



**2023**

**UNIVERSAL  
REGISTRATION  
DOCUMENT**

**INCLUDING THE ANNUAL FINANCIAL REPORT**

**SQLI  
DIGITAL  
EXPERIENCE**

**ELEVATING DIGITAL PERFORMANCE**



# SOMMAIRE GÉNÉRAL

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**SQLI  
DIGITAL  
EXPERIENCE**

**2023**

# **UNIVERSAL REGISTRATION DOCUMENT**

**INCLUDING THE ANNUAL FINANCIAL REPORT**



This Universal Registration Document was filed on 24 April 2024 with the French Financial Markets Authority (AMF – Autorité des Marchés Financiers), as the competent authority under (EU) Regulation 2017/1129, without prior approval in accordance with Article 9 of said regulation.

This Universal Registration Document may be used for the purposes of a public offering of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary and any amendments made to the Universal Registration Document. The resulting package is approved by the AMF in accordance with Regulation (EU) 2017/1129.

Copies of this Universal Registration Document are available free of charge:

- at the Company's registered office;
- on the Company's website ([www.SQLI.com](http://www.SQLI.com));
- on the website of the French Financial Markets Authority (AMF – Autorité des Marchés Financiers) ([www.amf-france.org](http://www.amf-france.org)).

This Universal Registration Document is prepared in accordance with Appendix 1 of European Delegated Regulation 2019/980.

Pursuant to Article 19 of Regulation (EU) No. 2017/1129 of the European Commission, this Universal Registration Document incorporates by reference the following information to which the reader is invited to refer:

- the consolidated financial statements and Statutory Auditors' reports on the consolidated financial statements for the year ended 31 December 2021, included respectively on pages 157 to 189 and 190 to 195 of the Universal Registration Document filed with the Autorité des Marchés Financiers under number D. 22-0362 of 27 April 2022 (link: <https://www.sqli.com/fr-fr/espace-investisseurs/documents-financiers>);
- the consolidated financial statements and Statutory Auditors' reports on the consolidated financial statements for the financial year ended 31 December 2022, respectively inclusive on pages 120 to 159 of the Universal Registration Document filed with the AMF under number D. 23-0349 of 26 April 2023 (link: <https://www.sqli.com/fr-fr/espace-investisseurs/financial-documents>).

The parts not incorporated by reference of the aforementioned Universal Registration Documents are either not relevant for the investor or appear elsewhere in the Universal Registration Document.

*This document is a reproduction of the official version of the Universal Registration Document including the 2021-2022 annual financial report, which has been prepared in ESEF format (European Single Electronic Format) and filed with the AMF, available on the website*





# MESSAGE

**FROM PHILIPPE DONCHE-GAY**  
**CHAIRPERSON AND CHIEF**  
**EXECUTIVE OFFICER**



Dear Shareholders, Dear Investors,

We had a contrasting year in 2023, which nevertheless demonstrated SQLI's ability to adapt to a constantly changing environment in 2023. While the first months were marked by a slowdown, our results recovered in the second half, and in the end we managed a third consecutive year of growth. Since 2020, we have consolidated our revenue with average annual growth of 5.5% and improved our operating margin by 4.8 points. This trend reflects the robustness of our business model and the relevance of our strategic choices.

Our majority shareholder, DBAY Advisors, maintained its confidence in our ability to generate value, increasing its stake to 83.4%. Its support has also enabled us to relaunch external growth. This is now materialising in several strategic transactions, including the acquisition of Levana in February and other targeted acquisitions, which strengthen our position in the e-commerce and digital experience market.

Our commitment to corporate social responsibility remains at the heart of our concerns. We quickly adapted to emerging standards, in particular by implementing a personal data protection compliance programme, leading to the implementation of Binding Corporate Rules, and by taking action to comply with the European Corporate Sustainability Reporting Directive (CSRD), which came into force on 1 January 2024. At SQLI, we are convinced that

digital sustainability is inseparable from our long-term success, and we want to create a working environment in which each of our employees can integrate, flourish and develop their skills.

