DERICHEBOURG

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UNIVERSAL REGISTRATION DOCUMENT

including the annual financial report

Contents

UNIVERSAL REGISTRATION DOCUMENT

including the annual financial report

2022 • 2023

This is a free translation of the Universal Registration Document which was submitted to the French Financial Markets Authority (AMF - Autorité des marchés financiers), the competent authority under EU regulation no. 2017/1129, on December 19, 2023, without prior approval, in accordance with Article 9 of regulation.

The Universal Registration Document may be used for a public securities offer or to trade securities on a regulated market. In this case, it should be accompanied by an operation note, and if necessary, a summary and all amendments made to the Universal Registration Document. The AMF shall approve the set of documents listed above in accordance with Regulation (EU) 2017/1129.

Pursuant to Regulation (EU) no. 2017/1229, this document incorporates the following information by reference, which the reader is invited to consult:

- the presentation of the activity of the Group as a whole, the Group's consolidated financial statements and the Statutory Auditors' report on the consolidated financial statements for the fiscal year ended September 30, 2022, as presented respectively on pages 11 to 36; 54 to 55, 150 to 209, and 206 to 209, of the Universal Registration Document, filed with the AMF on December 14, 2022 under number D. 22-0861;
- the presentation of the activity of the Group as a whole, the Group's consolidated financial statements and the Statutory Auditors' report on the consolidated financial statements for the fiscal year ended September 30, 2021, as presented respectively on pages 12 to 31; 56 to 57, 136 to 182, and 183 to 185 of the Universal Registration Document filed with the AMF on December 15, 2021 under number D. 21-0974;
- the Statutory Auditors' reports on related-party agreements for the fiscal years ended September 30, 2022 and September 30, 2021, which are included in the Company's registration documents filed respectively with the AMF on December 14, 2022 under number D. 22-0861 on pages 129 to 130, and on December 15, 2021 under number D. 21-0974 on pages 118 to 119.

Other information contained in the two Universal Registration Documents referred to above has been, if necessary, replaced and/or updated by information provided in this Universal Registration Document and is not incorporated by reference in this Universal Registration Document.

Both Universal Registration Documents referred to above are available on the Company's website at **www.derichebourg.com**, or on that of the AMF at **www.amf-france.org**.

GROUP PROFILE

Derichebourg, a global provider of recycling and public sector services.

DERICHEBOURG	**5,920** EMPLOYEES	**13** COUNTRIES	**289** SITES	**€3.6 BN** REVENUE
RECYCLING (1)	**3,890** EMPLOYEES	**12** COUNTRIES	**271** SITES	**€3.4 BN** REVENUE
PUBLIC SECTOR SERVICES (1)	**1,851** EMPLOYEES	**2** COUNTRIES	**18** SITES	**€0.2 BN** REVENUE

(1) Excluding holding company segment headcount

OUR MISSION,
TO SERVE PEOPLE WHILE PROTECTING THEIR ENVIRONMENT

PROTECT
THE ENVIRONMENT AND ITS RESOURCES

We preserve and optimize the planet's resources through our business of recycling waste produced by industries, local authorities and individuals.

OUR PERSONAL AND PROFESSIONAL VALUES, THE FOUNDATION OF OUR STRATEGY AND DAY-TO-DAY ACTIONS

EXPERTISE

Forged by over 60 years of experience, research, and innovation, our business know-how is unanimously acknowledged and actively promoted by an ambitious recruitment and training policy.

A SENSE OF SERVICE

In each of our businesses and activities, a sense of service is an essential value that inspires our day-to-day actions and urges us to make every effort to meet the needs of our customers.

SUSTAINABLE DEVELOPMENT

Through our activities, we are a core actor in environmental issues and are driven by a desire to contribute to the implementation of sustainable development processes.

LOCAL SERVICES

In a globalized market, we are able to offer standardized services and maintain a local presence for each of our customers.

CLEAN UP PROFESSIONAL ENVIRONMENTS

We contribute to the cleanliness and the smooth running of the local environment for every person through our services to local and municipal authorities.

KEY SHAREHOLDER OF THE ELIOR GROUP

Offering healthy, tasty and responsible food to schools, hospitals and companies and providing high-quality services.

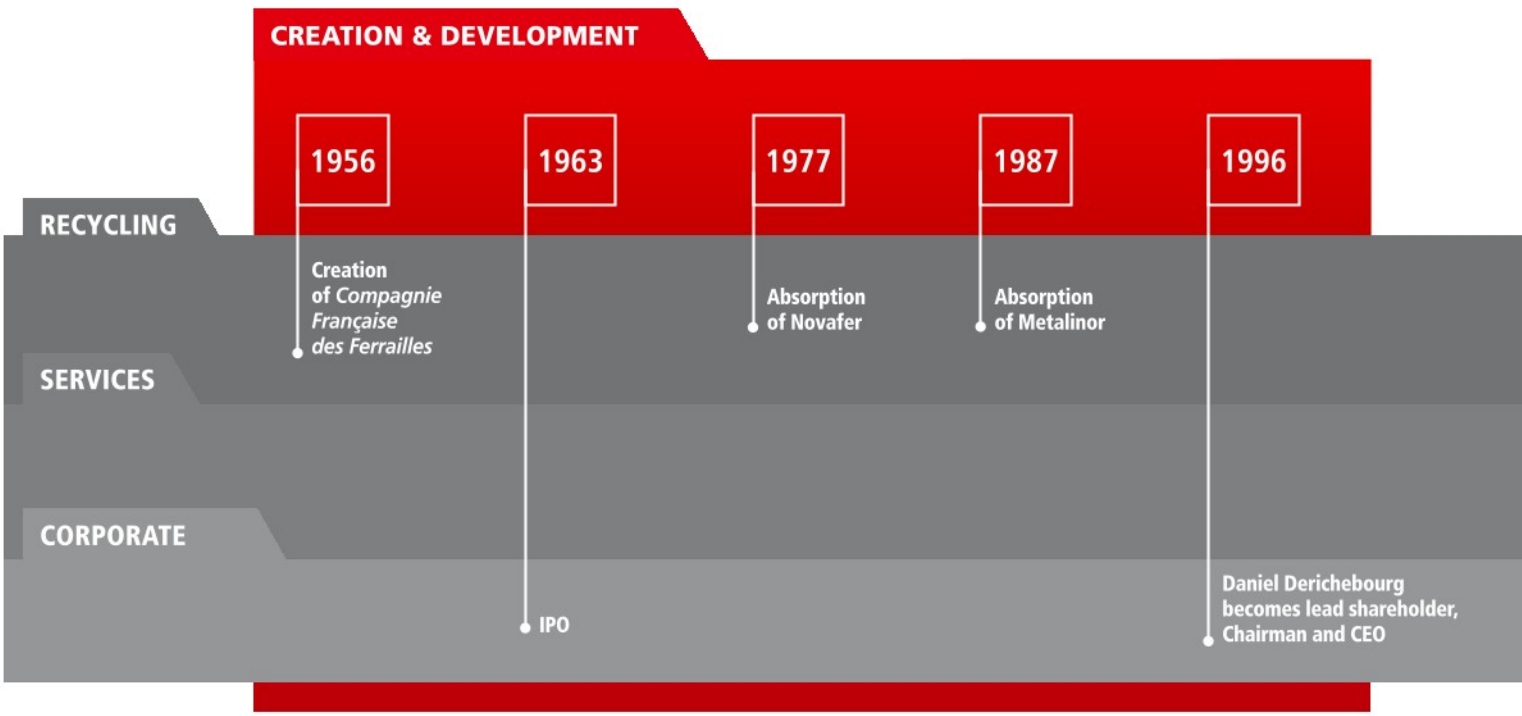
A PIONEERING SPIRIT TO SERVE THE ENVIRONMENT

A GLOBAL OPERATOR AND LOCAL ACTOR IN POSITIONS OF LEADERSHIP

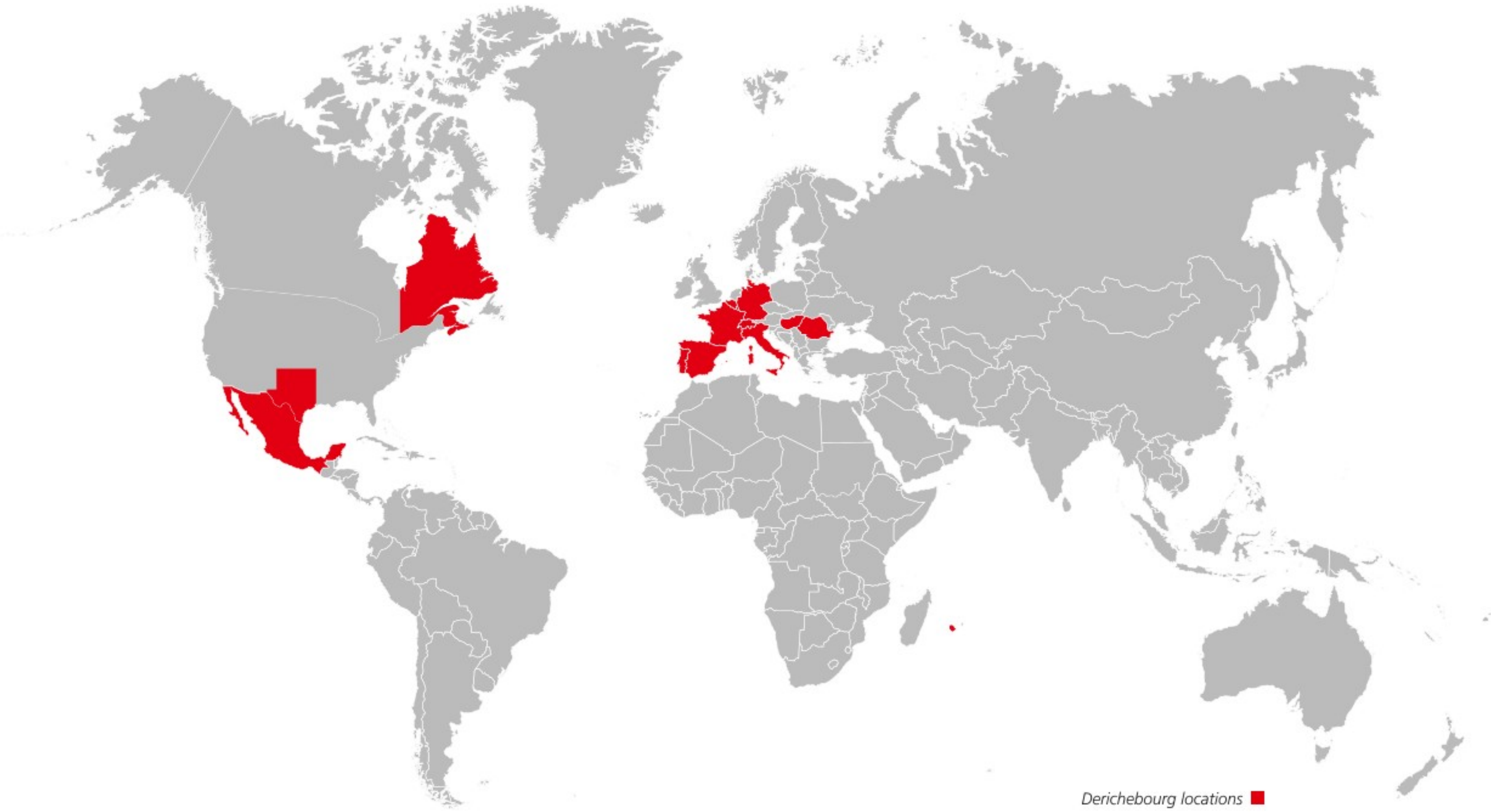
Present in 13 countries
and with 289 locations worldwide,

Derichebourg designs its international sites to serve its customers locally and effectively, an essential approach both in France and throughout the world.

DERICHEBOURG KEY DATES



A network of international locations dictated by *the need for an effective local presence*



DIVERSIFICATION / RATIONALIZATION

2005 2007

Acquisition of Penauille Polyservices and merger of CFF Recycling

2013

Disposal of Servisair in order to concentrate on the core business and reduce debt

CONSOLIDATION

2015 2016

Acquisition of 40 sites:
Valerio (10/2015)
Galloo IdF (01/2016)
SLG (01/2016)
Bartin (12/2016)

2019

Signature of the contract to acquire the Spanish group Lyrsa, which operates 18 recycling centers (17 in Spain and 1 in Portugal)

2021

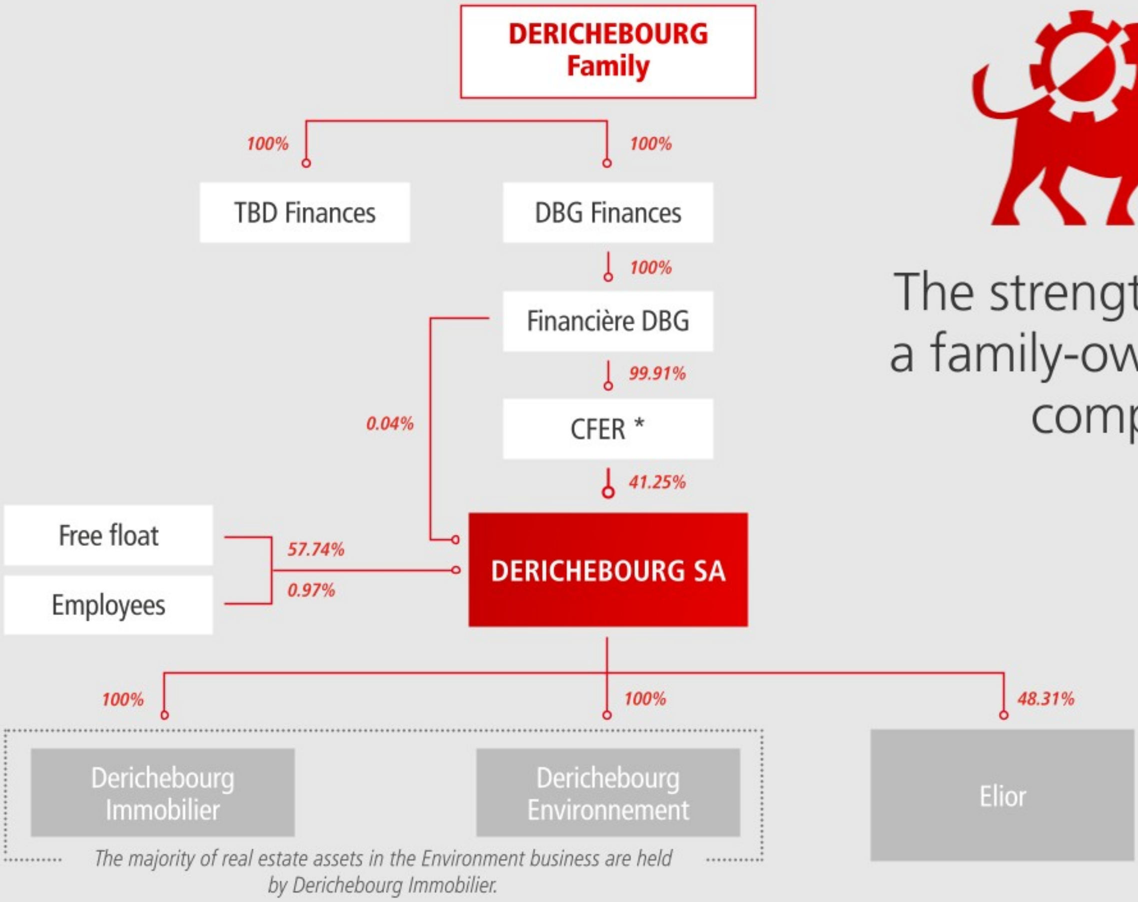
12/17/21: Acquisition of Ecore

2023

Contribution of Derichebourg Multiservices to the Elior Groupe. Derichebourg holds 48.31% of Elior's share capital

SHAREHOLDER STRUCTURE

A group listed on Euronext Paris.



The strength of a family-owned company

** Please note that CFER holds 57.82% of voting rights.*

SOLID FINANCIAL **PERFORMANCE**

In millions of euros	2023	2022 [1]	Change	Change%
Revenue	3,621.3	4,348.0	(726.7)	(16.7%)
Recurring EBITDA	334.8	459.3	(124.5)	(27.1%)
Recurring operating profit (loss)	184.9	328.0	(143.0)	(43.6%)
Operating profit (loss)	244.7	319.9	(75.2)	(23.5%)
Pre-tax profit (loss)	213.5	305.1	(91.6)	(30.0%)
Net profit (loss) attributable to shareholders	136.9	237.6	(100.7)	(42.4%)
Dividend offered per share	0.16	0.32		
Net financial debt	772.7	653.4		

Ratios	2023	2022
Recurring Ebitda (as a% of revenue)	9.2%	10.6%
Recurring operating profit/loss (as a% of revenue)	5.1%	7.5%
Leverage ratio [1]	2.31	1.42

(1) Multiservices business "discontinued" within the meaning of IFRS 5

SERVICES ORGANIZED INTO TWO COMPLEMENTARY BUSINESSES

RECYCLING

- Revenue: **€3,428.3M**
- Recurring Ebitda: **€315.8M**
- Ferrous metals: **4,686.6 thousands of tons**
- Non ferrous metals: **770.4 thousands of tons**
- Aluminum ingots: **81,540 t**
- ELVs recovered: **561,500 t**
- WEEE: **334,000 t** recycled worldwide every year
- Number of shredders: **44**
- Number of shears: **105**
- Surface area owned and operated: **710 ha**
- Shredder residue recovery rate: **7%**

OUR SOLUTIONS

INDUSTRY

- Collection
- Ferrous scrap metal segment
- Non-ferrous metals segment
- ELV segment
- Industrial demolition and deconstruction

COLLECTIVE SCHEMES

- Waste Electrical and Electronic Equipment (WEEE)
- Equipment and furniture waste

PUBLIC SECTOR SERVICES

- Average annual growth rate: **+10.9%**
- Number of employees: **1,851**
- Number of sites: **18**

OUR SOLUTIONS

LOCAL GOVERNMENTS

- Waste collection
- Urban cleaning
- Landfill management

AN EFFICIENT ECONOMIC **MODEL**

The *complementary* nature of its two divisions

RECYCLING

Demands agility to act on short cycles with daily price variations.

A DENSE NETWORK

- Proximity to the waste production location to reduce transportation costs
- Optimizing the usage rate of our industrial tools

A STRATEGY OF VERTICAL INTEGRATION

The density of our network allows us to collect enough material to justify economically the development of specialized treatment lines:

- Flotation
- Aluminum refinery
- Lead refinery
- Stainless steel waste mix preparation
- Aluminum shredding
- Copper granulate

A LONG-TERM MANAGEMENT MODEL

- Low inventory levels reduces exposure to price falls
- An assets-based approach characterized by a two-digit ROCE (return on capital employed) medium-term target
- An information system common to all activities

PUBLIC SECTOR **SERVICES**

With multiyear contracts providing recurring income and a key service offering which is under constant development, the Public Sector Services business model is based on a virtuous circle that encompasses 3 major areas

AN EFFICIENT SERVICE

- Provide an efficient service by using technical and human resources to guarantee the high quality sought by the public sector.
- Quality-based management for improved service.
- Ensure that services are transparent through regular reporting and monitoring of our reliable and proven activities.

ECONOMIC CONTROL

- Present a financially balanced proposal which takes into account the specific nature of the region, the level of demand and expenses, in line with the proposed service offering
- Optimize material investments.

REDUCING SOCIAL AND ENVIRONMENTAL IMPACTS

- Set up brandnew equipment and low-carbon vehicles.
- Reduce noise.
- Apply the Derichebourg Group’s sustainable development charter.
- Use consumables with a low environmental impact.
- Put in place a responsible, ambitious and inclusive HR policy.

OUR **“TRAJECTORY 2026”** CSR STRATEGY

DERICHEBOURG: A TRUSTED PARTNER AND LEADER IN THE **CIRCULAR ECONOMY**

As a pioneer and now leader in its core business, the circular economy, the Derichebourg Group not only demonstrates the exemplary nature of its know-how in global waste management, but also the strength of its action in the fight against climate change.

CSR OBJECTIVES THAT MATCH STRATEGIC OBJECTIVES

1

A GROUP COMMITTED TO PROTECTING RESOURCES

- Consolidating our position as leader in the circular economy
- Help to fight climate change
- Protecting ecosystems

2

CONSOLIDATING RELATIONSHIPS OF TRUST WITH OUR PARTNERS

- Protecting workplace health and safety
- Being a committed employer
- Developing skills

3

ACTING AS A TRUSTED PARTNER

- Managing CSR risks in the value chain
- Guaranteeing transparency in relations with our stakeholders

MEASURABLE PERFORMANCE

PERFORMANCE

- **3.6% in France** Employees with disabilities
- **16%** Women
- **84%** Men
- **47** Nationalities

ENVIRONNEMENT

- **8 million tons** Contribution to avoided CO_2 emissions
- **334,000t** Recovered WEEE
- **561,500 tons** Recovered ELVs

STRATEGY-ORIENTED GOVERNANCE

COMPOSITION OF THE BOARD OF DIRECTORS

37.50% women

37.50% independent directors

1 Director representing employees

92% attendance

Daniel Derichebourg
Chairman and Chief Executive Officer

Boris Derichebourg
Director

Thomas Derichebourg
Director

Abderrahmane El Aoufir
Deputy CEO (non-director)

Matthieu Pigasse
Independent director

CFER
(represented by Ms Catherine Ottaway)

Françoise Mahiou
Independent director

Daniel Goin
Director representing employees

Catherine Claverie
Independent director

René Dangel
Independent director

COMPOSITION DU CONSEIL D'ADMINISTRATION

In accordance with the AFEP-MEDEF Code and Article L. 225-18-1 of the French Commercial Code.

PRESENTATION TABLE OF THE BOARD AND COMMITTEES

	Board of Directors	Audit Committee	Appointments and Remuneration Committee
Daniel Derichebourg	• *		
Boris Derichebourg	•	•	
Thomas Derichebourg	•		
Abderrahmane El Aoufir	•	by invitation	by invitation
CFER	•		
Matthieu Pigasse	•		
Françoise Mahiou	•	•	•
Catherine Claverie	•	•	• *
René Dangel	•	• *	•
Daniel Goin	•		•

* *Chairwoman/Chairman.*

01

PRESENTATION OF THE GROUP AND ITS ACTIVITIES

1.1 A global provider of recycling and public sector services

1.1.1 Services organized into two businesses

The Derichebourg Group is a leading global provider of waste recycling, mainly metal, and public sector services.

Derichebourg's offering covers the recycling of ferrous and non-ferrous waste, from collection to recovery, and various household waste collection services on behalf of local governments.

Historically, the purpose of the Recycling business is to recover predominantly metallic ferrous and non-ferrous waste from end-of-life products, and process them in the appropriate way to produce raw materials from recycling. This business has become a cornerstone of international environmental protection policy. The business is often tied to the cycles of the steel and metalwork industries, which are the consumer sectors of the products sold by the Group. Since the mid-2000s, the desire to add a more resilient business to Recycling was reflected in the acquisition of Multiservices businesses, which covers cleaning, temporary work, energy and outsourced aeronautics services. In April 2023, the Multiservices division was contributed to Elior Group and paid for by issuing new shares in this French contract catering and business services company, bringing the Derichebourg holding to 48.31%.

Main markets

	2023		2022 [(1)]		
Revenue by business segment	*(in millions of euros)*	*(in %)*	*(in millions of euros)*	*(in %)*	**Change**
Recycling	3,428	95%	4,171	96%	(18%)
Public Sector Services	183	5%	165	4%	+ 11%
Holding companies	10	na	11	na	(10%)
Total	**3,621**	**100%**	**4,348**	**100%**	**(17%)**

	2023		2022 [(1)]		
Revenue by geographical area	*(in millions of euros)*	*(in %)*	*(in millions of euros)*	*(in %)*	**Change**
France	2,541	70%	2,936	68%	(13%)
Other European countries	872	24%	1,166	27%	(25%)
Americas	209	6%	246	6%	(15%)
Total	**3,621**	**100%**	**4,348**	**100%**	**(17%)**

(1) Restated following the reclassification of the Multiservices business as a discontinued operation in accordance with the provisions of IFRS 5, and following the presentation of new operating segments.

Published data are for the countries where the subsidiaries are located. The breakdown of Recycling business revenue by country of destination is presented in section 1.2.2.

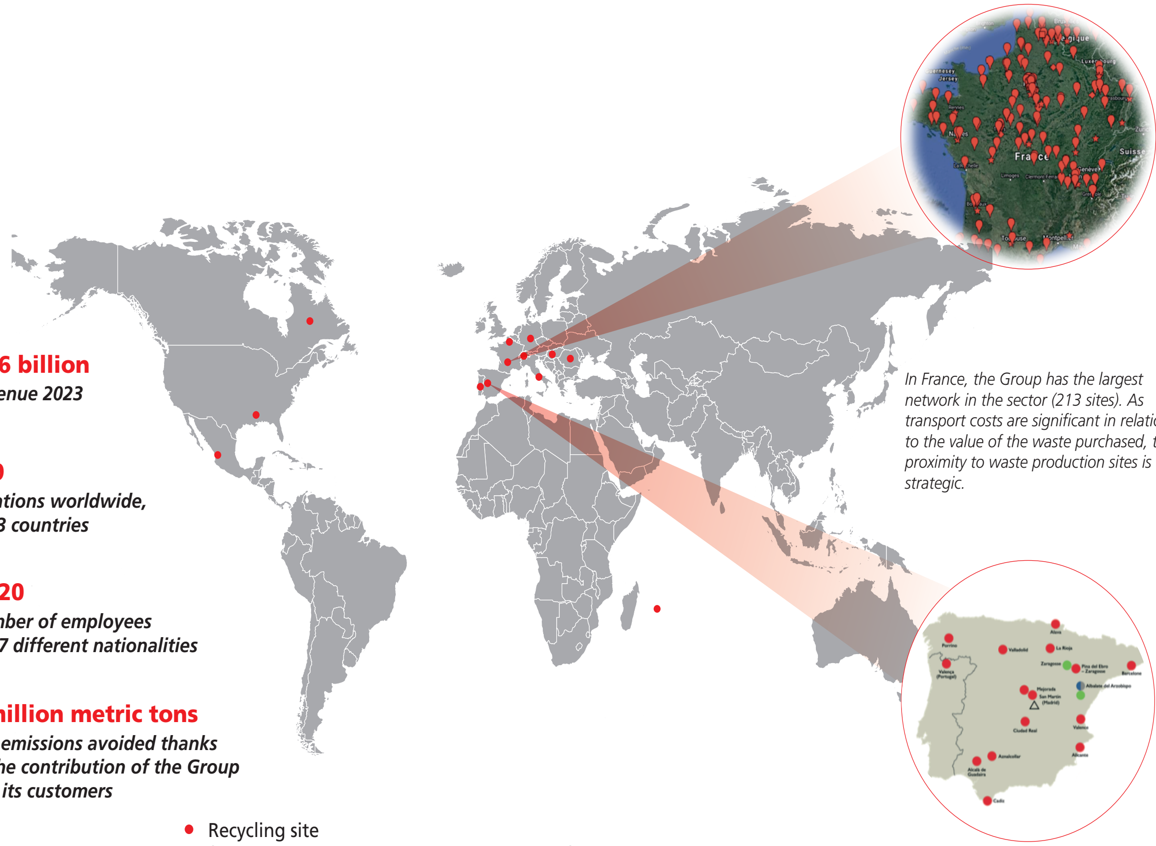
1.1.2 An international network with a local presence

€3.6 billion
Revenue 2023

289
Locations worldwide, in 13 countries

5,920
Number of employees of 47 different nationalities

8 million metric tons
CO_2 emissions avoided thanks to the contribution of the Group and its customers



In France, the Group has the largest network in the sector (213 sites). As transport costs are significant in relation to the value of the waste purchased, this proximity to waste production sites is strategic.

- Recycling site (Ferrous scrap metals, NFM, WEEE, ELV, etc.)
- Aluminum refinery
- Lead refinery
- Battery recycling
- Registered office

1.2 Recycling business

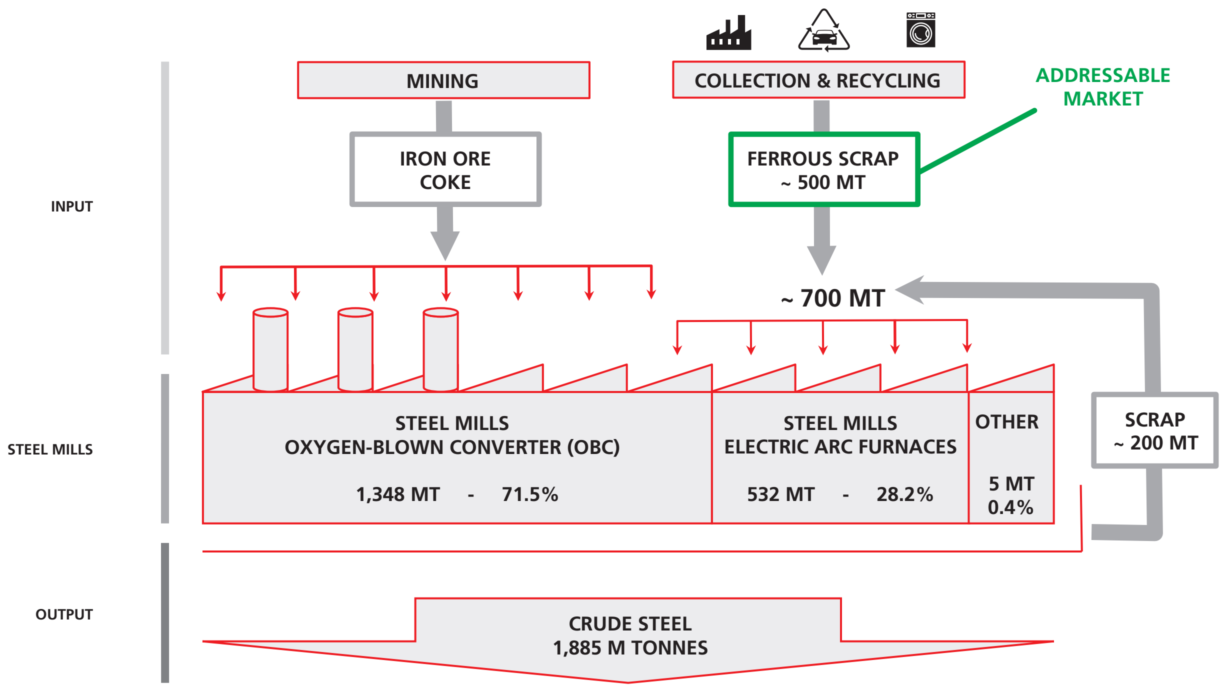
Since 1956, the business of Derichebourg Environment has been the collection, sorting, recycling and recovering of ferrous and non-ferrous metals in end-of-life consumer goods (automobiles, waste electrical and electronic equipment, etc.), as well as in recuperation material (industrial demolition, for example) and new scrap from metal transformation processes (production waste).

1.2.1 The recycling market

1.2.1.1 The ferrous scrap metal recycling market

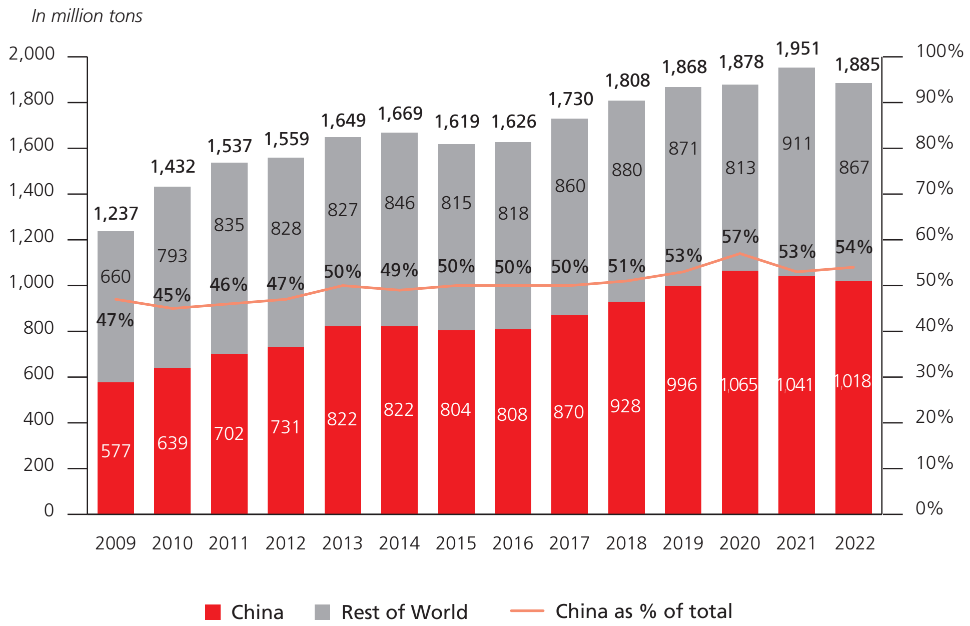
The ferrous scrap metal recycling market is at the interface between an upstream market (waste supply) and a downstream market (steel mill needs).

The annual ferrous scrap metal market is estimated at 700 million metric tons (source: BIR), of which 500 million metric tons are accessible to recycling companies, with the balance comprising steel waste that is recycled internally.



The following factors affect the ferrous scrap metal market:

- Global steel production



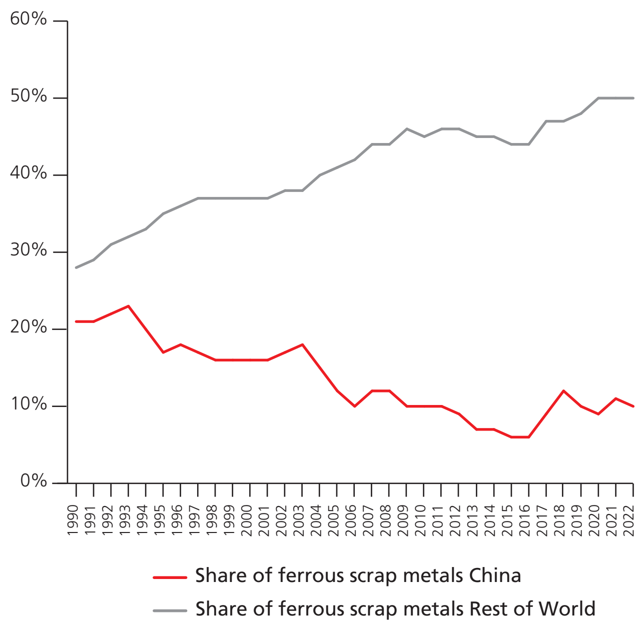
Source: Worldsteel Association.

Global steel production has grown 2.2% per year over the last five years. China alone accounts for 54% of global production. After a strong post-COVID recovery in 2021, production in 2022 stabilized at its pre-2020 level, with different trends for different regions of the world.

- Distribution of steel production between blast furnaces and electric steel mills

Blast furnaces consume iron ore, coke, and a small proportion of ferrous scrap metals (10-15%), which reduces greenhouse gas emissions. Electric steel mills consume ferrous scrap metals almost exclusively.

In theory, both types of mills can produce any type of steel. In practice, steel from electric steel mills is used to produce long steel and reinforcing bars. Coils are made mostly at blast furnaces.



Source: Worldsteel Association & Bureau of International Recycling (BIR).

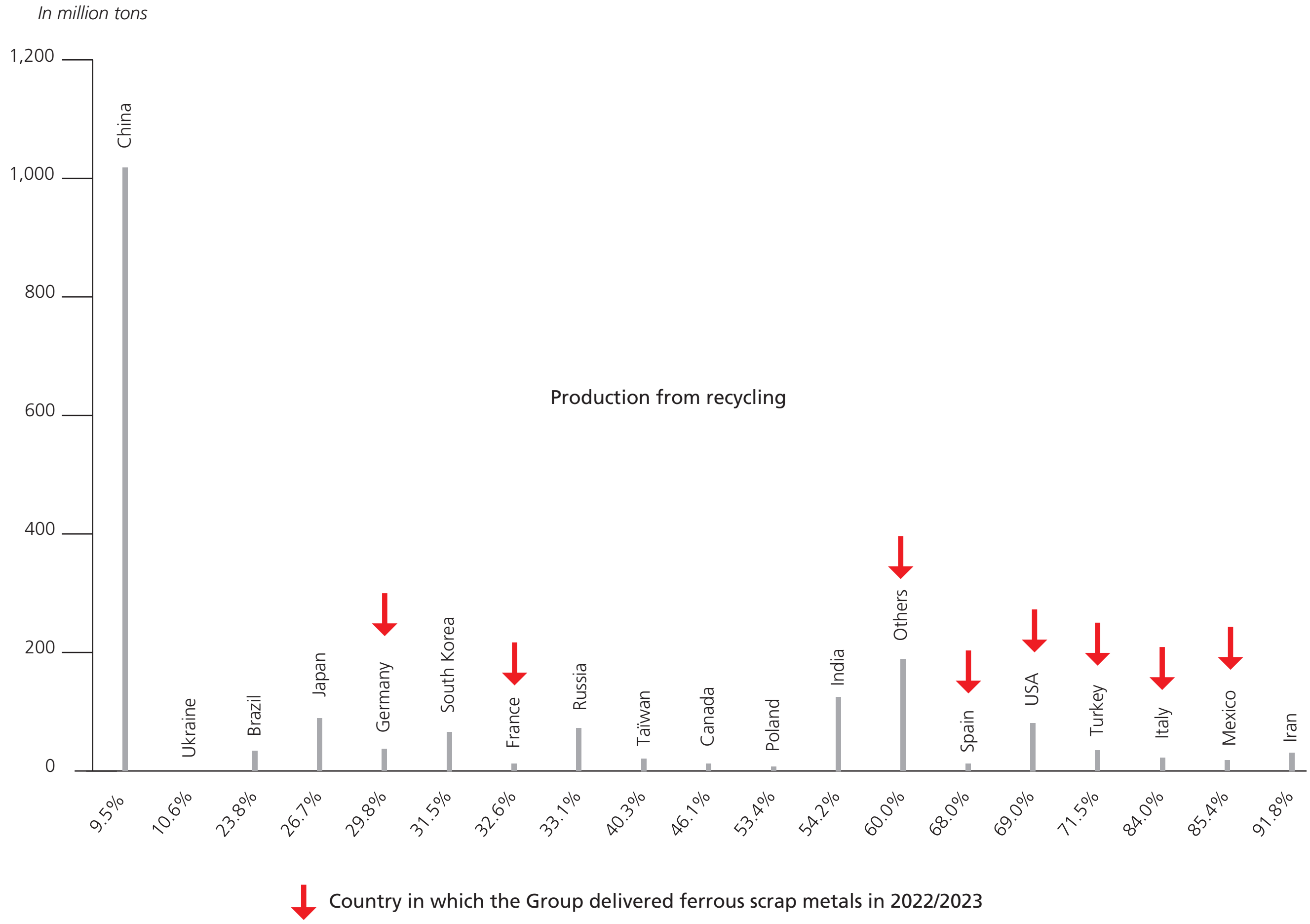
As you can see in the previous graph, the share of steel from electric steel mills tends to increase from year to year on a regular basis in countries other than China, and more recently in China. The competitive advantages of steel from electric mills are as follows:

- less investment;
- increased flexibility of use, with the ability to stop and restart production;
- very clear environmental benefit (fewer greenhouse gas emissions per metric ton produced with a ratio of 1 to 2.3) and energy benefit (less energy consumed per metric ton produced) advantage compared to blast furnaces, especially in countries where the nuclear share of the energy mix is high;
- local supply;
- ease of access to steel production for developing countries thanks to lower investment.

However, blast furnaces generally have lower production costs per metric ton.

In China, roughly 90% of steel was produced in blast furnaces. To reduce CO_2 emissions, it decided to encourage steel production from electric steel mills in the coming years by setting up its own ferrous scrap metal collection network, opening new electric steel mills and closing old blast furnaces.

The share of steel from electric steel mills in other countries is detailed in the following graph:



Source: Worldsteel Association & Bureau of International Recycling (BIR).

- Steel and ferrous scrap metal trade flows

The ferrous scrap metal market is also sensitive to international steel and ferrous scrap metal trade flows.

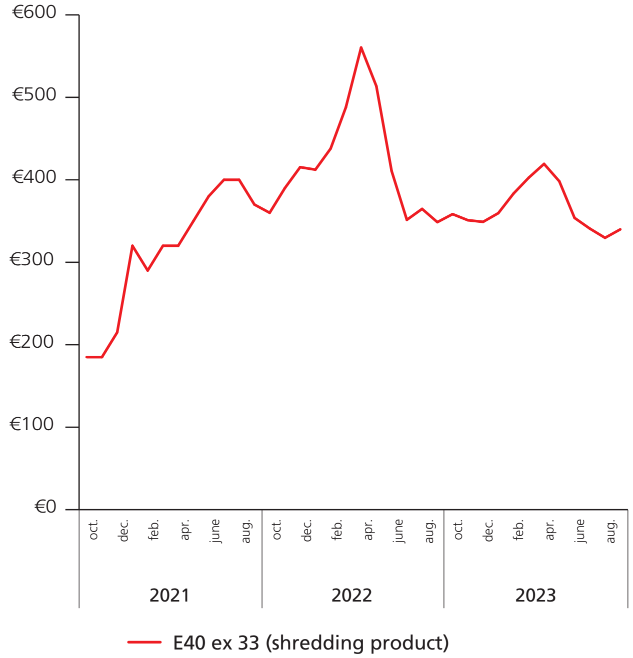
The intensity of Chinese and Turkish steel exports significantly influences the European steel market and consequently its need for ferrous scrap metal. Starting in mid-2016, China has sharply reduced its steel exports to Europe due to its strong domestic demand, which has allowed European and Turkish steelmakers to improve their production and sales in their local market. The Group's European customers, and indirectly the Group, benefited from this situation from mid-2016 to end-2018. Since then, exports of Turkish steel to Europe have increased sharply, because of the weak Turkish domestic market as a result of the economic crisis affecting the country. These exports compete with European steelmakers, and, therefore, the Group's main customers by volume. The introduction of quotas in the European Union on imports from Turkey has made the situation more balanced for European steelmakers, who have also benefited greatly from business recovery in 2021.

Turkey is the world's largest importer of ferrous scrap metal. It produces 35 Mt of steel (2002), 72% of which comes from electric steel mills, with insufficient local raw materials, and imports about 20-25 Mt/year of ferrous scrap metal i.e. one quarter of the global trade). Unlike domestic markets, where price negotiations with steel mills occur monthly, the Turkish market buys ships on the spot market (up to 40,000 t). This means that changes in Turkish prices have an effect on the supply regions of the United States and Europe, which have a surplus of ferrous scrap metals. The economic situation in Turkey is also a factor that influences the ferrous scrap metal market.

In recent decades, globalization and the liberalization of international trade resulted in the virtual disappearance of customs tariffs. Consequently, it was marginal demand that influenced world prices. Since the spring of 2018, the situation has changed, with the introduction of customs tariffs by the United States on the majority of steel imports.

The ferrous scrap metal recycling market is perceived as relatively volatile, insomuch as price and volume trends often compound: increased ferrous scrap metal demand by steelmakers will result in scarcity of the additional metric tons sought and put upward pressure on prices. If demand falls, the opposite happens.

The table below summarizes the price changes in shredded ferrous scrap metal (E40) in recent years:

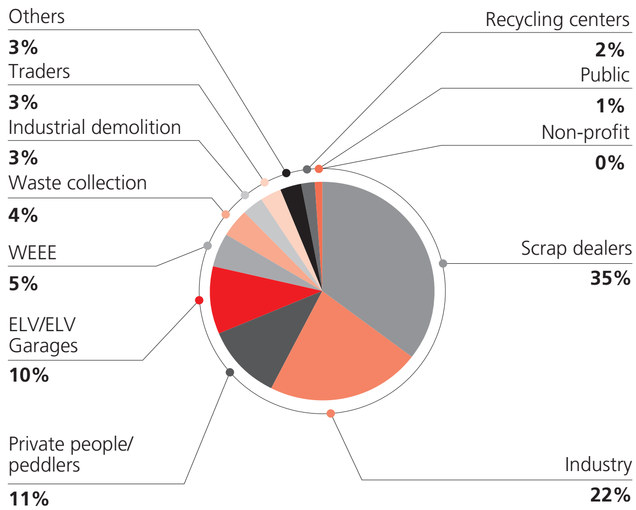


Source: Derichebourg.

- Waste supply

End-of-life consumer goods (around 80%, including industrial demolition) and production waste from steel processing (around 20%) provide ferrous scrap metal purchasers with their supplies. The level of general economic activity therefore influences the availability of ferrous scrap metal.

For the Derichebourg Group, the breakdown of site inflows by type of supplier is as follows:



Source: Derichebourg.

1.2.1.2 The non-ferrous metals recycling market (NFM)

The actors in both ferrous and non-ferrous scrap metal recycling are often the same. The volumes of non-ferrous metals processed by collectors are much lower (often one-tenth of the volume) than for ferrous scrap metals. Conversely, unit prices are much higher, as are unit margins.

The tonnage collected in France by NFM operators is 1.74 million metric tons (2022 figures) with an equivalent value of €4.0 billion.

For the French market (69% of tonnage collected by the Group), the breakdown of non-ferrous metals collected by the profession is as follows:

- aluminum and aluminum cables: 26.8%;
- lead and batteries: 13.6%;
- stainless steel and alloys: 12.2%;
- copper, excluding cables and motors: 8.9%;
- zinc: 7.7%;
- copper cables: 6.6%;
- brass alloys: 3.2%;
- other: 21.0%.

Source: Federec, key recycling figures 2022.

NFM to be recycled are found primarily in buildings, packaging, automobiles and industrial equipment. User industries are essentially foundries, refineries and other heavy industries.

Recycling of end-of-life products will become increasingly essential since it is the only source of secondary non-ferrous metal, whereas primary resources are shrinking. Several other factors also favor the development of non-ferrous metal recycling. First, the production of primary ore is nonexistent in many areas of the world. Recycled products are thus the only "surface mine" available and are also a renewable source; in all cases, the reutilization of recovered products leads to savings in raw materials. It avoids CO_2 emissions and creates energy savings compared to the production of the same quantity of metal by the primary sector.

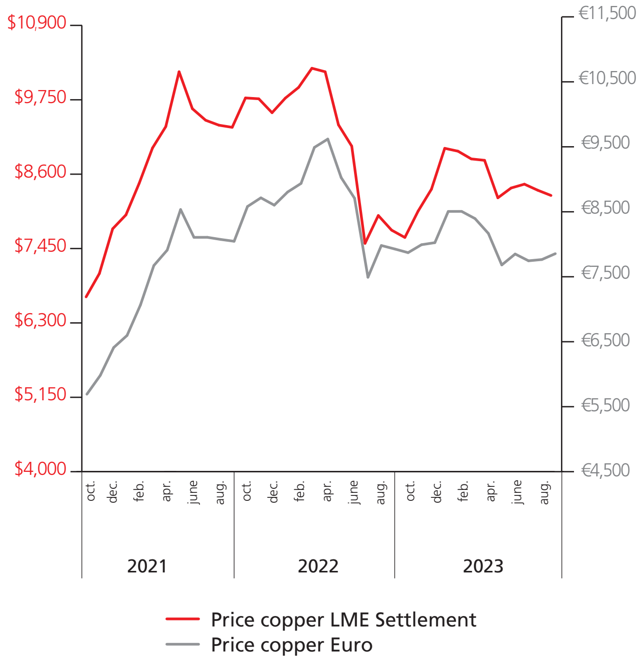
Energy savings compared to the production of primary metal are about 60% to 80% for copper and 90% to 98% for aluminum – a clear-cut competitive advantage in a context of soaring energy costs and increasingly severe restrictions on greenhouse gas emissions.

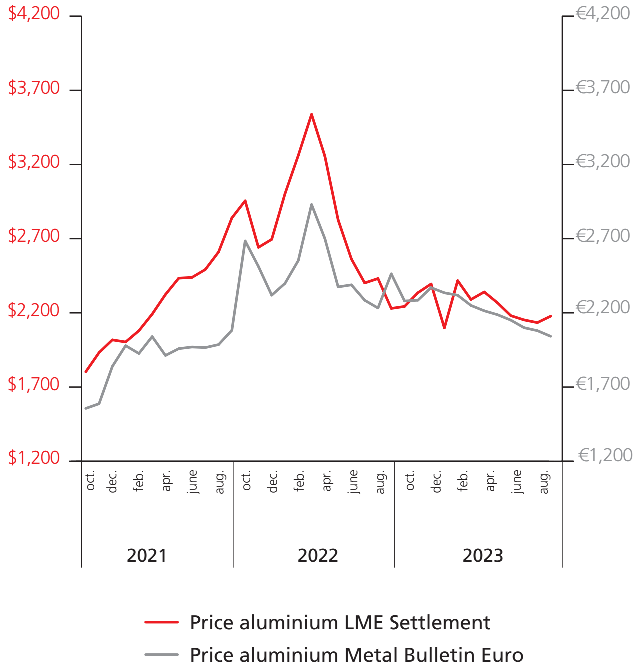
Even so, production cost savings are partially offset by the costs of collection and by environmental restrictions in industrialized nations. These limitations are less restrictive in emerging countries, which increasingly use this type of production and import recuperated products.

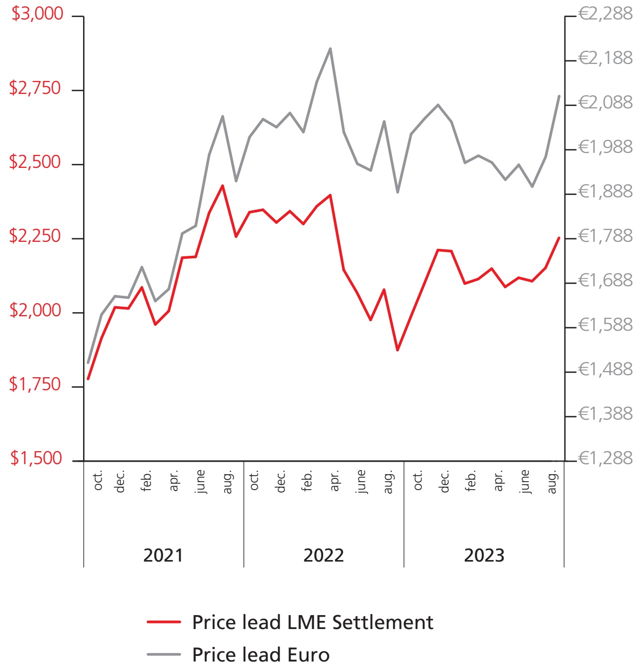
Recovering of end-of-life products alone accounts for approximately 35% of global non-ferrous metal production (source: Bureau of International Recycling). The global demand for non-ferrous metals correlates strongly with changes in the global industrial production index.

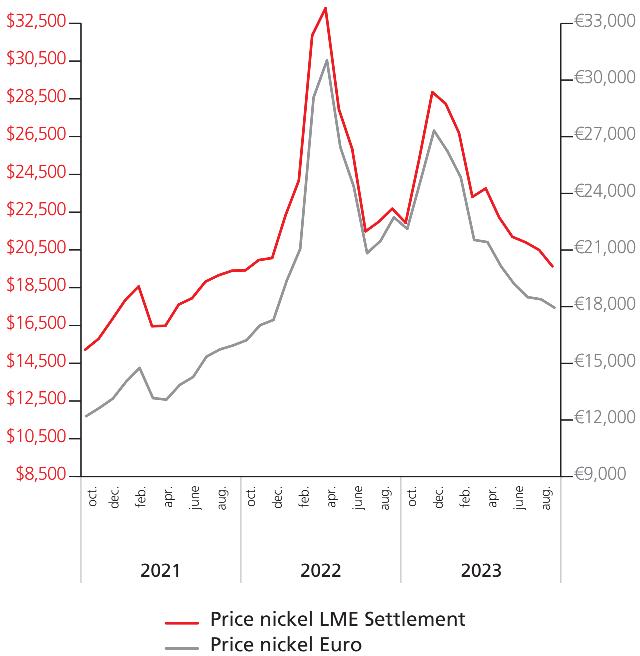
A major shift occurred in 2018, with China's decision to publish very strict specifications for impurity levels in 19 classes of products (including non-ferrous metals) in order to import them into China. These maximum rates are in practice very difficult to achieve, and the volume of Chinese imports has decreased significantly since the spring of 2018. Consequently, the volumes previously consumed by China have shifted to other markets, resulting in downward pressure on the prices of various non-ferrous metals. The increase in the prices of various non-ferrous metals, which began during the post-COVID recovery of 2021, was magnified in early 2022 with the start of the war in Ukraine and subsequent fears about metal supplies, before falling significantly since then due to downward economic forecasts. The charts opposite summarize the price changes for various metals.

From January 1, 2021, China removed the highest grades of non-ferrous metals (especially copper granulate) from waste status and once again accepted imports of these products. However, it imports almost no solid waste now. This waste has therefore been transferred to other markets (including India, Malaysia and Vietnam).





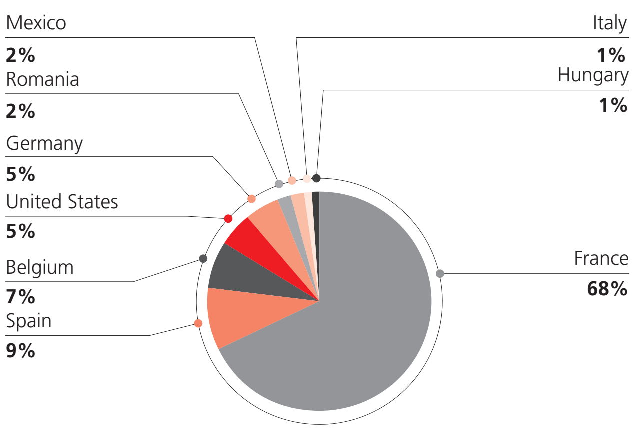




It should be noted that these graphs, and especially those for copper and nickel, imperfectly reflect the change in the Group's sale prices, which are based on the LME prices, but which also take into account a discount for the secondary metal. This discount changes according to market conditions.

1.2.2 Business portfolio

The Group's Recycling business operates in ten countries, with a predominant share of its business conducted physically in France. The table below details the breakdown of purchases by country (ferrous scrap metal and non-ferrous metals).



The Group operates in 271 recycling centers, of which 213 are in France.

This business employs about 3,900 employees.

In this activity, the features that distinguish the Group from its competitors are:

- the density of geographical coverage;
- the vertical integration made possible by this coverage: the Group's vast network, which allows it to cost-effectively install secondary processing lines (flotation, aluminum refinery, stainless steel waste mixture preparation, preparation of primary aluminum for extruders, cable shot-blasting line, preparation of solid recovered fuel), which are supplied with flows from various sites, without the need for significant purchases outside the Group;
- the management of operations with a long-term perspective, which is reflected in particular by a low-inventory policy: 15 days of activity for ferrous scrap metal, 15 to 25 days for non-ferrous metals. In a period when prices are rising, the Group benefits less from recovery than some of its competitors who hold more inventory. It generally weathers lower-price periods better than its competitors, which may put it in a position as a consolidating actor at the bottom of the cycle.

1.2.2.1 The ferrous scrap metal sector

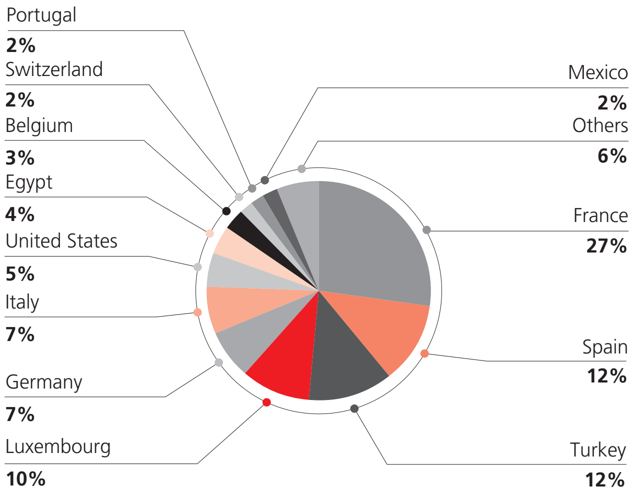
The Group processed 4,686.6 thousand metric tons of ferrous scrap metal during the fiscal year, i.e. a reduction of 5.8% compared to the previous fiscal year (down 11.5% on a like-for-like basis).

In France, the Group has the largest network in the sector (213 sites). Since transportation accounts for a large part of incoming waste costs, this proximity to waste production sites is strategic.

Derichebourg Environnement prepares ferrous scrap metal, using 44 shredders (including 30 ELV shredders) and 105 shears to produce materials that comply with high-quality standards: elimination of impurities, compliance with specifications and calibration of batches. The recovered products are destined primarily for electric steel mills, foundries and converters in the long steel industry.

Once prepared and sorted, volumes are sold to domestic steelmakers, or major exporters (10-15% of volumes) if the Group is close to port areas.

The table below shows the main destination areas of the Group's ferrous scrap metals.



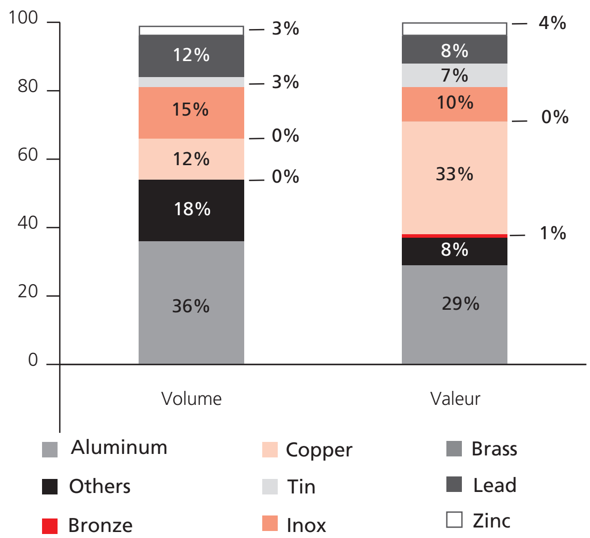
The Group is trying to keep its inventory low (about 15 days of activity) in order to limit its exposure to changes in ferrous scrap metal prices.

The Group does not operate any steel mills.

The Group's shredding business generates shredding residues (a mixture of foam, plastic, glass, wood, etc.) that cannot be marketed as such. The Group is conducting several development actions to constantly improve recovery rates (energy or material) and limit volumes sent to landfills, which amounted to approximately 332,500 metric tons in 2023 (France scope). One of the strategic priorities is to prepare solid recovered fuels from residues, which can be used by cement manufacturers, and thus reduce landfill in line with the environmental policy.

1.2.2.2 Non-ferrous metals (NFM)

The breakdown of revenue by metal is as follows:

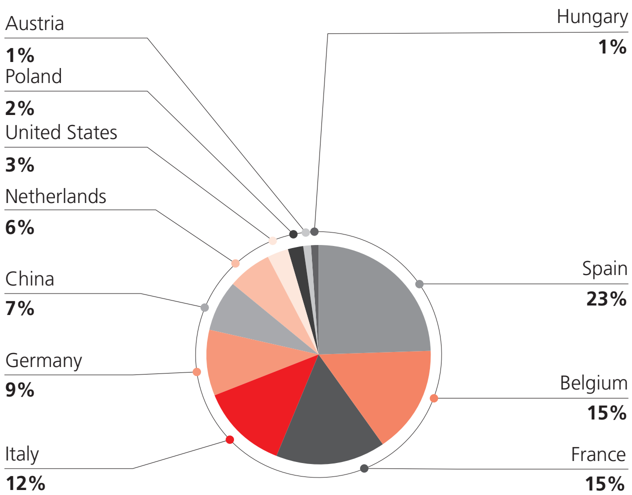


Compared to its competitors, the Group processes a larger relative volume of non-ferrous metals. Having a strong market share in non-ferrous metals is one of the Group's historic features. This is due to the diversity of processed flows:

- traditional purchasing, sorting and preparation activity for all non-ferrous metals;
- Derichebourg Environnement has equipped its main shredders with an induction separator and has two flotation units in Europe for the separation of aluminum from other heavy metals (copper, brass, etc.). Dense aluminum (twitch) is made into ingots in the Group's three refineries (Lille, Prémery and Albalate del Arzobispo). These ingots (mostly AS9U3 quality) are sold to automotive parts foundries. The Group's various aluminum refineries produce 81,500 metric tons of secondary aluminum ingots;
- recycling of lead-acid batteries and production of lead ingots, reused by the automotive industry: 35,500 metric tons of ingots produced per year in the lead refinery of Albalate del Arzobispo, which is increasing its production capacity;
- the Inorec subsidiary prepares mixes of the various metals used in the composition of stainless steels, in accordance with customer specifications, so that they can be directly blasted;
- the Group prepares copper granulate from copper cables (about 11,000 metric tons per year).

During the 2022-2023 fiscal year, the Group processed 770.4 thousand metric tons of non-ferrous metals, a reduction of 5.2% compared to the previous fiscal year (down 9.2% on a like-for-like basis).

The table below breaks down the sales of non-ferrous metals (including stainless steel waste) by country of destination:



1.2.2.3 Services

The Group also provides services (around €177 million/year) in the following areas:

Treatment of waste electrical and electronic equipment (WEEE)

In the context of the implementation of the directive on Extended Producer Responsibility, France has chosen to entrust the collection and processing of goods marketed in 15 segments to collective schemes. Since the creation of these segments, the Derichebourg Group has positioned itself with collective schemes that handle WEEE, mainly for processing activities. The Group processes 561,500 metric tons per year of WEEE over 13 sites. The Group has chosen to be present in only two out of five WEEE streams:

- household appliances excluding cold (washing machines, dishwashers, stove tops);
- large household appliances - cold (refrigerators and freezers). For the processing of large cooling household appliances, Derichebourg Environnement has teamed up with one of the international leaders in the ecological processing of refrigeration products containing CFCs or HFCs in their refrigeration circuits or insulation. A 50%-owned subsidiary called Fricom Recycling has been created with this partner, Oeko-Service (better known under the name of SEG). In 2019, in Bassens (Gironde), the Group installed the first French platform able to recycle both refrigerators and hot water tanks, both containing fluorinated gases representing high potential elements in terms of global warming;
- the Group has decided to no longer process small household appliances because of the risk of fire caused by the presence of lithium-ion batteries.

Derichebourg supports collective schemes in the achievement of their objectives to increase volumes collected and recovered. During the 2023 fiscal year, the Group initiated several investments to treat new flows of WEEE (including refrigerators and hot water tanks).

WEEE treatment streams are steadily growing.

Management and distribution of end-of-life vehicles (collection, processing and monitoring of materials) through its ECO-VHU subsidiary for automotive manufacturers

The Derichebourg Group has a network of over 400 approved dismantling plants in France (internal or third-party) enabling it to fulfill territorial network requirements, thereby putting the Group in a favorable position to sign framework contracts with car-makers and importers.

Treatment of by-products from steel mills and other industries

The Group performs customized services such as the preparation of bailed ferrous scrap metal, which is used as cooling chutes.

Collection of paper, cardboard, common industrial waste

The Group provides the customers in its regional network with collection and sorting services for common industrial waste, paper, and cardboard. The Revival subsidiary in Noisy-le-Sec operates a site in the Paris region, with a processing capacity of 88,000 t/year, which fits neatly into the urban landscape.

1.2.3 Property, plant and equipment, significant tangible assets

The Group's Recycling business is a heavy consumer of equipment: shredders, shears, inductors, collection and sorting machines, as well as their related infrastructures, namely land, concrete slabs, and electricity supplies.

The Group's strategy is to be the owner or economic beneficiary of all long-term assets that it uses frequently.

The table below details the main families of assets and equipment used in the Recycling business:

Family	Number and comments
Land	710 hectares owned and operated
Shredders	44 shredders in use
Shears	105 shears in use
Stationary cranes	88 stationary cranes, almost all electric
Trucks	706 trucks, with a policy for renewal to meet the latest environmental standards

The table below breaks down the carrying value of these assets:

In millions of euros	9-30-23	9-30-22
Gross value	2,576	2,456
Accumulated depreciation	(1,503)	(1,477)
Net value	**1,073**	**979**

NB: The above figures also include the value of assets belonging to Holding companies, who own the land used by the Recycling business. The above figures also include rights-of-use assets.

Wherever possible, the Derichebourg Group prefers to purchase the land on which it operates its Recycling services. The Group owns, via Derichebourg Immobilier and its subsidiaries, as well as Ecore's subsidiaries, over 710 hectares of land used by the Recycling business. In view of its long-standing ownership of certain land, there may be capital gains between their value and their historical cost. During the transition to IFRS standards, the market value of land at January 1, 2004 was considered to be the cost in certain cases. A variance (net of deferred taxes) of €41 million was recognized in shareholders' equity and in tangible assets.

1.2.4 Research and development business

The Group's Recycling business is continuing its efforts to increase its returns on the processing of end-of-life consumer goods and products. One of the aims is to succeed in recovering all or part of the shredding residues either in the form of materials or energy. The objective is to reduce the volumes sent to landfill by 20% (for equal volume treated by shredders).

Durable businesses have been developed to deal with used tires, certain types of plastic and part of the shredding residues, which are turned into alternative fuels.

Derichebourg already recycles 7% of its shredder residues (Europe scope) as solid recovered fuel.

1.3 Public Sector Services

As an expert in cleaning, the Derichebourg Group offers local governments a range of services in three main areas:

- door-to-door waste collection and voluntary drop-off points;
- urban cleaning;
- managing recycling centers, transfer hubs and sorting centers.

The efficient management of household waste and urban cleaning is a major challenge for local governments. It determines the quality of life of citizens and the fulfillment of economic, social and environmental obligations that are an increasing burden on them. Poly-Environnement (France) and Derichebourg Canada collect all types of household waste (packaging, paper, cardboard, glass, green waste, food waste, bulky items, residual household waste) using all existing collection methods (door-to-door and drop-off points). These subsidiaries also manage household packaging sorting centers and transfer waste to processing and recovery centers. Lastly, Poly-Environnement offers local governments responsibility for all urban cleaning services (manual sweeping, mechanized sweeping and washing, cleaning of soiled floors, managing public bins and containers, removing graffiti, removing dumped waste etc.).

For example, through its subsidiaries, Poly-Environnement provides door-to-door collection of household and similar waste in six of the ten districts of the city of Paris entrusted to private operators (1st, 3rd, 4th, 7th, 10th and 18th arrondissements).

Public contracts generally last for a period of five to seven years. Local authorities often request new equipment when contracts are renewed.

The Group responds to tenders that give significant weight to technical considerations, thus making it possible to highlight the quality of the service and the resources deployed by the tenderer, not only the lowest price, in order to obtain a solid return on capital employed.

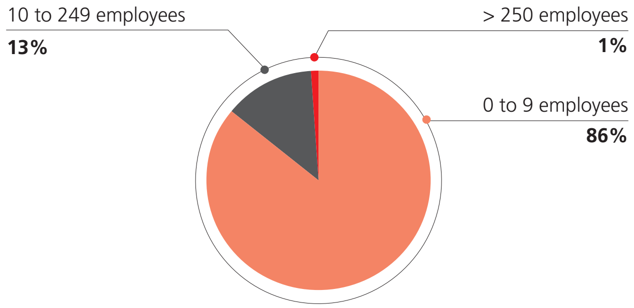
The Poly-Environnement entities and its subsidiaries were historically owned by Derichebourg Multiservices, and were transferred to Derichebourg SA prior to the contribution of the Multiservices division to the Elior group in April 2023.

This business employs about 1,850 employees.

1.3.1 The waste collection market

- After Germany, France is the second largest producer of household waste in Europe.
- Per capita, a French person produces an average of 582 kg of waste, which places France in the European average. Over the 2007-2017 period, waste production per inhabitant decreased by 2%, while the overall quantity of household waste continues to increase due to the increase in the population (according to a study by ADEME on household and similar waste).

The market is composed of many small players (0 to 9 employees), which is due to the local nature of waste collection and treatment. In 2015, the breakdown of companies based on number of employees was as follows:



The waste collection and treatment market in France was worth €35,921 million in 2018 (source: Xerfi study), which ranks France second in Europe behind Germany (€44,270 million).

The average revenue per French company in the sector was €7.8 million in 2018 compared to €4.9 million for German companies.

1.3.2 Services offered

Door-to-door collections

In France and Canada, our teams collect all types of household and similar waste (packaging, paper, glass, food waste, green waste, bulky items, etc.) on behalf of local governments. They operate in dense urban areas as well as in rural areas. To carry out these services, the teams use single or two-compartment household waste dumpsters (HWD), reinforced or otherwise, for the collection of bulky items, with a total gross weight (gross vehicle weight) of between 3.5 and 26 metric tons. They also use various equipment adapted to the needs of the service, such as container lifts (manual or automatic), on-board computer systems, etc.

Local collections at voluntary drop-off points

Derichebourg offers underground, semi-underground and overhead column collection services to local governments for all types of waste (household packaging, paper and cardboard, glass, residual household waste). Collection is generally accompanied by maintenance and washing services for these columns. Collection from voluntary drop-off points is carried out using hook lift vehicles, side-loading skips, HWD cranes and robotic crane skips.

Urban cleaning

The urban cleaning services provided by the Derichebourg Group consist of a variety of work such as mechanized and/or manual sweeping and washing, cleaning of food markets or green spaces, leaf collection or weeding of roads, and winter maintenance (salting and snow removal).

Recycling center management

The Derichebourg Group is able to perform all recycling center management functions. We therefore provide various customer-facing services, including welcoming and supporting users, managing on-site entry badges, maintaining and securing the sites and the developing and managing green spaces. The Group is also able to provide logistics services, such as the provision of containers, the compaction of skips and the planning and transportation of waste to recovery channels.

Managing sorting centers and transfer hubs

Derichebourg offers "turnkey" solutions for sorting centers, including designing, building and operating facilities. Derichebourg also operates transfer hubs, whether for site management (maintenance and cleaning), receiving supplies and reloading waste into large-capacity containers before transporting it to recovery centers. These operations also optimize transportation costs and the associated environmental footprint.

The Public Sector Services business generated revenue of €183 million in the 2023 fiscal year, an increase of 11%.

1.3.3 Setting out environmental criteria: a differentiating factor for Poly-Environnement subsidiaries

Environmental criteria are increasingly important for local governments, whose practices have evolved significantly in recent years. Environmental and green constraints have become the primary decision-making criteria for local elected representatives when choosing service providers. Local government service providers must therefore strive to improve their offer in terms of energy consumption and green energy.

In order to reflect this, the Derichebourg Group has made changes to the types of vehicles it uses when delivering its services, including:

- significantly reducing the use of diesel vehicles (less than 35% of our fleet), as they are very often excluded from new local government specifications;
- gas vehicles have been used extensively in recent years (33% of our current fleet). The current economic situation, particularly the Ukraine war, has caused gas prices to fluctuate (with the price rising threefold at one point), therefore potentially making gas vehicles less attractive;
- the Company now commonly uses biofuel vehicles (biodiesel), which offer an alternative to more traditional fuels (diesel, NGV etc.);
- there are increasing numbers of electric vehicles in our fleet of collection and cleaning equipment. In 2023, Poly-Environnement plans to take delivery of 3 fully electric heavy-duty trucks, and currently has 16 fully electric collection and cleaning vehicles in its fleet.

Investing in a clean transportation system is now a necessity for society in order to continue to win local government calls for tender.

The fleet of service and company vehicles (excluding heavy goods vehicles, trucks, etc.) is also in full transition, and now comprises 40% electric vehicles and 40% hybrid vehicles.

1.3.4 Professional integration projects

In the majority of its contracts, Poly-Environnement makes qualitative and quantitative commitments in terms of integration through economic activity. Over the last twelve months, more than 160,000 hours of integration have been carried out under our various contracts.

For example, in 2020 Poly-Environnement launched the LOTUS project with the aim of promoting the integration of people who are struggling to get back into work. This project, which is supported by the Ministry of Labour, Full Employment and Inclusion and was set up by Humando Compétences, aims to promote the integration of refugees through training courses in the profession "Mechanic repairer of industrial vehicles." The training includes professional French, as well as delivering vocational training leading to a qualification.

1.4 Stake in the Elior Group

Derichebourg SA holds a 48.31% stake in Elior Group, a leader in contract catering and Multiservices.

1.4.1 Elior history

The Group was created in 1991 by Francis Markus, Robert Zolade and 300 executives who joined forces to acquire a 35% stake in the capital of Société Générale de Restauration, a subsidiary of the Accor group.

In 1997, the Group became the French leader in concession catering, and the following year adopted the name Elior.

In 1999, the Group decided to expand in Europe, through numerous acquisitions in the United Kingdom, Spain and Italy. A number of external growth operations were carried out in these countries during the 2000s.

In 2013, the Group entered the American market with the acquisition of TrustHouse Services, one of the leading catering companies for the education and healthcare markets in the United States. A number of new acquisitions followed in the second half of the decade, to expand the Group's presence in this area.

In 2022, Derichebourg SA acquired a 24.36% stake in Elior Group through the purchase of shares belonging to the historical shareholder Robert Zolade and through market acquisitions.

In July 2022, Elior's management launched a strategic review aimed at improving the Company's strategic positioning and providing a solution to its high leverage ratio.

In April 2023, Derichebourg SA increased its stake to 48.31% following the contribution of the assets of its Multiservices business (see section 5.1). The aim of the transaction is to offer strong potential for value creation, with annual synergies estimated at a minimum of €30 million by 2026.

1.4.2 Elior Group activities

Elior is an international player in contract catering and services that employs nearly 133,000 people in 5 main countries in Europe and North America.

The Group's revenue amounted to €5,223 million for the financial year ended September 30, 2023.

Contract catering

Contract catering is present in five main countries (France, Italy, Spain, the United Kingdom and the United States). It includes 20,250 restaurants and points of sale, welcomes around 3 million diners every day and employs 75,900 employees worldwide. The activity is divided into three markets, depending on the type of customer:

- the corporate market;
- the education market;
- the health and social market.

The Group is present in the catering sector under different brands and commercial names depending on the sector, customer and country.

In France, the contract catering business is marketed under the following names:

- Elior;
- Arpège;
- Ansamble;
- L'Alsacienne de Restauration.

Revenue from contract catering was €4,151 million for the fiscal year ended September 30, 2023, up 7.8% (including 12.3% organic growth).

Services

Elior Group draws on the expertise of Derichebourg Multiservices and Elior Services to provide complementary contract catering solutions.

Elior Services and Derichebourg Multiservices are leading players in corporate and local government services, aiming to protect buildings, take care of their occupants and energize cities.

The complementary nature of their know-how enables them to offer a wide range of services including cleaning, facility management, electrical and air conditioning engineering, multi-technical maintenance, reception, remote monitoring, energy efficiency, public lighting, green spaces, temporary work, industrial and aeronautical subcontracting.

The Multiservices business is led by 56,000 employees, present in 6 countries and generated revenue of €1,056 million (up 79.7%, including 3.6% organic growth) for the last fiscal year as of September 30, 2023.

A summary presentation of Elior Group's 2023 results is provided in Section 5.

As Elior Group is a listed company, the reader is invited to refer to www.eliorgroup.com for a detailed presentation of its activities.

1.5 Strategies and objectives

1.5.1 The Group's strategy in the Recycling business: "A dense network"

The Group is currently the 4th largest player in the world (and third in Europe) in terms of revenue, behind SIMS Ltd, EMR and TSR.

The following strategy is deployed:

- consolidate our position as leading supplier in steel and metallurgy by delivering products in line with customer specifications and expanding our customer base, especially for ferrous scrap metal;
- implement the best sorting technologies available, so that the full added value of the various products is maintained, and reduce the share of residue headed to landfill;
- have a management team that implements the same strategy uniformly throughout the Group, and train employees;
- update the Group's IT tools while leaving intact the main features, which make it one of the most relevant tools in the market (knowledge of inventory and real-time margins at all Group sites);
- develop niche businesses where there are fewer players, such as induced heavy metals plant, aluminum or lead refining, and cold preparation of mixtures for steel mills that produce stainless steel. The Group also seeks to develop additional sorting for the non-ferrous metals that result from the shredding process. Ultimately, the Group aims to earn 20%-25% of revenue from the Recycling business in these segments;
- expand the collection network in France and abroad by being present in each country as either a national or regional leader and explore external growth opportunities over the long term. The Group is well positioned to be a consolidator for a market at cyclical lows.

1.5.2 The Group's strategy in Public Sector Services

Derichebourg's offering aims to meet various objectives such as (i) service performance, (ii) economic control, (iii) reducing social and environmental impacts and (iv) innovation.

- **Service performance**

The Group's ambition is to guarantee the quality of services sought by local governments and meet their specific needs. To this end, Derichebourg offers its customers an efficient service through the implementation of technical and human resources that meet high standards.

The continuous improvement in the quality of services provided by Public Sector Services is an essential value for the Group. To do this, it has developed a management system based on the quality of the services provided.

Finally, the Group strives to provide as much transparency as possible to its customers through daily reporting and regular discussions with its local government contacts.

- **Economic control**

Local government services are based on commitments that may extend over several years. In order to ensure the profitability of the various projects, financial analysis plays a major role when responding to calls for tenders.

Financial proposals take into account the specific nature of the regions concerned, customer requirements and expenses.

- **Reducing societal and environmental impacts**

Societal and environmental issues are at the heart of the Public Sector Services business. Therefore, Derichebourg is working to use new, low-carbon vehicles that are quieter in order to reduce pollution. More than 70% of the vehicle fleet is clean vehicles, i.e. fully electric, NGV, biofuel or hybrid.

By setting up locations close to its customers, Derichebourg minimizes the environmental footprint of its services.

The Group also ensures that it works with consumables that have a low environmental impact. Lastly, Derichebourg has implemented a responsible, ambitious and inclusive HR policy.

- **Innovative offerings**

In Paris, Trilib' equipment provides automated collection thanks to an innovative system for automatically lifting, emptying and repositioning modules for recyclable packaging and glass. The modules have been equipped with sensors to measure the fill level, and collections are optimized by adapting the service to the current fill level.

In order to improve the quality of services offered to its customers and improve the working conditions of its employees, Poly-Environnement focuses on innovation, which sets it apart and creates value for the future.

1.6 Group structure

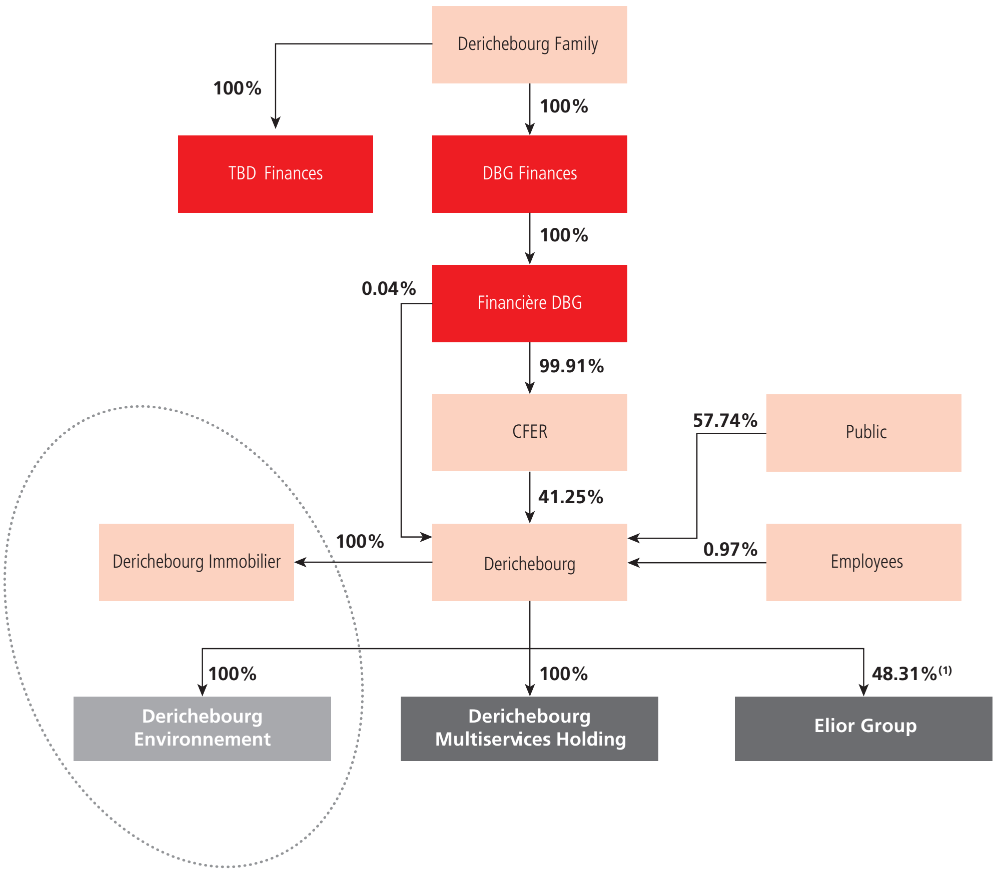
1.6.1 Structure and summary organization chart of the Group and its shareholders

Derichebourg's assets mainly comprise:

- equity interests in two parent-holding companies, Derichebourg Environnement and Poly-Environnement, which each control the operating companies in the appropriate division;
- shares in DBG Holding GmbH, which owns the Recycling business in Germany;
- and shares in Derichebourg Immobilier, which holds the majority of the real estate assets of the Recycling business.
- Acquisition of a 48.31% stake in Elior Group

The financing of the Group's subsidiaries is provided for the most part centrally by Derichebourg, via the syndicated loan set up on March 19, 2020, for a residual amount of €250 million (see note 4.11.1.5 of the notes to the consolidated financial statements), the Green Bond of €300 million, and the EIB loan for the residual amount of €104 million.

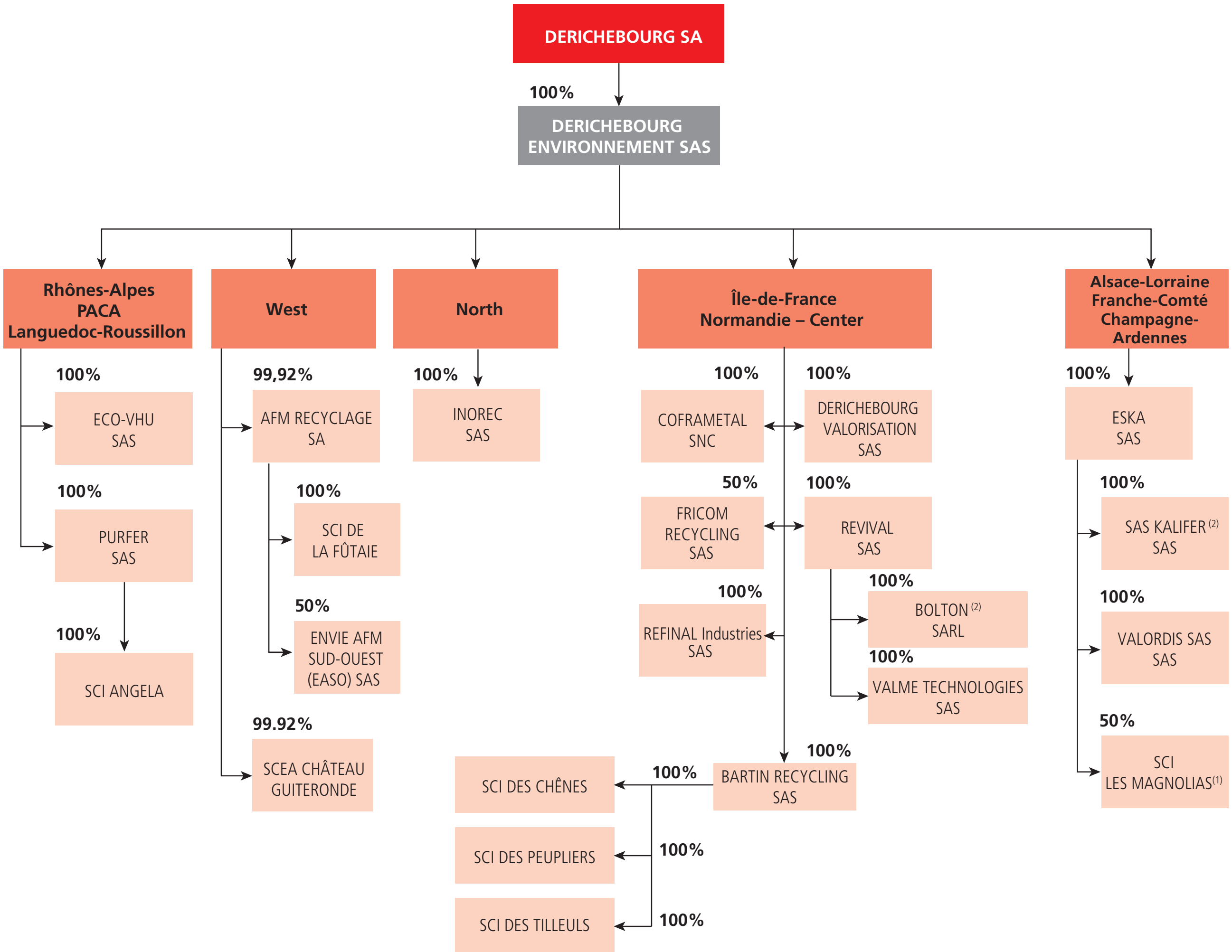
Derichebourg has signed cash agreements with its subsidiaries or sub-subsidiaries to enable current account advances or loans.



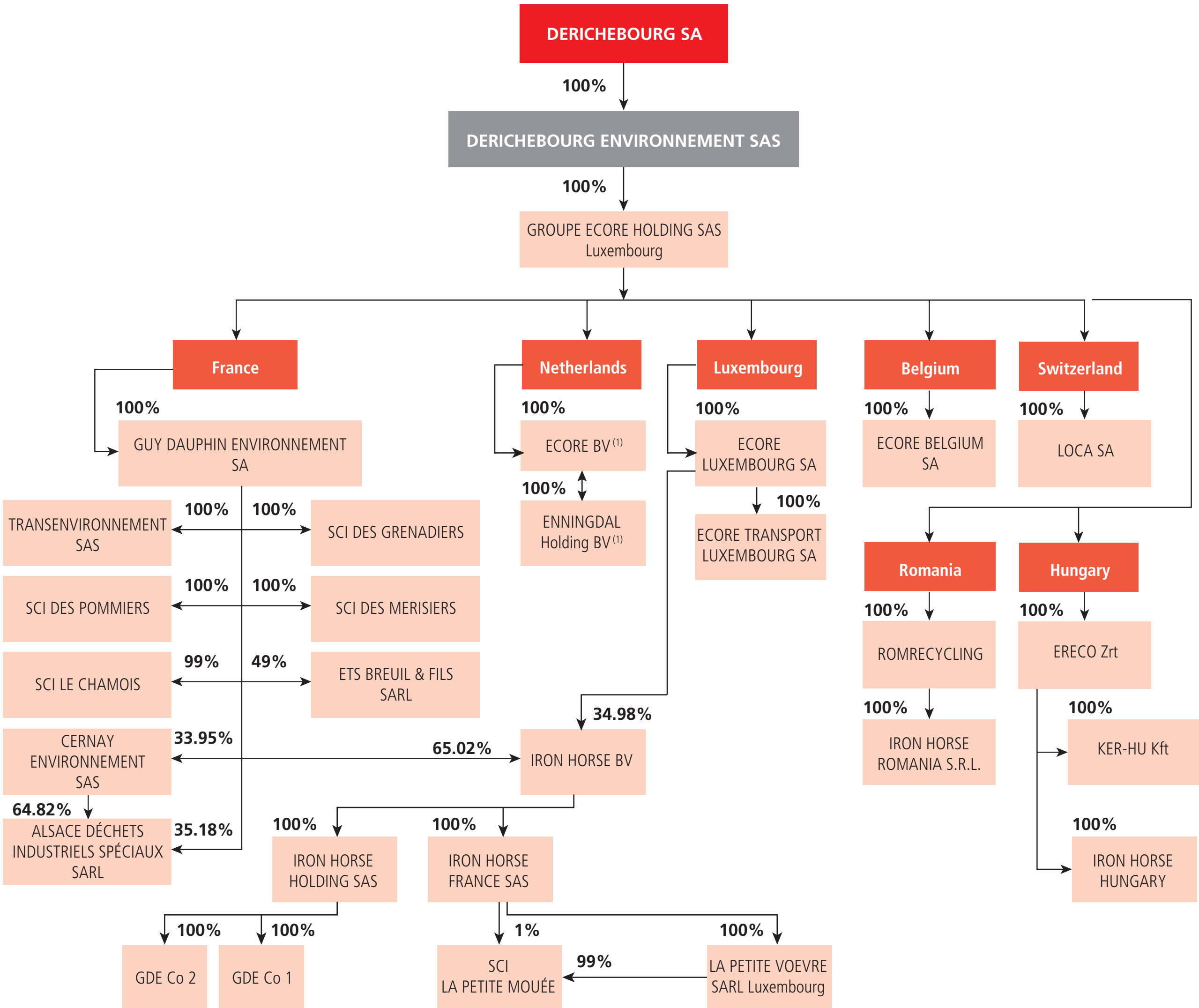
(1) Existence of a governance agreement between Elior Group and Derichebourg SA

The chart above is presented in percentage of holdings. CFER holds 57.82% of the voting rights.

