificial Intelligence Research Lab (AIRLAB) Inc. (Canada), AMA Xperteye Srl (Romania), AMA Xperteye S.R.L. (Italy), AMA Xperteye SL (Spain)
Statutory manager, AMA Xpert Eye GmbH (Germany)
Secretary, Longtail Studios Inc. (United States)</td></tr>
<tr><th colspan="3">Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</th><th>Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</th></tr>
<tr><td colspan="3">None</td><td><u>In France</u>
Chairman, SAS du Corps de Garde, AMA Opérations SAS, AMA Research and Development SAS
Liquidator, SAS du Corps de Garde

<u>Outside France</u>
None</td></tr>
</table>

** Listed on Euronext Paris.*

<table>
<tr><th colspan="4">Marie-Hélène Lair
Director</th></tr>
<tr><td>Age</td><td>76</td><td colspan="2" rowspan="7">After completing advanced studies in accountancy, Marie-Hélène Lair worked until 1986 for a chartered accounting firm, where she was responsible for a portfolio of clients.
From 1986 to 1999, she ran a production center for temporary employment agency BIS France. She was tasked with managing the center, with particular responsibility for temporary staff payroll, customer credit, accounting and financial control. During this period (1992 and 1993), Mrs. Lair also served as Accounting Director at BIS Group's head office.
From 2000 to 2004, Mrs. Lair served as National Production Manager with the Vedior France group (also in the temporary employment sector), with particular responsibility for temporary staff payroll, production control, accounting and financial control. She was also a member of Vedior France's Financial Management Committee.</td></tr>
<tr><td>Gender</td><td>F</td></tr>
<tr><td>Independent director</td><td>Yes</td></tr>
<tr><td>Year first appointed</td><td>2011</td></tr>
<tr><td>Directorship expires</td><td>2023</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>1,000</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><td colspan="3">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</td><td>Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</td></tr>
<tr><td colspan="3">None</td><td>None</td></tr>
<tr><td colspan="3">Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</td><td>Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</td></tr>
<tr><td colspan="3">None</td><td>None</td></tr>
</table>

<table>
<tr><th colspan="4">Maryvonne Le Roch-Nocera
Director</th></tr>
<tr><td>Age</td><td>64</td><td colspan="2" rowspan="7">After obtaining a DECS post-graduate degree in accountancy from the ICS Paris business school, Maryvonne Le Roch-Nocera joined audit firm Edouard Salustro & Associés. She then managed a portfolio of clients at chartered accountants Grégoire et Associés.
In 1986, she moved to Brittany to work for the family holding company, which owned supermarkets and real estate companies.
From 2005 to 2007, she ran the Intermarché group's business aviation organization and established Air ITM's public transport operation.
She set up an Intermarché store in Surzur in 2007 and took over the Arzon store in 2011.
From 2006 to 2019, she was a member of the board of Fondation Le Roch – Les Mousquetaires, of which she was appointed Chair in November 2019.</td></tr>
<tr><td>Gender</td><td>F</td></tr>
<tr><td>Independent director</td><td>Yes</td></tr>
<tr><td>Year first appointed</td><td>2014</td></tr>
<tr><td>Directorship expires</td><td>2026</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>100</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><td colspan="3">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</td><td>Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</td></tr>
<tr><td colspan="3">None</td><td><u>In France</u>
Chairman, Majimer SAS (***), Fondation Le Roch – Les Mousquetaires
Statutory manager, Du Lobréont SCI

<u>Outside France</u>
None</td></tr>
<tr><td colspan="3">Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</td><td>Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</td></tr>
<tr><td colspan="3">None</td><td><u>In France</u>
Chief Executive Officer, Rochelven SAS
Chairman, Rochelven SAS, Franclem SAS, Nautimar SAS
Chief Executive Officer and member of the Executive Board, Vanves Distribution S.A.

<u>Outside France</u>
None</td></tr>
</table>

(***) Majimer SAS also holds the chairmanship of Franclem SAS and Elegie SAS.

<table>
<tr><th colspan="4">Corinne Le Roy
Director</th></tr>
<tr><td>Age</td><td>59</td><td colspan="2" rowspan="7">Mrs. Le Roy established Ubisoft Entertainment Group’s Chinese operation in 1996 and served as Chief Executive Officer of its Shanghai subsidiary until 2018. After initially overseeing video game vending, she was then put in charge of video game production in 2000. After 2000, she focused on developing Ubisoft’s Shanghai studio – China’s first and only world-class video game studio with full design and production capability. It was ranked among the world’s top 100 studios in 2009 (in the Develop 100 ranking), when Tom Clancy’s EndWar won the E3 Game Critics award for best strategy game.
In 2009, Mrs. Le Roy was awarded the White Magnolia by the Shanghai Municipal Government for her outstanding contribution to Shanghai.
Before joining Ubisoft Entertainment Group, Mrs. Le Roy, who is a qualified nurse and medical carer, worked in hospitals and public health, developing and managing projects in Africa, the former USSR and the Middle East.</td></tr>
<tr><td>Gender</td><td>F</td></tr>
<tr><td>Independent director</td><td>Yes</td></tr>
<tr><td>Year first appointed</td><td>2017</td></tr>
<tr><td>Directorship expires</td><td>2023</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>1</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
<tr><td colspan="2">Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</td><td colspan="2">Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</td></tr>
<tr><td colspan="2">None</td><td colspan="2">None</td></tr>
<tr><td colspan="2">Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</td><td colspan="2">Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</td></tr>
<tr><td colspan="2">None</td><td colspan="2"><u>In France</u>
None

<u>Outside France</u>
Chief Executive Officer, Shanghai Ubi Computer Software Co. Ltd (China)
Director, Shanghai Uno Network Technology Co. Ltd (China)</td></tr>
</table>

<table>
<tr><th colspan="3">Yves Guillemot
Deputy Chief Executive Officer with responsibility for relations with makers of video game consoles and PCs(1)</th></tr>
<tr><td>Age</td><td>62</td><td rowspan="6">On completing his studies at the IPME business school, Yves Guillemot joined with his four brothers to launch out into the video games sector, which was just at the start of its meteoric expansion. He is currently Deputy Chief Executive Officer of Ubisoft Entertainment Group, which he and his brothers formed in 1986 and which is now one of the world’s leading designers, vendors and distributors of video games and interactive services.
Together with his brothers, he is also a co-founder of Guillemot Corporation Group and serves as Deputy Chief Executive Officer of Guillemot Corporation S.A. with responsibility for relations with makers of video game consoles and PCs. Yves Guillemot is also a member of the Board of Directors of Andromède SAS.</td></tr>
<tr><td>Gender</td><td>M</td></tr>
<tr><td>Date appointed</td><td>1997</td></tr>
<tr><td>Term of office expires</td><td>Upon expiration of Claude Guillemot’s term of office as Chief Executive Officer (and, if Claude Guillemot steps down as Chief Executive Officer, when a new Chief Executive Officer is appointed)</td></tr>
<tr><td>Number of shares held at Feb 28, 2023</td><td>678,170</td></tr>
<tr><td>Correspondence address</td><td>BP 2, 56204 La Gacilly Cedex, France</td></tr>
</table>

(1) Yves Guillemot stepped down from his duties as a director on August 5, 2016 so as to comply with the provisions laid down in Article L.225-94-1 of the French Commercial Code.

<table>
<tr><th colspan="2">Yves Guillemot (contd.)
Deputy Chief Executive Officer with responsibility for relations with makers of video game consoles and PCs</th></tr>
<tr><th>Other offices and roles held within Guillemot Corporation Group at Dec 31, 2022</th><th>Expired offices and roles within the Guillemot Corporation Group
(over the past five years)</th></tr>
<tr><td><u>In France</u>
None

<u>Outside France</u>
Director, Guillemot Ltd. (United Kingdom), Guillemot Inc. (United States), Guillemot Inc. (Canada)</td><td>None</td></tr>
<tr><th>Other offices and roles held outside Guillemot Corporation Group at Dec 31, 2022</th><th>Expired offices and roles outside the Guillemot Corporation Group
(over the past five years)</th></tr>
<tr><td><u>In France</u>
Chairman and Chief Executive Officer, Ubisoft Entertainment S.A.*
Chairman, Ubisoft Annecy SAS, Ubisoft EMEA SAS, Ubisoft France SAS, Ubisoft International SAS, Ubisoft Montpellier SAS, Ubisoft Paris SAS, Ubisoft Production Internationale SAS, Nadéo SAS, Owlient SAS, Ubisoft Création SAS, Ivory Tower SAS, Ubisoft Bordeaux SAS, 1492 Studio SAS, Green Panda Games SAS, Puzzle Games Factory SAS, Solitaire Games Studio SAS
Statutory manager, Ubisoft Motion Pictures SARL, Ubisoft Mobile Games SARL, Ubisoft Paris – Mobile SARL
Director, AMA SA, Andromède SAS
Chief Executive Officer, Guillemot Brothers SAS

<u>Outside France</u>
Director and Deputy Chief Executive Officer, Guillemot Brothers Ltd. (United Kingdom)
Statutory manager, Ubisoft Blue Byte GmbH (Germany), Ubisoft GmbH (Germany), Kolibri Games GmbH (Germany), Ubisoft EooD (Bulgaria), Ubisoft Studios Srl (Italy), Ubisoft SARL (Morocco), Blue Mammoth Games LLC (United States), i3D.net LLC (United States)
Chairman and Chief Executive Officer, Ubisoft Vietnam Co. Ltd. (Vietnam)
Chairman and director, Ubisoft Divertissements Inc. (Canada), Ubisoft Éditions Musique Inc. (Canada), Hybride Technologies Inc. (Canada), Ubisoft Toronto Inc. (Canada), Ubisoft Winnipeg Inc. (Canada), Ubisoft Nordic A/S (Denmark), Ubisoft Entertainment India Private Ltd. (India), Red Storm Entertainment Inc. (United States), Ubisoft CRC Ltd. (United Kingdom)
Deputy Chairman and director, Ubisoft Inc. (United States)
Chief Executive Officer and director, Ubisoft Emirates FZ LLC (United Arab Emirates)
Chief Executive Officer and director, Ubisoft Singapore Pte Ltd. (Singapore)
Director, Playwing Ltd. (United Kingdom), AMA Corporation plc (United Kingdom)*
Executive director, Shanghai Ubi Computer Software Co. Ltd. (China), Chengdu Ubi Computer Software Co. Ltd. (China)
Director, Ubisoft Pty Ltd. (Australia), Ubisoft S.A. (Spain), Ubi Studios SL (Spain), Ubisoft Barcelona Mobile SL (Spain), Ubisoft Ltd. (Hong Kong), Ubisoft SpA (Italy), Ubisoft KK (Japan), Ubisoft Osaka KK (Japan), Ubisoft BV (Netherlands), BMG Europe BV (Netherlands), i3D.net BV (Netherlands), SmartDC BV (Netherlands), Ubisoft spółka z ograniczoną odpowiedzialnością (Poland), Ubisoft Srl (Romania), Ubisoft Ltd. (United Kingdom), Hyper Beats Ltd. (United Kingdom), Ubisoft Entertainment Sweden A/B (Sweden), RedLynx Oy (Finland), Future Games of London Ltd. (United Kingdom), Ubisoft Fastigheter AB (Sweden), Ubisoft DOO Beograd (Serbia)</td><td><u>In France</u>
Chairman, Ubisoft Motion Pictures Rabbids SAS
Statutory manager, Script Movie SARL, Ubisoft Learning & Development SARL, Ivory Art & Design SARL
Director, Rémy Cointreau S.A.*
Member of the Supervisory Board, Lagardère S.A.

<u>Outside France</u>
Chairman, Dev Team LLC (United States)
Chairman and director, Ubi Games S.A. (Switzerland), Ubisoft L.A. Inc. (United States), Script Movie Inc. (United States)
Director, Performance Group BV (Netherlands), SmartDC Holding BV (Netherlands), SmartDC Heerlen BV (Netherlands)
Chairman, Dev Team LLC (United States)</td></tr>
</table>

** Listed on Euronext Paris.*

21.2.2 Composition of the Board of Directors

The Board's composition did not change during the fiscal year ended December 31, 2022.

The Board of Directors has seven members, four men and three women. Male and female members make up 57.14% and 42.86% of the Board respectively.

The Board has three independent members within the meaning of the Middlenext code: Marie-Hélène Lair, Maryvonne Le Roch-Nocera and Corinne Le Roy.

Claude, Michel, Yves, Gérard and Christian Guillemot are not independent within the meaning of the aforementioned code since they are also executive directors of the Company and brothers.

No director who also holds executive office (Claude, Michel, Yves, Gérard and Christian Guillemot) holds more than two other directorships in listed companies outside of Guillemot Corporation Group.

The Board of Directors does not include a director elected by the employees.

At its meeting of April 29, 2002, the Board of Directors opted to combine the roles of Chairman of the Board of Directors and Chief Executive Officer of the Company.

To date, the Board of Directors has not set any particular limits on the powers of the Chairman and Chief Executive Officer other than those laid down in the Articles of Incorporation and in law.

You are reminded that:

- Article 9 of the Articles of Incorporation stipulates that the Company may be run by a Board of Directors consisting of between three and 18 members.
- Directors serve for a term of six years. However, to enable directors to be replaced on a staggered basis, the shareholders may, at the proposal of the Board of Directors, vote at an ordinary general meeting to appoint or reappoint one or more directors for a period of four or five years.
- Each director must own at least one share and no director may be over 80 years of age.

21.2.3 Diversity policy applicable to members of the Board of Directors

21.2.3.1 Goal

The goal of the diversity policy applicable to members of the Board of Directors is to enable the Board to effectively discharge its duties, particularly in respect of the following:

- Determining the Company's strategic direction and ensuring that it is implemented
- Dealing with issues having to do with the smooth running of the Company
- Resolving, through its deliberations, affairs concerning the Company
- Applying any controls and checks it deems appropriate

21.2.3.2 Description

Age
The aim is for the Board to consist of directors of a wide range of ages, while also taking into consideration each candidate's qualifications and professional experience.

Consequently, the Company's Articles of Incorporation include an open-ended clause as regards age, stipulating only that directors may not be over 80 years of age.

Gender
The Board of Directors seeks, as far as possible, to achieve balanced gender representation. With 42.86% of serving directors female, this goal is currently being achieved.

Qualifications and professional experience
The Board of Directors aims to encompass a range of expertise so as to be able to identify and understand international cultural and economic developments.

Of these areas of expertise, current and past directors have or have had at least the following:

- Expertise in economics, management, finance or accountancy; or
- Sound knowledge of the video games sector; or
- Experience of running businesses in the interactive entertainment segment; or

- International experience as a result of having studied abroad or having lived or worked in a number of countries or continents

That being the case, on the current Board of Directors:

- Two members have advanced accountancy qualifications (Michel Guillemot and Maryvonne Le Roch-Nocera). Another four members also studied accounting and finance as part of their higher education (Claude Guillemot, Gérard Guillemot, Christian Guillemot and Marie-Hélène Lair).
- Five members have worked or continue to work in the video games sector (Claude Guillemot, Michel Guillemot, Gérard Guillemot, Christian Guillemot and Corinne Le Roy).
- Five members have experience running businesses in the interactive entertainment segment (Claude Guillemot, Michel Guillemot, Gérard Guillemot, Christian Guillemot and Corinne Le Roy).
- At least five members have either studied or worked abroad (Claude Guillemot, Michel Guillemot, Gérard Guillemot, Christian Guillemot and Corinne Le Roy). Furthermore, three Board members have lived on more than one continent (Claude Guillemot, Gérard Guillemot and Corinne Le Roy).

21.2.3.3 Results achieved

The members of the Board of Directors meet the aforementioned criteria as regards age, gender, qualifications and professional experience.

21.2.4 Other information about directors and executives

Transactions between directors and executives and the Company, other than normal arm's length transactions, are detailed in the statutory auditor's special report.

No loans or guarantees have been granted or given in favor of directors or executives.

No director or executive has been found guilty of fraud, implicated or officially publicly sanctioned at any time in the past five years.

No director or executive has at any time in the past five years been involved in any insolvency, compulsory administration or liquidation, including court-ordered liquidation. Furthermore, no director or executive has at any time in the past five years been stripped by a court of his or her right to serve as a member of an issuer's administrative, management or supervisory body or to be involved in an issuer's management or the conduct of its business.

To the Company's knowledge, there are no potential conflicts of interest between any director's or executive's duties to the Company and that director's or executive's private interests and/or other duties.

There are no arrangements or agreements in place with the Company's principal shareholders, customers, suppliers or other persons under which any director or executive has been selected to serve as a member of an administrative or management body or of senior management.

There are no service agreements in place between directors or executives and the Company or any of its subsidiaries under which benefits are or may become due.

There are no restrictions in place on the disposal of directors' or executives' holdings of shares in the Company other than the following:

- For Claude, Michel, Yves and Christian Guillemot, the collective undertaking to hold shares referred to in section 12.1.6 of the Management Report, and
- For share subscription options allotted since January 1, 2007, the commitment to hold, in registered form, 5% of shares arising from the exercise of options until the holders' terms of office expire

No free shares having been awarded, the Board of Directors has to date not laid down any conditions on the retention of shares by the executive directors in the event of a free share award.

Furthermore, the rules of procedure of the Board of Directors stipulate that all directors must refrain from trading in any securities of the Company whatsoever whenever they are aware of information of any kind that might influence the price of such securities. Directors must also refrain from trading in any securities of the Company whatsoever:

- during the 30 calendar days preceding publication of the annual and interim financial results;

- during the 15 calendar days preceding publication of quarterly or interim financial information or financial statements.

21.2.5 Potential material impacts on corporate governance

None.

21.3 Preparation and organization of the Board's work

21.3.1 Role and operation of the Board of Directors

The Board of Directors determines the Company's business strategy and ensures that it is implemented. It exercises its powers within the confines of the corporate purpose and subject to those powers expressly attributed by law to the shareholders.

The Chairman of the Board of Directors organizes and oversees the work of the Board, reports on it to the shareholders and implements decisions made at shareholders' general meetings. He or she represents the Board of Directors in its dealings with third parties. He or she oversees the smooth running of the Company's official bodies and ensures that the directors are able to perform their duties.

The Board of Directors adopted the original version of the Board rules of procedure at its meeting of October 31, 2007. These rules have since been regularly amended by the Board of Directors; the last such amendment was made on January 25, 2023.

The Board rules of procedure include sections on the following: role, composition and operation of the Board of Directors; information provided to Board members; members' duties (multiple directorships, training, confidentiality, loyalty, non-compete commitments, trading in shares, etc.); procedure for managing and monitoring conflicts of interest; committees; rules for determining Board members' compensation; arrangements for protecting corporate officers; and succession planning for the Chief Executive Officer and key individuals.

The Board's rules of procedure are available from the "Corporate governance" section of the Company's website (www.guillemot.com), which can be accessed by clicking on "Financial and regulated information" and then "This year".

In October 2022, the directors were asked to give their opinion on the operation of the Board and the preparation of its work in 2022. The directors were given the opportunity to express their opinions through a questionnaire mainly covering the composition and operation of the Board, frequency of Board meetings, subjects covered, quality of debate, provision of information to directors, and balance between supervisory and executive power. The outcome was a positive assessment of the Board's ability to perform its duties.

21.3.2 Board meetings

The Board meets as often as the Company's interests require.

Board meetings are held either at the Company's headquarters or at any other place stated in the notice of meeting. For the purposes of calculating quorum and majority, directors participating in Board meetings via videoconferencing or other means of telecommunication are deemed to be in attendance, where authorized by law.

The Board of Directors met 12 times during the fiscal year ended December 31, 2022.

Attendance rates at Board meetings were as follows:

	Director						
	Claude Guillemot	**Michel Guillemot**	**Gérard Guillemot**	**Christian Guillemot**	**Marie-Hélène Lair**	**Maryvonne Le Roch-Nocera**	**Corinne Leroy**
Number of meetings	12/12	11/12	12/12	12/12	11/12	11/12	8/12
Individual attendance rate	100%	91.67%	100%	100%	91.67%	91.67%	66.67%
Average attendance rate	91.66%						

The Board's deliberations covered the following topics:

- Presentation of consolidated annual turnover

- Use by the Chief Executive Officer of the authorization granted by the Board of Directors in respect of guarantees, endorsements and other collateral
- Competitive procedure for selecting a new principal statutory auditor to replace MB Audit SARL; approval of the report on the outcome of the aforementioned selection procedure; recommendation and preference to be submitted to the Board of Directors
- Recommendation on the reappointment of PricewaterhouseCoopers Audit SAS as principal statutory auditor
- Presentation by the statutory auditors of their supplementary report to the audit committee
- Sign-off of the consolidated and parent company financial statements for the year ended December 31, 2021
- Proposed appropriation of parent company income for the fiscal year ended December 31, 2021
- Report on the assessment of agreements relating to routine arm's length transactions
- Review of regulated agreements entered into and authorized during prior years and remaining in force during the fiscal year ended December 31, 2021
- Preparation and convening of the annual general meeting
- Presentation of quarterly consolidated turnover
- Approval of projected management accounts as laid down in Article L.232-2 of the French Commercial Code and preparation of reports on those accounts
- Letter of support in favor of UK subsidiary Guillemot Limited
- Implementation of the share buyback program
- Reappointment of Michel and Gérard Guillemot as Deputy Chief Executive Officers
- Change in fixed compensation payable to the Chairman and Chief Executive Officer
- Change in fixed compensation payable to the Deputy Chief Executive Officers
- Authorization of a regulated agreement subject to Article L.225-38 of the French Commercial Code: signature of a shareholders' agreement (Ubisoft shares)
- Review and approval of the summary interim consolidated financial statements for the period from January 1 to June 30, 2022
- Review of voting by minority shareholders at the annual shareholders' general meeting
- Review of Group risk mapping
- Debate on the Company's policy on gender equality and equal pay
- Self-assessment of the operation of the Board of Directors and the preparation of its work
- Review of the planned formation of a subsidiary in the Netherlands

The directors may, if they so wish, hold discussions in the absence of the Chairman and Chief Executive Officer after each Board meeting.

21.3.3 Convening Board meetings

Article 10 of the Articles of Incorporation stipulates that Board meetings may be convened by any means, including orally. During the fiscal year ended December 31, 2022, all Board meetings were convened by e-mail.

21.3.4 Provision of information to the directors

All documents and information needed by the directors to perform their duties were provided or made available to them before the relevant meeting or handed to them during that meeting.

21.3.5 Specialized committees

To date, no formal committees have been established by the Board of Directors.

21.3.5.1 Audit Committee

At its meeting of July 16, 2009, the Board of Directors decided, under the exemption provided for in the fourth paragraph of Article L.823-20 of the French Commercial Code, that it would itself perform the duties of the committee tasked with monitoring matters relating to the preparation and oversight of accounting and financial information (i.e. the audit committee), since, at that date, the Board consisted solely of members serving in an executive capacity and did not have any independent members.

In 2011 and 2014, two directors were appointed with particular expertise in finance or accountancy; both are independent Board members within the meaning of the Middlenext corporate governance code.

Without prejudice to the competence of the Board of Directors, the audit committee has particular responsibility for the following:

- Monitoring the process of producing financial reporting and, where applicable, drawing up recommendations to ensure the integrity thereof
- Monitoring the effectiveness of internal control and risk management systems, as well as, where applicable, internal audit, as regards procedures for preparing and processing accounting and financial information, without impinging on the independence of such information
- Issuing recommendations on statutory auditors proposed for appointment to the shareholders; such recommendations are made in accordance with regulations; the committee also makes a recommendation to the Board whenever regulations call for one or more new statutory auditors to be appointed.
- Monitoring performance of the statutory auditors' duties and taking into account any observations and findings of the Haut conseil du commissariat aux comptes (France's supervisory authority for auditors) subsequent to audits carried out in accordance with regulations.
- Ensuring that the statutory auditors meet the independence criteria laid down in regulations
- Approving the provision of services other than certification of the financial statements, in compliance with applicable regulations

The Board of Directors meeting as an audit committee is convened under the same rules as the Board of Directors.

In fiscal year 2022, independent director Marie-Hélène Lair chaired those meetings of the Board of Directors when it met as an audit committee. Claude Guillemot, Chairman and Chief Executive Officer, attended these meetings with the aim of promoting and fostering immediate and direct discussion.

During the fiscal year ended December 31, 2022, when the financial statements for the fiscal year ended December 31, 2021 were certified, the audit committee received the statutory auditors' annual declaration of independence.

During the fiscal year ended December 31, 2022:

- PricewaterhouseCoopers Audit SAS was reappointed as a principal statutory auditor;
- Toadenn Audit SARL was appointed as a principal statutory auditor to replace MB Audit SARL, whose term expired.

Before the financial statements for the year ended December 31, 2022 were signed off, the statutory auditors presented their draft report to the Board meeting as an audit committee, thus facilitating direct dialogue between the statutory auditors and the audit committee.

21.3.6 Meeting minutes

Minutes of Board meetings are drawn up after each meeting.

21.4 Assessment of agreements relating to routine arm's length transactions

21.4.1 Assessment procedure put in place by the Board of Directors

This procedure was established by the Board of Directors at its meeting of January 29, 2020 to ensure that Guillemot Corporation S.A. ("the Company") complies with the "PACTE" Act of May 22, 2019 on business growth and transformation. This Act requires listed companies to put in place procedures to regularly assess whether agreements relating to routine arm's length transactions meet the necessary criteria.

The procedure for regulated agreements laid down in Article L.225-38 of the French Commercial Code requiring prior authorization by the Board of Directors does not apply where an agreement relates to a transaction that is both routine and entered into at arm's length.

Routine transactions are those entered into by the Company in the normal course of business, notably within the scope of its corporate purpose, and reflect usual practice among companies in a similar situation. For example, the following transactions are generally considered routine: intragroup billing of administrative or management services or functional tasks (notably in the areas of human resources, accounting, finance, internal control, general organization, management, staff training, communications, marketing, legal, IT, logistics, insurance, purchasing, sales, etc.); tax consolidation agreements; cash management agreements and transactions; cash pooling agreements, whether automated or otherwise; intragroup loan agreements (not including interest-free loans); current account agreements; financial support agreements; trademark royalty agreements and any other agreements in respect of intellectual property rights; routine purchases and sales falling within the scope of the Company's corporate purpose or carried out in the normal course of business; provision of services usually associated with various processes falling within the Company's corporate purpose; etc.

When assessing whether a transaction is routine, consideration is also given to its nature, legal significance and financial consequences as well as whether or not it is a recurring transaction.

A transaction is considered arm's length if the associated conditions are similar to those that usually apply to transactions of the same type or to transactions usually entered into or agreed to by the Company in its relations with third parties. When assessing whether a transaction is entered into at arm's length, one of the key factors taken into consideration is the price (the market price or the price generally applicable in the sector in question, or, for intragroup transactions, the rebilled cost price, sometimes with a reasonable mark-up to cover unallocated indirect costs). The amounts involved are also taken into consideration.

Aside from financial aspects, the legal terms must be reviewed to ensure that they are balanced or standard for the type of transaction in question.

Whether a transaction is routine and whether it is entered into at arm's length are considered together: if one or the other does not apply, the agreement in question will be subject to the procedure governing regulated agreements.

These criteria are assessed on a case-by-case basis by the Group's Administration and Finance department in conjunction with its Legal department.

The Group's Administration and Finance department assesses agreements in relation to routine arm's length transactions at least once a year to determine whether they still qualify as such.

No person directly or indirectly affected by such an agreement may take part in this assessment.

The Group's Administration and Finance department must present a report on its assessment to the Board of Directors no later than the meeting held to sign off the annual financial statements.

A description of this assessment procedure must be included in the report on corporate governance.

This procedure will be updated by the Board of Directors as necessary.

21.4.2 Implementation of the assessment procedure

In March 2023, the Group's Administration and Finance department assessed agreements in relation to routine arm's length transactions undertaken during the fiscal year ended December 31, 2022 to determine whether they still qualified as such.

A report on this assessment was presented to the Board of Directors at its meeting of March 22, 2023.

21.5 Agreements subject to Article L.225-37-4 of the French Commercial Code

No agreements subject to the second paragraph of Article L.225-37-4 of the French Commercial Code(1) were in force in the year ended December 31, 2022.

(1) Agreements entered into, whether directly or via an intermediary, between a corporate officer or a shareholder holding more than 10% of the voting rights in a company and another company controlled by that company as defined in Article L.233-3, excluding agreements relating to routine arm's length transactions.

21.6 Director and executive compensation

21.6.1 Compensation paid by Guillemot Corporation S.A. during the fiscal year ended December 31, 2022

In the course of the fiscal year ended December 31, 2022, the Company paid Board members a total of €105,000 in respect of their duties.

The total amount of gross fixed compensation paid by the Company to the executive directors in respect of their executive duties during the fiscal year ended December 31, 2022 was €253,605.

Furthermore, in the fiscal year ended December 31, 2022, variable compensation was allotted to the Chairman and Chief Executive Officer and to each of the Deputy Chief Executive Officers in the amounts of €69,400.80 and €8,673.60 respectively.

This variable compensation, which can equal up to 40% of fixed compensation if performance against targets reaches the maximum level, will be paid to the executive directors once this component of compensation has been approved at the shareholders' general meeting, in accordance with the Company's compensation policy.

Relative weighting of each performance indicator (quantitative and qualitative)	**% of variable**	**Minimum**	**Target**	**Maximum**	**Extent achieved**	**Cash amount corresponding to extent achieved**	**Assessment**
Growth in consolidated turnover	20%	N/A	5%	10%	Maximum (+6%)	Chairman and CEO: €13,880.16 Deputy CEO: €1,734.72	On the basis of the consolidated financial statements for the fiscal year ended December 31, 2022, as signed off by the Board of Directors and audited by the statutory auditors
Ratio of consolidated net income from ordinary activities to consolidated turnover	60%	N/A	3%	5%	Maximum (+18.21%)	Chairman and CEO: €41,640.48 Deputy CEO: €5,204.16	
Increase in total number of hours' training delivered to employees of the Group by accredited training organizations	20%	N/A	5%	10%	Maximum (+444%)	Chairman and CEO: €13,880.16 Deputy CEO: €1,734.72	On the basis of information included in the Management Report for the fiscal year ended December 31, 2022
Overall rate of achievement of 2022 targets	N/A	N/A	N/A	N/A	100%	N/A	N/A

The executive directors do not have employment contracts with the Company.

During the fiscal year ended December 31, 2022:

- no exceptional compensation was paid to the executive directors;
- no stock options were allotted to the executive directors by Guillemot Corporation S.A. or any other company belonging to Guillemot Corporation Group, nor were any such options purchased or exercised by the executive directors;
- no free shares were awarded to the executive directors by Guillemot Corporation S.A. or any other company belonging to Guillemot Corporation Group;
- no benefits, including in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies as referred to in Articles L.228-13 and L.228-93 of the Commercial Code, were paid in the fiscal year;
- the Company did not enter into any commitment in favor of its corporate officers with regard to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits;
- no compensation was paid under any incentive or bonus plan;
- no specific pension scheme was put in place for the corporate officers.

The corporate officers of Guillemot Corporation S.A. did not receive any compensation from other Guillemot Corporation Group companies in the fiscal year.

Any section not mentioned in the tables below is deemed not applicable.

Summary schedule of compensation paid to each executive director (€)				
Claude Guillemot	**Fiscal year 2022**		**Fiscal year 2021**	
Chairman and CEO	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Fixed compensation	173,502	169,085	147,000	147,000
Annual variable compensation	69,400.80	47,040	47,040	47,040
Compensation for service as a member of the Board of Directors	15,000	15,000	15,000	15,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*5,000*	*5,000*	*5,000*	*5,000*
TOTAL	257,902.80	231,125	209,040	209,040
Michel Guillemot	**Fiscal year 2022**		**Fiscal year 2021**	
Deputy CEO	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Fixed compensation	21,684	21,130	18,360	18,360
Annual variable compensation	8,673.60	5,875.20	5,875.20	5,875.20
Compensation for service as a member of the Board of Directors	15,000	15,000	15,000	15,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*5,000*	*5,000*	*5,000*	*5,000*
TOTAL	45,357.60	42,005.20	39,235.20	39,235.20
Yves Guillemot (1)	**Fiscal year 2022**		**Fiscal year 2021**	
Deputy CEO	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Fixed compensation	21,684	21,130	18,360	18,360
Annual variable compensation	8,673.60	5,875.20	5,875.20	5,875.20
TOTAL	30,357.60	27,005.20	24,235.20	24,235.20
Gérard Guillemot	**Fiscal year 2022**		**Fiscal year 2021**	
Deputy CEO	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Fixed compensation	21,684	21,130	18,360	18,360
Annual variable compensation	8,673.60	5,875.20	5,875.20	5,875.20
Compensation for service as a member of the Board of Directors	15,000	15,000	15,000	12,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*5,000*	*5,000*	*5,000*	*2,000*
TOTAL	45,357.60	42,005.20	39,235.20	36,235.20
Christian Guillemot	**Fiscal year 2022**		**Fiscal year 2021**	
Deputy CEO	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Fixed compensation	21,684	21,130	18,360	18,360
Annual variable compensation	8,673.60	5,875.20	5,875.20	5,875.20
Compensation for service as a member of the Board of Directors	15,000	15,000	15,000	15,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*5,000*	*5,000*	*5,000*	*5,000*
TOTAL	45,357.60	42,005.20	39,235.20	39,235.20
GRAND TOTAL	**424,333.20**	**384,145.80**	**350,980.80**	**347,981**

(1) Yves Guillemot stepped down from his duties as a director on August 5, 2016 in order to comply with the provisions laid down in Article L.225-94-1 of the French Commercial Code.

Summary schedule of allowances and benefits granted to executive directors								
Executive director	**Employment contract**		**Supplementary pension plan**		**Non-compete payments**		**Severance benefits**	
	YES	NO	YES	NO	YES	NO	YES	NO
Claude Guillemot **Chairman and CEO** Year appointed: 1997 Term of office expires: 2024		X		X		X		X
Michel Guillemot **Deputy CEO** Year appointed: 1997 Term of office expires: 2028		X		X		X		X
Yves Guillemot **Deputy CEO** Year appointed: 1997 Term of office expires: 2024		X		X		X		X
Gérard Guillemot **Deputy CEO** Year appointed: 1997 Term of office expires: 2028		X		X		X		X
Christian Guillemot **Deputy CEO** Year appointed: 1997 Term of office expires: 2024		X		X		X		X

Schedule of compensation received by non-executive directors for their service as members of the Board of Directors (€)				
Marie-Hélène Lair	**Fiscal year 2022**		**Fiscal year 2021**	
Director	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Compensation for service as a member of the Board of Directors	15,000	15,000	15,000	15,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*5,000*	*5,000*	*5,000*	*5,000*
TOTAL	**15,000**	**15,000**	**15,000**	**15,000**
Maryvonne Le Roch-Nocera	**Fiscal year 2022**		**Fiscal year 2021**	
Director	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Compensation for service as a member of the Board of Directors	15,000	15,000	15,000	15,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*5,000*	*5,000*	*5,000*	*5,000*
TOTAL	**15,000**	**15,000**	**15,000**	**15,000**
Corinne Le Roy	**Fiscal year 2022**		**Fiscal year 2021**	
Director	Amounts allotted	Amounts paid	Amounts allotted	Amounts paid
Compensation for service as a member of the Board of Directors	12,000	15,000	15,000	15,000
O/w fixed component	*10,000*	*10,000*	*10,000*	*10,000*
O/w variable component	*2,000*	*5,000*	*5,000*	*5,000*
TOTAL	**12,000**	**15,000**	**15,000**	**15,000**

21.6.2 Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to executive directors (via an individual ex post vote)

(Resolutions 5, 6, 7, 8 and 9 submitted for approval at the shareholders' general meeting of June 1, 2023)

In accordance with the provisions of section II of Article L.22-10-34 of the French Commercial Code, set out below for each of the executive directors are the fixed, variable and exceptional components making up total compensation and benefits of any kind paid during or allotted in respect of the fiscal year ended December 31, 2022 by virtue of the offices held.

These components comply with the principles and criteria used to determine, apportion and allot the fixed, variable and exceptional components making up total compensation and benefits of any kind attributable to the executive directors in respect of their office, as submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022.

- Claude Guillemot, Chairman and Chief Executive Officer (Resolution 5)

<table>
<tr><th></th><th>Amount (€)</th><th>Comments</th></tr>
<tr><td>Gross annual fixed compensation</td><td>173,502</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>69,400.80</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Multi-year variable compensation</td><td>None</td><td rowspan="7">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Compensation, allowances or benefits that are or may become due as a result of taking up office</td><td>None</td></tr>
<tr><td>Components of compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or defined benefit pension liabilities that meet the characteristics of the schemes referred to in Article L.137-11 of the French Social Security Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

- Michel Guillemot, Deputy CEO (Resolution 6)

<table>
<tr><th></th><th>Amount (€)</th><th>Comments</th></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation).
This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Multi-year variable compensation</td><td>None</td><td rowspan="7">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Compensation, allowances or benefits that are or may become due as a result of taking up office</td><td>None</td></tr>
<tr><td>Components of compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or defined benefit pension liabilities that meet the characteristics of the schemes referred to in Article L.137-11 of the French Social Security Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

- Yves Guillemot, Deputy Chief Executive Officer (Resolution 7)

<table>
<tr><th></th><th>Amount (€)</th><th>Comments</th></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation).
This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors (excl. directors' fees)</td><td>None</td><td>Yves Guillemot is not a member of the Board of Directors.</td></tr>
<tr><td>Multi-year variable compensation</td><td>None</td><td rowspan="7">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Compensation, allowances or benefits that are or may become due as a result of taking up office</td><td>None</td></tr>
<tr><td>Components of compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or defined benefit pension liabilities that meet the characteristics of the schemes referred to in Article L.137-11 of the French Social Security Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

- <u>Gérard Guillemot, Deputy CEO (Resolution 8)</u>

<table>
<tr><th></th><th>Amount (€)</th><th>Comments</th></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation).
This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Multi-year variable compensation</td><td>None</td><td rowspan="7">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Compensation, allowances or benefits that are or may become due as a result of taking up office</td><td>None</td></tr>
<tr><td>Components of compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or defined benefit pension liabilities that meet the characteristics of the schemes referred to in Article L.137-11 of the French Social Security Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

- <u>Christian Guillemot, Deputy CEO (Resolution 9)</u>

<table>
<tr><th></th><th>Amount (€)</th><th>Comments</th></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Multi-year variable compensation</td><td>None</td><td rowspan="7">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Compensation, allowances or benefits that are or may become due as a result of taking up office</td><td>None</td></tr>
<tr><td>Components of compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or defined benefit pension liabilities that meet the characteristics of the schemes referred to in Article L.137-11 of the French Social Security Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

21.6.3 Compensation paid to all corporate officers subject to approval at the shareholders' general meeting (via an overall ex post vote)

(Resolution 10 submitted for approval at the shareholders' general meeting of June 1, 2023)

In accordance with the provisions of section I of Article L.22-10-34 of the French Commercial Code, the information referred to in section I of Article L.22-10-9 of the French Commercial Code is set out below for each of the corporate officers.