Finally, we remain attentive to the rapid evolution

« **SQLI IS PERFECTLY POSITIONED TO CONTINUE TO GENERATE SUSTAINABLE GROWTH AND CREATE VALUE FOR ALL OUR STAKEHOLDERS.** »

of our market shaped by significant advances in generative artificial intelligence. We decided to seize this opportunity by investing in this area, both to change our internal practices and improve our productivity and to support our customers in this transition.

Beyond the short-term movements, the Digital Experience market remains extremely buoyant. SQLI is perfectly positioned to continue to generate sustainable growth and create value for all our stakeholders.

**Philippe Donche-Gay**  
Chairman and Chief Executive Officer





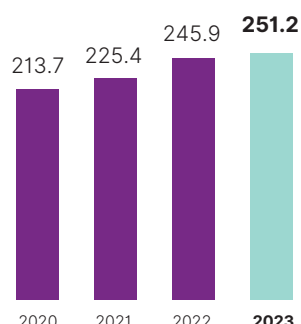
# PRESENTATION OF THE SQLI GROUP AND ITS ACTIVITIES

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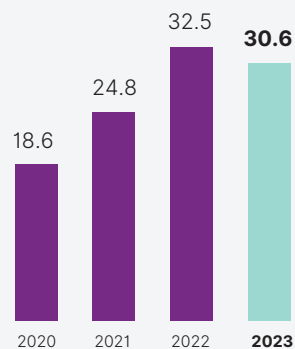
## 1.1 SYNOPSIS

### 1.1.1 Key financial indicators

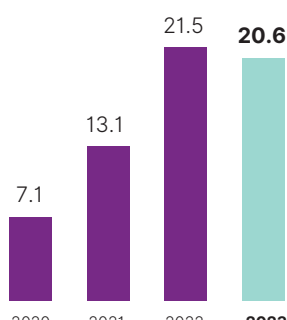
**REVENUE (IN €M)**



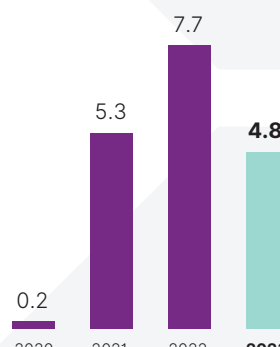
**EBITDA <sup>(1)</sup> (IN €M)**



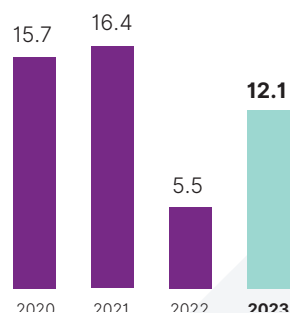
**CURRENT OPERATING INCOME (IN €M)**



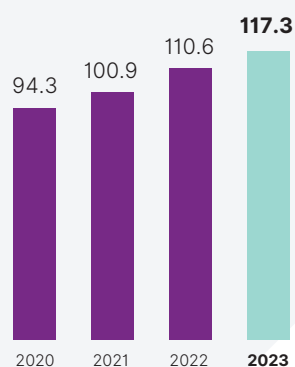
**NET INCOME ATTRIBUTABLE TO OWNERS OF THE PARENT (IN €M)**



**NET FINANCIAL DEBT (IN €M)**



**EQUITY (IN €M)**



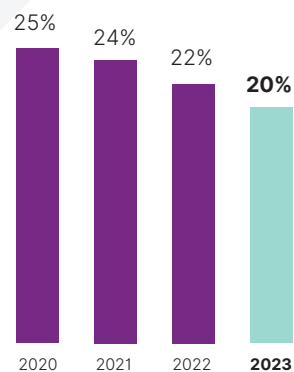
(1) EBITDA or Current Operating Income before depreciation, amortisation and provisions (excluding IFRS 16).