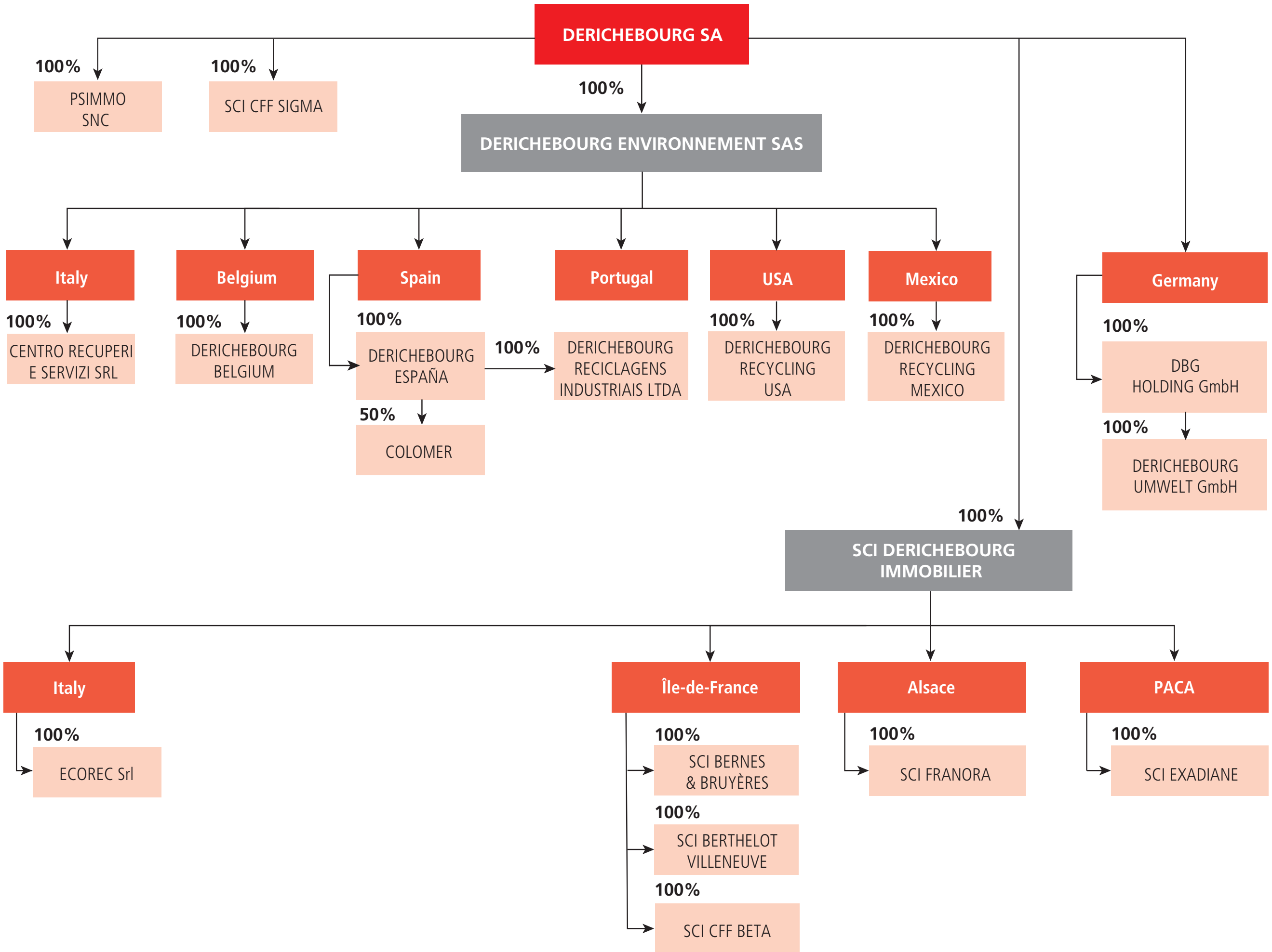
1.6.2 Detailed organization chart of the Recycling business

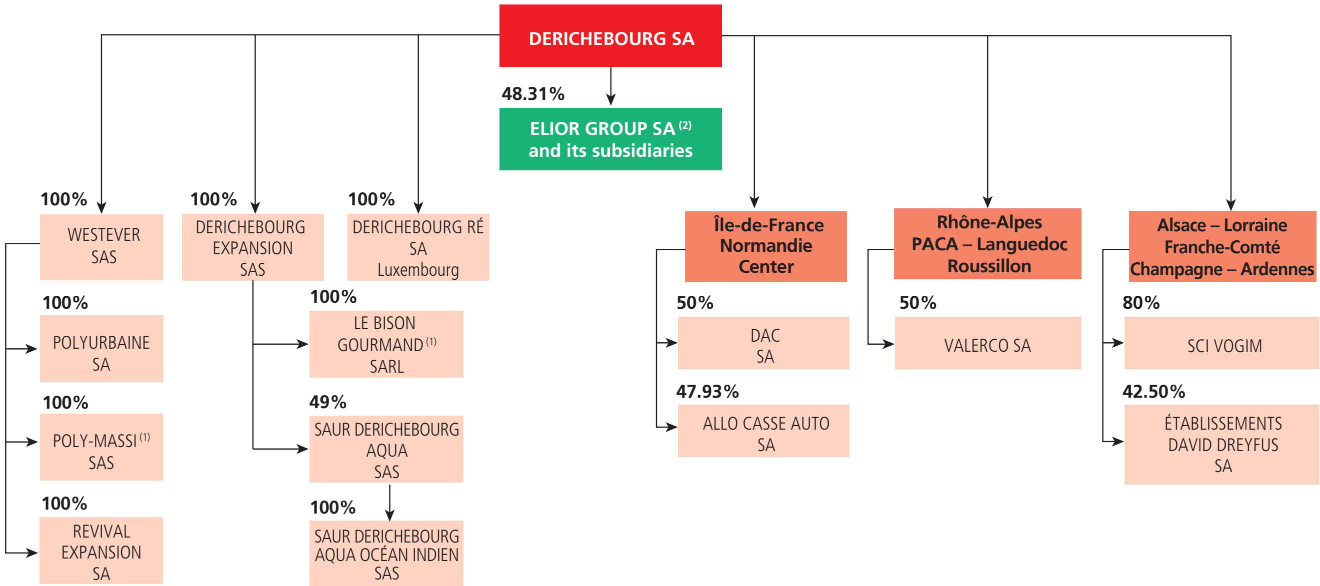


(1) 50% held by Guy Dauphin Environnement
(2) Companies subject to a universal transfer of assets and liabilities to the benefit of the sole partner as of October 3, 2023.



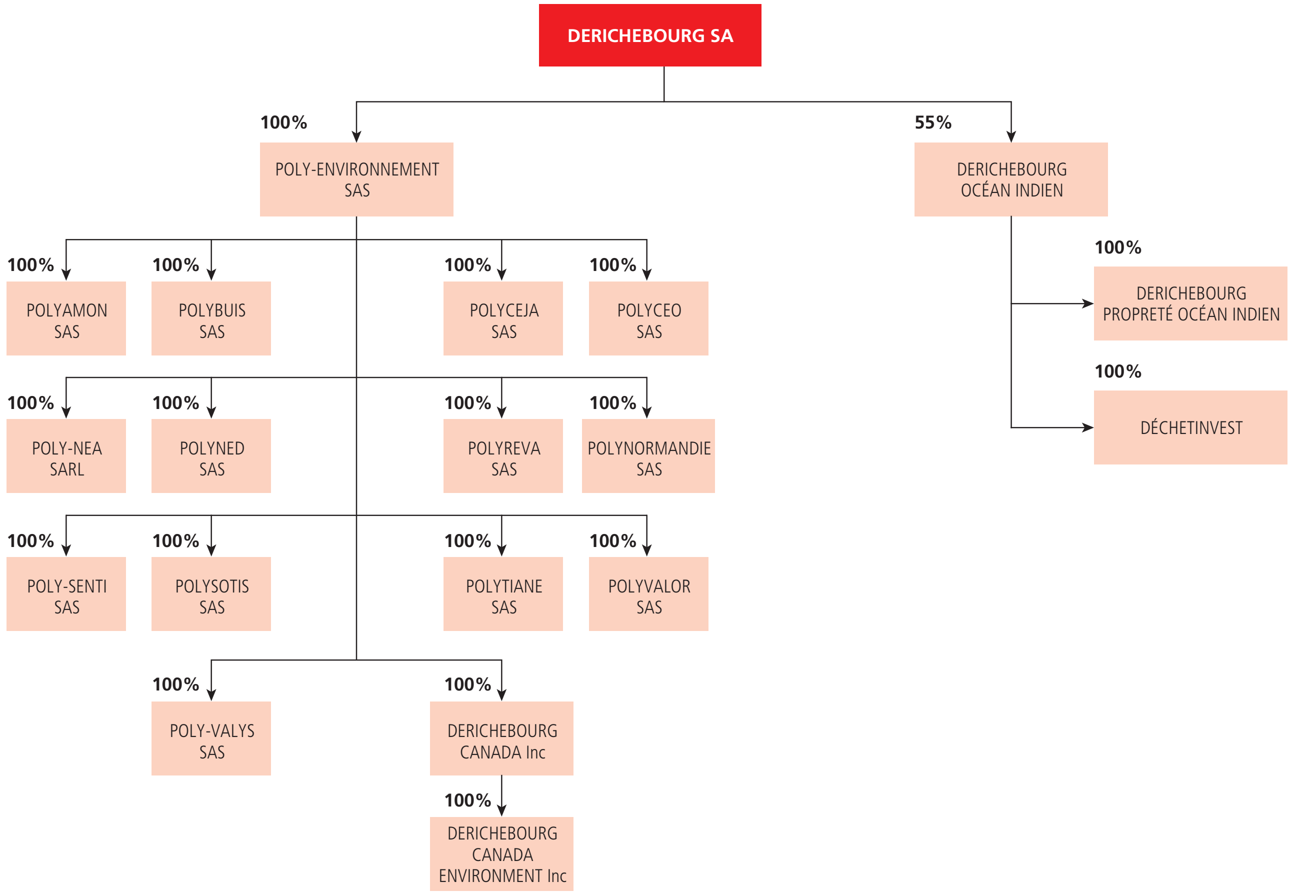
(1) Company in liquidation


DERICHEBOURG SA
100%
PSIMMO SNC
100%
SCI CFF SIGMA
100%
DERICHEBOURG ENVIRONNEMENT SAS
Italy
100%
CENTRO RECUPERI E SERVIZI SRL
Belgium
100%
DERICHEBOURG BELGIUM
Spain
100%
DERICHEBOURG ESPAÑA
50%
COLOMER
100%
Portugal
DERICHEBOURG RECICLAGENS INDUSTRIAIS LTDA
USA
100%
DERICHEBOURG RECYCLING USA
Mexico
100%
DERICHEBOURG RECYCLING MEXICO
Germany
100%
DBG HOLDING GmbH
100%
DERICHEBOURG UMWELT GmbH
100%
SCI DERICHEBOURG IMMOBILIER
Italy
100%
ECOREC Srl
Île-de-France
100%
SCI BERNES & BRUYÈRES
100%
SCI BERTHELOT VILLENEUVE
100%
SCI CFF BETA
Alsace
100%
SCI FRANORA
PACA
100%
SCI EXADIANE



(1) Companies subject to a universal transfer of assets and liabilities to the benefit of the sole partner as of October 3, 2023.
(2) Governance agreement.

1.6.3 Detailed organization chart of Public Sector Services



02

RISK FACTORS AND INTERNAL CONTROL

2.1 Risk factors

2.1.1 Risk analysis and monitoring process

2.1.1.1 Methodology for establishing and validating the Group's risk mapping

A mapping of the Company's general risks was prepared during the 2018 fiscal year and is updated annually. It will be updated at regular intervals by Internal Control and the Group's Chief Financial Officer, in collaboration with the operational and functional risk-bearing departments.

The risk map for 2022-2023 was presented to General Management, which validated the main risks and the implementation of the associated action plans. This mapping is presented to the Audit Committee on an annual basis.

For informational purposes, the Group's risk mapping also includes Sapin II (anti-corruption) and CSR risks.

2.1.1.2 Criticality matrix used

A criticality matrix is used as part of the risk mapping in order to rank and prioritize the risks to be addressed.

Three parameters are used to assess the various risks:

- the risk probability;
- the impact (financial, reputational, legal);
- the degree of control.

PROBABILITY	VERY LOW (1)	LOW (2)	MEDIUM (3)	HIGH (4)	VERY HIGH (5)
RISK PROBABILITY	Once every five years	One-two times a year	Once a quarter	Once a month	At least once a week

IMPACT	LOW (1)	SUBSTANTIAL (2)	HIGH (3)	VERY HIGH (4)
FINANCIAL IMPACT	€100 k to €500 k	€500 k to €3 million	€3 million to €10 million	> €10 million
REPUTATIONAL IMPACT	Unfavorable public information	Loss of shareholder confidence	Loss of credibility in respect of the authorities	Financial/ environmental scandal
LEGAL IMPACT	External investigations	Commercial litigation with major partners	Criminal risk	Financial penalty and sanction against legal/natural person (manager)

LEVEL OF INTERNAL CONTROL	EXEMPLARY (1)	MONITORED (2)	DEFINED (3)	LOW (4)
% DECREASE IN INHERENT RISK	70%	45%	20%	0%
EFFICIENCY OF CONTROL COMPONENTS	Risk covered by a suitable, formalized and supervised control system	Control components are suitable but could be improved	Control components are inadequate or incomplete	Risk without control

2.1.2 Summary table of the main risks

Below is a map of the risks identified in terms of both corporate standards and the specificities of the Group's activities. Each risk is identified by a number that is independent of its scale or criticality.

The Group has highlighted two main risks for which investments and action plans are or must be undertaken:

- **Large-scale IT incident [risk No. 21]:** after conducting an external audit on exposure to cybercrime in 2022, a multi-year action plan was set out. It is managed by the internal control department and the IT department. A follow-up audit of the action plans was carried out in November 2023. A complete audit of the system will be carried out by an independent firm in 2024;

  A cybercrime attack took place after year-end, on November 9 and 10, 2023. The Group was informed very quickly of the breach, and external networks were immediately cut off. The directories and servers have not been encrypted. A trust bubble has been created, which includes all servers and computers that have been scanned where the results show that no data has been compromised. This trust bubble is being gradually extended. The assets within this trust bubble have been reconnected and are now functional. Access to external networks will be restored at a later date.

- **Financial failure of a Top 5 customer [risk no. 4]:** the largest customer accounts for 9% of revenue, and the top five approximately 28%. The financial failure, or a reduction in commercial relations with one of these customers, could affect the Group's profits. The Group seeks to insure its trade receivables on an almost systematic basis and to include retention-of-title clauses in its contracts, and for major exports, to obtain the bulk of payment before unloading the goods.

CRITICALITY (C)

RISK PROBABILITY (R)	LOW (1)	SUBSTANTIAL (2)	HIGH (3)	VERY HIGH (4)
VERY HIGH (5)				
HIGH (4)		3		21
MEDIUM (3)		28 33 34	6 19	4
LOW (2)	24 26 30	2 5 17 18 27	12	
VERY LOW (1)	1 11 14 31	7 8 13 15 23 29		32

NB: Following the contribution of the Multiservices division to the Elior group, the following risks have been removed from the risk mapping:

- *no. 9: implication of Derichebourg Aeronautics services following an air accident;*
- *no. 10: sharp decline in revenue generated on the Airbus account by Derichebourg Aeronautics services;*
- *no. 16: financial and reputational consequences of unintentional failure to comply with employment regulations;*
- *no. 20: insufficient consideration of wage inflation on customer contracts;*
- *no. 22: delayed digitalization, new technologies and offerings with a strong CSR impact;*
- *no. 25: costing error in a large call for tenders.*

2.1.3 Principal risks identified and the risk management system

The table below details the main risks identified and the systems for managing these risks.

	Risks	Risk management systems	Change (vs. prev. yr)
		Pandemic risk	
1.	The emergence of a pandemic in Europe is likely to significantly reduce the Group's activities and impact its profitability.	This exogenous risk cannot be controlled. There are, however, some shock absorbers, including: - the range of business lines in which the Group operates; - State support of the economy. In the event of a serious health crisis, the State can take measures to safeguard the survival of economic operators; - State recognition of an essential activity status for the Group's Environmental division.	=
		Climate risk	
2.	[CSR] Some investors may require companies to do more to prevent global warming and its effects. This could have the effect of restricting access to capital markets.	As a major player in the circular economy, which helps to protect the planet's resources, and a supplier of raw materials from recycling that help to avoid carbon emissions, the Group believes that it will not be among the companies that will see restrictions on their access to capital markets. This belief is supported by: - the success of its inaugural €300 million Green Bond issue; - the share of its revenue (77%) aligned with the climate change mitigation objective of the European Green Taxonomy (see 3.3.4).	↗
		Geopolitical risks and economic cycle-related risks	
3.	The introduction of customs barriers leading to segmentation of international trade could adversely affect the prices and/or volumes of recycled materials processed by the Group. The industries that consume the products sold by the Group's Recycling business (steel, metallurgy) are considered to be cyclical. A slowdown in these cycles may affect the profitability of the business. The European and Turkish steel industries rely on the strength of domestic steel consumption in China. When this consumption weakens, the pressure of low-cost Chinese exports increases, and competes with European and Turkish steelmakers. The Group has indirect exposure (China for non-ferrous metals, Turkey for ferrous scrap metals) to countries outside of Western Europe where the Group carries out its principal business activity. A deterioration in the economic situation of these countries may indirectly affect (lower prices or change in trade flows) the business activity of the Group as a whole.	These exogenous risks cannot be controlled by the Group. A low inventory policy is likely to limit the impact of such situations, as is the policy aimed at protecting unit margins. The Group does not have any commercial relationships with customers or suppliers located in Ukraine, Russia or Belarus. A policy of diversifying the Group's customer base contributes to lowering these risks. The revenue generated in Turkey is 6% of the Group's revenue, and that generated in China accounts for 2%.	↘
33.	The rise in bank interest rates could ultimately slow down the Group's investments and growth.	The Group manages its debt so as not to be over-exposed to rising interest rates. Investments are closely monitored by General Management and Management Control.	↗
		Customer risks	
4.	The Recycling business' largest customer represents 9.3% of its revenue, and the five largest represent around 27.9%. The financial failure, or a reduction in commercial relations with one of these customers, could affect the Group's profits.	The Group seeks to insure its trade receivables on an almost systematic basis and to include retention-of-title clauses in its contracts, and for major exports, to obtain the bulk of payment before unloading the goods. A customer diversification policy is also likely to reduce this risk. The logistical framework (access to ports) needed for this diversification is in place.	↗

	Risks	Risk management systems	Change (vs. prev. yr)
		Operating risks	
5.	Significant difficulties in upgrading the operational system and dependence on IT personnel who have accumulated knowledge about operational systems (purchasing, stock, etc.) and how they work.	Support from an independent project management firm to document and improve the official system description (official operating methods based on the knowledge of internal IT consultants).	=
6.	A major event in the Recycling business (strike, fuel shortage, prolonged flooding, etc.) could lead to a prolonged breakdown in the logistics chain.	Business spread over different sites, so that an alternative can quickly be found if a site is no longer able to operate. In addition, the acquisition of Ecore has improved the network in France	=
7.	Prolonged unavailability of industrial equipment without backup: certain sorting or refining equipment is located at only one Group site. Its prolonged unavailability could significantly affect the Group's business.	The Group has a policy of regularly maintaining its facilities. Intermediate products could be sold in their current condition on less favorable terms.	=
8.	Major accident at a recycling center (explosion, fire, physical injury, etc.) or a natural disaster (earthquake, flood, etc.) interrupting operations.	The Group has a workplace safety policy in order to protect its employees. None of the Group's sites handles more than 10% of volumes. Moreover, volumes may be diverted to sites that are geographically close. Finally, the Group has insurance programs designed to cover any insurable financial consequences in the event of any losses.	=
9.	Risk eliminated following the contribution of the Multiservices division to the Elior group		
10.	Risk eliminated following the contribution of the Multiservices division to the Elior group		
11.	[CSR] Occurrence of a large-scale strike blocking the operational activity of one or more Group sites.	The number of strike days is historically low. The Group strives to maintain a close, high-quality social dialogue with its employees.	=
12.	[CSR] The success of the Group's operations depends in particular on the skills, know-how and involvement of management. The Chief Executive Officer, the Deputy Chief Executive Officer and the directors of the Group's main businesses are essential to the smooth running of operations. The departure or prolonged unavailability of one of them could be detrimental to the Group. The management of foreign subsidiaries is specific because it requires both sectoral and country-specific skills (culture, regulations). The replacement of key positions can be complex.	The Group benefits from an agile internal structure where the number of key roles is relatively limited. For each key shift, an alternative solution will be examined in advance if necessary.	=
		Regulatory risks	
13.	The Group exports a significant share of the tonnages of ferrous or non-ferrous scrap metals that it processes. The majority of volumes exported do not require complicated formal procedures. Some exports have to undergo specific formalities (notifications). In the context of a changing regulatory environment, the export of goods that do not comply with specifications could occur, leading to goods being returned and/or fines being applied.	Documents accompanying exported goods are subject to particular care and are prepared by people specializing in this area.	=
14.	[CSR] The TGAP (French general tax on polluting activities) collected when shredding residues are sent to landfills could increase significantly and the opportunities for landfill be reduced. Should this situation arise, the Group's profits could be affected.	The regulations now provide for priority access to efficient sorting centers. The Group believes that its shredding centers will be eligible for this priority access. The compensation for this priority access will probably be the reservation of annual landfill capacity, with a commitment to pay for the reserved capacity. The Group is working to improve the sorting of items that are currently not recyclable (light shredding residue and induction waste) as part of one of the CSR targets that it has set itself. The success of these initiatives requires commercial streams to be identified that are capable of using the various by-products.	=
15.	[CSR] The implementation of the IED (Industrial emissions) directive could require investments to be made, mainly in order to reduce emissions into air from shredders, noise emissions and discharge into water.	This regulation will affect all players in the industry. Investments are planned for the 2022-2023 fiscal year with a view to bringing sites that do not already comply with this new regulation into compliance.	↘
16.	*Risk eliminated following the contribution of the Multiservices division to the Elior group*		

	Risks	Risk management systems	Change (vs. prev. yr)
17.	As the final operator at all of its operating sites, in the event that activities cease, the Group is responsible for rehabilitating the various sites in accordance with an objective to be agreed with local and regional authorities. The Group endeavors to limit the potential consequences of its activity on the environment, in particular through the presence of concrete slabs, but it does not have detailed knowledge of the history of all of the sites it operates. In the event that activities cease, significant sums could be paid out to restore and to clean up certain sites.	The Group's intention is to continue activity at the vast majority of the sites that it operates. At the few sites where the Group is planning to cease activity, the Group recognizes provisions when it has management plans prepared in accordance with the future state of the site. At September 30, 2023, the amount of the provisions for rehabilitation and decontamination was €15.0 million.	=
18.	On May 24, 2023, the Council of the EU adopted a mandate to start negotiations with the European Parliament as part of the revision of the European regulation on cross-border shipments of waste. The objective is to simplify exports within the European Union by digitalizing procedures and implementing shorter processing times, while ensuring that exports to third countries comply with environmental standards. Depending on the regulatory texts applicable at the end of the ongoing work, the Group may no longer be able to export certain types of waste outside the OECD.	Certain products exported by the Group are of a quality level that, under certain conditions, allows them to be "removed" from waste status and obtain product status. The Group is preparing for these regulatory changes by promoting the quality of its ferrous scrap metals and non-ferrous metals, so that it can continue to export outside the European Union. Investments are underway and have already been made to relocate certain activities in Europe. The Group is supported by a law firm specializing in this matter in order to closely monitor these regulations and the potential impacts on the Group's activities.	↘
19.	Some economic players may wish to change the nature of their contractual relations with the Group, retain ownership of the materials entrusted to them, and use the Group as a service provider.	Some contracts already operate in this way. While this type of contractual relationship is less financially attractive during periods of rising prices, it does provide protection in the event of a fall in raw materials prices.	=
20.	*Risk eliminated following the contribution of the Multiservices division to the Elior group*		
	Information technology risks		
21.	A major IT incident (hardware failure, cybercrime, etc.) could affect the Group's activities.	The Group has a reliable IT organization based on duplicating machine rooms, tested failover plans and the regular backup of data. The Group has also taken out cybercrime insurance. After conducting an external audit on exposure to cybercrime, a multi-year action plan was set out. It is managed by the internal control department and the IT department. A new audit will be carried out in 2024 to report on the changes.	↗
22.	*Risk eliminated following the contribution of the Multiservices division to the Elior group*		
	Risks related to the consequences of inappropriate behavior		
23.	[Sapin II] Reputational risk and risk of being banned from participating in public tender processes following a criminal conviction.	Regular training as part of the implementation of the provisions of the Sapin II law.	=
24.	Risk of fraud (impersonation fraud, factoring fraud, etc.).	Initiatives to raise awareness (for accountants, transfer order signatories, etc.) of these risks, limiting the number of people authorized to work on payment flows. An official Group procedure has been drafted and distributed to all Group subsidiaries on the checks to be made in order to guard against any fraud attempts. The Group is in the process of deploying a tool for digitalizing supplier invoices and expenditure commitments, which will make it possible to incorporate validation workflows.	=
25.	*Risk eliminated following the contribution of the Multiservices division to the Elior group*		
30.	[SAPIN II] The Group may be impacted by fraud involving over-invoicing or false invoicing of metals, and also retail purchase of stolen goods.	The police book is published daily by the operations manager. A Group procedure is in place on the subject and has been communicated to all entities of the Environment division. Investigations are regularly carried out by the internal control department and operational staff in the event of suspected fraud.	↘

	Risks	Risk management systems	Change (vs. prev. yr)
31.	[SAPIN II] Risk of corruption by a third party in the context of an order or a call for tenders.	In accordance with French regulations on the digitization of supplier invoices, the Group is in the process of deploying a tool to secure all purchasing and supplier invoicing flows. Internal control verifies compliance when selecting and entering into contracts with third parties (remuneration of intermediaries and fees)	↗
34.	[SAPIN II] The Group may occasionally use business introducers/intermediaries to develop its sales, both in France and abroad. In this context, the Group may be exposed to the following risks: - offering inappropriate benefits/gifts/invitations to customers without prior consultation with the Group; - no contract and therefore financial and legal risk for the Group.	An official procedure is communicated concerning the standardization and archiving of contracts, including with intermediaries and business introducers. Specific controls may be reinforced for business introducers/ intermediaries following monitoring by the AFA (French Anti-Corruption Agency).	↗
	Image risk		
26.	Because of its number of employees, or the visibility of its activities, the Group may find itself involuntarily represented on social networks or other media in connection with transactions initiated by internal or external persons who do not share the decisions made.	These events can be of high intensity, but generally of fairly short duration. Having a long-term lead shareholder should help us navigate such periods more easily. A firm specializing in crisis management supports the Group.	=
	International development risk		
27.	[Sapin II] The Group operates in countries identified as being at risk of corruption (Transparency International's Corruption Perceptions Index) such as Mexico, Hungary and Romania. Some of the Group's customers and suppliers operate in countries identified as being at risk of corruption (Transparency International's Corruption Perception Index).	These entities are included in the scope of control under the Sapin II Law. The internal control department carries out on-site inspections on all Sapin II pillars every six months. Third parties operating in countries identified as being at risk are included in the scope of the annual assessment of third parties.	↘
	Risk related to increased energy costs		
28.	The Group is faced with a wave of inflation that is impacting all of its businesses. Inflation is particularly high for gas, fuel and electricity, amongst other things. This inflation could have a significant impact on the Group's results.	Even if the share of electricity from the Arenh tariff means that cost increases can be limited, inflation was very high in 2023 (+€19 million). Forward prices for 2024 are better. The Group has fixed its electricity price for 2024, and savings should be at least €15 million compared to 2023. Faced with high prices in 2023, the Group took two types of measures: - feasibility study to shift part of the production of certain sites to hours when electricity is less expensive; - strengthening our teams to closely monitor the consumption of the various sites and tools.	↘
	Acquisition-related risk		
29.	[Sapin II] The Group regularly acquires organizations in France and abroad. From a legal point of view, the Group may be held liable for acts of corruption committed by these organizations prior to acquisition.	Due diligence is carried out prior to the acquisition of a new organization, with the purpose of finding out more about it (including employment, financial, tax and compliance/ethics). Liability guarantee clauses could be drawn up and signed, with the purpose of mitigating against the potential discovery of a liability not disclosed during the transaction.	↗
32.	The Derichebourg Group holds 48.31% of the Elior group, which has been on a trajectory of financial improvement since the COVID crisis. However, the current economic context could delay this improvement (inflation in food costs and increase in interest rates).	Derichebourg cannot control this external risk.	↗

2.2 Insurance

The Group is particularly conscious of the need to prevent risks and allocates significant resources and a considerable budget to personnel training, particularly on fire risks, site security and a range of programs covering prevention, protection, security, health and the environment.

This risk management nevertheless also includes taking out insurance policies with financially sound international insurance companies. It is the responsibility of the Group's Insurance Department, which is managed by the parent company, to identify the risks for each business sector, establish the correct balance between insurance requirements and guarantees to be entered into, as well as the acceptable levels of policy excesses and ceilings.

This is why the decision was made, from an economy of scale perspective, to negotiate policies at the central level. Consequently, all Group entities are covered by so-called "master" insurance policies that are translated into local policies in accordance with the regulations and risks identified locally. Similarly, the Insurance Department uses "master" underwriters that act as the conduit to local underwriters in the countries where the Group operates.

In this way, the Group guarantees harmonization and an optimum level of security in its insurance policies, which it reviews whenever necessary, on the basis of information fed back by subsidiaries and claim monitoring. This takes place on at least an annual basis.

Main insurance programs

The Group's insurance policy is based on more than ten programs, including the following main policies:

- General Public Liability Insurance: covering third-party criminal and contractual liability incurred by the Group in the event of personal injury or material and intangible damage likely to arise in the course of business operations or after delivery;
- Specific Public Liability Insurance for pollution risks;
- Property Accident Insurance: covering direct accidental and sudden material damage to the insured property. This insurance is provided by the captive reinsurance company, Derichebourg Ré;
- Vehicle Fleet Insurance: working from a common base, these are essentially policies adapted to the needs of local regulations;
- Transportation Insurance: covering claims arising from maritime, rail and ground transportation between the Group's plants and its customers;
- Charterer and owner's goods liability insurance, Defense and Appeal;
- Directors' Liability Insurance;
- Workers' Compensation Insurance, to cover work-related accidents and illness; this system is specific to the United States;
- Cyber/Fraud Insurance, covering extortion requests, data security, computer system availability, fraud and forgery;
- Credit Insurance, under the responsibility of the Group Finance Department.

At September 30, 2023, the total amount of premiums for all policies was €8.5 million.

2.3 Internal control

2.3.1 Internal control objectives

The purpose of internal control is to prevent and control risks inherent in the Company's business and the risk of errors and fraud in the accounting and financial fields, in particular. The purpose of control procedures is to ensure that the actions of management and completion of transactions, as well as personal behavior, fall within the framework defined by the General Management guidelines.

2.3.2 Description of the general organization of internal control

Derichebourg Group's internal control function

The internal control function reports to the Group's General Secretariat.

Internal control manages the risk management system put in place by the Group.

An internal control framework has been established and covers all subsidiaries in France and abroad.

Internal control objectives include:

- asset protection;
- the reliability of financial information;
- implementing the instructions and guidelines set by the executive body;
- compliance with laws and regulations;
- the proper functioning of internal processes.

The Group's internal control function has a key role.

In particular, it:

- lays down processes, formalizes procedures and monitors corrective actions;
- harmonizes the operating and managerial practices of subsidiaries.

Control activities

Control activities are based on the procedures defined by the head of internal control with the risk bearer, and then validated by the General Secretariat and General Management. They apply to Group companies, taking into account the specific nature of each business.

Level 1 controls are carried out by dedicated staff within the subsidiaries. Other controls are carried out by internal control at regular intervals.

Oversight of internal controls

The internal control roadmap identifying priority procedures is approved by the General Management. It is presented to the Management Committee and the Audit Committee, and lists 26 key procedures covering the following processes: operations, finance, human resources, IT, compliance, legal, purchasing and QSE (quality, safety and environment).

This roadmap includes standard processes and processes specific to the Derichebourg Group's businesses.

It may be reviewed at regular intervals in order to update it with new identified risks.

Limits of internal controls

Internal control cannot provide an absolute guarantee that the Group's objectives will be achieved, and that all risks, particularly error or fraud, will be totally eliminated or controlled. A risk of non-detection remains and cannot be ruled out, despite all the controls and processes put in place.

In addition, the Group's international profile means that there are various processes within entities with different levels of maturity in terms of internal control, operating in various legal environments.

2.3.3 Description of internal control procedures put in place

Group structure and internal control

The Group is composed of a listed holding company that controls parent-holding companies, which in turn oversee the Group's operational businesses.

Some of the Group's corporate services and support functions have been delegated to Derichebourg Environnement. This centralized organization allows the Group's main guidelines and objectives to be applied in a uniform manner.

Procedures are formalized in close collaboration with all risk-bearing stakeholders, both at the headquarters and within the subsidiaries.

Each procedure is signed by the person in charge of the process, the General Secretary and the Group's Chief Executive Officer.

In order to ensure wide dissemination, these Group procedures are communicated by the internal controller to all stakeholders and then made accessible via the Group intranet.

2.3.4 Group committees and departments

The DBG Finances Strategic Committee

At the rate of one meeting per month, the DBG Finances Strategic Committee meets according to an agenda determined by the Group Chief Executive Officer. The Group's decisions and strategic guidelines are set out during this meeting.

The Investment Committee

The Investment Committee comprises the Chief Executive Officer, the Deputy Chief Executive Officer, the Chief Financial Officer and the Group's General Secretary.

This committee makes decisions on any investment requests according to objective assessment criteria, and grants advance approval for any investment (or restructuring) project apart from equipment, regardless of its amount or type (sale/acquisition/incorporation, purchase of goodwill, JV, GME, acquisition/sale of real estate), any commercial contracts out of the usual scope in terms of their amount or length, etc.

The Management Committees

Each division has its own Management Committee:

- one for the Recycling business, chaired by the Chairman and composed of the Chairmen of the European subsidiaries for the Recycling business, the Chief Financial Officer, the General Secretary, the HR Director and other attendees, based on the subjects under discussion. This committee meets around once a month;
- a committee for the Public Sector Services business, chaired by its Chief Executive Officer and composed of the Director of Development, the Chief Financial Officer, the Technical Manager, the QSE Manager and the HR Manager. The committee meets bimonthly.

The role of these committees is to analyze the commercial and financial performance of each Group division, to review market developments, implement Group guidelines and to set operational and financial objectives.

Monthly meetings are also organized for each division to review monthly performance.

The Audit Committee

The Board of Directors is assisted by an Audit Committee (see section 4.3.1).

Internal Control regularly takes part in meetings of this committee. During the 2022-2023 fiscal year, the following topics were presented:

- internal control roadmap;
- update of the Group risk mapping for 2022-2023;
- progress of the cybersecurity system;
- progress of the Sapin II system.

The CSR Committee

The CSR Committee, which comprises the General Secretary, the Chief Financial Officer, the Financial Communication Officer, the Human Resources Departments, the QSE Manager and the Head of Internal Control, is tasked with putting forward the CSR roadmap for the next four years. This roadmap is validated by the Chief Executive Officer. The CSR Committee also aims to monitor the action plans and the effectiveness of the systems put in place using management indicators.

The Finance Department:

- ensures that financial transactions are carried out (raising capital in banking markets, financing projects and investments);
- manages the Group's cash in cooperation with the divisions (debt and liquidity) through a reporting system;
- analyzes major financial risks together with the divisions (interest rates, foreign currencies) and defines the hedging policies to cover these risks;
- analyzes differences between forecasts and actual figures;
- participates in the analysis of investment projects and proposed contracts;
- ensures the reliability of accounting and management information, in particular by determining at the Group level the type, scope, form and frequency of financial information to be provided by the divisions. It also establishes the financial reporting standards, accounting standards and procedures and the instruments and procedures for consolidating information.

The General Secretariat

The Legal Department, Group insurance, internal control and compliance all report to the General Secretariat.

By delegation, the Legal Department:

- manages all of the Group's legal transactions;
- provides counsel for operational businesses in France;
- coordinates the Group's lawyers and legal advice activities in France.

2.3.5 Internal control procedures related to the preparation and processing of financial and accounting information

Internal control procedures related to the preparation and processing of financial and accounting information are mainly prepared under the supervision of General Management by the Finance and Accounting Department, which reports directly to General Management. The operating subsidiaries are responsible for implementation.

Most of these procedures are frequently modified to ensure that they meet the Group's requirements.

The Group's Finance and Accounting Department is responsible for preparing Derichebourg's corporate financial statements and the Group's consolidated financial statements.

For this, it is supported by the organization described below.

The role of corporate governance bodies

The Board of Directors reviews and approves the annual financial statements of Derichebourg and the Group's consolidated financial statements. The main accounting options used are brought to the attention of the Audit Committee.

The Group's earnings for the period, consolidated balance sheet and financial position are examined at this meeting.

The Statutory Auditors express their findings upon completion of their audit.

The accounting and financial organization

- Definition and communication of the Group's accounting policies, both for the separate financial statements and the consolidated financial statements under IFRS.
- New legislation and regulations are monitored to assess their potential impact on the Group's accounts.
- Monthly closing: each subsidiary closes its accounts on a monthly basis. They are then subjected to an accounting analysis and a management analysis by the division's operational and financial staff.
- Establishment and communication of instructions for closing the books. Prior to each stage of the consolidation process, the Accounting Department circulates consolidation packs, closing assumptions, the scope of data to be provided and its schedule. This information is sent to the Group subsidiary administrative and financial managers.
- Development, installation and maintenance of the IT consolidation tools.
- Standardization of the IT tools (configuration, maintenance, communication and verification of data) secures and harmonizes data processing.
- Communicating accounting and financial information to the Group's administrative and management bodies and verifying financial information prior to its circulation.

Information systems

The subsidiaries use accounting software common to all French entities.

There are also “business-specific” applications that record business flows and translate them into accounting flows. Controls are performed to check that transactions are correctly and exhaustively recorded.

To ensure that these applications operate correctly, they are maintained in-house or by a contractor.

03 EXTRA-FINANCIAL PERFORMANCE

3.1 CSR approach and strategy

Reporting scope

On April 18, 2023, Elior's Combined General Meeting approved the contribution of the subsidiary Derichebourg Multiservices to the Elior group in exchange for 23.95% of the capital. This contribution ultimately gives Derichebourg a 48.31% stake in Elior Group. As this investment is consolidated using the equity method, Derichebourg Multiservices is no longer included in the reporting scope.

The Ecore Group sites acquired in December 2021 were consolidated for the first time in the full 2022-2023 fiscal year, except for the eight sites sold on January 2, 2023 as part of the decision to authorize the acquisition of the Ecore Group, issued by the European Commission on December 16, 2021. These were consolidated in the first quarter only.

3.1.1 Analysis of CSR risks

The risk analysis has enabled potential risks to be identified in the social/societal, environmental, human rights, anti-corruption and tax evasion areas. The management and control systems in place make it possible to mitigate these risks and define the priority actions set out in the new "Trajectory 2026" roadmap. This roadmap links the previous one called "Concretely Responsible 2018-2022" and the future obligations relating to the implementation of the Corporate Sustainability Reporting Directive (CSRD), which will replace the current Extra-financial Performance Statement (DPEF).

This paragraph also meets the provisions of law no. 2017-399 of March 27, 2017 on the duty of vigilance presented in section 3.7.

In 2022, a single risk mapping was drawn up which incorporates CSR risks (social, societal and environmental).

This mapping, updated in 2023, enables risks to be identified, analyzed and ranked in order to prepare appropriate action plans using the following method:

- identification of risk type;
- prioritization and scoring of risks arising from the impact and probability of occurrence of these risks;
- identification of internal control systems to assess the level of risk management.

Identified risks are addressed by the actions and controls described in the CSR roadmap, with the aim of mitigating and managing them.

The priority CSR risks identified are as follows:

- operational risks: major accident (fire, physical injury etc.);
- environmental risks: climate change; air and water pollution, etc. (including IED regulations);
- human resources management: recruitment and management of key positions;
- business ethics: corruption;
- environmental legislation: landfill ban for shredder residues, or prohibitive increase in the French general tax on polluting activities (TGAP).

The pandemic risk remains in the risk analysis. The crisis management system set up during the COVID-19 epidemic has been retained, and can be triggered if necessary.

As part of its CSR risk mitigation actions, the Derichebourg Group is rolling out its new "Trajectory 2026" roadmap.

The risks listed above and presented in this chapter are the items identified as material at the end of the risk analysis.

In view of its business activities, the Group does not provide details on the following topics, as they are deemed to be immaterial:

- actions against food waste;
- actions against food insecurity;
- respect for animal welfare;
- responsible, fair and sustainable food practices;
- actions aimed at promoting the connection between the nation and the army and supporting commitment in the reserves;
- actions to promote physical activity and sports.

The Group does not implement any arrangements to artificially reduce its corporate tax expense or to transfer its taxable income to countries with lower taxes.

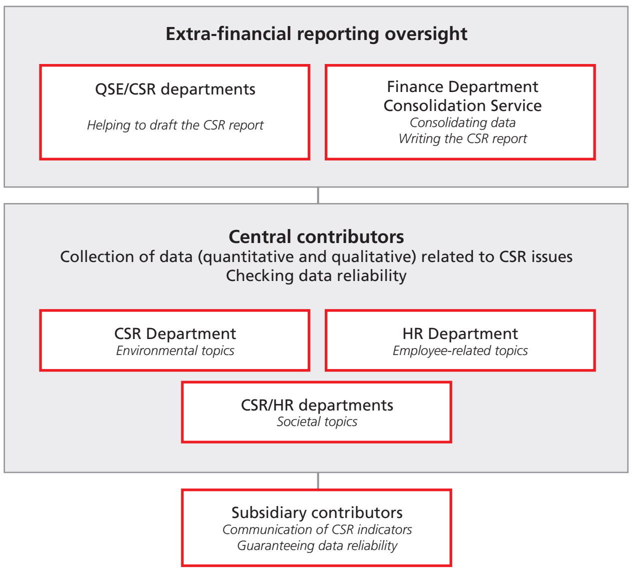
3.1.2 CSR strategy

The CSR Committee monitors the action plans and indicators defined in the "Trajectory 2026" roadmap, and ensures the effectiveness of the systems put in place through management indicators. It was developed from the materiality matrix by defining the major issues according to the expectations of stakeholders and the potential impacts for the Company.

The seven commitments defined in "Trajectory 2026" are listed in the following cross-reference table showing risks and commitments:

Priority risks	"Trajectory 2026" commitments
Prohibition of landfill of shredder residue, or prohibitive increase in the French general tax on polluting activities	Consolidate our position as leader in the circular economy
Impact of climate change	Help to fight climate change
Pollution of air, water, etc. (including IED regulations)	Protecting ecosystems
Major accident (fire, physical injury, etc.)	Protecting health and workplace safety
Inequality, discrimination	Be a committed employer
Recruitment and management of key positions	Developing skills
Corruption	Act as a trusted partner

The indicators in this year's report are monitored for the full scope, unless otherwise specified. Monitoring of the extra-financial performance is defined according to the following organization:

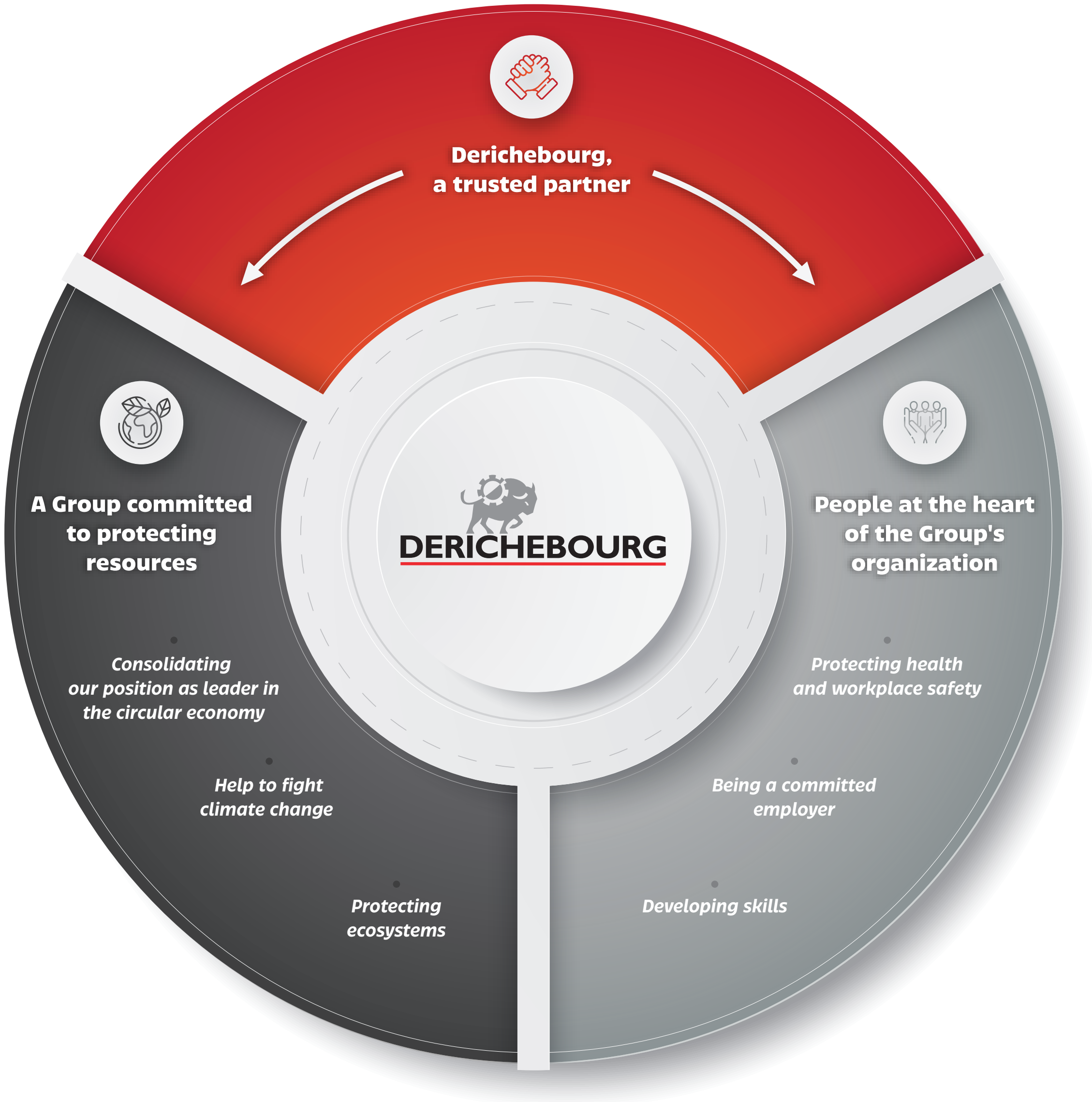


The subsidiary contributors collect, check and analyze the indicators that correspond to their businesses. The central contributors and consolidation department check the consistency of the data.

The indicators are then audited by the independent third party, EY (see the corresponding report at the end of the chapter, section 3.8).

The reporting protocol, which incorporates the approach adopted by the Group to prepare this Extra-financial Performance Statement, is available on request from the CSR Department.

The Trajectory 2026 program



3.2 Business model

RESOURCES

FINANCIAL AND ORGANIZATIONAL

- **Family shareholder structure** (>58% in voting rights)
- **Listed on Euronext Paris** (Eurolist B) and **member of SBF 120**
- **Present in 13 countries** on **2** continents
- **289** sites

INDUSTRIAL ASSETS

- **44** shredders of which **30** ELV shredders in use
- **105** shears
- **706** trucks, with a policy for renewal to meet the latest environmental standards
- **552** cleaning vehicles, of which **382** household waste dumpsters

INNOVATION AND DIGITAL

- HR process digitalization
- Physical flow service (trucks) digitalization
- Claims tracking digitalization

MISSION

TO SERVE people while protecting their environment

Our personal and professional values, the basis of our strategy and day-to day actions

EXPERTISE

A SENSE OF SERVICE

SUSTAINABLE DEVELOPMENT

LOCAL SERVICES

CHALLENGES

- INCREASING ENVIRONMENTAL STANDARDS
- ADAPTING OUR BUSINESS MODEL TO THE ECONOMIC ENVIRONMENT
- DIGITAL DEVELOPMENT
- GROWING OUTSOURCING DEMAND
- PERSONALIZATION OF SERVICES

SHARE

PROTECT
THE ENVIRONMENT AND ITS RESOURCES

Preserving and optimizing resources through our activities recycling waste produced by industries, local authorities, and individuals.

CLEAN UP
PROFESSIONAL ENVIRONMENTS

By contributing to cleaning and improving the living environment of everyone through our services to local authorities.

OPTIMIZE
PROFESSIONAL ENVIRONMENTS

By offering a wide range of services to businesses and local authorities, allowing them to outsource all transferable services and thus refocus fully on their core business.

VALUE CREATION FOR OUR STAKEHOLDERS

FINANCIAL AND ORGANIZATIONAL

- Revenue of **€3.6 billion**
  - Recycling business: **€3.4 billion**
  - Public Sector Services business: **€0.2 billion**
- **€335 million** recurring EBITDA

MANUFACTURING

- Recycling of **4.7 million metric tons** of ferrous metals and **770,400 metric tons** of non-ferrous metals to avoid the emission of **8.0 million t CO_2 eq.**
- **81,500** metric tons of ingots

INNOVATION AND DIGITAL

- Energy gains (Transics, Effenco)
- Business and customer relationship oversight
- Proximity of HR and customers

HUMAN CAPITAL

- **5,920** employees
- **47** nationalities

RELATIONSHIP-BASED LOCAL ECOSYSTEM

- Supplier Proximity: factories, professionals, individuals
- Diverse customers: industries, local authorities, services, eco-organizations
- Institutional and associative partnerships

ENVIRONMENTAL CAPITAL

- **710** hectares owned and operated
- **79.2%** ISO 14001 sites
- A major player in the circular economy

A major operator of environmental services for business and local governments, organized into two complementary divisions: Recycling and Public Sector Services

PEOPLE

- **3.6% of French** employees with disabilities
- **16%** women / **84%** men
- Lost-time accident frequency rate: **28.9**
- **51,571 hours** of training, of which **29,097 hours** of dedicated safety training

ENVIRONMENTAL CAPITAL

- **7%** shredder residues recovered in SRF
- **334,000 metric tons** of WEEE recovered
- **561,500** end-of-life **vehicles** recovered

3.3 A Group committed to protecting resources

3.3.1 Consolidate our position as leader in the circular economy

The Derichebourg Group is one of the world leaders in metal waste recycling, and a leading player in household waste collection. Due to the nature of its historic scrap metal recycling business, Derichebourg Environnement is helping to preserve natural resources (iron ore, copper, bauxite, etc.) while reducing the quantity of waste eliminated. Metal waste, first of all, undergoes a sorting process. That not requiring any processing is grouped directly by quality, then resold. Ferrous scrap metals that need to undergo an industrial preparation process before being processed in steel mills are either sheared or cut (thick ferrous scrap metals), or shredded (light ferrous scrap metals or those mixed with other materials).

During the 2022-2023 fiscal year, the Derichebourg Group recycled 4.7 million metric tons of ferrous waste and 770 thousand metric tons of non-ferrous metal waste. In particular, it processed 561,500 metric tons of end-of-life vehicles (ELVs) and 334,000 metric tons of waste electrical and electronic equipment (WEEE). In doing so, it has avoided the release into the atmosphere of the equivalent of 8 million metric tons of CO_2.

In line with this metal waste processing activity, Derichebourg has vertical integration in aluminum and lead thanks to two aluminum refineries in France and one in Spain, as well as a lead refinery in Spain. The start-up of a new furnace in the summer of 2022 increased the production of lead ingots.

The Group is also a leading player in the production of copper granulate from used cables. It has had a second-generation shot-blasting line since September 2023.

In metric tons produced	**2023**	**2022**
Aluminum ingots	81,540	86,220
Lead ingots	35,490	28,130
Copper granulate	11,350	11,740

In order to achieve a high level of recovery of treated waste, the Group continuously invests in the acquisition of new technologies, new facilities and their maintenance. These investments amounted to €260 million for the 2022-2023 fiscal year.

In July 2019, Derichebourg signed a €130 million loan agreement with the European Investment Bank (EIB) in order to contribute to the long-term financing of a multi-year investment program in France in the area of recycling and the circular economy. Investments under this multi-year investment program will mainly cover improving recovery rates of materials processed, adapting shredders to use the best available techniques (in the area of water treatment, smoke treatment and noise protection) and reducing the consumption of fossil energies (trucks and handling machinery).

3.3.1.1 Improving the recovery of waste treated at our facilities

Regulatory context

The draft law on combating food waste and the circular economy published on February 10, 2020 is at the center of French political debate. Arising from the circular economy road map published in 2018, this legal text includes core provisions for the recycling industry, such as setting rates for the incorporation of recycled raw materials in new products, improving the way that product recyclability is taken into account, and revising the extended producer responsibility segments.

Given the lack of channels at waste storage facilities, solutions have to be found in order to grant special access for waste requiring final disposal following sorting and recycling operations. In line with the target of halving landfill waste by 2025 against a 2010 baseline, the reduction of authorized capacity at storage centers has had an impact on the entire recycling value chain since 2018.

At the same time, a strict framework has been put in place to limit recyclable waste access to non-hazardous waste sites [(1)]. The storage of non-hazardous non-inert recyclable waste will be gradually phased out between January 1, 2022 and January 1, 2030. The Decree of September 16, 2021 relating to the reduction in disposal and the obligation to provide proof of sorting and the Decree of September 16, 2021 relating to the procedure for the control of waste entering non-hazardous waste sites provide a framework for this provision, together with the obligation to monitor waste unloading by video, in force since July 1, 2021.

Limiting the quantity of shredder residue produced

Following the sale of eight sites, including four shredders, as part of the European Commission's decision to authorize the acquisition of the Ecore group, the Derichebourg Group now operates 30 shredding lines dedicated to mixed metal waste worldwide, including 18 in France. The advantage of this technology is that it allows ferrous metal parts to be separated from non-ferrous metal parts, a mixture containing metals, plastics and shredding residues.

The “surface mines” which Derichebourg Environnement operates are becoming more complex with technological advances in retail products. In parallel, legislative changes in Europe, and particularly in France, are imposing increasingly strict recycling and recovery rates (waste electrical and electronic equipment, end-of-life vehicles, etc.) which require constant Group investment in R&D. Its R&D efforts

(1) Non-Hazardous Waste Storage Facility.

enable it to operate sorting and separation technologies that set benchmarks in the recycling industry.

For a long time, shredding residues, plastic and even some undetected metallic residues were sent to landfill facilities. Historically, up to 25% of the volumes sent to shredder thus ended up in landfill. For many years, and particularly since the improvement in detection equipment (driven induction, infrared detection, X-rays, optical sorting, etc.), the Group has been endeavoring to reduce the proportion of residues consigned to landfill facilities. During the fiscal year, the Group's shredding lines produced 572,550 metric tons of residual parts (-1.6% compared to 2021/2022).

Decontamination and pre-shredding dismantling operations (bumpers, tanks, windscreens in end-of-life vehicles, concrete counterweights from washing machines, etc.) also reduce the amount of shredder residues produced.

During the fiscal year, the Group's sites made it possible to recover the following through pre-shredding dismantling operations:

- 1,528 metric tons of bumpers (polypropylene);
- 1,879 metric tons of tanks (polyethylene);
- 11,005 metric tons of concrete.

The recovery of plastics is one of the major challenges for the Group, particularly in the context of the new regulations on end-of-life vehicles (ELVs) and waste electrical and electronic equipment (WEEE). The Group has set itself the target of reaching 25,000 metric tons of recycled plastics per year by 2026, and is working on the development of a new post-shredding sorting line. During the fiscal year, the Group recycled 20,034 metric tons of plastics.

In metric tons	2026 target	2023	2022
Recycled plastics	25,000	20,034	na

End-of-life vehicles (ELV) segment

French legislation transfers responsibility for achieving recycling and recovery rates to the combination of ELV center-ELV shredder. Each shredder deals with several ELV centers, which are responsible for vehicle decontamination before shredding. The recycling rates presented below were calculated for each shredder, then a weighted average (according to the number of ELVs processed) was calculated for the Group. The data is taken from ADEME (the French green transition agency).

The table below presents average reuse and recycling rates, and reuse and recovery rates achieved by the Group's French shredding sites overall.

average reuse and recycling rate for ELVs **87%***
** 2020 data*

average reuse and recovery rate for ELVs **97%***
** 2020 data*

	Legislative target	2020
Average reuse and recycling rate for ELVs	85%	87.2%
Average reuse and recovery rate for ELVs	95%	96.9%

It should be noted that the figures provided in this report correspond to the declarations relating to the destruction carried out during the 2020 calendar year, taking into account the delay in the certification of declarations and ADEME's publication of the official data.

The average reuse and recovery rate for ELVs improved in 2020, and confirms that the actions implemented by the Group make it possible to comply with European obligations.

This rate is closely related to the processing of shredder residue. Their multifaceted nature makes their material valuation particularly complex. Thus, to date, one of the main solutions for recovering shredder residue is its use as a solid recovered fuel (SRF). This point is presented in section 3.3.1.2.

The diversification of outlets for the treatment of induction waste and particles (other residues allowing recovery rates to be reached) helped to get non-metallic recovery points back up and running (material and/or energy).

As an example, induction waste has a plastic component that can be recovered by cement works (energy recovery and material recovery, by adding the ashes to the cement).

	2023	2022
Number of approved ELV centers*	138	141
Number of approved ELV shredders*	18	22
Tons of ELVs shredded*	400,600	394,400

* *France scope.*

The Law on the fight against waste and the circular economy (AGEC) of February 11, 2020 ratified the implementation of a new organization of the Extended Producer Responsibility (EPR) sector for ELVs in order to strengthen the obligations of manufacturers, fight against the black market and anticipate the challenges of the recovery of refrigerant greenhouse gases, the sorting of hazardous substances and the arrival of batteries from electric vehicles. The scope of the sector has been extended since January 1, 2022 (addition of two- or three-wheel motor vehicles and motor quadricycles) and from January 1, 2024, recycling companies will have to enter into contracts with eco-organizations or individual systems which car manufacturers and importers must implement. The Derichebourg Group responded to the public consultation open from March 9 to April 8, 2022, concerning the draft Decree on various provisions for adapting the management of end-of-life vehicles and instituting an extended liability regime for the producers of these vehicles. This Decree was published on December 1, 2022. Development of the regulatory framework continued in 2023, with a public consultation open until September 8, 2023 on the draft ministerial decree laying down specifications for eco-organizations, individual systems and coordinating bodies for the ELV sector. The Derichebourg Group contributed to the public consultation through several proposals to alert the public authorities to several key points, such as the over-transposition of objectives compared to European legislation. The Decree was published on November 26, 2023.

At the same time, European Directive 2000/59/EC on end-of-life vehicles, which constitutes the benchmark European regulatory framework, is currently being revised. The Derichebourg Group took part in a workshop organized by the European Commission in March 2022 to present proposed changes, in particular the extension of the scope, the option of introducing recycling targets by material, targets for the reuse of parts as well as recycled content obligations for new vehicles put on the market. The European Commission's legislative proposal was published on July 13, 2023, and a public consultation was open until December 4, 2023. The Derichebourg Group submitted a written contribution.

The Waste Electrical and Electronic Equipment (WEEE) segment

The Derichebourg Group is one of the main players in the recycling of waste electrical and electronic equipment (WEEE) in France, and in particular a leader in the processing of large cold and non-refrigeration household appliances. This business is part of contracts with Ecosystem and Ecologic, the approved eco-organizations for the sector.

After launching a nationwide call for tenders on January 18, 2021 for the period from 2022 to 2025, the eco-organization Ecosystem finalized the list of companies selected for the household and professional WEEE collection and recycling contracts at the end of October 2021. The Derichebourg Group retains a central role, with the allocation of large volumes which can be efficiently recycled, particularly in its facilities dedicated to large end-of-life household appliances (washing machines, dishwashers, tumble dryers, refrigerators and freezers). These new contracts are three years or more in the case of investments, and began on February 1, 2022.

In addition, Ecosystem also launched a call for tenders on the treatment of hot water tanks, which the Derichebourg Group responded to. The Group has been selected by the eco-organization to build and operate three of the six units that will be built in France, including the first in 2024 in Bonneuil-sur-Marne (94). These dedicated shredding lines will be able to extract the gases (fluorinated and hydrocarbon-based) stored in foams. The annual volume of hot water tanks expected on these specific lines is estimated at 15,000 metric tons per facility.

The eco-organization Ecologic also launched a consultation at the end of 2023 throughout the country, with the aim of renewing the WEEE collection and recycling contracts as well as combustion DIY and gardening items and sporting and leisure goods, which are part of the scope of their approvals. This renewal is significant since it provides for contracts for a period of three years, renewable once. These contracts are scheduled to begin on April 1, 2024.

All of these contracts are part of a new accreditation period for eco-organizations that began on January 1, 2022, with ministerial specifications setting higher requirements for the sector, such as more ambitious recycling and recovery rates targets in comparison with European targets from 2024, and the development of repair and reuse activities.

In France, WEEE is processed separately. For this waste stream, the flow recycling rates comply as a minimum with the specifications of the eco-organizations.

The Group's WEEE recycling sites are committed to a certification strategy in accordance with the European WEEELABEX standard. This label guarantees eco-organizations that the facilities carry out high-performance decontamination activities, achieve the established recycling and recovery rates and ensure the downstream traceability of final waste following processing.

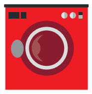
The recycling and recovery rates of the Group's different units are fully compliant with regulatory requirements.

recycling and recovery rates, large household appliances – cold

96%

recycling and recovery rates, large household appliances – excluding cold

89%



recycling and recovery rates, small mixed household appliances

91%

		Rates achieved by the Group*	
WEEE segment	Legislative target	2023	2022
Recycling and recovery rates – large household appliances - cold	85%	96%	95%
Recycling and recovery rates – household appliances excluding cold	85%	89%	88%
Recycling and recovery rates, small mixed household appliances	78%	91%	82%

* *Results from annual designation campaigns.*

New facilities

Following the two treatment lines for household appliances excluding cold installed respectively at the Rennes and Colomiers sites, and the large household appliances - cold line in Mejorada del Campo (Spain) in 2021 and 2022, the Group finalized its new large household appliances - cold line at the Bonneuil-sur-Marne site in July 2023 for the amount of approximately €12 million.

For this latest investment, the Group won the France recovery plan and was awarded the trophy for flagship regional project. This line will complement the Group's system in Île-de-France, with the possibility of processing large household appliances - cold in the south of the region, and the Bernes-sur-Oise facility in the north (Val d'Oise).

Waste Management (WM) contracts

The Group was also one of the pioneers for the reintegration of WEEE into the official collection circuit.

Accordingly, in partnership with the Ecosystem and Ecologic eco-organizations and under "Waste Management" contracts, the Group has implemented WEEE sorting operations for batches of ferrous scrap metals intended for shredding on most of its different operating sites (213 sites including 18 ferrous scrap metal shredding sites).

These so-called "missing" WEEE (as they are outside of the eco-organization process) are reintegrated into the official stream to be processed in compliance with current regulations, and they are reported to eco-organizations.

This activity, which complies with the French energy transition for green growth law, was initiated in 2019 for professional WEEEs.

An internal communications plan aimed at promoting the development of GDD contracts by encouraging sorting was launched in September 2022.

For the 2022-2023 fiscal year, the Group contributed to reintegrating 114,880 metric tons of WEEE into the official processing stream, down slightly by 6% compared to the previous fiscal year.

Overall, the Group processed more than 334,000 metric tons of WEEE in its 13 specialist facilities in France and Spain. On a like-for-like basis, these volumes are up slightly despite the decline in activity experienced by the Group, thereby demonstrating the resilience of the sector.

With the implementation of hot water storage tank processing lines and the ramp-up of the Bonneuil-sur-Marne large household appliances - cold processing line, the Group expects to continue its upward trend over the coming years.

Among the upcoming changes, it is important to note that in autumn 2022, the European Commission launched an assessment on the European WEEE directive, which dates back to 2012. A public consultation was held until September 22, 2023, in anticipation of the revision work which will be launched in 2024. The Derichebourg Group took part in a workshop organized by the European Commission in Brussels, while the final assessment report for the WEEE directive is due to be published in January 2024.

New extended producer responsibility channels (EPR)

The law of February 10, 2020 on the fight against waste and the circular economy (AGEC) created several EPR sectors: the Derichebourg Group is positioning itself in several of them, in particular DIY and garden items (DGI), sporting and leisure goods (SLG) and building and construction products and materials (BCPM).

Derichebourg Group was selected in June 2022 by Ecologic, the eco-organization appointed to manage the new EPR, DGI and SLG streams, for collection and treatment operations over the 2022-2024 period. The planned national volume is 20,000 metric tons per year. This contract is being rolled out at the selected sites. The treatment of combustion DGI involves decontamination before shredding. SLG, which mainly consist of ferrous scrap metal and non-ferrous metals, are shredded at selected shredding sites.

The new BCPM stream has been operational since May 2023. Setting up a collection, reuse and recycling stream for waste from the building sector should help to combat illegal landfills. The sector will be supervised by several eco-organizations approved by the public authorities (Valobat, Ecominero, Valdelia, Ecomaison). The Derichebourg Group has set up around forty sites for the collection, sorting and massification of this waste.

The Group is also present in the FCW (furniture component waste) sector. It processed around 7,000 metric tons of metal FCW during the fiscal year on behalf of the Valdelia eco-organization.

Against this very busy and constantly changing regulatory backdrop, the Group recruited its new EPR Manager during the fiscal year.

3.3.1.2 Improving shredder residue recovery

Measures implemented to address this include:

- extracting plastic parts that can be recycled (see 3.3.1.1 "Improving the recovery of waste treated at our facilities");
- recovering the last metallic parts;
- separating the fine parts that can be used as an under-layer during road construction or as a mineral addition for the manufacture of cement (clinker);
- preparing waste mixtures that are sufficiently standardized and compliant with specifications, allowing them to be accepted as a solid recovered fuel source for cement works, boilers or other manufacturers wishing to no longer use fossil fuels.

In this context, the Group has chosen to set itself the target of recovering 15% of the shredder residue produced by its facilities in Europe by 2026. As a reminder, this technique will make it possible to produce a fuel from waste as a substitute for fossil fuels (coal, fuel oil, etc.) and contribute to the national objectives of diversifying the electricity mix by way of a 40% reduction in fossil energy consumption by 2030. Over the fiscal year, 7% of the shredding residue produced in Europe was already recovered as SRF.

The table below details the breakdown (in Europe) of shredder residue recovered as solid recovered fuel (SRF):

In thousands of metric tons	2026 target	2023	2022
Shredder residue generated		482.3	484.7
Shredder residue recovered in SRF		33.9	25.1
Proportion of shredder residue recovered as SRF	15%	7.0%	5.2%

For the past two years, the Group has improved the recovery of shredder residue (heavy and light) by working on the quality of the residue and searching for new partnerships, particularly with the cement industry. This mission is coordinated by a unit set up within the technical department.

After the testing phase carried out during the previous fiscal year with a view to improving the quality of this product (option to use it in a jet and precalciner) and to make it better known to potential consumers, the Group moved to an industrial phase by installing new equipment on several sites (re-shredding lines and screens), investing more than €5 million.

For polyurethane foams from the processing of large household appliances - cold, new partnerships have been formed with cement manufacturers to use the Bernes-sur-Oise and Marignane powders and Bassens pellets in a jet.

Since the spring of 2022, the Group has been carrying out a flagship investment project of nearly €6 million in the Île-de-France region, on the Bruyères-sur-Oise site (95), which opened in 2023. Thanks to an innovative process using the best available techniques, the project is able to double the production capacity of the existing line, to improve its performance with a higher extraction of the residual metals contained in the sorting residues from the Group's recycling facilities, in order to recycle the plastics in the form of SRF and drastically reduce landfill. Only 25% of the input will be sent to landfill, compared to 90% with the current process, i.e. an increase in performance of 65% in terms of the landfill share compared to the amount of incoming sorting waste. France's flagship target (halving the quantities of landfilled waste by 2025 compared to 2010) and the Île-de-France region's target (aiming for "zero landfilled waste" by reducing storage) are at the heart of the project's goals. The project won a grant from the Île-de-France region as part of its "Zero waste and the circular economy" call for projects.

3.3.1.3 Promoting the circular economy

In order to raise awareness among its stakeholders about recycling issues, Derichebourg Environnement organizes numerous visits for schoolchildren, as well as for local elected representatives, legislators, decision-makers and public authorities.

There are increasing opportunities for visitors to find out more about the Group's recycling platforms, the operation of industrial sites and the various businesses operated there, such as Industry Week. Global Recycling Day, held on March 18 every year, was the day chosen to organize open days, bringing together more than 180 visitors on three recycling platforms in various regions of France: Bassens (33), Héricourt (70) and La Courneuve (93).

A number of representatives of the European Commission, the Ministry for the Ecological Transition, the Ministry of the Economy, Finance, Industrial and Digital Sovereignty, the National Gendarmerie, the General Secretariat for Ecological Planning, the French green transition agency (ADEME), the Regions, legislators, inter-municipal authorities, mayors and students were hosted at various recycling facilities.

The Group is regularly approached by schools to organize exchanges and talks for middle and high school students, as well as higher education institutions. Partnerships with AgroParisTech, the University of Le Mans, INSA Lyon and the IUT de Saint-Etienne have started or are ongoing.

Since 2021, the Group's initiative targeting younger generations has also been reflected in its support for the "I film the job that I like" (Je filme le métier qui me plaît) competition. Sponsored by the Government, the competition aims to introduce middle school and high school students to the professional world. In this context, we offer some twenty sites to schools, which can come as a project group to film our activities and conduct interviews with the various employees. The official ceremony of the 16th edition of this initiative took place in May 2023 at the Grand Rex, attended by 2,700 people. In the "Recycling, an industry serving the planet" category, the film shot at our Saint-Pierre-de-Chandieu (Rhône) site was awarded the Clap d'Or award. The Group is continuing its involvement in the 17th edition, which began in September 2023. To support the Euro-France association, which organizes the competition, part of the apprenticeship tax is donated to this body, which is authorized to collect the apprenticeship tax nationwide.

In 2022, the Derichebourg Group took part in the citizen exhibition "The Faces of Employment" (Les Gueules de l'Emploi). This fully digital exhibition, open to the general public, aimed to highlight career professions to the youngest in society. The unprecedented photographic exhibition is dedicated to the passion for "doing the right thing" in the world of work, promoting men and women from all professional backgrounds and their pride in their company. The creative line of the photographer generates a balance between the close-up of the employee and highlighting a symbolic object characterizing their profession. The 2023 edition took place from November to December.

Faced with the numerous changes in the legislative and regulatory framework at the national and European level, since 2019 the Derichebourg Group has been actively involved in meeting with public authorities, local elected representatives and legislators in the regions by organizing site visits for them, in order to raise their awareness of the recycling business, which is an essential pillar of the circular economy. The legislative elections were an opportunity to renew this approach, with numerous exchanges organized since the summer of 2022 with members of congress for the wards in which our facilities are located. The Institutional division was strengthened in September 2022 through the recruitment of an Institutional Relations Officer to support the person responsible for Institutional Relations.

In 2020, the Derichebourg Group launched a Circular Economy Newsletter, intended to share its news and contribute to a better understanding of its challenges by its many stakeholders. This external newsletter is sent to local authorities as well as to partners: it reviews regulatory changes impacting the recycling sector and the Group's main achievements.

3.3.2 Help to fight climate change

The objective of carbon neutrality by 2050, supported by the European Union, shapes all sectors: the recycling industry has not been left behind and is committed to decarbonization. The European Green Deal is now a pillar of the development of industrial competitiveness, by supporting the reindustrialization of Europe.

In France, legislative work on the green industry took up a large part of 2023, until the law was enacted in October. The objective of the law on green industry is both to decarbonize existing industries, but also to make France competitive and to attract new industries relevant to the green and energy transitions and to promote the production of batteries, wind turbines, solar panels and heat pumps.

This law will have a positive impact on the recycling sector, since it will:

- simplify the environmental authorization procedure for industrial projects by running certain stages alongside one another, and thus encourage industry investments for innovative projects;
- combat illegal industrial sites and illegal waste exports;
- create a simplified one-time procedure for industrial projects of major national interest, including industrial recycling facilities.

At the same time and in the same vein, the draft European regulation on the Net-Zero Industry Act, which should be published soon, includes recycling technologies in its scope. The regulation aims to relocate part of the production of clean energy technology to the European continent.

The recycling industry is a key component of the green industry. It contributes to the decarbonization of industry by promoting the recycling of raw materials. The Derichebourg Group intends to actively contribute to the green transition, and has proposed several measures as part of the green industry law and the draft finance law for 2024 in order to:

- foster innovation in the recycling sector;
- boost the competitiveness of the recycling industry;
- support the transition of heavy mobility.

3.3.2.1 Report on the Group's greenhouse gas emissions

The Derichebourg Group's ambition is to subscribe to the commitments of the Paris Agreement for the fight against global warming. The Group marked this commitment by signing the French Business Climate Pledge in August 2019.

The Group has two main areas in which it can actively combat global warming: firstly through its recycling activity and secondly by reducing its own greenhouse gas (GHG) emissions.

In accordance with its commitment from the previous fiscal year, the Group has included scope 3 (indirect emissions excluding electricity consumed) in the calculation of its greenhouse gas emissions according to the GHG Protocol (1) to define its carbon trajectory based on the Science-Based Targets Initiative methodology (2).

Greenhouse gas emissions are calculated under Scope 1 (direct emissions) and Scope 2 (indirect emissions associated with energy and urban network heating used), accounting for 120,401 metric tons of CO_2 equivalent for the fiscal year 2022-2023.

The Group's greenhouse gas emissions can be broken down into:

- stationary sources: 26,560 metric tons of CO_2 equivalent;
- mobile sources: 77,941 metric tons of CO_2 equivalent;
- electricity purchased: 15,854 metric tons of CO_2 equivalent;
- heat purchased : 47 metric tons of CO_2 equivalent.

The Group noted a conversion error (incorrect units: m^3 vs kWh) when reporting data related to gas consumption for the previous fiscal year, which also generated an error in the related emissions. The corrected data proved to be weaker than the data published the previous year. Scope 1 data for 2022 have been restated in this report.

(1) GHG Protocol: Greenhouse Gas Protocol, an international protocol proposing a framework for measuring, accounting for and managing greenhouse gas emissions.

(2) Launched in June 2015, the Science-Based Targets Initiative (SBTi) is a project born out of the collaboration of several institutions that are committed to defining targets for reducing their greenhouse gas emissions, in accordance with the scientific recommendations drawn up in France at the end of COP21.

Adjusted for 2022 data and on a like-for-like basis, scope 1 and 2 greenhouse gas emissions decreased by 1.82%.

In metric tons of CO_2 equivalent	2023	2022
Scope 1 (corrected)	104,501	105,749 (1)
Scope 2	15,900	16,879

The Group's Scope 3 is estimated at 3,289,684 metric tons of CO_2 equivalent. The scope of assessment is the same as that of extra-financial reporting. Faced with the exceptional situation of a cyberattack, causing some tools to be unavailable at the time of reporting for this fiscal year, the Group had to estimate certain items on a *pro rata* basis, in particular the use of products sold and the transportation of goods.

The main indirect emission sources are:

Main scope 3 items *(in metric tons of CO_2 equivalent)*	2023	2022
Use of products sold	2,221,192	2,346,447
Goods transportation	875,545	1,006,211
Capitalized assets	132,016	131,453

3.3.2.2 Improving site energy efficiency

The Derichebourg Group is committed to a proactive approach to managing its energy consumption, notably through ISO 50001 certification in the Refinal Industries and Derichebourg Umwelt GmbH subsidiaries.

The Group has implemented various actions to reduce the energy consumption of its production units. The most significant are:

- the installation of frequency converters on shredding lines to adjust the energy supply to requirements in real time;
- the gradual replacement of shredding unit motors by more energy efficient motors;
- the acquisition of four new shears equipped with frequency converter technologies.

The Derichebourg Group mainly uses electricity as a source of energy for its recycling units. The high share of electricity generated using nuclear power in the energy mix in France helps to limit the Recycling business's greenhouse gas emissions.

Furthermore, the second phase of regulatory energy audits took place in 2024 for all of the relevant French subsidiaries.

The Group continued with the electrification process for its shredder and shears, particularly for merged sites following the acquisition of the Ecore Group. Indeed, at these sites, the loading of shears and shredders, provided on many sites by mobile cranes, was not optimal, contributing to an overconsumption of energy (fuel and electricity) by the tools for an equivalent production compared to using stationary electric cranes.

With this in mind, the Group acquired six new fixed feeder cranes during this fiscal year at a cost (excluding civil engineering) of more than €3.6 million, i.e. 10 in two years.

In addition, the Derichebourg Group has continued its partnership with the company Total Flex for the fourth year running to make available capacity to reduce its electricity consumption.

Electrical elimination or flexibility is the ability of a site to reduce or even stop its consumption in the event of strong demand or a shortage of supply, at the request of Réseau de Transport Électricité (RTE), the French Electricity Transmission Network. Indeed, in the event of consumption peaks, in order to avoid having to restart old and polluting power plants (particularly coal-fired, which emit a lot of CO_2), the RTE is asking volunteer companies to significantly reduce their consumption and mitigate the said peak.

The impact is twofold: it avoids a potential regional power cut and helps to reduce the carbon intensity of the French energy mix.

The Group thus via Total Flex provides the RTE with a capacity of nearly 26 MW through 50 production sites. By way of comparison, this power corresponds to the power of almost 4,300 typical French households (based on 6 kVA as the subscribed power per dwelling).

Through this system, the Group contributed to savings of nearly 455 MWh over the fiscal year, mainly in December 2022.

(1) Value calculated last year: 161,953 metric tons of CO_2 equivalent.

The Group's energy consumption

The energy consumption in absolute value for the entire Group, restated for the disposal of Derichebourg Multiservices, is as follows:

electric consumption
164.2 GWh
-1.1% compared to 2022

fuel consumption (non-road)
12.1 million liters
+6.1% compared to 2022

gas
14.6 million cubic meters
+2.7% compared to 2022

Electricity consumption fell slightly during the year (-1.1%) due to the decline in activity but also due to the optimization of the use of work tools due to high energy cost inflation. The sale of four shredders on January 2, 2023 as part of the European Commission's authorization of the Ecore group acquisition also contributed to this decrease.

The Group noted a conversion error when reporting data related to gas consumption for the previous fiscal year. The corrected data proved to be weaker than the data published the previous year. Despite this, the Group's four refineries (aluminium and lead) account for 98.8% of the gas consumed; this energy source is used to operate their refining furnaces.

Taking into account the correction in consumption from the previous fiscal year, gas consumption increased very slightly (+2.7%) driven by the new lead refinery furnace in Spain, which outweighs the decrease in gas consumption by the aluminum refineries.

Development of renewable energies

The Group is committed to installing photovoltaic panels on the roofs of its industrial buildings, and potentially on parking lot shades, for its own use. The objective set in the "Trajectory 2026" roadmap is to reach a minimum of 2 MW of installed capacity by 2026. The aim of this gradual start is to select the right suppliers and find the right technical and economic balances in order to then be able to deploy this strategy on a larger scale.

The pilot project consists of installing a 500 kW power plant on the roof of the new industrial building at the Bonneuil-sur-Marne site, which should be operational in 2024. Other projects are already being looked at.

In MW	2026 target	2023	2022
Installed photovoltaic power	2	0	0

3.3.2.3 Reducing GHG emissions from transportation

fuel consumption (road)
15.8 million liters
+11.1% compared to 2022

natural gas for vehicles (NGV)
3.7 million cubic meters
+16.7% compared to 2022

With the diversification of fuels, the Group has noted a fall in diesel consumption for the third consecutive year. This decrease amounted to nearly 2 million liters for this fiscal year, down 11.1% compared to the previous period. In addition to the decline in activity, this reduction is linked to the deployment of trucks running on biofuel and NGV, particularly in the Public Sector Services business, and the renewal of the fleet of light vehicles to hybrid gasoline vehicles.

Consequently, the consumption of biofuel (up 131.8%) and gasoline (up 49.1%) increased significantly and saw their share increase from 2% to 4% in the Group's overall consumption.

Similarly, the consumption of natural gas for vehicles (NGV) again increased sharply compared to the previous fiscal year (up 16.7%).

Recycling action plan

The Group's Recycling division began the strategic transformation of its transportation activity in 2018.

The Company aims to provide its truck fleet with tools and procedures to monitor and optimize its fuel consumption.

The transportation transformation plan is based on a number of cumulative solutions:

- the resizing and renewal of the fleet through:
  - the removal of old and superfluous vehicles,
  - buying new vehicles, including 48 delivered during the fiscal year. The new vehicles will all meet the Euro VI standard as a minimum and are all equipped with the AdBlue™ system and particulate filters. Thus, to date, 76% of the fleet (Europe excluding Italy scope) already meets the Euro VI standard (up by 15 points);
- the choice of the right engine power to reduce fuel consumption. The power of our trucks is limited to the minimum required and always adapted to the local road network;
- the deployment of on-board telematics, which can measure and control fuel consumption and therefore CO_2 emissions;

  The Group has decided to harmonize all the on-board telematics systems used in the various subsidiaries. The Transics solution was selected as the most appropriate for our business. After a preparation and testing phase, the solution will be rolled out from October 2023 to May 2024;
- driver training in France.

  The Group changed its strategy in 2021 and is now moving towards more appropriate training aimed at correctly handling the new vehicles delivered (use of the robotic gearbox, optimum torque, etc.), in partnership with car manufacturers and body-makers (management of accessories, auxiliary crane, etc.). Indeed, due to a lack of knowledge, it was observed that drivers may overconsume when they were driving new vehicles;
- route planning assistance.

A shared initiative is being undertaken by operating managers in the Recycling business, route planners and commercial teams in order to improve how collection routes are organized and motor vehicles shared to reduce the number of unnecessary kilometers driven.

Similarly, Derichebourg entered into a partnership in 2016 with the Michelin Group to manage its tire stock. Accordingly, the Group has chosen to place the emphasis on extending the life of tires by retreading and regrooving them, where possible, helping to reduce the amount of raw materials consumed compared with manufacturing a new tire.

The introduction of tire pressure monitoring has also helped to reduce fuel consumption.

For downstream transportation, the Group also prioritizes the use of maritime or river transportation, where possible, which is cheaper and helps to protect the environment. New site openings are, whenever possible, next to waterways.

This is the case for the Group's two most recent shredding lines: Gennevilliers (on the Haropa – Paris Ports site) and since late September 2018, the new Bassens shredding line (located on the Bordeaux Port Authority site).

As a reminder, the Group has access to river or maritime infrastructure for most of its subsidiaries: Marseille (Purfer), Rouen and Valenciennes (Revival), Houston (Derichebourg Recycling USA), Bassens (AFM Recyclage), Brussels and Liège (Derichebourg Belgium), Karlsruhe (Derichebourg Umwelt GmbH), Strasbourg (Eska), etc.

In addition, the acquisition of the Ecore Group at the end of 2021 strengthens the Group's capacity to use waterways and shipping, with seven sites benefiting from the necessary infrastructure: Escautpont, Limay, Martigues, Montoir-de-Bretagne, Rouen, Strasbourg, and Ghent (Belgium).

The Group also continues the use of rail transportation. This mode of transportation is an alternative to road transportation (one railcar for every two trucks). It is less developed than water transportation, due more to structural reasons than any real desire on the Group's part.

On September 13, 2021, the French government unveiled the national strategy for the development of rail freight. This strategy meets the objective of doubling the modal share of rail freight by 2030 (from 9% in 2019 to 18% in 2030), enshrined in the law on combating climate change. In the longer term, the State has set itself the target of achieving a 25% rail freight modal share by 2050. A €1 billion investment plan will be deployed as part of the recovery plan, together with an additional annual budget of €170 million until 2024. As a user, the Derichebourg Group closely monitors these changes.

The share of tonnage transported worldwide by waterway and/or rail is as follows:

secondary raw materials transported by waterway

30.4%

secondary raw materials transported by rail

5.6%

In thousands of metric tons transported	2023	2022
Secondary raw materials transported by waterway	1,656.0	1,265.5
Secondary raw materials transported by rail	306.9	393.5

The symbolic threshold of 2 million metric tons transported by alternative methods was almost reached this year thanks to the full-year integration of the Ecore sites. The decrease in rail transportation is explained by the sales of the Montereau-Fault-Yonne and Salaise-sur-Sanne sites as part of the Ecore Group acquisition authorization.

For information purposes, the modes of transportation by waterway or rail avoided the circulation of approximately 78,500 trucks over the 2022-2023 fiscal year (based on each truck transporting 25 metric tons).

Public Sector Services action plan

The Public Sector Services division remains at the Clean transport forefront of its own transportation services.

Thus, the number of HWD (household waste dumpsters) equipped with Active Stop-StartMC technology from the company Martin Réa (formerly Effenco) is 179, i.e. 44% of the French fleet. This system is designed to cut the truck's engine when it is immobile, while keeping its accessories and equipment operational, such as the container lifting and dumpster compaction systems. In general, these stops represent 40% to 50% of the vehicle's usage time and thus enable a 30% reduction in greenhouse gas emissions.

To date, more than 55% of the division's HWD fleet (France scope) runs on NGV, i.e. 226 vehicles. The PolyNormandie subsidiary has set up its own NGV distribution station for its Colombelles site (Calvados).

B100-type bio-fuel (100% plant-based), made from rapeseed grown and processed in France, is also used at the Colombelles and Polyned branches (Nantes and Guérande). The future Rennes branch will also be equipped with vehicles using this type of fuel. Biofuel is also used by the Recycling business at the Gennevilliers site (Hauts-de-Seine). The objective is, in the short term, to replace part of the diesel consumed with bio-fuel, reducing CO_2 emissions by 60% and particulate matter by 80%.

Following the Polyceja subsidiary (Bobigny)'s successful test of an electric hook lift truck for its waste reception center contract in the city of Paris, the purchase decision was made and delivery will take place at the end of 2023. The Polybuis subsidiary (Gennevilliers) also bought an electric HWD. These two subsidiaries have increased the power of their electrical installations with a view to deploying the fleet of electric vehicles on a larger scale. Fast charging stations will soon be installed for heavy goods vehicles.

The Derichebourg Océan Indien agency (Réunion Island) has also made investments to acquire electric vehicles by 2024 (six light vehicles and one HWD).

59% of the fleet of company and service vehicles (scope France, 165 vehicles) is composed of hybrid or electric vehicles.

The Polybuis subsidiary (Gennevilliers) also acquired a mini-sweeper running on hydrogen to test this type of fuel.

Biowaste contracts will start in early 2024 with the entry into force of the new French regulations. The Public Sector Services division operates in these markets, and for this purpose will mainly use either NGV vehicles (Paris region) or B100 vehicles. The most iconic market will be that of the City of Paris (Trilib), for which the division has acquired seven NGV vehicles.

3.3.2.4 Avoided greenhouse gas emissions

During this fiscal year, the Derichebourg Group processed 4.7 million metric tons of ferrous scrap metal and around 770,000 metric tons of non-ferrous metals.

Thus, by returning quality secondary raw materials to the marketplace, the Derichebourg Group contributes to reducing overall energy consumption. The recycling of metals enables considerable energy savings compared to their primary production: up to 94% for aluminum and 40% for steel (source: ADEME/Federec, Environmental assessment of recycling in France according to the LCA method [1] – May 2017).

Furthermore, the use of secondary raw materials to produce new steel or non-ferrous metals enables a significant reduction in greenhouse gas emissions compared to producing them using raw materials. Effectively, the production of one metric ton of steel from recycled materials enables a reduction of 58% of CO_2 emissions and as much as 93% for the production of a metric ton of secondary aluminum ingots (source: ADEME/Federec, Environmental assessment of recycling in France according to the LCA method – May 2017).

In order to refine the measurement of the contribution to reducing global greenhouse gas emissions, the Group wants to include avoided emissions for the WEEE activity in this calculation. Indeed, through its processing lines for large household appliances - cold and soon to be used for hot water storage tanks, the Group captures and processes the fluorinated gases and other greenhouse gases stored in this equipment. The calculation for this year could not be carried out.

The Group estimates the volume of emissions avoided due to its activity and that of its customers to be 8 million metric tons of CO_2 equivalent (-6% compared to the previous year), which is the annual emissions of more than 727,000 European Union inhabitants [2].

(1) Life Cycle Analysis.
(2) Source INSEE July 2022 - 11 metric tons of CO_2 equivalent per EU inhabitant per year.

volume of emissions avoided **8.0** million tons of CO_2 eq

annual emissions of **= 727,000** European people

3.3.3 Protecting ecosystems

3.3.3.1 Managing environmental risks

Through the rigorous management of incoming waste and daily maintenance of its facilities, the Derichebourg Group ensures the prevention of environmental risks and pollution across its 289 industrial sites.

Nearly €24 million of investments in environmental protection were made during the fiscal year 2022-2023 (up 57%).

This is in addition to environmental operating expenses of nearly €5.4 million (up 10%), which enable the Group to have an industrial facility which is compatible with its regulatory obligations.

Work on impermeable areas (concreted areas) and run-off water treatment are two important factors in limiting soil and waterway pollution. The Group pays particular attention to the proper maintenance of its infrastructure and undertakes repairs and restoration of concrete areas deteriorated by the passage of machinery every year.

To ensure the overall control of environmental risks, the Group's various subsidiaries have committed to ISO 14001 certifications for their environmental management systems.

On September 30, 2023, 229 operating sites were covered by ISO 14001 certification, i.e. more than 79% of the Group's industrial sites.