Claude Guillemot, Chairman and Chief Executive Officer and director

<table>
<tr><td rowspan="11">1.</td><td colspan="3">Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 (by virtue of office held)</td></tr>
<tr><td></td><td>Amount (€)</td><td>Comments</td></tr>
<tr><td>Gross annual fixed compensation</td><td>173,502</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>69,400.80</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Other variable compensation</td><td>None</td><td rowspan="6">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

Claude Guillemot, Chairman and Chief Executive Officer and director *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as Chairman and CEO: Fixed compensation: 71.43% Variable compensation: 28.57% In respect of duties as a director: Fixed compensation: 66.67% Variable compensation: 33.33%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Guillemot Corporation S.A. has no salaried employees.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied *(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)*	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Gross annual fixed compensation in respect of duties as Chairman and Chief Executive Officer - Variable compensation in respect of duties as Chairman and Chief Executive Officer, with all three performance criteria having been met - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Michel Guillemot, Deputy Chief Executive Officer and director

<table>
<tr><td rowspan="11">1.</td><td colspan="3">Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022
(by virtue of office held)</td></tr>
<tr><td></td><td>Amount (€)</td><td>Comments</td></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Other variable compensation</td><td>None</td><td rowspan="6">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

Michel Guillemot, Deputy Chief Executive Officer and director *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as Deputy CEO: Fixed compensation: 71.43% Variable compensation: 28.57% In respect of duties as a director: Fixed compensation: 66.67% Variable compensation: 33.33%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Guillemot Corporation S.A. has no salaried employees.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied *(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)*	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Gross annual fixed compensation in respect of duties as Deputy CEO - Variable compensation in respect of duties as Deputy Chief Executive Officer, with all three performance criteria having been met - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Yves Guillemot, Deputy Chief Executive Officer

<table>
<tr><td rowspan="11">1.</td><td colspan="3">Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 (by virtue of office held)</td></tr>
<tr><td></td><td>Amount (€)</td><td>Comments</td></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors (excl. directors' fees)</td><td>None</td><td>Yves Guillemot is not a member of the Board of Directors.</td></tr>
<tr><td>Other variable compensation</td><td>None</td><td rowspan="6">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

Yves Guillemot, Deputy Chief Executive Officer *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as Deputy CEO: Fixed compensation: 71.43% Variable compensation: 28.57%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Guillemot Corporation S.A. has no salaried employees.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied *(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)*	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Gross annual fixed compensation in respect of duties as Deputy CEO - Variable compensation in respect of duties as Deputy Chief Executive Officer, with all three performance criteria having been met.
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Gérard Guillemot, Deputy Chief Executive Officer and director

<table>
<tr><td rowspan="12">**1.**</td><td colspan="3">**Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 (by virtue of office held)**</td></tr>
<tr><td></td><td>**Amount (€)**</td><td>**Comments**</td></tr>
<tr><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table><tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr><tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr><tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr><tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr></table></td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Other variable compensation</td><td>None</td><td rowspan="6">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Exceptional compensation</td><td>None</td></tr>
<tr><td>Stock options</td><td>None</td></tr>
<tr><td>Free share awards</td><td>None</td></tr>
<tr><td>Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code</td><td>None</td></tr>
<tr><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

Gérard Guillemot, Deputy Chief Executive Officer and director *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as Deputy CEO: Fixed compensation: 71.43% Variable compensation: 28.57% In respect of duties as a director: Fixed compensation: 66.67% Variable compensation: 33.33%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Guillemot Corporation S.A. has no salaried employees.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied *(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)*	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Gross annual fixed compensation in respect of duties as Deputy CEO - Variable compensation in respect of duties as Deputy Chief Executive Officer, with all three performance criteria having been met - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Christian Guillemot, Deputy Chief Executive Officer and director

<table>
<tr><td>1.</td><td colspan="3">Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022
(by virtue of office held)</td></tr>
<tr><td></td><td></td><td>Amount (€)</td><td>Comments</td></tr>
<tr><td></td><td>Gross annual fixed compensation</td><td>21,684</td><td>Compensation set by the Board of Directors at its meeting of June 9, 2022</td></tr>
<tr><td></td><td>Annual variable compensation

(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)</td><td>8,673.60</td><td>Compensation set by the Board of Directors at its meeting of February 28, 2020
Target: 20% of fixed compensation (and, if performance targets are exceeded, up to a maximum of 40% of fixed compensation). This annual bonus is based on the following internal quantitative criteria (two financial and one non-financial):
<table>
<tr><th>Quantitative criteria</th><th>% of variable</th><th>Target</th><th>Maxi-mum</th></tr>
<tr><td>Growth in consolidated turnover</td><td>20%</td><td>5%</td><td>10%</td></tr>
<tr><td>Ratio of consolidated net income from ordinary activities to consolidated turnover</td><td>60%</td><td>3%</td><td>5%</td></tr>
<tr><td>Increase in total number of hours' training delivered to employees of the Group by accredited training organizations</td><td>20%</td><td>5%</td><td>10%</td></tr>
</table></td></tr>
<tr><td></td><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td></td><td>Other variable compensation</td><td>None</td><td rowspan="6">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td></td><td>Exceptional compensation</td><td>None</td></tr>
<tr><td></td><td>Stock options</td><td>None</td></tr>
<tr><td></td><td>Free share awards</td><td>None</td></tr>
<tr><td></td><td>Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code</td><td>None</td></tr>
<tr><td></td><td>Benefits in kind</td><td>None</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

Christian Guillemot, Deputy Chief Executive Officer and director *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as Deputy CEO: Fixed compensation: 71.43% Variable compensation: 28.57% In respect of duties as a director: Fixed compensation: 66.67% Variable compensation: 33.33%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Guillemot Corporation S.A. has no salaried employees.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied *(Details of how performance criteria are assessed can be found in section 21.6.1 of this report.)*	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Gross annual fixed compensation in respect of duties as Deputy CEO - Variable compensation in respect of duties as Deputy Chief Executive Officer, with all three performance criteria having been met - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Marie-Hélène Lair, director

1.	**Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 (by virtue of office held)**		
		Amount (€)	**Comments**
	Compensation for service as a member of the Board of Directors (excl. directors' fees)	15,000	Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since: • Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and • Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year: - Directors attending 50% or fewer Board meetings: no payment - Directors attending between 50% and 75% of Board meetings: €2,000 - Directors attending 75% or more Board meetings: €5,000
	Gross annual fixed compensation	N/A	The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.
	Annual variable compensation	N/A	
	Other variable compensation	N/A	
	Exceptional compensation	N/A	
	Stock options	N/A	
	Free share awards	N/A	
	Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code	N/A	
	Benefits in kind	N/A	

* Attendance rates are set out in section 21.3.2.

Marie-Hélène Lair, director *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as a director: Fixed compensation: 66.67% Variable compensation: 33.33%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Marie-Hélène Lair is a director, not an executive director.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Maryvonne Le Roch-Nocera, director

<table>
<tr><td rowspan="11">1.</td><td colspan="3">Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 (by virtue of office held)</td></tr>
<tr><td></td><td>Amount (€)</td><td>Comments</td></tr>
<tr><td>Compensation for service as a member of the Board of Directors
(excl. directors' fees)</td><td>15,000</td><td>Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since:
• Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and
• Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year:
- Directors attending 50% or fewer Board meetings: no payment
- Directors attending between 50% and 75% of Board meetings: €2,000
- Directors attending 75% or more Board meetings: €5,000</td></tr>
<tr><td>Gross annual fixed compensation</td><td>N/A</td><td rowspan="8">The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.</td></tr>
<tr><td>Annual variable compensation</td><td>N/A</td></tr>
<tr><td>Other variable compensation</td><td>N/A</td></tr>
<tr><td>Exceptional compensation</td><td>N/A</td></tr>
<tr><td>Stock options</td><td>N/A</td></tr>
<tr><td>Free share awards</td><td>N/A</td></tr>
<tr><td>Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code</td><td>N/A</td></tr>
<tr><td>Benefits in kind</td><td>N/A</td></tr>
</table>

* Attendance rates are set out in section 21.3.2.

Maryvonne Le Roch-Nocera, director *(contd.)*

2.	Relative proportions of fixed and variable compensation	In respect of duties as a director: Fixed compensation: 66.67% Variable compensation: 33.33%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Maryvonne Le Roch-Nocera is a director, not an executive director.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

Corinne Le Roy, director

1.	Components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 (by virtue of office held)		
		Amount (€)	**Comments**
	Compensation for service as a member of the Board of Directors (excl. directors' fees)	12,000	Breakdown agreed by the Board of Directors at its meeting of August 26, 2011 and unchanged since: • Fixed component of €10,000 paid half in January (covering the period January-June) and half in July (covering the period July-December); and • Variable component in proportion to directors' attendance at meetings of the Board of Directors held between December 1 and December 31 of the year under review, paid during the first three months of the following year: - Directors attending 50% or fewer Board meetings: no payment - Directors attending between 50% and 75% of Board meetings: €2,000 - Directors attending 75% or more Board meetings: €5,000
	Gross annual fixed compensation	N/A	The compensation policy submitted to and approved by the shareholders at the shareholders' general meeting of June 9, 2022 does not include these types of components of compensation.
	Annual variable compensation	N/A	
	Other variable compensation	N/A	
	Exceptional compensation	N/A	
	Stock options	N/A	
	Free share awards	N/A	
	Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies referred to in Articles L.228-13 and L.228-93 of the French Commercial Code	N/A	
	Benefits in kind	N/A	

* Attendance rates are set out in section 21.3.2.

Corinne Le Roy, director *(contd.)*		
2.	Relative proportions of fixed and variable compensation	In respect of duties as a director: Fixed compensation: 83.33% Variable compensation: 16.67%
3.	Use of the option to claw back variable compensation	N/A in respect of the fiscal year ended December 31, 2022
4.	Commitments of any kind entered into by the Company corresponding to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits, stating, in accordance with terms and conditions established by decree, exactly how those commitments are determined and estimating the amounts liable to be paid out in respect thereof	None
5.	Compensation paid or allotted by a company falling within the scope of consolidation as defined in Article L.233-16 of the French Commercial Code	None
6.	Ratio of executive compensation to: - mean compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers; - median compensation on a full-time equivalent basis paid to employees of the Company other than the corporate officers.	N/A: Corinne Le Roy is a director, not an executive director.
7.	Annual change in compensation, performance of the Company, mean compensation on a full-time equivalent basis paid to employees of the Company other than the executive directors, and the ratios referred to in point 6 above, over at least the past five years, presented together in such a way as to allow for comparison.	N/A: Guillemot Corporation S.A. has no salaried employees.
8.	Explanation of how total compensation is in keeping with the compensation policy in force, including how it contributes to the Company's long-term performance, and how performance criteria were applied	Compensation is in keeping with the compensation policy approved by the shareholders at the shareholders' general meeting of June 9, 2022, consisting of the following: - Fixed compensation in respect of duties as a director - Variable compensation in respect of duties as a director in proportion to attendance at Board meetings
9.	How the vote at the last ordinary shareholders' general meeting provided for in section I of Article L.22-10-34 of the French Commercial Code was taken into account	The shareholders voted unanimously in favor at the shareholders' general meeting of June 9, 2022.
10.	Any divergence from the procedure for implementing compensation policy and any exemption applied in accordance with the second paragraph of section III of Article L.22-10-8 of the French Commercial Code, including an explanation of the nature of any exceptional circumstances and an indication of specific requirements from which the Company is exempt	None
11.	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code	During the fiscal year ended December 31, 2022, payment to the director of the amount due in respect of his/her service was not suspended, since the proportion of directors of each gender was greater than 40% over the course of the year.

21.6.4 Executive compensation policy subject to approval by the shareholders (via an ex ante vote)

(Resolution 11 submitted for approval at the shareholders' general meeting of June 1, 2023)

In accordance with the provisions of section II of Article L.22-10-8 of the French Commercial Code, the compensation policy applicable to corporate officers established by the Board of Directors at its meeting of February 28, 2020 and not amended since is set out below.

21.6.4.1 Information concerning all corporate officers

The compensation policy applicable to corporate officers mainly takes into account the level of responsibility associated with each corporate officer's duties, together with development of the Group's business, the Group's performance and the achievement of targets designed to contribute to the Group's long-term success.

Compensation paid to the Company's executive directors thus consists of an annual variable component designed to incentivize them to help develop the Company's business and contribute to its performance within the confines of the corporate purpose and in keeping with the interests of its shareholders.

Furthermore, compensation allotted to members of the Board of Directors consists of a variable component that takes into account attendance at Board meetings, thus incentivizing directors to be more involved in determining the Company’s business strategy and ensuring that it is implemented, and participating in decisions that are helpful or beneficial to the Company.

- Determination, revision and implementation of compensation policy

The compensation policy applicable to corporate officers is established by the Board of Directors. It is determined not only on the basis of the level of responsibility assumed and results achieved but also in light of practices observed at similar companies and compensation paid to Group employees.

In establishing this policy, the Board of Directors is mindful of the recommendations laid down in the Middlenext corporate governance code, which the Company applies.

As regards the members of the Board of Directors, the Board freely apportions among the directors the annual fixed amount allotted by the shareholders in respect of their duties, in accordance with rules established by the Board, taking into account not only the performance of their duties as directors but also their attendance at Board meetings.

As regards the executive directors (Chairman and CEO and Deputy CEOs), the Board of Directors determines their compensation in keeping with the following principles:

- Exhaustiveness: the method used to determine executive directors’ compensation must be exhaustive.
- Balance between components of compensation: each component of compensation must be justified and aligned with the general interests of the Company.
- Benchmarking: compensation must as far as possible be assessed by reference to a benchmark business area and market and must be commensurate with the Company’s position while taking into account any inflationary effects.
- Consistency: compensation paid to executive directors must be consistent with that paid to other executives and employees of the Company.
- Clarity of rules: rules must be simple and transparent; performance criteria used to establish variable compensation or, where applicable, to allot stock options or free shares, must be linked to the Company’s performance, must correspond to its objectives, and must be demanding, explainable and, as far as possible, sustainable over the long term. They must be detailed, though without jeopardizing confidentiality where warranted.
- Measurement: compensation and awards of stock options and free shares must be determined in such a way as to strike a fair balance and reflect the general interests of the Company, market practice and executive performance.
- Transparency: the shareholders are notified annually of all compensation and benefits received by executives, in accordance with applicable regulations.

Furthermore, when establishing and revising performance criteria, consideration is given to past targets, the potential for the Group to expand, including geographically, and the degree of international competition.

Lastly, to avoid conflicts of interest, whenever the Board of Directors makes a decision about a component of compensation or a commitment in favor of its Chairman and CEO or any of its Deputy CEOs, the interested parties do not take part in either the debate or the corresponding vote(s).

- Variable compensation – assessment of performance criteria

Achievement of performance criteria shall be assessed on the basis of the consolidated annual financial statements, as signed off by the Board of Directors and audited by the statutory auditors, and information included in the Management Report.

- Newly appointed and reappointed corporate officers

When a corporate officer is newly appointed or reappointed, the components of his or her compensation shall be determined on the basis of those existing within the Company for a similar position, in proportion to actual hours worked over the fiscal year in question; the variable component shall also be determined on the basis of performance achieved against each of the criteria originally established by the Board of Directors for a similar position.

- Exemptions to compensation policy

Should the roles of Chairman of the Board of Directors and Chief Executive Officer be separated, the Board of Directors may diverge from the compensation policy applicable to the Chairman and Chief Executive Officer and separately determine the components of compensation applicable to each of the two distinct roles of

Chairman of the Board of Directors and Chief Executive Officer. In such an eventuality, the Board of Directors shall submit a draft revised compensation policy for approval at the next shareholders' general meeting, including components of compensation specific to each of the two distinct roles of Chairman of the Board of Directors and Chief Executive Officer.

21.6.4.2 Items applicable to each corporate officer

- Members of the Board of Directors

Should a new director be appointed, those components of compensation laid down in the compensation policy applicable to members of the Board of Directors would also apply to that new director.

Compensation in respect of duties (excluding directors' fees):

The shareholders determine the fixed annual amount to be allotted to the directors in respect of their duties. The Board of Directors then freely apportions that amount among the directors in accordance with rules established by the Board; such apportionment must take into account not only the performance of their duties but also their attendance at Board meetings.

Compensation allotted to the directors in respect of their duties consists of a fixed component and a variable component; the variable component varies in proportion to attendance at Board meetings and may equate to up to 50% of the fixed component.

Should a director step down in the course of a fiscal year, the amount of compensation payable to that director in respect of that fiscal year shall be determined in proportion to actual hours worked during that year.

For variable compensation, the compensation policy allows neither for any deferral period nor for the option of clawing back variable compensation.

Exceptional compensation:

Exceptional compensation may be allotted to some directors when the Board of Directors entrusts them with specific temporary duties that fall outside the normal duties of a director. The amount of such exceptional compensation shall be determined by the Board of Directors.

Term of office and removal from office:

Directors serve for a term of six years.

To enable directors to be replaced or reappointed on a staggered basis, the shareholders may, at the proposal of the Board of Directors, vote at an ordinary general meeting to appoint or reappoint one or more directors for a period of four or five years.

However, where a director is appointed to replace another director, he or she shall only serve out his or her predecessor's remaining term of office.

There is no limit to the number of times a director may be re-elected. However, directors may not be over 80 years of age.

Directors' terms of office expire at the end of the ordinary general meeting held to approve the financial statements for the previous fiscal year, held in the year during which their term of office expires.

Directors may be removed from office at any time by vote of the shareholders at an ordinary general meeting.

- Chairman and Chief Executive Officer

The Board of Directors determines the Chairman and Chief Executive Officer's compensation. This compensation is over and above that allotted in respect of the Chairman and Chief Executive Officer's duties as a director.

Should a new Chairman and Chief Executive Officer be appointed, those components of compensation laid down in the compensation policy applicable to the Chairman and Chief Executive Officer would also apply to that new Chairman and Chief Executive Officer.

Fixed compensation:

The Chairman and Chief Executive Officer's compensation includes a component of gross annual fixed compensation.

Should the Chairman and Chief Executive Officer step down in the course of a fiscal year, the amount of fixed compensation payable to him or her in respect of that fiscal year shall be determined in proportion to actual hours worked during that year.

Variable compensation:

The Chairman and Chief Executive Officer's compensation also includes target annual variable compensation representing 20% of his or her fixed compensation, rising to a maximum of 40% of his or her fixed compensation if performance targets are exceeded.

The Chairman and Chief Executive Officer's annual variable compensation is based on a number of criteria including two financial criteria and one non-financial criterion.

These criteria relate to the Group's consolidated turnover, the ratio of consolidated net income from ordinary activities to consolidated turnover and the total number of hours' training delivered to employees of the Group by accredited training organizations.

Quantitative criteria	**% of variable**	**Target**	**Maximum**
Growth in consolidated turnover	20%	5%	10%
Ratio of consolidated net income from ordinary activities to consolidated turnover	60%	3%	5%
Increase in total number of hours' training delivered to employees of the Group by accredited training organizations	20%	5%	10%

The performance criteria on which Deputy Executive Officers' variable compensation is based are designed to contribute to the Company's long-term viability and business strategy, within the confines of its corporate interests, as follows:

- Growth in consolidated turnover: growing the Company's market share and contributing to continued international expansion
- Growth in profitability: funding investment, including in research and development, thus contributing to the Company's long-term viability
- Increasing the number of hours' training delivered to employees of the Group: ensuring that the Group has a high-performing workforce able to adapt to changes in markets in which the Group operates (such as the digitalization of relationships and new techniques in marketing, search engine optimization and sales tracking) and technological advances in product design

Should the Chairman and Chief Executive Officer step down in the course of a fiscal year, the amount of variable compensation payable to him or her in respect of that fiscal year shall be determined in proportion to actual hours worked during that year and on the basis of performance achieved against each of the criteria originally established.

Similarly, should a new Chairman and Chief Executive Officer be appointed in the course of a fiscal year, the amount of variable compensation payable to him or her in respect of that fiscal year shall be determined in proportion to actual hours worked during that year and on the basis of performance achieved against each of the criteria originally established.

In any event, payment of annual variable compensation is conditional upon its approval by the shareholders as laid down in the first paragraph of section II of Article L.22-10-34 *(formerly section III of Article L.225-100)* of the French Commercial Code.

For variable compensation, the compensation policy allows neither for any deferral period nor for the option of clawing back variable compensation.

Other compensation:

The compensation policy does not provide for the following compensation mechanisms:

- Multi-year variable compensation
- Exceptional compensation
- Stock options
- Free share awards
- Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments
- Compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or conditional rights granted in respect of pension liabilities and other lifetime benefits
- Benefits in kind

Term of office and removal from office:

The Board of Directors shall appoint one of its individual members as Chairman and shall determine the Chairman's term of office, which may not exceed his or her term of office as a director or the age limit laid down in the Articles of Incorporation.

The Chairman is eligible for reappointment. He or she may be removed from office by the Board of Directors at any time.

However, the Chief Executive Officer may not be over 70 years of age.

The Chief Executive Officer may be removed from office by the Board of Directors at any time.

- Deputy Chief Executive Officers

The Board of Directors determines compensation payable to each of the Deputy Chief Executive Officers. Where the Deputy Chief Executive Officers are also directors, this compensation is over and above that allotted in respect of their duties as directors.

Should one or more new Deputy Chief Executive Officers be appointed, those components of compensation laid down in the compensation policy applicable to the Deputy Chief Executive Officers would also apply to those new Deputy Chief Executive Officers.

Fixed compensation:

Compensation payable to each of the Deputy Chief Executive Officers includes a component of gross annual fixed compensation.

Should a Deputy Chief Executive Officer step down in the course of a fiscal year, the amount of fixed compensation payable to him or her in respect of that fiscal year shall be determined in proportion to actual hours worked during that year.

Variable compensation:

Compensation payable to each of the Deputy Chief Executive Officers also includes target annual variable compensation representing 20% of his or her fixed compensation, rising to a maximum of 40% of his or her fixed compensation if performance targets are exceeded.

Annual variable compensation payable to each of the Deputy Chief Executive Officers is based on a number of criteria including two financial criteria and one non-financial criterion.

These criteria relate to the Group's consolidated turnover, the ratio of consolidated net income from ordinary activities to consolidated turnover and the total number of hours' training delivered to employees of the Group by accredited training organizations.

Quantitative criteria	% of variable	Target	Maximum
Growth in consolidated turnover	20%	5%	10%
Ratio of consolidated net income from ordinary activities to consolidated turnover	60%	3%	5%
Increase in total number of hours' training delivered to employees of the Group by accredited training organizations	20%	5%	10%

The performance criteria on which Deputy Executive Officers' variable compensation is based are designed to contribute to the Company's long-term viability and business strategy, within the confines of its corporate interests, as follows:

- Growth in consolidated turnover: growing the Company's market share and contributing to continued international expansion
- Growth in profitability: funding investment, including in research and development, thus contributing to the Company's long-term viability
- Increasing the number of hours' training delivered to employees of the Group: ensuring that the Group has a high-performing workforce able to adapt to changes in markets in which the Group operates (such as the digitalization of relationships and new techniques in marketing, search engine optimization and sales tracking) and technological advances in product design

Should a Deputy Chief Executive Officer step down in the course of a fiscal year, the amount of variable compensation payable to him or her in respect of that fiscal year shall be determined in proportion to actual hours worked during that year and on the basis of performance achieved against each of the criteria originally established.

Similarly, should one or more new Deputy Chief Executive Officers be appointed in the course of a fiscal year, the amount of variable compensation payable to them in respect of that fiscal year shall be determined in proportion to actual hours worked during that year and on the basis of performance achieved against each of the criteria originally established.

In any event, payment of annual variable compensation is conditional upon its approval by the shareholders as laid down in the first paragraph of section II of Article L.22-10-34 *(formerly section III of Article L.225-100)* of the French Commercial Code.

For variable compensation, the compensation policy allows neither for any deferral period nor for the option of clawing back variable compensation.

Other compensation:

The compensation policy does not provide for the following compensation mechanisms:

- Multi-year variable compensation
- Exceptional compensation
- Stock options
- Free share awards
- Compensation in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments
- Compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, or conditional rights granted in respect of pension liabilities and other lifetime benefits
- Benefits in kind

Term of office and removal from office:

Where a Deputy Chief Executive Officer is a director, his or her term as Deputy Chief Executive Officer may not exceed his or her term as a director.

Where he or she is not a director, his or her term as a Deputy Chief Executive Officer shall expire at the date on which a new Chief Executive Officer is appointed.

Deputy Chief Executive Officers may not be over 70 years of age.

Deputy Chief Executive Officers may be removed from office by the Board of Directors at any time, at the proposal of the Chief Executive Officer.

21.7 Powers in force in respect of increases in the share capital

The following table summarizes authorities and powers in force in respect of increases in the share capital. These authorities and powers have been granted to the Board of Directors by the shareholders of Guillemot Corporation S.A. pursuant to Articles L.225-129-1 and L.225-129-2 of the French Commercial Code.

Date power granted	Purpose of power	Maximum amount (1)	Duration of power	Use during fiscal year ended Dec 31, 2022
May 27, 2021	1 - Power granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, with pre-emptive subscription rights	Maximum nominal amount of increases in the share capital that may be undertaken: €8 million Maximum nominal amount of debt instruments giving access to equity securities that may be issued: €15 million	26 months, i.e. until Jul 26, 2023	None
May 27, 2021	2 - Power granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, without pre-emptive subscription rights, through one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code	Maximum nominal amount of increases in the share capital that may be undertaken: €8 million Maximum nominal amount of debt instruments giving access to equity securities that may be issued: €15 million	26 months, i.e. until Jul 26, 2023	None
May 27, 2021	3 - Power granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, without pre-emptive subscription rights, through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code	Maximum nominal amount of increases in the share capital that may be undertaken: €8 million Maximum nominal amount of debt instruments giving access to equity securities that may be issued: €15 million	26 months, i.e. until Jul 26, 2023	None
May 27, 2021	4 - Authorization granted to the Board of Directors to establish, for up to a maximum of 10% of the share capital each year, the issue price of equity securities to be issued through one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code or through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code	Up to 10% of the share capital each year	26 months, i.e. until Jul 26, 2023	None
May 27, 2021	5 - Authorization granted to the Board of Directors to increase the amount of any issues that might be agreed by the Board of Directors (under powers 1, 2 and 3 above) in the event that they are oversubscribed	In compliance with the provisions of Article R.225-118 of the French Commercial Code (i.e. up to 15% of the initial issue)	26 months, i.e. until Jul 26, 2023	None
May 27, 2021	6 - Power granted to the Board of Directors to increase the share capital as consideration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to equity	Up to 10% of the Company's share capital	26 months, i.e. until Jul 26, 2023	None
May 27, 2021	7 - Power granted to the Board of Directors to carry out increases in the share capital reserved for the members of a Company or group savings plan	Up to 2% of the company's share capital	26 months, i.e. until Jul 26, 2023	None

Date power granted	Purpose of power	Maximum amount (1)	Duration of power	Use during fiscal year ended Dec 31, 2022
May 27, 2021	8 - Authorization granted to the Board of Directors to issue shares free of charge to employees and/or executive directors of the Company and/or affiliated companies	Maximum percentage of the share capital that may be allotted: 2%	38 months, i.e. until Jul 26, 2024	None
May 27, 2021	9 - Authorization granted to the Board of Directors to award stock options to employees and/or executive directors of the Company and/or affiliated companies	Up to a total nominal amount of €800,000	38 months, i.e. until Jul 26, 2024	None

(1) At the general meeting of May 27, 2021, the shareholders voted to limit any increases in the share capital that might be carried out under the powers and authorities set out in the above table to a maximum total nominal amount of €8 million.

21.8 Shareholder relations

To date, no major shareholder in the Company has expressed a desire to meet with the Chairman and Chief Executive Officer outside of a shareholders' general meeting; that being the case, the Chairman and Chief Executive Officer held no discussions with major shareholders in 2022.

To the Company's knowledge, with the exception of members of the Guillemot family group, there are no other shareholders who directly or indirectly hold more than 5% of the Company's share capital or voting rights.

At its meeting of September 28, 2022, the Board of Directors reviewed voting by minority shareholders at the annual shareholders' general meeting of June 9, 2022. It emerged from this review that, while certain minority shareholders had voted against some of the draft resolutions (compensation payable to executive directors; reappointment of directors; appointment of alternate statutory auditors; share buyback program), the majority of minority shareholders had voted in favor of all draft resolutions proposed.

The Board of Directors agreed on the following areas for improvement at the next shareholders' general meeting: check that all resolutions are strictly necessary and, for those that are necessary, better explain them.

21.9 Shareholder participation in shareholders' general meetings

The terms under which shareholders may participate in shareholders' general meetings are set out in Article 14 of the Articles of Incorporation, excerpts from which are set out below:

"Shareholders' general meetings shall include all shareholders of Guillemot Corporation other than the Company itself. They shall be convened and held under the conditions laid down in applicable legislation and regulations."

"All shareholders shall have the right, upon proof of identity, to participate in shareholders' general meetings by attending them in person. Shareholders may also submit postal ballots or appoint proxies in accordance with arrangements laid down in applicable legislation and regulations. The right to participate in shareholders' general meetings is subject to completion of the formalities laid down in applicable legislation and regulations.

The right to participate in shareholders' general meetings shall be evidenced by registering securities in the name of the shareholder or the intermediary registered on the shareholder's behalf pursuant to Article L.228-1 of the French Commercial Code, at midnight Paris time two business days prior to the meeting, either in registered securities accounts maintained by the Company or in the register of bearer securities maintained by an authorized intermediary. For bearer securities, registration of securities in the register of bearer securities maintained by the authorized intermediary shall be evidenced by a shareholding certificate issued by the latter. Any shareholder may vote remotely using a form that complies with the relevant legal requirements; such remote votes shall only be taken into account if they are received by the Company before the shareholders' general meeting within the deadline laid down in applicable legislation and regulations.

Remote votes using an electronic voting form and proxy votes using an electronic signature shall be cast in accordance with the conditions laid down in applicable legislation and regulations.

By decision of the Board of Directors, as published in the notice of meeting and/or the convening notice, shareholders may participate in shareholders' general meetings by means of videoconferencing and may vote using electronic means of telecommunication and/or remote transmission, including the internet, under the conditions laid down in applicable legislation and regulations."

A shareholder may be represented at a shareholders' general meeting by another shareholder, his/her spouse, his/her civil partner or any other natural or legal person of his/her choice (Articles L.225-106 and L.22-10-39 of the French Commercial Code).

21.10 Factors liable to have an impact on any public tender offer price (Article L.22-10-11 of the French Commercial Code)

21.10.1 Capital structure and direct and indirect holdings of the Company's capital

This information is set out in section 12.1 of the Management Report.

21.10.2 Voting rights exercised and transfers of shares

The Company's Articles of Incorporation place no restrictions on the exercise of voting rights attached to the Company's shares and the Company is not aware of any agreement entered into between shareholders placing restrictions on the exercise of voting rights attached to such shares.

The Company's Articles of Incorporation place no restrictions on transfers of the Company's shares and the Company is not aware of any agreement entered into between shareholders placing restrictions on transfers of such shares (other than the collective undertaking to hold shares referred to in section 12.1.6 of the Management Report).

Furthermore, the Company is not aware of any agreements providing for the disposal or acquisition of shares at preferential terms.

21.10.3 Holders of shares with special control rights

There are no shares with special control rights.

21.10.4 Control mechanisms forming part of any employee share ownership scheme

Since the Company has no employee share ownership scheme, no such control mechanisms are currently in place.

21.10.5 Rules on appointing and replacing members of the Board of Directors

The Company's Articles of Incorporation include no specific rules on the appointment or replacement of members of the Board of Directors. Consequently, the rules that apply in this area are those laid down in legislation.

21.10.6 Rules on amending the Articles of Incorporation

The Company's Articles of Incorporation may only be amended by vote at an extraordinary general meeting. However, the shareholders may, in certain cases, delegate authority or powers to the Board of Directors in accordance with legislation and regulations.

21.10.7 Powers of the Board of Directors, particularly as regards issuing and buying back shares

Powers and authorities delegated to the Board of Directors in respect of increases in the share capital are set out in section 21.7 of the Management Report.

The Board of Directors was also authorized at the shareholders' general meeting of June 9, 2022 to buy back shares. The characteristics of the share buyback program, together with information on share buybacks undertaken during the fiscal year ended December 31, 2022, are set out in section 12.1.5.1 of the Management Report.

A new share buyback program will be proposed at the next shareholders' general meeting:

21.10.8 Agreements providing for compensation for members of the Board of Directors or employees

There are no agreements in place under which compensation might be payable to members of the Board of Directors or employees if they resign or are dismissed without just cause or if their employment is terminated as a result of a public offer for the Company's shares.

Rennes, March 22, 2023

The Board of Directors

➢ CONSOLIDATED FINANCIAL STATEMENTS TO DECEMBER 31, 2022

All amounts are in thousands of euros (€k).

1. CONSOLIDATED BALANCE SHEET

ASSETS (€k)	**Notes**	**Dec 31, 2022**	**Dec 31, 2021**
Goodwill on acquisitions	5.7.1	0	0
Intangible assets	5.7.2	23,276	16,176
Property, plant and equipment	5.7.3	8,184	5,176
Financial assets	5.7.4	668	473
Tax assets	5.7.9	495	359
Deferred tax assets	5.7.15	4,267	5,312
Non-current assets		**36,890**	**27,496**
Inventories	5.7.5	57,203	40,925
Trade receivables	5.7.6	34,743	59,872
Other receivables	5.7.7	4,079	6,609
Financial assets	5.7.4	11,723	19,118
Current tax assets	5.7.9	318	157
Cash and cash equivalents	5.7.8	35,245	12,027
Current assets		**143,311**	**138,708**
Total assets		**180,201**	**166,204**

LIABILITIES AND EQUITY (€k)	**Notes**	**Dec 31, 2022**	**Dec 31, 2021**
Capital (1)		11,771	11,771
Premiums (1)		10,551	10,551
Reserves and consolidated income (2)		81,645	67,411
Currency translation adjustments		438	693
Group shareholders' equity	5.7.10	104,405	90,426
Minority interests		0	0
Consolidated shareholders' equity		**104,405**	**90,426**
Employee benefit liabilities	5.7.12	1,586	1,377
Borrowings	5.7.13	8,345	2,096
Other liabilities	5.7.14	0	0
Deferred tax liabilities	5.7.15	14	0
Non-current liabilities		**9,945**	**3,473**
Trade payables		38,887	38,068
Short-term borrowings	5.7.13	5,636	4,770
Taxes payable		2,437	2,725
Other liabilities	5.7.14	18,734	26,684
Provisions	5.7.11	157	58
Current liabilities		**65,851**	**72,305**
Total liabilities and equity		**180,201**	**166,204**

(1) Of the consolidating parent company.
(2) Of which net income for the period: €20,352k.

The notes to the financial statements set out in section 5 form an integral part of the consolidated financial statements.

2. STATEMENT OF NET INCOME AND GAINS AND LOSSES RECOGNIZED DIRECTLY IN EQUITY

- Consolidated statement of net income

(€k)	Notes	Dec 31, 2022	Dec 31, 2021
Net turnover	5.6	**188,047**	**176,755**
Purchases	5.8.1	-105,064	-102,391
External expenses	5.8.1	-31,931	-31,372
Employee expenses	5.8.1	-14,421	-12,825
Taxes and duties		-806	-714
Additions to amortization and depreciation	5.8.2	-5,444	-4,453
Additions to provisions	5.8.2	-2,206	-2,226
Change in inventories	5.8.3	18,553	21,782
Other income from ordinary activities	5.8.4	289	341
Other expenses from ordinary activities	5.8.4	-12,774	-11,898
Net income from ordinary activities		**34,243**	**32,999**
Other operating income	5.8.5	0	0
Other operating expenses	5.8.5	0	0
Net operating income		**34,243**	**32,999**
Income from cash and cash equivalents		135	12
Cost of gross financial debt		100	124
Cost of net financial debt	5.8.6	**35**	**-112**
Other financial income	5.8.6	706	0
Other financial expenses	5.8.6	-7,397	-16,293
Corporate income tax	5.8.7	-7,235	-2,887
Net income before minority interests		**20,352**	**13,707**
O/w net income from discontinued operations	5.8.8	0	0
Attributable to minority interests		0	0
Net income attributable to equity holders of the parent		**20,352**	**13,707**
Basic earnings per share	5.8.9	1.35	0.90
Diluted earnings per share	5.8.9	1.34	0.89

- Statement of comprehensive income

(€k)	Dec 31, 2022	Dec 31, 2021
Net income attributable to equity holders of the parent	**20,352**	**13,707**
Recyclable items of other comprehensive income		
Currency translation adjustments	-255	658
Revaluation of hedging derivatives	0	0
Revaluation of available-for-sale financial assets	0	0
Non-recyclable items of other comprehensive income		
Revaluation of fixed assets	0	0
Actuarial gains and losses on defined benefit plans	-282	90
Share of other comprehensive income of equity-accounted associates	0	0
Total other comprehensive income attributable to controlling interests	**-537**	**748**
Net income and other comprehensive income attributable to controlling interests	19,815	14,455
Net income and other comprehensive income attributable to minority interests	0	0

The notes to the financial statements set out in section 5 form an integral part of the consolidated financial statements.

3. Consolidated statement of changes in equity

(€k)	Notes	Capital	Premiums	Consolidated reserves	Net income for the period	Currency translation adjustments	Total shareholders' equity
Position at Jan 1, 2021		**11,771**	**10,551**	**27,571**	**29,781**	**35**	**79,709**
Comprehensive income to Dec 31, 2021	5.8				13,707	658	14,365
Appropriated income at Dec 31, 2020				29,781	-29,781		0
Stock options	5.7.10			50			50
Shares of the consolidating company	5.7.10			-182			-182
Gains and losses on treasury shares	5.7.10			217			217
Dividends				-3,818			-3,818
Other	5.7.12			85			85
Position at Dec 31, 2021		**11,771**	**10,551**	**53,704**	**13,707**	**693**	**90,426**
Position at Jan 1, 2022		**11,771**	**10,551**	**53,704**	**13,707**	**693**	**90,426**
Comprehensive income to Dec 31, 2022	5.8				20,352	-255	20,097
Appropriated income at Dec 31, 2021				13,707	-13,707		0
Stock options	5.7.10			550			550
Buybacks of treasury shares	5.7.10			-2,629			-2,629
Shares of the consolidating company	5.7.10			146			146
Gains and losses on treasury shares	5.7.10			-90			-90
Dividends				-3,813			-3,813
Other	5.7.12			-282			-282
Position at Jan 1, 2022		**11,771**	**10,551**	**61,293**	**20,352**	**438**	**104,405**

The notes to the financial statements set out in section 5 form an integral part of the consolidated financial statements.

4. CONSOLIDATED STATEMENT OF CASH FLOWS

The notes to the financial statements set out in section 5 form an integral part of the consolidated financial statements.

(€k)	Notes	Dec 31, 2022	Dec 31, 2021
Cash flows from operating activities			
Net income from consolidated companies		20,352	13,707
+ Additions to amortization, depreciation and provisions (except on current assets)	5.8.2	5,803	4,880
- Reversals of amortization, depreciation and provisions		-117	-23
-/+ Unrealized gains and losses arising from changes in fair value	5.8.6	7,395	15,877
+/- Expenses and income arising from stock options	5.7.10	550	50
-/+ Capital gains and losses on disposals	5.7.4	1	-7
Change in deferred taxes	5.8.7	1,057	-1,828
Operating cash flow after cost of net financial debt		**35,041**	**32,656**
Cost of net financial debt	5.8.6	-35	112
Operating cash flow before cost of net financial debt		**35,006**	**32,768**
Currency translation adjustment on gross cash flow from operations		-295	23
Inventories	5.7.5	-16,278	-20,314
Trade receivables	5.7.6	25,129	-31,627
Trade payables		818	7,061
Other		-11,612	8,205
Change in working capital		**-1,943**	**-36,675**
Net cash flows from operating activities		**32,803**	**-3,996**
Cash flows from investing activities			
Acquisitions of intangible assets	5.7.2	-4,974	-3,324
Acquisitions of property, plant and equipment	5.7.3	-2,961	-2,115
Disposals of property, plant and equipment and intangible assets	5.7.3	19	8
Acquisitions of non-current financial assets	5.7.4	-205	-8
Disposals of non-current financial assets	5.7.4	13	21
Net cash from acquisitions and disposals of subsidiaries		0	0
Net cash flows from investing activities		**-8,108**	**-5,418**
Cash flows from financing activities			
Increases in capital and cash injections	5.7.10	0	0
Buybacks of treasury shares	5.7.10	-2,629	0
Dividends paid		-3,813	-3,818
Borrowings	5.7.13	10,098	1,328
Repayment of shareholders' current accounts	5.7.14	0	0
Repayment of borrowings	5.7.13	-4,578	-5,120
Principal repayments and interest on lease liabilities (IFRS 16)		-631	-222
Other cash flows from financing activities		57	0
Total cash flows from financing activities		**-1,496**	**-7,832**
Impact of foreign currency translation adjustments		**20**	**239**
Change in cash		**23,219**	**-17,007**
Net cash at the beginning of the period	5.7.8 and 5.7.13	12,006	29,013
Net cash at the end of the period	5.7.8 and 5.7.13	35,225	12,006

5. NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

5.1 General information

The financial statements were signed off by the Board of Directors at its meeting of March 22, 2023.

Guillemot Corporation designs and manufactures interactive entertainment hardware and accessories. The Group offers a diversified range of products under the Hercules and Thrustmaster brands. Active in this market since 1984, the Guillemot Corporation Group currently operates in 11 countries – France, Germany, Spain, the United Kingdom, the United States, Canada, Italy, Belgium, the Netherlands, Romania and China (Shanghai, Shenzhen and Hong Kong) – and distributes its products in more than 140 countries. The Group's mission is to offer high-performance, user-friendly products that maximize enjoyment for end users of digital interactive entertainment solutions.

Guillemot Corporation is a publicly traded company (*société anonyme*) headquartered at 2 Rue du Chêne Héleuc, 56910 Carentoir, France following a change of registered address on February 1, 2023.

5.2 Significant events in fiscal year 2022

The Group's turnover grew 6% in full-year 2022 to €188 million, with turnover up 5% at Thrustmaster and 39% at Hercules.

Fourth-quarter 2022 turnover came in at €46.9 million, down 29% compared with the same period a year earlier, when racing wheel shipments were particularly strong ahead of the release of the flagship Gran Turismo 7 game. Despite this unfavorable base effect, the Group had its second best fourth quarter of all time.

Group sales held steady over the full year in the European Union and United Kingdom region and grew 10% in North America and 19% in the rest of the world.

The Group generated net income from ordinary activities of €34.2 million and consolidated net income of €20.4 million after taking into account an unrealized financial loss of €7.4 million on the Group's portfolio of Ubisoft shares.

The Group maintained an accounting gross profit margin of over 54% despite an inflationary environment and more intense competition.

At the same time, total expenses increased 6%. The Group's investment in research and development increased to €8.4 million in 2022, equating to 4.5% of consolidated turnover.

The net financial expense of €6.7 million included a €7.4 million revaluation loss on current financial assets (available-for-sale securities) consisting of 443,874 Ubisoft Entertainment shares. Consolidated net income for the year totaled €20.4 million. At its meeting of March 22, 2023, the Board of Directors of Guillemot Corporation S.A. agreed to propose the payment of a dividend of €0.25 per share.

Group shareholders' equity stood at €104.4 million at December 31, 2022. Net debt at December 31, 2022 was negative at -€21.3 million (with the Group having positive net cash of €35.3 million and debt of €14.0 million). Net cash flows from operating activities were positive at €32.8 million, with working capital rising slightly to €1.9 million as a result of a 40% increase in inventories in the year.

The Group has a portfolio of 443,874 Ubisoft Entertainment shares valued at €11.7 million at December 31, 2022.

Impact of Covid-19

With lockdowns and stay-at-home measures heightening interest in video games and boosting demand for specialized accessories, the public health situation had little impact on the Group. Supply chain pressures and shortages of electronic components and raw materials were also less pronounced in 2022.

