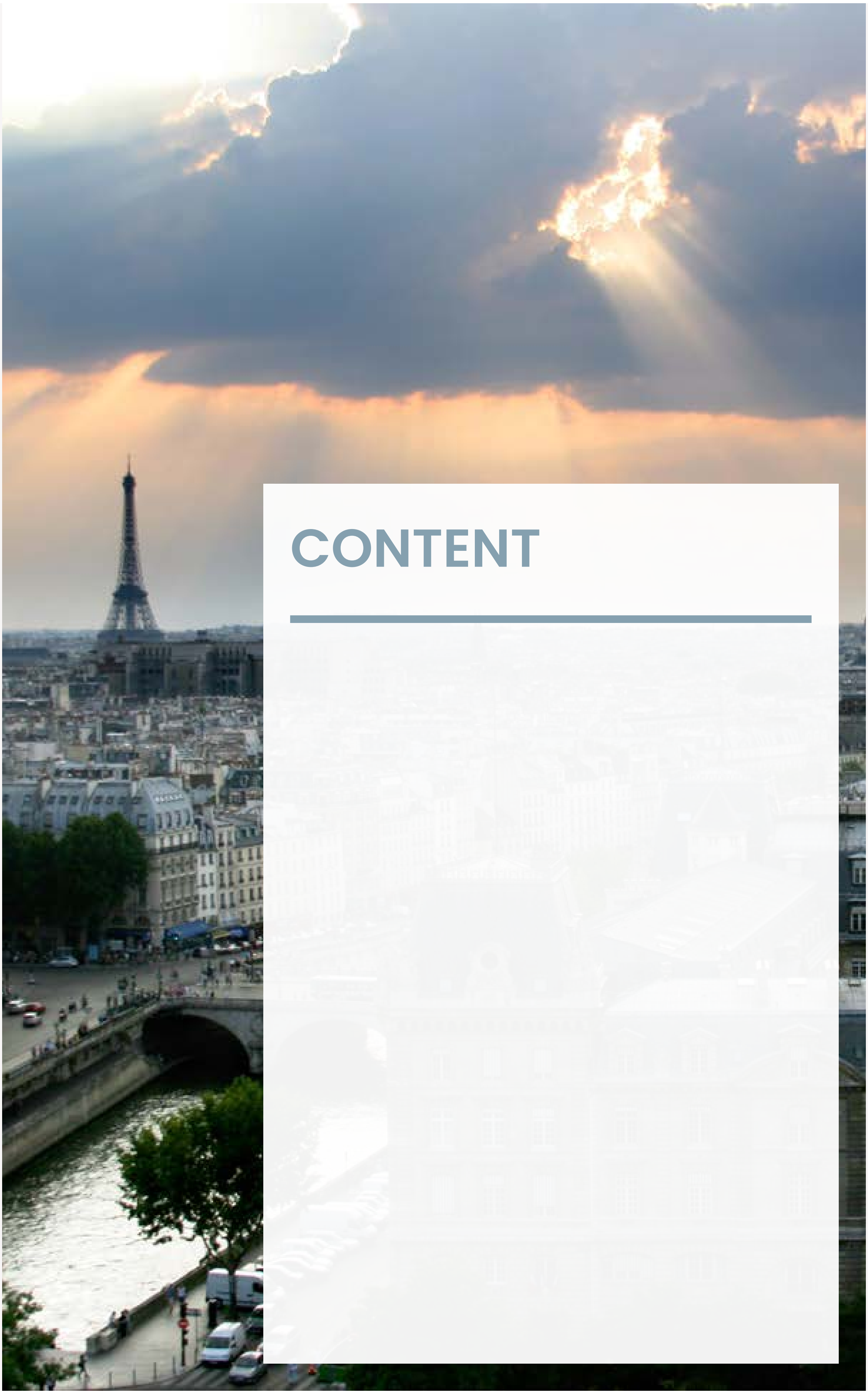
VIEL & Cie

GROUPE VIEL

ANNUAL REPORT 2021



CONTENT

CONTENT

VIEL & Cie comprises three core businesses in the financial sector: Compagnie Financière Tradition SA, an interdealer broker with a presence in 30 countries, Bourse Direct, a major player in the online trading sector in France, and a 40% equity accounted stake in SwissLife Banque Privée, active in the private banking sector in France. VIEL & Cie shares (codes: FR0000050049, VIL) are listed in Compartment B of Euronext Paris. For more information about our Group, please visit our website at www.viel.com.

The English translation of the French text has been prepared for information purposes only. While we have made every effort to ensure a reliable translation, we make no representation that it is accurate or complete in any way. It is therefore not the intention of VIEL & Cie that it be relied upon in any material respect. The original French version is the only valid one.

2021 was marked by successive waves of the COVID-19 pandemic around the world, setting the pace for global economic activity. New health measures and restrictions were regularly reintroduced. Despite this backdrop, there was a sustained economic rebound in Europe and the US accompanied by a strong recovery in world trade, but material constraints were soon being felt.

CHAIRMAN'S MESSAGE

Increased demand for industrial goods came up against limited supply resulting from sourcing issues (particularly for semiconductors), and labour shortages. This naturally caused a sharp increase in prices. In addition, high labour mobility in the US led to a wage-price spiral. As a result, inflation made a rapid comeback, made worse by higher energy prices, although it remained lower in Europe.

The general increase in prices prompted central banks to raise official interest rates in emerging economies but also in the West, for example in the UK at the end of the year. The Fed announced that it would change its monetary policy in 2022, with a reduction in asset purchases and a gradual increase in interest rates.

The Group's interdealer broking activity gradually returned to more normal levels in 2021 after a challenging year in 2020. This normalisation occurred in two stages. After a subdued first half compared with the exceptional volumes experienced in the first half of 2020, driven by the unfolding health crisis and elevated volatility in the financial markets, the Group's activities regained traction in the second half of the year. Against this backdrop, the adjusted consolidated revenue of the Group's equity accounted joint ventures was CHF 950.8m against CHF 981.2m in 2020, down 2.5% at constant exchange rates.

Adjusted operating profit before exceptional items was CHF 99.9m against CHF 111.0m in 2020, down 8.0% at constant exchange rates, with an operating margin of 10.5% and 11.3% respectively.

Consolidated net profit was CHF 71.5m against CHF 74.6m in 2020 with a Group share of CHF 65.3m against CHF 70.9m in the previous year, a decrease of 5.5% at constant exchange rates.

The Group's online banking business faced strong headwinds in a highly volatile market environment. In 2021, Bourse Direct executed over 6.1 million trades for its direct customers, a decrease of 7.2% compared with the exceptional conditions in the previous year. The company continued to attract a high number of new customers, growing the number of registered accounts to close to 241,000 by year-end. Bourse Direct posted banking operating income of €45.9m, an increase of 3.3% year-on-year, with operating profit up 3.5% to €10.0m against €9.7m in 2021. Net profit was €7.3 million, compared with €6.1 million in 2020.

VIEL & Cie had consolidated revenue of €855.1m, down 3.7% on the previous year at variable exchange rates. At constant exchange rates, Group revenue was down 2.6%.

Consolidated operating profit including Group associates was €100.0m in 2021 against €102.4m in 2020, down 2.3% at variable exchange rates, but up 0.5% at constant exchange rates.

Consolidated net profit was €74.9m against €71.6m in 2020, an increase of 7.8% at constant exchange rates. Minority interests stood at €24.0m, up 9.1% on the year at constant exchange rates. Group share of net profit was €51.0m, against €48.9m in 2020.

Consolidated equity stood at €538.6m against €492.0m in 2020, €400.6m of which was Group share after deduction of the gross value of treasury shares totalling €18.1m.

A shift in central-bank monetary policy in 2022 – away from quantitative easing and towards rate hikes – is likely to cause yield curves to steepen, which will be beneficial for the Group's operations. Against this backdrop, the Group will continue to seek opportunities to enhance its product portfolio across its geographic footprint. Assuming the market remains constant, Bourse Direct will continue to grow its online activity by providing enhanced services for its customers, while diversifying its offering in savings products.

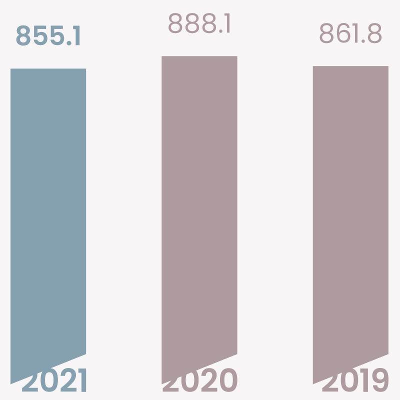
At the Annual General Meeting to be held on 9 June 2022, the Board will be seeking shareholder approval to pay a cash dividend of 30 euro cents per share.

I would like to thank all the Group's employees for their hard work and commitment throughout the year, and our shareholders for their continued loyalty and trust.

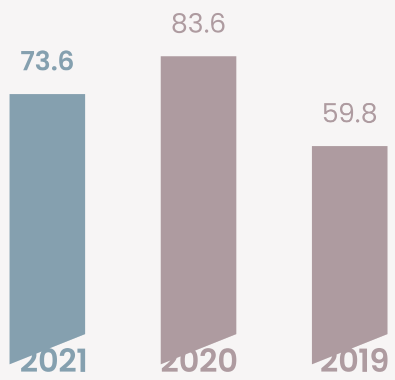
Patrick Combes

KEY FIGURES

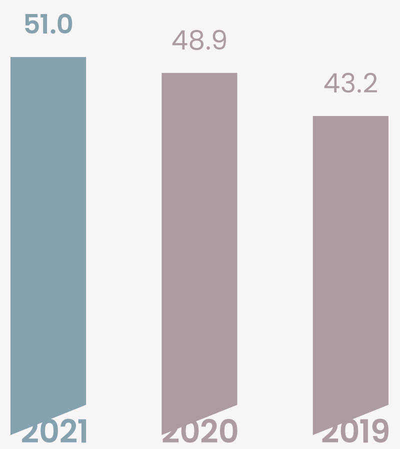
CONSOLIDATED REVENUE (€m)



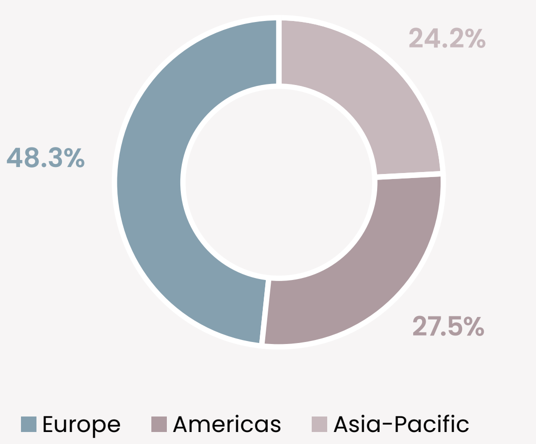
CONSOLIDATED OPERATING PROFIT (€m)



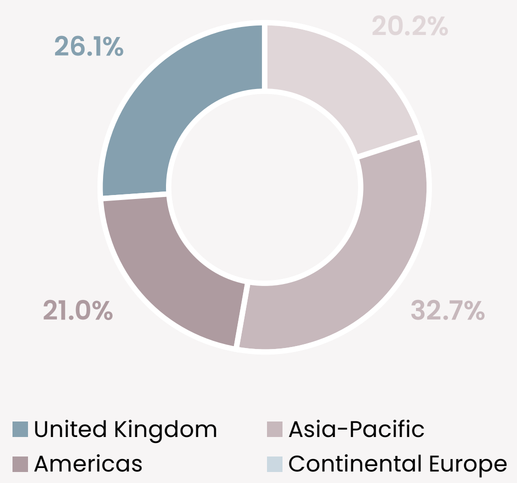
NET PROFIT - GROUP SHARE (€m)



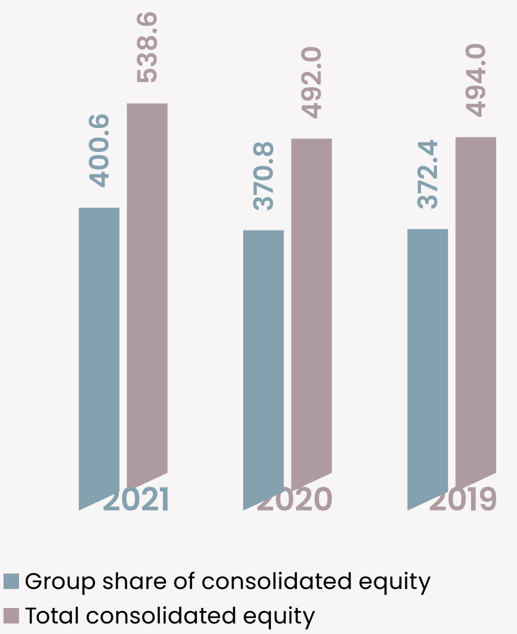
REVENUE
(BY GEOGRAPHIC REGION)



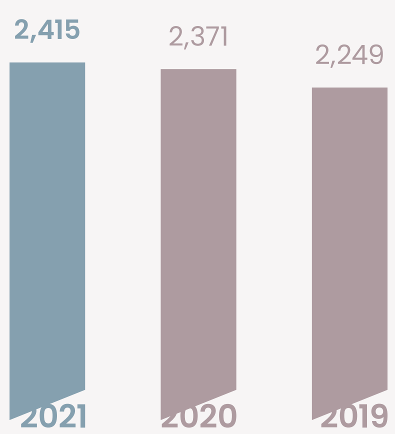
HEADCOUNT AT 31 DECEMBER 2021
(BY GEOGRAPHIC REGION)



CONSOLIDATED EQUITY
(€m)



HEADCOUNT
(AT 31 DECEMBER)



INFORMATION FOR SHAREHOLDERS

VIEL & Cie shares ended the year at €5.82, bringing the market capitalisation to €403.9m at 31 December 2021.

SHARE PERFORMANCE

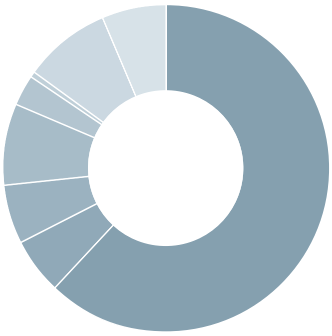
After bottoming out at the end of January at below 5,400 points, the CAC 40 climbed back steadily, reaching 6,000 points in early March. It then continued its upward momentum, rising above 6,600 points in June and hitting record levels in November at over 7,000 points, finally ending the year up 28.9%.

VIEL & Cie shares began the year at €5.92. After slipping in the first two months of the year, the VIEL & CIE share price reached a high of €6.18 on 9 and 11 June and remained at these levels until early August, when it fell briefly before turning higher again in September. Over the year it fluctuated between a low of €5.48 at the end of January and a high of €6.18, ending at €5.82 on 31 December.

STOCK MARKET DATA

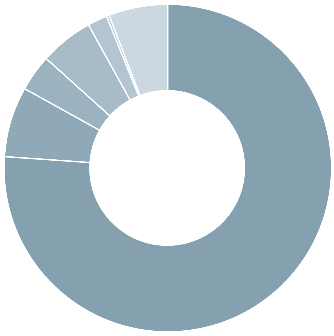
	2021	2020
Number of shares on 31 December	69,402,468	71,622,968
Market capitalisation on 31 December	403,922,364	425,440,430
52-week high	6.18	5.94
52-week low	5.48	4.4
Average daily volume of shares	5,708	7,321

SHARE OWNERSHIP AT 31 DECEMBER 2021



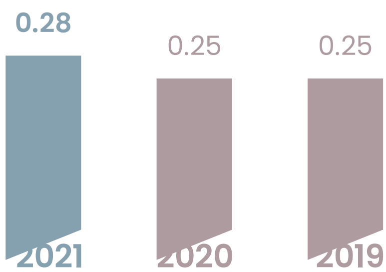
Viel & Cie Finance	62.12%	Quaero Capital	3.11%
Patrick Combes	5.63%	Financière de l'Echiquier	0.55%
Sycomore Asset Management	5.64%	Public	8.53%
Amiral Gestion	8.12%	Treasury shares	6.31%

VOTING RIGHTS AT 31 DECEMBER 2021



Viel & Compagnie-Finance	76.06%	Quaero Capital	1.99%
Patrick Combes	7.17%	Financière de l'Echiquier	0.35%
Sycomore Asset Management	3.62%	Public	5.60%
Amiral Gestion	5.21%		

DIVIDEND PER SHARE



OPERATING REVIEW 2021

Compagnie Financière Tradition

BOURSE DIRECT

SwissLife Banque Privée

VIEL & Cie works closely with its portfolio companies, assisting them to develop and grow their business over the long term. We are a professional and responsible investor in financial sector companies in France and more particularly abroad. We are therefore a major shareholder in both listed and unlisted companies.

The Group consolidates two majority interests in listed companies and one equity-accounted minority interest in a private bank. These three core businesses consist of:

- **interdealer broking (IDB)**, through Compagnie Financière Tradition, a company listed on the SIX Swiss Exchange in which VIEL & Cie holds a 70.97% interest. This segment represents 95.0% of the Group's consolidated revenue;

- **online trading**, through Bourse Direct, listed on the Euronext Paris (Compartment C), in which the Group has a 77.19% controlling interest;

- **SwissLife Banque Privée**, a private bank in which VIEL & Cie holds a 40% interest in partnership with the SwissLife Group.

The Group's consolidated revenue of €855.1m was 3.6% lower at constant exchange rates compared with the exceptional results in 2020. Operating profit, including associates, was €100.0m, up 0.5% at constant exchange rates. Net profit in 2021 grew 7.2% to €51.0m at constant exchange rates.

Compagnie Financière Tradition

INTERDEALER BROKING

Compagnie Financière Tradition is a leading interdealer broker (IDB) in the international market. With a presence in 30 countries, the Group has over 2,300 employees globally and provides broking services for a complete range of financial products (money market products, bonds, interest rate, currency and credit derivatives, equities, equity derivatives, interest rate futures and index futures) and non-financial products (energy and environmental products, and precious metals). Compagnie Financière Tradition SA is listed on the SIX Swiss Exchange (CFT). The Group facilitates transactions between financial institutions and other professional traders in the capital markets. Against a backdrop of continued uncertainty on the regulatory front and as a logical extension of its voice brokerage services, the Group accelerated the development of its electronic brokerage services through hybrid proprietary technology and the launch of various trading platforms.

The Group's activities progressed in 2021, after a gradual normalisation of trading activity in the first half in the wake of the extreme volatility in the financial markets at the beginning of the Covid-19 crisis.

› REVENUE AND REPORTED OPERATING PROFIT

Reported consolidated revenue (IFRS) of CHF 873.6m was 2.9% lower at constant exchange rates compared with CHF 903.0m in 2020. Reported operating profit was CHF 73.2m compared with CHF 84.1m in 2020, down 10.6% at constant exchange rates, with an operating margin of 8.4% against 9.3% in the previous year.

› NET PROFIT

Net financial expense was down to CHF 10.8m for the year compared with CHF 14.4m in 2020. Net foreign exchange results due to exchange rate fluctuations negatively impacted the Group's financial income and represented a loss of CHF 1.7m for the year against CHF 3.8m in 2021. Interest expense on bank borrowings and bonds, net of interest income from short-term cash investments, totalled CHF 6.5m against CHF 7.6m in the previous year.

The share in the results of associates and joint ventures was CHF 22.6m against CHF 17.2m in 2020, an increase of 33.8% at constant exchange rates.

Profit before tax was CHF 85.0m against CHF 86.9m in 2020. The Group's tax expense amounted to CHF 13.5m against CHF 12.3m in 2020 for an effective tax rate of 22% against 18% in the previous year.

Consolidated net profit was CHF 71.5m against CHF 74.6m in 2020 with a Group share of CHF 65.3m against CHF 70.9m in the previous year, a decrease of 5.5% at constant exchange rates.

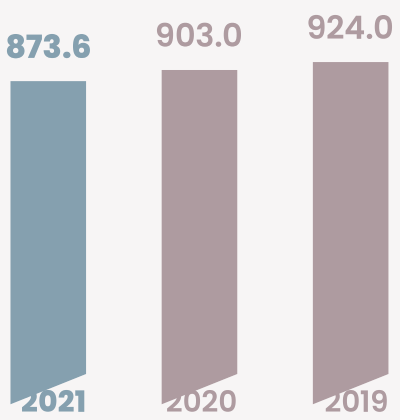
> BALANCE SHEET

The Group maintained its focus on a sound balance sheet with a strong capital position while keeping a low level of intangible assets and a strong net cash position. Consolidated equity, before deduction of treasury shares of CHF 12.5m, was CHF 442.3m at 31 December 2021, for an adjusted cash position of CHF 203.4m, including Group share of net cash held by joint ventures (2020: CHF 194.7m).

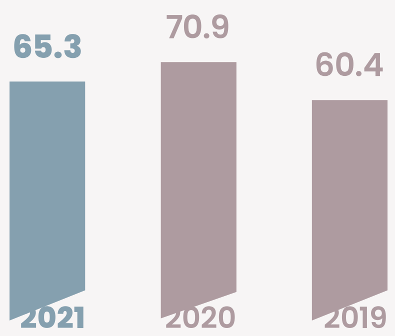
At 31 December 2021, consolidated equity stood at CHF 429.7m (2020: CHF 407.7m) of which CHF 407.5m was attributable to shareholders of the parent (2020: CHF 389.3m). Total adjusted cash, including financial assets at fair value, net of financial debts, was up to CHF 105,7m at 31 December 2021 against CHF 99.4m in the previous year.

KEY FIGURES FOR COMPAGNIE FINANCIÈRE TRADITION (CHFm)

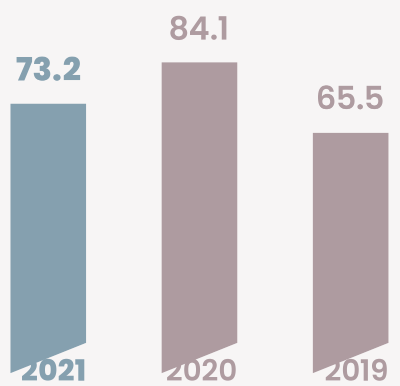
REVENUE



OPERATING PROFIT



NET PROFIT ATTRIBUTABLE TO COMPANY SHAREHOLDERS



ONLINE TRADING

Against a backdrop of a normalisation of activity compared with the exceptional volumes experienced in 2020, trading activity at Bourse Direct remained high among retail customers active in the markets. The company executed over 6.1 million trades in 2021 for its direct customers compared with 6.6 million in 2020. Its continued focus on attracting new accounts during the year resulted in numerous new customers joining its ranks in 2021, particularly young investors. At 31 December 2021, Bourse Direct had over 240,000 registered accounts, up 16.4% on the year.

The company made two key acquisitions in 2021 with a view to diversifying its suite of services in the field of savings products (Arobas Finance) and services to professional clients (EXOÉ).

› RESULTS

Bourse Direct grew banking income to €46.4m compared with €44.9m in 2020, a rise of 3.5% on the year, against a backdrop of continued market volatility and pandemic-induced uncertainty throughout the year. This growth was mainly attributable to its diversified product offering, while interest rate products were driven down by the low interest rate environment.

Operating expenses amounted to €6.6m against €6.2m in 2020, and consisted mainly of market fees in connection with the execution of stockmarket orders.

Net banking income grew 2.9% to €39.8m compared with €38.7m in 2020. The number of trades for direct customers dropped to 6.1 million from 6.6 million in 2020, in an extraordinary environment, and 3.0 million in 2019.

Operating expenses were higher at €29.8m against €29.0m in 2020, and included mostly staff costs of €11.3m, including employee profit-sharing, against €10.9m in 2020. This increase was mainly due to the reinforcement of operational teams.

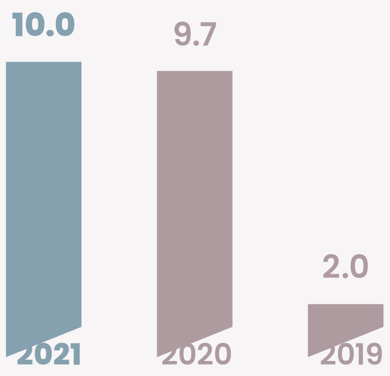
Operating profit was up 3.5% to €10.0m compared with €9.7m in 2020 with an operating margin on banking operating income of 21.5%, unchanged from the previous year.

Net profit was up 19.9% to €7.3m against €6.1 in 2020 after recognition of a tax expense of €2.7m.

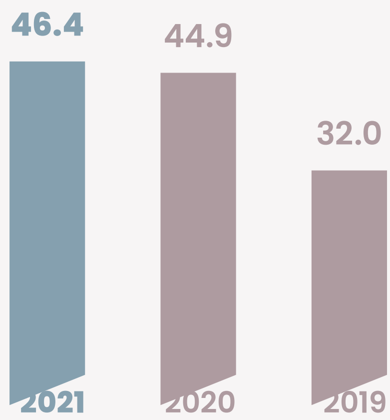
After taking account of net profit for the year, shareholder's equity stood at €71.2m at 31 December 2021 (2020: €67.7m). Bourse Direct's own cash position at 31 December 2021 was €35.3m, down on the previous year, driven mainly by the acquisition of Arobas Finance and EXOÉ.

KEY FIGURES FOR BOURSE DIRECT (€m)

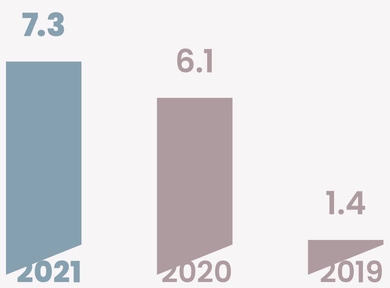
BANKING INCOME



OPERATING PROFIT



NET PROFIT



PRIVATE BANKING

VIEL & Cie has held a 40% stake in SwissLife Banque Privée since August 2007. The Group's private banking activities continued to grow in 2021.

This interest is consolidated in the accounts using the equity method.

SwissLife Banque Privée and its subsidiary, SwissLife Gestion Privée, have four core businesses:

- private banking services for direct clients
- retail banking in the bancassurance field, catering to private clients as well as professional clients of the SwissLife France group through its distribution networks
- retail banking for private clients of independent financial advisors partnering with the Bank
- custodian services for companies of the SwissLife France group, and depository services for Sicavs managed by SwissLife Asset Management (France) and its subsidiary, SwissLife Gestion Privée.

SwissLife Banque Privée had custodial assets of over €6.1 billion at the end of 2021.

This business segment reported net banking income of €72.1m in 2021. The company posted a profit in 2021, generating a net margin of over 27.9%.

SIMPLIFIED GROUP STRUCTURE AT 31 DECEMBER 2021

INSTITUTIONAL SHAREHOLDERS
17.41%

VIEL ET COMPAGNIE-FINANCE
62.12%

PUBLIC
14.16%

VIEL & CIE - TREASURY SHARES **6.31%**

COMPAGNIE FINANCIÈRE TRADITION
INTERDEALER BROKER
70.97%
TREASURY SHARES **1.87%**

BOURSE DIRECT
ONLINE BROKER
77.19%
TREASURY SHARES
3.06%

SWISSLIFE
BANQUE PRIVÉE
40.00%

A DIVERSIFIED GEOGRAPHICAL PRESENCE

AMERICAS

Bogota / Boston / Buenos Aires / Dallas / Houston / Mexico / New York / Santiago / Stamford

ASIA-PACIFIC

Bangkok / Beijing / Hong Kong / Jakarta / Makati City / Melbourne / Mumbai / Seoul / Shanghai / Shenzhen
Singapore / Sydney / Tokyo / Wellington

MIDDLE EAST - AFRICA

Amsterdam / Brussels / Dubai / Frankfurt / Johannesburg / Geneva / Küsnacht / Lausanne / London / Luxembourg
Madrid / Milan / Monaco / Moscow / Munich / Paris / Rome / Tel Aviv / Zurich

CORPORATE GOVERNANCE

VIEL &Cie is a public limited company with a Board of Directors [*"société anonyme à Conseil d'administration"*]. The Company adheres to the Corporate Governance Code published by MiddleNext. VIEL & Cie has drawn up Rules of Procedure for the Board of Directors in accordance with the recommendations of the MiddleNext Code; they are available on the Company's website. The Board took account of the recommendations of the MiddleNext Code as amended in September 2021 when it prepared its Rules of Procedure. The Directors have also been made aware of the "points de vigilance" listed in the MiddleNext Code.

BOARD OF DIRECTORS AND MANAGEMENT BODIES

› BOARD OF DIRECTORS

The Board of Directors, chaired by Patrick Combes, comprised seven members at 31 December 2021.

All except Patrick Combes, Chairman and CEO, Catherine Nini, Chief Financial Officer, and Dominique Velter, Strategic Marketing Director, are non-executive and independent directors. The criterion applied to the independence of a director is based on the recommendation of the MiddleNext Corporate Governance Code, according to which a director, irrespective of the length of time in office, is independent, in particular, if s/he has no direct or indirect relationship of any kind with the Company, its Group or its Management, which could compromise the exercise of independent judgment.

None of these Directors previously belonged to any governing bodies of VIEL & Cie or of any of its subsidiaries, nor had they a business relationship with VIEL & Cie or any of its subsidiaries at 31 December 2021. During the reporting period, one Director was also a Director of Compagnie Financière Tradition SA, in which VIEL & Cie controlled 70.97% of the capital at 30 December 2021, and one Director was also a member of the Supervisory Board of Bourse Direct, in which VIEL & Cie has a 77.19% holding, Viel et Compagnie-Finance (majority shareholder of VIEL & Cie), and five British operating subsidiaries of Compagnie Financière Tradition SA.

› CORPORATE GOVERNANCE

The Board of Directors issued Rules of Procedure based on the principles of the French Middlenext Corporate Governance Code, adapted to the Company's structure, business, and shareholder base. It is available on the Company website https://www.viel.com/en/corporate-governance/.

› EXCLUDED PROVISIONS OF THE MIDDLENEXT CODE OF CORPORATE GOVERNANCE

The Board of Directors' Rules of Procedure incorporate all the recommendations of the MiddleNext Code of Corporate Governance.

› COMPOSITION OF THE BOARD OF DIRECTORS, PREPARATION AND ORGANISATION OF WORK

VIEL & Cie refers to the Group's legal department for legal matters and the preparation of its Boards and Committees.

In accordance with the recommendation of the MiddleNext Code, all members of the Board of Directors receive the information they need to fulfil their mission and can obtain all the documents they deem necessary. The Directors frequently communicate with the management of subsidiaries outside Board meetings and thus obtain accurate information on the Company's activity.

The dates of Board meetings are set for the coming year after discussion with each Director to ensure their availability. A notice of the meeting together with the agenda is then sent by email several days before the appointed date.
In the case of impromptu meetings, the meeting may be convened by telephone with confirmation by email.

Meetings are prepared by everyone in advance and each Director may request an item to be placed on the agenda. The Board sets an annual programme of items to be included on the agenda of its meetings, while retaining the flexibility it needs to deal with other specific points as and when they arise.

› BOARD OF DIRECTORS' POWERS AND PROCEDURES

The Board of Directors approves the accounts prepared by the Company and, where applicable, the consolidated accounts.

The Board deliberates on any matters which by law or under the Articles of Association fall within its sphere of competence.

The Board is a collegial body that collectively represents all shareholders and acts in the Company's corporate interest.

It defines company strategy, appoints the executive officers responsible for managing the company within the framework of this strategy, oversees the management and ensures the quality of information provided to shareholders and the markets through the accounts and financial communications.

The Board of Directors exercises the powers and duties prescribed by law, the Articles of Association, and the Board of Directors' Rules of Procedure which were first adopted in 2003 and subsequently amended from time to time. It takes decisions in all areas that are not reserved to the General Meeting or another governing body. It is responsible for management at the highest level and general oversight of executive management and the persons responsible for representing the Company. The Directors have wide-ranging experience and their individual expertise is brought to bear in the administration of the Board's business.

The Board of Directors' rules of procedure provide for the creation of one or more Board committees. An Audit Committee and Remuneration Committee were set up under this power. The Board meets approximately three times a year – at the closing of the half-year and annual accounts and as required by Company business. Its meetings last an average of two hours.

The Board was composed of the following members at end-2021:

Surname, first name Position*	Independent Director	Age	First appointment	Period of office	Audit Committe
M. Patrick Combes Chairman	NO	69	9 October 1979	Renewed on 10 June 2021 until the General Meeting convened to approve the accounts for the year ended 31 December 2026	
M. Christian Baillet Deputy Chairman	Yes	71	25 January 1994	Renewed on 13 June 2017 until the General Meeting convened to approve the accounts for the year ended 31 December 2022	Chairman
M. Jean Marie Descarpentries Independent	Yes	86	25 January 1994	Renewed on 13 June 2017 until the General Meeting convened to approve the accounts for the year ended 31 December 2022	Member
Mme Jeanne Dubarry de la Salle Director	Yes	42	13 June 2017	General Meeting convened to approve the accounts for the financial year ended 31 December 2022	
M. Dominique Langlois Director	Yes	75	25 January 1994	Renewed on 13 June 2017 until the General Meeting convened to approve the accounts for the year ended 31 December 2022	
Mme Catherine Nini Director	NO	52	17 June 2011	Renewed on 13 June 2017 until the General Meeting convened to approve the accounts for the financial year ended 31 December 2022.	
Mme Dominique Velter Director	NO	57	13 June 2017	Renewed on 13 June 2017 until the General Meeting convened to approve the accounts for the financial year ended 31 December 2022.	

* On the Board of Directors.

The Board is chaired by Patrick Combes.

The Chairman of the Board of Directors represents the Board. He organises and directs the work of the Board and reports on its business to the General Meeting. He ensures that the governing bodies of the Company function efficiently and, in particular, that the Directors are able to carry out their duties.

Christian Baillet, Jean-Marie Descarpentries, Dominique Langlois and Jeanne Dubarry are Independent Directors as defined in the MiddleNext Code and the related Rules of Procedure. The Independent Directors make up 57% of the Board of Directors, which complies with the MiddleNext Code.

The following criteria are used to analyse independence. A Director must not:

- be an employee or an executive officer of the Company or of any company in the Group, or have held any such position within the past five years,
- have any significant business relationship with the Company or its Group (customer, supplier, competitor, service provider, creditor, banker, etc.), or have had any such relationship within the last two years,
- be a major shareholder of the Company or hold a significant percentage of the voting rights,
- be closely related or have close family ties with an executive officer or a major shareholder of the Company,
- have been an independent auditor of the Company within the past six years.

The term of office of a Director is six financial years. This period complies with the recommendation of the MiddleNext Code, the Rules of Procedure and the Articles of Association. It is also the statutory term.

No Director was elected by the employees.
No non-voting Director was appointed.

No Directors are tied to the Company under an employment contract, and the Rules of Procedure incorporate the recommendation of the MiddleNext Code on the subject. There is no monetary compensation or benefit payable in the event of any Director leaving office; the same applies to members of the Executive Board. The executive officers of the company do not have a supplemental pension scheme. The Rules of Procedure adopt the MiddleNext Code recommendations on these matters.

The Board of Directors has a suitable balance and is made up of experienced Directors committed to the interests of the Company and those of all its shareholders.