The proportion of ISO 14001-certified industrial sites increased by more than 16 points during the fiscal year.

	2023	2022
Share of ISO 14001-certified industrial sites	79.2%	59.8%

Limiting pollution from the facilities – Complying with BREF [(1)] Shredder

The Group's various concerned subsidiaries comply with their monitoring obligations regarding atmospheric and water discharges. Monitoring plans have been introduced in each subsidiary.

As part of Directive 2010/75/EU of the European Parliament and Council of November 24, 2010 on industrial emissions, the conclusions on the best available techniques (BAT) for waste treatment were published on August 10, 2018.

As set out in the regulations, the Group has filed review documents "in light of the best available techniques" for each of the sites in question.

A Group action and investment plan is being rolled out to bring the various facilities into compliance when necessary. The €130 million loan granted by the European Investment Bank (see 3.3.1) is being used for this purpose.

In this context, in order to improve the quality of atmospheric emissions from the shredding lines, in 2022 the Group tested a system of bag filters on the Charleroi site (Derichebourg Belgium) with the injection of absorbent products (lime, activated carbon, a mixture of the two, etc.). Following this testing phase, the decision was taken to equip the site with this new technology.

In 2023, the Group also equipped the two shredding lines at the Athis-Mons site (91) with a bag filter system. The new shredder in Saint-Pierre-de-Chandieu will also be equipped with this technology.

In its new "Trajectory 2026" roadmap, the Group has undertaken to systematically implement corrective actions if water or air emissions are exceeded by ELVs.

Relations with neighbors

The Derichebourg Group generates significant transportation activity through collection and receipt and through large volumes of prepared product sales, which is a potential source of noise for the neighborhood.

The noise, visual impact and emissions factors of the operating sites are all issues which concern local communities.

Thus, any complaints related to these aspects are managed by the QSE services in the subsidiaries.

To ensure irreproachable management by the Group of complaints, each complaint is answered by a written response.

In addition, all complaints (both verbal and written) are processed and are always answered, whether verbally or in writing.

	Target	2023	2022
Percentage of complaints dealt with (written response provided)	100%	88%	80.0%

(1) Best Available Technology REFerence.

Only two complaints were not answered in writing during this fiscal year. They are currently being processed.

The number of complaints received during the fiscal year increased, with a total of 16 complaints recorded, compared to 10 complaints in the previous fiscal year. This number remains very low given the number of Group sites (289 industrial sites).

The QHSE Group intranet facilitates and thus makes the reporting and processing of complaints even more reliable, and allows for centralized monitoring.

The Group's new complaints management procedure, which was rolled out during the previous fiscal year, specifies the structure put in place.

In addition, various actions are carried out on a daily basis at the Group's operating sites to create ties with neighbors and improve site integration into the local landscape.

Several sites (Athis-Mons, Bassens, Bruyères-sur-Oise, Gennevilliers, Héricourt, etc.) regularly organize school visits or open days on the theme of recycling (see section 3.3.1.3).

Site restoration – Termination of ongoing activities

One of Derichebourg Group's strengths is how it manages its real estate assets. Thus, subsidiaries are subject to an analysis that enables a list to be drawn up of the sites that are liable to cease activity over the more or less long term.

Terminations of activity are the subject of management plans and, if applicable, of provisions taking into account the overall financial cost of site restoration.

Provisions for environmental risks changed as follows:

In millions of euros	**2023**	**2022**
Group	15.0	15.6

Moreover, the Group provides financial guarantees (cross-border transportation of waste, safety compliance work on certain facilities classified for environmental protection (decree no. 2012-633 of May 3, 2012), etc.).

The amount of financial guarantees and environmental bonds issued as at September 30, 2023 stood at €37.2 million compared with €39 million as at September 30, 2022.

3.3.3.2 Managing fire risks

A multidisciplinary unit based at the headquarters (Technical Department, QSE, Projects Department) is responsible for boosting fire prevention by:

- organizing fire safety seminars;
- conducting internal audits in conjunction with the Group insurance broker's Prevention Engineer;
- monitoring action plans associated with audits;
- deploying Group solutions on all sites;
  - keeping inventory at very low levels,
  - watering ferrous scrap metal inventory to be shredded in the summer for prevention purposes,
  - installing infrared thermography equipment at production sites,
  - installing detection equipment/extinguishers in electrical rooms and hydraulic power plants,
  - conducting fire drills in collaboration with the fire department (SDIS),
  - trialing new solutions.

Investments in fire prevention amounted to nearly €2.8 million in 2022-2023 (up 85%). This strong increase is mainly due to the creation of new processing lines equipped with the latest firefighting technology.

Fire outbreaks are reported in real time via the digital alert tool in the event of accidents or incidents. This tool is operational for the Recycling business in Europe, as well as for the entire Public Sectors Services business. This tool will be rolled out to all Group subsidiaries in 2024. Depending on the level of severity, different alert levels ensure that the incident is immediately reported and escalated up to the highest levels of the Company. This tool encourages feedback, which is distributed to all Group sites via the QHSE intranet.

In addition, following the acquisition of the Ecore Group, it has been possible to share the experiences and best practices of the two groups in terms of fire protection and prevention.

Thus, during the 2022-2023 fiscal year, although the Group unfortunately reported several fires and fire outbreaks, none resulted in material or environmental damage, or injuries.

In its new "Trajectory 2026" roadmap, the Group has committed to auditing 100% of the sites defined as critical (46 sites in 2023) in terms of fire risk by 2026.

	2026 target	**2023**	**2022**
Proportion of "critical" sites having undergone a fire audit	100%	66%	39%

3.3.4 The European Green Taxonomy and its impacts

3.3.4.1 Overview of the European Green Taxonomy

In December 2019, the European Commission presented its European Green Deal, a roadmap aimed at making the European economy sustainable by transforming climate and environmental challenges into opportunities and achieving carbon neutrality by 2050.

To direct investment in economic activities considered environmentally sustainable and to combat greenwashing, the European Parliament has adopted regulation (EU) 2020/852 of June 18, 2020 on "The establishment of a framework to facilitate sustainable investment," amending regulation (EU) 2019/2088, thus establishing the European Green Taxonomy.

The Taxonomy aims to define the EU's environmental objectives and the corresponding economic activities. This is a major legislative act to facilitate and develop sustainable investment, and therefore the implementation of the European Green Deal. Specifically, by providing companies, investors and policymakers with definitions of economic activities that can be considered environmentally sustainable, it should help to redirect investments where they are most needed.

The EU has set itself six environmental targets:

- climate change mitigation;
- climate change adaptation;
- sustainable use and protection of water and marine resources;
- transition to a circular economy;
- pollution prevention and control;
- protection and restoration of biodiversity and ecosystems.

3.3.4.2 Publication obligations

Companies subject to the extra-financial performance statement, the transposition into French law of the NFRD (Non-Financial Reporting Directive) which will become the CSRD (Corporate Sustainability Reporting Directive) in 2025, must publish their sensitivity to European Green Taxonomy from January 1, 2022. For the purposes of determining the degree of environmental sustainability of an investment, an economic activity is considered environmentally sustainable if that economic activity:

- contributes substantially to one or more of the six environmental objectives;
- does not cause significant harm to any of the other environmental objectives;
- is exercised in compliance with the minimum guarantees provided;
- complies with the technical screening criteria established by the Commission.

The disclosure of the alignment of total turnover, total capital expenditure and operating expenses is mandatory for this fiscal year's climate targets, namely "climate change adaptation" and "climate change mitigation."

As part of its "Trajectory 2026" roadmap, the Group has set itself a minimum target of achieving a ratio of 80% of turnover from aligned activities compared to eligible activities.

	2026 target	2023	2022
Turnover from eligible activities *(in thousands of euros)*		3,280.7	3,886.6
Turnover from aligned activities *(in thousands of euros)*		2,986.6	na
Aligned/eligible ratio	80%	91.0%	na

3.3.4.3 Group activities eligible for the Taxonomy objectives

Many of the Derichebourg Group's activities are eligible for the objectives of the European Green Taxonomy. As of September 30, 2023, the Group presents the following assessment:

	Change in turnover	
	Aligned with the taxonomy by target	Eligible for the taxonomy by target
CCM (Climate change mitigation)	82.5%	90.6%
CCA (Climate change adaptation)	0.0%	0.0%
WTR (Water and marine resources)	na	na
CE (Circular economy)	na	na
PPC (Pollution prevention and control)	na	na
BIO (Biodiversity)	na	na

A number of the Derichebourg Group's activities are eligible for the Taxonomy's targets:

Derichebourg activity	Taxonomy activity	Taxonomy code	Description	Substantial contribution criterion
Recycling of ferrous and non-ferrous metals	Recovery of materials from non-hazardous waste	5.9	The Derichebourg Group's historical and main activity is the recycling of ferrous and non-ferrous metals, which are non-hazardous waste (see Appendix II of Article R. 541-8 of the French Environmental Code) once decontaminated, in the case of end-of-life vehicles (ELVs) and waste electrical and electronic equipment (WEEE)	The activity converts at least 50%, in terms of weight, of the processed and separately collected non-hazardous waste into secondary raw materials that are suitable for the substitution of virgin materials in production processes
Aluminum refinery	Aluminum manufacturing	3.8	The Derichebourg Group operates three aluminum refineries in which it produces ingots from secondary aluminum	Manufacture of aluminum through the primary aluminum (bauxite) transformation process or secondary aluminum recycling
Battery recycling	Battery manufacturing	3.4	The Derichebourg Group recycles end-of-life lead-acid batteries at its Rocquancourt and Albalate sites, and produces secondary lead ingots. It is through these ingots that the group generates battery recycling turnover.	Manufacture and recycling of rechargeable batteries, battery packs and accumulators
Collection of sorted waste (paper/cardboard, glass, etc.)	Collection and transport of non-hazardous waste in source segregated fractions	5.5	Within the Derichebourg Group, this concerns the activities covered by point M of Article 278-0 bis of the French General Tax Code establishing a value added tax reduced to 5.5% on "separate collection services, collection at recycling centers, sorting and material recovery of household waste […] as well as services that contribute to the smooth running of these operations."	Covers all non-hazardous waste collected separately and that have been segregated at source and intended for preparation for reuse or recycling

3.3.4.4 Methodology for analyzing activity alignment

Eligible activities

The scope of analysis covered the entire consolidated scope. Turnover, Capex and Opex are based on the consolidated financial statements.

The vast majority of Recycling activities are eligible for the Taxonomy's climate change mitigation objective. To ensure this, these activities have been identified and then traced as closely as possible using the Group's analytical accounting in order to exclude the non-eligible portion, whether for turnover, Capex or Opex.

The Public Sector Services business falls under the "Collection and transport of non-hazardous waste in source segregated fractions" in the Taxonomy. To identify turnover from eligible activities, the Group has decided to rely on point M of Article 278-0 bis of the French General Tax Code establishing a value added tax reduced to 5.5% on "Separate collection services, collection at recycling centers, sorting and material recovery of household waste […] as well as services that contribute to the smooth running of these operations." As the equipment used can be versatile and also be used for the collection and transportation of unsorted waste, the Group has decided to count the Capex and Opex on a *pro rata* basis for eligible turnover.

Capex consists of tangible assets, intangible assets and leases related to IFRS 16. Opex includes expenses for the upkeep and maintenance of facilities, as well as movable property rentals of less than 12 months. The turnover and Capex amounts are detailed in section 5 of this document.

Also, the operational separation of activities as well as the reporting methodology implemented ensures that there is no double counting.

It should be noted that the activities mentioned above are all eligible for the climate change mitigation objective, but are not eligible for climate change adaptation, as none of them are eligible for this objective.

Substantial contribution to climate change mitigation

According to the taxonomy regulation, to be qualified as aligned with one of the environmental objectives, an activity must meet a substantial contribution criterion.

- material recovery from non-hazardous waste: the Group confirms that the activity converts at least 50%, in terms of weight, of the processed separately collected non-hazardous waste into secondary raw materials that are suitable for the substitution of virgin materials in production processes;
- aluminum manufacturing: the Group produces secondary aluminum ingots;
- battery manufacturing: the Group recycles end-of-life batteries;
- collection and transportation of non-hazardous waste sorted at source: as mentioned above, the Group has isolated turnover from separate collection services, collection at recycling centers, sorting and material recovery of household waste […] as well as services that contribute to the smooth running of these operations, and excluded bulky items that it does not consider as sorted at source.

Harm to third-party environmental objectives (DNHS - Do No Significant Harm)

According to the taxonomy regulation, to be classified as aligned with one of the environmental objectives, an activity must not harm one of the other five. Thus, the Derichebourg Group has ensured that its activities that are eligible for climate change mitigation did not harm the other objectives as defined by the regulation.

- climate change adaptation: the Group has a climate simulation tool enabling it to analyze the related risks for the industrial sites of the four eligible activities. Three IPCC scenarios were simulated, so that the various climate risks could be visualized and analyzed. A worst-case scenario impact analysis and an adaptation plan were carried out on the Group's 30 most strategic sites. This analysis will be extended to all sites and scenarios in 2024;
- water and marine resources: only the aluminum manufacturing and battery recycling activities are subject to criteria for this objective. As the Group's facilities must comply with European Directive 2000/60/EC of the European Parliament and of the Council to carry out their activity, it confirms that it complies with these criteria;
- circular economy: the activities covered are battery recycling and waste collection. For battery recycling, the process meets the conditions set out in Article 12 and Appendix III, Part B of Directive 2006/66/EC of the European Parliament and of the Council, including the use of best available and most recent techniques and obtaining the indicated efficiencies for lead-acid batteries. These processes allow recycling of the metal content as far as technically possible, while avoiding excessive costs. Recycling facilities meet the requirements of Directive 2010/75/EU of the European Parliament and of the Council on industrial emissions. For the collection activity, in accordance with contractor specifications, at the waste storage and transfer facilities the waste parts collected separately are not mixed with other waste or materials with different properties;
- pollution prevention and control: the aluminum manufacturing activity does not use chemicals prohibited by law. Battery recycling uses chemicals that are not authorized under the taxonomy regulation;
- biodiversity: the Group's operating sites in the Europe scope (recovery of materials from non-hazardous waste, manufacture of aluminum and battery recycling) comply with Directive 2011/92 on the assessment of the impacts of certain public and private projects on the environment. For those commissioned from 2011, the Directive was imposed when they were created. For the others, the Group plans to carry out an impact study in accordance with Directive 2011/92 in order to provide evidence of this. For its sites in the United States and Mexico, the Group plans to conduct a study to determine their compliance with the requirements of Directive 2011/92, and has therefore not qualified them as aligned in their category.

Minimum safeguards

According to the taxonomy regulation, to be classified as aligned with one of the environmental targets, an activity must comply with minimum safeguards in four areas:

- human rights: the Group is committed to complying with human rights through its ethics charter. The charter sets out how its employees should interact with business partners, suppliers, communities and other stakeholders. It indicates the procedure for collecting whistleblowing reports. In addition, the Group publishes its vigilance plan every year, which, through the actions described and implemented, meets the minimum safeguards expected under the taxonomy regulation. The vigilance plan applies to the activities of the Group and its subsidiaries, and to those of suppliers or subcontractors with whom it has an established commercial relationship. The ethics charter and the vigilance plan are described in section 3.7;
- corruption: the Group has put in place a system relating to Law no. 2016-1691 of December 9, 2016 on transparency, fighting corruption and economic modernization, known as “Sapin II.” Actions have been implemented for the eight pillars of the system. This point is detailed in section 3.5.2;
- taxation: the Group does not implement any arrangements to artificially reduce its corporate tax expense or to transfer its taxable income to countries with lower taxes;
- fair competition: as detailed in its ethics charter, the Derichebourg Group ensures compliance with competition rules, so that competition is fair and equitable. No action by the Group shall prevent, restrict or distort competition.

Below are the tables summarizing the activities of the Derichebourg Group eligible for the Taxonomy.

Taxonomy Turnover 2023

	Proportion of turnover/total turnover	
	Aligned with the taxonomy by target	Eligible for the taxonomy by target
CCM (Climate change mitigation)	82.5%	90.6%
CCA (Climate change adaptation)	0.0%	0.0%
WTR (Water and marine resources)	na	na
CE (Circular economy)	na	na
PPC (Pollution prevention and control)	na	na
BIO (Biodiversity)	na	na

Economic activities (1)	Code (2)	Absolute turnover (3) *Currency*	Taxonomy - aligned proportion of turnover (4) %	Substantial contribution criteria: Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Transition to a circular economy (8) %	Pollution prevention and control (9) %	Biodiversity and ecosystems (10) %
A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY									
A.1 Environmentally sustainable activities (aligned with the taxonomy)									
Recovery of materials from non-hazardous waste (Europe)	5.9	2,768,525,380	76.5%	100%	0%				
Aluminum manufacturing	3.8	170,298,000	4.7%	100%	0%				
Collection and transport of non-hazardous waste in source segregated fractions	5.5	47,785,120	1.3%	100%	0%				
Turnover from environmentally sustainable activities (aligned with taxonomy) (A.1)									
A.2 ACTIVITIES ELIGIBLE FOR TAXONOMY BUT NOT ENVIRONMENTALLY SUSTAINABLE (NOT ALIGNED WITH THE TAXONOMY)									
Recovery of materials from non-hazardous waste (excluding Europe)	5.9	178,441,000	4.9%						
Battery recycling	3.4	115,699,000	3.2%						
Turnover from activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy) (A.2)		**294,140,000**	**8.1%**						
Total (A.1 + A.2)		**3,280,748,500**	**90.6%**						
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY									
Turnover from activities not eligible for taxonomy (B)		**340,551,500**	**9.4%**						
Total A + B		**3,621,300,000**	**100%**						

Criteria for the absence of significant prejudice (DNSH)

Climate change mitigation (11) *YES / NO*	Climate change adaptation (12) *YES / NO*	Water and marine resources (13) *YES / NO*	Circular Economy (14) *YES / NO*	Pollution (15) *YES / NO*	Biodiversity and ecosystems (16) *YES / NO*	Minimum safeguards (17) *YES / NO*	Taxonomy - aligned proportion of turnover, year N (18) *Percentage*	Taxonomy - aligned proportion of turnover, year N-1 (19) *Percentage*	Enabling activity category (20) *E*	Transitional activity category (21) *T*
-	YES	-	-	-	YES	YES	76.5%			
-	YES	YES	-	YES	YES	YES	4.7%			
-	YES	-	YES	-	-	YES	1.3%			
							82.5%			

Taxonomy CapEx 2023

	Proportion of CapEx/total CapEx	
	Aligned with the taxonomy by target	Eligible for the taxonomy by target
CCM (Climate change mitigation)	83.2%	98.6%
CCA (Climate change adaptation)	0.0%	0.0%
WTR (Water and marine resources)	na	na
CE (Circular economy)	na	na
PPC (Pollution prevention and control)	na	na
BIO (Biodiversity)	na	na

				Substantial contribution criteria					
Economic activities (1)	Code (2)	Absolute CapEx (3) *Currency*	Taxonomy - aligned proportion of turnover (4) %	Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Transition to a circular economy (8) %	Pollution prevention and control (9) %	Biodiversity and ecosystems (10) %
A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY									
A.1 Environmentally sustainable activities (aligned with the taxonomy)									
Recovery of materials from non-hazardous waste (Europe)	5.9	226,940,095	79.6%	100%	0%				
Aluminum manufacturing	3.8	5,073,102	1.8%	100%	0%				
Collection and transport of non-hazardous waste in source segregated fractions	5.5	5,304,361	1.9%	100%	0%				
CapEx of environmentally sustainable activities (aligned with taxonomy) (A.1)		**237,317,559**	**83.2%**						
A.2 ACTIVITIES ELIGIBLE FOR TAXONOMY BUT NOT ENVIRONMENTALLY SUSTAINABLE (NOT ALIGNED WITH THE TAXONOMY)									
Recovery of materials from non-hazardous waste (excluding Europe)	5.9	25,345,334	8.9%						
Battery recycling	3.4	3,438,892	1.2%						
Collection and transport of non-hazardous waste in source segregated fractions	5.5	15,008,902	5.3%						
CapEx of activities eligible for taxonomy but not environmentally sustainable (not aligned with taxonomy) (A.2)		**43,883,128**	**15.4%**						
Total (A.1 + A.2)		**281,200,687**	**98.6%**						
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY									
CapEx of activities not eligible for Taxonomy (B)		**28,612,317**	**1.4%**						
Total A + B		**285,105,459**	**100%**						

Criteria for the absence of significant prejudice (DNSH)										
Climate change mitigation (11) *YES / NO*	Climate change adaptation (12) *YES / NO*	Water and marine resources (13) *YES / NO*	Circular Economy (14) *YES / NO*	Pollution (15) *YES / NO*	Biodiversity and ecosystems (16) *YES / NO*	Minimum safeguards (17) *YES / NO*	Proportion of CapEx aligned with the taxonomy, year N (18) *Percentage*	Proportion of CapEx aligned with the taxonomy, year N-1 (19) *Percentage*	Enabling activity category (20) *E*	Transitional activity category (21) *T*
-	YES	-	-	-	YES	YES	79.6%			
-	YES	YES	-	YES	YES	YES	1.8%			
-	YES	-	YES	-	-	YES	1.9%			
							83.2%			

Taxonomy OpEx 2023

	Proportion of OpEx/total OpEx	
	Aligned with the taxonomy by target	Eligible for the taxonomy by target
CCM (Climate change mitigation)	56.2%	58.6%
CCA (Climate change adaptation)	0.0%	0.0%
WTR (Water and marine resources)	na	na
CE (Circular economy)	na	na
PPC (Pollution prevention and control)	na	na
BIO (Biodiversity)	na	na

Economic activities (1)	Code (2)	Absolute OpEx (3) *Currency*	Taxonomy - aligned proportion of turnover (4) %	Substantial contribution criteria: Climate change mitigation (5) %	Climate change adaptation (6) %	Water and marine resources (7) %	Transition to a circular economy (8) %	Pollution prevention and control (9) %	Biodiversity and ecosystems (10) %
A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY									
A.1 Environmentally sustainable activities (aligned with the taxonomy)									
Recovery of materials from non-hazardous waste (Europe)	5.9	45,055,532	51.2%	100%	0				
Aluminum manufacturing	3.8	2,161,000	2.5%						
Collection and transport of non-hazardous waste in source segregated fractions	5.5	2,274,410	2.6%	100%	0				
OpEx of environmentally sustainable activities (aligned with taxonomy) (A.1)		**49,490,942**	**56.2%**						
A.2 ACTIVITIES ELIGIBLE FOR TAXONOMY BUT NOT ENVIRONMENTALLY SUSTAINABLE (NOT ALIGNED WITH THE TAXONOMY)									
Recovery of materials from non-hazardous waste (excluding Europe)	5.9	2,903,984	3.3%						
Battery recycling	3.4	1,512,000	1.7%						
Collection and transport of non-hazardous waste in source segregated fractions	5.5	6,436	0.0%						
OpEx of activities eligible for taxonomy but not environmentally sustainable (not aligned with the taxonomy) (A.2)		**4,422,420**	**5.0%**						
Total (A.1 + A.2)		**53,913,362**	**61.2%**						
B. ACTIVITIES NOT ELIGIBLE FOR TAXONOMY									
OpEx of activities not eligible for taxonomy (B)		**34,122,638**	**38.8%**						
Total A + B		**88,036,000**	**100%**						

Criteria for the absence of significant prejudice (DNSH)										
Climate change mitigation (11) *YES / NO*	Climate change adaptation (12) *YES / NO*	Water and marine resources (13) *YES / NO*	Circular Economy (14) *YES / NO*	Pollution (15) *YES / NO*	Biodiversity and ecosystems (16) *YES / NO*	Minimum safeguards (17) *YES / NO*	Taxonomy - aligned proportion of OpEx, year N (18) *Percentage*	Taxonomy - aligned proportion of OpEx, year N-1 (19) *Percentage*	Enabling activity category (20) *E*	Transitional activity category (21) *T*
-	YES	-	-	-	YES	YES	51.2%			
-	YES	YES	-	YES	YES	YES	2.5%			
-	YES	-	YES	-	-	YES	2.6%			
							56.2%			

3.4 People at the heart of the Group's organization

The nature of its businesses means that the Derichebourg Group is a significant provider of local jobs.

The Group's activities require its recycling and waste collection platforms to be located as close as possible to the waste to be treated. As a result, these local activities generate employment that cannot be off-shored.

Breakdown by country and by business

	Recycling		Public Sector Services		Holding companies		Group	
Employees	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
France	2,685	2,959	1,725	1,633	179	119	4,589	4,711
Other European countries	1,065	1,052	na	na	na	na	1,065	1,052
Europe	**3,750**	**4,011**	**1,725**	**1,633**	**179**	**119**	**5,654**	**5,763**
Americas	**140**	**138**	**126**	**142**	**na**	**na**	**266**	**280**
Total	**3,890**	**4,149**	**1,851**	**1,775**	**179**	**119**	**5,920**	**6,043**

The overall headcount decreased slightly during the fiscal year (-2%). The headcount of the Public Sector Services division increased slightly (+4.2%) due to gaining new contracts, hiring for vacant positions and the ramp-up of the Angers sorting center. The holding company's workforce also increased (+34%) due to the transfer of employees of the Ecore Group support functions within the holding company on May 1, 2023. Lastly, the Recycling division headcount fell by 6.2% following the departure of Ecore Group employees.

employees

5,920

Hiring and departures

Hires in the Recycling division fell by nearly 67% due to an exceptional basis of comparison, linked to the transfer of Ecore Group employees to the Derichebourg Group's regional subsidiaries on April 1, 2022.

In the Public Sector Services division, hires decreased by 32% compared to 2022, which had recorded the gain of the Plaine Commune contract, leading to a sharp increase in hires.

With regard to departures, the Recycling division saw an increase of 26% due to finalizing the consolidation of the Ecore group into the regional subsidiaries. On the other hand, departures were down by 27% in the Public Sector Services division due to losing fewer contracts than in the previous year. Overall departures increased by 6%.

	Recycling		Public Sector Services		Holding companies		Group	
All contract types	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Recruitment	456	1,376	343	506	29	26	828	1,908
Departures	735	583	273	372	29	20	1,037	975

3.4.1 Protecting health and workplace safety

Group policy

The Derichebourg Group is committed to building a healthy and safe working environment and protecting the safety of our employees and partners, with the objective of "Zero accidents." This commitment is affirmed by compliance with regulations, and also the definition of ambitious targets, set out in a shared policy signed by General Management.

The following targets for 2026 have been communicated to all Group subsidiaries:

- eradicate very serious and fatal accidents;
- continue to reduce accidents;
- prevent occupational illnesses;
- manage fire risk on all operating sites;
- manage risks related to the outsourcing of activities and to interference associated with activities carried out jointly.

These targets can be achieved by committing significant human and financial resources:

- capitalize on feedback:
  - improve communication and digitization of information on workplace accidents and incidents, in order to act faster and make the data more reliable,
  - strengthen our risk identification and analysis tools;
- involvement of players to instill a safety culture shared by all:
  - setting up of a national and international network of safety contacts,
  - training from arrival at a work station and throughout the professional career,
  - roll out of monthly safety talks to all subsidiaries;
- application of the Group's requirements to partners:
  - preventing risks and limiting the accident rate of our temporary workers,
  - training of teams in preparing prevention plans,
  - favoring partners that share our workplace health and safety values;
- managing risks:
  - boosting the safety of our production lines,
  - providing the sites with appropriate preventive measures and equipment,
  - carrying out fire audits on all of the Group's critical sites.

In order to strengthen risk management for activities carried out jointly, an e-learning module on prevention plans was incorporated into the employees' training course across the Group in 2022. During the fiscal year, 469 employees successfully completed the training, i.e. 79% of the workforce concerned.

Digital tools have made it possible to improve communication in the event of an accident, in particular through the Group's QHSE intranet.

There is a digital alert tool in the event of accidents or incidents, operational for the Recycling business in Europe as well as for the entire Collection business. The tool enables incidents to be communicated and taken into account at the highest levels of the Company and promotes feedback.

The Company's health and safety culture is expressed through talks, communications and safety meetings at all subsidiaries, which all employees can get involved in.

The commitment of the Group's General Management to safety is reiterated at all management committee meetings by focusing on accident rates and providing a forum to exchange and share best practices in terms of health and safety.

In order to create a competitive spirit between employees on accident issues, the Group set up a "Safety Challenge" in the Recycling business on January 1, 2022. This involves rewarding the best sites in France and Europe in terms of risk prevention and safety at work, promoting compliance with procedures and best practices in terms of safety and working conditions and aiming to reduce the number and severity of workplace accidents. The sites are divided into business categories in which the top three are rewarded.

The three Group subsidiaries (Purfer, Refinal and Revival), hold "Safety days" every year, to inform and train employees on health and safety and the various work-related risks. Various fun and informal workshops and activities were organized in May and September 2023 at around 25 sites on various themes: cardiopulmonary resuscitation, fire prevention, movement and posture training, addiction risk prevention, thinking before you act, shared vigilance, escape games, etc. These workshops are an opportunity for employees to chat and learn more about the work of their colleagues.

Group results

At the end of the fiscal year, 73% of the Group's sites were ISO 45001 certified [(1)] (55% in 2021/2022). This sharp increase is linked to the full consolidation of the Ecore sites into the regional subsidiaries from the first full fiscal year. In absolute terms, an additional 48 sites obtained certification, i.e. nearly 100 sites over two years.

Safety and QSE coordinators are responsible for implementing risk prevention programs for each subsidiary.

Similarly, the Group's proactive safety training policy is reflected in the continued increase in the number of training hours provided (+5.3% compared to the previous year).

	Recycling		Public Sector Services		Holding companies		Group	
	2023	2022	2023	2022	2023	2022	2023	2022
Number of safety training hours	21,625	21,785	7,279	5,649	193	196	29,097	27,630

(1) The ISO 45001 standard was published in April 2018. It fully replaced the OHSAS 18001 standard from 2021. Since 2022, it has been the only standard applicable to Occupational health and safety management systems.

Group accident report

The work-related accidents accounted for in the frequency rate are those that were notified by the competent administration during the period.

	Recycling			Public Sector Services			Group		
	2026 target	2023	2022	2026 target	2023	2022	2026 target	2023	2022
Lost-time accident frequency rate [1]	<26	24.7	32.3	<33	40.6	40.5	<28.5	28.9	32.7
Lost-time accident severity rate [2]	<2.0	1.8	2.2	<3.0	4.1	4.2	<2.3	2.5	2.7

(1) The frequency rate is the number of accidents with lost time in excess of one day, divided by the number of hours worked, multiplied by 1,000,000.
(2) The severity rate represents the number of days lost through workplace accidents, divided by the number of hours worked, multiplied by 1,000.

The Group's frequency and severity rates have improved significantly. For information purposes and for a basis of comparison, the frequency and severity rates of the business unit for the Public Sector Services and Recycling activities (2021 statistics) are presented in the following table:

NAF (principal company activity) code	Frequency rate	Severity rate
3811Z Collection of non-hazardous waste (CTN C)	33.4	3.7
3832Z Recovery of sorted waste (CTN C)	42.4	3.3

Data from the CNAM (Caisse nationale d'assurance maladie)/DRP. Accident rate AT 2021.

The frequency rate of the Recycling division continued to improve, as already observed the previous year (FR of 24.7 compared to 32.3 in 2021-2022). The severity rate also improved (1.8 compared to 2.2 the previous year). These two indicators are better than the rates for the professional division.

The results of the three subsidiaries historically prone to accidents contributed to this improvement:

- Derichebourg España: 27.7 compared to 40.2;
- Fricom Recycling: 37.2 compared to 47.7;
- Refinal Industries: 0 compared to 38.1.

The Public Sector Services division still has high frequency and severity rates, particularly in three of its subsidiaries, for which action plans will be put in place.

The Group sometimes uses temporary staff for all of its businesses. Aware that the temporary workforce is more vulnerable to occupational risks, with less knowledge of their working environment, the Group wanted them to benefit from the same high standards as its permanent employees in terms of safety at work. The Group has therefore set itself the same frequency rate targets for temporary workers and for its employees. As temporary employment agencies do not provide information on the severity rate (number of days of lost time), the Group cannot set targets for this indicator.

	Recycling			Public Sector Services		Group	
	2026 target	2023	2022	2023	2022	2023	2022
Number of lost-time accidents for temporary employees		27	20	11	17	38	37
Frequency rate for temporary employees	<28.5	50.1	39.4	13.6	23.4	28.3	30.0

With a frequency rate of 28.3, the number of accidents involving temporary workers working for the Group improved, with the number of lost-time accidents stable over the period. In fact, the number of hours worked by temporary employees at Group level increased by 9% compared to the previous year.

However, the frequency rate increased sharply in the Recycling division (+27%), mainly in the Revival subsidiary. This is the home of the Group's largest site in terms of activity and workforce, and is inherited from the Ecore Group. The reporting of accident data for temporary workers was only consolidated over a period of six months for the previous fiscal year (due to the consolidation of the Ecore sites into the regional subsidiaries on April 1, 2022). The local QSE teams work with the temporary employment agencies to standardize workstation set-up practices (training, personal protective equipment, supervision of temporary workers on site, etc.) to reduce accidents at the site.

On the other hand, the Public Sector Services division recorded a significant decrease in the frequency rate for temporary workers (-42%). This decrease is the result of a comprehensive safety policy for both temporary and permanent employees. For example, employees are provided with job refresher training every two years and in the event of absence of more than 30 days.

Despite all the precautions taken to ensure the safety of employees, there is no such thing as zero risk. This is evidenced by the death of an employee in the course of his work following a heart attack in the Polyreva subsidiary (Public Sector Services) in January 2023. Following this accident, a working group was set up and various meetings were held with stakeholders, including the labor inspectorate, the ESC, etc. These consultations resulted in several actions, including defibrillators being installed by all branches, training in the "Staying Alive" application (cardiac massage procedures) and the negotiation of a new agreement on working conditions aiming to reduce the pressure on senior employees, the population most sensitive to this type of risk.

Occupational illness

The number of occupational illnesses recognized by the Caisse primaire d'assurance maladie (CPAM) over the 2022-2023 fiscal year within the Group's scope is 8, compared to 10 in 2021-2022.

Nevertheless, the Group is aware that its workstations primarily risk exposure to musculoskeletal disorders (MSDs) including lower back pain, inflammation of the upper limbs, shoulders, hands, wrists, etc.

Preventing MSDs in our activities requires appropriate workplace safety measures, such as training in the correct handling of loads, the use of personal protective equipment, task rotation/versatility, workstation ergonomics and risk awareness. In its new "Trajectory 2026" roadmap, the Group has committed to providing workstation awareness training to all of its employees, providing movement and posture training (PRAP, prevention of MSDs, etc.), organizing monthly safety talks and, for the Public Sector Services business, refresher training for each employee every two years.

These various indicators are monitored in the table below:

		Recycling		Public Sector Services		Holding companies		Group	
	2026 target	2023	2022	2023	2022	2023	2022	2023	2022
Proportion of employees provided with workstation awareness training	100%	74.5%	/	73%	na	100%	na	80.1%	na
Proportion of employees trained in movements and postures	100%	0.5%	/	26.7%	na	0%	na	8.5%	na
Proportion of employees provided with workstation refresher training	100%	na	/	na(1)	na	na	na	na	na
Number of monthly safety talks	1 per site	0.52	/	6.36	na	na	na	0.88	na

(1) The indicator on employee refresher training in the Public Sector Services division could not be calculated this year.

3.4.2 Being a committed employer

3.4.2.1 Promoting diversity through employment

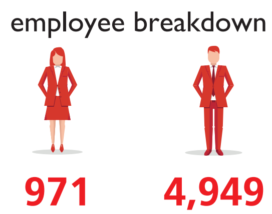
The Derichebourg Group incorporates diversity and, in particular, gender equality into its HR policy.

Working towards gender equality between women and men

Like overall diversity, gender diversity is decisive for the Company's performance. Promoting the recruitment of women into middle and senior management positions is a real commitment of the Group.

The subsidiaries communicate internally and externally on the place of women within the Company, particularly in technical or managerial professions, through the "female profiles" campaign. Like every year, 16 women were recognized in March 2023.

In accordance with regulations, the Group publishes the gender equality index every year. At the time of the last publication (March 1, 2023), this index could only be calculated in two Group subsidiaries: Derichebourg Environnement, the head office, (92/100) and Derichebourg Propreté Océan Indien (62/100). The takeover of staff following the winning of new contracts with Derichebourg Propreté Océan Indien had a negative impact on the gender equality index. An action plan has been put in place with corrective actions over 2024, prioritizing the remuneration of women.



	Recycling		Public Sector Services		Holding companies		Group	
	2023	2022	2023	2022	2023	2022	2023	2022
Proportion of female managers	20.7%	20.6%	37.1%	29.8%	34%	30.9%	24.7%	23.1%
Proportion of male managers	79.3%	79.4%	62.9%	70.2%	66%	69.1%	75.3%	76.9%

The proportion of female managers increased significantly in the Public Sector Services division compared to the previous fiscal year, due to the departure of 11 male managers.

Recycling

In thousands of euros	France 2023	France 2022	Europe (excluding France) 2023	Europe (excluding France) 2022	Americas 2023	Americas 2022	Total 2023	Total 2022
Average annual earnings, female managers	62.4	50.6	39.8	43.4	66.7	70.3	58.4	50.2
Average annual earnings, male managers	78.7	70.5	61.5	61.1	48.1	53.8	73.5	67.7
Average annual earnings, non-managerial women	29.6	26.0	26.8	26.8	55.1	59.3	29.7	26.8
Average annual earnings, non-managerial men	32.1	27.7	30.3	27.6	44.9	42.0	32.0	28.2

Public Sector Services

In thousands of euros	France 2023	France 2022	Americas 2023	Americas 2022	Total 2023	Total 2022
Average annual earnings, female managers	67.9	68.7	na	44.8	67.9	66.8
Average annual earnings, male managers	93.6	95.0	61.5	45.9	83.9	70.8
Average annual earnings, non-managerial women	25.8	18.8	26.5	36.4	25.8	19.4
Average annual earnings, non-managerial men	30.5	28.5	35.1	29.6	30.8	28.6

The average wage is the ratio between the annual remuneration and the annual average headcount over the twelve calendar months.

The average annual salary of non-managerial women increased sharply (+37%) due to the reappointment of administrative and operational positions at salary levels that take into account the high inflation in this area. In addition, this category of staff benefited from a reassessment of the SNAD (National Syndicate of Waste Activities) point twice during the fiscal year.

Holding companies

In thousands of euros	France 2023	France 2022
Average annual earnings, female managers	73.4	76.4
Average annual earnings, male managers	108.7	113.4
Average annual earnings, non-managerial women	33.2	35.3
Average annual earnings, non-managerial men	35.2	33.7

In order to look beyond the concepts of manager and executive, the Group has defined and identified the following positions of responsibility:

- director and deputy director of a subsidiary or region;
- operations manager or branch manager and their deputies;
- support service manager or expert;
- supervisory positions;
- positions with delegation of authority.

In order to promote women in its organization, the Group has therefore set itself a target of 20% of senior positions to be held by women by 2026. This target is monitored in the table below.

	2026 target	Recycling 2023	Recycling 2022	Public Sector Services 2023	Public Sector Services 2022	Holding companies 2023	Holding companies 2022	Group 2023	Group 2022
Proportion of positions of responsibility held by women	20%	14.4%	na	14.1%	na	34.6%	na	17.6%	na

Similarly, the Group wishes to reflect its efforts to increase the number of women in the management committees. In its "Trajectory 2026" roadmap, it has therefore committed to ensuring that its management committees comprise at least 30% women.

	Recycling			Public Sector Services		Group	
	2026 target	2023	2022	2023	2022	2023	2022
Proportion of women on the Management Committee	30%	21.4%	na	42.9%	na	28.6%	na

Employing older workers

Within the Derichebourg Group, approximately 25% of employees are aged 55 and over. The Group does not hesitate to recruit older workers, and works to keep them in employment. Indeed, senior profiles are appreciated for their experience, their level of expertise drawn from their career, their autonomy and their reliability. They are often almost immediately operational, quickly understand the issues, know how to take a step back and deal with complex situations; they are able to bring stability to a team and bring people together.

As part of its policy on older workers, the Group offers its employees aged 45 and over the opportunity to have an individual retirement interview with AG2R. The purpose of this interview is to take stock of the employee's professional career, to support them in their various initiatives or simply to provide them with information and build a personalized retirement plan.

Thus, in its new "Trajectory 2026" roadmap, the Group has set itself the objective of maintaining at least 25% of employees over the age of 55. It also undertakes to hire at least 25% of employees over the age of 45 on permanent contracts. These two commitments are monitored in the tables below.

		Recycling		Public Sector Services		Holding companies		Group	
	2026 target	2023	2022	2023	2022	2023	2022	2023	2022
Proportion of employees over the age of 55	25%	22.6%	22.7%	28.7%	25.8%	17.2%	20.2%	24.4%	23.5%

The proportion of employees over the age of 55 across the whole Group was up year-on-year. This development is linked to the retention of experienced employees in the workforce (who pass on knowledge to younger people) as well as the recruitment of older employees.

		Recycling		Public Sector Services		Holding companies		Group	
	2026 target	2023	2022	2023	2022	2023	2022	2023	2022
Proportion of employees over the age of 45 with permanent contracts	25%	26.8%	na	30.1%	na	23.5%	na	28.3%	na

Employing young people

Since 2019, in order to draw new talent into its operational management roles, every year the Recycling division recruits and integrates young graduates of engineering schools and business schools in France through the "young growth" ("jeunes pousses") young graduate program. This operation has provided an opportunity to raise public awareness of all jobs in the recycling industry chain, communicate about the Group, and enter into partnerships with schools.

The young recruits undergo a one-year onboarding process comprising on-site training modules on operations, purchasing, transportation, sales and more, as well as periodic assessments.

The Recycling division has set itself a target of 10 "young growth" program recruits per year by 2026. During the fiscal year, the "young growth" program was put on hold while employees from the Ecore Group were integrated. It will be back up to speed next year.

	Recycling		
	2026 target	2023	2022
Number of "young growth" candidates recruited per year	10	0	8

More broadly, the Group examined the expectations and motivations of young employees in relation to work and the Company. The Recycling division conducted an internal survey in November 2022 of 584 employees under the age of 35 on permanent and fixed-term contracts, all socio-professional categories combined, including operations and support functions. The results of this survey revealed the main motivations for young employees, in order of priority: compensation package, work-life balance, interest in the position and missions, career development prospects, autonomy and/or responsibility, environment and working conditions, working atmosphere, belonging to a family group and finally, the company's commitment to the environment and society. The Company is reflecting on these areas to ensure that the Company's offering meets young employees' expectations.

Work-study

Whenever the context allows, the Group endeavors to recruit young people on work-study contracts and to promote internship assignments according to targeted needs. This focus not only makes it possible to create a pool of employees trained in the Company's methods, but also to challenge the Group's practices by bringing a fresh and innovative perspective. Work-study programs are seen as a real opportunity to meet development challenges by integrating young professionals into teams.

A knowledge transfer system has been set up: each work-study student who joins the Group has a tutor who is his or her point of contact in the Company and who will guide them through their course.

However, the nature of the Group's business lines makes it difficult to recruit work-study students for certain positions (hazards, expertise, technical complexity). Thus, the majority of work-study students work in operational support services. However, the Group has committed to more than doubling its proportion of employees on work-study contracts by 2026 (compared to 2022).

		Recycling		Public Sector Services		Holding companies		Group	
	2026 target	2023	2022	2023	2022	2023	2022	2023	2022
Proportion of employees under work-study contracts	2%	0.9%	0.6%	0.5%	0.8%	7.8%	7.6%	1.0%	0.8%

The work-study recruitment policy covers all diploma classifications, from the CAP to the Master's. In the 2022-2023 fiscal year, the Group had 57 work-study students.

Integration

The Group is developing partnerships with integration companies, enabling people who are unemployed to return to the world of work.

In 2021, the Public Sector Services division, specializing in waste management and urban cleaning, launched an "Inclusion Mission" aimed at deploying actions promoting the integration of people who are out of work. One of its flagship actions was the launch of the Lotus Project, aimed at the inclusion of refugee profiles through a training course leading to a diploma in the job of maintaining industrial heavy goods vehicles, in partnership with the specialized unit Humando Compétences. Building on this first successful experience, which resulted in the recruitment of three interns within its subsidiaries, the Public Sector Services division repeated its action with the launch of a second session in March 2023, this time integrating six interns.

As well as finalizing framework agreements with the traditional inclusive temporary work agencies, the Inclusion Mission has also diversified its actions in terms of inclusion through actions such as:

- setting up a specific training program for collection staff as part of the integration process;
- implementing the ORIANE "Employment Equality" ("Égalité Emploi") partnership with the Île-de-France region.

Other projects are underway to strengthen its societal commitment.

In the Recycling division, certain business lines (sorting/collection) can provide integration opportunities for people who are unemployed. Under WEEE (waste electrical and electronic equipment) recycling contracts, several businesses entrust the disassembly and dismantling of large household appliances or small mixed household appliances to Envie, the French federation of vocational integration companies. The Group's partnership with Envie has now lasted for nearly 15 years. The Derichebourg Group has 13 WEEE recovery platforms in France, with 110 integrated employees working for the Group in six of these platforms.

Since the start of the partnership with Envie, the Group has hired more than 100 employees at the end of their Envie contract. In addition, the positive exit rate (obtaining a permanent or fixed-term contract of more than six months) for Envie employees who have worked in the Group has averaged 60%.

Disability

The Derichebourg Group is keen to promote and integrate employees with disabilities into its teams, not only to meet an employment obligation but more broadly to open up to new profiles and fight against discrimination and exclusion.

Disability is included in the Company's overall strategy and the employment rate of workers with disabilities increased through:

- recruitment;
- promoting an inclusive and favorable environment for employees to disclose their disability;
- continued employment in the event of a disability during working life;
- personalized support for employees with disabilities to help them progress;
- training/awareness to offer suitable career paths;
- partnering with experts, associations and the sheltered and adapted employment sector.

Numerous actions to raise awareness, adapt workstations and partnerships with stakeholders on the ground working closely with people with disabilities are carried out throughout the year.

For example, the Group collaborates with Agefiph, Cap Emploi, organizations providing assistance through work (ESATs)[1] and the organization Handisolutions, and during the European Disability Employment Week, it again promoted the profiles of employees recognized as disabled workers (under "RQTH"). Five employees in the spotlight were able to share their life and experiences with all Group employees.

(1) *For example, since January 2016, Refinal Industries has been sub-contracting the manufacture of suction cups for three robots taking aluminum ingots from its production line to an "ESAT" (organization providing assistance through work). Almost 200 suction cups are manufactured every month.*

The figures communicated on the employment rate of workers with disabilities are calculated in two different ways, depending on whether the subsidiaries are in France or abroad. Foreign subsidiaries may be subject to less restrictive legislation (employment obligations).

The headcount used to calculate the employment rate of disabled workers in foreign subsidiaries is the headcount at year-end. The headcount used to calculate the employment rate of the French subsidiaries is those people covered by the mandatory reporting obligation on the employment of disabled workers (DOETH).

At September 30, 2023, the employment rate of workers with a disability in the Group's French subsidiaries was 3.6%. Including all entities not subject to French regulations, this employment rate was 3.2%.

employees with disabilities
3.6%
Scope France

Multiculturalism

The Derichebourg Group is a signatory to the European Union's Diversity Charter. In this way, the Group demonstrated its intention of continuing and boosting measures at all levels of the Company to promote diversity, from hiring through to career management.

The Group's managers lead teams composed of employees with 47 nationalities. By doing this, Derichebourg is a major player in the area of integration.

Certain subsidiaries offer their employees the opportunity to take training courses in basic skills and in French (possibility of obtaining the DILF certificate [1]). These courses have positive impacts both in professional and personal terms. They increase staff employability and facilitates their work because the training improves their understanding of instructions given to them. Employees express themselves and communicate much more easily and can perform their jobs with greater independence. In personal terms, the training makes their everyday lives easier. Administrative procedures become easier and they can even get more involved in monitoring their children's schooling.

3.4.2.2 Societal commitment

The Group is committed to social and community programs, and also supports environmental causes.

The Group supports general interest associations to integrate people who are out of work, such as Cravate solidaire, Les P'tits Doudous, Les Copains de Bastien and Les Cafés joyeux.

La Cravate solidaire is an association that works for equal opportunities and fights against discrimination in hiring, particularly that related to physical appearance. The association helps to support people going back to work and help them to achieve their career ambitions by helping them to be successful in their job interviews. Thus, the association provides suitable professional outfits from donations (image coaching) and helps them to practice for job interviews (HR coaching). The Derichebourg Group supports the fight against discrimination and the reuse of clothing, and has therefore naturally forged a close partnership with La Cravate solidaire. It provides financial support, collects professional clothing (large clothing drive organized once a year in all French subsidiaries, with 300 kg of clothing collected in November and December 2022), takes part in clothes sorting sessions at the association's premises to provide a better wardrobe for candidates and is involved in HR coaching sessions to train and advise candidates. The Chief Executive Officer, Thomas Derichebourg, and the Group's Human Resources Director participated in an HR coaching session in August 2023 at the association's premises.

Created by caregivers, the association Les P'tits Doudous offers gifts to children who have had operations, financed by recycling metal hospital waste. After a local initiative was set up in 2021, the relevance of a national partnership became clear. The Group felt that committing to a community initiative with hospitals, directly linked to metal collection and recycling, was fully in line with its values. For the association, such a partnership provides a uniform national system, with containers marked with the association's colors, relying on the Group's network of local sites to meet the needs of local branches. A national agreement signed at the end of 2021 formalized the launch of the partnership. More than 100,000 children benefit from this program each year. Nearly 800 containers bearing the association's colors were designed, ordered and donated to 115 hospitals. 40 metric tons of waste have been collected since January 2023, representing an amount of €25,000 donated to the association.

Since 2023, the Derichebourg Group has offered to order chocolate gifts for the Company's customers in partnership with the chocolatier "Les Copains de Bastien." This is an opportunity for the Group to support the professional integration of people who are out of work, while offering the guarantee of ethical, fair and respectful treatment for cocoa producers.

Most of the Group communications department's printed media are produced by the accessible company Handiprint. Handiprint was founded in 2010 and supports 150 employees with disabilities by training them in more than a dozen professions such as graphic design, offset and digital printing, finishing, etc. In 2023, Handiprint received a silver medal from EcoVadis for its CSR performance and its responsible purchasing actions. Choosing Handiprint as a supplier has naturally emerged as a solution that promotes the inclusion of people with disabilities.

In line with the Group's responsible and inclusive purchasing policy, the head office also works with Les Cafés joyeux, a network of community coffee shops which contribute to the professional inclusion of people with mental and cognitive disabilities. All of the profits are used for the employment and training of employees in the 16 Les Cafés joyeux café-restaurants.

The Public Sector Services division has formed a partnership with the Fer & Refaire and Hepdale associations for the cleaning of its employees' work uniforms.

(1) DILF: Basic French language certificate.

The Group also supports environmental associations, such as Diving for Future and Choisis ta Planète, with a commitment to waste reduction and recycling.

The Derichebourg Group has been a partner of the Diving for Future association since 2021, through its Purfer subsidiary. Based in Lyon, the members of the association are qualified divers and graduates, and collect waste at the bottom of the Rhône and the Saône rivers. Their volunteers all belong to the French Federation of Underwater Studies and Sports (FFESSM). They organize monthly waterway cleaning sessions with the agreement of the authorities. We provide financial support to the association and provide them with collection equipment, as well as recovering the collected waste. Nearly 30 metric tons have been collected since the beginning of the partnership.

The Group has also been a partner of the Choisis ta Planète association since 2022 through its Revival subsidiary in Hauts-de-France, which raises student awareness of environmental issues.

3.4.3 Developing skills

3.4.3.1 Recruitment

The skills of the men and women who make up the Company are a key performance driver.

Recruitment and career management are essential parts of the human resources policy which help to deal with a shortage of candidates and the need to retain talent.

Several actions are conducted simultaneously to find candidates able to fill vacant positions within teams:

- promote internal mobility by supporting employees who are moving or wish to move to another position within the Group;
- conduct remuneration benchmarking across all key positions in order to offer remuneration which is aligned with the market;
- recruit junior personnel and work-study students, supported by an in-house mentor. With this in mind, every year the Group runs the "young growth" initiative to integrate young graduates (Master's level) with a view to training them as operations managers;
- recruit people that are changing careers;
- communicate with schools to increase awareness of the Derichebourg Group and its activities: continue the partnerships initiated with the schools of the City Priority Districts (CPD) to host classes of third-year interns, and repeat the "Derichebourg company discovery days" for 4th year students. This initiative is also available to students from higher education institutions and universities;
- communicate via social networks.

3.4.3.2 Supporting skills development

The Group has made skills management a major focus of its HR policy to encourage the career development of its employees, and to retain them by offering them more career development prospects.

The aim is to consider how the business lines are developing in relation to the Group's needs:

- support the modernization of the Company and plan ahead for future needs;
- match employees' skills with the needs of the Company;
- enhance the efficiency of organizations;
- guide the skills development policy;
- identify potential employee development.

Professional development in the business lines

The Derichebourg Group is particularly committed to the professional development and certification of its employees. Indeed, for several years, the following opportunities have been available:

- employees can volunteer to take professional qualification certificates (PQCs) dedicated to their profession (sorting operator and industrial maintenance operator) or to management (team leader) to gain a specific qualification;
- the Recycling division's production operators receive technical training on the handling, upkeep and maintenance of construction equipment. This training, provided by the company Liebherr, aims to improve user safety, optimize their performance and reduce tool maintenance costs.

Within the professional division, the Recycling division is helping to redesign the content of the PQCs, including this year's manual and mechanical sorting operator.

Training offerings

In addition to the traditional training actions that the Group has implemented, it is also seeking to boost its skills development by building and deploying digital training offerings. The Group will set up an e-learning platform to both design and personalize training modules for employees, who will be able to take self-led, flexible training programs on a range of topics.

number of training hours

51,571

	2023	2022
Number of training hours	51,571	35,405
Average number of training hours per person per year	8.7	5.9

The number of training hours increased sharply (+45.7%) due in part to the full-year consolidation of employees from the takeover of the Ecore Group and the remedial work to be carried out on training, particularly mandatory training for the Recycling division. In addition, Public Sector Services has rolled out cross-functional training for these employees, with a specific "local management" project for skilled employees.

		Recycling		Public Sector Services		Holding companies		Group	
	2026 target	2023	2022	2023	2022	2023	2022	2023	2022
Average number of mandatory training hours per FTE per year (1)	/	7.5	na	7.3	na	1.1	na	7.2	na
Average number of non-mandatory training hours per FTE per year	3	1.4	na	1.3	na	9.8	na	1.6	na
Total average number of training hours per FTE per year	/	8.9	5.4	8.5	7.5	10.9	9.9	8.9	6.1
Proportion of employees having completed at least one training initiative	75%	71.4%	na	57.4%	na	85.0%	na	67.4%	na

Professional and appraisal interviews

The Group's French entities conducted 42.7% of professional and appraisal interviews during this fiscal year. This rate is up sharply compared to the previous fiscal year (+14.3 points). This is due to the impetus given by the Company's management and the desire to improve the rate of interviews carried out in all subsidiaries.

To improve performance and make interviews more effective, the Group is planning to procure a software tool dedicated to conducting and monitoring interview campaigns. The Group will then be able to review the appraisal history from previous years, design and update its interview grids, launch campaigns, monitor the progress of interviews, analyze reports, collect the training needs of employees and access reporting.

Internal mobility and career management

In order to offer its employees better career development prospects, the Group is considering setting up a Jobs Board to disseminate its internal job offers more widely before opening recruitment to the public.

(1) FTE: Full-time equivalent.

3.5 Acting as a trusted partner

3.5.1 Major global initiatives and certifications

The Group has been a signatory of the UN Global Compact since 2013. This commitment is an undertaking to respect the 10 universal principles of the Global Compact regarding human rights, international labor standards, the environment and combating corruption, and to support the United Nations Sustainable Development Goals.

In 2023, the Derichebourg Group again took part in the Carbon Disclosure Project (CDP) environmental impact assessment campaign. CDP is a non-profit organization that has established itself as the leading environmental reporting platform for investors, companies, towns and cities, states and regions to manage their environmental impacts.

3.5.1.1 ESG ratings

The Derichebourg Group is monitored and rated by several French and international extra-financial rating agencies that assess its sustainability policy.

	Organization	Rating	Date
	Gaïa Research by EthiFinance (Qivalio)	ESG rating 51/100	November 2022
	MSCI ESG [(1)]	ESG rating BBB	August 2023
	Moody's ESG Solutions	ESG rating 50/100	February 2023
	ISS ESG	ESG rating B- / Prime	July 2023
	Humpact	Social Rating 4.5/5	November 2023

(1) *The use by Derichebourg of any MSCI ESG Research LLC or its affiliates ("MSCI") data, and the use of MSCI logos, trademarks, service marks or index names herein, do not constitute a sponsorship, endorsement, recommendation or promotion of Derichebourg by MSCI. MSCI services and data are the property of MSCI or its information providers, and are provided "as-is" and without warranty. MSCI names and logos are trademarks or service marks of MSCI.*

3.5.1.2 Certifications

EcoVadis

EcoVadis assessed six of the Group's subsidiaries:

- Gold level:
  Purfer: 70%;
- Silver level:
  Revival: 69%;
  Refinal Industries: 66%;
  Eska: 62%;
- Bronze level:
  Romrecycling: 57%;
- Derichebourg Environnement: 47%.

ISO 9001 quality certification

The management systems set up in the various subsidiaries are for the most part ISO 9001 certified, thus guaranteeing compliance with high standards in terms of quality and customer satisfaction.

	Percentage of sites/branches	
Group	2023	2022
ISO 9001	80.4%	70.5%

3.5.2 Fair trading practices (anti-corruption)

The Group details the risks related to the activities of the Derichebourg Group in section 2.1 "Risk factors."

The Group has put in place a system relating to Law no. 2016-1691 of December 9, 2016 on transparency, fighting corruption and economic modernization, known as "Sapin II." Actions have been implemented for the eight pillars of the system.

Following its acquisition in December 2021 by the Derichebourg Group, on May 17, 2023, Guy Dauphin Environnement (GDE) signed a judicial agreement of public interest (JAPI) with the National Financial Prosecutor's Office (PNF) for €1.2 million, thus putting an end to the actions of GDE committed in 2014 under the chairmanship of its founder.

The amount of the JAPI takes into account the Derichebourg Group's lack of involvement in said actions and its good cooperation with the PNF. In return, the Derichebourg Group has agreed to its compliance program undergoing targeted audits carried out by the French Anti-Corruption Agency (AFA) over a three-year period.

Code of Conduct

The Group has created an Anti-Corruption Code of Conduct, which begins with an introduction by the Chairman that confirms the Group's commitments in the fight against corruption and defines the code as a guideline for all employees in the daily exercise of their activities. It restates its binding legal status for all stakeholders: employees, corporate officers, shareholders, commercial partners.

The Anti-Corruption Code of Conduct presents the different types of active and passive corruption. It states the definitions of active and passive influence peddling and illustrates the prohibited behaviors with tangible examples.

It sets out the Group's policy in terms of gifts received or offered, hospitality, contracts signed with intermediaries, facilitation payments, patronage and sponsoring.

It alerts readers to the responsibility of all employees and hierarchical managers by recalling the disciplinary, civil and criminal sanctions resulting from non-compliance with the policy.

To ensure that it is accessible to all, the Anti-Corruption Code of Conduct is published in French and English on the Group's intranet and internet sites. It is included in the Company internal regulations that apply to employees. A document summarizing this code has been drafted in the languages of the countries in which the Group operates.

Internal whistleblowing system, designed to collect alerts from employees

A whistleblowing procedure validated by General Management is available to employees and to any third party who is aware of an act of or attempted corruption. Alerts are collected confidentially under the whistleblower protection status with the assurance that the alert will be processed. The General Secretary is appointed as the Group's Compliance Officer, approved to receive these alerts via an email address, *ethique@derichebourg.com* specifically created for this purpose, or by letter.

For information purposes, this procedure and the Code of Conduct have been updated following the Law of March 21, 2022 aimed at improving the protection of whistleblowers.

Three alerts were received by the Compliance Officer and were processed during this fiscal year. These alerts regarding acts of corruption were investigated by internal control and actions were taken following the findings.

Risk mapping by business sector and geographical area in which the Company operates

In order to optimize the monitoring and consistency of the Company's risks, a single risk map has now been established at Group level.

This map includes the following risks:

- operational risks;
- Sapin II risks;
- CSR risks.

The objective is to be able to manage this map at the highest level of the Company, providing a comprehensive view of the risks so that consistent and effective action plans can be implemented. The results of this mapping are presented in section 2.1, "Risk Factors."

Procedures for assessing the circumstances of customers, top-tier suppliers and intermediaries

Internal control is responsible for carrying out an annual assessment of leading third parties (customers/suppliers). The Group renewed its assessment by identifying 285 new third parties, which were reviewed on the following topics:

- politically exposed persons;
- sanctions;
- negative press.

This assessment is carried out automatically via a secure and outsourced platform bringing together all public data, which allows for an objective and independent assessment.

The results of this assessment were communicated to the Group's General Management and to the General Management of the Group's subsidiaries so that action plans could be launched where necessary.

In its "Trajectory 2026" roadmap, the Group has also committed to implementing a responsible purchasing charter for its suppliers.

Accounting control procedures

The scope of controls was defined by the Group's Finance Department and Accounting Department. It aims for the automatic implementation of nine key controls via the accounting system.

After analyzing the results of these controls, action plans have been set out and deployed for all Group subsidiaries to ensure compliance.

A procedure including the identification of key controls, the analysis of extractions, the control of errors and their feedback has been formalized and validated by General Management.

Internal control ensures that these audits are carried out by the subsidiaries as part of the Sapin II audits.

Training system for employees most exposed to corruption risks

A clear, adapted training program has been rolled out for the employees at risk of corruption, in particular members of the Management Committee, business directors and sales, development and purchasing managers.

The aim is to train all of the relevant people every two years, including those based abroad. New employees are trained within six months of joining the Group.

In 2023, 824 people took e-learning training developed internally by Derichebourg Academy. There were 840 people targeted, i.e. a training program completion rate of 98%.

rate of completed anti-corruption training courses
98 %

Disciplinary regime for sanctioning company employees in the event of a breach of the provisions of the Group's Code of Conduct

Any employee who breaches the provisions of the Group's Code of Conduct is liable to disciplinary sanctions appropriate to the seriousness of the offense, in accordance with internal regulations, other similar subsidiary documents and local laws.

In the event of a breach of anti-corruption laws and regulations, employees will be held accountable for their actions and may be subject to legal proceedings and civil or criminal penalties by the competent authorities.

Internal control and assessment system for the measures implemented

The role of the Head of Internal Control is to carry out a second-level audit through regular sampling at consistent intervals, in particular on account entries relating to donations, gifts, invitations, sponsorship, fees, commissions and expense reports.

The objective is to ensure compliance with the Code of Conduct and to identify any potentially corrupt items.

In 2023, internal control carried out checks on four Group subsidiaries.

These controls were the subject of a report including the findings and recommendations distributed to General Management.

3.5.3 Transparency in public life - Relationship with the HATVP

As the recycling industry is governed by evolving French and European legislation, the Group's institutional division is responsible for representing interests. The Group's approach aims to raise public decision-makers' awareness of the impacts of planned changes on the recycling sector and to formulate alternative and complementary recommendations on public policy discussions. The Group conducts its actions in a proactive and positive manner, and meets various types of public decision-makers, including ministers and their representatives, authorities and legislators. The Group has specifically targeted the draft law on green industry. In accordance with French regulations, any interests must be publicly declared every year in the register of the High Authority for Transparency in Public Life (HATVP). The Group is also registered on the European Union Transparency Register.

3.6 Summary dashboard of the Group's objectives on environmental, social and governance issues

The purpose of this section is to highlight those indicators that best illustrate the impact of the Group's business and actions on environmental, social, societal and governance criteria. The figures presented in this section are detailed in the report.

	2026 targets	2023	2022
ENVIRONMENT			
Proportion of shredder residue recovered as SRF (Europe scope)	15%	7.0%	5.2%
Metric tons of plastic recycled each year	25,000	20,034	na
Share of eligible revenue aligned with the European Green Taxonomy	80%	91.0%	na
Reduction of GHG emissions (scopes 1 and 2)	Determination in progress	(1.4)%	na
Reduction of scope 3 GHG emissions	Determination in progress	(8.6)%	na
Installed photovoltaic power	2 MW	0	0
Proportion of "critical" sites having undergone a fire audit	100%	66.0%	39.2%
SOCIAL			
Workplace accident frequency rate for Group employees	28.5	28.9	32.7
Workplace accident frequency rate for temporary workers	28.5	28.3	30.0
Workplace accident severity rate for Group employees	2.3	2.5	2.7
Proportion of employees under work-study contracts	2%	1.0%	0.8%
Proportion of positions of responsibility held by women	20%	17.6%	na
Proportion of women on management committees (Recycling and Public Sector Services)	30%	28.6%	na
GOVERNANCE			
Proportion of exposed employees trained on the Code of Conduct	90%	98%	87%
Number of legal entities audited per year	6	4	na

3.7 Duty of vigilance - Vigilance plan

This section sets out the Derichebourg Group's vigilance plan for the 2022-2023 fiscal year. It incorporates the provisions of law no. 2017-399 of March 27, 2017 on the duty of vigilance, which are based on "reasonable vigilance measures to identify risks and prevent serious violations of human rights and fundamental freedoms, the health and safety of persons and the environment."

The Group is monitoring changes in the duty of vigilance through the European Commission's adoption on February 23, 2022 of a proposal for a directive on a sustainability duty of vigilance for companies. Indeed, this European directive, once transposed into French law, could have internal impacts on the management and organization of the system.

The vigilance plan is based on the following obligations:

Risk mapping to identify, analyze and prioritize risks

The Group has a Group risk map that includes the various CSR risks. These risks are reviewed annually and are adapted to the CSR strategy. The CSR risks identified are presented in section 2.1 "Risk factors." These risks are related to human rights, personal health and safety and the environment.

Actions to mitigate risks and prevent serious harm

- Vigilance towards human rights and fundamental freedoms.

  In order to communicate its values, the Group has an ethics charter for its employees and stakeholders (customers, suppliers, intermediaries, etc.). It describes the following Group principles:

  - the Group undertakes to comply with the laws and regulations in each country in which it operates,
  - the Group guarantees to its employees and stakeholders a working environment that excludes any discrimination based on gender, sexual orientation, ethnic origin or religion, employee representative status or being in a trade union role, political opinions, disability, age and any other offensive physical, verbal or visual behavior. Any form of harassment is prohibited and punishable in accordance with current national legislation,
  - Derichebourg respects the privacy of its employees and protects their personal data,
  - Derichebourg guarantees adequate working conditions to its employees, including health and safety. Employees have a duty to contribute to this by complying with the Company's rules in this area,
  - the Group has an active disability policy by encouraging the employment and integration of employees with disabilities, and by supporting people if a disability occurs during their professional life,
  - Derichebourg ensures compliance with the rules of fair competition. No action by the Group shall prevent, restrict or distort competition.
- Vigilance towards health and safety:
  - as a committed employer, the Group is renewing its involvement in the themes already defined, in addition to compliance with regulations and in order to set ambitious targets. These include protecting employee health and safety by rolling out an occupational health and safety network, developing a culture of prevention, pursuing actions for employment and skills development, guaranteeing respect for rights and non-discrimination, helping to build a society based on solidarity by developing a regional focus and promoting diversity.
- Vigilance towards the environment:
  - to reduce its environmental footprint, the Group is pursuing actions aimed at carbon neutrality by developing "soft" mobility, improving the energy performance of its transportation and enhancing the impact of its facilities (ISO 14001 certification target at all Group industrial sites),
  - in addition, the Group makes a continuous contribution to preserving natural resources by recycling metal waste and playing an active role in the circular economy. Actions aimed at recovering waste treatment in the facilities (reducing the quantity of shredding residues and recovery of these residues, such as Solid Recovery Fuel) are carried out with a long-term objective.

System for monitoring measurements and assessing their effectiveness

- The measurements are monitored and their effectiveness guaranteed by:
  - the CSR Committee, made up of permanent participants (General Secretary, Finance Department, Human Resources and CSR Departments) and specific experts (insurance, legal). The committee agrees the roadmap, monitors the action plans and the effectiveness of the systems put in place through steering indicators,
  - General Management, which validates the CSR roadmap,
  - the Audit Committee, which monitors the CSR roadmap,
  - the Group's internal control,
  - the annual audit by a third party independent organization.

3.8 Report by the independent third party organization on the consolidated statement of extra-financial performance

Fiscal year ended September 30, 2023

To the General Meeting,

As an independent third party ("Third Party") accredited by COFRAC (COFRAC Inspection Accreditation, No. 3-1681, scope available on www.cofrac.fr) and a member of the network of one of the Statutory Auditors of your Company (hereinafter the "Entity"), we carried out work to formulate a reasoned opinion expressing a conclusion of moderate assurance on the compliance of the consolidated statement of extra-financial performance for the fiscal year ended September 30, 2023 (hereinafter the "Statement") in accordance with the provisions of Article R.225-105 of the French Commercial Code and on the fairness of historical information (recorded or extrapolated) provided pursuant to 3° of I and II of Article R.225102 of the French Commercial Code (hereinafter the "Information"), prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), presented in the management report, pursuant to the provisions of Articles L.225102-1, R.225-105 and R.225-105-1 of the French Commercial Code.

Conclusion

Based on the procedures that we have implemented, as described in the "Nature and scope of the work" section, and the evidence that we have obtained, we have not detected any material misstatements that could call into question the fact that the consolidated Statement of extra-financial performance complies with the applicable regulatory provisions and that the Information, taken as a whole, is fairly presented in accordance with the Guidelines.

Comments

Without calling into question the conclusion expressed above and in accordance with the provisions of Article A. 225-3 of the French Commercial Code, we make the following comments:

- the CSR roadmap defines the targets for 2026, but does not specify the action plans;
- this CSR roadmap is partially applied to the international subsidiaries, representing 22% of the registered workforce and 30% of revenue.

Preparation of the extra-financial performance statement

The absence of a generally accepted and commonly used reference framework or established practices on which to assess and measure the Information allows the use of different but acceptable measurement techniques that may affect comparability between entities and over time.

Consequently, the Information must be read and understood with reference to the Guidelines, the significant elements of which are presented in the Statement.

Limitations inherent in the preparation of the Information

The Information may be subject to inherent uncertainty in the state of scientific or economic knowledge, or in the quality of the external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates used to prepare it as presented in the Statement.

Responsibility of the Entity

Management is responsible for:

- selecting or establishing appropriate criteria for the preparation of the Information;
- preparing a Statement in accordance with legal and regulatory provisions, including a presentation of the business model, a description of the main extra-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key performance indicators; and also the information provided for in Article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- preparing the Statement in accordance with the Entity's Guidelines as mentioned above;
- and putting in place the internal control that it deems necessary to prepare Information that is free from material misstatement, whether due to fraud or error.

The Statement was prepared in accordance with the Entity's Guidelines as mentioned above.

Responsibility of the third party independent organization

Based on our work, our role is to provide a reasoned opinion expressing a conclusion with moderate assurance on:

- the Statement's compliance with the provisions stipulated in Article R.225-105 of the French Commercial Code;
- the fair presentation of the historical information (recorded or extrapolated) provided pursuant to 3° of I and II of Article R.225105 of the French Commercial Code, i.e. the results of the policies, including the key performance indicators, and the actions, with respect to the main risks.

As we are responsible for making an independent conclusion on the Information as prepared by management, we are not authorized to be involved in the preparation of such Information, as this could compromise our independence.

It is not our responsibility to comment on:

- the Entity's compliance with other applicable legal and regulatory provisions (in particular in terms of information provided for by Article 8 of Regulation (EU) 2020/852 (Green Taxonomy), the vigilance and anti-corruption plan and tax evasion);
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (Green Taxonomy);
- the compliance of products and services with applicable regulations.

Regulatory provisions and applicable professional guidance

Our work described below was carried out in accordance with the provisions of Articles A. 2251 et seq. of the French Commercial Code, the latest version of our verification program (*Extra-financial performance statement verification program*), the professional guidance issued by the national auditing body (Compagnie nationale des commissaires aux comptes) relating to this commitment, in particular the technical opinion of the Compagnie Nationale des Commissaires aux Comptes, *Statutory Auditors' Intervention - Intervention of the OTI - extra-financial performance statement*, and the ISAE 3000 international standard (revised) [1].

Independence and Quality Control

Our independence is defined by provisions stipulated in Article L.822-11 of the French Commercial Code and the code of ethics for the Statutory Auditor profession. Furthermore, we have implemented a quality control system that includes documented policies and procedures that aim to ensure compliance with applicable laws and regulations, ethical rules and professional standards.

Means and resources

Our work was conducted by a skilled team of six people between September and December 2023 and lasted for ten weeks.

To assist us in carrying out our work, we called on our specialists in sustainable development and social responsibility. We conducted three interviews with the people responsible for preparing the Statement, primarily representing the CSR, Human Resources and Finance Departments.

Nature and scope of the work

We have planned and carried out our work taking into account the risk of material misstatement of the Information.

We believe that the procedures we have conducted, exercising our professional judgment, enable us to formulate a conclusion of moderate assurance:

- we have taken note of all entities included in the consolidation scope, and of the main risks;
- we have assessed the appropriate nature of the Standards in terms of their relevance, completeness, reliability, neutrality and comprehensibility, taking into account sector best practice, where applicable;
- we have verified that the Statement covers each category of disclosures stipulated in III of Article L.225-102-1 in social and environmental terms, as well as compliance with human rights and on the fight against corruption and tax evasion;
- we have verified that the Statement presents the information required under II of Article R.225105 of the French Commercial Code when it is relevant with regard to the main risks and includes, where applicable, an explanation of the reasons for the absence of the information required by paragraph 2 of III of Article L.225-102-1 of the French Commercial Code;
- we have verified that the Statement presents the business model and a description of the main risks associated with the activity of all entities included in the consolidation scope, including, where relevant and proportionate, the risks created by its business relations, products or services as well as the policies, actions and results including key performance indicators covering the main risks;

(1) ISAE 3000 (revised) – Assurance engagements other than audits or reviews of historical financial information.

- we consulted documentary sources and conducted interviews in order to:
  - assess the process for selecting and validating the main risks as well as the consistency of results and key performance indicators selected in view of the main risks and policies presented, and
  - corroborate the qualitative information (actions and results) that we considered the most significant presented in Appendix 1. For certain risks (inequality, discrimination, difficulties in recruiting for and managing key positions, corruption, prohibition of landfill of shredder residue), our work was carried out at the level of the consolidating entity, and for other risks, work was carried out at the level of the consolidating entity and in a selection of entities listed below: Revival (France) and Umwelt (Germany) for the Recycling activity, and Polybuis (France) for the Public Sector Services activity;
- we have verified that the Statement covers the consolidated scope, i.e. all entities included in the consolidation scope in accordance with Article L.233-16 of the French Commercial Code;
- we have reviewed the internal control and risk management procedures implemented by the Entity and have assessed the process for collecting information to ensure that it is complete and accurate;
- for the key performance indicators and the other quantitative results that we considered the most significant presented in Appendix 1, we have implemented:
  - analytical procedures to verify the correct consolidation of the collected data as well as the consistency of their changes,
  - detailed tests based on surveys or other selection methods to verify the correct application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out for a selection of contributing entities listed above, which cover between 14% and 24% of the consolidated data selected for these tests (14% of diesel consumption, 20% of the workforce and 24% of the number of employee workplace lost-time accidents);
- we have assessed the consistency of the whole Statement compared to our knowledge of all entities included in the consolidation scope;

The procedures implemented as part of a moderate assurance engagement are less extensive than those required for a reasonable assurance engagement performed according to professional guidance; a higher level of assurance would have required more extensive verification work.

Paris-La Défense, December 18, 2023

Independent third party

EY & Associés
Philippe Aubain
Partner, sustainable development

Appendix 1: information considered to be the most significant

Employee information	
Quantitative information (including key performance indicators)	*Qualitative information (actions or results)*
Derichebourg employee workplace accident frequency rate Frequency rate of workplace accidents affecting temporary workers Number of fatal workplace accidents	Deployment and implementation of the health and safety strategy (primarily regarding the training course, firefighting and the digitalization of accident prevention and monitoring tools).

Environmental information	
Quantitative information (including key performance indicators)	*Qualitative information (actions or results)*
Proportion of written complaints dealt with (%) Scope 1 greenhouse gas emissions ($t_{eq}CO_2$) Location-based scope 2 greenhouse gas emissions ($t_{eq}CO_2$) Proportion of shredder residue recovered as SRF (Europe scope) (%)	Measures taken to limit the quantity of shredder residues produced and develop recovery solutions (in particular their use as solid recovered fuels); Measures taken to control neighborhood pollution Measures taken to limit greenhouse gas emissions and monitor energy use

Societal information	
Quantitative information (including key performance indicators)	*Qualitative information (actions or results)*
Number of corruption alerts received and processed by the Compliance Officer	Actions taken to combat corruption

04

CORPORATE GOVERNANCE REPORT

04

This report was prepared in accordance with Articles L. 225-37 et seq. and L. 22-10-8 to L. 22-10-11 of the French Commercial Code and was presented to the Appointments, Remuneration and CSR Committee on December 5, 2023, then approved by the Board of Directors on December 6, 2023. In particular, it reports on the composition of the administrative and management bodies, the conditions for preparing and organizing the work of the Board, remuneration components for corporate officers and the remuneration policy for corporate officers.

4.1 Overview of governance

4.1.1 Corporate Governance Code and internal regulations

Corporate Governance Code

The Company refers to the AFEP-MEDEF Corporate Governance Code for listed Companies as revised in December 2022. This code is available on the MEDEF website www.medef.com.

The table below shows the recommendations of the AFEP-MEDEF Code not yet applied by the Company in accordance with the "comply or explain" rule.

Code Article	AFEP-MEDEF recommendation	Implemented by Derichebourg
11	Annual self-assessment	A self-assessment has been carried out by the Company since the end of the fiscal year during the meeting of the Board of Directors on December 6, 2023.
8.1	Targets for gender equality within management bodies	The executive committees have set gender balance targets, as provided for in the 2022-2026 CSR roadmap. The Board will initiate discussions on gender balance within the management bodies.
24	Signing of a non-competition agreement with an executive corporate officer	Since no director performs an activity in the Group's operating segments or holds any offices in a Group's competitor, it was not useful to implement such agreements.
26	Equity ratio	Due to a range of different types of employment contract and the use of part-time work, the Company has not been able to provide a ratio over the last five fiscal years. For now it is limited to the 2021, 2022 and 2023 fiscal years.

Board of Directors' internal regulations

The functioning of the Company's Board of Directors is governed by internal regulations approved by the Board at its meeting on June 24, 2004 and successively modified on December 12, 2006, May 27, 2010, October 22, 2018 and January 27, 2022. The last change was made on November 16, 2023, which introduced an obligation for executive corporate officers to hold at least one share. On this occasion, the powers of the Appointments and Remuneration Committee were extended to social and environmental responsibility.

They may be amended to adapt to the regulatory context.

These internal regulations cover the following points:

- the rules governing the composition of the Board;
- the Board of Directors' duties;
- the procedures for convening Board meetings;
- the procedures for participating in Board meetings by videoconference or teleconference;
- the requirements for the creation and functioning of specialized committees;
- the role of the Audit Committee;
- the role of the Appointments, Remuneration and CSR Committee;
- the directors' duty of confidentiality;
- the directors' duty of independence;
- the directors' duty of diligence;
- the scope of the internal regulations.

In addition to the duties assigned by law and the bylaws, the Board approves strategic choices, budgets, significant acquisitions and disposals, restructurings and ensures the quality and reliability of the financial and non-financial information and communications distributed to shareholders.

The internal regulations define the rights and commitments of the directors and place particular emphasis on attendance, confidentiality of the information conveyed, the right of directors to be informed and restrictions on interventions on Derichebourg stock.

The regulations set a minimum of two meetings to be held per fiscal year. Finally, they specify the rules for transcribing minutes of meetings.

They include a provision enabling it to convene the Board by means of videoconferencing or telecommunication.

4.1.2 Governance structure

Separation of the roles of Chairman and Chief Executive Officer

Following the contribution of the Multiservices business unit to Elior Group on April 18, 2023 and in accordance with the governance agreements, Daniel Derichebourg no longer holds operational positions within the Derichebourg Group, so that he can focus fully on the recovery and development of the Elior group. Thus, the Board of Directors took note of the resignation of Daniel Derichebourg from his term of office as Chief Executive Officer on April 18, 2023. The Board of Directors unanimously opted to separate the roles of Chairman of the Board of Directors and Chief Executive Officer. Abderrahmane El Aoufir was appointed Chief Executive Officer of the Company by decision of April 18, 2023.

General management duties are shared with Thomas Derichebourg, appointed Deputy Chief Executive Officer by Board decision of April 18, 2023. The Deputy Chief Executive Officer has the same powers as the Chief Executive Officer, including that of representing the Company vis-à-vis third parties. The Board considered that he held operational duties that promote decision-making.

No formal restriction has been placed on the CEO's powers, other than that provided for by law concerning the Company's granting of endorsements, guarantees and security interests.

However, the CEO normally requires the prior consent of the Board of Directors for any decision whose implementation or consequences could have a material impact on the Group's business activities, assets or liabilities. This is the case for operations such as those listed below, without this list being exhaustive or imperative:

- significant planned acquisitions;
- the granting of specific guarantees that do not legally require the Board's prior approval;
- acquisition or disposal of significant assets.

4.2 The Board of Directors

4.2.1 Rules applicable to the appointment and replacement of members

Composition of the Board of Directors (Article 14)

"The Company shall be managed by a Board of Directors made up of at least three and no more than eighteen members. However, in the event of a merger, this threshold of eighteen persons may be exceeded in accordance with the requirements and limits established by the French Commercial Code.

Directors are appointed by an Ordinary General Meeting, which may dismiss them at any time. In the event of a merger or demerger, they may be appointed by an Extraordinary General Meeting. Legal entities that are appointed directors shall designate a permanent representative, who shall be subject to the same requirements and obligations as if he/she were a director in his/her own name.

An employee of the Company may be appointed as a director only if his/her employment contract is for an actual position.

The number of directors bound to the Company by an employment contract shall not exceed one third of the directors in office, barring exceptions provided for by law, particularly in the case of directors elected on the proposal of employee shareholders or directors elected by employees or appointed pursuant to Article L. 225-27-1 of the French Commercial Code.

Director(s) representing employees

In accordance with legal provisions, when the number of directors, calculated in accordance with Article L. 225-27-1-II of the French Commercial Code, is less than or equal to eight, a director representing employees shall be appointed by the Company's Social and Economic Committee.

When the number of directors, calculated in accordance with Article L. 225-27-1-II of the French Commercial Code, is greater than eight, and provided that this criterion is still met on the day of appointment, a second director representing employees is appointed in accordance with Article L. 225-27-1-III of the French Commercial Code.

In accordance with Article L. 225-28 of the French Commercial Code, directors appointed by the Social and Economic Committee must have an employment contract with the Company or one of its direct or indirect subsidiaries whose registered office is located in France for at least two years prior to their appointment.

If the number of members of the Board of Directors, calculated in accordance with Article L. 225-27-1 II of the French Commercial Code, becomes equal to or less than eight, the term of office of the second director representing employees shall continue until its expiration.

These directors are not taken into account when calculating the minimum and maximum number of directors provided for in Article L. 22-17 of the French Commercial Code, nor for the application of the first paragraph of Article L. 225-18-1 of said code.

The term of office of a director representing employees is 4 years. Their duties shall expire at the end of the General Shareholders' Meeting called upon to approve the financial statements for the previous fiscal year, and held in the year in which their term of office expires.

Directors representing employees shall take office at the end of the term of office of outgoing directors representing employees. Exceptionally, the first directors representing employees shall take office at the first meeting of the Board of Directors held after their appointment.

The term of office of directors representing employees ends early under the conditions provided for by law and by this Article. In particular, it shall be terminated automatically in the event of termination of the employment contract.

In the event that the role of one of the directors representing employees is vacated by death, resignation, revocation, termination of the employment contract or for any other reason whatsoever, the vacant position shall be filled by an employee appointed under the same conditions. The term of office of the director thus appointed shall end at the end of the normal term of office of the director(s) representing employees that he/she has replaced.

Subject to the provisions of the law or of this Article, directors representing employees have the same rights, are subject to the same obligations, in particular as regards confidentiality, and incur the same responsibilities as the other members of the Board.

In addition to the provisions of Articles L. 225-29, L. 22-10-6 and L. 22-10-7 of the French Commercial Code, please note that, insofar as required, a failure by the body set out by these Company bylaws to appoint a director representing employees, in accordance with the law and this Article, shall not affect the validity of the Board of Directors' decisions.

In the event that the obligation to appoint one or more directors representing employees, pursuant to L. 225-27-1 of the French Commercial Code, lapses, the term of office of the director(s) representing employees shall end upon expiration of a period of thirty days following the meeting during which the Board notes that these provisions are no longer in scope."

Term of office – age limit (Article 15)

"The term of office of directors shall be four (4) years, which shall expire at the conclusion of the Ordinary General Meeting that votes on the financial statements for the previous fiscal year and that is held during the year in which the term of office expires. All directors whose term of office expires shall be eligible for reappointment. By way of exception, the Ordinary General Meeting may appoint certain directors for a term of less than four years or, as the case may be, reduce the term of office of one or more directors, in order to allow for a staggered renewal of directors' terms of office. The number of directors having reached the age of eighty (80) years shall not exceed one-third of the number of members of the Board of Directors. If this limit is reached, the oldest director shall be deemed to have resigned automatically."

Chairmanship of the Board (Article 16)

"From among its members, the Board shall elect a Chairman, who shall be required to be an individual. The Chairman's term of office shall not exceed his/her term of office as director. The Board shall establish the Chairman's remuneration. The Board of Directors may dismiss the Chairman at any time. The Chairman of the Board must be less than eighty (80) years of age.

When the Chairman reaches this age, he/she shall be deemed to have resigned automatically. However, his/her term of office is extended until the next meeting of the Board of Directors, at which his/her successor will be appointed.

The Chairman of the Board of Directors shall organize and manage the work of the Board of Directors, and report thereon to the General Meeting. The Chairman shall ensure the proper operation of the Company's governing bodies and, in particular, shall ensure that the directors are capable of performing their duties. If it deems necessary, the Board may appoint one or more Vice-Chairmen, whose duties shall consist exclusively of chairing Board meetings and General Meetings in the absence of the Chairman.

In the absence of the Chairman and of the Vice-Chairmen, the Board shall designate a director present to chair its meeting. At each meeting, the Board may appoint a secretary, who shall not be required to be a shareholder."

4.2.2 Composition of the Board

4.2.2.1 Overview of the composition of the Board of Directors and its committees

The Board of Directors is composed of the Chairman of the Board of Directors, a Chief Executive Officer (non-director), a Deputy Chief Executive Officer (director) and seven directors, including three independent directors and one director representing employees.

First and last name	Age	Sex	Nationality	Number of shares	Number of mandates in listed companies	Independence	Initial date of appointment	Term of office	Years on the Board	Audit Committee	Appointments, Remuneration and CSR Committee
Daniel Derichebourg Chairman of the Board of Directors	71	M	French	117	2		06/29/2006	GM 2026	17		
Abderrahmane El Aoufir Chief Executive Officer	62	M	French	0	3		01/08/2014	GM 2026	9		
Thomas Derichebourg Deputy Chief Executive Officer	47	M	French	56	1		07/18/2007	GM 2027	16		
Matthieu Pigasse Director	55	M	French	1	2		10/25/2005	GM 2026	18		
Boris Derichebourg Director	45	M	French	56	1		07/18/2007	GM 2027	16	✓	
CFER represented by Catherine Ottaway Director	63	F	French	65,745,648	1		02/18/2013	GM 2024	10		
Françoise Mahiou Independent Director	60	F	French	662	1	✓	02/10/2016	GM 2026	7	✓	✓
Catherine Claverie Independent Director	54	F	French	1,000	1	✓	01/30/2017	GM 2025	6	✓	(Chairwoman) ✓
René Dangel Independent Director	71	M	French	500	1	✓	01/27/2022	GM 2026	2	(Chairman) ✓	✓
Daniel Goin (1) Director representing employees	57	M	French	1	1		5/5/2023	GM 2026	1		✓

(1) Director representing employees since May 5, 2023.

In accordance with their terms of office, all members of the Board have chosen their registered office as the address for service: 119, avenue du Général Michel Bizot, 75012 Paris, France.

Attendance of members on the Board of Directors and special committees

First and last name	Board of Directors	Audit Committee	Appointments, Remuneration and CSR Committee
Daniel Derichebourg	100%		
Abderrahmane El Aoufir	100%		
Matthieu Pigasse	100%		
Thomas Derichebourg	80%		100%
Boris Derichebourg	100%	50%	
CFER represented by Catherine Ottaway	60%		
Françoise Mahiou	100%	100%	100%
Catherine Claverie	80%	50%	100%
René Dangel	100%	100%	100%
Éric Cuziac (1)	100%		
Daniel Goin (2)	100%		
Number of meetings	**5**	**2**	**1**
Average rate	**92%**	**75%**	**100%**

(1) Director representing employees until May 5, 2023.
(2) Director representing employees since May 5, 2023.