## 1.1.2 Key performance indicators

### SHARE OF INTERNATIONAL REVENUE



### STAFF TURNOVER RATE



## **1.2 PRESENTATION OF THE SQLI GROUP**

### **1.2.1 History and development of the Group**

Since its creation in 1990, SQLI has been helping companies make the most of new technologies to improve their overall performance. The Company bases its development on decoding these technologies for new uses and implementing them with organisations in all business sectors.

Thanks to its R&D division, SQLI is able to anticipate key sector developments, embracing the internet in 1995 in which the Company has become a “pure player”. Convinced from the beginning that the only purpose of technology is creating or responding to new uses and providing a user experience, its founders created an integrated web agency in 1998, with a reputation built notably around user knowledge and interface ergonomics.

SQLI continued its growth by deploying an intensive policy of recruiting expert profiles with complementary skills and by supplementing its network of offices in the regions. In order to accelerate its growth, the Company reinforced its capital through an IPO in 2000, and made several acquisitions along with the creation of a Swiss subsidiary.

In 2002, the founders put a new management team in place, focusing on project industrialisation based on the CMMI processes. SQLI pioneered in this field, by being the first digital services company to obtain CMMI certification in France, in all the Group agencies. It created its first offshore centre in Morocco in 2003. This French e-business leader pursued its growth with the acquisition of many companies between 2005 and 2009, becoming a major Group operating in France, Belgium, Switzerland and Morocco.

The launch in 2009 of a three-year strategic plan – the Boost plan – aimed at optimising the Group's operations and strengthening its value proposition. The Company chose to focus on digital activities, by creating transversal business lines and selling non-core activities.

In order to instil a new growth dynamic, SQLI set up a new management team in 2013 which launched the Ambition 2016 strategic plan. The Group then organised itself into two complementary business units – Digital Technologies and Digital Commerce – the latter driven by the WAX INTERACTIVE brand, organised around the acquisition of the LSF Interactive and Naxeo agencies. SQLI also implemented an international growth strategy with, firstly,

the acquisition of InventCommerce, a company specialised in e-commerce, operating in the United Kingdom and South Africa.

In line with this, the management team introduced a new plan – MoveUp 2020 – giving new objectives to SQLI. The Group reinforced its positioning in the digital experience and unified commerce space and made new targeted acquisitions in Europe: STAR REPUBLIC in Sweden and OSUDIO, mainly operating in the Netherlands and Germany.

In 2018, the Group opened a new office in Barcelona, which in the same year reached a workforce of 50 digital experts. With this new location, as well as the latest acquisitions, SQLI obtained a privileged position on the European omnichannel commerce market.

At the same time, its local/nearshore model based on an international and local network and digital service centres in France and Morocco, allowed the Group to win new key account customers in France and the rest of Europe.

At the end of 2019, the private equity fund DBAY Advisors became the Group's largest shareholder, with approximately 29% of the capital. The Group then adopted a new governance structure in 2020, with the Chairperson of the Board accepting the Group's General Management.

The Group is continuing its policy of targeted acquisitions internationally to strengthen its presence in the United Kingdom and the Middle East with the incorporation of REDBOX DIGITAL. SQLI is initiating a formal integration plan for the companies acquired. In the context of an unprecedented pandemic with many impacts on customer demand and the Company's organisation, the action plan put in place by the Group made it possible to achieve the objectives for 2020, while simplifying the Group's organisation around a global offering.

The SQLI Digital Experience brand has been the Group's only brand since early 2022. The Group is also simplifying its organisation with the trio SQLI International, SQLI France and “ONE ISC/Morocco” to support its development. And since 2023, the organisation in France has changed from an organisation of regional agencies to a national organisation by offering.