When a Director is appointed or re-appointed, their career history, experience and skills are set out in the Annual Report and communicated to the General Meeting; they are also published on the Company's website. The appointment of each Director requires an individual resolution in accordance with the recommendation of the MiddleNext Code.

The Board of Directors is also balanced in respect of the age of its members, who are between 42 and 86 years old, with an average age of 63.6 years.

The Board is composed of people from diverse educational backgrounds, with expertise in the interdealer broking sector, the banking field, and industry.

All members of the Board of Directors are French citizens, but most have international professional experience.

The members of the Board discussed the question of the independence of directors, given that some of them have held office for a long time.

They do not consider the duration of their office to affect their independence and note that two new Directors, one of whom is an Independent Director, were appointed by the General Meeting of 13 June 2017.

› PROCEDURES

As VIEL & Cie is an investment company investing in operating companies, its Board of Directors met twice during the reporting period, with an attendance rate of 100%. The Boards of its operating subsidiaries Bourse Direct SA and Compagnie Financière Tradition SA met four and five times respectively during the period.

In 2021, the Board of Directors dealt in particular with matters concerning (i) Group strategy; (ii) the Company's activity, the audit of the annual accounts and review of the half-year and consolidated accounts; (ii) governance, with a review of shareholder information and the organisation of the General Meeting, a review of the regulated agreements and a discussion about its own operation; (iii) risk monitoring, internal control, compliance and internal audit within the Group (with the assistance of the Audit Committee).

Directors are subject to the Rules of Procedure relating to ethics, as recommended in the MiddleNext Code. In this respect, every Director must "ensure that s/he is aware of the general or specific obligations of their office, including the legal and regulatory obligations, particularly those arising from the Commercial Code, the Monetary and Financial Code, the Regulation of 3 November 2014, the Articles of Association, and the points of vigilance and recommendations of the MiddleNext Corporate Governance Code".

Directors must observe the following professional ethics:

- the search for exemplary conduct which implies, at all times, consistency between words and deeds, to ensure credibility and trust;
- all Directors, upon accepting their appointment, must familiarise themselves with the duties inherent in their office and notably those concerning the regulations on holding several directorships;
- when taking up office, they must sign the Board's Rules of Procedure;

- while in office, all Directors must inform the Board of any potential conflict of interest situations (customers, suppliers, competitors, consultancies, etc.) or existing conflicts of interest (other appointments) that may concern them;

- in the event of a conflict of interest, and depending on its nature, a Director must abstain from voting, refrain from taking part in debates, and in extreme cases, resign;

- all Directors must comply with the legal and regulatory requirements in force as regards the declaration of transactions and the abstention period for trading in the Company's securities;

- all Directors must be diligent and attend the meetings of the Board and those of the Committees of which they are a member;

- all Directors must ensure that they obtain all the necessary information in sufficient time on items to be dealt with at meetings;

- all Directors must respect a real obligation of confidentiality that goes beyond the simple obligation of discretion provided for by law, and formally undertake to do so by signing the Board's rules and regulations and undertaking to respect the professional confidentiality provided for in the Monetary and Financial Code as regards third parties;

- all Directors must attend the meetings of the General Meeting.

Directors must devote the time and attention required for their duties. They must be diligent and attend all meetings of the Board and the Committees of which they are a member, subject to their availability.

Directors owe a duty of loyalty to VIEL & Cie and must refrain from any form of competition. They may not be a director, member of the supervisory board, member of the senior management, or partner of a competitor or maintain any significant business relationship with a competitor company. It is recommended that no Director should accept more than two other directorships in listed companies, including foreign companies, outside the Group, when they serve as a director.

The Board reviews known conflicts of interest at least once a year - this was done at the meeting of 24 March 2022 - and all members are required to regularly and voluntarily update their disclosures. No conflicts of interest were identified. Directors undertake before each Board meeting, depending on the agenda, to disclose any conflicts of interest they may have, to refrain from taking part in the proceedings, and to abstain voting on any matter where they may have such a conflict.

In accordance with the new recommendation of the Middlenext Code, the Board has established a three-year training plan for its members as of the beginning of 2022. This plan provides for training on various topics including governance, risk management, financial regulation, financial data, corporate social and environmental responsibility, and human capital. The first training sessions are scheduled for the second half of 2022.

The Board of Directors has set up an Audit Committee, described below, as recommended by the MiddleNext Code.

In accordance with the recommendation of the Middlenext Code the Board of Directors, at its meeting on 24 March 2022, debated the question of its operation and the preparation of its work. Prior to the meeting, all Board members had been asked to complete questionnaires to serve as a basis for discussion.

The Directors are generally satisfied with the way in which VIEL & Cie is managed and run, and the way the Board and the Audit Committee operate.

However, 2021 was an abnormal year due to the Covid-19 related health crisis and the various restrictions on travel and meetings imposed by the lockdowns and curfews. Against this backdrop, some of the meetings of the Board of Directors and Audit Committee were held face-to-face while others were virtual in order to comply with the health regulations in effect.

REMUNERATION POLICY FOR OFFICERS OF THE COMPANY PURSUANT TO ARTICLE L. 22-10-8 OF THE COMMERCIAL CODE

The remuneration policy for officers of the Company is defined in accordance with the applicable laws and regulations and the recommendations of the Middlenext Corporate Governance Code. The principles applied in determining this remuneration therefore comply with the criteria of exhaustiveness, balance, consistency, clarity, measurement and transparency.

This remuneration policy is prepared by the Company's Board of Directors and submitted to the General Meeting for approval. It is reviewed each year.

> GENERAL PRINCIPLE

Officers of the Company receive no compensation or benefits of any kind, other than any compensation awarded in their capacity as directors.

Officers of the Company do not benefit from supplementary pension plans funded by the Company.

I. THE REMUNERATION POLICY REFERRED TO IN ARTICLE L. 22-10-8 (I) INCLUDES THE FOLLOWING INFORMATION IN RESPECT OF ALL COMPANY OFFICERS:

1. Aligns with the Company's interests and contributes to the business strategy and the long-term viability of the Company:

The purpose of this remuneration policy is to ensure equitable compensation for Company officers for their contribution to the work of the Board of Directors, in the Company's interest, taking into account the indirect majority shareholder status of the Chief Executive Officer.

2. Decision-making process to determine, review and implement the policy, including measures to prevent or manage conflicts of interest and, where appropriate, the role of the Remuneration Committee or other relevant Committees:

This remuneration policy was prepared by the Board of Directors at its meeting held to approve the accounts for the financial year. It is reviewed annually at the meeting held to approve the accounts. In view of the size of the Company, no remuneration committee has been set up and the Audit Committee is not involved in reviewing this policy.

3. Decision-making process to determine and review the manner in which the remuneration and employment conditions of Company employees are taken into account:

Considering that the only compensation awarded is that for directors' services and that there is no employee representation, the Board of Directors does not take account of the employment and remuneration conditions of Company employees when establishing and reviewing this policy.

4. Assessment methods to determine the extent to which Company officers have satisfied the performance criteria for variable remuneration and share-based compensation:

No variable compensation or share-based compensation is paid to Company officers in respect of their corporate office.

5. Criteria for apportioning the annual fixed sum allocated to Directors by the General Meeting:

The annual fixed sums allotted to Directors by the General Meeting are distributed equally among the members of the Board.

6. Changes to the remuneration policy, description and explanation of all substantial changes, and the procedure for taking account of the most recent shareholder votes on the remuneration policy and the information required under Article L. 22-10-8 and, where applicable, the opinions expressed at the last General Meeting:

The Board of Directors may review the remuneration policy during the year, in particular if this is necessary for the recruitment of a director. In that case, the Board of Directors would describe the significant changes and, where appropriate, would take account of the opinions expressed at the last General Meeting.

7. Procedures for applying the remuneration policy to newly appointed Company officers or to those whose mandate is renewed, pending, if appropriate, shareholder approval of significant changes to the remuneration policy referred to Article L. 22-10-8:

The remuneration policy applies to newly appointed Company officers as well as to the renewal of mandates.

8. Exceptions to the application of the remuneration policy pursuant to paragraph III of Article L. 22-10-8, the procedural requirements for their application, and the elements of the policy to which exceptions may be made:

The Board of Directors may temporarily depart from all elements of the remuneration policy during the year, in particular in the event of the recruitment of an executive manager, where required by the circumstances in the Company's interest and where it is necessary to ensure the Company's sustainability or viability. In that event, the Board of Directors should explain the said exception.

II. THE REMUNERATION POLICY SETS OUT THE FOLLOWING ELEMENTS FOR EACH COMPANY OFFICER:

1. The fixed, variable and exceptional components of the compensation and benefits of any kind that may be awarded to each Company officer in respect of his or her office, and their respective weighting:

The Directors receive an equal share of the allotted remuneration for their services, the total amount of which is approved by the General Meeting of Shareholders.

2. Awards of share-based compensation: the vesting and, if applicable, lock-up periods applicable after acquisition and the manner in which share-based compensation contributes to the objectives of the remuneration policy:

No share-based compensation is paid to Company officers in respect of their corporate office.
However, bonus shares or share options may be granted in connection with an employment contract with a Group entity. In that case, the grant period is between one and three years; there may be no lock-up period or it may be one year, so that the grant period and the lock-up period together are at least two years.
These elements help align employee interests with the Group's development over the long term.

3. Any deferral periods and, if applicable, the possibility for the Company to request repayment of variable compensation:

No variable compensation is paid to officers of the Company.

4. The award of variable compensation components: clear, detailed and varied criteria, both financial and non-financial, which condition the award of such components, including, where applicable, criteria relating to the Company's social and environmental responsibility, and the way in which these criteria contribute to the remuneration policy objectives:

No variable compensation is paid to officers of the Company.

5. The term of office and the term of employment or service contracts entered into with the Company, notice periods, and the applicable dismissal or termination conditions:

The term of office of a Director is six years.
None of the officers of the Company have an employment contract with the Company.

6. The main characteristics and conditions of termination of commitments made by the Company itself or by any company controlled by or which controls the Company, within the meaning of paragraphs II and III of Article L. 233-16, and which correspond to compensation components, allowances or benefits payable or likely to be payable as a result of the termination of duties or a change of position, or subsequent thereto, or conditional rights granted under defined benefit pension commitments that meet the characteristics of schemes mentioned in Articles L. 137-11 and L. 137-11-2 of the Social Security Code:

N/A

7. The allocation of conditional commitments and entitlements: clear, detailed and varied criteria, both financial and non-financial, which condition the award of such components, including, where applicable, criteria relating to the Company's social and environmental responsibility, and the way in which these criteria contribute to the remuneration policy objectives. These criteria do not apply to commitments corresponding to compensation paid under a non-compete clause prohibiting the beneficiary, after leaving the Company, from exercising a competing professional activity that is detrimental to the Company's interests, or to commitments qualifying as collective and mandatory retirement and pension schemes under Article L. 242-1 of the Social Security Code:

N/A

III. REMUNERATION POLICY PROVIDING FOR COMPENSATION PAID UNDER A NON-COMPETE CLAUSE PROHIBITING THE BENEFICIARY, AFTER LEAVING THE COMPANY, FROM EXERCISING A COMPETING PROFESSIONAL ACTIVITY THAT IS DETRIMENTAL TO THE COMPANY'S INTERESTS; PAYMENT OF SUCH COMPENSATION IS EXCLUDED ONCE THE BENEFICIARY TAKES RETIREMENT:

N/A

IV. THE REMUNERATION POLICY SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS, TOGETHER WITH THE DATE AND RESULT OF THE LAST VOTE OF THE GENERAL MEETING ON THE RESOLUTION REFERRED TO IN ARTICLE L. 225-37-2 (II), IS POSTED ON THE COMPANY'S WEBSITE ON THE BUSINESS DAY FOLLOWING THAT OF THE VOTE AND REMAINS AVAILABLE TO THE PUBLIC FREE OF CHARGE AT LEAST DURING THE PERIOD IN WHICH IT IS IN EFFECT.

REMUNERATION - COMPANY OFFICERS

The Chairman-CEO received fixed compensation of €343,815 for the 2021 financial year, paid by VIEL et Compagnie-Finance, majority shareholder of VIEL & Cie, as well as compensation of €12,000 paid in 2021 by VIEL & Cie, and €30,000 paid in 2021 by VIEL et Compagnie-Finance.

The Chairman-CEO did not benefit under any share option schemes or from any free shares at 31 December 2021.

Remuneration paid to officers of the Company is shown below:

PATRICK COMBES

Position and remuneration: Chairman and Chief Executive Officer, fixed remuneration of €304,898 paid by VIEL et Compagnie-Finance, VIEL & Cie's majority shareholder.
Other offices: Chairman and CEO of Viel et Compagnie-Finance, Chairman of the Board of Directors of Compagnie Financière Tradition (Switzerland) and Financière Vermeer NV (Netherlands), member of the Supervisory Board of SwissLife Banque Privée (France), Director of Paris Europlace (France), Chairman of the SAS La Compagnie Vendôme (France), Manager of SCIs VIEL Foch and Vaullongue (France), Manager of Immoviel (France), member of the Steering Committee of Europlace (France), member of the International Strategy Committee of Columbia Business School, New York (USA), Vice President of the Cercle Turgot.
Allocated compensation: €12,000 paid in 2021 by VIEL & Cie and €30,000 paid in 2021 by VIEL et Compagnie-Finance.

CHRISTIAN BAILLET

Position and compensation: Director and Chairman of the Audit Committee
Other offices: Vice Chairman of the Supervisory Board of Bourse Direct SA, Director of Viel et Compagnie-Finance SE, Tradition (UK) Ltd (UK), Tradition Financial Services Ltd (UK), TFS Derivatives Ltd (UK), Trad-X (UK) Ltd (UK), BELHYPERION (Belgium), ARCONAS (Luxembourg), COMPAGNIE GENERALE DE PARTICIPATIONS (Luxembourg), OTITO PROPERTIES (Luxembourg), BBB Foods (Mexico), EEM (Luxembourg), Swisslife Banque Privée, GPI Invest (Luxembourg), Just World International (USA), Velasquez Investments (Luxembourg), Lothiam Shelf (Scotland), Colors Properties (Spain), Propiedades Millerty (Spain), Turboc Properties (Spain), Fonds Gaillard (Belgium), Fondation Bemberg (Switzerland), Medinstill (USA) and Luana Ltd (British Virgin Islands).
Allocated compensation: €12 000 paid in 2021 by VIEL & Cie, €30,000 paid in 2021 by VIEL et Compagnie-Finance and €15,000 as emoluments paid by controlled companies.

JEAN-MARIE DESCARPENTRIES

Position and compensation: Director and member of the Audit Committee
Other offices: Honorary Chairman of the FNEGE (France), Director of Compagnie Financière Tradition (Switzerland), Managing Director of the Fondation Philippe Descarpentries (Belgium).
Allocated compensation: €12,000 paid in 2021 by VIEL & Cie, and €43,973 as director's fees and Audit Committee fees paid by controlled companies.

JEANNE DUBARRY DE LA SALLE

Position and compensation: Director.
Other offices: Director of Décathlon (France).
Allocated compensation: €12 000 euros paid in 2021 by VIEL & Cie.

DOMINIQUE LANGLOIS

Position and compensation: Director.
Other offices: Director of GTI and TFI.
Allocated compensation: €12 000 euros paid in 2021 by VIEL & Cie.

CATHERINE NINI

Position and compensation: Director, €100,000 paid by Bourse Direct.
Other offices: Chair of the Executive Board and CEO of Bourse Direct (France), Managing Director of Viel et Compagnie-Finance (France), member of the Supervisory Board of SwissLife Banque Privée, Director of E-VIEL, SwissLife Gestion Privée, and Viel et Compagnie-Finance, Permanent Representative of Bourse Direct on the Board of Directors of EASDAQ (Belgium) and of VIEL & Cie on the Board of Directors of Arpège (France), CFO of VIEL & Cie, and member representing Bourse Direct on the Exchange Council of the Boerse Berlin (Germany), sole Director of GIE Viel Gestion and VCF Gestion.
Allocated compensation: €12,000 paid in 2021 by VIEL & Cie and €30,000 paid in 2021 by VIEL et Compagnie-Finance.

DOMINIQUE VELTER

Position and compensation: Director.
Other offices: Chair and CEO of E-VIEL, Managing Director of Viel et Compagnie-Finance, Representative of Viel & Cie on the Board of Directors of EASDAQ, member of the Supervisory Board of Bourse Direct, Strategic Marketing Director of Compagnie Financière Tradition (Switzerland).
Allocated compensation: €12 000 euros paid in 2021 by VIEL & Cie.

Under the PACTE Act, a "pay ratio" must be implemented which compares the compensation paid or granted to each corporate officer during the year with the average and median compensation on a full-time equivalent basis of company employees other than corporate officers.
As VIEL & Cie has only one employee and the Company officers only receive directors' fees, this ratio is not representative.

The Sapin 2 Act introduced a shareholder vote on the principles and components of directors' remuneration (say on pay). These principles and criteria are therefore submitted to a vote of the General Meeting in a draft resolution, a report on which is included in this document. The Board of Directors takes account of the seven criteria of the MiddleNext Code recommendation when setting the compensation of Company officers (namely, exhaustive, balanced, clear, benchmarked, consistent, measured and transparent). The Board of Directors did not award options to subscribe or purchase shares, and did not award free shares or other financial instruments to Company officers during the 2021 financial year. The compensation for Company officers was approved by a majority of shareholders voting on the tenth and eleventh resolutions at the last General Meeting on 10 June 2021.

Ms Catherine Nini was awarded 300,000 free shares of the Company in connection with her employment within the Group. The vesting of these free shares is contingent on her remaining with the Group (maintaining her employment contract), and on the performance of the Company's share price.

Type of scheme (euros)	**2017 award scheme**
Date of General Meeting	14 June 16
Date of first awards under the scheme	4 Sept 17
Total number of free shares awarded	440,000
Start date of award of free shares	4 Sept 17
Award period	4 Sept 20
Vesting period in the event of non-fulfilment of the performance condition	4 Sept 27
Conditional on employee remaining with the Company	Yes
Share price performance conditions	€6.50
Number of free shares outstanding at 1 January	380,000
Number of free shares cancelled during the year	-
Number of free shares outstanding at 31 December	**380 000**
Number of persons concerned	2

› BALANCED GENDER REPRESENTATION ON THE BOARD

The Board of Directors of VIEL & Cie is composed of seven members - three women (43%) and four men (57%) - so there is a relative gender balance.

The Chairs of the Board of Directors and the Audit Committee are men. Of the four independent Directors, there are three men and one woman.

The Audit Committee is composed of two men, both independent.

› REGULATIONS ON THE APPOINTMENT AND REPLACEMENT OF DIRECTORS AND ON AMENDMENTS TO THE COMPANY'S ARTICLES OF ASSOCIATION

Regulations on the appointment and replacement of Directors and on amendments to the Company's Articles of Association mirror statutory provisions and are set out in Articles 16, 17 and 19 of the Articles of Association. Members of the Board of Directors may be natural persons or legal entities; they are appointed by the Annual General Meeting, which may remove them any time.

The Directors are appointed for six years. Their remit expires at the conclusion of the Annual General Meeting of Shareholders called to approve the accounts of the financial year in which their term of office ends. They are eligible for re-election.

The Extraordinary General Meeting is competent to make any amendments to the Articles of Association authorised by the Commercial Code. It may not however increase the liabilities of shareholders unless approved by a unanimous vote.

› AGREEMENTS PROVIDING FOR COMPENSATION TO BE PAID TO DIRECTORS OR COMPANY EMPLOYEES IF THEY RESIGN, ARE DISMISSED WITHOUT CAUSE, OR THEIR EMPLOYMENT TERMINATES BECAUSE OF A TAKEOVER BID

There is no agreement providing for compensation to be paid to Directors or Company employees if they resign or are dismissed without cause or if their employment terminates because of a takeover.

› AGREEMENTS BETWEEN AN EXECUTIVE OFFICER OF THE COMPANY OR A SHAREHOLDER HOLDING MORE THAN 10% OF THE VOTING RIGHTS AND ANOTHER COMPANY IN WHICH THE FORMER HOLDS MORE THAN HALF OF THE CAPITAL, EXCEPT FOR AGREEMENTS ON ORDINARY OPERATIONS CONCLUDED IN THE NORMAL COURSE OF BUSINESS

No agreements of this nature were signed.

› RELATIONS WITH SHAREHOLDERS

In accordance with a new recommendation of the Middlenext Code, the Board of Directors, at its meeting on 24 March 2022, analysed the negative votes cast at the previous General Meeting on 10 June 2021 and considered whether it would be appropriate to change, for the next General Meeting, the factors that may have prompted the negative votes and whether a communication on the matter would be appropriate.

In this respect, the Board noted that the majority of minority shareholders approved most of the proposed resolutions, with the exception of those relating to the usual financial authorisations (delegation of capital increase, issue of warrants, etc.). As these authorisations may be necessary in emergencies, even though they have never been implemented, the Board of Directors prefers to submit them again to the General Meeting.

AUDIT COMMITTEE

VIEL & Cie has an Audit Committee comprised of two non-executive and independent members; it meets twice a year. The members have the experience, knowledge of the sector of activity, and required expertise in matters of accounting standards, finance, and auditing to carry out their remit. The role of the Audit Committee is to assist the Board of Directors in its task of overseeing the financial reporting process, the internal review of financial controls, the internal auditing process, and Company procedures aimed at ensuring compliance with the law, the regulations and the code of best practice. Without prejudice to the powers and duties of the Board of Directors, the Audit Committee has the following responsibilities in particular:

1° it monitors the preparation of financial information and, where appropriate, makes recommendations to ensure the integrity of such information;

2° it monitors the effectiveness of the internal control and risk management systems and, where appropriate, the internal audit, with regard to procedures for preparing and processing accounting and financial information, without compromising its independence;

3° it issues a recommendation on the independent auditors whose appointment is submitted to the General Meeting for approval. This recommendation is prepared in accordance with regulations and sent to the Board of Directors. The Audit Committee also submits a recommendation to the Board when the appointment of the independent auditors is due for renewal on the conditions defined in regulations, and it also ensures the independence of the independent auditors;

4° it monitors fulfilment of the mission of the independent auditors, and takes account of the findings and conclusions of the Haut Conseil du Commissariat aux Comptes following the audits carried out in accordance with regulations;

5° it ensures that the independent auditors observe the conditions for independence in accordance with the conditions and procedures laid down in regulations;

6° it approves services provided, other than those for auditing the accounts, having regard to the applicable regulations;

7° it reports regularly to the Board on the performance of its missions. It also reports on the results of the certification of the accounts, the way in which this mission contributed to the integrity of the financial information and the role it played in this process. It informs the Board promptly of any difficulty encountered.

The Audit Committee also reviews the performance, efficiency and fees of the external auditors, and ensures that they maintain their independence. Lastly, it examines the effectiveness of the cooperation of all the financial and risk management departments with the external auditors.

The Audit Committee met twice in 2021, with an attendance rate of 100%.
It regularly invites the senior financial managers to its meetings to obtain financial information.
It systematically reviews the work of the audit committees of its operating subsidiaries.

The Audit Committee reported to the Board on the results of the audit. It also explained to the Board how the statutory audit contributed to the integrity of financial reporting and the role it played in this process.

› INTEGRITY OF FINANCIAL REPORTING: ROLES OF THE STATUTORY AUDIT / AUDIT COMMITTEE

Group entities entrusted a number of non-audit assignments to auditors belonging to the network of statutory auditors in 2021. The Audit Committee sought assurance from the Finance department that it had in effect submitted all requests for non-audit services to the Audit Committee.

The Committee ensured that total fees for these other services did not exceed 70% of the statutory audit fees.

It received confirmation of the independence of its statutory auditors, and it discussed possible threats to their independence as well as the preventive measures put in place to limit them.

The Committee reported that it had been consulted and had approved in advance each of the non-audit assignments, after considering, in particular, the risk to the independence of the statutory auditors.
As the remit of the auditor EY is expiring at the end of the next General Meeting to be held in 2022, called to approve the accounts for the year ended 31 December 2021, the Audit Committee discussed the matter with management. It was decided to issue a call for tenders for the appointment of a new auditor.

It was able to carry out its responsibilities in the selection process for the new audit firm. It stated that it had contacted three firms and had received two replies. Given the size of the firms in question, the fees would represent less than 15% of their overall fees, and the Audit Committee confirmed that the tender document contained sufficient information to enable the audit firm to fully understand the Group's business and the exact scope of the remit.

It further stated that the tender contained non-discriminatory criteria so that the various proposals submitted by the firms could be evaluated fairly.

It also validated the analysis prepared by management on the outcome of the selection procedure. It examined the applications and proposed at least two candidates to the Board of Directors, clearly recommending one of the candidates.

The Committee met twice with the statutory auditors in 2021 to discuss the audit plan. No management members were present at the meetings.

It reviewed the half-yearly and annual accounts and the conditions under which the auditors had carried out their remit.

The Audit Committee asked the auditors about any inspection that may have been carried out by the Haut Conseil du Commissariat aux Comptes (H3C) in respect of their auditing remit in 2021, and noted that no such inspection had been carried out.

It checked that the auditors had submitted their report to the Committee prior to issuing their final report. It discussed with the auditors the key points of the audit and in particular the areas for improvement.

The Committee reviewed the financial reporting process and made comments and recommendations to ensure the integrity of the reporting.

It examined the effectiveness of the risk management system and the internal control framework, particularly through the work of the audit committees in the operating subsidiaries.

Completing its mission, the Audit Committee reviewed the organisation put in place by management.

› MAIN ACTIVITIES OF THE AUDIT COMMITTEE IN 2021

In 2021, the Audit Committee made every effort to fulfill its mission to assist and inform the Board of Directors. After each meeting of the Audit Committee, it reported to the Board on its work and findings and issued recommendations on specific points of concern.

These recommendations were discussed by the Board.

In addition to its main remit, the Audit Committee undertook the following tasks, in particular by reviewing the work of the audit committees of the operating subsidiaries:

1. review of the draft reference document
2. review of the draft financial press releases prepared by management
3. review of the corporate governance report
4. the certificate issued by the independent third-party on the CSR report
5. monitoring the main risk areas and the internal control system
6. approving the internal audit plans of its operating subsidiaries for 2022
7. review of the internal audit missions of its operating subsidiaries
8. review of the risk mapping of its operating subsidiaries
9. authorisations of non-audit assignments
10. monitoring the independence of the statutory auditors and obtaining their written report
11. review of the statutory auditors' proposed approach to their work (fees, processes, risks, coverage, etc.). ;
12. review of the anti-corruption system
13. review of possible fraud

REMUNERATION COMMITTEE

The Remuneration Committee, chaired by Christian Baillet, is comprised of two members. It advises the Board of Directors on compensation plans and strategies and, more specifically, on compensation terms for members of the Executive Board, share option schemes and other incentive schemes.

FREE SHARE SCHEME

No free share scheme was set up for Group employees in 2021.

Details of the existing schemes are as follows:

Type of scheme (euros)	**2017 award scheme**		**2021 award scheme**
Date of General Meeting	14 June 16	14 June 16	12 June 20
Date of first awards under the scheme	4 Sept 17	4 Sept 17	18 March 21
Total number of free shares awarded	440 000	138 000	135 000
Start date of award of free shares	4 Sept 17	4 Sept 17	18 March 21
Award period	4 Sept 20	4 Sept 22	18 March 24
Vesting period in the event of non-fulfilment of the performance condition	4 Sept 27	4 Sept 27	18 March 31
Conditional on employee remaining with the Company	Yes	Yes	Yes
Share price performance conditions	€6.50	€6.00	€6.80
Number of free shares outstanding at 1 January	440,000	138,000	135,000
Number of free shares cancelled during the year	60,000	-	-
Number of free shares outstanding at 31 December	**380,000**	**138,000**	**135,000**
Number of persons concerned	2	4	4

SHARE BUYBACK PROGRAMME

In its 8th resolution, the Combined Annual and Extraordinary General Meeting of 10 June 2021 approved a share buyback programme.

On 8 July 2020, the Company announced the implementation of a share buyback programme and reiterated the terms and objectives:

- **Objectives of the buyback programme**
  Shares purchased in connection with or pursuant to the foregoing authority may be acquired for the purpose of:

  - allotting shares in connection with a capital increase reserved for Group employees under employee share option schemes that would be granted to employees;

  - remittance in payment or exchange or as hedging obligations for debt securities, in connection with external growth operations;

  - cancelling all or part of these shares through a reduction in share capital with a view to optimising earnings per share, subject to the adoption of a specific resolution to this effect by the Extraordinary General Meeting of Shareholders;

  - facilitating trading liquidity and price stability of the issuer's securities or avoiding price inconsistencies that are not justified by market trends, by means of a liquidity contract.

  The shares may be purchased, sold or exchanged at any time and by any means, including through the use of options and/or in the form of block sales, provided however that such transactions do not increase share price volatility, and excluding the purchase of call options, including during a takeover bid, within the limits of securities regulations.

- **Maximum amount allocated to share buyback programmes**
  The General Meeting set the maximum number and the characteristics of the securities which the issuer intends to acquire as well as a maximum purchase price of €8. The resolution adopted by the General Meeting provides that VIEL & Cie may acquire its own shares, up to a limit of 10% of the number of shares comprising the share capital. The maximum amount of the operation is therefore set at €10,989,576.

- **Duration of the buyback programme**
  The programme is to run until the General Meeting called to approve the accounts for the 2021 financial year.

  The Company held 4,378,501 treasury shares at 31 December 2021.
  During the year, the Company acquired 810,401 of its own shares under buyback programmes for the purpose of cancellation, at an average price of €5.72. At 31 December 2021, the Company held a total of 830,003 treasury shares allocated to this objective, or 3.13% of the Company's capital.

  In its 8th resolution, the Combined Annual and Extraordinary General Meeting of 10 June 2021 granted authority to the Board of Directors to reduce the share capital by an amount not exceeding 10% of the share capital, by cancelling treasury shares held under the above authority.

  During the year, the Company cancelled 2,220,500 of its own shares earmarked for cancellation, resulting in a reduction in share capital of €444,100.

INFORMATION ON THE GROUP'S INTERNAL CONTROL AND RISK MANAGEMENT PROCEDURES RELATING TO THE PREPARATION AND PROCESSING OF ACCOUNTING AND FINANCIAL DATA

The financial regulations under which VIEL & Cie's subsidiaries operate define the internal control environment required of all regulated companies.

The regulations applicable within the Group lay down the principles regarding control systems for operations and internal procedures, accounting and information processing, risk and performance measurement, oversight and risk management, and internal control documentation and information.

The Board of Directors thus reviews the Group's activity and results and the internal control system, particularly compliance control, based on the information it receives.

The purpose of the internal control system is primarily to provide reasonable assurance regarding:

- the implementation and optimisation of operations,
- the reliability of financial information,
- compliance with the laws and regulations in force.

One of the objectives of the Group's internal control system is to prevent and control risks arising from the Company's activity and the risk of errors or fraud at all stages of the Company's activity. As with any control system, however, it cannot guarantee that such risks will be totally eliminated. As a result, the accounting and internal control systems do not provide management with the certainty that the objectives set are being achieved, due to the inherent limitations of any system's operation.

VIEL & Cie financial statements are prepared by the accounting team, under the responsibility of the Executive Board and the Chief Financial Officer. A manual of accounting procedures describes the overall organisation of the accounting department, the tools used, the account closing procedures and the applicable accounting plans.

INFORMATION ON AGREEMENTS CONCLUDED OR ONGOING IN 2021

› REGULATED AGREEMENTS

The following agreements were ongoing in 2021:

- On 29 April 2016, the Board of Directors authorised the signing of a 6-year commercial sublease, effective from 2 May 2016.
  This lease, concluded between Viel et Compagnie-Finance and our Company, concerns rental of the premises at 9 Place Vendôme, Paris (1er), representing a surface area of 373 m². The rent is indexed annually on 2 May to the Tertiary Activities Rent Index (TARI).
  The Directors concerned by this agreement are Messrs. Patrick Combes and Christian Baillet and Ms Catherine Nini.
  The rent and service charges (excluding tax) for 2021 billed by Viel et Compagnie-Finance amounted to €356,324.51.

- On 28 August 2013, the Board of Directors authorised a cash current account ("compte courant de trésorerie") to be set up between Bourse Direct and our Company. This account bears interest at EONIA plus a 0.25% margin.
  An addendum was signed on 9 March 2017 between the two parties, providing for annual interest at the 3-month EURIBOR rate plus a 0.75% margin. This addendum was ratified by the Board of Directors on 20 March 2018.
  The Directors concerned are Ms Catherine Nini and Mr Christian Baillet.
  At 31 December 2021, our Company's current account advance was zero euros. However, the Company was billed €14,234 for interest charges related to cash flows for the year.

› AGREEMENTS RELATED TO ORDINARY OPERATIONS CONCLUDED IN THE NORMAL COURSE OF BUSINESS

The Board of Directors established a procedure to regularly assess whether agreements related to ordinary operations entered into in the normal course of business under Article L. 22-10-12 continue to qualify as such.

This procedure consists of conducting an annual review of such agreements during the Board of Directors' review of regulated agreements. Persons having a direct or indirect interest in any such agreement may not take part in its assessment.

PRINCIPAL RISK FACTORS IDENTIFIED IN THE GROUP

The risks identified mainly concern VIEL & Cie's operating subsidiaries in connection with their activities. The principal risks are disclosed below to the extent that they may impact the value of the investments concerned in VIEL & Cie's portfolio. Each operating subsidiary has full management autonomy, but provides regular financial reporting to VIEL & Cie.

These subsidiaries are mainly exposed to the following risks:

- credit and counterparty risk
- liquidity risk
- market risk
- currency risk
- interest rate risk
- partnership risks
- operational risk related to controlled interests.

The Board of Directors assesses risks existing within the Group and exercises oversight of the executive management. It is assisted in these tasks by the Audit Committee, whose role is to oversee the internal control system for financial reporting, risk management, and compliance with local laws and regulations. The Internal Audit department conducts timely reviews of risk management and internal control procedures, and reports its findings to the Audit Committee of the various operating segments.

In order to effectively monitor operational risks, the Group's subsidiaries have developed a uniform risk map based on Basle II classifications. The Group uses One-SumX software to identify these operational risks for each subsidiary and coordinate information regarding the nature of these risks. This approach is in line with the Group's policy of controlling operational risks.

› CREDIT AND COUNTERPARTY RISK

As a holding company, VIEL & Cie is not exposed to credit risk.

Credit risk is primarily the risk of financial loss for the operating subsidiaries in the event that a customer or a counterparty to a financial instrument does not fulfil its obligations. This risk mainly concerns the item "Trade and other receivables".

VIEL & Cie's operating subsidiaries are interdealer brokers in the financial and non-financial markets, serving mainly institutional clients for Compagnie Financière Tradition, and retail customers for Gaitame (Japan-based subsidiary of Compagnie Financière Tradition), and Bourse Direct.

Interdealer broking: Compagnie Financière Tradition

This broking business consists of facilitating contact between two counterparties to a trade, and receiving a commission for services rendered. Compagnie Financière Tradition's exposure to credit risk in connection with these activities is therefore very limited. The quality of counterparties is evaluated locally by the subsidiaries in accordance with Group guidelines, and commission receivables are closely monitored. Impairments are recognised where necessary on certain receivables.