Changes in the composition of the Board of Directors during the 2022-2023 fiscal year

The terms of office of CFER, Catherine Claverie, Thomas Derichebourg and Boris Derichebourg were renewed by the Combined General Meeting of January 31, 2023 for respective terms of one, two and four years, in order to allow for staggered renewal of the directors' terms of office. CFER has appointed Catherine Ottaway as permanent representative.

Please note that the Combined General Meeting of January 31, 2023 amended Article 15 of the bylaws in order to appoint directors for terms of less than four (4) years to allow for staggered renewal of the terms of office of directors, and avoid the block reappointment of all directors.

On April 18, 2023, the Board of Directors duly noted the resignation of Daniel Derichebourg from his term of office as Chief Executive Officer, and the end of Abderrahmane El Aoufir's term of office as Deputy Chief Executive Officer. The Board of Directors unanimously opted to separate the roles of Chairman of the Board of Directors and Chief Executive Officer. Thus, Abderrahmane El Aoufir was appointed Chief Executive Officer of the Company by decision of April 18, 2023. Thomas Derichebourg was also appointed Deputy Chief Executive Officer.

No formal restriction has been placed on the CEO's powers, other than that provided for by law concerning the Company's granting of endorsements, guarantees and security interests.

In addition, the meeting of the Board of Directors of May 24, 2023 noted the end of the term of office as director representing employees of Éric Cuziat with effect from May 5, 2023. Daniel Goin was appointed as a replacement for the same term as his predecessor, until the Ordinary General Meeting called to approve the financial statements for the fiscal year ended September 30, 2025.

Changes in the composition of the Board of Directors submitted to the Combined General Meeting of January 30, 2024

The term of office of CFER will expire at the end of the General Meeting called to approve the financial statements for the fiscal year ended September 30, 2023. The Combined General Meeting of January 30, 2024 will be asked to renew this term of office as director for a period of four (4) years, i.e. until the Annual Ordinary General Meeting called to approve the financial statements for the fiscal year ended September 30, 2027. CFER has indicated that it would like to keep Catherine Ottaway as permanent representative.

The information relating to CFER and CFER's permanent representative, as provided for by Article R. 225-83 of the French Commercial Code, is provided in section 4.2.2.3 below.

If the Combined General Meeting of January 30, 2024 votes in favor of all the resolutions put to it, at its conclusion, the Board of Directors will be composed of nine directors, including one director representing employees.

Among these directors, three will be deemed independent, namely Françoise Mahiou, Catherine Claverie and René Dangel.

The percentage of independent directors on the Board would thus be 37.50%.

In addition, with three female directors out of the eight members of the Board of Directors, the percentage of women on the Board would stand at 37.50%.

It is specified that the director representing employees is not taken into account when calculating the independence rate and the female director rate, in accordance with the law and the recommendations of the AFEP-MEDEF Code.

Absence of conviction

To the best of the Company's knowledge, none of the members of the Board of Directors has been convicted of fraud during the last five years. No member has been involved as a director in bankruptcy, administration or liquidation during the last five years and no member has been subject to any criminal penalty or official public reprimand issued by a statutory or regulatory authority. To the Issuer's knowledge, none of the members of its Board of Directors has been forbidden by a court from holding a position as a member of an administrative, management or supervisory body of a publicly held company or from participating in the management or operation of a publicly held company during the last five years.

4.2.2.2 Chairman of the Board of Directors

Daniel Derichebourg, Chairman of the Board of Directors and director

Initial date of appointment: Board mtg 6/29/2006

Date of last reappointment: GM 01/27/2022 and Board mtg 01/27/2022

Term of office expires: GM 2026

Number of shares held: 117

Daniel Derichebourg, aged 71, of French nationality, was Chairman of the Board of Directors and Chief Executive Officer from June 29, 2006 to April 18, 2023. Since that date, he has only served as Chairman of the Board of Directors of Derichebourg.

A self-taught man, he started his career by cleaning cellars to help his father with the family business, a small waste recovery company. He took control of CFER in October 1996. He led the restructuring and development of Compagnie Française des Ferrailles and then CFF Recycling.

He led the acquisition and restructuring of the Penauille Polyservices group between 2004 and 2006 before its merger with CFF Recycling in July 2007, making Derichebourg SA a global operator in terms of environmental services, business services and public sector services. Through successive acquisitions (Lyrsa, Ecore, etc.), he has made Derichebourg SA a global operator of waste recycling and business services, generating revenue of more than €5 billion.

He has also been Chairman and Chief Executive Officer of Elior Group since April 18, 2023.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman and Chief Executive Officer	CFER	ELIOR GROUP [(1)]
Chairman	DERICHEBOURG ENVIRONNEMENT [(2)] DERICHEBOURG VALORISATION	FINANCIÈRE DBG
Director	CFER DERICHEBOURG	ELIOR GROUP [(1)]
Manager	DBG SCEA DU CHÂTEAU GUITERONDE SCEA DOMAINE DES DEMUEYES SCEA DOMAINE DU CHÂTEAU DE CREMAT SCEA LES CEPS DE TOASC SCEV CHÂTEAU LA ROSE POURRET SCEV DOMAINE DU CHÂTEAU GUITERONDE SCI BERNES & BRUYÈRES SCI DE FONDEYRE SCI DERO IMMO SCI FINANCIÈRE DES SOURCES	SCI FINANCIÈRE DES EAUX SCI HEBSON SCI LE POIRIER DE PISCOP SCI LES CHÊNES SCI LES MYRTES DU DÉTROIT SOCIÉTÉ DES DEMUEYES SOCIÉTÉ IMMOBILIÈRE DIVERSIFICATION ET AVENIR – IDA I SOCIÉTÉ IMMOBILIÈRE DIVERSIFICATION ET AVENIR – IDA II SOCIÉTÉ IMMOBILIÈRE DIVERSIFICATION ET AVENIR – IDA III SOCIÉTÉ IMMOBILIÈRE DIVERSIFICATION ET AVENIR – IDA IV SOCIÉTÉ IMMOBILIÈRE DIVERSIFICATION ET AVENIR – IDA V
Permanent representative	ELIOR GROUP (DERICHEBOURG) [(2)]	
Legal representative	LES ARRAYANES (SCI HEBSON) SCI BOUGAINVILLIER ROSE (SCI HEBSON) LES BUIS DE CHÂTEAUVIEUX (SCI HEBSON) SCI CAROUBIER (SCI HEBSON) SCI DE L'ORME ARGENT (SCI HEBSON) SCI DU MERISIER ROUGE (SCI HEBSON) SCI EUCALYPTUS (SCI HEBSON) SCI GAO (SCI HEBSON)	SCI L'ÉCUREUIL (SCI HEBSON) SCI LES ARBOUSIERS (SCI HEBSON) SCI LES COQUETIERS (STÉ DES DEMUEYES) SCI LES LAURIERS (SCI HEBSON) SCI LES MAGNOLIAS (SCI HEBSON) SCI DU MERISIER ROUGE (SCI HEBSON) SCI LES MÛRIERS (SCI HEBSON) SCI LES NOISETIERS (SCI HEBSON)
Chairman abroad	DERICHEBOURG RECYCLING USA, Inc.	
Deputy director abroad	TBD FINANCES	
Director abroad	DERICHEBOURG ESPAÑA, SA	DERICHEBOURG RECYCLING USA, Inc.
General partner abroad	DBG FINANCES	

(1) From April 18, 2023
(2) Until April 18, 2023

Other offices held during the last five years

Manager	SCI DU PARC DES CHANTERAINES	
Director	PARIS SUD HYDRAULIQUE	QODAM
Director abroad	CFF RECYCLING UK Ltd DERICHEBOURG A&D DÉVELOPPEMENT DERICHEBOURG AQUA MAROC DERICHEBOURG CASABLANCA DERICHEBOURG IFRANE DERICHBEOURG IMINTANOUT	DERICHEBOURG INTÉRIM FORMATION ÉVOLUTION MAROC DERICHEBOURG KENITRA DERICHEBOURG MAZAGAN DERICHEBOURG RABAT DERICHEBOURG SIDI BENNOUR DERICHEBOURG SIDI ALLAL EL BAHRAOUI
Director abroad	DERICHEBOURG RECYCLING MEXICO	

4.2.2.3 Members of the Board of Directors

Matthieu Pigasse, director

Initial date of appointment: Board mtg 10/25/2005

Date of last reappointment: GM 01/27/2022

Term of office expires: GM 2026

Number of shares held: 1

Matthieu Pigasse, aged 55, of French nationality, is a former student of the École nationale d'administration (ENA) and a graduate of Institut d'études politiques de Paris.

Matthieu Pigasse is a Partner at Centerview Partners, in charge of France and continental Europe.

Matthieu Pigasse is co-shareholder of the Le Monde Group, the Nouvel Observateur and Huffington Post France. He is the owner and Chairman of Éditions Indépendantes, a firm that publishes the magazine Les Inrockuptibles and Radio Nova.

He has published three books: *Le Monde d'après*, *Une Crise Sans Précédent* (2010, Plon), *Révolutions* (Plon, 2012), and *Éloge de l'anormalité* (Plon, 2014).

He has published 4 books: *Le Monde d'après*, *Une Crise Sans Précédent* (2010, Plon), *Révolutions* (Plon, 2012), *Éloge de l'anormalité* (Plon, 2014) and *La Lumière du Chaos* (2023).

Prior to that, from 2000 to 2002, he was Deputy Chief of Staff for the French Minister of the Economy, Finance and Industry, Laurent Fabius, in charge of industrial and financial affairs.

From 1997 to 2000, he was Technical Advisor to the Minister of the Economy, Finance and Industry, Dominique Strauss-Kahn, in charge of the financial sector.

From 1994 to 1997, Matthieu Pigasse worked in the Treasury Department of the Ministry of the Economy, Finance and Industry, where he was in charge of sovereign debt and liquidity management.

Matthieu Pigasse holds no other position within the Company or any other Group company.

Offices and/or positions held in another company (outside the Group) during the course of the fiscal year ended September 30, 2023

Manager	CENTERVIEW PARTNERS COMBAT FINANCIAL ADVISORY	LE NOUVEAU MONDE
Chairman of the Board of Directors	COMBAT FINANCIAL ADVISORY COMBAT MEDIA	COMBAT HOLDING
Chairman	LES NOUVELLES ÉDITIONS INDÉPENDANTES	
Member of the Supervisory Board	DEEZER LE NOUVEL OBSERVATEUR MEDIAWAN	SOCIÉTÉ ÉDITRICE DU MONDE TERACT

Other offices held during the last five years

Chairman and Chief Executive Officer Deputy Chairman	LAZARD FRANCE LAZARD GROUP	
Chairman and Chief Executive Officer Vice-Chairman	LAZARD AFRIQUE	
Chairman	LES NOUVELLES ÉDITIONS NUMÉRIQUES LES NOUVELLES ÉDITIONS INDÉPENDANTES	YSATIS
Director	2MX ORGANIC ETX	GROUPE LUCIEN BARRIÈRE THÉÂTRE DU CHÂTELET

Boris Derichebourg, director

Initial date of appointment: GM 07/18/2007

Date of last reappointment: GM 1/31/2023

Term of office expires: GM 2027

Number of shares held: 56

Boris Derichebourg, aged 45, of French nationality, dreamed of becoming a race car driver when he was young. In 1994, he embarked on a racing career, chalking up numerous podium finishes (Formula 3, Formula 3000, GT, and 24 Heures du Mans). In 2004, after 10 years of motor racing, Boris Derichebourg decided to put an end to his sports career to join the family group.

For two years, he held various positions within the CFF Group. In 2006, the Group acquired Penauille Polyservices, which became Derichebourg. Boris Derichebourg took over as Chief Executive Officer of the Multiservices division and became Chairman in 2008.

With his experience as a high-level athlete, Boris Derichebourg capitalized on his competitor skills to develop a different type of entrepreneurial approach. He restructured the Company and gave it a second lease on life by developing successful new business lines. He traveled the world in search of new models and services to expand operations in France and internationally. Within a decade, Derichebourg Multiservices became the benchmark player in outsourced services by offering solutions to industry (aeronautics, automotive, etc.), the service sector (facility management) and to urban developers (public lighting, urban billboards, etc.). Derichebourg Multiservices also earned a reputation as a sourcing expert through its temporary work activities.

Aware of the need to review the codes governing the outsourced services markets, he promotes innovation with the backing of an ecosystem of innovative partners and digital technology in order to co-build tomorrow's services.

Boris Derichebourg is also concerned with maintaining great diversity within his teams and sees difference as a major strength in today's society. Derichebourg Multiservices thus has employees from 118 nationalities and a percentage of employees with disabilities above the required regulatory level. With his deep commitment to human values, he also supports the non-profit sector as ambassador of the EPIC Foundation. Furthermore, he introduced a salary rounding scheme for the Company's 37,000 employees in support of three non-profit organizations that promote social integration and health.

As a member of the Young Leaders France China Foundation, Boris Derichebourg wants to develop his Group's activities on the Asian market.

In September 2017, the Chairman of MEDEF entrusted him with the presidency of the Proscenium program. The network brings together the managers of 350 medium-sized companies with a turnover of more than €300 million.

Following the contribution of the Derichebourg Multiservices business unit to Elior Group and the Derichebourg Group's acquisition of a 48.3% stake in Elior, Boris Derichebourg, who remains Chairman of Derichebourg Multiservices, also became Chief Operating Officer of Elior Group and then Chairman and Chief Executive Officer of Elior France.

Boris Derichebourg is also a member of the Company's Audit Committee.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman	ARPÈGE ANSAMBLE INVESTISSEMENTS CEERCF DERICHEBOURG ACCUEIL DERICHEBOURG ÉNERGIE DERICHEBOURG ÉNERGIE E.P. DERICHEBOURG ESPACES VERTS DERICHEBOURG FM DERICHEBOURG INTÉRIM DERICHEBOURG MULTISERVICES HOLDING	DERICHEBOURG PROPRETÉ DERICHEBOURG SPECTACLE DERICHEBOURG TECHNOLOGIES ÉGÉE SERVICES 1 ELIOR ENTREPRISES ELIOR FRANCE SST ELIOR RESTAURATION ET SERVICES ELIOR RC GROUPE ALTER SERVICES
Director	CFER	ELIOR RESTAURATION ET SERVICES
Permanent representative	L'ALSACIENNE DE RESTAURATION (ELIOR ENTREPRISE)	ANSAMBLE (ANSAMBLE INVESTISSEMENTS)
Managing partner	BORIS COURSE ORGANISATION	
Manager	PSIMMO SCI CFF BETA SCI LES CYPRÈS DE MONTMORENCY	SCI LES CHÂTAIGNIERS SCI LES SOPHORAS
Chairman abroad	DERICHEBOURG FACILITY SERVICES	
Director abroad	DERICHEBOURG FACILITY SERVICES	

Other offices held during the last five years

Chairman and Chief Executive Officer	DERICHEBOURG ÉNERGIE E.P.	DERICHEBOURG ÉNERGIE
Chairman	BAMBOOH SERVICES DERICHEBOURG AERONAUTICS RECRUITMENT FRANCE DERICHEBOURG AUTOMOBILES SERVICES DERICHEBOURG LOGISTIQUE ET MANUTENTION	DERICHEBOURG RETAIL DERICHEBOURG SHC DERICHEBOURG SERVICES & INGÉNIERIE NUCLÉAIRE
Director	DERICHEBOURG ÉNERGIE	DERICHEBOURG ÉNERGIE E.P.
Manager	SCI HAUTE GARONNE	SCI LES PEUPLIERS
Chairman abroad	DERICHEBOURG TESIS YÖNETIMI	SELMAR SA
Liquidator abroad	DERICHEBOURG MC	
Director abroad	DERICHEBOURG MARRAKECH DERICHEBOURG TESIS YÖNETIMI	SELMAR SA

Thomas Derichebourg, Director

Initial date of appointment: GM 07/18/2007

Date of last reappointment: GM 1/31/2023

Term of office expires: GM 2027

Number of shares held: 56

Thomas Derichebourg, aged 47, is of French nationality. In 2007, he decided to join the family Group. He became head of the Group's airport services in France.

With the experience he gained in services, he chose to dedicate his expertise to the public sector, taking over the management of Regional and Local Government Services in 2009 (household waste collection and sorting centers). He is responsible for the international development of this activity, particularly in Canada.

Moreover, he is Chairman of the Revival subsidiary, the leading player in metal waste recycling in the Île-de-France, Normandy and Nord regions of France.

He is also a member of the Executive Committee of the France-Canada Chamber of Commerce.

He was a member of the Appointments, Remuneration and CSR Committee until April 18, 2023.

On April 18, 2023, he was appointed Deputy Chief Executive Officer of the Company and Chief Executive Officer of Derichebourg Environnement.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman	POLY-MASSI POLYURBAINE	REVIVAL
Chief Executive Officer	DERICHEBOURG ENVIRONNEMENT (1)	
Director	CFER	
Manager	CHATEAU DE CRÉMAT EVENTS DOMAINE GUY BOCARD SCEA DOMAINE CHÂTEAU DE CREMAT SCI LES CEPS DE TOASC	SCI LES CHARMES SCI LES CHARMES DE BONAPARTE SCI LES CHARMES DE SAINT BENOÎT SCI LES CYPRÈS DE MONTMORENCY
Permanent representative	ALLO CASSE AUTO (REVIVAL)	PARIS SUD HYDRAULIQUE (TBD FINANCES)
Chairman abroad	DERICHEBOURG CANADA ENVIRONNEMENT Inc.	DERICHEBOURG CANADA Inc.
Director abroad	CRS	ECOREC SRL
Permanent representative abroad	DERICHEBOURG BELGIUM (DERICHEBOURG ENVIRONNEMENT)	

(1) Since April 18, 2023

Other offices held during the last five years

Chairman of the Supervisory Board	GUY DAUPHIN ENVIRONNEMENT	
Chairman and Chief Executive Officer	POLYURBAINE	
Chairman	DERICHEBOURG INTÉRIM OCÉAN INDIEN DERICHEBOURG MAYOTTE DERICHEBOURG PROPRETÉ OCÉAN INDIEN LIEN ENVIRONNEMENT POLYAMON POLYANCE POLYBUIS POLYCEJA POLYCEO POLYCOROT POLYNORMANDIE POLYREVA	POLYSEANE POLY-SELIA POLY-SENTI POLYSOTIS POLYTIANE POLY-VAL POLY-VALIS SAUR DERICHEBOURG AQUA SAUR DERICHEBOURG AQUA OCÉAN INDIEN
Director	DERICHEBOURG ÉNERGIE E.P.	POLYURBAINE
Manager	LE BISON GOURMAND POLY-MILIA	POLY-NEA POLYURBAINE 13
Permanent representative	AFM RECYCLAGE (REVIVAL) DERICHEBOURG OCÉAN INDIEN (POLYURBAINE)	DERICHEBOURG OCÉAN INDIEN (DERICHEBOURG)
Chairman and CEO abroad	DERICHEBOURG A&D DÉVELOPPEMENT DERICHEBOURG AQUA MAROC DERICHEBOURG CASABLANCA DERICHEBOURG IFRANE DERICHBEOURG IMINTANOUT DERICHEBOURG INTÉRIM FORMATION ÉVOLUTION MAROC	DERICHEBOURG KENITRA DERICHEBOURG MAROC DERICHEBOURG MARRAKECH DERICHEBOURG MAZAGAN DERICHEBOURG RABAT DERICHEBOURG SIDI BENNOUR DERICHEBOURG SIDI ALLAL EL BAHRAOUI
Chairman abroad	AEP MULTISERVIZI SPA DERICHEBOURG CANADA MULTISERVICES Inc.	SAN GERMANO SRL
Co-manager abroad	DERICHEBOURG UK ENVIRONMENT Ltd	DERICHEBOURG UK Ltd
Director abroad	AEP MULTISERVIZI SPA CMT SPA DERICHEBOURG A&D DÉVELOPPEMENT DERICHEBOURG AQUA MAROC DERICHEBOURG CASABLANCA DERICHEBOURG IFRANE DERICHBEOURG IMINTANOUT DERICHEBOURG INTÉRIM FORMATION ÉVOLUTION MAROC DERICHEBOURG MEDIO AMBIENTE	DERICHEBOURG KENITRA DERICHEBOURG MAROC DERICHEBOURG MARRAKECH DERICHEBOURG MAZAGAN DERICHEBOURG RABAT DERICHEBOURG SIDI BENNOUR DERICHEBOURG SIDI ALLAL EL BAHRAOUI SAN GERMANO SRL
Permanent representative abroad	BAS LONGS PRÉS (DERICHEBOURG ENVIRONNEMENT) CPI (DERICHEBOURG ENVIRONNEMENT)	

Françoise Mahiou, independent director

Initial date of appointment: GM 2/10/2016

Date of last reappointment: GM 2022

Term of office expires: GM 2027

Number of shares held: 662

Françoise Mahiou, aged 60, is of French nationality.

An engineer and Hec Executive, Françoise Mahiou is a certified director of ASC Sciences Po Paris/IFA and a member of the French Institute of Directors (IFA).

As an Operating Partner, Françoise Mahiou advises and assists managers, shareholders and their teams in order to meet operational and strategic needs that create value for the company and stakeholders.

Some dates in the professional life of Françoise Mahiou:

- 1988-1990 - Major Projects Engineer within the integrated contracting authority/project management team in charge of the design and construction of rail stations for Toulouse's first automatic metro line (Sofretu/Sotec now Systra). This involved engineering, architecture, design, management and ISO quality aspects, on very tight schedules.

Françoise Mahiou rounded off her Toulouse experience with commercial and industrial construction projects for private developers (Sopra/Kaufman&B).

- 1991-2003 – Françoise Mahiou created and managed the Engineering of public-private commercial buildings division for Sodeteg Thomson (Thalès), using an environmental approach and providing services to contracting authorities and architects: École des mines in Nantes (Aymeric Zublena), Musée des Champs Libres in Rennes (Christian de Portzamparc), Université de Médecine in Tours (Ivars and Ballet), Extension of Musée Luxembourg Paris (Senate), Due Diligence for Oppenheim, feasibility study for the City Center of Casablanca (Alliances Accor), DGAC headquarters (JF Jodry), Scheduling of the Pôle de l'Or for the Senator-Mayor Serge Vinçon.
- 2004-2006 – As CEO of the Segula Group's Services Division, Françoise Mahiou developed this Division under the "Energy/ Transport/Industries" Process Branch through external and internal growth, and also through the key accounts she won, which include Areva, EDF, Dassault, RATP and Essilor.
- 2007-2012 – Françoise Mahiou managed operations for the AREP Group, a subsidiary of the SNCF, as Deputy CEO. She led a complete restructure of the Group with a CSR focus, covering HR (opinion survey, barostress plan, senior citizens plan, incentives, company/authority travel plan, etc.), project-oriented finance, setting up workflow information systems (home working, fluidity and safety of exchanges, etc.), legal stabilization, the launch of internal communications and acquisitions, to guarantee sustainable growth.
- 2016 – Françoise Mahiou is appointed Director to the Board of Directors of Derichebourg. Her term of office was renewed in 2022.
- 2022-2023 – Françoise Mahiou is a Director on the Board of Directors of the Elior Group as permanent representative of Derichebourg Environnement.

Françoise Mahiou is also a member of the Company's Audit Committee and the Appointments and Remuneration Committee.

Françoise Mahiou does not hold any other position within the Company.

Offices and/or positions held in another company (within and outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman	ASCIUS
Permanent representative	ELIOR GROUP (Derichebourg Environnement)

Other offices held during the last five years

None.

Catherine Claverie, independent director

Initial date of appointment: GM 1/30/2017

Date of last reappointment: GM 1/31/2023

Term of office expires: GM 2025

Number of shares held: 1,000

Catherine Claverie, aged 54, of French nationality, works to defend the rights of foreign nationals.

She is a member of the Board of Directors of the Dom'asile association, which specializes in domiciliation and social and legal support for people in exile.

She was a freelance events communication consultant, Administrative Coordinator of Business and Technical Language and involved in various associative community work, notably within the British section of the Lycée International of St-Germain-en-Laye. Catherine Claverie has also been Vice-Chairwoman of Stepping Stones, a school for young English-speaking children.

Catherine Claverie is also Chairwoman of the Appointments, Remuneration and CSR Committee and a member of the Audit Committee.

Catherine Claverie holds no other position within the Company or any other Group company.

Offices and/or positions held in another company (outside the Group) during the course of the fiscal year ended September 30, 2023

None.

Other offices held during the last five years

None.

CFER, Director

Initial date of appointment: GM 2/18/2013

Date of last reappointment: GM 1/31/2023

Term of office expires: GM 2024

Number of shares held: 65,745,648

Offices and/or positions held in another company (outside the Group) during the course of the fiscal year ended September 30, 2023

Manager	Domaine Guy BOCARD

Other offices held during the last five years

None.

Ida Derichebourg, permanent representative of CFER until January 31, 2023, director

Initial date of appointment: 12/07/2016

Term of office: 1/31/2023

Number of shares held: 112

Ida Derichebourg, aged 92, of French nationality, mother of Daniel Derichebourg, grandmother of Thomas Derichebourg and Boris Derichebourg, assisted her husband, Guy Derichebourg, in developing the family business.

Ida Derichebourg holds no other positions within the Company or any other Group company.

Offices and/or positions held in another company (outside the Group) during the course of the fiscal year ended September 30, 2023

None.

Other offices held during the last five years

None.

Catherine Ottaway, permanent representative of CFER since January 31, 2023, director

Initial date of appointment: 1/31/2023

Term of office expires: GM 2024

Number of shares held: 0

Catherine Ottaway, aged 63, of French nationality, is an experienced lawyer who is no longer practicing.

Catherine Ottaway was a lawyer at the Paris Bar. She obtained a certificate of specialization in commercial, business and competition law, renewed in 2014. She was also a mediator and member of the Association of European Mediators since 2001.

Of note, she has published various articles and has spoken at numerous conferences in France and abroad in the following legal fields:

- On prevention law and corporate difficulties (involved in the drafting of the book “Droit Entreprises en difficultés et restructuration préventive” published in Germany; participated in the World Bank Group - Doing Business 2022; drafting of the “Insolvency Regulation - France”; INSOL Europe online conference webinar on "the rescue of SMEs during the Pandemic”; conference in Milan “Towards a Eurocentric Model Law”; conference in Warsaw on the draft European Directive on cross-border bankruptcies, etc.) ;
- On commercial law, commercial leases and for the amicable resolution of disputes (“Brexit: handling of commercial disputes before and on January 1, 2021: Some points to remember when dealing with the United Kingdom”; “La mediation commerciale: un outil post-Covid 19”; “Rupture brutale des relations commerciales établies – depuis le 26 avril 2019”; "la médiation et le contract management” with the Académie de la Médiation, etc.).

She has held various positions in French, European and international associations, including:

- Member of the Board of Directors of the Association of European Mediators AME - Association of European Mediators - Mediation Center of the Paris Bar from 2020 to December 2022;
- INSOL Europe representative on the Board of INSOL International (https://www.insol.org/) from 2015 to 2019;
- Chairwoman of the Association of European Insolvency Law Practitioners, INSOL Europe (https://www.insol-europe.org/) from 2013 to 2014;
- Member of the Board of Directors of INSOL Europe from 2006 to 2019;
- Member of the Association des Praticiens du Contentieux Economique et Professionnel (Association of Economic and Professional Litigation Practitioners);
- Member of the Association pour Favoriser le Fonctionnement de l'Institution Consulaire (Association to Foster the Functioning of the Consular Institution – AFFIC) of the Paris Commercial Court;
- Member of the Association Women in Restructuring

Offices and/or positions held in another company (outside the Group) during the course of the fiscal year ended September 30, 2023

Permanent representative	ELIOR GROUP (Derichebourg Environnement)

Other offices held during the last five years

Managing Partner	Hoche Avocats
Lawyer	Paris Bar

René Dangel, independent director

Initial date of appointment: GM 1/27/2022

Term of office expires: GM 2026

Number of shares held: 500

René Dangel, aged 71, of French nationality, holds a Master's degree in Economics, with a major in Business Management. He held various positions in the General Management of Banque Européenne du Crédit Mutuel until his retirement on January 1, 2021.

Offices and/or positions held in another company (outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman of the Supervisory Board	Banque Transatlantique Crédit Mutuel Alliance Fédérale group	Targobank Deutschland GmbH Targobank AG
Independent Director	EPI Group	
Manager	SCI Vanol	

Other offices held during the last five years

Director	Management of the corporate network of the CM Alliance Fédérale Group (including CIC)	
Chairman of the Executive Board	Banque Européenne du Crédit Mutuel	
Chairman of the Board of Directors	Banque Européenne du Crédit Mutuel Monaco	
Chairman of the Supervisory Board	Facto France (former factoring business for Général Electrique)	CM Leasing and Leasing Solutions (former equipment leasing business for General Electrique) Targobank Deutschland
Vice-Chairman of the Supervisory Board	CM Equity	
Member of the General Management Committee	Crédit Mutuel Alliance Fédérale group	
Member of the IT department Management Committee	Crédit Mutuel Alliance Fédérale group	
Member of the Group Commitments Committee	Crédit Mutuel Alliance Fédérale group	
Member of the Board of Directors	CMCIC Factor	

Éric Cuziat, Director representing employees until May 5, 2023

Initial date of appointment: Board mtg 2/18/2022

End of term of office: 05/05/2023

Number of shares held: 971

Eric Cuziat is related to the family of Daniel, Thomas and Boris Derichebourg.

Eric Cuziat, aged 48, of French nationality, holds a degree in Quantitative Economics and Econometrics. Passionate about new technologies, he joined the French Federation of Insurance Companies in 2001, working for the Research and Statistics Department, where he held various IT positions. He joined the Derichebourg Group in 2012 and has held the position of IT Director since 2014. He supports the Group's growth and contributes to the development of new optimization and streamlining solutions, while maintaining a sense of belonging and key skills development within his teams. Following the contribution of the Multiservices business unit to Elior Group, he left his position as IT Director within the Group to take on the position of IT Director at Elior Group.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman	LE MAGELLAN PARIS SUD HYDRAULIQUE	WESTEVER
Manager	AKN WORLD INVESTMENT CHATEAU DE CRÉMAT EVENTS	

Other offices held during the last five years

None.

Daniel Goin, Director representing employees since May 5, 2023

Initial date of appointment: Board mtg 5/5/2023

Term of office expires: GM 2026

Number of shares held: 1

Daniel Goin, 57, of French nationality, studied accounting in Saint-Germain-en-Laye. He joined the Group in 1989, where he held accounting responsibilities in various Group subsidiaries. With this experience, he joined the Group's head office in the early 2000s, where he held the position of Accounting and Tax Manager.

In his capacity as Group Accounting Director, he is in charge of administrative integration and reorganization as well as managing and developing accounting systems.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended September 30, 2023

Manager	COFRAMETAL	DAKIJOMA

Other offices held during the last five years

None.

Independent directors

According to the AFEP-MEDEF Code, the definition of an independent director is as follows: "A director is independent when he or she has no relationship of any kind whatsoever with the Company, its Group or its management that may interfere with his or her freedom of judgment."

Criteria to be considered	Daniel Derichebourg	Thomas Derichebourg	Boris Derichebourg	CFER	Matthieu Pigasse	Françoise Mahiou	Catherine Claverie	René Dangel	Daniel Goin
Absence of employee/corporate officer status during the previous five years	✓	✗	✗	✓	✓	✓	✓	✓	N/A
No cross-directorships	✓	✓	✓	✓	✓	✓	✓	✓	N/A
No significant business relations	✓	✓	✓	✓	✓	✓	✓	✓	N/A
No family ties	✗	✗	✗	✓	✓	✓	✓	✓	N/A
No auditing relationship within the past 5 years	✓	✓	✓	✓	✓	✓	✓	✓	N/A
No directorship held in the Company for more than 12 years	✗	✗	✗	✓	✗	✓	✓	✓	N/A
Not having been a non-executive corporate officer	✓	✓	✓	✓	✓	✓	✓	✓	N/A
Not having been a major shareholder	✓	✓	✓	✗	✓	✓	✓	✓	N/A
Independent director	No	No	No	No	NO	Yes	Yes	Yes	N/A

✓ represents a fulfilled independence criterion

✗ represents an unfulfilled independence criterion

In compliance with the recommendations of the AFEP-MEDEF Code, the Appointments, Remuneration and CSR Committee meeting of December 5, 2023, issued an opinion on the independence of the members of the Board of Directors based on these independence criteria. Please note that the business relationship criterion has been carefully examined. No business relationship has been identified between the Company and the independent directors.

The Board of Directors meeting of December 6, 2023, after taking this opinion into account, considered that Françoise Mahiou, Catherine Claverie and René Dangel met the independence criteria and could be classified as independent directors.

Please note that the following directors cannot be considered as independent: Daniel Derichebourg, Boris Derichebourg, Thomas Derichebourg, and CFER, represented by Catherine Ottaway, due to family ties between them and their status as major shareholders. Finally, Matthieu Pigasse, who has been a Director for more than twelve years, cannot be classified as independent.

It should be noted that in accordance with the AFEP-MEDEF Code, the director representing employees is not included in the calculation of the percentage of independent directors.

The Board is thus composed of three independent directors out of eight, i.e. more than one-third of the members of the Board, in accordance with the recommendations of the AFEP-MEDEF Code which stipulates that in controlled companies, the proportion of independent directors must be at least one third.

Balanced gender representation within the Board of Directors

The Board shall ensure that it maintains balanced gender representation.

The Board of Directors currently comprises three female members out of a total of eight members, i.e. 37.50%. The Board of Directors still complies with the exceptional provisions of Article L. 225-18-1 of the French Commercial Code relating to the maximum difference of two members between the number of directors of each gender for a Board composed of eight (8) members, i.e. three women and five men at the date of publication of this document. It is specified that, in accordance with Article L. 225-27-1 of the French Commercial Code, the director representing employees is not included in the calculation of this percentage.

It is specified that the gender balance and diversity policy within the Group and the governing bodies is detailed in section 3.4.2.1. of the extra-financial performance statement. In order to promote women in its organization, the Group has therefore set itself a target of 20% of senior positions to be held by women by 2026. The proportion of senior positions held by women currently stands at 14.4% in the Recycling business, 14.1% in the Public Sector Services business, 34.6% in the Holding business and 17.6% in the Group as a whole.

Similarly, the Group wishes to reflect its efforts to increase the number of women in its management committees. In its "Trajectory 2026" roadmap, it is therefore committed to ensuring that its management committees comprise at least 30% women. This rate is currently 21.4% in the Recycling business, 42.9% in the Public Sector Services business and 28.6% in the Group.

Expertise

The Board ensures that it includes amongst its directors a wide range of skills and expertise in different areas. In this way, it ensures that there is a diversity of experience and points of view, that the profiles of the directors complement one another and that they include international, financial, economic, industrial, business, societal, legal and accounting expertise.

Assessment of the work of the Board of Directors and committees

As part of a good governance practice, the Company has followed recommendation no. 10 of the AFEP-MEDEF Code revised in December 2022, which provides for a formal assessment of the work of the Board of Directors and its committees (Audit Committee and Appointments, Remuneration and CSR Committee) at least every three years. No assessment was carried out during the fiscal year following changes in the composition of the Board and its committees. It should be noted that the last assessment was carried out during the 2020-2021 fiscal year. The Company had chosen not to formally conduct this assessment with the assistance of external consultants. As a result, individual questionnaires were sent on April 19, 2021 by the General Secretary to all directors to enable them to assess the Board of Directors and its committees through their work and how they function. The directors responded to these questionnaires and made a few observations.

A summary of these assessments was presented to the Audit Committee and to the Board of Directors for the closing of the half-year financial statements and revealed an overall rate of satisfaction amongst the directors. The directors also made a number of comments relating in particular to compliance, CSR and Group strategy. Details on these points were provided at Committee and Board meetings during the 2022-2023 fiscal year.

It is specified that, with regard to the annual self-assessment of the Board recommended by the AFEP-MEDEF Code, anonymous questionnaires were sent to all directors on November 6, 2023 by the Chairwoman of the Appointments, Remuneration and CSR Committee, with summary feedback that was sent to the General Secretariat at the beginning of December. The conclusions of these questionnaires were presented to the Board of Directors on December 6, 2023, which then conducted its annual self-assessment. The proper functioning of the Board and its Committees was reported, as well as the quality of the comprehensive and detailed information provided to the directors before each Board meeting. The directors consider that the composition of the Board is satisfactory. Proposals for improvements have been made, such as the intervention of human resources departments and training on CSR issues.

4.2.3 Conflicts of interest

By law, and in accordance with the AFEP-MEDEF Code, directors are subject to compliance with the rules in force regarding conflicts of interest and market ethics.

With the exception of:

- the existing lease between Société des Demueyes, belonging to the Derichebourg family, whose manager is Daniel Derichebourg, and Revival for the premises in Comines (59), for an annual rent of €34 thousand;
- the existing lease between Ida Derichebourg and the company Polybuis for the premises located at 106, rue du Moulin-de-Cage, 92230 Gennevilliers. This plot of land is used for storing trucks, changing rooms and offices, for an annual rent of €45 thousand. This lease was entered into before she took office;
- the service agreement concluded between Derichebourg and DBG Finances, aiming to define the terms and conditions of DBG Finances' input into the definition and oversight of Group strategy (see 4.6.2);
- the agreement to use the Derichebourg trademark in exchange for royalties concluded with TBD Finances, both companies being controlled by the Derichebourg family (see 4.6.2);
- the planned disposal of SCI la Futaie and SCEA du Château Guiteronde (operating company) to SCEV La Tour Guiteronde, held by CFER, controlled by the Derichebourg family, for the enterprise value of €2,600 thousand;
- the commercial lease between SCI IDA I, a subsidiary of CFER, and Derichebourg Multiservices Holding, a wholly owned subsidiary of the Company until April 18, 2023, for a real estate complex ("ex-Pernod" Tower building) for office use located at 51, chemin des Mèches in Créteil (Val-de-Marne), for an annual rent of €600 thousand.

there are no other potential conflicts of interest between the duties of any member of the Board of Directors and their private interests or other duties. Section 4.6 and the Statutory Auditors' special report appearing in section 4.6.3 show the details of these agreements.

In addition to the applicable provisions of the French Commercial Code concerning related-party agreements, all directors are required to inform the Board of all conflict of interest situations, even if such conflict is only potential, and must abstain from voting on any decision of the Board of Directors for which the existence of a conflict of interest situation would be presumed. There have been no arrangements or agreements made with the principal shareholders, or with customers or suppliers, pursuant to which a member of the Board has been appointed a director of the Company.

Given the three independent directors who serve on the Board of Directors, the Company believes that there is no risk that control of CFER, which holds 41.25% of the share capital and 57.82% of voting rights, might be exercised improperly.

4.2.4 Duties and functioning of the Board

4.2.4.1 Missions of the Board of Directors

The Board of Directors determines the Company's business strategy and sees to its implementation. Subject to the powers expressly vested in shareholders' meetings, and in accordance with the corporate purpose, the Board handles any matter that may affect the Company's operations and meets to decide all matters within its remit. The Board of Directors shall perform any audits and verifications that it deems necessary.

The Board of Directors is tasked in particular with the following:

- protecting the Company's interests;
- conducting any checks it deems appropriate within the scope of the Company's business operations;
- choosing the management method;
- appointing and dismissing executive corporate officers;
- determining the remuneration of executive corporate officers;
- ensuring the quality of the information provided to shareholders and to the financial markets;
- approving the Company's corporate and consolidated annual and half-year financial statements;
- preparing the Company's business reports and those of its subsidiaries;
- preparing this report;

- determining the amount of the endorsements, guarantees and security interests that can be granted by the Chairman and Chief Executive Officer;
- authorizing related-party agreements before submitting them to shareholder vote, and examining, on an annual basis, the agreements still in force during the fiscal year.

The Board of Directors gives its opinion on all decisions relating to the Company's major strategic, economic and financial policies, and sees to their implementation by General Management.

The Board of Directors approves the strategy proposed by General Management.

The Chairman informs the Board of any matter, and in a more general way, of any fact that calls into question the implementation of any part of the strategic plan.

All documents, files and information relating to items on the agenda are sent to the members of the Board of Directors in advance, within a reasonable time frame.

4.2.4.2 Functioning of the Board of Directors

The Board of Directors met five times during the fiscal year, with an average attendance rate of 92%. Some directors were able to connect via videoconferencing, as provided for by the Board's internal regulations.

In addition to reviewing and approving the corporate and consolidated financial statements as of September 30, 2022 and preparing documents to submit to the Combined General Meeting on January 31, 2023, the Board discussed and decided the following matters:

Meeting of December 7, 2022

- Review and approval of the corporate and consolidated financial statements for the fiscal year ended September 30, 2022;
- Update on the acquisition of a stake in Elior Group;
- Update on the Olympe project (contribution of the Multiservices business unit to Elior Group);
- Report by the Chairman of the Audit Committee to the Board of Directors on the points discussed by this committee at its meeting of December 6, 2022;
- Proposal for allocation of income;
- Press release;
- Review and approval of financial and forecast documents;
- Approval of the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code;
- Guarantee to be given to AIG in respect of the property damage policy for the captive Derichebourg Ré;
- Review of the extra-financial performance statement and corporate governance report:
  - update on director independence;
  - update on the remuneration policy for executive and non-executive corporate officers, and review of the remuneration of executive and non-executive corporate officers;
- Review of director terms of office:
  - proposal for the renewal and non-renewal of directors' terms of office,
  - proposal for the appointment of a new director;
- Share buyback program;
- Authorization to be given to the Board of Directors to reduce the share capital by canceling shares;
- Proposal of financial delegations to be granted to the Board of Directors;
- Proposal of amendments to the bylaws to provide for the staggered renewal of directors' terms of office;
- Amendment of the bylaws to allow shareholder participation and voting by all means of telecommunication and remote transmission.
- Meeting notice for the Combined General Meeting of January 31, 2023.

Meeting of December 19, 2022 (held by videoconference)

- Review of the Olympe project (contribution of the Multiservices activity to the Elior Group) - Authorizations to be granted.

Meeting of March 2, 2023 (held by videoconference)

- Authorization of the proposed contribution of Derichebourg Multiservices Holding shares to Elior Group - Authorization of the draft memorandum of understanding and the draft contribution agreement;
- Derichebourg Intérim joint surety agreement in favor of Euler Hermes SA;
- Record of CFER's change of permanent representative;
- Amendment No. 2 to the Syndicated Loan Agreement of March 19, 2020;
- Amendment No. 5 to the Factoring Agreement;
- Authorization of the draft Governance Agreement;
- Authorization of exit agreements for tax consolidation;
- Authorization of exit agreements from the VAT consolidation regime.

Meeting of April 18, 2023

- Resignation of Daniel Derichebourg as Chief Executive Officer;
- End of Abderrahmane El Aoufir's term of office as Deputy Chief Executive Officer;
- Choice of methods for exercising General Management;
- Appointment of Abderrahmane El Aoufir as Chief Executive Officer;
- Appointment of Thomas Derichebourg as Deputy Chief Executive Officer;
- Update on the Appointments and Remuneration Committee: composition and amendment of the internal regulations of the Appointments and Remuneration Committee.

Meeting of May 24, 2023

- Review of the half-year consolidated financial statements as of March 31, 2023 and the half-year business report;
- Press release;
- Observations of the Statutory Auditors and approval of the consolidated financial statements;
- Financial and forecast documents at the end of the first half of the fiscal year;
- Record of the appointment of the director representing employees;
- CEO's authorization to provide endorsements, security interests and guarantees;
- Breakdown of the annual fixed amount allocated to directors.

The frequency and duration of Board meetings allowed for an in-depth review of the topics discussed.

As of this year, the Company has decided to hold an annual Board of Directors meeting at one of the Group's operating sites. On this occasion, a site visit was set up with discussions with the operational teams, enabling the directors to have a better understanding of the Group's business lines.

Directors did not consider it necessary to hold Board meetings excluding executive corporate officers, because they have access to information that is useful to them and can discuss and express themselves freely on all subjects during Board meetings. They can also interview any person they wish within the Company. Nevertheless, at the Board of Directors meeting of November 16, 2023, it was noted that such a meeting would be held in the 1st half of 2024.

In accordance with the provisions of Article L. 823-17 of the French Commercial Code, the Statutory Auditors were invited to the Board meetings to review and approve the annual and half-year financial statements.

4.2.5 Summary table of the authorizations granted to the Board of Directors by the General Meeting (Article L. 225-100 of the French Commercial Code)

Date of GM	Resolution number	Type of delegation or authorization	Ceiling/limit	Period of validity	Use during the fiscal year
January 27, 2022	19	Delegation to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued, of the Company or a related company, while eliminating preferential subscription rights for shareholders, as part of a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code	€50,000,000 within the limit of 10% of the share capital per year €500,000,000 in respect of the issue of debt securities	26 months from the General Meeting, i.e. until March 26, 2024	None
January 27, 2022	20	Delegation to issue Company shares and/or securities giving access to the Company's share capital as consideration for contributions in kind of equity securities or securities giving access to the Company's share capital	10% of share capital €500,000,000 for issues of securities representing receivables of the Company	26 months from the General Meeting, i.e. until March 26, 2024	None
January 27, 2022	22	Delegation to issue Company shares and/or equity securities while eliminating preferential subscription rights for shareholders giving access to other equity securities or giving entitlement to the allocation of debt securities intended to remunerate securities contributed as part of public exchange offerings initiated by the Company.	€50,000,000 €500,000,000 for issues of securities representing receivables of the Company	26 months from the General Meeting, i.e. until March 26, 2024	None
January 31, 2023	15	Authorization to trade in Company shares.	10% of the share capital at a maximum price of €20 per share	18 months from the General Meeting, i.e. until July 30, 2024	None
January 31, 2023	16	Authorization to reduce the share capital by canceling shares.	10% of the share capital per 24-month period	18 months from the General Meeting, i.e. until July 30, 2024	None
January 31, 2023	17	Delegation to issue all securities giving access to the Company's share capital, immediately or in the future, while maintaining preferential subscription rights for shareholders.	€50,000,000 (€500,000,000 in respect of the issue of debt securities)	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	18	Delegation to issue all securities giving access to the Company's share capital, immediately or in the future, while eliminating preferential subscription rights for shareholders.	€50,000,000 (€500,000,000 as an issue of debt securities)	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	19	Delegation to increase the share capital by incorporation of reserves, profits, premiums or other amounts whose capitalization is allowed	€50,000,000	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	20	Delegation to issue shares and/or securities giving access to the Company's capital and/or debt securities, by way of an offer within the meaning of Article L. 411-2 II of the French Monetary and Financial Code, while eliminating preferential subscription rights for shareholders.	€50,000,000 within the limit of 20% of the share capital per year (€500,000,000 as an issue of debt securities)	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	21	Delegation to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, of the Company or of a related company, while eliminating preferential subscription rights for shareholders in favor of a specific category of investor.	€50,000,000 €500,000,000 for issues of securities representing receivables of the Company	18 months from the General Meeting, i.e. until July 30, 2024	None
January 31, 2023	22	Setting of the overall ceilings for capital increases and the issue of securities representing receivables of the Company under delegations of authority and powers.	€50,000,000 €500,000,000 for issues of securities representing receivables of the Company		None
January 31, 2023	23	Delegation of authority for the purpose of issuing shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or securities giving access to the Company's share capital up to a limit of 3% of the share capital with cancelation of shareholders' preferential subscription rights in favor of members of the Group's Company Savings Plan(s)	3% of the amount of the share capital	26 months from the General Meeting, i.e. until March 30, 2025	None

4.3 Specialized committees

The Board of Directors decided to set up two specialized committees: the Audit Committee and the Appointments, Remuneration and CSR Committee.

Each committee has its own internal regulations that set out its composition, duties and operating procedures.

The committees examine and prepare certain decisions of the Board of Directors. They issue opinions and recommendations in their area of expertise and report on their work to the Board of Directors.

The composition of the committees is decided by the Board of Directors and may be amended at any time by decision of the latter.

4.3.1 Audit Committee

The Board is assisted by an Audit Committee composed of four directors, of whom three are independent directors:

- René Dangel, Independent Director, Chairman;
- Françoise Mahiou, Independent Director;
- Catherine Claverie, Independent Director;
- Boris Derichebourg, Director.

This composition complies with the threshold of two-thirds of independent directors as recommended by the AFEP-MEDEF Code.

The Chief Financial Officer and the General Secretary also attend as permanent guests.

Some directors have financial, accounting or societal expertise.

At the request of the Committee members, executive corporate officers may be invited to attend committee meetings as guests, depending on the issues examined.

During these meetings, the Audit Committee regularly calls on the CSR Manager, the IT Director and the Internal Control Manager, depending on the issues examined.

The Audit Committee may also use external technical studies. The members of the Committee did not consider it necessary to use this option during this fiscal year.

The Audit Committee fulfills the duties assigned to it in Article L. 823-19 of the French Commercial Code. The Audit Committee oversees matters relating to the preparation and auditing of accounting and financial information, in particular:

- the preparation and disclosure of financial information, in particular through examination of the scope of consolidated companies;
- the effectiveness of the internal control and risk management systems, their deployment and the implementation of corrective actions where appropriate;
- the audit of annual financial statements and, if applicable, of consolidated financial statements by the Statutory Auditors;
- the skills and independence of the external experts on which the Group relies.

In this context, it is the committee's mission to:

- examine the scope of consolidation and the draft consolidated and separate financial statements and related reports that will be submitted to the Board of Directors for approval, the accounting methods adopted for the preparation of consolidated or separate financial statements, as well as the appropriate treatment of significant transactions at the Group level;
- oversee the choice of the consolidation guidelines, the relevance and permanence of the accounting methods adopted for the preparation of the consolidated or separate financial statements, as well as the appropriate treatment of significant transactions at the Group level;
- verify with General Management that all legal and financial communications with the stock market authorities are duly completed;
- assess the degree of satisfaction of the Statutory Auditors with the quality of the information received from the Company's departments in the performance of their assignment and gather Management's comments on the degree of sensitivity of the Statutory Auditors to the Group's business and its environment;
- examine any information brought to its attention concerning the operations and transactions of the Company that raise an ethical problem and with regard to transactions that, depending on their nature and the person involved, would result in a conflict of interest;
- ensure that major risks are identified, managed, and reported to it. To this end, it examines the internal control and risk management systems and internal audit program, monitors its progress and the results of the action plans, and informs the Board of improvements that have been or have yet to be made;
- give an opinion on the appointment or renewal of the Statutory Auditors;
- ensure the independence and objectivity of the Statutory Auditors.

During the past fiscal year, it held two meetings, on December 6, 2022 and May 23, 2023, with a participation rate of 75%.

The main topics examined by the committee in 2022-2023 were the following:

- review of the consolidated financial statements as at September 30, 2022 and the Statutory Auditors' supplementary report to the Audit Committee;
- advice and recommendations to the Board of Directors on the draft Universal Registration Document;
- review of the half-year consolidated financial statements ended March 31, 2023;
- update on cybersecurity;
- update on Sapin II;
- internal control roadmap;
- update of the Group risk mapping for 2022;
- update on captive reinsurance and parent company guarantee;
- update on commercial litigation;
- summary of Sapin II audits in the subsidiaries;
- AFA (French Anti-Corruption Agency) monitoring.

4.3.2 Appointments, Remuneration and CSR Committee from November 16, 2023

The Appointments and Remuneration Committee was set up by decision of the Board of Directors on October 22, 2018. Its internal regulations were amended by a decision of the Board of Directors on April 18, 2023 to specify that the committee should also include at least one director representing employees, appointed in accordance with the terms and conditions provided for in the bylaws. They were also amended by decision of the Board of Directors of November 16, 2023 to extend the committee's powers to social and environmental responsibility. Since November 16, 2023, the Committee has been called the Appointments, Remuneration and CSR Committee.

The composition of this Committee was reviewed on April 18, 2023 following the appointment of Thomas Derichebourg as Deputy Chief Executive Officer, since this committee must not include an executive corporate officer, in accordance with the recommendations of the AFEP-MEDEF Code.

Thus, this Committee comprises four directors, including three independent directors and one director representing employees:

- Catherine Claverie, Independent Director, Chairwoman;
- Françoise Mahiou, Independent Director;
- René Dangel, Independent Director;
- Daniel Goin, Director representing employees.

As the committee has three independent directors, including its Chairwoman, its composition complies with the AFEP-MEDEF Code.

The role of the Appointments and Remuneration Committee is to make recommendations or proposals to the Board of Directors following the review of the following issues:

- the composition of the Board of Directors and the functioning of its committees; the separation or combination of the functions of Chairman of the Board of Directors and Chief Executive Officer;
- renewal and appointment of new directors;
- determination of the independent directors under the criteria set out in the AFEP-MEDEF Code;
- the succession plan for the Company's executive corporate officers;
- review of all components that make up the remuneration of the Company's executive corporate officers;
- review of the budget and methods for distributing the fixed remuneration allocated to the directors;
- review of the Group's social and environmental responsibility strategy, annual monitoring of its results and making recommendations to the Board of Directors;
- review of the Group's commitments in terms of sustainable development, with regard to the challenges specific to its business and targets.

The Appointments, Remuneration and CSR Committee may consult executive officers for the selection or appointment of directors.

The Committee may also use external technical studies. The members of the Committee did not consider it necessary to use this option during this fiscal year.

During the past fiscal year, the committee held one meeting, on December 6, 2022, with a participation rate of 100%.

The main topics examined by the committee in 2022-2023 were the following:

- review of the composition of the Board of Directors:
  - review of expiring terms of office, proposal for renewal and appointment of directors,
  - appointment of a director representing employees;
- review of the remuneration policy applicable to executive corporate officers and directors;
- review of the independence criteria applicable to directors;
- opinion and recommendations to the Board of Directors on the Board's corporate governance report.

4.4 General Management

4.4.1 Chief Executive Officer (non-director)

Abderrahmane El Aoufir, Chief Executive Officer (non-director)

Initial date of appointment: Board mtg 4/18/2023

Term of office expires: GM 2026

Number of shares held: 0

Abderrahmane El Aoufir, aged 62, of French nationality, holds a Master's degree in economics – management option from the University of Clermont-Ferrand. He began his career in 1984 in the Finance Department of the Compagnie Française des Ferrailles. He successively held operational and then general management positions in Spain, the United States and southeastern France. In 2006, Daniel Derichebourg entrusted him with the task of turning around Servisair, the airport services subsidiary, and in six years he managed to increase EBITDA from €5 million to €73 million. After the sale of Servisair in December 2013, Abderrahmane El Aoufir became Deputy Chief Executive Officer of the Group. He also oversees the operational activities of the recycling subsidiaries.

Abderrahmane El Aoufir was appointed as Chief Executive Officer by the Board of Directors on April 18, 2023 for the duration of the term of office of the Chairman of the Board of Directors, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending on September 30, 2025.

Offices and/or positions held in another company (within and outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman and Chief Executive Officer	GUY DAUPHIN ENVIRONNEMENT	REVIVAL EXPANSION
Chairman	BARTIN RECYCLING DERICHEBOURG ENVIRONNEMENT (1) DERICHEBOURG EXPANSION INOREC IRON HORSE HOLDING	IRON HORSE FRANCE POLY-ENVIRONNEMENT REFINAL INDUSTRIES TRANSENVIRONMENT VALME TECHNOLOGIES
Chief Executive Officer	DERICHEBOURG ENVIRONNEMENT (2) DERICHEBOURG VALORISATION	FRICOM RECYCLING
Director	AFM RECYCLAGE FRICOM RECYCLING	GUY DAUPHIN ENVIRONNEMENT REVIVAL EXPANSION
Manager	SCI DERICHEBOURG IMMOBILIER	SCI LA GARONNE
Chairman abroad	DERICHEBOURG ESPAÑA, SA	
Manager abroad	DERICHEBOURG UMWELT GmbH	
Director abroad	CRS DERICHEBOURG RÉ	DERICHEBOURG RECYCLING MEXICO DERICHEBOURG RECYCLING USA, Inc. ECORE LUXEMBOURG SA

(1) From April 18, 2023
(2) Until April 18, 2023

Other offices held during the last five years

Chairman	VALRECY	
Chairman	FRICOM RECYCLING	
Chairman abroad	REYFRA	
Director abroad	DERICHEBOURG MAROC DERICHEBOURG MEDIO AMBIENTE SA DERICHEBOURG RECYCLING MEXICO	REYFRA SAN GERMANO SRL SELMAR SA

4.4.2 Deputy Chief Executive Officer and Director

Thomas Derichebourg, Deputy Chief Executive Officer and Director

Initial date of appointment: Board mtg 4/18/2023

Term of office expires: GM 2026

Number of shares held: 56

Thomas Derichebourg, aged 47, is of French nationality. In 2007, he decided to join the family Group. He became head of the Group's airport services in France.

With the experience he gained in services, he chose to dedicate his expertise to the public sector, taking over the management of Regional and Local Government Services in 2009 (household waste collection and sorting centers). He is responsible for the international development of this activity, particularly in Canada.

Moreover, he is Chairman of the Revival subsidiary, the leading player in metal waste recycling in the Île-de-France, Normandy and Nord regions of France.

He is also a member of the Executive Committee of the France-Canada Chamber of Commerce.

On April 18, 2023, he was appointed Deputy Chief Executive Officer of the Company and Chief Executive Officer of Derichebourg Environnement.

Offices and/or positions held in another company (within or outside the Group) during the course of the fiscal year ended September 30, 2023

Chairman of the Supervisory Board	GUY DAUPHIN ENVIRONNEMENT	
Chairman	POLY-MASSI POLYURBAINE	REVIVAL
Chief Executive Officer	DERICHEBOURG ENVIRONNEMENT (1)	
Director	CFER	
Manager	CHATEAU DE CRÉMAT EVENTS DOMAINE GUY BOCARD SCEA DOMAINE CHÂTEAU DE CREMAT SCI LES CEPS DE TOASC	SCI LES CHARMES SCI LES CHARMES DE BONAPARTE SCI LES CHARMES DE SAINT BENOÎT SCI LES CYPRÈS DE MONTMORENCY
Permanent representative	ALLO CASSE AUTO (REVIVAL)	PARIS SUD HYDRAULIQUE (TBD FINANCES)
Chairman abroad	DERICHEBOURG CANADA ENVIRONNEMENT Inc.	DERICHEBOURG CANADA Inc.
Director abroad	CRS	ECOREC SRL
Permanent representative abroad	DERICHEBOURG BELGIUM (DERICHEBOURG ENVIRONNEMENT)	

(1) From April 18, 2023

Other offices held during the last five years

Chairman and Chief Executive Officer	POLYURBAINE	
Chairman	DERICHEBOURG INTÉRIM OCÉAN INDIEN DERICHEBOURG MAYOTTE DERICHEBOURG PROPRETÉ OCÉAN INDIEN LIEN ENVIRONNEMENT POLYAMON POLYANCE POLYBUIS POLYCEJA POLYCEO POLYCOROT POLYNORMANDIE POLYREVA POLYSEANE	POLY-ENVIRONNEMENT POLY-SELIA POLY-SENTI POLYSOTIS POLYTIANE POLY-VAL POLY-VALIS SAUR DERICHEBOURG AQUA SAUR DERICHEBOURG AQUA OCÉAN INDIEN
Director	DERICHEBOURG ÉNERGIE E.P.	POLYURBAINE
Manager	LE BISON GOURMAND POLY-MILIA	POLY-NEA POLYURBAINE 13
Permanent representative	AFM RECYCLAGE (REVIVAL) DERICHEBOURG OCÉAN INDIEN (POLYURBAINE)	DERICHEBOURG OCÉAN INDIEN (DERICHEBOURG)
Chairman and CEO abroad	DERICHEBOURG A&D DÉVELOPPEMENT DERICHEBOURG AQUA MAROC DERICHEBOURG CASABLANCA DERICHEBOURG IFRANE DERICHBEOURG IMINTANOUT DERICHEBOURG INTÉRIM FORMATION ÉVOLUTION MAROC	DERICHEBOURG KENITRA DERICHEBOURG MAROC DERICHEBOURG MARRAKECH DERICHEBOURG MAZAGAN DERICHEBOURG RABAT DERICHEBOURG SIDI BENNOUR DERICHEBOURG SIDI ALLAL EL BAHRAOUI

Other offices held during the last five years

Chairman abroad	AEP MULTISERVIZI SPA DERICHEBOURG CANADA MULTISERVICES Inc.	SAN GERMANO SRL
Co-manager abroad	DERICHEBOURG UK ENVIRONMENT Ltd	DERICHEBOURG UK Ltd
Director abroad	AEP MULTISERVIZI SPA CMT SPA DERICHEBOURG A&D DÉVELOPPEMENT DERICHEBOURG AQUA MAROC DERICHEBOURG CASABLANCA DERICHEBOURG IFRANE DERICHBEOURG IMINTANOUT DERICHEBOURG INTÉRIM FORMATION ÉVOLUTION MAROC DERICHEBOURG MEDIO AMBIENTE	DERICHEBOURG KENITRA DERICHEBOURG MAROC DERICHEBOURG MARRAKECH DERICHEBOURG MAZAGAN DERICHEBOURG RABAT DERICHEBOURG SIDI BENNOUR DERICHEBOURG SIDI ALLAL EL BAHRAOUI SAN GERMANO SRL
Permanent representative abroad	BAS LONGS PRÉS (DERICHEBOURG ENVIRONNEMENT) CPI (DERICHEBOURG ENVIRONNEMENT)	

The Company also has executive committees for both divisions, as well as a Strategic Committee, an Investment Committee and a CSR Committee as described in section 2.3.4.

4.5 Remuneration of executives and corporate officers

4.5.1 Remuneration policy for corporate officers (Article L. 22-10-8 of the French Commercial Code)

In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the Board of Directors, based on the proposal of the Appointments, Remuneration and CSR Committee meeting on December 5, 2023, submits the new remuneration policy for executive and non-executive corporate officers for the 2023-2024 fiscal year for the approval of the Combined General Meeting of January 30, 2024. The previous remuneration policy applicable to corporate officers was adopted by the Combined General Meeting of January 31, 2023.

The Board of Directors sets out, reviews and implements the remuneration policy for each of the corporate officers at the recommendation of the Appointments, Remuneration and CSR Committee.

In accordance with the provisions of Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code, the Board sets a compensation policy in line with the Company's corporate interest, which contributes to its sustainability and is in line with its commercial strategy.

In order to avoid any conflict of interest, the Chief Executive Officer and the Deputy Chief Executive Officer do not take part in discussions or votes on remuneration and any commitments relating thereto.

4.5.1.1 Remuneration of non-executive members of the Board of Directors

Directors' fixed remuneration

Each director receives a fixed remuneration linked to his/her activity, the maximum total amount of which is approved at the Ordinary General Meeting. The Combined General Meeting of January 27, 2022 set the remuneration of the members of the Board at the annual sum of €180,000 as of the 2021-2022 fiscal year and for each of the following fiscal years until further decision, primarily due to an increase in the number of directors following the adoption of the amendment to the Company bylaws providing for the appointment of a director representing employees. The director representing employees will receive this fixed remuneration in the same way as the other corporate officers. The Board of Directors determines the distribution of this fixed remuneration allocated to directors.

On November 16, 2023, the Board of Directors decided to allocate a fixed portion of 25% of the remuneration allocated to directors and a variable portion of 75% based on the attendance of members at Board and committee meetings to which they are invited. This variable portion will be paid if the attendance rate is at least 66%.

The Combined General Meeting of January 30, 2024 will propose to increase the total amount of fixed remuneration allocated to directors to €375,000 for the current fiscal year 2023-2024, and for each of the following fiscal years until further decision. The Board of Directors determines the distribution of this fixed remuneration allocated to directors.

Distribution of the directors' fixed remuneration for the 2022-2023 fiscal year

The distribution of the directors' fixed remuneration, within the limit of the total maximum amount approved at the General Meeting, is decided by the Board of Directors. At its meeting of May 24, 2023, the Board of Directors decided to distribute this amount equally among the various directors. Given the change of director representing employees, a specific distribution was set between the two representatives on a *pro rata* basis in proportion with their attendance at Board of Directors' meetings, as detailed in Table 4.5.2.1.

Remuneration for the 2022-2023 fiscal year was paid in December 2023.

Remuneration other than directors' fixed remuneration

With the exception of Boris Derichebourg, Thomas Derichebourg, Éric Cuziat and Daniel Goin, who are (or were during the fiscal year) bound by an employment contract, the directors do not receive any remuneration other than directors' fixed remuneration.

Boris Derichebourg held operational positions within the Group until April 18, 2023 and received remuneration paid by Derichebourg Environnement under an employment contract and by DBG Finances in the amount of €13,000 (for each fiscal year).

Thomas Derichebourg held operational positions within the Group until April 18, 2023, the date of his appointment as Deputy Chief Executive Officer. He received remuneration from Derichebourg Environnement until June 30, 2023, then from Purfer from July 1, 2023, and from DBG Finances in the amount of €13,000 (for each fiscal year).

Éric Cuziat also held operational positions within the Group until May 5, 2023 and received remuneration from Derichebourg Environnement under an employment contract.

Daniel Goin carries out operational functions within the Group and receives remuneration paid by Derichebourg SA under an employment contract.

Benefits in kind

Boris and Thomas Derichebourg and Éric Cuziat each have a company car.

4.5.1.2 Remuneration of executive corporate officers

It should be noted that, in respect of the fiscal year just ended and pursuant to Article L. 22-10-8 of the French Commercial Code, the principles and criteria for determining, allocating and awarding the fixed, variable and exceptional components of the total remuneration and benefits of any kind to executive corporate officers in respect of their office were approved by the Combined General Meeting of January 31, 2023 under the specific resolutions relating to the Chairman and Chief Executive Officer and to the Deputy Chief Executive Officer. The new remuneration policy, which will be submitted for approval to the Combined General Meeting of January 30, 2024, makes changes to the one previously voted on.

Remuneration of Daniel Derichebourg, Chairman and Chief Executive Officer (until April 18, 2023)

Fixed remuneration

Daniel Derichebourg did not receive any remuneration in respect of his position as Chairman and Chief Executive Officer.

However, please note that he receives remuneration paid to him by DBG Finances.

He receives the directors' fixed remuneration paid to him by Derichebourg SA.

Daniel Derichebourg has no employment contract with Derichebourg or any company controlled by the latter.

Benefits in kind

A Citroën DS3 is made available to Daniel Derichebourg by the Group.

He does not benefit from any performance share awards, stock options or purchase options, supplementary pension plans, etc.

In accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the Combined General Meeting of January 30, 2024 will be called to approve the components of the remuneration paid or awarded to Daniel Derichebourg for the fiscal year ended September 30, 2023, as presented in this report.

Remuneration of Abderrahmane El Aoufir, Deputy Chief Executive Officer (until April 18, 2023), then Chief Executive Officer

Abderrahmane El Aoufir did not receive any remuneration in respect of his position as Deputy Chief Executive Officer and does not receive any remuneration in respect of his position as Chief Executive Officer.

The components of Abderrahmane El Aoufir's remuneration were not amended when he was appointed as Chief Executive Officer.

Fixed remuneration

The Chief Executive Officer receives a fixed annual remuneration which is set based on his responsibilities.

It was paid to him by Coframétal (until June 30, 2023) then by Purfer (from July 1, 2023) under an employment contract and by DBG Finances in the amount of €19,000. This fixed remuneration amounts to €321,000 per year, paid over 13 months. He is also provided with a company car.

As part of the new remuneration policy, it is proposed to increase the amount of fixed remuneration by 4%, to take into account changes in market practices and inflation from January 1, 2024.

Variable remuneration

Under his employment contract, Abderrahmane El Aoufir may receive a variable remuneration component. The addition of a CSR criterion in the methods for calculating variable remuneration was included in the remuneration policy approved by the General Meeting of January 31, 2023.

Annual variable remuneration is determined under performance conditions according to the Group's results based on the following quantitative and qualitative criteria:

- the quantitative criteria are based in particular on financial indicators used to assess the Group's financial performance (amount of the Company's consolidated net profit, EBITDA, Group revenue growth) and its CSR performance (frequency rate of workplace accidents);
- the qualitative criteria are based on continuity objectives and the implementation of the Group's strategy, the achievement of external growth operations, continuing the Group's business development, the implementation of disposals or acquisitions and strategic repositioning.

The annual variable remuneration will be equal to a maximum of eighteen months' fixed remuneration.

The remuneration policy approved by the General Meeting of January 31, 2023 stipulated that the amounts contained therein were determined taking into account the scope of the Group on that date. At its meeting of December 5, 2023, the Appointments, Remuneration and CSR Committee considered that the EBITDA of the Multiservices activity (€50 million) should be subtracted from the trigger threshold for criteria involving EBITDA.

For the fiscal year ended September 30, 2023, it was calculated based on the following formula:

- “A” represents the component of the bonus based on the financial performance for the fiscal year.

  A = (Recurring EBITDA for the fiscal year - €170 million) x 0.15%. The amount A may not be less than 0 nor exceed 50% of the annual fixed remuneration.
- “B” is designed to take into account multi-year performance.

  B = B1 + B2 + B3. The amount B may not be less than 0 nor exceed 45% of the annual fixed remuneration, with
  - B1 = ((Dividends in respect of the fiscal year n-2 + Dividends in respect of the fiscal year n-1 + Dividends in respect of the fiscal year n)/3) x 0.25%
  - B2 = (Recurring EBITDA n-2 - €170 million) + (Recurring EBITDA n-1 - €170 million) + (Recurring EBITDA n - €170 million))/3) * 0.075%
  - B3 = 0 if R > 3.01,

    – €20,000, if R is between 2.01, where

    – R = (Leverage ratio n-2 + Ratio n-1 + Leverage ratio n)/3

    – €40,000, if R is between 1.01 and 2

    – €60,000 if R less than or equal to e leverage n-1 + Leverage ratio n)/3

    – B1, B2, B3 may not be negative.
- “C,” an amount between 0% and 45% of annual fixed remuneration, submitted to the Appointments, Remuneration and CSR Committee, designed to reward the achievement of pre-established individual objectives.
- “D,” an amount between 0% and 10% of the annual fixed remuneration, intended to take into account a CSR criterion linked to the health and safety of the Group (Recycling and Public Sector Services businesses) and the improvement of the workplace accident frequency rate.

In application of the above, the annual variable remuneration of Abderrahmane El Aoufir due in respect of the 2022-2023 fiscal year amounts to €492 thousand (€466 thousand in 2021-2022).

As part of the new remuneration policy, it has been proposed to change the formula for calculating El Aoufir's variable remuneration:

- "A" represents the component of the bonus based on the financial performance for the fiscal year.

  A = (Recurring EBITDA for the fiscal year - €170 million) x 0.15%. The amount A may not be less than 0 nor exceed 50% of the annual fixed remuneration.

- "B" is designed to take into account multi-year performance.

  B = B1 + B2 + B3. The amount B may not be less than 0 nor exceed 45% of the annual fixed remuneration, with

  - B1 = ((Dividends in respect of the fiscal year n-2 + Dividends in respect of the fiscal year n-1 + Dividends in respect of the fiscal year n)/3) x 0.25%
  - B2 = (Recurring EBITDA n-2 - €170 million) + (Recurring EBITDA n-1 - €170 million) + (Recurring EBITDA n - €170 million))/3) * 0.075%
  - B3 = 0 if R > 3.51,

    – €20,000, if R is between 2.51 and 3.51, where

    – R = (Leverage ratio n-2 + Leverage ratio n-1 + Leverage ratio n)/3

    – €40,000, if R is between 1.51 and 2.51

    – €60,000, if R less than or equal to 1.51

    – B1, B2, B3 may not be negative.

- "C," an amount between 0% and 35% of annual fixed remuneration, submitted by the CEO to the Appointments, Remuneration and CSR Committee, designed to reward the achievement of pre-established individual objectives.
- "D" is intended to take into account a CSR criterion related to the health and safety of the Environmental Services division and the improvement of the workplace accident frequency rate. The amount D may not be less than 0 nor exceed 10% of the annual fixed remuneration.
- "E" is intended to take into account one of the Group's strategic priorities, namely the development of solid recovered fuel instead of landfill. The target is set at 8% for the 2023-2024 fiscal year. Achievement will be measured using the dashboard in the extra-financial performance statement in section 3.6. The amount of the variable remuneration will be between 0% and 10% of the annual fixed remuneration.

The Appointments, Remuneration and CSR Committee reserves the right to propose to the Board to readjust the amount of annual variable remuneration at the end of the fiscal year depending on the circumstances and events.

Exceptional remuneration may, where appropriate, be allocated in the event of carrying out special missions, such as the integration of a significant acquisition.

Variable remuneration also includes employee savings.

It is specified that the payment of variable and exceptional elements of remuneration is subject to approval by the Ordinary General Meeting under the conditions provided for in Article L. 22-10-9 of the French Commercial Code.

Benefits in kind

Abderrahmane El Aoufir is provided with a Citroën DS7 or equivalent vehicle by the Group.

He does not benefit from any performance share awards, stock options or purchase options or supplementary pension plans.

Please note that, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code, the Combined General Meeting of January 30, 2024 will be called to approve the components of the remuneration paid or allocated to Abderrahmane El Aoufir for the fiscal year ended September 30, 2023, as presented in this report.

Remuneration of Thomas Derichebourg, Deputy Chief Executive Officer (since April 18, 2023)

The components and amounts of Thomas Derichebourg's remuneration were not modified on the occasion of his appointment as Deputy Chief Executive Officer on April 18, 2023.

Thomas Derichebourg does not receive any remuneration in respect of his position as Deputy Chief Executive Officer.

Fixed remuneration

The Deputy Chief Executive Officer receives a fixed annual remuneration, which is set based on his responsibilities.

It was paid to him by Derichebourg Environnement (until June 30, 2023) and then by Purfer (from July 1, 2023) under an employment contract and by DBG Finances in the amount of €13,000. This fixed remuneration amounts to €323,000 per year, paid over 13 months. He is also provided with a company car.

As part of the new remuneration policy, it is proposed to increase the amount of fixed remuneration by 4% to take into account changes in market practices and inflation from January 1, 2024.

Variable remuneration

Under his employment contract, Thomas Derichebourg may receive a variable remuneration component.

Annual variable remuneration is determined under performance conditions according to the Group's results based on the following quantitative and qualitative criteria:

- the quantitative criteria are based in particular on financial indicators used to assess the Group's financial performance (amount of the Company's consolidated net profit, EBITDA, Group revenue growth) and its CSR performance (frequency rate of workplace accidents);
- the qualitative criteria are based on continuity objectives and the implementation of the Group's strategy, the achievement of external growth operations, continuing the Group's business development, the implementation of disposals or acquisitions and strategic repositioning.

The remuneration policy for the Deputy Chief Executive Officer, which will be presented to the General Meeting of January 30, 2024, will stipulate that the methods for calculating the variable remuneration of the Deputy Chief Executive Officer are identical to those of the variable remuneration of the Chief Executive Officer detailed in this section.

4.5.2 Summary tables showing remuneration of corporate officers

In accordance with the provisions of Article L. 22-10-9, I of the French Commercial Code, the total amount of remuneration and social benefits paid during the past fiscal year or allocated in respect of the past fiscal year to each corporate officer of the Company is detailed below. The information below will be submitted to the vote of the General Meeting of January 30, 2024.

4.5.2.1 Table of remuneration received by executive corporate officers

In thousands of euros		9-30-23 Allocated amounts	9-30-23 Paid amounts	9-30-22 Allocated amounts	9-30-22 Paid amounts
Catherine Claverie	Remuneration	20	20	20	20
	Other remuneration	0	0	0	0
CFER, represented by Catherine Ottaway	Remuneration	20	20	20	20
	Other remuneration	0	0	0	0
Boris Derichebourg	Remuneration	20	20	20	20
	Other remuneration	622	724	794	769
Thomas Derichebourg	Remuneration	see 4.5.2.2	see 4.5.2.2	20	20
	Other remuneration	see 4.5.2.2	see 4.5.2.2	793	768
Françoise Mahiou (1)	Remuneration	20	20	20	20
	Other remuneration	0	0	0	0
Matthieu Pigasse	Remuneration	20	20	20	20
	Other remuneration	0	0	0	0
Bernard Val	Remuneration	0	0	0	20
	Other remuneration	0	0	0	0
René Dangel	Remuneration	20	20	20	0
	Other remuneration	0	0	0	0
Éric Cuziat (2)	Remuneration	16	20	20	0
	Other remuneration	not applicable	not applicable	not applicable	not applicable
Daniel Goin (3)	Remuneration	4	0	0	0
	Other remuneration	not applicable	not applicable	not applicable	not applicable
Total		**762**	**864**	**1,747**	**1,677**

(1) *The Company specifies that its subsidiary Derichebourg Environnement has committed to Françoise Mahiou to pay to a company linked to her the sum of €49 thousand (excluding tax). corresponding to the sum that Françoise Mahiou could have received as a permanent representative of Derichebourg Environnement on the Board of Directors of Elior Group during the period in which she served on this Board.*
(2) *Director representing employees until May 5, 2023.*
(3) *Director representing employees since May 5, 2023.*

4.5.2.2 Table of remuneration received by executive corporate officers

Summary table of remuneration and options and shares granted to Daniel Derichebourg, Chairman and Chief Executive Officer (until April 18, 2023)

Table 1, AFEP-MEDEF Code

In thousands of euros	9-30-23	9-30-22
Remuneration granted for the fiscal year	309	587
Value of options granted during the year	0	0
Value of performance shares granted during the year	0	0
Value of other long-term remuneration plans	0	0
Total	**309**	**587**

Summary table of the remuneration of Daniel Derichebourg, Chairman and Chief Executive Officer (until April 18, 2023)

Table 2, AFEP-MEDEF Code

	9-30-23		9-30-22	
In thousands of euros	Allocated amounts	Paid amounts	Allocated amounts	Paid amounts
Fixed remuneration	289	289	567	567
Annual variable remuneration	0	0	0	0
Exceptional remuneration	0	0	0	0
Directors' fixed remuneration	20	20	20	20
Total	**309**	**309**	**587**	**587**

Information has been provided by DBG Finances, which paid Daniel Derichebourg.

Summary table of remuneration and options and shares granted to Abderrahmane El Aoufir, Deputy Chief Executive Officer (until April 18, 2023), then Chief Executive Officer

Table 1, AFEP-MEDEF Code

In thousands of euros	9-30-23	9-30-22
Remuneration granted for the fiscal year	828	796
Value of options granted during the year	0	0
Value of performance shares granted during the year	0	0
Value of other long-term remuneration plans	0	0
Total	**828**	**796**

Summary table of the remuneration of Abderrahmane El Aoufir, Deputy Chief Executive Officer (until April 18, 2023) then Chief Executive Officer

Table 2, AFEP-MEDEF Code

	9-30-23		9-30-22	
In thousands of euros	Allocated amounts	Paid amounts	Allocated amounts	Paid amounts
Fixed remuneration	321	321	311	311
Annual variable remuneration	506	485	485	466
Exceptional remuneration	0	0	0	0
Directors' fixed remuneration	0	0	0	0
Total	**828**	**806**	**796**	**777**

The "Paid amounts" column includes the annual variable remuneration paid during the fiscal year ended September 30, 2023 and approved by the Combined General Meeting of January 31, 2023.

The variable remuneration paid during the fiscal year includes a variable bonus of €466 thousand for the 2021-2022 fiscal year and an employee savings plan of €18 thousand.

The variable remuneration shown in the "Paid amounts" column includes the variable portion according to the formula shown in § 4.5.1.2 for an amount of €492 thousand and an employee savings amount of €14 thousand.

Summary table of remuneration and options and shares granted to Thomas Derichebourg, Deputy Chief Executive Officer from April 18, 2023

Table 1, AFEP-MEDEF Code

In thousands of euros	9-30-23	9-30-22
Remuneration granted for the fiscal year	849	na
Value of options granted during the year	0	0
Value of performance shares granted during the year	0	0
Value of other long-term remuneration plans	0	0
Total	**849**	**na**

Summary table of the remuneration of Thomas Derichebourg, Deputy Chief Executive Officer from April 18, 2023

Table 2, AFEP-MEDEF Code

	9-30-23		9-30-22	
In thousands of euros	Allocated amounts	Paid amounts	Allocated amounts	Paid amounts
Fixed remuneration	323	323	na	na
Annual variable remuneration	506	482	na	na
Exceptional remuneration	0	0	0	0
Directors' fixed remuneration	20	20	0	0
Total	**849**	**825**	**na**	**na**

The "Amounts paid" column includes the annual variable remuneration under an employment contract (with Derichebourg Environnement until June 30, 2023, then with Purfer from July 1, 2023) paid during the fiscal year ended on September 30, 2023 prior to taking office as Deputy Chief Executive Officer.

The variable remuneration paid during the fiscal year includes a variable bonus of €466 thousand for the 2021-2022 fiscal year, and an employee savings plan of €16 thousand.

The variable remuneration shown in the "Amounts awarded" column includes the variable portion that will be submitted to the General Meeting of January 30, 2024.

4.5.2.3 Other AFEP-MEDEF Code tables

Stock options or purchase options granted during the fiscal year to each executive corporate officer by the Issuer and any Group company

Table 4, AFEP-MEDEF Code

Plan no. and date	Type of options (purchase or subscription)	Value of options according to the method adopted for the consolidated financial statements	Number of options granted during the fiscal year	Exercise price	Exercise period
None					

Stock options exercised during the year by each executive corporate officer

Table 5, AFEP-MEDEF Code

Plan no. and date	Number of options exercised during the fiscal year	Exercise price
None		

Performance shares granted during the fiscal year to each executive corporate officer by the issuer or any Group company

Table 6, AFEP-MEDEF Code

Plan no. and date	Number of shares granted during the fiscal year	Value of shares according to the method adopted for the consolidated financial statements	Acquisition date	Availability date	Performance conditions
		None			

Performance shares that became available during the fiscal year for each executive corporate officer

Table 7, AFEP-MEDEF Code

Plan no. and date	Number of shares that became available during the fiscal year
None	

Since there are no stock option, purchase option or performance share award plans, AFEP-MEDEF Code Tables 8 and 9 are not presented.

Summary table of the multiyear variable remuneration of each executive corporate officer

Table 10, AFEP-MEDEF Code

Name and position of executive corporate officer	Fiscal year
None	

Employment contract, specific pensions, severance payments and non-competition clause

Table 11, AFEP-MEDEF Code

Executive corporate officers	Employment contract	Supplementary pension scheme	Allowances or benefits due, or likely to be due, as a result of termination or change of position	Allowances under a non-compete clause
Daniel Derichebourg Chairman and Chief Executive Officer (until April 18, 2023) Date of beginning of term: Board mtg of 6-29-06 Date of end of term: GM for FY ending 9-30-25	no	no	no	no
Abderrahmane El Aoufir Deputy Chief Executive Officer (until April 18, 2023) then Chief Executive Officer (non-director) Date of beginning of term: Board mtg of 4-18-23 Date of end of term: GM for FY ending 9-30-25	yes (1)	no	no	no
Thomas Derichebourg Deputy Chief Executive Officer (from April 18, 2023) Date of beginning of term: Board mtg of 4-18-23 Date of end of term: GM for FY ending 9-30-25	yes (2)	no	no	no

(1) With the subsidiary Coframétal until June 30, 2023 then the subsidiary Purfer from July 1, 2023
(2) With the subsidiary Derichebourg Environnement until June 30, 2023 then the subsidiary Purfer from July 1, 2023

4.5.3 Equity ratio change in executive and employee remuneration

In accordance with Article L. 22-10-9 I (6 and 7) of the French Commercial Code, the ratios between the level of remuneration of the Chief Executive Officer, the Deputy Chief Executive Officer and the average remuneration of full-time equivalent employees other than corporate officers on one hand and the median remuneration of full-time equivalent employees other than corporate officers on the other are presented below. You are also provided with information on the annual change in remuneration, the Company's performance, the average remuneration of the Company's full-time equivalent employees other than executives and ratios over the five most recent fiscal years.

This includes all remuneration and benefits awarded during the closing fiscal year (fixed remuneration, benefits in kind, variable remuneration excluding the supplementary pension scheme and the employee savings plan).

The equity ratios will only be given for the 2021 and 2022 fiscal years, and they will be enhanced gradually over the years.

	9-30-2019	9-30-2020	9-30-2021	9-30-2022	9-30-2023
Change *(in %)* **in remuneration of Abderrahmane El Aoufir Deputy Chief Executive Officer until April 18, 2023 then Chief Executive Officer**	(2.3%)	(10.8%)	27.6%	3.78%	(24.51%)
Ratio to average remuneration	na	na	22	27.62	20.85
Ratio to median remuneration	na	na	27.2	33.03	23.94
Change *(in%)* **in remuneration of Thomas Derichebourg Deputy Chief Executive Officer since April 18, 2023**	na	na	na	na	na
Ratio to average remuneration	na	na	na	na	21.34
Ratio to median remuneration	na	na	na	na	24.51
Company performance: change in recurring EBITDA *(in %)*	(5.4%)	(5.4%)	114.6%	31.4%	(27.10%)

(1) Impact related to the correction between net salary and gross salary.

Remuneration included: this is remuneration granted in respect of a fiscal year by the Issuer and the companies that it controls, and the companies that control it, with the exception of the components of remuneration for the employee savings plan, compared with the assumptions used for average and median remuneration.

As the Company has only two employees, the headcount taken into account for the average and median remuneration is that of the Group's French entities. Remuneration was calculated for employees working full time.

Please note the change in scope following the contribution of the Multiservices business unit carried out on April 18, 2023, which impacts the equity ratios (the average and median remuneration being higher due to this change in scope).

4.6 Related-party agreements

4.6.1 Provisions concerning related-party agreements

(Article 21 of the bylaws)

Any agreement which links, either directly or through an intermediate person, the Company and its CEO, one of its Deputy CEOs, one of its directors, one of its shareholders holding a number of voting rights greater than the percentage set forth in Article L. 225-38 of the French Commercial Code or, where the latter is a company shareholder, the Company which controls it as defined in Article L. 233-3 of the French Commercial Code, must be submitted for prior approval by the Board of Directors.

The same applies to any agreements in which one of the people in the above list has an indirect interest.

Prior authorization is also required for agreements between the Company and any business if the Chief Executive Officer, one of the Deputy Chief Executive Officers or one of the directors of the Company is the owner, general partner, manager, director, member of the Supervisory Board or, in any other way a manager of that business.

The above provisions are not applicable to any agreements relating to ordinary transactions concluded under normal terms and conditions. Nevertheless, such agreements, except where their purpose or their financial implications are not material for any of the parties, must be brought to the knowledge of the Chairman of the Board of Directors by the interested party.

The Chairman shall then inform the members of the Board of Directors and Statutory Auditors of the list of agreements and their purposes.

Assessment procedure for routine agreements

Pursuant to Article L. 22-10-12 of the French Commercial Code, the Board of Directors decided at its meeting of May 20, 2021 to establish an internal charter on related-party agreements and the procedure for qualifying and assessing agreements. The charter was drawn up in accordance with the regulations in force.

The purpose of the internal charter is to:

- review the regulatory framework applicable to related-party agreements and free agreements;
- define the criteria for qualifying agreements;
- set up the procedure to identify the agreements to be submitted to the related-party agreements and free agreements procedure, known as “current agreements concluded under normal conditions,” which should be assessed on a regular basis.

The procedure for identifying agreements is implemented by the General Secretariat and the Company's Legal Department.

In particular, the General Secretariat must be informed prior to any transaction likely to constitute a related-party agreement at Company level.

Prior to any transaction likely to constitute a related-party agreement, the General Secretariat and the Legal Department must be informed immediately by:

- the person directly or indirectly concerned, having knowledge of a draft agreement that may constitute a related-party agreement;
- and more generally, any person in the Group (operational or functional management) having knowledge of a draft agreement that may constitute a related-party agreement.

On the basis of this information, the General Secretariat and the Legal Department will analyze the draft agreement with the support of the Finance Department or the opinion of third parties (Statutory Auditors, legal advisors, etc.) to identify whether or not the agreement is of a regulatory nature.

It also provides for an annual review by the Board of Directors of all agreements relating to day-to-day transactions concluded under normal conditions during the past fiscal year or whose performance continued during the last fiscal year.

Every year, prior to the meeting of the Board of Directors called to approve the financial statements for the past fiscal year, the General Secretariat and the Legal Department will review the agreements in force deemed to be current and entered into under normal conditions in order to verify whether these agreements still meet the conditions.

The list of agreements concerned as well as the conclusions of the review conducted by the General Secretariat and the Legal Department are sent to members of the Board.

In accordance with the procedure put in place, the review conducted by the General Secretariat and the Legal Department revealed the absence of new current agreements concluded under normal conditions. The Board of Directors was informed of this at its meeting of December 6, 2023.

4.6.2 Agreements

New related-party agreements were signed during the fiscal year.

Memorandum of understanding

A memorandum of understanding was signed on March 3, 2023 between the Company and Elior Group. It concerns the contribution of the Derichebourg Multiservices business to Elior Group in exchange for new Elior Group shares for the Company. Following this transaction, the stake was increased to 48.31%.

The Board of Directors' meeting of March 2, 2023 authorized the conclusion of this agreement.

Interested persons did not take part in the vote:

- Daniel Derichebourg, Chairman and Chief Executive Officer of the Company and permanent representative of Derichebourg, Elior Group Director.
- Françoise Mahiou, Company director and permanent representative of Derichebourg Environnement, Elior Group Director.

Governance agreement

A governance agreement was signed on April 17, 2023 between the Company and Elior Group. The purpose of this agreement is to organize relations between the Company and Elior Group within Elior, and to confirm the commitments made by the companies. This agreement took effect on April 18, 2023 and will remain until the earlier of the following dates:

- the fifth (5^{th}) anniversary of the Completion Date (4/18/2023);
- any date on which Derichebourg no longer holds any shares.

The provisions concerning the cap on voting rights and the selection and appointment of independent directors will continue to apply until the eighth (8^{th}) anniversary of the Completion Date.