Impact of the Russian invasion of Ukraine

In 2021, the Group generated turnover of €3 million in Russia and Ukraine.

Relevant trade receivables at February 24, 2022 totaled €0.9 million and there were no outstanding receivables in fiscal 2022.

5.3 Accounting standards

In accordance with Regulation (EC) 1606/2002 of July 19, 2002, the Guillemot Corporation Group hereby presents its consolidated financial statements for fiscal year 2022 in compliance with IFRS as adopted in the European Union.

The financial statements have been prepared using the historical cost valuation model, with the exception of items measured at fair value (mainly financial assets at fair value through profit or loss).

These international accounting standards include IFRS (International Financial Reporting Standards), IAS (International Accounting Standards) and their interpretations.

5.4 Key accounting policies

5.4.1 New IFRS and interpretations

Application of the following IFRS texts is mandatory for fiscal years beginning on or after January 1, 2022:

Standard, interpretation or amendment		**Date of entry into force**	**Effects**
IFRS 3 Amendment	Update following publication of the new Conceptual Framework No impact on the accounting treatment of business combinations	January 1, 2022	None
IFRS 9 Improvement	Clarification of fees included in the "10 per cent test"	January 1, 2022	None
IFRS 16 Improvement	Lease incentives – Removal of illustrative example 13 from the standard	January 1, 2022	None
IFRS 1 Improvement	Clarification of measurement of translation differences	January 1, 2022	None
IAS 37 Amendment	Clarification of costs to be included when analyzing onerous contracts	January 1, 2022	None
IAS 16 Amendment	Prohibits deducting from the cost of an item of property, plant and equipment any proceeds from selling items produced while bringing that asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Instead, the proceeds from selling such items are recognized in the income statement.	January 1, 2022	None
IAS 41 Improvement	Taxation in fair value measurements of biological assets	January 1, 2022	None

For fiscal year 2022, the Group did not opt to adopt any standard, interpretation or amendment early.

5.4.2 Consolidation principles

Companies directly or indirectly controlled by the Guillemot Corporation Group within the meaning of IFRS 10 are fully consolidated. IFRS 10 states that an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

All consolidated companies prepare their individual financial statements as at December 31.

Subsidiaries' accounting policies are aligned with those used by the Group. The Guillemot Corporation Group exercises neither joint control nor significant influence over its other investees. The results of consolidated companies are consolidated with effect from the date on which a controlling interest was acquired or the date on which the company in question was formed. Intragroup transactions are eliminated for all Group companies in accordance with the applicable consolidation rules. All significant transactions between consolidated companies, as well as unrealized internal gains and losses included in the non-current assets and inventories of non-consolidated companies, are eliminated.

5.4.3 Intangible assets

Brands
Brands acquired by the Group are considered as having an indefinite life and are therefore not amortized. Their useful life is reassessed annually and they are tested for impairment at the level of the cash-generating unit to which they belong. Brands are also tested for impairment whenever there is an indicator of impairment. In the absence of a deep market for brands in the Group's industry sector, the fair value method is not used when measuring brands owned by the Group. Value in use is the present value of future cash flows expected from an asset. This is the method used to measure the Group's brands.

Goodwill
Whenever the Group acquires a controlling interest in a new company, the assets, liabilities and contingent liabilities of the acquired subsidiary are recognized in the consolidated balance sheet at their fair value at the date of acquisition. The positive difference between the cost of acquiring the interest and the Group's acquired share of the net fair value of identifiable net assets is recognized under "Goodwill on acquisitions". Subsequent to initial recognition, goodwill on acquisitions is measured at cost less accumulated impairment. Goodwill on acquisitions is tested for impairment annually. Impairment losses cannot be reversed. For the purposes of impairment testing, goodwill on acquisitions is allocated to each of the Group's cash-generating units that is likely to benefit from the associated synergies.

Assets acquired by the Group recognized as goodwill, and in particular intangibles (customers, market share, expertise, etc.) that enable the Company to conduct its business and pursue its development, but which do not meet the required identification criteria to be able to be stated separately in the balance sheet, are also treated as goodwill on acquisitions.

Research and development costs
Research costs are expensed as incurred.

Development costs are capitalized whenever the relevant conditions are met:

- The technical feasibility of completing the intangible asset before it can be used or sold is established.
- The Company intends to complete the intangible asset and use or sell it.
- The Company is able to use or sell the intangible asset.
- The asset is likely to generate future economic benefits.
- Technical, financial and other resources required to complete the project are or will be available.
- Expenses related to the asset can be reliably measured during the development phase.

Development costs are amortized over the useful life of the asset in question, with the proviso that the amortization period may not in any event exceed five years.

Office software applications
Office software applications are amortized over their real useful life, which is generally between three and five years.

Licenses
Licenses relate to distribution and reproduction rights acquired from third parties. License agreements may give rise to the payment of guaranteed amounts. Such amounts are recognized in the "Licenses" item under intangible assets provided they fall within the definition of an asset (identifiable, controlled and promising future economic benefits) and are amortized on a straight-line basis in line with the duration of the corresponding agreement.

5.4.4 Property, plant and equipment

Property, plant and equipment is shown in the balance sheet at its purchase cost or transfer value.

Depreciation is calculated by applying uniform rates across the Group determined on the basis of each asset's expected useful life with reference to the following methods and utilization periods:

Buildings:	20 years (straight line)
Fixtures and fittings:	10 years (straight line)
Plant:	Between 1 and 10 years (straight line)
Transportation equipment:	4 or 5 years (straight line)
Office and IT equipment:	Between 3 and 5 years (straight line)
Furniture:	5 to 10 years (straight line)

Residual values and useful lives are reviewed at each balance sheet date and adjusted where applicable. Subsequent costs are included in an asset's carrying amount or, where applicable, recognized as a separate asset if it is probable that future economic benefits associated with the asset will flow to the Group and the cost of the asset can be reliably measured.

5.4.5 Impairment of non-financial assets

Assets with an indefinite useful life are not amortized or depreciated and are tested for impairment annually. Amortized or depreciated assets are tested for impairment when, as a result of specific events or circumstances that constitute an indicator of impairment, the recoverability of their carrying amount is called into question. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. An asset's recoverable amount is the higher of its fair value less disposal costs and its value in use.

Fair value is the value that could be obtained by selling an asset in an arm's length transaction between informed and consenting parties, less costs to sell. Value in use is the present value of future cash flows expected from an asset – i.e. from its continuing use and removal at the end of its useful life.

For the purposes of assessing impairment, assets are combined into cash-generating units, which represent the smallest identifiable group of assets whose continuing use generates cash inflows largely independent of those generated by other assets or groups of assets. Non-financial assets (other than goodwill) that have been impaired are reviewed at each annual or interim balance sheet date to determine whether the impairment may be reversed.

Brands and goodwill held in France are allocated to the Hercules and Thrustmaster cash-generating units, which constitute the segments used to report segment information by business area.

5.4.6 Leases

For lessees, IFRS 16 does away with the traditional distinction between operating leases and finance leases. Under IFRS 16, (almost) all leases are recognized in the lessee's balance sheet, including both an asset (representing the right to use the leased asset throughout the lease term) and a liability (in respect of the lease payment obligation).

5.4.7 Financial assets

Classification of financial instruments

For financial assets other than derivatives, the Group has adopted the classification set out below. This classification depends on the characteristics of contractual cash flows (i.e. whether those cash flows represent interest or repayment of capital) and the accounting treatment selected on initial recognition:

- Financial assets at fair value through other comprehensive income (OCI).
- Financial assets at fair value through profit or loss: these mainly consist of listed and unlisted investments in equity instruments not held for trading, where management has not opted to class them as financial assets at fair value through other comprehensive income on initial recognition, as well as instruments not meeting the definition of equity instruments. Gains and losses resulting from changes in fair value are recognized directly in income under financial income or expenses. The fair value of financial assets is the last daily price in the closing month for listed securities, and the probable trading value for unlisted securities. Where an asset's balance sheet value is lower than its purchase cost and there is an objective indicator of impairment, an impairment loss is recognized.
- Financial assets at amortized cost: instruments whose contractual cash flows represent interest and capital repayments, held for the purposes of collecting cash flows. These mainly consist of loans and receivables.

Impairment of financial assets at amortized cost

Trade receivables are initially recognized for the amount billed to customers. Impairment losses on trade receivables are estimated using the expected loss method to take into account any payment defaults throughout the period over which the receivables are held. The expected total amount of impairment on all receivables is estimated at each reporting date based on the average expected loss ratio, which is calculated on the basis, *inter alia*, of historical loan loss ratios. This average expected loss ratio may, however, be adjusted if there are indicators of a probable significant deterioration in credit risk. Individual receivables are impaired as soon as there is a known credit risk. The amount of the expected loss is recognized in the balance sheet as a deduction against the total amount of trade receivables. Although some trade receivables are past due, a breakdown of historical data at December 31, 2022 and December 31, 2021 shows that the losses incurred are negligible.

To limit the Group's foreign exchange risk, Guillemot Corporation may hedge currency fluctuations by buying currency futures and options. Since such transactions do not meet the criteria for hedge accounting, they are recognized as trading instruments. These derivatives are recognized in the balance sheet under current financial assets or liabilities at their fair value at the transaction date. Any gain or loss resulting from remeasurement at fair value is recognized immediately in net financial income.

IFRS 13, "Fair value measurement", applies to IFRS that require or allow measurement at fair value or disclosures about fair value measurements. As well as providing a framework for fair value measurement, it sets out the information that should be disclosed concerning fair value measurements. The standard defines fair value based on the exit price and uses a fair value hierarchy, giving rise to market-based measurements rather than entity-specific measurements. The hierarchy categorizes inputs used to measure fair value into three levels. At the highest level are unadjusted quoted prices in active markets for identical assets or liabilities; at the lowest level are unobservable inputs.

If the inputs used to determine fair value fall into different levels of the fair value hierarchy, the overall fair value is categorized at the same level as the lowest-level input that is significant to the fair value measurement in its entirety (using judgment).

5.4.8 Current tax assets

Current and non-current income tax assets are shown separately in the balance sheet.

5.4.9 Inventories and work in progress

Inventories and work in progress for all Group companies are measured on the basis of cost to supply, after eliminating internal margins. They are measured using the first in, first out (FIFO) method.

The initial cost includes the price of components, assembly costs, transportation costs, depreciation of equipment and capitalized R&D costs.

Borrowing costs are always excluded from inventory valuations. An impairment loss is recognized whenever the value of inventory is greater than its probable realizable value less costs to sell. Impairment tests are carried out annually and probable realizable value is calculated on the basis of observed and expected sales performance and market prices. The Group uses a number of indicators to analyze products that might potentially be at risk; these include rotation rates, sales, inventory levels, gross profit margin, open orders, the business outlook, return requests, market share and competitor products. Products are mainly analyzed individually so as to identify the risk of impairment as accurately as possible.

5.4.10 Advances and progress payments

This item, recognized in other receivables, consists of progress payments paid to suppliers.

5.4.11 Trade receivables

Trade receivables are initially measured at their transaction price, in accordance with IFRS 15. Impairment losses are recognized where applicable based on the expected recoverability of receivables at the balance sheet date. An impairment loss is recognized whenever there is an objective indicator that the Group will be unable to recover the full amount due under the terms initially foreseen at the time of the transaction. Indicators of impairment include significant financial difficulties experienced by the debtor, the likelihood of the debtor's collapse or financial restructuring, and payment default. Furthermore, implementation of IFRS 9 may result in expected credit losses being recognized against receivables from the point at which those receivables are recognized.

Given its small number of customers and near-systematic use of credit insurance, the Group does not use a provisions matrix but rather considers the need for impairment on a case-by-case basis.

5.4.12 Other receivables

Other receivables mainly consist of VAT receivables.

5.4.13 Deferred taxes

Deferred taxes, which reflect timing differences between the carrying amounts of assets and liabilities after consolidation adjustments and their tax bases, are recognized using the liability method. Deferred taxes are recognized in the income statement and the balance sheet to reflect current deficits as soon as it becomes likely that they will be applied to future taxable profits within reasonable recovery timescales. Under the liability method, the effect of any changes in the taxation rate on previously recognized deferred taxes is recognized in the year in which those changes become apparent, either in the income statement or in other comprehensive income, using the same method initially used to recognize the corresponding deferred taxes. Deferred tax assets are recognized up to the amount of deferred tax liabilities, taking into account tax rules in force relating, in particular, to limits on the use of tax loss carryforwards. They are offset if the taxable entity has a legally enforceable right to offset current tax assets and liabilities and those deferred tax assets and liabilities relate to income taxes levied by the same tax authority.

Deferred taxes are measured using the taxation rate expected to apply over the period during which the asset is realized or the liability is settled, based on taxation rates and tax laws enacted or substantively enacted at the balance sheet date.

5.4.14 Cash and cash equivalents

Cash and cash equivalents consist of cash at bank and in hand and certificates of deposit (highly liquid investments with maturities of less than three months, which carry no material risk of impairment).

5.4.15 Foreign currency transactions and translation adjustments

The reporting currency is the euro. Transactions in foreign currency are translated into euros using the exchange rate prevailing at the transaction date or, where applicable, the relevant hedging rate. Unhedged foreign currency assets and liabilities are translated into euros at the closing exchange rate. Translation gains and losses are incorporated into consolidated net income in the period to which they relate.

All Group subsidiaries conduct business in their local currency. Foreign currency financial statements of foreign subsidiaries not located in high-inflation regions are translated into euros using the closing rate method, with translation adjustments matched to other items of comprehensive income.

5.4.16 Other liabilities

Other liabilities consist of social security payables, shareholders’ current accounts, prepaid income and sundry payables, including customer-related payables (liabilities relating to returned goods and rebates and discounts).

5.4.17 Provisions for liabilities and charges

A provision is recognized whenever the Company has a present obligation (whether legal or implied) resulting from a past event, it is probable that an outflow of resources will be necessary to settle the obligation, and the amount of the obligation can be reliably estimated.

This item includes, in particular, provisions for liabilities related to commercial disputes.

5.4.18 Employee benefits

Upon retirement, employees of the Group must receive an allowance calculated in accordance with the provisions of the applicable collective bargaining agreement. The Group operates a defined benefit post-employment benefits scheme.

The Group has no post-employment benefit schemes other than the statutory scheme laid down in collective bargaining agreements covering its employees.

A provision corresponding to the present value of the obligation is recognized in the balance sheet under provisions for retirement benefits.

Pension liabilities and provisions for retirement benefits are measured annually by estimating the future benefit payable to employees upon retirement. This measurement depends on employees’ length of service, compensation on retirement and likelihood of still being with the Company at that date. The benefit is then spread across fiscal years in proportion to the employee’s length of service.

If an employee leaves the Company earlier, the amount of the provision is reduced accordingly.

In accordance with IAS 19 (revised), actuarial gains and losses are recognized in other comprehensive income rather than in profit and loss.

In France, provisions for paid leave correspond to one-tenth of salary payments received by the employee and may not be less than the salary the employee would have received had he or she been working.

5.4.19 Share-based payments

The Group has put in place compensation plans that pay out in the form of equity instruments (stock options). The fair value of services rendered by employees in return for the granting of options is recognized in expenses. The total amount expensed over the vesting period is determined by reference to the fair value of the options granted, without taking into account the vesting conditions, which are not market conditions. The vesting conditions, which are not market conditions, are factored into assumptions relating to the number of options that may become available for exercise. At each balance sheet date, the Company reassesses the number of options that may become available for exercise. If necessary, the impact of any revision of such estimates is recognized in income, with a corresponding adjustment to shareholders' equity.

5.4.20 Segment information

The operating segments presented are the same as those used in internal reports presented to management. Segment information by business area covers the Hercules and Thrustmaster business segments. Segment information by geographical region is based on the following geographical segments: European Union and United Kingdom, North America, and Other.

5.4.21 Recognition of income

In accordance with IFRS 15, the Group follows a five-step approach to revenue recognition:

Step 1: Identify the contract.
Step 2: Identify the performance obligations in the contract. Performance obligations serve as a unit of account for recognizing revenue.
Step 3: Determine the transaction price and, in particular, any variable consideration and rights of return.
Step 4: Allocate the contract price to each performance obligation.
Step 5: Recognize revenue when a performance obligation is satisfied. In the case of the Guillemot Corporation Group, customers gain control of assets on delivery of products, in accordance with the incoterms agreed between the parties.

All products sold by the Group are covered by a statutory two-year warranty against defects. In some cases, the warranty obligation is transferred to the customer in exchange for a discounted purchase price. In other cases, the warranty obligation is recognized taking into account a best estimate of costs arising from probable returns (with revenue capped at the highly probable value of products not returned, and a liability recognized in respect of the obligation to issue a credit note and an asset corresponding to an adjustment to the cost of sales representing the right to recover goods – cancelling out either just the profit margin or, if a returned product is unsaleable, the full amount of revenue). The estimated amounts are shown in the income statement as deductions against turnover and in the balance sheet under "Other creditors". This estimate is based on analysis undertaken by the Group taking into account, in particular, the level of sales, the average time taken to return defective products and management judgment.

Furthermore, under its terms and conditions of sale, the Group does not agree to take back unsold goods. In practice, where such agreement is given, the associated cost is deducted from turnover based on actual product returns agreed. In cases where management expects additional product returns arising from past sales, the obligation to take back returned products is now also recognized against revenue.

5.4.22 Government grants

Grants in the fiscal year are shown in the income statement as deductions against the expenses to which they relate. Any receivables against the government agency that issued the grant are shown in other receivables.

5.4.23 Borrowings

Borrowings are initially recognized in the balance sheet at fair value. They are subsequently measured at amortized cost using the effective interest method. Borrowing costs are expensed as incurred.

5.4.24 Earnings per share

The Group calculates basic earnings per share and diluted earnings per share based on consolidated net income.

Basic earnings per share is calculated by dividing net income by the weighted average number of shares outstanding in the period, after deducting shares held by the Group.

Diluted earnings per share is calculated by taking into account the conversion of all existing dilutive instruments when calculating the weighted average number of shares outstanding.

5.4.25 Uncertainty over valuations

In preparing the financial statements in accordance with IFRS, the Group must make certain critical accounting estimates. Management is also required to exercise judgment when applying the Group's accounting policies. Those areas involving the greatest degree of judgment or complexity, and those relying on assumptions and estimates that are material in relation to the consolidated financial statements, are described in the notes to the financial statements and primarily relate to the recoverable amount of intangible assets and inventories, variable consideration for various goods and services laid down in sale agreements with customers, and deferred tax assets related to tax loss carryforwards.

5.5 Scope of consolidation

5.5.1 Companies included in the Guillemot Corporation Group's consolidated financial statements

COMPANY	SIREN number	Country	% control/ interest	Accounting method
Guillemot Corporation S.A.	414,196,758	France	Parent company	Fully consolidated
Guillemot Administration et Logistique SARL	414,215,780	France	99.96%	Fully consolidated
Hercules Thrustmaster SAS	399,595,644	France	99.42%	Fully consolidated
Guillemot Innovation Labs SAS	752,485,334	France	100.00%	Fully consolidated
Guillemot Ltd.		United Kingdom	99.99%	Fully consolidated
Guillemot Inc.		Canada	74.89% (a)	Fully consolidated
Guillemot GmbH		Germany	99.75%	Fully consolidated
Guillemot Corporation (HK) Ltd.		Hong Kong	99.50%	Fully consolidated
Guillemot Recherche et Développement Inc.		Canada	99.99%	Fully consolidated
Guillemot Romania Srl		Romania	100.00%	Fully consolidated
Guillemot Inc.		United States	99.99%	Fully consolidated
Guillemot S.A.		Belgium	99.93%	Fully consolidated
Guillemot Srl		Italy	100.00%	Fully consolidated
Guillemot Electronic Technology (Shanghai) Co. Ltd.		China	100.00%	Fully consolidated
Guillemot Spain SL		Spain	100.00%	Fully consolidated
Guillemot Netherlands B.V.		Netherlands	100.00%	Fully consolidated

(a) Guillemot Inc. (United States) also holds 25.11%.

In view of their non-material nature, minority interests are not calculated.

5.5.2 Changes in scope

During the fiscal year ended December 31, 2022, Guillemot Corporation S.A. established a subsidiary in the Netherlands, Guillemot Netherlands B.V., of which it is the sole shareholder. This subsidiary has share capital of €10k. Its primary business is to provide French company Guillemot Corporation S.A. with sales and marketing services in the Benelux countries.

5.6 Segment information

In accordance with IFRS 8 on operating segments, the Group sets out segment information based on the same segments as those used in internal reports presented to management.

Segment information by business area covers the Hercules and Thrustmaster business segments. Segment information by geographical region is based on the following geographical segments: European Union and United Kingdom, North America, and Other.

5.6.1 Segment information by business area

The Hercules business segment includes the following product ranges: DJ controllers, DJ speakers, DJ headphones and DJ software.

The Thrustmaster business segment includes the following gaming accessories for PCs and consoles: racing wheels, gamepads, joysticks and gaming headsets.

- Turnover by business segment (€m)

	Dec 31, 2022	Dec 31, 2021
Hercules	**12.5**	**9.0**
Digital devices	12.2	8.1
OEM*	0.3	0.9
Thrustmaster	**175.5**	**167.8**
Gaming accessories	175.5	167.8
OEM*	0.0	0.0
TOTAL	**188.0**	**176.8**

* Accessories developed for third party companies (Original Equipment Manufacturers).

- Income statement by business segment (€k)

	Dec 31, 2022			Dec 31, 2021		
	Total	Hercules	Thrustmaster	Total	Hercules	Thrustmaster
Turnover	188,047	12,548	175,499	176,755	8,950	167,805
Additions to amortization and depreciation	5,444	849	4,595	4,453	814	3,639
Additions to provisions	2,206	190	2,016	2,226	161	2,065
Net income from ordinary activities	34,243	240	34,003	32,999	0	32,999
Net operating income	34,243	240	34,003	32,999	0	32,999

- Balance sheet by business segment (€k)

	Dec 31, 2022			Dec 31, 2021		
	Total	Hercules	Thrustmaster	Total	Hercules	Thrustmaster
Goodwill on acquisitions	0	-	-	0	-	-
Intangible assets	23,276	2,603	20,673	16,176	1,195	14,981
Property, plant and equipment	8,184	2,632	5,552	5,176	1,476	3,700
Inventories	57,203	4,068	53,135	40,925	3,963	36,962
Trade receivables	34,743	3,700	31,043	59,872	2,994	56,878
Unallocated assets	56,795	-	-	44,055	-	-
TOTAL ASSETS	**180,201**	**13,003**	**110,403**	**166,204**	**9,628**	**112,521**
Shareholders' equity	104,405	-	-	90,426	-	-
Provisions	1,586	793	793	1,436	718	718
Trade payables	38,887	2,419	36,468	38,068	3,614	34,454
Unallocated liabilities	35,323	-	-	36,274	-	-
TOTAL LIABILITIES AND EQUITY	**180,201**	**3,212**	**37,261**	**166,204**	**4,332**	**35,172**

Unallocated assets consist of financial assets, income tax assets, other receivables, cash and deferred tax assets.
Unallocated liabilities consist of borrowings, other liabilities, taxes payable and deferred tax liabilities.

5.6.2 Segment information by geographical region

- Turnover by geographical region (€m):

Turnover generated by:	Dec 31, 2022	Dec 31, 2021	Change
European Union and United Kingdom	93.5	93.6	0%
North America	54.8	49.9	10%
Other	39.7	33.3	19%
TOTAL	**188.0**	**176.8**	**6%**

Turnover from French customers totaled €17 million in 2022, equating to 9% of consolidated total turnover. German customers accounted for 12% of consolidated turnover in 2022.

- Aggregate value of assets by geographical location (€k):

	Dec 31, 2022				Dec 31, 2021			
	Total	EU & UK	North America	Other	Total	EU & UK	North America	Other
Goodwill on acquisitions	0	-	-	-	0	-	-	-
Property, plant and equipment	8,184	7,932	74	178	5,176	5,025	112	39
Financial assets	12,391	12,323	24	44	19,591	19,522	24	45
Deferred tax assets	4,267	4,267			5,312	5,311	0	1
Inventories	57,203	16,143	7,183	33,877	40,925	8,807	3,309	28,809
Trade receivables	34,743	17,889	11,014	5,840	59,872	31,031	17,432	11,409
Other receivables	4,079	4,015	4	60	6,609	6,333	185	91
Cash and cash equivalents	35,245	30,159	3,658	1,428	12,027	9,848	1,163	1,016
Tax assets	813	679	134	-	516	378	138	-
Unallocated assets	23,276	-	-	-	16,176	-	-	-
TOTAL ASSETS	**180,201**	**93,407**	**22,091**	**41,427**	**166,204**	**86,255**	**22,363**	**41,410**

Unallocated assets consist of intangible assets.

The Group's inventories are mainly located in Asia (€33,877k under "Other" in the above table).

5.7 Notes to the balance sheet

5.7.1 Goodwill on acquisitions

Goodwill at December 31, 2022 is broken down as follows:

Changes in goodwill	Gross at Dec 31, 2021	Change	Gross at Dec 31, 2022
Guillemot Ltd. (United Kingdom)	1	-	1
Hercules Thrustmaster SAS (France)	1,299	-	1,299
Guillemot Administration et Logistique SARL (France)	233	-	233
Guillemot S.A. (Belgium)	233	-	233
Guillemot Inc. (United States)	1,034	-	1,034
Guillemot Corporation S.A. (France)	941	-	941
Guillemot Inc. (Canada)	16,894	-	16,894
Guillemot Srl (Italy)	4,392	-	4,392
Total	**25,027**	**0**	**25,027**

Goodwill impairment	Impairment at Dec 31, 2021	Additional impairment from Jan 1 to Dec 31, 2022	Impairment at Dec 31, 2022
Guillemot Ltd. (United Kingdom)	1	-	1
Hercules Thrustmaster SAS (France)	1,299		1,299
Guillemot Administration et Logistique SARL (France)	233	-	233
Guillemot S.A. (Belgium)	233	-	233
Guillemot Inc. (United States)	1,034	-	1,034
Guillemot Corporation S.A. (France)	941	-	941
Guillemot Inc. (Canada)	16,894	-	16,894
Guillemot Srl (Italy)	4,392	-	4,392
Total	**25,027**	**0**	**25,027**

5.7.2 Intangible assets

Intangible assets are broken down as follows:

Gross amounts	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Brands	10,842					10,842
Development costs	10,736		2,543	81		13,198
Development costs in progress	2,391		5,114	2,812	-2	4,691
Licenses	3,899		4,173	3,345		4,727
Concessions, patents, etc.	1,278		2	46	-1	1,233
Other intangible assets	1,125		1,565	56	-2	2,632
TOTAL	**30,271**	**0**	**13,397**	**6,340**	**-5**	**37,323**

Amortization, depreciation and provisions	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Brands	1,000					1,000
Development costs	7,709		1,912			9,621
Licenses	3,319		1,077	3,345		1,051
Concessions, patents, etc.	1,074		45	46	-1	1,072
Other intangible assets	993		367	56	-1	1,303
TOTAL	**14,095**	**0**	**3,401**	**3,447**	**-2**	**14,047**

Net amounts	Dec 31, 2021	Dec 31, 2022
Brands	9,842	9,842
Development costs	3,027	3,577
Development costs in progress	2,391	4,691
Licenses	580	3,676
Concessions, patents, etc.	204	161
Other intangible assets	132	1,329
TOTAL	**16,176**	**23,276**

Brands

Brands include the Thrustmaster and Hercules acquired brands. These brands are tested for impairment at each balance sheet date and are measured taking into account discounted future cash flows.

In the absence of a deep market for these brands, the fair value method is not used when measuring brands owned by the Group.

Value in use is the present value of future cash flows expected from an asset.

Hercules:

The Hercules brand is allocated to the Hercules cash-generating unit (CGU).

Following impairment testing of the Hercules CGU, the value of the Hercules brand was unchanged at December 31, 2022.

The Hercules brand has a net balance sheet value of €432k, compared with a purchase cost of €1,432k.

In accordance with IAS 36, projections are over five years with a terminal value.

The following assumptions are used to test the Hercules CGU for impairment:

- Ratio of net operating income to turnover: 5% for the next five years
- Working capital: increasing over the next three years
- Five-year turnover projections taking into account forecast new product launches and the business cycle (turnover rising 25% a year for the next five years)
- Long-term growth rate: 1%
- Discount rate: 11%

Turnover for the Hercules business declined sharply over the period 2013-2019 with the successive withdrawal of the brand's ranges of Wi-Fi and CPL products, webcams and multimedia and wireless speakers. This decline resulted in the recognition of a €1 million impairment loss on the value of the Hercules brand.

Over the past few years, the business has refocused around audio and DJing products. This refocusing has required substantial investment in R&D and marketing, thus affecting profitability.

A new growth cycle began in 2020, with turnover up 70%.

Growth in 2021 came in at 13%, slowed by production delays and shortages of electronic components. Turnover grew 39% in 2022, buoyed by the *Inpulse* range of controllers, in line with forecasts.

New listings were secured with major retail chains, which should enable the Group to continue to expand in the DJ controller market over the coming years as the Hercules DJ community continues to grow. The refocusing of the business around audio and DJ products, together with the sales growth observed since 2020, supports the Group's assumption of double-digit growth in Hercules' turnover over the next five years.

Discount rate sensitivity test:

A 1% increase in the discount rate would reduce the recoverable amount of the Hercules cash-generating unit by €1.2 million.

A 1% decrease in the discount rate would increase the recoverable amount of the Hercules cash-generating unit by €1.5 million.

Sensitivity test on the ratio of net operating income to turnover:

A 1% increase in the ratio of net operating income to turnover over the period 2023-2027 would increase the recoverable amount of the Hercules cash-generating unit by €2.4 million.

A 1% decrease in the ratio of net operating income to turnover over the period 2023-2027 would reduce the recoverable amount of the Hercules cash-generating unit by €2.4 million.

A reversal of impairment against the Hercules brand is deemed reasonably possible if operating profitability should exceed 5% over the next five years combined with 25% year-on-year growth in turnover.

Thrustmaster:

The Thrustmaster brand is allocated to the Thrustmaster CGU.

Following impairment testing of the Thrustmaster CGU, the value of the Thrustmaster brand was unchanged at December 31, 2022.

The Thrustmaster brand has a net balance sheet value of €9,410k, the same as its purchase cost.

In accordance with IAS 36, projections are over five years with a terminal value.

The following assumptions are used in calculating discounted future cash flows for the Thrustmaster cash-generating unit:

- Ratio of net operating income to turnover: 10% for the next five years
- Working capital: decreasing in 2023, then increasing slightly over the following two years
- Five-year turnover projections taking into account forecast new product launches and the business cycle (turnover of €135 million in 2023, increasing by 10% in 2024 and 2025, then holding steady)
- Discount rate: 11%

Thrustmaster has achieved global recognition and is now a key player in PC and console racing wheels and joysticks, with an installed base that continues to grow. Turnover generated by the brand in 2021 and 2022, together with record operating profitability of 18%, highlight the current strong momentum in these markets.

Discount rate sensitivity test:

A 1% increase in the discount rate would reduce the recoverable amount of the Thrustmaster cash-generating unit by €9.2 million. However, given the brand's recoverable amount, no impairment loss would be recognized.

A 1% decrease in the discount rate would increase the recoverable amount of the Thrustmaster cash-generating unit by €11.1 million.

Sensitivity test on the ratio of net operating income to turnover:

A 1% increase in the ratio of net operating income to turnover would increase the recoverable amount of the Thrustmaster cash-generating unit by €10.9 million.

A 1% decrease in the ratio of net operating income to turnover would reduce the recoverable amount of the Thrustmaster cash-generating unit by €10.9 million. However, given the brand's recoverable amount, no impairment loss would be recognized.

Measurement of the Thrustmaster brand may involve the risk of adjustments in future years should assumptions concerning future cash flows generated by the Thrustmaster business be significantly downgraded.

<u>Development costs</u>
Development costs on projects meeting the six eligibility criteria laid down in IAS 38 are capitalized.

Project eligibility is reviewed quarterly by the finance and technical departments, in agreement with senior management. Assets are transferred from assets under construction to capitalized development costs when released into production (a total of €2,543k in the fiscal year). There were no net scrappage costs or projects written off in the year.

The following Guillemot Corporation Group companies generate development costs: Hercules Thrustmaster SAS, Guillemot Innovation Labs SAS, Guillemot Recherche et Développement Inc., Guillemot Romania Srl and Guillemot Corporation (HK) Limited. Capitalized costs may relate to all Hercules and Thrustmaster product lines.

Development costs in progress increased by €5,114k in the year. These investments are financed from shareholders' equity and through bank loans and authorized overdrafts (see note 5.7.13).

A geographical breakdown of development costs in progress in 2022 is as follows: France €3,410k; other countries €1,281k.

Uncapitalized development costs recognized in expenses totaled €3.4 million in 2022.

<u>Licenses</u>
Licenses include guaranteed amounts payable over the life of the contracts in question.

5.7.3 Property, plant and equipment

Property, plant and equipment for use in operations is broken down as follows:

Gross amounts	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Land	399					399
Buildings	8,717		3,767	1,585	25	10,924
Plant	5,429		1,637		-1	7,065
Other prop., plant & equipt.	2,200		933	378	-14	2,741
Assets under construction	678		2,060	1,588		1,150
TOTAL	**17,423**	**0**	**8,397**	**3,551**	**10**	**22,279**

Depreciation	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Buildings	6,721		912		-2	7,631
Plant	4,027		886		-1	4,912
Other prop., plant & equipt.	1,499		285	236	4	1,552
TOTAL	**12,247**	**0**	**2,083**	**236**	**1**	**14,095**

Net amounts	Dec 31, 2021	Dec 31, 2022
Land	399	399
Buildings	1,996	3,293
Plant	1,402	2,153
Other prop., plant & equipt.	701	1,189
Assets under construction	678	1,150
TOTAL	**5,176**	**8,184**

Property, plant and equipment under construction totaling €1,588k was transferred to the “Plant” item during the year. Property, plant and equipment under construction mainly relates to molds and equipment used in the production of new products.

Investment in property, plant and equipment in the year totaled €2,961k (excluding the impact of IFRS 16). These investments are financed from shareholders’ equity and through bank loans and authorized overdrafts (see note 5.7.13).

A geographical breakdown of these investments in 2022 is as follows: France €2,852k; other countries €109k.

Adoption of IFRS 16 resulted in a €5,275k increase in property, plant and equipment as of December 31, 2022 in respect of lease right-of-use assets (€5,077k in buildings and €198k in other property, plant and equipment). The rental expense in respect of leases with a term of 12 months or less, low-value leases and leases not taken into account when calculating the IFRS 16 lease liability totaled €352k in 2022.

Leases mainly relate to offices and vehicles.

Leases were analyzed on a case-by-case basis (with around 20 leases affected across the Group) by contacting managers at local subsidiaries to assess the appropriate lease term, whether or not there was any option to extend or terminate the lease and whether it was reasonably certain that the lessee would exercise an option to extend and/or not exercise an option to terminate.

The Group has assumed a six-year term for leases in France with three-year renewal periods.

The incremental borrowing rate for each subsidiary is determined taking into account the last known incremental borrowing rate for the parent company in France (0.98%) as a starting point and applying a risk premium based on the size of foreign subsidiaries and the ten-year sovereign bond spread for each country. The Group uses a rate that reflects the duration of the lease.

IFRS 16 right-of-use assets by underlying asset class:

Gross amounts	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Buildings	2,904		3,714	1,567	26	5,077
Other prop., plant & equipt.	141		133	58	-18	198
TOTAL	**3,045**	**0**	**3,847**	**1,625**	**8**	**5,275**

Depreciation	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Buildings	1,223		846		-2	2,067
Other prop., plant & equipt.	118		52	89		81
TOTAL	**1,341**	**0**	**898**	**89**	**-2**	**2,148**

The €3,714k increase in buildings and the €1,567k decrease in that same item relate to the Hercules Thrustmaster SAS subsidiary moving to Rennes (France).

5.7.4 Financial assets

Non-current financial assets are broken down as follows:

Gross amounts	Dec 31, 2021	Changes in scope	Increases	Decreases	Currency translation adjustments	Dec 31, 2022
Other long-term investments	319		57	8		368
Other non-current financial assets	154		148	5	3	300
TOTAL	**473**	**0**	**205**	**13**	**3**	**668**

Movements in other long-term investments relate to the liquidity agreement currently in force and a release of funds linked to a bank account in the form of an escrow account. A total of €300k in cash has been allocated to the liquidity agreement since it was first entered into.

Changes in other non-current financial assets relate to security deposits.

Current financial assets include Ubisoft Entertainment shares.

	Net at Dec 31, 2021	Sales Dec 31, 2022	Purchases Dec 31, 2022	Translation adjustments Dec 31, 2022	Financial gain/loss Dec 31, 2022	Net at Dec 31, 2022
Ubisoft Entertainment shares						
Number	443,874					443,874
Fair value (€k)	19,118				-7,395	11,723
Currency derivatives	0					0
Total value	**19,118**	**0**	**0**	**0**	**-7,395**	**11,723**

Ubisoft Entertainment shares (listed on an active market) are measured at fair value in accordance with IFRS 9. At December 31, 2022, the Group held 443,874 Ubisoft Entertainment shares representing 0.35% of the company's share capital.

The price used at December 31, 2021 was €43.07 per Ubisoft Entertainment share. The price used to calculate the fair value of shares at December 31, 2022 was €26.41 per Ubisoft Entertainment share. The resulting remeasurement loss recognized at December 31, 2022 was €7,395k.

The Group reserves the right to use these shares to finance its funding requirements.

To limit the Group's foreign exchange risk, Guillemot Corporation may hedge currency fluctuations by buying currency futures and options. Since such transactions do not meet the criteria for hedge accounting, they are recognized as trading instruments.

These derivatives are recognized in the balance sheet under current financial assets or liabilities at their fair value at the transaction date. Any gain or loss resulting from remeasurement at fair value is recognized immediately in net financial income. There were no contracts of this type at December 31, 2022.

5.7.5 Inventories

Inventories	Gross at Dec 31, 2021	Change in inventories (outcome)	Changes in scope	Currency translation adjustments	Gross at Dec 31, 2022
Raw materials	7,528	10,780			18,308
Finished products	36,167	5,047		-58	41,156
TOTAL	**43,695**	**15,827**	**0**	**-58**	**59,464**

Accumulated impairment	Dec 31, 2021	Increases	Decreases	Changes in scope	Currency translation adjustments	Dec 31, 2022
Raw materials	745	133	148			730
Finished products	2,025	1,699	2,189		-4	1,531
TOTAL	**2,770**	**1,832**	**2,337**	**0**	**-4**	**2,261**
Total net inventories	**40,925**					**57,203**

Inventories consist of electronic components and sub-assemblies as well as finished products.

The Group uses a number of indicators to analyze products at risk of impairment: rotation rates, sales, inventory levels, gross profit margin, open orders, business outlook, return requests, market share, competitor products, etc. Products are mainly analyzed individually so as to identify the risk of impairment as accurately as possible.

No provisions have been set aside for the risk of obsolescence of inventory. Individual analysis takes account of this statistical approach.

An impairment loss is recognized whenever the value of inventory is greater than its probable realizable value. The Group's total net inventories at December 31, 2022 were 40% higher than at December 31, 2021. This increase was a result of business growth in the year, lower turnover in the fourth quarter and the need for the Group to build up inventories in advance due to the date of the Chinese New Year in 2023. Impairment in the year mainly related to products in the Thrustmaster range.

5.7.6 Trade receivables

Trade receivables	Gross at Dec 31, 2021	Changes	Changes in scope	Currency translation adjustments	Reclassifications	Gross at Dec 31, 2022
Trade receivables	59,937	-25,096		-98		34,743

The majority of trade receivables at December 31, 2022 were covered by a credit insurance policy, with coverage ranging from 90% to 95% depending on geographical region. Trade receivables totaled €34,743k at December 31, 2022, compared with €59,872k a year earlier. This decrease is a result of lower turnover in the fourth quarter of 2022 (down 29%), particularly in December 2022.

The Group's top customer accounted for 33% of consolidated turnover.

Accumulated impairment	Dec 31, 2021	Additions	Reversals	Currency translation adjustments	Reclassifications	Dec 31, 2022
Trade receivables	65		65			0

A breakdown of trade receivables by due date is as follows:

Trade receivables	Gross at Dec 31, 2022	Not yet due	0-29 days overdue	30-59 days overdue	60-89 days overdue	More than 90 days overdue
Trade receivables	34,743	28,491	3,987	1,635	448	182
Accumulated impairment	0					

Unimpaired trade receivables more than 90 days overdue mainly consist of customer deductions recognized in expenses.

5.7.7 Other receivables

	Dec 31, 2022	Dec 31, 2021
Advances and progress payments	903	4,401
VAT receivables	1,375	975
Amounts receivable from suppliers		1
Other	304	194
Prepaid expenses	1,497	1,038
TOTAL	**4,079**	**6,609**

The decrease in advances and progress payments was a result of supply shortages in 2021 requiring the Group to make advance payments to its key suppliers last year.

5.7.8 Cash and cash equivalents

	Dec 31, 2022	Dec 31, 2021
Cash	35,245	12,027
Cash equivalents	0	0
TOTAL	**35,245**	**12,027**

5.7.9 Tax assets

The balance sheet shows total current tax assets of €813k, mainly consisting of €558k in receivables in respect of the French and Canadian research and innovation tax credits.

5.7.10 Shareholders' equity

The share capital consists of 15,287,480 shares with a par value of €0.77 each.