Some of the Group's operating companies act as principal in the simultaneous purchase and sale of securities for the account of third parties. These trades are managed through clearing houses on a cash settlement basis against delivery of the securities. Since October 2014, the period between the transaction date and the settlement date has generally been two days, during which time these companies are exposed to counterparty risk.

This risk is contained within the limits set by Compagnie Financière Tradition's Credit Committee, which bases its decisions on the creditworthiness of the counterparty, taking into account ratings published by recognised bodies (External Credit Assessment Institutions (ECAI)), and available financial information (stock market prices, credit default swaps, yields in the secondary bond markets, etc.). Where no external rating is available, Compagnie Financière Tradition calculates an internal rating using internal methods. Aside from the counterparty's rating, the type of instruments traded and their liquidity are also taken into account for determining the limit.

Compagnie Financière Tradition's Risk Management department, or the risk management departments of the operational zones, independently establish credit limits and monitor adherence. The limits are reviewed regularly, at set frequencies or following events that could affect the creditworthiness of the counterparty or the environment in which it operates (country, type of sector, etc.).

Exposure is concentrated in regulated financial institutions, the majority of which have investment grade ratings.

The clearing itself is handled by specialised teams. The Tradition Group's indirect subsidiary, Tradition London Clearing Ltd, is a dedicated clearing company and the lynchpin of the Group's matched principal operations for Europe and Asia. Tradition London Clearing Ltd is responsible for following up trades introduced by the Tradition Group's operating entities, until their final settlement in the clearing houses. Tradition Asiel Securities Inc., one of the Tradition Group's US subsidiaries, performs all clearing operations in the United States. This company is a member of the FICC (Fixed Income Clearing Corporation), a central settlement counterparty for US government securities. Membership in the FICC considerably reduces the risk of a counterparty default, since it guarantees settlement of all trades entering its net.

Online trading: Bourse Direct

Bourse Direct caters mainly to retail investors, whose transactions are covered by cash deposited in their securities account; automatic control systems are in place to prevent trades where there is insufficient cover.

Bourse Direct also serves institutional customers. All counterparties in this segment must be approved by the Credit Committee. Most counterparties are major financial institutions with excellent credit ratings. An essential part of the approval process is the separation of operating functions from risk assessment and authorisation. Bourse Direct's management regularly monitors compliance with decisions, and reviews the effectiveness of control procedures for counterparties and clearing operations.

› LIQUIDITY RISK

VIEL & Cie must always have sufficient funds available to enable it to finance ongoing operations and maintain its investment capability. Exposure to liquidity risk is managed at the holding company level through ongoing monitoring of the duration of funding, the availability of credit facilities, and the diversification of funding sources. The Group also operates a conservative investment policy for surplus cash by placing cash balances in risk-free, cash and money market instruments. Cash flow agreements are entered into between VIEL & Cie and certain subsidiaries in order to optimise treasury management within the Group.

Liquidity risk arises when subsidiaries encounter difficulties in honouring their financial commitments. For risk management purposes this risk is divided into two types.

Transactional liquidity risk concerns the ability to meet cash flows related to matched principal trades or the requirements of market counterparties – for instance, the need to fund securities in the process of settlement or to post margins or collateral with clearing houses or banks that provide clearing services to the Group's consolidated companies.

These liquidity demands are hard to anticipate but are normally short term, overnight or even intra-day and are usually met from overdrafts with the clearing entity. In order to manage these risks the subsidiaries engaged in matched principal trading hold cash or cash equivalents sufficient to meet potential funding requirements using a statistical approach based on historical data, which is stress tested to establish an appropriate level of contingency funding.

Balance sheet liquidity risk is the risk that a Group entity will be unable to meet its net working capital needs over a certain period of time due to trading difficulties or significant investments in the business. In order to manage this risk, all the Tradition Group's trading entities prepare rolling twelve-month cash forecasts as part of the monthly financial reporting process, in order to identify any potential liquidity issues.

At the very least, all entities retain sufficient cash or cash equivalents to meet expected net cash outflows for the next three months. Checks are carried out twice a year to determine surplus funds in relation to local requirements. Moreover, regulations specific to investment companies require some Group companies to invest customers' cash in liquid, risk-free products that are not subject to interest rate or counterparty risk and are immediately accessible.

› MARKET RISK

VIEL & Cie is exposed to market risk in respect of the value of its assets and unfavourable changes in the costs of its debt. Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices and affect the Group's net profit or the value of its financial instruments. Market risk includes currency risk and interest rate risk.

The Group's sensitivity to market risks is disclosed in the notes to the consolidated financial statements.

› CURRENCY RISK

Because of its international standing, the Group is exposed to currency risk. This risk arises when subsidiaries conduct transactions in a currency other than their functional currency. Transactions are conducted mainly in US dollars (USD), sterling (GBP), euros (EUR), Swiss francs (CHF) and yen (JPY).

Currency risk is analysed globally and its management is the responsibility of the Executive Board. Group policy for hedging this risk is not part of a long-term hedging policy, but is dealt with through ad hoc hedging depending on economic conditions.

› INTEREST RATE RISK

The Group's exposure to interest rate risk arises mainly from the structure of its financial debt. However, since almost all the variable rate long-term financial debt is hedged through interest rate swaps, this risk is very marginal.

Financial debt commitments within the Group must be approved by the Executive Board.

› PARTNERSHIP RISKS

In line with its investment strategy, the Group has for many years focused on taking majority equity positions in its investments. When VIEL & Cie co-invested in partnership with another company, it entered into a shareholders' pact in order to protect its interests in that investment.

› OPERATIONAL RISK RELATED TO CONTROLLED INTERESTS

Operational risk covers all risks arising from transaction processing, and ranges from the correct execution of customer orders through to order confirmation and administrative processing. It also includes breakdowns in the IT system that interfere with order execution.

Another source of operational risk is the major role that key employees can play within the organisation. There is also the risk of competitors headhunting from our operational teams. Finally, the development and improvement of IT tools is a major challenge.

RESEARCH AND DEVELOPMENT ACTIVITY

Bourse Direct, a subsidiary of VIEL & Cie, produces research through a team specialised in new technologies for online trading. Work is also undertaken as part of Compagnie Financière Tradition's activities in market tools.

FINANCIAL STRUCTURE AND USE OF FINANCIAL INSTRUMENTS

The Group's operating subsidiaries closely monitor their treasury activities to ensure that they have sufficient cash to meet operational needs as well as the Group's strategic business plans.

At 31 December 2021, VIEL & Cie had debts of €200,000,000 with maturities of 1 to 5 years, and an available cash balance of €124,879,000 on an individual basis. Available consolidated cash stood at €491,031,000, with consolidated debt of €511,042,000.
Bank borrowings are subject to early repayment clauses; the Group must respect certain contractual ratios, mainly relating to its net cash/debt position, or the level of net financial expense. The Group was within these ratios at 31 December 2021.

VIEL & Cie does not use hedge accounting (see notes to the consolidated financial statements - Derivative financial instruments).

INFORMATION ON SUPPLIERS

At 31 December 2021 Euros	Past due invoices at the balance sheet date					
	Not yet due	1 to 30 days	31 to 60 days	61 to 90 days	More than 91 days	Total overdue (1 day and over)
Number of invoices concerned	7					1
Outstanding at 31.12.2021 (in euros)	7,716.20	0	14.88	0	0	14.88
Percentage of the total amount of purchases in the year (excl. tax)	0.20%	0.00%	0.00%	0.00%	0.00%	0.00%
Number of invoices excluded relating to disputed debts	0					

At 31 December 2020 Euros	Past due invoices at the balance sheet date					
	Not yet due	1 to 30 days	31 to 60 days	61 to 90 days	More than 91 days	Total overdue (1 day and over)
Number of invoices concerned	11					1
Outstanding at 31.12.2020 (in euros)	51,450,61	20,000.00	0.00	0.00	0.00	20,000.00
Percentage of the total amount of purchases in the year (excl. tax)	2.21%	0.86%	0.00%	0.00%	0.00%	0.86%
Number of invoices excluded relating to disputed debts						0

The above due dates are based on payment terms stated in the invoices or otherwise at the end of the calendar month in which invoices were received.

Past due debts are mostly less than 30 days.

Invoices must be approved by the competent services prior to any payment.

INFORMATION ON CUSTOMER PAYMENTS

No customer receivables were outstanding at 31 December 2021.

INFORMATION ON NON-TAX-DEDUCTIBLE EXPENSES

VIEL & Cie recognised non-tax-deductible expenses of €80,801 for the 2021 financial year, consisting entirely of the non-tax-deductible portion of Directors' fees.

INFORMATION ON SUBSIDIARIES AND EQUITY INVESTMENTS

At 31 December 2021, VIEL & Cie held 70.97% of the capital of Compagnie Financière Tradition compared with 70.89% in the previous year, while its holding in Bourse Direct increased from 76.16% to 77.19%. Its equity holding in SwissLife Banque Privée remained unchanged at 40%.

TREASURY SHARES

VIEL & Cie exercised the authority to purchase its own shares by purchasing 810,401 shares in 2021 with a view to cancellation. The Company held 6.31% of its capital comprising 4,378,501 shares at 31 December 2021.

The Company cancelled 2,220,500 shares during the year.

The movements recorded in 2021 were as follows:

	Situation at 31/12/2020			Increases: buybacks			Reductions: disposals/cancellations			Situation at 31/12/2021		
	Unit value	Number of shares	Value €000	Unit value	Number of shares	Value €000	Unit value	Number of shares	Value €000	Unit value	Number of shares	Value €000
Shares bought for cancellation	4.74	2,240,102	10,626	5.72	810,401	4,636	4.74	2,220,500	10,520	5.71,	830,003	4,741
Shares bought for the purpose of acquisition-led growth	3.76	3,548,498	13,338	-	-	-	-	-	-	3.76	3,548,498	13,338
TOTAL	4.14	5,788,600	23,964	5.72	810,401	4,636	4.74	2,220,500	10,520	4.13	4,378,501	18,079

INFORMATION ON DIVIDENDS

The dividend history over the past three financial years (before deduction of the portion attributable to treasury shares) is as follows:

- a dividend of €0.28 per share was paid in June 2021 for the 2020 financial year, for a total payment of €20,054,431.04.
- a dividend of €0.25 per share was paid in June 2020 for the 2019 financial year, for a total payment of €17,905,742.00.
- a dividend of €0.25 per share was paid in June 2019 for the 2018 financial year, for a total payment of €18,881,422.75.

INFORMATION ON THE PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

VIEL & Cie, in its role of investor, maintains an internal information reporting system based on a business segment approach, applied to each of the Group's core businesses that have similar overall risk profiles.

In order that the presentation of financial information is consistent with the internal reporting system, segment information is presented according to the Group's four business sectors - interdealer broking through its holding in Compagnie Financière Tradition, online broking through Bourse Direct, private banking through SwissLife Banque Privée, and real estate.

EMPLOYEE SHARE OWNERSHIP

The Company did not set up any employee share ownership scheme.

ELEMENTS THAT MAY HAVE A BEARING IN THE CASE OF A TAKEOVER BID (OPA)

The Company's capital structure is presented in this report. The Company's majority shareholder holds a 62.12% interest, which is likely to hamper any attempted takeover of the Company without this shareholder's approval.

There are no restrictions on voting rights and share transfers under the Articles of Association, and the Company is not aware of any shareholders' agreement. Known direct or indirect interests in the Company's capital are disclosed in this report (see information below).

The Company is not aware of any holders of securities encompassing special rights of control. There are no provisions for control mechanisms in any employee share ownership scheme.

Regulations governing the appointment and replacement of directors, as well as amendments to the Company's Articles of Association, mirror statutory provisions and are set out in the Articles of Association.

The powers of the Board of Directors mirror the statutory provisions. Moreover, the Board has been authorised by the General Meeting to purchase shares of the Company up to a limit of 10% of the capital and to cancel shares up to a limit of 10% of the share capital. It has also been delegated the powers mentioned elsewhere in this report. Shareholders are being asked to delegate to the Board of Directors the financial authorities described in this report, including issuance of poison pills.

There are no significant material agreements entered into by the Company which would be amended or terminated in the event of a change in control of the Company.

There are no agreements providing for compensation to be paid to Directors or Company employees if they resign, are dismissed, or their employment terminates because of a takeover bid.

TRANSACTIONS BY DIRECTORS AND OFFICERS OF THE COMPANY

Pursuant to Article 223-26 of the AMF General Regulations, no transactions mentioned in Article L. 621-18-2 of the Monetary and Financial Code were disclosed to the Company in the past financial year.

DELEGATIONS GRANTED TO THE BOARD OF DIRECTORS

As required by Article L. 225-100(7) of the Commercial Code, a summary of delegated powers currently in effect, granted to the Board of Directors by the General Meeting, and the use made of such powers during the 2021 financial year is shown below:

Type of delegation	AGE	Expiration dates	Authorised amount	Used	Remaining authority
Capital increase (general delegation with pre-emptive rights maintained)	12/06/2020	26 months	€50,000,000	-	€50,000,000
Capital increase (general delegation with disapplication of pre-emptive rights)	12/06/2020	AGM called to approve the accounts for 2021	€10,000,000	-	€10,000,000
Capital increase (general delegation with disapplication of pre-emptive rights - Art. L. 411-2.II MFC)	12/06/2020	26 months	€10,000,000	-	€10,000,000
Capital increase by capitalising reserves	10/06/2020	18 months	€5,000,000	-	€5,000,000
Capital increase by issuing warrants (pre-emptive rights maintained)	10/06/2021	26 months	€30,000,000	-	€30,000,000
Capital increase by granting free, existing or yet to be issued shares	12/06/2020	26 months	€1,432,459	-	€1,432,459
Capital increase by issuing warrants (in case of public offering)	10/06/2021	18 months	€10,000,000	-	€10,000,000
Capital reduction (cancellation of shares)	10/06/2021	24 months	€1,432,459	€444,100	€988,359
Capital increase (granting of free shares to employees of associates) (with pre-emptive rights maintained)	12/06/2020	38 months	€1,432,459	-	€1,432,459

BOARD OF DIRECTORS' REPORT ON RESOLUTIONS TO BE PUT TO THE ANNUAL AND EXTRAORDINARY GENERAL MEETING ON 9 JUNE 2022

Twenty-five resolutions will be put to the shareholders at the General Meeting of Shareholders to be held on 9 June 2022 at 9.15 am.

I – The first twelve resolutions (resolutions 1 to 12) and the 25th resolution fall within the competence of the Annual General Meeting and concern: the approval of the annual and consolidated accounts for the financial year ended 31 December 2021, the appropriation of net profit, the approval of the regulated agreements referred to in Articles L. 225-38 *et seq.* of the Commercial Code, the the appointment of an incumbent Statutory Auditor and a Deputy Statutory Auditor, the approval of the information referred to in Article L. 22-10-9 of the Commercial Code, the approval of the remuneration policy for officers of the Company, the approval of the fixed, variable and exceptional components of the total compensation and benefits of any kind paid during the past financial year or allocated in respect of the past financial year as well as for the current financial year to the Chairman of the Board of Directors and the Directors, and the granting of authority for a share buyback programme.

II – The other twelve resolutions (resolutions 13 to 24) fall within the competence of the Extraordinary General Meeting and concern the renewal of financial authorities and delegations intended to give your Company the financial means to develop and to implement its strategy, as well as amendments to the Company's Articles of Association, in particular to bring them into line with regulatory provisions.

1/ APPROVAL OF THE COMPANY ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2021 (1ST RESOLUTION)

We ask you to approve the Company accounts for the year ended 31 December 2021, showing a profit of 18,185,747.26 euros.

2/ APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2021 (2ND RESOLUTION)

We ask you to approve the consolidated accounts for the year ended 31 December 2021, showing a Group share of net profit of 50,961,000 euros.

3/ APPROPRIATION OF NET PROFIT FOR THE YEAR (3RD RESOLUTION)

The proposed appropriation of net profit of our Company submitted for your approval is in accordance with the law and our Articles of Association.

We propose appropriation of the available earnings for the year, amounting to 18,185,747.26 euros, as follows:

Determination of distributable amounts:

› Net profit for the year	18,185,747.26 euros
› Retained earnings	12,212,321.25 euros
Amount for appropriation	**30,398,068.51 euros**

Proposed appropriation:

› Dividends	20,820,740.40 euros
› Retained earnings for proposed appropriation	9,577,328.10 euros
Total	**30,398,068.51 euros**

The dividend distribution for the financial year totals 20,820,740.40 euros (dividend x number of shares), and has been set at 0.30 euros per share. The Board of Directors has full power and authority to record in the "Retained earnings" account the fraction of the dividend corresponding to the treasury shares held by VIEL & Cie.

The dividend history over the past three financial years (after deduction of the share attributable to treasury shares) is as follows:

- in June 2021, 0.28 euros per share was paid for the 2020 financial year, for a total of 20,054,431.04 euros
- in June 2020, 0.25 euros per share was paid for the 2019 financial year, for a total of 17,905,542 euros
- in June 2019, a dividend of 0.25 euros per share was paid for the 2018 financial year, for a total of 18,881,422.75 euros.

4/ SPECIAL REPORT OF THE AUDITORS ON REGULATED AGREEMENTS AND COMMITMENTS, AND APPROVAL OF SUCH AGREEMENTS (4TH RESOLUTION)

We ask you to approve the agreements that were entered into or ongoing in 2021, referred to in Article L. 225-38 of the Commercial Code and duly authorised by the Board of Directors.

They are also set out in the special report of the Statutory Auditors on the matter, which will be presented to you at the Meeting.

No new regulated agreements were entered into in 2021.

5/ APPOINTMENTS OF THE STATUTORY AUDITORS (5TH AND 6TH RESOLUTIONS)

The term of office of one Statutory Auditor and one Deputy Statutory Auditor expires at the conclusion of the next General Meeting.

We propose that you appoint the firm KPMG SA as Statutory Auditor, for a term of six financial years, namely until the conclusion of the Annual General Meeting called to approve the accounts for the financial year ended 31 December 2027.

In accordance with the law, we propose that you do not renew the appointment of the current Deputy Statutory Auditor, PICARLE & Associés.

6/ AUTHORITY FOR THE IMPLEMENTATION OF THE SHARE BUYBACK PROGRAMME (7TH RESOLUTION)

In the 7th resolution, we propose that you grant the Board of Directors, for a period of eighteen months, the necessary powers to purchase shares of the Company, in one or several stages and at such times as it deems appropriate, up to a limit of 10% of the number of shares making up the share capital, adjusted, if necessary, to take account of any capital increase or capital reduction operations that may be carried out during the course of the programme.

This authority would terminate the authority granted to the Board of Directors by the General Meeting of 10 June 2021 in its 8th resolution.

Shares purchased in connection with or pursuant to the foregoing authority may be acquired for the purpose of:

- allotting shares in connection with a capital increase reserved for Group employees under employee share option schemes;
- delivering shares as payment or exchange or hedging obligations related to debt securities, in connection with external growth operations;
- cancelling all or part of these shares by reducing the capital with a view to optimising earnings per share, subject to the adoption of a specific resolution by the General Meeting of Shareholders voting on special business;
- facilitating trading liquidity and price stability of the issuer's securities or avoiding price inconsistencies that are not justified by market trends, by means of a liquidity contract;
- any other purpose that is or may become authorised by law or regulations in force.

These share purchases could be carried out by any means, including the acquisition of blocks of securities, and at such times as the Board of Directors may deem appropriate.

The Company would reserve the right to use options or derivative instruments within the scope of the applicable regulations.

We propose that the maximum purchase price be set at 8 euros and consequently the maximum amount of the transaction at 20,493,966.40 euros, calculated on the basis of the share capital at 31 December 2021 and the 4,378,501 treasury shares held at that date.

7/ APPROVAL OF THE REMUNERATION REPORT (8TH RESOLUTION)

Pursuant to Article L. 22-10-8 of the Commercial Code, it is proposed that the Meeting approve the information referred to in Article L. 22-10-9, subsection I, of the Commercial Code regarding the remuneration of all officers of the Company, as set out in the corporate governance report in the Annual Report.

8/ APPROVAL OF THE REMUNERATION POLICY FOR OFFICERS OF THE COMPANY (9TH RESOLUTION)

Pursuant to Article L. 22-10-8 of the Commercial Code, we ask you to approve the remuneration policy for officers of the Company as set out in the corporate governance report in the Annual Report.

8.1/ COMPENSATION COMPONENTS FOR THE CHAIRMAN AND CHIEF EXECUTIVE OFFICER (10TH RESOLUTION)

Pursuant to Article L. 22-10-8 of the Commercial Code, we ask you to formally note that no fixed or variable compensation was paid to the Chairman of the Board of Directors during the past financial year, other than the compensation allocated in his capacity as Director, or granted in respect of the same financial year to Mr Patrick Combes, Chairman and Chief Executive Officer, determined in accordance with the remuneration principles and criteria approved by the General Meeting of 10 June 2021 in its 12th resolution.

These components are presented in the corporate governance report in the Annual Report.

In the 11th resolution, we also ask you to approve the same terms of remuneration for the Chairman and Chief Executive Officer for the coming year.

8.2/ COMPENSATION COMPONENTS FOR DIRECTORS (12TH RESOLUTION)

Members of the Board of Directors receive allocated compensation of 84,000 euros and we propose that this allocation be renewed for the same amount. This amount is divided equally between all the Directors, including the Chairman of the Board.

9/ FINANCIAL DELEGATIONS

The Board of Directors wishes to have the necessary delegations of authority to undertake, if deemed necessary, any issue of securities that may be required for the development of the Company's activities.

You are therefore being asked to renew the financial delegations that are now expiring. The status of current delegations may be found in the table of delegations and authorities granted by the General Meeting to the Board of Directors, in the corporate governance report in the 2021 Universal Registration Document.

9.1/ AUTHORITY TO REDUCE SHARE CAPITAL BY CANCELLATION OF TREASURY SHARES (13TH RESOLUTION)

In the 13th resolution, we propose that you grant authority to the Board of Directors, for a period of 24 months, to cancel, at its sole discretion, pursuant to the cancellation objective defined in the 7th resolution of this Meeting, in one or several stages, up to a limit of 10% of the share capital, calculated at the date of the cancellation decision, after deduction of any shares cancelled during the previous 24 months, the treasury shares that the Company holds or may hold as a result of the purchases made under its buyback programme and to reduce the share capital accordingly in accordance with the legal and regulatory provisions in force.

The Board of Directors would therefore have the necessary powers in such matters.

9.2/ DELEGATION OF AUTHORITY TO INCREASE THE SHARE CAPITAL BY CAPITALISING RESERVES, PROFIT AND/ OR PREMIUMS (14TH RESOLUTION)

The delegation of this type of authority expires this year and has not been used.

We ask you to grant authority to the Board of Directors, pursuant to Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the Commercial Code to increase the capital by capitalising reserves, profits, premiums or other sums that may be capitalised, by issuing and granting free shares, or by increasing the nominal value of existing ordinary shares, or a combination of the two.

The nominal amount of the capital increase resulting from this delegation may not exceed five (5) million euros, representing approximately 36% of the existing capital. This amount would not include the nominal amount of the increase in capital that may be required by law or by contract to protect the rights of holders of securities conferring the right to shares. This ceiling would be separate from all the ceilings provided for in the other resolutions of this Meeting.

This delegation would be for a period of 18 months, and would render null and void any unused portion of any previous delegation granted for the same purpose.

9.3/ DELEGATION OF AUTHORITY TO ISSUE POISON PILLS IN FAVOUR OF SHAREHOLDERS IN THE EVENT OF A TAKEOVER BID (18TH RESOLUTION)

We propose that, in the event of a hostile takeover bid for the Company, you grant the Board of Directors authority to take any measure which would be likely to cause the offer to fail, subject to the powers expressly granted to General Meetings within the limits of the Company's interests.

In particular, pursuant to Articles L. 233-32 and L. 233-33 of the Commercial Code, the Company would be able to issue warrants allocated free of charge to shareholders, enabling them to subscribe for shares on preferential terms, the effect of which would be to increase the cost of the operation.

The maximum amount of shares issued may not exceed ten (10) million euros.

This delegation would be for a period of 18 months.

9.4/ DELEGATION OF AUTHORITY TO INCREASE CAPITAL FOR THE BENEFIT OF MEMBERS OF A COMPANY SAVINGS SCHEME (19TH RESOLUTION)

We submit this resolution for your approval in order to comply with the provisions of Article L. 225-138-1 of the Commercial Code, according to which the Extraordinary General Meeting must also vote on a resolution seeking approval for a capital increase under the conditions provided for in Articles L. 3332-18-I *et seq.* of the Labour Code, when it delegates its authority to undertake a capital increase in cash.

As the Meeting has been asked to vote on delegations likely to generate capital increases in cash, it must also decide on a delegation in favour of the members of a company savings scheme.

In connection with this delegation, it is proposed that you grant authority to the Board of Directors to increase the share capital in one or several stages by issuing ordinary shares or securities giving access to the Company’s share capital in favour of the members of one or more Company or Group savings schemes set up by the Company and/or the French or foreign companies related to it, under the conditions of Article L. 225-180 of the Commercial Code and Article L. 3344-1 of the Labour Code.

Pursuant to Article L. 3332-21 of the Labour Code, the Board of Directors may provide for beneficiaries to be allotted, free of charge, new or existing shares or other issued or yet to be issued securities giving access to the Company’s share capital, in respect of (i) the Company’s contribution that may be paid pursuant the rules of Company or Group savings schemes and/or (ii), where applicable, the discount, and may decide, in the event of the issue of new shares in respect of the discount and/or the Company’s contribution, to capitalise the reserves, profits or premiums necessary for the payment of such shares.

The General Meeting would disapply the shareholders’ pre-emptive right, as provided by law.

The maximum nominal amount of the capital increases that may be undertaken under this delegation may not bring the employee shareholding, calculated in accordance with Article L. 225-102 of the Commercial Code (including the existing shareholding), to more than 1% of the total share capital at the date of the Board of Directors' decision to implement this delegation.

This delegation would be for a period of 26 months.

It should be noted that, in accordance with Article L. 3332-19 of the Labour Code, when the lockup period provided for by the scheme pursuant to Articles L. 3332-25 and L. 3332-26 of the Labour Code is ten years or more, the price of the shares to be issued may not be more than 30% or 40% below the average quoted price for the share during the 20 trading days preceding the date of the decision setting the opening date for the subscription period, nor may it be higher than this average.

The Board of Directors would have the necessary powers, within the above limits, to set the terms and conditions of the issue or issues, record the resulting capital increases, amend the Articles of Association accordingly, charge, at its sole discretion, the costs of the capital increases to the amount of the relevant premiums, and deduct from that amount the sums necessary to bring the legal reserve up to one tenth of the new share capital after each increase, and in general do everything that may be necessary or expedient in this respect. In view of the other employee incentive measures deployed by the Company, the Board of Directors recommends that this resolution be rejected.

10/ DELEGATIONS OF AUTHORITY TO ISSUE ORDINARY SHARES AND/OR SECURITIES

Delegations of authority in this regard expire this year and have not been used.

It is proposed that you renew the delegations of authority to undertake capital increases via cash contributions, with or without disapplication of pre-emptive subscription rights.

The purpose of these delegations is to give the Board of Directors full discretion to issue, at such times as it chooses, for a period of 26 months:

- ordinary shares, up to a maximum of ten (10) million euros; and/or
- securities giving access to the share capital and/or debt securities, up to a maximum of fifty (50) million euros;

the subscription may be made either in cash or by set-off of claims;

10.1/ GENERAL DELEGATION OF AUTHORITY TO THE EXECUTIVE BOARD TO ISSUE SHARES AND/OR SECURITIES GIVING ACCESS TO SHARES THAT ARE OR WILL BE ISSUED IN A CAPITAL INCREASE, WITH THE PRE-EMPTIVE SUBSCRIPTION RIGHT MAINTAINED (15TH RESOLUTION)

The purpose of this delegation is to give the Executive Board full discretion to issue, at such times as it chooses:

- ordinary shares; and/or
- securities giving access to share capital and/or debt securities.

Under this delegation, the issues would be undertaken with shareholders' pre-emptive subscription rights maintained.

If the issue is not taken up in full, the Board of Directors may take the following courses of action:

- limit the issue to the amount of the subscriptions received, where applicable, within the limits provided for by regulations,
- freely allocate all or part of the unsubscribed securities; offer all or part of the unsubscribed securities to the public.

The issues of warrants to subscribe for shares in the Company may be carried out by way of a subscription offer, but also by allotment free of charge to holders of existing shares. Moreover, the Board of Directors could decide that fractional entitlements to shares would not be tradable and that the corresponding securities would be sold.

10.2/ GENERAL DELEGATION OF AUTHORITY TO ISSUE ORDINARY SHARES AND/OR SECURITIES GIVING ACCESS TO SHARE CAPITAL AND/OR DEBT SECURITIES WITH PRE-EMPTIVE SUBSCRIPTION RIGHTS DISAPPLIED, VIA A PUBLIC OFFERING (EXCLUDING THE OFFERINGS REFERRED TO IN 1° OF ARTICLE L. 411-2 OF THE MONETARY AND FINANCIAL CODE) AND/OR AS CONSIDERATION FOR SECURITIES IN CONNECTION WITH A PUBLIC EXCHANGE OFFER (16TH RESOLUTION)

Under this delegation, the issues would be in the form of a public offering, excluding the offers referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code.

Shareholders' pre-emptive right to subscribe for ordinary shares and/or securities giving access to share capital would be disapplied but the Board of Directors would have the option to grant shareholders a priority subscription right.

Added to this ceiling would be the nominal amount of the increase in capital that may be required by law or by contract to protect the rights of holders of rights or securities giving access to the Company's share capital;

The maximum nominal amount of the Company's debt securities that may be issued under this delegation could not exceed ten (10) million euros. This amount would be deducted from the ceiling on the nominal amount of debt securities set out in the 23rd resolution of this Meeting.

The issue price:

A. of ordinary shares of a similar nature (except those issued in connection with the public offerings referred to in Article L. 411-2-1 of the Monetary and Financial Code), would be at least equal to the minimum amount provided for by the laws and regulations in force when this delegation is implemented – i.e. as of the date of this Meeting and in accordance with the provisions of Article R. 22-10-32 of the Commercial Code - to the weighted average of the prices of the last three trading sessions preceding the start of the offering, possibly reduced by a maximum discount of 10%;

B. of securities would be such that the amount immediately received by the Company, plus, if applicable, the amount that it is likely to receive subsequently, is, for each ordinary share of a similar nature issued as a result of the issue of such securities, at least equal to amount referred to in paragraph "A" above;

In the event of an issue of securities as consideration for securities tendered in connection with a public exchange offer, the Board of Directors would have the necessary powers, within the above limits, to establish the list of securities tendered in exchange, and to set the terms of issue, the exchange ratio and, if applicable, the amount of the balance to be paid in cash, and determine the terms of issue.

If the issue is not taken up in full, the Board of Directors may take the following courses of action:

- limit the issue to the amount of the subscriptions received, where applicable within the limits provided for by regulations,
- freely apportion all or part of the unsubscribed securities;

This delegation would render null and void any unused portion of any previous delegation granted for the same purpose.

10.3/ GENERAL DELEGATION OF AUTHORITY TO THE BOARD OF DIRECTORS TO ISSUE SHARES AND/OR SECURITIES GIVING ACCESS TO SHARES THAT ARE OR WILL BE ISSUED IN A CAPITAL INCREASE, IN CONNECTION WITH A PUBLIC OFFERING UNDER ARTICLE L. 411-2 II OF THE MONETARY AND FINANCIAL CODE, WITH DISAPPLICATION OF SHAREHOLDERS' PRE-EMPTIVE RIGHT (17TH RESOLUTION)

Under this delegation, the issues would be undertaken in connection with a public offering referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code.

Shareholders' pre-emptive right to subscribe for shares giving access to ordinary shares would be disapplied.

The amount of securities that could be issued would be deducted from the ceilings set in the twenty-third resolution of this Meeting;

This delegation would render null and void any unused portion of any previous delegation granted for the same purpose by the Combined General Meeting of 12 June 2020 in its 14th resolution.

11/ DELEGATION TO THE BOARD OF DIRECTORS TO ISSUE SHARE WARRANTS WITH SHAREHOLDERS' PRE-EMPTION RIGHTS MAINTAINED (20TH RESOLUTION)

We propose that you delegate to the Board of Directors, in the event of a hostile takeover bid for Viel & Cie, the authority to take any measures which would be likely to cause the offer to fail, subject to the powers expressly granted to General Meetings within the limits of the Company's interests. In particular, the Company would be able to issue poison pills to shareholders free of charge enabling them to subscribe shares on preferential terms, the effect of which would be to increase the cost of the operation.

The shareholders' pre-emptive right to subscribe for these share warrants pro rata to their shareholding, is maintained.

The maximum amount of this delegation would be twenty (20) million euros and its duration would be 26 months.

12/ AUTHORITY TO ALLOT FREE OF CHARGE EXISTING AND/OR YET TO BE ISSUED SHARES TO EMPLOYEES AND/OR CERTAIN OFFICERS OF THE COMPANY OR COMPANIES IN ECONOMIC INTEREST GROUPS RELATED TO IT, AND WAIVER BY SHAREHOLDERS OF THEIR PRE-EMPTIVE RIGHT (21ST RESOLUTION)

In order to pursue an employee share incentive policy, you are asked to renew in advance the authority to allot free shares to employees of the Company and companies or economic interest groups related to it and/or certain corporate officers. This authority would be conferred for a period of 26 months from the date of this General Meeting and would immediately terminate the unused portion of the authority conferred by the Extraordinary General Meeting of 12 June 2020 under the 19th resolution.

We therefore propose that you authorise the Board of Directors to proceed, within the framework of Articles L. 225-197-1 and L. 22-10-59 of the Commercial Code, with the allotment of new shares deriving from an increase in capital through capitalisation of reserves, premiums or profits, or existing shares.

The beneficiaries of such allotments could be:

- employees of the Company or of companies or economic interest groups directly or indirectly related to it within the meaning of Article L. 225-197-2 of the Commercial Code, or certain categories of them,
- corporate officers who fulfil the conditions of Articles L. 225-197-1 and L. 22-10-59 of the Commercial Code.

The number of free shares allotted may not exceed 10% of the share capital on the grant date decided by the Board of Directors;

The allotment of shares to beneficiaries would become final, subject to fulfilment of any conditions and criteria set by the Board of Directors, at the end of a vesting period which would also be set by the Board of Directors and which may not be less than one year.

Beneficiaries would have to hold these shares for a period set by the Executive Board, which is at least equal to that required to ensure that the vesting period together with any lockup period, is not less than two years.

By way of exception, the final allotment would be made before the end of the vesting period if the beneficiary has a disability corresponding to the second and third categories provided for in Article L. 341-4 of the Social Security Code.

This authority would automatically entail the waiver of the pre-emptive right to subscribe for new shares issued by capitalising reserves, premiums, and profits.