Interested persons did not take part in the vote:

- Daniel Derichebourg: Chairman and Chief Executive Officer of the Company and permanent representative of Derichebourg SA, Elior Group Director.
- Françoise Mahiou: Company Director and permanent representative of Derichebourg Environnement, Elior Group Director.

On March 2, 2023, the Board of Directors authorized the signing of the governance agreement in accordance with the provisions of Article L. 225-38 of the French Commercial Code. Daniel Derichebourg and Françoise Mahiou did not take part in the vote.

Exit agreements for tax consolidation

On April 18, 2023, exit agreements for tax consolidation were signed between the Company, Elior Group, and Derichebourg Accueil, Derichebourg Aeronautics Services France, Derichebourg Aeronautics Training France, Derichebourg Énergie, Derichebourg Énergie E.P., Derichebourg Espaces Verts, Derichebourg FM, Derichebourg Intérim, Derichebourg Propreté, Derichebourg Spectacle, Derichebourg Technologies, Derichebourg Multiservices Holding and Groupe Alter Services. The purpose of these agreements is to settle the consequences of the exit of these companies from the tax consolidation group. No compensation of any kind whatsoever will be payable by the Company to these companies.

Interested persons:

- Daniel Derichebourg: Chairman and Chief Executive Officer of the Company and permanent representative of Derichebourg SA, Elior Group Director;
- Françoise Mahiou: Company Director and permanent representative of Derichebourg Environnement, Elior Group Director.

On March 2, 2023, the Board of Directors authorized the signing of the exit agreements in accordance with the provisions of Article L. 225-38 of the French Commercial Code. Daniel Derichebourg and Françoise Mahiou did not take part in the vote.

Exit agreements from the VAT consolidation regime

On April 18, 2023, exit agreements from the VAT payment consolidation regime were signed between Derichebourg, Elior Group, and Derichebourg Accueil, Derichebourg Aeronautics Services France, Derichebourg Aeronautics Training France, Derichebourg Énergie, Derichebourg Énergie E.P., Derichebourg Espaces Verts, Derichebourg FM, Derichebourg Intérim, Derichebourg Propreté, Derichebourg Spectacle, Derichebourg Technologies, Derichebourg Multiservices Holding and Groupe Alter Services. The purpose of these agreements is to settle the consequences of the exit of these companies from the VAT payment consolidation group that was in force within the Derichebourg Group. It is a “technical” agreement. No compensation of any kind whatsoever will be payable by the Company to these companies.

Interested persons:

- Daniel Derichebourg: Chairman and Chief Executive Officer of the Company and permanent representative of Derichebourg SA, Elior Group Director;
- Françoise Mahiou: Company Director and permanent representative of Derichebourg Environnement, Elior Group Director.

Terms:

On March 2, 2023, the Board of Directors authorized the signing of exit agreements from the VAT payment consolidation regime in accordance with the provisions of Article L. 225-38 of the French Commercial Code. Daniel Derichebourg and Françoise Mahiou did not take part in the vote.

You are informed of the agreements entered into during previous years, which continued during this year.

Service agreement

A service agreement was entered into, effective January 1, 2012 for an initial term of three years, then renewed on January 1, 2015 and then on January 1, 2018 for successive terms of three years, with DBG Finances, a company controlled by the family of Daniel Derichebourg, which aims to set out how DBG Finances will be involved in defining and managing the Group's strategy.

The Board of Directors' meeting of December 3, 2020, authorized the renewal of this service agreement relating to the provision and centralization of management tools and services in managerial, administrative, financial and commercial areas, in accordance with the provisions of Article L. 225-38 of the French Commercial Code, for a period of three years beginning January 1, 2021. The amount of remuneration remained unchanged, namely €1,300,000 excl. tax, based on an expenditure budget.

The services covered by this agreement are:

- policy making and definition of the Group's strategic guidelines;
- help with drafting a business plan;
- contacts with Management Boards of major national and international client groups;
- internal and external development of the Group's business;
- support for acquisitions;
- corporate events and customer relations;

- assistance with recruiting senior managers;
- legal and tax consultancy services;
- financial, accounting and management support.

For the period from October 1, 2022 to September 30, 2023, DBG Finances invoiced Derichebourg for an amount of €1,300 thousand under this agreement. This amount, established on the basis of a projected expenditure budget, covers in particular the components of remuneration paid by this company to Daniel Derichebourg, Thomas Derichebourg, Boris Derichebourg and Abderrahmane El Aoufir, as detailed in section 4.5.2.

Please note that at the Board of Directors meeting of December 6, 2023, it was decided that this agreement would not be renewed from January 1, 2024 as part of the change in the duties of Daniel Derichebourg, who has become a non-executive corporate officer of Derichebourg.

Trademark licensing agreement

A trademark licensing agreement effective from March 1, 2009 for a fixed period of ten years was entered into between TBD Finances, which is controlled by the Derichebourg family, and Derichebourg. This agreement, which governs the use of the Derichebourg trademark, enables the Group to develop its own clientele and increase client loyalty.

On December 4, 2018, the Board authorized the signing of a new agreement with the same conditions for another period of ten years starting March 1, 2019.

The amount of fees, after taking into account the update to an independent intellectual property expert's report, was set at 0.07% of the Environmental division's consolidated revenue and 0.12% of the Multiservices division's consolidated revenue until April 18, 2023.

The fee under this agreement for the fiscal year was €3,100,600.

4.6.3 Statutory Auditors' special report on related-party agreements

To the Derichebourg General Meeting,

In our capacity as Statutory Auditors of your Company, we hereby report on certain related-party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying the interest for the Company. We are not required to comment as to whether they are beneficial or appropriate or to ascertain the existence of any such agreements. It is your responsibility, in accordance with Article R. 225-31 of the French Commercial Code, to evaluate the benefits resulting from these agreements prior to their approval.

In addition, we are required, where applicable, to inform you, in accordance with Article R. 225-31 of the French Commercial Code, of the implementation, during the year, of the agreements and commitments already approved by the General Meeting.

We performed those procedures which we considered necessary to comply with professional guidance issued by the national auditing body (Compagnie nationale des commissaires aux comptes) relating to this type of engagement. These procedures consisted of verifying that the information provided to us is consistent with the documentation from which it has been extracted.

AGREEMENTS SUBMITTED FOR APPROVAL BY THE GENERAL MEETING

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

With Elior Group

Directors involved:

- Daniel Derichebourg:
  - Chairman of the Board of Directors and Chief Executive Officer of your Company until April 18, 2023, then Chairman of the Board of Directors since that date,
  - Permanent representative until April 18, 2023, Director of Elior Group and then Chairman of the Board of Directors and Chief Executive Officer of Elior Group since that date,
- Françoise Mahiou, Director of your Company and permanent representative of Derichebourg Environnement until April 18, 2023, Elior Group Director.

1. Memorandum of understanding on the contribution of the shares of Derichebourg Multiservices Holding

Nature and purpose

On March 2, 2023, your Board of Directors authorized the signing of a memorandum of understanding with Elior Group relating to the contribution of Derichebourg Multiservices Holding shares to Elior Group in exchange for new shares.

Terms

The value of the contribution of Derichebourg Multiservices Holding amounts to €452,885,818, determined on the basis of a multi-criteria approach. The contribution is remunerated by the issue of 80,156,782 new Elior Group shares.

Reasons justifying the interest of the agreement for the Company

Your Board of Directors justified this agreement as follows:

- creation of a new leader in contract catering and multi-service;
- development of new business opportunities and improving the Elior Group's financial profile. The Group's European presence will be strengthened, with total revenue of more than €5.2 billion;
- new clarity for the structure of the Derichebourg Group's activities: this major transaction will give a new face to the structure of Derichebourg's activities, refocusing on its environmental background while holding a 48.3% stake in a new global multi-service and catering champion;
- a new entity could create long-term value for all Derichebourg shareholders.

2. Governance agreement

Nature and purpose

On March 2, 2023, your Board of Directors authorized the signing of a governance agreement with Elior Group in order to organize relations between your Company and Elior Group within Elior, and to record the commitments made by these companies.

Terms

The governance agreement signed on April 17, 2023 took effect on April 18, 2023 and will remain effective until the earlier of the following dates:

- the fifth anniversary of the completion date of April 18, 2023;
- any date on which your Company no longer holds any Elior Group shares.

The provisions concerning the cap on voting rights and the selection and appointment of independent directors will continue to apply until the eighth anniversary of the completion date of April 18, 2023.

Reasons justifying the interest of the agreement for the Company

Your Board of Directors justified this agreement as follows:

- Becoming the benchmark strategic shareholder (48.31%) of an international leader in contract catering and multi-service.
- Overseeing the governance of a new international leader in contract catering and multi-service.

3. Exit agreements for tax consolidation

Nature and purpose

As part of your Company's transfer of Derichebourg Multiservices Holding shares to Elior Group, Derichebourg Multiservices Holding and its subsidiaries are removed from the tax consolidation group of your Company.

On March 2, 2023, your Board of Directors authorized the conclusion of the exit agreements between your Company, Elior Group and the companies concerned.

Terms

The purpose of these agreements, signed on April 17, 2023, is to settle the consequences of the exit of Derichebourg Multiservices Holding and its subsidiaries. No compensation of any kind whatsoever will be payable by your Company to these companies.

Reasons justifying the interest of the agreement for the Company

Your Board of Directors justified this agreement as follows:

- these agreements are ancillary to the contribution of the subsidiary Derichebourg Multiservices Holding;
- as these companies are outside the scope of tax consolidation, these agreements are essential in order to put an end to the tax consolidation regime.

4. Exit agreements from the VAT payment consolidation regime

Nature and purpose

As part of the contribution by your Company of Derichebourg Multiservices Holding shares to Elior Group, Derichebourg Multiservices Holding and its subsidiaries are removed from the VAT payment consolidation group of your Company.

On March 2, 2023, your Board of Directors authorized the signing of the Group's exit agreements for VAT payment consolidation between your Company, Elior Group and the companies concerned.

Terms

The purpose of these agreements, signed on April 17, 2023, is to settle the consequences of the exit of Derichebourg Multiservices Holding and its subsidiaries from your Company's VAT consolidation regime.

Reasons justifying the interest of the agreement for the Company

Your Board of Directors justified this agreement as follows:

- these agreements are ancillary to the contribution of the subsidiary Derichebourg Multiservices Holding;
- as these companies are outside the scope of consolidation, these agreements are essential in order to end the consolidation of VAT payments.

Agreements already approved by the General Meeting

In accordance with Article R. 225-30 of the French Commercial Code, we have been advised that the implementation of the following agreements and commitments, which were approved by the General Meeting in prior years, continued during the year.

1. DERICHEBOURG trademark licensing agreement with the company TBD Finances

Director involved:

Daniel Derichebourg, Chairman of the Board of Directors and Chief Executive Officer of your Company until April 18, 2023, then Chairman of the Board of Directors since that date and Managing Director of TBD Finances.

Nature and purpose

The Board of Directors' meeting of December 4, 2018 approved the conclusion of a Derichebourg trademark licensing agreement with the company TBD Finances, the owner of this trademark, and set the amount of the license royalty for the Derichebourg trademark at 0.07% of the consolidated revenue of the Environmental division and at 0.12% of the consolidated revenue of the Multiservices division until April 18, 2023. This agreement took effect on March 1, 2019, for a ten-year term.

Terms

The amount of the royalty recorded as expenses by your Company for the fiscal year ended September 30, 2023 amounted to €3,100,600 excluding taxes.

2. Service agreement with DBG Finances

Director involved:

Daniel Derichebourg, Chairman of the Board of Directors and Chief Executive Officer of your Company until April 18, 2023, then Chairman of the Board of Directors since that date and General Partner of DBG Finances.

Nature and purpose

The Board of Directors' meeting of December 3, 2020 authorized, for a period of three years starting from January 1, 2021, the renewal of the assistance agreement with DBG Finances by which this latter would take part in managing the Group's policy and in the supervision and control of its subsidiaries, in particular for the provision and centralization of management tools and services in managerial, administrative, financial and commercial areas.

Terms

The amount recorded as expenses by your Company for the fiscal year ended September 30, 2023 amounted to €1,300,000 excluding taxes.

Paris, Paris and Paris-La Défense, December 18, 2023

The Statutory Auditors

BM&A	DENJEAN ET ASSOCIÉS AUDIT	ERNST & YOUNG Audit
Gilles Rabier	Thierry Denjean	Pierre Abily

4.7 Executive corporate officers' declaration concerning transactions in the Company's shares

The Company was informed on December 11, 2022 of the acquisition of 500 shares by René Dangel, independent director, at a unit price of €5.5150.

Since the end of the fiscal year, the Company was informed on December 13, 2023 of the acquisition of 2,500 shares by Abdherrahmane El Aoufir, Chief Executive Officer, at a unit price of €4.60.

4.8 Factors likely to have an impact in the event of a public offering

The following factors are likely to have an impact in the event of a public offering:

- the Company's shareholding structure (see section 6.1);
- the existence of double voting rights under certain conditions (see section 6.1.1);
- the ability to buy and sell the Company's securities (see section 6.6);
- the use of current authorizations to issue share equivalents (see section 4.2.5);
- clauses in syndicated loan agreements that require immediate repayment in the event of a change in control of the Company (see note 4.11.1.5 to the consolidated financial statements);
- the provisions of the trademark licensing agreement entered into with TBD Finances, controlled by the Derichebourg family, and Derichebourg for the use of the Derichebourg trademark (see section 4.6.2).

4.9 Rules applicable to shareholder participation in General Meetings

Subject to any adjustments that may again be necessary in the context of the COVID-19 epidemic and measures allowing the General Meeting to be held behind closed doors for a temporary period, Article 28 of the Company bylaws explains the terms and conditions for participation of shareholders in the General Meeting.

"Every shareholder is entitled to attend General Meetings or to be represented thereat, regardless of the number of shares held, provided that all amounts payable on shares are fully paid up. All shareholders may be represented by another shareholder, by their spouse or by the partner with whom he/she has signed a civil solidarity pact (pacte civil de solidarité). He/she may also be represented by any other individual or legal entity of his/her choice. A proxy can be granted for a single meeting only. A proxy can be granted for two meetings, one ordinary and one extraordinary, if they are both held on the same day or within a period of fifteen days of each other. The proxy shall be valid for all successive meetings convened with the same agenda. All shareholders shall be entitled to vote by mail, in accordance with the requirements set by the legislation and regulations currently in effect.

The Company shall include the information required by the laws currently in effect with all proxy forms and mail ballots that it sends to shareholders.

Any shareholder may also, if the Board of Directors so decides at the time the meeting is convened, take part in and vote at meetings by videoconference or by all means of telecommunication and remote transmission, including the internet, which allow them to be identified, in accordance with the terms and conditions provided for by the legal and regulatory provisions in force. Any shareholder participating in the meeting by these means will be considered as present for the calculation of the quorum and the majority. This decision is communicated in the notice of meeting published in the Mandatory Legal Announcements Bulletin ("BALO").

Shareholders who use the electronic voting form on the website set up by the meeting's coordinator for this purpose within the required timeframe are considered to be shareholders present or represented. The electronic form can be entered and signed directly on this site by any process decided by the Board of Directors and meeting the conditions defined by the legislative and regulatory provisions in force, which may consist in particular of a username and password.

The owners of shares who are not domiciled in France may be represented by an intermediary registered in accordance with the requirements prescribed by the legislation and regulations currently in effect. In the event of a division of the ownership rights in a share, the holder of the right to vote may attend or be represented at the meeting without prejudice to the right of the beneficial owner to participate at all General Meetings. Joint shareholders may be represented as specified in Article 12. However, the right to participate in General Meetings shall be conditioned on the registration of the name of the shareholder or of the registered intermediary described hereinabove in the registered share accounts maintained by the Company or its agent, or in the bearer accounts maintained by the approved intermediary, on the second working day prior to the General Meeting at zero hours (Paris time). The registration of securities within the time period stipulated in the previous paragraph must be carried out either in the registered share accounts maintained by the Company, or in the bearer accounts maintained by the approved intermediary. These formalities must be carried out under the conditions set by current legislation.

Every shareholder who owns shares of a particular class shall be entitled to participate in the Shareholders' Special Meetings for such class, in accordance with the requirements specified herein above. For the purposes of calculating the quorum and the majority, shareholders who participate in the General Meeting by videoconference or by means of telecommunications allowing them to be identified and in accordance with the applicable laws and regulations shall be considered present, provided the Board of Directors has decided on the use of such means of participation before the General Meeting was convened."

05 FINANCIAL AND ACCOUNTING INFORMATION

5.1 Comments on the fiscal year

5.1.1 Highlights of the fiscal year

Comparability of the financial statements compared with the previous fiscal year

Several factors affect the comparability of the financial statements with the previous fiscal year:

- Given the contribution of the Multiservices division to Elior Group on April 18, 2023, the Multiservices segment is considered as a "discontinued" activity in the 2022–2023 financial statements, and the net profit of this activity is presented on a single line of the income statement "Income net of tax from discontinued activities or those being disposed" (and also for the previous fiscal year, so that the periods presented are comparable, in accordance with IFRS 5).
- In view of the size of the aforementioned transaction, and the accompanying changes to the Group's governance, the Group is modifying the way segment information is presented, whereby the Environmental Services business is reported in two operating segments: Recycling and Public Sector Services.
- Ecore was consolidated for 12 months during the fiscal year ended September 30, 2023, whereas it was only consolidated from December 17, 2021 (acquisition date) to September 30, 2022 for the previous fiscal year.
- Eight recycling centers were sold to the Riva Group on January 2, 2023 in line with the commitments made to the European Commission to obtain authorization to acquire Ecore. In 2022, the revenue generated by these sites corresponded to approximately 4% of the Group's revenue in 2022.

Multiservices division contribution to the Elior Group

On March 6, 2023, the Group announced that the memorandum of understanding and the contribution agreement for its Business Services division had been signed with Elior Group. This was unanimously approved by the Boards of Directors of the Elior Group and Derichebourg following a notification and consultation process with employee representative bodies in both groups. It also confirms the financial terms of the transaction as communicated on December 20, 2022.

Elior Group's Combined General Meeting, held on April 18, 2023, approved almost unanimously (99.9%) the contribution of the Derichebourg Multiservices division, headed by Boris Derichebourg, to Elior Group, and the remuneration of this contribution of €452.9 million through the issue of 80,156,782 new Elior Group shares, which ultimately give Derichebourg a 48.31% stake in Elior Group, given the stake previously held (24.3%). Derichebourg did not take part in the vote on this contribution and its remuneration.

The General Meeting also approved the proposed amendments to the bylaws and appointments of directors, in order to implement the governance agreement signed between Elior Group and Derichebourg, which aims to meet the highest standards of governance in terms of balance and independence over the long term.

Derichebourg has thus created a new international leader in contract catering and multiservices.

This new French leader combines Derichebourg Multiservices' operational excellence and experience with Elior Group's extensive international customer portfolio. The new group has a well-balanced profile thanks to the diversified multiservice business and an enriched offering, meaning that it can now propose integrated solutions and complementary sales to all its customers.

The new entity will benefit from a comprehensive range of services for businesses and local authorities in collective catering, soft facility management (cleaning, reception, green spaces), hard facility management (energy efficiency, public lighting), security, as well as in HR and temporary employment services and aeronautical subcontracting.

It will create value for Derichebourg shareholders.

Derichebourg is refocusing on its environmental expertise, with a strategic stake in this new international leader. Derichebourg is a world leader in metal waste recycling and a benchmark player in household waste collection (3.6 billion in revenue in 2023, €335 million in EBITDA in 2023, 6,000 employees). It also holds a 48.31% stake in Elior Group (€5.2 billion in pro forma revenue in 2022, pro forma adjusted EBITDA (1) of €235 million in 2023, 133,000 employees), an international leader in contract catering and multiservices.

Based on an analysis of the provisions of the governance agreement signed on April 17, 2023, Derichebourg considers that it does not control Elior Group within the meaning of IFRS 10, and will continue to account for its share of Elior Group's net profit (loss) (equity method).

In the first half of the 2022–2023 fiscal year, the equity method was 24.3%. From the second half of the year, it was 48.31%.

In the second half of the year, Derichebourg recorded a profit of €50.7 million (2), corresponding to the difference between the value of the 80,156,782 Elior Group shares received on April 18, 2023 (€253.7 million) and the value in the consolidated financial statements of the assets and liabilities of the Multiservices business. Since Elior Group shares are listed, IFRS 13.77 requires the market value of the shares received to be used as the value of the asset sold.

Fulfillment of asset disposal commitments made to the European Commission

In order to respond to the European Commission's competition concerns and to obtain a favorable decision in Phase 1 during the acquisition of the Ecore group on December 17, 2021, Derichebourg Group proposed a series of commitments including, in particular, the divestiture of four recovery sites equipped with a shredder as well as four metal waste collection sites.

(1) taking into account the full-year Multiservices 2023 EBITDA
(2) net of disposal costs recognized as expenses

The Group conducted a process to select buyers for each of the sites concerned. It selected a bidder, the Italian steel company Riva, which has undertaken to take over all the sites subject to disposal commitments. The legal documentation was signed on June 15, 2022, and immediately sent to the European Commission.

The various competent merger control authorities have approved this sale. The European Commission approved the Riva Group as purchaser on November 7, 2022.

The sale of eight sites to the Riva group took place on January 2, 2023.

In 2022, the revenue generated by the eight sites sold corresponded to approximately 4% of the Group's 2022 reported revenue and 2022 EBITDA.

The profit before tax from this asset disposal was +€12.6 million, recognized under "Other operating income and expenses."

Change in the economic environment compared with the previous fiscal year

From May/June 2022 onwards, economic expectations deteriorated in Europe, driven by rising energy costs as a result of reduced supplies of fossil fuels from Russia following the invasion of Ukraine.

The increased gas prices led to a sharp increase in the electricity spot price and forward price due to the European mechanism for setting electricity prices.

The Group's scrap customers, which are electro-intensive, scaled down their production rates from summer 2022, so as not to be overly penalized by these historically high electricity costs. Spot prices only returned to sustainable levels in the spring of 2023.

Rising energy and food prices triggered an inflationary cycle. The policy pursued by central banks to combat inflation, which was spreading throughout the economy, resulted in a historic rise in interest rates (+400 bp over 18 months in Europe), provoking the desired effect, i.e. a slowdown in economic activity. This slowdown was premature for the end industries to which the Group is indirectly exposed:

- automotive for supplies;
- long steels for construction; and
- general economic activity,

which resulted in a decrease in the underlying volume of tons sold, of around 11.5% for ferrous scrap metals and 9% for non-ferrous metals, partially offset by the consolidation of Ecore over 12 months this year, compared with 9.5 months last year.

In addition, Turkey provided little support for the ferrous scrap metal market over the fiscal year (steel production down 14% compared with the previous fiscal year).

5.1.2 Group results

In millions of euros	2023	2022 [3]	Change %
Revenue	**3,621.3**	**4,348.0**	**(16.7%)**
Recurring EBITDA[1]	**334.8**	**459.3**	**(27.1%)**
in % of revenue	*9.2%*	*10.6%*	
Recurring operating profit[2]	**184.9**	**328.0**	**(43.6%)**
in % of revenue	*5.1%*	*7.5%*	
Ecore post-acquisition restructuring costs		(3.5)	
Impact of change in consolidation method 2 entities held with Ecore		1.4	
Costs linked to the preparation of the Ecore acquisition		(5.7)	
Net gain on disposal of "remedy" assets	12.6		
Veolia dispute	(3.7)		
Net profit (loss) from transferring the Multiservices business to Elior Group	50.7		
Others	0.2	(0.3)	
Operating profit (loss)	**244.7**	**319.9**	**(23.5%)**
Net financial expenses	(29.6)	(20.2)	
Foreign exchange and other gains and losses	(1.6)	5.5	
Profit (loss) before tax	**213.5**	**305.1**	**(30.0%)**
Income tax	(44.0)	(83.3)	
Income from associates	(37.7)	(2.1)	
Net profit (loss) from continuing operations	**131.8**	**219.8**	**(40.0%)**
Income net of tax from discontinued activities or those being disposed	5.6	19.2	
Consolidated net profit (loss)	**137.4**	**238.9**	**(42.5%)**
Attributable to shareholders	136.9	237.6	
Attributable to non-controlling interests	0.5	1.4	

(1) Recurring EBITDA = Recurring operating profit (loss) + depreciation and amortization on tangible and intangible assets, net of reversals.
(2) Recurring operating profit (loss) = Operating profit (loss) +/- non-recurring income and expenses
(3) Restated following the reclassification of net profit after tax from the Multiservices activity to the income from discontinued operations

Consolidated revenue

Consolidated revenue for the 2022–2023 fiscal year amounted to €3.6 billion, down by 16.7% compared to the restated revenue of the previous fiscal year. This decrease is mainly due to the revenue decline in the Recycling division (down 17.8%), partly offset by a 10.9% increase in the Public Sector Services division's revenue.

In millions of euros	2023	2022 (1)	Change
Recycling	3,428.3	4,171.7	(17.8%)
Public Sector Services	183.0	165.1	+10.9%
Holding companies	10.0	11.1	(10.4%)
Total Group revenue	**3,621.3**	**4,348.0**	**(16.7%)**

(1) restated following the reclassification of the Multiservices business as "discontinued" in accordance with IFRS 5, and following the presentation of new operating segments

Recurring EBITDA

Recurring EBITDA for the fiscal year amounted to €334.8 million, down by 27.1% compared to last year. Lower volumes of ferrous scrap metal and non-ferrous metals sold, lower unit margins (both for ferrous scrap metal and non-ferrous metals), and higher energy-related costs in the Recycling business account for most of this decrease.

Recurring operating profit (loss)

After taking into account €149.9 million in depreciation over the fiscal year, net of reversals, recurring operating profit amounted to €184.9 million, down 43.6% compared with the previous fiscal year.

The main non-recurring items are:

- a non-cash gain of €50.7 million on the sale of the Multiservices business to Elior Group, paid for in shares;
- a net capital gain of €12.6 million on the sale of eight Recycling centers to the Italian group Riva, in connection with the implementation of the divestment commitments made to the European Commission;
- an expense of €3.7 million linked to an unfavorable ruling by the Court of Cassation, which overturned the appeal ruling in a dispute between the Veolia group and various Poly-Environnement subsidiaries concerning the reliability of information reported in 2013 and 2014 regarding payroll costs relating to contracts up for renewal.

Operating profit (loss)

Operating profit amounted to €244.7 million, down 23.5% compared with the same period last fiscal year.

Profit (loss) before tax

After taking into account €29.6 million in financial expenses (up €9.4 million), and other net financial expenses of €1.6 million, the Group's profit before tax amounted to €213.5 million, a drop of €91.6 million or 30.1% on the previous year.

Income from associates

Income from associates was a net expense of €(37.7) million. It includes an expense of €(39.4) million in respect of Elior Group's share of profit for the fiscal year. Elior Group's share of profit is 24.36%, or -€5.6 million for the first half of the year, and 48.31% for the second half, or -€33.8 million.

Income net of tax from discontinued activities

The Multiservices business' contribution to net profit (loss) for the first half of 2022–2023, and for the full fiscal year 2021–2022, is shown under "Income net of tax from discontinued activities or those being disposed," in accordance with IFRS 5.

Consolidated net profit (loss)

After taking into account a corporate income tax charge of €44 million, resulting in an effective tax rate of 27.5% on profit (loss) before tax, restated for the €53.7 million capital gain on the transfer of the Multiservices division to Elior Group, the consolidated net profit was €137.4 million, €136.9 million of which going to the shareholders of the consolidating entity (down 42.4% on the previous year).

5.1.3 Recycling business

In millions of euros	2023	2022 [1]	Change %
Revenue	**3,428.3**	**4,171.7**	**(17.8%)**
Recurring EBITDA	**315.8**	**445.8**	**(29.2%)**
in % of revenue	*9.2%*	*10.7%*	
Recurring operating profit (loss)	**184.9**	**332.1**	**(44.3%)**
in % of revenue	*5.4%*	*8.0%*	
Ecore restructuring costs post-acquisition		(3.5)	
Impact of change in consolidation method 2 entities held with Ecore		1.4	
Net gain on disposal of "remedy" assets	12.6		
Others			
Operating profit (loss)	**197.5**	**329.9**	**(40.1%)**

(1) restated following the reclassification of the Multiservices business as "discontinued" in accordance with IFRS 5, and following the presentation of new operating segments

Revenue for the Recycling division came to €3,428.3 million, down 17.8% compared to last year.

The tonnages sold and the associated revenue changed as follows:

In thousand metric tons	2023	2022	Change
Ferrous scrap metal	4,686.6	4,972.7	(5.8%)
Non-ferrous metals	770.4	812.5	(5.2%)
Total volumes	**5,457.0**	**5,785.2**	**(5.7%)**

In millions of euros	2023	2022 [1]	Change
Ferrous scrap metal	1,646.2	2,114.9	(22.2%)
Non-ferrous metals	1,605.1	1,877.3	(14.5%)
Services	177.0	179.6	(1.4%)
Total Recycling revenue	**3,428.3**	**4,171.7**	**(17.8%)**

(1) restated following the reclassification of the Multiservices business as "discontinued" in accordance with IFRS 5, and following the presentation of new operating segments

The Ecore Group was acquired on December 17, 2021. It is consolidated in the Derichebourg Group financial statements over 9.5 months for the 2021–2022 fiscal year and over 12 months for the 2022–2023 fiscal year. Following the disposal commitments made to the European Commission, eight recycling sites were sold on January 2, 2023 to Italian steelmaker Riva, four of which were equipped with shredders. There is a commitment to supply these shredders for a period of up to 18 months after said disposals.

The impact of these events on volumes is as follows:

in thousands of metric tons	9-30-22	Ecore full-year effect	"Remedies" effect	Other effects (including market)	9-30-2023	Ecore full-year effect	"Remedies" effect	Other effects (including market)
Ferrous scrap metal	4,972.7	436.9	(154.8)	(568.2)	4,686.6	8.8%	(3.1%)	(11.4%)
Non-ferrous metals	812.5	50	(17.6)	(74.5)	770.4	6.1%	(2.2%)	(9.2%)
Total	**5,785.2**	**486.9**	**(172.4)**	**(642.7)**	**5,457.0**	**6.4%**	**(3.0%)**	**(11.1%)**

Ferrous scrap metal

The volume of ferrous scrap metal sold by the Group decreased by 5.8%. Taking into account the full-year consolidation of Ecore and the asset disposals completed in January 2023, the decline in activity is around 11.4%. By way of comparison, the trend in steel production over the same period in areas to which the Group delivers a significant proportion of its ferrous scrap metals is as follows:

- European Union: -11.5%;
- Turkey: -14%;

As blast furnaces generally have a stable output, we can estimate that the decline in electric steel mill production is greater than these figures.

The start of the fiscal year was marked by abnormally high electricity prices across countries in Europe, especially in France. Against this backdrop, steelmakers in the electrical sector cut back on production. The upturn in production traditionally seen at the end of the winter did not occur this year, as the end industries (construction, infrastructure, etc.) had little need, penalized by the monetary policy of raising interest rates to combat inflation.

Against this backdrop, ferrous scrap metal prices fell over the fiscal year, although prices are still relatively good in relation to sales volumes. This is due to the scarcity of ferrous scrap metal supply. Over the fiscal year, the average price of ferrous scrap metal sold dropped 17.4%, by €74/t.

Overall, revenue from sales of ferrous scrap metal was €1,646.2 million, down by 22.2%.

Non-ferrous metals

The volume of non-ferrous metals sold has decreased by 5.2%.

Taking into account changes in the scope of consolidation and base effects, the underlying volume of non-ferrous metals sold fell by 9.2%.

All metals — with the exception of lead (a second lead ingot refining furnace was opened in Spain in summer 2022) and to a lesser extent, copper — saw their underlying volume trend downwards.

- Aluminum, the main family in terms of volumes sold: volumes were down 7%. Demand for aluminum (excluding ingots) collected by the Group has been particularly hard hit by soaring electricity costs, as aluminum production is energy-intensive. Sales of aluminum ingots were down 5%, as one of the furnaces at the Lomme refinery was under maintenance for part of the fiscal year.
- Stainless steel: volumes of stainless steel scrap were down 11% on the previous fiscal year. Weak production at specialized European steel mills, which are suffering from competition from Indonesian nickel, explains this decline.
- Copper: volumes remain steady (+2%). The Group is reaping the benefits of its investments in its first copper cable shot-blasting line, and this metal is sought after in the context of the energy transition.
- Brass and zinc fell by 13% and 15% respectively.
- The volumes of lead sold increased by 4%.
- Miscellaneous metals (zorba, low-grade metals) were also down.

Prices for all metals were down on last year, reflecting lower demand and speculative prices for certain metals in the spring of 2022, when Russia invaded Ukraine.

Overall, non-ferrous metals revenue amounted to €1,605.1 million, down 14.5% on the previous fiscal year.

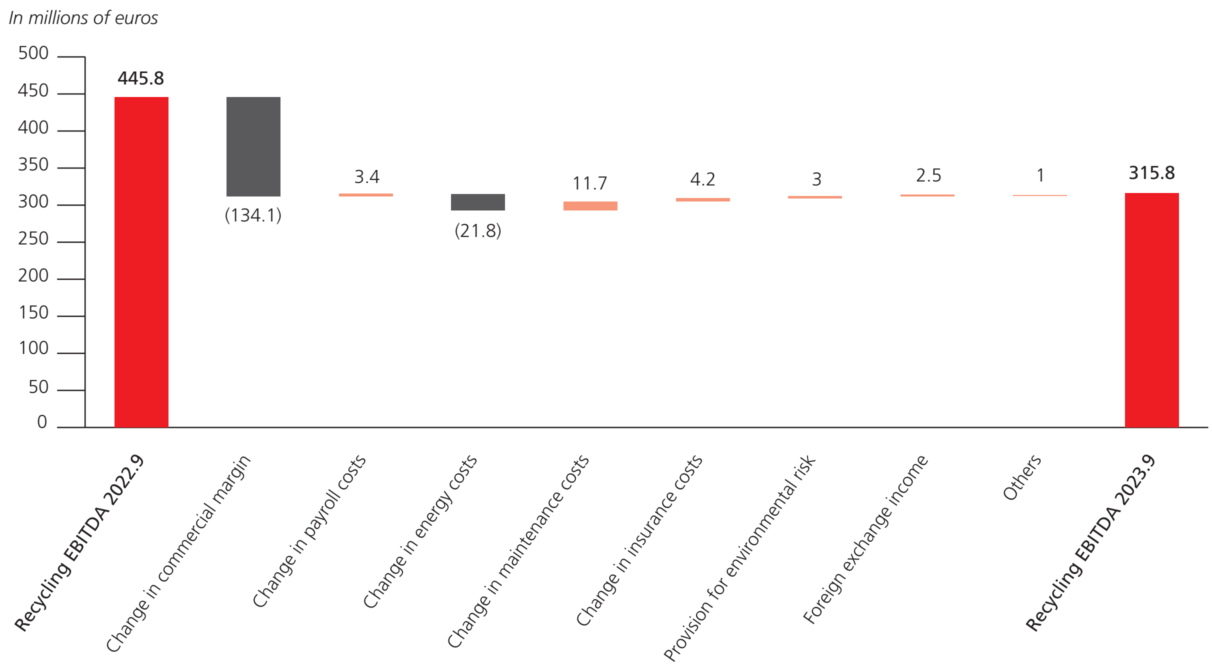
Services

Revenue from Recycling services was fairly stable, down very slightly (1.4%). This item includes services for: processing WEEE and collecting general industrial waste, and some steel-related and factory services.

Recurring EBITDA

Recurring EBITDA for the Recycling business amounted to €315.8 million, down €130 million or 29.1% compared to last year.

The consolidation of Ecore over 12 months this year, and 9.5 months last year, affects data comparability.



Unit margins back to more usual levels

In addition to the decline in ferrous scrap metal and non-ferrous metal sales volumes detailed above, unit margins are lower than last year's record levels. Over the 2022–2023 fiscal year, however, unit margins remained higher than the Group's historical average unit margins.

Unit margins fell from 11% to 12%, for both ferrous scrap metals and non-ferrous metals.

Taking into account the drop in both volumes and unit margins, the Group's sales margin was down by around €134 million compared to the previous fiscal year. The unit margin effect is greater than the volume effect.

Electricity cost increases

Of the €21.8 million rise in energy costs, €19 million was due to higher electricity costs. This €19 million rise in electricity costs is due solely to the contribution of entities located in France. The Group's electricity supply contracts stipulated that the price for 2023 would be set before October 31, 2022. The wholesale price of electricity rose to an all-time high in the summer of 2022, before falling back very gradually thereafter. This was due to the increased gas price (the European mechanism for setting electricity prices means in practice that it is the price of gas that determines the price of electricity in a large proportion of electric consumption) combined with a high-risk premium for French electricity at that time due to the number of nuclear power plants under maintenance during the winter of 2022–2023. These contracts, signed on unfavorable terms (average price above €380/MWh), expire on December 31, 2023, and the prices already set for the subsequent contracts in 2024 will almost totally cancel out this cost increase.

Other changes in expense items

Other significant changes in expense items to be noted:

- savings of €11.7 million on maintenance costs, thanks both to lower volumes being processed by the Group, and the sale of four shredders on January 2, 2023;
- savings of €3.4 million on personnel costs, despite the high inflationary environment, following the implementation of post-acquisition synergies with Ecore, and the reduction of variable remuneration elements in the context of weaker results than last year;
- savings of €4 million on insurance premiums, thanks to the scale effects of the Ecore acquisition, and the lack of claims assumed by the Group's reinsurance captive;
- no provision for environmental risks, compared with a €3 million provision last year.

Recurring operating profit (loss)

Depreciation of fixed assets rose by €16.9 million, reflecting increased investment in the Recycling business.

Recurring operating profit from Recycling activity amounted to €184.9 million, down €147.2 million, i.e. 44%.

Operating profit from Recycling activity amounted to €197.5 million, down by €132.4 million.

5.1.4 Public Sector Services business

In millions of euros	2023 12 months	2022 (1) 12 months	Change %
Revenue	**183.0**	**165.1**	**+10.9%**
Recurring EBITDA	**30.5**	**25.2**	**+20.7%**
in % of revenue	*16.6%*	*15.3%*	
Recurring operating profit (loss)	**13.9**	**10.4**	**+33.9%**
in % of revenue	*7.6%*	*6.3%*	
Veolia dispute	(3.8)		
Operating profit (loss)	**10.0**	**10.4**	**(3.1%)**

(1) restated following the reclassification of the Multiservices business as "discontinued" in accordance with IFRS 5, and following the presentation of new operating segments

Change in revenue

The contribution to consolidated revenue of the Public Sector Services division increased 10.9% to €183.0 million. The increase in revenue is due to the start of new door-to-door household waste collection contracts in Paris, with a higher volume of business than the previous contract. To a lesser extent, this is also explained by the opening of an agency in Loire-Atlantique, with two new contracts.

Revenue in Canada was stable at €30 million.

Change in recurring EBITDA

The improvement in EBITDA for Public Sector Services is mainly due to the contribution of the various entities operating in the Paris region, and in particular those operating within the Paris city limits. In the previous fiscal year, these subsidiaries were penalized by revenue that took into account the volume collected in 2021, which was impacted by the COVID-19 crisis. Since September 2022, the revenue billed monthly for Paris contracts has been a flat rate, which presents less risk for the company. Recurring EBITDA for the Canadian entity improved by €0.6 million.

Recurring operating profit (loss)

Depreciation on fixed assets amounted to €16.6 million, a €1.7 million increase, reflecting the level of business development achieved.

Recurring operating profit stood at €13.9 million, up by €3.5 million, i.e. +33.9% compared to last year.

The recurring operating profit (loss) to revenue ratio came to 7.6%, up by more than 130 bp. With this ratio, one of the highest in the industry, Poly-Environnement demonstrates its selective commercial approach, focusing on contracts that offer innovative technical solutions and a high level of service.

5.1.5 Holding companies

In millions of euros	2023 12 months	2022 [1] 12 months	Change	Change %
Revenue	**10.0**	**11.1**	**(1.1)**	**(10.4%)**
Recurring EBITDA	**(11.5)**	**(10.8)**	**(0.7)**	**(6.5%)**
in % of revenue	*na*	*na*		
Recurring operating profit (loss)	**(13.8)**	**(13.4)**	**(0.4)**	**(2.9%)**
in % of revenue	*na*	*na*		
Net profit of the liquidation of a subsidiary in Italy	0.1			
Net profit (loss) from transferring the Multiservices business to Elior Group	50.7			
Costs linked to the preparation of the Ecore acquisition		(5.7)		
Others	0.2	(0.2)		
Operating profit (loss)	**37.2**	**(19.4)**	**56.5**	**na**

(1) restated following the reclassification of the Multiservices business as discontinued in accordance with IFRS 5, and following the presentation of new operating segments

The contribution to consolidated revenue essentially corresponds to the invoicing of shared services to the entities of the former Multiservices division. Since this division became part of Elior Group, these services have been regulated by two Transitory Services Agreements.

In accordance with IFRS 13.77, the 80,156,782 Elior Group shares received as consideration for the transfer of Derichebourg Multiservices to Elior Group were valued at the market price of the transaction date (closing rates of €3.1640/share on April 18, 2023), as Elior Group is a listed company. The sale of the Multiservices business generated profit of €50.7 million, net of costs incurred in connection with the sale that cannot be included in the cost price of Elior shares.

Comments on Elior Group's results

Derichebourg holds 48.31% of Elior Group share capital. Given the provisions of the governance agreement, Derichebourg does not control Elior Group within the meaning of IFRS 10. Elior's results are accounted for using the equity method on the "Income from associates" line, at 24.36% of net profit (loss) for the first half of the fiscal year (-€5.6 million), and 48.31% in the second half (-€33.8 million), i.e. a total loss of -€39.4 million over the fiscal year.

Elior Group published its 2022–2023 results on November 22, 2023. Complete financial information can be found in Elior Group's financial communication.

Elior Group's underlying results for the fiscal year ended September 30, 2023 were as follows:

in millions of euros	2023	2022
Revenue	5,223	4,451
Cost of raw materials	(1,656)	(1,444)
Personnel expenses	(2,773)	(2,349)
Personnel expenses related to share-based remuneration plans	(6)	(3)
Other operating expenses	(491)	(472)
Taxes and duties	(92)	(78)
Current operating amortization, depreciation and provisions	(152)	(156)
Net charge on intangible assets recognized in consolidation	(20)	(18)
Recurring operating profit (loss) from continuing operations	**33**	**(69)**
Other non-recurring operating income and expenses	(81)	(309)
Operating profit (loss) from continuing operations including the share of profit from associates	**(48)**	**(378)**
financial expenses	(88)	(59)
financial income	10	33
Profit (loss) before tax from continuing operations	**(126)**	**(404)**
Income tax	29	(36)
Net profit (loss) from continuing operations	**(97)**	**(440)**
Attributable to shareholders of the parent company	(93)	(427)
Non-controlling interests	(4)	(13)

Revenue

Elior Group revenue amounted to €5,223 million for the fiscal year ended September 30, 2023, up 17.3% on the previous year (€4,451 million). Organic growth was 11.2%, with a 6% scope effect (consolidation of Derichebourg Multiservices as of April 18, 2023, and discontinuation of the Preferred Meals business in the USA).

Contract catering revenue was €4,151 million, up 7.8%.

Multiservices revenue stood at €1,056 million, up 80% (organic growth of 3.6% with the remainder due to the consolidation of Derichebourg Multiservices).

Pro forma revenue (consolidating Derichebourg Multiservices over 12 months) amounted to €5,760 million, up 10.7% compared to the previous fiscal year (also including the revenue of Derichebourg Multiservices n-1 over 12 months).

Recurring operating profit (loss) from continuing operations

Recurring operating profit (loss) from continuing operations was + €33 million, compared to -€69 million last year, an improvement of €102 million.

The combined effect of volume and price increases almost offset the impact of inflation. In addition, operating efficiency gains, including €7 million in synergies, the voluntary exit from loss-making contracts, the discontinuation of loss-making activities (in particular Preferred Meals in the USA), and acquisitions (Derichebourg Multiservices) all contributed to the turnaround in operating profitability. Lastly, net business development (excluding voluntary departures) was also profitable, despite additional start-up costs on a limited number of catering contracts in France and Italy. These difficulties are now almost resolved, except for one contract, which is still under negotiation. Significant cost savings were implemented by the new management team in the second half of the year.

Net non-recurring operating expenses amounted to €81 million, compared to €309 million in 2021–2022. They included €47 million in goodwill impairment relating to Contract catering in France and Spain, €22 million in restructuring costs, and €10 million in costs related to the acquisition of Derichebourg Multiservices.

The net financial loss was -€78 million, compared with -€26 million the previous fiscal year, which included a positive foreign exchange result. Rising interest rates explain most of the increase in net expense.

Income tax expense was €29 million, compared with €36 million last year. This included deferred tax income of €40 million in France. In addition, the CVAE (Company Value Added Tax) rate in France was reduced by 50% as of January 1, 2023.

Taking into account the above items, net income attributable to the owners of the parent represented a loss of -€93 million, compared to -€427 million in 2021–2022.

Net debt

Net financial debt stood at €1,393 million, compared with €1,217 million. The main items explaining the change are:

	(in millions of euros)
Net debt as at September 30, 2022	**1,217**
Free cash flow	58
Financial expenses	66
Acquisitions	21
Others	31
Net debt as at September 30, 2023	**1,393**

	2023	2022
EBITDA	206	108
Acquisition and disposal of tangible and intangible assets	(77)	(64)
Change in working capital requirement	(66)	(37)
Other non-recurring income and expenses with an impact on cash	(40)	(46)
Other flows with no impact on cash	5	5
IFRS 16 rents paid	(77)	(76)
Operating free cash flow	**(49)**	**(110)**
Taxes received/paid	(9)	(14)
Free cash flow	**(58)**	**(124)**

Elior Group's shareholders' equity amounted to €846 million at September 30, 2023.

Derichebourg SA

The main role of Derichebourg SA – the Group's parent company – is to act as a holding company for the Group's parent-holding companies (Derichebourg Environnement and Poly-Environnement). It also holds shares in Derichebourg Immobilier, the direct or indirect owner of the Group's real estate, and in Derichebourg Ré, a captive reinsurance subsidiary, created during the 2020-2021 fiscal year. In addition, it acts as the Group's central corporate treasury and holds the syndicated loan agreements, the Green Bond and most of the medium-term loans. Derichebourg SA is also the parent company of the French tax consolidation Group.

Main Company data:

In millions of euros	2023	2022
Revenue	1.9	2.1
Operating profit (loss)	(12.9)	(7.8)
Net financial profit (loss)	31.1	8.0
Recurring profit (loss)	18.2	0.2
Non-recurring profit (loss)	370.5	0.4
Corporate income tax	6.9	5.8
Net profit (loss)	**395.6**	**6.4**

Revenue is stable compared to the previous fiscal year. It consists of expenses re-billed to subsidiaries (mainly strategic assistance agreements and brand royalties). Operating expenses increased as a result of fees for preparing the Ecore acquisition.

Net financial profit (loss) consisted of dividends received from subsidiaries (including: Derichebourg Multiservices: €17.8 million prior to the contribution to Elior Group; Derichebourg Environnement: €6.4 million; Derichebourg Immobilier: €5.3 million; DBG Holding GmbH: €3.5 million)

Non-recurring profit amounted to €370.5 million. It comprises the capital gain recorded on Derichebourg Multiservices shares at the time of their contribution to Elior Group for a value of €452.9 million at April 18, 2023.

Corporate income tax, calculated within the framework of the tax consolidation system, represents income of €6.9 million.

Net profit was €395.6 million.

In accordance with Article L. 441-6-1 of the French Commercial Code, the payment schedule for Derichebourg's trade payables is shown below:

In millions of euros	Due	Not yet due	Total
Non-Group trade payables		0.11	0.11
Intra-Group trade payables		1.7	1.7
Total			1.8
Outstanding invoices		3.1	3.1
Total trade payables and related accounts Derichebourg SA	**0**	**4.6**	**4.9**

The holding company does not have significant receivables relating to third parties outside the Group (see schedule of receivables and payables presented in section 3.4 of the notes to the parent company financial statements).

Furthermore:

- none of the expenses referred to in Article 39-4 of the General Tax Code were incurred over the fiscal year;
- the Company did not incur any research and development costs. The Group's research and development activities are detailed in 1.2.4;
- the following investments were made and thresholds crossed during the course of the fiscal year:
  - upwards: Elior Group SA (crossing the 25% and 30% thresholds): on March 21, 2023, Derichebourg obtained a waiver from the French Financial Markets Authority of the obligation to file a draft public offer for the shares of Elior Group in return for its commitment not to take part in the vote on the transfer of the Multiservices division and the remuneration for the same at the Extraordinary General Meeting of April 18, 2023,
  - upwards: Poly-Environnement SAS (all thresholds from 0 to 100% crossed): as part of the preparations to transfer Derichebourg Multiservices to Elior Group, the shares in Poly-Environnement, previously held by Derichebourg Multiservices, were sold to Derichebourg SA,
  - downwards: LSL (crossing of all thresholds from 80% to 0%).

5.1.6 Financing and changes in debt

There was no significant change in the Group's financing structure during the fiscal year.

On June 7, 2021, Derichebourg launched the presentation of a "green" bond issue of €300 million with qualified investors, governed by the law of the State of New York. During this issue, the rating agencies S&P Global Ratings and Fitch Ratings assigned a BB rating to this issue. On June 10, 2021, the transaction was largely oversubscribed, resulting in an annual coupon of 2.25% for a bond with a maturity of 7 years, redeemable *in fine*. No specific guarantees were granted to bondholders at the time of issue; they rank *pari passu* with the Group's other sources of medium- or long-term financing (syndicated loan, EIB loan, bilateral loans). From January 15, 2022, the interest is payable every six months on January 15 and July 15. The bonds can be redeemed on July 15, 2028 and are listed on the Luxembourg Stock Market.

These bonds cannot be redeemed early until July 15, 2024, and are then redeemable at the following price:

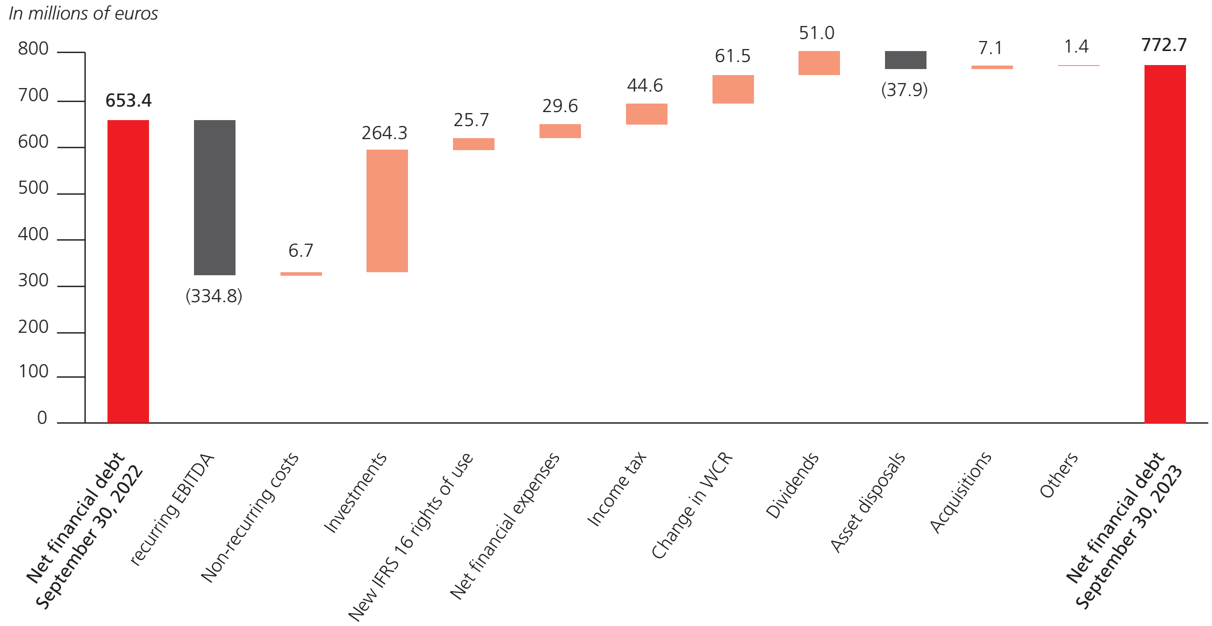
- From July 16, 2024 to July 15, 2025: 101.125%
- From July 16, 2025 to July 15, 2026: 100.5625%
- As of July 16, 2026: 100% 100%

In the event of a change of control of the issuer, the holders have the option to request early redemption at the price of 101%.

The documentation relating to this issue includes commitments in terms of authorized additional debt, the payment of dividends and the like, investments in non-controlled entities or guarantees granted to them, and a ceiling on asset disposals net of reinvestments, events of default, which are individually less restrictive than those appearing in the Group's syndicated loan agreement.

This issue was intended to participate, with the Group's cash flow, in financing the acquisition of Ecore.

The Group's financial debt over the fiscal year changed from €653.4 million to €772.7 million, broken down as follows:



The Group's recurring EBITDA for the fiscal year (€334.8 million) was used to invest €260.5 million in tangible and intangible assets, as detailed in 5.1.7 below. New right-of-use assets (under leases) amounted to €25.7 million.

The €61.5 million increase in working capital requirements was due to lower derecognition of customer invoices in a context of lower activity than the previous fiscal year.

Financial expenses paid came to €29.6 million (up €9 million), and the amount of corporate income tax paid was €44.6 million, or €32.8 million lower than the last year.

Asset disposals amounted to €37.9 million (in line with disposal commitments made to the European Commission).

The dividend paid by the Group in February 2023 amounted to €51 million.

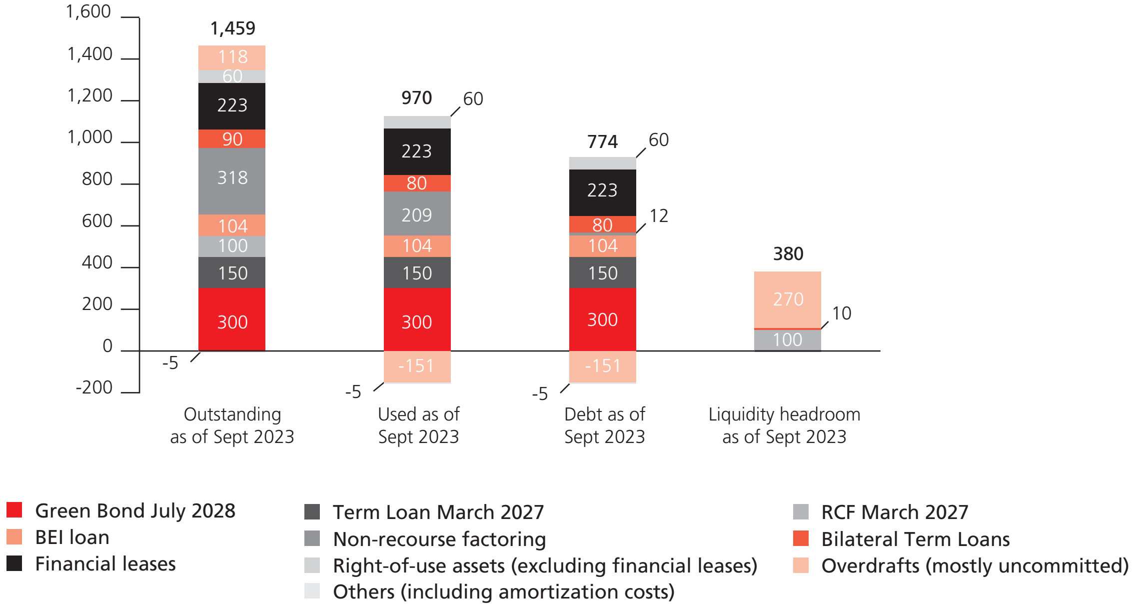
The Group's financial structure is sound, with a leverage ratio (Net Financial Debt/Recurring EBITDA) of 2.31 and a gearing ratio (Net Financial Debt/Shareholders' Equity) of 0.79.

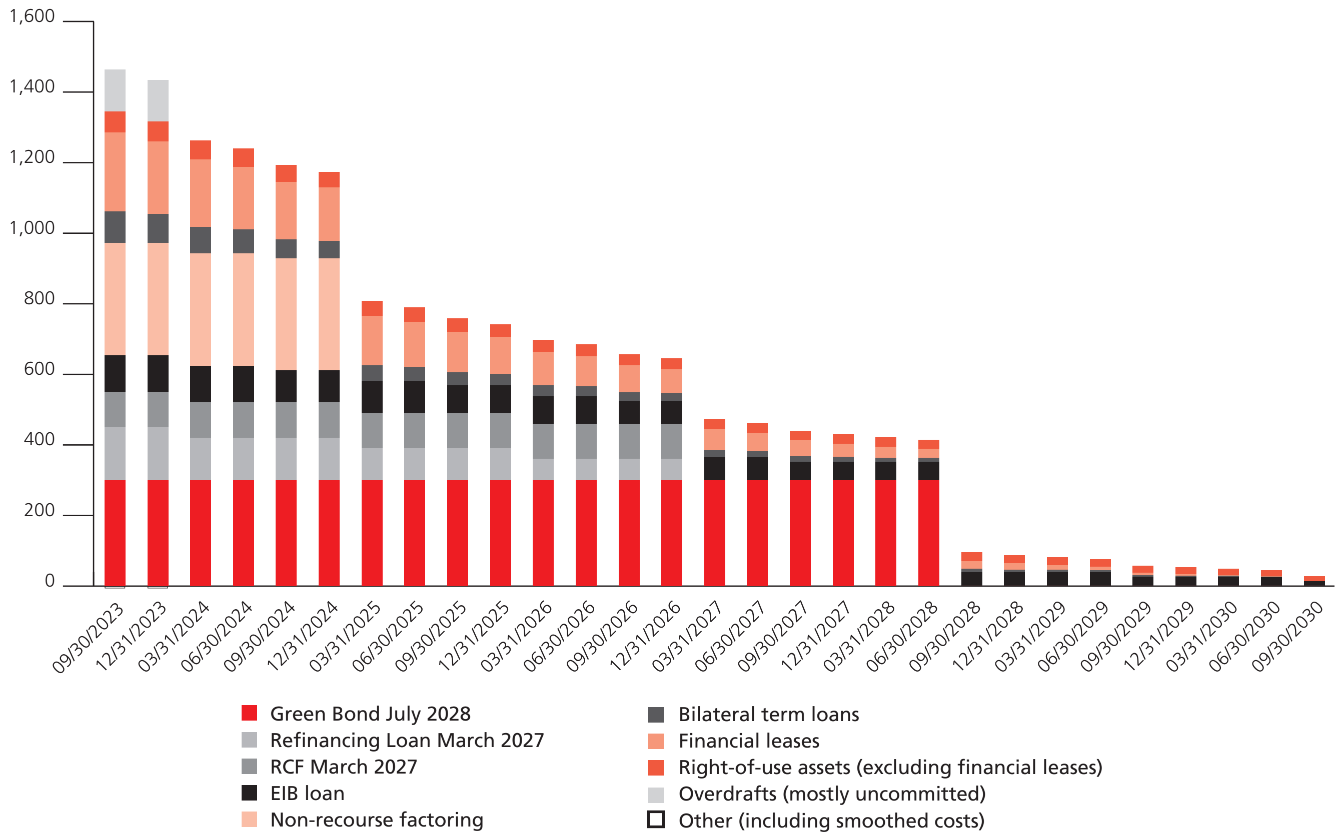
The financing lines available to the Group, their use, their contribution to net financial debt and the margin of maneuver in terms of liquidity and visibility are detailed in the graphs below.

The Group has ample room for maneuver to carry out its investment projects, and good financial liquidity.

Details of the Group's sources of financing, their use and maturity are shown in the graphs below.

In millions of euros





The Group has a good base of long-term lines and is completing discussions with a view to obtaining an agreement in principle to extend its factoring contract by a further year (until December 31, 2025), which is confirmed until December 31, 2024.

5.1.6.1 Cash flow

In addition to the information presented above, the statement of cash flows is presented in section 5.3.3. Further information on the conditions of the Group's lines of financing can be found in section 4.11 of the notes to the consolidated financial statements.

5.1.6.2 Borrowing conditions and financing structure

The financing structure and borrowing conditions are detailed in section 4.11 of the notes to the consolidated financial statements.

At September 30, 2023, the Group was compliant with its various financial covenants and had almost €350 million in undrawn credit lines (excluding undrawn factoring lines, and including non-confirmed lines and the use of cash flow included in the balance sheet).

5.1.6.3 Restrictions on the use of capital

Restrictions on the use of capital are shown in detail in section 4.11 of the notes to the consolidated financial statements.

5.1.7 Investments

5.1.7.1 Objectives pursued

For many years, the Group has had a policy of regular investment, the objectives of which, by sector, are as follows:

Recycling business

- continued expansion of regional coverage;
- better control of sourcing (material flow) by developing a fleet of collection vehicles and reception centers as well as the energy efficiency of this fleet;
- maintaining the high quality of production equipment and standardizing assets;
- development of plants in urban areas and, in a wider sense, compliance with environmental requirements;
- control, where possible, of the land assets of the sites at which the Group operates;
- vertical integration by setting up specific sorting lines in order to keep added value within the Group through more advanced sorting, and to gradually reduce sterile volumes sent to landfill.

Public Sector Services business

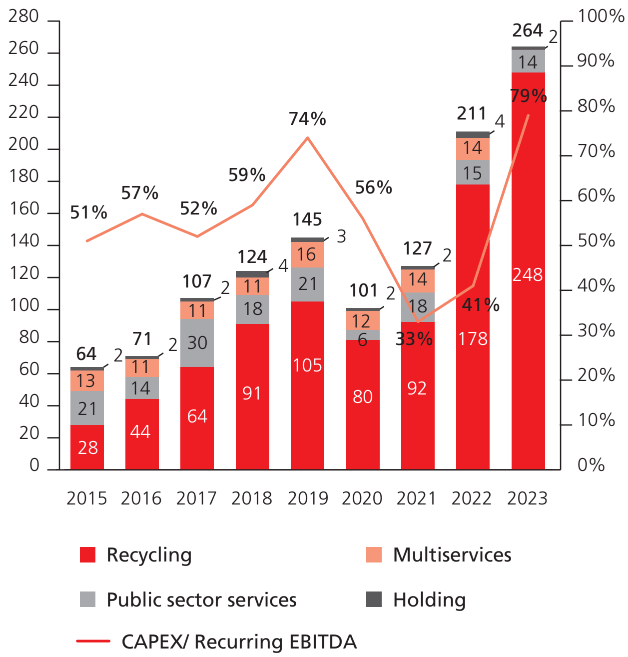
- purchase of the materials required for the start-up of contracts won.

Under the Recycling activity, investments can generally be spread over time, given the general condition and number of tools available to the Group. Therefore, the main determinant of the investment budget is the available EBITDA. The delay of several months between the commitment of investment orders and their actual completion, due to the delivery times of suppliers, should also be taken into account.

The Group has set itself the target of not investing (on a multi-year basis) more than 50% of its recurring EBITDA. At September 30, 2021 and September 30, 2022, the Group was below this ratio (39% and 40% respectively). At September 30, 2023, it was significantly above this ratio for four reasons:

- given the very good results for 2021 and 2022, the early renewal of equipment used (trucks, shovels, cranes, etc.);
- the effect of catching up on a backlog of deliveries that existed at September 30, 2022, due to the disorganization of production at equipment suppliers following the start of the war in Ukraine;
- bringing certain Ecore sites into line with the Group's organizational methods;
- investment in several development projects simultaneously, focusing on quality sorting of certain families of non-ferrous metals, given the associated prospects.

For the coming fiscal year, the Group expects a reduction in investments, and a return to an Investment/EBITDA ratio of less than 50%



5.1.7.2 Main investments

The table below shows the main investments made (recognized in asset accounts, independent of the financing mode, use of equity or finance leasing):

In millions of euros	2023	2022 (1)	2021 (1)
Investments in land or infrastructures	50	34	18
Production equipment	110	82	61
Assets under construction	71	43	18
Others	17	18	4
Recycling subtotal	**248**	**178**	**92**
Collection and cleaning equipment and other related investments	14	15	18
Public Sector Services subtotal	**14**	**15**	**18**
Holding companies subtotal	**2**	**4**	**3**
Total investments in tangible and intangible assets	**264**	**197**	**114**

(1) Data restated for Multiservices business investments

Some significant projects of the year are detailed below:

- acquisition of new land: €18 million (mainly in France);
- renewal or installation of new shears: €17 million;
- ongoing renewal of a shredder: €23 million;
- industrial investments in new treatment processes: €38 million;
- renewal and extension of the fleet of excavators, cranes and loaders: €28 million;
- truck fleet renewal for the recycling business: €11 million;
- opening and refurbishment of recycling centers: €27 million;
- trucks and household waste collection and cleaning equipment: €14 million.

Other investments not detailed above also include, but are not limited to: refurbishing shredders and shears, environmental investments, acquiring forklifts, dumpsters and containers, passenger vehicles, and IT investments.

5.1.7.3 Ongoing investments

Firm orders for investments amount to €75 million, for which deliveries have not yet taken place and invoices have not been received.

5.2 Recent events and outlook

5.2.1 Events occurring after year-end

On November 10, 2023, Derichebourg suffered a cyberattack. The computer network was immediately disconnected as a precaution.

Extensive analyses were carried out with an external service provider, which revealed no evidence of data theft or encryption. Actions were taken to strengthen IT security on networks and workstations. Workstations that had been upgraded to the new configuration were reconnected to the network. The operational activity of subsidiaries in the Recycling and Public Sector Services sectors was not interrupted, although it experienced some disruption. By December 6, 2023, the company's main software products were back in service, and the number of users able to access them is gradually increasing.

5.2.2 Outlook

Significant changes in the trading position, information on trends

The Group remains fully confident in the fundamentals and quality of its strategic positioning:

- the benefits in terms of lower CO_2 emissions and energy consumption of metal production through recycling are now clearly perceived by public authorities and the market. Several projects for the construction of steel mills that can consume ferrous scrap metal should be under construction in the medium term. Ferrous scrap metal will be in great demand over the next few years, and steelmakers want to integrate themselves into recycling industries in order to better control their collection;
- the quality standards of the materials delivered, in particular for non-ferrous metals, are becoming more demanding, which requires more advanced and complex sorting lines. The Group's network, its financial stability and its long-term approach make it ideally suited to meet these challenges;
- a clear strategic positioning in the Public Sector Services business.

The Group is also optimistic for the current fiscal year:

- the first few months of the fiscal year have been in line with the final few months of the last fiscal year: the Group seems to have reached a plateau in terms of volumes processed, which are now comparable with the same months of the previous fiscal year;
- despite weak economic growth, the recent, though limited, increases in ferrous scrap metal prices reflect a shortage of collected materials in relation to the needs of steel mills, particularly for major export markets;
- during the 2023–2024 fiscal year, several production facilities invested in during the 2022–2023 fiscal year will go into production, helping to boost the Group's added value;
- from January 2024, the Group will benefit from new electricity prices in France, which will result in full-year savings of around €15 million, based on equivalent volumes;
- in the Public Sector Services business, revenue is expected to increase slightly, as is profitability measured in terms of EBITDA;
- Derichebourg will also benefit from the improvement in Elior Group's results.

Against this backdrop, the Group has set itself the target of generating recurring EBITDA in excess of €350 million for fiscal year 2023–2024, and of investing less than 50% of this recurring EBITDA in tangible assets.

Profit forecasts

see previous paragraph

5.3 Consolidated financial statements at September 30, 2023

5.3.1 Derichebourg Group consolidated balance sheet as of September 30, 2023

Assets *(in millions of euros)*	Notes	9-30-2023	9-30-2022
Goodwill	4.1	276.1	473.8
Intangible assets	4.1	2.0	5.3
Tangible assets	4.2	838.5	766.3
Rights of use	4.2	274.5	259.0
Financial assets	4.3	5.0	10.7
Interests in associates and joint ventures	4.4	414.8	208.0
Deferred taxes	4.23	23.2	32.0
Other assets	4.5	-	0.5
Total non-current assets		**1,834.2**	**1,755.6**
Inventories	4.6	158.3	185.1
Trade receivables	4.7	305.8	462.2
Tax receivables	4.7	7.4	6.7
Other assets	4.7	105.7	86.9
Financial assets	4.7	11.4	15.5
Cash and cash equivalents	4.8	161.1	323.2
Financial instruments	4.12	1.5	3.0
Total current assets		**751.1**	**1,082.7**
Total non-current assets and groups of assets held for sale	**4.24**	**-**	**40.6**
Total assets		**2,585.3**	**2,878.9**

Liabilities *(in millions of euros)*	Notes	**9-30-2023**	9-30-2022
Share capital	4.9	39.9	39.9
Share premiums		0.8	0.8
Reserves		812.8	640.5
Net profit (loss) for the fiscal year		136.9	237.6
Group shareholders' equity		**990.4**	**918.8**
Non-controlling interests	4.10	2.4	5.0
Total shareholders' equity		**992.8**	**923.8**
Loans and financial debts	4.11	773.6	807.9
Provision for pensions and similar benefits	4.13	28.2	43.2
Other provisions	4.13	31.8	34.8
Deferred taxes	4.23	33.4	32.7
Other liabilities	4.16	4.2	5.0
Total non-current liabilities		**871.2**	**923.6**
Loans and financial debts	4.11	160.2	168.7
Provisions	4.14	14.3	16.3
Trade payables	4.15	390.0	503.0
Tax liabilities	4.15	9.7	6.2
Other liabilities	4.15	144.9	318.6
Financial instruments	4.12	2.2	2.3
Total current liabilities		**721.3**	**1,015.1**
Total liabilities related to a group of assets held for sale	**4.24**	**-**	**16.4**
Total liabilities		**2,585.3**	**2,878.9**

5.3.2 Derichebourg Group consolidated income at September 30, 2023

In millions of euros	Notes	2023	2022 restated (1)
Revenue	4.17	3,621.3	4,348.0
Other revenues from operations		8.7	11.4
Cost of raw materials		(2,420.2)	(2,991.6)
External charges		(521.7)	(553.2)
Personnel expenses	4.29	(318.4)	(308.7)
Taxes and duties		(28.5)	(29.8)
Depreciation		(151.3)	(133.0)
Change in provisions	4.18	(13.0)	(17.6)
Change in inventory: work-in-progress and finished products		1.6	(0.7)
Other operating expenses	4.19	(19.0)	(25.5)
Other operating income	4.19	25.4	28.7
Recurring operating profit (loss)		**184.9**	**328.0**
Other non-recurring expenses		(42.2)	(9.2)
Other non-recurring income	4.20	48.1	-
Gain (loss) on disposal of consolidated companies	4.21	53.9	1.1
Operating profit (loss)	**4.21**	**244.7**	**319.9**
Net financial expenses		(29.6)	(20.2)
Foreign exchange and other gains and losses	4.22	(1.6)	5.5
Profit (loss) before tax	**4.22**	**213.5**	**305.1**
Income tax		(44.0)	(83.3)
Share of profit of associates and joint ventures	4.4	(37.7)	(2.1)
Net profit (loss)	**4.4**	**131.8**	**219.8**
Income net of tax from discontinued activities or those being disposed	4.24	5.6	19.2
Consolidated net profit (loss)		**137.4**	**239.0**
Attributable:			
▫ to shareholders		136.9	237.6
▫ to non-controlling interests		0.5	1.40
Earnings per share: earnings attributable to Company shareholders *(in euros/share)*	4.25		
▫ basic		0.82	1.37
▫ diluted		0.82	1.37
Earnings per share: earnings attributable to shareholders after net income from discontinued or sold operations *(in euros/share)*			
▫ basic		0.86	1.49
▫ diluted		0.86	1.49

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5 (see note 4.24).*

Derichebourg Group consolidated statement of comprehensive income

In millions of euros	2023	2022
Consolidated net profit (loss)	**137.4**	**238.9**
(A) Other comprehensive income from the parent company and its subsidiaries		
Translation differences	(4.3)	13.5
Cash flow hedging	-	-
Taxes on other comprehensive income that can be reclassified to profit or loss	-	-
Items that can be reclassified to the income statement from the parent company and its subsidiaries	**(4.3)**	**13.5**
Restatement of liabilities linked to commitments from defined benefit plans	3.0	7.5
Taxes on other comprehensive income that cannot be reclassified to profit or loss	(0.7)	(1.9)
Items that cannot be reclassified to the income statement from the parent company and its subsidiaries	**2.3**	**5.6**
Total other comprehensive income from the parent company and its subsidiaries	**(2.0)**	**19.1**
(B) Share of associates and joint ventures in other comprehensive income		
Translation differences	(7.1)	10.0
Cash flow hedging	1.0	-
Taxes on other comprehensive income that can be reclassified to profit or loss	(0.3)	-
Share of associates and joint ventures in items that can be reclassified to the income statement	**(6.4)**	**10.0**
Restatement of liabilities linked to commitments from defined benefit plans	-	-
Taxes on other comprehensive income that cannot be reclassified to profit or loss	-	-
Share of associates and joint ventures in items that cannot be reclassified to the income statement	**-**	**-**
Total share of associates and joint ventures in other comprehensive income	**(6.4)**	**10.0**
Total items that can be reclassified to the income statement	(10.7)	23.5
Total items that cannot be reclassified to the income statement	2.3	5.6
Comprehensive income for the period	**129.0**	**268.0**
Of which		
▫ attributable to Company shareholders	128.5	266.6
▫ attributable to non-controlling interests	0.5	1.4

5.3.3 Derichebourg Group consolidated statement of cash flows at September 30, 2023

In millions of euros	Notes	2023	2022 restated [1]
Total consolidated net profit (loss)		137.4	238.9
Consolidated net profit (loss) from discontinued operations or those being disposed		5.6	19.2
Consolidated net profit (loss) from continuing operations		131.8	219.7
Elimination of profit (loss) from associates and joint ventures		37.7	2.1
Non-cash income and expenses:			
Amortization, depreciation and provisions	4.31.1	154.6	128.8
Fair value gains (losses)		1.4	(2.9)
Elimination of gains (loss) on asset disposals		(63.1)	(5.2)
Elimination of dividend income		-	-
Other non-cash income and expenses		-	(0.3)
Operating cash flow after financing costs and income tax		**262.4**	**342.3**
Net interest expense		29.6	20.6
Income tax	4.23	44.0	83.3
Operating cash flow before financing costs and income tax		**336.0**	**446.2**
Changes in working capital requirement related to operations	4.31.2	(61.5)	1.6
Income tax paid		(44.6)	(77.3)
Cash flows from operations generated by discontinued activities		4.4	38.6
Net cash flow from operating activities		**234.3**	**409.1**
Impact of changes in scope		(50.8)	(551.3)
Acquisition of tangible and intangible assets	4.31.3	(164.4)	(129.8)
Acquisition of financial assets		-	-
Change in loans and advances granted		1.4	19.4
Disposal of tangible and intangible assets	4.19	27.0	12.1
Disposal of financial assets		1.3	0.1
Dividends received		1.2	1.1
Cash flow related to investment activities for discontinued operations		(7.0)	(8.4)
Net cash flow from investment activities		**(191.2)**	**(656.9)**
Capital increase		-	-
Proceeds from borrowings	4.31.4	27.1	12.8
Repayment of borrowings	4.31.4	(136.0)	(140.0)
Net financial interest paid		(29.5)	(20.3)
Dividends paid to Group shareholders		(51.0)	(51.0)
Dividends paid to non-controlling interests		(2.2)	(0.8)
Treasury shares		-	-
Factoring	4.11.1.1	(3.5)	(3.5)
Cash flow related to financing activities for discontinued operations		(9.6)	(16.0)
Net cash flow from financing activities		**(204.6)**	**(218.7)**
Impact of foreign exchange rate fluctuations		(2.5)	4.5
Change in cash and cash equivalents		**(164.0)**	**(462.1)**
Cash and cash equivalents at beginning of the period	4.8	316.3	778.3
Cash and cash equivalents at close of the period	4.8	152.3	316.3
Net cash and cash equivalents reclassified following the application of IFRS 5		-	-
Change in cash and cash equivalents		**(164.0)**	**(462.1)**

(1) Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.

5.3.4 Change in Derichebourg Group consolidated shareholders' equity at September 30, 2023

In millions of euros	Capital	Share premiums	Treasury shares	Reserves	Currency translation reserves	Net profit (loss) for the fiscal year	Group shareholders' equity	Non-controlling interests	Total shareholders' equity
Position at September 30, 2021	**39.9**	**0.8**	**-**	**485.6**	**2.9**	**174.0**	**703.1**	**3.8**	**706.9**
Appropriation of prior-year profit	-	-	-	174.0	-	(174.0)	-	-	-
Dividends paid	-	-	-	(51.0)	-	-	(51.0)	(0.8)	(51.8)
Treasury shares	-	-	-	-	-	-	-	-	-
Net profit for the year attributable to owners of the Group	-	-	-	-	-	237.6	237.6	1.4	238.9
Income and expenses recognized directly through equity	-	-	-	5.6	23.5	-	29.1	-	29.1
Other changes	-	-	-	-	-	-	-	0.5	0.5
Position at September 30, 2022	**39.9**	**0.8**	**-**	**614.1**	**26.4**	**237.6**	**918.8**	**5.0**	**923.8**
Appropriation of prior-year profit	-	-	-	237.6	-	(237.6)	-	-	-
Dividends paid	-	-	-	(51.0)	-	-	(51.0)	(2.2)	(53.2)
Treasury shares	-	-	-	-	-	-	-	-	-
Net profit for the year attributable to owners of the Group	-	-	-	-	-	136.9	136.9	0.5	137.4
Income and expenses recognized directly through equity	-	-	-	3.1	(11.4)	-	(8.3)	-	(8.3)
Other changes	-	-	-	(6.0)	-	-	(6.0)	(0.9)	(6.9)
Position at September 30, 2023	**39.9**	**0.8**	**-**	**797.8**	**15.0**	**136.9**	**990.4**	**2.4**	**992.8**

5.3.5 Notes to the consolidated financial statements

1. Presentation of the Group

1.1 Identity of the Issuer

Derichebourg is a société anonyme created and domiciled in France at 1 19, avenue du Général Michel Bizot – 75012 Paris, the address of the principal place of business in France and abroad Derichebourg is listed in compartment B of the Euronext market. The Group's activities are as follows: Recycling business, Public Sector Services business, Holding business.

Many of Derichebourg's Recycling business' operating properties are owned through a real estate investment company.

Consolidated financial statements for the period from October 1, 2022 to September 30, 2023 were approved by Derichebourg's Board of Directors on December 6, 2023.

They reflect the financial position of the Company and its subsidiaries, and the Group's interests in joint ventures and associated companies.

The financial statements are presented in millions of euros, unless otherwise stated. The amounts are rounded to the nearest hundred thousand euros.

All the companies closed their financial statements on September 30 with the exception of Dreyfus, Recuperaciones Colomer SL, SCEA du Château Guiteronde, SCI des Grenadiers, SCI La Futaie, SCI Le Chamois, SCI Les Magnolias, SCI des Merisiers, SCI des Pommiers and Derichebourg Recycling Mexico, which close their financial statements on December 31.

1.2 Highlights of the fiscal year

Comparability of the financial statements with the previous fiscal year

Several factors affect the comparability of the financial statements with the previous fiscal year:

- Given the transfer of the Multiservices division to Elior Group on April 18, 2023, the Multiservices segment is considered as a "discontinued" activity in the 2022–2023 financial statements, and the net profit (loss) of this activity is presented on a single line of the income statement "Income net of tax from discontinued activities or those being disposed" (and also for the previous fiscal year, so that the periods presented are comparable, in accordance with IFRS 5).
- In view of the size of the aforementioned transaction, and the accompanying changes to the Group's governance, the Group is modifying the way segment information is presented, whereby the Environmental Services business is reported in two operating segments: Recycling and Public Sector Services.
- Ecore was consolidated for 12 months during the fiscal year ended September 30, 2023, whereas it was only consolidated from December 17, 2021 (acquisition date) to September 30, 2022 for the previous fiscal year.
- 8 recycling centers were sold to the Riva Group on January 2, 2023, in line with the commitments made to the European Commission to obtain authorization to acquire Ecore. In 2022, the revenue generated by these sites corresponded to approximately 4% of the Group's revenue in 2022.

Multiservices division contribution to the Elior Group

On March 6, 2023, the Group announced that the memorandum of understanding and the contribution agreement for its Business Services division had been signed with Elior Group. This was unanimously approved by the Boards of Directors of the Elior Group and Derichebourg following a notification and consultation process with employee representative bodies in both groups. It also confirms the financial terms of the transaction as communicated on December 20, 2022.

Elior Group's Combined General Meeting, held on April 18, 2023, approved almost unanimously (99.9%) the contribution of the Derichebourg Multiservices division, headed by Boris Derichebourg, to Elior Group, and the remuneration of this contribution of €452.9 million through the issue of 80,156,782 new Elior Group shares, which ultimately give Derichebourg a 48.31% stake in Elior Group, given the stake previously held (24.36%). Derichebourg did not take part in the vote on this contribution and its remuneration.

The General Meeting also approved the proposed amendments to the bylaws and appointments of directors in order to implement the governance agreement signed between Elior Group and Derichebourg, which aims to meet the highest standards of governance in terms of balance and independence over the long term.

Derichebourg has thus created a new international leader in contract catering and multiservices.

This new French leader combines Derichebourg Multiservices' operational excellence and experience with Elior Group's extensive international customer portfolio. The new group has a well-balanced profile thanks to the diversified multiservice business and an enriched offering, meaning that it can now propose integrated solutions and complementary sales to all its customers.

The new entity will benefit from a comprehensive range of services for businesses and local authorities in contract catering, soft facility management (cleaning, reception, green spaces), hard facility management (energy efficiency, public lighting) and security, as well as in HR and temporary employment services and aeronautical subcontracting.

It will create value for Derichebourg shareholders.

Derichebourg is refocusing on its environmental expertise, with a strategic stake in this new international leader. Derichebourg is a world leader in metal waste recycling and a benchmark player in household waste collection (3.6 billion in revenue in 2023, €335 million in EBITDA in 2023, 6,000 employees). It also holds a 48.31% stake in Elior Group (sales of €5.2 billion in 2023, *pro forma* adjusted EBITDA (1) of €235 million in 2023, 133,000 employees), an international leader in contract catering and multiservices.

(1) taking into account the full-year Multiservices 2023 EBITDA

Based on an analysis of the provisions of the governance agreement signed on April 17, 2023, Derichebourg considers that it does not control Elior Group within the meaning of IFRS 10, and will continue to account for its share of Elior Group's net profit (loss) (equity method).

In the first half of the 2022–2023 fiscal year, the equity method was 24.3%. From the second half of the year, it was 48.31%.

In the second half of the year, Derichebourg recorded a profit of €53.7 million, corresponding to the difference between the value of the 80,156,782 Elior Group shares received on April 18, 2023 (€253.6 million) and the value in the consolidated financial statements of the assets and liabilities of the Multiservices business. Since Elior Group shares are listed, IFRS 13.77 requires the market value of the shares received to be used as the fair value of the asset sold.

Fulfillment of asset disposal commitments made to the European Commission

In order to respond to the European Commission's competition concerns and to obtain a favorable decision in Phase 1 during the acquisition of the Ecore group on December 17, 2021, Derichebourg Group proposed a series of commitments including, in particular, the divestiture of four recovery sites equipped with a shredder as well as four metal waste collection sites.

The Group conducted a process to select buyers for each of the sites concerned. It selected a bidder, the Italian steel company Riva, which has undertaken to take over all the sites subject to disposal commitments. The legal documentation was signed on June 15, 2022, and immediately sent to the European Commission.

The various competent merger control authorities have approved this sale. The European Commission approved the Riva Group as purchaser on November 7, 2022.

The sale of eight sites to the Riva group took place on January 2, 2023.

In 2022, the revenue generated by the eight sites sold corresponded to approximately 4% of the Group's 2022 reported revenue and 2022 EBITDA.

The profit before tax from this asset disposal was +€12.6 million, recognized under "Other operating income and expenses."

Change in the economic environment compared with the previous fiscal year

From May/June 2022 onwards, economic expectations deteriorated in Europe, driven by rising energy costs as a result of reduced supplies of fossil fuels from Russia following the invasion of Ukraine.

The increased gas prices led to a sharp increase in the electricity spot price due to the European mechanism for setting electricity prices.

The Group's scrap customers, which are electro-intensive, scaled down their production rates from summer 2022, so as not to be overly penalized by these historically high electricity costs. These spot prices only returned to an acceptable level in the spring of 2023.

Rising energy and food prices triggered an inflationary cycle. The policy pursued by central banks to combat inflation, which was spreading throughout the economy, resulted in a historic rise in interest rates (+400 bp over 18 months in Europe), provoking the desired effect, i.e. a slowdown in economic activity. This slowdown was premature for the end industries to which the Group is indirectly exposed:

- automotive for supplies;
- long steels for construction; and
- general economic activity,

which resulted in a decrease in the underlying volume of tons sold, of around 11.5% for ferrous scrap metals and 9% for non-ferrous metals, partially offset by the consolidation of Ecore over 12 months this year, compared with 9.5 months last year.

In addition, Turkey provided little support for the ferrous scrap metal market over the fiscal year (steel production down 14% compared with the previous fiscal year).

1.3 Events occurring after year-end

On November 10, 2023, Derichebourg suffered a cyberattack. The computer network was immediately disconnected as a precaution.

Extensive analyses were carried out with an external service provider, which revealed no evidence of data theft or encryption. Actions were taken to strengthen IT security on networks and workstations. Workstations that had been upgraded to the new configuration were reconnected to the network. The operational activity of subsidiaries in the Recycling and Public Sector Services sectors was not interrupted, although it experienced some disruption. By December 6, 2023, the company's main software products were back in service, and the number of users able to access them is gradually increasing.

2. Accounting policies, rules and methods

2.1 General policies

Pursuant to European Regulation 1606/2002 of July 19, 2002 on international standards, the financial statements at September 30, 2023 of the Derichebourg Group are prepared in accordance with the standards and interpretations published by the International Accounting Standards Board (IASB) and adopted by the European Union.

The above standards and interpretations are available on the European Commission's website (https://eur-lex.europa.eu/legal-content/EN/TXT/?uri=CELEX:32002R1606) and include International Accounting Standards (IAS) and International Financial Reporting Standards (IFRS), and interpretations issued by the Standing Interpretations Committee (SIC) and by the International Financial Reporting Interpretations Committee (IFRIC).

The accounting methods used are identical to those of the previous year.

The transfer of the Multiservices division to Elior Group, and the accompanying changes in governance at Derichebourg, led the Group to modify its segment information and the breakdown of its operating segments as of October 1, 2022. From that date, the Group's operating segments are Recycling and Public Sector Services.

The financial statements were drawn up in accordance with the going concern principle.

The consolidated financial statements of the Derichebourg Group for the fiscal year ended September 30, 2023 are available on request at the Company's registered office located at 119, avenue du Général Michel Bizot in Paris (75012) or on its website www.derichebourg.com.

2.1.1 Standards and interpretations applicable to the fiscal year beginning October 1, 2022

The accounting policies applied remain unchanged from those of the previous fiscal year, with the exception of the adoption of the following texts, applied since October 1, 2022:

- annual amendments (2018-2020 cycle) of IFRS standards;
- amendments to IAS 16 "Property, Plant and Equipment – Proceeds before Intended Use";
- amendments to IAS 37 "Onerous Contracts – Cost of Fulfilling a Contract";
- amendments to IFRS 3 "Reference to the conceptual framework."

These standards, amendments or interpretations did not have a material impact on the consolidated financial statements for the year ended September 30, 2023.

2.1.2 Standards and interpretations published but not yet effective

For the fiscal year 2022-2023, the Group has not decided on the early application of any other standards, interpretations or amendments.

The standards, interpretations and amendments published with mandatory application after September 30, 2023 that may have an impact on the Group's financial statements are as follows:

- amendments to IAS 1 on the classification of liabilities as current and non-current; "Classification of liabilities as current or non-current - Deferred from the effective date"; "Non-current liabilities with covenants";
- amendments to IFRS 16 "Lease-sale obligations";
- amendments to IAS 1 and to the IFRS 2 practice statement "Disclosure of accounting methods";
- amendments to IAS 8 "Definition of accounting estimates";
- amendments to IAS 12 "Deferred tax related to assets and liabilities arising from a single transaction";
- IFRS 17 "Insurance contracts" and amendments;
- Amendments to IFRS 17: Initial application of IFRS 17 and IFRS 9 – Comparative information;
- Amendments to IAS 12: International Tax Reform – Pillar Two Model Rules.

2.2 Accounting policies

2.2.1 Consolidation methods

In accordance with the provisions of IFRS 10, companies over which the Group directly or indirectly exercises control are fully consolidated. The Group exercises control when it controls the entity and has an exposure or right to this entity's variable returns, while also having the capacity to act on these returns.

In accordance with IFRS 11, joint arrangements are classified into two categories, joint ventures and joint operations, according to the type of rights and obligations held by each of the parties.

A joint venture is an arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the arrangement. Joint control involves the contractually agreed sharing of control of the entity, which only exists in cases where decisions concerning the relevant activities require the unanimous consent of the parties sharing control.

An associate is a company over which the Group exercises significant influence. Significant influence exists when the Group has the power to participate in decisions regarding the entity's financial and operational policies but does not control or jointly control these policies.

The results, assets and liabilities of interests in associates or joint ventures are included in the Group's consolidated financial statements, according to the equity method.