Guillemot Corporation S.A. holds 232,132 treasury shares, reducing the value of shareholders' equity by €3,022k.

At December 31, 2022, treasury shares accounted for 1.52% of the total share capital.

Movements in shares of the consolidating company under the liquidity agreement in force increased shareholders' equity by €57k in 2022.

Under the share buyback program approved at the combined Shareholders' General Meeting of June 9, 2022, Guillemot Corporation S.A. decided to purchase the maximum number of 200,000 shares for retirement. These shares were purchased over the second half of the year, reducing shareholders' equity by €2,629k in 2022.

Stock options
Maximum potential number of shares to be created:

Via exercise of options: 170,250

Key characteristics of stock option plans:

	Plan no. 11
Date of Board meeting	**Dec 3, 2021**
Number of shares	193,950
Par value	0.77 €
Subscription price	14.44 €
Exercise date	Dec 3, 2023 to Dec 3, 2031
Number of shares subscribed	-
O/w during fiscal year 2022	-
Stock options cancelled or lapsed	7,050
Stock options outstanding	186,900
Options available for exercise at Dec 31, 2022	170,250

The first ten stock option plans have all lapsed.

The Group has put in place compensation plans that pay out in the form of equity instruments (stock options). The fair value of services rendered by employees in return for the granting of options is recognized in expenses. The total amount expensed over the vesting period is determined by reference to the fair value of the options granted, without taking into account the vesting conditions, which are not market conditions. The vesting conditions, which are not market conditions, are factored into assumptions relating to the number of options that may become available for exercise. At each balance sheet date, the Company reassesses the number of options that may become available for exercise. If necessary, the impact of any revision of such estimates is recognized in income, with a corresponding adjustment to shareholders' equity.

The number of options available for exercise takes into account the terms of exercise of options specific to each plan.

In accordance with IFRS 2 on share-based payments, the fair value of the stock option plan is calculated as the product of (i) the unit fair value of stock options allotted at the Allotment Date and (ii) the probable number of stock options ultimately allotted, taking into account estimated employee turnover over the vesting period, remeasured at each balance sheet date.

The IFRS 2 unit fair value of stock options was estimated using optional financial models suited to the characteristics of the instruments allotted. Two types of models were used: the Black and Scholes model and the binomial model. The measurement parameters used were mainly calibrated against observed market data at the Allotment Date. In particular:

- Volatility was measured using historical Guillemot Corporation stock market data over a period commensurate with the expected maturity of the options.
- Risk-free interest rates were determined by reference to the German sovereign yield curve at the Allotment Date and over a period commensurate with the expected maturity of the options.
- The dividend yield corresponds to the average historical yield for Guillemot Corporation over the past ten years.

In fiscal year 2022, the Group recognized €550k in employee expenses.

Key inputs into the valuation model are as follows:

- Share price volatility: 55.7%
- Risk-free interest rate: -0.5%/-0.7%
- Number of years before options expire: 9

5.7.11 Provisions for liabilities and charges

Provisions for liabilities and charges mainly consist of a €131k provision for unoccupied premises.

		Increases	Decreases		Currency translation	
	Dec 31, 2021		Used	Unused	adjustments	Dec 31, 2022
Other	58	143	44			157
TOTAL	**58**	**143**	**44**	**0**	**0**	**157**

5.7.12 Employee benefit liabilities

The Group has no post-employment benefit schemes other than the statutory scheme laid down in collective bargaining agreements covering the Group's employees.

Provisions are calculated using the projected unit credit method, based on retirement benefits payable upon retirement according to length of service. (The benefits in question are those paid to employees upon retirement.)

The main actuarial assumptions used are as follows:

- Calculation year: 2022
- Discount rate: 3.75%
- Use of collective bargaining agreements specific to subsidiaries
- Retrospective calculation method for projected credit units

- Insee 2021 mortality table
- 2022 baseline salary, assuming an annual increase of 2.5-3% until retirement

At December 31, 2022, the amount of the recognized provision stood at €1,586k, compared with €1,377k at December 31, 2021.

The Group takes into account the IFRS IC's interpretation on attributing benefit to periods of service. In the case of a defined benefit plan for employees, the benefit is spread over a period that runs from the date when employee service first leads to benefits under the plan until the date when further employee service will lead to no further benefits.

In accordance with IAS 19 revised, all actuarial gains and losses are recognized in other comprehensive income. The impact on Group shareholders' equity in fiscal year 2022 was -€282k.

5.7.13 Borrowings

Borrowings are broken down as follows:

	Dec 31, 2022	Current (due within 1 year)			Non-current (due within more than 1 year)		Dec 31, 2021
		0-3 months	3-6 months	6-12 months	> 1 yr	> 5 yrs	
Borrowings from credit institutions	13,938	2,523	1,028	2,054	8,184	149	6,830
Bank overdrafts and foreign currency advances	20	20					21
Sundry	23	11				12	15
TOTAL	**13,981**	2,554	1,028	2,054	8,184	161	**6,866**

The Group has fixed-rate financial liabilities totaling €13,961k and floating-rate financial liabilities totaling €20k. Bank overdrafts (at floating rates) totaled €20k at December 31, 2022 and there were no foreign currency advances.

Over the period, the Group repaid €4,578k in bank borrowings and took out new borrowings totaling €10,688k. These borrowings are due to be repaid in less than three years and the applicable interest rate is less than 1.15%.

At December 31, 2022, the Group had no borrowings subject to acceleration clauses.

Statement of changes in liabilities arising from financing activities in the cash flow statement:

(€k)	Dec 31, 2021	Cash flows	Other			Dec 31, 2022
			Purchases	Changes in exchange rates	Changes in fair values	
Long-term borrowings	814	4,972	0	0	0	5,786
Short-term borrowings	4,286	535	0	0	0	4,821
Lease liabilities	1,730	1,601	0	0	0	3,331
Hedging assets	0	0	0	0	0	0
Total financing activities	**6,830**	**7,108**	**0**	**0**	**0**	**13,938**

The Group's financial liabilities at December 31, 2022 were mainly in euros.

Net debt	**Dec 31, 2022**	**Dec 31, 2021**	**Dec 31, 2020**
Borrowings	13,981	6,866	10,873
Shareholders' current accounts	0	0	0
Cash at bank and in hand	35,245	12,027	29,024
Net debt	**-21,264**	**-5,161**	**-18,151**

The Group's net debt at December 31, 2022 was negative at -€21,264k.

Adoption of IFRS 16 has increased the Group's net debt by €3,331k (€784k current and €2,547k non-current). The financial expense in respect of lease liabilities in fiscal year 2022 totaled €27k.

The Group also has a portfolio of equities worth €11,723k (fair value at December 31, 2022) and has undrawn credit lines in place with its partner banks.

5.7.14 Other liabilities

	Dec 31, 2022		Dec 31, 2021
	Current	**Non-current**	
Social security liabilities	2,585	0	2,897
Current accounts	0	0	0
Advances and progress payments	209	0	392
Prepaid income	976	0	3,904
Other	14,964	0	19,491
TOTAL	**18,734**	**0**	**26,684**

The “Other” item mainly consists of accrued expenses in respect of licenses (€2,997k, compared with €4,459k in 2021), trade payables related to variable consideration laid down in sale agreements with customers (€7,828k, compared with €11,352k in 2021) and liabilities in respect of returns (€4,097k, compared with €3,636k in 2021).

The decrease in trade payables related to variable consideration laid down in sale agreements with customers is a result of lower turnover in the run-up to the year-end.

The measurement of the liability in respect of returns is based on customer requests known and approved at the reporting date as well as expectations by the Group’s sales department (see note 5.4.21).

5.7.15 Deferred taxes

Deferred taxes on the balance sheet at December 31, 2022 totaled €4,267k.

Breakdown of deferred taxes by type:

(€k)	Dec 31, 2022
Recognition of tax loss carryforwards – Guillemot Corporation SA	4,240
Consolidation adjustments	1,266
Unrealized gains on Ubisoft shares held (deferred tax liability)	-1,239
TOTAL	**4,267**

A deferred tax asset is only recognized insofar as it is probable that the Group will generate future taxable profits against which the deferred tax asset may be applied. The Group’s ability to recover deferred tax assets relating to tax loss carryforwards is assessed by senior management at the end of each fiscal year, taking into account forecast future taxable profits over a five-year period.

Given its future outlook, at December 31, 2022 the Group recognized the full amount of its French entities’ tax loss carryforwards totaling €16,959k, resulting in the recognition of a deferred tax asset of €3,495k. Furthermore, deferred tax assets of €745k were recognized due to the existence of deferred tax liabilities with the same maturity, taking into account rules applicable in France limiting the application of tax losses.

Breakdown of unrecognized tax loss carryforwards:

(€k)	Dec 31, 2022
Guillemot GmbH (Germany)	1,338
Guillemot Electronic Technology (Shanghai) Co. Ltd.	1553
Guillemot Ltd. (United Kingdom)	225
TOTAL	**3,116**

5.8 Notes to the income statement

5.8.1 *Purchases, external expenses and employee expenses*

Purchases

Purchases totaled €105,064k in 2022, consisting of purchases of raw materials (electronic components) and finished products.

External expenses

External expenses are broken down as follows:

	Dec 31, 2022	Dec 31, 2021
Subcontracting	2,210	3,858
Purchases not held in inventory, equipt. & supplies	344	309
Other external expenses	29,377	27,205
TOTAL	**31,931**	**31,372**

Other external expenses mainly consist of product shipping expenses, advertising and marketing expenses, and uncapitalized external research and development costs.

Employee expenses

Employee expenses consist of employee compensation and social security contributions. This item totaled €14,421k in 2022, compared with €12,825k in 2021. An amount of €201k corresponding to research tax credits was recognized as a deduction against employee expenses in 2022.

5.8.2 *Additions to amortization, depreciation and impairment*

Additions to amortization and depreciation are broken down as follows:

	Dec 31, 2022	Dec 31, 2021
Amortization of intangible assets	3,398	3,117
Depreciation of property, plant and equipment	2,046	1,336
TOTAL	**5,444**	**4,453**

Amortization of intangible assets mainly relates to guaranteed amounts in connection with license agreements (€1,377k) and capitalized research and development costs (€1,912k).

Depreciation of property, plant and equipment mainly relates to buildings (€912k, including €846k in respect of amortization of lease right-of-use assets) and plant (€886k).

Impairment is broken down as follows:

	Dec 31, 2022	Dec 31, 2021
Impairment of trade receivables	0	0
Impairment in respect of liabilities and charges	13	93
Impairment of inventory	1,892	1,912
Other impairment	301	221
TOTAL	**2,206**	**2,226**

Impairment of inventory relates to products in both the Hercules and Thrustmaster ranges (€73k and €1,819k respectively).

"Other impairment" consists of a €301k impairment loss in connection with the agreement to terminate a commercial lease for office space occupied by the Hercules Thrustmaster SAS subsidiary in Rennes (France).

5.8.3 *Change in inventories*

Change in inventory mainly consists of reversals of impairment losses on inventory and increases and decreases in inventory.

5.8.4 Other income and expenses from ordinary activities

	Dec 31, 2022	Dec 31, 2021
Income		
Reversals from other current assets	65	116
Other income from ordinary activities	222	217
Proceeds from fixed asset disposals	2	8
Total income	289	341
Expenses		
Licenses	-12,584	-11,342
Book value of fixed assets disposed of	-2	-1
Other expenses from ordinary activities	-188	-555
Total expenses	-12,774	-11,898
TOTAL	**-12,485**	**-11,557**

The main amounts under the "Licenses" item relate to current partnerships in connection with Microsoft® and Sony® consoles.

5.8.5 Other operating income and expenses

None.

5.8.6 Cost of net financial debt and other financial expenses and income

The cost of net financial debt in the year to December 31, 2022 totaled €35k. This includes interest costs and financial expenses in connection with borrowings, as well as foreign exchange gains and losses arising from the payment of financial liabilities. Financial expenses relating to leases (IFRS 16) totaled €27k in the fiscal year.

Other financial income and expenses are broken down as follows:

	Dec 31, 2022	Dec 31, 2021
Foreign currency translation adjustments	706	0
Unrealized gain on Ubisoft Entertainment shares		
Total other financial income	**706**	**0**
Other financial expenses	2	3
Foreign currency translation adjustments	0	413
Unrealized loss on Ubisoft Entertainment shares	7,395	15,877
Total other financial expenses	**7,397**	**16,293**

Foreign exchange effects arising from the translation of subsidiaries' accounts
All subsidiaries conduct business in local currency; the impact on shareholders' equity in fiscal year 2022 was -€255k.

Financial risk: in accordance with IFRS 7 on financial instruments, a breakdown of the Group's exposure to the various types of financial risk is as follows.

Liquidity risk: at December 31, 2022, the Group's borrowing and bank financing facilities were not fully utilized and net debt was negative at -€21.3 million.

The Group has undrawn credit lines in place with its partner banks.

The Group also has a portfolio of available-for-sale securities measured at a fair value of €11.7 million at December 31, 2022. At December 31, 2022, the Group had no borrowings subject to acceleration clauses.

Equity risk: the Group's earnings are affected by fluctuations in the market price of its shareholdings. A 10% decrease in the price of Ubisoft Entertainment shares over the course of 2023 (relative to their price at December 31, 2022) would reduce net financial income by €1.2 million.

At March 17, 2023, Ubisoft Entertainment shares closed at €23.40, down 11.40% relative to their price at December 31, 2022. This decrease would have given rise to the recognition of a revaluation loss of €1,336k in the Group's consolidated financial statements at that date.

Interest rate risk: based on the Group's outstanding unhedged floating-rate financial liabilities at December 31, 2022, a 1% increase in interest rates on an annual basis would have had no impact on net financial income, since the Group had no floating-rate financial liabilities at December 31, 2022.

Foreign exchange risk A breakdown of the Group's foreign currency assets and liabilities at December 31, 2022 (unhedged amounts only – i.e. those exposed to exchange rate fluctuations) is set out below.

Foreign currency amounts exposed to upward or downward exchange rate fluctuations:

(€k)	USD	GBP
Assets	31,632	1,437
Liabilities	24,264	98
Net position before hedging	7,368	1,339
Off balance sheet position	0	0
Net position after hedging	7,368	1,339

Based on foreign currency values exposed to exchange rate fluctuations at December 31, 2022, a 10% annual decrease in the US dollar exchange rate would have resulted in a financial loss of €628k.

Based on foreign currency values exposed to exchange rate fluctuations at December 31, 2022, a 10% annual decrease in the sterling exchange rate would have increased financial expenses by €137k.

The impact of exchange rate fluctuations on other currencies is not material.

Since all major players in the multimedia industry transact in US dollars, no one manufacturer has a competitive advantage that would result in increased market share. Since all industry players index-link their selling prices to cost prices in US dollars, selling prices rise and fall in line with cost prices.

The main currency for purchases of hardware and accessories is the US dollar. The trading currency in the United States, Canada and all other countries outside Europe is also the US dollar. In Europe, the Group mainly sells its products in euros. Rapid currency fluctuations, and particularly declines in the value of the US dollar, may result in lower selling prices for the Group's products, thus impacting the value of inventories.

Conversely, given the seasonal nature of the Company's business, if the US dollar were to rise sharply during the second half of the year, the Group would not be able to adjust its selling prices to reflect the full extent of such an increase, which could therefore have a temporary adverse effect on the Group's accounting gross margin.

However, to limit the Group's foreign exchange risk, Guillemot Corporation hedges against currency fluctuations by buying spot currency and currency futures and options.

No hedging contracts were in force at December 31, 2022.

Furthermore, growth in US and export sales over the past few years has boosted the Group's natural hedging and significantly reduced its foreign exchange risk.

Credit risk: credit risk is the risk of financial loss should a customer fail to meet its contractual obligations. The Group manages this risk by taking out credit insurance covering more than 90% of the overall risk. Since the Group uses wholesalers and top-tier e-tailers, it has only a limited number of direct customers. In a few cases, the Group is obliged to grant additional credit where its insurance cover is considered clearly unsuitable.

5.8.7 Corporate income tax

Corporate income tax is broken down as follows:

	Dec 31, 2022	Dec 31, 2021
Deferred taxes	-1,057	1,828
Current taxes	-6,178	-4,715
TOTAL	**-7,235**	**-2,887**

Income tax payable corresponds to total income taxes payable by all Group companies. Deferred tax is calculated on timing differences related to tax adjustments, consolidation adjustments and tax loss carryforwards.

At December 31, 2022, the Group recognized the full amount of its tax loss carryforwards in France.
The deferred tax expense recognized in the income statement totaled €1,057k in the year.

A taxation rate of 25% was used to calculate deferred taxes.
Income tax calculation

(€k)	Dec 31, 2022
Profit (loss) before tax	**27,587**
Income and expenses not subject to income tax	0
Theoretical tax (25%)	**6,897**
Temporary and permanent tax differences	107
Tax loss carryforwards	-239
Uncapitalized losses	11
Theoretical income tax	**6,776**
Rate differences	79
Sundry	380
TOTAL	**7,235**

5.8.8 Discontinued operations

The Group has not discontinued any operations in recent years.

5.8.9 Earnings per share

Basic earnings per share	Dec 31, 2022	Dec 31, 2021
Earnings	20,352	13,707
Weighted average no. of shares (000s)	15,287	15,287
No. of treasury shares (000s)	-232	-36
Total shares (000s)	15,055	15,251
Basic earnings per share	1.35	0.90

Diluted earnings per share	Dec 31, 2022	Dec 31, 2021
Earnings	20,352	13,707
Weighted average no. of shares (000s)	15,287	15,287
No. of treasury shares (000s)	-232	-36
Total shares (000s)	15,055	15,251
Maximum number of shares to be created		
- via conversion of bonds	0	0
- via exercise of options	170	194
- via exercise of subscription rights	0	0
Total shares (000s)	15,225	15,445
Diluted earnings per share	1.34	0.89

5.8.10 Advances and loans to senior executives

No loans or advances have been granted to senior executives of the Company, in accordance with Article L.225-43 of the French Commercial Code.

5.8.11 Off-balance-sheet commitments

Documentary credits: €901k

5.8.12 Directors' and executives' compensation

In the course of the fiscal year ended December 31, 2022, the Company paid Board members a total of €105,000 in respect of their duties.

The total amount of gross fixed compensation paid by the Company to the executive directors in respect of their executive duties during the fiscal year ended December 31, 2022 was €253,605.

Furthermore, in the fiscal year ended December 31, 2022, variable compensation was allotted to the Chairman and Chief Executive Officer and to each of the Deputy Chief Executive Officers in the amounts of €69,400.80 and €8,673.60 respectively.

This variable compensation, which can equal up to 40% of fixed compensation if performance against targets reaches the maximum level, will be paid to the executive directors once this component of compensation has been approved at the shareholders' general meeting, in accordance with the Company's compensation policy.

Relative weighting of each performance indicator (quantitative and qualitative)	% of variable	Minimum	Target	Maximum	Extent achieved	Cash amount corresponding to extent achieved	Assessment
Growth in consolidated turnover	20%	N/A	5%	10%	Maximum (+6%)	Chairman and CEO: €13,880.16 Deputy CEO: €1,734.72	On the basis of the consolidated financial statements for the fiscal year ended December 31, 2022, as signed off by the Board of Directors and audited by the statutory auditors
Ratio of consolidated net income from ordinary activities to consolidated turnover	60%	N/A	3%	5%	Maximum (+18.21%)	Chairman and CEO: €41,640.48 Deputy CEO: €5,204.16	
Increase in total number of hours' training delivered to employees of the Group by accredited training organizations	20%	N/A	5%	10%	Not achieved (+444%)	Chairman and CEO: €13,880.16 Deputy CEO: €1,734.72	On the basis of information included in the Management Report for the fiscal year ended December 31, 2022
Overall rate of achievement of 2022 targets	N/A	N/A	N/A	N/A	100%	N/A	N/A

The executive directors do not have employment contracts with the Company.

During the fiscal year ended December 31, 2022:

- no exceptional compensation was paid to the executive directors;
- no stock options were allotted to the executive directors by Guillemot Corporation S.A. or any other company belonging to Guillemot Corporation Group, nor were any such options purchased or exercised by the executive directors;
- no free shares were awarded to the executive directors by Guillemot Corporation S.A. or any other company belonging to Guillemot Corporation Group;
- no benefits, including in the form of shares of stock, debt instruments or securities giving access to equity or entitling the holder to receive debt instruments of the Company or of companies as referred to in Articles L.228-13 and L.228-93 of the Commercial Code, were paid in the fiscal year;
- the Company did not enter into any commitment in favor of its corporate officers with regard to compensation, allowances or benefits that are or may become due by reason of or subsequent to the assumption or cessation of duties or a change in duties, including in particular pension liabilities and other lifetime benefits;
- no compensation was paid under any incentive or bonus plan;
- no specific pension scheme was put in place for the corporate officers.

The corporate officers of Guillemot Corporation S.A. did not receive any compensation from other Guillemot Corporation Group companies in the fiscal year.

5.8.13 Workforce

At December 31, 2022, the Group had 281 employees worldwide, including 103 managers. European companies (including those in the United Kingdom) accounted for 77% of the total workforce and non-European companies for the remaining 23%.

5.8.14 Information about related parties

The parent company is owned by Guillemot Brothers SAS (14.63%), the Guillemot family (52.87%), Guillemot Corporation S.A. (1.52%) and members of the public (30.98%).

The main related parties are Guillemot Brothers Ltd. and members of the Guillemot family controlling the issuer, the Group's consolidated subsidiaries (see scope of consolidation in section 5.5.1) and the Ubisoft Entertainment group, in which members of the Guillemot family hold significant voting rights.

Key figures in relation to the Ubisoft Entertainment group are as follows:

(€k)	**Dec 31, 2022** **Ubisoft Entertainment**
Trade receivables	17
Trade payables	203
Revenue	354
Expenses	697

6. Subsequent events

Guillemot Brothers SAS reported to the AMF that it had, on February 15, 2023, individually exceeded the threshold of 15% of Guillemot Corporation's share capital and that it individually held, at that date, 15.01% of the Company's share capital and 9.77% of its voting rights. This threshold was exceeded as a result of purchases of shares in the open market.

7. Data relating to the parent company, Guillemot Corporation S.A.

GUILLEMOT CORPORATION S.A. (€k)	**Dec 31, 2022**	**Dec 31, 2021**
Turnover	174,820	168,762
Net operating income (loss)	28,131	30,404
Profit (loss) before tax	32,946	32,064
Net profit (loss)	29,059	28,046

8. Auditors' fees

Fiscal year 2022	**PricewaterhouseCoopers Audit**		**Toadenn Audit**	
	Amount excl. taxes	%	Amount excl. taxes	%
Certification of the financial statements	97,747	100%	73,570	100%
Services other than certification of the financial staten	0	0%	0	0%
TOTAL	97,747	100%	73,570	100%

Fiscal year 2021	**PricewaterhouseCoopers Audit**		**MB Audit**	
	Amount excl. taxes	%	Amount excl. taxes	%
Certification of the financial statements	82,289	100%	54,301	100%
Services other than certification of the financial staten		0%		0%
TOTAL	82,289	100%	54,301	100%

9. Evaluation and description of the financial impacts of environmental risks

The Group operates in the PC and console accessories sector.

The Group has not entered into any environmental commitments (either to reduce its products' environmental footprint or to use only renewable energy).

In drawing up the consolidated financial statements, the Group has taken into account the impact of climate change. These considerations did not have a material impact on the judgments and estimates used in preparing financial reporting in 2022. Environmental and climate risks have been evaluated in light of the key components of the financial statements to December 31, 2022:

IAS 1, "Presentation of Financial Statements": the impact of environmental risks on the business appears limited.
IAS 2, "Inventories": climate-related matters are not likely to result in the Group's products becoming obsolete.
IAS 12, "Income Taxes": no impact on taxes for the Group.
IAS 16, "Property, Plant and Equipment", and IAS 38, "Intangible Assets": the key items relate to brands, research and development costs, buildings and plant. These assets are not located in areas subject to environmental risk.
IAS 36, "Impairment of Assets": no impairment losses are anticipated in respect of climate change.
IAS 37, "Provisions, Contingent Liabilities and Contingent Assets": no impact identified in the year ended December 31, 2022.

IFRS 7, "Financial Instruments: Disclosures", and IFRS 9, "Financial Instruments": no impact for the Group.
IFRS 13, "Fair Value Measurement": no impact for the Group.
IFRS 17, "Insurance Contracts": environmental risks have no impact on the Group, nor is this subject mentioned in the Group's insurance policies.

10. STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Fiscal year ended December 31, 2022

The Shareholders
GUILLEMOT CORPORATION
2 RUE DU CHENE HELEUC
56910 CARENTOIR

Opinion

Pursuant to the engagement entrusted to us at the shareholders' general meeting, we have audited Guillemot Corporation's consolidated financial statements for the fiscal year ended December 31, 2022, as appended to this report.

We certify that, in light of the IFRS framework as adopted in the European Union, the consolidated financial statements are in order and in good faith, and provide a true and fair view of performance over the past year as well as the financial position and assets of the overall group formed by the companies and entities included within the scope of consolidation.

The opinion set out above is consistent with the content of our report to the audit committee.

Basis for our opinion

Audit standards

We have carried out our audit in accordance with professional standards applicable in France. We consider that the evidence we have collected forms an adequate and appropriate basis for our opinion.

The responsibilities that fall to us by virtue of these standards are indicated in the section of this report titled "Statutory auditors' responsibilities as regards auditing the consolidated financial statements".

Independence

We conducted our audit in compliance with the independence rules laid down in the French Commercial Code and the code of professional ethics for statutory auditors over the period from January 1, 2022 to the date on which we issued our report. In particular, we did not provide any prohibited services as laid down in the first paragraph of Article 5 of Regulation (EU) No. 537/2014.

Basis for our conclusions and key audit matters

Pursuant to the provisions of Articles L.823-9 and R.823-7 of the French Commercial Code on the basis for our conclusions, we wish to draw your attention to key audit matters relating to risks of material misstatement which, in our opinion, were greatest for the audit of the consolidated financial statements for the year, as well as our response to those risks.

Our assessment of these matters forms an integral part of our audit of the consolidated financial statements taken as a whole, and thus forms part of the basis for our opinion expressed above. We have no opinion to express on any part of these consolidated financial statements taken on its own.

(1) Measurement of development costs	
<u>Risk identified</u> Development costs are recognized in intangible assets whenever the criteria laid down in IAS 38 are met. At December 31, 2022, capitalized costs came to a net amount of €8.3 million, equating to around 5% of total assets, and related to all product lines under the Hercules and Thrustmaster brands. Project eligibility is reviewed quarterly by the Group's finance and technical departments, in agreement with senior management. In the context of our audit, we paid particularly close attention to these development costs, since their capitalization is based on judgment and estimates, notably as regards the following two criteria: - technical feasibility of completing the intangible asset before it can be used or sold - likelihood that the asset will generate future economic benefits Given the increasing role played by judgment in determining which development costs should be capitalized, we considered the measurement of the net amount of development costs to be a key audit matter.	**<u>Audit procedures implemented in response to this risk</u>** In particular, we: - Familiarized ourselves with the processes by which development costs are measured. - Checked the existence and accuracy of the amounts recognized in respect of development costs. In particular, we reconciled the amounts capitalized with internal time-tracking data as well as carrying out sample-based testing of capitalized external expenses. - Met with the finance department and consulted documentation provided by the technical department to assess the reasonableness of key data and assumptions relied on in determining whether development costs should be capitalized (such as the likelihood of future economic benefits and projects' technical feasibility). - Corroborated the information obtained through these interviews against current sales generated by capitalized projects. - Identified any indicator of impairment on these projects that would require an impairment test to be carried out. We also assessed the appropriateness of the information provided in notes 5.4.3 and 5.7.2 to the consolidated financial statements on intangible assets.

(2) Measurement of inventories of components and finished products	
<u>Risk identified</u> The Group's inventories consist of electronic components and sub-assemblies as well as finished products. At December 31, 2022, inventories were recognized in the balance sheet at a net carrying amount of €57.2 million, equating to around 32% of total assets. An impairment loss is recognized whenever the acquisition value of inventory is greater than its probable realizable value less costs to sell. Impairment testing is carried out at each accounting cut-off and probable realizable value is calculated on the basis of observed and expected product sales and market prices. As part of our audit, we paid particular attention to how this probable realizable value was determined, since it is based not only on observable data such as products' market prices but also on assumptions such as prospective sales for each product range and management judgment in relation to expected market trends. Given the assumptions underpinning estimates, we considered measurement of the probable realizable value of products held in inventory to be a key audit matter.	**<u>Audit procedures implemented in response to this risk</u>** We: - tested the measurement of items in inventory by carrying out sample-based comparisons with cost prices; - familiarized ourselves with processes in place to identify slow-moving items, those at risk of obsolescence and those whose selling prices were lower than their purchase cost; - checked that items at risk of impairment had been correctly measured, notably by undertaking sample-based comparisons of the cost of products held in inventory with their last known net selling price; - took into account work undertaken as part of the review of development costs in order to identify, where applicable, indicators of impairment on certain products held in inventory. We also assessed the appropriateness of the information provided in the following notes to the consolidated financial statements: 5.4.9, "Inventories and work in progress", 5.7.5, "Inventories" and 5.8.2, "Additions to amortization, depreciation and impairment".

Specific checks

In accordance with professional standards applicable in France, we also carried out specific checks required by legislation and regulations on the information about the group set out in the Board's Management Report.

We have no comments as to the accuracy of this information or its consistency with the consolidated financial statements.

Other checks and information required by legislation and regulations

Presentation format of the consolidated financial statements included in the annual financial report

In accordance with professional standards governing statutory auditors' duties in respect of parent company and consolidated financial statements presented in the European Single Electronic Format, we also checked that the presentation of the consolidated financial statements included in the annual financial report referred to in section I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman and Chief Executive Officer, complies with this format as defined in Commission Delegated Regulation (EU) 2019/815 of December 17, 2018. With regard to the consolidated financial statements, our duties include checking that these financial statements are tagged in the format defined in the aforementioned regulation.
On the basis of our work, we conclude that the presentation of the consolidated financial statements included in the annual financial report complies in all material respects with the European Single Electronic Format.

Due to technical limitations inherent in the micro-tagging of consolidated financial statements in accordance with the European Single Electronic Format, it is possible that the content of certain tags in the notes to the consolidated financial statements may not be displayed in the same way as in the consolidated financial statements appended to this report.

Appointment of statutory auditors

We were appointed statutory auditors of Guillemot Corporation at the shareholders' general meetings of May 26, 2004 (PricewaterhouseCoopers Audit) and June 9, 2022 (Toadenn Audit).

As of December 31, 2022, PricewaterhouseCoopers Audit was serving for its nineteenth consecutive year and MB Audit for its first year.

Responsibility of management and persons charged with corporate governance as regards the consolidated financial statements

It falls to management to draw up consolidated financial statements that provide a true and fair view in accordance with IFRS as adopted within the European Union, as well as to put in place such internal control arrangements as it deems necessary to be able to prepare consolidated financial statements free from material misstatement, whether as a result of fraud or error.

In preparing the consolidated financial statements, it falls to management to assess the Company's ability to continue to operate, to present in its financial statements any required information pertaining to continuity of operations, and to apply the going concern accounting principle, unless it is planned to wind up the Company or cease operations.

It falls to the audit committee to monitor the process of preparing financial information and the effectiveness of internal control and risk management systems, as well as, where applicable, internal audit in respect of procedures for preparing and processing accounting and financial information.

The consolidated financial statements were signed off by the Board of Directors.

Statutory auditors' responsibility as regards audit of the consolidated financial statements

Audit objective and approach

It falls to us to draw up a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements taken as a whole are free of material misstatement. Reasonable assurance means a high level of assurance, though there is no guarantee that an audit carried out in accordance with standards of professional practice will always detect every material misstatement. Misstatements may be the result of fraud or error; they are considered material whenever, taken individually or together, they might reasonably be expected to influence decisions made by the users of the financial statements on the basis of the latter.

As stipulated in Article L.823-10-1 of the French Commercial Code, our duty to certify the financial statements does not consist of guaranteeing either the Company's viability or the quality of its management.

In the case of an audit conducted in accordance with standards of professional practice applicable in France, the statutory auditors must exercise their judgment throughout the audit.

Furthermore:

- They must identify and assess the risk that the consolidated financial statements might include material misstatements, whether as a result of fraud or error, draw up and implement audit procedures in response to that risk, and gather information they consider a sufficient and appropriate basis for their opinion. The risk of failing to detect a material misstatement resulting from fraud is greater than that of failing to detect a material misstatement resulting from error, since fraud may entail collusion, falsification, deliberate omission, misrepresentation, or the bypassing of internal control.

- They must familiarize themselves with internal control arrangements relevant to the audit so as to be able to define suitable audit procedures (and not so as to express an opinion on the effectiveness of internal control).

- They must assess the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as information concerning such policies and estimates provided in the consolidated financial statements.

- They must assess the appropriateness of management's use of the going concern accounting principle and, based on the information gathered, determine whether there is significant uncertainty linked to events or circumstances that could call into question the Company's ability to continue operations. This assessment is based on information gathered up to the date of the auditors' report; it should, however, be borne in mind that subsequent circumstances or events could jeopardize continuity of operation. If the auditors conclude that there is significant uncertainty, they must draw the attention of readers of their report to disclosures in the consolidated financial statements about that uncertainty or, if such disclosures are not made or are not relevant, issue a qualified certification or refuse to qualify the financial statements.

- They must assess the overall presentation of the consolidated financial statements and determine whether they provide a true and fair view of the underlying transactions and events.

- As regards financial information on persons or entities falling within the scope of consolidation, they must gather whatever information they consider a sufficient and appropriate basis for expressing an opinion on the consolidated financial statements. They are responsible for overseeing, supervising and conducting the audit of the consolidated financial statements, as well as for the opinion expressed on those financial statements.

Report to the audit committee

We submit a report to the audit committee setting out, in particular, the extent of our audit and the program of work carried out, as well as our audit findings. We also advise the audit committee of any significant weaknesses in internal control we may have identified pertaining to procedures for preparing and processing accounting and financial information.

Our report to the audit committee includes information about the risk of material misstatements, which we consider most significant for the audit of the consolidated financial statements for the year and which, as such, constitute key audit matters which it is our responsibility to describe in this report.

We also provide the audit committee with the declaration laid down in Article 6 of Regulation (EU) No. 537-2014 confirming our independence, within the meaning of rules applicable in France as laid down, in particular, in Articles L.822-10 to L.822-14 of the French Commercial Code and in the code of professional ethics for statutory auditors. Where applicable, we discuss with the audit committee our independence and the measures put in place to safeguard it.

Nantes and Chantepie, April 25, 2023

The statutory auditors

PricewaterhouseCoopers Audit	Toadenn Audit
Gwenaël Lhuissier	Damien Lepert

➢ PARENT COMPANY FINANCIAL STATEMENTS TO DECEMBER 31, 2022

All amounts are in thousands of euros (€k).

1. BALANCE SHEET

ASSETS	Gross	'deprec'n/ impair't	Net	Net
(€k)	**Dec 31, 2022**	**Dec 31, 2022**	**Dec 31, 2022**	**Dec 31, 2021**
Intangible assets	30,993	12,356	18,637	15,755
Property, plant and equipment	10,748	7,445	3,303	2,317
Non-current financial assets	46,757	30,695	16,062	9,217
Non-current assets	**88,498**	**50,496**	**38,002**	**27,289**
Inventories and work in progress	50,445	1,918	48,527	36,126
Advances and progress payments	858	0	858	4,412
Trade receivables	28,881	775	28,106	49,904
Other receivables	2,520	551	1,969	1,200
Investment securities	7,160	2	7,158	7,306
Forward financial instruments	0	0	0	0
Cash and cash equivalents	29,685	0	29,685	9,301
Prepaid expenses	1,131	0	1,131	836
Current assets	**120,680**	**3,246**	**117,434**	**109,085**
Deferred expenses	0	0	0	0
Bond redemption premiums	0	0	0	0
Foreign currency translation losses	419	0	419	243
TOTAL ASSETS	**209,597**	**53,742**	**155,855**	**136,617**

LIABILITIES AND EQUITY		
(€k)	**Dec 31, 2022**	**Dec 31, 2021**
Share capital	11,771	11,771
Issue, conversion and merger premiums	10,633	10,633
Reserves	42,927	18,694
Retained earnings	0	0
Net income for the year	29,059	28,046
Shareholders' equity	**94,390**	**69,144**
Provisions	1,129	1,071
Borrowings	10,002	4,574
Trade payables	38,621	41,802
Taxes and social security payable	551	1,762
Payables to fixed asset suppliers	0	21
Other liabilities	7,264	8,863
Forward financial instruments	0	0
Prepaid income	3,052	8,772
Total liabilities	**59,490**	**65,794**
Foreign currency translation gains	846	608
TOTAL LIABILITIES AND EQUITY	**155,855**	**136,617**

2. INCOME STATEMENT

(€k)	Dec 31, 2022	Dec 31, 2021
Turnover	174,820	168,762
Production taken into inventory	1,488	14,581
Self-constructed assets	4,953	3,307
Write-backs of amortization, depreciation and provisions and transfers of expenses	2,573	2,486
Other income from ordinary activities	4,417	1,860
Total operating income	**188,251**	**190,996**
Purchases	100,878	97,788
Changes in inventory	-10,560	-3,966
External expenses	47,105	46,792
Taxes and duties	367	344
Employee expenses	446	354
Other expenses	17,036	14,504
Additions to amortization and depreciation	2,964	2,513
Impairment and provisions	1,884	2,263
Total operating expenses	**160,120**	**160,592**
Net operating income	**28,131**	**30,404**
Income from equity interests	0	67
Net income from disposals of investments	17	224
Other interest and related income	167	30
Reversals of provisions and transfers of expenses	4,194	1,585
Foreign currency translation gains	713	208
Total financial income	**5,091**	**2,114**
Additions to amort'n, deprec'n & prov'ns on financial items	3	56
Interest and related expenses	64	85
Foreign currency translation losses	97	80
Net expenses on disposals of investment securities	107	7
Total financial expenses	**271**	**228**
Net financial income	**4,820**	**1,886**
Net income (loss) from ordinary activities	**32,951**	**32,290**
Non-recurring income from management activities	0	0
Non-recurring income from capital transactions	0	0
Reversals of provisions and impairment and transfers of expenses	0	0
Total non-recurring income	**0**	**0**
Non-recurring expenses on management operations	5	6
Non-recurring expenses on capital transactions	0	0
Additions to amortization, depreciation, impairment and provisions	0	220
Total non-recurring expenses	**5**	**226**
Net non-recurring income (expense)	**-5**	**-226**
Profit (loss) before tax	32,946	32,064
Corporate income tax	-3,887	-4,018
Net profit (loss) for the year	**29,059**	**28,046**

3. Notes to the parent company financial statements

The following notes and tables, presented in thousands of euros (€k), form an integral part of the parent company financial statements and constitute the notes to the balance sheet before appropriation of income for the fiscal year ended December 31, 2022. Total assets stood at €155,855k. The income statement showed a profit of €29,059k.

The fiscal year covered the 12-month period from January 1 to December 31, 2022.

3.1 Significant events in the year

Full-year turnover grew 4% to €174,820k, with turnover up 2% at Thrustmaster and 34% at Hercules.

Fourth-quarter 2022 turnover came in at €40.5 million, down 37% compared with the same period a year earlier, when racing wheel shipments were particularly strong ahead of the release of the flagship Gran Turismo 7 game. Despite this unfavorable base effect, the Company had its second best fourth quarter of all time.

The Company's sales held steady over the full year in the European Union and United Kingdom region and grew 5% in North America and 18% in the rest of the world.

Net income from ordinary activities came in at €28,131k, compared with €30,404k in the year ended December 31, 2021.

Net income totaled €29,059k, compared with €28,046k a year earlier.

Net debt at December 31, 2022 was negative at -€24,782k, compared with -€9,949k a year earlier.

Impact of Covid-19
With lockdowns and stay-at-home measures heightening interest in video games and boosting demand for specialized accessories, the public health situation had little impact on the Company.

Supply chain pressures and shortages of electronic components and raw materials were also less pronounced in 2022.

Impact of the Russian invasion of Ukraine
In 2021, the Company generated turnover of €3 million in Russia and Ukraine.

Relevant trade receivables at February 24, 2022 totaled €0.9 million and there were no outstanding receivables in fiscal 2022.

3.2 Accounting principles

The Guillemot Corporation S.A. parent company financial statements have been prepared in accordance with accounting principles generally accepted in France based on the French general chart of accounts (ANC Regulation 2014-03 on the French general chart of accounts).

Property, plant and equipment and intangible assets have been tested for impairment in accordance with the guidelines laid down in Articles 214-15 and 214-19 of the French general chart of accounts.

Generally accepted accounting principles have been applied, in keeping with the principle of prudence, in accordance with the following basic assumptions:

- Going concern basis
- Consistency of accounting policies from one accounting period to the next
- Use of the accruals concept

The accounting principles adopted also comply with general rules governing the preparation and presentation of the annual financial statements.

The basic method used to measure items recognized in the financial statements is the historical cost method.

3.3 Accounting principles and policies

Purchase costs for property, plant and equipment, intangible assets and non-current financial assets are recognized directly in expenses.

3.3.1 Intangible assets

Goodwill

Goodwill includes all intangible items (customers, market share, expertise, etc.) acquired by the Company enabling it to carry on its business and continue to expand.

The present value of goodwill is reviewed at each balance sheet date by comparing market value with value in use.

Market value is the amount that could be obtained by selling an asset in an arm's length transaction. Value in use is determined on the basis of expected cash flows.