The Board of Directors would therefore have full power and authority, within the above limits, to set the conditions and, where applicable, the criteria for allotting shares; to decide on the capital increase(s) through the capitalisation of reserves, premiums or profits corresponding to the issue of new shares allotted free of charge; to acquire the necessary shares; to determine the impact on the rights of beneficiaries of operations that modify the capital or are likely to influence the value of the shares to be allotted and that are carried out during the vesting period; and in general doing whatever this authority requires, to the extent permitted by law.

13/ AUTHORTY TO BE GRANTED TO THE BOARD OF DIRECTORS IN ACCORDANCE WITH THE PRINCIPLE OF RECIPROCITY AND ON THE TERMS SET BY THE DELEGATIONS GRANTED IN THE EVENT OF A TAKEOVER BID (22ND RESOLUTION)

We propose that you grant authority to the Board of Directors to use the delegations of authority granted by the General Meeting in the event of a takeover bid for the Company in accordance with the principle of reciprocity.

This authority would be for a period of 18 months.

14/ AGGREGATE LIMIT OF THE CEILINGS UNDER THE DELEGATIONS GRANTED IN THE 15TH, 16TH, 17TH, 18TH AND 20TH RESOLUTIONS OF THIS GENERAL MEETING AND THE 17TH RESOLUTION OF THE GENERAL MEETING OF 12 JUNE 2020 (23RD RESOLUTION)

We propose to set at:

- twenty (20) million euros the nominal amount of the increase in capital that may be required by law or by contract to protect the rights of holders of securities giving access to the Company's share capital, and

- one hundred (100) million euros, or the equivalent value if issued in a foreign currency or in units of account determined by reference to a basket of currencies, the maximum nominal amount of debt securities that may be issued by virtue of the authority conferred by the above resolutions,

15/ HARMONISATION OF THE ARTICLES OF ASSOCIATION (24TH RESOLUTION)

In the twenty-fourth resolution, we propose to update the Articles of Association in accordance with statutory provisions relating to the Deputy Statutory Auditor.

16/ POWERS

The twenty-fifth resolution grants general powers for formalities.

2021 RESULTS

The consolidated financial statements at 31 December 2021 were prepared in accordance with International Financial Reporting Standards and International Accounting Standards (IFRS/IAS), and follow the recommendations issued by the International Financial Interpretation Committee as adopted by the International Accounting Standards Board (IASB) and the European Union.

€m	2021	2020	Variation* at variable currency	Variation* at constant currency
Revenue	855,1	888,1	-3,7%	-2,6%
Other operating income	14,7	3,2	355,2%	354,4%
Operating income	869,7	891,3	-2,4%	-1,3%
Staff costs	-619,2	-630,9	-1,9%	-0,8%
Other operating expenses	-148,8	-146,8	1,4%	2,0%
Depreciation and amortisation	-28,1	-30,1	-6,6%	-5,7%
Impairment losses	0,0	0		
Operating expenses	-796,1	-807,7	-1,4%	-1,3%
Operating profit	73,6	83,6	-11,9%	-9,1%
Share of profits of equity accounted companies	26,4	18,8	40,4%	43,0%
Operating profit incl. associates	100,0	102,4	-2,3%	0,5%
Financial result	-10,1	-16,2	37,5%	36,2%
Profit before tax	89,9	86,2	4,3%	7,4%
Income tax	-15,0	-14,6	2,2%	5,2%
Net profit for the year	74,9	71,6	4,7%	7,8%
Group share	51,0	48,9	4,2%	7,2%
Minority interests	24,0	22,7	5,8%	9,1%

* Variations calculated based on amounts in €K.

VIEL & Cie reported consolidated revenue of €855.1m, down 3.7% on the previous year at variable exchange rates.

At constant exchange rates, Group revenue was down 2.6%.

The segment and geographical breakdown of consolidated revenue is disclosed below:

€m	IDB business		Online trading		Total	
	2021	2020	2021	2020	2021	2020
Europe, Middle East and Africa	367.1	389.1	45.9	44.5	433.6	433.6
Americas	235.4	243.2		-	243.2	243.2
Asia-Pacific	206.7	211.3		-	211.3	211.3
Total	809.2	843.6	45.9	44.5	855.1	888.1

Revenue was not impacted by any significant change in the scope of consolidation in 2021.

Other operating income was €14.7m and consisted of miscellaneous income from operating subsidiaries, including in particular income from exchange differences related to the liquidation of companies in the United States for an amount of €12.4m.

Operating expenses of €796.1m were down 1.4% on the year at variable exchange rates. They consisted mainly of staff costs, charges for telecoms and financial information, and business and marketing expenses in the Group's operating subsidiaries.

The share in the operating profit of equity accounted companies amounted to €26.4m (2020: €18.8m), mainly due to a higher contribution from two associates in Asia.

Consolidated operating profit including Group associates was €100.0m in 2021 against €102.4m in 2020, down 2.3% at variable exchange rates, but up 0.5% at constant exchange rates.

Profit before tax was €89.9m against €86.2m in 2020.

Net financial expense was down to €10.1m in 2021 compared with €16.2m in 2020, mainly due to foreign exchange income.

Consolidated tax expense was €15.0m in 2021 against €14.6m in 2020.

Consolidated net profit of €74.9m in 2021.

Consolidated net profit was up 7.8% at constant exchange rates to €74.9m against €71.6m in 2020. Minority interests stood at €24.0m, up 9.1% on the year at constant exchange.

Group share of net profit was €51.0m in 2021, against €48.9m in 2020.

Consolidated equity stood at €538.6m against €492.0m in 2020, €400.6m of which was Group share after deduction of the gross value of treasury shares totalling €18.1m.

VIEL & Cie company profit was €18.2m.

Company net profit was €18.2m, down from €20.4m in 2020. It was mainly derived from financial income consisting of dividends received from subsidiaries.

These results brought VIEL & Cie company equity to €71.8m at 31 December 2021, against €82.4m in the prior year.

SIGNIFICANT EVENTS IN 2021

For the Group's interdealer broking business, 2021 was marked by the normalisation of activity in two stages. After a subdued first half compared with the exceptional volumes experienced in the first half of 2020, driven by the unfolding health crisis and elevated volatility in the financial markets, the Group's activities regained traction in the second half of the year.

Bourse Direct pursued its growth policy, focusing on attracting new accounts throughout the year. The sharp volatility in the markets at the beginning of 2021 provided a favourable environment for the company's activities. Bourse Direct made two acquisitions in 2021, one in the Savings field, the other in an independent, outsourced trading desk business for professional clients.

OUTLOOK FOR 2022

In 2022, VIEL & Cie will maintain its focus on developing the business activities of its operating subsidiaries.

A shift in central-bank monetary policy in 2022 – away from quantitative easing and towards rate hikes – is likely to cause yield curves to steepen, which will be beneficial for the Group's operations. Against this backdrop, the Group will continue to seek opportunities to enhance its product portfolio across its geographic footprint.

After a buoyant year in 2021 against a backdrop of sustained volatility, Bourse Direct will pursue its efforts to attract new customers in 2022, and will continue to focus on providing excellent customer service and maintaining the edge in its Internet platform. It will also press ahead with the diversification of its suite of savings products.

Swisslife Banque Privée will pursue its growth strategy in 2022.

EVENTS AFTER THE BALANCE SHEET DATE

After two years marked by the COVID-19 pandemic in 2020 and 2021, the world is now confronted with the war in Ukraine, the economic consequences of which are and will be significant for all world economies.

In our IDB business, the average level of activity in January and February was up slightly at constant exchange rates, compared with the same period last year.

The sanctions imposed on Russia and a number of Russian entities and individuals, and the retaliatory sanctions and other measures taken by Russia, generated increased volatility across the financial markets. All these measures are causing delays in the settlement and delivery chain for rouble-denominated securities. Products, activities and counterparties related to the current crisis in Ukraine represent a very limited part of the Group's activities.

Bourse Direct pursued its growth policy, focusing on attracting new accounts throughout the year. The sharp volatility in the markets at the beginning of 2022 has provided a favourable environment for the company's activities.

COMPANIES CONTROLLED BY THE GROUP

A list of companies controlled by the Group, and the equity interest held in each of them can be found under "Basis of consolidation" in the financial statements.

CAPITAL STRUCTURE

As required by law and the Articles of Association, we disclose below the identity of shareholders (natural persons or legal entities) whose holdings exceed thresholds of one twentieth, one tenth, three twentieths, one fifth, one quarter, one third, one half or two thirds, eighteen twentieths or nineteen twentieths of the company's capital or voting rights, together with the number of shares each one holds.

SHAREHOLDERS	Shares	% capital	% voting rights
Viel et Compagnie-Finance	43,110,678	62.12%	76.06%
PATRICK COMBES	3,906,352	5.63%	7.17%
Sycomore Asset Management	3,913,935	5.64%	3.62%
Financière de l'Echiquier	381,973	0.55%	0.35%
Amiral Gestion	5,634,056	8.12%	5.21%
Quaero Capital	2,155,415	3.11%	1.99%
Public	5,921,558	8.53%	5.60%
Treasury shares	4,378,501	6.31%	-
TOTAL	69,402,468	4.3%	7.4%

CAPITAL STRUCTURE AND VOTING RIGHTS AT 31 DECEMBER 2021

The capital of €13,880,493.60 is comprised of 69,402,468 shares with a nominal value of €0.20.

› KNOWN DIRECT OR INDIRECT HOLDINGS IN THE COMPANY'S CAPITAL

VIEL & Cie SA, whose registered office is at 9 place Vendôme - 75001 Paris, registered in the Paris Register of Commerce and Companies under number 622 035 749, is listed on Euronext Paris, and is controlled by Viel et Compagnie-Finance SE which holds 62.12% of its share capital and 76.16% of its voting rights. Viel et Compagnie-Finance SE, whose registered office is at 23 place Vendôme - 75001 Paris is registered in the Paris Register of Commerce and Companies under number 328 760 145.

› LIST OF HOLDERS OF SECURITIES CONFERRING SPECIAL CONTROL RIGHTS AND DESCRIPTION OF SUCH RIGHTS

All securities carry the same rights.

› PROVISION FOR CONTROL MECHANISMS IN AN EMPLOYEE SHARE OWNERSHIP SCHEME

There is presently no employee share ownership scheme.

› KNOWN SHAREHOLDER AGREEMENTS

There are no shareholder agreements known to the Company.

› THRESHOLDS CROSSED DURING THE YEAR

Amiral Gestion SAS (103 rue de Grenelle, 75007 Paris) informed the AMF that on 25 November 2021, in connection with fund management activities on behalf of third parties, it had dropped below the threshold of 10% of the capital and held 8.5% of the capital.

Amiral Gestion SAS (103 rue de Grenelle, 75007 Paris) informed the AMF that on 14 December 2021, in connection with fund management activities on behalf of third parties, it had dropped below the threshold of 10% of the capital and held 8.12% of the capital and 4.84% of the voting rights.

› RESTRICTIONS UNDER THE ARTICLES ON THE EXERCISE OF VOTING RIGHTS AND TRANSFER OF SHARES OR CONTRACTUAL CLAUSES KNOWN TO THE COMPANY PURSUANT TO ARTICLE L. 233-11

All shares are freely transferrable and tradable subject to statutory or regulatory provisions in force.

Share transfers are carried out by transfer from one account to another as provided by law and the regulations.

In addition to the statutory thresholds, any natural person or legal entity that becomes the holder, in any way whatsoever, within the meaning of Article L. 233-7 of the Commercial Code, of the equivalent of 0.5% of the voting rights or any multiple thereof, must inform the Company in writing of the total number of shares held, within five trading days of exceeding one of these thresholds.

The above disclosure must also be made within the same time period if the shareholding falls below the stated threshold.

In the event of failure to comply with the above disclosure obligations, and at the request of one or more shareholders holding at least five percent (5%) of the capital, the shares exceeding the fraction which should have been disclosed shall immediately be divested of the right to vote for a period of two years following the date of compliance with the disclosure requirement.

The Company is not aware of any agreements referred to in Article L. 233-11 (agreements providing for preferential terms for the transfer or acquisition of shares admitted to trading on a regulated market amounting to at least 0.5% of the Company's capital or voting rights).

› AGREEMENTS ENTERED INTO BY THE COMPANY WHICH WOULD BE AMENDED OR TERMINATED IN THE EVENT OF A CHANGE OF CONTROL

There are no significant material agreements entered into by the Company which would be amended or terminated in the event of a change in control of the Company.

Special terms for shareholder attendance at the General Meeting

Shareholder attendance at General Meetings is governed by law and the Articles of Association (Articles 31 to 33), which are available on the Company's website. The relevant provisions of the Articles of Association mirror the statutory and regulatory texts.

FIVE-YEAR FINANCIAL SUMMARY

	2017	2018	2019	2020	2021
Capital at 31 December					
Share capital (€000)	15,430	15,105	14,325	14,325	13,880
Number of ordinary shares (000)	77,151	75,526	71,623	71,623	69,402
Operations and results for the year (€000)					
Revenue before tax	-	-	-	-	-
Profit before tax, employee profit sharing, amortisation, depreciation and provisions	10,166	10,756	11,271	14,075	18,435
Income tax	376	443	62	0	85
Employee profit sharing for the year	-	-	-	-	-
Profit after tax, employee profit sharing, amortisation, depreciation and provisions	10,541	10,872	13,400	20,441	18,186
Distributed earnings	15,505	18,881	17,906	20,054	*
Earnings per share (in euros)					
Profit after tax and employee profit sharing, but before amortisation, depreciation and provisions	0.14	0.15	0.16	0.20	0.27
Profit after tax, employee profit sharing, amortisation, depreciation and provisions	0.14	0.14	0.19	0.29	0.26
Dividend per share	0.20	0.25	0.25	0.28	*
Employees					
Average headcount during the year	1	1	1	1	1
Payroll for the year (€000)	325	331	347	510	381
Social payments for the year (social security, charities, etc.) (€000)	139	143	142	232	141

* Shareholders will be asked to approve a dividend of €0.30 per share at the Annual General Meeting on 9 June 2022.

CONSOLIDATED FINANCIAL STATEMENTS

REPORT OF THE STATUTORY AUDITOR

To the Annual General Meeting of Viel & Cie,

OPINION

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying consolidated financial statements of Viel & Cie for the year ended December 31, 2021.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2021 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

BASIS FOR OPINION

› AUDIT FRAMEWORK

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

› INDEPENDENCE

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (Code de commerce) and the French Code of Ethics for Statutory Auditors (Code de déontologie de la profession de commissaire aux comptes) for the period from January 1, 2021 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

JUSTIFICATION OF ASSESSMENTS - KEY AUDIT MATTERS

Due to the global crisis related to the COVID-19 pandemic, the financial statements for this period have been prepared and audited under special circumstances. Indeed, this crisis and the exceptional measures taken in the context of the health emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties regarding their future prospects. Some of these measures, such as travel restrictions and remote working, have also had an impact on companies' internal organization and on the performance of audits.

It is in this complex, evolving context that, in accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

› VALUATION OF THE GOODWILL

Risk identified

As disclosed in Notes 8 and 9 to the consolidated financial statements, the net value of goodwill amounts to M€ 115.5 as at December 31, 2021.

Goodwill included in intangible assets amounts to M€ 89.8 as at December 31, 2021.

Goodwill included in investments in associates and joint ventures amounts to M€ 25.7 as at December 31, 2021. Your Group tests goodwill to identify possible impairment losses at each balance sheet date. The value in use of goodwill is estimated using discounted cash flow projections on the cash-generating units (CGUs) to which goodwill has been allocated as described in paragraph "Impairment losses on non-financial assets" of "Key accounting estimates and judgments" section to the consolidated financial statements.

We considered this issue to be a key audit matter as the valuation of goodwill involves complex and subjective judgements made by Management on the different assumptions used for discounting future cash flows.

Our response

We have examined the impairment test methodology and assessed the compliance with the accounting standards.

We have carried out the following procedures:

- We compared the budgets of past periods with the actual results in order to assess the appropriateness of the estimation performed by Management.
- We analyzed the cash flow projection prepared by Management for the impairment test of goodwill.
- We assessed the consistency of the underlying assumptions, notably regarding projections of the cash flow and operations of companies and in regard to the economic environment at closing date of the financial statements.
- We analyzed the calculation method used and reperformed arithmetic calculations.
- For listed companies, we compared the accounting value of the CGUs with the market capitalization.

› VALUATION OF PROVISIONS FOR LITIGATION

Risk identified

As disclosed in Note 21 to the consolidated financial statements, as part of their activities, some of your Group' subsidiaries may be involved in litigations with former employees following the termination of their contract of employment or with competing companies during the appointment of new employers. In addition, administrative procedures may be carried out against subsidiaries by local regulators.

Provisions are recognized for litigation in progress when the probable outcome of a court case can be reliably estimated. Provisions for litigation amount to M€ 12.5 as at December 31, 2021.

As described in Note 21 to the consolidated financial statements, a provision has been recognized regarding a civil litigation in the United Kingdom filed at the end of 2017 to cover a possible settlement with the claimants. We considered this issue a key audit matter, due to a complex assessment process by Management based on assumptions on the expected outcome of cases.

Our response

We obtained a summary of the main legal cases in progress and held interviews with the Group in-house counsel in order to obtain an understanding of the main ongoing cases;

We directly supervised the work of the component's auditors performed at our request and related to:

- the review of internal legal analysis prepared by Management;
- the review of the correspondence with external counsels;
- the assessment of the reasonableness of provisions recorded;
- the synthesis of responses to requests for confirmation from external counsels.

We assessed the appropriateness of the information provided in the Notes to the consolidated financial statements.

› RISK RELATED TO UNSETTLED DEALS AT YEAR END

Risk identified

As disclosed in "Principal activity" paragraph of Significant accounting policies" section, some of your subsidiaries act as "principal" in the simultaneous purchase and sale of securities for the account of third parties.

Such trades are completed when both sides of the deal are settled, namely: once the payment is made and the securities are delivered (matched trades).

In order to reflect the substance of these transactions, they are recognised at delivery date. Counterparty receivables and payables arising on current transactions that have gone beyond the expected settlement date are carried gross on the balance sheet under "Trade and other receivables" or "Trade and other payables". When a counterparty fails to deliver on its obligations, a risk of potential impairment loss on receivables arises. Impairment risk of receivables for deals not settled at year-end is considered as a key audit matter. As disclosed in Note 12 to the consolidated financial statements, the receivables related to the "principal" activity amount to M€ 435.9 as at December 31, 2021.

Our response

We assessed the counterparty risk default of deals not settled at year-end in testing either subsequent collection on these deals or the covering by impairment losses.

SPECIFIC VERIFICATIONS

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the information relating to the Group given in the Board of Directors' Group management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (Code de commerce) is included in the Group management report, it being specified that, in accordance with Article L. 823-10 of said Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

› FORMAT OF PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMENTS INTENDED TO BE INCLUDED IN THE ANNUAL FINANCIAL REPORT

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by statutory auditors regarding the annual and consolidated financial statements prepared in the European single electronic format, that the preparation of the consolidated financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (Code monétaire et financier), prepared under the Board of Directors responsibility, complies with the single electronic format defined in Commission Delegated Regulation (EU) No. 2019/815 of December 17, 2018. Regarding consolidated financial statements, our work includes verifying that the tagging thereof complies with the format defined in the above-mentioned regulation.

On the basis of our work, we conclude that the preparation of the consolidated financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your Company in the annual financial report filed with the AMF (Autorité des marchés financiers) agree with those on which we have performed our work.

› APPOINTMENT OF THE STATUTORY AUDITORS

We were appointed as statutory auditors of Viel & Cie by the annual general meetings held on May 21, 2003 for FIDORG AUDIT and on September 10, 1992 for ERNST & YOUNG Audit.

As at December 31, 2021, FIDORG AUDIT was in the nineteenth year of total uninterrupted engagement and ERNST & YOUNG Audit in the thirtieth year.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as Management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, Management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved the Board of Directors.

STATUTORY AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

› OBJECTIVES AND AUDIT APPROACH

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these consolidated financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (Code de commerce), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgment throughout the audit and furthermore:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.

- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.

- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

› REPORT TO THE AUDIT COMMITTEE

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report significant deficiencies, if any, in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code (Code de commerce) and in the French Code of Ethics for Statutory Auditors (Code de déontologie de la profession de commissaire aux comptes). Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris and Paris-La Défense, May 17, 2022

The Statutory Auditors
French original signed by

FIDORG AUDIT
Christophe Chareton

ERNST & YOUNG Audit
Bernard Heller

CONSOLIDATED INCOME STATEMENT

€000	Note	2021	2020
Revenue	1	855,054	888,122
Other operating income	2	14,668	3,222
Operating income		869,722	891,344
Staff costs		-619,174	-630,884
Other operating expenses	3	-148,848	-146,790
Depreciation and amortisation		-28,055	-30,050
Valuation gains/(losses)		0	-2
Operating expenses		-796,077	-807,726
Operating profit		73,645	83,618
Share of operating profit of equity accounted companies considered as core business	9	26,355	18,774
Operating profit after share of profit of equity accounted companies considered as core business		100,000	102,392
Financial income	4	6,940	6,210
Financial expense	4	-17,033	-22,368
Profit before tax		89,907	86,234
Income tax	5	-14,960	-14,631
Net profit		74,947	71,603
Minority interests		23,987	22,675
Net profit - Group share		50,960	48,928
Earnings per share (in euros):			
Basic earnings per share	6	0.78	0.74
Diluted earnings per share	6	0.77	0.73

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

€000	Note	2021	2020
Profit for the year recognised in the income statement		**74,947**	**71,603**
Other comprehensive income that cannot be reclassified to profit or loss			
Financial assets at fair value through other comprehensive income		282	182
Actuarial gains and losses of defined benefit schemes		3,716	-593
Total other comprehensive income that cannot be reclassified to profit or loss	16	**3,998**	**-411**
Other comprehensive income that may be reclassified to profit or loss			
Currency translation		16,491	-34,293
Transfer of exchange differences to income statement		-12,112	0
Other comprehensive income of associates		-407	-1,332
Total other comprehensive income that may be reclassified to profit or loss	16	**3,972**	**-35,625**
Other comprehensive income, net of tax		**7,970**	**-36,036**
Comprehensive income		**82,917**	**35,567**
Group share		56,280	24,026
Minority interests		26,637	11,541

The tax impact on each of the other items of comprehensive income is disclosed in Note 5.

CONSOLIDATED BALANCE SHEET

€000	Note	31.12.2021	31.12.2020
ASSETS			
Property and equipment	7	24,526	25,550
Right-of-use assets	26	57,149	49,350
Intangible assets	8	123,247	115,457
Investments in associates and joint ventures	9	200,618	187,336
Financial assets at fair value through other comprehensive income	14 a	4,678	4,470
Financial assets at fair value through profit or loss	13	18,838	15,442
Other financial assets	10	12,209	12,106
Deferred tax assets		30,861	29,165
Investment property	7	2,357	2,304
Unavailable cash	11	32,376	26,901
Total non-current assets		**506,859**	**468,081**
Other current assets		15,345	15,235
Derivative financial instruments	25	396	382
Tax receivable	24	5,298	4,804
Trade and other receivables	12	2,089,470	1,540,428
Financial assets at fair value through profit or loss	13	105	3
Financial assets at amortised cost	14b	82,099	14,303
Cash and cash equivalents	15	458,655	370,900
Total current assets		**2,651,368**	**1,946,055**
TOTAL ASSETS		**3,158,227**	**2,414,136**

CONSOLIDATED BALANCE SHEET

€000	Note	31.12.2021	31.12.2020
EQUITY AND LIABILITIES			
Share capital	16	13,880	14,325
Share premium		12,869	12,869
Treasury shares	16	-18,079	-23,964
Currency translation		-43,358	-45,839
Consolidated reserves	16	435,941	413,405
Group share of total equity		**401,253**	**370,796**
Minority interests	17	137,301	121,248
Total equity		**538,554**	**492,044**
Financial debts	20	384,497	305,068
Lease liabilities	26	54,184	46,213
Other financial liabilities		0	0
Provisions	21	28,280	31,244
Deferred income		0	4
Deferred tax liabilities		988	1,823
Total non-current liabilities		**467,949**	**384,352**
Financial debts	20	126,544	49,086
Lease liabilities	26	16,061	14,959
Trade and other payables	23	1,986,926	1,462,070
Provisions	21	12,496	0
Tax liabilities	24	8,830	10,470
Derivative financial instruments	25	19	13
Deferred income		848	1,142
Total current liabilities		**2,151,724**	**1,537,740**
TOTAL EQUITY AND LIABILITIES		**3,158,227**	**2,414,136**

CONSOLIDATED CASH FLOW STATEMENT

€000	Note	2021	2020
Cash flows from operating activities			
Profit before tax		89,907	86,234
Depreciation and amortisation	7, 8	28,055	30,050
Impairment losses	7, 8	-	2
Net financial result		9,665	11,949
Share of profit of associates and joint ventures	9	-26,354	-18,774
Increase/(decrease) in provisions	21	15,817	4,875
Movement in deferred income		-375	441
Expense related to share-based payments	19	1,222	1,640
(Gains)/losses on disposal of companies	2	-12,872	-79
Gains/(losses) on disposal of fixed assets	2	8	-184
(Increase)/decrease in receivables/payables related to matched principal and account holder activities		6,088	-7,411
(Increase)/decrease in working capital		-34,236	136
Provisions paid		-2,240	-1,844
Interest paid		-11,889	-14,068
Interest received		3,872	992
Income tax paid		-16,726	-10,937
Net cash flows from operating activities		**49,942**	**83,022**
Cash flows from investing activities			
Acquisition of financial assets		-67,280	-9,325
Proceeds from disposal of financial assets		543	52,390
Acquisition of subsidiaries, net of cash acquired		-5,774	-2,351
Disposal of subsidiaries, net of cash disposed		0	0
Acquisition of property and equipment	7	-3,302	-5,673
Proceeds from disposal of property and equipment		0	36
Purchase of intangible assets	8	-6,237	-4,334
Proceeds from disposal of intangible assets		54	207
Acquisition of investment property		0	0
Proceeds from disposal of investment property	7	0	0
Dividends received		15,253	13,112
(Increase)/decrease in unavailable cash		-3,562	836
Net cash flows from investing activities		**-70,305**	**44,898**
Cash flows from financing activities			
Increase in short-term financial debts	20	2,779	37,372
Decrease in short-term financial debts	20	-26,043	-146,967
Increase in long-term financial debts	20	172,211	0
Decrease in long-term financial debts	20	0	-30,150
Payment of lease liabilities		-14,268	-13,423
Movements in other long-term debts		0	0
Increase in capital and share premium		-445	0
Acquisition of treasury shares		-4,636	-3,589
Proceeds from disposal of treasury shares		0	0
Disposal of interest in a subsidiary		0	0
Acquisition of non-controlling interests	17	5,622	8,151
Dividends paid to minority interests		-15,292	-15,537
Dividends paid to shareholders of the parent	18	-18,294	-16,479
Net cash flows from financing activities		**101,634**	**-180,622**
Impact of exchange rate movements on consolidated cash		**12,167**	**-17,691**
Movements in cash		93,438	-70,393
Cash and cash equivalents at start of the year	15	363,073	433,466
Cash and cash equivalents at end of the year	15	456,511	363,073

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

€000 except for number of shares	Note	Number of shares	Share capital	Share premium	Treasury shares	Currency translation	Consolidated reserves	Total Group share	Minority interests	Total equity
Equity at 1 January 2020		71,622,968	14,325	12,876	-20,375	-20,682	386,260	372,404	121,559	493,963
Net profit for the year							48,928	48,928	22,675	71,603
Other comprehensive income	16					-24,589	-313	-24,902	-11,134	-36,036
Comprehensive income for the year						-24,589	48,615	24,026	11,541	35,567
Capital reduction	16							0	0	0
Dividends paid	18						-16,479	-16,479	-15,537	-32,016
Movement in treasury shares				-7	-3,589			-3,596	0	-3,596
Effect of changes in basis of consolidation						-568	-5,878	-6,446	3,343	-3,103
Equity element of share-based payment schemes	19						1,497	1,497	561	2,058
Other movements							-610	-610	-219	-829
Equity at 31 December 2020		71,622,968	14,325	12,869	-23,964	-45,839	413,405	370,796	121,248	492,044

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

€000 except for number of shares	Note	Number of shares	Share capital	Share premium	Treasury shares	Currency translation	Consolidated reserves	Total Group share	Minority interests	Total equity
Equity at 1 January 2021		71,622,968	14,325	12,869	-23,964	-45,839	413,405	370,796	121,248	492,044
Net profit for the year							50,960	50,960	23,987	74,947
Other comprehensive income	16					2,481	2,839	5,320	2,650	7,970
Comprehensive income for the year						2,481	53,799	56,280	26,637	82,917
Increase in capital	16							0	0	0
Dividends paid	18						-18,294	-18,294	-15,292	-33,586
Movement in treasury shares		-2,220,500	-445		5,885		-10,076	-4,636	0	-4,636
Effect of changes in basis of consolidation							-5,872	-5,872	3,486	-2,386
Equity element of share-based payment schemes	19						2,887	2,887	1,034	3,921
Other movements							92	92	188	280
Equity at 31 December 2021		69,402,468	13,880	12,869	-18,079	-43,358	435,941	401,253	137,301	538,554

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

GENERAL

VIEL & Cie is a French public limited company with its registered office at 7, Place Vendôme - 75001 Paris. VIEL & Cie is an investment company which controls two listed financial brokers - Compagnie Financière Tradition, an interdealer broker with a presence in more than 30 countries, and Bourse Direct, a leading participant in the online trading sector in France - as well as an asset management and private banking business, through a 40% stake in SwissLife Banque Privée, accounted for using the equity method.

VIEL & Cie shares (codes: FR0000050049, VIL) are listed in Compartment B of Euronext Paris, and are included in the SBF 250.

The Company is 62.12% owned by VIEL et Compagnie-Finance.

The consolidated financial statements for the year ended 31 December 2021 were approved by the Board of Directors on 24 March 2022.

Against a backdrop dominated by the global health and economic crisis, the Group's companies were able to maintain their activities and provide uninterrupted services to our clients. Despite the challenges posed by the Covid-19 health crisis, it did not entail an adjustment of the consolidated accounts for the year ended 31 December 2021.

BASIS OF PREPARATION

The consolidated financial statements are presented in thousands of euros except where expressly stated otherwise; the euro is VIEL & Cie's functional currency and presentation currency. The consolidated financial statements have been prepared on a historical cost basis, with the exception of certain financial instruments remeasured at fair value.

They have also been prepared in accordance with International Financial Accounting and Reporting Standards (IFRS) as adopted by the European Union.

CHANGES IN ACCOUNTING POLICIES GOVERNING THE PREPARATION OF THE CONSOLIDATED FINANCIAL STATEMEMTS

The main accounting policies applied in the preparation of the annual consolidated financial statements are identical to those in effect at 31 December 2020.

KEY ACCOUNTING ESTIMATES AND JUDGMENTS

When preparing the consolidated financial statements, Management makes certain assumptions and estimates in applying its accounting policies.

Due to the uncertainties inherent in the Group's activities, certain items in the consolidated financial statements cannot be measured accurately and must therefore be estimated. Estimates involve judgments based on the latest reliable information available.

Key estimates and assumptions concerning the future, and other important sources of uncertainty regarding estimates at the balance sheet date, that present a significant risk of entailing material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

› GOODWILL IMPAIRMENT

The Group tests goodwill for impairment at each balance sheet date. The value in use of goodwill is estimated using discounted cash flow projections on the cash-generating units (CGUs) to which the goodwill has been allocated and is compared to market capitalisation where this criterion can be applied.. Future cash flow projections and the discount rate to be used in calculating their present value are based on estimates made by Management. Additional information is disclosed in Note. 8.

› DEFERRED TAX ASSETS

Deferred tax assets are recognised for tax loss carry-forwards to the extent that it is probable that taxable profits will be available in the foreseeable future against which the temporary differences can be utilised. Management estimates the deferred tax assets to be recognised on the basis of forecasts of future taxable profits. Additional information is disclosed in Note. 5.

› EMPLOYEE BENEFITS

The Group's obligations under defined benefit schemes are measured each year on the basis of actuarial valuations. This type of valuation implies the use of actuarial assumptions the most important of which are the discount rate, expected return on plan assets, future salary and benefit increases, and the mortality rate. Because of the long-term perspective, these estimates involve a degree of uncertainty. Additional information is disclosed in Note. 22.

› LITIGATION

Provisions are recognised for ongoing litigation when the probable outcome of a lawsuit or other litigation involving the Group can be reliably estimated. The timing of cash outflows relating to these provisions is uncertain, as it will depend on the outcome of the relevant cases. They have therefore not been discounted as their present value would not be a reliable estimate. Additional information is disclosed in Note. 21.

SIGNIFICANT ACCOUNTING POLICIES

› BASIS OF CONSOLIDATION

The consolidated financial statements include VIEL & Cie, its subsidiaries, associates and joint ventures ("the Group").

A list of the main consolidated companies, together with the controlling interest, equity interest, and method of consolidation for each one, is shown in Note 32.

› BUSINESS COMBINATIONS

Company acquisitions are accounted for using the purchase method. Acquisition cost is measured as the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group, in exchange for control of the acquired company. Acquisition costs related to business combinations are expensed.

The assets, liabilities, and contingent liabilities of the acquired company, which meet the recognition criteria, are recognised at fair value on the acquisition date. Goodwill is recognised as an asset and is initially measured at cost, which is the excess of the cost of the acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities, and contingent liabilities so recognised. If, after remeasurement, the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities exceeds the cost of the acquisition, the excess is immediately recognised in profit or loss.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Goodwill on subsidiaries is shown on the balance sheet under intangible assets in Note 8.

As part of the annual impairment testing, goodwill is allocated to cash-generating units. Its value in use is estimated using discounted cash flow projections.

Minority interests in the acquired company are initially measured on the basis of their proportion of the fair value of the net assets acquired.

CONSOLIDATION METHODS

› SUBSIDIARIES

All companies in which VIEL & Cie directly or indirectly holds a controlling interest are fully consolidated in the financial statements. There is control when the Group is exposed, or has rights, to variable returns from its involvement with the company and when it has the ability to affect those returns through its power over the company. The financial statements of subsidiaries are incorporated in the consolidated financial statements from the date on which control is obtained until the date on which control ceases. The share of minority interests in the net assets of consolidated subsidiaries and in total comprehensive income for the year are presented separately in the consolidated balance sheet and income statement even if this results in the minority interests having a deficit balance.

› JOINT VENTURES

A joint venture is a partnership which confers on the Group rights to the net assets of the company in which it exercises joint control with other shareholders. The Group's interests in joint ventures are consolidated using the equity method. Goodwill identified on joint ventures is included in the carrying amount of the investment.

› ASSOCIATES

Associates in which VIEL & Cie has a significant but not controlling influence on the financial and operating policies are accounted for using the equity method. Significant influence is presumed when VIEL & Cie directly or indirectly holds over 20% of the voting rights in these companies. The consolidated financial statements include the Group's share of the net assets and the profit or loss of associates. Goodwill identified on associates is included in the carrying amount of the investment.