In the specific case of the 48.31% stake held in Elior Group, Derichebourg considers that it does not control this entity for the following reasons: A governance agreement was signed on April 17, 2023, under which:

- Derichebourg undertakes to vote in favor of the resolutions presented or approved by Elior Group's Board of Directors and listed on the agenda at General Meetings, as well as to vote in favor of any resolution relating to the appointment, dismissal, ratification of co-optation or renewal of the independent members of the Board of Directors, and not to propose or vote in favor of any other resolution on the subject. Derichebourg's voting rights are capped at 30% at the General Meeting for resolutions concerning independent directors;
- Depending on the subject of the resolutions on the agenda of the Elior Group Board of Directors, several majorities may be required: simple, qualified or reinforced. None of these configurations allow the 5 directors appointed by Derichebourg to vote independently on a resolution. It is always necessary to seek the favorable vote of one or more of the 5 independent directors or of the 2 employee representatives, out of a total of 12 directors. For more strategic issues, the majority of independent directors must vote in favor;
- Derichebourg does not intervene in any way in the process of selecting, appointing, dismissing or renewing the terms of independent directors;
- The Chief Executive Officer has limited operating powers and must obtain the Board of Directors' prior approval for certain operational decisions that exceed a threshold set in the internal regulations, as well as for all strategic matters.

2.2.2 Use of estimates

To prepare the Group's consolidated financial statements, its management must make judgments and estimates that could have a significant effect on some of the assets, liabilities, income and expense items presented in these statements and in the notes thereto. The Group regularly revises its judgments and estimates on the basis of past experience and other factors it deems relevant based on economic conditions. Given the uncertainty that underlies these assumptions and estimates, actual business activity could require a significant adjustment to the amounts recognized for a given period.

Judgments

In preparing the financial statements for the period ending September 30, 2023, there were no particular situations for which management was called upon to exercise specific judgment.

Estimates

Key estimates regarding future events and other major sources of uncertainty at the closing date are:

- assessment of the recoverability of trade receivables (see note 4.7 – Trade receivables, other receivables and current financial assets), exposure to credit risk, as well as the risk profile;
- provisions for risks and for employee benefits (see note 4.13 – Non-current provisions and provisions for employee benefits obligations, and note 4.14 – Current provisions);
- income tax and assessment of deferred tax assets (see note 4.23 – Income tax);
- potential impairment of goodwill and intangible assets (see note 4.1 – Intangible assets and goodwill).
- the assessment of the fair value of associates (see note 4.4 - Interests in associates and joint ventures).

With regard to IFRS 16, the Group made the following main assumptions (see note 2.3.9 Rights of use):

- the assumption used for the duration of type 3/6/9 French commercial leases is 9 years; the useful lives used correspond to the best estimate of the term of use of the lease;
- the rate for contracts with residual terms of less than 10 years was raised to 4.5% (from 1.5% previously);
- the rate for residual terms of over 10 years was raised to 6% (from 3% previously).

2.2.3 Non-controlling interests

Non-controlling interests are presented separately from the Group shareholders' equity on the balance sheet.

When the share of the non-controlling interests in the losses of a fully consolidated Group company is more than their share in shareholders' equity, the excess, and any further losses applicable to the non-controlling interests, are allocated to majority interests, unless the minority shareholders have a binding obligation to cover these losses.

2.2.4 Translation of the financial statements of foreign companies and firms

In most cases, the functional currency of the Group's foreign companies and firms is the same as their local currency. The financial statements of foreign companies prepared in a currency different from that of the Group consolidated financial statements are translated in accordance with the "closing rate" method. Their balance sheet items are translated at the exchange rates applicable on the closing date and their income statements are translated at the average rate for the period. The resulting translation differences are recognized as translation differences in consolidated reserves. Goodwill relating to foreign companies is considered as being part of the acquired assets and liabilities and, as such, is translated at the rate of exchange in effect on the closing date.

A loan to a foreign subsidiary, the settlement of which is neither planned nor probable in the foreseeable future, constitutes part of the Group's net investment in this foreign subsidiary. Translation differences arising from a monetary item that forms part of a net investment are recorded directly in "Other comprehensive income" under currency translation reserves and recognized in income on disposal of the net investment.

2.2.5 Transactions denominated in foreign currencies

Transactions denominated in foreign currencies are converted into euros at the exchange rate in effect on the transaction date. At year-end, trade receivables and payables denominated in a foreign currency are converted into euros at the year-end exchange rate. The resulting gains and losses are recognized in the income statement for the year.

2.3 Valuation rules and methods

2.3.1 Income from ordinary activities (revenue)

For Recycling and Public Sector Services businesses, revenue is recognized when control of the products manufactured is transferred, usually upon shipping.

It includes, after elimination of intra-Group transactions, the revenue of fully consolidated companies.

2.3.2 Deferred taxes

In accordance with IAS 12, deferred taxes are recognized on the temporary differences between the carrying amounts of assets and liabilities and their tax base. In accordance with the liability method, they are calculated based on the expected tax rate for the period when the carrying amount of the asset or liability is recovered or settled. The effects of changes in tax rates from one period to another are recognized in the income statement or in equity, according to the symmetry principle, for the period during which the change occurred.

Deferred taxes relating to items recognized directly in equity are also recognized in shareholders' equity.

Deferred tax assets resulting from temporary differences, tax losses and tax credits carried forward are limited to the estimated amount of tax recoverable.

This is evaluated at year-end based on the profit forecasts of the tax entities concerned. Deferred tax assets and liabilities are not discounted.

2.3.3 Earnings per share

Non-diluted earnings per share (basic earnings per share) are defined as the net income attributable to owners of the Group divided by the weighted average number of shares outstanding during the year, after deduction of own shares.

To calculate diluted earnings per share, the average number of shares outstanding is adjusted to take into account the dilutive effect of equity instruments issued by the Group that are likely to increase the number of shares outstanding, such as stock options or purchase options.

2.3.4 Intangible assets

Intangible assets that are identifiable or separately controlled by the Group are recognized as assets on the balance sheet. They mainly include computer software and are amortized on a straight line basis over their useful life, which is generally between 12 months and five years, depending on their significance. Intangible assets acquired are recognized on the balance sheet at their acquisition cost.

2.3.5 Goodwill

Goodwill represents the difference recognized, on the date a company enters into the consolidation scope, between the acquisition cost of its shares and the fair value attributable to owners of the Group on the acquisition date of the assets, liabilities and contingent liabilities attributable to the Company acquired on the date of purchase of the shares. Direct costs related to the acquisition of consolidated equity securities are expensed in the period in which they are incurred.

Positive goodwill is recognized as assets on the balance sheet under the heading "Goodwill." Negative goodwill is recognized directly in the income statement in the year of acquisition under the item "Other non-recurring income and expenses."

Goodwill is not amortized.

2.3.6 Impairment of non-current assets other than non-current financial assets

Goodwill, tangible and intangible assets are subjected to impairment testing in certain circumstances:

- for non-current assets whose useful life is indefinite (as in the case of goodwill), impairment testing is carried out at least once per year, and any time there is an indicator of impairment loss;
- for other non-current assets, testing is only carried out when there is an indicator of impairment loss.

Assets subject to impairment tests are grouped into cash generating units (CGUs), which are groupings of similar assets whose utilization generates identifiable cash flows. When the recoverable amount of a CGU is less than its net carrying amount, an impairment loss is recognized against operating income. The recoverable amount of the CGU is the higher of the fair value less selling costs or the value in use. The value in use is determined by discounting the future cash flows likely to arise from an asset or a CGU. These future cash flows are estimated over a period of five years. Beyond that period, cash flows are extrapolated by applying a growth rate to infinity. Following the transfer of its Business Services activities to Elior Group, the CGUs defined by the Group correspond to the following activities:

- Recycling;
- Public Sector Services.

These impairment tests are conducted annually on September 30.

2.3.7 Tangible assets

Tangible assets are recognized at their acquisition or production cost, reduced by the cumulative depreciation and any potential impairment losses.

Depreciation is normally applied on a straight line basis over the useful life of the asset; nevertheless, accelerated depreciation may be used where it appears more appropriate for the conditions in which the equipment is used.

The useful lives generally applied are as follows:

Buildings	10 to 30 years
Equipment and technical installation	3 to 10 years
Transportation equipment	4 to 5 years
Other tangible assets	4 to 10 years

Maintenance and repair costs are charged to income, with the exception of those incurred to increase productivity or prolong the useful life of an asset.

2.3.8 Investment grants

Investment grants are treated as deferred income. They are brought into income over the estimated useful life of the asset concerned.

2.3.9 Rights of use

The assumptions and estimates made to determine the value of lease rights of use and the related liabilities are primarily based on the calculation of discount rates and lease durations. The term of real estate leases corresponds to the non-cancelable period, to which may be added lease renewal options which are deemed reasonably certain to be exercised by the Group. The assumption used for the duration of type 3/6/9 French commercial leases is 9 years. This useful life corresponds to the best estimate of the useful life of the lease. The discount rate used for the measurement of the right-of-use asset and the lease liability is determined according to the residual term.

The main equipment leases correspond to the rental of construction site vehicles, waste collection dumpsters and cleaning equipment. The Group has made use of the exemptions permitted by the IFRS 16 standard and thus excluded small construction equipment, parking spaces and short-term vehicle rentals from the scope.

The right of use of the asset and its liability have been discounted to take into account the following situations:

- the review of the rental period;
- any change related to the assessment of whether the exercise of an option is reasonably certain (or not);
- review of the rates or indices on which rents are based;
- rent adjustments.

The discount rate used for the measurement of the right-of-use asset and the lease liability is determined according to the residual term:

- residual term of less than 10 years: 4.5%;
- residual term of 10 years or more: 6.0%.

2.3.10 Equity interests in associates and joint ventures

The Group's equity investments accounted for using the equity method are initially recognized at acquisition cost, including any goodwill arising, where applicable. Subsequently, their carrying value is increased or decreased to take into account the profits or losses attributable to owners of the Group made after the acquisition date. When the losses are greater than the value of the Group's net investment in the entity, they are recognized only if the Group has a contractual commitment to recapitalize the entity or has made payments on its behalf.

If there is an indication of impairment, the recoverable amount of equity-accounted investments is tested. The valuation method used is value in use, determined by:

- the discounted cash flow method, based on five-year cash flows extrapolated to infinity;
- and/or the comparables approach.

When the recoverable amount of a CGU is less than its net carrying value, an impairment loss is recognized against operating income. The recoverable amount of the CGU is the higher of the fair value less selling costs or the value in use.

2.3.11 Other non-current financial assets

This category includes receivables related to equity investments, loans and receivables and assets available for sale (mainly investment securities).

In accordance with IFRS 9 "Financial Instruments," investment securities in non-consolidated companies are recognized at their fair value.

Where the shares are listed, the fair value is the price quoted on the stock market. If the fair value cannot be determined reliably, the shares are recognized at cost price. Changes in fair value are recognized directly in equity in an account created for this purpose.

Where there is an objective indication of impairment, an irreversible impairment loss is recognized in the income statement. This impairment loss may be reversed only when the relevant shares are sold.

Loans are recognized at amortized cost. An impairment provision may be recognized if there is an objective indication of such impairment loss. The amount corresponding to the difference between the net carrying value and the recoverable amount is recognized in the income statement. It may be reversed if the recoverable amount increases subsequently.

2.3.12 Inventory and work-in-progress

Inventories of raw materials and goods purchased for resale are recognized using the weighted average cost method. The work-in-progress and finished goods of the Recycling business are valued at cost price, including the cost of materials and labor and other costs directly related to production.

At each closing date, inventories are valued at the lower of cost or net realizable value.

2.3.13 Trade receivables and other operating receivables

Trade receivables and other operating receivables are recognized at nominal value, discounted when necessary, and adjusted for any impairment considering any potential risk of non-payment. Provisions for impairment are determined on a case-by-case basis.

A specific impairment provision is made for doubtful receivables.

2.3.14 Cash and cash equivalents

Cash includes demand deposits and current accounts but excludes bank overdrafts, which are included in financial liabilities. Cash equivalents include investments held with a view to meeting short-term cash commitments. Securities include cash deposits, money-market mutual funds and negotiable debt securities which can be realized or sold at any time. They are valued at their market value. Any change in the fair value of these assets is recognized in the income statement.

To be considered as a cash equivalent, they must be easily convertible and subject to only negligible risk of loss in capital.

2.3.15 Shares held by the Company

Shares held by the Group are recognized as a deduction from shareholders' equity at their acquisition cost. Any profits or losses related to the purchase, sale, issue or cancelation of shares held by the Company are recognized directly in equity without impacting the income statement.

2.3.16 Pension commitments and other employee benefits

Pension commitments

The Group applies revised IAS 19.

Commitments arising from defined benefit pension plans for both active and retired employees are indicated on the balance sheet. They are determined according to the projected unit credit method based on annual evaluations. The actuarial assumptions used to determine these commitments vary in accordance with the economic conditions of the country in which the plan is in effect.

For externally managed and funded defined benefit plans (pension funds or insurance contracts), the fair value surplus or deficit in relation to the present value of the obligations is recognized as a balance sheet asset or liability. Surplus assets are only recognized on the balance sheet if they represent a future economic benefit for the Group.

The past service cost represents benefits granted either when the business adopts a new defined benefit plan or when it modifies the level of benefits from an existing plan. Once new benefit rights are vested following the adoption of a new plan, the past service cost is immediately recognized in the income statement. Conversely, when the adoption of a new plan gives rise to the vesting of rights subsequent to its implementation date, the past service cost is recognized as an expense, on a straight line basis, over the average period left to run until the corresponding rights are fully vested.

Actuarial gains and losses result mainly from the effects of changes to the actuarial assumptions and adjustments related to experience (differences between the actuarial assumptions used and the reality observed). They are recognized in other comprehensive income.

Expenses recognized over the fiscal year include additional rights vested for an additional year of service, changes to existing rights at opening due to financial discounting, the expected return on plan assets, past service costs and the effect of any curtailments or settlements. The portion relating to additional rights is recognized under personnel expenses and the financial cost of net liabilities is recognized in the income statement.

2.3.17 Provisions

Provisions are liabilities whose due date or amount cannot be precisely determined. They are calculated based on the discounted amount corresponding to the best estimate of the resources required to meet the obligation.

Provisions for business disputes concern, for the most part, employment disputes. They are calculated on a case-by-case basis in Recycling and Public Sector Services, and, considering the number, on a statistical but nominal basis in the Business Services division.

Provisions for restructuring include the cost of the plans and measures decided on, where these have been announced before the year-end date.

2.3.17.1 Provisions for service awards

In Recycling and Public Sector Services, a bonus linked to service awards is given to employees after a certain number of years of service. The service awards are determined based on a discounted calculation taking into account assumptions about the probability of employees remaining with the Company, as well as a 3.20% discount rate.

The bonuses are paid according to the service period required for the service awards:

silver 20 years:	€500
crimson 30 years:	€800
gold 35 years:	€1,100
grand gold 40 years:	€1,500

2.3.17.2 Current provisions

Current provisions represent provisions directly related to the operating cycle of each business line, whatever the term required for their reversal.

The provisions for other current risks are mainly provisions for late-delivery penalties, provisions for individual redundancies and other risks arising from business operations.

2.3.17.3 Non-current provisions

Non-current provisions represent provisions not directly related to the operating cycle and whose term is generally greater than one year. They are mostly provisions for litigation.

Non-current provisions for a term of less than one year are recognized on the balance sheet under "Current provisions."

2.3.17.4 Provisions for environmental risks

Provisions for environmental risks are established whenever there is a legal or contractual requirement to restore an operating site, or whenever the Company is deemed liable for a quantifiable environmental risk. These provisions are measured on a site-by-site basis by estimating the cost of the work.

Recycling business

Due to the very nature of recycling metals, Derichebourg Group is helping to preserve the planet's natural resources (iron ore, copper, bauxite, etc.). Recycling metals saves a significant amount of energy compared with the primary production of such metals, with up to 94.8% for aluminum and 16.5% for steel (source: Report on the economical benefit of recycling, Bureau of International Recycling). In this way, the Group is helping to reduce greenhouse gas emissions, as detailed in section of Chapter 3 of this Universal Registration Document.

For over 10 years, each regional subsidiary has had an Environmental Officer (reporting to the Environmental Services director) who liaises with the relevant authorities (DREAL, prefectures, water agencies, municipalities, waterways, associations, etc.) in order to:

- check that the Group's business activities are conducted in accordance with current legislation and regulations (operating licenses), as poorly managed recycling activities can cause pollution;
- learn about regulatory changes;
- ensure that facilities are supervised and releases to the environment are monitored and controlled;
- train and inform colleagues about best practices.

Likewise, operations are often conducted on land with an industrial past whose history is not always available. Where necessary, soil surveys are conducted in application of regulatory changes.

To the Group's knowledge, no pollution hazards have been revealed for which a provision has not been made or for which a solution has not been found.

Regional and Local Government Services business

This, mostly comprising household waste collection, has a low environmental impact.

2.3.18 Financial debt (current and non-current)

Financial debt includes:

- the syndicated loan agreement set up in March 2020 including a five-year refinancing loan;
- the non-recourse factoring agreement signed on January 1, 2015, renewed in April 2016, November 2018, December 2021, March 2022 and April 2023;
- the bond issued in June 2021 as part of the proposed acquisition of the Ecore Group;
- leases;
- other loans and bilateral lines.

These debts are valued and recognized at amortized cost using the effective interest rate method. According to this method, the cost of the debt includes issuance costs, originally deducted from the nominal value of the debt as a liability. In this method, interest expenses are recognized on an actuarial basis.

In the event that the terms of a loan agreement are modified, if the cash flows discounted at the initial effective interest rate under the new terms, including any fees paid and negotiation costs, exceed the discounted value of the flows anticipated under the agreement by more than 10%, the issuance costs and negotiation fees are recognized as expenses.

Financial debt with a term of less than one year is recorded under "Current financial debt."

2.3.19 Fair value of derivative assets and liabilities (IAS 32 – IFRS 9)

The Group uses derivative instruments to hedge its exposure to market risks (interest rates, exchange rates and raw material prices).

According to IFRS 9, all derivatives must be recognized on the balance sheet at their "fair value." If derivative instruments do not meet the criteria for hedge accounting, fluctuations in their fair value are recognized in the income statement.

Derivative instruments may be considered hedging instruments in three situations:

- hedging of fair value;
- hedging of future cash flows;
- hedging of a net investment in a foreign operation.

A fair value hedge covers exposure to the risk of changes in the fair value of an asset, liability or non-recognized firm commitment arising from changes in financial variables (interest rates, exchange rates, share prices, raw material costs, etc.).

A future cash flow hedge covers changes in the value of future cash flows related to existing assets or liabilities or to a highly probable forecasted transaction.

A hedge of a net investment in foreign currency covers the foreign exchange risk related to a net investment in a consolidated foreign subsidiary.

The Group uses several types of interest rate risk management instruments to optimize its financial expenses, to hedge the foreign exchange risk related to loans in foreign currencies and to manage the fixed/variable rate split of its debt.

Interest rate swap agreements enable the Group to borrow long-term at variable rates and to exchange the interest rate on the debt incurred, either at the outset or during the term of the loan, against a fixed or variable rate. The Group may purchase interest-rate options, caps and floors as part of its strategy to hedge its debt and financial instruments.

Derivatives for exchange-rate risk and interest-rate risks used by the Group to hedge changes in its debt denominated in foreign currencies qualify as hedges in accordance with IFRS 9 because:

- the hedging relationship is clearly defined and documented from the date of implementation;
- the efficiency of the hedging relationship is clearly demonstrated in the beginning and on a regular basis for as long as it lasts.

The application of hedge accounting has the following consequences, the derivative always being measured on the balance sheet at its fair value:

- for fair value hedges of existing assets or liabilities, the change in fair value of the derivative is recognized in the income statement. This change is offset in the income statement by re-measuring the hedged item on the balance sheet. Any difference between the two changes in value represents the inefficiency of the hedging relationship;
- for hedges of future cash flows, the "efficient" portion of the change in fair value of the hedging instrument is recognized directly in equity in a specific reserve account, and the portion of the change in fair value considered "inefficient" is recognized in the income statement. The amounts recognized in the reserve account are entered in the income statement once the hedged cash flows are recognized;
- for hedges covering net investments in a foreign country, the "efficient" portion of the changes in fair value of the derivative instrument is recognized in shareholders' equity under the heading "translation reserve" and the portion considered "inefficient" is recognized in the income statement. The profit or loss on the derivative that was recognized in the translation reserve must be transferred to the income statement in the event of the sale of the foreign entity that was the subject of the initial investment.

As part of its trading business in non-ferrous metals, the Group uses forward purchases and sales on the London Metal Exchange (LME) in order to reduce its exposure to the risk of fluctuations in non-ferrous metal prices (copper, aluminum, nickel). Changes in the fair value of the derivative instruments (forward purchases and sales of metals on the LME) are recognized in the income statement.

The classification of financial assets and liabilities has been revised to comply with IFRS 9 classifications. Equity securities and other current financial assets are recognized in the balance sheet at their fair value.

Loans are recognized at amortized cost measured through the effective interest rate (EIR).

The fair value of trade receivables and trade payables corresponds to their carrying value on the balance sheet, taking into account their payment dates of mainly less than one year.

2.3.20 Held-for-sale and discontinued operations

Assets and liabilities classified as held for sale are measured at the lower of their carrying value or their fair value less selling costs.

The profit (loss) from discontinued operations is recorded on a separate line of the income statement.

A discontinued operation is:

- a component of an entity that either has been disposed of or is classified as held for sale, and:
  - represents a separate major line of business or geographical area of operations,
  - is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations;
  - or a subsidiary acquired exclusively to be sold.

2.3.21 Other operating income and expenses

"Other non-recurring income and expenses" includes income items which, due to their nature, amount or frequency, cannot be considered as part of the Group's recurring activities and operational profit. This relates in particular to impairment of goodwill. It also includes, if material, the effects of certain unusual transactions such as restructuring costs, expenses related to litigation or any other non-recurring income or expenses that may affect the comparability of recurring operating profit from one year to the next.

3. Changes in consolidation scope

3.1 New companies included in the consolidation scope

Recycling division

Acquisition of Kalifer

On May 15, 2023, the Group acquired the company Kalifer for €2 million.

The provisional amount of goodwill recognized in the accounts amounts to €0.5 million. There is no clause providing for a price supplement.

Fair value of net assets acquired breaks down as follows:

In millions of euros	Amount recognized
Tangible assets	0.2
Non-current assets	**0.2**
Inventories	0.2
Trade receivables	0.5
Cash and cash equivalents	0.9
Current assets	**1.6**
Total assets	**1.8**
Trade payables	0.2

In millions of euros	Amount recognized
Other liabilities	0.1
Current liabilities	**0.3**
Total liabilities	**0.3**

3.2 Change in control percentage

Recycling division

Control of Valordis is increased to 100% after acquiring the remaining 50%-minority interest on July 21, 2023.

Business Services division

Control of Groupe Atlantique Services is increased to 100% after acquiring the remaining 30%-minority interest on March 29, 2023, prior to the transfer of Derichebourg Multiservices to Elior Group on April 18, 2023.

3.3 Companies excluded in the consolidation scope

Public Sector Services division

- Liquidation of Ecopart Srl (Italy).
- Disposal of Saur Derichebourg Aqua's equity-accounted investments following the loss of its business, making it immaterial.

Business Services division

- Contribution of the Business Services division to Elior Group on April 18, 2023. The impact of this transaction on the Group's consolidated financial statements is detailed in note 4.24 "Discontinued or held-for-sale operations."

3.4 Internal restructuring

Holding Companies division

- Sale of Derichebourg Multiservices Holding's 100% stake in Poly-Environnement to Derichebourg;
- Sale of Westever's 80% stake in LSL to Derichebourg.

These two transactions were carried out prior to the transfer of Derichebourg Multiservices to Elior Group.

4. Notes

4.1 Intangible assets and goodwill

In millions of euros	9-30-22	Increase	Decreases	Change in scope [(1)]	Translation differences	Other changes	9-30-23
Goodwill	575.8			(273.2)	(0.3)		302.3
Concessions, patents, licenses	49.1	0.8		(7.9)		0.5	42.6
Other intangible assets	11.1	0.2	(1.5)	(2.2)		(0.4)	7.2
Advances and deposits	0.0						
Total gross value	**636.0**	**1.0**	**(1.5)**	**(283.3)**	**(0.3)**	**0.1**	**352.1**
Goodwill	(101.9)			75.7	0.1		(26.2)
Concessions, patents, licenses	(45.8)	(1.1)		5.7			(41.3)
Other intangible assets	(9.1)	(0.2)	1.5	1.3			(6.5)
Total amortization & depreciation	**(156.9)**	**(1.3)**	**1.5**	**82.6**	**0.1**		**(74.0)**
Total net value	**479.1**	**(0.3)**	**0.0**	**(200.6)**	**(0.2)**	**0.1**	**278.1**

(1) See note 3 – Changes in consolidation scope.

4.1.1 Change in the scope of goodwill

In millions of euros	Gross value	Impairment	9-30-23
Sale of the Business Services division to Elior Group	(275.3)	75.7	(199.6)
Acquisition of Kalifer	0.5		0.5
Acquisition of non-controlling interests in Valordis	1.3		1.3
Acquisition of non-controlling interests in Guy Dauphin Environnement	0.3		0.3
Total change	**273.2**	**75.7**	**197.5**

See note 3 – Changes in consolidation scope.

4.1.2 Impairment tests

Impairment tests were carried out on the Recycling and Public Sector Services activities at September 30, 2023.

No impairment indicators were identified on cash-generating units as at September 30, 2023.

The information concerning the cash generating units, to which significant amounts of goodwill have been attributed as part of the impairment tests, is as follows:

Net carrying values of goodwill impacted

In millions of euros	9-30-23	9-30-22
CGU – Recycling	276	274
CGU – Public Sector Services	0	0
CGU – Business Services		200
Total	**276**	**474**

The valuation method used to determine the recoverable amount of these cash-generating units is the value in use. The data and the assumptions used for the impairment tests of the non-current assets included in the cash generating units (CGUs) are as follows:

In millions of euros	Discount rate 2022–2023 (1)	Growth rate to infinity 2022–2023	Discount rate 2021–2022 (1)	Growth rate to infinity 2021-2022	Valuation method
CGU – Recycling	9.50%	1.00%	9.50%	1.00%	Discounted cash flow and terminal value
CGU – Public Sector Services	8.75%	1.00%	8.75%	1.00%	Discounted cash flow and terminal value

(1) The discount rate used is the weighted average cost of capital (WACC).

The value in use of the cash generating units (CGUs), determined by business segment, is calculated by discounting the forecast operating cash flows at the rates mentioned above. These cash flows are after tax (operating profit + amortization and depreciation – tax – change in working capital requirement – operating investments) and are based on a five-year business plan.

These impairment tests are conducted annually on September 30.

The key assumptions to which the impairment tests of Recycling and Public Sector Services are sensitive were the following:

- the discount rate, calculated by breaking down the Weighted Average Cost of Capital: this rate is 9.5% for Recycling and 8.75% for Public Sector Services;
- EBITDA for the final year of the explicit forecast. This EBITDA has been determined on the basis of business plans;
- the long-term growth rate of the businesses. This was estimated at 1% for all businesses. This was calculated based on the following factors:
  - Recycling: the continued growth in the share of steel production from the electric steel mills (in which almost all of the inputs are ferrous scrap metal) in the countries to which the Group delivers its ferrous scrap metal, as well as the comparative advantage of this sector compared to the traditional blast furnace sector in terms of CO_2 emissions,
  - Public Sector Services: to perform the impairment test on the Public Sector Services CGU, the business plan used expects average revenue growth of around 1.7% per year and 1.2% in the final year.

The enterprise values thus determined for the CGUs of the two segments are higher than their net carrying value.

Difference between the recoverable amount and the net carrying value

In millions of euros	Margin of maneuver	Discount rate +0.5%	Growth rate -0.5%	Final-year EBITDA -5%
Recycling	1,289	(130)	(99)	(99)
Public Sector Services	182	(14)	(11)	(11)

These stress tests did not result in the recognition of any impairment losses on goodwill.

4.2 Tangible assets and rights of use

4.2.1 Tangible assets

In millions of euros	9-30-22	Increase	Decreases	Change in scope [(1)]	Other changes	Translation differences	9-30-23
Land	407.4	7.6	(3.3)	(0.4)	(0.1)	(2.5)	408.7
Buildings	522.1	42.5	(2.8)	(10.1)	25.4		577.1
Ind. plants, machinery & equipment	897.8	45.5	(9.0)	(55.2)	5.9	(6.8)	878.1
Other tangible assets	247.3	22.3	(7.7)	(30.9)	4.3	(2.6)	232.6
Tangible assets under construction	58.2	72.2	(12.5)	(1.2)	(15.9)	0.1	101.0
Advances and deposits	2.1	1.6			(0.2)		3.5
Total gross value	**2,134.9**	**191.7**	**(35.4)**	**(97.8)**	**19.4**	**(11.8)**	**2,201.0**
Land	(111.8)	(7.5)	2.1		(0.6)	1.3	(116.5)
Buildings	(295.3)	(23.8)	3.0	6.4	(9.8)	(0.2)	(319.8)
Ind. plants, machinery & equipment	(761.3)	(39.8)	22.2	43.1	(10.2)	7.1	(738.9)
Other tangible assets	(199.4)	(17.4)	6.1	23.0	(0.3)	2.0	(186.5)
Advances and deposits	(0.8)						(0.8)
Total amortization & depreciation	**(1,368.6)**	**(88.5)**	**33.4**	**72.4**	**(21.4)**	**10.1**	**(1,362.5)**
Total net value	**766.3**	**103.2**	**(2.0)**	**(25.4)**	**(2.0)**	**(1.6)**	**838.5**

(1) See note 3 – Change in consolidation scope.

4.2.2 Rights of use

In millions of euros	9-30-22	Increase	Decreases	Change in scope [(1)]	Other changes	Translation differences	9-30-23
Land, buildings and real estate complexes	105.2	19.4	(0.5)	(25.9)	0.2	(0.1)	98.2
Ind. plants, machinery & equipment	264.4	63.8	(27.9)	(11.5)	11.0	(0.9)	299.1
Other tangible assets	100.1	19.6	(8.4)	(14.8)	2.2		98.6
Tangible assets under construction		1.1			0.1		1.2
Total gross value	**469.7**	**103.9**	**(36.9)**	**(52.2)**	**13.5**	**(1.0)**	**497.1**
Land, buildings and real estate complexes	(36.0)	(10.8)	0.3	12.2	0.1	0.1	(34.2)
Ind. plants, machinery & equipment	(118.6)	(39.4)	26.3	6.4	(1.4)	0.2	(126.4)
Other tangible assets	(56.1)	(19.3)	7.6	6.6	(0.8)		(62.0)
Total amortization & depreciation	**(210.7)**	**(69.5)**	**34.2**	**25.2**	**(2.1)**	**0.3**	**(222.6)**
Total net value	**259.0**	**34.4**	**(2.7)**	**(27.1)**	**11.5**	**0.7**	**274.5**

(1) See note 3 – Change in consolidation scope.

The rental expense for low-value, short-term or variable lease contracts not recognized in the balance sheet amounts to €12.6 million.

4.3 Financial assets

4.3.1 Change during the fiscal year

In millions of euros	9-30-22	Increase	Decreases	Change in scope [1]	Other changes	Translation differences	9-30-23
Equity securities	16.3		(1.4)	1.0			15.9
Loans, securities and other financial assets	9.5	0.3	(1.8)	(2.9)	0.2		5.3
Total gross value	**25.8**	**0.3**	**(3.2)**	**(1.9)**	**0.2**		**21.2**
Impairment loss on equity securities	(14.7)			(1.0)			(15.8)
Impairment loss on loans, securities and other financial assets	(0.4)		0.2		(0.2)		(0.4)
Total impairment	**(15.1)**		**0.2**	**(1.0)**	**(0.2)**		**(16.2)**
Total net value	**10.7**	**0.3**	**(3.0)**	**(2.9)**	**0.0**		**5.0**

(1) See note 3 – Change in consolidation scope.

4.3.2 Non-current financial assets by maturity date (excluding equity securities)

In millions of euros	9-30-23	More than 1 year	More than 5 years
Loans, securities and other financial assets	5.1	2.9	2.2
Total net value	**5.1**	**2.9**	**2.2**

4.3.3 Equity securities and receivables related to equity investments by type

In millions of euros	Country	% holding	Gross value	Provisions	Net value	
Equity securities						
RECYCLING						
EKOR	Turkey	100%	13.8	(13.8)	0.0	Under liquidation
PUBLIC SECTOR SERVICES						
SAUR DERICHEBOURG AQUA [1]	France	49%	1.9	(1.9)		
Other companies (less than €0.1 million)	France		0.2	(0.1)	0.1	
Total			**15.9**	**(15.8)**	**0.1**	

(1) Following the loss of its business, which rendered it immaterial, Saur Derichebourg Aqua was removed from the list of equity-accounted investments.

4.4 Interests in associates and joint ventures

4.4.1 By type

				Share of shareholders' equity	
In millions of euros	Country	% holding	Share of income	9-30-23	9-30-22
ASSOCIATES					
ALLO CASSE AUTO	France	48%	0.2	1.8	1.8
ALSACE DÉCHETS INDUSTRIELS SPÉCIAUX	France	35.18%	0.1	0.2	0.1
ETS BREUIL & FILS	France	49%		0.2	0.2
CERNAY ENVIRONNEMENT	France	33.95%	0.2	1.0	0.8
DAC	France	50%	0.1	1.0	1.0
DREYFUS	France	42.50%	0.9	6.2	6.1
ELIOR GROUP (1)	France	48.31%	(39.4)	402.4	196.3
SAUR DERICHEBOURG AQUA (2)	France	49%			(0.2)
JOINT VENTURES					
RECUPERACIONES COLOMER	Spain	50%	0.0	1.2	1.4
ENVIE AFM SUD-OUEST	France	50%	0.2	0.7	0.4
VALERCO	France	50%		0.1	0.1
Total			**(37.7)**	**414.8**	**208.0**

(1) *Derichebourg tested the value of its stake in Elior to determine whether its recoverable value was higher than its carrying value. Derichebourg has applied the usual valuation methods:*
(a) fair value, determined using market data: share price of €3.164 on the date of the Multiservices division transfer, comparison with comparable listed companies (expected EBITDA multiples in 2024 of around 8.8 after net financial debt deduction).
(b) value in use, determined by discounting future cash flows, based on assumptions communicated by Elior to the market (organic growth rate of 4–5% for the fiscal year ending September 30, 2024, adjusted EBIT forecast of 2.5% of revenue in 2024) and made by Derichebourg for subsequent years: EBIT ambition close to 5% of revenue over 5 years, capital expenditure of around 2% of revenue. Derichebourg used a discount rate of 10.5%.
Based on the results of this test, no impairment of the value recorded in the financial statements is required.
Derichebourg has used Elior's public financial information, audited by the Statutory Auditors, to account for its stake in Elior Group SA under the equity method.

(2) *Following the loss of its business, which rendered it immaterial, Saur Derichebourg Aqua was removed from the list of equity-accounted investments.*

Summary financial information of Elior Group and joint ventures

In millions of euros		ELIOR GROUP	RECUPERACIONES COLOMER	ENVIE AFM SUD OUEST	VALERCO
	Balance sheet date	**9-30-23**	**9-30-23**	**9-30-23**	**9-30-23**
	Country	France	Spain	France	France
Financial position					
Non-current assets		2,627	1.4	1.9	0.2
Current assets		1,206	2.6	4.2	0.3
Total assets		**3,833**	**4.0**	**6.1**	**0.5**
Non-current liabilities		1,337	0.1	1.0	
Current liabilities		1,650	0.3	3.8	0.2
Total liabilities		**2,987**	**0.4**	**4.7**	**0.2**
Net assets		**846**	**3.6**	**1.3**	**0.3**
Income statement					
Revenue		5.223	1.9	7.2	0.7
Net profit (loss)		**(93)**	**0.0**	**0.5**	**0.0**
Statement of cash flow					
Net cash flow from operating activities		23	0.1	0.3	
Net cash flow from investment activities		(60)		(1.1)	(0.1)
Net cash flow from financing activities		(15)	(0.3)	0.3	
Other changes		(9)			
Cash and cash equivalents at beginning of the period		59	0.4	1.4	0.3
Cash and cash equivalents at close of the period		(2)	0.2	1.0	0.1
Change in cash and cash equivalents		**(61)**	**(0.2)**	**(0.4)**	**(0.2)**

4.4.2 Change during the fiscal year

In millions of euros	9-30-22	Share of net profit	Dividends	Change in scope (1)	Translation differences	Other changes	9-30-23
Equity interests in associated companies	208.0	(37.7)	(1.2)	258.1	(7.1)	(5.3)	414.8

(1) See note 3 – Change in consolidation scope.

4.5 Other non-current assets

In millions of euros	Gross value on 9-30-23	Provisions	Net value on 9-30-23
Other receivables	0.4	(0.4)	0.0
Total	**0.4**	**(0.4)**	**0.0**

4.6 Inventories

4.6.1 By type

In millions of euros	Gross value on 9-30-23	Gross value on 9-30-22
Raw materials	4.4	9.3
Other consumables	21.9	25.0
Work-in-progress	0.8	0.9
Finished and semi-finished goods	8.8	7.2
Goods for resale	123.6	145.0
Total	**159.5**	**187.4**

4.6.2 Change during the fiscal year

In millions of euros	Net value at 9-30-22	Variation	Change in scope (1)	Other changes	Translation differences	Change in impairment (2)	Net value on 9-30-23
Raw materials	9.0	(4.9)					4.1
Other consumables	24.1	(0.1)	(2.5)		(0.1)	0.4	21.9
Work-in-progress	0.6					(0.2)	0.4
Finished and semi-finished goods	7.2	1.6					8.8
Goods for resale	144.2	(20.8)	0.2	(0.3)	(0.5)	0.4	123.1
Total	**185.1**	**(24.2)**	**(2.3)**	**(0.3)**	**(0.6)**	**0.5**	**158.3**

(1) See note 3 – Change in consolidation scope.
(2) Net change in impairment of inventory.

In millions of euros	9-30-22	Provisions	Reversals	Change in scope (1)	9-30-23
Impairment of inventory	(2.2)	(0.4)	0.9	0.5	(1.2)

(1) See note 3 – Change in consolidation scope.

4.7 Trade receivables, other receivables and current financial assets

	9-30-23			9-30-22		
In millions of euros	Gross value	Impairment	Net value	Gross value	Impairment	Net value
Trade receivables	**308.4**	**(2.6)**	**305.8**	**471.5**	**(9.3)**	**462.2**
Tax receivables	**7.4**		**7.4**	**6.7**		**6.7**
Advances and deposits	16.7	(0.6)	16.1	22.2	(0.5)	21.7
Employee-related receivables	1.6		1.6	9.2		9.2
Tax receivables	55.6	(0.1)	55.5	38.6	(0.1)	38.5
Other receivables	24.3	(3.1)	21.2	10.2	(5.4)	4.8
Prepaid expenses	11.3		11.3	12.9		12.9
Other current assets	**109.5**	**(3.8)**	**105.7**	**93.0**	**(6.1)**	**86.9**
Loans, deposits and securities	11.5	(0.1)	11.4	15.6	(0.1)	15.5
Current financial assets	**11.5**	**(0.1)**	**11.4**	**15.6**	**(0.1)**	**15.5**

Change in impairment of trade receivables

In millions of euros	9-30-22	Provisions	Reversals	Change in scope	9-30-23
Impairment of trade receivables	(9.3)	(1.1)	0.5	7.3	(2.6)

4.8 Cash and cash equivalents

By type

Cash and cash equivalents include marketable securities, current account balances due by banks and cash.

In millions of euros	Gross value on 9-30-23	Net value on 9-30-23	Net value at 9-30-22
Marketable securities	0.4	0.4	0.7
Cash	160.7	160.7	322.5
Total	**161.1**	**161.1**	**323.2**

In millions of euros	9-30-23	9-30-22
Cash and cash equivalents	161.1	323.2
Bank overdrafts	8.8	7.0
Net cash	**152.3**	**316.2**

The cash pooling system, which the Group has implemented mainly in France, centralizes all subsidiary cash flows on a daily basis to reduce finance costs.

The Group reports cash and cash equivalents according to the accounting balance of each bank account, whereas these accounts can be aggregated with other accounts that could have a different balance in the context of the merger of interests and overall overdraft authorizations granted to the Group.

4.9 Consolidated shareholders' equity

At September 30, 2023, the Company's share capital consisted of 159,397,489 shares with a nominal value of €0.25 each, corresponding to a total nominal value of €39,849,372.25.

Analysis of the share capital and voting rights

	Shares		Voting rights	
Shareholders	Number of shares	% of share capital	Number	%
CFER*	65,745,648	41.25	131,491,296	57.82
Financière DBG*	65,894	0.04	65,894	0.03
Employees	1,541,757	0.97	1,541,757	0.68
Treasury shares	0	0	0	0
Public	92,044,190	57.74	94,313,602	41.47
Total	**159,397,489**	**100.00**	**227,412,549**	**100.00**

** CFER and Financière DBG are ultimately controlled by the family of Daniel Derichebourg.*

Dividends

In millions of euros	For the 2022-2023 fiscal year (1)	For the 2021-2022 fiscal year	For the 2020-2021 fiscal year
Net dividends (in euros)	0.16	0.32	0.32
Total net distribution	25.5	51.0	51.0

(1) Subject to approval by the General Meeting.

4.10 Non-controlling interests

In millions of euros	9-30-23	9-30-22
Non-controlling interests at the beginning of the year	5.0	3.8
Changes in consolidation scope (1)	(0.9)	0.5
Consolidated company earnings attributable to non-controlling interests	0.5	1.5
Share of dividends from consolidated companies	(2.2)	(0.8)
Impact of foreign exchange rate fluctuations on non-controlling interests		
Other changes		
Non-controlling interests at year-end	**2.4**	**5.0**

(1) The decrease in non-controlling interests is due to the acquisition of minority interests in Guy Dauphin Environnement (€0.3 million), Valordis (€0.3 million) and the disposal of Derichebourg Multiservices Holding (€0.3 million).

4.11 Debt

4.11.1 Loans and financial debt

4.11.1.1 Changes in financial indebtedness

In millions of euros	9-30-22	Increase	Decrease	Changes in scope (2)	Other changes	Translation differences	9-30-23
Bonds (1)	294.4	0.4					294.8
Loans from financial institutions (1)	312.5	23.3	(1.5)	(5.8)	(64.4)	(0.2)	263.9
Miscellaneous financial debt	1.5	0.2		(1.3)	0.2	(0.1)	0.5
Debts linked to finance leases	146.9	84.1		(3.9)	(60.4)	(0.2)	166.6
Operating lease liabilities	52.6	19.9	(7.8)	(9.4)	(7.5)	(0.1)	47.8
Non-current financial debt	**807.9**	**127.9**	**(9.3)**	**(20.4)**	**(132.1)**	**(0.5)**	**773.6**
Loans from financial institutions (1)	70.9	18.3	(79.7)	(2.2)	64.4	(0.1)	71.5
Factoring debt (1)	21.5		(3.8)	(5.2)			12.5
Miscellaneous financial debt	0.3	0.4	(0.4)		(0.2)		0.0
Debts linked to finance leases	47.9	0.3	(54.1)	(2.8)	63.6	(0.1)	54.9
Operating lease liabilities	21.1	5.7	(14.5)	(7.7)	7.8		12.4
Bank overdrafts	7.0	5.2		(3.3)		(0.1)	8.8
Current financial debt	**168.7**	**30.1**	**(152.6)**	**(21.2)**	**135.6**	**(0.3)**	**160.2**
Total financial debt	**976.6**	**158.0**	**(161.9)**	**(41.6)**	**3.5**	**(0.8)**	**933.8**

(1) *See notes 4.11.1.4 to 4.11.1.8 inclusive for details on the main credit lines.*
(2) *See note 3 – Change in consolidation scope.*

4.11.1.2 Maturity profile of loans and financial debt

Maturity profile of non-discounted contractual cash flows from financial debt excluding amortized cost, factoring debt and bank overdrafts

In millions of euros	9-30-23	9-30-24	9-30-25	9-30-26	9-30-27	9-30-28	9-30-29 and beyond
"Green" bond issue	300.0					300.0	
Syndicated loan	150.0	30.0	30.0	90.0			
EIB loan	104.0	13.0	13.0	13.0	13.0	13.0	39.0
Lease liabilities	281.8	67.3	58.8	46.8	36.9	26.7	45.3
Other medium- and long-term lines	82.9	28.5	16.6	12.6	8.3	6.6	10.3
Miscellaneous financial debt	0.5						0.5
Total financial debt excluding amortized cost, factoring, and bank overdrafts	**919.2**	**138.8**	**118.4**	**162.4**	**58.2**	**46.3**	**95.1**
Amortized cost of debt	(6.7)						
Factoring debt	12.5						
Bank overdrafts	8.8						
Total financial debt	**933.8**						

The detail of other medium- and long-term lines can be found in notes 4.11.1.4 to 4.11.1.8 inclusive.

4.11.1.3 Financial debt by main currencies

In millions of euros	9-30-23	Euro	American dollar	Canadian dollar	Others
Bonds	294.8	294.8			
Loans from financial institutions	263.9	262.2		1.7	
Miscellaneous financial debt	0.5	0.5			
Debts linked to finance leases	166.6	160.6	6.0		
Operating lease liabilities	47.8	47.2		0.6	
Non-current financial debt	**773.6**	**765.2**	**6.0**	**2.3**	
Loans from financial institutions	84.0	83.0		1.0	
Miscellaneous financial debt	0.0	0.0			
Debts linked to finance leases	54.9	53.3	1.5		0.1
Operating lease liabilities	12.4	12.2		0.2	
Bank overdrafts	8.8	8.0	0.8		
Current financial debt	**160.2**	**156.6**	**2.3**	**1.2**	**0.1**
Total financial debt	**933.8**	**921.8**	**8.3**	**3.5**	**0.1**

4.11.1.4 Characteristics of the main credit lines

Denomination	Currency	Nominal amount *In millions of currency*	Rate/Index	Final maturity date	Carrying value at 9-30-23 *In millions of euros*	Carrying value at 9-30-22 *In millions of euros*
Syndicated loan [(1)]	EUR	240.0	EURIBOR 6M	03/31/2025	150.0	180.0
Revolving credit [(1)]	EUR	100.0	EURIBOR 6M	03/31/2025		
EIB loan	EUR	130.0	1.127%	08/022031	104.0	117.0
"Green" bond issue	EUR	300.0	2.25%	07/15/2028	300.0	300.0
Canada Loan - 2020 - 2	CAD	4.9	3.89%	12/09/2027	2.2	2.8
Spain Loan - 2022 - 1	EUR	3.0	0.95%	11/29/2028	2.2	2.7
Spain Loan - 2022 - 2	EUR	3.5	1.08%	12/14/2026	2.3	3.0
France Loan - 2023 - 1	EUR	5.0	3.78%	05/31/2028	4.7	
France Loan - 2023 - 2	EUR	20.0	EURIBOR 3M	12/30/2029	19.3	
France Loan - 2022 - 1	EUR	5.0	0.78%	05/31/2027	3.7	4.7
France Loan - 2022 - 3	EUR	4.7	0.73%	07/21/2026	2.9	3.9
France Loan - 2021 - 1	EUR	5.0	0.57%	05/31/2026	2.7	3.7
France Loan - 2020 - 1	EUR	10.0	1.45%	08/25/2032	7.1	7.9
France Loan - 2020 - 2	EUR	3.0	0.48%	06/30/2027	1.6	2.1
France Loan - 2020 - 3	EUR	3.0	0.48%	06/30/2027	1.6	2.1
France Loan - 2020 - 4	EUR	5.0	0.63%	08/29/2025	2.0	3.0
France Loan - 2019 - 1	EUR	20.0	EURIBOR 3M	09/02/2024	4.0	8.0
France Loan - 2019 - 2	EUR	3.3	1.419%	12/30/2029	2.1	2.5
France Loan - 2019 - 4	EUR	5.0	0.960%	05/31/2026	2.8	3.8
France Loan - 2019 - 5	EUR	4.0	1.250%	12/01/2025	1.5	2.2
France Loan - 2018 - 1	EUR	5.0	1.360%	04/30/2025	1.8	2.8
France Loan - 2018 - 2	EUR	5.5	1.650%	06/05/2030	3.2	3.7
France Loan - 2017 - 1	EUR	5.0	2.190%	10/30/2024	1.3	2.3
France Loan - 2017 - 3	EUR	5.0	2.190%	10/30/2024	1.3	2.3
France Loan - 2017 - 6	EUR	10.0	0.850%	09/30/2024	1.5	2.9
Other loans – Outstandings < €2.0 million					11.2	22.2
Non-recurring lease liabilities					214.4	199.5
Recurring lease liabilities					67.3	69.1
Miscellaneous financial debt	EUR				0.5	1.8
Amortized cost of syndicated credit	EUR				(1.5)	(2.3)
Amortized cost of the "green" bond issue [(2)]	EUR				(5.2)	(5.6)
Syndicated factoring [(3)]	EUR	318.0		12/31/2024	12.5	21.5
Confirmed and unconfirmed bilateral lines	EUR	118.2			8.8	7.0
Total financial debt					**933.8**	**976.6**

(1) The Derichebourg Group has contracted a syndicated loan agreement, which, along with the EIB loan, its factoring agreements and the "green" bond issue, constitutes its main sources of funding.
(2) As part of the Ecore acquisition project, the Group issued a "green" bond of €300 million, as detailed in note 4.11.1.8.
(3) €217.8 million from non-recourse factoring of receivables for €208.6 million in financing received as at September 30, 2023.

4.11.1.5 2020 loan agreement

On March 19, 2020, the Group entered into a loan agreement with twelve financial institutions for the amount of €340 million, and comprising a €100 million revolving loan and a €240 million repayment loan. The agreement was entered into for a five-year term. The Group took advantage of its option to apply twice to the banks — which agreed — to extend the final repayment date by a total of two years, to March 31, 2027.

Regarding the repayment loan, the outstanding balance was €150 million at September 30, 2023.

The annual amortization schedule is €30 million and €60 million at the end of year 7.

The €100 million revolving credit had not been drawn as at September 30, 2023.

There are no securities guaranteeing the repayment of the loan.

Interest rate

The amounts drawn on these credit lines carry interest at the EURIBOR rate, plus a margin which is adjusted periodically based on the ratio of consolidated net financial indebtedness to consolidated EBITDA.

Early repayment obligations – Event of default

The loan agreement allows the lenders to require early repayment of the entire amount due, should a majority of the lenders request it, following the occurrence of certain common default events, particularly where an event has a significant adverse effect on the business or the financial situation of the Derichebourg Group, or on the ability of Derichebourg to service its debt.

A change of control or delisting of Derichebourg shares would constitute an event warranting mandatory early repayment.

In addition, the loan agreement provides for an obligation to make early partial repayment of the sums owing in the event of a capital increase, the issuance of shares giving access to capital or debt securities (if its maturity precedes that of the syndicated loan).

Covenants

The loan agreement also includes covenants that could theoretically limit the ability of Group companies to do the following without the lenders' consent:

- to take out additional debts;
- to grant sureties and guarantees;
- to undertake mergers, demergers or restructurings;
- to undertake certain acquisitions, beyond a certain threshold;
- to make investments over the course of a given company fiscal year that exceed the amounts set by the agreement;
- to sell assets or equity investments, except for those specified in the loan agreements;
- to redeem and/or reduce their share capital, with certain exceptions.

The loan agreement also contains commitments requiring the purchase and maintenance of insurance policies in line with practices generally accepted in the businesses of the Derichebourg Group.

4.11.1.6 Factoring agreement

The Derichebourg Group entered into a non-recourse factoring agreement with effect from January 1, 2015 for a maximum financing amount of €418 million, covering the French, Belgian, German, Spanish and Italian entities of the Recycling and Public Sector Services. The maximum financing amount was reduced to €318 million following the contribution of the Multiservices division to Elior Group. The contract expires on December 31, 2024.

Receivables covered by this agreement correspond to deliveries made or services rendered to private customers or to French public sector customers.

Each time receivables are sold, the receivables approved by the credit insurer (after deduction of any outstanding receivables previously sold without recourse or not yet paid) are sold without recourse. The other receivables are sold with recourse. The receivables retain their status (factored with or without initial recourse) until payment takes place.

The factor is co-insured with the Group by two different credit insurers. They are responsible for paying out any compensation under the credit insurance policy.

Interest is deducted when the receivable is sold based on the average contractual payment terms. The risk of late payment is transferred to the factors.

The dilution rate (credits, cancellation of receivables) is low.

The total receivables derecognized under factoring agreements amounted to €207.0 million as at September 30, 2023.

The Group derecognizes 95% of receivables without recourse because of the 5% unguaranteed residual amount.

4.11.1.7 BEI loan

The amount of the loan is €130 million. It is backed by the Group's investment program for the period 2019-2022. The outstanding capital as at September 30, 2023 was €104 million.

The agreement is set to run for 12 years, with a grace period of two years, following which the loan is repayable in 10 equal annual installments.

The terms of the EIB agreement are similar to those of the syndicated loan agreement. It includes a commitment to rank the EIB on a *pari passu* basis with the Group's other lenders and a commitment to inform the EIB if a new loan agreement comprises stricter clauses, so it can assess whether it needs to amend the agreement.

4.11.1.8 "Green" bond issue

On June 7, 2021, Derichebourg launched the presentation of a green bond issue of €300 million, governed by the law of the State of New York. During this issue, the rating agencies S&P Global Rating and Fitch Ratings assigned a BB rating to this issue. On June 10, 2021, the transaction was largely oversubscribed, resulting in an annual coupon of 2.25%, for a bond with a maturity of 7 years, redeemable *in fine*. No specific guarantees were granted to bondholders at the time of issue. They rank *pari passu* with the Group's other main medium- and long-term funding sources (syndicated loans, EIB loan, bilateral loans). From January 15, 2022, the interest is payable every six months on January 15 and July 15. The bonds can be redeemed on July 15, 2028 and are listed on the Luxembourg Stock Market.

These bonds cannot be redeemed early until July 15, 2024, and are then redeemable at the following price:

- from July 16, 2024 to July 15, 2025: 101.125%;
- from July 16, 2025 to July 15, 2026: 100.5625%;
- as of July 16, 2026: 100%.

In the event of a change of control of the issuer, the holders have the option to request early redemption at the price of 101%.

The documentation relating to this issue includes commitments in terms of authorized additional debt, the payment of dividends and the like, investments in non-controlled entities or guarantees granted to them, a ceiling on asset disposals net of reinvestments, events of default, which are individually less restrictive than those appearing in the Group's syndicated loan agreement.

This issue contributed, together with the Group's cash flow, to financing the acquisition of Ecore.

4.11.2 Net financial position

In millions of euros	9-30-23	9-30-22
Financial debt	933.8	976.6
Cash and cash equivalents	161.1	323.2
Total net debt	**772.7**	**653.4**

4.11.3 Liquidity risk

The Group uses a cash-flow management tool. This tool keeps track of the maturity of both financial investments and financial assets (e.g. trade receivables, other financial assets) and the estimated future cash flow from operations.

At September 30, 2023 the Group's main sources of funding are:

- a €340 million syndicated loan agreement set up in March 2020. It includes an initial five-year loan (extended to seven years by agreement of the lenders), amortized in constant annuities, for an initial amount of €240 million (€150 million authorized and drawn as at September 30, 2023), and a revolving credit facility of €100 million, which can be drawn down. The next installment for the repayment loan is due on March 31, 2024 and amounts to €30 million. At September 30, 2023, no drawdowns were outstanding under the revolving credit;
- a non-recourse factoring agreement came into effect on January 1, 2015. Its initial two-year term was renewed in April 2016, November 2018, December 2021, March 2022 and May 2023, extending the maturity to the end of December 2024 and its limit to €318 million (subject to receivables available). The factor purchases non-recourse receivables for up to the approved amounts issued by the credit insurers, and with recourse beyond that amount. The total receivables that may be derecognized by the Group is thus dependent on the total receivables available and the credit insurers' authorized limits. Any downward variation in one of these amounts may lead to an increase in the net debt recognized by the Group. The amount drawn down on this line was €208.6 million at 30 September, 2023, for a contribution to net debt of €12.5 million;
- €90.1 million in medium-term borrowings, of which €80.1 million had been drawn down;
- a loan agreement with the European Investment Bank for an amount of €130 million, of which the outstanding capital was €104 million at September 30, 2023;
- a “green” bond issue of €300 million;
- leases, of which the amount outstanding at September 30, 2023, was €281.7 million.
- bilateral credit lines, whether confirmed or not, totaling €118.2 million, which are not used, since the Group's net cash position was €152.3 million at September 30, 2023.

Financial ratios

The syndicated loan agreement requires the Group to maintain the following financial ratios:

- the annual leverage ratio, being the ratio of (a) consolidated net financial debt to (b) consolidated EBITDA, on each calculation date and over a rolling 12-month period ending on each calculation date, must be less than 3.00.

At September 30, 2023, the leverage ratio was 2.31;

- the debt service coverage ratio, i.e. the ratio of (a) consolidated cash flow before debt service to (b) net financial expenses on each calculation date and over a rolling 12-month period ending on each calculation date considered, must be greater than 5.

At September 30, 2023, the coverage ratio was 11.32.

The Group was in compliance with its financial covenants at September 30, 2023.

Given the existing liquidity margin at September 30, 2023, exceeding €350 million, and based on business and investment forecasts, the Group estimates that it has sufficient financial lines to meet its payments over the next 12 months from September 30, 2023.

4.12 Financial instruments

The Group uses certain financial instruments to reduce risks related to interest rates and exchange rates affecting its commercial activities and raw material prices.

4.12.1 Market value of financial instruments

To determine the fair value of financial instruments, the Group uses the following fair value hierarchy, according to the valuation methods used:

- level 1: the prices listed for identical assets or liabilities in active markets (not adjusted);
- level 2: directly or indirectly observable inputs concerning the asset or liability other than the quoted prices used at level 1;
- level 3: methods that use inputs that have a significant impact on the recognized fair value and are not based on observable market data.

At September 30, 2023, all of the Group's assets and liabilities measured at fair value are classified as level 2.

During the fiscal year 2023 there was no change in fair-value valuations between level 1 and level 2 and no transfer to, or from, level 3.

		Breakdown by type of instrument				
In millions of euros	9-30-23	Fair value through profit or loss	Fair value through equity	Loans and receivables	Debt at amortized cost	Derivative instruments
Non-consolidated equity securities	0.1			0.1		
Other non-current financial assets	4.9			4.9		
Trade receivables	305.8			305.8		
Other current assets	105.7			105.7		
Derivative financial instruments	1.5					1.5
Other current financial assets	11.4	11.4				
Cash and cash equivalents	161.1	161.1				
ASSETS	**590.4**	**172.5**		**416.5**		**1.5**
Loans - share at more than one year	773.6				160.2	
Loans - share at less than one year	160.2				773.6	
Trade payables	390.0			390.0		
Other current liabilities	144.9			144.9		
Derivative financial instruments	2.2					2.2
LIABILITIES	**1,470.9**			**534.9**	**933.8**	**2.2**

		Breakdown by type of instrument				
In millions of euros	9-30-22	Fair value through profit or loss	Fair value through equity	Loans and receivables	Debt at amortized cost	Derivative instruments
Non-consolidated equity securities	1.5			1.5		
Other non-current financial assets	9.1			9.1		
Trade receivables	462.2			462.2		
Other current assets	86.9			86.9		
Derivative financial instruments	3.0					3.0
Other current financial assets	15.5	15.5				
Cash and cash equivalents	323.2	323.2				
ASSETS	**901.5**	**338.7**		**559.8**		**3.0**
Loans - share at more than one year	807.9				807.9	
Loans - share at less than one year	168.7				168.7	
Trade payables	503.0			503.0		
Other current liabilities	318.6			318.6		
Derivative financial instruments	2.3					2.3
LIABILITIES	**1,800.6**			**821.6**	**976.6**	**2.3**

4.12.2 Market value of derivative instruments

In millions of euros		9-30-23 Assets	9-30-23 Liabilities	9-30-22 Assets	9-30-22 Liabilities
Derivatives for interest-rate risks	Cash flow hedge	1.5		3.0	
Derivatives for exchange-rate risk	Cash flow hedge		2.2		2.3
Amount of derivatives in the consolidated balance sheet		**1.5**	**2.2**	**3.0**	**2.3**

4.12.3 Interest rate risks

The Group determines the desired split of debt between fixed and variable rates based on forecast trends for interest rates and the hedging requirement set forth in the syndicated loan agreement. At September 30, 2023, 22% of the debt was under a variable rate.

The Group uses several types of interest rate risk management instruments to optimize its financial expenses and manage the fixed/variable rate split of its debt.

A 100-bp change in the EURIBOR index would have an impact of around €4 million on the Group's financial expenses.

Breakdown of debt between fixed and variable rates

In millions of euros	9-30-23 Fixed rate	9-30-23 Variable rate	9-30-23 Total	9-30-22 Fixed rate	9-30-22 Variable rate	9-30-22 Total
Financial liabilities	728.1	196.9	925.0	761.9	207.7	969.6
Cash and cash equivalents		8.8	8.8		7.0	7.0
Total financial debt	**728.1**	**205.7**	**933.8**	**761.9**	**214.7**	**976.6**
%	78%	22%	100%	78%	22%	100%

Net financial position after hedging

In millions of euros	9-30-23 Less than 1 year	9-30-23 From 1 to 5 years	9-30-23 Beyond that period	9-30-22 Less than 1 year	9-30-22 From 1 to 5 years	9-30-22 Beyond that period
Non-current financial debt		685.3	88.3		417.3	390.6
Current financial debt	160.2			168.7		
Financial liabilities	**160.2**	**685.3**	**88.3**	**168.7**	**417.3**	**390.6**
Non-current financial assets (excluding equity securities)		(2.9)	(2.2)		(4.3)	(4.9)
Current financial assets	11.4			(15.5)		
Cash and cash equivalents	161.1			(323.2)		
Financial assets	**172.5**	**(2.9)**	**(2.2)**	**(338.7)**	**(4.3)**	**(4.9)**
Net position before hedging	**(12.3)**	**682.4**	**86.1**	**(170.0)**	**413.0**	**385.7**
Derivatives for interest-rate risks	(120.0)				(120.0)	
Net position after hedging	**(132.3)**	**682.4**	**86.1**	**(170.0)**	**293.0**	**385.7**

Derivatives for interest-rate risks by maturity

In millions of euros	Initial rate	Less than 1 year	From 1 to 2 years	From 2 to 5 years	More than 5 years
Variable rate -> fixed rate derivatives for interest-rate risks:					
CAP BNP EUR	0.00%	40.0			
CAP CMUT EUR	0.00%	20.0			
CAP LCL EUR	0.00%	20.0			
CAP SGN EUR	0.00%	40.0			
Total derivatives for interest-rate risks		**120.0**			

4.12.4 Foreign exchange risk

Exchange rates used

In euros	Foreign currencies	2023		2022	
		Year-end	Average	Year-end	Average
Canada	CAD	1.4227	1.4396	1.3401	1.3843
China	CNY	7.7352	7.5304	6.9368	7.0943
United States	USD	1.0594	1.0677	0.9748	1.0847
Hungary	HUF	389.50	388.95	422.18	379.29
Mexico	MXN	18.5030	19.4902	19.6393	22.1137
Romania	RON	4.9735	4.9345	4.9490	4.9387
Switzerland	CHF	0.9669	0.9790	0.9561	1.023

Generally, the Group's revenue is generated in the same currency as the related costs. Accordingly, the Group has little exposure to foreign exchange risk, and business transactions made in a non-local currency (mostly dollar-denominated exports from France) are generally hedged with forward contracts. Euro movements against the US dollar do, however, have a significant impact on the translation of Recycling division revenue and operating profit (loss) into euros.

The Group uses foreign exchange forward contracts to hedge its foreign exchange risk.

In millions of currency	USD
Forward purchases	1.8
Forward sales	105.0

Trade receivables, tax receivables and other current assets by currency

In millions of currency	Receivables at 9-30-23			Receivables at 9-30-22		
	Local currency	Euro	%	Local currency	Euro	%
CAD	7.1	5.0	1%	5.4	4.0	1%
CHF	0.4	0.4	%	0.7	0.7	%
CNY			%	2.3	0.3	%
EUR	356.7	356.7	86%	500.9	500.9	90%
HUF	1,341.5	3.4	1%	1,246.8	3.0	1%
MXN	343.9	18.6	4%	46.8	2.4	0
RON	21.4	4.3	1%	20.7	4.2	1%
USD	32.1	30.3	7%	39.2	40.3	7%
Total		**418.8**	**100%**		**555.8**	**100%**

Trade payables, tax liabilities and other current liabilities

	Payables at 9-30-23			Payables at 9-30-22		
In millions of currency	Local currency	Euro	%	Local currency	Euro	%
CAD	5.3	3.7	1%	4.7	3.5	%
CHF	0.7	0.7	%	1.1	1.2	%
CNY				2.0	0.3	%
EUR	514.2	514.2	95%	803.8	803.8	97%
HUF	650.3	1.7		1,113.2	2.6	%
MXN	233.5	12.6	2%	107.0	5.4	1%
RON	5.0	1.0		4.5	0.9	%
USD	11.3	10.7	2%	9.8	10.1	2%
Total		**544.6**	**100%**		**827.9**	**100%**

The following table shows the sensitivity of profit (loss) before tax, before and after hedging, to a reasonable change in the US dollar exchange rate, all other variables being constant.

		9-30-23		9-30-22	
In millions of euros		Before hedging	After hedging	Before hedging	After hedging
	+5%	(0.3)	(0.3)	(0.2)	(0.2)
CAD	-5%	0.4	0.4	0.3	0.3
	+5%	(1.7)	3.0	(2.8)	1.2
USD	-5%	1.8	(3.3)	3.1	(1.4)
	+5%	**(2.0)**	**2.7**	**(3.0)**	**1.0**
Total	**-5%**	**2.2**	**(2.9)**	**3.4**	**(1.1)**

4.12.5 Credit or counterparty risk

Financial transactions (i.e. loans, currency hedges, interest rates and raw materials) are carried out with leading financial institutions for the purpose of reducing risk.

To reduce counterparty risk on domestic, export and foreign trade receivables, Recycling and Public Sector Services systematically apply for credit insurance to cover 95% of this risk on these receivables, excluding taxes. The credit insurer may, however, sometimes refuse coverage based on its assessment of a customer's solvency. Exposure to customer risk is regularly compared to the credit insurer's authorized limits.

For several years now, the Group has implemented a very strict policy of monitoring customer outstandings and systematically issuing routine reminders for overdue outstandings.

Aging of trade receivables (gross values excluding doubtful receivables)

In millions of euros	Total outstanding 9-30-23	Not due	<1 month	<4 months	>4 months
Recycling	268.0	228.9	27.7	7.3	4.1
Public Sector Services	34.7	20.6	7.3	5.1	1.7
Holding companies	2.7	1.8			0.9
Total	**305.4**	**251.4**	**35.0**	**12.4**	**6.6**

Despite the turbulent environment, the Group has not yet observed any significant increase in payment delays and customer credit risk is €0.9 million. The Group considers that its other loans do not constitute a substantial risk, except for certain receivables more than four months overdue.

4.12.6 Raw materials risk

In the normal course of its business, the Group enters into few forward contracts to buy or sell ferrous or non-ferrous metals, and these contracts generally do not require a firm price commitment beyond one month. Depending on whether metal prices rise or fall, the Group may have to purchase or sell at a price less favorable than when the contract was entered into to honor a contract. However, the Group's risk practice is to only enter into a contract to sell when purchases have been made. Three specialist companies, aluminum refiner Refinal and non-ferrous metals traders Inorec and Coframétal, may make buy or sell commitments before finding a counterparty for the transaction. Consequently, they may hedge these transactions on the London Metal Exchange (other Group companies may also hedge transactions on the LME, but this is exceptional).

The Group may therefore have to sell its inventories of processed metal goods to its customers for less than the initial purchase price if the market price for these goods declines between the time of purchase and the time of sale. The volatility of the prices of different metals may create exceptional "price effects" which the Group endeavors to limit by holding low levels of stock.

4.13 Non-current provisions and provisions for employee benefits obligations

4.13.1 Change in non-current provisions

In millions of euros	9-30-22	Provisions	Write backs used	Write backs not used	Changes in scope (1)	Other changes	Translation differences	9-30-23
Provisions for labor disputes	5.3	1.3	(1.7)	(1.5)	(2.6)	1.2		2.0
Provisions for other disputes	11.1	6.1	(1.7)	(1.2)	(2.4)			11.9
Provisions for Urssaf disputes								
Provisions for guarantees	0.8			(0.1)	(0.1)			0.6
Provisions for service awards	2.2	0.4	(0.2)	(0.3)				2.2
Provisions for tax audit								
Provisions for restructuring								
Provisions for losses on contract completion								
Environmental provisions	15.0		(0.3)					14.7
Other non-current provisions	0.4							0.3
Total	**34.8**	**7.8**	**(3.9)**	**(3.1)**	**(5.1)**	**1.2**		**31.8**

(1) See note 3 – Change in consolidation scope.

4.13.2 Provisions for employee benefit obligations

In France, Group employees benefit from State pension plans and from retirement benefits paid by the employer in accordance with the collective agreements in force at each subsidiary.

In other countries, the plans depend on local legislation, the type of business and the past practices of the subsidiary concerned.

The projected costs and obligations recognized in the consolidated financial statements have been determined based on the following actuarial assumptions:

Actuarial assumptions	Euro zone 2022–2023	Euro zone 2021-2022
Discount rate	1.00% to 3.85%	0.90% to 3.85%
Long-term forecast salary growth rate	1% to 2%	1% to 2%
Expected return on assets		
Mortality	Tables by generation TGH/TGF 05	Tables by generation TGH/TGF 05
Rate of turnover	Insee tables adapted to the Group's turnover	Insee tables adapted to the Group's turnover
Retirement age	Voluntary departure at 64 years of age for non-executives	Voluntary departure at 62 years of age for non-executives
	Voluntary departure at 64 years of age for executives	Voluntary departure at 62 years of age for executives

For Recycling and Public Sector Services in France, the discount rate used in this measurement is 3.85%.

IAS 19 specifies that the discount rate must be equal to the yield paid on high-quality corporate bonds having the same maturity as the commitment.

In the euro zone, the yield on high-quality corporate bonds (AA) at the measurement date was 4.0038% for a maturity of 7 to 10 years, and 4.0647% for a maturity of 10 years or more, according to the IBOXX benchmark.

The discount rate actually used in this valuation complies with IAS 19.

In millions of euros	9-30-22	Provisions	Write backs used	Write backs not used	Changes in scope (1)	Other changes	9-30-23
Employee benefits	43.2	3.5	(3.6)		(11.9)	(3.0)	28.2

(1) See note 3 – Change in consolidation scope

In millions of euros	2023	2022	2021
Actuarial value of commitments at opening	**43.2**	**44.1**	**45.7**
Current service cost	2.3	5.7	3.5
Interest expense	1.2	0.3	0.4
Actuarial gains and losses related to experience	(0.6)	(0.4)	(2.8)
Actuarial gains and losses related to changes to the actuarial assumptions	(2.4)	(7.1)	(0.8)
Employee contributions			
Benefits paid	(1.2)	(1.6)	(2.1)
Past service cost (change of the plan in France)	(2.4)		
Change in scope	(11.9)	3.1	0.2
Impact of IFRS 5		(0.9)	
Foreign exchange differences			
Actuarial value of commitments at closing	**28.2**	**43.2**	**44.1**
Fair value of plan financial assets at opening			
Interest income			
Expected return on assets other than interest			
Administrative costs			
Contributions by employer	1.2	1.6	2.0
Employee contributions			
Benefits paid	(1.2)	(1.6)	(2.0)
Assets distributed on settlement			
Changes in scope			
Impact of IFRS 5			
Foreign exchange differences			
Fair value of plan financial assets at closing	**0.0**	**0.0**	**0.0**
Provisions recognized on the balance sheet			
Actuarial value of commitments	28.2	43.2	44.1
Fair value of assets	0.0	0.0	0.0
Net value of commitments	**28.2**	**43.2**	**44.1**
Amounts recognized in profit or loss			
Current service cost	2.3	5.7	3.5
Financial cost	1.2	0.3	0.4
Administrative costs			
Gains (losses) on settlements			
Total	**3.5**	**6.0**	**3.9**

In millions of euros	2023	2022	2021
Statement of recognized income and expense in other comprehensive income			
Expected return on assets other than interest	0.0	0.0	0.0
Actuarial gains and losses related to experience	0.6	0.4	2.8
Actuarial gains and losses related to changes to the actuarial assumptions	2.3	7.1	0.8
Total gains (losses) recognized in other comprehensive income	**2.9**	**7.5**	**3.6**
Provisions at the beginning of the year	**43.2**	**44.1**	**45.7**
Net expense for the year	3.5	6.0	3.8
Impact on comprehensive income	(3.0)	(7.5)	(3.6)
Benefits paid	(1.2)	(1.6)	(2.0)
Others	(14.3)	3.1	0.2
Impact of IFRS 5		(0.9)	
Foreign exchange differences			
Provisions at year-end	**28.2**	**43.2**	**44.1**

4.14 Current provisions

In millions of euros	9-30-22	Provisions	Write backs used	Write backs not used	Changes in scope [(1)]	Other changes	Foreign exchange differences	9-30-23
Provisions for disputes	5.6	0.5	(0.8)	(0.3)	(2.5)	(1.3)		
Provisions for liability guarantees		3.0						3.0
Provisions for restructuring	2.2	0.1	(1.6)	(0.2)	(0.4)			0.2
Provisions for taxes								
Environmental provisions	0.6		(0.3)					0.3
Technical insurance provisions	4.6	3.7						8.2
Other provisions	3.3	0.7	(2.5)	(0.2)				2.6
Total	**16.3**	**8.0**	**(5.1)**	**(0.7)**	**(2.8)**	**(1.3)**		**14.3**

(1) See note 3 – Change in consolidation scope

4.15 Other current liabilities

In millions of euros	9-30-23	9-30-22
Trade payables	352.4	486.2
Debt on acquisitions of tangible assets	37.6	16.8
Trade payables	**390.0**	**503.0**
Tax liabilities	**9.7**	**6.2**
State and payroll taxes	115.9	269.5
Advances and deposits received on orders	9.9	17.7
Current account credit balances		0.3
Miscellaneous liabilities	1.8	8.8
Deferred income	17.3	22.4
Other current liabilities	**144.9**	**318.6**

4.16 Other non-current liabilities

In millions of euros	9-30-23	9-30-22
Debt on acquisitions of tangible assets	0.1	0.5
Debt on securities acquisitions		
Deferred income	4.1	4.5
Other non-current liabilities	**4.2**	**5.0**

4.17 Segment information

The transfer of the Multiservices division to Elior Group, and the accompanying changes in governance at Derichebourg, led the Group to modify its segment information and the breakdown of its operating segments as of October 1, 2022.

The operating segments used correspond to the two main activities of the Group:

- Recycling, which is mainly an industrial activity for recycling metal waste;
- Public Sector Services, which is mainly labor-intensive.

Each of these segments provides goods and services and represents a group of cash generating units monitored each month by General Management.

In addition, a number of shared costs are presented in the Holding segment. The operating segments thus defined correspond to the way in which the main operating manager monitors results. Lastly, the differences in income statement structure and the risks to which the Recycling and Public Sector Services businesses are exposed warrant their separate presentation.

CFF Beta SCI and PSIMMO SNC were reclassified from the Business Services segment to the Holding segment. The impact of these reclassifications on 2022 results was an increase in external revenue for the Holding segment of €1 million.

4.17.1 By business segment

4.17.1.1 Revenue

In millions of euros	2023	2022	Change in %
Recycling	3,428.3	4,171.7	(17.8%)
Public Sector Services	183.0	165.1	10.9%
Holding companies	10.0	11.1	(10.4%)
Total	**3,621.3**	**4,348.0**	**(16.7%)**

4.17.1.2 Revenue by service category

In million metric tons	2023	2022	Change in %
Ferrous scrap metal	4,686.6	4,972.7	(5.8%)
Non-ferrous metals	770.4	812.5	(5.2%)
Recycling – Total volumes	**5,457.0**	**5,785.2**	**(5.7%)**

In millions of euros	2023	2022	Change in %
Ferrous scrap metal	1,646.2	2,114.9	(22.2%)
Non-ferrous metals	1,605.1	1,877.3	(14.5%)
Services	177.0	179.6	(1.4%)
Recycling – Total revenue	**3,428.3**	**4,171.7**	**(17.8%)**

In millions of euros	2023	2022	Change in %
Public Sector Services	**183.0**	**165.1**	**10.9%**

4.17.1.3 Consolidated income statement items

In millions of euros	Recycling	Public Sector Services	Business Services	Holding companies	Intersegment eliminations	Total at September 30
2023						
External revenue	3,435.8	183.1		42.3	(39.9)	3,621.3
Inter-segment revenue	(7.5)	(0.1)		(32.3)	39.9	0.0
Revenue	**3,428.3**	**183.0**		**10.0**	**0.0**	**3,621.3**
Recurring operating profit (loss)	184.9	13.9		(13.8)		184.9
Operating profit (loss)	197.5	10.0		37.2		244.7
Net income from associates	1.7			(39.4)		(37.7)
2022 restated (1)						
External revenue	4,173.9	165.3		39.7	(30.8)	4,348.0
Inter-segment revenue	(2.1)	(0.2)		(28.5)	30.8	0.0
Revenue	**4,171.7**	**165.1**		**11.1**	**0.0**	**4,348.0**
Recurring operating profit (loss)	332.1	10.4	(1.0)	(13.4)		328.0
Operating profit (loss)	329.9	10.4	(1.0)	(19.4)		319.9
Net income from associates	2.1	(0.1)		(4.1)		(2.1)

(1) Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.

4.17.1.4 Other segment reporting

In millions of euros	Recycling	Public Sector Services	Business Services	Holding companies	Intersegment eliminations	Total at September 30
2023						
Total balance sheet assets (current and non-current)	2,754.3	119.4		1,401.3	(1,689.7)	2,585.3
Assets associated with assets being disposed						
Total liabilities (current and non-current excluding shareholders' equity) of continuing operations	1,749.2	108.2		1,424.9	(1,689.7)	1,592.5
Liabilities associated with assets being disposed						
Total balance sheet liabilities (current and non-current excluding shareholders' equity)	1,749.2	108.2		1,424.9	(1,689.7)	1,592.5
Cash flows at September 30, 2023						
Tangible and intangible capital investments	177.4	6.9		2.4		186.8
Rights of use	89.1	9.0		0.2		98.3
Tangible and intangible amortization	(71.0)	(9.8)		(0.9)		(81.7)
Amortization of rights of use	(62.4)	(6.8)		(1.3)		(70.5)
Impairment	(0.3)					(0.3)

In millions of euros	Recycling	Public Sector Services	Business Services	Holding companies	Intersegment eliminations	Total at September 30
2022						
Total balance sheet assets (current and non-current)	2,630.8	117.8	546.6	1,193.4	(1,650.4)	2,838.2
Assets associated with assets being disposed	40.6					40.6
Total liabilities (current and non-current excluding shareholders' equity) of continuing operations	1,649.4	111.1	346.3	1,484.6	(1,650.4)	1,941.0
Liabilities associated with assets being disposed	14.1					14.1
Total balance sheet liabilities (current and non-current excluding shareholders' equity)	1,663.5	111.1	346.3	1,484.6	(1,650.4)	1,955.1
Cash flows at September 30 2022 restated (1)						
Tangible and intangible capital investments	129.0	4.4		4.1		137.4
Rights of use	54.6	11.7		0.2		80.1
Tangible and intangible amortization	(65.9)	(4.9)		(2.4)		(73.2)
Amortization of rights of use	(46.6)	(10.0)	(1.1)			(57.7)
Impairment	(0.8)					(0.8)

(1) Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.

4.17.2 Information by geographic location

In millions of euros	Continental Europe	France	Americas	Total at September 30
2023				
Revenues (origin of sales)	872.0	2,540.7	208.6	3,621.3
Tangible and intangible capital investments	36.6	214.1	20.2	270.9
Tangible and intangible amortization	(21.9)	(110.7)	(8.6)	(141.2)
Total net tangible assets	228.5	758.4	67.4	1,053.9
2022 restated (1)				
Revenues (origin of sales)	1,165.6	2,936.0	246.4	4,348.0
Tangible and intangible capital investments	42.8	158.9	9.4	211.1
Tangible and intangible amortization	(19.3)	(102.4)	(8.1)	(129.8)
Total net tangible assets	213.6	651.2	58.6	923.4

(1) Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.

4.18 Change in provisions

In millions of euros	2023	2022 restated (1)
Provisions on current assets	(0.8)	(2.1)
Provisions for liabilities and charges	(12.2)	(15.5)
Total	**(13.0)**	**(17.6)**

(1) Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.

4.19 Other operating income and expenses

In millions of euros	2023	2022 restated (1)
Proceeds from disposal of tangible assets	7.5	14.4
Proceeds from disposal of intangible assets		0.1
Production of assets for own use		0.2
Write backs of provisions on tangible assets	1.4	1.7
Releases of provisions on current assets	1.5	2.2
Write backs of provisions for liabilities and charges	9.5	5.4
Transfers of operating expenses	1.7	2.0
Operating and investment subsidies	1.2	2.0
Others	2.6	0.8
Total other operating income	**25.4**	**28.7**
Net carrying value of the non-current assets sold	(9.9)	(11.2)
Foreign exchange losses on trade receivables and payables	(2.6)	(7.1)
Losses from irrecoverable and written-off receivables	(0.3)	(0.0)
Duties and licenses	(3.1)	(3.9)
Fixed compensation allocated to directors	(0.2)	(0.2)
Others	(2.8)	(3.1)
Total other operating expenses	**(18.9)**	**(25.5)**

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.20 Other operating income and expenses

	2023	2022 restated (1)	
Expenses related to the disposal of remedy assets	(35.4)	(5.7)	Costs linked to the acquisition of Ecore
Expenses related to the transfer of the Multiservices division to Elior Group	(3.0)	(3.5)	Ecore post-acquisition restructuring costs
Loss of the Veolia case in cassation	(3.7)		
Total other non-recurring expenses	**(42.2)**	**(9.2)**	
Income from the disposal of remedy assets	48.1		
Total other non-recurring income	**48.1**		

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.21 Gain (loss) on disposal of consolidated companies

	2023	2022 restated (1)	
Gain (loss) on disposal of Derichebourg Multiservices Holding	53.7		
Impact of change in consolidation method for Alsafer Environnement and Rohr Environnement		1.4	
Others	0.2	(0.3)	Others
Gain (loss) on disposal of consolidated companies	**53.9**	**1.1**	

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.22 Net financial expenses

To provide a better assessment of the debt service cost, net financial expenses have been calculated between financial expenses and financial income from investments made, and after taking into account the effect of interest-rate hedges.

Any amounts not falling within the above definition are, where applicable, shown on a separate line.

In millions of euros	2023	2022 restated (1)
Interest on loans, bank overdrafts and factoring	(30.3)	(18.4)
Interest on current accounts		(0.0)
Interest on lease liabilities	(2.8)	(1.4)
Dividends		
Income from marketable securities and cash equivalents	0.8	0.1
Other financial income and expenses	2.8	(0.4)
Net finance cost	**(29.6)**	**(20.2)**
Foreign exchange gains and losses	(0.3)	0.4
Interest expense on retirement and pension plans	(1.0)	(0.3)
Fair value of financial instruments	(1.5)	4.3
Others	(1.3)	1.0
Foreign exchange and other gains and losses	**(1.6)**	**5.5**

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.23 Income tax

4.23.1 By type

In millions of euros	2023	2022 restated (1)
Income before tax from consolidated companies	213.5	305.1
Current income tax	(44.8)	(74.2)
Deferred tax	0.8	(9.1)
Total income tax expense	**(44.0)**	**(83.3)**
Effective tax rate	**(20.6%)**	**(27.3%)**

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.23.2 Actual income tax expense

	2023	2022 restated (1)
Theoretical tax income or expense	(55.2)	(86.3)
Impact of tax rate changes		
Recognition/Limitation of deferred tax assets	2.4	(1.5)
Permanent tax differences	(0.1)	3.5
Permanent differences linked to consolidation adjustments	8.6	(2.0)
Differences in tax rates applicable to foreign companies	0.3	3.0
Actual tax income	**(44.0)**	**(83.3)**

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

The Group's actual income tax expense was calculated on the basis of income from continuing operations before tax, restated for the Group's share of income from associated companies.

For the fiscal year 2023, the Group's actual income tax expense was reconciled on the basis of a tax rate of 25.83%.

4.23.3 Tax consolidation

The Derichebourg Group has opted in France for the tax consolidation regime which allows it to offset the taxable results of its French subsidiaries where the direct or indirect holding is greater than 95%. The consolidated companies affected by this regime have signed an agreement setting out the methods for applying the tax consolidation, in accordance with the rules established by the tax administration.

The consolidated tax Group is made up of the following companies:

DERICHEBOURG SA	POLY-MASSI
AFM RECYCLAGE	POLY-NEA
BERNES ET BRUYÈRES SCI	POLYREVA
BERTHELOT VILLENEUVE SCI	POLY-SENTI
BOLTON	POLYSOTIS
CFF BETA SCI	POLYTIANE
CFF SIGMA SCI	POLYURBAINE
COFRAMETAL	POLYNORMANDIE
DERICHEBOURG ENVIRONNEMENT	POLYVALOR
DERICHEBOURG EXPANSION	POLY-VALIS
DERICHEBOURG IMMOBILIER SCI	PSIMMO
ÉCO-VHU SAS	PURFER
ESKA	REFINAL INDUSTRIES
EXADIANE SCI	REVIVAL
FRANORA SCI	REVIVAL EXPANSION
GDE CO 1	TRANSENVIRONMENT
GDE CO 2	VALME TECHNOLOGIES
GUY DAUPHIN ENVIRONNEMENT	WESTEVER
INOREC	
IRON HORSE FRANCE	
IRON HORSE HOLDING	
LE BISON GOURMAND	
POLY-ENVIRONNEMENT	
POLYAMON	
POLYBUIS	
POLYCEJA	
POLYCEO	

4.23.4 Analysis of deferred tax assets and liabilities

In millions of euros	9-30-23	9-30-22
Tax losses carried forward	10.9	17.9
Temporary differences	6.6	4.7
Restatement of regulated provisions	(12.9)	(14.1)
Social benefits	6.0	9.9
Leasing	3.3	3.3
Elimination of intra-Group profits	1.5	1.6
Valuation differences	(21.7)	(22.2)
IFRS restatements	(0.4)	(3.2)
Other types	(3.5)	(0.8)
Net deferred taxes	**(10.3)**	**(2.9)**
Of which		
Deferred tax assets	23.2	32.0
Deferred tax liabilities	33.4	34.9
Net deferred taxes	**(10.3)**	**(2.9)**

The Group also has tax loss carry forwards for which no deferred taxes have been recognized in the amount of €113.8 million abroad and €5.8 million in France.

The recovery outlook for deferred tax assets on tax loss carryforwards is detailed below.

Recovery of deferred tax assets by country	9-30-23	Outlook
Germany – Recycling	0.6	2 years
Belgium – Recycling	3.2	2 years
France – Recycling	7.1	2 years
Total	**10.9**	

4.24 Discontinued or held-for-sale operations

- Disposal commitments made by Derichebourg Environnement to the European Commission following the acquisition of Groupe Ecore Holding SAS

In accordance with the commitments made to the European Commission following the acquisition of Groupe Ecore Holding SAS, the Group has completed the disposals required to comply with the non-competition rules in force. The result of these transactions is presented in the income statement under "Other operating income and expenses" (see note 4.20).

- Contribution of the Business Services division to Elior Group

On March 6, 2023, the Group announced that the contribution agreement and memorandum for its Business Services division had been signed with Elior Group. This was unanimously approved by the Boards of Directors of the Elior Group and Derichebourg following a notification and consultation process with employee representative bodies in both groups. It also confirms the financial terms of the transaction as communicated on December 20, 2022.

On April 18, 2023, the Elior Group Combined General Meeting approved the transfer of the Derichebourg Multiservices business unit to Elior Group.

The impact of transferring this business unit on the financial statements is presented below.