Goodwill is impaired if the carrying amount is greater than the higher of market value and value in use.

Brands

Brands acquired by the Company have an indefinite life.

Brands acquired by the Company are tested for impairment at each balance sheet date. An impairment loss is recognized if their net carrying amount is greater than the higher of market value and value in use at the balance sheet date.

In the absence of a deep market for brands in the Company's industry sector, market values are not used. That being the case, the present value of brands increases in line with the present value of future cash flows expected from the asset in question.

Research and development costs

Research costs are expensed as incurred.

In accordance with ANC Regulation 2014-03, development costs are recognized in assets if they relate to clearly identifiable individual projects with a very strong chance of technical completion and commercial profitability.

According to the French general chart of accounts, this means the Company's development costs must meet all criteria in relation to the following:

- Technical feasibility of completing the intangible asset before it can be used or sold
- Intention to complete the intangible asset and use or sell it
- Ability to use or sell the intangible asset
- How the intangible asset will generate probable future economic benefits- Availability of adequate technical, financial and other resources to complete the project
- Development and use or sale of the intangible asset
- Ability to reliably measure expenses attributable to the intangible asset during its development

Development costs are amortized over the useful life of the asset in question, with the proviso that the amortization period may not in any event exceed five years.

Patents and software

Patents and software are amortized over their actual useful life.

3.3.2 Property, plant and equipment

Property, plant and equipment are recognized at historical cost. Depreciation rates are based on the probable useful life of each asset, as follows:

- Buildings: 10-20 years on a straight-line basis
- Fixtures: 1-20 years on a straight-line basis
- Plant: 1-10 years on a straight-line basis

3.3.3 Non-current financial assets

Securities in the securities portfolio are measured at cost. The balance sheet value of each investment is assessed on the basis of the share of the Company's net assets and future outlook. Where this value is less than the recorded value, an impairment loss is recognized for the difference.

The fair value of financial assets is the average price over the last month in the period for listed securities. Where balance sheet value is lower than purchase cost, an impairment loss is recognized. This rule does not apply to treasury shares held for retirement.

3.3.4 Inventories and work in progress

Inventories and work in progress are measured on the basis of cost of supply. The gross amount of such inventories includes their purchase price and any incidentals.

Inventory is measured using the first in, first out (FIFO) method.

An impairment loss is recognized whenever the purchase cost of inventory is greater than its market value.

Borrowing costs are always excluded from inventory valuations. An impairment loss is recognized whenever the value of inventory is greater than its probable realizable value less costs to sell. Impairment tests are carried out annually and probable realizable value is calculated on the basis of observed and expected sales performance and market prices. The Company uses a number of indicators to analyze products that might potentially be at risk: rotation rates, sales, inventory levels, gross profit margin, open orders, business outlook, return requests, market share, competitor products, etc. Products are mainly analyzed individually so as to identify the risk of impairment as accurately as possible.

3.3.5 Advances and progress payments

Advances and progress payments consist of prepayments made to suppliers in connection with orders. Licenses relate to distribution and reproduction rights acquired from third parties. License agreements may give rise to the payment of guaranteed amounts.

These amounts are recognized in a prepayments and accruals account and expensed as and when products are sold. Where amounts are not recognized in full, an off balance sheet liability is recognized for the outstanding amount.

At each balance sheet date, the amount yet to be expensed is compared with prospective sales and an additional expense is recognized if necessary.

3.3.6 Trade receivables

Trade receivables are measured at nominal value. Receivables are impaired whenever their balance sheet value falls below their carrying amount.

If the recognized impairment loss on shares is not sufficient, receivables from subsidiaries are impaired whenever the subsidiary's net position falls below the balance sheet value of the investment.

3.3.7 Current account advances

If the recognized impairment loss on shares is not sufficient, current account advances to subsidiaries are impaired whenever the subsidiary's net position falls below the balance sheet value of the investment.

3.3.8 Translation of payables and receivables

Foreign currency receivables and payables are translated into euros at the closing exchange rate. The resulting translation adjustment is recognized in a specific balance sheet item. A provision for unhedged liabilities is set aside if translation of foreign currency items results in unrealized losses.

Foreign currency translation adjustments relating to trade receivables and payables (whether provisioned or actual) are recognized in net income from ordinary activities. Foreign currency translation adjustments relating to financial receivables and payables (whether provisioned or actual) are recognized in net financial income.

3.3.9 Investment securities

Shares are measured at their average market price over the last month in the period.

An impairment loss is recognized in respect of any unrealized losses.

Treasury shares held under a share buyback program in accordance with the provisions of Articles L.22-10-62ff. of the French Commercial Code aimed at stabilizing market prices are recognized under investment securities.

3.3.10 *Cash at bank and in hand*

Cash at bank and in hand consists of bank account balances. Foreign currency bank balances are translated into euros at the closing rate and translation adjustments are included in net financial income.

3.3.11 *Provisions*

Provisions for translation losses on foreign currency trade receivables and payables are recognized in net income from ordinary activities. Provisions on financial receivables and payables are recognized in net financial income (in accordance with ANC Regulation 2015-05).

A provision is recognized whenever the Company has a present obligation (whether legal or implied) resulting from a past event, it is probable that an outflow of resources will be necessary to settle the obligation, and the amount of the obligation can be reliably estimated.

This item also includes provisions for liabilities relating to trade disputes as well as provisions for loss of income on unsold products returned.

3.3.12 *Borrowings*

Borrowings are recognized in the balance sheet at their redemption value. Borrowing costs are expensed as incurred.

3.3.13 *Recognition of income*

Turnover consists of all amounts received or due, taking into account the amount of any trade discounts or volume rebates granted by the Company. Product sales are recognized and considered permanent at the delivery date, which corresponds to the date on which the associated risks and rewards are transferred to the buyer. All products sold by the Company are covered by a statutory two-year warranty against defects. In some cases, the warranty obligation is transferred to the customer in exchange for a discounted purchase price.

Furthermore, under its terms and conditions of sale, the Company does not agree to take back unsold goods. In practice, where such agreement is given, the associated cost is deducted from turnover based on actual product returns accepted at the balance sheet date. In cases where management expects additional product returns relating to past sales, the obligation to take back returned products is recognized in provisions for liabilities and charges in the form of a provision for loss of income.

3.3.14 *Segment information*

Segment information by business area covers the Hercules and Thrustmaster business segments. Segment information by geographical region is based on the following geographical segments: European Union, North America and Other.

3.3.15 *Uncertainty over valuations*

In preparing the financial statements, the Company must make certain critical accounting estimates. Management is also required to exercise judgment when applying the Company's accounting policies. Those areas involving the greatest degree of judgment or complexity, and those requiring assumptions and estimates that are material relative to the financial statements, are described in the notes to the financial statements and primarily relate to the recoverable amount of intangible assets and inventories and to discounts on sales.

3.4 Notes to the balance sheet

3.4.1 Intangible assets

Intangible assets are broken down as follows:

Gross amounts	Dec 31, 2021	Increases	Decreases	Dec 31, 2022
Research and development costs	11,139	2,543	0	13,682
Brands and goodwill	11,782	0	0	11,782
Concessions, patents, licenses, brands and software	574	129	0	703
Intangible assets under construction	2,542	4,953	2,669	4,826
TOTAL	**26,037**	**7,625**	**2,669**	**30,993**

Accumulated amortization and impairment	Dec 31, 2021	Increases	Decreases	Dec 31, 2022
Research and development costs	8,008	1,978	0	9,986
Brands and goodwill	1,941	0	0	1,941
Concessions, patents, licenses, brands and software	333	96	0	429
TOTAL	**10,282**	**2,074**	**0**	**12,356**

Net amounts	Dec 31, 2021	Dec 31, 2022
Research and development costs	3,131	3,696
Brands and goodwill	9,841	9,841
Concessions, patents, licenses, brands and software	241	274
Intangible assets under construction	2,542	4,826
TOTAL	**15,755**	**18,637**

Development costs

Development costs consist of all work undertaken by research and development teams to provide the technical components needed for production. These may include employee expenses, external costs such as design, mock-up and prototype costs, samples and workshop testing costs.

Project eligibility (see section 3.3.1, “Research and development expenses”) is reviewed quarterly by the Finance and Technical departments, in agreement with senior management.

The corresponding expenses are debited to “Intangible assets under construction” and credited to “Self-constructed assets”.

Assets are transferred from assets under construction to development costs when released into production. A total of €2,543k was transferred to development costs in 2022.

The following Guillemot Corporation subsidiaries generate development costs: Hercules Thrustmaster SAS, Guillemot Recherche & Développement Inc., Guillemot Romania Srl and Guillemot Corporation (HK) Ltd. Capitalized costs relate to all Hercules and Thrustmaster product lines. Development costs capitalized over the period totaled €4,953k.

Brands

Brands include the Thrustmaster and Hercules acquired brands. These brands are tested for impairment at each balance sheet date and are measured taking into account future discounted cash flows.

In the absence of a deep market for brands in the Company’s industry sector, the fair value method is not used when measuring brands owned by the Company.

Value in use is the present value of future cash flows expected from an asset – i.e. from its continuing use and removal at the end of its useful life. This is the method used to measure the Group’s brands.

Hercules
The Hercules brand is allocated to the Hercules cash-generating unit (CGU).

Following impairment testing of the Hercules CGU, the value of the Hercules brand was unchanged at December 31, 2022.

The following assumptions are used to test the Hercules CGU for impairment:

- Ratio of net operating income to turnover: 5% for the next five years
- Working capital: increasing over the next three years
- Five-year turnover projections taking into account forecast new product launches and the business cycle (turnover rising 25% a year for the next five years)
- Long-term growth rate: 1%
- Discount rate: 11%

The Hercules brand has a net balance sheet value of €431k, compared with a purchase cost of €1,431k. Turnover for the Hercules business declined sharply over the period 2013-2019 with the successive withdrawal of the brand’s ranges of Wi-Fi and CPL products, webcams and multimedia and wireless speakers.

Over the past few years, the business has refocused around audio and DJing products. This refocusing has required substantial investment in R&D and marketing, thus affecting profitability.

A new growth cycle began in 2020, with turnover up 59%. Growth in 2021 came in at 19%, slowed by production delays and shortages of electronic components. Turnover grew 34% in 2022, buoyed by the “Inpulse” controller range, in line with forecasts.

New listings were secured with major retail chains, which should enable the Company to continue to expand in the DJ controller market over the coming years as the Hercules DJ community continues to grow.

The refocusing of the business around audio and DJ products, together with the sales growth observed since 2020, supports the Company’s assumption of double-digit growth in Hercules’ turnover over the next five years.

A reversal of impairment against the Hercules brand is deemed reasonably possible if operating profitability should exceed 5% over the next five years combined with 25% year-on-year growth in turnover.

Thrustmaster

The Thrustmaster brand is allocated to the Thrustmaster CGU.

Following impairment testing of the Thrustmaster CGU, the value of the Thrustmaster brand was unchanged at December 31, 2022.

The Thrustmaster brand has a net balance sheet value of €9,410k, the same as its purchase cost.

The following assumptions are used in calculating discounted future cash flows for the Thrustmaster cash-generating unit:

- Ratio of net operating income to turnover: 10% for the next five years
- Working capital: decreasing in 2023, then stable over the following two years
- Five-year turnover projections taking into account forecast new product launches and the business cycle (turnover of €135 million in 2023, increasing by 10% in 2024 and 2025, then holding steady)
- Discount rate: 11%

Thrustmaster has achieved global recognition and is now a key player in PC and console racing wheels and joysticks, with an installed base that continues to grow. Turnover generated in 2021 and 2022 highlights the current strong momentum in these markets.

3.4.2 Property, plant and equipment

Property, plant and equipment is broken down as follows:

Gross amounts	Dec 31, 2021	Increases	Decreases	Dec 31, 2022
Land	219	0	0	219
Buildings and fixtures	3,105	17	0	3,122
Plant and machinery	4,871	1,596	1	6,466
Property, plant and equipment under construction	679	1,850	1,588	941
TOTAL	**8,874**	**3,463**	**1,589**	**10,748**

Depreciation	Dec 31, 2021	Increases	Decreases	Dec 31, 2022
Land	0	0	0	0
Buildings and fixtures	3,060	15	0	3,075
Plant and machinery	3,497	874	1	4,370
TOTAL	**6,557**	**889**	**1**	**7,445**

Net amounts	Dec 31, 2021	Dec 31, 2022
Land	219	219
Buildings and fixtures	45	47
Plant and machinery	1,374	2,096
Property, plant and equipment under construction	679	941
TOTAL	**2,317**	**3,303**

Property, plant and equipment under construction consists of production equipment in progress. The reduction in these assets corresponds to a €1,588k transfer to the “Equipment” item. Purchases of equipment consist of molds used in production.

3.4.3 Non-current financial assets

Gross non-current financial assets are broken down as follows:

	Dec 31, 2021	Increases	Decreases	Dec 31, 2022
Equity investments	43,751	0	0	43,751
Other non-current financial assets	320	2,685	8	2,997
Deposits and guarantees	4	5	0	9
TOTAL	**44,075**	**2,690**	**8**	**46,757**

Movements in other non-current financial assets relate to the liquidity agreement currently in force (€56k) and the purchase of 200,000 treasury shares for retirement for a value of €2,629k. The decrease corresponds to a release of funds linked to a bank account in the form of an escrow account.

Equity investments are investments in subsidiaries of Guillemot Corporation.

Equity investments	Dec 31, 2021	Additions	Reversals	Dec 31, 2022
Investments in subsidiaries				
Gross amount	43,751	0	0	43,751
Impairment	34,858	2	4,165	30,695
Net	**8,893**	**-2**	**4,165**	**13,056**

A €30,695k impairment loss has been recognized against equity investments in the Company’s subsidiaries, broken down as follows:

Investments fully impaired:

- Guillemot GmbH (Germany) €15k
- Guillemot Electronic Technology (Shanghai) Co. €198k

Other investments (impaired for their net amount at December 31, 2022):

- Guillemot S.A. (Belgium) €186k
- Guillemot Srl (Italy) €4,878k

- Guillemot Inc. (Canada) €13,274k
- Guillemot Ltd. (United Kingdom) €12,144k

Schedule of subsidiaries

	Currency	Headquarters	Financials (€k)					Carrying amount of investment (€k) (3)		Loans and advances granted (€k)	Guarantees given	Dividends received by Guillemot Corporation S.A.	Observations: impairment applied to loans and advances
			Capital (1)	Shareholders' equity other than capital (including earnings) (1)	% ownership (1)	Turnover excl. tax in last fiscal year (2)	Profit (loss) in last fiscal year (2)	Gross	Net				
Hercules Thrustmaster SAS (France)	EUR	Carentoir	279	2,082	99.42%	8,691	322	288	288	-	-	-	-
Guillemot Administration et Logistique SARL (France)	EUR	Carentoir	222	1,243	99.96%	5,638	181	222	222	-	-	-	-
Guillemot Ltd. (United Kingdom)	GBP	Surrey	9,642	-9,574	99.99%	305	27	12,211	67	-	-	-	-
Guillemot S.A. (Belgium)	EUR	Wemmel	175	55	99.93%	0	-2	416	230	-	-	-	-
Guillemot GmbH (Germany)	EUR	Obermichelbach	511	-1,062	99.75%	655	29	15	0	705	-	-	551
Guillemot Corporation (H-K) Ltd. (Hong Kong)	HKD	Hong Kong	1	1,065	99.50%	2,490	107	23	23	-	-	-	-
Guillemot Recherche & Développement Inc. (Canada)	CAD	Montreal	1,150	763	99.99%	1,654	58	1,257	1,257	-	-	-	-
Guillemot Inc. (United States)	USD	Sausalito	94	93	99.99%	0	-2	8	8	-	-	-	-
Guillemot Inc. (Canada)	CAD	Montreal	33,338	-20,309	74.89%	54,773	5,848	23,032	9,758	-	-	-	-
Guillemot SRL (Italy)	EUR	Milan	10	35	100.00%	241	8	4,923	45	-	-	-	-
Guillemot Romania Srl (Romania)	RON	Bucharest	15	196	100.00%	751	37	20	20	-	-	-	-
Guillemot Spain SL (Spain)	EUR	Madrid	3	72	100.00%	266	17	3	3	-	-	-	-
Guillemot Electronic Technology (Shanghai) Co. Ltd.	RMB	Shanghai	204	-979	100.00%	7,728	-92	198	0	22	-	-	-
Guillemot Innovation Labs (France)	EUR	Carentoir	1,135	88	100.00%	675	27	1,135	1,135	-	-	-	-
Guillemot Netherlands (Netherlands)	EUR	Utrecht	10 (4)	0	100.00%	0	0	0	0	-	-	-	-

3.4.4 Inventories

Inventories are broken down as follows:

Inventories	Gross at Dec 31, 2021	Change in inventories (outcome)	Gross at Dec 31, 2022
Packaging materials in inventory	27	-55	82
Finished products	30,868	-1,488	32,356
Raw materials and work in progress	7,502	-10,505	18,007
TOTAL	**38,397**		**50,445**

Accumulated impairment	Gross at Dec 31, 2021	Increases	Decreases	Gross at Dec 31, 2022
Packaging materials in inventory	0	0	0	0
Finished products	1,526	575	913	1,188
Raw materials and work in progres	745	133	148	730
TOTAL	**2,271**	**708**	**1,061**	**1,918**
Total net inventories	**36,126**			**48,527**

Inventories consist of electronic components and sub-assemblies as well as finished products. An impairment loss is recognized whenever the value of inventory is greater than its market value.

The value of net inventories stood at €48,527k at December 31, 2022, up 34% from December 31, 2021.

This increase was a result of business growth in the year, lower turnover in the fourth quarter and the need for the Company to build up inventories in advance due to the date of the Chinese New Year in 2023.

3.4.5 Advances and progress payments

Advances and progress payments consist of prepayments on orders paid to suppliers. Prepayments totaled €858k at the year-end, down 81% compared with the position at December 31, 2021. This decrease was a result of supply shortages in 2021 requiring the Company to make advance payments to its key suppliers last year.

3.4.6 Trade receivables

Trade receivables are broken down as follows:

	Gross at Dec 31, 2022	Accumulated impairment Dec 31, 2022	Net at Dec 31, 2022	Net at Dec 31, 2021
Trade receivables	28,881	775	28,106	49,904
TOTAL	**28,881**	**775**	**28,106**	**49,904**

At December 31, 2022, the majority (95%) of trade receivables were covered by a credit insurance policy. Trade receivables totaled €28,106k at December 31, 2022, compared with €49,904k a year earlier. This decrease is a result of lower turnover in the fourth quarter of 2022 (down 37%), particularly in December 2022.

3.4.7 Receivables and payables

Receivables and payables are broken down as follows:

RECEIVABLES MATURITY SCHEDULE	At Dec 31, 2021		
	Gross amount	< 1 yr	> 1 yr
Operating receivables			
Amounts receivable from suppliers	254	254	0
Trade receivables	28,881	28,881	0
Government (VAT credits, sundry)	1,561	1,561	0
Group and affiliates	705	0	705
Prepaid expenses	1,131	1,131	0
TOTAL	**32,532**	**31,827**	**705**

Current account advances totaling €705k relate to the Guillemot GmbH subsidiary (Germany). Government receivables mainly consist of VAT receivables.

PAYABLES MATURITY SCHEDULE	At Dec 31, 2022			
	Gross amount	< 1 yr	> 1 yr	> 5 yrs
Borrowings from credit institutions	9,929	4,143	5,786	0
Bond issue	0	0	0	0
Medium-term bank loans	56	56	0	56
Bank overdrafts and foreign currency advances	17	17	0	0
Trade payables	38,621	38,621	0	0
Taxes and social security payable	550	550	0	0
Other liabilities	5,205	5,205	0	0
Payables to fixed asset suppliers	1	1	0	0
Group and affiliates	2,059	0	0	2,059
TOTAL	**56,438**	**48,593**	**5,786**	**2,115**
Borrowings taken out during the period	10,000			
Reduction in borrowings via conversion of bonds	0			
Reduction in borrowings via repayment	4,578			
Debts owed to individuals	0			

At the year-end, Guillemot Corporation S.A. had fixed-rate borrowings from financial institutions totaling €9,929k.

Over the period, the Company repaid €4,578k in bank borrowings and took out new borrowings totaling €10,000k.

At December 31, 2022, the Company had no bank borrowings in currencies other than euro.

Medium-term bank loans totaling €56k correspond to security deposits in connection with leases.

Other liabilities mainly consist of credit notes granted to customers (returned goods, end-of-year rebates, etc.) and licensing fees.

Current account advances granted by Guillemot Recherche & Développement Inc. (Canada) and Guillemot Innovation Labs SAS (France) total €969k and €1,090k respectively.

	Dec 31, 2022	Dec 31, 2021
Borrowings		
Bond issue	0	0
Borrowings and debts with credit institutions	9,946	4,518
Borrowings and financial liabilities	56	56
Current account advances	2,059	2,084
	12,061	**6,658**
Cash and cash equivalents		
Net investment securities	7,158	7,306
Cash at bank and in hand	29,685	9,301
	36,843	**16,607**
Net debt	**-24,782**	**-9,949**

The Company's net debt position is negative at -€24,782k.

3.4.8 Investment securities

This item includes 32,132 treasury shares with a net value of €391k. The Company also owns 443,874 Ubisoft Entertainment S.A. shares, representing 0.35% of the share capital, with a purchase cost of €6,767k.

	Gross at Dec 31, 2022	Accumulated impairment Dec 31, 2022	Net at Dec 31, 2022	Net at Dec 31, 2021
Investment securities	6,767	0	6,767	6,767
Treasury shares	393	2	391	539
TOTAL	**7,160**	**2**	**7,158**	**7,306**

The balance sheet value of treasury shares and Ubisoft Entertainment S.A. shares totaled €391k and €11,878k at the year-end respectively.

3.4.9 Cash at bank and in hand

	Dec 31, 2022	Dec 31, 2021
Cash at bank and in hand	29,685	9,301
Bank loans and overdrafts	-17	-19
Net bank balance	**29,668**	**9,282**

3.4.10 Accrued and deferred items

Assets

	Dec 31, 2022	Dec 31, 2021
Prepaid expenses	1,131	836
Deferred expenses	0	0
Bond redemption premiums	0	0
Foreign currency translation losses	419	243
TOTAL	**1,550**	**1,079**

Prepaid expenses mainly consist of licenses not issued and services not delivered at December 31, 2022. Foreign currency translation losses mainly arise when calculating the present value of foreign currency payables at the closing exchange rate. A provision has been set aside for unrealized losses.

Liabilities

	Dec 31, 2022	Dec 31, 2021
Prepaid income	3,052	8,772
Foreign currency translation gains	846	608
TOTAL	**3,898**	**9,380**

Prepaid income mainly consists of products not shipped at December 31, 2022.

Foreign currency translation gains mainly arise when calculating the present value of foreign currency receivables.

3.4.11 Accrued income

	Dec 31, 2022	Dec 31, 2021
Credit notes receivable from suppliers	250	7
Unbilled revenue from customers	103	4
TOTAL	**353**	**11**

3.4.12 Accrued expenses

	Dec 31, 2022	Dec 31, 2021
Interest on borrowings and financial liabilities	28	21
Accrued customer invoices	23,543	30,953
Accrued supplier credit notes	1,967	1,715
Taxes and social security payable	386	376
Accrued expenses	2,997	4,638
TOTAL	**28,921**	**37,703**

Accrued customer invoices relate to suppliers of products and services.

Accrued expenses relate to suppliers of licenses.

3.4.13 Information about related-party transactions

The Company is owned by Guillemot Brothers SAS (14.63%), the Guillemot family (52.87%), Guillemot Corporation S.A. (1.52%) and members of the public (30.98%).

The main related parties are Guillemot Brothers Ltd. and members of the Guillemot family controlling the issuer, subsidiaries (see the schedule of subsidiaries in section 3.4.3) and the Ubisoft Entertainment group, in which members of the Guillemot family hold significant voting rights.

Key figures in relation to the Ubisoft Entertainment group are as follows:

Transactions with related parties are entered into at arm's length.

(€k)	Dec 31, 2022 Ubisoft Entertainment
Trade receivables	3
Trade payables	203
Revenue	300
Expenses	695

3.4.14 Provisions and impairment

Provisions	Dec 31, 2021	Increases	Decreases Used	Decreases Unused	Dec 31, 2022
For foreign exchange risk	243	419	243	0	419
For product returns	828	710	828	0	710
Total	**1,071**	**1,129**	**1,071**	**0**	**1,129**

Provisions for exchange rate risk arise when updating foreign currency receivables and payables at the year-end exchange rate. The decrease in the provision for product returns was the result of updating estimates of the number of products returned.

Accumulated impairment	Dec 31, 2021	Additions Increases	Reversals Decreases	Dec 31, 2022
Non-current financial assets	34,858	2	4,165	30,695
Other non-current financial assets	0	0	0	0
Inventories	2,271	708	1,061	1,918
Trade receivables	793	47	65	775
Intangible assets	1,941	0	0	1,941
Other impairment	580	2	29	553
Total	**40,443**	**759**	**5,320**	**35,882**

Impairment of inventories relates to products in both the Hercules and Thrustmaster ranges. The Company has recognized impairment losses against its subsidiaries for the amount of their net positions, taking into consideration the prospect of recovering those assets (€30,695k in equity investments and €551k in current account advances).

Impairment of trade receivables consists of €775k in respect of the Guillemot Electronic Technology (Shanghai) Co. Ltd. subsidiary.

The Company has recognized impairment of €1,000k against the Hercules brand and €941k against goodwill.

3.4.15 Share capital

	Number of shares	Par value	Amount
At Dec 31, 2021	15,287,480	0.77	11,771,359.60
Exercise of stock options	0	0.77	0.00
Reduction in capital through retirement of treasury shares	0	0.77	0.00
At Dec 31, 2022	**15,287,480**	0.77	**11,771,359.60**

The share capital consists of 15,287,480 shares with a par value of €0.77 each.

Treasury shares account for 1.52% of the total share capital, broken down as follows:

- 0.21% in respect of the liquidity agreement (32,132 shares)
- 1.31% held for retirement (200,000 shares)

At its meeting of January 25, 2023, the Board of Directors decided to reduce the Company’s share capital by retiring 200,000 treasury shares.

Statement of changes in equity

(€k)	Balance before appropriation of income for fiscal year to Dec 31, 2021	Appropriation of income for fiscal year to Dec 31, 2021	After appropriation of income for fiscal year to Dec 31, 2021	Dividends paid	Earnings in fiscal year to Dec 31, 2022	Balance at Dec 31, 2022
Share capital	11,771	0	11,771	0	0	11,771
Issue and conversion premiums	10,514	0	10,514	0	0	10,514
Merger premiums	119	0	119	0	0	119
Legal reserve	1,177		1,177	0	0	1,177
Other reserves	17,517	24,233	41,750	0	0	41,750
Retained earnings	0	0	0	0	0	0
Associates – Dividends payable	0	3,813	3,813	-3,813	0	0
Earnings	28,046	-28,046	0	0	29,059	29,059
TOTAL	**69,144**	**0**	**69,144**	**-3,813**	**29,059**	**94,390**

Maximum potential number of shares to be created:

Via exercise of options: 170,250

Stock option plans in force:

	Plan no. 11
Date of Board meeting	Dec 3, 2021
Number of shares	193,950
Par value	0.77 €
Subscription price	14.44 €
Exercise date	From Dec 3, 2023
	to Dec 3, 2031
Number of shares subscribed	0
- o/w during fiscal year 2022	0
Stock options cancelled or lapsed	7050
Stock options outstanding	186,900
Options available for exercise at Dec 31, 2022	170,250

The first ten stock option plans have all lapsed.

3.4.16 Advances and loans to senior executives

No loans or advances were granted to senior executives of the Company, in accordance with Article L.225-43 of the French Commercial Code.

3.5 Notes to the income statement

3.5.1 Breakdown of turnover

The Hercules business segment includes the following product ranges: DJ controllers, DJ speakers, DJ headphones and DJ software.

The Thrustmaster business segment includes the following gaming accessories for PCs and consoles: racing wheels, gamepads, joysticks and gaming headsets.

By geographical region (€k)	**Dec 31, 2022**	**Dec 31, 2021**
European Union	96,575	97,933
North America	43,257	41,174
Other	34,988	29,655
TOTAL	**174,820**	**168,762**

By segment (€k)	**Dec 31, 2022**	**Dec 31, 2021**
Thrustmaster	162,402	159,460
Hercules	12,418	9,302
TOTAL	**174,820**	**168,762**

Turnover from French customers totaled €17,498k in 2022, equating to 10% of total turnover.

3.5.2 Production taken into inventory

Production taken into inventory is as follows:

	Dec 31, 2022	**Dec 31, 2021**
Production taken into inventory	1,488	14,581
Total	**1,488**	**14,581**

3.5.3 Self-constructed assets

Self-constructed assets are as follows:

	Dec 31, 2022	Dec 31, 2021
Self-constructed assets	4,953	3,307
Total	**4,953**	**3,307**

Costs associated with projects meeting the specified capitalization criteria are capitalized. Transfers from expenditure to "Intangible assets under construction" with effect from the date on which the capitalization criteria are met gave rise to operating income from ordinary activities totaling €4,953k in the fiscal year.

3.5.4 Other operating income from ordinary activities

	Dec 31, 2022	Dec 31, 2021
Reversals of impairment and provisions	2,197	2,377
Transfers of expenses	376	109
Other income	4,417	1,860
Total	**6,990**	**4,346**

Reversals of impairment losses and provisions mainly consist of €1,061k in respect of inventories, €65k in respect of trade receivables, an €828k reversal of a provision for product returns and a €243k reversal of a provision for unrealized foreign exchange losses on trade receivables and payables.

Transfers of expenses totaling €376k consist of expenses rebilled to third parties, subsidiaries (€138k) and insurance benefits received (€236k).

Other income mainly consists of revenue from property leases (€224k) and foreign exchange gains on trade receivables and payables (€4,151k).

3.5.5 Purchases consumed

	Dec 31, 2022	Dec 31, 2021
Purchases of goods for resale	0	0
Purchases of raw materials	100,878	97,788
Changes in inventory	-10,560	-3,966
Total	**90,318**	**93,822**

3.5.6 Other expenses from ordinary activities

Other expenses from ordinary activities

Other expenses from ordinary activities are broken down as follows:

	Dec 31, 2022	Dec 31, 2021
Other purchases and external expenses	47,105	46,792
Other expenses	17,036	14,504
Total	**64,141**	**61,296**

Other external expenses mainly consist of the following:

- Transportation costs totaling €5,323k
- Subsidiary subcontracting costs totaling €17,791k
- Marketing and advertising expenses totaling €12,717k
- Development costs not meeting the capitalization criteria, permanently recognized in expenses for a total of €3,783k in respect of 2022

Other expenses from ordinary activities mainly consist of licensing fees totaling €13,389k, compared with €12,211k in the year to December 31, 2021. Operating licenses are expensed as and when the licensed products are sold. The main amounts under the "Licenses" item relate to current partnerships in connection with Microsoft® and Sony® consoles.

The Company recognized €33k of unrecoverable receivables more than three years old and fully impaired at December 31, 2022.

Foreign exchange losses on trade receivables and payables totaled €3,512k.

The Company paid €102k to the directors in the fiscal year in consideration of their activities.

3.5.7 Employee expenses

	Dec 31, 2022	Dec 31, 2021
Wages and salaries	349	273
Social security contributions	97	81
Total	**446**	**354**

At December 31, 2022, the workforce consisted solely of the executive directors, whose total gross compensation in respect of their executive duties came to €324k.

3.5.8 Additions to amortization, depreciation, impairment and provisions

	Dec 31, 2022	Dec 31, 2021
Amortization of intangible assets	2,074	1,835
Depreciation of property, plant and equipment	890	678
Impairment of current assets	755	1,192
Provisions for liabilities and charges	1,129	1,071
Total	**4,848**	**4,776**

Amortization of intangible assets mainly relates to development costs capitalized from the date of production of the asset in question, totaling €1,978k.

Depreciation of property, plant and equipment mainly consists of €868k in depreciation of molds used in production.

Impairment of inventory relates to products in both the Hercules and Thrustmaster ranges (€19k and €689k respectively).

Provisions for liabilities and charges consist of €710k in respect of product returns and €419k in respect of unrealized foreign exchange losses.

3.5.9 Net financial income

	Dec 31, 2022	Dec 31, 2021
Income from equity interests	0	67
Total other financial income	**0**	**67**
Reversals of provisions and transfers of expenses	4,194	1,585
Additions to amort'n, deprec'n & prov'ns on financial items	3	56
Total additions to and reversals from prov'ns	**4,191**	**1,529**
Translation gains	713	208
Translation losses	97	80
Total translation adjustments	**616**	**128**
Net income from disposals of investment securities	17	224
Net expenses on disposals of investment securities	107	7
Income from disposals of investment securities	**-90**	**217**
Other interest and related income	167	30
Interest and related expenses	64	85
Total interest income and expenses	**103**	**-55**
TOTAL	**4,820**	**1,886**

Financial risks are as follows:

- Liquidity risk: at December 31, 2022, the Company's borrowing and bank financing facilities were not fully utilized; net debt was negative at -€24,782k.

At December 31, 2022, based on the average price in December 2022, the fair value of the Company's portfolio of available-for-sale securities stood at €12,269k.

- Market risk: fluctuations in the market price of shareholdings affect the Company's earnings. Over 2022, a 10% decrease in the price of the Company's shares (relative to their price at December 31, 2022) would have reduced net financial income by €39k.

At March 17, 2023, the closing price of Ubisoft Entertainment shares was €23.40, down 11.40% relative to their price at December 31, 2022.

- Interest rate risk: based on the Company's outstanding unhedged floating-rate financial liabilities at December 31, 2022, a 1% increase in interest rates on an annual basis would have had no impact on net financial income, since the Company had no floating-rate financial liabilities at December 31, 2022.

- Foreign exchange risk: a breakdown of the Company's foreign currency assets and liabilities at December 31, 2022 (unhedged amounts only – i.e. those exposed to exchange rate fluctuations) is set out below.

Foreign currency amounts exposed to upward or downward exchange rate fluctuations:

(€k)	USD	GBP	CAD
Assets	14,767	1,377	0
Liabilities	24,113	98	2,468
Net position before hedging	-9,346	1,279	-2,468
Off balance sheet position	0	0	0
Net position after hedging	-9,346	1,279	-2,468

Based on foreign currency values exposed to exchange rate fluctuations at December 31, 2022, a 10% annual decrease in US dollar exchange rates would have resulted in an operating loss of €1,068k and a financial gain of €192k.

Based on foreign currency amounts exposed to exchange rate fluctuations at December 31, 2022, a 10% annual decrease in the value of sterling would have resulted in an operating loss of €114k and a financial loss of €30k.

Based on foreign currency amounts exposed to exchange rate fluctuations at December 31, 2022, a 10% annual increase in the value of the Canadian dollar would have resulted in an operating loss of €74k and a financial loss of €97k.

The impact of exchange rate fluctuations on other currencies is not material.

For all major players in the multimedia industry transacting in US dollars, no one manufacturer has a competitive advantage that would result in increased market share. Since all industry players index-link their selling prices to cost prices in US dollars, selling prices rise and fall in line with cost prices.

The main currency for purchases of hardware and accessories is the US dollar. The trading currency in the United States, Canada and all other countries outside Europe is also the US dollar. In Europe, the Company mainly sells its products in euros. Rapid currency fluctuations, and in particular declines in the value of the US dollar, may result in lower selling prices for the Company's products, thus impacting the value of inventories. Conversely, given the seasonal nature of the Company's business, if the US dollar were to rise sharply during the second half of the year, the Company would not be able to adjust its selling prices to reflect the full extent of such an increase, which could therefore have a temporary adverse impact on the Company's gross margin. However, to limit the Company's foreign exchange risk, Guillemot Corporation S.A. hedges against currency fluctuations by buying spot currency and currency futures and options.

No hedging contracts were in force at December 31, 2022.

Furthermore, growth in the Company's export sales over the past few years has boosted its natural hedging and significantly lowered its foreign exchange risk.

- Credit risk: credit risk is the risk of financial loss should a customer fail to meet its contractual obligations. The Company manages this risk by taking out credit insurance covering 95% of the overall risk. Since the Company uses wholesalers and top-tier e-tailers, it has only a limited number of direct customers. In a few cases, the Company is obliged to grant additional credit where its insurance cover is considered clearly unsuitable.

Reversals and impairment of financial assets
Due to financial difficulties experienced by certain subsidiaries of Guillemot Corporation S.A., the Company has recognized impairment losses against some of its subsidiaries in the course of previous fiscal years. Impairment losses have been recognized or reversed against the net position of equity investments or current account advances at December 31, 2022.

With respect to equity investments, the Company has recognized the following:

- A €2k addition to impairment in respect of its investment in Guillemot S.A. (Belgium)
- A €24k reversal of impairment in respect of its investment in Guillemot Ltd. (United Kingdom)
- A €4,133k reversal of impairment in respect of its investment in Guillemot Inc. (Canada)
- An €8k reversal of impairment in respect of its investment in Guillemot SRL (Italy)

With respect to current account advances, the Company has recognized the following:

- A €29k reversal of impairment on current account advances to Guillemot GmbH (Germany)

Net income and expenses on disposals of investment securities
Guillemot Corporation S.A. recognized a €90k loss on the disposal of treasury shares under the liquidity agreement in force.

Interest income and expenses
Interest income mainly consists of interest on current account advances to subsidiaries (€8k) and interest on bank investments and other financial products (€130k).

Financial income also includes €29k in respect of a current account advance to subsidiary Guillemot GmbH (Germany) with a clawback provision, which was reinstated in the balance sheet after being waived by the parent company in 2004.

Interest expenses on borrowings and bank loans totaled €43k. Interest expenses on current accounts totaled €21k.

3.5.10 Net non-recurring income

Net non-recurring income includes extraordinary items and items that are unusual by virtue of their amount or their impact on day-to-day business.

	Dec 31, 2022	**Dec 31, 2021**
Non-recurring income from management activities	0	0
Non-recurring income from capital transactions	0	0
Reversals of provisions and transfers of expenses	0	0
Total non-recurring income	**0**	**0**
Non-recurring expenses on management activities	5	6
Non-recurring expenses on capital transactions	0	0
Exceptional additions to amort'n, deprec'n & prov'ns	0	220
Total non-recurring expenses	**5**	**226**
TOTAL	**-5**	**-226**

The Company recognized late payment interest after the tax authorities took into account carrybacks of 2019 losses.

3.5.11 Corporate income tax

Profit to Dec 31, 2022		Current	Exceptional	Net
Tax basis		28,983	0	28,983
Tax loss carryforwards		-14,992	0	-14,992
Tax due	25.00%	3,498	0	3,498
Tax credits		-6	0	-6
Social security contribution on profits	3.30%	90	0	90
Settlement of 2019 loss carrybacks		305	0	305
Net income tax		**3,887**	**0**	**3,887**

Increases and decreases in future taxes payable consist of expenses that are temporarily non-deductible (to be deducted the following year):

- Currency fluctuations: €1,265k
- Impairment in respect of product returns: €710k

Schedule of tax loss carryforwards

Year	Tax loss carryforwards
2005	6,352
2006	1,229
2009	565
2011	2,410
2012	357
2013	1,425
2014	1,272
2016	1,892
2019	1,457
TOTAL	**16,959**

3.5.12 Average workforce

	Total	Management	Non-management
Dec 31, 2022	5	5	0

At December 31, 2022, the workforce consisted solely of the executive officers.

3.5.13 Financial commitments

Letters of intent
Letters of support in favor of Guillemot GmbH (Germany), Guillemot Electronic Technology (Shanghai) Co. and Guillemot Spain SL (Spain), confirming the Company's confidence, as owner, in these companies' continued operation.

Discounted bills not yet due
None.

Documentary credits outstanding
€901k

Lump sum retirement allowances
Since the workforce consists solely of the executive officers, no lump sum retirement allowances are due.

Guaranteed amounts in respect of licenses
€1,856k

Commitments received
Guillemot Corporation S.A. has waived €6,000k in current account advances to its subsidiary Guillemot GmbH (Germany).

This waiver is accompanied by a clawback provision whereby repayments by the subsidiary may not exceed 50% of its annual net profit once it has returned to profit. Since Guillemot GmbH (Germany) made a profit in 2022, taking into account the repayment terms Guillemot Corporation S.A. added back a total of €29k to balance sheet assets. The remaining €5,550k will gradually be repaid in future years at a rate of 50% of annual net profit.

Commitments received in respect of operating activities: bank guarantees totaling €815k.

3.5.14 Executive compensation

The executive officers (Claude Guillemot, Michel Guillemot, Yves Guillemot, Gérard Guillemot and Christian Guillemot) are compensated for their duties as Chairman and Chief Executive Officer or Deputy Chief Executive Officer. They do not have employment contracts with the company. The Company paid total gross compensation of €324k to the executive officers in the fiscal year.

The Company paid Board members a total of €105k in the fiscal year in respect of their duties. This amount includes €45k paid to independent directors.

no specific pension scheme was put in place for the corporate officers. The Company has not entered into any commitment with regard to compensation, allowances or benefits that are or may be due by reason of or subsequent to the assumption or cessation of duties. no compensation was paid under any incentive or bonus plan; No stock options were allotted.

3.5.15 Parent company

Guillemot Corporation S.A.
Place du Granier, BP 97143, 35571 Chantepie Cedex, France

The registered office was relocated to 2 Rue du Chêne Héleuc, 56910 Carentoir, France with effect from 1 February 2023.