ELIMINATION OF INTERCOMPANY TRANSACTIONS

When preparing the consolidated financial statements, significant balances, transactions and unrealised gains and losses between Group companies are eliminated. Unrealised gains and losses on transactions with associates and jointly controlled companies are eliminated to the extent of the Group's interest in these entities.

FOREIGN CURRENCY TRANSLATION

The Group's presentation currency is the euro. Foreign currency transactions are translated into the functional currency of each entity of the Group using the exchange rate prevailing at the time of the transactions.

Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the exchange rate prevailing at that date. Translation differences resulting from such transactions are recognised in the income statement. Non-monetary assets and liabilities denominated in foreign currencies and recognised at historical cost are translated at the exchange rate prevailing at the time of the transaction. Those recognised at fair value are translated at the exchange rate prevailing when fair value is determined.

On consolidation, assets and liabilities of foreign subsidiaries denominated in foreign currencies, including goodwill and fair value adjustments, are translated into euros at the exchange rate prevailing at the reporting date. Income and expenses of foreign subsidiaries denominated in foreign currencies are translated into euros at average rates of exchange during the year.

Translation differences resulting from exchange rate fluctuations between years, applied to the net position of foreign subsidiaries denominated in foreign currencies, and differences between the average exchange rate during the year and the year-end exchange rate applied to the results of subsidiaries, are charged directly to equity, under "Currency translation". When a foreign subsidiary is disposed of, the cumulative amount of any exchange differences that relate to the subsidiary recognised in equity is recognised in profit or loss.

The main exchange rates used for the 2021 and 2020 financial years are disclosed in Note 31.

REVENUE

Revenue consists of brokerage revenues and commissions from broking activities conducted by the Group's operating subsidiaries with third parties. For transactions in which we act as agents, revenue is presented net of rebates, discounts, and charges paid to correspondents, and is recognised at the time of the transaction. With matched principal activities, where the Group's operating subsidiaries act as principal to simultaneously buy and sell securities for the account of third parties, commission earnings represent the difference between the buying and selling price of the securities and are recognised at the time of delivery.

NET FINANCIAL RESULT

The net financial result includes interest from reinvestment of short-term cash flows, interest paid on short- and long-term financial debts and lease liabilities, interest in respect of account holder activities, as well as gains and losses on financial assets and liabilities. This item also includes exchange rate gains and losses on financial assets and liabilities. Interest income and expense is recognised in the income statement pro rata over the relevant period using the effective interest method.

INCOME TAX

This item comprises both current and deferred income tax. The tax effect of items recognised directly in consolidated equity is recorded in consolidated equity.

Current tax is the income tax payable on taxable income for the period, using tax rates adopted, or more or less adopted at the balance sheet date, as well as tax adjustments for previous years.

Deferred tax is recognised on temporary differences between the carrying amount of a balance sheet asset or liability and its tax base. It is measured using the liability method on the basis of the tax rate expected to apply when the asset is realised or the liability is settled. Any change in tax rate is recognised in the income statement, except if it relates directly to equity components. Deferred tax is measured and recognised on all taxable temporary differences, except non-deductible goodwill. Deferred tax assets are recognised on all deductible temporary differences when it is probable that taxable profit will be available in the foreseeable future against which the deferred tax asset can be utilised. Where this is not the case, they are only carried in the amount of the deferred tax liabilities for the same taxable entity.

PROPERTY AND EQUIPMENT

Property and equipment are stated on the balance sheet at cost less accumulated depreciation and any impairment losses. Land is not depreciated. Depreciation is accounted for on a straight-line basis over the estimated useful life of the asset as follows:

› Fixtures and fittings:	5 to 10 years
› Computing and telephone equipment:	2 to 5 years
› Other property and equipment:	3 to 5 years

When elements of the same tangible asset have a different estimated useful life, they are recognised separately under property and equipment and depreciated over their respective estimated useful life.

Maintenance and repair expenses are charged to profit or loss in the year in which they are incurred. Expenses incurred for increasing future economic benefits related to property and equipment are capitalised and depreciated.

The fair value of property and equipment recognised following a business combination, is determined on the basis of market data. The market value is the amount that could be obtained from the sale of an asset under normal competitive market conditions between knowledgeable, willing parties in an arm's length transaction.

INVESTMENT PROPERTY

One of the Group's subsidiaries holds a portfolio of properties for investment purposes. These assets are presented under "Investment property" in the consolidated balance sheet in accordance with IAS 40. They are recorded at historical cost and depreciated on a straight-line basis over their estimated useful life (40 years); this depreciation is recognised in profit or loss.

LEASES – THE GROUP AS LESSEE

The Group assesses whether the contract is, or contains, a lease at the date of execution of the contract. A contract is or contains a lease if it conveys the right to control the use of an identified asset for a period of time in exchange for consideration. When a contract is or contains a lease, the Group accounts for each lease component within the contract as a lease separately from non-lease components.

At the inception of the lease, the Group recognises a right-of-use asset and a lease liability, except in the case of short-term leases. Lease payments associated with those leases, for which the lease term is twelve months or less, are recognised as an expense in the income statement on a straight-line basis over the term of the lease.

The lease liability initially corresponds to the present value of lease payments that have not been paid, discounted using the borrowing rate implicit in the lease, or at the incremental borrowing rate if appropriate. Lease payments include fixed payments, variable lease payments that depend on an index or a rate, residual value guarantees and the exercise price of purchase options if the Group is reasonably certain to exercise them, or any penalties for terminating the lease. Subsequently, the lease liability is measured at amortised cost using the effective interest method. The lease liability is remeasured if there is a change in future lease payments resulting from a change in the index or rate used to determine those payments, there is a change in payments under a residual value guarantee, or there is a change in the assessment of an option to purchase, extend or terminate a lease. When there is a remeasurement of the lease liability, a corresponding adjustment is made to the right-of-use asset, or in the income statement if the value of the right-of-use asset has already been reduced to zero. Lease liabilities are presented in the balance sheet separately from other liabilities.

A right-of-use asset is measured at cost including the initial amount of the lease liability, initial direct costs, and an estimate of restoration costs, less any lease incentives received. The right-of-use asset is depreciated or amortised over the term of the lease or the useful life of the underlying asset, whichever is shorter. Right-of-use assets are presented in the balance sheet separately from other assets.

INTANGIBLE ASSETS

Intangible assets are stated on the balance sheet at cost less accumulated amortisation and any impairment losses.

Amortisation is accounted for on a straight-line basis over the estimated useful life, except where this is indefinite. Intangible fixed assets with an indefinite estimated useful life are reviewed annually for impairment. The estimated useful life of assets is as follows:

› Software:	3 to 5 years
› Customer relationships:	duration of the contract
› Other intangible assets:	3 to 5 years
› Business assets:	indefinite
› Goodwill:	indefinite

IMPAIRMENT LOSSES ON NON-FINANCIAL ASSETS

Non-financial assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. Should this be the case, the asset's recoverable amount is estimated. To determine this amount, the Group uses market data or, where this is unavailable or unreliable, discounted future cash flow techniques.

For goodwill and intangible assets with indefinite useful lives, the recoverable amount is estimated at each balance sheet date regardless of whether there is any indication of impairment.

An impairment loss is recognised in the income statement when the carrying amount of an asset or the cash-generating unit (CGU) is greater than its recoverable amount. The recoverable amount of an asset is the higher of its net selling price and its value in use. The value in use is the present value of the future cash flows expected to be derived from an asset or CGU.

An impairment loss is recognised on a CGU, first, to reduce the carrying amount of any goodwill allocated to the CGU (or group of units), and then on the other assets in the unit (or group of units) pro rata to the carrying amount of each asset in the unit (or group of units).

Impairment losses on non-financial assets recognised in a previous period, other than for goodwill, are reviewed annually and reversed where necessary.

FINANCIAL ASSETS

Ordinary purchases and sales of financial assets are initially recognised and subsequently derecognised on the trade date.

Receivables are initially measured at their transaction price if they do not contain a significant financial component. Other financial assets are initially measured at fair value; financial assets not measured at fair value through profit or loss are measured at fair value plus transaction costs directly attributable to the acquisition of the asset.

All recognised financial assets are subsequently measured at amortised cost, at fair value through comprehensive income, or at fair value through profit or loss, on the basis of both:

- the entity's business model for managing financial assets;
- the contractual cash flow characteristics of the financial asset.

A financial asset is measured at amortised cost if the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and the contractual terms of the financial asset gives rise, on specified dates, to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The amortised cost of a financial asset is the amount at which it is measured at initial recognition minus the principal repayments, plus or minus the cumulative amortisation using the effective interest method of any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

The effective interest rate is the rate that discounts estimated future cash payments or receipts through the expected life of the financial asset to obtain the gross carrying amount of a financial asset.

Trade and other receivables are measured at amortised cost using the effective interest method minus impairment losses. These financial assets are presented in current assets, except those with maturities of more than twelve months after the reporting date, which are carried in non-current assets under "Other financial assets". In current assets, "Trade and other receivables" includes broking receivables, as well as receivables related to account holder and matched principal activities. Short-term bank deposits with maturities of more than three months from the acquisition date are measured at amortised cost and presented in the balance sheet under "Financial assets measured at amortised cost".

A financial asset is measured at fair value through other comprehensive income if the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and if the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A financial asset is measured at fair value through profit or loss, unless it is measured at amortised cost or at fair value through other comprehensive income.

The Group may make an irrevocable election at initial recognition, to present in other comprehensive income subsequent changes in the fair value of an investment in an equity instrument that is neither held for trading nor contingent consideration recognised by an acquirer in a business combination. Dividends received on these investments are recognised in the income statement. On disposal of these equity instruments, the net cumulative changes in fair value up to the time of disposal are reclassified to retained earnings under equity.

Other equity instruments are measured at fair value through profit or loss, as are derivative financial instruments, except if the derivative instrument is designated as a hedging instrument.

FAIR VALUE

The fair value of financial assets traded on an active market is determined by reference to the bid price on the valuation date. If there is no observable active market, fair value is estimated using an appropriate valuation technique. Such techniques include the use of recent transactions, reference to the current fair value of another substantially identical instrument, discounted cash flow analysis and option pricing models.

ACCOUNT HOLDER ACTIVITIES

Some Group companies act as account holders, receiving deposits from their customers which in turn they deposit with clearing houses for the settlement of customer trades. Moreover, in connection with their online broking activities in forex trading, some Group companies receive deposits from customers, which in turn they deposit with their clearing banks. Receivables and payables in respect of these activities are carried on the balance sheet under "Trade and other receivables" or "Trade and other payables".

MATCHED PRINCIPAL ACTIVITY

Some Group companies act as principal in the simultaneous purchase and sale of securities for the account of third parties. Such trades are completed when both sides of the deal are settled, namely once payment is made and the securities are delivered (matched trades).

In order to reflect the substance of these transactions, they are recognised at the delivery date. Counterparty receivables and payables arising on current transactions that have gone beyond the expected settlement date are carried gross on the balance sheet under "Trade and other receivables" or "Trade and other payables". Counterparty receivables and payables for matched principal transactions expected to be settled in the normal course of trading are disclosed in Note 28.

IMPAIRMENT OF FINANCIAL ASSETS

Impairment of a financial asset at amortised cost is calculated using the expected credit loss model. For broking receivables, the loss allowance is measured at the amount of the lifetime expected credit losses. The carrying amount of the asset is reduced through use of an allowance account.

Impairment losses are recognised in the income statement, except for debt instruments at fair value through other comprehensive income, for which the allowance is recognised in other comprehensive income.

DERIVATIVE FINANCIAL INSTRUMENTS

The Group uses derivative financial instruments on a specific and generally marginal basis, mainly to manage foreign currency risks arising during the course of its activities. These instruments mostly consist of forward exchange contracts and currency options.

Financial instruments are initially recognised at their acquisition cost and are subsequently measured at fair value, either at the quoted market price for listed instruments or on the basis of generally accepted valuation models for unlisted instruments. Changes in the fair value of financial instruments are recorded in the income statement.

OTHER CURRENT ASSETS

Other current assets mainly consist of prepayments related to the next financial year.

CASH AND CASH EQUIVALENTS

Cash consists of cash in hand and sight deposits held with banks; cash equivalents are short-term bank deposits and short-term money market investments with maturities of three months or less from the date of acquisition. Short-term money market investments are made up of short-term cash products such as government securities and money market funds. They are carried at fair value. All realised and unrealised profits and losses on these securities are recognised directly in the income statement. Bank overdrafts are included with short-term bank borrowings.

Bank overdrafts payable on demand are included in cash and cash equivalents in the cash flow statement.

SHAREHOLDERS’ EQUITY

All shares issued are bearer shares and are presented in equity.

Treasury shares are recognised on the balance sheet at their acquisition cost and deducted from consolidated shareholders’ equity. On subsequent disposals, gains or losses have no effect on profit or loss but are recognised as an addition to or reduction in share premium reserves.

FINANCIAL LIABILITIES

Financial liabilities are initially measured at fair value; financial liabilities not measured at fair value through profit or loss are measured at fair value minus transaction costs directly attributable to the issue of that liability. They are subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. These liabilities are subsequently measured at fair value. This is the case for derivative financial instruments.

FAIR VALUE

The fair value of financial liabilities traded on an active market is determined by reference to the selling price on the valuation date. If there is no observable active market, fair value is estimated using an appropriate valuation technique. Such techniques include the use of recent transactions, reference to the current fair value of another substantially identical instrument, discounted cash flow analysis and option pricing models.

PROVISIONS

A provision is recognised when the Group has a legal or constructive obligation as a result of past events and it is probable that an outflow of resources representing economic benefits will be required to settle the obligation, and the amount can be reliably estimated. Where the effect of the time value of money is material, the amount of the provision is the present value of expenditures expected to be required to settle the obligation, estimated using a pre-tax discount rate that reflects current market assessments of the time value of money and those risks specific to the liability.

DEFERRED INCOME

Deferred income comprises income received in advance relating to future financial years.

EMPLOYEE BENEFITS

The Group operates both defined benefit and defined contribution schemes, depending on the countries in which it is established and the local regulations on retirement benefit schemes.

Defined contribution schemes are those in which employees and Group companies pay contributions to an entity authorised to manage pension funds. Payments by Group companies are recognised in the income statement in the period in which they are due.

The present value of the Group’s defined benefit obligations is measured each year by qualified independent actuaries using the projected unit credit method. The actuarial assumptions used to determine obligations vary according to the country in which the scheme operates.

Actuarial gains and losses arise mainly from changes in long-term actuarial assumptions (discount rates, increased services costs, etc.) and the effects of differences between previous actuarial assumptions and what has actually occurred. All such gains and losses are recognised under other comprehensive income.

Benefit expense recognised in the income statement include current service cost and net interest on net liabilities of defined benefit schemes.

Other retirement liabilities, such as retirement allowances, are also determined by actuarial valuation using the projected unit credit method and are fully provisioned.

SHARE-BASED PAYMENTS

Share options are awarded to members of the Executive Board and Group employees entitling them to receive shares at the end of the vesting period. The award of options and conditions for employee participation are defined by the Board of Directors. When options are exercised, new shares are created by using conditional capital (Note 19).

The fair value of options granted is recognised as a staff cost with a corresponding increase in equity. Fair value is determined at the grant date and amortised over the vesting period. It is determined by an independent expert using the binomial option pricing model and takes account of the general vesting characteristics and conditions prevailing at that date.

At each balance sheet date, the Group revises its estimates of the number of share options that will be exercised in the near future. The impact of this revision is recognised in the income statement with a corresponding adjustment in equity.

At each exercise of share options, the value of the instruments is transferred from the share options reserve to the share premium account.

CONTINGENT ASSETS AND LIABILITIES

Contingent assets and liabilities arising from past events whose existence will be confirmed only by the occurrence, or non-occurrence, of one or more uncertain future events not wholly within the Group's control, are disclosed in the notes to the financial statements.

EVENTS AFTER THE BALANCE SHEET DATE

Events after the balance sheet date are events that occur between the balance sheet date and the approval date of the financial statements.

The value of assets and liabilities at the balance sheet date is adjusted to reflect events after the balance sheet date that help confirm situations that existed at the reporting date. Material post-balance sheet events that are indicative of conditions that arose after the balance sheet date are disclosed in the notes to the financial statements.

NEW STANDARDS AND INTERPRETATIONS

The International Accounting Standards Board (IASB) published a number of standards and amendments which had not all been adopted by the European Union at 31 December 2021, and which will take effect within the Group after the balance sheet date: These were not early adopted for the consolidated financial statements at 31 December 2021.

› STANDARDS, INTERPRETATIONS AND AMENDMENTS ADOPTED BY THE EUROPEAN UNION

Standard	Name	Effective date
IAS 37 (amendments)	- Onerous Contracts — Cost of Fulfilling a Contract	1 January 2022
Annual Improvements to IFRSs (2018-2020 Cycle)	- Annual Improvements to IFRSs (2018-2020 Cycle)	1 January 2022
IFRS 17	- Insurance contracts	1 January 2023

› STANDARDS, INTERPRETATIONS AND AMENDMENTS NOT YET ADOPTED BY THE EUROPEAN UNION

Standard	Name	Effective date
IAS 1 (amendments)	- Classification of Liabilities as Current or Non-current	1 January 2023
IAS 8 (amendments)	- Definition of Accounting Estimates	1 January 2023
IAS 1 (amendments)	- Disclosure of Accounting Policies	1 January 2023
IAS 12 (amendments)	- Deferred Tax related to Assets and Liabilities arising from a Single Transaction	1 January 2023

The Group does not expect the initial application of the other Standards and Amendments mentioned above to have any significant impact on the consolidated financial statements.

1. SEGMENT REPORTING

VIEL & Cie's internal organisational and management structure, and its system of internal financial reporting to the Executive Board and Board of Directors, are predominantly based on business activities, broken down for each of the Group's core businesses.

The three business segments identified for management reporting that have similar overall risk and profitability profiles are interdealer broking centred around Compagnie Financière Tradition, online broking with Bourse Direct, and private banking through SwissLife Banque Privée.

On the secondary level, the Group's activities are grouped into geographic regions: Europe, the Middle East and Africa, the Americas and the Asia-Pacific region. The Group's activities in Africa and Latin America have been grouped under Europe and the United States respectively, since their operations are supervised by the management of these regions and their individual weight is not significant (less than 2% of Group revenues).

The adopted geographical approach is based on the location of the Group's offices and operational teams, rather than the geographical location of its customers. This is because the profitability of broking activities is heavily reliant on local market characteristics, particularly in terms of competitive pressure as well as remuneration and other operating expenses. However, the distribution of consolidated revenues by destination – namely the geographical location of customers - does not differ substantially from revenue distribution by geographical location.

Segment assets are not included in management reports to the Executive Board, but they are nevertheless presented below.

Income, operating expenses, and segment assets and liabilities are allocated entirely to the business segments, except for a few profit or loss items, and assets and liabilities related exclusively to the Group's portfolio companies' operations which are presented separately as unallocated items. Moreover, some items considered exceptional, such as gains or losses on the disposal of subsidiaries or associates, depreciation of property and equipment, or restructuring charges, are not included in operating segment results.

The accounting policies applied in evaluating the segment operating results are identical to those applied in the consolidated financial statements.

› DISCLOSURE BY BUSINESS SEGMENT

In 2021 €000	IDB business	Online trading	Private banking	Real estate and other activities	Total	Contribution of portfolio companies	Total
Revenue							
Operating expenses[1]	-741,336	-35,957		-140	-777,433		-777,433
Segment operating profit	67,799	9,962		-140	77,621		77,621
Unallocated income/expenses[2]					-	-3,975	-3,975
Operating profit	67,799	9,962	-	-140	77,621	-3,975	73,645
Profit of equity accounted investments	20,915		5,618		26,533	-179	26,354
Financial result	-9,984	27		-11	-9,968	-124	-10,092
Profit before tax	78,730	9,989	5,618	-151	94,186	-4,278	89,908
Income tax	-12,499	-2,657			-15,156	195	-14,961
Net profit	66,231	7,332	5,618	-151	79,031	-4,083	74,948

[1] Expenses net of other operating income, including depreciation and amortisation.
[2] Net income/expenses related to the Group's portfolio companies.

In 2020 €000	IDB business	Online trading	Private banking	Real estate and other activities	Total	Contribution of portfolio companies	Total
Revenue	843,649	44,473			888,122		888,122
Operating expenses[1]	-765,032	-35,238		-202	-800,471		-800,471
Segment operating profit	78,617	9,235		-202	87,651		87,651
Unallocated income/expenses[2]					-	-4,033	-4,033
Operating profit	78,617	9,235	-	-202	87,651	-4,033	83,617
Profit of equity accounted investments	16,011		2,948		18,960	-187	18,773
Financial result	-13,423	55		-24	-13,391	-2,766	-16,157
Profit before tax	81,206	9,290	2,948	-225	93,219	-6,986	86,233
Income tax	-11,514	-3,033			-14,547	-85	-14,632
Net profit	69,692	6,257	2,948	-225	78,672	-7,071	71,601

[1] Expenses net of other operating income, including depreciation and amortisation.
[2] Net income/expenses related to the Group's portfolio companies.

› SEGMENT ASSETS

An analysis of segment assets is as follows:

In 2021 €000	IDB business	Online trading	Private banking	Real estate and other activities	Total	Contribution of portfolio companies	Total
Segment assets							
Investments in associates	144,638		54,751		199,389	1,229	200,619
Unallocated assets[3]					-	149,673	149,673
Total assets	1,561,570	1,377,761	54,751	2,484	2,996,566	150,903	3,147,469

[3] Assets relating to the Group's portfolio companies.

In 2020 €000	IDB business	Online trading	Private banking	Real estate and other activities	Total	Contribution of portfolio companies	Total
Segment assets	946,367	1,214,119		2,399	2,162,885		2,162,885
Investments in associates	135,676		50,602		186,279	1,056	187,335
Unallocated assets[3]					-	63,915	63,915
Total assets	1,082,043	1,214,119	50,602	2,399	2,349,163	64,972	2,414,135

[3] Assets relating to the Group's portfolio companies.

› DISCLOSURE BY GEOGRAPHIC SECTOR

In 2021 €000	Continuing operations			Total
	Europe, Middle East and Africa	Americas	Asia-Pacific	
Revenue	412 965	235 436	206 653	855 054
Non-current assets	145 182	33 902	15 078	194 163

In 2020 €000	Continuing operations			Total
	Europe, Middle East and Africa	Americas	Asia-Pacific	
Revenue	433 548	243 254	211 320	888 122
Non-current assets	136 149	36 946	17 263	190 357

The Europe region consists mostly of the Group's activities in London. In the US, we operate mainly out of New York, and in the Asia-Pacific region out of Tokyo.

Non-current assets consist solely of property and equipment, and intangible assets.

› INFORMATION ON MAJOR CUSTOMERS

No customer represented more than 10% of revenue in the 2021 and 2020 financial years.

2. OTHER OPERATING INCOME

An analysis of this item is shown below:

€000	2021	2020
Gains/(losses) on disposal of fixed assets	-8	184
Gains on disposal of companies	12,112	79
Other operating income	2,564	2,960
TOTAL	14,668	3,223

In 2021, the item "Gains on disposal of companies" consisted mainly of cumulative translation differences on the net assets of US subsidiaries that were liquidated during the year.

3. OTHER OPERATING EXPENSES

An analysis of this item is shown below:

€000	2021	2020
Telecommunications and financial information	55,325	55,229
Travel and representation	16,103	13,605
Professional fees	13,292	22,772
Rental and maintenance expenses	7,813	6,908
Other operating expenses	56,314	48,276
TOTAL	148,848	146,790

4. NET FINANCIAL RESULT

An analysis of this item is shown below:

€000	2021	2020
Interest income	924	1,859
Income from equity investments	1,175	64
Gains on financial assets at fair value	1,687	881
Gains on disposal of equity investments	144	7
Exchange gains	3,007	3,084
Changes in fair value of available-for-sale assets transferred from equity	-	-
Other financial income	3	316
Financial income	6,940	6,210
Interest expense	**-9,420**	**-10,169**
Losses on financial assets at fair value	-1,153	-1,310
Exchange losses	-3,957	-8,099
Financial expense on assets under finance leases	-2,422	-2,772
Other financial expense	-82	-17
Financial expense	**-17,033**	**-22,367**
Net financial result	**-10,092**	**-16,157**

5. INCOME TAX

An analysis of tax expense for the year is shown below:

€000	2021	2020
Current tax expense	15,928	14,451
Deferred tax expense/(income)	-968	181
Income tax	**14,961**	**14,632**

An analysis of the difference between the effective tax rate and the standard tax rate is shown below:

	2021		2020	
	%	€000	%	€000
Profit before tax		89,908		86,234
Adjustment for the share of associates and joint ventures		-26,355		-18,774
Profit before tax and share of profit of associates and joint ventures		63,553		67,460
Standard tax rate	22.64%	14,387	21.85%	14,748
Tax effect of the following items:				
Use of unadjusted tax loss carry-forwards	-0.30%	-188	-0.94%	-633
Unadjusted tax losses for the year	2.55%	1,619	1.93%	1,305
Tax expense for fully consolidated fiscally transparent companies char-ged to minority interests	-1.19%	-759	-1.56%	-1,051
Tax effect of non-taxable income	-5.67%	-3,604	-1.54%	-1,039
Tax effect of expenses not deductible for tax purposes	4.73%	3,005	3.38%	2,277
Tax losses not previously recognised	-	-	-	-
Change in tax rate	-0.06%	-39	0.17%	116
Tax relating to previous years	0.49%	311	-1.66%	-1,118
Other	0.36%	228	0.04%	27
Group's effective tax rate	23.54%	14,961	21.69%	14,632

"Expenses not deductible for tax purposes" mainly comprises business expenses not allowable as deductions in certain countries.

The average consolidated standard tax rate is measured as the weighted average of the rates in effect in the various tax jurisdictions in which the Group has subsidiaries.

This varies from year to year in line with the relative weight of each entity in the Group's pre-tax results and changes in tax rates of operating subsidiaries.

Deferred tax was recognised in other comprehensive income, as follows:

€000	2021	2020
Actuarial gains and losses of defined benefit schemes	628	-1,033
Cash flow hedges	-	-
Available-for-sale financial assets	-22	78
Other	-	-
Total deferred tax expense/(income)	606	-955

Tax was recognised directly in equity as follows:

€000	2021	2020
Current tax related to the exercise of share options	-1,554	-928
Deferred tax related to the award of share options	-1,267	829
Total tax expense/(income)	-2,821	-98

Movements in deferred tax were as follows:

€000	01.01.2021	Recognised in the income statement	Recognised in other comprehensive income	Recognised in equity	Reclassifi-cations	Currency translation	31.12.2021
Deferred tax assets							
Property and equipment	1,713	156				89	1,958
Intangible assets	833	35				95	963
Tax loss carry-forwards	14,485	-146				1,298	15,637
Provisions and accruals	13,024	84	-656	1,267		313	14,032
Lease liabilities	14,607	-1,502				1,041	14,146
Other	4,832	168				376	5,376
Total	49,494	-1,205	-656	1,267	0	3,212	52,112
Deferred tax liabilities							
Property and equipment	744	-342				48	451
Intangible assets	2,440	-951				198	1,688
Right-of-use assets	11,948	-915				810	11,843
Other	7,020	844	-23			416	8,257
Total	22,152	-1,363	-23	0	0	1,473	22,239
Total net deferred tax	27,342	158	-633	1,267	0	1,739	29,873
Stated on the balance sheet as follows:							
Deferred tax assets	29,165						30,861
Deferred tax liabilities	1,823						988
Net	27,342						29,873

€000	01.01.2020	Recognised in the income statement	Recognised in other comprehensive income	Recognised in equity	Reclassifi-cations	Currency translation	31.12.2020
Deferred tax assets							
Property and equipment	1,570	226				-83	1,713
Intangible assets	1,114	-200				-81	833
Tax loss carry-forwards	14,616	830				-961	14,485
Provisions and accruals	12,286	1,269	,1,029,	-829		-731	13,024
Lease liabilities	15,483	87				-963	14,607
Other	8,327	-867			-4,202,	1,573	4,832
Total	37,913	1,346	1,029	-829	-4,202	-1,246	49,494
Deferred tax liabilities							
Property and equipment	633	168				-57	744
Intangible assets	1,762	876				-197	2,440
Right-of-use assets	13,311	-523				-840	11,948
Other	6,484	832	78			-374	7,020
Total	8,879	1,353	78	0	0	-1,469	22,152
Total net deferred tax	29,034	-7	952	-829	-4,202	223	27,342
Stated on the balance sheet as follows:							
Deferred tax assets	30,866						29,165
Deferred tax liabilities	1,832						1,823
Net	29,034						27,342

Deferred tax assets and liabilities arising from temporary differences related to leases have been presented separately at 31 December 2021.

Unrecognised deferred tax assets amounted to €21,060,000 at 31 December 2021 (2020: €20,092,000) and relate to tax loss carry-forwards which were not used due to the recent history of losses at the companies concerned.

The tax losses for which no deferred tax assets were recognised expire as follows:

€000	2021	2020
Less than 1 year		
Between 1 and 5 years	1,602	2,438
Over 5 years	6,050	4,944
Available indefinitely	46,376	43,380
Total	54,027	50,762

Tax losses available indefinitely include an amount of €2,704,000 (2020: €2,692,000) which may only be used against capital gains.

6. EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the Group share of net profit by the weighted average number of shares outstanding during the year, less the average number of treasury shares held by the Group.

Diluted earnings per share is calculated by dividing the Group share of net profit, adjusted for items related to the exercise of dilutive instruments, by the weighted average number of shares outstanding during the year, including the weighted average number of shares which would be created in connection with the exercise of dilutive instruments, minus treasury shares.

The items used to calculate earnings per share are shown below:

Basic earnings	2021	2020
Net profit - Group share (€000)	50,960	48,928
Weighted average number of shares outstanding	70,882,801	71,622,968
Average number of treasury shares	5,441,791	5,528,523
Basic earnings per share (euros)	0.78	0.74

Diluted earnings	2021	2020
Net profit - Group share (€000)	50,960	48,928
Weighted average number of shares outstanding	70,882,801	71,622,968
Adjustment for dilutive effect of share options and free shares	518,000	568,137
Average number of treasury shares	5,441,791	5,528,523
Weighted average number of shares included for diluted earnings per share.	65,959,010	66,662,582
Diluted earnings per share (euros)	0.77	0.73

7. PROPERTY AND EQUIPMENT AND INVESTMENT PROPERTY

› PROPERTY AND EQUIPMENT

At 31 December 2021 €000	Land and buildings	Fixtures and fittings	IT and telephone equipment	Other property and equipment	Total
Gross value at 1 January 2021		49,981	58,477	3,206	111,664
Change in the basis of consolidation		401	145	51	597
Acquisitions during the year		1,184	2,083	36	3,302
Disposals – write-offs		-515	-370	0	-885
Reclassifications			561	897	1,458
Currency translation		2,964	2,613	135	5,712
Gross value at 31 December 2021	0	54,015	63,509	4,325	121,849
Accumulated depreciation and impairment losses at 1 January 2021		-35,419	-50,115	-580	-86,114
Change in the basis of consolidation		-282	-130	-36	-448
Depreciation for the year		-3,121	-3,975	-72	-7,169
Impairment losses for the year					-
Disposals – write-offs		511	370		881
Reclassifications			1		1
Currency translation		-2,133	-2,330	-10	-4,473
Accumulated depreciation and impairment losses at 31 December 2021	0	-40,446	-56,179	-698	-97,323
Net value at 31 December 2021	0	13,569	7,330	3,627	24,526
Dont actifs sous contrat de location-financement	-	-	-	-	-

At 31 December 2020 €000	Land and buildings	Fixtures and fittings	IT and telephone equipment	Other property and equipment	Total
Gross value at 1 January 2020		51,432	58,344	2,903	112,679
Change in the basis of consolidation		149	64	69	282
Acquisitions during the year		1,324	3,506	843	5,673
Disposals – write-offs		-162	-1,194	-190	-1,546
Reclassifications		-	400	-400	-
Currency translation		-2,762	-2,643	-18	-5,423
Gross value at 31 December 2020	0	49,981	58,477	3,206	111,664
Accumulated depreciation and impairment losses at 1 January 2020		-33,505	-49,025	-696	-83,226
Change in the basis of consolidation		-30	-30	-39	-99
Depreciation for the year		-3,723	-4,441	-48	-8,212
Impairment losses for the year		-	-	-	-
Disposals – write-offs		138	1,174	186	1,498
Reclassifications		-	-	-	-
Currency translation		1,701	2,206	18	3,925
Accumulated depreciation and impairment losses at 31 December 2020	0	-35,419	-50,115	-580	-86,114
Net value at 31 December 2020	0	*14,562*	8,362	*2,626*	*25,550*

› INVESTMENT PROPERTY

One of the Group's subsidiaries holds a portfolio of properties with a total initial investment of €6,289,000. These assets are recorded at amortised cost in accordance with IAS 40; movements in this item during the year were as follows:

At 31 December 2020	2,304
Acquisitions	
Disposals	
Depreciation	-132
Reclassifications	
Asset revaluations	
Currency translation	185
At 31 December 2021	2,357

At 31 December 2021, accumulated depreciation of these assets was €1,484,000.
Rental income booked in 2021 amounted to €124,000 against direct operating expenses of €132,000.

8. INTANGIBLE ASSETS

At 31 December 2021 €000	Business assets	Software	Goodwill	Customer relationships	Other intangible assets	Total
Gross value at 1 January 2021	14,009	90,012	82,588	53,121	5,363	245,095
Change in the basis of consolidation		549	6,045		8	6,602
Acquisitions during the year	1,293	4,106			837	6,237
Disposals – write-offs		-994		-54,888	-58	-55,940
Reclassifications	-1,285		1,285		-10	-10
Currency translation	-8	4,381	804	1,767	30	6,974
Gross value at 31 December 2021	14,009	98,055	90,723	0	6,170	208,957
Accumulated amortisation and impairment losses at 1 January 2021	-166	-73,243	-902	-53,121	-2,204	-129,637
Change in the basis of consolidation		-465				-465
Amortisation for the year		-5,807			-287	-6,094
Impairment losses for the year						0
Disposals – write-offs		995		54,88		55,883
Reclassifications				-		-
Currency translation	-14	-3,591	-42	-1,767	17	-5,397
Accumulated amortisation and impairment losses at 31 December 2021	-180	-82,112	-944	0	-2,474	-85,709
Net value at 31 December 2021	13,829	15,943	89,779	0	3,697	123,247

At 31 December 2020 €000	Business assets	Software	Goodwill	Customer relationships	Other intangible assets	Total
Gross value at 1 January 2020	14,091	92,369	81,215	57,888	4,864	250,427
Change in the basis of consolidation		195	1,349			1,543
Acquisitions during the year		3,667			666	4,334
Disposals – write-offs		-1,687			-7	-1,694
Reclassifications						0
Currency translation	-82	-4,532	24	-4,767	-160	-9,516
Gross value at 31 December 2020	14,009	90,012	82,588	53,121	5,363	245,095
Accumulated amortisation and impairment losses at 1 January 2020	-179	-72,067	-898	-57,888	-2,298	-133,331
Change in the basis of consolidation		-130				-130
Amortisation for the year		-6,390			35	-6,355
Impairment losses for the year	-2					-2
Disposals – write-offs		1,683				1,683
Reclassifications						0
Currency translation	15	3,661	-4	4,767	59	8,497
Accumulated amortisation and impairment losses at 31 December 2020	-166	-73,243	-902	-53,121	-2,204	-129,637
Net value at 31 December 2020	13,843	16,769	81,686	0	3,159	115,457

An analysis of goodwill at 31 December 2021 is shown below:

€000	31.12.2021			31.12.2020		
	Gross value	Amortisation	Net value	Gross value	Amortisation	Net value
Bourse Direct	32,774		32,774	31,489		31,489
Carax	3,864		3,864	3,864		3,864
Compagnie Financière Tradition	25,968		25,968	25,968		25,968
TFS	14,575		14,575	13,939		13,939
E-VIEL	3,833		3,833	3,833		3,833
Exoé	6,045		6,045			0
Other	3,662	-942	2,720	3,494	-901	2,593
Total included in intangible assets	90,721	-942	89,779	82,587	-901	81,686
Total included in investments in associates and joint ven-tures (Note 9)	25,714		25,714	25,734		25,734
Total goodwill	116,435	-942	115,493	108,321	-901	107,420

In 2021, a majority stake was acquired in the company Exoé, now part of the online trading segment.