In millions of euros	2023 (6 months)	2022 (12 months)
Revenue	469.9	928.0
Other revenues from operations	0.3	0.4
Cost of raw materials	(65.7)	(134.3)
External charges	(25.6)	(45.6)
Personnel expenses	(350.0)	(679.1)
Taxes and duties	(12.8)	(27.9)
Depreciation	(6.1)	(24.9)
Change in provisions	(1.4)	(2.5)
Other operating expenses	(2.1)	(0.6)
Other operating income	5.9	12.5
Recurring operating profit (loss)	**12.4**	**25.9**
Gain (loss) on disposal of consolidated companies		(0.8)
Other non-recurring expenses		(0.5)
Operating profit (loss)	**12.4**	**24.6**
Net Finance cost	(2.6)	(1.8)
Foreign exchange and other gains and losses	(0.3)	
Profit (loss) before tax	**9.5**	**22.8**
Income tax	(3.9)	(3.6)
Net profit (loss)	**5.6**	**19.2**
Consolidated net profit (loss)	**5.6**	**19.2**

4.25 Earnings per share

		2023	2022
Net profit (loss) attributable to Company shareholders *(in millions of euros)*	(A)	136.9	237.6
Net profit (loss) attributable to owners of the Group from discontinued operations *(in millions of euros)*	(B)	5.6	19.2
Net profit (loss) attributable to the owners of the Group after elimination of discontinued operations *(in millions of euros)*	(C)=(A-B)	131.3	218.4
Impact of dilution on net income	(D)		
Profit after dilution	(E)	131.3	237.6
Number of ordinary shares at year-end		159,397,489	159,397,489
Own shares			
Number of ordinary shares at year-end, excluding own shares		159,397,489	159,397,489
Weighted average number of ordinary shares during the year, excluding own shares	(F)	159,397,489	159,397,489
Number of ordinary shares at year-end after dilution, excluding own shares	(G)	159,397,489	159,397,489
Basic earnings per share (excluding discontinued operations) *(in euros)*	**(C)/(F)**	**0.82**	**1.37**
Basic earnings per share after dilution *(in euros)*	**(E)/(G)**	**0.82**	**1.37**
Earnings per share after income from discontinued operations *(in euros)*	**(A)/(F)**	**0.86**	**1.49**
Earnings per share after earnings from discontinued operations after dilution *(in euros)*	**(A+D)/(G)**	**0.86**	**1.49**

4.26 Commitments

4.26.1 Details of commitments given

Breakdown of off-balance sheet commitments

In millions of euros	Bonds	Guarantees	9-30-23	9-30-22
Rent	0.7	0.1	0.8	1.3
Financial Institutions – Markets (1)	39.1	12.8	51.9	64.5
Environmental commitments	19.3	17.9	37.2	39.0
Temporary work (2)	11.5	0.3	11.8	9.2
Tax commitments	0.1	0.5	0.6	1.2
Others		3.9	3.9	9.2
Total	**70.7**	**35.5**	**106.2**	**124.4**

(1) *Bonds given in accordance with the specifications of certain contracts, including €28 million for subsidiaries of Derichebourg Multiservices, now subsidiaries of Elior Group*
(2) *Bonds given by the Company to the financial institution issuing the guarantee required by law for the Temporary Work business, a subsidiary of Derichebourg Multiservices. A process to transfer commitments concerning Derichebourg Multiservices subsidiaries will be implemented in 2023–2024.*

4.26.2 Details of commitments received

- Confirmed lines of credit not used as at September 30, 2023:
  - bilateral line – Germany: €3 million;
  - bilateral line – Belgium: €7 million;
  - bilateral line – Canada: CAD2.5 million;
  - bilateral line – Spain: €11 million;
  - bilateral line – United States: $5 million;
  - bilateral line – France: €12 million;
  - revolving credit (syndicated loan): €100 million;
- Retention bonds: €1.1 million.

4.26.3 Details of commitments given

- Potential earn-out on Elior Group shares acquired from BIM and Gilles Cojan in May 2022.

In the event that Elior Group shares average a price that exceeds €5.65 over a 20-day period, shareholders are entitled to an earn-out corresponding to 73% of the difference between the average reference price and €5.65. This commitment is valid until December 31, 2024. The maximum amount of the earn-out is €34 million. Given the current share price of Elior Group, and the short duration of this commitment, the Company considered that there would be no outflow in this respect.

4.27 Significant litigation

4.27.1 Belgium

- A tax audit was conducted on the Belgian subsidiary Derichebourg Belgium relating to the identification of suppliers of metals and ferrous scrap metals for the fiscal years 2006 to 2010. In November 2017, the Mons Appeal Court considered that the Company had not adhered to the law concerning identification of the VAT of suppliers and rejected the deduction of purchase invoices deemed non-compliant. This led to the payment of tax increases on a temporary basis for €6 million, recorded as an expense during the 2017 fiscal year. The Company has appealed to the Court of Cassation. On September 17, 2020, the Belgian Court of Cassation overturned the grounds of the decision of the Mons Appeal Court and referred the case back to the Liège Appeal Court. Derichebourg Belgium won the appeal in January 2023. The Belgian State appealed to the Court of Cassation again. No consequence has been drawn from this judgment in the financial statements at September 30, 2023.

4.27.2 France

- In June 2018, several subsidiaries in the household waste collection business were jointly ordered by the lower court to pay €3.7 million to entities in the Veolia Group after a judgment by the Paris Commercial Court in proceedings relating to the terms of personnel transfer in 2014 after the Veolia Group took over household waste collection in the 11th and 19th districts of Paris from the subsidiary Polyurbaine. The Group had appealed against this judgment. The appeal judgment of March 2020 was favorable to the Group. The amount of €3.7 million, paid to Veolia in 2018, was repaid during the 2019–2020 fiscal year and recorded under non-recurring profit (loss). Veolia has appealed to the Court of Cassation. The Court of Cassation partially overturned the decision of the Court of Appeal in the first half of the year. A provision of €3.7 million was recognized at September 30, 2023 on the "Other non-recurring expenses" line. The case has been referred back to the Court of Appeal.
- Derichebourg SA and the subsidiary AFM Recyclage (as the final operator) entered into an agreement with a public-private partnership representing the local authority in 2012, which was renewed in 2018 and 2019. Under this agreement, they would release land, transfer it to the public-private partnership and transfer their business to a nearby site. Conventionally, the financial obligation for decontamination was limited to decontamination for industrial, non-sensitive use, on the basis of preliminary studies showing a low decontamination cost (€0.9 million). AFM Recyclage has built the planned new site and started its activity there, while retaining a metal cutting activity on its former site. On the basis of more in-depth surveys, the site appears to be more polluted than predicted (soil and groundwater). With this in mind, the public-private partnership opted not to renew earlier agreements. The DREAL (Regional Directorate for Environment, Planning and Housing) carried out an on-site inspection. The inspection report was released in May 2021 alongside an order setting out additional requirements. AFM Recyclage carried out the soil and groundwater studies provided for in this order and submitted the management plan with a view to business continuity. AFM Recyclage has recognized a provision of €6 million to cover the decontamination cost.
- Litigation with the buyer of DSIN: on September 27, 2019, Derichebourg Multiservices Holding sold shares in DSIN to the company DNUC, which is specialized in nuclear services, with effect from October 1, 2019. The sale comprised the sale of shares and a current account receivable, the price of which was dependent on the balances of certain balance sheet items as of September 30, 2019. The buyer is contesting the sale price offered by the seller. Given the ongoing dispute, which primarily relates to the value of certain trade receivables, the parties have not yet reached an agreement on the final sales price of the trade receivables. In December 2020, DSIN requested a safeguard procedure to protect against any consequences of customer claims due to partial non-performance or poor performance of contractual services, and the resulting harm caused. During the previous fiscal year, the buyer filed a legal action claiming that the seller had failed to disclose certain information under the sales contract. It is seeking the sum of €6.5 million (amount revised to €3 million), together with costs, from the seller to cover the receivable amount provided by the third party as part of the safeguard procedure. The seller maintains that it sent all of the information it possessed on the contract to the buyer as part of its due diligence process. It also claims that there is no evidence to support the damages set out by the third party, which exceed the limit under the contract, and that this claim should therefore be dismissed under the procedure opened for DSIN. The transferee of DSIN obtained a continuation plan, with a settlement of the liabilities over eight years (which does not currently include the receivable of €1.2 million from Derichebourg Propreté). Nevertheless, on March 8, 2023, the Paris Commercial Court rendered a judgment invalidating DNUC's claims in all respects and ordering it to pay Derichebourg Multiservices Holding the balance of the sale price, i.e. €1.1 million, and recognizing the Derichebourg Propreté receivable in the amount of €1.2 million. DNUC and DSIN appealed this judgment on April 7, 2023. Other than those linked to the opening of the safeguard procedure, no other consequence of the various receivables held by the creditor companies (€1.1 million impairment of receivables) has been drawn in the financial statements of September 30, 2023, as the Group deems these claims to be unfounded. Derichebourg is now exposed to this issue through the liability guarantee granted to the Elior Group when the Multiservices division was transferred.
- Action brought by the owner of land adjacent to a site operated by the Group in Condette: in June 2020, the Revival subsidiary, which represents the rights of the company STRAP, was sued by the French real estate company which owns the land adjacent to the site which the Group operates in Condette (Pas-de-Calais). The company claims that the latter has illegally buried waste there, and is claiming as a precautionary measure the deposit of €27 million for the alleged decontamination costs (including the related landfill taxes).

This statement is based on an expert report, which came to the opposite conclusion before the certificate mentioned below. The report's conclusions are based on a certificate provided by a former CEO and shareholder of the company STRAP, who has been on poor terms with the Derichebourg Group since his dismissal in 2003. He subsequently became an employee of the owner of the real estate company in question. Revival, which represents the rights of STRAP, maintains that it has no hand in this pollution, that it has never used the plots on which this waste is buried and that the type of waste buried does not correspond to the waste type generated by its business. It states that if its former CEO (also the son-in-law of the former owner of STRAP, who owned the plots at the time of the pollution) buried waste on this land belonging to his parents-in-law, that this is personal fault and is separate to his role as Chief Executive Officer. In addition, Revival has evidence that the current owner of the real estate company was informed of the state of pollution of the land before it acquired it and leased it to a competitor of Derichebourg. The owner previously and unsuccessfully took legal action against the Group based on the same grievances as those made against Revival. Revival believes that these claims are completely unfounded, are the result of a falsification of facts and will take any action necessary to safeguard its interests.

The plaintiff's filing was dismissed on July 6, 2021. There is no hearing on the merits. No provision has been booked in the financial statements at September 30, 2023, in particular because, subsequent to the year-end, a ruling by the Court of Appeal on November 23, 2023 deemed the action to be time-barred. However, the plaintiff appealed on November 30, 2023.

- In January 2015, the company Guy Dauphin Environnement (GDE) brought an action before the Paris Regional Court (Tribunal de Grande Instance de Paris) against the consortium in charge of work on the Nonant-le-Pin site (including Valérian), seeking the appointment of a legal expert in the wake of faulty workmanship. Said expert report was issued in April 2022, in which the responsibility of certain stakeholders was noted, without quantifying GDE's losses. GDE then appointed an expert, who valued its losses in respect of Valérian's services at €6 million. On December 7, 2022, Valérian brought an action against GDE before the Caen Commercial Court, claiming €3 million in principal for additional costs incurred as a result of schedule slippage for the Nonant-le-Pin site. The Group set aside a provision of €2.5 million for this dispute.
- In 2006, the company Guy Dauphin Environnement (GDE) applied for a license for a landfill facility for automotive shredding residues in the municipality of Nonant-le-Pin, which was granted in 2011. Opponents lodged administrative appeals in view of the pollution risks, which led to the license being revoked on May 20, 2016.

  Alongside these proceedings, in 2014, the Argentan public prosecutor's office received a complaint implicating elected officials and public servants for breach of probity in connection with the granting of authorization for the landfill facility. The case was referred to the French National Financial Prosecutor's Office, which noted that GDE had sought the assistance and support of elected representatives and public officials in order to influence decisions concerning the siting of the landfill facility. Given sufficient evidence, proceedings for influence peddling were initiated under Article L. 433-1 of the French penal code.

  - Following Derichebourg Environnement's acquisition of the Ecore group in December 2021, on May 15, 2023, the French National Financial Prosecutor's Office and GDE entered into a judicial agreement of public interest (JAPI), approved by the President of the Paris Judicial Court on May 17, 2023, requiring: GDE to pay a fine of €1.2 million and the implementation of a compliance program entrusted to AFA (the French anti-corruption agency) for Derichebourg Environnement and its subsidiaries for a period of three years, at GDE's expense, for an amount of up to €0.9 million. As a result of the JAPI being approved, the public prosecution has been terminated.

4.28 Related-party transactions

4.28.1 Transactions with non-consolidated related parties

The Group is controlled by CFER, which holds 41.25% of the Company's shares. The ultimate parent company is DBG FINANCES, registered in Belgium.

In millions of euros	9-30-23	9-30-22
DBG FINANCES	0.0	0.0
Related party receivables	**0.0**	**0.0**
DBG FINANCES		
SCI IDA I		0.1
TBD FINANCES	1.3	2.2
Related party payables	**1.3**	**2.3**
TBD FINANCES	(3.1)	(4.3)
Non-recurring expenses	**(3.1)**	**(4.3)**
DBG FINANCES	(1.3)	(1.3)
SCI IDA I		(1.1)
IDA DERICHEBOURG	(0.1)	
Operating expenses	**(1.3)**	**(2.4)**
DBG FINANCES	0.0	0.0
Revenue	**0.0**	**0.0**

4.28.2 Transactions between the Group and its partners in equity-accounted companies

9-30-22 *(In millions of euros)*	Trade receivables	Trade payables	Loans and financial debts	Revenue	Cost of raw materials	External charges
ELIOR GROUP	2.6	4.1		9.5		(18.6)
RECUPERACIONES COLOMER SL					(0.3)	
EASO					(0.7)	
VALERCO		0.2		0.1		(0.7)
Total	**2.6**	**4.3**		**9.6**	**(1.0)**	**(19.3)**

4.29 Employee information

4.29.1 Headcount by business segment

	9-30-23	9-30-22 restated (1)
Recycling	3,890	4,149
Public Sector Services	1,851	1,775
Holding companies	180	119
Total headcount*	**5,921**	**6,043**

**Headcount by number of employees at year-end.*

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.29.2 Personnel expenses by type

(in millions of euros)	9-30-23	9-30-22 restated (1)
Wages and salaries	224.2	208.9
Social security expenses	78.5	75.6
Employee profit sharing	13.7	15.6
Furlough payments		(0.1)
Other personnel expenses	2.1	8.6
Total	**318.4**	**308.7**

(1) *Restated following the reclassification of the income net of tax from the Multiservices activity to the income net of tax from discontinued activities or those being disposed, in accordance with IFRS 5.*

4.30 Remuneration of executive bodies

The total amount of remuneration of any kind paid by the Company, controlled companies and controlling companies to members of the Company's executive bodies was €2.5 million at September 30, 2023. This amount was €2.6 million at September 30, 2022.

Members of the executive bodies do not receive future benefits.

4.31 Explanatory notes to cash flows

4.31.1 Non-cash income and expenses

In millions of euros	Note	9-30-23
Depreciation and amortization of intangible assets	4.1	0.9
Depreciation and amortization of tangible assets	4.2.1	84.8
Amortization of rights of use	4.2.2	66.1
Impairment loss on financial assets	4.3.1	(0.2)
Non-current provisions	4.13.1	2.3
Provisions for employee benefit obligations	4.13.2	(1.5)
Current provisions	4.14	2.2
Amortization, depreciation and provisions		**154.6**

4.31.2 Statement of changes in working capital requirement (WCR)

In millions of euros	Note	9-30-22	Change in WCR related to operations	Acquisitions of tangible and intangible assets	Disposals of tangible and intangible assets	Translation differences	Change in working capital requirement of sold operations	Change in scope	Other changes	9-30-23
Inventories	4.6.2	185.1	(23.9)			(0.6)	0.2	(2.3)	(0.3)	158.3
Trade receivables	4.7	462.2	(2.6)			(0.2)	0.8	(154.5)	0.1	305.8
Trade payables	4.15	486.2	(71.3)			(0.1)	(9.1)	(53.2)		352.4
Other current assets	4.7	87.1	24.8		18.3	0.9	6.9	(32.8)	0.7	105.7
Other current liabilities	4.15	335.4	8.3	21.7		0.8	6.8	(190.7)	0.4	182.5
Current WCR		**(87.2)**	**61.2**	**(21.7)**	**18.3**	**(0.5)**	**10.3**	**54.4**	**0.1**	**34.9**
Other non-current assets	4.5	0.5							(0.4)	
Other non-current liabilities	4.16	5.0	(0.3)			(0.1)			(0.4)	4.2
Non-current WCR		**(4.5)**	**0.3**			**0.1**				**(4.2)**
WCR excluding tax		**(91.7)**	**61.5**	**(21.7)**	**18.3**	**(0.4)**	**10.3**	**54.4**	**0.1**	**30.7**

4.31.3 Acquisitions of tangible and intangible assets

In millions of euros	Note	9-30-23
Acquisitions of intangible assets	4.1	(0.6)
Acquisitions of tangible assets	4.2.1	(185.8)
Change in debts on acquisitions of non-current assets	4.31.2	22.0
Acquisition of tangible and intangible assets		**(164.4)**

4.31.4 Proceeds and repayment of borrowings

In millions of euros Note 4.11.1.1	9-30-23	Proceeds from borrowings	Repayment of loans	Exit from contracts	Accrued financial interest not yet due	Factoring	Amortized cost	Cash	Non cash
Bonds	0.4						0.4		
Non-current loans from financial institutions	23.3	22.5					0.8		
Current loans from financial institutions	18.3	3.5			14.8				
Finance lease liabilities (1)	84.5								84.5
Operating lease liabilities (1)	25.7								25.7
Miscellaneous non-current financial debt	0.2	0.2							
Miscellaneous current financial debt	0.4	0.4							
Bank overdrafts	5.2							5.2	
Increase in financial debt	**158.0**	**26.6**			**14.8**		**1.2**	**5.2**	**110.2**
Non-current loans from financial institutions	(1.5)		(1.5)						
Current loans from financial institutions	(79.8)		(65.0)		(14.8)				
Factoring debt	(3.8)					(3.8)			
Finance lease liabilities	(54.1)		(54.1)						
Operating lease liabilities	(22.2)		(10.2)	(12.0)					
Miscellaneous non-current financial debt									
Miscellaneous current financial debt	(0.4)		(0.4)						
Decrease in financial debt	**(161.9)**		**(131.4)**	**(12.0)**	**(14.8)**	**(3.8)**			

(1) Increases in lease liabilities are not included in proceeds from loans, just as increases in rights of use are not included in investment transactions.

4.32 Consolidation scope

Holding companies

Legal name	% Interest	Consolidation method
Germany		
DBG HOLDING GmbH	100.00%	FC
France		
CFF BETA SCI	100.00%	FC
CFF SIGMA SCI	100.00%	FC
DERICHEBOURG ENVIRONNEMENT	100.00%	FC
DERICHEBOURG	100.00%	PARENT COMPANY
DERICHEBOURG EXPANSION	100.00%	FC
ELIOR GROUP	48.31%	EM
LE BISON GOURMAND	100.00%	FC
PSIMMO SNC	100.00%	FC
SCEA DU CHÂTEAU GUITERONDE	100.00%	FC
SCI DE LA FUTAIE	99.96%	FC
WESTEVER	100.00%	FC
Luxembourg		
DERICHEBOURG RÉ	100.00%	FC

Recycling – Public Sector Services

Legal name	% Interest	Consolidation method
Germany		
DERICHEBOURG UMWELT GmbH	100.00%	FC
Belgium		
DERICHEBOURG BELGIUM	100.00%	FC
ECORE BELGIUM	100.00%	FC
Canada		
DERICHEBOURG CANADA ENVIRONNEMENT Inc.	100.00%	FC
DERICHEBOURG CANADA Inc.	100.00%	FC
Spain		
DERICHEBOURG ESPAÑA	100.00%	FC
RECUPERACIONES COLOMER SL	50.00%	EM
United States		
DERICHEBOURG RECYCLING USA	100.00%	FC
France		
AFM RECYCLAGE	99.96%	FC
ALLO CASSE AUTO	48.00%	EM
ALSACE DÉCHETS INDUSTRIELS SPÉCIAUX	54.16%	EM
BARTIN RECYCLING	100.00%	FC
BERNES ET BRUYÈRES SCI	100.00%	FC
BERTHELOT VILLENEUVE SCI	100.00%	FC
BOLTON	100.00%	FC
COFRAMETAL	100.00%	FC
CERNAY ENVIRONNEMENT	33.89%	EM
DAC	50.00%	EM
DECHETINVEST	55.00%	FC
DERICHEBOURG IMMOBILIER SCI	100.00%	FC
DERICHEBOURG OCÉAN INDIEN	55.00%	FC
DERICHEBOURG PROPRETÉ OCÉAN INDIEN	55.00%	FC
ETABLISSEMENTS DAVID DREYFUS	42.50%	EM

Legal name	% Interest	Consolidation method
ÉCO-VHU	99.97%	FC
ENVIE AFM SUD-OUEST	49.98%	EM
ESKA	100.00%	FC
ETABLISSEMENTS BREUIL & FILS	48.91%	EM
EXADIANE SCI	100.00%	FC
FRANORA SCI	100.00%	FC
FRICOM RECYCLING	50.00%	FC
GUY DAUPHIN ENVIRONNEMENT	99.83%	FC
GDE CO 1	99.89%	FC
GDE CO 2	99.89%	FC
INOREC	100.00%	FC
IRON HORSE FRANCE	99.89%	FC
IRON HORSE HOLDING	99.89%	FC
KALIFER	100.00%	FC
LA PETITE MOUEE	99.89%	FC
POLYAMON	100.00%	FC
POLYBUIS	100.00%	FC
POLYCEJA	100.00%	FC
POLYCEO	100.00%	FC
POLY-ENVIRONNEMENT	100.00%	FC
POLY-MASSI	100.00%	FC
POLY-NEA	100.00%	FC
POLYNED	100.00%	FC
POLYREVA	100.00%	FC
POLY-SENTI	100.00%	FC
POLYSOTIS	100.00%	FC
POLYTIANE	100.00%	FC
POLYURBAINE	100.00%	FC
POLYNORMANDIE	100.00%	FC
POLY-VALIS	100.00%	FC
POLYVALOR	100.00%	FC
PURFER	100.00%	FC
REFINAL INDUSTRIES	100.00%	FC
REVIVAL	100.00%	FC
REVIVAL EXPANSION	99.99%	FC
SCI ANGELA	100.00%	FC
SCI DES CHÊNES	100.00%	FC
SCI DES GRENADIERS	99.83%	FC
SCI DES MERISIERS	99.83%	FC
SCI DES PEUPLIERS	100.00%	FC
SCI DES POMMIERS	99.83%	FC
SCI DES TILLEULS	100.00%	FC
SCI LE CHAMOIS	99.83%	FC
SCI LES MAGNOLIAS	99.91%	FC
TRANSENVIRONMENT	99.83%	FC
VALERCO	50.00%	EM
VALME TECHNOLOGIES	100.00%	FC
VALORDIS SAS	100.00%	FC
VOGIM SCI	80.00%	FC

Legal name	% Interest	Consolidation method
Hungary		
ERECO ZRT	100.00%	FC
IRON HORSE HUNGARY	99.89%	FC
KER-HU KFT	100.00%	FC
Italy		
CENTRO RECUPERI E SERVIZI	100.00%	FC
ECOREC	100.00%	FC
Luxembourg		
ECORE LUXEMBOURG	100.00%	FC
ECORE TRANSPORT LUXEMBOURG	100.00%	FC
GROUPE ECORE HOLDING	100.00%	FC
LA PETITE VOEVRE	99.89%	FC
Mexico		
DERICHEBOURG RECYCLING MEXICO	99.99%	FC
The Netherlands		
ECORE BV	100.00%	FC
ENNINGDAL BV	100.00%	FC
IRON HORSE BV	99.89%	FC
Portugal		
DERICHEBOURG RECICLAGENS INDUSTRIAIS SA	100.00%	FC
Romania		
IRON HORSE ROMANIA	99.89%	FC
ROMRECYCLING	100.00%	FC
Switzerland		
LOCA	100.00%	FC

4.33 Fees paid to the Statutory Auditors and their network

	EY				Denjean & Associés Audit				BM&A			
	Amount		%		Amount		%		Amount		%	
In thousands of euros	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022	**2023**	2022
Audit												
Statutory Audit, certification, review of separate and consolidated financial statements												
▫ Issuer	107	138	13%	21%	107	138	41%	42%	107	144	51%	57%
▫ Fully consolidated subsidiaries	611	483	77%	72%	139	187	54%	58%	101	110	49%	43%
Services other than certification of the financial statements												
▫ Issuer	72	49	9%	7%								
▫ Fully consolidated subsidiaries	3		1%		13		5%					
Subtotal	**793**	**670**	**100%**	**100%**	**259**	**325**	**100%**	**100%**	**208**	**254**	**100%**	**100%**
Services other than certification of the financial statements rendered by member firms to fully consolidated subsidiaries worldwide												
▫ Legal, tax, social												
▫ Others												
Subtotal												
Total	**793**	**670**	**100%**	**100%**	**259**	**325**	**100%**	**100%**	**208**	**254**	**100%**	**100%**

Furthermore, the financial statements of certain Group subsidiaries are audited by firms which are not members of the networks of the three Statutory Auditors mentioned above, to whom these firms report where necessary. The sum of the fees incurred by the Group for services provided by these auditors amounted to €301 thousand in the fiscal year 2023 and €584 thousand for the fiscal year 2022.

5.3.6 Statutory Auditors' report on the consolidated financial statements

To the Derichebourg General Meeting,

Opinion

In performance of the mission entrusted to us by your General Meetings, we have conducted an audit of the Derichebourg consolidated financial statements for the fiscal year ended September 30, 2023, as attached to this report.

In our opinion, the consolidated financial statements for the fiscal year prepared in accordance with IFRS standards as adopted in the European Union give a true and fair view of the results of the profits, losses and transactions of the past fiscal year as well as the financial position and assets and liabilities at year-end of the group consisting of the persons and entities included in the consolidation.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

Basis of the opinion

- Auditing framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our responsibilities under these standards are set out in the "Responsibilities of the Statutory Auditors related to the audit of the consolidated financial statements" section of this report.

- Independence

We conducted our audit mission in accordance with the independence rules set out by the French Commercial Code and the code of ethics for the independent auditor profession, from October 1, 2022 to the date of our report, and we did not, in particular, provide any services prohibited by Article 5(1) of regulation (EU) no. 537/2014.

Justification of our assessments – Key points of the audit

Pursuant to the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, please note the key points of the audit relating to the risks of material misstatement, which, in our professional judgment, were the largest for the audit of the consolidated financial statements for the fiscal year, as well as the responses we provided to those risks.

The assessments thus made fall within the context of the audit of the consolidated financial statements taken as a whole and the formation of our opinion expressed above. We do not express an opinion on items in these consolidated financial statements in isolation.

Goodwill testing

Audit risk	Audit procedures in response to this risk
As at September 30, 2023, your Group's goodwill totaled €276 million, compared with a consolidated balance sheet of €2,585 million. The Group performs impairment tests on those assets, the terms of which are described in notes 2.3.6 "Impairment of non-current assets other than non-current financial assets" and 4.1.2 "Impairment tests" to the consolidated financial statements. Assets subject to impairment tests are grouped into cash-generating units ("CGUs"). When the recoverable amount of a CGU is less than its net carrying amount, an impairment loss is recognized against operating income. The recoverable amount of the CGU is the higher of the fair value less selling costs or the value in use. The value in use can be determined by applying the discounted future cash flow method, which is based on assumptions about the change in each activity over a five-year period, and the use, notably, of a growth rate to infinity and discount rates. We therefore considered that the valuation of goodwill was a key point of the audit, given the significant nature of the goodwill, and the fact that it relies on estimates made by management, as indicated in note 2.2.2 to the consolidated financial statements "Use of estimates."	We examined the procedures that your Group put in place related to impairment tests on goodwill. Our audit team included specialists to assess the discount rates and the growth rate to infinity used for the various CGUs. We also analyzed the consistency of cash flow forecasts with past performance and market outlook. We conducted sensitivity analyses on the following assumptions: discount rate, growth rate to infinity and recurring operating profit (loss) of each CGU. Lastly, we assessed the appropriateness of the information disclosed in the notes to the consolidated financial statements.

Valuation of the Elior Group stake

Audit risk	Audit procedures in response to this risk
Since April 18, 2023, Derichebourg SA has held 48.31% of Elior Group. The value of Elior Group's shares accounted for using the equity method amounted to €402.4 million at September 30, 2023. The recoverable amount was estimated using standard valuation methods, notably value in use — determined by discounting future cash flows — and fair value, determined based on market data. Given the uncertainties surrounding the economic environment and the strategic options likely to affect Elior Group's outlook, we considered the valuation of this equity-accounted investment a key audit matter.	We have examined the documentation relating to the valuation of the Elior Group equity value. With the help of our valuation specialists, we: ▫ reviewed the models used and the key assumptions used to determine the discounted cash flows (growth rate to infinity, discount rate) and then assessed the assumptions by comparing them with our internal databases; ▫ reviewed the stock market comparables used to assess the relevance of the estimates resulting from the discounted cash flow method in light of market practices and data ▫ assessed the estimates made with regard to the consolidated net position of Elior Group at September 30, 2023. Lastly, we assessed the appropriateness of the information provided in the notes to the consolidated financial statements.

Specific verifications

As required by law and regulations, and in accordance with professional standards applicable in France, we have conducted the specific verifications of the information relating to the Group provided in the management report of the Board of Directors.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We certify that the Consolidated Statement of Extra-financial Performance stipulated in Article L. 225-102-1 of the French Commercial Code is included in the information provided about the Group in the management report, it being specified that, in accordance with the provisions of Article L. 823-10 of this code, we have not conducted verifications of fairness and consistency of the information contained in this Statement with the consolidated financial statements. The information should therefore be covered by an independent third party report.

Other verifications or information required by laws and regulations

- Format of the consolidated financial statements intended to be included in the annual financial report

In accordance with the professional standard on the due diligence of Statutory Auditors in relation to the annual and consolidated financial statements presented in accordance with the single European electronic information format, we have also verified that the consolidated financial statements to be included in the annual financial report referred to in I of Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chief Executive Officer, comply with this format, which is defined by European Delegated Regulation No. 2019/815 of December 17, 2018. With regard to consolidated financial statements, our procedures include verifying that the mark-up of these financial statements complies with the format defined by the aforementioned regulation.

Based on our work, we conclude that the presentation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic reporting format.

Due to the inherent technical limitations of macro-tagging consolidated financial statements in accordance with the European Single Electronic Format, the content of certain tags in the notes may not be rendered identically to the consolidated financial statements appended to this report.

In addition, it is not our responsibility to verify that the consolidated financial statements that your company will include in the annual financial report filed with the French Financial Markets Authority match those on which we carried out our work.

- Appointment of Statutory Auditors

We were appointed Statutory Auditors for Derichebourg by your General Meeting of February 7, 2018 for BM&A, February 19, 2014 for DENJEAN ET ASSOCIÉS AUDIT and March 15, 2007 for ERNST & YOUNG Audit.

As at September 30, 2023, the firm BM&A was in the sixth uninterrupted year of its mission, DENJEAN ET ASSOCIÉS AUDIT in the tenth uninterrupted year, and ERNST & YOUNG Audit in the seventeenth uninterrupted year.

Responsibilities of management and persons comprising the corporate governance with respect to the consolidated financial statements

It is the responsibility of management to prepare consolidated financial statements that present a true and fair view in accordance with IFRS as adopted in the European Union and to implement the internal controls that it deems necessary for the preparation of consolidated financial statements with no material misstatements, whether due to fraud or error.

In the preparation of the consolidated financial statements, management is responsible for evaluating whether the Company can continue to operate, for presenting in these financial statements, where appropriate, the necessary information relating to the continuity of operations and applying the going concern accounting convention unless there are plans to liquidate the Company or cease operations.

The Audit Committee is responsible for monitoring the financial information preparation process and for monitoring the effectiveness of the internal control and risk management systems and, as needed, of the internal audit systems as regards to the procedures relating to the preparation and processing of accounting and financial information.

These consolidated financial statements have been approved by the Board of Directors.

Responsibilities of the Statutory Auditors related to the audit of the consolidated financial statements

Purpose of audit and approach

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements taken as a whole do not contain any material misstatements. Reasonable assurance corresponds to a high level of assurance but does not guarantee that an audit performed in accordance with the standards of professional practice can systematically detect any material misstatements. Misstatements may arise from fraud or error and are considered significant where it can reasonably be expected that they, taken individually or cumulatively, may influence the economic decisions that users of the financial statements make based on them.

As stated in Article L. 823-10-1 of the French Commercial Code, our mission to certify the financial statements does not consist of guaranteeing the viability or quality of the Company's management.

As part of an audit conducted in accordance with the professional standards applicable in France, a Statutory Auditor shall exercise his or her professional judgment throughout this audit. Moreover:

- he or she shall identify and assess the risks that the consolidated financial statements contain material misstatements, whether due to fraud or error, define and implement audit procedures to address those risks and collect information it considers sufficient and appropriate to form its opinion. The risk that a significant anomaly due to fraud will not be detected is higher than for a significant anomaly due to an error, as the fraud may involve collusion, falsification, voluntary omissions, misrepresentation or circumvention of internal controls;
- he or she shall review the internal controls relevant to the audit in order to define appropriate audit procedures under the circumstances, not to express an opinion on the effectiveness of the internal controls;
- he or she shall assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information concerning them provided in the consolidated financial statements;
- he or she shall assess the appropriateness of management's application of the going concern accounting convention and, depending on the evidence gathered, the existence or non-existence of significant uncertainty related to events or circumstances that may call into question the Company's ability to continue as a going concern. Such assessment shall be based on the information gathered up to the date of its report, but it should be noted that subsequent circumstances or events could jeopardize the continuity of operations. If he or she concludes that there is a significant uncertainty, he or she shall draw the attention of his or her report's readers to the information provided in the consolidated financial statements about this uncertainty or, if this information is not provided or is not relevant, he or she formulates a qualified certification or a refusal to certify;
- he or she shall assess the overall presentation of the consolidated financial statements and evaluate whether the consolidated financial statements reflect the underlying transactions and events in such a way as to give a true and fair view thereof;
- concerning the financial information of the persons or entities included in the consolidation scope, he or she shall collect information that he or she deems sufficient and appropriate to express an opinion on the consolidated financial statements. He or she shall be responsible for the management, supervision and performance of the audit of the consolidated financial statements as well as the opinion expressed on said financial statements.

Report to the Audit Committee

We are submitting to the Audit Committee a report that outlines the scope of the audit and the working program put in place, as well as the conclusions resulting from our work. We also disclose, where appropriate, the significant weaknesses in the internal controls that we have identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

Among the items disclosed in the report to the Audit Committee are the risks of material misstatement, which we deem to have been most significant for the audit of the consolidated financial statements for the year and, as a result, constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the declaration described in Article 6 of regulation (EU) no. 537-2014 confirming our independence, as described in the rules applicable in France as set forth in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and the code of ethics for the Statutory Auditor profession. As needed, we discuss with the Audit Committee the risks that may affect our independence and the safeguarding measures applied.

Paris, Paris and Paris-La Défense, December 18, 2023

The Statutory Auditors

BM&A	**DENJEAN ET ASSOCIÉS AUDIT**	**ERNST & YOUNG Audit**
Gilles Rabier	Thierry Denjean	Pierre Abily

5.4 Separate financial statements

5.4.1 Balance sheet

ASSETS *In thousands of euros*	9-30-23 Gross	9-30-23 Amortization, depreciation and provisions	9-30-23 Net	9-30-22 Net
Non-current assets				
Intangible assets				
Concessions, patents and similar rights	38	(38)	0	0
Goodwill	46		46	46
Other intangible assets	0		0	0
Advances and deposits on intangible assets	0		0	0
Intangible assets				
Land	1,172	(34)	1,138	1,138
Buildings	5,627	(4,905)	722	817
Industrial plants, machinery and equipment	319	(319)	0	0
Other tangible assets	127	(127)	0	0
Assets under construction	350		350	350
Advances and deposits				
Financial assets (1)				
Equity investments	1,232,375	(301,094)	931,280	521,723
Receivables related to equity investments	0		0	7
Other long-term investments	0		0	0
Loans	0		0	0
Other financial assets	1,052		1,052	1,052
Total (I)	**1,241,107**	**(306,517)**	**934,589**	**525,133**
Current assets				
Inventories				**0**
Raw materials and supplies				0
Work-in-progress for production of goods				0
Goods				0
Advances and deposits on orders	13		13	**10**
Receivables				
Trade receivables and related accounts	3,861	(21)	3,840	5,965
Other receivables	1,108,603	(12,232)	1,096,371	1,152,547
Marketable securities				
Cash	41,085		41,085	92,686
Accruals				
Prepaid expenses	5,458		5,458	7,254
Total (II)	**1,159,020**	**(12,253)**	**1,146,767**	**1,258,462**
Charges to be spread over several periods (III)				**0**
Premiums on the redemption of bonds (IV)				**0**
Translation differences (IV)	**4**		**4**	**183**
Grand total (I to V)	**2,400,130**	**(318,770)**	**2,081,360**	**1,783,778**
(1) Share of net financial assets – less than one year			*2*	*2*

LIABILITIES *In thousands of euros*	9-30-23	9-30-22
Shareholders' equity		
Share capital or individual (of which 39,849 paid)	39,849	39,849
Issue, merger and capital contribution premiums	764	764
Reevaluation differences (1)	0	0
Legal reserve	4,260	4,260
Regulated reserves (2)	0	0
Other reserves	0	0
Retained surplus	240,811	285,398
Net profit (loss) for the fiscal year	395,592	6,420
Regulated provisions	8	8
Total (I)	**681,284**	**336,699**
Provisions for liabilities and charges		
Provisions for liabilities	431	1,998
Provisions for charges	3	2
Total (II)	**434**	**2,000**
Debts (3)		
Convertible bonds		0
Other bonds	301,481	301,406
Loans from financial institutions (4)	282,280	334,882
Loans and miscellaneous financial debt	7	6
Advances and deposits received on orders	9	0
Trade payables and related accounts	5,857	4,557
Tax and social security liabilities	342	1,173
Debt on non-current assets and related accounts	420	420
Other liabilities	809,180	802,507
Accruals		
Deferred income		
Total (III)	**1,399,576**	**1,444,951**
Translation differences (liabilities) (IV)	**66**	**128**
Grand total (I to IV)	**2,081,360**	**1,783,778**
(1) Revaluation reserve (1976)		*0*
(2) Of which long-term capital gains regulated reserves		*0*
(3) Payables and deferred income – less than one year	*875,183*	*867,195*
(4) Including bank overdrafts and bank credit accounts		*0*

5.4.2 Income statement

In thousands of euros	2023 France	2023 Export	2023 Total	2022
Operating income				
Sale of goods				
Production sold				
Goods				
Services	1,890		1,890	2,099
Net revenue			**1,890**	**2,099**
Production held in inventory				
Production of assets for own use				
Operating grants				
Write back of depreciation, provisions and transfers of expenses			2	3
Other income			2,871	3,684
Total operating income (I)			**4,763**	**5,786**
Operating expenses				
Purchases of goods				
Change in inventory (goods)				
Purchases of raw materials and other supplies				
Change in inventory (raw materials and supplies)				
Other purchases and external charges [(1)]			13,297	8,010
Taxes, duties and similar payments			171	125
Salaries			530	596
Social security expenses			224	259
Operating allowances				
- on non-current assets: depreciation			95	95
- on non-current assets: provisions				
- on current assets: provisions				
- for liabilities and charges: provisions			2	
Other expenses			3,343	4,495
Total operating expenses (II)			**17,662**	**13,580**
Operating profit (loss) (I-II)			**(12,899)**	**(7,794)**
Profit allocated or loss transferred (III)				
Loss incurred or profit transferred (IV)				
Financial income				
Financial income from equity investments [(2)]			34,432	7,990
Income from other securities and receivables from non-current assets				
Interest and similar income [(2)]			27,133	13,846
Releases of provisions and expense transfers			7,426	12,184
Foreign exchange gains			66	3,080
Net income on disposal of marketable securities				
Total financial income (V)			**69,057**	**37,100**
Financial expenses				
Amortization, depreciation and provisions			6,030	12,309
Interest and similar expenses(3)			31,808	16,749
Foreign exchange losses			121	19
Total financial expenses (VI)			**37,959**	**29,077**
Net financial profit (loss) (V-VI)			**31,098**	**8,023**
Recurring profit (loss) before tax (I-II+III-IV+V-VI)			**18,199**	**229**

In thousands of euros	2023	2022
Exceptional income		
Exceptional income on management operations		3
Exceptional income on capital transactions	454,789	567
Releases of provisions and expense transfers	600	
Total exceptional income (VII)	**455,389**	**570**
Exceptional expenses		
Exceptional expenses on management operations		
Exceptional expenses on capital transactions	84,912	149
Exceptional provisions for amortization, depreciation and provisions		
Total exceptional expenses (VIII)	**84,912**	**149**
Non-recurring profit (loss) (VII-VIII)	**370,477**	**421**
Employee profit sharing (IX)		
Income tax (X)	(6,916)	(5,770)
Total income (I+III+V+VII)	**529,209**	**43,456**
Total expenses (II+IV+VI+VIII+IX+X)	**133,617**	**37,036**
Profit or loss (total income - total expenses)	**395,592**	**6,420**
(1) Equipment finance leases	*0*	*3*
(2) Financial income related to associated companies	*22,906*	*20,644*
(3) Interest relating to associated companies	*252*	*71*

5.4.3 Notes to the separate financial statements

1. Highlights of the fiscal year

1.1 Material events during the fiscal year

Multiservices division contribution to the Elior Group

On March 6, 2023, the Group announced that the memorandum of understanding and the contribution agreement for its Business Services division had been signed with Elior Group. This was unanimously approved by the Boards of Directors of the Elior Group and Derichebourg following a notification and consultation process with employee representative bodies in both groups. It also confirms the financial terms of the transaction as communicated on December 20, 2022.

Elior Group's Combined General Meeting, held on April 18, 2023, approved almost unanimously (99.9%) the contribution of the Derichebourg Multiservices division, headed by Boris Derichebourg, to Elior Group, and the remuneration of this contribution of €452.9 million through the issue of 80,156,782 new Elior Group shares, which ultimately give Derichebourg a 48.31% stake in Elior Group, given the stake previously held (24.36%). Derichebourg did not take part in the vote on this contribution and its remuneration.

The General Meeting also approved the proposed amendments to the bylaws and appointments of directors in order to implement the governance agreement signed between Elior Group and Derichebourg, which aims to meet the highest standards of governance in terms of balance and independence over the long term.

Derichebourg has thus created a new international leader in contract catering and multiservices.

This new French leader combines Derichebourg Multiservices' operational excellence and experience with Elior Group's extensive international customer portfolio. The new group has a well-balanced profile thanks to the diversified multiservice business and an enriched offering, meaning that it can now propose integrated solutions and complementary sales to all its customers.

The new entity will benefit from a comprehensive range of services for businesses and local authorities in contract catering, soft facility management (cleaning, reception, green spaces), hard facility management (energy efficiency, public lighting) and security, as well as in HR and temporary employment services and aeronautical subcontracting.

It will create value for Derichebourg shareholders.

Derichebourg is refocusing on its environmental expertise, with a strategic stake in this new international leader. Derichebourg is a world leader in metal waste recycling and a benchmark player in household waste collection (3.6 billion in revenue in 2023, €335 million in EBITDA in 2023, 6,000 employees). It also holds a 48.31% stake in Elior Group (€5.2 billion in revenue in 2023, *pro forma* adjusted EBITDA [1] of €235 million in 2023, 133,000 employees), an international leader in contract catering and multiservices.

Based on an analysis of the provisions of the governance agreement signed on April 17, 2023, Derichebourg considers that it does not control Elior Group within the meaning of IFRS 10, and will continue to account for its share of Elior Group's net profit (loss) (equity method) in the Group's consolidated financial statements.

In the financial statements of Derichebourg SA, the profit generated from this contribution is €369.9 million.

Change in the economic environment compared with the previous fiscal year

From May/June 2022 onwards, economic expectations deteriorated in Europe, driven by rising energy costs as a result of reduced supplies of fossil fuels from Russia following the invasion of Ukraine.

The increased gas prices led to a sharp increase in the electricity spot price due to the European mechanism for setting electricity prices.

The Group's ferrous scrap metal customers, which are electro-intensive, scaled down their production rates from summer 2022 so as not to be overly penalized by these historically high electricity costs. These spot prices only returned to an acceptable level in the spring of 2023.

Rising energy and food prices triggered an inflationary cycle. The policy pursued by central banks to combat inflation, which was spreading throughout the economy, resulted in a historic rise in interest rates (+400 bp over 18 months in Europe), provoking the desired effect, i.e. a slowdown in economic activity. This slowdown was premature for the end industries to which the Group is indirectly exposed:

- automotive for supplies;
- long steels for construction; and
- general economic activity;

which resulted in a decrease in the underlying volume of tons sold, of around 11.5% for ferrous scrap metals and 9% for non-ferrous metals, partially offset by the consolidation of Ecore over 12 months this year, compared with 9.5 months last year.

In addition, Turkey provided little support for the ferrous scrap metal market over the fiscal year (steel production down 14% compared with the previous fiscal year).

(1) taking into account the full-year Multiservices 2023 EBITDA

1.2 Events between the closing date and closing date of the financial statements

On November 10, 2023, Derichebourg suffered a cyberattack. The computer network was immediately disconnected as a precaution.

Extensive analyses were carried out with an external service provider, which revealed no evidence of data theft or encryption. Actions were taken to strengthen IT security on networks and workstations. Workstations that had been upgraded to the new configuration were reconnected to the network. The operational activity of subsidiaries in the Recycling and Public Sector Services sectors was not interrupted, although it experienced some disruption. By December 6, 2023, the company's main software products were back in service, and the number of users able to access them is gradually increasing.

2. Accounting policies and methods

2.1 Accounting rules and methods

The financial statements have been prepared in accordance with French accounting standards as defined in the:

- French Commercial Code;
- French Accounting Standards Authority regulation N2023-08 dated November 22, 2023, modifying regulation N2014-03 dated June 5, 2014 related to the revised French General Chart of Accounts.

The financial statements were approved during the meeting of the Board of Directors on December 6, 2023.

General accounting policies have been applied in accordance with the prudence principle, in line with certain basic assumptions:

- continuity of operations;
- consistency of accounting methods from one fiscal year to the next;
- independence of fiscal years;
- and in accordance with general rules for preparing and setting out annual financial statements.

The historical cost method has been used for measuring items recognized in the financial statements.

The accounting method was not changed during the fiscal year ended September 30, 2023.

2.2 Intangible assets

Goodwill is recognized at the acquisition cost.

It is subjected to an annual impairment test, where necessary, whether or not there is an indication of an impairment loss.

When the acquisition value is higher than the current value, the Company records an impairment loss. The current value is the higher of the market value or the value in use. The value in use corresponds to the discounted value of cash flows expected from the use of assets.

Goodwill impairments are never reversed.

The transposition of the European directive and the implementation of the new goodwill impairment rules, in accordance with the methods specified in regulations 2015-06 and 2015-07 of the ANC, have had no impact on the annual financial statements.

Start-up costs are fully amortized over the fiscal year in which they are recognized.

Computer software is amortized over a period of 12 months to 5 years.

2.3 Tangible assets

The assets are recognized at their acquisition cost. Depreciation is calculated on a straight line basis, over the estimated useful life of the non-current assets.

However, in the case of companies absorbed throughout the fiscal year which did not apply these rules, no correction to the initial depreciation plans has been made.

The main depreciation periods used are

- buildings and fittings: 10 to 30 years (1);
- technical installations: 4 to 10 years;
- transportation equipment and operations: 3 to 5 years;
- other non-current assets: 4 to 10 years.

2.4 Financial assets

Equity securities and other long-term investments are recognized at acquisition cost, with any directly related costs recognized as expenses.

Investment securities are recorded in the balance sheet if their value in use is less than the net carrying amount.

Value in use is mainly determined based on estimated and discounted forecasted cash flows for the subsidiary, less net financial debt, or on multiples of comparable companies.

2.5 Inventory

N/A.

2.6 Receivables

Trade and other operating receivables are recognized at nominal value, adjusted for any impairment considering any potential risk of non-payment. Provisions for impairment are determined on a case-by-case basis.

A specific impairment provision is made for doubtful receivables.

2.7 Receivables and payables denominated in foreign currencies

Receivables and payables denominated in foreign currencies are recognized at the closing rates of the fiscal year according to the usual accounting policies; a provision is made for unhedged unrealized losses.

(1) NB: increased to 50 years for investment properties.

2.8 Loan issue costs

Loan issue costs are spread over the term of the loan. The remaining balance at the end of the year is presented under prepaid expenses.

2.9 Marketable securities

These are recognized at acquisition cost. At year-end, a provision is made if the historical value is less than the carrying amount.

2.10 Provisions for liabilities and charges

Provisions are recognized when:

- the Company is bound by a legal or implicit obligation arising from past events;
- it is probable that an outflow of resources, without at least equivalent consideration, will be required to settle the obligation;
- and the amount of the provision can be reliably estimated.

No provision is made for contingent liabilities for which a reliable estimate cannot be made. Where necessary, a description of the risks incurred is inserted in the notes relating to the provisions for liabilities and expenses.

2.10.1 Service awards

A service award bonus is given to employees after 20, 30, 35 and 40 years of service. The provision for service awards is determined based on a discounted calculation, taking into account assumptions about the probability of employees remaining with the Company, as well as a 3.85% discount rate (inflation included). The provision for service awards totals €3.2 thousand.

2.10.2 Environmental aspects

N/A.

2.11 Regulated provisions

The regulated provisions included in the balance sheet are:

- accelerated depreciation corresponding to the difference between depreciation for tax purposes and depreciation for impairment calculated using the straight line method;
- the consideration for regulated provisions is entered in the income statement under exceptional income and expenses.

2.12 Pension and other post-employment benefits

Retirement commitments are calculated using the projected unit credit method and service is pro-rated. The estimate is based on a calculation which takes into account remuneration, years of service, life expectancy, employee turnover rate and actuarial assumptions. The calculation takes into account the following assumptions:

- departure procedure and age: voluntary departure, between the age of 61 years and 7 months and 64 years, depending on the date of birth for executives and non-executives;
- mortality table: TGH 05/TGF 05;
- employee turnover: based on Group data;
- discount rate (inflation included): 3.85%;
- career profile: 2%;
- social security expense rates: 45%.

The estimated discounted commitment for retirement payments to Company employees totals €132 thousand, an off-balance sheet commitment.

2.13 Employee profit-sharing

N/A.

2.14 Tax consolidation

The Group has opted for the tax consolidation system.

The scope of application includes French companies in which Derichebourg SA's direct or indirect holding is at least 95% (head of the tax consolidation group). Each company calculates and pays its tax to the head of the tax consolidation group as if there were no tax consolidation. The Derichebourg Group's tax savings amount to €1.1 million.

2.15 Financial instruments

Derichebourg SA uses financial instruments to manage its exposure to interest-rate risks, mainly swaps and caps.

The total amount for hedging the fixed rate debt on the 3-month EURIBOR index is as follows:

- debt in thousands of euros: 75,000 (0 of which is deferred);
- debt in thousands of dollars: 0.

2.16 Identity of the parent company

CFER is the parent company. It held 41.25% of Derichebourg SA as at September 30, 2023.

The ultimate parent company is DBG Finances, based in Belgium.

3. Explanatory notes to the financial statements

3.1 Fixed assets

In thousands of euros		Gross value at the beginning of the fiscal year	Increases	Decreases	Gross value at the end of the fiscal year
Start-up and development costs					
Other intangible assets (I)		**85**			**85**
Land		1,172			1,172
Buildings	On own land	3,444			3,444
	On third-party land	1,509			1,509
	General installations, fittings and fixtures in buildings	673			673
Industrial plants, machinery and equipment		319			319
Other tangible assets	General installations and miscellaneous fittings and fixtures	9			9
	Transportation equipment				
	Office equipment and computer hardware	118			118
	Recoverable packaging and other				
Tangible assets under construction		350			350
Advances and deposits					
Total II		**7,594**	**0**	**0**	**7,594**
Equity-accounted investments					
Other equity investments		822,509	494,785	84,919	1,232,375
Other long-term investments					
Loans and other financial assets		1,052			1,052
Total III		**823,561**	**494,785**	**84,919**	**1,233,427**
Grand total (I+II+III)		**831,240**	**494,785**	**84,919**	**1,241,106**

3.2 Depreciation

		Status and amortization/depreciation movements over the fiscal year			
Amortizable and depreciable assets *In thousands of euros*		Amount at the beginning of the fiscal year	Increases	Decreases	Amount at the end of the fiscal year
Start-up and development costs					
Other intangible assets		38			38
Total intangible assets (I)		**38**			**38**
Land		87			34
Buildings	On own land	2,639	91		2,730
	On third-party land	1,509			1,509
	General installations and fittings	662	4		666
Industrial plant, machinery and equipment		319			319
Other tangible assets	General installations and miscellaneous fittings	9			9
	Transportation equipment				
	Office and computer equipment and furniture	118			118
	Recoverable packaging and other				
Total tangible assets (II)		**5,290**	**95**	**0**	**5,385**
Grand total (I+II)		**5,328**	**95**	**0**	**5,423**

3.3 Provisions recognized on the balance sheet

Type of provision *In thousands of euros*	Net amount at the beginning of the fiscal year	Increase provisions	Write backs used	Write backs not used	Net amount at the end of the fiscal year
Provisions for mining and oil resources					
Provisions for investments					
Provisions for price increases					
Accelerated depreciation					
▫ Of which exceptional additional charges of 30%					
Provisions for setting up operations abroad before January 1, 1992					
Provisions for setting up operations abroad after January 1, 1992					
Provisions for start-up loans					
Other regulated provisions	8				8
Total regulated provisions	**8**				**8**
Provisions for disputes	600			600	0
Development costs					
Provisions for losses on forward markets					
Provisions for fines and penalties					
Provisions for foreign exchange losses	94			94	0
Provisions for pensions					
Provisions for taxes					
Provisions for renewal of non-current assets					
Provisions for major maintenance work					
Provisions for social security expenses and income tax on paid leave					
Other provisions for liabilities and charges	1,306	2	858	16	434
Total provisions for liabilities and charges	**2,000**	**2**	**858**	**710**	**434**
Provisions on intangible assets					
Provisions on tangible assets					
Provisions for investments in associates					
Provisions for equity securities	300,780	315			301,095
Provisions for other financial assets					
Provisions for inventory					
Provisions for trade receivables	22				22
Other provisions for impairment	12,975	5,715	6,456		12,232
Total provisions for impairment	**313,777**	**6,030**	**6,458**		**313,349**
Grand total	**315,785**	**6,032**	**7,316**	**710**	**313,791**

3.4 Maturity of receivables and payables

Statement of receivables *In thousands of euros*		Gross amount	Less than one year	More than one year
Receivables related to equity investments				
Loans				
Other financial assets		1,052	52	1,000
Total receivables linked to non-current assets		**1,052**	**52**	**1,000**
Doubtful accounts receivable		22		22
Other trade receivables		3,839	3,839	
Receivables linked to loaned securities				
Personnel and related accounts				
Social security and other social bodies				
State and other local authorities	Income tax	2,299	2,299	
	Value added tax	15,810	15,810	
	Other taxes			
	State – miscellaneous	283	283	
Groups and associated companies		1,090,047	1,090,047	
Miscellaneous debtors		177	177	
Total receivables linked to current assets		**1,112,477**	**1,112,455**	**22**
Prepaid expenses		5,458	5,458	
Total receivables		**1,118 987**	**1,117,965**	**1,022**
Loans granted during the fiscal year				
Repayments obtained during the fiscal year				
Loans and advances granted to associates				

Statement of debts *In thousands of euros*		Gross amount	Less than one year	More than one and less than five years	More than five years
Convertible bonds					
Other bonds		301,481	1,481	300,000	
Loans from financial institutions repayable within a maximum of one year from date of advance		29	29		
Loans from financial institutions repayable at more than one year from date of advance		282,251	57,858	185,393	39,000
Loans and miscellaneous financial debt		7	7		
Trade payables and related accounts		5,857	5,857		
Personnel and related accounts		208	208		
Social security and other social bodies		111	111		
State and other local authorities	Income tax				
	Value added tax				
	Guaranteed bonds				
	Other taxes	23	23		
Debt on non-current assets and related accounts		420	420		
Groups and associated companies		808,915	808,915		
Other liabilities		274	274		
Liabilities linked to loaned securities					
Deferred income					
Total debts		**1,399,576**	**875,183**	**485,393**	**39,000**
Loans subscribed during the fiscal year		5,000	Loans from associates who are physical persons		
Loans repaid during the fiscal year		57,605			

3.5 Marketable securities

In thousands of euros	Amount (gross value)
Treasury shares (number 0)	0
Mutual funds	0
Others	0
Total	**0**

3.6 Prepaid expenses and deferred income

In thousands of euros	Operating	Financial	Exceptional	Total
Deferred income				
Prepaid expenses	5,458			5,458
Total	**5,458**			**5,458**

3.7 Share capital

3.7.1 Composition of share capital

	Number of shares	Nominal value
Shares forming share capital at the beginning of the fiscal year	**159,397,489**	**0.25**
Change in capital	0	
Shares forming share capital at the end of the fiscal year	**159,397,489**	**0.25**

	Shares at the end of the fiscal year	Potential end shares
Number of shares	**159,397,489**	
Net profit (loss) *(in thousands of euros)*	395,592	
Earnings per share *(in euros)*	**2.48**	

3.7.2 Stock options

There are no stock options outstanding.

3.7.3 Statement of changes in shareholders' equity

Shareholders' equity *In thousands of euros*	Value at the beginning of the fiscal year	Net profit (loss) for the fiscal year	Allocations	Value at the end of the fiscal year
Share capital or individual share	39,849			39,849
Issue, merger and capital contribution premiums, etc.	764			764
Reevaluation differences				
Legal reserve	4,260			4,260
Statutory or contractual reserves				
Regulated reserves				
Other reserves				
Retained surplus	**285,399**		**(44,588)**	**240,811**
Net profit for the year (profit or loss)	6,420	395,592	(6,420)	395,592
Investment grants				
Regulated provisions	8			8
Total shareholders' equity	**336,699**	**395,592**	**(51,007)**	**681,284**

3.8 Characteristics of the main credit lines

The Derichebourg Group has contracted a syndicated loan, which, along with the loan from the European Investment Bank (EIB), the "green" bond issue and the factoring agreement, constitutes its main sources of funding.

2020 loan agreement

On March 19, 2020, the Group entered into a loan agreement with twelve financial institutions for the amount of €340 million, and comprising a €100 million revolving loan and a €240 million repayment loan. The agreement was entered into for a five-year term. The Group took advantage of its option to apply twice to the banks — which agreed — to extend the final repayment date by a total of two years, to March 31, 2027.

Regarding the repayment loan, the outstanding balance was €150 million at September 30, 2023. The annual amortization schedule is €30 million and €60 million at the end of year 7.

The €100 million revolving credit had not been drawn as at September 30, 2023.

There are no securities guaranteeing the repayment of the loan.

Interest rate

The amounts drawn on these credit lines carry interest at the EURIBOR rate, plus a margin which is adjusted periodically based on the ratio of consolidated net financial indebtedness to consolidated EBITDA.

Early repayment obligations – Event of default

The loan agreement allows the lenders to require early repayment of the entire amount due, should a majority of the lenders request it, following the occurrence of certain common default events, particularly where an event has a significant adverse effect on the business or the financial situation of the Derichebourg Group, or on the ability of Derichebourg to service its debt.

A change of control or delisting of Derichebourg shares would constitute an event warranting mandatory early repayment.

In addition, the loan agreement provides for an obligation to make early partial repayment of the sums owing in the event of a capital increase, the issuance of shares giving access to capital or debt securities (if its maturity precedes that of the syndicated loan).

Covenants

The loan agreement also includes covenants that could theoretically limit the ability of Group companies to do the following without the lenders' consent:

- to take out additional debts;
- to grant sureties and guarantees;
- to undertake mergers, demergers or restructurings;
- to undertake certain acquisitions, beyond a certain threshold;
- to make investments over the course of a given company fiscal year that exceed the amounts set by the agreement;
- to sell assets or equity investments, except for those specified in the loan agreements;
- to redeem and/or reduce their share capital, with certain exceptions.

The loan agreement also contains commitments requiring the purchase and maintenance of insurance policies in line with practices generally accepted in the businesses of the Derichebourg Group.

Factoring agreement

The Derichebourg Group entered into a non-recourse factoring agreement with effect from January 1, 2015 for a maximum financing amount of €418 million, covering the French, Belgian, German, Spanish and Italian entities of the Recycling and Public Sector Services. The maximum financing amount was reduced to €318 million following the contribution of the Multiservices division to Elior Group. The contract expires on December 31, 2024.

Receivables covered by this agreement correspond to deliveries made or services rendered to private customers or to French public sector customers.

Each time receivables are sold, the receivables approved by the credit insurer (after deduction of any outstanding receivables previously sold without recourse or not yet paid) are sold without recourse. The other receivables are sold with recourse. The receivables retain their status (factored with or without initial recourse) until payment takes place.

The factor is co-insured with the Group by two different credit insurers. They are responsible for paying out any compensation under the credit insurance policy.

Interest is deducted when the receivable is sold based on the average contractual payment terms. The risk of late payment is transferred to the factors.

The dilution rate (credits, cancellation of receivables) is low.

The total receivables derecognized under factoring agreements amounted to €207.0 million as at September 30, 2023.

The Group derecognizes 95% of receivables without recourse because of the 5% unguaranteed residual amount.

EIB loan

The amount of the loan is €130 million. It is backed by the Group's investment program for the period 2019-2022. The outstanding capital as at September 30, 2023 was €104 million.

The agreement is set to run for 12 years, with a grace period of two years, following which the loan is repayable in 10 equal annual installments.

The terms of the EIB agreement are similar to those of the syndicated loan agreement. It includes a commitment to rank the EIB on a pari passu basis with the Group's other lenders and a commitment to inform the EIB if a new loan agreement comprises stricter clauses, so it can assess whether it needs to amend the agreement.

"Green" bond issue

On June 7, 2021, Derichebourg launched the presentation of a green bond issue of €300 million, governed by the law of the State of New York. During this issue, the rating agencies S&P Global Rating and Fitch Ratings assigned a BB rating to this issue. On June 10, 2021, the transaction was largely oversubscribed, resulting in an annual coupon of 2.25%, for a bond with a maturity of 7 years, redeemable *in fine*. No specific guarantees were granted to bondholders at the time of issue. They rank *pari passu* with the Group's other main medium- and long-term funding sources (syndicated loans, EIB loan, bilateral loans). From January 15, 2022, the interest is payable every six months on January 15 and July 15. The bonds can be redeemed on July 15, 2028 and are listed on the Luxembourg Stock Market.

These bonds cannot be redeemed early until July 15, 2024, and are then redeemable at the following price:

- from July 16, 2024 to July 15, 2025: 101.125%;
- from July 16, 2025 to July 15, 2026: 100.5625%;
- as of July 16, 2026: 100%.

In the event of a change of control of the issuer, the holders have the option to request early redemption at the price of 101%.

The documentation relating to this issue includes commitments in terms of authorized additional debt, the payment of dividends and the like, investments in non-controlled entities or guarantees granted to them, and a ceiling on asset disposals net of reinvestments, events of default, which are individually less restrictive than those appearing in the Group's syndicated loan agreement.

This issue contributed, together with the Group's cash flow, to financing the acquisition of Ecore.

Liquidity risk

The Group uses a cash-flow management tool. This tool keeps track of the maturity of both financial investments and financial assets (e.g. trade receivables, other financial assets) and the estimated future cash flow from operations.

At September 30, 2023 the Group's main sources of funding are:

- a €340 million syndicated loan agreement set up in March 2020. It includes an initial five-year loan (extended to seven years by agreement of the lenders), amortized in constant annuities, for an initial amount of €240 million (€150 million authorized and drawn as at September 30, 2023), and a revolving credit facility of €100 million, which can be drawn down. The next installment for the repayment loan is due on March 31, 2024 and amounts to €30 million. At September 30, 2023, no drawdowns were outstanding under the revolving credit;
- a non-recourse factoring agreement came into effect on January 1, 2015. Its initial two-year term was renewed twice, in April 2016, November 2018, December 2021, March 2022 and May 2023, extending the maturity to the end of December 2024 and its limit to €318 million (subject to receivables available). The factor purchases non-recourse receivables for up to the approved amounts issued by the credit insurers, and with recourse beyond that amount. The total receivables that may be derecognized by the Group is thus dependent on the total receivables available and the credit insurers' authorized limits. Any downward variation in one of these amounts may lead to an increase in the net debt recognized by the Group.The amount drawn down on this line was €208.6 million at 30 September, 2023, for a contribution to net debt of €12.5 million;
- €90.1 million in medium-term borrowings, of which €80.1 million had been drawn down;
- a loan agreement with the European Investment Bank for an amount of €130 million, of which the outstanding capital was €104 million at September 30, 2023;
- a "green" bond issue of €300 million;
- leases, of which the amount outstanding at September 30, 2023, was €281.7 million;
- bilateral credit lines, whether confirmed or not, totaling €118.2 million, which are not used, since the Group's net cash position was €152.3 million at September 30, 2023.

Financial ratios

The syndicated loan agreement requires the Group to maintain the following financial ratios:

- the annual leverage ratio, being the ratio of (a) consolidated net financial debt to (b) consolidated EBITDA, on each calculation date and over a rolling 12-month period ending on each calculation date, must be less than 3.00.

At September 30, 2023, the leverage ratio was 2.31;

- the debt service coverage ratio, i.e. the ratio of (a) consolidated cash flow before debt service to (b) net financial expenses on each calculation date and over a rolling 12-month period ending on each calculation date considered, must be greater than 5.

At September 30, 2023, the coverage ratio was 11.32.

The Group was in compliance with its financial covenants at September 30, 2023.

Given the existing liquidity margin at September 30, 2023, exceeding €350 million, and based on business and investment forecasts, the Group estimates that it has sufficient financial lines to meet its payments over the next 12 months from September 30, 2023.

3.9 Breakdown of net revenue

Breakdown by business segment *In thousands of euros*	France	Export	Total
Duties and licenses	1,382		1,382
Leasing	508		508
Costs invoiced			
Ferrous scrap metal			
Metals			
Other operations			
Total	**1,890**		**1,890**

3.10 Non-recurring profit (loss)

Breakdown by type *In thousands of euros*	Amount
Income	
Exceptional income on management operations	
Exceptional income on capital transactions(1)	454,789
Releases of provisions and expense transfers	600
- *Reversals of provisions*	
Expenses	
Exceptional expenses on management operations	
Exceptional expenses on capital transactions (2)	(84,912)
Exceptional provisions for amortization, depreciation and provisions	
Total	**370,477**

(1) of which contribution of Derichebourg Multiservices to Elior Group: €452.9 million
(2) net carrying value of Derichebourg Multiservices shares

3.11 Breakdown of income tax

In thousands of euros	Profit (loss) before tax	Tax due	Net profit (loss)
Operating profit (loss)	(12,899)	(2,308)	(10,591)
Net financial profit (loss)	31,098	(547)	31,645
Non-recurring profit (loss) [1]	370,477	236	370,241
Effect of tax consolidation		(4,298)	(4,298)
Total	**388,676**	**(6,916)**	**395,592**

(1) contribution of Derichebourg Multiservices shares under the preferential tax scheme, gains tax deferred

3.12 Increases, decreases in future tax payables

Type of temporary differences *In thousands of euros*	Base	Income tax amount
Increases		
Regulated provisions		
Releases of provision for investments		
Accelerated depreciation		
Translation differences, assets	4	1
Total increases		**1**
Decreases		
Social security contribution		
Tax loss carry forwards [1]	285,062	73,632
Investment		
Translation differences, liabilities	66	17
Total decreases		**73,649**

(1) Company deficit as if it were taxed separately. Tax consolidation losses: €0 million.

The corporate tax rate is as follows: 25.00% + social security contribution of 3.30%, i.e. 25.83%, applicable for fiscal years beginning on or after January 1, 2022.

3.13 Financial commitments

3.13.1 Off-balance sheet commitments in the ordinary course of business

Commitments given *In thousands of euros*	**Amount**
Financial guarantees [(1)]	15,298
Commitments in respect of the liability of partners in SCIs	
Total	**15,298**

(1) of which €0.3 million for commitments by Elior Group subsidiaries

3.13.2 Off-balance sheet commitments in respect of subsidiaries

Commitments given *In thousands of euros*	**Amount**
Guarantees given for subsidiaries [(1)]	64,941
Other commitments given	
Total	**64,941**

(1) of which €39.6 million for commitments by Elior Group subsidiaries

3.14 Average headcount

	Salaried employees	
Headcount	**2023 fiscal year**	2022 fiscal year
Managers	2	2
Skilled employees		
Employees and technicians		
Workers		
Others		
Total	**2**	**2**

3.15 Overall executive compensation

In thousands of euros	**Amount**
Remuneration of executive and management bodies	180

3.16 Subsidiaries and equity investments: crossing of legal thresholds

	Shareholders' equity			Carrying value of securities held	
In thousands of euros	Capital	Reserves and regulated provisions	Share of capital held, as %	Gross	Net
1 - Detailed information on subsidiaries and equity investments of which the inventory value exceeds 1% of Derichebourg's share capital					
A - Subsidiaries (more than 50% of share capital held by Derichebourg)					
DERICHEBOURG IMMOBILIER SCI	52,663	9,706	100	52,663	52,663
CFF SIGMA SCI	6,510	280	99.85	6,500	6,500
DERICHEBOURG ENVIRONNEMENT	127,753	199,672	100	128,643	128,643
POLY-ENVIRONNEMENT	2,500	22,810	100	40,000	40,000
DBG HOLDING GmbH	41,738	0	100	338,866	49,530
DERICHEBOURG RÉ	1,200	0	100	1,200	1,200
PSIMMO	2,027	253	100	5,627	4,066
DERICHEBOURG EXPANSION	50	(5,999)	100	1,133	0
VOGIM SCI	139	901	80.00	194	194
WESTEVER	500	640	100	10,263	1,198
B - Equity investments (10 to 50% of share capital held by Derichebourg)					
ALLO CASSE AUTO	110	3,761	47.93	2,212	2,212
DAC	40	1,872	49.80	516	516
DREYFUS	40	14,625	42.50	816	816
ELIOR GROUP (1)	3,000	843,000	48.31	643,360	643,360
VALERCO	76	192	50.00	107	107
2 - General information on the subsidiaries and equity investments not covered in item 1					
A - a - French subsidiaries				**275**	**275**
A - b - Foreign subsidiaries					
B - a - French equity investments					
B - b - Foreign equity investments					

(1) *Data from the Elior Group consolidated financial statements*

Outstanding loans and advances granted by the Company	Guarantees given by the Company	Revenue excluding tax for the last fiscal year	Profit or loss for the last fiscal year	Dividends paid in the last fiscal year
78,684		14,396	2,413	5,266
		550	247	228
237,397		42,436	101,351	6,388
7,663		7,482	2,631	0
(702)		0	916	3,453
		0	0	0
566		316	21	0
5,506		0	(707)	0
(744)		80	40	0
(42)			(323)	0
			433	192
			274	149
			2,056	699
0	cf.3.13.2	5,223,000	(93,000)	0
		727	40	0

3.17 Litigation

Belgium

- A tax audit was conducted on the Belgian subsidiary Derichebourg Belgium relating to the identification of suppliers of metals and ferrous scrap metals for the fiscal years 2006 to 2010. In November 2017, the Mons Appeal Court considered that the Company had not adhered to the law concerning identification of the VAT of suppliers and rejected the deduction of purchase invoices deemed non-compliant. This led to the payment of tax increases on a temporary basis for €6 million, recorded as an expense during the 2017 fiscal year. The Company has appealed to the Court of Cassation. On September 17, 2020, the Belgian Court of Cassation overturned the grounds of the decision of the Mons Appeal Court and referred the case back to the Liège Appeal Court. Derichebourg Belgium won the appeal in January 2023. The Belgian State appealed to the Court of Cassation again. No consequence has been drawn from this judgment in the financial statements at September 30, 2023.

France

- In June 2018, several subsidiaries in the household waste collection business were jointly ordered by the lower court to pay €3.7 million to entities in the Veolia Group after a judgment by the Paris Commercial Court in proceedings relating to the terms of personnel transfer in 2014 after the Veolia Group took over household waste collection in the 11th and 19th districts of Paris from the subsidiary Polyurbaine. The Group had appealed against this judgment. The appeal judgment of March 2020 was favorable to the Group. The amount of €3.7 million, paid to Veolia in 2018, was repaid during the 2019–2020 fiscal year and recorded under non-recurring profit (loss). Veolia has appealed to the Court of Cassation. The Court of Cassation partially overturned the decision of the Court of Appeal in the first half of the year. A provision of €3.7 million was recognized at September 30, 2023 on the "Other non-recurring expenses" line. The case has been referred back to the Court of Appeal.
- Derichebourg SA and the subsidiary AFM Recyclage (as the final operator) entered into an agreement with a public-private partnership representing the local authority in 2012, which was renewed in 2018 and 2019. Under this agreement, they would release land, transfer it to the public-private partnership and transfer their business to a nearby site. Conventionally, the financial obligation for decontamination was limited to decontamination for industrial, non-sensitive use, on the basis of preliminary studies showing a low decontamination cost (€0.9 million). AFM Recyclage has built the planned new site and started its activity there, while retaining a metal cutting activity on its former site. On the basis of more in-depth surveys, the site appears to be more polluted than predicted (soil and groundwater). With this in mind, the public-private partnership opted not to renew earlier agreements. The DREAL (Regional Directorate for Environment, Planning and Housing) carried out an on-site inspection. The inspection report was released in May 2021, alongside an order setting out additional requirements. AFM Recyclage carried out the soil and groundwater studies provided for

in this order, and submitted the management plan with a view to business continuity. AFM Recyclage has recognized a provision of €6 million to cover the decontamination cost.

- Litigation with the buyer of DSIN: on September 27, 2019, Derichebourg Multiservices Holding sold shares in DSIN to the company DNUC, which is specialized in nuclear services, with effect from October 1, 2019. The sale comprised the sale of shares and a current account receivable, the price of which was dependent on the balances of certain balance sheet items as of September 30, 2019. The buyer is contesting the sale price offered by the seller. Given the ongoing dispute, which primarily relates to the value of certain trade receivables, the parties have not yet reached an agreement on the final sales price of the trade receivables. In December 2020, DSIN requested a safeguard procedure to protect against any consequences of customer claims due to partial non-performance or poor performance of contractual services, and the resulting harm caused. During the previous fiscal year, the buyer filed a legal action claiming that the seller had failed to disclose certain information under the sales contract. It is seeking the sum of €6.5 million (amount revised to €3 million), together with costs, from the seller to cover the receivable amount provided by the third party as part of the safeguard procedure. The seller maintains that it sent all of the information it possessed on the contract to the buyer as part of its due diligence process. It also claims that there is no evidence to support the damages set out by the third party, which exceed the limit under the contract, and that this claim should therefore be dismissed under the procedure opened for DSIN. The transferee of DSIN obtained a continuation plan, with a settlement of the liabilities over eight years (which does not currently include the receivable of €1.2 million from Derichebourg Propreté). Nevertheless, on March 8, 2023, the Paris Commercial Court rendered a judgment invalidating DNUC's claims in all respects and ordering it to pay Derichebourg Multiservices Holding the balance of the sale price, i.e. €1.1 million, and recognizing the Derichebourg Propreté receivable in the amount of €1.2 million. DNUC and DSIN appealed this judgment on April 7, 2023. Other than those linked to the opening of the safeguard procedure, no other consequence of the various receivables held by the creditor companies (€1.1 million impairment of receivables) has been drawn in the financial statements of September 30, 2023, as the Group deems these claims to be unfounded. Derichebourg is now exposed to this issue through the liability guarantee granted to the Elior Group when the Multiservices division was transferred.

- Action brought by the owner of land adjacent to a site operated by the Group in Condette: in June 2020, the Revival subsidiary, which represents the rights of the company STRAP, was sued by the French real estate company which owns the land adjacent to the site which the Group operates in Condette (Pas-de-Calais). The company claims that the latter has illegally buried waste there, and is claiming as a precautionary measure the deposit of €27 million for the alleged decontamination costs (including the related landfill taxes).

  This statement is based on an expert report, which came to the opposite conclusion before the certificate mentioned below. The report's conclusions are based on a certificate provided by a former CEO and shareholder of the company STRAP, who has been on poor terms with the Derichebourg Group since his dismissal in 2003. He subsequently became an employee of the owner of the real estate company in question. Revival, which represents the rights of STRAP, maintains that it has no hand in this pollution, that it has never used the plots on which this waste is buried and that the type of waste buried does not correspond to the waste type generated by its business. It states that if its former CEO (also the son-in-law of the former owner of STRAP, who owned the plots at the time of the pollution) buried waste on this land belonging to his parents-in-law, that this is personal fault and is separate to his role as Chief Executive Officer. In addition, Revival has evidence that the current owner of the real estate company was informed of the state of pollution of the land before it acquired it and leased it to a competitor of Derichebourg. The owner previously and unsuccessfully took legal action against the Group based on the same grievances as those made against Revival. Revival believes that these claims are completely unfounded, are the result of a falsification of facts and will take any action necessary to safeguard its interests.

  The plaintiff's filing was dismissed on July 6, 2021. There is no hearing on the merits. No provision has been booked in the financial statements at September 30, 2023, in particular because, subsequent to the year-end, a ruling by the Court of Appeal on November 23, 2023 deemed the action to be time-barred. However, the plaintiff appealed on November 30, 2023.

- In January 2015, the company Guy Dauphin Environnement (GDE) brought an action before the Paris Regional Court (Tribunal de Grande Instance de Paris) against the consortium in charge of work on the Nonant-le-Pin site (including Valérian), seeking the appointment of a legal expert in the wake of faulty workmanship. Said expert report was issued in April 2022, in which the responsibility of certain stakeholders was noted, without quantifying GDE's losses. GDE then appointed an expert, who valued its losses in respect of Valérian's services at €6 million. On December 7, 2022, Valérian brought an action against GDE before the Caen Commercial Court, claiming €3 million in principal for additional costs incurred as a result of schedule slippage for the Nonant-le-Pin site. The Group set aside a provision of €2.5 million for this dispute.

- In 2006, the company Guy Dauphin Environnement (GDE) applied for a license for a landfill facility for automotive shredding residues in the municipality of Nonant-le-Pin, which was granted in 2011. Opponents lodged administrative appeals in view of the pollution risks, which led to the license being revoked on May 20, 2016.

  Alongside these proceedings, in 2014, the Argentan public prosecutor's office received a complaint implicating elected officials and public servants for breach of probity in connection with the granting of authorization for the landfill facility. The case was referred to the French National Financial Prosecutor's Office, which noted that GDE had sought the assistance and support of elected representatives and public officials in order to influence decisions concerning the siting of the landfill facility. Given sufficient evidence, proceedings for influence peddling were initiated under Article L. 433-1 of the French penal code.

  Following Derichebourg Environnement's acquisition of the Ecore group in December 2021, on May 15, 2023, the French National Financial Prosecutor's Office and GDE entered into a judicial agreement of public interest (JAPI), approved by the President of the Paris Judicial Court on May 17, 2023, requiring: GDE to pay a fine of €1.2 million and the implementation of a compliance program entrusted to AFA (the French anti-corruption agency) for Derichebourg Environnement and its subsidiaries for a period of three years, at GDE's expense, for an amount of up to €0.9 million. As a result of the JAPI being approved, the public prosecution has been terminated.

3.18 Related-party transactions

3.18.1 Trademark licensing agreement

A trademark licensing agreement effective from March 1, 2009 for a fixed period of ten years was entered into between TBD Finances, which is controlled by the Derichebourg family, and Derichebourg. This agreement, which governs the use of the Derichebourg trademark, enables the Group to develop its own clientele and increase client loyalty.

On December 4, 2018, the Board authorized the signing of a new agreement with the same conditions for another period of ten years starting March 1, 2019.

The amount of fees, after taking into account the update to an independent intellectual property expert's report, was set at 0.07% of the Environmental division's consolidated revenue and 0.12% of the Multiservices division's consolidated revenue until April 18, 2023.

The fee under this agreement for the fiscal year was €3.1 million.

3.18.2 Service agreement

An agreement was signed, effective January 1, 2012 for an initial term of 3 years with DBG Finances, a company controlled by the family of Daniel Derichebourg, the purpose of which is to define the terms and conditions of DBG Finances' involvement in the definition and steering of the Group's strategy.

On December 5, 2020, the Board of Directors authorized the renewal of this agreement for a period of 3 years.

The services covered by this agreement are:

- policy making and definition of the Group's strategic guidelines;
- help with drafting a business plan;
- contacts with Management Boards of major national and international client groups;
- internal and external development of the Group's business;
- support for acquisitions;
- corporate events;
- assistance with recruiting senior managers;
- legal and tax consultancy services;
- financial, accounting and management support.

For the period from October 1, 2022 to September 30, 2023, DBG Finances billed Derichebourg SA for €1.3 million under this agreement.

5.4.4 Statutory Auditors' report on the separate financial statements

To the Derichebourg General Meeting,

Opinion

In performance of the mission entrusted to us by your General Meetings, we conducted an audit of the Derichebourg annual financial statements for the fiscal year ended September 30, 2023, as attached to this report.

In our opinion the annual financial statements give a true and fair view of the earnings over the period as well as of the financial position and assets and liabilities of the Company at year-end, in accordance with French accounting rules and principles.

The opinion expressed above is consistent with the content of our report to the Audit Committee.

Basis of the opinion

Auditing framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Our responsibilities under these standards are set out in the "Responsibilities of the Statutory Auditors related to the audit of the annual financial statements" section of this report.

Independence

We conducted our audit mission in accordance with the independence rules set out by the French Commercial Code and the code of ethics for the independent auditor profession, from October 1, 2022 to the date of our report, and we did not, in particular, provide any services prohibited by Article 5(1) of regulation (EU) no. 537/2014.

Justification of our assessments – Key points of the audit

In accordance with the provisions of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, please note the key points of the audit relating to the risks of material misstatement, which, in our professional judgment, were the largest for the audit of the annual financial statements for the fiscal year, as well as the responses we provided to those risks.

The assessments thus made fall within the context of the audit of the annual financial statements taken as a whole, and the formation of our opinion expressed above. We do not express an opinion on items in these annual financial statements in isolation.

Measurement of equity securities

Audit risk	As at September 30, 2023, the gross value of investment securities totaled €1,232 million and the net value €931 million, compared with a total balance sheet of €2,081 million. The Company performs impairment tests on these financial assets, the terms of which are described in note 2.4 "Financial assets" to the financial statements. When the value in use is lower than the net book value, a provision for depreciation is recognized. Value in use is determined primarily by applying the discounted future cash flow method net of net financial debt. The implementation of this method requires the use of assumptions. We therefore considered that the valuation of investment securities is a key point in the audit given their significant nature and the fact that it is based on estimates.
Audit procedures in response to this risk	We examined the procedures put in place by the Company for impairment testing. Our audit team included specialists to help us to assess the discount rate, as well as the growth rate to infinity used. We also analyzed the consistency of cash flow forecasts with past performance and the market outlook. We assessed the appropriateness of the information provided in the notes to the annual financial statements.

Specific verification

In accordance with the professional standards applicable in France, we also carried out the specific verifications required by law and regulations.

Information given in the management report and in the other documents addressed to shareholders giving details of the financial position and the annual financial statements

We have no matters to report as to the fair presentation and consistency with the annual financial statements of the information given in the Board of Directors' management report and in the other documents addressed to shareholders giving details of the financial position and the annual financial statements.

We certify the fair presentation and consistency with the annual financial statements of the information on the payment times indicated in Article D. 441-6 of the French Commercial Code.

Information on corporate governance

We hereby certify that the corporate governance section of the Board of Directors' management report contains the disclosures required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

With regard to the disclosures made in accordance with Article L. 22-10-9 of the French Commercial Code on remuneration and benefits paid or granted to corporate officers, as well as on undertakings given to them, we have verified their consistency with the financial statements or with data used to prepare such financial statements and, where appropriate, with the items of information obtained by your Company from your Company's parent companies or companies which it controls and which are included in the consolidation scope. Based on this work, we can confirm the accuracy and fair presentation of this information.

With regard to the disclosures of elements that your Company considers likely to have an impact in the event of a public takeover or exchange bid, provided in accordance with Article L. 22-10-11 of the French Commercial Code, we have verified their consistency with the documents from which they are extracted and which have been communicated to us. Based on this work, we do not have any observations to make concerning these disclosures.

Other information

In accordance with the law, we made sure that the various pieces of information relating to investments and takeovers, the identity of the owners of the share capital or voting rights was communicated to you in the management report.

Other verifications or information required by laws and regulations

Format of the annual financial statements intended to be included in the annual financial report

In accordance with the professional standard on the due diligence of Statutory Auditors in relation to the annual and consolidated financial statements presented in accordance with the single European electronic information format, we have also verified that the annual financial statements to be included in the annual financial report referred to in I of Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chief Executive Officer, comply with this format, which is defined by European Delegated Regulation No. 2019/815 of December 17, 2018.

On the basis of our work, we conclude that the presentation of the annual financial statements intended to be included in the annual financial report complies, in all material respects, with the single European electronic reporting format.

Appointment of Statutory Auditors

We were appointed Statutory Auditors for Derichebourg by your General Meeting of February 7, 2018 for BM&A, February 19, 2014 for DENJEAN ET ASSOCIÉS AUDIT and March 15, 2007 for ERNST & YOUNG Audit.

As at September 30, 2023, the firm BM&A was in the sixth uninterrupted year of its mission, DENJEAN ET ASSOCIÉS AUDIT in the tenth uninterrupted year, and ERNST & YOUNG Audit in the seventeenth uninterrupted year.

Responsibilities of management and persons comprising the corporate governance with respect to the annual financial statements

It is the responsibility of management to prepare annual financial statements that present a true and fair view in accordance with French accounting policies and rules and to implement the internal controls that it deems necessary for the preparation of annual financial statements with no material misstatements, whether due to fraud or error.

In the preparation of the annual financial statements, management is responsible for evaluating whether the Company can continue to operate, for presenting in these financial statements, where appropriate, the necessary information relating to the continuity of operations and applying the going concern accounting convention unless there are plans to liquidate the Company or cease operations.

The Audit Committee is responsible for monitoring the financial information preparation process and for monitoring the effectiveness of the internal control and risk management systems and, as needed, of the internal audit systems as regards to the procedures relating to the preparation and processing of accounting and financial information.

The annual financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors related to the audit of the annual financial statements

Purpose of audit and approach

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the financial statements taken as a whole do not contain any material misstatements. Reasonable assurance corresponds to a high level of assurance but does not guarantee that an audit performed in accordance with the standards of professional practice can systematically detect any material misstatements. Misstatements may arise from fraud or error and are considered significant where it can reasonably be expected that they, taken individually or cumulatively, may influence the economic decisions that users of the financial statements make based on them.

As stated in Article L. 823-10-1 of the French Commercial Code, our mission to certify the financial statements does not consist of guaranteeing the viability or quality of the Company's management.

As part of an audit conducted in accordance with the professional standards applicable in France, a Statutory Auditor shall exercise his or her professional judgment throughout this audit. Moreover:

- he or she shall identify and assess the risks that the annual financial statements contain material misstatements, whether due to fraud or error, define and implement audit procedures to address those risks and collect information it considers sufficient and appropriate to form its opinion. The risk that a significant anomaly due to fraud will not be detected is higher than for a significant anomaly due to an error, as the fraud may involve collusion, falsification, voluntary omissions, misrepresentation or circumvention of internal controls;
- he or she shall review the internal controls relevant to the audit in order to define appropriate audit procedures under the circumstances, not to express an opinion on the effectiveness of the internal controls;
- he or she shall assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information concerning them provided in the annual financial statements;
- he or she shall assess the appropriateness of management's application of the going concern accounting convention and, depending on the evidence gathered, the existence or non-existence of significant uncertainty related to events or circumstances that may call into question the Company's ability to continue as a going concern. Such assessment shall be based on the information gathered up to the date of its report, but it should be noted that subsequent circumstances or events could jeopardize the continuity of operations. If he or she concludes that there is a significant uncertainty, he or she shall draw the attention of his or her report's readers to the information provided in the annual financial statements about this uncertainty or, if this information is not provided or is not relevant, he or she formulates a qualified certification or a refusal to certify;
- he or she shall assess the overall presentation of the annual financial statements and evaluate whether the annual financial statements reflect the underlying transactions and events in such a way as to give a true and fair view thereof.

Report to the Audit Committee

We are submitting to the Audit Committee a report that outlines the scope of the audit and the working program put in place, as well as the conclusions resulting from our work. We also disclose, where appropriate, the significant weaknesses in the internal controls that we have identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

Among the items disclosed in the report to the Audit Committee are the risks of material misstatement, which we deem to have been most significant for the audit of the annual financial statements for the year and, as a result, constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the declaration described in Article 6 of regulation (EU) no. 537-2014 confirming our independence, as described in the rules applicable in France as set forth in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and the code of ethics for the Statutory Auditor profession. As needed, we discuss with the Audit Committee the risks that may affect our independence and the safeguarding measures applied.

Paris, Paris and Paris-La Défense, December 18, 2023

The Statutory Auditors

BM&A	**DENJEAN ET ASSOCIÉS AUDIT**	**ERNST & YOUNG Audit**
Gilles Rabier	Thierry Denjean	Pierre Abily

5.5 Financial results for the last five fiscal years

In euros	9-30-19	9-30-20	9-30-21	9-30-22	9-30-23
SHARE CAPITAL AT YEAR-END					
Share capital	39,849,372	39,849,372	39,849,372	39,849,372	39,849,372
Total number of ordinary shares outstanding	159,397,489	159,397,489	159,397,489	159,397,489	159,397,489
OPERATIONS AND NET PROFIT OR LOSS FOR THE FISCAL YEAR					
Gross revenue before sales tax	3,243,807	2,322,639	2,287,751	2,099,383	1,889,813
Earnings before tax, employee profit-sharing and amortization, depreciation and provisions(1)	39,529,594	41,030,778	(13,923,575)	869,161	386,775,668
Income tax	522,936	2,187,417	2,830,867	(5,769,964)	(6,916,105)
Earnings after tax, employee profit-sharing and amortization, depreciation and provisions	28,566,966	41,455,081	(146,475)	6,419,582	395,592,001
Earnings distributed	17,533,724	0	51,007,196	51,007,196	25,503,598 (1)
EARNINGS PER SHARE *(IN EUROS)*					
Earnings after tax and employee profit-sharing but before amortization, depreciation and provisions(1)	0.24	0.24	(0.11)	0.04	2.47
Earnings after tax, employee profit-sharing and amortization, depreciation and provisions	0.18	0.26	0	0.04	2.48
Net dividend per eligible share	0.11	0.00	0.32	0.32	0.16
PERSONNEL					
Average number of salaried employees during the fiscal year	2	2	2	2	2
Total salaries and wages for the fiscal year	398,241	423,996	458,884	596,395	530,273
Amounts paid for social benefits for the fiscal year (social security contributions, other employee benefits, etc.)	207,627	199,280	219,224	259,488	223,689

(1) Subject to approval by the Combined General Meeting of January 30, 2024.