3.6 Subsequent events

Guillemot Brothers SAS reported to the AMF that it had, on February 15, 2023, individually exceeded the threshold of 15% of Guillemot Corporation's share capital and that it individually held, at that date, 15.01% of the Company's share capital and 9.77% of its voting rights. This threshold was exceeded as a result of purchases of shares in the open market.

3.7 Proposed appropriation of income

		(€)	(€)
Sources			
Retained earnings brought forward			
Earnings for fiscal year ended Dec 31, 2022			29,058,725.71
O/w net income from ordinary activities after tax:	*29,064,273.71*		
Deduction from reserves			
Appropriations			
Appropriations to reserves:			
- Statutory reserve			
- Special reserve for long-term capital gains			
- Other reserves		25,286,855.71	
Dividends		3,771,870.00	
Other appropriations:			
- To issue premiums			
- To contribution premiums			
- To conversion premiums			
Retained earnings			
TOTAL		**29,058,725.71**	**29,058,725.71**

The proposed dividend takes into account the decision, taken by the Board of Directors at its meeting of January 25, 2023, to retire 200,000 treasury shares.

3.8 Auditors' fees

Fiscal year 2022	**PricewaterhouseCoopers Audit**		**Toadenn Audit**	
	Amount excl. taxes	%	Amount excl. taxes	%
Certification of the financial statements	89,597	100%	69,920	100%
Services other than certification of the financial statements	0	0%	0	0%
TOTAL	89,597	100%	69,920	100%

Fiscal year 2021	**PricewaterhouseCoopers Audit**		**MB Audit**	
	Amount excl. taxes	%	Amount excl. taxes	%
Certification of the financial statements	74,896	100%	51,000	100%
Services other than certification of the financial statements	0	0%	0	0%
TOTAL	74,896	100%	51,000	100%

3.9 Evaluation and description of the financial impacts of environmental risks

The Company operates in the PC and console accessories sector.

The Company has not entered into any environmental commitments (either to reduce its products' environmental footprint or to use only renewable energy).

4. STATUTORY AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS

Fiscal year ended December 31, 2022

The Shareholders
GUILLEMOT CORPORATION
2 RUE DU CHENE HELEUC
56910 CARENTOIR

Opinion

Pursuant to the engagement entrusted to us at your shareholders' general meeting, we have audited Guillemot Corporation's parent company financial statements for the fiscal year ended December 31, 2022, as appended to this report.

We certify that, in light of French generally accepted accounting principles, the parent company financial statements are in order and in good faith, and provide a true and fair view of performance over the past year as well as the financial position and assets of the company at the year-end.

The opinion set out above is consistent with the content of our report to the audit committee.

Basis for our opinion

Audit standards

We have carried out our audit in accordance with professional standards applicable in France. We consider that the evidence we have collected forms an adequate and appropriate basis for our opinion.

The responsibilities that fall to us by virtue of these standards are set out in the section of this report titled "Statutory auditors' responsibilities as regards auditing the parent company financial statements".

Independence

We conducted our audit in compliance with the independence rules laid down in the French Commercial Code and the code of professional ethics for statutory auditors over the period from January 1, 2022 to the date on which we issued our report. In particular, we did not provide any prohibited services as laid down in the first paragraph of Article 5 of Regulation (EU) No. 537/2014.

Basis for our conclusions and key audit matters

Pursuant to the provisions of Articles L.823-9 and R.823-7 of the French Commercial Code on the basis for our conclusions, we wish to draw your attention to key audit matters relating to risks of material misstatement which, in our opinion, were greatest for the audit of the parent company financial statements for the year, as well as our response to those risks.

Our assessment of these matters forms an integral part of our audit of the parent company financial statements taken as a whole, and thus forms part of the basis for our opinion expressed above. We have no opinion to express on any part of these parent company financial statements taken on its own.

<table>
<tr><td colspan="2">(1) Measurement of development costs</td></tr>
<tr><td>
<u>Risk identified</u>

Development costs are recognized in intangible assets whenever the criteria laid down in CRC Regulation 2004-06 are met.

At December 31, 2022, net capitalized costs totaled €8.5 million, or around 5% of total assets.

Project eligibility is reviewed quarterly by the Company’s finance and technical departments, in agreement with senior management.

In the context of our audit, we paid particularly close attention to these development costs, since their capitalization is based on judgment and estimates, notably as regards the following two criteria:
- Technical feasibility of completing the intangible asset before it can be used or sold
- How the intangible asset will generate probable future economic benefits

Given the increasing role played by judgment in determining which development costs should be capitalized, we considered the measurement of the net amount of development costs to be a key audit matter.
</td><td>
<u>Audit procedures implemented in response to this risk</u>

In particular, we:
- Familiarized ourselves with the processes by which development costs are measured.
- Checked the existence and accuracy of the amounts recognized in respect of development costs. In particular, we reconciled the amounts capitalized with internal time-tracking data as well as carrying out sample-based testing of capitalized external expenses.
- Met with the finance department and consulted documentation provided by the technical department to assess the reasonableness of key data and assumptions relied on in determining whether development costs should be capitalized (such as the likelihood of future economic benefits and projects’ technical feasibility).
- Corroborated the information obtained through these interviews against current sales generated by capitalized projects.
- Identified any indicator of impairment on these projects that would require an impairment test to be carried out.

We also assessed the appropriateness of the information provided in notes 3.3.1 and 3.4.1 to the parent company financial statements, “Intangible assets”.
</td></tr>
</table>

(2) Measurement of inventories of components and finished products	
<u>Risk identified</u> The Company's inventories consist of electronic components and sub-assemblies as well as finished products. At December 31, 2022, inventories were recognized in the balance sheet at a net carrying amount of €48.5 million, equating to around 31% of total assets. Impairment testing is carried out at the end of each accounting period and an impairment loss is recognized whenever the purchase cost of inventory is greater than its market value. As part of our audit, we paid particular attention to how this market value was determined, since it is based not only on observable data such as products' market prices but also on assumptions such as the sales outlook for each product range and management judgment as to expected market trends. Given the assumptions underpinning estimates, we considered measurement of the market value of products held in inventory to be a key audit matter.	**<u>Audit procedures implemented in response to this risk</u>** We: - tested the measurement of items in inventory by carrying out sample-based comparisons with cost prices; - familiarized ourselves with processes in place to identify slow-moving items, those at risk of obsolescence and those whose selling prices were lower than their purchase cost; - checked that items at risk of impairment had been correctly measured, notably by undertaking sample-based comparisons of the cost of products held in inventory with their last known net selling price; - took into account work undertaken as part of the review of development costs in order to identify, where applicable, indicators of impairment on certain products held in inventory. We also assessed the appropriateness of the information provided in the following notes to the parent company financial statements: 3.3.4, "Inventories and work in progress", 3.4.4, "Inventories", 3.4.14, "Provisions and impairment" and 3.5.8, "Additions to amortization, depreciation and impairment".

Specific checks

In accordance with professional standards applicable in France, we also carried out specific checks required by legislation and regulations.

Information provided in the Management Report and other documents addressed to shareholders concerning the Company's financial position and the parent company financial statements

We have no comments as to the accuracy of the parent company financial statements or their consistency with the information given in the Management Report by the Board of Directors and other documents addressed to the shareholders concerning the Company's financial position and the parent company financial statements.

We confirm that the information about payment terms, as laid down in Article D.441-6 of the French Commercial Code, is accurate and consistent with the parent company financial statements.

Information about corporate governance

We confirm that the corporate governance section of the Management Report by the Board of Directors includes the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code.

As regards the information provided pursuant to the provisions of Article L.22-10-9 of the French Commercial Code on compensation and benefits paid or allotted to executive officers and commitments given to the latter, we have checked that this is consistent with the financial statements or with data used to prepare the financial statements and, as the case may be, with information gathered by the Company from consolidated companies it controls. Based on this work, we confirm that this information is accurate and true.

As regards information that the Company considers might have an impact in the event of a takeover bid or public exchange offer, provided in accordance with Article L.22-10-11 of the French Commercial Code, we have checked the consistency of this information with the documents from which it is taken and that were provided to us. On the basis of this work, we have no comments on this information.

Other information

In accordance with the law, we have satisfied ourselves that information concerning the identity of the holders of equity or voting rights has been provided to you in the Management Report.

Other checks and information required by legislation and regulations

Presentation format of the parent company financial statements included in the annual financial report

In accordance with professional standards governing statutory auditors' duties in respect of parent company and consolidated financial statements presented in the European Single Electronic Format, we have also checked that the presentation of the parent company financial statements included in the annual financial report referred to in section I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairman and Chief Executive Officer, complies with this format as defined in Commission Delegated Regulation (EU) 2019/815 of December 17, 2018.

On the basis of our work, we conclude that the presentation of the parent company financial statements included in the annual financial report complies in all material respects with the European Single Electronic Format.

Appointment of statutory auditors

We were appointed statutory auditors of Guillemot Corporation at the shareholders' general meetings of May 26, 2004 (PricewaterhouseCoopers Audit) and June 9, 2022 (Toadenn Audit).

As of December 31, 2022, PricewaterhouseCoopers Audit was serving for its nineteenth consecutive year and MB Audit for its first year.

Responsibility of management and persons charged with corporate governance as regards the parent company financial statements

It falls to management to draw up parent company financial statements that provide a true and fair view in accordance with French generally accepted accounting principles, as well as to put in place such internal control arrangements as it deems necessary to be able to prepare parent company financial statements free from material misstatement, whether as a result of fraud or error.

In preparing the parent company financial statements, it falls to management to assess the Company's ability to continue to operate, to show in its financial statements any required information pertaining to continuity of operations, and to apply the going concern accounting principle, unless it is planned to wind up the Company or cease operations.

It falls to the audit committee to monitor the process of preparing financial information and the effectiveness of internal control and risk management systems, as well as, where applicable, internal audit in respect of procedures for preparing and processing accounting and financial information.

The parent company financial statements have been signed off by the Board of Directors.

Statutory auditors' responsibilities as regards audit of the parent company financial statements

Audit objective and approach

It falls to us to draw up a report on the parent company financial statements. Our objective is to obtain reasonable assurance that the parent company financial statements taken as a whole are free from material misstatement. Reasonable assurance means a high level of assurance, though there is no guarantee that an audit carried out in accordance with standards of professional practice will always detect every material misstatement. Misstatements may be the result of fraud or error; they are considered material whenever, taken individually or together, they might reasonably be expected to influence decisions made by the users of the financial statements on the basis of the latter.

As stipulated in Article L.823-10-1 of the French Commercial Code, our duty to certify the financial statements does not consist of guaranteeing either the Company's viability or the quality of its management.

In the case of an audit conducted in accordance with standards of professional practice applicable in France, the statutory auditors must exercise their judgment throughout the audit.

Furthermore:

- They must identify and assess the risk that the parent company financial statements might include material misstatements, whether as a result of fraud or error, draw up and implement audit procedures in response to that risk, and gather information they consider a sufficient and appropriate basis for their opinion. The risk of failing to detect a material misstatement resulting from fraud is greater than that of failing to detect a material misstatement resulting from error, since fraud may entail collusion, falsification, deliberate omission, misrepresentation, or the bypassing of internal control.

- They must familiarize themselves with internal control arrangements relevant to the audit so as to be able to define suitable audit procedures (and not so as to express an opinion on the effectiveness of internal control).

- They must assess the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by management, as well as information concerning such policies and estimates provided in the parent company financial statements.

- They must assess the appropriateness of management's use of the going concern accounting principle and, based on the information gathered, determine whether there is significant uncertainty linked to events or circumstances that could call into question the Company's ability to continue operations. This assessment is based on information gathered up to the date of the auditors' report; it should, however, be borne in mind that subsequent circumstances or events could jeopardize continuity of operation. If the auditors conclude that there is significant uncertainty, they must draw the attention of readers of their report to the information provided in the parent company financial statements about that uncertainty or, if that information is not provided or is not relevant, issue a qualified certification or else refuse to qualify the financial statements.

- They must assess the overall presentation of the parent company financial statements and determine whether they provide a true and fair view of the underlying transactions and events.

Report to the audit committee

We submit a report to the audit committee setting out, in particular, the extent of our audit and the program of work carried out, as well as our audit findings. We also advise the audit committee of any significant weaknesses in internal control we may have identified pertaining to procedures for preparing and processing accounting and financial information.

Our report to the audit committee includes information about the risk of material misstatements, which we consider most significant for the audit of the parent company financial statements for the year and which, as such, constitute key audit matters which it is our responsibility to describe in this report.

We also provide the audit committee with the declaration laid down in Article 6 of Regulation (EU) No. 537-2014 confirming our independence, within the meaning of rules applicable in France as laid down, in particular, in Articles L.822-10 to L.822-14 of the French Commercial Code and in the code of professional ethics for statutory auditors. Where applicable, we discuss with the audit committee our independence and the measures put in place to safeguard it.

Nantes and Chantepie, April 25, 2023

The statutory auditors

PricewaterhouseCoopers Audit	Toadenn Audit
Gwenaël Lhuissier	Damien Lepert

➢ KEY MARKETS

The market in which the Group operates mainly consists of consoles (hardware), games (software) and PC and console gaming accessories.

1. GLOBAL VIDEO GAME MARKET

Video games have formed an integral part of day-to-day life for a number of years now; as one of the world's most popular forms of digital entertainment, they help people of all generations form social bonds and enjoy moments of escape. There are growing numbers of video game enthusiasts.

On the back of two years of lockdowns and a desire for escapism, the social dimension of video games was further confirmed and strengthened in 2022. Video gaming continues to be seen as a way to relax and have fun with friends.

According to DFC Intelligence, a strategic research firm specializing in video games, there are estimated to be more than 3.2 billion video gamers worldwide, equating to just over 40% of the global population. This impressive figure is partly down to Asian markets, which on their own account for over half of all international gamers *(source: www.blogdumoderateur.com, March 18, 2022).*

Currently, China is without doubt the world's largest video game market, with more than 600 million gamers *(source: www.tarbes7.fr, December 12, 2022).* However, the sector has now been placed under regulatory restrictions. Video gaming addiction has become a major problem for Chinese society. In response, Beijing decided in September 2021 to introduce new regulations. Since then, under-18s have only been allowed to play online between 20:00 and 21:00 on Fridays, Saturdays and Sundays during school term time. It has emerged that 98% of Chinese people between the ages of 9 and 19 have a mobile phone and China has around 86 million internet users aged 18 or under. Video gaming technology is also subject to regulatory restrictions within Chinese territory *(source: www.linfo.re, November 27, 2022).*

According to the Hootsuite and We Are Social Digital 2022 report, more than 96.4% of internet users in the Philippines between the ages of 16 and 64 play video games. In second and third place come Thailand (94.7%) and Indonesia (94.5%). The global average is 83.6%; France ranks only 28th at 78.4%. Genres that are particularly popular among young people include first-person shooter, action and adventure, racing and sports games *(source: www.blogdumoderateur.com, March 18, 2022).*

The video game industry is often misunderstood and sometimes even demonized, with some seeing it purely as a driver of addiction among young people. Yet video games are now played by one out of every two European citizens and carry huge economic weight: the European video game market is worth just over €23 billion a year, employs nearly 100,000 often highly skilled people, 15,000 of them in France, and has 5,000 studios in Europe *(source: www.radiofrance.fr, December 4, 2022).*

Video gaming continues to grow at an astonishing rate in France. According to a survey by Sell/Médiamétrie, there were over 37.4 million gamers in France (aged 10 and over) at the end of 2022, 53% of whom described themselves as regular gamers. One of the key drivers of this growth is the fact that video games are now played by people of all generations. Video gaming is also gaining in popularity among segments of the population that previously had little interest in it: after women in the 2010s, senior citizens are now falling under its spell. Older people now account for 17% of all gamers, with 44% of over-60s reporting that they play, many of them regularly (32% almost daily and 20% more than once a day) *(source: www.multimédialaune.com, No. 296, November 2022).*

According to market research firm Newzoo, growth in the video game industry between 2019 and 2024 is on track to average 11% a year *(source: www.ecranmobile.fr, January 3, 2022)*.

2. Console market

Although they tend to be focused on power or originality, video game consoles can be aimed at gamers who enjoy high-end graphics and performance as well as those who enjoy retro and family games. Competition in the console market has been heating up over the past few years.

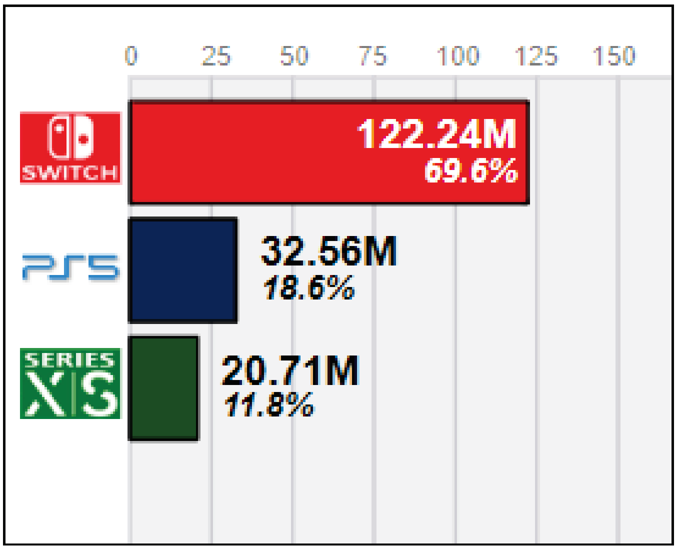
Video game consoles have steadily improved with each new generation, sometimes including surprising new technologies or coming in unexpected forms. In any event, the market has expanded considerably. While the Sony PlayStation and Microsoft Xbox still follow much the same principles as the very first home salons, Nintendo deliberately focuses more on originality (e.g. the Wii with its movement detection, the Switch home/portable hybrid, etc.) at the expense of power. There are also retro consoles that hark back to the 1980s, 1990s and 2000s.

The market is mainly dominated by home consoles made by a variety of manufacturers including Sony, Microsoft and Nintendo. Sony has launched a comprehensive range of accessories for its next-generation console, the PlayStation 5, including a new controller, a headset, a controller stand and a multimedia remote control. Growing demand for gaming consoles will stimulate growth in the market for gaming accessories over the forecast period.

Although consoles are less popular than mobile phones, they remain highly lucrative for game developers. Gamers in China use the same consoles as their Western counterparts (Xbox, Nintendo Switch, PlayStation, etc.). Like everyone else, they can buy games either online or in brick-and-mortar stores.

From the moment they were launched in November 2020, the next-generation PlayStation 5 and Xbox Series consoles have borne the full brunt of the semiconductor shortage.

Installed base of consoles
(Source: www.vgchartz.com, February 25, 2023)



Thanks to the Nintendo Switch, the iPad, smartphones, virtual reality headsets and new portable consoles, video gaming has never been so mobile.

While the PlayStation 5 is gaining in overall popularity, the Nintendo Switch has been hit just about everywhere. It has established itself as the most popular product in many markets, coming first in 69 different countries. According to the survey, this popularity is mainly attributable to *Animal Crossing: New Horizons* and the fact that the Switch is cheaper than the PlayStation 5. Also relevant is the fact that, unlike the Sony console, there has been no global shortage of Switch consoles.

The launch of new gaming content with high-end graphics is stimulating market growth. Console gaming has already begun to transition toward on-demand visual content.

At the end of September, Nintendo announced that the worldwide installed base of Switch consoles totaled 114.3 million, 6.68 million of which had been sold during the third calendar quarter. Nintendo forecasts that it will sell 19 million Switch consoles in its 2022/2023 fiscal year *(source: www.multimedialaune.com, issue 296, November 2022).*

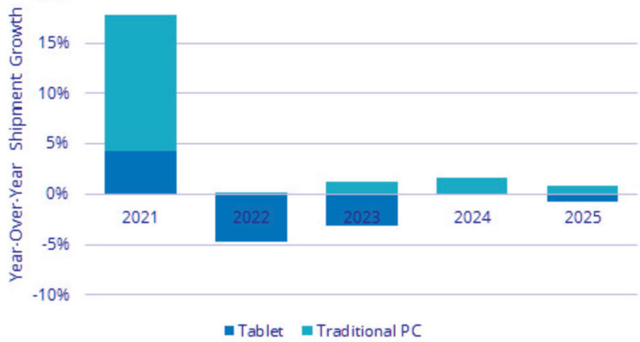
According to Nintendo, nearly a million Switch consoles were sold in France in 2022, with nine Switch video games featuring among the top ten sellers (*source: www.ouest-france.fr, January 16, 2023)*. Since launch, 7.1 million people have bought Switch consoles in France.

Ever since its launch in November 2020, the PlayStation 5 has been in the curious position of being France's most popular console but also its least available. The console has fallen victim to production slowdowns linked to the coronavirus pandemic and the conflict in Ukraine, making it very difficult to get hold of. However, it came back into stock in time for the end-of-year holiday season.

3. PC MARKET

PC sales are on a clear downward trend. Following a surge in demand during the pandemic, the personal computer market is now in the doldrums. Inflation and the microchip shortage may also have contributed to the slump in sales.

Global tablet and PC markets, 2021-2025



Source: IDC 2021

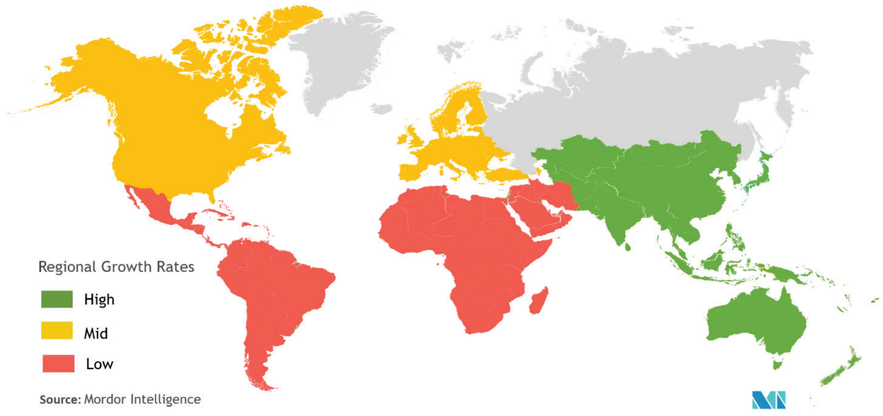
IDC estimates that the PC market will grow at a rate of 3.2% a year over the period 2021-2025, mainly driven by sales of laptop computers. Sales of tablets are set to decline by 1.5% over the same period *(source: www.multimedialaune.com, issue 290, May 2022).*

4. PC AND CONSOLE ACCESSORIES MARKET

The gaming accessories market notably encompasses racing wheels, joysticks, gamepads and connected gaming headsets.

The value of the global gaming accessories market was estimated at $7.75 billion in 2020 and is set to increase to $15.40 billion by 2026, equating to a compound annual growth rate of 12.2% over the forecast period (2021-2026). During the Covid-19 pandemic, a number of gaming accessory manufacturers experienced shipping delays due to shortages of components and materials, with most manufacturing plants located in China. Once they had run down their existing inventories, businesses had to contend with supply shortages (source: https://mordorintelligence.com/).

The gaming accessories market is highly competitive, with a small number of global suppliers holding high market shares. Manufacturers operating in the global gaming accessories market are mainly focused on improving their product portfolios so as to remain competitive in the market. Key players include Sony Corporation, Microsoft Corporation and others.



Gaming accessories have become increasingly popular over the years and are now an essential part of every gamer's toolkit.

According to DFC Intelligence, the market for gaming accessories (gamepads, keyboards, mice and headsets) had a good year in 2021, setting it up to achieve revenue of $15 billion in 2025 *(source: Multimédia à la Une, issue 283, September/October 2021)*.

4.1 Racing wheels

Any gamer seeking an authentic racing simulation experience needs a racing wheel. A racing wheel is the must-have gaming accessory for sim racing lovers looking for thrills, precision control and true immersion. Generally made from high-quality materials, racing wheels offer an immersive and realistic gaming experience thanks to force feedback technology and other programmable functionality. Successful gamers tend to be those with more specialized equipment. When it comes to playing racing games in sim mode, a racing wheel is a must for anyone wanting to experience all the thrills and spills of racing.

Available for PC, PlayStation 4, PlayStation 5, Xbox One and Xbox Series X, racing wheels are lifelike replicas of real competition steering wheels, offering high-performance, immersive force feedback and often finished with materials used by vehicle manufacturers (leather, Alcantara, etc.). The functionality they offer means they can be used for rallying, road racing and Formula 1 races.

In 2022, the US racing wheel market grew 10.9% by value to $127.8 million. Sales of Thrustmaster racing wheels fell 5.28% by value *(source: © 2023 The NPD Group, Inc., All Rights Reserved; Proprietary and Confidential; Property of NPD and its Affiliates; Licensed for Use by NPD Clients Only; extract at January 2023).*

In the top five European countries of France, Germany, the United Kingdom, Italy and Spain, the racing wheel market grew 4.6% by value to €165.4 million. Thrustmaster is the number one player in racing wheels, with a market share by value of 30.7%, up 3.4 percentage points. Sales of Thrustmaster racing wheels increased 17.9% by value *(Source: © GfK 2023, All Rights Reserved).*

4.2 Joysticks

In 2022, the US joystick market grew 61.6% by value (to $36.2 million) and 39.47% by volume. Thrustmaster was number one by both value and volume, strengthening its position in this segment. Sales of Thrustmaster joysticks increased 33.9% by value and 19.52% by volume (*source: © 2023 The NPD Group, Inc., All Rights Reserved; Proprietary and Confidential; Property of NPD and its Affiliates; Licensed for Use by NPD Clients Only).*

In the top five European countries, the joystick market grew 7.4% by value (to €29.6 million) and 6.7% by volume. Thrustmaster was number one by both volume and value *(source: © GfK 2023, All Rights Reserved).*

4.3 Gamepads

The fact that the ninth generation of gaming consoles is now fully mature, ensuring a very large installed base of consoles, is a boon for the gamepad market. The incorporation of innovative technology into high-end gamepads and the use of branding licensed by entertainment companies in entry-level and mid-range gamepads has also given the market a boost. Meanwhile, potential new growth drivers are also emerging, such as dedicated gamepads for mobile gaming.

The US market for gamepads held more or less steady in 2022, growing 1.5% by volume but declining 0.55% by value (*source: © 2023 The NPD Group, Inc., All Rights Reserved; Proprietary and Confidential; Property of NPD and its Affiliates; Licensed for Use by NPD Clients Only).*

In the top five European countries, the gamepad market grew 18% by value. Sales of Thrustmaster gamepads grew 18% by value and 30% by volume *(source: © GfK 2023, All Rights Reserved).*

The market for gaming controllers in the Asia-Pacific region is set to grow to $1,479.3 million dollars by 2027 *(source: https://androidfun.fr, January 14, 2022).*

4.4 Gaming headsets

Representing one of the most competitive and fragmented segments of the gaming equipment market, headsets in general are an essential companion not only for multiplayer games but also now for streaming and remote working. Demand among gamers remains sky-high.

Although the Group's presence spans all continents, figures are not publicly available for its other regions.

5. ESPORTS MARKET

The eSports market sets new audience records and generates more revenue with each passing year.

The growth of eSports is driven by a number of factors. First is the power of livestreaming via platforms like YouTube and Twitch. Organizers can use these social media to boost the visibility of major competitive events, with the League of Legends World Cup, for example, attracting nearly 73 million viewers *(source: www.esg-sport.com, April 29, 2022).*

Although it represents only a tiny fraction of the $300 billion video game industry, the eSports market is growing every year. Having exceeded the symbolic $1 billion mark between 2020 and 2021, the market is now worth over $1.3 billion a year. According to Statista, this figure could rise to nearly $3 billion by 2025 *(source: www.blogdumoderateur.com, March 18, 2022*). This gradual increase is attributable to growing media coverage of video game competitions, which, for example, are often broadcast live on Twitch. With games like League of Legends, Fortnite, Valorant, Counter-Strike: Global Offensive, Super Smash Bros and Rocket League featuring in more and more tournaments, the global eSports scene continues to expand.

According to a mini-documentary available on French TV channel Arte, South Korea is considered hallowed ground for eSports. With everything revolving around electronic sports, the South Korean eSports market is estimated to have been worth €1.41 billion in 2022. By contrast, eSports is still in its infancy in North America, where it does not attract the kind of audiences seen in Asia. Gaming industry leaders think the sector should be viewed as a fast-growing start-up rather than a fully mature business *(source: https://siecledigital.fr/2022, December 2, 2022).*

According to the French Agency for Video Games, the eSports market is set to be worth €10.5 billion by 2030 *(source: www.esg-sport.com, April 29, 2022).*

Sales of Thrustmaster accessories are helped by the accelerating growth of eSports.

6. STREAMING AUDIO MARKET

The music market grew in 2021 for the seventh year running, reaching $25.9 billion, mainly thanks to music streaming.

The way people listen to music has changed over the past ten years or so:

- Streaming, either via subscriptions allowing unlimited access to audio libraries or advertising-supported, is now the music industry's primary income stream (accounting for 65% of revenue in 2021, according to the IFPI 2022 report).
- Sales of physical media increased in 2021, mainly thanks to vinyl, though their share of total music revenue (19.2%) is slowly being eroded.
- Unit sales of digital audio tracks and albums are in decline (accounting for less than 4.3% of revenue).

With Spotify, Apple Music, Amazon, YouTube and Tencent leading the way, streaming has changed how people listen to music by giving listeners instant mobile access to a near-unlimited audio library – so much so that the major streaming players have to guide their users by way of playlists to help them choose from the millions of available tracks. This means streaming platforms, and the curators who put together their playlists, now play an important role in helping people discover new music, similar to the role played by radio stations in the twentieth century.

While the value of the music streaming market has continued to grow, with revenue rising 24% to $16.9 billion in 2021 ($12.3 billion in subscriptions and $4.6 billion in advertising revenue), physical sales increased 16.1% by value to $5 billion.

According to a Media Research survey on the balance of power between the various streaming platforms, streaming services together had 616 million subscribers worldwide in mid-2022, up 17% year on year, with 92 million new subscribers *(source:* https://www.midiaresearch.com/blog/music-subscriber-market-shares-2022*).*

Spotify had 188 million subscribers in mid-2022, compared with 85 million for Apple Music. Spotify maintains a comfortable lead with a market share of 30.5%, followed by Apple Music, Tencent and Amazon at between 13% and 14% each *(source: MIDiA Research music subscriber market shares, December 2022).* According to co-founder Daniel Ek, Spotify is targeting 1 billion users by 2030, compared with 422 million monthly users today (of whom 182 million were paying customers at end March), as well as annual revenue of $100 billion ten years from now, compared with $11.4 billion in 2021. To achieve these twin goals, the music streaming giant is betting on a number of growth drivers, including in particular the rise of new markets like India and Brazil as well as podcasting and audiobooks *(source: www.multimedialaune.com, issue 292, July 2022).*

According to the IFPI's "Engaging With Music" international survey of music consumption in 2022 (source: https://www.ifpi.org/wp-content/uploads/2022/11/Engaging-with-Music-2022_full-report-1.pdf), the average time spent listening to music rose to 20.1 hours a week in 2022, with 46% of listening done via subscription streaming services and 74% of respondents saying they listened to streaming music via either a paid subscription or an ad-supported service. More young people tend to subscribe for music streaming services (54% of 16-24-year-olds and 54% of 25-34-year-olds) than older people (44% of 35-44-year-olds, 36% of 45-54-year-olds and 26% of 55-64-year-olds). Alongside the generalist offerings from the major streaming platforms, operators have developed streaming offerings targeted specifically at creative uses of music, including in particular DJing, enabling DJs to mix streaming music tracks inside their DJing software. This enables DJs to mix tracks not stored on their computers.

Streaming operators offering this type of service include Beatport, BeatCloud, SoundCloud and Tidal. These streaming offerings, which allow instant mixing of a wide range of music, enable beginner and amateur DJs alike to mix all types of music without having to first build up an audio library. Furthermore, these DJ-friendly streaming subscriptions make it easier for DJs to use their smartphones, otherwise limited by their reduced storage space compared with computers.

Originally confined to acting as an emergency backup for DJs' own digital music libraries, streaming music has now become an established part of DJs' repertoire thanks to three developments:

- Standardization: all DJ software in the market now supports the same streaming services, enabling DJs to change their software while keeping their playlists intact.
- Offline use: professional subscriptions for DJs include offline access so DJs can download tracks (typically up a thousand) to their computer or smartphone and play them back while offline.
- DJ tagging: some DJ streaming services display metadata used by DJs, such as BPM (beats per minute: a measure of the speed of a track, which a DJ needs to know when making transitions) and key (needed for harmonic mixing).

7. DJ MARKET

The digital DJ market is split between online retailers, electronics stores and music stores. There is a lack of up-to-date global indicators quantifying its size and growth rate.

The DJ market is made up of two distinct audiences:

- Professionals using expensive equipment at public parties and clubs
- Consumers using cheaper equipment to get started in DJing and host private parties

The professional DJ market was hit hard by the Covid-19 crisis, which resulted in clubs being closed and festivals being postponed or cancelled, cutting DJs off from a substantial part of their income. Conversely, stay-at-home orders encouraged more people to take up DJing along with other forms of digital entertainment.

The digital DJ market is split between online retailers, electronics stores and music stores. There is a lack of up-to-date global indicators quantifying its size and growth rate. Restricted access to bars, clubs and concert halls in 2021 hampered sales of stage equipment. Conversely, sales of at-home music-making gear grew: US website MI Salestrack (source: https://msretailer.com/mi-salestrak-reveals-month-by-month-market-changes-during-pandemic) highlighted this change, with stay-at-home orders fueling increased demand for recreational music equipment.

8. HEADPHONE MARKET

Headphones have become a must-have accessory for use at home, on public transport and when playing sports.

The headphone market is highly diversified, with headphones available in a variety of formats and often equipped with advanced technology.

The breadth of the headphone market, driven by a combination of lifestyle changes and technological innovation, has led many people to invest in multiple sets of headphones catering for a range of use cases including smartphone listening, gaming, videoconferencing, audiophile listening, music-making, sports/running/fitness and travel.

The growth outlook for the global headphone market is strong, buoyed by:

- technological innovation in wireless audio, noise cancelling, water resistance and miniaturization;
- strong momentum in China and the Asia-Pacific region.

The market is estimated to have been worth $24.8 billion in 2021 (source: Straits Research). Meanwhile, products sold in France are gradually moving upmarket as consumers become increasingly demanding.

➢ COMBINED SHAREHOLDERS' GENERAL MEETING OF JUNE 1, 2023

1. AGENDA

1.1 Within the authority of the Ordinary General Meeting

1. Approval of the parent company financial statements for the fiscal year ended December 31, 2022
2. Appropriation of parent company earnings for the fiscal year ended December 31, 2022; payment of a dividend
3. Approval of the consolidated financial statements for the fiscal year ended December 31, 2022
4. Approval of agreements subject to Article L.225-38 of the French Commercial Code
5. Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Claude Guillemot, Chairman and Chief Executive Officer
6. Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Michel Guillemot, Deputy Chief Executive Officer
7. Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Yves Guillemot, Deputy Chief Executive Officer
8. Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Gérard Guillemot, Deputy Chief Executive Officer
9. Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Christian Guillemot, Deputy Chief Executive Officer
10. Approval of disclosures about compensation payable to executive officers as laid down in section I of Article L.22-10-9 of the French Commercial Code
11. Approval of the compensation policy for executive officers in accordance with section II of Article L.22-10-8 of the French Commercial Code
12. Reappointment of Corinne Le Roy as a director
13. Appointment of Véronique Le Bourge as a director
14. Ratification by the shareholders of the relocation of the Company's registered office
15. Authorization to be granted to the Board of Directors to trade in the Company's shares
16. Completion of legal formalities following the Ordinary General Meeting

1.2 Within the authority of the Extraordinary General Meeting

17. Authorization to be granted to the Board of Directors to reduce the share capital by retiring shares of the Company
18. Power to be granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, with pre-emptive subscription rights
19. Power to be granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, without pre-emptive subscription rights, through one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code
20. Power to be granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, without pre-emptive subscription rights, through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code
21. Authorization to be granted to the Board of Directors to establish, for up to a maximum of 10% of the share capital each year, the issue price of equity securities to be issued through one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code or through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code
22. Authorization to be granted to the Board of Directors to increase the amount of any issues that might be agreed pursuant to Resolutions 18, 19 and/or 20, in the event that they are oversubscribed

23. Power to be granted to the Board of Directors to increase the share capital as consideration for in-kind contributions granted to the company and consisting of equity securities or securities giving access to equity
24. Power to be granted to the Board of Directors to carry out increases in the share capital reserved for the members of a company or group employee savings plan
25. Authorization to be granted to the Board of Directors to issue shares of the Company to employees and/or executive directors of the Company and/or affiliated companies free of charge
26. Authorization to be granted to the Board of Directors to award stock options to employees and/or executive directors of the Company and/or affiliated companies
27. Determination of the overall limit on increases in the share capital
28. Completion of legal formalities following the Extraordinary General Meeting

2. DRAFT RESOLUTIONS

2.1 Within the authority of the Ordinary General Meeting

RESOLUTION 1
(Approval of the parent company financial statements for the fiscal year ended December 31, 2022)

Having familiarized themselves with the Management Report by the Board of Directors and the statutory auditors' report on the parent company financial statements, the shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, approve the parent company financial statements for the fiscal year ended December 31, 2022, as presented, together with the transactions reflected in those financial statements or summarized in those reports.

RESOLUTION 2
(Appropriation of parent company earnings for the fiscal year ended December 31, 2022; payment of a dividend)

The shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, agree to apportion profit for the fiscal year ended December 31, 2022 in the amount of €29,058,725.71 as follows:

- Other reserves: €25,286,855.71
- Dividends: €3,771,870.00

The dividend is set at €0.25 for each share entitling its holder to receive a dividend, to be paid on June 9, 2023.

The shareholders agree that the amount of the dividend corresponding to shares held by the Company at the ex-dividend date will be allocated to other reserves.

The shareholders note that, for individual shareholders resident in France for tax purposes, dividends received are subject, pursuant to section 1 A 1° of Article 200 A of the French General Tax Code, to a one-off flat tax of 12.8% or, at the shareholders' overall option, such revenue may be taxed under the progressive income tax scale. In the latter case, dividends are eligible for the 40% tax relief referred to in paragraph 3 2° of Article 158 of the French General Tax Code.

In both cases, dividends are subject, upon payment, to a non-definitive flat-rate deduction at source at a rate of 12.8%, by way of an advance income tax payment, deductible from the final amount of income tax due the following year. However, in accordance with the third paragraph of Article 117 *quater* of the French General Tax Code, individuals belonging to a tax household whose reference taxable income is less than €50,000 for taxpayers who are single, divorced or widowed or less than €75,000 for taxpayers subject to joint taxation may request exemption from this 12.8% non-definitive flat-rate deduction at source under the conditions laid down in Article 242 *quater* of the French General Tax Code.

Furthermore, for individual shareholders resident in France for tax purposes, social security contributions are deducted from all dividends paid at a rate of 17.2%.

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, you are reminded that the following dividends have been paid in respect of the past three fiscal years:

	Fiscal year 2021	Fiscal year 2020	Fiscal year 2019
Number of shares	15,287,480	15,287,480	15,287,480
Dividend per share	€0.25	€0.25	0
Total dividend (1) (2)	€3,821,870.00	€3,821,870.00	0

(1) These figures do not include any amounts not paid out in respect of treasury shares.
(2) Dividends eligible for the 40% tax relief laid down in Article 158 3 (2) of the French General Tax Code.

RESOLUTION 3
(Approval of the consolidated financial statements for the fiscal year ended December 31, 2022)

Having familiarized themselves with the report by the Board of Directors on the management of the group, included in the Management Report by the Board of Directors, and with the statutory auditors' report on the consolidated financial statements, the shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, approve the consolidated financial statements for the fiscal year ended December 31, 2022, as presented, together with the transactions reflected in those financial statements or summarized in those reports.

RESOLUTION 4
(Approval of agreements subject to Article L.225-38 of the French Commercial Code)

Having familiarized themselves with the statutory auditors' special report on agreements subject to Article L.225-38 of the French Commercial Code, the shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, approve the agreements referred to therein and the conclusions of the aforementioned report.

RESOLUTION 5
(Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Claude Guillemot, Chairman and Chief Executive Officer)

The shareholders, pursuant to the provisions laid down in section II of Article L.22-10-34 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or allotted to Claude Guillemot by virtue of his office as Chairman and Chief Executive Officer in respect of the fiscal year ended December 31, 2022, as set out in section 21.6.2 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 6
(Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Michel Guillemot, Deputy Chief Executive Officer)

The shareholders, pursuant to the provisions laid down in section II of Article L.22-10-34 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or allotted to Michel Guillemot by virtue of his office as Deputy Chief Executive Officer in respect of the fiscal year ended December 31, 2022, as set out in section 21.6.2 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 7
(Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Yves Guillemot, Deputy Chief Executive Officer)

The shareholders, pursuant to the provisions laid down in section II of Article L.22-10-34 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or allotted to Yves Guillemot by virtue of his office as Deputy Chief Executive Officer in respect of the fiscal year ended December 31, 2022, as set out in section 21.6.2 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 8
(Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Gérard Guillemot, Deputy Chief Executive Officer)

The shareholders, pursuant to the provisions laid down in section II of Article L.22-10-34 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or allotted to Gérard Guillemot by virtue of his office as Deputy Chief Executive Officer in respect of the fiscal year ended December 31, 2022, as set out in section 21.6.2 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 9
(Approval of components of compensation paid during or allotted in respect of the fiscal year ended December 31, 2022 to Christian Guillemot, Deputy Chief Executive Officer)

The shareholders, pursuant to the provisions laid down in section II of Article L.22-10-34 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the fixed, variable and exceptional components making up the total compensation and benefits of any kind paid or allotted to Christian Guillemot by virtue of his office as Deputy Chief Executive Officer in respect of the fiscal year ended December 31, 2022, as set out in section 21.6.2 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 10
(Approval of disclosures about compensation payable to executive officers as laid down in section I of Article L.22-10-9 of the French Commercial Code)

The shareholders, pursuant to the provisions laid down in section I of Article L.22-10-34 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the information referred to in section I of Article L.22-10-9 of the French Commercial Code on corporate officers, set out in section 21.6.3 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 11
(Approval of the compensation policy for executive officers in accordance with section II of Article L.22-10-8 of the French Commercial Code)

The shareholders, pursuant to the provisions laid down in section II of Article L.22-10-8 and Article R.22-10-14 of the French Commercial Code and voting under the quorum and majority requirements applicable to ordinary general meetings, approve the compensation policy for executive officers as set out in section 21.6.4 of the report on corporate governance, appended to the Management Report for the fiscal year ended December 31, 2022.