› IMPAIRMENT TESTS

Cash-generating units (CGU) are defined by the aggregate activities of entities that have generated this goodwill. Goodwill recognised on the balance sheet was tested for impairment. The recoverable value of activities relating to each item of goodwill was estimated using a discounted cash flow method. The normalised cash flow was discounted to determine the value of the underlying activity compared with recognised goodwill, based on 5-year operating forecasts. The discount rates for measuring these valuations varied between 6.5% and 10.97% (2020: 6.6% and 8.5%), to reflect the risk in each of the markets. These rates also included an additional risk premium because of the sensitivity of this assumption when discounting future cash flows.

In addition, growth rates of 0.0% to 2.0% (2020: 0.0% to 2.0%) were used to extrapolate cash flow projections beyond the period covered by operating forecasts based on past experience, in line with the market in which these companies operate.

The different assumptions used for discounting future cash flows of the main CGUs were as follows:

In %	Discount rate		Growth rate	
	2021	2020	2021	2020
Interdealer broking				
Compagnie Financière Tradition and TFS	6.50%	6.60%	1.00%	1.00%
Other	6,5% - 8,8 %	6,6% - 8,5 %	0.00% to 100%	0.00% to 100%
Online trading				
Bourse Direct	10.97%	10.69%	2.00%	2.00%
E-VIEL	10.97%	10.69%	2.00%	2.00%

The valuations obtained using this method were greater than the carrying amounts and therefore no goodwill impairment was recognised in 2021 and 2020.

The sensitivity of the value in use obtained by this method with regard to changes in these two key assumptions is low. A 100 basis point increase in the discount rate would not produce a reduction in value in use that would require recognition of an impairment; the same applies to a 100 bp reduction in the long-term growth rate.

For the online trading business, this method includes other activity indicators such as the number of client accounts and client activity levels (order volumes). For the purpose of these valuations, the growth rate of the activity and the volume of orders executed varies between 1% and 5% depending on maturity. The sensitivity of the value in use to changes in the latter assumptions is higher, but a 100 basis point decrease in the growth rate would not require recognition of an impairment.

9. INVESTMENTS IN ASSOCIATES AND JOINT VENTURES

This item comprises the share of equity accounted associates and joint ventures held by VIEL & Cie or its operating subsidiaries. Details of these companies are disclosed in Note 32.

Changes in investments in associates and joint ventures are shown below:

€000	Associates	Joint ventures	Total
At 1 January 2021	75,849	111,492	187,336
Net profit for the year	12,091	14,263	26,355
Dividends paid	-5,464	-8,615	-14,079
Other comprehensive income	-407	-	-407
Currency translation	2,398	-985	1,413
At 31 December 2021	84,467	116,156	200,618

€000	Associates	Joint ventures	Total
At 1 January 2020	71,653	115,421	187,070
Net profit for the year	9,503	9,271	18,774
Dividends paid	-3,636	-9,412	-13,048
Other comprehensive income	-1,332	-	-1,332
Currency translation	-339	-3,789	-4,128
At 31 December 2020	75,849	111,492	187,336

› ASSOCIATES

Summarised financial information on the main associates, before eliminating intercompany balances and transactions, is as follows:

At 31 December 2021 €000	Capital Markets Holding SA	PingAn Tradition International Money Broking Company Ltd	SwissLife Banque privée	Other associates	Total
Place of business	Madrid	Shenzhen	Paris		
Percentage held	32.4%	33.0%	40.0%		
Non-current assets	9,166	5,166	28,006		
Current assets	50,327	77,129	3,130,783		
Non-current liabilities	1,113	558	5,666		
Current liabilities	29,172	28,852	3,025,920		
Net assets	**29,207**	**52,885**	**127,203**		
Group share in:					
- net assets	9,463	17,452	54,314	1,574	
- goodwill			437	1,227	
Book value at 31 December	**9,463**	**17,452**	**54,751**	**2,801**	**84,468**
Revenue	27,778	66,755	72,117		
Net profit for the year	-2,529	21,473	14,046	469	
Other comprehensive income	-1,256				
Comprehensive income for the year	-3,786	21,473	14,046	469	
Group share in:					
- net profit/(loss)	-820	7,086	5,618	206	12,091
- other comprehensive income	-407				-407
- comprehensive income	-1,227	7,086	5,618	206	11,684
Dividends paid to Group		3,983	1,469	12	5,464

At 31 December 2020 €000	Capital Markets Holding SA	PingAn Tradition International Money Broking Company Ltd	SwissLife Banque privée	Other associates	Total
Place of business	Madrid	Shenzhen	Paris		
Percentage held	32.4%	33.0%	40.0%		
Non-current assets	13,237	4,680	30,082		
Current assets	54,840	55,212	2,269,607		
Non-current liabilities	1,412	1,195	23,420		
Current liabilities	34,972	19,875	2,159,439		
Net assets	**31,693**	**38,822**	**116,830**		
Group share in:					
- net assets	10,269	12,811	50,165	961	
- goodwill			437	1,207	
Book value at 31 December	**10,269**	**12,811**	**50,602**	**2,168**	**75,850**
Revenue	30,732	53,578	53,073		
Net profit for the year	1,707	17,827	7,371	96	
Other comprehensive income	-4,111				
Comprehensive income for the year	-2,404	17,827	7,371	96	
Group share in:					
- net profit/(loss)	553	5,882	2,948	119	9,503
- other comprehensive income	-1,332				-1,332
- comprehensive income	-779	5,882	2,948	119	8,171
Dividends paid to Group		3,627		9	3,636

› JOINT VENTURES

The companies over which the Group exercised joint control with other partners essentially concerned the currency options business operated jointly with ICAP and Volbroker, and the forex trading business for retail investors in Japan operated by Gaitame.com Co., Ltd. Joint control over this company is exercised under a shareholders' agreement. The currency options business is conducted mainly out of London, New York and Singapore through several companies which are grouped under the heading "Tradition-ICAP" in the table below and which comprise between 25.0% and 55.0% of the assets and net results of this activity. The Group holds a 27.5% interest in operating companies in London and New York through holding companies in which it holds 55% of the share capital but exercises joint control under a contractual agreement with the partner.

Summarised financial information regarding the main joint ventures, before eliminating intercompany balances and transactions, is as follows:

At 31 December 2021 €000	Gaitame.com Co., Ltd	TFS-ICAP	Other companies	Total
Place of business	Tokyo	London, New York, Singapore		
Percentage held	49.99%	25,0% - 55%		
Non-current assets	26,134	3,629		
Current assets	914,419	39,590		
Of which cash and cash equivalents	*130,680*	*27,082*		
Non-current liabilities	3,023	8,390		
Of which financial debts	2,684			
Current liabilities	786,552	11,170		
Of which financial debts	984			
Net assets	150,978	23,658		
Group share in:				
- net assets	75,060	10,298		
- goodwill	14,660		9,389	
Book value at 31 December	89,720	10,298	16,137	116,156
Revenue	62,543	49,484		
Depreciation and amortisation	-2,228	-144		
Interest income	8	45		
Interest expense	-38	-317		
Income tax	-8,978	-521		
Net profit/comprehensive income for the year	19,497	7,624		
Group share in:				
- net profit/comprehensive income	9,747	3,443	1,073	14,263
Dividends paid to Group	7,076	644	895	8,615

At 31 December 2020 €000	Gaitame.com Co., Ltd	TFS-ICAP	Other companies	Total
Place of business	Tokyo	London, New York, Singapore		
Percentage held	49.99%	25,0% - 55%		
Non-current assets	33,882	3,861		
Current assets	862,361	34,557		
Of which cash and cash equivalents	114,918	22,583		
Non-current liabilities	573	10,100		
Of which financial debts	*224*	*59*		
Current liabilities	746,415	11,262		
Of which financial debts	534	87		
Net assets	149,255	17,056		
Group share in:				
- net assets	74,186	6,898		
- goodwill	15,110	-	8,980	
Book value at 31 December	89,296	6,898	15,280	111,474
Revenue	64,191	50,982		
Depreciation and amortisation	-3,043	-137		
Interest income	8	12		
Interest expense	-13	-224		
Income tax	-8,978	-487		
Net profit/comprehensive income for the year	20,910	2,630		
Group share in:				
- net profit/comprehensive income	8,964	-827	1,134	9,271
Dividends paid to Group	7,701	956	755	9,412

10. OTHER FINANCIAL ASSETS

€000	31.12.2021	31.12.2020
Employee loans	4,009	4,061
Related party receivables (Note 27)	8,200	8,045
Other financial assets	0	0
TOTAL	12,209	12,106

Loans to employees bear interest at an average rate of 1.50% and have an average maturity of 30 months.

The Group's exposure to credit risk, foreign currency risk and interest rate risk on other financial assets is disclosed in Note 30.

11. UNAVAILABLE CASH

€000	31.12.2021	31.12.2020
Call deposits and securities given as collateral in connection with broking activities	32,376	26,901
TOTAL	32,376	26,901

In addition to these call deposits held as collateral with clearing houses such as Euroclear and the Fixed Income Clearing Corporation (FICC), certain subsidiaries are subject to minimum equity restrictions set by their regulatory authorities, which limit the availability or free use of their cash holdings within the Group.

The Group's exposure to credit risk, foreign currency risk and interest rate risk on unavailable cash is disclosed in Note 30.

12. TRADE AND OTHER RECEIVABLES

An analysis of this item is shown below:

€000	31.12.2021	31.12.2020
Receivables related to account holder activities	1,364,891	1,128,499
Receivables related to matched principal activities	435,861	159,686
Trade debtors	173,098	146,144
Employee receivables	85,631	79,675
Related party receivables	7,874	5,457
Other short-term receivables	22,116	20,967
TOTAL	2,089,470	1,540,428

"Employee receivables" includes bonuses paid in advance, subject to the employee remaining with the Group throughout the duration of the contract. The expense relating to these bonuses is recognised in the income statement on a straight-line basis over the life of the contract.

The Group's exposure to credit risk, foreigtn currency risk and interest rate risk on trade and other receivables is disclosed in Note 30.

13. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

An analysis of financial assets held for trading is shown below:

Non-current €000	31.12.2021	**31.12.2020**
Equities	18,838	15,442
Total	18,838	15,442

Current €000	31.12.2021	**31.12.2020**
Equities	0	1
Short-term bank deposits	105	2
Total	105	3

The Group's exposure to credit risk, foreign currency risk and interest rate risk on financial assets at fair value through profit or loss is disclosed in Note 30.

14A. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

This item consists mainly of the following investments:

Non-current €000	31.12.2021	**31.12.2020**
Equities	4,678	4,458
Other	-	12
Total	4,678	4,470

These equity investments are not held for trading. The Group's exposure to credit risk, foreign currency risk and interest rate risk on financial assets at fair value through other comprehensive income is disclosed in Note 30.

14B. FINANCIAL ASSETS AT AMORTISED COST

€000	31.12.2021	**31.12.2020**
Short-term bank deposits	82,099	14,303
Total	82,099	14,303

This item consists of short-term bank deposits with maturities of more than three months from the acquisition date. The Group's exposure to credit risk, foreign currency risk and interest rate risk on financial assets at amortised cost is disclosed in Note 30.

15. CASH AND CASH EQUIVALENTS

€000	31.12.2021	31.12.2020
Cash on hand and demand deposits	419,221	347,692
Short-term bank deposits	32,466	21,156
Short-term money market investments	6,968	2,052
Cash and cash equivalents on the balance sheet	**458,655**	**370,900**
Unavailable cash	32,376	26,901
Cash and cash equivalents - assets	**491,030**	**397,800**
Bank overdrafts	-2,143	-7,826
Cash and cash equivalents in cash flow statement	**456,511**	**363,073**

Cash on hand and demand deposits bear variable interest based on daily bank rates. Short-term bank deposits have maturities of between one day and three months depending on the Group's liquidity requirements, and bear interest at the bank rate prevailing during the respective periods.

The Group's exposure to credit risk, foreign currency risk and interest rate risk on cash and cash equivalents is disclosed in Note 30.

16. SHARE CAPITAL, TREASURY SHARES AND CONSOLIDATED RESERVES

› COMPOSITION OF SHARE CAPITAL

Share capital at 31 December 2021 was €13,880,494, consisting of 69,402,468 shares with a nominal value of €0.2, compared with share capital of €14,324,593.60, consisting of 71,622,968 shares in the previous year. This difference is due to the cancellation of 2,220,500 treasury shares in 2021.

› MAJOR SHAREHOLDERS

The breakdown of capital at 31 December 2021 was as follows:

- Viel et Compagnie-Finance: 62.12%
- Amiral Gestion: 8.12%
- Sycomore AM: 5.64%
- Patrick Combes: 5.63%
- Quaero Capital: 3.11%
- Financière de l'Echiquier: 0.55%
- Public: 8.53%
- Treasury shares: 6.31%

> AUTHORISED CAPITAL

Delegated financial authorities

As required by Article L. 225-100(7) of the Commercial Code, a summary of delegated authorities currently in effect, granted to the Board of Directors by the General Meeting, and the use made of such authorities during the 2021 financial year is shown below:

Type of delegation	EGM	Expiration dates	Authorised amount	Used in 2021	Remaining authority
Capital increase (general delegation with pre-emptive rights maintained)	12/06/2020	26 months	€650,000,000	-	€50,000,000
Capital increase (general delegation with disapplication of pre-emptive rights)	12/06/2020	AGM called to approve the accounts for 2021	€10,000,000	-	€10,000,000
Capital increase (general delegation with disapplication of pre-emptive rights - Art. L. 411-2.II MFC)/	12/06/2020	26 months	€10,000,000	-	€10,000,000
Capital increase by capitalising reserves	10/06/2021	18 months	€5,000,000	-	€5,000,000
Capital increase by issuing warrants (pre-emptive rights maintained)	10/06/2021	26 months	€30,000,000	-	€30,000,000
Capital increase by granting free, existing or yet to be issued shares	12/06/2020	26 months	€1,432,459	-	€1,432,459
Capital increase by issuing warrants (in case of a takeover bid)	10/06/2021	18 months	€10,000,000	-	€10,000,000
Capital reduction (cancellation of shares)	10/06/2021	24 months	€1,432,459	€444,100	€988,359
Capital increase (allotment of free shares to employees of associates) (with pre-emptive rights maintained)	12/06/2020	38 months	€1,432,459		€1,432,459

Treasury shares

The Group held 4,378,501 treasury shares, or 6.31% of its capital, for a gross total of €18,079,000 at 31 December 2021 (2020: 5,788,600 shares for a gross total of €23,964,00). These shares are held under an authority from the General Meeting of Shareholders. The value of these shares was charged against consolidated equity.

Consolidated reserves

An analysis of this item is shown below:

€000	Retained earnings	Reserve for share options	Revaluation reserve	Actuarial gains and losses in defined benefit schemes	Other reserves	Consolidated reserves
Consolidated reserves at 1 January 2021	382,625	16,000	1,029	-9,671	23,422	413,405
Net profit for the year	50,960					50,960
Remeasurement of defined benefit schemes				2,635		2,635
Effect of recognition of hedging instruments						-
Effect of remeasurement of available-for-sale financial assets			204			204
Effect of remeasurement of available-for-sale financial assets of associates and joint ventures						-
Effect of remeasurement of investment property						-
Comprehensive income for the year	50,960	-	204	2,635	-	53,799
Transfer to the general reserve						-
Transfer to the reserve for treasury shares	-5,885					-5,885
Exercise of share options	1,862					1,862
Effect of recognition of share options		148				148
Dividends paid	-18,294					-18,294
Effect of changes in basis of consolidation/ Other variations	1,132		-210	61	-10,079	-9,096
Consolidated reserves at 31 December 2021	412,400	16,148	1,023	-6,975	13,343	435,941

€000	Retained earnings	Reserve for share options	Revaluation reserve	Actuarial gains and losses in defined benefit schemes	Other reserves	Consolidated reserves
Consolidated reserves at 1 January 2020	356,079	15,141	896	-9,280	23,424	386,260
Net profit for the year	48,928					48,928
Remeasurement of defined benefit schemes				-444		-444
Effect of recognition of hedging instruments						-
Effect of remeasurement of available-for-sale financial assets			130			130
Effect of remeasurement of available-for-sale financial assets of associates and joint ventures						-
Effect of remeasurement of investment property						-
Comprehensive income for the year	48,928	-	130	-444	-	48,614
Transfer to the general reserve						-
Transfer to the reserve for treasury shares	3,589					-
Exercise of share options	638					638
Effect of recognition of share options		859				859
Dividends paid	-16,479					-16,479
Effect of changes in basis of consolidation/ Other variations	-10,130		3	53	-2	-10,076
Consolidated reserves at 31 December 2020	382,625	16,000	1,029	-9,671	23,422	413,405

The share options reserve is used to recognise the fair value of own equity instruments granted to Group employees (Note 19). At each exercise of share options, the value of the instruments is transferred from this reserve to the share premium account.

The revaluation reserve comprises net cumulative changes in the fair value of financial assets at fair value through other comprehensive income. On disposal of these instruments, the net cumulative changes in fair value up to the time of disposal are reclassified to equity.

The currency translation reserve comprises foreign exchange differences arising from the translation into euros of the financial statements of Group companies denominated in foreign currencies, as well as changes in fair value of instruments used in hedging net investments in foreign entities. It is shown separately in the Consolidated statement of changes in equity.

The reserve for actuarial gains and losses of defined benefit schemes is used to recognise changes in long-term assumptions and any differences between the assumptions and the actual changes in those schemes.

Other comprehensive income

An analysis of this item is shown below:

2021 €000	Attributable to shareholders of the parent					Minority interests	Total
	Currency translation	Hedging reserve	Revaluation reserve	Actuarial gains and losses of defined benefit schemes	Total Group share		
Other comprehensive income that cannot be reclassified to profit or loss							
Financial assets at fair value through other comprehensive income				204	204	78	282
Actuarial gains and losses of defined benefit schemes				2,635	2,635	1,081	3,716
Total other comprehensive income that cannot be reclassified to profit or loss	-	-	-	2,839	2,839	1,159	3,998
Other comprehensive income that may be reclassified to profit or loss							
Fair value adjustments on cash flow hedges							
- recognised in hedging reserve					-	-	-
- transferred to income statement					-	-	-
Fair value adjustment on available-for-sale financial assets							
- recognised in revaluation reserve					-	-	-
- transferred to income statement					-	-	-
Currency translation	11,122				11,122	5,369	16,491
Transfer of exchange differences to income statement	-8,348				-8,348	-3,764	-12,122
Revaluation differences					-	-	-
Other comprehensive income of associates	-293				-293	-114	-407
Total other comprehensive income that may be reclassified to profit or loss	2,481	-	-	-	2,481	1,491	3,972
Other comprehensive income for the year, net of tax	2,481	-	-	2,839	5,320	2,650	7,970

2020 €000	Attributable to shareholders of the parent					Minority interests	Total
	Currency translation	Hedging reserve	Revaluation reserve	Actuarial gains and losses of defined benefit schemes	Total Group share		
Other comprehensive income that cannot be reclassified to profit or loss							
Financial assets at fair value through other comprehensive income				130	130	52	182
Actuarial gains and losses of defined benefit schemes				-444	-444	-149	-593
Total other comprehensive income that cannot be reclassified to profit or loss	-	-	-	-314	-314	-97	-411
Other comprehensive income that may be reclassified to profit or loss							
Fair value adjustments on cash flow hedges							
- recognised in hedging reserve					-	-	-
- transferred to income statement					-	-	-
Fair value adjustment on available-for-sale financial assets							
- recognised in revaluation reserve					-	-	-
- transferred to income statement					-	-	-
Currency translation	-23,618				-23,618	-10,675	-34,293
Transfer of exchange differences to income statement					-	-	-
Revaluation differences					-	-	-
Other comprehensive income of associates	-971				-971	-361	-1,332
Total other comprehensive income that may be reclassified to profit or loss	-24,589	-	-	-	-24,589	-11,036	-35,625
Other comprehensive income for the year, net of tax	-24,589	-	-	-314	-24,903	-11,133	-36,036

17. MINORITY INTERESTS

The main companies in which the minority interests are considered significant are Bourse Direct, which represents the online trading business, and the Tradition subgroup, which comprises the interdealer broking business. Companies considered significant within the Tradition subgroup are presented in the notes to the consolidated financial statements of Compagnie Financière Tradition, a listed company.

The summary financial information of the Tradition subgroup is presented after elimination of intercompany accounts and transactions within that group.

€000	At 31 December 2021		At 31 December 2020	
	Tradition Group Switzerland	Bourse Direct Group France	Tradition Group Switzerland	Bourse Direct Group France
Percentage holding of minority interests	27.67%	20.37%	27.13%	20.77%
Non-current assets	334,674	31,296	320,928	55,031
Current assets	1,208,878	1,318,022	742,408	1,161,865
Of which cash and cash equivalents	296,366	39,040	281,265	51,322
Non-current liabilities	273,016	2,801	297,099	2,740
Current liabilities	854,564	1,279,545	388,791	1,118,928
Net assets	415,972	66,972	377,446	95,228
Carrying amount of minority interests	20,626	10,079	17,219	9,761
Revenue	809,135	45,919	843,649	44,473
Net profit	66,232	7,164	69,692	6,105
Share attributable to minority interests in Group's net profit in:	23,128	1,494	21,391	1,284
Net operating cash flows	59,430	-538	87,826	17,965
Net investing cash flows	-61,088	-7,544	52,317	-1,900
Net financing cash flows (excl. dividends paid to minority interests)	21,506	-3,597	-150,221	-3,008
Dividends paid to minority interests	-11,957	-548	-12,318	-226
Movement in exchange rates	98	-	-19,935	-
Movement in cash and cash equivalents	7,989	-12,227	-42,332	12,831

18. DIVIDENDS

€000	2021	2020
Dividend per share for 2021: €0.30 (2020: €0.28)	20,821	20,054

19. SHARE-BASED PAYMENTS

› COMPAGNIE FINANCIÈRE TRADITION

An analysis of share options granted to employees of the Tradition Group at 31 December 2021 is shown below:

Date d'attribution	Number of shares of CHF 2.50 nominal	Potential increase in capital in CHF	Start of exercise period[1]	Expiration date	Exercise price in CHF	Exercise terms[2]
05.01.18	20,000	50,000	01.02.21	01.02.26	2.50	115.00
30.08.18	12,000	30,000	01.09.21	01.09.26	2.50	120.00
20.11.18	50,000	125,000	20.11.21	20.11.26	2.50	120.00
28.11.18	18,000	45,000	6 000 shares from 01.12.21 6 000 shares from 01.12.22 6 000 shares from 01.12.23	01.12.26	2.50	110.00
09.01.19	3,000	7,500	09.07.20	09.07.25	2.50	110.00
06.06.19	58,000	145,000	01.06.22	01.06.27	2.50	110.00
13.01.20	20,000	50,000	13.01.23	13.01.28	2.50	114.00
07.04.20	22,500	56,250	07.04.23	07.04.28	2.50	125.00
01.07.20	50,000	125,000	01.07.23	01.07.28	2.50	125.00
08.04.21	22,500	56,250	08.04.24	08.04.29	2.50	130.00
31.08.21	21,000	52,500	5 000 shares from 31.08.22 5 000 shares from 31.08.23 5 000 shares from 01.12.24 3 000 shares from 01.12.25 3 000 shares from 01.12.26	31.08.29	2.50	Tranche A: 115.00 Other tranches: 120.00
10.09.21	5,000	12,500	10.09.24	10.09.29	2.50	120.00
TOTAL	302,000	755,000			2.50	

[1] These options may only be exercised if the employee is still employed by the Group.
[2] The share price must have been above these thresholds for 10 consecutive days in the 12 months preceding the exercise date.

Compagnie Financière Tradition SA awarded 48,500 share options to Group employees in 2021 (2020: 92,500 options).

The fair value of options is determined at the grant date using a valuation method that takes account of the general vesting characteristics and conditions prevailing at that date.

The following valuation parameters, based on historical observations, were used to determine the fair value of options granted:

	2021	2020
Dividend yield	5.0%	5.0%
Expected volatility	14.0%	16.0%
Risk-free interest rate	0.0%	0.0%
Share price on the grant date (in CHF)	114.7	104.0

In 2021, the weighted average fair value of options at the grant date was CHF 17.9 (2020: CHF 9.0).

An analysis of the number and weighted average exercise prices of employee share options is shown below:

CHF	2021		2020	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
Outstanding at start of the year	2.50	364,167	2.50	390,167
Granted	2.50	48,500	2.50	92,500
Exercised*	2.50	-109,667	2.50	-118,500
Lapsed				
Cancelled	2.50	-1,000		
Outstanding at end of the year	2.50	302,000	2.50	364,167
Exercisable at end of the year	2.50	29,000	2.50	62,667

* Options exercised in 2021 had a weighted average share price at the exercise date of CHF 112.8 (2020: CHF 105.0).

Options exercised only entitle holders to delivery of the shares. The cost of share-based payments in 2021 was CHF 1,014,000 (2020: CHF 1,274,000).

› BOURSE DIRECT

The new free shares under the 2017 share award scheme had fully vested at 31 December 2021.

Details of that scheme were as follows:

Type of scheme	2017 award scheme
Date of General Meeting	11 May 16
Date of first awards under the scheme	21 July 17
Total number of free shares awarded	750,000
Start date of award of free shares	21 July 17
Grant period (one-third allocation over three years)	21 July 19 21 July 20 21 July 21
Vesting period in the event of non-fulfilment of the performance condition	21 July 27
Conditional on employee remaining with the Company	Yes
Share price performance conditions (at least 10 consecutive trading sessions before the award)	€2.20
Number of free shares outstanding at 1 January	250,000
Number of free shares acquired during the year	250,000
Number of free shares outstanding at 31 December	**-**
Nombre de collaborateurs concernés	13

There are no share option schemes in effect.

> VIEL & CIE

Share option schemes

No new share option schemes had been granted by VIEL & Cie at 31 December 2021.

Free share schemes

Details of the free share schemes at 31 December 2021 are shown below:

Type of scheme (euros)	**2017 award scheme**		**2021 award scheme**
Date of General Meeting	14 June 16	14 June 16	12 June 20
Date of first awards under the scheme	4 Sept. 17	4 Sept. 17	18 March 21
Total number of free shares awarded	440,000	138,000	135,000
Start date of award of free shares	4 Sept. 17	4 Sept. 17	18 March 21
Award period	4 Sept. 20	4 Sept. 22	18 March 21
Vesting period in the event of non-fulfilment of the performance condition	4 Sept. 27	4 Sept. 27	18 March 21
Conditional on employee remaining with the Company	Yes	Yes	Yes
Share price performance conditions	€6.50	€6.00	€6.80
Number of free shares outstanding at 1 January	380,000	138,000	135,000
Number of free shares cancelled during the year	-	-	-
Number of free shares outstanding at 31 December	**380,000**	**138,000**	**135,000**
Number of persons concerned	2	4	4

20. FINANCIAL DEBTS

€000	31.12.2021	**31.12.2020**
Bank overdrafts	2,143	7,826
Bank borrowings	0	11,109
Short-term portion of long-term bank borrowings	18,000	30,150
Short-term obligation under finance leases	0	0
Bond issues	106,401	0
Short-term	**126,544**	**49,086**
Long-term borrowings	182,000	83,500
Bond issues	202,497	221,568
Long-term	**384,497**	**305,068**
TOTAL	**511,042**	**354,154**

In 2021, movements in financial debts from financing activities shown in the cash flow statement were as follows:

2021 €000		Financial items	Non-financial items			31.12.2021
			Other movements	Reclassifi-cations	Currency translation	
Long-term						
Bank borrowings	83,500	98,500				182,000
Bond issues	221,568	73,811		-101,725	8,843	202,497
Short-term						
Bank borrowings	11,109	-11,114			5	-
Short-term bank loans	30,150	-12,150				18,000
Bond issues	-	86		101,725	4,590	106,401
Total	**346,327**	**149,133**	**-**	**-**	**13,438**	**508,898**

2020 €000		Financial items	Non-financial items			31.12.2020
			Other movements	Reclassifi-cations	Currency translation	
Long-term						
Bank borrowings	113,650	-30,150				83,500
Bond issues	220,322	187			1,059	221,568
Short-term						
Bank borrowings		11,212			-103	11,109
Short-term bank loans	30,150	-				30,150
Bond issues	119,069	-120,748			1,679	-
Total	**483,192**	**-139,500**	**-**	**-**	**2,635**	**346,327**

An analysis of bond issues is shown below:

Issuer	Year of issue and maturity	Outstanding face value CHF 000	Coupon	Effective interest rate	Carrying amount CHF 000 31.12.21	Carrying amount CHF 000 31.12.20
Compagnie Financière Tradition SA	2021-2027	80,000	1.875%	1.980%	79,585	-
Compagnie Financière Tradition SA	2019-2025	CHF,130,000	1.750%	1.850%	129,615	129,508
Compagnie Financière Tradition SA	2016-2022	CHF,110,000	1.625%	1.726%	109,923	109,830
TOTAL					319,123	239,338
Of which amount redeemable within 12 months					*109,923*	-

Compagnie Financière Tradition had available credit facilities of CHF 174,736,0000 at 31 December 2021 (2020: CHF 174,641,000). None of these had been drawn down at 31 December 2021 (2020: CHF 12,000,000 drawn down).

Long-term bank borrowings included an amount of €200,000,000 repayable in annual instalments, maturing in June 2026 (€113,650,000 at 31 December 2020).

Long-term debts are subject to an early repayment clause in the event of non-compliance with the various management ratios. These ratios mainly concern the Group's debt level to consolidated equity, or the Group's level of net financial expenses to operating profit. All these conditions had been met at 31 December 2021. VIEL & Cie and its subsidiaries had unused credit facilities of €169,138,000 at year-end against €150,566,000 at 31 December 2020.

The Group elected to spread the issuing charges related to its borrowings over their payback period.

The Group's exposure to liquidity risk, foreign currency risk and interest rate risk on financial debts is disclosed in Note 30.

21. PROVISIONS AND CONTINGENT LIABILITIES

An analysis of provisions is shown below:

€000	Pensions and post-employment benefits	Litigation	Provisions for tax	Other provisions	TOTAL
At 31 December 2019	26,247	816	-	192	27,255
Of which amount to be settled within 12 months					-
Change in the basis of consolidation					-
Recognised	3,492	1,096		632	5,220
Used	-618	-1,226			-1,844
Reversed	-12	-333			-345
Remeasurement of defined benefit schemes	1,641				1,641
Reclassifications					-
Currency translation	-669	-14			-683
At 31 December 2020	30,082	338	-	824	31,244
Of which amount to be settled within 12 months					-
Change in the basis of consolidation	137				137
Recognised	2,706	13,463		-177	15,992
Used	-491	-1,750			-2,240
Reversed	-17	-188		-147	-352
Remeasurement of defined benefit schemes	-4,698				-4,698
Reclassifications		338			338
Currency translation	49	307			356
At 31 December 2021	27,768	12,508	-	500	40,776
Of which amount to be settled within 12 months					*12,496*

› PENSIONS AND POST-EMPLOYMENT BENEFITS

Provisions for pensions and post-employment benefits recognised in the balance sheet cover the Group's obligations under defined benefit plans and other long-term employee benefits. Details of these liabilities are disclosed in Note 22.

› LITIGATION

In the course of their business activities, the Group's subsidiaries may become involved in litigation with former employees over termination of their employment contracts, or with competitors over the hiring of new employees. Subsidiaries may be subject to administrative procedures brought by local regulators.

The timing of cash outflows relating to these provisions is uncertain, as it will depend on the outcome of the relevant cases which can last several years.

A subsidiary of the Group in the UK is a defendant in a civil lawsuit filed at the end of 2017 by five English companies in liquidation and their liquidators.

In 2009, these companies had traded EU Allowances (EUAs), also known as carbon credits, and failed to pay the VAT billed to counterparties in connection with these trades. The Group's subsidiary acted as broker in the transmission of a limited number of orders related to these transactions.

The liquidators are seeking damages as they claim that the subsidiary failed to identify the wrongdoings and thus assisted the directors of the English companies in their breaches of fiduciary duties.

The subsidiary is strongly contesting the case on the grounds that it did not provide any such assistance to the directors of those companies and did not act dishonestly. After a two-year postponement of hearings due to the pandemic, they are now scheduled to be held in the first quarter of 2022.

In view of recent developments, a provision has been set aside to cover a possible settlement with the claimants. The amount of the provision is included under short-term provisions at 31 December 2021.

› PROVISIONS FOR TAX

The Group is regularly subject to tax inspections. Potential risks are assessed and, if necessary, provisioned.

At 31 December 2020, Bourse Direct had recognised a provision of €500,000 for tax litigation risk following a tax audit which led to a proposed adjustment in respect of the full Research Tax Credit (CIR) for the four years subject to the audit totalling €1.6m.

The company contests the tax authorities' position on most of the cases in question and has initiated contentious proceedings.

› OTHER PROVISIONS

Provisions were set aside in previous years to cover the various risks facing VIEL & Cie and its consolidated subsidiaries. These provisions cover all estimated potential risks.

22. EMPLOYEE BENEFITS

The retirement and post-employment benefits of most VIEL & Cie employees and its operating subsidiaries are insured under defined contribution plans. Contributions to these plans are recognised as an expense when incurred. Any amounts payable at the end of the period are presented under "Trade and other payables".

Defined benefit schemes are confined mainly to Group employees based in Switzerland.

Swiss based employees are insured with the employer's occupational benefits institution for retirement, death and disability cover. This occupational benefits institution is established as a foundation. It manages retirement risk itself while reinsuring death and disability risks with an insurance company. Retirement benefits are defined on the basis of the individual's retirement savings account balance (retirement savings capital) at the retirement date. The annual retirement pension is calculated by multiplying the retirement savings capital at the retirement date by the conversion rate defined in the foundation's pension plan rules. Employees may opt to take early retirement from age 58, in which case the conversion rate is reduced proportionally, to take account of the expected increase in the duration of pension payments and the lower retirement savings capital. Employees also have the option of taking all or part of their retirement pension as a lump sum.