TABLE 1. A UNIQUE BRAND



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## 1.2.2 Organisation chart

TABLE 2. LEGAL ORGANISATION CHART OF THE SQLI GROUP AS OF 31 DECEMBER 2023

| SQLI SA Levallois – Perret (France)                      |                                                        |                                             |
|----------------------------------------------------------|--------------------------------------------------------|---------------------------------------------|
| FRANCE                                                   | EUROPE                                                 |                                             |
| ASTON INSTITUT SARL<br>Levallois-Perret (92)             | SQLI Switzerland SA<br>Lausanne (Switzerland)          | SQLI SPAIN<br>Barcelone (Spain)             |
| GEIE ICE<br>Blagnac (31)                                 | OSUDIO SWITZERLAND GMBH*<br>Zurich (Switzerland)       | SQLI DEUTSCHLAND GMBH<br>Dortmund (Germany) |
| CLEAR VALUE SAS<br>Levallois-Perret (92)                 | SQLI BELGIUM SA<br>Diegem (Belgium)                    | CODELUX<br>Berlin (Germany)                 |
| EOZEN France SAS<br>Levallois-Perret (92)                | SQLI DIGITAL BELGIUM**<br>Sint-Martens-Latem (Belgium) | SQLI DANMARK APS<br>Copenhagen (Denmark)    |
| WAX INTERACTIVE SAS<br>Levallois-Perret (92)             | OSUDIO BELGIUM NV<br>Diepenbeek (Belgium)              | SQLI NORDICS AB<br>Göteborg (Sweden)        |
| WAX INTERACTIVE LILLE SAS<br>Levallois-Perret (92)       | OSUDIO HOLDING BV<br>Heerlen (The Netherlands)         | SQLI LTD<br>Londres (United Kingdom)        |
| WORLD                                                    | SQLI SERVICES BV***<br>Eindhoven (The Netherlands)     | SQLI UK LTD<br>Londres (United Kingdom)     |
| SQLI Morocco SA<br>Rabat (Morocco)                       | SQLI NEDERLAND BV<br>Amsterdam (The Netherlands)       |                                             |
| ICONEWEB MULTIMEDIA Morocco SARL<br>Casablanca (Morocco) | SQLI LUXEMBOURG SA<br>Luxembourg (Luxembourg)          |                                             |
| REDBOX DIGITAL ME FZ-LLC<br>Dubai (United Arab Emirates) | SQLI SA<br>Strassen (Luxembourg)                       |                                             |
| REDBOX DIGITAL LTD<br>(Mauritius)                        |                                                        |                                             |

Disposal of Invent Commerce on 01/12/2023

\* Currently in liquidation

\*\* Merged into SQLI Belgium on 02/01/2024

\*\*\* Currently in liquidation

### 1.2.2.1 Details of certain holdings

ABCIAL and ECOMMERCE4U were dissolved, followed by a universal transfer of their assets to SA SQLI in December 2020.

As of 31 December 2021, SQLI held and settled 100% of the shares of OSUDIO HOLDING BV, STAR REPUBLIC and CODELUX.

In order to optimise resources, during the 2021 financial year, the SQLI Group:

- completed the closure of the “Cape Town” service centre in South Africa with the dissolution of SQLI PROPRIETARY LTD;
- ended its operations in Singapore by selling shares in SQLI Singapore to its manager in January 2021.

On 15 February 2022, SQLI Spain absorbed OSUDIO Softlution Spain through a reverse merger.

Paul Lewis Creative Ltd was dissolved on 27 December 2022.

In 2023, SQLI SA exercised its option on the remaining 13.33% of the share capital of SQLI UK, formerly called REDBOX Digital, and now holds 100%.

In addition, on 1 December 2023, SQLI SA sold the 51% stake it held in Invent Commerce to Arsenalia, its co-shareholder, which now holds 100% of the Company.