RESOLUTION 12
(Reappointment of Corinne Le Roy as a director)

Having noted that Corinne Le Roy's term of office as a director expires today, the shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, agree to reappoint her as a director for a period of four years, expiring at the end of the ordinary general meeting to be held in 2027 to approve the financial statements for the previous fiscal year.

The shareholders also note that Marie-Hélène Lair's term of office as a director expires today.

RESOLUTION 13
(Appointment of Véronique Le Bourge as a director)

Having familiarized themselves with the report by the Board of Directors, the shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, agree to appoint Véronique Le Bourge as a director for a period of six years.

Véronique Le Bourge's term of office as a director will expire at the end of the ordinary general meeting to be held in 2029 to approve the financial statements for the previous fiscal year.

RESOLUTION 14

(Ratification by the shareholders of the relocation of the Company's registered office)

The shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings and in accordance with Article L.225-36 of the French Commercial Code, ratify the decision taken by the Board of Directors at its meeting of January 25, 2023 to relocate the Company's registered office from Place du Granier, BP 97143, 35571 Chantepie, France to 2 Rue du Chêne Héleuc, 56910 Carentoir, France with effect from February 1, 2023.

Consequently, the shareholders also approve the amendment to the Articles of Incorporation made by the Board of Directors at that same meeting in order to fulfill legal formalities.

RESOLUTION 15

(Authorization to be granted to the Board of Directors to trade in the Company's shares)

Having familiarized themselves with the report by the Board of Directors including a description of the share buyback program in accordance with Articles 241-1ff. of the General Regulation of the Autorité des Marchés Financiers (France's financial market regulator, the AMF), the shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, authorize the Board of Directors, in accordance with the provisions of Articles L.22-10-62ff. of the French Commercial Code, Regulation 596/2014 of the European Parliament and of the Council on market abuse, the AMF's General Regulation and market practices accepted by the AMF, to purchase up to a maximum of 10% of the total number of shares of the Company, with such percentage applying to capital after adjustments reflecting any transactions that may affect it subsequent to this meeting, for the purpose of:

- making a market in and thus ensuring the liquidity of the Company's shares, through an investment services provider acting independently under the terms of a liquidity agreement that complies with the AMF decision renewing the use of liquidity agreements covering shares as an accepted market practice;
- holding and subsequently remitting shares in payment or exchange in connection with potential external growth transactions, with the proviso that the number of shares thus purchased may not exceed 5% of shares making up the share capital;
- covering securities representing debt instruments that entitle the holder, by way of conversion, exercise, redemption or exchange, to an allotment of shares of the Company;
- covering stock option programs and/or any other form of allocation of shares to employees and/or executive officers of the Company and/or the Group;
- retiring some or all shares, subject to the shareholders approving a specific resolution at an extraordinary general meeting;
- carrying out any transaction that is allowed or that might become authorized by regulations subsequent to this meeting, notably where such transaction is in line with a market practice that comes to be accepted or renewed by the AMF.

Where shares are bought back for liquidity purposes, the number of shares included for the purpose of calculating the aforementioned 10% limit shall be the number of shares purchased less the number of shares resold during the term of this authorization.

The number of shares the Company may directly or indirectly hold may not at any time exceed 10% of the Company's share capital, with such percentage applying to capital after adjustments reflecting any transactions that may affect it subsequent to this meeting.

The maximum purchase price shall be €40 per share.

The maximum amount allocated to the share buyback program shall be €10 million.

Shares may be purchased, sold or transferred by any method, through one or more transactions, on the market, off market or over the counter, including through the purchase or sale of blocks of shares. Such transactions shall be undertaken in accordance with applicable laws and regulations at the transaction date. They may take place at any time, subject to closed periods laid down in legal and regulatory provisions.

The shareholders grant all powers to the Board of Directors, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to decide to implement the aforementioned share buyback program, enter into agreements, place orders, and allocate or reallocate any shares purchased, in accordance with legal and regulatory provisions and all required formalities and declarations and, more generally, to take any action that may be required.

This authorization is granted for a period of 18 months with effect from the date of this meeting. It cancels any unused portion of the authorization granted at the shareholders' general meeting of June 9, 2022.

RESOLUTION 16
(Completion of legal formalities following the Ordinary General Meeting)

The shareholders, voting under the quorum and majority requirements applicable to ordinary general meetings, grant all powers to the holder of an original, copy or extract of the official record of this meeting to undertake all required legal formalities.

2.2 Within the authority of the Extraordinary General Meeting

RESOLUTION 17
(Authorization to be granted to the Board of Directors to reduce the share capital by retiring shares of the Company)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' report, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings and in accordance with Article L.22-10-62 of the French Commercial Code, authorize the Board of Directors, at its sole discretion, to retire some or all of any treasury shares held by the Company subsequent to buybacks carried out under the share buyback program authorized by Resolution 15 submitted to the shareholders at this meeting, or previously authorized buybacks, in one or more transactions and at any time, including during a public tender offer for the Company, up to a maximum of 10% of the Company's share capital per 24-month period, with such percentage applying to capital after adjustments reflecting any transactions that may affect it subsequent to this meeting.

The shareholders delegate all powers to the Board of Directors to reduce the share capital by retiring shares, stipulate the terms of any such reduction in the share capital, apply any difference between the carrying amount and the par value of shares thus retired to any available reserve or premium account, certify the completion of any such reduction in the share capital, make any corresponding amendments to the Articles of Incorporation and undertake all required formalities.

This authorization is granted for a period of 18 months with effect from the date of this meeting. It cancels the authorization granted at the shareholders' general meeting of June 9, 2022.

RESOLUTION 18
(Power to be granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, with pre-emptive subscription rights)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-129ff. of the French Commercial Code, in particular Articles L.225-129-2, L.225-132 and L.22-10-49ff., and Articles L.228-91ff. of that code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

(1) Delegate to the Board of Directors power to decide, if it sees fit, to issue, on one or more occasions, in the proportions and at the times it sees fit, with pre-emptive subscription rights for existing shareholders:

- ordinary shares of the Company; and/or
- equity securities giving immediate and/or future access to other equity securities of the Company or entitling the holder to an allocation of debt instruments; and/or
- securities giving access to equity securities of the Company to be issued.

It should be noted that the aforementioned shares, equity securities and other securities may be issued either free of charge or for consideration, in France or abroad, in euros, foreign currency or any other unit of account established with reference to more than one currency;

(2) Agree to set the overall limit on increases in the share capital that may be carried out under this delegation at a maximum nominal total amount of €8 million, with the proviso that this limit shall apply to all increases in the share capital that might be carried out under Resolutions 19 and 20 put to the vote at this shareholders' general meeting, and that it shall not take into account the nominal value of any ordinary shares that might be issued to protect the holders of rights attaching to securities giving access to the Company's equity;

(3) Agree that the maximum total nominal amount of debt instruments giving access to equity securities of the Company that might be issued under this delegation may not exceed €15 million, or the equivalent thereof if issued in foreign currency or in a unit of account established by reference to more than one currency, with the proviso that this amount shall apply to all debt instruments giving access to equity securities of the Company that might be issued under Resolutions 19 and 20 put to the vote at this shareholders' general meeting;

(4) Agree that, since shareholders have, in proportion to the amount of their existing shares, a pre-emptive right to subscribe for any securities that might be issued under this delegation, the Board of Directors shall also have the power to institute the right to subscribe for excess securities in proportion to the subscription rights held by shareholders, up to the amount requested by the latter. Where pre-emptive and, as the case may be, excess subscriptions have failed to absorb the full amount of any increase in the share capital, the Board of Directors may make use of any of the following powers, alone or in combination, under the conditions laid down in law and in whatever order it sees fit:
- Power to limit the amount of the increase in the share capital to the amount of subscriptions, provided the latter is at least three-quarters of the agreed amount of the increase in the share capital
- Power to freely apportion some or all of any unsubscribed shares, equity securities or other securities
- Power to offer to the public some or all of any unsubscribed shares, equity securities or other securities

(5) Note that this delegation entails the waiver by shareholders, in favor of the holders of any securities giving access to capital that might be issued, of their pre-emptive right to subscribe for the equity securities to which those securities confer rights;

(6) Agree that the Board of Directors shall have all powers, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to implement this delegation, notably with the effect of: stipulating the conditions of each issue; determining the dates and terms of each issue as well as the form and characteristics of shares, equity securities and other securities to be issued; deciding, in the event of an issue of debt instruments giving access to equity securities of the Company, whether or not those instruments are subordinated, their coupon rate, duration, redemption price and other terms of issuance and repayment in keeping with market conditions, and with the conditions under which those instruments will give access to equity securities of the Company; determining the issue price of shares, equity securities and other securities to be issued; determining the amounts to be issued, subscription dates and vesting dates (even retroactive) of securities to be issued and how they are to be paid up; determining the terms of exercise of rights attaching to equity securities or other securities to be issued and stipulating, where applicable, the conditions of their redemption on the market as well as the possibility of suspending the exercise of those rights; determining the terms under which the rights of holders of equity securities or other securities giving access to the Company's equity will be protected, in accordance with legal and regulatory provisions; charging costs arising in connection with increases in the share capital against the amount of associated premiums and deducting from those premiums any amounts required to bring the statutory reserve up to one-tenth of the total share capital after each increase; more generally, taking all necessary steps and precautions and entering into any agreement for the purpose of successfully concluding the planned issues; and certifying the completion of each increase in the share capital and amending the Articles of Incorporation accordingly;

(7) Set the period during which the Board of Directors may make use of this delegation at 26 months with effect from the date of this shareholders' general meeting.

RESOLUTION 19

(Power to be granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, without pre-emptive subscription rights, through one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-129ff. of the French Commercial Code, in particular Articles L.225-129-2, L.225-135 and L.225-136, and Articles L.22-10-49ff. of the French Commercial Code, in particular Articles L.22-10-51, L.22-10-52 and L.228-91, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

(1) Delegate to the Board of Directors power to decide, if it sees fit, in the context of one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code, to issue, on one or more occasions, in the proportions and at the times it sees fit, without pre-emptive subscription rights for existing shareholders:

- ordinary shares of the Company; and/or

- equity securities giving immediate and/or future access to other equity securities of the Company or entitling the holder to an allocation of debt instruments; and/or
- securities giving access to equity securities of the Company to be issued.

It should be noted that the aforementioned shares, equity securities and other securities may be issued in France or abroad, in euros, foreign currency or any other unit of account established with reference to more than one currency;

(2) Agree to set the overall limit on increases in the share capital that may be carried out under this delegation at a maximum nominal total amount of €8 million, with the proviso that this limit shall apply to all increases in the share capital that might be carried out under Resolutions 18 and 20 put to the vote at this shareholders' general meeting, and that it shall not take into account the nominal value of any ordinary shares that might be issued to protect the holders of rights attaching to securities giving access to the Company's equity;

(3) Agree that the maximum total nominal amount of debt instruments giving access to equity securities of the Company that might be issued under this delegation may not exceed €15 million, or the equivalent thereof if issued in foreign currency or in a unit of account established by reference to more than one currency, with the proviso that this amount shall apply to all debt instruments giving access to equity securities of the Company that might be issued under Resolutions 18 and 20 put to the vote at this shareholders' general meeting;

(4) Agree to withdraw shareholders' pre-emptive right to subscribe for shares, equity securities and other securities to be issued, albeit while allowing the Board of Directors the option to assess whether or not shareholders should be granted a priority subscription window for all or part of each issue, under conditions to be determined by the Board and in accordance with applicable legal and regulatory provisions. Such priority windows shall not give rise to the creation of negotiable rights but may, if the Board of Directors sees fit, be exercised as of right and/or in relation to any excess securities issued;

(5) Agree that, where the full amount of any increase in the share capital is not absorbed by subscriptions, including by existing shareholders, the Board of Directors may make use of either or both of the following powers, under the conditions laid down in law and in whatever order it sees fit:

- Power to limit the amount of the increase in the share capital to the amount of subscriptions, provided the latter is at least three-quarters of the agreed amount of the increase in the share capital
- Power to freely apportion some or all of any unsubscribed shares, equity securities or other securities

(6) Note that this delegation entails the waiver by shareholders, in favor of the holders of any securities giving access to capital that might be issued, of their pre-emptive right to subscribe for the equity securities to which those securities confer rights;

(7) Agree that:

- the issue price of shares and equity securities shall be at least equal to the minimum laid down in applicable legislation and regulations at the time at which this delegation is used (i.e., as an indication as of today's date, no less than the weighted average price over the last three trading days preceding the start date of the public offering period as defined in Regulation (EU) No. 2017/1129 of June 14, 2017, less a potential discount of no more than 10%) after correcting this amount to reflect any difference in vesting date; and
- the issue price of other securities shall be determined such that the amount immediately received by the Company plus any amount that may subsequently be received by it is, for each ordinary share issued as a result of the issuance of those securities, at least equal to the minimum price referred to in the previous paragraph;

(8) Agree that the Board of Directors shall have all powers, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to implement this delegation, notably with the effect of: stipulating the conditions of each issue; determining the dates and terms of each issue as well as the form and characteristics of shares, equity securities and other securities to be issued; deciding, in the event of an issue of debt instruments giving access to equity securities of the Company, whether or not those instruments are subordinated, their coupon rate, duration, redemption price and other terms of issuance and repayment in keeping with market conditions, and with the conditions under which those instruments will give access to equity securities of the Company; determining the issue price of shares, equity securities and other securities to be issued; determining the amounts to be issued, subscription dates and vesting dates (even retroactive) of securities to be issued and how they are to be paid up; determining the terms of exercise of rights attaching to equity securities or other securities to be issued and stipulating, where applicable, the

conditions of their redemption on the market as well as the possibility of suspending the exercise of those rights; determining the terms under which the rights of holders of equity securities or other securities giving access to the Company's equity will be protected, in accordance with legal and regulatory provisions; charging costs arising in connection with increases in the share capital against the amount of associated premiums and deducting from those premiums any amounts required to bring the statutory reserve up to one-tenth of the total share capital after each increase; more generally, taking all necessary steps and precautions and entering into any agreement for the purpose of successfully concluding the planned issues; and certifying the completion of each increase in the share capital and amending the Articles of Incorporation accordingly;

(9) Set the period during which the Board of Directors may make use of this delegation at 26 months with effect from the date of this shareholders' general meeting.

RESOLUTION 20

(Power to be granted to the Board of Directors to issue ordinary shares, equity securities giving access to other equity securities or to the allotment of debt instruments, or securities giving access to equity securities yet to be issued, without pre-emptive subscription rights, through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-129ff. of the French Commercial Code, in particular Articles L.225-129-2, L.225-135 and L.225-136, and Articles L.22-10-49ff. of the French Monetary and Financial Code, in particular Article L.22-10-52, and Articles L.228-91ff. of that code, together with the provisions of the first section of Article L.411-2 of the French Monetary and Financial Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

(1) Delegate to the Board of Directors power to decide, if it sees fit, for up to a maximum of 20% of the share capital per annum, through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code, to issue, on one or more occasions, in the proportions and at the times it sees fit, without pre-emptive subscription rights for existing shareholders:

- ordinary shares of the Company; and/or
- equity securities giving immediate and/or future access to other equity securities of the Company or entitling the holder to an allocation of debt instruments; and/or
- securities giving access to equity securities of the Company to be issued.

It should be noted that the aforementioned shares, equity securities and other securities may be issued in France or abroad, in euros, foreign currency or any other unit of account established with reference to more than one currency;

(2) Agree to set the overall limit on increases in the share capital that may be carried out under this delegation at a maximum nominal total amount of €8 million, with the proviso that this limit shall apply to all increases in the share capital that might be carried out under Resolutions 19 and 20 put to the vote at this shareholders' general meeting, and that it shall not take into account the nominal value of any ordinary shares that might be issued to protect the holders of rights attaching to securities giving access to the Company's equity;

(3) Agree that the maximum total nominal amount of debt instruments giving access to equity securities of the Company that might be issued under this delegation may not exceed €15 million, or the equivalent thereof if issued in foreign currency or in a unit of account established by reference to more than one currency, with the proviso that this amount shall apply to all debt instruments giving access to equity securities of the Company that might be issued under Resolutions 19 and 20 put to the vote at this shareholders' general meeting;

(4) Agree to withdraw shareholders' pre-emptive subscription rights to shares, equity securities and other securities to be issued;

(5) Agree that, where the full amount of any increase in the share capital is not absorbed by subscriptions, including by existing shareholders, the Board of Directors may make use of either or both of the following powers, under the conditions laid down in law and in whatever order it sees fit:

- Power to limit the amount of the increase in the share capital to the amount of subscriptions, provided the latter is at least three-quarters of the agreed amount of the increase in the share capital
- Power to freely apportion some or all of any unsubscribed shares, equity securities or other securities

(6) Note that this delegation entails the waiver by shareholders, in favor of the holders of any securities giving access to capital that might be issued, of their pre-emptive right to subscribe for the equity securities to which those securities confer rights;

(7) Agree that:

- the issue price of shares and equity securities shall be at least equal to the minimum laid down in applicable legislation and regulations at the time at which this delegation is used (i.e., as an indication as of today's date, no less than the weighted average price over the last three trading days preceding the start date of the public offering period as defined in Regulation (EU) No. 2017/1129 of June 14, 2017, less a potential discount of no more than 10%) after correcting this amount to reflect any difference in vesting date; and
- the issue price of other securities shall be determined such that the amount immediately received by the Company plus any amount that may subsequently be received by it is, for each ordinary share issued as a result of the issuance of those securities, at least equal to the minimum price referred to in the previous paragraph;

(8) Agree that the Board of Directors shall have all powers, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to implement this delegation, notably with the effect of: stipulating the conditions of each issue; determining the dates and terms of each issue as well as the form and characteristics of shares, equity securities and other securities to be issued; deciding, in the event of an issue of debt instruments giving access to equity securities of the Company, whether or not those instruments are subordinated, their coupon rate, duration, redemption price and other terms of issuance and repayment in keeping with market conditions, and with the conditions under which those instruments will give access to equity securities of the Company; determining the issue price of shares, equity securities and other securities to be issued; determining the amounts to be issued, subscription dates and vesting dates (even retroactive) of securities to be issued and how they are to be paid up; determining the terms of exercise of rights attaching to equity securities or other securities to be issued and stipulating, where applicable, the conditions of their redemption on the market as well as the possibility of suspending the exercise of those rights; determining the terms under which the rights of holders of equity securities or other securities giving access to the Company's equity will be protected, in accordance with legal and regulatory provisions; charging costs arising in connection with increases in the share capital against the amount of associated premiums and deducting from those premiums any amounts required to bring the statutory reserve up to one-tenth of the total share capital after each increase; more generally, taking all necessary steps and precautions and entering into any agreement for the purpose of successfully concluding the planned issues; and certifying the completion of each increase in the share capital and amending the Articles of Incorporation accordingly;

(9) Set the period during which the Board of Directors may make use of this delegation at 26 months with effect from the date of this shareholders' general meeting.

RESOLUTION 21

(Authorization to be granted to the Board of Directors to establish, for up to a maximum of 10% of the share capital each year, the issue price of equity securities to be issued through one or more public offerings other than those referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code or through one or more offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of the second paragraph of Article L.22-10-52 of the French Commercial Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

1) Authorize the Board of Directors, if it makes use of the powers covered by Resolution 19 and/or 20, to diverge from the conditions for determining the issue price laid down in Article R.22-10-32 of the French Commercial Code, for up to a maximum of 10% of the share capital per annum, which percentage shall apply to the adjusted capital taking into account any transactions that may affect it subsequent to the date of this shareholders' general meeting, and to set the issue price of equity securities to be issued, whether immediately or in the future, at no less than the weighted average price over the previous three trading days, less a potential discount of no more than 15%;

2) Agree that the nominal amount of any increases in the share capital decided upon under this resolution shall count toward the aggregate limit laid down in Resolution 27 to be put to the vote at this meeting;

3) Set the period during which the Board of Directors may make use of this authorization at 26 months with effect from the date of this shareholders' general meeting;

4) Agree that the Board of Directors shall have all powers, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to implement this authorization.

RESOLUTION 22

(Authorization to be granted to the Board of Directors to increase the amount of any issues that might be agreed pursuant to Resolutions 18, 19 and/or 20, in the event that they are oversubscribed)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Article L.225-135-1 of the French Commercial Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

1) Authorize the Board of Directors, if it makes use of the powers covered by Resolutions 18, 19 and/or 20 and if the relevant issues are oversubscribed, to increase the number of securities to be issued, while abiding by the provisions of Article R.225-118 of the French Commercial Code (as an indication as of today's date, the number of securities to be issued may be increased within 30 days of the end of the subscription period by up to a maximum of 15% of the initial issue and at the same price as that used in the initial issue);

2) Agree that the nominal amount of any increases in the share capital decided upon under this resolution shall count toward the aggregate limit laid down in Resolution 27 to be put to the vote at this meeting;

3) Set the period during which the Board of Directors may make use of this authorization at 26 months with effect from the date of this shareholders' general meeting;

4) Agree that the Board of Directors shall have all powers, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to implement this authorization.

RESOLUTION 23

(Power to be granted to the Board of Directors to increase the share capital as consideration for in-kind contributions granted to the company and consisting of equity securities or securities giving access to equity)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Article L.225-147 and L.22-10-53 of the French Commercial Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

(1) Delegate to the Board of Directors all powers to carry out, based on the report by the capital contributions auditor referred to in Article L.225-147 of the French Commercial Code, one or more increases in the Company's share capital, by issuing ordinary shares and/or other securities giving immediate or future access to the Company's equity, in consideration for in-kind contributions to the Company consisting of securities giving access to equity, where the provisions of Article L.22-10-54 do not apply;

(2) Agree to withdraw shareholders' pre-emptive right to subscribe for securities issued by the Company in consideration for those in-kind contributions, in favor of the holders of the securities thus contributed;

(3) Agree to set the maximum nominal amount of increases in the share capital that might be carried out under this delegation, immediately and/or in the future, at 10% of the Company's share capital at any given time, after adjusting the capital to reflect any transactions that might affect it subsequent to the date of this meeting;

(4) Note that this delegation entails the waiver by shareholders of their pre-emptive right to subscribe for equity securities to which securities issued under this delegation confer rights;

(5) Agree that the Board of Directors shall have all powers, with the option to subdelegate those powers under the conditions laid down in legislation and regulations, to implement this delegation, notably with the effect of: laying down the conditions of the issue; drawing up a list of equity securities or other securities contributed; determining the type and number of shares or other securities to be issued, their characteristics and the terms of their issuance; determining the terms under which, where applicable, the rights of holders of securities giving access to the company's equity shall be protected; ruling, on the basis of report(s) by the capital contributions auditor referred to in Article L.225-147 of the French Commercial Code, on the valuation of contributions and the granting of special benefits; charging costs arising in connection with increases in the share capital against the amount of associated premiums and deducting from those premiums any amounts required to bring the statutory reserve up to one-tenth of the total share capital after each increase; certifying

the completion of each increase in the share capital and amending the Articles of Incorporation accordingly; and, more generally, undertaking all formalities and declarations and requesting all authorizations needed to complete such contributions;

(6) Set the period during which the delegation covered by this resolution shall be valid at 26 months with effect from the date of this meeting.

RESOLUTION 24

(Power to be granted to the Board of Directors to carry out increases in the share capital reserved for the members of a company or group employee savings plan)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-129ff. of the French Commercial Code, in particular Articles L.225-129-2, L.225-129-6, L.225-138 and L.225-138-1, together with Articles L.3332-1ff. of the French Labor Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

(1) Delegate to the Board of Directors power to carry out, if it sees fit, one or more increases in the Company's share capital, in the proportions and at the times it sees fit, by issuing equity securities or other securities giving access to the Company's equity, reserved for salaried employees of the Company and/or of companies covered by Article L.225-180 of the French Commercial Code, under the terms of a company or group employee savings plan;

(2) Agree to withdraw shareholders' pre-emptive right to subscribe for equity securities or other securities giving access to the Company's equity to be issued, in favor of members of the employee savings plan;

(3) Set the period during which this resolution shall be valid at 26 months with effect from the date of this meeting;

(4) Agree that the total nominal amount of increases in the share capital carried out under this delegation may not exceed 2% of the Company's share capital at the date of the decision by the Board of Directors;

(5) Agree that the subscription price of equity securities or other securities giving access to equity issued under the terms of this delegation shall be determined by the Board of Directors in accordance with the provisions of Articles L.3332-18 to L.3332-24 of the French Labor Code;

(6) Grant all powers to the Board of Directors to implement this delegation, and in particular to: stipulate the terms of each issue; determine the terms of allocation, in accordance with legal conditions, including conditions on length of ownership; draw up a list of beneficiaries and determine the number of equity securities or other securities giving access to the Company's equity for which beneficiaries may subscribe; determine, within legal limits, the issue price of equity securities or other securities giving access to the Company's equity, as well as the periods during which beneficiaries may exercise their rights; determine the number of equity securities or other securities giving access to the Company's equity to be released, the duration of the subscription period and the vesting date of equity securities or other securities giving access to the Company's equity; determine how and when equity securities or other securities giving access to the Company's equity must be paid up; certify the completion of increases in the share capital and amend the Articles of Incorporation accordingly; charge costs arising in connection with increases in the share capital against the amount of associated premiums and deduct from those premiums any amounts required to bring the statutory reserve up to one-tenth of the total share capital after each increase; and, more generally, carry out all formalities and take all necessary steps to complete increases in the share capital.

RESOLUTION 25

(Authorization to be granted to the Board of Directors to issue shares of the Company to employees and/or executive directors of the Company and/or affiliated companies free of charge)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with Articles L.225-197-1ff. and L.22-10-59ff. of the French Commercial Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

1) Authorize the Board of Directors, if it sees fit, to issue ordinary shares of the Company, whether already existing or yet to be issued, to salaried employees and/or executive directors of the Company and/or of companies subject to Article L.225-197-2 of the French Commercial Code, or to certain categories thereof;

2) Agree that the percentage of the share capital that might be allotted under this authorization may not exceed 2%, calculated as at the date of the Board's decision to allot those shares;

3) Agree that this authorization, of which the Board of Directors may make use on one or more occasions, shall be granted for a period of 38 months with effect from the date of this meeting;

4) Agree that shares shall vest to their beneficiaries upon expiry of a vesting period of not less than one year, to be determined by the Board of Directors. However, where the beneficiary is a disabled person falling into the second or third category set out in Article L.341-4 of the French Social Security Code, the Board of Directors is authorized to arrange for the shares to vest before expiry of the vesting period and, for those disabled beneficiaries, shares shall be freely transferable;

5) Agree that the minimum period for which beneficiaries must hold shares after their vesting date shall be determined by the Board of Directors and may not be less than one year. However, should the Board of Directors establish a vesting period of two years or longer, the Board may waive the mandatory holding period;

6) Agree that any existing ordinary shares that may be allotted free of charge under this authorization must be acquired by the Company under the terms of Article L.22-10-62 of the French Commercial Code;

7) Delegate to the Board of Directors power to decide, at its sole discretion, to carry out one or more increases in the share capital by issuing ordinary shares, to be undertaken through the capitalization of reserves, earnings or issue premiums, up to a maximum aggregate limit of 2% of the Company's share capital, after adjusting the share capital to reflect any transactions that might affect it subsequent to the date of this meeting, to be counted proportionately against the aforementioned limit in respect of the percentage of the share capital that may be allotted by the Board of Directors under the terms of this authorization;

8) Note that this authorization automatically entails the waiver by shareholders, in favor of the beneficiaries of shares allotted free of charge, of their pre-emptive right to subscribe for shares that might be issued in the event of any increases in the share capital through the capitalization of reserves, earnings or share premiums decided upon by the Board of Directors under the terms of this authorization, and of any fraction of reserves, earnings or issue premiums thus capitalized, subject to the aforementioned shares vesting to the beneficiaries upon expiry of the vesting period;

9) Delegate all powers to the Board of Directors, within the limits laid down in legislation and regulations and within the limits set out above, to implement this delegation, and in particular to: determine whether shares to be issued free of charge are existing shares or shares yet to be issued; determine the terms and, where applicable, criteria for the allotment of shares; determine the allotment date, vesting period and, where applicable, mandatory holding period of the shares; determine the identity of the beneficiaries of share awards, the number of shares awarded to each beneficiary and the terms of the award; determine the conditions under which the number of shares allotted free of charge shall be adjusted, where applicable, in the event of transactions involving the Company's capital, during the vesting period, so as to maintain beneficiaries' rights; determine the terms of issue of shares to be issued; for any shares that might be allotted to the executive directors, either determine that the recipients may not sell those shares while still in office or determine the quantity of shares they shall be required to hold in registered form as long as they remain in office; take any steps, enter into any agreements and draw up any documents; certify increases in the share capital once shares thus awarded have vested, and amend the Articles of Incorporation accordingly; carry out all legal formalities and make any required declarations to organizations; and, more generally, take any required action.

RESOLUTION 26

(Authorization to be granted to the Board of Directors to award stock options to employees and/or executive directors of the Company and/or affiliated companies)

Having familiarized themselves with the report by the Board of Directors and the statutory auditors' special report, and in accordance with the provisions of Articles L.225-177ff. and L.22-10-56ff. of the French Commercial Code, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings:

(1) Authorize the Board of Directors, if it sees fit, to grant to the employees and/or executive directors of the Company and/or of companies referred to in Article L.225-180 of the French Commercial Code, or to some of them, options entitling the grantees to subscribe for shares of the Company to be issued by way of an increase in the Company's share capital, up to a maximum total nominal amount of €800,000;

(2) Agree that this authorization, of which the Board of Directors may make use on one or more occasions, shall be granted for a period of 38 months with effect from this meeting;

(3) Agree that the subscription price of shares shall be determined by the Board of Directors on the day on which options are granted. This price may not be less than 80% of the average price quoted over the 20 trading days preceding the day on which the options are granted;

(4) Agree that the subscription price of shares may not be amended during the option period. However, should the Company undertake any capital transaction referred to in Article L.225-181 of the French Commercial Code, the Board of Directors shall take any action required to protect the interests of beneficiaries of options under the conditions laid down in legislation and regulations;

(5) Agree that the period during which options may be exercised shall not exceed ten years from the date on which they are granted;

(6) Agree that the Board of Directors may decide to prohibit the immediate resale of some or all shares, with the proviso that the mandatory holding period may not exceed three years from the date on which the option is exercised;

(7) Note that this authorization entails the express waiver, in favor of the beneficiaries of options, of shareholders' pre-emptive rights to subscribe for shares to be issued as and when options are exercised;

(8) Delegate all powers to the Board of Directors to determine, within legal and regulatory limits, and within the limits laid down above, the conditions under which options are to be granted, and in particular to: determine the dates on which options are to be granted; determine individual beneficiaries or categories of beneficiaries of options, as it considers most appropriate to build motivation and loyalty among those beneficiaries; determine the number of shares to be allotted to each beneficiary; determine the conditions of exercise of options; determine the periods during which options may be exercised; determine the validity period of options; determine, where applicable, the holding period of options; certify increases in the share capital resulting from the exercise of share subscription options; make corresponding amendments to the Articles of Incorporation; charge the costs associated with increases in the share capital to the relevant premium accounts and deduct from such premium accounts any amounts required to bring the statutory reserve up to one-tenth of the new share capital after each increase; and, more generally, complete all formalities and take all action required to implement this authorization.

RESOLUTION 27
(Determination of the overall limit on increases in the share capital)

Having familiarized themselves with the report by the Board of Directors, the shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings and in accordance with the provisions of Article L.225-129-2 of the French Commercial Code, agree as follows:

- to set the overall maximum nominal amount of increases in the share capital that might be undertaken, immediately or in the future, by virtue of powers, authorities and/or authorizations delegated under the terms of Resolutions 18, 19, 20, 21, 22, 23, 24, 25 and 26 put to the vote at this meeting, at €8 million, with the proviso that this limit shall not take into account the nominal amount of any equity securities to be issued to protect the holders of rights attaching to securities giving access to the Company's equity; and

- to set the overall maximum nominal amount of debt instruments that might be issued by virtue of powers granted under the terms of Resolutions 18, 19 and 20 put to the vote at this meeting at €15 million.

RESOLUTION 28
(Completion of legal formalities following the Extraordinary General Meeting)

The shareholders, voting under the quorum and majority requirements applicable to extraordinary general meetings, grant all powers to the holder of an original, copy or extract of the official record of this meeting to undertake all required legal formalities.

3. Report by the Board of Directors

Dear Shareholders,

We have convened this combined shareholders' general meeting to submit for your approval the financial statements for the fiscal year ended December 31, 2022, propose that one director be reappointed and one new director be appointed, and ask you to vote on resolutions intended to delegate powers or grant authorizations to the Board of Directors.

The first four resolutions to be put to the vote concern the financial statements for the fiscal year ended December 31, 2022, and in particular:

- Approval of the parent company and consolidated financial statements as at that date;
- Appropriation of parent company earnings for the fiscal year, namely a profit of €29,058,725.71, which we propose be appropriated as follows:
  - Other reserves: €25,286,855.71
  - Dividends: €3,771,870.00
- Approval of regulated agreements in force during the fiscal year ended December 31, 2022 authorized in advance by the Board of Directors.

Resolutions 5, 6, 7, 8 and 9 ask you to approve the components of compensation paid to the Chairman and Chief Executive Officer and the Deputy Chief Executive Officers by virtue of their respective offices during the fiscal year ended December 31, 2022 or allotted to them in respect of that fiscal year, as set out in section 21.6.2 of the report by the Board of Directors on corporate governance, which is appended to the Management Report.

Resolution 10 asks you to approve disclosures referred to in section I of Article L.22-10-9 of the French Commercial Code, concerning compensation payable to executive officers, set out in section 21.6.3 of the report by the Board of Directors on corporate governance, appended to the Management Report.

Resolution 11 asks you to approve the compensation policy for executive officers set out in section 21.6.4 of the report by the Board of Directors on corporate governance, appended to the Management Report. It should be noted that this policy is unchanged from that submitted for approval at the Ordinary General Meeting held in 2022.

Resolution 12 asks you to reappoint Corinne Le Roy as a director, her current term of office being due to expire at this shareholders' general meeting. Corinne Le Roy would be reappointed as a director for a further four years, expiring at the end of the shareholders' general meeting to be held in 2027 to approve the financial statements for the previous fiscal year.

It should be noted that Marie-Hélène Lair's term of office as a director, which is also due to expire at this shareholders' general meeting, will end today, since the age limit laid down in the Articles of Incorporation means she can not be reappointed.

Resolution 13 asks you to appoint Véronique Le Bourge as a director.

Véronique Le Bourge would be appointed for a period of six years, expiring at the end of the ordinary general meeting to be held in 2029 to approve the financial statements for the previous fiscal year.

It should be noted that, with Marie-Hélène Lair's term of office as a director expiring today, the proposed appointment of Véronique Le Bourge as a director would enable the Board, in appointing a new female member, to comply with applicable legal provisions concerning balanced gender representation on the Board of Directors.

Resolution 14 asks you to ratify the decision taken by the Board of Directors at its meeting of January 25, 2023 to relocate the Company's registered office to 2 Rue du Chêne Héleuc, 56910 Carentoir, France and to amend the Articles of Incorporation accordingly.

Resolution 15 asks you to authorize the Board of Directors to continue to trade in the Company's shares for the purpose of making a market in those shares, through an investment services provider acting independently under the terms of a liquidity agreement that complies with the decision by the Autorité des Marchés Financiers (AMF) to continue considering share liquidity agreements as an accepted market practice.

Furthermore, the Board of Directors would like to be able to trade in the Company's shares for the purposes of:

- holding and subsequently remitting shares in payment or exchange in connection with potential external growth transactions, with the proviso that the number of shares purchased for such purpose may not exceed 5% of shares making up the share capital;
- covering securities representing debt instruments that entitle the holder, by way of conversion, exercise, redemption or exchange, to an allotment of shares of the Company;
- covering stock option programs and/or any other form of allocation of shares to employees and/or executive officers of the Company and/or the Group;
- retiring shares thus purchased, subject to the shareholders approving a specific resolution at an extraordinary general meeting;
- carrying out any transaction that is allowed or that might become authorized by regulations subsequent to this meeting, notably where such transaction is in line with a market practice that comes to be accepted or renewed by the AMF.

The proposed authorization would enable the Board to purchase the Company's shares up to a maximum of 10% of the total number of shares making up the share capital at any given time.

The maximum purchase price would be set at €40 per share and the maximum amount allocated to the share buyback program would be set at €10 million.

Shares would be able to be purchased, sold or transferred at any time, through one or more transactions, by any method, on the market, off market or over the counter, including through the purchase or sale of blocks of shares. Such transactions shall be undertaken in accordance with applicable laws and regulations at the transaction date.

This authorization would be granted to the Board of Directors for a period of 18 months with effect from the date of this meeting, with the Board having all powers to decide on its implementation.

Resolution 16 asks you to authorize any person bearing an original, copy or extract of the official record of this meeting to undertake all legal formalities subsequent to the adoption or otherwise of the resolutions falling within the remit of the Ordinary General Meeting.

Resolution 17 asks you to authorize the Board of Directors, if it sees fit, to reduce the Company's share capital by retiring shares that the Company holds or might come to hold as a result of buybacks under the share buyback program proposed in Resolution 15 and/or under previously authorized programs, with the proviso that the Board would not be able to retire more than 10% of the total number of shares making up the share capital in any 24-month period.

This authorization would allow the Board to stipulate the terms of any reduction in the share capital through the retirement of shares, certify the completion of any such reduction in the share capital, apply any difference between the carrying amount and the par value of shares thus retired to any available reserve and/or premium accounts, and make any corresponding amendments to the Articles of Incorporation.

This authorization would be granted to the Board of Directors for a period of 18 months with effect from this meeting.

Resolutions 18, 19 and 20 ask you to grant the Board of Directors powers to decide, if it sees fit, to issue:

- ordinary shares of the Company; and/or
- equity securities giving immediate and/or future access to other equity securities of the Company or entitling the holder to an allocation of debt instruments; and/or
- securities giving access to equity securities of the Company yet to be issued.

While the Board of Directors has no immediate plans to carry out such issues, it would like to have such powers at its disposal so that, for example, it can, if necessary, increase the Company's share capital to support growth in Guillemot Corporation's business or improve its financial position. Such delegated powers would allow the Board greater flexibility to carry out such issues and give the Company more control over their timing.

You are therefore asked to grant the Board of Directors powers to decide, if it sees fit, to carry out one or more issues:

- with pre-emptive subscription rights, whether free of charge or for consideration, up to a maximum total increase in the share capital of €8 million *(Resolution 18)*;
- without pre-emptive subscription rights, through a public offering (excluding offerings referred to in the first paragraph of Article L.411-2 of the French Monetary and Financial Code), up to a maximum total increase in the share capital of €8 million, with the proviso that the Board would have the power to assess whether or not shareholders should be granted a priority subscription window *(Resolution 19)*; and/or
- without pre-emptive subscription rights, notably through one or more offerings covered by the first paragraph of Article L.411-2 of the French Monetary and Financial Code, i.e. for qualified investors *(where a qualified investor is a person defined in point (e) of Article 2 of Regulation (EU) No. 2017/1129 of June 14, 2017)* or a restricted group of investors *(where a restricted group of investors consists of persons, other than qualified investors*, *numbering, as of today's date, fewer than 150)* for a maximum of 20% of the share capital per annum, up to a maximum total increase in the share capital of €8 million *(Resolution 20)*.
-

The aggregate limit on increases in the share capital that might be carried out, immediately and/or in the future, under Resolutions 18, 19 and 20 may not exceed a total nominal amount of €8 million, to which may be added, as the case may be, the nominal amount of any additional shares to be issued to protect the holders of rights attaching to securities giving access to the Company's equity.

The maximum nominal amount of debt instruments giving access to equity securities that might be issued under Resolutions 18, 19 and 20 may not exceed €15 million.