06

CAPITAL AND SHAREHOLDER STRUCTURE

06

6.1 Shareholder structure

6.1.1 Shareholder structure and voting rights

Shareholder structure

The following table summarizes information about the known shareholders of the Company as at September 30, 2023, the closing date of its last fiscal year.

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
CFER*	65,745,648	41.25	131,491,296	57.82
Financière DBG*	65,894	0.04	65,894	0.03
Employees	1,541,757	0.97	1,541,757	0.68
Treasury shares	0	0	0	0
Public	92,044,190	57.74	94,313,602	41.47
Total	**159,397,489**	**100.00**	**227,412,549**	**100.00**

** CFER and Financière DBG are ultimately controlled by the family of Daniel Derichebourg.*

The following table summarizes information about the known shareholders of the Company as at September 30, 2022:

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
CFER*	65,745,648	41.25	131,491,296	57.82
Financière DBG*	65,894	0.04	65,894	0.03
Employees	1,306,457	0.82	1,306,457	0.57
Treasury shares	0	0	0	0
Public	92,279,490	57.89	94,557,837	41.58
Total	**159,397,489**	**100.00**	**227,421,484**	**100.00**

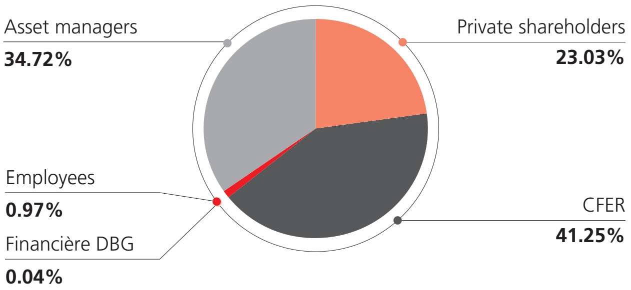
** CFER and Financière DBG are ultimately controlled by the family of Daniel Derichebourg.*

The breakdown of share capital at September 30, 2021 was as follows:

Shareholders	Number of shares	% of share capital	Number of voting rights	% of voting rights
CFER*	65,745,648	41.25	131,491,296	57.81
Financière DBG*	65,894	0.04	65,894	0.03
Employees	1,410,000	0.88	1,410,000	0.62
Treasury shares	0	0	0	0
Public	92,175,947	57.83	94,466,709	41.54
Total	**159,397,489**	**100.00**	**227,433,899**	**100.00**

** CFER and Financière DBG are ultimately controlled by the family of Daniel Derichebourg.*

The breakdown of share capital by type of shareholder at November 30, 2023 was as follows:



List of owners of any securities containing any special rights of control - Voting rights

The voting rights attached to shares are proportional to the amount of capital that they represent. For an equal amount of the nominal value, each share of the capital carries the right to one vote. Nevertheless, a double voting right is attributed to all fully paid up shares held in registered form for five years or more in the name of the same shareholder. At September 30, 2023, the share capital comprised 159,397,489 shares with a nominal value of €0.25 each, including 68,015,060 shares with double voting rights. The number of voting rights as of September 30, 2023 amounted to 227,412,549.

At September 30, 2023, the family of Daniel Derichebourg, through CFER and Financière DBG, held 41.29% of the share capital of Derichebourg and 57.85% of the voting rights.

6.1.2 Threshold crossed

2% threshold set in bylaws

Any physical person or legal entity acting alone or in concert who comes to own the number of shares or voting rights that exceeds the thresholds set forth in the regulations in effect must provide the information specified in the latter. The same information is required whenever the holder's share of the capital or voting rights falls below the thresholds set forth in the regulations in effect.

Article 10 of the bylaws, amongst other provisions, stipulates that any physical person or legal entity acting alone or in concert that comes to possess a number of shares representing 2% or more of the Company's share capital must inform the Company of the number of shares held within fifteen days whenever this percentage is exceeded. If the number or percentage of the voting rights held is not the same as the number or percentage of the shares held, the percentage referred to above is calculated in terms of voting rights. Failure to observe the provisions of the bylaws results in the following sanction: shareholders in breach of said provisions may be deprived of voting rights for shares in excess of the fraction not declared.

Article 10 of the bylaws stipulates that the Company may at any time request from the organization responsible for the registration of securities the information provided for by law relating to the identity of the owners of securities which give an immediate or deferred right to vote at shareholders' meetings. The Company also has the right to request, under the conditions laid down by the French Commercial Code, the identity of the beneficial owners of shares if it considers that certain shareholders, whose identities have been disclosed to it, hold the concerned shares for the account of third parties.

The Company may request any legal entity holding more than 2.5% of the share capital or voting rights to inform it of the identity of any persons holding directly or indirectly more than one third of the share capital or voting rights at general meetings of said legal entity.

Threshold crossing

During the fiscal year, the following threshold crossings occurred at Derichebourg:

Date	Shareholder's name	Threshold crossed
12-6-2022	Amiral Gestion	Above the 2% share capital threshold with 2% of voting rights
8-30-2023	Amiral Gestion	Above the 2% share capital threshold with 2% of voting rights
9-20-2023	Amiral Gestion	Below the 2% share capital threshold with 2% of voting rights

6.1.3 Shares held by the Issuer or its subsidiaries

As a reminder, the Combined General Meeting of January 31, 2023 authorized the Company, for an 18-month period, to trade in treasury shares up to a maximum of 10% of its share capital, for the purposes of:

- stimulating the market or market liquidity of Derichebourg stock through a liquidity contract entered into with an investment service provider, in compliance with the AMAFI ethical charter approved by the French Financial Markets Authority,
- granting shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan;
- purchasing shares for subsequent use in exchange or as payment for acquisitions;
- delivering shares when exercising rights attached to securities providing access to share capital via reimbursement, conversion, exchange, presentation of a warrant or via any other means;
- canceling the shares thus purchased, as part of the Company's financial policy.

The same General Meeting authorized the Board of Directors to reduce the share capital, in one or more transactions, by canceling the shares thus purchased, subject to a maximum of 10% of the share capital per 24-month period.

At September 30, 2023, the Company did not hold any treasury shares.

6.1.4 Employee shareholdings

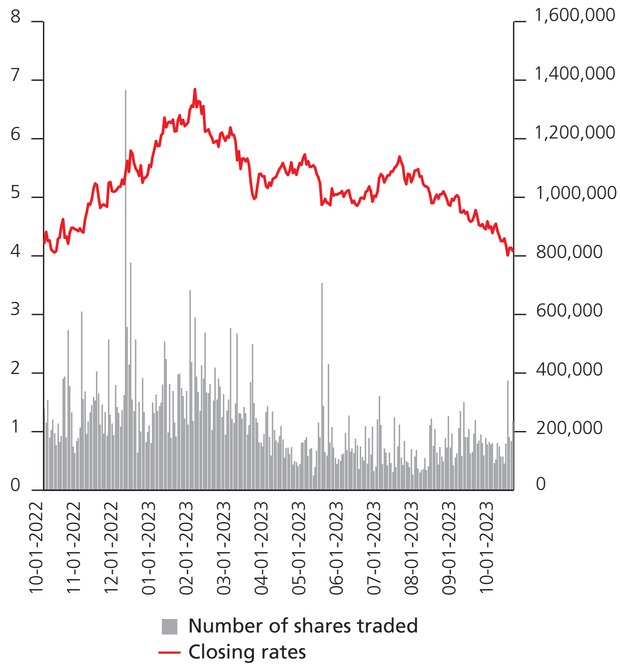
As of September 30, 2023, Derichebourg employees held 0.97% of the share capital and 0.68% of the voting rights.

6.1.5 Shareholder agreements

To the Issuer's knowledge, there are no shareholder agreements or agreements whose implementation could lead to a change in control.

6.2 Stock market data

The chart below shows share price trends and volumes traded from October 1, 2022 until October 31, 2023 on Euronext.



Change in the Derichebourg share price (FR0000053381)

Month *In euros*	Opening price for the month	Highest	Lowest	Closing price for the month	Volume
October 2019	3.20	3.32	3.04	3.23	6,031,940
November 2019	3.23	3.41	3.10	3.12	4,855,708
December 2019	3.12	3.78	3.03	3.65	9,583,829
January 2020	3.67	3.78	3.27	3.29	5,199,050
February 2020	3.31	3.65	2.96	3.03	5,712,499
March 2020	2.99	3.21	2.07	2.48	12,867,350
April 2020	2.69	2.70	2.27	2.57	4,633,092
May 2020	2.50	2.92	2.41	2.76	4,352,881
June 2020	2.79	3.05	2.50	2.55	6,861,891
July 2020	2.57	2.57	2.38	2.45	3,598,861
August 2020	2.47	2.59	2.35	2.42	3,135,739
September 2020	2.40	2.75	2.36	2.53	3,449,559
October 2020	2.52	2.70	2.46	2.52	2,478,600
November 2020	2.52	3.42	2.46	3.31	5,938,948
December 2020	3.37	6.20	3.36	5.88	18,336,242

Month *In euros*	Opening price for the month	Highest	Lowest	Closing price for the month	Volume
January 2021	6.00	6.75	5.40	5.58	13,031,816
February 2021	5.64	7.34	5.49	6.58	12,127,017
March 2021	6.70	7.28	6.55	6.98	8,318,599
April 2021	7.00	7.70	6.97	6.99	6,958,453
May 2021	7.00	8.90	6.98	8.43	11,637,294
June 2021	8.52	8.94	7.50	8.52	8,577,058
July 2021	8.57	9.16	8.07	8.91	7,095,248
August 2021	8.98	10.08	8.48	10.00	7,416,600
September 2021	10.00	10.70	9.54	9.99	6,699,734
October 2021	9.85	10.46	9.19	9.83	6,211,215
November 2021	9.93	10.62	8.78	9.25	6,006,358
December 2021	9.34	10.60	8.83	10.15	6,553,799
January 2022	10.11	12.11	10.04	11.07	7,383,866
February 2022	11.18	11.71	8.67	9.34	6,138,670
March 2022	9.34	9.93	6.86	9.50	7,869,857
April 2022	9.5	9.70	8.49	8.69	3,467,076
May 2022	8.59	9.34	7.38	7.49	8,233,250
June 2022	7.51	7.67	5.41	5.50	6,257,551
July 2022	5.5	6.29	5.38	6.20	3,899,476
August 2022	6.24	6.66	5.63	5.64	5,480,918
September 2022	5.60	5.80	3.96	4.12	5,678,953
October 2022	4.01	4.68	3.90	4.42	5,109,888
November 2022	4.46	5.30	4.28	5.11	6,529,986
December 2022	5.20	5.98	5.03	5.52	7,615,894
January 2023	5.525	6.445	5.51	6.28	6,829,084
February 2023	6.31	6.85	5.82	6.105	7,542,043
March 2023	6.15	6.245	4.924	5.40	6,659,383
April 2023	5.41	5.65	5.06	5.595	3,252,245
May 2023	5.61	5.78	4.63	4.894	3,888,107
June 2023	4.922	5.18	4.802	5.09	3,156,348
July 2023	5.10	5.72	4.902	5.605	3,084,614
August 2023	5.60	5.60	4.87	5.05	2,702,480
September 2023	5.05	5.185	4.554	4.78	3,610,945
October 2023	4.79	4.832	3.936	4,082	3,562,423
November 2023	4.08	4.98	4.016	4.77	4,323,410

The information provided in respect of volumes corresponds to trading on Euronext, which represents approximately 40% of the share volumes traded.

6.3 Dividends

6.3.1 Dividend distribution policy

Without being interpreted as an ongoing commitment, it is Group practice to distribute around 30% of consolidated net profit in the form of dividends (restated for material events without cash gain). This figure is performance-related and subject to assessment of self-financing requirements.

6.3.2 Dividends paid over the last three fiscal years

The dividends distributed by Derichebourg in respect of the last three fiscal years are as follows:

	2019-2020	2020-2021	2021-2022
Dividend per share	0	0.32	0.32
Total dividends *(in millions of euros)*	0	51	51

The Board of Directors meeting of December 6, 2023 proposed to the General Meeting called to approve the financial statements for the fiscal year ended September 30, 2023 to distribute a total dividend of €25,503,598.24, i.e., €0.16 per share.

This dividend payment represents 19% of the income for the 2022-2023 fiscal year. Based on the stock market price on November 30, 2023, this represents a dividend yield of 3.4%.

6.4 Communication with institutional investors, shareholders and bondholders

During the validity period of the Universal Registration Document, the following documents (or copies of these documents) can, if necessary, be consulted at the Company's registered office (119, avenue du Général Michel Bizot, 75012 Paris), on the Company's website (www.derichebourg.com), or on the French Financial Markets Authority website (www.amf-france.org) for financial data and the Universal Registration Document:

(a) the incorporation documents and bylaws of the Issuer;

(b) all reports, mail and other documents, historical financial data, valuations and reports issued by external experts at the request of the Issuer, any part of which is included or referenced in the Universal Registration Document;

(c) the historical financial data of the Issuer and its subsidiaries for each of the two fiscal years preceding the publication of this Universal Registration Document.

6.4.1 Communications methodology

Frequency: in accordance with the applicable regulations, Derichebourg publishes its half-year and annual financial statements and the accompanying reports.

Communication of information: in addition to the legally required announcements in financial publications, the latest communications are made available to the public on the Company's website, www.derichebourg.com.

6.4.2 Calendar: key dates for the fiscal year

The Group's financial calendar is available on its website: www.derichebourg.com.

6.4.3 Periodic and occasional information: annual information document

Published on the websites www.derichebourg.com, www.globenewswire.com or www.info-financiere.fr

October 12, 2022	Derichebourg Océan Indien accelerates its development in waste management in Réunion
November 22, 2022	Monthly information on total number of voting rights and shares comprising share capital as of August 31, 2022
November 22, 2022	Monthly information on total number of voting rights and shares comprising share capital as of September 30, 2022
November 24, 2022	Derichebourg press release - Elior
November 28, 2022	Monthly information on total number of voting rights and shares comprising share capital as of October 31, 2022
December 7, 2022	Results for the 2021-2022 fiscal year
December 7, 2022	The video of the meeting to present the 2021-2022 results of December 7, 2022 is available on the Group's YouTube channel.
December 16, 2022	Green Bond allocation and impact report (Report subject to a moderate assurance opinion from one of the Statutory Auditors)
December 14, 2022	Availability of the 2021-2022 Universal Registration Document
December 20, 2022	Presentation to financial analysts on December 20, 2022
December 20, 2022	Derichebourg Multiservices and Elior Group: plan to create a leader in contract catering and multi-service
December 20, 2022	The Investors' presentation on the proposed contribution of the Derichebourg Multiservices business unit to Elior can be consulted on the Group's Youtube channel.
December 23, 2022	Notice of the Combined General Meeting of January 31, 2023 published in the Mandatory Legal Announcements Bulletin (“BALO”) of December 23, 2022
January 4, 2023	ODDO BHF Forum presentation of January 5, 2023
January 10, 2023	Monthly information on total number of voting rights and shares comprising share capital as of November 30, 2022
January 10, 2023	Brochure of meeting notice for the Combined General Meeting of January 31, 2023
January 10, 2023	Statutory Auditors' report on the share capital reduction (16th resolution)
January 10, 2023	Statutory Auditors' report on the issue of shares and various securities without preferential subscription rights (17th, 18th, 20th and 21st resolutions)
January 10, 2023	Statutory Auditors' report on the capital increase reserved for employees (23rd resolution)
January 10, 2023	Information relating to the total number of voting rights and shares comprising the share capital at the date of publication in the BALO of December 23, 2022 for the notice of the Combined General Meeting of January 31, 2023
January 10, 2023	AGM voting form
January 11, 2023	Monthly information on total number of voting rights and shares comprising share capital as of December 31, 2022
January 17, 2023	Terms for the provision of preparatory documents for the Combined General Meeting of January 31, 2023
January 17, 2023	Meeting notice published in the Actu-Juridique legal announcements publication on January 16, 2023
January 17, 2023	Notice of meeting published in the BALO of January 16, 2023
January 31, 2023	Minutes of the Combined General Meeting
February 1, 2023	Combined General Meeting of January 31, 2023
February 1, 2023	Combined General Meeting of January 31, 2023 – Result of resolution votes
March 2, 2023	Monthly information on total number of voting rights and shares comprising share capital as of January 31, 2023
March 6, 2023	Proposed contribution of Derichebourg Multiservices to Elior Group: Signature of the Acquisition Memorandum and contribution agreement
March 9, 2023	Information notice relating to the signing of a related-party agreement under Article L. 225-40-2 of the French Commercial Code
April 6, 2023	Monthly information on total number of voting rights and shares comprising share capital as of February 28, 2023
April 18, 2023	Information notice relating to the signing of related-party agreements under Article L. 225-40-2 of the French Commercial Code
April 18, 2023	Creation of a new international leader in contract catering and multi-service
April 19, 2023	Changes to Derichebourg General Management
May 12, 2023	Monthly information on total number of voting rights and shares comprising share capital as of March 31, 2023
May 12, 2023	Monthly information on total number of voting rights and shares comprising share capital as of April 30, 2023
May 24, 2023	First half 2022-2023 results
May 24, 2023	Half-year financial report as of March 31, 2023
May 25, 2023	Presentation to financial analysts on May 25, 2023
June 27, 2023	Monthly information on total number of voting rights and shares comprising share capital as of May 31, 2023
July 11, 2023	Monthly information on total number of voting rights and shares comprising share capital as of June 30, 2023
September 28, 2023	Monthly information on total number of voting rights and shares comprising share capital as of July 31, 2023
October 26, 2023	Monthly information on total number of voting rights and shares comprising share capital as of September 30, 2023
November 13, 2023	DERICHEBOURG - Cyberattack
November 30, 2023	DERICHEBOURG - Cyberattack

December 6, 2023	Results for the 2022-2023 fiscal year
December 6, 2023	The video of the meeting to present the 2022-2023 results of December 6, 2023 is available on the Group's YouTube channel.

Information published in the Mandatory Legal Announcements Bulletin ("BALO")

Date of publication	Document
December 23, 2022	Meeting notice/Notice of convening a Combined General Meeting on January 31, 2023
January 16, 2023	Meeting notice/Notice of convening a Combined General Meeting on January 31, 2023
March 10, 2023	Notice of approval of the corporate and consolidated financial statements for the fiscal year ended September 30, 2022

6.4.4 Update on quarterly financial information

Following the publication on February 3, 2015 by the French Financial Markets Authority of a recommendation regarding the removal of the obligation to publish quarterly financial information, the Group has decided not to publish quarterly information, most notably because the volatility of the Environmental Services business requires a somewhat longer horizon to evaluate changes in figures.

6.5 Agreements entered into by the Company which are amended or end in the event of a change of control

Significant agreements that would be likely to come to an end in the event of a change of control at the Company are as follows:

- syndicated loan agreements of March 19, 2020, amended by two amendments in 2021 and 2023;
- loan agreement with the EIB for €130 million signed on July 19, 2019.

For the Green Bond issued on June 24, 2021, bondholders have the option of requesting early redemption in the event of a change of control.

Some sales contracts may contain change of control clauses.

6.6 Share buyback program

6.6.1 Assessment of the share buyback program

The Combined General Meeting of January 31, 2023 authorized the Board of Directors to buy back the Company's shares for up to a maximum of 10% of the share capital, i.e. 15,939,748 shares, at a maximum price of €20 per share. This authorization was granted for a period of 18 months, i.e. until July 30, 2024, and mainly for the following purposes:

- to stimulate the market or market liquidity of Derichebourg stock through a liquidity contract entered into with an investment service provider, in compliance with the AMAFI ethical charter approved by the French Financial Markets Authority;
- to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan;
- to purchase shares for subsequent use in exchange or as payment for acquisitions;
- to deliver shares when exercising rights attached to securities providing access to share capital via reimbursement, conversion, exchange, presentation of a warrant or via any other means;

- to cancel the bought-back shares under the conditions stipulated by law. The same General Meeting authorized the Board of Directors to reduce the share capital in one or more transactions by canceling the shares thus purchased, subject to a maximum of 10% of the share capital per 24-month period;
- to implement all approved market practices that come to be recognized by law or the French Financial Markets Authority.

The Company did not use this authorization during the year.

As of September 30, 2023, the Company does not hold any treasury shares, and the market value of the portfolio as of September 30, 2023 is zero.

		Liquidity contract	Stock options granted	Acquisitions	Delivery of shares upon the exercise of rights attached to securities giving access to the share capital	Cancellation	Total
Position at September 30, 2022	159,397,489	0	0	0	0	0	0
As % of capital		0%	0%	0%	0%	0%	0%
Allocation to stock-options		0	0	0	0	0	0
Granted		0	0	0	0	0	0
Others		0	0	0	0	0	0
Stock options exercised		0	0	0	0	0	0
Purchases		0	0	0	0	0	0
Sales		0	0	0	0	0	0
Cancellations		0	0	0	0	0	0
Position at September 30, 2023	159,397,489	0	0	0	0	0	0
As % of capital		0%	0%	0%	0%	0%	0%

6.6.2 Description of the new share buyback program

6.6.2.1 Legal framework

In accordance with Article 241-2 of the French Financial Markets Authority General Regulation and European Regulation (EC) no. 2273/2003 of December 22, 2003, this section presents the purpose and terms of the Company's share buyback program. This program, which falls under the scope of Article L. 225-209 of the French Commercial Code, shall be subject to approval by the Combined General Meeting of January 30, 2024.

6.6.2.2 Number of shares and portion of share capital held by the Company

The Company does not hold any treasury shares.

6.6.2.3 Breakdown of the Company's own shares, by purpose

None.

6.6.2.4 Objectives of the new buyback program

The new program's objectives are:

- to stimulate the market or market liquidity of Derichebourg stock through a liquidity contract entered into with an investment service provider, in compliance with the AMAFI ethics charter approved by the French Financial Markets Authority;
- to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan;
- to purchase shares for subsequent use in exchange or as payment for acquisitions;
- to deliver shares when exercising rights attached to securities providing access to share capital via reimbursement, conversion, exchange, presentation of a warrant or via any other means;
- to cancel the bought-back shares under the conditions stipulated by law, subject to the adoption of the corresponding resolution by the General Meeting;
- to implement all approved market practices that come to be recognized by law or the French Financial Markets Authority.

6.6.2.5 Maximum portion of share capital, maximum number and characteristics of equity securities and maximum purchase price

The maximum portion of share capital authorized to be bought back under the new share buyback program would be 10% of the share capital, i.e. 15,939,748 shares.

Derichebourg shares are listed on Compartment B of the Euronext Paris exchange (ISIN code: FR 0000053381).

The maximum purchase price would be €20 per share.

The maximum expenditure for these purchases would be €318,794,960, representing 10% of the Company's share capital.

6.6.2.6 Buyback terms

The shares may be purchased, sold, exchanged or transferred using any means available in a stock exchange or over-the-counter transaction, including the use of derivative financial instruments. All of the shares that may be acquired under the buyback program may be purchased or transferred in blocks.

These transactions may be made at any time, including during a tender offer.

6.6.2.7 Duration of the buyback program

The program is only valid for 18 months from the General Meeting convened to approve the financial statements for the fiscal year ended September 30, 2023, i.e. until July 29, 2025.

6.6.2.8 Results of the Company's previous share buyback program from January 31, 2023 to December 6, 2023

The details of this program at December 6, 2023 are as follows:

Percentage of share capital directly and indirectly held by the Company	0%
Number of shares canceled during the past 24 months [(1)]	0
Number of shares held in portfolio	0
Carrying value of portfolio	€0
Market value of portfolio	€0

(1) *The 24 months prior to the public presentation of the buyback program.*

6.6.2.9 Report on the implementation of the program between January 31, 2023 and December 6, 2023

	Total sales and purchases		Opening positions at 12-6-23	
	Purchases	Sales/transfers	Open buy positions	Open sale positions
Number of shares	0	0	0	0
Average transaction price *(in euros)*	0	0	0	0
Amounts *(in euros)*	0	0	0	0

6.7 Information on the share capital

6.7.1 Amount of subscribed capital

At September 30, 2023, the share capital is set at €39,849,372.25 It is divided into 159,397,489 fully subscribed and paid-up shares with a nominal value of €0.25 each.

At the date of filing of this Universal Registration Document, the share capital was unchanged.

6.7.2 Authorized capital not issued

The Combined General Meetings held on January 27, 2022 and January 31, 2023 approved several resolutions delegating authority to the Board of Directors for periods of 18 and 26 months to issue all securities that give access to a share of the Company's capital immediately or in the future, either maintaining or eliminating preferential subscription rights:

- the nominal amount of capital increases that may be carried out is €50 million;
- the nominal amount of debt securities that may be issued is €500 million;
- the nominal amount of capital increases that may be carried out is €50 million as part of an offer to qualified investors or to a limited circle of investors set out in Article L. 411-2 II of the French Monetary and Financial Code, within the limit of 20% of the share capital per year;
- the nominal amount of capital increases in respect of the incorporation of reserves is €50 million.

The table below summarizes all the delegations in force:

Date of GM	Resolution number	Type of delegation or authorization	Ceiling/limit	Period of validity	Use during the fiscal year
January 27, 2022	19	Delegation to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued, of the Company or a related company, while eliminating preferential subscription rights for shareholders, as part of a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code	€50,000,000 within the limit of 10% of the share capital per year €500,000,000 in respect of the issue of debt securities	26 months from the General Meeting, i.e. until March 26, 2024	None
January 27, 2022	20	Delegation to issue Company shares and/or securities giving access to the Company's share capital as consideration for contributions in kind of equity securities or securities giving access to the Company's share capital	10% of share capital €500,000,000 for issues of securities representing receivables of the Company	26 months from the General Meeting, i.e. until March 26, 2024	None
January 27, 2022	22	Delegation to issue Company shares and/or equity securities while eliminating preferential subscription rights for shareholders giving access to other equity securities or giving entitlement to the allocation of debt securities intended to be remunerated securities contributed as part of public exchange offers initiated by the Company	€50,000,000 €500,000,000 for issues of securities representing receivables of the Company	26 months from the General Meeting, i.e. until March 26, 2024	None
January 31, 2023	15	Authorization to trade in Company shares	10% of the share capital at a maximum price of €20 per share	18 months from the General Meeting, i.e. until July 30, 2024	None
January 31, 2023	16	Authorization to reduce the share capital by canceling shares	10% of the share capital per 24-month period	18 months from the General Meeting, i.e. until July 30, 2024	None
January 31, 2023	17	Delegation to issue all securities giving access to the Company's share capital, immediately or in the future, while maintaining preferential subscription rights for shareholders	€50,000,000 (€500,000,000 in respect of the issue of debt securities)	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	18	Delegation to issue all securities giving access to the Company's share capital, immediately or in the future, while eliminating preferential subscription rights for shareholders	€50,000,000 (€500,000,000 in respect of an issue of debt securities)	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	19	Delegation to increase the share capital by incorporation of reserves, profits, premiums or other amounts whose capitalization is allowed	€50,000,000	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	20	Delegation to issue shares and/or securities giving access to the Company's capital and/or debt securities, by way of an offer within the meaning of Article L. 411-2 I of the French Monetary and Financial Code, while eliminating preferential subscription rights for shareholders	€50,000,000 within the limit of 20% of the share capital per year (€500,000,000 in respect of the issue of debt securities)	26 months from the General Meeting, i.e. until March 30, 2025	None
January 31, 2023	21	Delegation to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, of the Company or of a related company, while eliminating preferential subscription rights for shareholders in favor of a specific category of investor	€50,000,000 €500,000,000 for issues of securities representing receivables of the Company	18 months from the General Meeting, i.e. until July 30, 2024	None
January 31, 2023	22	Setting of the overall ceilings for capital increases and the issue of securities representing receivables of the Company under delegations of authority and powers	€50,000,000 €500,000,000 for issues of securities representing receivables of the Company		None
January 31, 2023	23	Delegation of authority for the purpose of issuing shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or securities giving access to the Company's share capital up to a limit of 3% of the share capital with cancellation of shareholders' preferential subscription rights in favor of members of the Group's Company Savings Plan(s)	3% of the amount of the share capital	26 months from the General Meeting, i.e. until March 30, 2025	None

6.7.3 Table showing changes in share capital during the last three fiscal years

There has been no change in the share capital over the last three years.

Date	Transaction	Number of shares created	Number of shares canceled	Number of shares comprising the share capital	Capital movements €	Balance share capital €	Changes in merger, issue and capital contribution premiums €	Merger, issue, capital contribution premium balance €
September 30, 2021		0	0	159,397,489	0	39,849,372.25	0	763,645.25
September 30, 2022		0	0	159,397,489	0	39,849,372.25	0	763,645.25
September 30, 2023		0	0	159,397,489	0	39,849,372.25	0	763,645.25

6.8 Combined General Meeting of January 30, 2024

6.8.1 Agenda

Ordinary resolutions

- Approval of the annual financial statements for the fiscal year ended September 30, 2023 and discharge to the directors.
- Approval of the consolidated financial statements for the fiscal year ended September 30, 2023.
- Appropriation of prior-year profit for the fiscal year ended September 30, 2023.
- Approval of the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code.
- Approval of the remuneration policy applicable to the Chairman.
- Approval of the remuneration policy applicable to the Chief Executive Officer
- Approval of the remuneration policy applicable to the Deputy Chief Executive Officer.
- Approval of the remuneration policy applicable to corporate officers.
- Approval of the information relating to the remuneration of corporate officers mentioned in Article L. 22-10-9 of the French Commercial Code.
- Approval of the remuneration components owed or granted for the fiscal year ended September 30, 2023 to Daniel Derichebourg, Chairman of the Board of Directors.
- Approval of the remuneration components owed or granted for the fiscal year ended September 30, 2023 to Abderrahmane El Aoufir, Chief Executive Officer.
- Approval of the remuneration components owed or granted for the fiscal year ended September 30, 2023 to Thomas Derichebourg, Deputy Chief Executive Officer.
- Renewal of the term of office of Compagnie Financière pour l'Environnement et le Recyclage (CFER).
- Renewal of the term of office of principal co-Statutory Auditor BM&A.
- Non-renewal and non-replacement of the term of office as alternate Statutory Auditor of Pascal de Rocquigny du Fayel.
- Setting the amount of fixed remuneration allocated to directors.
- Authorization to be granted to the Board of Directors to trade in Company shares.

Extraordinary resolutions

- Authorization to be given to the Board of Directors to reduce the share capital by canceling shares.
- Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, to decide on the issue of ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued, in the Company or a related company, with cancellation of shareholders' preferential subscription rights, within the framework of a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code.
- Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, to issue Company shares and/or securities giving access to the Company's share capital as remuneration for contributions in kind of equity securities or securities giving access to the Company's share capital, up to a limit of 10% of the share capital.
- Delegation of authority to be granted to the Board of Directors, for a period of eighteen months, to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, of the Company or of a related company, while eliminating the preferential subscription rights of shareholders in favor of a specific category of investors.

- Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, to issue Company shares and/or equity securities without preferential subscription rights for shareholders giving access to other equity securities or securities giving entitlement to the allocation of debt securities intended to remunerate the securities contributed as part of public exchange offerings initiated by the Company.
- Setting of the overall ceilings for capital increases and the issuance of securities representing receivables of the Company under delegations of authority and powers.
- Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, for the purpose of issuing shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or securities giving access to the Company's share capital up to a limit of 3% of the share capital with cancellation of shareholders' preferential subscription rights in favor of members of the Group's Company Savings Plan(s).
- Powers for formalities.

6.8.2 Draft resolutions

Ordinary resolutions

First resolution

Approval of the annual financial statements for the fiscal year ended September 30, 2023

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' report, approves the annual financial statements for the fiscal year ended September 30, 2023, as presented to it. The aforementioned financial statements show a net accounting profit of €395,592,001.11.

It also approves the transactions reflected in these financial statements or summarized in these reports.

Finally, it notes that none of the expenses and charges referred to in Article 39-4 of the French General Tax Code arose during the fiscal year ended September 30, 2023.

Therefore, it grants discharge to the directors for the performance of their offices during said fiscal year.

Second resolution

Approval of the consolidated financial statements for the fiscal year ended September 30, 2023

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Group management report (included in the Board of Directors' management report) and the Statutory Auditors' report, approves the consolidated financial statements for the fiscal year ended September 30, 2023, as presented, resulting in a profit of €136.9 million (attributable to the Company's shareholders), as well as the transactions reflected in these financial statements and summarized in these reports.

Third resolution

Appropriation of prior-year profit for the fiscal year ended September 30, 2023

The General Meeting, ruling under the quorum and majority conditions required for Ordinary Shareholders' Meetings, on the proposal of the Board of Directors, resolves to allocate the net accounting profit for the fiscal year ended September 30, 2023 in the amount of €395,592,001.11 as follows:

Origin	
▪ Net profit (loss) for the fiscal year	€395,592,001.11
▪ Retained surplus	€240,810,966.34
▪ **Distributable earnings**	**€636,402,967.45**
Appropriation	
▪ Total dividend distribution	€25,503,598.24
▪ Retained surplus	€610,899,369.21
▪ **Total**	**€636,402,967.45**

As a result, it sets the dividend at €0.16 for each of the shares comprising the share capital for which the holder has dividend rights. The coupon will be detached on February 14, 2024 and will be paid from February 16, 2024.

When it is paid to natural persons domiciled in France for tax purposes, the dividend is subject either to a single flat-rate deduction on the gross dividend at the flat rate of 12.8% (Article 200 A of the French General Tax Code), or, at the express, irrevocable and comprehensive option of the taxpayer, to income tax, based on a sliding scale after, in particular, a reduction of 40% (Articles 200 A, 13, and 158 of the French General Tax Code). The dividend is also subject to social security contributions at the rate of 17.2%.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the General Meeting notes that the following dividends were distributed for the three previous fiscal years:

Fiscal years	Total dividend	Dividend per share
2019-2020	€0.00	€0.00
2020-2021	€51,007,196.48	€0.32
2021-2022	€51,007,196.48	€0.32

In accordance with Article 158-3-2 of the French General Tax Code, individuals resident for tax purposes in France were entitled to a 40% allowance on dividends paid in respect of the last three fiscal years.

Fourth resolution

Approval of the agreements referred to in Article L. 225-38 et seq. of the French Commercial Code

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Statutory Auditors' special report on the agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, approves said report, notes the information on the agreements signed during the previous fiscal years covered by this report, and approves the new agreements signed during the fiscal year ended September 30, 2023.

Fifth resolution

Approval of the remuneration policy applicable to the Chairman of the Board of Directors

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the Chairman of the Board of Directors, as described in the corporate governance report included in the 2022-2023 Universal Registration Document.

Sixth resolution

Approval of the remuneration policy applicable to the Chief Executive Officer

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the Chief Executive Officer as described in the corporate governance report included in the 2022-2023 Universal Registration Document.

Seventh resolution

Approval of the remuneration policy applicable to the Deputy Chief Executive Officer

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the remuneration policy for the Deputy Chief Executive Officer as described in the corporate governance report included in the 2022-2023 Universal Registration Document.

Eighth resolution

Approval of the remuneration policy applicable to corporate officers

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report on corporate governance, approves, in accordance with Article L. 22-10-8 of the French Commercial Code, the remuneration policy for corporate officers as described in the corporate governance report included in the 2022-2023 Universal Registration Document.

Ninth resolution

Approval of the information relating to the remuneration of corporate officers mentioned in Article L. 22-10-9 of the French Commercial Code.

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, approves, pursuant to Article L. 22-10-34 of the French Commercial Code, the information referred to in Article L. 22-10-9 of the French Commercial Code mentioned in the corporate governance report included in the 2022-2023 Universal Registration Document.

Tenth resolution

Approval of the remuneration components owed or granted for the fiscal year ended September 30, 2023 to Daniel Derichebourg, Chairman of the Board of Directors

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the fiscal year ended on September 30, 2023, or granted in respect of this same fiscal year to Daniel Derichebourg, Chairman of the Board of Directors, as presented in the corporate governance report included in the 2022-2023 Universal Registration Document.

Eleventh resolution

Approval of the remuneration components owed or granted for the fiscal year ended September 30, 2023 to Abderrahmane El Aoufir, Chief Executive Officer

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the fiscal year ended on September 30, 2023, or granted in respect of this same fiscal year to Abderrahmane El Aoufir, Chief Executive Officer, as presented in the corporate governance report included in the 2022-2023 Universal Registration Document.

Twelfth resolution

Approval of the remuneration components owed or granted for the fiscal year ended September 30, 2023 to Thomas Derichebourg, Deputy Chief Executive Officer

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, approves, in accordance with Article L. 22-10-34 of the French Commercial Code, the fixed, variable and exceptional components making up the total remuneration and benefits of any kind paid during the fiscal year ended on September 30, 2023, or granted in respect of this same fiscal year to Thomas Derichebourg, Deputy Chief Executive Officer, as presented in the corporate governance report included in the 2022-2023 Universal Registration Document.

Thirteenth resolution

Renewal of the term of office of Compagnie Financière pour l'Environnement et le Recyclage (CFER)

The General Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, renews the term of office of Compagnie Financière pour l'Environnement et le Recyclage (CFER), a French public limited liability company (société anonyme) with share capital of €16,649,323.05, whose registered office is located at 15, rue Messidor, 75012 PARIS and registered with the Paris Trade and Companies Register under number 339 638 306, for a period of four (4) years, ending at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended September 30, 2027.

Fourteenth resolution

Renewal of the term of office of the principal co-Statutory Auditor of the Company BM&A

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, resolves to renew the term of office of the principal co-Statutory Auditor BM&A, a French simplified joint-stock company capital (société par actions simplifiée) with share capital of €1,200,000, located at 11 Rue de Laborde, 75008 Paris, registered with the Paris Trade and Companies Register under number 348 461 443 for a period of six fiscal years ending at the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ended September 30, 2029.

Fifteenth resolution

Non-renewal and non-replacement of the term of office as alternate Statutory Auditor of Pascal de Rocquigny du Fayel

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, on the proposal of the Board of Directors, resolves not to renew the term of office of alternate Statutory Auditor Pascal de Rocquigny du Fayel, and not to replace him, as permitted by Article L. 823-1 of the French Commercial Code.

Sixteenth resolution

Setting the amount of fixed remuneration allocated to directors

The General Meeting, ruling under the quorum and majority conditions required for Ordinary General Meetings, having reviewed the Board of Directors' report, resolves to set at €375,000 the amount of fixed remuneration awarded to the Directors for the current fiscal year and for each of the following fiscal years until further decision.

Seventeenth resolution

Authorization to be granted to the Board of Directors to trade in Company shares

The General Meeting, voting in accordance with the quorum and majority requirements for Ordinary General Meetings, having reviewed the Board of Directors' report:

1. authorizes the Board of Directors, in accordance with the provisions of Articles L. 22-10-62 et seq. of the French Commercial Code, to acquire Company shares up to a limit of 10% of the number of shares comprising the share capital; this limit applies to the date on which the purchases are made.

Shares may be acquired, sold or transferred at any time, including during public offer periods, on one or several occasions and by any means, on the market or by private contract, including blocks of shares (with no limit on volume), in accordance with the regulations in force.

These transactions may be made at any time, subject to the abstention periods provided for in the legal and regulatory provisions;

2. resolves that the Company shares, within the limits set above, can be purchased:

- to stimulate the market or market liquidity of Derichebourg stock through a liquidity contract entered into with an investment service provider, in compliance with the AMAFI ethical charter approved by the French Financial Markets Authority,
- to grant shares to employees, in accordance with legal requirements and generally within the framework of a profit sharing or company savings plan,
- to purchase shares for subsequent use in exchange or as payment for acquisitions,
- to deliver shares when exercising rights attached to securities providing access to share capital via reimbursement, conversion, exchange, presentation of a warrant or via any other means,
- to reduce the share capital through the cancellation of shares under the conditions stipulated by law, subject to the adoption of the 18th resolution submitted to this General Meeting,
- to implement all approved market practices that come to be recognized by law or the French Financial Markets Authority;

3. resolves that the maximum purchase price for each share be set at €20, excluding acquisition expenses. Therefore, the maximum amount that the Company is likely to pay in the event of a purchase at the maximum price of €20 would total €318,794,960, based on the share capital at 2023;

4. resolves that the share purchase price will be adjusted by the Board of Directors in the event of financial transactions involving the Company under the conditions provided for in the regulations in force;

5. resolves that this authorization is granted for a term of eighteen months from the date of this Meeting. It supersedes the authorization granted under the 15th resolution of the Combined General Meeting of January 31, 2023.

Extraordinary resolutions

Eighteenth resolution

Authorization to be given to the Board of Directors to reduce the share capital by canceling shares

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Article L. 22-10-62 of the French Commercial Code, authorizes the Board of Directors to, on its own decision, on one or several occasions, reduce the share capital within a limit of 10% of the Company's share capital per 24-month period by canceling shares that the Company holds or may hold following purchases made as part of the share purchase program authorized under the 17th resolution submitted to this meeting or share purchase programs authorized before or after the date of this Meeting.

The General Meeting grants full powers to the Board of Directors, with the possibility to delegate under the conditions provided for by law, to perform these transactions within the limits and at the times it determines, to fix the terms and conditions for said transactions and perform all necessary deductions from reserves, profits or premiums to record said transactions and to modify the bylaws accordingly and, in general, make all decisions and perform all formalities.

This authorization is granted for a period of eighteen months from the date of this General Meeting. It supersedes the authorization granted under the 16th resolution of the Combined General Meeting of January 31, 2023.

Nineteenth resolution

Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, to decide on the issue of ordinary shares and/or equity securities giving access to other equity securities, or granting entitlement to the allocation of debt securities, and/or securities giving access to equity securities to be issued, in the Company or a related company, with cancellation of shareholders' preferential subscription rights, within the framework of a public offering referred to in Article L. 411-2 1° of the French Monetary and Financial Code

The General Meeting, ruling in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, having noted that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129 et seq., L. 22-10-51 and L. 22-10-52 of the French Commercial Code and L. 228-91 et seq. of said Code, together with the provisions of Article L. 411-2,1° of the French Monetary and Financial Code:

1. delegates to the Board of Directors its authority to decide to proceed with, on one or more occasions, in the proportions and at the times it determines, including during pre-public offerings and public offerings for shares of the Company, both in France and abroad, in euros or in a foreign currency or unit of account established by reference to several currencies, as part of an offering as set out by Article L. 411-2, 1° of the French Monetary and Financial Code, the issue, with cancellation of the preferential subscription rights of the Company's shareholders, of (i) ordinary shares of the Company, (ii) securities that are equity securities of the Company giving access to other existing or future equity securities of the Company and/or giving entitlement to the allocation of existing or future debt securities of the Company, (iii) securities that are equity securities of the Company giving access to other existing or future equity securities and/or giving entitlement to the allocation of existing or future debt securities of companies in which the Company directly or indirectly holds more than half of the share capital at the time of issue (iv) securities that are equity securities of the Company giving access to existing equity securities or giving entitlement to the allocation of debt securities of any other company, (v) any other securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued independently) giving access to equity securities to be issued by the Company or a company in which the Company directly or indirectly owns more than half of the share capital at the time of issue, under the terms and conditions determined by the Board of Directors, and/or (vi) ordinary shares or securities referred to in the previous sections to be issued following the issue, by companies in which the Company directly or indirectly owns more than half of the share capital at the time of issue, securities giving access to ordinary shares to be issued by the Company or other securities referred to above;

2. resolves that the subscription for shares and other securities set out by section 1 of this resolution will be paid in cash, and/or by offsetting against the Company's liquid and payable receivables, by decision of the Board of Directors;

3. resolves that the issue of preference shares and securities which grant immediate or future access to preference shares is excluded from this delegation;

4. resolves that the maximum nominal amount of the capital increases that may be carried out immediately and/or in the future by virtue of this delegation is set at fifty million euros (€50,000,000), to which will be added, where applicable, the nominal amount of the shares to be issued to protect the rights of holders of securities or holders of other rights giving access to the Company's share capital, in accordance with legal and regulatory provisions and, where applicable, the applicable contractual provisions, it being specified that the capital increases likely to be carried out, immediately or in the future under this delegation, may not exceed ten percent (10%) of the share capital per year, it being specified that this limit applies to an amount of share capital that will, if necessary, be adjusted to take into account transactions affecting the share capital subsequent to this General Meeting;

5. resolves that the maximum nominal amount of the issues of securities representing receivables on the Company that may be issued under this delegation is set at five hundred million euros (€500,000,000) or the equivalent value of this amount in any other currency or unit of account established by reference to several currencies on that date;

6. resolves that the nominal amount of the Company's capital increases and the nominal amount of the issues of securities representing receivables on the Company carried out pursuant to this delegation shall be deducted from the ceilings referred to in the 23rd resolution of this General Meeting;

7. resolves to cancel the shareholders' preferential subscription rights to shares and other securities that may be issued by the Company under this resolution;

8. resolves that, if subscriptions on an irreducible or, where relevant, a reducible basis do not absorb all shares and securities, the Board of Directors may use one of the options set out below, in the order that it deems appropriate:

- limit the issue to the amount of subscriptions on condition that this amounts to at least three-quarters of the issue decided upon, and/or
- freely distribute all or part of the unsubscribed shares or securities to the persons of its choice;

9. notes that in the event of use of this delegation of authority, the decision to issue securities giving access to equity securities to be issued by a company in which the Company will directly or indirectly own more than half of the share capital at the date of issue will require the authorization of said company's Extraordinary General Meeting;

10. notes and resolves that this delegation automatically entails, in favor of the holders of securities that may be issued, under this delegation, the cancellation by the shareholders of their preferential subscription rights to the shares to be issued by the Company to which these securities give immediate or future entitlement;

11. notes that, if this delegation is used, the issue by companies in which the Company directly or indirectly owns more than half of the share capital at the time of issue of securities giving access to ordinary shares to be issued by the Company or other securities referred to in section 1 above shall entail, for the benefit of the holders of these securities, the express cancellation by the shareholders of their preferential subscription rights to the shares or securities referred to above to which the securities thus issued by these companies will give entitlement, and to the Company's shares to be issued to which these securities give entitlement;

12. resolves that the Board of Directors shall have full powers to implement this delegation, primarily for the following purposes:

- to rule on issue prices and terms, set amounts to be issued and the date of possession of securities to be issued;
- to determine the dates and terms of the issue, the type, number and characteristics of the securities to be created; furthermore, to decide whether any bonds or other debt securities are subordinated (including securities which grant an entitlement to debt securities as set out by Article L. 228-91 of the French Commercial Code), set their interest rates and, where relevant, provide for mandatory or optional periods in which interest is suspended or not paid and how long these periods should last (may be fixed or indefinite), as well as the option to reduce or increase the nominal amount of securities, and other issue and amortization terms; where relevant, these securities may have attached warrants which grant an allocation, acquisition or subscription right to bonds or other securities representing receivables, or could provide the Company with the option to issue debt securities (equivalent or non-equivalent) for interest payments suspended by the Company, or they could take the form of complex debt instruments as defined by the stock market authorities; to amend the above terms during the life of the securities in question, in accordance with the necessary formalities;
- to determine how shares and other issued securities should be paid up, and set out the option to suspend the exercise of share allocation rights attached to securities to be issued for a period of no more than three months;
- to set the terms and conditions under which the rights of holders of securities giving future access to the share capital will be protected, in accordance with the relevant laws and regulations;
- to set the conditions for allocating and exercising share subscription warrants;
- to take all measures and carry out all necessary formalities to have the shares, securities or warrants created be issued for trading on a regulated market;
- to charge, at its sole initiative, the costs of the share capital increases to the amount of the related premiums, and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- to record the completion of the capital increases, amend the Company bylaws accordingly and complete any necessary formalities; and
- generally, to take all necessary measures and enter into all agreements to successfully complete the transactions contemplated by this resolution;

13. authorizes the Board of Directors, in the event of this resolution being implemented, to set the issue price of the shares and securities that may be issued pursuant to said resolutions, as follows:

- the issue price for each of the Company's shares must be at least equal to the weighted average price of the last three trading days of the Company on the Euronext Paris regulated market preceding the start of the offering, with the option of a maximum discount of ten percent (10%);
- the issue price of the securities giving access immediate or future access to the share capital will be such that the amount received immediately by the Company plus, where applicable, that likely to be received subsequently by the Company, i.e., for each share issued in consequence of the issue of these securities, at least equal to the amount referred to in the preceding paragraph as chosen by the Board of Directors;

14. resolves that the maximum nominal amount of capital increases resulting from the implementation of this resolution may not exceed ten percent (10%) of the share capital per year;

15. resolves that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting.

16. resolves that this delegation cancels and replaces that granted by the Combined General Meeting of January 27, 2022 in its 19th resolution.

Twentieth resolution

Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, to issue Company shares and/or securities giving access to the Company's share capital as consideration for contributions in kind of equity securities or securities giving access to the Company's share capital, up to a limit of 10% of the share capital

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, and in accordance with the provisions of Articles L. 225-147, L. 225-147 and L. 22-10-53 et seq. of the French Commercial Code:

1. delegates to the Board of Directors its authority to decide and proceed on one or more occasions, in the proportions and at the times it determines, including during pre-public offerings and public offerings for the shares in the Company, both in France and abroad, in euros or foreign currency or unit of account established by reference to several currencies, the issue, with cancellation of the preferential subscription rights of the Company's shareholders (i) of ordinary shares in the Company and/or (ii) securities which are equity securities of the Company giving access by any means, immediately and/or in the future, to new or existing ordinary shares in the Company, as remuneration for contributions in kind granted to the Company and consisting of equity securities or securities giving access to the share capital of another company, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;

2. resolves that the maximum nominal amount of capital increases that may be carried out immediately or in the future under this delegation may not exceed ten percent (10%) of the Company's share capital at the time at which the issue decision is made, to which will be added, where applicable, the nominal amount of shares to be issued to protect the rights of holders of securities or holders of other rights giving access to the Company's share capital, in accordance with laws and regulations and the applicable contractual provisions;

3. resolves that the maximum nominal amount of the issues of securities representing receivables on the Company that may be issued under this delegation is set at five hundred million euros (€500,000,000) or the equivalent value of this amount in any other currency or unit of account established by reference to several currencies on that date;

4. resolves that the nominal amount of the Company's capital increases and the nominal amount of the issues of securities representing receivables on the Company carried out pursuant to this delegation shall be deducted from the ceilings referred to in the 23rd resolution of this General Meeting;

5. resolves to cancel shareholders' preferential subscription rights to shares and other securities that may be issued by the Company under this resolution;

6. notes and resolves that this delegation automatically entails, in favor of the holders of securities that may be issued, under this delegation, the cancellation by the shareholders of their preferential subscription rights to the shares to be issued by the Company to which these securities give entitlement;

7. resolves that the Board of Directors shall have full powers to implement this delegation, primarily for the following purposes:

- to rule, on the basis of the report of the Contribution Auditor(s) mentioned in paragraphs 1 and 2 of Article L. 22-10-53 of the French Commercial Code, on the valuation of the contributions and the granting of special benefits and their value;
- to decide on the issue in consideration for the contributions and determine the securities to be issued;
- to approve the list of securities contributed, approve the valuation of the contributions, set the conditions for the issue of the securities in consideration for the contributions, as well as, where applicable, the amount of the balance to be paid;
- to set the terms and conditions under which the rights of holders of securities giving access to the share capital will be upheld;
- to charge, at its sole initiative, the costs of the share capital increases to the amount of the related premiums, and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- to cause the shares or securities to be issued to be admitted for trading on a regulated market;
- to record the final completion of the capital increases carried out under this delegation, amend the Company bylaws accordingly, carry out all formalities and declarations and request any authorizations that may prove necessary to carry out these contributions and, generally, do whatever is necessary; and
- generally, to take all necessary measures and enter into all agreements to successfully complete the transactions contemplated by this resolution;

8. resolves that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting, and cancels and replaces that granted by the Combined General Meeting of January 27, 2022 in its 20th resolution.

Twenty-first resolution

Delegation of authority to be granted to the Board of Directors, for a period of eighteen months, to issue ordinary shares and/or equity securities giving access to other equity securities or giving entitlement to the allocation of debt securities and/or securities giving access to equity securities to be issued, of the Company or of a related company, with cancellation of shareholders' preferential subscription rights in favor of a specific category of investors

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, having noted that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129 et seq., L. 225-138, and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors its authority to decide to proceed with, on one or more occasions, in the proportions and at the times it determines, including during pre-public offerings and public offerings for shares of the Company, both in France and abroad, in euros or in a foreign currency or unit of account established by reference to several currencies, the issue, with cancellation of the preferential subscription rights of the Company's shareholders, of (i) ordinary shares of the Company, (ii) securities that are equity securities of the Company giving access to other existing or future equity securities of the Company and/or giving entitlement to the allocation of existing or future debt securities of the Company, (iii) securities that are equity securities of the Company giving access to other existing or future equity securities and/or giving entitlement to the allocation of existing or future debt securities of companies in which the Company directly or indirectly holds more than half of the share capital at the time of issue (iv) securities that are equity securities of the Company giving access to existing equity securities or giving entitlement to the allocation of debt securities of any other company, (v) any other securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued independently) giving access to equity securities to be issued by the Company or a company in which the Company directly or indirectly owns more than half of the share capital at the time of issue, under the terms and conditions determined by the Board of Directors, and/or (vi) ordinary shares or securities referred to in the previous sections to be issued following the issue, by companies in which the Company directly or indirectly owns more than half of the share capital at the time of issue, securities giving access to ordinary shares to be issued by the Company or other securities referred to above, for the benefit of the categories of shareholders referred to in section 7 of this resolution;

2. resolves that the subscription for shares and other securities set out by section 1 of this resolution will be paid in cash and/or by offsetting against the Company's liquid and payable receivables, by decision of the Board of Directors;

3. resolves that the issue of preference shares and securities which grant immediate or future access to preference shares is excluded from this delegation;

4. resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at fifty million euros (€50,000,000), to which will be added, where applicable, the nominal amount of shares to be issued to protect the rights of holders of securities or holders of other rights giving access to the Company's share capital in accordance with laws and regulations and, where applicable, the applicable contractual provisions;

5. resolves that the maximum nominal amount of the issues of securities representing receivables on the Company that may be issued under this delegation is set at five hundred million euros (€500,000,000) or the equivalent value of this amount in any other currency or unit of account established by reference to several currencies on that date;

6. resolves that the nominal amount of the Company's capital increases and the nominal amount of the issues of securities representing receivables on the Company carried out pursuant to this delegation shall be deducted from the ceilings referred to in the 23rd resolution of this General Meeting;

7. resolves to cancel shareholders' preferential subscription rights to the shares and other securities that will be issued pursuant to this delegation and to reserve the right to subscribe them to the following categories of persons:

- to one or more French or foreign investment companies or investment funds (i) investing primarily in the sector, or having invested more than €5 million in the 24 months preceding the capital increase in question, in the Environmental Services, Business Services or Public Sector Services segments, and (ii) investing for a unit subscription amount of more than €100,000 (issue premium included), and/or
- to one or more strategic partners of the Company, located in France or abroad, having entered into or due to enter into one or more commercial partnership agreements (development, co-development, distribution, etc.) with the Company (or a subsidiary) and/or to one or more companies that these partners control, which control these partners or which are directly or indirectly controlled by the same persons or entities as these partners, as defined by Article L. 233-3 of the French Commercial Code;
- any person or entity, including suppliers or bondholders of the Company, holding a certain, liquid and payable claim on the Company;

8. resolves that, if subscriptions on an irreducible or, where relevant, a reducible basis do not absorb all shares and securities, the Board of Directors may use one of the options set out below, in the order that it deems appropriate:

- limit the issue to the amount of subscriptions on condition that this amounts to at least three-quarters of the issue decided upon, and/or
- freely distribute all or part of the unsubscribed shares or securities to the persons of its choice;

9. notes and resolves that this delegation automatically entails, in favor of the holders of securities that may be issued, under this delegation, the cancellation by the shareholders of their preferential subscription rights to the shares to be issued by the Company to which these securities give entitlement;

10. notes that, if this delegation is used, the issue by companies in which the Company directly or indirectly owns more than half of the share capital at the time of issue of securities giving access to ordinary shares to be issued by the Company or other securities referred to in section 1 above shall entail, for the benefit of the holders of these securities, the express cancellation by the shareholders of their preferential subscription rights to the shares or securities referred to above to which the securities thus issued by these companies will give entitlement, and to the Company's shares to be issued to which these securities give entitlement;

11. notes that in the event of use of this delegation of authority, the decision to issue securities giving access to equity securities to be issued by a company in which the Company will directly or indirectly own more than half of the share capital at the date of issue, will require the authorization of said company's Extraordinary General Meeting;

12. resolves that the price of the Company's ordinary shares to be issued or to which the securities to be issued under this delegation are likely to entitle the holder shall be at least equal to the weighted average of the share price of the Company listed on Euronext Paris during the three stock market trading sessions preceding its setting, possibly reduced by a maximum discount of five percent (5%);

13. resolves that the issue price of the securities giving immediate or future access to the share capital shall be such that the sum received immediately by the Company, plus, where applicable, that likely to be received by it subsequently, i.e. for each share issued as a result of the issue of these securities, is at least equal to the minimum subscription price defined in the previous section;

14. resolves that the Board of Directors shall have full powers to implement this delegation, primarily for the following purposes:

- to determine the list of beneficiaries within the categories referred to above and the number of shares to be allocated to each of them;
- to rule on issue prices and terms, set amounts to be issued and the date of possession of securities to be issued;
- to determine the dates and terms of the issue, the type, number and characteristics of the securities to be created; furthermore, to decide whether any bonds or other debt securities are subordinated (including securities which grant an entitlement to debt securities as set out by Article L. 228-91 of the French Commercial Code), set their interest rates and, where relevant, provide for mandatory or optional periods in which interest is suspended or not paid and how long these periods should last (may be fixed or indefinite), as well as the option to reduce or increase the nominal amount of securities and other issue and amortization terms; where relevant, these securities may have attached warrants which grant an allocation, acquisition or subscription right to bonds or other securities representing receivables, or could provide the Company with the option to issue debt securities (equivalent or non-equivalent) for interest payments suspended by the Company, or they could take the form of complex debt instruments as defined by the stock market authorities; amend the above terms, during the life of the securities in question, in accordance with the necessary formalities;
- to determine how shares and other issued securities should be paid up, and set out the option to suspend the exercise of share allocation rights attached to securities to be issued, for a period of no more than three months;

- to set the terms and conditions under which the rights of holders of securities giving future access to the share capital will be protected, in accordance with the relevant laws and regulations;
- to take all measures and carry out all necessary formalities to have the shares, securities or warrants created to be issued for trading on a regulated market;
- to set the conditions for allocating and exercising share subscription warrants;
- to charge, at its sole initiative, the costs of the share capital increases to the amount of the related premiums, and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- to proceed with all adjustments required by the applicable laws, regulations or contractual provisions to take into account the impact of transactions on the Company's capital;
- to record the completion of the capital increases and amend the Company bylaws accordingly; and
- generally, to take all necessary measures and enter into all agreements to successfully complete the transactions contemplated by this resolution;

15. resolves that this delegation is granted to the Board of Directors for a period of eighteen (18) months from the date of this General Meeting;

16. resolves that this delegation cancels and replaces the delegation granted by the Combined General Meeting of January 31, 2023 in its 21st resolution.

Twenty-second resolution

Delegation of authority to be granted to the Board of Directors, for a period of twenty-six months, to issue Company shares and/or equity securities without preferential subscription rights for shareholders giving access to other equity securities or securities giving entitlement to the allocation of debt securities intended to remunerate the securities contributed as part of public exchange offerings initiated by the Company

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, having noted that the share capital is fully paid up, and in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-54 and L. 228-91 et seq. of the French Commercial Code:

1. delegates to the Board of Directors its authority to decide to proceed with, on one or more occasions, in the proportions and at the times it determines, including during pre-public offerings and public offerings for shares of the Company, both in France and abroad, in euros or in a foreign currency or unit of account established by reference to several currencies, the issue of (i) ordinary shares of the Company, (ii) securities that are equity securities of the Company giving access to other existing or future equity securities of the Company and/or giving entitlement to the allocation of existing or future debt securities of the Company, (iii) securities that are equity securities of the Company giving access to other existing or future equity securities and/or giving entitlement to the allocation of existing or future debt securities of companies in which the Company directly or indirectly holds more than half of the share capital at the time of issue (iv) securities that are equity securities of the Company giving access to existing equity securities or giving entitlement to the allocation of debt securities of any other company, (v) any other securities governed by Articles L. 228-91 et seq. of the French Commercial Code (including share subscription warrants or purchase warrants issued independently) giving access to equity securities to be issued by the Company or a company in which the Company directly or indirectly owns more than half of the share capital at the time of issue, under the terms and conditions determined by the Board of Directors, and/or (vi) ordinary shares or securities referred to in the previous sections to be issued following the issue, by companies in which the Company directly or indirectly owns more than half of the share capital at the time of issue, securities giving access to ordinary shares to be issued by the Company or other securities referred to above, in order to remunerate securities contributed to any public offering with a trading component initiated by the Company in France or abroad, on securities of companies whose shares are admitted for trading on a regulated market in a state which is party to the agreement on the European Economic Area, or which is a member of the Organisation for Economic Co-operation and Development;

2. resolves that the maximum nominal amount of capital increases that may be carried out immediately and/or in the future under this delegation is set at fifty million euros (€50,000,000), to which will be added, where applicable, the nominal amount of shares to be issued to protect the rights of holders of securities or holders of other rights giving access to the Company's share capital in accordance with laws and regulations and, where applicable, the applicable contractual provisions;

3. resolves that the maximum nominal amount of the issues of securities representing receivables on the Company that may be issued under this delegation is set at five hundred million euros (€500,000,000) or the equivalent value of this amount in any other currency or unit of account established by reference to several currencies on that date;

4. resolves that the nominal amount of the Company's capital increases and the nominal amount of the issues of securities representing receivables on the Company carried out pursuant to this delegation shall be deducted from the ceilings referred to in the 23rd resolution of this General Meeting;

5. resolves to cancel shareholders' preferential subscription rights to shares and other securities that may be issued by the Company under this resolution;

6. notes and resolves that this delegation automatically entails, in favor of the holders of securities that may be issued, under this delegation, the cancellation by the shareholders of their preferential subscription rights to the shares to be issued by the Company to which these securities give entitlement;

7. notes that the issue by companies in which the Company directly or indirectly owns more than half of the share capital at the time of issue of securities giving access to ordinary shares to be issued by the Company or other securities referred to in section 1 above shall entail, for the benefit of the holders of these securities, the express cancellation by the shareholders of their preferential subscription rights to the shares or securities referred to above to which the securities thus issued by these companies will give entitlement, and to the Company's shares to be issued to which these securities give entitlement;

8. notes that in the event of use of this delegation of authority, the decision to issue securities giving access to equity securities to be issued by a company in which the Company will directly or indirectly own more than half of the share capital at the date of issue, will require the authorization of said company's Extraordinary General Meeting;

9. resolves that the Board of Directors shall have full powers to implement this delegation, primarily for the following purposes:

- to set the exchange ratio and, where applicable, the amount of the cash balance to be paid;
- to record the number of shares tendered in the exchange as well as the number of ordinary shares or securities to be created as remuneration;
- to record on the liabilities side of the balance sheet in a "contribution premium" account, to which the rights of all shareholders will relate, the difference between the issue price of the new ordinary shares and their nominal value;
- to set the conditions, schedules and terms of the issues, determine the nature and characteristics of the securities to be issued (and if necessary, amend them during their lifetime, in accordance with the applicable formalities); to decide, in the case of securities representing receivables that may be issued under this delegation, whether or not they are subordinated, their term (which may be fixed or indefinite), the interest rate, the price of fixed or variable repayment with or without premium, the terms of amortization and their terms and conditions in general;
- to carry out all transactions necessary or useful for the issue of securities under this delegation (including shares resulting from the exercise of a right under the provisions of Article L. 228-91 of the French Commercial Code and L. 228-93 of the French Commercial Code);
- to proceed with all adjustments required by the applicable laws, regulations or contractual provisions to take into account the impact of transactions on the Company's capital;
- to charge, at its sole initiative, the costs of the share capital increases to the amount of the related premiums, and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase;
- to record the completion of the capital increases and amend the Company bylaws accordingly,
- generally, to take all necessary measures and enter into all agreements to successfully complete the transactions contemplated by this resolution;

10. resolves that this delegation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting.

11. resolves that this delegation cancels and replaces that granted by the Combined General Meeting of January 27, 2022 in its 22nd resolution.

Twenty-third resolution

Setting of the overall ceilings for capital increases and the issuance of securities representing receivables of the Company under delegations of authority and powers

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report:

1. resolves that the total nominal amount of capital increases that may be carried out immediately or in the future by issuing shares or securities giving access to the share capital pursuant to the delegations of authority granted to the Board of Directors, pursuant to the 19th, 20th, 21st, 22nd and 24th resolutions, and pursuant to the 17th, 18th, 19th, 20th and 23rd resolutions of the General Meeting of January 31, 2023, may not exceed fifty million euros (€50,000,000), to which, if applicable, the nominal amount of the shares to be issued will be added to protect the rights of the holders of securities or holders of other rights giving access to the Company's share capital, in accordance with laws and regulations and, where applicable, the relevant contractual provisions;

2. resolves that the total nominal amount of the issues of securities representing receivables on the Company that may be issued pursuant to the delegations of authority granted to the Board of Directors pursuant to the 19th, 20th, 21st, 22nd and 24th resolutions, and pursuant to the 17th, 18th, 19th, 20th and 23rd resolutions of the General Meeting of January 31, 2023, may not exceed five hundred million euros (€500,000,000) or the equivalent value of this amount in any other currency or unit of account established by reference to several currencies on that date.

Twenty-fourth resolution

Delegation of authority to be granted to the Board of Directors, for a period of eighteen months, for the purpose of issuing shares and/or equity securities giving access to other equity securities or to the allocation of debt securities and/or securities giving access to the Company's share capital up to a limit of 3% of the share capital, with cancellation of shareholders' preferential subscription rights in favor of members of the Group's Company Savings Plan(s)

The General Meeting, voting in accordance with the quorum and majority requirements for Extraordinary General Meetings, having reviewed the Board of Directors' report and the Statutory Auditors' special report, in accordance with the provisions of Articles L. 225-129, L. 225-129-2, L. 225-138, L. 225-138-1, L. 228-91 and L. 228-92 of the French Commercial Code and L. 3332-1 et seq. of the French Labor Code, and also to comply with the provisions of Article L. 225-129-6 of the French Commercial Code:

1. delegates to the Board of Directors its authority to decide and proceed on one or more occasions, in the proportions and at the times it will determine, including during pre-public offerings and public offerings for shares of the Company, both in France and abroad, in euros or in a foreign currency or unit of account established by reference to several currencies, with the issue of (i) ordinary shares of the Company, (ii) securities which are equity securities giving access to other equity securities or to the allocation of debt securities and/or securities giving access to the Company's share capital, reserved for members of one or more Company Savings Plans (PEE) set up within the Company and/or related companies and groups as defined by the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code;

2. resolves that the Board of Directors may also decide, and proceed with the aforementioned capital increases, to allocate free preference shares, or any other securities giving access to the Company's share capital, to the benefit of members of one or more Company Savings Plans (PEE) set up within the Company and/or related companies and groups as defined by the provisions of Article L. 225-180 of the French Commercial Code and Article L. 3344-1 of the French Labor Code, in total or partial replacement of the discount referred to in section 7 below, under the conditions set by Article L. 3332-18 et seq. of the French Labor Code, it being specified as necessary that the Board of Directors may replace all or part of this capital increase with the sale, under the same conditions, of shares already issued by the Company;

3. resolves that the maximum nominal amount of the capital increases that may be carried out under this delegation, including those resulting from shares or securities giving access to the share capital that may be allocated free of charge in total or partial replacement of the discount under the conditions set by Article L. 3332-18 et seq. of the French Labor Code, is set at 3% of the amount of the share capital reached at the time of the Board of Directors' decision to carry out this increase, to which will be added, if applicable, the nominal amount of the shares to be issued to protect the rights of holders of securities or holders of other rights giving access to the Company's share capital in accordance with laws and regulations and with applicable contractual provisions;

4. resolves that the maximum nominal amount of the issues of securities representing receivables on the Company that may be issued pursuant to this delegation is set at 3% of the amount of the share capital reached at the time of the Board of Directors' decision to carry out this increase, which is currently €1,195,481, or the equivalent value of this amount in any other currency or unit of account established by reference to several currencies on that date;

5. resolves that the nominal amount of the Company's capital increases and the nominal amount of the issues of securities representing receivables on the Company carried out pursuant to this delegation shall be deducted from the ceilings referred to in the 23rd resolution of this General Meeting;

6. resolves to cancel shareholders' preferential subscription rights to shares and other securities that may be issued by the Company under this resolution, for the benefit of members of the Company Savings Plans set up within the Company and/or related companies and groups as defined by the provisions of Article L. 225-180 of the French Commercial Code and of Article L. 3344-1 of the French Labor Code;

7. resolves that the issue price of the new ordinary shares that may be issued under this delegation shall be determined under the conditions provided for in Articles L. 3332-18 et seq. of the French Labor Code, and may not be higher than the average of the first listed prices of the Company's shares on Euronext Paris during the 20 trading days preceding the date of the Board of Directors' decision setting the opening date for the subscription, nor more than thirty percent (30%) lower than this average (or forty percent (40%) lower if the period of unavailability provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years); it being specified that the Board of Directors may, within the legal and regulatory limits, if necessary, reduce or remove the discount that may be used to apply, in particular, the legal and tax regimes applicable outside France or choose to fully or partially replace this maximum discount of thirty percent (30%) (or forty percent (40%) if the period of unavailability provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years) with the allocation of free shares and/or securities giving access to the share capital, it being understood that the benefit resulting from this allocation may not exceed the legal and regulatory limits applicable under the terms of Articles L. 3332-10 et seq. of the French Labor Code;

8. resolves that the issue price of the securities giving access to the share capital will be determined under the conditions set by Article L. 3332-21 of the French Labor Code; the discount may nevertheless reach forty percent (40%) when the period of unavailability provided for by the plan pursuant to Articles L. 3332-25 and L. 3332-26 of the French Labor Code is greater than or equal to ten years;

9. resolves that the Board of Directors shall have full powers to implement this delegation, primarily for the following purposes:

- to determine the scope of companies and groups whose employees may benefit from the issues,
- to set the terms and conditions for joining the Group's Company Savings Plan (PEE), and establish or amend its rules,
- to determine the conditions, particularly as regards seniority, that the beneficiaries of the issues must fulfill,
- to set the opening and closing dates of the subscription and the issue price of the securities,
- in the event of a free allocation of shares and/or securities giving access to the share capital, to proceed, within the limits set by Article L. 3332-18 et seq. of the French Labor Code, with the allocation of bonus shares or securities giving access to the share capital and set the type and amount of reserves, profits or premiums to be incorporated into the share capital,
- to determine the number of new shares to be issued and the reduction rules applicable in the event of an oversubscription,
- to set the conditions, schedules and terms of the issues, determine the type and characteristics of the securities to be issued (and amend them during their life, in compliance with the applicable formalities), and carry out all transactions which are necessary or useful for the issue of securities pursuant to this delegation (including shares resulting from the exercise of a right under the provisions of Articles L. 228-91 and L. 228-93 of the French Commercial Code); to make any adjustments required by applicable laws, regulations or contractual provisions to take into account the impact of transactions on the Company's share capital, at its sole initiative,
- to record the completion of the capital increases and amend the Company bylaws accordingly,
- to charge, at its sole initiative, the costs of the share capital increases to the amount of the related premiums and deduct from this amount the sums necessary to increase the legal reserve to one tenth of the new share capital after each increase, and
- generally, to take all necessary measures and enter into all agreements to successfully complete the transactions contemplated by this resolution;

10. resolves that this delegation is granted to the Board of Directors for a period of eighteen (18) months from the date of this General Meeting.

11. resolves that this delegation cancels and replaces that granted by the Combined General Meeting of January 31, 2023 in its 24^{th} resolution.

Twenty-fifth resolution

Powers for formalities

The General Meeting grants full powers to the bearer of an original or certified true copy or excerpt of these minutes to carry out all filing and other formalities required by law.

07 FURTHER INFORMATION

7.1 General legal and statutory information concerning the Company

7.1.1 Legal name and trading name

The Company's legal name and trading name is Derichebourg. In this document, Derichebourg is referred to as "the Company" or "the Issuer," and the group made up of Derichebourg and its subsidiaries is referred to as "the Group."

7.1.2 Issuer's registration number

The Company is registered in the Paris Trade and Companies Registry under number 352 980 601.

Derichebourg shares are listed on Compartment B of the EURONEXT exchange (ISIN code: FR0000053381).

The Company is listed on: SBF 120, CAC-ALL TRADABLE, CAC ALL SHARES, CAC MID 60, CAC MID&SMALL, UTILITIES, EMPL40 EW, EN TECH CROISSANCE.

LEI Number: 969500QOO4C4IPGID263.

7.1.3 Date of incorporation and term of the Issuer

The Company was incorporated on December 11, 1989 for a term of fifty years with effect from its registration at the Trade and Companies Registry on January 9, 1990. The Combined General Meeting of January 31, 2020 decided to extend the term of the Company by 99 years from the same date, i.e. until January 30, 2119.

7.1.4 Details of the registered office and legal form

Details of the registered office

119, avenue du Général Michel Bizot – 75012 Paris France
Tel. : + 33 (0) 1 44 75 40 40 - Website: www.derichebourg.com

Legal form

Derichebourg is a French société anonyme with a Board of Directors incorporated in accordance with French legislation.

7.1.5 Fiscal year

The fiscal year begins on October 1 and ends twelve months later on September 30 of the following year.

7.1.6 Corporate purpose of the Issuer

(Article 3)

"The Company's purposes, in France and in all countries, are:

- to acquire, subscribe and manage all securities;
- to acquire investments or interests in all commercial, industrial, financial or real estate companies and enterprises;
- to provide all administrative, financial, accounting or management services to the Company's subsidiaries or to all other companies in which the Company may hold an interest;
- to acquire, operate, manage and administer, pursuant to a lease, rental or otherwise, all developed or undeveloped real property;
- and, in general, all real or personal property, commercial, industrial or financial transactions that may directly or indirectly relate to such purposes or to all similar or related purposes that may promote the operation or development thereof;
- all of the foregoing both on its own behalf and on behalf of all third parties or by acquiring ownership interests, in any form whatsoever, by creating companies, by subscriptions, by limited partnerships, by mergers, by absorptions, by advances, by the purchase or sale of securities and corporate rights, by the purchase, sale or rental of its personal and real property or its rights therein or by any other method.

It may carry out any transactions that are compatible with these purposes that are related thereto or that contribute to the accomplishment thereof."

7.1.7 Amendments to the Company bylaws

Purpose and convening of Extraordinary General Meetings (Article 35)

"An Extraordinary General Meeting alone shall have the power to amend any provision of the bylaws. However, such meeting may not increase the obligations of shareholders, except in the event of a consolidation of shares that has been properly carried out or for the negotiation of securities granting rights to fractional shares in the case of transactions such as capital increases or decreases.

Furthermore, it may not change the Company's nationality except if the host country has concluded a special convention with France allowing the Company to acquire its nationality, transfer its registered office to its territory and retain its legal personality. As an exception to the exclusive power of an Extraordinary General Meeting to make all amendments to the bylaws, the Board of Directors may amend the provisions concerning the amount of the share capital and the number of shares it represents, provided such amendments actually correspond to the results of a capital increase, decrease or redemption."

7.1.8 Rules on convening General Meetings

Convening General Meetings (Article 25)

"General Meetings shall be convened by the Board of Directors. Failing this, they may be convened by the persons designated by the French Commercial Code, in particular, by the Statutory Auditors, an authorized representative appointed by the Presiding Judge of the Commercial Court ruling in summary proceedings on a petition filed by shareholders representing at least 5% of the Company's share capital or, in the case of a special meeting, one tenth of the shares of the relevant class.

Shareholders' meetings shall be held at the registered office or at any other place indicated in the notice of meeting."

Procedures and deadlines for convening meetings (Article 26)

"At least thirty days before the date of the meeting, the Company shall publish a notice of meeting in the Mandatory Legal Announcements Bulletin ("BALO") specifying the meeting's agenda and containing the text of the draft resolutions presented to the General Meeting by the Board of Directors, as well as the procedures for proving to the Company that bearer shares have been recorded in a securities account and that they are unavailable until the date of the meeting. It shall also state the time period for sending requests to include on the agenda draft resolutions proposed by shareholders.

Notices of meetings shall be given by a notice published in a newspaper authorized to publish legal notices in the department where the registered office is located, as well as in the Mandatory Legal Announcements Bulletin, in accordance with the law.

Holders of registered shares for at least one month prior to the date of publication of the meeting notice shall also be given notice in accordance with the requirements prescribed by the statutes and regulations in force.

All co-owners of jointly owned shares registered in such capacity during the period specified in the preceding paragraph shall hold these same rights. In the event of a division of the ownership rights in a share, the foregoing rights shall be held by the shareholder that holds the right to vote.

In the event that a meeting is unable to deliberate validly because the required quorum is not present, a second meeting shall be convened in the same manner as the first meeting and the meeting notice shall restate the date of the first meeting. The same requirement shall apply to the notice of a meeting deferred in accordance with the provisions of the French Commercial Code.

The time period between the date of publication of the meeting notice and the mailing of letters and the date of the meeting shall be at least fifteen days in the case of the first notice and six days in the case of a notice thereafter."

Agenda for meetings (Article 27)

"The agenda for a General Meeting shall be drawn up by the party convening the meeting or by the court order appointing the authorized representative responsible for convening the meeting. One or more shareholders representing the share of capital set in the statutory and regulatory provisions shall have the right to require that draft resolutions be added to the meeting's agenda. The works council (comité d'entreprise) shall have the same right. A General Meeting shall not deliberate on a matter of business that is not included in the agenda, and such agenda may not be amended in the event that a meeting is convened a second time. However, the meeting can in all circumstances dismiss one or more directors and appoint their replacements."

Admission to meetings – Representation of shareholders - Voting by mail (Article 28)

"Every shareholder is entitled to attend General Meetings or to be represented thereat, regardless of the number of shares held, provided that all amounts payable on shares are fully paid up.

All shareholders may be represented by another shareholder, by their spouse or by the partner with whom he/she has signed a civil solidarity pact (pacte civil de solidarité). He/she may also be represented by any other individual or legal entity of his/her choice. A proxy can be granted for a single meeting only. A proxy can be granted for two meetings, one ordinary and one extraordinary, if they are both held on the same day or within a period of fifteen days of each other. The proxy shall be valid for all successive meetings convened with the same agenda.

All shareholders shall be entitled to vote by mail, in accordance with the requirements set by the legislation and regulations currently in effect.

The Company shall include the information required by the laws currently in effect with all proxy forms and mail ballots that it sends to shareholders.

Any shareholder may also, if the Board of Directors so decides at the time the meeting is convened, take part in and vote at meetings by videoconference or by all means of telecommunication and remote transmission, including the internet, which allow them to be identified, in accordance with the terms and conditions provided for by the legal and regulatory provisions in force. Any shareholder participating in the meeting by these means will be considered as present for the calculation of the quorum and the majority. This decision is communicated in the notice of meeting published in the Mandatory Legal Announcements Bulletin.

Shareholders who use the electronic voting form on the website set up by the meeting's coordinator for this purpose within the required timeframe are considered to be shareholders present or represented. The electronic form can be entered and signed directly on this site by any process decided by the Board of Directors and meeting the conditions defined by the legislative and regulatory provisions in force, which may consist in particular of a username and password.

The owners of shares that are not domiciled in France may be represented by an intermediary registered in accordance with the requirements prescribed by the legislation and regulations currently in effect.

In the event of a division of the ownership rights in a share, the holder of the right to vote may attend or be represented at the meeting without prejudice to the right of the beneficial owner to participate at all General Meetings. Joint shareholders may be represented as specified in Article 12.

However, the right to participate in General Meetings shall be conditioned on the registration of the name of the shareholder or of the registered intermediary described herein above in the registered share accounts maintained by the Company or its agent, or in the bearer accounts maintained by the approved intermediary, on the second working day prior to the General Meeting at zero hours (Paris time). The registration of securities within the time period stipulated in the previous paragraph must be carried out either in the registered share accounts maintained by the Company, or in the bearer accounts maintained by the approved intermediary. These formalities must be carried out under the conditions set by current legislation.

Every shareholder who owns shares of a particular class shall be entitled to participate in the Shareholders' Special Meetings for such class, in accordance with the requirements specified herein above."

Holding of meetings - officers (Article 29)

"The meeting shall be chaired by the Chairman of the Board of Directors or, in his/her absence, by a Vice-Chairman or by the director temporarily appointed to act as Chairman. Failing all of the above, the General Meeting shall elect its Chairman. In the event the meeting is convened by the Statutory Auditors, a court-appointed representative or by the liquidators, the meeting shall be chaired by the person or one of the persons who convened the meeting.

The duties of scrutineer shall be performed by the two shareholders who are present and hold the highest number of votes, and who agree to perform such duties. The officers thus selected shall appoint a secretary for the meeting, who need not be a shareholder.

An attendance sheet containing the information required by the laws in force shall be kept for each meeting. It shall be signed by the shareholders present and by the proxies, and shall be certified as accurate by the officers of the meeting. It shall be filed at the registered office and must be provided to any shareholder who makes a request therefore.

The officers ensure the proper functioning of the meeting but, at the request of any shareholder present, their decisions may be submitted to a vote of the meeting, which shall be decisive."

Voting (Article 30)

"The voting rights attached to equity or dividend shares shall be proportional to the share of capital they represent and each share entitles the holder thereof to at least one vote.

The Company may not validly vote shares that it has purchased itself. The following are deprived of voting rights, in particular: shares which are not fully paid up, shares held by subscribers who may be called to decide upon, in General Meetings, the cancelation of preferential subscription rights and shares held by the interested party in the proceedings provided for in Article 21.

Double voting rights to those granted to other shares, in terms of the share of capital they represent, shall be attributed to all fully paid up shares that have been held in registered form for at least five (5) years in the name of the same shareholder.

In the event of a capital increase by capitalization of reserves, profits or issue premiums, such rights shall also be conferred, from issuance, on registered shares allotted free of charge to shareholders in respect of existing shares that benefit from such rights.

Registered shares with double voting rights converted to bearer shares for any reason lose their double voting rights."

Purpose and convening of Ordinary General Meetings (Article 33)

"An Ordinary General Meeting is entitled to make all decisions that exceed the powers of the Board of Directors and that are not within the jurisdiction of an Extraordinary General Meeting. Such meetings shall be held at least once a year, within six months of the end of the fiscal year, to vote on all matters regarding the financial statements for the fiscal year. This time period may be extended at the request of the Board of Directors by an order of the Presiding Judge of the Commercial Court ruling *ex parte*."

Quorum and majority vote at Ordinary General Meetings (Article 34)

"An Ordinary General Meeting can be validly conducted pursuant to a first notice only if the shareholders present, voting by mail or represented hold at least one fifth of the shares having the right to vote. No quorum is required for a meeting convened pursuant to a second notice. Decisions shall be made by a majority of the votes of the shareholders present, voting by mail or represented."

Purpose and convening of Extraordinary General Meetings (Article 35)

"An Extraordinary General Meeting alone shall have the power to amend any provision of the bylaws. However, such meeting may not increase the obligations of shareholders, except in the event of a consolidation of shares that has been properly carried out or for the negotiation of securities granting rights to fractional shares in the case of transactions such as capital increases or decreases.

Furthermore, it may not change the Company's nationality except if the host country has concluded a special convention with France allowing the Company to acquire its nationality, transfer its registered office to its territory and retain its legal personality.

As an exception to the exclusive power of an Extraordinary General Meeting to make all amendments to the bylaws, the Board of Directors may amend the provisions concerning the amount of the share capital and the number of shares it represents, provided such amendments actually correspond to the results of a capital increase, decrease or redemption."

Quorum and majority vote at Extraordinary General Meetings (Article 36)

"Subject to the exceptions specified in the case of certain capital increases and of conversions into another type of company, an Extraordinary General Meeting can be validly conducted pursuant to a first notice only if the shareholders present, voting by mail or represented hold at least one quarter of the shares having the right to vote, and pursuant to a second notice, one fifth of the shares having the right to vote. If the latter quorum is not attained, the second meeting may be deferred to a subsequent date no later than two months after the date on which it was convened. Under the same exceptions as above, the decisions of the Meeting shall be made by a two-thirds vote of the shareholders present, voting by mail or represented.

If the meeting has been convened to deliberate on the approval of a contribution in kind or the granting of a specific benefit, the contributor or beneficiary, whose shares shall not be counted in calculating the quorum or the majority, may not participate in the vote, either on his/her own behalf or as a proxy."

Special meetings (Article 37)

"Special meetings can be validly conducted pursuant to a first notice only if the shareholders present, voting by mail or represented, hold at least one half, and pursuant to a second notice, one quarter of the shares having the right to vote and whose rights are subject to modification at such meeting. If the latter quorum is not attained, the second meeting may be deferred to a subsequent date no later than two months after the date on which it was convened. The decisions of these meetings shall be made by a two-thirds vote of the shareholders present, voting by mail or represented."

7.2 Significant contracts

The Group wishes to mention:

- the syndicated loan agreement entered into on March 19, 2020 and amended by two amendments in 2021 and 2023;
- the non-recourse factoring agreement which came into effect on January 1, 2015 and the amendment extending it until December 31, 2024;
- the July 19, 2019 loan with EIB;
- the Green Bond issued on June 24, 2021;

which are the Group's main sources of funding. A detailed presentation of these agreements can be found in note 4.11 of the notes to the consolidated financial statements.

7.3 Information provided by third parties, statements made by experts and declarations of interests

Statements/Expert reports

None.

Information provided by third parties

In preparing the financial statements in accordance with IFRS standards, the Group used information provided by third parties in the following areas:

- real estate assets: an expert appraisal of each operating site of the Recycling business that is owned outright was carried out by an independent firm in order to establish the market value of each real estate asset as of October 1, 2004. This firm reappraised a sample of these assets during the 2009-2010 fiscal year to ensure that their value had not decreased. A valuation of assets located in France belonging to the Ecore Group was carried out during the fiscal year as part of the Ecore purchase accounting;
- provisions for retirement payments: the Group has asked several independent firms of actuaries to calculate the provisions for retirement payments.

7.4 Information concerning the Statutory Auditors

7.4.1 Statutory Auditors

Principal Statutory Auditors

BM&A

11, rue de Laborde – 75008 Paris.

Registered with the Paris Trade and Companies Registry under number 348 461 443.

Represented by Gilles Rabier

Date of appointment: February 7, 2018.

Date appointment expires: General Meeting called to approve the financial statements for the fiscal year ended September 30, 2023.

DENJEAN & ASSOCIÉS AUDIT

19, rue de Presbourg – 75016 Paris.

Registered with the Paris Trade and Companies Registry under number 539 769 729.

Represented by Thierry Denjean.

Date of appointment: February 19, 2014.

Date of reappointment: January 31, 2020.

Date appointment expires: General Meeting called to approve the financial statements for the fiscal year ended September 30, 2025.

ERNST & YOUNG AUDIT SAS

Tour First 1, place des Saisons – TSA 14444 – 92037 Paris-La Défense Cedex.

Registered with the Nanterre Trade and Companies Registry under number 344 366 315.

Represented by Pierre Abily

Date of appointment: March 15, 2007.

Date of reappointment: February 5, 2019.

Date appointment expires: General Meeting called to approve the financial statements for the fiscal year ended September 30, 2024.

Alternate Statutory Auditors

Pascal de Rocquigny du Fayel

11, rue Laborde, 75008 Paris.

Date of appointment: February 7, 2018.

Date appointment expires: General Meeting called to approve the financial statements for the fiscal year ended September 30, 2023.

7.5 Person responsible for the Universal Registration Document

7.5.1 Name and position of the person responsible

Abderrahmane El Aoufir

Chief Executive Officer of Derichebourg

7.5.2 Certification of the person responsible for the Universal Registration Document

I hereby certify, after having taken all reasonable measures to this effect, that the information contained in this registration document is, to my knowledge, in accordance with the facts and makes no omission likely to affect its scope.

I certify that, to my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and give a fair view of the assets, liabilities, financial position, and profit (loss) of the Company and all undertakings included in the consolidation, and that the management report included in this document presents a fair review of the development and performance of the business and financial position of the Company and all undertakings included in the consolidation, as well as a description of the main risks and uncertainties to which they are exposed.

Issued in Paris, on December 19, 2023

Abderrahmane El Aoufir

Chief Executive Officer

7.6 Name of the person responsible for financial information

Person responsible: Pierre Candelier

Capacity: Chief Financial Officer

Address: 119, avenue du Général Michel Bizot 75579 Paris Cedex 12

Tel. +33 (0)1 44 75 40 40

Email: communication@derichebourg.com

7.7 Concordance table between the Derichebourg Universal Registration Document and the annual financial report

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Annual financial statements	5.4	212 - 236
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7.8 Concordance table between the Derichebourg Universal Registration Document and Annexes 1 and 2 of Delegated Regulation (EU) 2019/980 of March 14, 2019

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