## 1.3 DESCRIPTION OF THE GROUP'S ACTIVITIES

### 1.3.1 Activities: European services group dedicated to the digital world

SQLI is a European services group dedicated to digital experience. Since 1990, SQLI has helped companies and brands to develop their business and create the digital experience of tomorrow with the ambition to exceed the expectations of their customers, employees and partners.

The Group has many competitive advantages, which are intrinsic to its business model and which enable it to be a major player in its markets:

- for more than 25 years, digital experience has been one of SQLI's major priorities for its customers;
- a strong European presence – 12 European countries covered – and a global deployment capacity thanks to “ONE ISC” Morocco in particular;
- nearly 2,100 employees with complementary and multidisciplinary skills in technology, consulting and experience design;

- a “Front Office Local + Back Office Nearshore” model combining operational excellence (driven in particular by digital service centres) and competitiveness for key accounts/international brands and renowned medium-sized companies based on:

- a strong ecosystem of partners with the main digital technology publishers, in particular SAP, Adobe and Microsoft, as well as very dynamic new entrants,
- a flexible methodology, adapted to the projects and specificities of each customer, based in particular on Agility, DevOps, etc.;
- key client references in the market with Airbus, Nespresso, Groupe Seb, Generali, Tarkett, Carlsberg, Miele, L'Oréal, Cdiscount and TotalEnergies, etc. and significant experience with more than 500 “digital experiences” projects.

TABLE 3. THE SQLI BUSINESS MODEL

| Resources model                                                               | Business model                |                                                                               |                                                                    |                                                                                                  |                                                                                                     | Values created for stakeholders                                                 |
|-------------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------|
| <b>Industrial</b><br>"New generation" local agencies/Close to customers       | Expertise                     | Technology partners                                                           | Front-End<br>Back-End                                              | International                                                                                    | Project methodology                                                                                 | <b>Employees</b><br>Employee satisfaction                                       |
| <b>Human</b><br>2,100 employees                                               | Digital consulting            | E-commerce platforms<br>Marketing platforms<br>PIM platforms<br>CMS platforms | Local agencies close to customers<br>3 excellence services centres | Operating in 13 countries in Europe and the Middle East<br><br>International deployment capacity | Flexible and adapted to customer projects<br><br>Lean<br>Scrum<br>Agile<br>Tribe<br>Design workshop | <b>Customers</b><br>Customer loyalty & customer satisfaction<br>Project quality |
| <b>Intellectual</b><br>Community of experts and spirit of innovation/Training | Data & Insight                |                                                                               |                                                                    |                                                                                                  |                                                                                                     | <b>Shareholders</b><br>Value creation and long-term development                 |
| <b>Financial</b><br>A healthy financial structure<br>Market access            | Customer experience           |                                                                               |                                                                    |                                                                                                  |                                                                                                     | <b>Financial</b><br>Risk Management & Ethics<br>Preparation for Group growth    |
| <b>Governance</b><br>A governance structure in line with ambitions            | Design experience             |                                                                               |                                                                    |                                                                                                  |                                                                                                     | <b>Social</b><br>Ethics<br>CSR approach                                         |
|                                                                               | E-commerce                    |                                                                               |                                                                    |                                                                                                  |                                                                                                     |                                                                                 |
|                                                                               | Experience platform           |                                                                               |                                                                    |                                                                                                  |                                                                                                     |                                                                                 |
|                                                                               | Technology and transformation |                                                                               |                                                                    |                                                                                                  |                                                                                                     |                                                                                 |



## 1.3.2 Services

- SQLI is committed to the digital success of its customers. "We are designers and technical and creative players, who deliver engaging experiences that drive business growth in the digital world".
- In a hyperconnected world where users are in high demand and have a short attention span, SQLI believes that engagement depends on a brand's ability to create a unified Digital experience that suggests more than it imposes, to capture users' attention at the right time, in the right place and to convert it into desire and trust.