The employer's ordinary contributions are expressed as a percentage of the pensionable salary (according to age) and are paid into the individual retirement accounts.

The investment policy of the occupational benefits institution aims at achieving a target return which, combined with contributions paid to the foundation, is sufficient to maintain reasonable control over the pension scheme's funding risks. The Pension Board, with the assistance of investment advisers, determines the asset class weightings and target allocations, which are reviewed periodically. The actual asset allocation is determined by a series of economic and market conditions and takes account of the specific risks of the asset classes.

The other long-term benefits mainly concern employees of the Group's subsidiaries in Japan, who can defer the payment of part of their remuneration until retirement age or until they leave the Company.
Provisions for pensions and post-employment benefits are broken down as follows:

€000	31.12.2021	31.12.2020
Other long-term benefits	14,330	13,364
Provisions for defined benefit schemes	13,438	16,718
Total provisions for pensions and post-employment benefits	**27,768**	**30,082**

Expense related to defined benefit and defined contribution pension schemes is reported under "Staff costs". In 2021, expense for defined contribution schemes amounted to €4,695,000 (2020: €4,461,000).

› ASSETS AND LIABILITIES RECOGNISED IN THE BALANCE SHEET

€000	31.12.2021	31.12.2020
Present value of obligations	61,268	58,571
Fair value of plan assets	-47,967	-41,854
Net defined benefit scheme liabilities	**13,301**	**16,718**

› MOVEMENTS IN PRESENT VALUE OF OBLIGATIONS

€000	2021	2020
Present value of obligations at 1 January	58,571	52,563
Of which funded obligations	53,159	48,000
Of which non-funded obligations	5,412	4,563
Financial cost	115	114
Current service cost	2,187	2,023
Employee contributions	914	874
Past service cost	0	0
Benefits paid	-1,276	-305
Actuarial (gains)/losses arising from experience adjustments	2,490	2,230
Actuarial (gains)/losses arising from changes in demographic assumptions	-1,731	96
Actuarial (gains)/losses arising from changes in financial assumptions	-2,559	775
Curtailment	0	0
Reclassifications	-17	220
Currency translation	2,573	-18
Present value of obligations at 31 December	61,268	58,571
Of which funded obligations	55,186	53,159
Of which non-funded obligations	6,081	5,412

› MOVEMENTS IN THE PRESENT FAIR VALUE OF PLAN ASSETS

€000	2021	2020
Fair value of plan assets at 1 January	41,854	38,195
Expected return on plan assets	10	47
Employer contributions	1,130	1,067
Employee contributions	914	874
Benefits paid	-842	134
Administration costs	-70	-71
Actuarial gains/(losses)	2,898	1,459
Curtailment	0	0
Currency translation	2,073	150
Fair value of plan assets at 31 December	47,967	41,854

The Group estimates that contributions to be paid to defined benefit plans in 2021 will amount to €1,148,000.

› FAIR VALUE OF ASSET CLASSES AS A PERCENTAGE OF TOTAL PLAN ASSETS

	2021	2020
Equities	31.35%	31.70%
Bonds	26.29%	26.05%
Real estate	28.57%	29.22%
Insurance contracts	0.79%	0.93%
Cash and cash equivalents	5.16%	4.46%
Other	7.84%	7.63%
TOTAL	100%	100%

Expected return on plan assets is based on long-term forecasts for inflation, interest rates and risk premiums for the various asset classes. These forecasts take account of long-term historical returns.

Investments in stocks, bonds and real estate are mostly made through investment funds and the majority are listed on an active stock market. Most other investment categories are not listed on an active stock market.

› ACTUARIAL GAINS AND LOSSES OF DEFINED BENEFIT SCHEMES RECOGNISED IN OTHER COMPREHENSIVE INCOME

En millions d'euros	2021	2020
Actuarial gains(/losses) on plan liabilities	2,559	-775
Experience adjustments on plan liabilities	-2,490	-2,230
Experience adjustments on plan assets	2,898	1,459
Gain/(loss) on remeasurement of defined benefit schemes	2,967	-1,545

› EXPENSE RECOGNISED IN THE INCOME STATEMENT

€000	2021	2020
Current service cost	2,258	2,094
Net interest expense	104	67
Cost/(income) - defined benefit plans	2,362	2,161

€000	2021	2020
Actual return on/(cost of) plan assets	3,050	1,502

› MAIN ACTUARIAL ASSUMPTIONS

In %	2021	2020
Discount rate	0.62%	0.33%
Future salary increases	1.18%	1.18%

› MORTALITY TABLES

Life expectancy is taken into account in liabilities defined on the basis of mortality tables in the country in which the scheme operates. Generational tables, which model future mortality trends, were used at 31 December 2021 and 2020.

› SENSITIVITY ANALYSIS

The impact of an increase or decrease in the main actuarial assumptions on defined benefit plan liabilities at 31 December 2021 and 2020 is presented below:

€000	2021	
	Increase	Decrease
Discount rate (0.5% variation)	-4,092	4,637
Future salary increases (0.5% variation)	218	-218

€000	2020	
	Increase	Decrease
Discount rate (0.5% variation)	-4,250	4,880
Future salary increases (0.5% variation)	210	-210

This analysis is based on the assumption that all other variables remain constant.

› DURATION OF DEFINED BENEFIT OBLIGATIONS

The weighted average duration of the defined benefit obligation for Group employees in Switzerland was 16 years at 31 December 2021 (2020: 18 years).

23. TRADE AND OTHER PAYABLES

An analysis of this item is shown below:

€000	31.12.2021	31.12.2020
Payables related to account holder activities	1,363,471	1,129,075
Payables related to matched principal activities	433,049	149,312
Accrued liabilities	132,614	121,835
Related party payables	3,260	3,868
Other short-term liabilities	54,532	57,979
TOTAL	1,986,926	1,462,070

The Group's exposure to liquidity risk, foreign currency risk and interest rate risk on trade and other payables is disclosed in Note 30.

24. TAX PAYABLES AND RECEIVABLES

Tax payables at 31 December 2021 amounted to €8,830,000 (2020: €10,470,000).

Tax receivables of €5,297,000 at 31 December 2021 (2020: €4,804,000) consisted mainly of tax instalments paid by Group companies.

25. DERIVATIVE FINANCIAL INSTRUMENTS

€000	2021		2020	
	Assets	Liabilities	Assets	Liabilities
Forward foreign exchange contracts	244	-	141	2
Interest rate swaps	152	19	240	11
Total	396	19	382	13

26. LEASES

The Group's leases mainly concern offices used by employees in connection with their business activities.

› RIGHT-OF-USE ASSETS

Buildings €000	2021	2020
Acquisitions	19,695	9,966
Depreciation and amortisation	-14,660	-15,345
Net book value at 31 December	57,149	49,350

› LEASE LIABILITIES

€000	2021	2020
Short-term		
Lease liabilities	16,061	14,959
Total		
Long-term		
Lease liabilities	54,184	46,213
Total		
Total lease liabilities on balance sheet	70,245	61,172

The Group's exposure to liquidity risk, foreign currency risk and interest rate risk on lease liabilities is disclosed in Note 30.

Movements in lease liabilities from financing activities shown in the cash flow statement were as follows:

€000	01.01.21	Financial items	Non-financial items		31.12.2021
			Other movements	Currency translation	
Lease liabilities	61,172	-14,268	19,642	3,699	70,245
Total	61,172	-14,268	19,642	3,699	70,245

€000	01.01.20	Financial items	Non-financial items		31.12.2020
			Other movements	Currency translation	
Lease liabilities	66,296	-13,423	12,432	-4,133	61,172
Total	66,296	-13,423	12,432	-4,133	61,172

› OTHER INFORMATION ON LEASES

- Short-term lease related expenses for fiscal 2021 amounted to €3,817 000.
- Interest expense on lease liabilities is presented in Note 4.
- The total cash outflow for leases amounted to €17,836,000.

27. RELATED PARTY TRANSACTIONS

› NATURE OF DUTIES OF KEY MANAGEMENT STAFF

VIEL & Cie includes three core business segments in its consolidated financial statements: interdealer broking, through Compagnie Financière Tradition, online trading, through Bourse Direct, and a 40% equity accounted stake in SwissLife Banque Privée. The Chairman of the Board of Directors of VIEL & Cie is considered a key employee.

› KEY MANAGEMENT REMUNERATION

The Chairman of the Board of Directors does not receive remuneration from VIEL & Cie, but from its parent company VIEL et Compagnie-Finance. He received emoluments from VIEL & Cie totalling €12,000 for 2021, unchanged from the previous year.

The Chairman and CEO was not granted any benefits in kind, post-employment benefits, other long-term benefits, termination benefits, or share-based payments.

› RELATED PARTY RECEIVABLES

Non-current €000	31.12.2021	**31.12.2020**
Receivables from associates	2,000	1,843
Receivables from shareholder and associates	0	0
TOTAL	2,000	1,843

Current €000	31.12.2021	**31.12.2020**
Receivables from associates	63	44
Receivables from joint ventures	6,853	4,721
Receivables from shareholder and related companies	957	692
TOTAL	7,874	5,457

› RELATED PARTY PAYABLES

€000	31.12.2021	**31.12.2020**
Payables to associates	55	87
Payables to joint ventures	3,197	3,099
Payables to shareholder and related companies	8	683
TOTAL	3,260	3,869

"Receivables from shareholder and related companies" and "Payables to shareholder and related companies" include all receivables and payables due to or by VIEL & Cie and its subsidiaries in respect of their ultimate majority shareholder, VIEL et Compagnie-Finance, Paris, and subsidiaries of that company.

› RELATED PARTY TRANSACTIONS

One of the Group subsidiaries signed a lease agreement with a company owned by its ultimate shareholder. In 2021, the Group recognised an expense of €758,000 related to the right to use these premises.

A service company owned by VIEL & Cie's majority shareholder billed the Group for travel expenses amounting to €723,000 in 2021 (2020: €532,000).

28. OFF-BALANCE SHEET OPERATIONS

› COMMITMENTS TO DELIVER AND RECEIVE SECURITIES

€000	31.12.2021	31.12.2020
Commitments to deliver securities	170,507,247	208,431,350
Commitments to receive securities	170,482,633	208,403,363

Commitments to deliver and receive securities reflect buy and sell transactions entered into before 31 December 2021 and closed out after that date, in connection with matched principal activities conducted by Group companies dealing with institutional clients, or deferred settlement transactions for the online trading business.

29. FINANCIAL RISK MANAGEMENT

The Group is exposed to four main types of risk:

- Credit risk
- Liquidity risk
- Market risk
- Interest rate risk
- Operational risk

Details of the Group's exposure to each of these risk areas, its risk management objectives, policy and procedures, and the methods it uses to measure risk are disclosed in the "Corporate Governance" section.

› CAPITAL MANAGEMENT

The Group's capital management strategy aims to maintain sufficient equity to ensure operating continuity and produce a return on investment for shareholders.

The Board of Directors monitors return on equity, which is defined as the ratio of net operating income to shareholders' equity, net of the share of minority interests. The Board also monitors dividends paid to shareholders.

The Group manages the capital structure and adjusts it in response to changes in economic conditions. In order to maintain or adjust the capital structure, the Group may adjust dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

No changes were made in the Group's approach to managing capital in 2021.

VIEL & Cie is not subject to any externally imposed capital requirements. However, on the local level, some Group subsidiaries are subject to capital requirements imposed by regulators in the countries concerned. Monitoring and compliance with regulatory directives are the responsibility of local compliance officers.

30. FINANCIAL INSTRUMENTS

› CREDIT RISK

Exposure to credit risk

The carrying amount of financial assets represents the Group's maximum exposure to credit risk. Exposure to credit risk is shown below:

€000	2021	2020
Financial assets at fair value through other comprehensive income	4,678	4,470
Financial assets at fair value through profit or loss	18,943	15,445
Loans and receivables	82,099	1,474,494
Financial assets at amortised cost	2,032,648	14,303
Derivative financial instruments	396	382
Cash and cash equivalents	458,655	384,930
Unavailable cash	32,376	26,901
TOTAL	2,629,796	1,920,925

› EXPECTED CREDIT LOSSES

An analysis of ageing of trade receivables and expected credit losses is shown below:

€000	2021		2020	
	Gross value	Expected credit losses	Gross value	Expected credit losses
Not yet due	106,710	-43	92,842	-18
Less than 30 days overdue	27,735	-28	20,735	-19
Between 31 and 60 days overdue	15,849	-45	10,698	-38
Between 61 and 90 days overdue	8,188	-15	6,159	-16
Between 91 and 180 days overdue	6,949	-12	7,865	-25
More than 180 days overdue	8,525	-716	8,586	-626
TOTAL	173,957	-859	146,885	-741

Since the adoption of IFRS 9 Financial Instruments, the Group has applied a simplified approach for measuring expected credit losses over the life of brokerage receivables. An analysis is carried out by Group companies based on the ageing of trade receivables, taking into account historical default data and the current and foreseeable situation at the balance sheet date. Most customers are major financial institutions with good credit ratings.

Movements in the provision for impairment losses expected on trade receivables during the period is shown below:

€000	2021	2020
Provision at 1 January	741	928
Changes in basis of consolidation	24	
Provision for the year	254	889
Used	-62	-813
Reversed	-122	-226
Currency translation	24	-38
Provision at 31 December	859	741

The ageing of receivables related to matched principal activities is shown below:

€000	2021	2020
Less than 5 days overdue	207,144	93,205
Between 6 and 15 days overdue	158,372	63,304
Between 16 and 30 days overdue	66,274	3,177
Between 31 and 45 days overdue	1,743	0
More than 45 days overdue	2,328	0
TOTAL	435,861	159,686

These amounts represent transactions that are not settled after their due delivery dates and arise mainly as a result of delayed settlement of securities by counterparties. Based on an analysis of historical data on losses incurred, the Group does not consider it necessary to write down receivables related to matched principal activities. Most counterparties are major financial institutions with a good credit rating. Transactions are subject to appropriate credit limits, established on the basis of the creditworthiness of the counterparty.

› LIQUIDITY RISK

An analysis of remaining contractual maturities of financial liabilities, including estimated interest payments, is shown below:

31 December 2021 €000	**Less than 3 months**	**3 to 6 months**	**6 to 12 months**	**1 to 5 years**	**Over 5 years**	TOTAL
Long-term financial debts	-	-	-	182,000	-	182,000
Finance leases - minimum future payments	4,833	4,603	7,267	36,157	17,319	70,178
Bond issues	-	-	111,817	137,945	78,495	328,257
Trade and other payables	1,968,245	3,669	15,012	-	-	1,986,926
Derivative financial instruments	19	-	-	-	-	19
Short-term financial debts	2,143	18,000	-	-	-	20,143
Other financial liabilities	-	-	-	-	-	-
	1,975,240	26,272	134,096	356,102	95,814	2,587,523

31 December 2020 €000	**Less than 3 months**	**3 to 6 months**	**6 to 12 months**	**1 to 5 years**	**Over 5 years**	TOTAL
Long-term financial debts	-	-	-	83,500	-	83,500
Finance leases - minimum future payments	4,663	4,201	7,582	31,700	19,666	67,812
Bond issues	-	-	3,784	231,716	-	235,500
Trade and other payables	1,447,083	1,878	13,109	-	-	1,462,070
Derivative financial instruments	13	-	-	-	-	13
Short-term financial debts	18,936	-	30,150	-	-	49,086
Other financial liabilities	-	-	-	-	-	-
	1,470,694	6,078	54,625	346,916	19,666	1,897,980

› CURRENCY RISK

Sensitivity analysis

The Group is exposed to transaction risk, particularly on the US dollar (USD), sterling (GBP), yen (JPY), euro (EUR) and Swiss franc (CHF).

The table below details the Group’s sensitivity to a 10% change in a transaction currency compared with corresponding functional currencies. This analysis includes monetary assets and liabilities denominated in a currency other than the functional currency of the Group's entities, and adjusts their value at the end of the period for a 10% change in the foreign exchange rate.

It is based on the assumption that all other variables remain constant, and has been prepared on the same basis as the previous financial year.

At 31 December, an appreciation of 10% in a transaction currency compared with other corresponding functional currencies would have increased/(decreased) net profit for the year as shown below, with no impact on equity:

31 December 2021 €000	USD	GBP	EUR	CHF	Other	TOTAL
Functional currencies						
USD	-	-437	432	-3	189	181
GBP	1,489	-	2,689	40	329	4,547
EUR	463	1,569	-	131	28	2,191
CHF	12,278	317	1,075	-	4,326	17,996
Other	2,317	21	47	-4	-	2,381
	16,547	1,470	4,243	164	4,872	-

31 December 2020 €000	USD	GBP	EUR	CHF	Other	TOTAL
Functional currencies						
USD	-	-645	478	-13	194	14
GBP	1,752	-	1,423	128	-39	3,264
EUR	617	674	-	62	34	1,387
CHF	12,556	181	1,090	-	3,543	17,370
Other	1,626	-10	24	-13	-	1,627
	16,551	200	3,015	164	3,732	-

› INTEREST RATE RISK

Profile

The profile of interest-bearing financial instruments at 31 December was as follows:

€000	2021	2020
Financial assets	109,942	33,382
Financial liabilities	368,380	289,271
Fixed rate instruments (net)	-258,438	-255,889
Financial assets	1,331,193	1,239,633
Financial liabilities	240,891	151,442
Variable rate instruments (net)	1,090,301	1,088,191
Of which variable rate financial debts	831,863	832,302

Sensitivity analysis of cash flows for variable rate instruments

Variable rate financial assets and liabilities essentially consist of cash and cash equivalents and financial debts. Financial debts with variable rates expose the Group to cash flow interest rate risk.

A 50 bps increase in interest rates at 31 December would have increased/(decreased) net profit and equity by the amounts shown below. This analysis is based on the assumption that all other variables remain constant and has been prepared on the same basis as the previous financial year.

31 December 2021 €000	Net profit	Equity
Net financial assets	5,452	-

31 December 2020 €000	**Net profit**	**Equity**
Net financial assets	5,441	-

› FAIR VALUE

The table below shows the carrying amount of financial assets and liabilities as well as their fair value according to the following hierarchy level:

- Level 1: quoted prices (unadjusted) in active markets for an identical instrument.
- Level 2: fair values determined on the basis of a valuation model using inputs which are directly observable in a market (level 1) or derived from prices observed.
- Level 3: fair values determined on the basis of a valuation model using inputs which are not observable in a market.

Fair value is not shown for items where the carrying amount is a reasonable estimate of their fair value. The methods used to measure fair value are disclosed in the section on significant accounting policies.

31 December 2021 €000	**Carrying amount**	**Fair value**			TOTAL
		Level 1	**Level 2**	**Level 3**	
Financial assets at fair value through other comprehensive income	4,678	-	4,679	-	4,679
Financial assets at fair value through profit or loss	18,943	12,140	6,700	-	18,840
Financial assets at amortised cost	82,099	-	-	-	-
Loans and receivables	2,015,044	-	-	-	-
Derivative financial instruments	396	-	396	-	396
Cash and cash equivalents	458,655	1,967	5,000	-	6,967
Unavailable cash	32,376	-	-	-	-
Investment property	2,357	-	-	-	-
Total financial assets	**2,614,548**	**14,107**	**16,775**	**-**	**30,882**
Short-term financial debts	107,264	107,264	-	-	107,264
Short-term lease liabilities	16,061	-	-	-	-
Trade and other payables	1,986,926	-	-	-	-
Derivative financial instruments	19	-	19	-	19
Long-term financial debts	384,497	205,029	-	-	205,029
Long-term lease liabilities	54,184	-	-	-	-
Other long-term financial liabilities	-	-	-	-	-
Total financial liabilities	**2,548,951**	**312,292**	**19**	**-**	**312,311**

31 December 2020 €000	Carrying amount	Fair value			TOTAL
		Level 1	Level 2	Level 3	
Financial assets at fair value through other comprehensive income	4,470	-	4,470	-	4,470
Financial assets at fair value through profit or loss	15,445	9,716	5,729	-	15,445
Financial assets at amortised cost	14,303	-	-	-	-
Loans and receivables	1,464,311	-	-	-	-
Derivative financial instruments	382	-	382	-	382
Cash and cash equivalents	370,900	2,051	-	-	2,051
Unavailable cash	26,901	-	-	-	-
Investment property	2,304	-	-	-	-
Total financial assets	**1,899,016**	**11,768**	**10,581**	**-**	**22,348**
Short-term financial debts	49,086	-	-	-	-
Short-term lease liabilities	14,959	-	-	-	-
Trade and other payables	1,462,070	-	-	-	-
Derivative financial instruments	13	-	13	-	13
Long-term financial debts	305,068	227,925	-	-	227,925
Long-term lease liabilities	46,213	-	-	-	-
Other long-term financial liabilities	-	-	-	-	-
Total financial liabilities	**1,877,409**	**227,925**	**13**	**-**	**227,938**

31. EXCHANGE RATES

The main exchange rates against the euro used in consolidation are shown below:

	31.12.2021		31.12.2020	
	Closing rate	Average rate	Closing rate	Average rate
CHF - 1 Swiss franc	1.0331	1.0797	1.0802	1.0703
GBP - 1 pound sterling	0.8403	0.8612	0.899	0.8892
JPY - 1 Japanese yen	130.38	129.70	126.49	121.78
USD - 1 US dollar	1.1326	1.1852	1.2271	1.1413

32. BASIS OF CONSOLIDATION

The table below presents the main consolidated companies, the percentage interests held directly or indirectly, and the method of consolidation used for each company.

		New companies	% controlling interest	% equity interest	Capital in thousands	Method EM/FCM
France	**VIEL & CIE**			**100.0%**	**EUR 14 325**	**Consolidating company**
EUROPE						
Belgium	Finacor & Associés S.A.. Bruxelles		100.0%	72.26%	EUR 1 967	FCM
	Easdaq N.V.		16.7%	14.98%	EUR 154 939	EM
France	Arpège S.A.. Paris		100.0%	100.00%	EUR 22 280	FCM
	Bourse Direct S.A.. Paris		77.2%	79.63%	EUR 13 877	FCM
	Carax SA. Paris		90.9%	65.75%	EUR 1 320	FCM
	E-VIEL. Paris		100.0%	100.00%	EUR 8 886	FCM
	Exoé. Paris	*	76.6%	63.70%	EUR 554	FCM
	SwissLife Banque Privée. Paris		40.0%	40.00%	EUR 37 902	EM
	Tradition Securities And Futures S.A.. Paris. et succursales de Amsterdam. Bruxelles. Londres. Madrid et Milan		99.9%	72.26%	EUR 11 486	FCM
	TSAF OTC. Paris		100.0%	72.26%	EUR 4 836	FCM
	Elixiium SA. Paris		100.0%	72.33%	EUR 37	FCM
Germany	Finacor Deutschland GmbH. Francfort. et succursale de Munich		100.0%	72.33%	EUR 4 950	FCM
	Tradition Financial Services GmbH. Francfort		27.5%	19.89%	EUR 75	EM
Italy	Tradition Italia S.R.L.. Milan		100.0%	72.33%	EUR 50	FCM
Israel	TFS Israel (Brokers) Ltd. Tel Aviv		80.0%	57.86%	ILS 2 778	FCM
Luxembourg	Tradition Luxembourg S.A.. Luxembourg		100.0%	72.33%	EUR 10 421	FCM
Monaco	Carax Monaco SAM. Monaco		100.0%	72.33%	EUR 300	FCM
Netherlands	Financière Vermeer N.V.. Amsterdam		100.0%	100.00%	EUR 90	FCM
Russia	Tradition CIS LLC. Moscou		100.0%	72.33%	RUB 2 680	FCM
Spain	C.M. Capital Market Holdings S.A. Madrid		32.4%	23.43%	EUR 379	EM
	Tradition Financial Services Espana.S.V.S.A Madrid		100.0%	72.33%	EUR 750	FCM
South Africa	Tradition Government Bond Brokers and Derivative Brokers (Pty) Ltd. Johannesburg		100.0%	72.33%	ZAR 1 000	FCM
	Tradition Data Analytics Services (PTY) Ltd Fourways		100.0%	72.33%	ZAR n/s	FCM
	TFS Securities (Pty) Ltd. Johannesburg		100.0%	72.33%	ZAR 1 000	FCM
Switzerland	Compagnie Financière Tradition SA . Lausanne		70.97%	72.33%	CHF 19 061	FCM
	Finarbit AG. Küsnacht		100.0%	72.33%	CHF 1 500	FCM
	Gottex Brokers S.A.. Lausanne		49.0%	35.44%	CHF 360	EM
	Starfuels SA Nyon		40.0%	28.93%	CHF 142	EM
	Tradition Service Holding SA. Lausanne(1)		100.0%	72.33%	CHF 21 350	FCM
	Tradition S.A.. Lausanne et succursales de Zurich et Genève		100.0%	72.33%	CHF 450	FCM
	TFS S.A.. Lausanne(1)		100.0%	72.33%	CHF 100	FCM
	Trad-X Holding S.A. Lausanne(1)		100.0%	72.33%	CHF 100	FCM
	ParFX Holding SA. Lausanne(1)		100.0%	72.33%	CHF 100	FCM
	Tradificom International. Lausanne(2)		100.0%	72.33%	CHF 200	FCM
United Arab Emirates	Tradition (Dubai) Ltd. Dubaï		100.0%	72.33%	USD 450	FCM
United Kingdom	Tradition Management Services Ltd. Londres(2)		100.0%	72.33%	GBP n/s	FCM
	Tradition (UK) Ltd. Londres. et succusale de Varsovie		100.0%	72.33%	GBP 35 800	FCM
	Tradition UK Holdings Ltd. Londres	*	100.0%	72.33%	GBP 100	FCM
	Tradition London Clearing Ltd. Londres		100.0%	72.33%	GBP 28 500	FCM
	Tradition Financial Services Ltd. Londres		100.0%	72.33%	GBP 15 250	FCM
	TFS-ICAP Ltd. Londres		51.0%	19.89%	GBP 20	EM
	TFS Derivatives Ltd. Londres et succursales de Madrid. Milan et Amsterdam		100.0%	72.33%	GBP 23 700	FCM
	Trad-X (UK) Ltd. Londres		100.0%	72.33%	GBP 200	FCM
	ParFX (UK) Ltd. Londres		100.0%	72.33%	GBP n/s	FCM

(1) Holding company. (2) Service company.
FCM: Full consolidation method. EM: Equity method.

		New companies	% Controlling interest	% Equity interest	Capital in thousands	Method EM/FCM
AMERICAS						
Argentina	Tradition Argentina S.A., Buenos Aires		100.0%	72.33%	ARS 1 546	FCM
Australia	TFS Australia Pty Ltd, Sydney		100.0%	72.33%	AUD 5	FCM
	Tradition Australia Pty Ltd, Sydney		100.0%	72.33%	AUD n/s	FCM
	The Renewable Energy Hub Pty Ltd, Sydney		43.7%	31.64%	AUD 334	EM
Chile	Tradition Chile S.A., Santiago		100.0%	72.33%	CLP 476 805	FCM
Colombia	Tradition Securities Colombia S.A., Bogota		100.0%	72.33%	COP 200 000	FCM
	Tradition Colombia S.A., Bogota		100.0%	72.33%	COP 90 000	FCM
Mexico	Tradition Services S.A. de C.V., Mexico		100.0%	72.33%	MXN 50	FCM
United States	Tradition America Holdings Inc., New York(1)		100.0%	72.33%	USD 500	FCM
	Tradition Americas LLC, New York		100.0%	72.33%	USD 500	FCM
	Tradition SEF Inc., New York		100.0%	72.33%	USD n/s	FCM
	Tradition Securities and Derivatives Inc., New York		100.0%	72.33%	USD 5	FCM
	Trad-X US LLC, New York		100.0%	72.33%	USD n/s	FCM
	TFS Derivatives Corp. LLC, New York		100.0%	72.33%	USD 95	FCM
	TFS-ICAP LLC, New York		51.0%	19.89%	USD n/s	EM
	TFS Energy LLC, Stamford		57.5%	41.59%	USD n/s	FCM
	TFS Energy Futures LLC, Stamford		100.0%	41.59%	USD n/s	FCM
	TFS Energy Solutions LLC, Stamford		60.0%	43.40%	USD n/s	FCM
	StreamingEdge.com Inc., New Jersey(2)		80.0%	57.86%	USD n/s	FCM
ASIA-PACIFIC						
China	Tradition (Asia) Ltd, Hong Kong		100.0%	72.33%	HKD 25 001	FCM
	TFS Derivatives HK Ltd, Hong Kong		100.0%	72.33%	HKD 65 200	FCM
	Ping An Tradition International Money Broking Company Ltd, Shenzhen		33.0%	23.87%	CNY 50 000	MEE
India	Derivium capital & Securities Private Ltd, Mumbai		50.0%	36.17%	INR 24 375	EM
Indonesia	PT Tradition Indonesia, Jakarta		98.0%	70.88%	IDR 5 000 000	FCM
Japan	Tradition Nihon Ltd, Tokyo		100.0%	72.33%	JPY 300 000	FCM
	Tradition Japan FX Holdings Ltd, Tokyo(1)		100.0%	72.33%	JPY 500	FCM
	Gaitame.com Co., Ltd, Tokyo		50.0%	36.15%	JPY 801 354	EM
	Ueda Tradition Holding Ltd, Tokyo(1)		60.0%	43.40%	JPY 1 000	FCM
	Ueda Tradition Derivatives Ltd, Tokyo		100.0%	43.40%	JPY 5 000	FCM
	Ueda Tradition Securities Ltd, Tokyo		100.0%	43.40%	JPY 2 943 000	FCM
New Zealand	Tradition Kiwi Brokers Limited, Wellington		100.0%	72.33%	NZD 2 676	FCM
Philippines	Tradition Financial Services Philippines Inc., Makati		100.0%	72.33%	PHP 515 000	FCM
Singapore	Tradition Singapore (Pte) Ltd, Singapour		100.0%	72.33%	SGD 300	FCM
	TFS Currencies Pte Ltd, Singapour		100.0%	72.33%	USD 700	FCM
	Tradition Asia Pacific (Pte) Ltd, Singapour(1)		100.0%	72.33%	SGD n/s	FCM
South Korea	Tradition Korea Ltd, Séoul		100.0%	72.33%	KRW 5 000 000	FCM
Thailand	Tradition Brokers (Thailand) Ltd, Bangkok		100.0%	51.33%	THB 12 000	FCM
	Tradition Siam (Brokers) Ltd, Bangkok		100.0%	51.33%	THB 5 000	FCM
	Tradition Fixed Income Co Ltd, Bangkok		100.0%	51.33%	THB 1 000	FCM

(1) Holding company. (2) Service company.
FCM: Full consolidation method. EM: Equity method.

33. HEADCOUNT

Headcount	2021	2020
France	278	246
Abroad	2,138	2,128
TOTAL	2,416	2,374

34. AUDITING FEES

Fees paid to the independent auditors by the Group for the 2021 and 2020 financial years were as follows:

	Ernst & Young Audit				Fidorg Audit			
	Amount (€ net of tax)		%		Amount (€ net of tax)		%	
	2021	2020	2021	2020	2021	2020	2021	2020
Audit								
Auditing, certification, examination of statutory and consolidated accounts	2,513,007	2,691,730			151,600	134,100		
- Issuer	162,500	157,500	6%	6%	58,000	53,000	40%	40%
- Fully consolidated subsidiaries	2,350,507	2,534,230	94%	94%	93,600	81,100	60%	60%
Other services	10,483	10,540			-	-	-	-
- Issuer	4,000	4,000	38%	38%	-	-	-	-
- Fully consolidated subsidiaries	6,483	6,540	62%	62%	-	-	-	-
Subtotal	2,523,491	2,702,270	100%	100%	151,600	134,100	100%	100%
Other services provided by the networks to fully consolidated subsidiaries								
- Legal, tax, social	-	-	-		-	-	-	-
- Other	10,000	10,000	100%		-	-	-	-
Subtotal	10,000	10,000	-	-	-	-	-	-
TOTAL	2,523,491	2,712,270	95%	95%	151,600	134,100	6%	5%

35. CONSOLIDATION OF VIEL & CIE

VIEL & Cie is consolidated in the financial statements of VIEL et Compagnie-Finance, whose registered office is at 21 Place Vendôme, 75001 Paris.

36. EVENTS AFTER THE BALANCE SHEET DATE

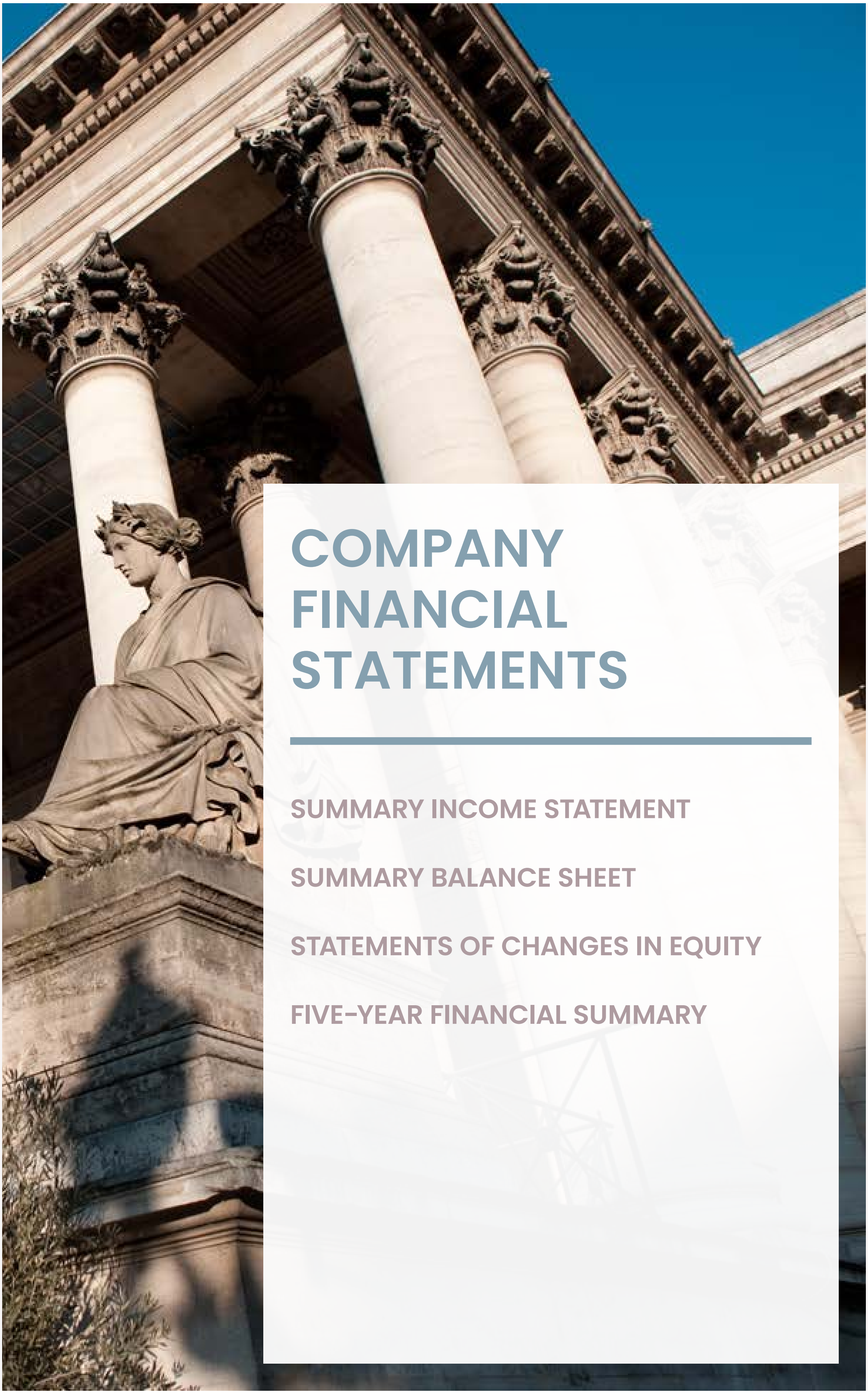
› RUSSIAN INVASION OF UKRAINE

Russia's invasion of Ukraine on 24 February 2022 sparked turmoil in the markets and intensified economic uncertainty. It was swiftly met with coordinated sanctions against Russia and certain Russian entities and individuals imposed by Switzerland, the US, the EU, the UK, and other countries, which in turn triggered Russian counter-sanctions and other measures.