As regards issues with pre-emptive subscription rights that may be decided by virtue of the delegation that is the subject of Resolution 18, you are asked to grant the Board the power to introduce excess subscription rights in favor of shareholders who subscribe for more than the number of shares for which they would be able to subscribe on a pre-emptive basis, in proportion to the number of subscription rights they hold, and in any event up to an amount not exceeding the amount requested. In the event that pre-emptive and, as the case may be, excess subscriptions fail to absorb the full amount of the increase in the share capital, the Board of Directors may make use of any of the following powers, alone or in combination, in whatever order it sees fit:

- Power to limit the amount of the increase in the share capital to the amount of subscriptions, provided the latter is at least three-quarters of the agreed amount of the increase in the share capital
- Power to freely apportion some or all of any unsubscribed shares, equity securities or other securities
- Power to offer to the public some or all of any unsubscribed shares, equity securities or other securities

As regards increases in the share capital without pre-emptive subscription rights covered by Resolutions 19 and 20, in the event that subscriptions fail to absorb the full amount of the increase in the share capital, the Board of Directors may make use of either or both of the following powers, in whichever order it sees fit:

- Power to limit the amount of the increase in the share capital to the amount of subscriptions, provided the latter is at least three-quarters of the agreed amount of the increase in the share capital
- Power to freely apportion some or all of any unsubscribed shares, equity securities or other securities

In the case of issues without pre-emptive subscription rights, the issue price of shares and debt instruments shall be at least equal to the minimum laid down in applicable legislation and regulations at the time at which this delegation is used (i.e., as an indication as of today's date, no less than the weighted average price over the last three trading days preceding the start date of the public offering period as defined in Regulation (EU) No. 2017/1129 of June 14, 2017, less a potential discount of no more than 10%) after correcting this amount to reflect any difference in vesting date, and the issue price of other securities shall be determined such that the amount immediately received by the Company plus any amount that may subsequently be received by it is, for each ordinary share issued as a result of the issuance of those securities, at least equal to the minimum price referred to above.

Resolutions 18, 19 and 20 are intended to allow the Board the greatest possible flexibility to act in the Company's interest. The Board would have the option of opting for the most favorable types and terms of issue given the wide variety of securities and the ever-changing nature of stock markets.

Within the limits laid down in the delegations covered by Resolutions 18, 19 and 20, which would be granted to the Board for 26 months, the Board would have the powers needed to determine the terms of issue, certify the completion of resulting increases in the share capital and amend the Articles of Incorporation accordingly.

Resolution 21 asks you to authorize the Board of Directors to set the issue price of equity securities that might be issued by virtue of powers delegated to the Board under Resolutions 19 and 20, for up to a maximum of 10% of the share capital per annum.

The issue price would be at least equal to the weighted average price over the three trading days preceding the date on which it was set, less a potential discount of no more than 15%.

This authorization would be granted to the Board for a period of 26 months with effect from the date of this meeting.

Resolution 22 asks you to authorize the Board of Directors to increase the amount of issues that could be carried out under Resolutions 18, 19 and 20, if those issues are oversubscribed.

The number of securities could thus be increased within the 30 days following the end of the subscription period, up to a maximum of 15% of the initial issue and at the same price as that used for the initial issue.

This authorization would be granted to the Board for a period of 26 months with effect from the date of this meeting.

Resolution 23 asks you to delegate all powers to the Board of Directors to carry out increases in the share capital, for up to a maximum of 10% of the share capital, as consideration for in-kind contributions to the Company consisting of equity securities or other securities giving access to equity.

While the Board of Directors has no immediate plans to carry out such issues, this resolution would grant the Board all powers, in particular, to: determine the terms of issue; draw up a list of equity securities or other securities to be tendered; determine the nature and number of shares or other securities to be issued in consideration for contributions, their characteristics and the terms of their issuance; approve the valuation of contributions; certify the completion of each increase in the share capital and amend the Articles of Incorporation accordingly; and, more generally, undertake all required formalities and declarations and request all authorizations needed to complete such contributions.

This authorization wound entail the waiver by shareholders, in favor of the holders of securities contributed in kind, of their pre-emptive right to subscribe for equity securities issued by the Company in consideration for those in-kind contributions, and would be granted for a period of 26 months with effect from the date of this meeting.

Resolution 24 asks you to authorize the Board, if it sees fit, to decide to carry out increases in the share capital reserved for salaried employees of the Company and affiliated companies, under the terms of a company or group employee savings plan.

This delegation would entail the express waiver by shareholders, in favor of members of the savings plan, of their pre-emptive right to subscribe for equity securities or other securities giving access to equity that might be issued, and would be granted to the Board of Directors for a period of 26 months with effect from the date of this meeting.

The total nominal amount of increases in the share capital that could be carried out under this delegation may not exceed 2% of the Company's share capital at the date of the decision by the Board of Directors.

The subscription would be determined by the Board in accordance with the provisions of Articles L.3332-18 to L.3332-24 of the French Labor Code: it may not exceed the average price over the 20 trading days preceding the date of the Board's decision setting the opening date of the subscription period, nor may it be more than 30% below that average, or 40% where the lock-in period laid down in the plan pursuant to Articles L.3332-25 and L.3332-26 is ten years or more.

This resolution would grant all powers to the Board to carry out, on one or more occasions, increases in the share capital reserved for the members of a company or group employee savings plan, to determine the terms of issue and the terms of allocation, to certify increases in the share capital and to amend the Articles of Incorporation accordingly.

Resolution 25 asks you to authorize the Board, if it sees fit, to issue ordinary shares of the Company, whether already existing or yet to be issued, to salaried employees and/or executive directors of the Company and/or of affiliated companies, or to some of them, free of charge, so as to give them a greater stake in the Company's future and build loyalty.

The percentage of the share capital that might be allotted free of charge under this authorization may not exceed 2% at the date of the Board's decision to allot those shares.

This authorization, of which the Board of Directors would be able to make use on one or more occasions, would be granted for a period of 38 months with effect from this meeting.

Shares would vest to their beneficiaries upon expiry of a vesting period the minimum duration of which would be determined by the Board and may not be less than one year, with the proviso that, where the beneficiary is a disabled person, the Board of Directors would be authorized to arrange for the shares to vest before expiry of the vesting period and, for those disabled beneficiaries, shares shall would freely transferable.

The minimum period for which beneficiaries must hold shares after their vesting date would be determined by the Board and may not be less than one year, with the proviso that, should the Board stipulate a vesting period of two years or longer, the Board may remove the requirement to hold the shares for a specified holding period.

Shares to be allotted free of charge may be existing shares previously bought back by the Company to that end under a share buyback program, and/or new shares issued in connection with an increase in the share capital to be carried out by capitalizing reserves, earnings or premiums. As such, you are asked to delegate power to the Board of Directors to decide to carry out such increases in the share capital, for up to a maximum aggregate limit of 2% of the Company's share capital. This limit on increases in the share capital would count proportionately toward the limit on the percentage of the Company's share capital that might be allocated free of charge under this authorization. This authorization would automatically entail the waiver by the shareholders of their pre-emptive right to subscribe for new shares that might be issued in the event of any increases in the share capital through the capitalization of reserves, earnings or share premiums decided upon by the Board under the terms of this authorization, subject to those free shares vesting to the beneficiaries upon expiry of the vesting period.

You are therefore asked to pass a resolution granting the Board all powers, within the limits laid down above and subject to legal and regulatory limits, to implement this authorization and, in particular, to determine the terms of allocation of free shares and the terms of issue of shares to be issued, and, as the case may be, to certify increases in the share capital once shares have vested and amend the Articles of Incorporation accordingly.

Resolution 26 asks you to authorize the Board, if it sees fit, to grant stock options to the employees and/or executive directors of the Company and/or affiliated companies, or to some of them, so as to give them a greater stake in the Company's future and build loyalty.

This authorization, of which the Board of Directors would be able to make use on one or more occasions, would be granted for a period of 38 months with effect from this meeting. It would entail the express waiver, in favor of the beneficiaries of options, of shareholders' pre-emptive right to subscribe for shares to be issued as and when options are exercised.

The stock options would entitle the holder to subscribe for new shares to be issued by way of an increase in the Company's share capital, for up to a maximum total nominal amount of €800,000.

The subscription price would be determined by the Board of Directors on the day on which options are granted and may not be less than 80% of the average price quoted over the 20 trading days preceding the day on which the options are granted.

The period during which options may be exercised may not exceed ten years from the date on which they are granted.

You are therefore asked to pass a resolution granting the Board all powers to determine, within legal and regulatory limits and the limits set out above, the conditions under which options would be granted and exercised and the periods during which those options may be exercised, to certify increases in the share capital resulting from the exercise of options and to amend the Articles of Incorporation accordingly.

Resolution 28 asks you:

- to set the overall maximum nominal amount of increases in the share capital that might be undertaken, immediately or in the future, by virtue of powers, authorities and/or authorizations delegated to the Board of Directors under the terms of Resolutions 18, 19, 20, 21, 22, 23, 24, 25 and 26 put to the vote at this meeting at €8 million, with the proviso that this limit shall not take into account the nominal amount of any equity securities that might be issued to protect the holders of rights attaching to securities giving access to the Company's equity; and
- to set the overall maximum nominal amount of debt instruments that might be issued by virtue of powers granted under the terms of Resolutions 18, 19 and 20 put to the vote at this meeting at €15 million.

Resolution 28 asks you to authorize any person bearing an original, copy or extract of the official record of this meeting to undertake all legal formalities subsequent to the adoption or otherwise of the resolutions falling within the remit of the Extraordinary General Meeting.

We hope the above proposals will meet with your approval.

Rennes, March 22, 2023

The Board of Directors

4. INFORMATION ABOUT DIRECTORS PROPOSED FOR APPOINTMENT OR REAPPOINTMENT

4.1 Reappointment

Surname	Le Roy
Forename	Corinne
Age	59
Positions held within the company	Director
Number of Guillemot Corporation shares held	1
Positions held at other companies	None
Biography	Mrs. Le Roy established Ubisoft Entertainment Group's Chinese operation in 1996 and served as Chief Executive Officer of its Shanghai subsidiary until 2018. After initially overseeing video game vending, she was then put in charge of video game production in 2000. After 2000, she focused on developing Ubisoft's Shanghai studio – China's first and only world-class video game studio with full design and production capability. It was ranked among the world's top 100 studios in 2009 (in the Develop 100 ranking), when Tom Clancy's EndWar won the E3 Game Critics award for best strategy game. In 2009, Mrs. Le Roy was awarded the White Magnolia by the Shanghai Municipal Government for her outstanding contribution to Shanghai. Before joining Ubisoft Entertainment Group, Mrs. Le Roy, who is a qualified nurse and medical carer, worked in hospitals and public health, developing and managing projects in Africa, the former USSR and the Middle East.

4.2 Appointment

Surname	Le Bourge
Forename	Véronique
Age	56
Positions held within the company	None
Number of Guillemot Corporation shares held	0
Positions held at other companies	**Chair of the Executive Board**, Alain Glon Holding S.A. (1) **Statutory Manager**, Ecofeutre Immo SCI and Sévigné SC *(1) Alain Glon Holding S.A., represented by Véronique Le Bourge, holds the chairmanship of Tiliz SAS and Ecofeutre SAS and serves as Chief Executive of Côté Food SAS.*
Biography	Mrs. Le Bourge began her career in the cotton industry, where she was involved in developing value chains outside Africa, including seeking funding in France and Europe (1991-1998). She was then Customer Relations and Quality Manager with insurance brokerage Groupe Marsh (1999-2008). In 2008, Mrs. Le Bourge joined the family-owned Alain Glon group, founded by her father, and helped expand its marketing and business development. She now chairs the Executive Board of the family holding company, Alain Glon Holding S.A. (AGH), which has a number of subsidiaries specializing in areas including agri-food, sustainable packaging, green energy and the manufacture of dies and mechanical parts. As well as chairing this holding company, Mrs. Le Bourge oversees the setting of the AGH group's strategic direction and is involved in running a number of companies in the AGH group. Mrs. Le Bourge will bring to the Guillemot Corporation group her knowledge and expertise in corporate strategy, management, commercial and industrial development, and management of a family-owned group and holding company, as well as her international experience and entrepreneurial spirit. She has a master's degree in economics and is a graduate of the CECE-CSTI business school in Marseille.

5. STATUTORY AUDITORS' SPECIAL REPORT ON REGULATED AGREEMENTS

Shareholders' general meeting to approve the financial statements for the fiscal year ended December 31, 2022

The Shareholders
GUILLEMOT CORPORATION
2 RUE DU CHENE HELEUC
56910 CARENTOIR

In our capacity as the Company's statutory auditors, we hereby present our report on regulated agreements.

It is not our responsibility to ascertain whether or not such agreements exist, nor to comment on their relevance or substance; we are simply required to report, based on the information provided, the essential terms and conditions of those agreements that have been disclosed to us or that we have discovered during our audit, as well as their benefit to the Company.

Under the terms of Article R.225-31 of the French Commercial Code, it is your responsibility to determine whether these agreements are appropriate and should be approved.

Furthermore, it is our responsibility to communicate to you, where applicable, the information laid down in Article R.225-31 of the French Commercial Code on the performance during the past fiscal year of agreements already approved by the shareholders.

We have undertaken the checks we consider necessary in relation to this audit in light of the professional standards adopted by the French National Company of Statutory Auditors (Compagnie nationale des commissaires aux comptes). These checks consist of ensuring that the information provided to us is consistent with the original documents from which it was taken.

AGREEMENTS SUBJECT TO APPROVAL BY THE SHAREHOLDERS

Agreements authorized and entered into during the last fiscal year

Pursuant to Article L.225-40 of the French Commercial Code, we have been notified of the following agreements entered into during the past fiscal year and authorized in advance by the Board of Directors.

1- Letter of support in favor of Guillemot Limited

Directors concerned: Claude Guillemot, Michel Guillemot, Gérard Guillemot and Christian Guillemot
Deputy Chief Executive Officer concerned: Yves Guillemot.

Nature and purpose: on May 10, 2022, the Company issued a letter of support in favor of its UK subsidiary Guillemot Limited to enable the latter to continue to operate in the United Kingdom.

Benefit to the Company: enables the Guillemot Limited subsidiary, which undertakes sales, promotion and marketing activities in the United Kingdom, the leading European market for video game accessories, and where it is therefore important that the Company maintain a presence through its subsidiary, to continue to operate in the United Kingdom.

Terms: confirmation of the Company's intention to continue to provide financial support to Guillemot Limited for a period of 12 months with effect from the date on which the latter's financial statements for the fiscal year ended December 31, 2021 were approved.

This agreement was authorized by the Board of Directors at its meeting of April 27, 2022.

2- Shareholders' agreement (Ubisoft Entertainment shares)

Directors concerned: Claude Guillemot, Michel Guillemot, Gérard Guillemot and Christian Guillemot
Deputy Chief Executive Officer concerned: Yves Guillemot.

Nature and purpose: on September 6, 2022, the Company entered into a framework transaction agreement concerning Ubisoft Entertainment shares with Messrs. Claude, Michel, Yves, Gérard and Christian Guillemot and their respective spouses and some of their children, together with Ubisoft Entertainment S.A., Guillemot Brothers Ltd. and Tencent Mobility Ltd.

Benefit to the Company: this agreement will help protect the value of the 443,874 Ubisoft Entertainment shares held by Guillemot Corporation S.A., thus contributing to the latter's future development.

This agreement was authorized by the Board of Directors at its meeting of July 28, 2022.

AGREEMENTS ALREADY APPROVED BY THE SHAREHOLDERS

Agreements approved during prior fiscal years

Pursuant to Article R.225-30 of the French Commercial Code, we have been advised that the following agreements, already approved by the shareholders in the course of previous fiscal years, remained in force in the past fiscal year.

1- Lease agreement with Guillemot Administration et Logistique SARL

Director concerned: Christian Guillemot.

Nature and purpose: on December 1, 2002, the Company entered into a lease agreement with Guillemot Administration et Logistique SARL. This agreement was approved by the Board of Directors at its meeting of November 29, 2002. A first amendment to the aforementioned lease agreement, changing the surface area to 3,636 square meters and the monthly rental to €6,561.40 excluding taxes, was signed on February 14, 2006 and took effect on March 1, 2006. This agreement was approved by the Board of Directors at its meeting of February 7, 2006. A second amendment to the aforementioned lease agreement, changing the surface area to 5,466 square meters and the monthly rental to €9,343.00 excluding taxes, was signed on September 14, 2007 and took effect on September 17, 2007.

Terms: rental payments received in the fiscal year totaled €112,116.00 excluding taxes.

This agreement was approved by the Board of Directors at its meeting of August 20, 2007.

2- Lease agreement with Guillemot Administration et Logistique SARL

Director concerned: Christian Guillemot.

Nature and purpose: on July 1, 2010, the Company entered into a commercial lease agreement with Guillemot Administration et Logistique SARL for office space totaling 667 square meters at an annual rental of €55,361 excluding taxes. This agreement was authorized by the Board of Directors at its meeting of July 1, 2010. An amendment to the aforementioned lease agreement, changing the surface area to 640 square meters and the monthly rental to €53,120 excluding taxes, was signed on October 30, 2012 and took effect on November 1, 2012.

Terms: rental payments received in the fiscal year totaled €53,120.00 excluding taxes.

This agreement was authorized by the Board of Directors at its meeting of October 24, 2012.

3- Lease agreement with Hercules Thrustmaster SAS

Director concerned: Claude Guillemot.

Nature and purpose: on July 1, 2010, the Company entered into a commercial lease agreement with Hercules Thrustmaster SAS for office space totaling 570 square meters. The annual rental is set at €47,310 excluding taxes.

Terms: rental payments received in the fiscal year totaled €47,310 excluding taxes.

This agreement was authorized by the Board of Directors at its meeting of July 1, 2010.

4- Lease agreement with Ubisoft International SAS

Deputy Chief Executive Officer concerned: Yves Guillemot.

Nature and purpose: on July 1, 2010, the Company entered into a commercial lease agreement with Ubisoft Books and Records SASU for office space totaling 111 square meters. This agreement was authorized by the Board of Directors at its meeting of July 1, 2010. An amendment to the aforementioned lease agreement was signed on March 28, 2012 noting that Ubisoft International SAS had inherited all the assets, rights and obligations of Ubisoft Books and Records SASU, the latter having been dissolved pursuant to the provisions of Article 1844-5 of the French Civil Code, with effect from November 30, 2011. The annual rental is set at €9,213 excluding taxes.

Terms: rental billed in the fiscal year totaled €9,213 excluding taxes and rental payments received in the fiscal year totaled €6,909.75 excluding taxes.

This agreement was authorized by the Board of Directors at its meeting of March 28, 2012.

5 - Lease agreement with Guillemot Innovation Labs SAS

Director concerned: Claude Guillemot.

Nature and purpose: on October 30, 2012, the Company entered into a commercial lease agreement with Guillemot Innovation Labs SAS for office space totaling 27 square meters, which took effect on November 1, 2012. The annual rental is set at €2,241 excluding taxes.

Terms: rental payments received in the fiscal year totaled €2,241.00 excluding taxes.

This agreement was authorized by the Board of Directors at its meeting of October 24, 2012.

6- Letter of comfort in favor of Guillemot GmbH

Director concerned: Claude Guillemot.

Nature and purpose: on April 28, 2014, the Company issued a letter of comfort in favor of its German subsidiary Guillemot GmbH (committing to ensure that Guillemot GmbH has sufficient financial resources to meet all its obligations toward third parties and its employees).

This agreement was authorized by the Board of Directors at its meeting of April 28, 2014.

7- Guarantee given to Guillemot Limited

Directors concerned: Claude Guillemot, Michel Guillemot, Gérard Guillemot and Christian Guillemot
Deputy Chief Executive Officer concerned: Yves Guillemot.

Nature and purpose: on May 10, 2021, the Company gave a guarantee to its UK subsidiary Guillemot Limited to allow the latter to be exempted from the requirement to have its financial statements for the fiscal year ended December 31, 2020 audited by a statutory auditor.

Terms: guarantees all liabilities on Guillemot Limited’s balance sheet at December 31, 2020 until such time as those liabilities are settled in full.

Benefit to the Company: enables the Guillemot Limited subsidiary to make a substantial saving by reducing its year-end accounting costs, which is in the financial interest of Guillemot Corporation S.A.

This agreement was authorized by the Board of Directors at its meeting of April 28, 2021.

8- Letter of support in favor of Guillemot Limited

Directors concerned: Claude Guillemot, Michel Guillemot, Gérard Guillemot and Christian Guillemot
Deputy Chief Executive Officer concerned: Yves Guillemot.

Nature and purpose: on May 10, 2021, the Company issued a letter of support in favor of its UK subsidiary Guillemot Limited to enable the latter to continue to operate in the United Kingdom, the leading European market for video game accessories, where it undertakes sales, promotion and marketing activities.

Terms: confirmation of the Company's intention to continue to provide financial support to Guillemot Limited for a period of 12 months with effect from the date on which the latter's financial statements for the fiscal year ended December 31, 2020 were approved.

Benefit to the Company: enables the Guillemot Limited subsidiary, which undertakes sales, promotion and marketing activities in the United Kingdom, the leading European market for video game accessories, and where it is therefore important that Guillemot Corporation S.A. maintain a presence through its subsidiary, to continue to operate in the United Kingdom.

This agreement was authorized by the Board of Directors at its meeting of April 28, 2021.

9- Membership of the compulsory supplementary group health insurance scheme

Directors concerned: Claude and Christian Guillemot.
Deputy Chief Executive Officer concerned: Yves Guillemot.

Nature and purpose: Claude Guillemot, Yves Guillemot and Christian Guillemot are each members of the compulsory supplementary group health insurance scheme taken out by the Company with Predica.

Terms: the amount of contributions recognized as expenses in the fiscal year totaled €883.30 excluding taxes.

Benefit to the Company: helps maintain the value for money of cover taken out with Predica by increasing the number of scheme members.

These agreements were authorized by the Board of Directors at its meeting of April 27, 2016; their effects were backdated to January 1, 2016 for Claude and Christian Guillemot and to March 1, 2016 for Yves Guillemot.

Nantes and Chantepie, April 25, 2023

The statutory auditors

PricewaterhouseCoopers Audit	Toadenn Audit
Gwenaël Lhuissier	Damien Lepert

➢ OTHER INFORMATION

1. GENERAL INFORMATION ABOUT GUILLEMOT CORPORATION S.A.

1.1 Information about the issuer

Company name	Guillemot Corporation
Trading name	Guillemot
Legal form	Public limited company (*société anonyme*) with a Board of Directors governed by the French Commercial Code
Headquarters **	Address: 2 Rue du Chêne Héleuc, 56910 Carentoir, France Telephone: + 33 (0)2 99 08 08 80
Nationality	French
Country of incorporation	France
Registered company number	414 196 758 Vannes
APE activity code	4651Z
Creation date and duration	Established September 1, 1997 for a duration of 99 years Expires November 11, 2096 unless extended or wound up early.
Legal Entity Identifier (LEI)	969500N24EZ7HPKJIV79
Fiscal year	The Company's fiscal year runs from January 1 to December 31 (as per Article 16 of the Articles of Incorporation).
Website*	www.guillemot.com

** Information contained on this website does not form part of this universal registration document unless incorporated into it by reference.*
*** At its meeting of January 25, 2023, the Board of Directors decided to relocate the Company's registered office from Chantepie (35135) to Carentoir (56910) with effect from February 1, 2023. This decision was taken subject to ratification at the next Ordinary General Meeting.*

1.2 Corporate purpose of Guillemot Corporation S.A.

Guillemot Corporation S.A.'s purpose, in France and abroad, directly or indirectly, is as follows:

- The design, creation, production, publication and distribution of multimedia, audiovisual and IT products, including in particular multimedia hardware, accessories and software
- The purchase, sale and, more generally, trading in all its forms, whether by import or export, through leasing or otherwise, of multimedia, audiovisual and IT products as well as image and sound reproduction hardware and products
- The distribution and marketing of multimedia, audiovisual and IT products by any method, including new communication technologies such as online networks and services
- The provision of consulting, support and training in relation to any of the aforementioned areas
- Participation by the Company in transactions related to its purpose through the creation of new companies, subscription or purchase of shares, mergers or otherwise.

More generally, transactions of any kind directly or indirectly related to the above purpose or any similar or closely related purpose and likely to facilitate the Company's development.

1.3 Regulatory environment

The Group operates in the consumer computing and video game consoles market and supplies consumer accessories.

The regulatory environment in which it operates notably includes the RoHS (Restriction of Hazardous Substances) and WEEE (Waste Electrical and Electronic Equipment) directives and the REACH (Registration, Evaluation, Authorisation and Restriction of Chemicals) regulation. While the Group is careful to monitor regulatory developments in the various countries in which it operates, it cannot completely rule out the possibility that some developments may escape its notice.

1.4 Available documents

The Articles of Incorporation, financial statements and reports, and minutes of shareholders' general meetings are made available by the company for consultation (at 2 Rue du Chêne Héleuc, 56910 Carentoir, France).

Furthermore, the following documents are available to view via the Company's website at www.guillemot.com throughout the validity period of this registration document:

- The issuer's Articles of Incorporation
- All reports and historical financial information included or referred to in this Universal Registration Document
- Historical financial information for the two fiscal years preceding publication of this Universal Registration Document

1.5 Changes of control

Neither the certificate of incorporation, nor the Articles of Incorporation, nor any charter or regulation of the Company contain any provision that would have the effect of delaying, deferring or preventing a change of control.

1.6 Identification of shareholders

In accordance with legislation and regulations, the Company may at any time make use of the procedure for identifying holders of bearer securities to obtain detailed information about the identity of its shareholders.

1.7 Dividend policy

To date, Guillemot Corporation S.A. has not adopted any formal dividend policy.
It intends to pay dividends to its shareholders as long as the requisite financial conditions are met.
Dividends were paid in 2021 and 2022 (see section 4.2.2.4 of the Management Report).

2. Persons responsible for the Universal Registration Document and declaration

2.1 Persons responsible for the information contained in the Universal Registration Document

Claude Guillemot, Chairman and Chief Executive Officer

2.2 Declaration by the persons responsible for the Universal Registration Document

I hereby certify that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omissions likely to affect its import.

I certify that, to the best of my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and provide a true and fair view of the assets, financial position and earnings of the Company and all companies included within the consolidated group, and that the Management Report set out on pages 8 to 114 provides an accurate picture of the business performance, results and financial position of the Company and all companies included within the consolidated group and describes the key risks and uncertainties facing those companies.

Carentoir, April 25, 2023

Claude Guillemot
Chairman and Chief Executive Officer

3. PERSONS RESPONSIBLE FOR AUDITING THE FINANCIAL STATEMENTS

Principal statutory auditors	Date appointed	Expiry of current term
PRICEWATERHOUSECOOPERS AUDIT SAS (Member of the Versailles regional association of auditors) 63 Rue de Villiers 92200 Neuilly-sur-Seine	Shareholders' general meeting of May 20, 2010 Reappointed May 26, 2016 and June 9, 2022	Shareholders' general meeting held to approve the financial statements for the fiscal year ended December 31, 2027
TOADENN AUDIT SARL (Member of the Ouest-Atlantique regional association of auditors) 20 Rue des Loges 35135 Chantepie	Shareholders' general meeting of June 9, 2022	Shareholders' general meeting held to approve the financial statements for the fiscal year ended December 31, 2027
Alternate statutory auditors	**Date appointed**	**Expiry of current term**
Emmanuel Benoist 63 Rue de Villiers 92200 Neuilly-sur-Seine	Shareholders' general meeting of June 9, 2022	Shareholders' general meeting held to approve the financial statements for the fiscal year ended December 31, 2027
Jérôme Compain 1 Rue des Mimosas 22190 Plérin-sur-Mer	Shareholders' general meeting of June 9, 2022	Shareholders' general meeting held to approve the financial statements for the fiscal year ended December 31, 2027

Fees paid to the statutory auditors and members of their networks are set out in section 8 of the consolidated financial statements.

4. CALENDAR OF PUBLICATIONS FOR THE CURRENT FISCAL YEAR AND REPORTING POLICY

This calendar is provided for information only and is subject to change.
Financial releases are usually issued after market close.

FINANCIAL COMMUNICATIONS – 2023 CALENDAR		
January 26, 2023	After market close	Full-year 2022 turnover
March 23, 2023	After market close	Annual results to December 31, 2022
April 27, 2023	After market close	First-quarter 2023 turnover and quarterly reporting
June 1, 2023	-	Guillemot Corporation S.A. Annual General Meeting
July 27, 2023	After market close	First-half 2023 turnover
September 28, 2023	After market close	2023 interim results
October 26, 2023	After market close	Third-quarter 2023 turnover and quarterly reporting

To meet the requirements laid down by the Autorité des Marchés Financiers (AMF), the Guillemot Corporation Group prepares a detailed calendar for the publication of news releases and Group meetings. The Group endeavors to regularly and consistently provide all institutional and individual shareholders and the financial community (analysts, etc.) with transparent financial reporting covering its business, strategic direction and outlook, in accordance with stock exchange regulations.

The Group's reporting policy with regard to the financial community, investors and shareholders is established by senior management:

Claude Guillemot, Chairman and Chief Executive Officer
2 Rue du Chêne Héleuc, 56910 Carentoir, France – Tel. +33 (0) 2 99 08 08 80

The Company passes on regulated information to business publisher Les Échos-Comfi, which also meets the criteria laid down by the AMF and those set out in the European Union Transparency Directive.

The Group regularly and consistently keeps its shareholders informed of its results and strategic direction, in keeping with stock market regulations. All of the Group's financial releases are widely distributed in full and without delay, in accordance with regulatory requirements and within the timescales laid down in laws and regulations.

Financial releases are also available from various financial websites (e.g. www.boursorama.fr and www.prline.fr).

All publications relating to the Group's business and financial position are available in French and English from the Guillemot Corporation S.A. website (www.guillemot.com). This website also provides an overview of the Group's business and products, and is regularly updated to make it easier and quicker to use. Shareholders can contact the Company at financial@guillemot.fr.

The Group holds two SFAF *(Société Française des Analystes Financiers* – French Society of Financial Analysts) meetings when its results are released. In light of the public health crisis caused by the Covid-19 pandemic, the Group's management has since 2020 preferred that meetings be held remotely via Teams.

All of the Group's publications (news releases, Universal Registration Documents, annual financial reports, etc.) are available on request from the Communications Department, which makes them available to anyone wishing to keep up to date with Group news and is happy to send out regular documentation on request.

5. CROSS-REFERENCE TABLE AND OTHER TABLES

5.1 Cross-reference table – Universal Registration Document

The cross-reference table set out below refers to key sections of Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017, which entered into force on July 21, 2019.

No.	SECTION	Pages
1	**RESPONSIBLE PERSONS, INFORMATION FROM THIRD PARTIES, EXPERT STATEMENTS AND APPROVAL FROM THE COMPETENT AUTHORITY**	
1.1	Persons responsible for the Universal Registration Document	212
1.2	Declaration by the persons responsible	212
1.3	Expert declaration or statement	N/A
1.4	Declaration concerning information from third parties	N/A
1.5	Declaration (filing without prior approval)	2
2	**STATUTORY AUDITORS**	
2.1	Statutory auditors	213
2.2	Potential change of statutory auditors	213
3	**RISK FACTORS**	42-44
4	**INFORMATION ABOUT THE ISSUER**	
4.1	Issuer's company name and trading name	211
4.2	Issuer's place of registration, registration number and LEI	211
4.3	Issuer's date of incorporation and duration	211
4.4	Issuer's headquarters and legal form, legislation governing its business, country of incorporation, registered address, telephone number and website	211
5	**BUSINESS OVERVIEW**	
5.1	Main business	
	5.1.1 Nature of issuer's operations and main business	8-18
	5.1.2 Key new products brought to market	8-18
5.2	Key markets	179-185
5.3	Key events in the development of the issuer's business	19-23
5.4	Strategy and objectives	30
5.5	Potential dependencies on patents or licenses, manufacturing, commercial or financial agreements, or new production processes	30
5.6	Competitive position	21-22
5.7	Investments	
	5.7.1 Major investments	18-19, 128-132
	5.7.2 Key investments in progress or in respect of which a firm commitment has been entered into	30
	5.7.3 Information about joint ventures and companies in which the issuer holds an equity stake that is liable to significantly affect the measurement of its assets and liabilities, financial position or results	32-33, 159
	5.7.4 Environmental issues that may influence the use of the issuer's property, plant and equipment	59-63
6	**ORGANIZATIONAL STRUCTURE**	
6.1	Summary description of the Group to which the issuer belongs	32-33
6.2	List of key subsidiaries	32, 159
7	**REVIEW OF FINANCIAL POSITION AND PERFORMANCE**	
7.1	Financial position	
	7.1.1 Performance and results	19-20, 24-26, 135-136
	7.1.2 Likely future trend in the issuer's business and research and development activities	18-19, 30-31
7.2	Operating performance	
	7.2.1 Key factors significantly influencing the issuer's operating revenue	19-20
	7.2.2 Reasons for significant changes in net sales or net income	19-20

No.	SECTION	Pages
18	**FINANCIAL INFORMATION ABOUT ASSETS AND LIABILITIES, FINANCIAL POSITION AND PERFORMANCE**	
18.1	Historical financial information	
	18.1.1 Audited historical financial information and audit report	3, 115-178
	18.1.2 Changes in accounting reference date	None
	18.1.3 Accounting standards	120, 151-152
	18.1.4 Changes in the primary basis of accounting	None
	18.1.5 Audited financial information	115-143, 149-172
	18.1.6 Consolidated financial statements	115-143
	18.1.7 Date of most recent financial information	Dec 31, 2022
18.2	Interim and other financial information	
	18.2.1 Quarterly financial information published since the date of the last audited financial statements	None
18.3	Audit of historical annual financial information	
	18.3.1 Audit reports	144-148, 173-178
	18.3.2 Other information audited by the statutory auditors included in the registration document	None
	18.3.3 Financial information not drawn from the audited financial statements	None
18.4	Pro forma financial information	None
18.5	Dividend policy	212
18.6	Legal and arbitration proceedings	49
18.7	Material changes in the Group's financial position	31
19	**ADDITIONAL INFORMATION**	
19.1	Share capital	
	19.1.1 Amount of issued capital	33
	19.1.2 Shares not representing capital	None
	19.1.3 Treasury shares	38-39
	19.1.4 Convertible securities, exchangeable securities and securities with warrants	None
	19.1.5 Conditions governing any right to acquire and/or any obligation attaching to authorized but unissued capital or any undertaking to increase the share capital	None
	19.1.6 Options or agreements to put the capital of any Group member under option	None
	19.1.7 Share capital history and changes	33-35
19.2	Certificate of incorporation and Articles of Incorporation	
	19.2.1 Issuer's corporate purpose	211
	19.2.2 Rights, privileges and restrictions attaching to each share class	None
	19.2.3 Provisions that may delay, postpone or prevent a change of control	212
20	**MAJOR CONTRACTS**	50
21	**AVAILABLE DOCUMENTS**	211-212

5.2 Table – Annual financial report

This Universal Registration Document includes the annual financial report referred to in Article L.451-1-2 of the French Monetary and Financial Code as well as in Article 222-3 of the AMF's General regulation.

The table below refers to those sections of the Universal Registration Document that correspond to the various sections of the annual financial report.

SECTION	Pages
1. Parent company financial statements for the fiscal year ended December 31, 2022	pp. 149-172
2. Statutory auditors' general report on the parent company financial statements	pp. 173-178
3. Consolidated financial statements for the fiscal year ended December 31, 2022	pp. 115-143
4. Statutory auditors' report on the consolidated financial statements	pp. 144-148
5. Management Report	pp. 8-114
6. Declaration by persons responsible for the annual financial report	p. 212
7. Report by the Board of Directors on corporate governance as laid down in Article L.225-37 of the French Commercial Code	pp. 70-114

5.3 Table – Workforce-related, environmental and social information

WORKFORCE-RELATED INFORMATION		
Employment	Total workforce and breakdown by gender, age and geographical region	p. 55
	Recruitment and dismissals	p. 55
	Compensation	p. 55
Organization of work	Organization of working time	p. 56
	Absenteeism	p. 56
Health and safety	Workplace health and safety conditions	pp. 56-57
	Frequency and severity of occupational accidents, and occupational diseases	p. 57
Employee relations	Arrangements for employee dialogue, including in particular procedures for informing, consulting and negotiating with employees	p. 57
	Review of collective agreements, notably as regards occupational health and safety	p. 57
Training	Training policy, notably as regards environmental protection	p. 57
	Total number of hours training	p. 58
Equality	Gender equality	p. 58
	Employment and inclusion for people with disabilities	p. 58
	Anti-discrimination policy	p. 58

ENVIRONMENTAL INFORMATION		
General environmental policy	Organizational measures to take into account environmental issues and, where applicable, environmental assessment and certification	p. 59
	Safeguarding against environmental risks and pollution	p. 59
	Provisions and guarantees for environmental risk, unless such information could be seriously detrimental to the Company in ongoing litigation	p. 59
Pollution	Prevention, reduction or treatment of discharges into the air, water and soil having a serious impact on the environment	p. 59
	Business-specific forms of pollution, including in particular noise and light pollution	p. 59
Circular economy	Waste prevention and management: - Waste prevention, recycling, reuse and other forms of recovery and elimination - Preventing food waste	 pp. 59-60 p. 60
	Sustainable use of resources: - Water supply and consumption in accordance with local constraints - Consumption of raw materials and steps taken to improve their efficient use - Energy consumption, steps taken to improve energy efficiency, and use of renewable energy - Land use	 p. 60 pp. 60-61 p. 61 p. 62
Climate change	Significant greenhouse gas emissions arising from the Company's activities, including use of goods and services produced by it	p. 62
	Adapting to the consequences of climate change	p. 62
	Voluntary medium- and long-term greenhouse gas emissions reduction targets and resources put in place to achieve them	p. 62
Protecting biodiversity	Action taken to protect or restore biodiversity	p. 63

SOCIAL INFORMATION		
Social commitments in support of sustainable development	Impact of the Company's business on employment and local development	p. 63
	Impact of the Company's business on residents and other local populations	p. 63
	Stakeholder relations and dialogue	p. 63
	Partnership and sponsorship	p. 63
Subcontracting and suppliers	Social and environmental issues and procurement policy	pp. 63-64
	Suppliers' and subcontractors' social and environmental responsibility	p. 64
Fair practices	Action in support of consumer health and safety	p. 64
Anti-corruption measures	Preventing corruption	p. 64

Actions in support of human rights	Promotion of and compliance with the stipulations of the fundamental Conventions of the International Labour Organization - Freedom of association and the right to collective bargaining - Eliminating discrimination in respect of employment and professions - Eliminating forced and compulsory labor - Abolition of child labor	p. 64 p. 64 pp. 64-65 p. 65 p. 65
	Other actions in favor of human rights	p. 65

6. GLOSSARY

Bluetooth®
A short-range radio technology designed to simplify connections between electronic devices. The first devices using version 3.0 of this technology appeared in early 2010. The technology can now be used to stream audio to wireless speakers.

Design thinking
An immersive, collaborative approach to creating innovative solutions based on observing users and anticipating their issues, harnessing creative momentum to generate new ideas, prototyping new uses and anticipating market developments.

DJ
Abbreviation of disc jockey: a person who chooses and plays music tracks, mainly at private parties or night clubs. DJs may simply play tracks one after the other or mix them and add effects to create their own mixes. Some DJs are now true creatives with global reputations.

DJing
Providing entertainment at parties by programming, mixing, adapting and revisiting music at private events (with friends and family, in non-profit or business environments, etc.), public events (in bars and restaurants, at festivals and concerts, in pubs, etc.) or remotely (via the internet, radio, television, etc.). A DJ's goal is usually to get people dancing.

DJ range
A range of controllers and speakers for digitally mixing music.

EBITDA
Earnings Before Interest, Taxes, Depreciation and Amortization

eSports (electronic sports)
Competitive activities using a digital medium – in this case video games – to compete against other players, improve performance and achieve new personal bests. In practice, multiple players play an online or networked video game as part of a competition (which may be friendly or serious) where they play against professionals or amateurs, either on their own or in teams.

e-tail
A market consisting of operators selling product ranges and brands exclusively online.

Gaming console
A dedicated electronic video game system. There are two types: home consoles, which connect to a television, and small portable consoles with their own screen that can be used on the go. Home gaming consoles have gradually evolved so that, having originally been dedicated solely to amateur gamers, they can now act as family multimedia centers.

Gaming headset/audio headset for connected gamers
An audio headset equipped with a microphone to allow teams of online and networked gamers to communicate with each other.

Influencer
A person who, by virtue of their status, position or media exposure, is able to influence consumer behavior within a given space. Denotes any person who, thanks to the internet and social media in particular, is well known in a specific subject area.

Nintendo Switch
A Nintendo video gaming console launched in March 2017. The Switch is the first hybrid console, able to operate as both a home console and a portable console.

OEM (Original Equipment Manufacturer)
A company tasked with designing and manufacturing a product in accordance with technical specifications, and which then sells the product to another company that distributes it under its own brand.

Retail
A market consisting of mass-market retailers, independent resellers and specialized chains selling product ranges and brands mainly through stores or dedicated retail space.

Smartphone
A smart mobile telephone that combines advanced functionality with a wide range of applications and a touchscreen interface.

Streaming
Listening to music online without downloading it.

Virtual reality (VR)
A technology that immerses the user in a digitally created artificial world. This could be a reproduction of the real world or a completely imaginary universe. The experience involves both visuals and audio, and in some cases uses optical feedback. The system uses a virtual reality headset to place a stereoscopic 3D display system in front of the wearer's eyes.

Webcam
A small digital camera connected to a computer that can be used for online videoconferencing and real-time online broadcasting of video images.

Wi-Fi® (Wireless Fidelity)
A radio frequency technology that can be used to create wireless computer networks and share internet access via a router, modem-router or hotspot (a wireless access point in a public location).

GUILLEMOT CORPORATION S.A.
A public limited company (*société anonyme*) with capital of €11,617,359.60
Registered company no.: 414 196 758 Vannes; APE activity code: 4651Z
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Tel: +33 2 99 08 08 80