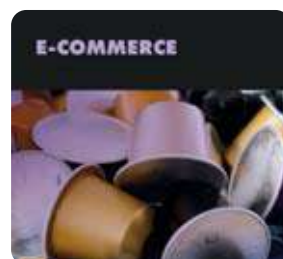


### Three emblematic services



- SQLI's vision of technology is agnostic, pragmatic and user-centred. This is part of the SQLI DNA.
- SQLI builds technological environments for scalable platforms and personalised digital solutions, while prioritising its customers' interests, thanks to the expertise and commitment of its Digital-passionate teams.
- Its teams adopt methodological tools to design, architect and implement Digital transformation.

- In a highly competitive environment, SQLI helps brands stay ahead of their connected commerce challenges and increase their revenues by combining the best of strategy, design and technology.
- SQLI designs holistic experiences focused on the emotion and value provided to users at each stage of their journey.
- SQLI builds architectures based on the main e-commerce platforms that are sufficiently flexible to seize the opportunities of tomorrow.



- SQLI connects or reconnects consumers or users to brands and helps improve the employee experience and efficiency.
- SQLI designs and builds solutions tailored to company ecosystems, requirements and performance objectives, enabling its employees to create, deliver and optimise personalised and content-rich digital experiences at any time, and anywhere for customers, employees or partners.

### Three complementary areas of expertise

- The SQLI teams of experienced consultants offer a tangible commercial activity with an entrepreneurial approach.
- SQLI helps management teams, Business Units and IS Departments to align themselves with a shared innovative vision of a company's digital opportunities.
- SQLI provides a clear and pragmatic strategic vision that translates into a pragmatic operational action plan.



01



- Highly personalised experiences start with quality data. Across all channels and processes, customers want to work with rich and 100% accurate data.
- SQLI helps organisations establish their data vision and strategy, from decision-making to predictive analytics, and SQLI sets up the platforms that enable them to further develop their business.

- SQLI enables organisations to design the most appropriate digital strategies and make them real drivers of commercial growth and brand visibility.
- With its "Design Thinking" methodologies, SQLI identifies user needs and designs the most satisfying and appropriate experience at each stage of the user journey for its customers' experience platforms.
- SQLI generates awareness, then conquers users by creating a unique experience that is transformed into sales and loyalty.



### 1.3.3 Organisation

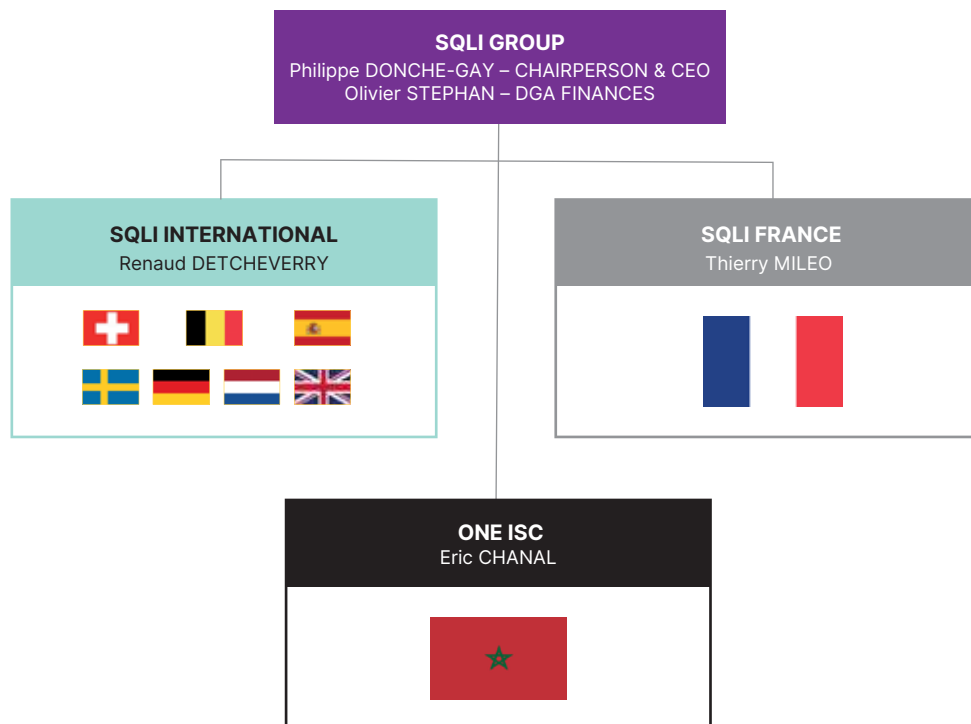
In 2020, the Group simplified its geographical organisation to better serve its customers, appointing a CEO in charge of SQLI International, a CEO in charge of SQLI France (press release dated 24 February 2022) and a manager in charge of "ONE ISC" (Morocco).