Products, activities, and counterparties related to these events represent a very limited part of the Group's activities. At 31 December 2021, the Group's exposure to credit risk on receivables from Russian counterparties was marginal as were consolidated net assets relating to a Russian subsidiary. Some Group companies act as principal in the simultaneous purchase and sale of securities for the account of third parties. These trades are managed through clearing houses on a cash settlement basis against delivery of the securities. Market closures, the imposition of exchange controls, sanctions, or other measures may limit the Group's ability to settle these transactions.

The Group continues to closely monitor the effects the crisis may have on its consolidated financial statements, including estimating the impact on the calculation of expected credit losses and the valuation of assets, liabilities and off-balance sheet exposure.

The situation is constantly evolving. However, there had been no significant adverse effects on the Group's consolidated financial statements at 24 March 2022.



COMPANY FINANCIAL STATEMENTS

SUMMARY INCOME STATEMENT

SUMMARY BALANCE SHEET

STATEMENTS OF CHANGES IN EQUITY

FIVE-YEAR FINANCIAL SUMMARY

SUMMARY INCOME STATEMENT

€000	2021	2020
Operating income	1,850	56
Operating expenses	-5,219	-3,588
Operating profit	-3,369	-3,532
Financial result	21,326	23,973
Profit before tax and exceptional items	17,957	20,441
Exceptional items	144	0
Income tax	85	0
Net profit for the year	18,186	20,441

SUMMARY BALANCE SHEET

€000	31.12.2021			31.12.2020
	Gross	Deprec./ amort.	Net	Net
ASSETS				
Non-current assets				
Intangible assets	36	36	-	-
Property and equipment	162	151	11	14
Long-term investments				
Equity investments	135,715	697	135,018	134,440
Portfolio securities and other long-term investments	20,782	319	20,463	26,352
TOTAL NON-CURRENT ASSETS	156,695	1,203	155,492	160,806
Current assets				
Trade debtors	-	-	-	-
Other receivables	27,378	41	27,337	27,974
Investment securities	3,222	-	3,222	1,000
Cash	124,879	-	124,879	43,029
Prepaid expenses	63	-	63	166
TOTAL CURRENT ASSETS	155,542	41	155,501	72,169
Deferred charges	1,440	-	1,440	317
TOTAL ASSETS	313,677	1,244	312,433	233,292

SUMMARY BALANCE SHEET

€000	31.12.2021	31.12.2020
LIABILITIES		
Shareholders' equity		
Share capital	13,880	14,325
Share, merger, or contribution premiums	12,869	12,869
Legal reserve	1,613	1,613
Other reserves	12,993	23,070
Retained earnings	12,212	10,066
Net profit for the year	18,186	20,441
TOTAL SHAREHOLDERS' EQUITY	71,753	82,384
Provisions	224	201
Debts		
Borrowings and financial debts	200,070	114,020
Trade and other payables	203	282
Tax and social liabilities	335	340
Other payables	39,847	36,065
TOTAL DEBTS	240,455	150,707
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	312,433	233,292

STATEMENTS OF CHANGES IN EQUITY

€000	At 1.1.2010	Appropriation of 2020 net earnings	2021 results	Treasury shares	At 31.12.2021
Share capital	14,325	-	-	-445	13,880
Share premium	12,869	-	-	-	12,869
Legal reserve	1,613	-	-	-	1,613
Regulated reserves	-	-	-	-	-
Other reserves	23,070	-	-	-10,077	12,993
Retained earnings	10,066	2,146	-	-	12,212
Profit for the year	20,441	-20,441	18,186	-	18,186
TOTAL	82,384	-18,295	18,186	-10,522	71,753

FIVE-YEAR FINANCIAL SUMMARY

	2017	2018	2019	2020	2021
Capital at 31 December					
Share capital (€000)	15,430	15,105	14,325	14,325	13,880
Number of ordinary shares (000)	77,151	75,526	71,623	71,623	69,402
Operations and results for the year (€000)					
Revenue before tax	-	-	-	-	-
Profit before tax, employee profit sharing, amortisation, depreciation and provisions	10,166	10,756	11,271	14,075	18,435
Income tax	376	443	62	0	85
Employee profit sharing for the year	-	-	-	-	-
Profit after tax, employee profit sharing, amortisation, depreciation and provisions	10,541	10,872	13,400	20,441	18,186
Distributed earnings	15,505	18,881	17,906	20,054	*
Earnings per share (in euros)					
Profit after tax and employee profit sharing, but before amortisation, depreciation and provisions	0.14	0.15	0.16	0.20	0.27
Profit after tax, employee profit sharing, amortisation, depreciation and provisions	0.14	0.14	0.19	0.29	0.26
Dividend per share	0.20	0.25	0.25	0.28	*
Employees					
Average headcount during the year	1	1	1	1	1
Payroll for the year (€000)	325	331	347	510	381
Social payments for the year (social security, charities, etc.) (€000)	139	143	142	232	141

* Shareholders will be asked to approve a dividend of €0.30 per share at the Annual General Meeting on 9 June 2022.

RESOLUTIONS

TEXT OF RESOLUTIONS SUBMITTED TO THE COMBINED ANNUAL AND EXTRAORDINARY GENERAL MEETING OF 9 JUNE 2022

RESOLUTIONS

ORDINARY BUSINESS

› FIRST RESOLUTION

Having considered the reports of the Board of Directors and the Auditors, the General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, approves the financial statements for the year ended 31 December 2021, as presented, showing a profit of 18,185,747.26 euros, as well as the transactions reflected in the accounts or summarised in these reports.

› SECOND RESOLUTION

Having heard the reports of the Board of Directors and the Auditors, the General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, approves the consolidated financial statements for the year ended 31 December 2021, as prepared in accordance with Articles L. 233-16 *et seq.* of the Commercial Code, showing a Group share of net profit of 50,961,000 euros.

› THIRD RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, on the proposal of the Board of Directors, resolves to appropriate distributable income of 18,185,747.26 euros as follows:

Determination of distributable amounts:

› Net profit for the year	18,185,747.26 euros
› Retained earnings	12,212,321.25 euros
Amount for appropriation	**30,398,068.51 euros**

Proposed appropriation:

› Dividends	20,820,740.40 euros
› Retained earnings for proposed appropriation	9,577,328.10 euros
Total	**30,398,068.51 euros**

The dividend distribution for the financial year totals 20,820,740.40 euros (dividend x number of shares), and has been set at 0.30 euros per share. The Board of Directors has full power and authority to record in the "Retained earnings" account the fraction of the dividend corresponding to the treasury shares held by VIEL & Cie.

The shares will go ex-dividend on 15 June 2022 and the dividend will be paid on 17 June 2022.

As provided by law and the regulations currently in force, the full amount of this gross dividend will be subject to the single flat-rate tax unless the taxpayer opts for the progressive income tax rate, in which case the dividend will be eligible for the 40% proportional allowance provided for in Article 158(3) of the General Tax Code.

The dividend history over the past three financial years (after deduction of the share attributable to treasury shares) is as follows:

- in June 2021, a dividend of 0.28 euros per share was paid for the 2020 financial year, for a total of 20,054,431.04 euros,

- in June 2020, a dividend of 0.25 euros per share was paid for the 2019 financial year, for a total of 17,905,542 euros,

- in June 2019, a dividend of 0.25 euros per share was paid for the 2018 financial year, for a total of 18,881,422.75 euros.

› FOURTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, having considered the Auditors' Special Report on the agreements governed by the provisions of Article L. 225-38 of the Commercial Code, approves the conclusions of the report and the agreements stipulated therein. Interested parties shall abstain from voting.

› FIFTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, notes that the term of office of the Statutory Auditor, Ernst & Young, is expiring.

On the proposal of the Board of Directors, the General Meeting resolves not to renew the appointment, and to appoint KPMG SA, represented by Mr Guillaume Mabille, as the Statutory Auditor for a term of six financial years, namely, until the conclusion of the General Meeting to be held in 2028, called to approve the accounts for the year ended 31 December 2027.

› SIXTH RESOLUTION

On the proposal of the Board of Directors, the General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, having noted that the remit of PICARLE et Associés as Deputy Statutory Auditor expires at the conclusion of this Meeting, resolves not to renew it or replace it, in accordance with the law.

› SEVENTH RESOLUTION

Having reviewed the Directors' Report, the General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, grants authority to the Board of Directors to make purchases of the Company's own shares, pursuant to Article L. 22-10-62 of the Commercial Code.

Shares purchased in connection with or pursuant to the foregoing authority may be acquired for the purpose of:

- allotting shares in connection with a capital increase reserved for Group employees under employee share option schemes;

- delivering shares as payment or exchange or hedging obligations related to debt securities, in connection with external growth operations;

- cancelling all or part of these shares by reducing the capital with a view to optimising earnings per share, subject to the adoption of a specific resolution by the General Meeting of Shareholders voting on special business;

- facilitating trading liquidity and price stability of the issuer's securities or avoiding price inconsistencies that are not justified by market trends, by means of a liquidity contract.

- any other purpose that is or may become authorised by law or regulations in force.

This authority is conferred for a period of eighteen months (18) from the date of this General Meeting. The maximum number of shares that may be acquired shall not exceed 10% of the total number of shares comprising the share capital.

The shares may be purchased, sold or exchanged at any time and by any means, including through the use of options and/or in the form of block sales, provided however that such transactions do not increase share price volatility, and excluding the purchase of call options, including during a takeover bid, within the limits of securities regulations. The maximum price that may be paid for any such shares shall not exceed 8 euros.

The maximum amount of the transaction is therefore 20,493,966.40 euros (calculation of the number of shares that the Company may purchase: number of shares making up the share capital x 10% - treasury shares [difference in the percentage of treasury shares up to 10%] x maximum purchase price).

In the case of a capital increase by capitalising reserves and allotting free shares, or of a share split or share consolidation, prices shall be adjusted by a coefficient equal to the ratio of the number of shares making up the share capital before the operation to the number of shares making up the share capital after the operation.

The General Meeting confers full power and authority on the Board of Directors, with right of delegation, to place any order on the stock market, enter into any agreement, complete any formalities and in general do everything that may be necessary or expedient to carry this authority into effect.

In its report to the Annual General Meeting, the Board of Directors shall inform shareholders in respect of any such purchases, transfers, sales or cancellation of shares.

This authority supersedes and replaces, for the remainder of its effective term, the authority conferred by the Annual and Extraordinary General Meeting of 10 June 2021.

› EIGHTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting, having considered the Directors' Report and pursuant to Article L. 22-10-8 of the Commercial Code, approves the report on remuneration of company officers including the information mentioned in Article L. 22-10-9 subsection I as presented in the corporate governance report prepared in accordance with Article L. 225-37 of the Commercial Code.

› NINTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting and pursuant to Article L. 22-10-8 of the Commercial Code, approves the remuneration policy for company officers as presented in the Company's corporate governance report prepared pursuant to Articles L. 225-68 and L. 22-10-20 of the Commercial Code.

› TENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting and pursuant to Article L. 22-10-8 of the Commercial Code, notes that no remuneration was paid to the Chairman of the Board of Directors for the 2021 financial year, other than remuneration allocated as Director's fees.

› ELEVENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting and pursuant to Article L. 22-10-8 of the Commercial Code, notes that no remuneration is provided for the Chairman of the Board of Directors in the coming financial year.

› TWELFTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Annual General Meeting and pursuant to Article L. 22-10-26 of the Commercial Code, approves the principles and criteria for determining, distributing and allocating the fixed, variable and exceptional components of the total compensation and advantages of any kind to be awarded to the Directors for the coming financial year.

SPECIAL BUSINESS

› THIRTEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority conditions for an Extraordinary General Meeting, having noted the Directors' report and the Auditors' special report, and pursuant to Article L. 22-10-62 of the Commercial Code and the authority referred to in the seventh Resolution above:

1. grants authority to the Board of Directors to cancel, at its sole discretion, in one or several stages, all or any of the ordinary shares of the Company held by it following implementation of the buyback programmes authorised by the General Meeting, up to a limit of 10% of the total number of shares, per 24-month period, by deducting the difference between the purchase value of the cancelled securities and their nominal value from the available premiums and reserves, including in part from the legal reserve up to 10% of the cancelled capital;

2. sets the term of this authority at twenty-four (24) months from today; this authority supersedes and replaces, for the remainder of its existing term, the authority granted for the same purpose by the Combined General Meeting of 10 June 2021 in its fourteenth resolution;

3. confers full power and authority on the Board of Directors, with right of delegation in accordance with the law, to implement this authority and, in particular, to record the completion of the capital reduction(s), amend the Articles of Association accordingly and complete all necessary formalities.

› FOURTEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for Ordinary General Meetings, having considered the Directors' Report, and pursuant to Articles L. 225-129-2, L. 225-130 and L. 22-10-50 of the Commercial Code:

1. delegates to the Board of Directors its authority to increase the share capital in one or more stages, in the proportions, at the times and on the terms that it shall determine, by capitalising reserves, profits, premiums or other sums that may be capitalised, by issuing and granting free shares, increasing the nominal value of existing ordinary shares, or a combination of the two;

2. resolves that should the Board of Directors use this delegation pursuant to Articles L. 22-10-50 and L. 225-130 of the Commercial Code, in the event of an increase in capital in the form of an allotment of free shares, fractional entitlements shall not be tradable or transferable and the corresponding securities shall be sold. The proceeds from such a sale shall be allotted to the holders of fractional entitlements within the period provided for by regulations;

3. sets the term of validity of this delegation at eighteen (18) months from the date of this Meeting;

4. resolves that the amount of the capital increase under this resolution shall not exceed the nominal amount of five (5) million euros, representing approximately 36% of the capital, not including the nominal amount of the increase in capital that may be required by law or by contract to protect the rights of holders of securities giving access to the Company's share capital.

This ceiling is independent of all the ceilings provided for in the other resolutions of this General Meeting;

5. grants full power and authority to the Board of Directors to implement this Resolution and, in general, to take all measures and complete all formalities required for the successful completion of each capital increase, and to amend the Articles of Association accordingly;

6. notes that this delegation supersedes, as of today, any unused portion of any previous delegation for the same purpose.

› FIFTEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority conditions for an Extraordinary General Meeting, having considered the Directors' report and the Auditors' special report and noted that the share capital is fully paid-up, and pursuant to Articles L. 225-129-2, L. 228-92 and L. 225-132 of the Commercial Code:

- terminates, with immediate effect, the unused portion of the delegation granted by the Combined General Meeting of 12 June 2020, voting on special business under the twelfth resolution;

- and delegates to the Board of Directors, for a period of twenty-six (26) months from the date of this Meeting, its authority to issue, in one or several stages, against payment or free of charge, while retaining shareholders' pre-emptive rights, (i) ordinary shares of the Company, (ii) and/or securities giving access to the Company's share capital and/or to debt securities, which may be subscribed for in cash or by set-off of claims;

- resolves to set the ceiling on the nominal amount of the immediate or future increase in the Company's share capital resulting from all issues carried out under this delegation at ten (10) million euros. This amount is to be deducted from the overall ceiling provided for in the twenty-third resolution of this Meeting. This ceiling shall be set without taking into account the nominal amount of the increases in capital that may be required by law or by contract to protect the rights of holders of rights or securities giving access to the Company's share capital;

- resolves that such issued securities giving access to ordinary shares to be issued by the Company may consist of debt securities or be associated with the issue of such securities, or may allow their issue as intermediated securities. The debt securities issued may be of any form or duration, may be issued in any currency or unit of account set by reference to a basket of currencies, may bear interest at a fixed and/or variable rate or with capitalisation, and may be subject to the granting of guarantees or securities, reimbursement, with or without premium, or redemption. The nominal amount of the debt securities thus issued may not exceed fifty (50) million euros or an equivalent value on the date the issue is decided, it being specified that this amount (i) shall not include redemption premium(s) above par, if any, (ii) shall be common to all debt securities whose issue is provided for by the sixteenth and seventeenth resolutions of this Combined General Meeting, (iii) but that this amount shall be separate and distinct from the amount of debt securities whose issue would be decided or authorised by the Board of Directors pursuant to Article L. 228-40 of the Commercial Code. The term of such borrowings, other than those represented by perpetual securities, may not exceed 15 years. The securities thus issued, may also be bought back on the stockmarket or used by the Company in connection with a purchase or exchange offer.

Shareholders shall have a pre-emptive right to subscribe for ordinary shares and securities issued pursuant to this resolution.

In addition, the Board of Directors may grant shareholders a right to subscribe for ordinary shares or securities issued in accordance with the law or regulations.

If the issue defined above is not taken up in full, the Board of Directors may take any or all of the following actions in such order as it deems appropriate: (i) limit the issue to the amount of the subscriptions received within the limits provided for by regulations, (ii) freely allocate all or part of the unsubscribed securities to persons of its choice (whether shareholders or otherwise), or (iii) offer all or part of the unsubscribed securities to the public.

The General Meeting notes that this delegation entails a waiver of shareholders' pre-emptive right to subscribe for ordinary shares of the Company which may be subject to rights conferred by the securities issued under this delegation.

The General Meeting resolves that the issue of warrants to subscribe for shares in the Company may be carried out by way of a subscription offer, but also by allotment free of charge to holders of existing shares and that, in the event of a free allotment of warrants to subscribe for shares, the Board of Directors may decide that fractional entitlements to shares shall not be tradable and that the corresponding securities shall be sold.

The Board of Directors shall determine the characteristics, amounts, and terms of any issue, and of the securities issued. In particular, it shall determine their subscription price, with or without premium, their terms of payment, the date from which they will carry rights, which may be retroactive, the terms on which securities issued on the basis of this resolution shall confer the right to acquire ordinary shares of the Company and, with regard to debt securities, their ranking.

The Board of Directors shall have full power and authority to implement this resolution - notably by entering into any agreement for this purpose, in particular with a view to the successful completion of any issue, to carry out the above-mentioned issues in one or several stages, in the proportions and at such times it deems fit and, where appropriate, to postpone them, to record the completion and amend the Articles of Association accordingly, to charge, at its sole discretion, the costs of the capital increases to the amount of the relevant premiums and deduct from that amount the sums necessary to increase the legal reserve to one tenth of the new capital after each increase, and to complete any formalities and make any declarations and request any authorisations that may be necessary or expedient for the realisation and successful completion of these issues.

The Board of Directors may, within the limits that it has set previously, delegate to the Chief Executive Officer the powers granted to it under this resolution.

› SIXTEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority conditions for an Extraordinary General Meeting, having noted the Directors' Report and the Auditors' Special Report, and in accordance with the statutory provisions, in particular Articles L. 225 129-2, L. 225-135, L. 22-10-51, L. 225-136, L. 22-10-52, L. 22-10-54 and L. 228-91 to L. 228 93 of the Commercial Code:

1. delegates its powers to the Board of Directors, except during a takeover bid for the Company's equity, to increase the share capital, in one or several stages, in France or elsewhere;

2. by issuing, via a public offering other than those referred to in paragraph 1° of Article L. 411-2 of the Monetary and Financial Code:

(a) ordinary shares of the Company, or
(b) equity securities giving access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or conferring a right to the allotment of debt securities of the Company or a Subsidiary, or;
(c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary.

Ordinary shares shall be denominated in euros. The securities other than ordinary shares shall be denominated in euros, foreign currencies, or in any monetary unit established by reference to a basket of currencies;

3. resolves that such issues may, in particular, be undertaken:

3.1. to remunerate securities contributed to the Company as part of a public exchange offer for the securities of a company under the conditions of Article L. 22-10-54 of the Commercial Code;

3.2. following the issue, by one of the companies in which Viel & Cie directly or indirectly holds more than half of the share capital, of securities giving access to the Company's share capital under the conditions provided for in Article L. 228-93 of the Commercial Code, it being specified that these securities may also confer the right to acquire existing shares of the Company;

4. sets at:

4.1. ten (10) million euros the maximum nominal amount of ordinary shares that may thus be issued, immediately or in the future, without pre-emptive rights, these ceilings being increased, where applicable, by the additional amount of the shares to be issued in order to protect, in accordance with the law or applicable contractual provisions, the rights of the holders of securities or other rights giving access to the Company's share capital;

4.2. fifty (50) million euros the maximum nominal amount of debt securities that may be issued pursuant to this resolution;

5. resolves that these ceilings shall be deducted from the ceilings set in the twenty-third resolution of this General Meeting;

6. resolves to disapply the pre-emptive rights of shareholders to subscribe for such securities, and to:

6.1. delegate to the Board of Directors, for the issue(s) undertaken pursuant to this resolution, the amount(s) of which would not exceed 10% of the share capital, per 12-month period, the right to institute a priority subscription period in favour of shareholders, pursuant to Articles L. 225-135 and L. 22 10-51 of the Commercial Code;

6.2. grant shareholders a priority subscription period for the full issue undertaken, if the amount of the issue(s) realised pursuant to this resolution exceeds 10% of the capital. The priority subscription period may not be less than that imposed by applicable laws and regulations. This priority subscription right shall not give rise to the creation of tradable rights;

7. resolves that if the issue of ordinary shares or securities is not taken up in full, the Board of Directors may take one or more of the actions provided for in Article L. 225-134 of the Commercial Code, in such order as it deems appropriate;

8. resolves that the issue price of the shares shall be at least equal to the minimum authorised by the law in force at the time of the issue;

9. sets the duration of this delegation at twenty-six (26) months from today; this delegation supersedes and replaces, for the remainder of its existing term, the delegation granted for the same purpose by the Combined General Meeting of 12 June 2020 in the thirteenth resolution;

10. notes that the Board of Directors has full power and authority to implement this delegation of authority, or to sub-delegate under the conditions prescribed by law.

› SEVENTEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority conditions for an Extraordinary General Meeting, having noted the Directors' Report and the Auditors' Special Report, and in accordance with statutory provisions, in particular Articles L. 225 129-2, L. 225-135, L. 22-10-51, L. 225-136, L. 22-10.52, and L. 228-91 to L. 228-93 of the Commercial Code:

1. delegates its powers to the Board of Directors, except during a takeover bid for the Company's shares, for the purpose of increasing the share capital, in one or several stages, in France or elsewhere, through an offering of financial securities or equity shares, pursuant to Article L. 411-2(1°) of the French Monetary and Financial Code, through the issuance of euro denominated shares;

2. through the issue of:

(a) ordinary shares of the Company, or
(b) equity securities giving access to other equity securities of the Company or of a company in which the Company directly or indirectly owns more than half of the share capital (a "Subsidiary") and/or giving the right to the allotment of debt securities of the Company or of a Subsidiary, or ;
(c) debt securities giving access to equity securities to be issued by the Company or a Subsidiary.

Ordinary shares shall be denominated in euros. Securities other than ordinary shares shall be denominated in euros, foreign currencies, or in a unit of account set by reference to a basket of currencies;

3. resolves that such issues may, in particular, be undertaken:

3.1. as consideration for securities contributed to the Company in connection with a public exchange offer for the securities of a company under the conditions provided for in Article L. 22-10-54 of the Commercial Code;

3.2. following the issue of securities giving access to the Company's equity under the conditions provided for in Article L. 228-93 of the Commercial Code, by one of the companies in which Viel & Cie directly or indirectly holds more than half of the share capital, it being specified that these securities may also confer the right to acquire existing shares of the Company;

4. resolves to disapply the pre-emptive rights of shareholders to subscribe for such securities;

5. sets at:

5.1. ten (10) million euros the maximum amount of capital increases that may be undertaken;

5.2. fifty (50) million euros the maximum amount of debt securities that may be issued pursuant to this resolution;

6. resolves that this ceiling and the nominal amount of securities that may be issued shall be deducted from the ceilings set in the twenty-third resolution of this General Meeting;

7. resolves that the issue price of shares to be issued may not be less than the average share price on the regulated market of Euronext Paris, possibly reduced by a maximum discount of 10%;

8. sets the duration of this delegation at twenty-six (26) months from today; this delegation supersedes and replaces, for the remainder of its existing term, the delegation granted for the same purpose by the Combined General Meeting of 12 June 2020 in its fourteenth resolution;

9. notes that the Board of Directors has full power and authority to implement this delegation of authority, or to sub-delegate under the conditions prescribed by law.

› EIGHTEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority voting conditions for an Extraordinary General Meeting, having heard the reading of the Directors' Report and the Auditors' Special Report, delegates its authority to the Board of Directors to issue, in one or several stages, warrants governed by the provisions of Articles L. 233-32 and L. 233-33 of the Commercial Code, conferring the right to subscribe one or more of the Company's shares on preferential terms, and to award them free of charge to all shareholders of the Company, and to establish the characteristics of the warrants and the conditions under which they may be exercised.

The maximum number of warrants that may be issued may not exceed the number of shares making up the share capital at the time the warrants are issued.

The maximum nominal amount of shares that may be issued in this way may not exceed ten (10) million euros. This maximum amount is cumulative with other delegations granted to the Board of Directors by this or previous General Meetings. These ceilings do not take account of adjustments that may be made pursuant to applicable laws, regulations, and contractual provisions, if any, to protect the rights of holders of securities giving access to the Company's share capital.

The Board of Directors is granted full power and authority, with the right to sub-delegate, to implement this delegation to the extent provided by law and, in particular, to amend the Articles of Association accordingly.

This delegation is conferred for a period of eighteen (18) months from the date of this General Meeting. It may only be exercised in the event of a takeover bid for the Company, in France and/or elsewhere.

› NINETEENTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Extraordinary General Meeting, having considered the Directors' Report and the Auditors' Special Report, and pursuant to the provisions of Article L. 225-138-1 of the Commercial Code and Articles L. 3332-1 *et seq.* of the Labour Code:

1°) delegates to the Board of Directors the power to increase the share capital, in one or several stages, by a nominal amount not exceeding 1% of the amount of share capital following implementation of one of the capital increases referred to above. This increase shall be reserved for employees of the Company and its related companies or groups, in accordance with the applicable laws and regulations;

2°) resolves to disapply the shareholders' pre-emptive rights in favour of such beneficiaries;

3°) resolves that the Board of Directors may provide for the free allotment of shares or other securities giving access to the Company's share capital, on the understanding that the total advantage resulting from such allotment and, as the case may be, from the Company's additional contributions and the discount on the subscription price, may not exceed the legal or regulatory limits;

4°) confers full power and authority on the Board of Directors, with the right to sub-delegate, to implement this authority, particularly for the purposes of:

- determining the companies or groups whose employees may subscribe shares issued in connection with and pursuant to this delegation; fixing the seniority conditions applicable to beneficiaries of new shares and, to the extent permitted by law, the period within which subscribers must pay up such shares;

- determining whether subscriptions must be made through an investment fund or directly;
- determining the number of shares to issue, the subscription price, the subscription period, the date from which the new shares will carry rights and, generally, all the terms and conditions of each issue;
- recording the implementation of each capital increase up to the amount of the shares that will actually be subscribed, completing the relevant formalities, and amending the Articles of Association accordingly;
- and in general taking all and any measures to implement the capital increases, to the extent provided by the laws and regulations.

This delegation is valid for a period of twenty-six months (26) from the date of this General Meeting.

TWENTIETH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Extraordinary General Meeting, having heard the Directors' Report and the Auditors' Special Report, noting that the share capital is fully paid up in accordance with the provisions of Articles L. 228-92 *et seq.* of the Commercial Code, delegates its powers to the Board of Directors, with the right to sub-delegate, to issue as and when it deems fit, in one or several stages, share warrants subject to Articles L. 228-91 to L. 228-106 of the Commercial Code, conferring the right to subscribe one or more of the Company's shares and to establish the characteristics of the warrants and the conditions under which they may be exercised.

The shareholders' pre-emptive rights to subscribe these warrants pro rata to their shareholdings are maintained.

The maximum amount of the capital increase resulting from the exercise of these share warrants is twenty (20) million euros, it being specified that this amount shall be deducted from the aggregate ceiling provided for in the twenty-third resolution of this Meeting.

These ceilings do not take account of adjustments that may be made pursuant to applicable laws, regulations, and contractual provisions, if any, to protect the rights of holders of securities giving access to the Company's share capital.

The General Meeting delegates full power and authority to the Board of Directors for the purposes of:

- issuing warrants and fixing their terms, particularly the number of warrants to issue, the issue price, the characteristics of the warrants and the date from which they will carry rights;
- determining the terms for taking up such warrants and, in particular, the number of shares that may be subscribed, the date from which such shares will carry rights, the periods and time limits within which share subscriptions may be carried out, and the issue price;
- recording the take-up of warrants issued and the subsequent increases in share capital;
- amending the Articles of Association accordingly, and completing any formalities related to the said capital increases;
- determining the conditions for the adjustments required to protect the rights of warrant holders;
- in general, doing everything that may be necessary or expedient for the issuance of such warrants and the exercise of attached subscriptions rights.

This delegation is conferred for a period of twenty-six months (26) from the date of this General Meeting. It entails the express waiver by shareholders, in favour of subscribers, of their pre-emptive right to subscribe the shares to be issued on the exercise of subscription rights attached to the warrants.

› TWENTY-FIRST RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Extraordinary General Meeting, having considered the Directors' Report and the Auditors' Special Report, and pursuant to the provisions of Articles L. 22-10 59 and L. 225-197-1 et seq. of the Commercial Code:

1. authorises the Board of Directors to allot, in one or several stages, free shares from existing shares and/or shares to be issued, for the benefit of employees of the Company or its affiliated companies or groups as provided for in Article L. 225-197-2 of the Commercial Code, or for certain categories of such employees, and for the benefit of officers of the Company defined by law.

2. resolves that the Board of Directors shall determine the number of shares that may be granted free of charge, the identity of the beneficiaries, the grant conditions and, if applicable, the allotment criteria;

3. resolves that this authority may not exceed a ceiling of 10% of the share capital on the date of the decision of the Board of Directors to allot the shares;

4. resolves that this allotment of shares to their beneficiaries shall be final, subject to fulfilment of the conditions and, where applicable, any criteria set by the Board of Directors, at the end of a vesting period the duration of which shall be set by the Board of Directors, and which may not be less than one (1) year, except in the event that the beneficiary has a disability corresponding to the second or third category provided for in Article L. 341-4 of the Social Security Code, and that beneficiaries must, where applicable, retain these shares for a period set by the Board of Directors, which shall be at least equal to that required to ensure that the vesting period together with the lockup period, where applicable, is greater than or equal to two (2) years;

5. authorises the Board of Directors during the vesting period to make any necessary adjustments to the number of shares related to any transactions on the Company's share capital in order to protect the rights of the beneficiaries;

6. authorises the Board of Directors, in accordance with Article L. 225-129-2 of the Commercial Code, to undertake one or more capital increases by capitalising reserves or share premiums which, if necessary, shall be used in the event of free allotments by issuing new shares to the beneficiaries of such shares;

7. authorises the Board of Directors to determine the number of shares to be bought back and/or the number of shares to be issued with a view to the free allotment of shares;

8. notes that this decision automatically entails the waiver by the shareholders of their pre-emptive right to subscribe for new shares issued by capitalising reserves, profits or premiums:

9. delegates all powers to the Board of Directors, with right of delegation within the limits prescribed by law, to implement this authorisation, carry out any acts, complete any formalities, make any declarations, amend the Articles of Association accordingly and, in general, do everything necessary to realise this operation, in accordance with legal and regulatory provisions.

This authority is conferred for a period of twenty-six (26) months from the date of this General Meeting. This authorisation shall terminate, with immediate effect, the unused portion of the authorisation granted by the General Meeting of 12 June 2020 under the nineteenth resolution.

TWENTY-SECOND RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Extraordinary General Meeting, having considered the Directors' Report and pursuant to Article L. 233-33 of the Commercial Code, authorises the Board of Directors, in the event that the Company's securities are the target of a hostile takeover bid, to implement the authorisations and delegations granted under the seventh, thirteenth, fourteenth, eighteenth and twenty-second resolutions of this General Meeting and the seventeenth resolution of the General Meeting held on 12 June 2020. The General Meeting resolves that the Board of Directors shall have full power and authority, with right of delegation, to implement this authority to the extent provided by law and, in particular, to amend the Articles of Association accordingly.

This authority is conferred for a period of eighteen (18) months from the date of this General Meeting.

› TWENTY-THIRD RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Extraordinary General Meeting, having considered the Directors' Report, and as a result of the adoption of the foregoing resolutions on increases in capital, resolves:

- to set at twenty (20) million euros the total nominal amount of the shares that may be issued, immediately or in the future, under the authorities conferred by the above resolutions, it being understood that this amount may be increased by the nominal amount of the increase in capital that may be required by law or by contract to protect the rights of holders of securities giving access to the Company's share capital.
- to set globally at one hundred (100) million euros, or the equivalent value if issued in foreign currency or in units of account determined by reference to a basket of currencies, the maximum nominal amount of debt securities that may be issued by virtue of the authority conferred by the above resolutions,

› TWENTY-FOURTH RESOLUTION

The General Meeting, duly constituted with the required quorum and majority for an Extraordinary General Meeting, resolves to amend Article 28 of the Articles of Association in accordance with Article L. 823-1, subsection I paragraph 2 of the Commercial Code pertaining to the Deputy Statutory Auditor.

Article 28 of the Articles of Association shall therefore be amended as follows:

"ARTICLE 28 - AUDITORS

I – In accordance with the provisions of Article L. 832-1 of the Commercial Code, the General Meeting shall appoint one or more Statutory Auditors and one or more Deputy Statutory Auditors to replace the incumbent auditors in the event of death, unavailability or refusal, all of whom must fulfil the conditions prescribed by law and implementing regulations.

Where the auditor thus appointed is a natural person or a one-person company, one or more deputy statutory auditors, called upon to replace the incumbents in the event of refusal, unavailability, resignation or death shall be appointed under the same conditions.

(...)".

› TWENTY-FIFTH RESOLUTION

The General Meeting confers full power and authority on the bearer of an original, a copy or an extract of these minutes for the purpose of completing any formalities in respect of filing, notices or other formalities that may be required.

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