Since the beginning of 2022, each organisation has been equipped with all necessary leadership and management resources (CFO, HR Director, Head of Operations) to enable the Area Chief Executive Officer to make the decisions needed to achieve their operational and financial objectives.

The Group also strengthened its Group team at the end of 2022 in order to implement its transformation (Group HR), technological leadership (Group CTO) and Marketing leadership (Group CMO) strategy. These new managers will support the Area Departments whenever necessary, and will actively participate in the Group's strategic plan and development, particularly the M&A activity.

Since January 2023, France is organised by services (EXD/Design; DXP/Platforms & DXC/Custom).

**TABLE 4. SQLI FRANCE AND INTERNATIONAL ORGANISATION**



#### A network of European agencies

The SQLI Group is one of the few international companies, dedicated to digital experience and Unified Commerce, to have a network in 13 countries allowing it to effectively cover Europe: France, Spain, Belgium, Luxembourg, the Netherlands, Switzerland, Germany, the United Kingdom, Sweden and Denmark; in addition to Morocco and the United Arab Emirates (Dubai).

This network of international branches provides advice and a local commercial approach to customers and prospects.

**TABLE 5. GEOGRAPHICAL PRESENCE OF SQLI IN EUROPE**

The Group will continue to gradually expand its network in the most dynamic markets as part of its development plan, which should enable SQLI to strengthen its position as a

leading digital player in Europe. International growth is a key success factor for the SQLI Group.

### Digital Services Centre – ONE ISC

The digital service centres are at the heart of the SQLI system and support all of SQLI's services. Joint projects with the centres of expertise in Morocco were accelerated in 2021, and SQLI continues to focus its development efforts on the digital service centres based there (three sites: Rabat, Oujda and Casablanca).

ONE ISC is able to respond to large national/international customers for their platform deployment projects on a global scale.



The main competitive advantages of digital service centres are:

- mastery of the model based on more than 20 years of experience—first nearshore centre created at the end of 2003;
- 24/7 French and English-speaking support;
- >500 certifications (Scrum, Agile, Java, ISTQB, ITIL and Microsoft) for nearly 700 employees;
- an organisation adapted to multi-site projects and to fluctuations in the volume of activity allowing global synergies between all sites (ONE ISC);
- delivery managed transparently with SQLI Digital Experience customers, on the basis of KPIs.

### 1.3.4 The Group's driving forces

The SQLI Group's objective is to become a benchmark in its sector among the best companies to work for, thanks to an enriching employee experience.

The Human Resources Department of the SQLI Group supports the Group in its transformation and growth ambition, particularly internationally where a programme to integrate European subsidiaries has been put in place.

The average number of employees was 2,142 in 2023 compared to 2,080 in 2022 (up 3%). During the financial year, SQLI recorded a slight growth in its workforce; the staff

turnover rate, in the region of 20% for the year, returned to a good level for the digital sector. The Group maintains a rather low rate of subcontracting, with the use of subcontracting limited to rare skills not available internally. Employee training has also been encouraged, as have partner certifications.

The Group has implemented a series of measures to retain employees (increases, co-optation and more) in a context of a very tight skills market, in order to stabilise its staff turnover rate at between 20% and 25%, especially in countries with a good level in the digital sector.

**TABLE 6. CHANGE IN THE SQLI GROUP'S HEADCOUNT OVER THE LAST TWO FINANCIAL YEARS**

|                                                         | 2023         | 2022         | Change     |
|---------------------------------------------------------|--------------|--------------|------------|
| <b>Average headcount (excluding interns)</b>            | <b>2,142</b> | <b>2,080</b> | <b>+62</b> |
| Number of employees as at 1 January (excluding interns) | 2,178        | 2,047        | +131       |
| Changes in scope                                        | -            | -            | -          |
| Increase (decrease)                                     | -62          | +131         | -193       |
| <b>HEADCOUNT AS AT 31 DECEMBER (EXCLUDING INTERNS)</b>  | <b>2,116</b> | <b>2,178</b> | <b>-62</b> |

### 1.3.5 Technological choices—the ingredients for a successful recipe

The partnerships developed by SQLI with the main publishers reflect its desire for technological excellence and customer satisfaction. The Group has recognised expertise in leading

digital solutions in Europe, particularly in omnichannel commerce and PIM (Product *Information Management*) solutions, as well as digital marketing/experience platforms.

**TABLE 7. MAIN PARTNERS**



Technological innovations are carried out by the platform publishers and SQLI can recommend the most suitable platform for its customers/prospects according to their needs (BtoB, BtoC, sectors, ERP tool integrations, CRM, customisation needs, budget, etc.).

**TABLE 8. RANKING OF THE MAIN DIGITAL EXPERIENCE PLATFORM PUBLISHERS ACCORDING TO GARTNER (JULY 2023)**

Source: Gartner (July 2023)

**TABLE 9. RANKING OF THE MAIN DIGITAL COMMERCE PLATFORM PUBLISHERS ACCORDING TO GARTNER (DECEMBER 2023)**

Source : Gartner (D cembre 2023)

### 1.3.6 Customer references – Demonstration of SQLI capabilities



#### 1.3.6.1 Some customer projects completed in 2023

##### SQLI supports new “Goodbye Car” service from INDRA



**INDRA has been a major player in automotive recycling for 38 years.**

##### Objectives

- In 2014, INDRA launched a new service, Goodbye Car, to handle vehicles destined for destruction on behalf of professionals (manufacturers, dealers, garages, etc.). Since 1 January 2022, an anti-waste and circular economy law (AGEC) requires manufacturers and importers to take responsibility for the recovery of end-of-life vehicles held by individuals.
- This is an opportunity for INDRA to build a comprehensive service offering for private individuals, and to make it available to manufacturers to support them in achieving their fleet recycling targets.

##### Results

- INDRA chose SQLI for its expertise in “custom development” and deployment of complex architectures, as well as its completely redesigned user experience!
- SQLI has developed a new platform (headless architecture, cloud native serverless architecture in AWS) that replaces the existing one. The new version of the site and its functionalities have been online since September 2023.

### AMDS opens the first steel marketplace

ArcelorMittal Distribution Solutions is a specialist in the distribution and trading of steel, stainless steel, building products and aluminium. This branch of the ArcelorMittal Group offers tailor-made solutions for each market, with more than 10,000 SKUs.

#### Objectives

- After an initial project to create an e-commerce platform, ArcelorMittal e-steel, in 2017, the Distribution Solutions subsidiary of the ArcelorMittal Group is stepping up its ambitions. It wants to transform its site into a leading B2B marketplace in the steel industry.
- ArcelorMittal Distribution Solutions, as a marketplace operator, must now provide a dual value proposition: to its end customers and to the sellers who will choose its platform to distribute their products.

#### Results

- Within the ArcelorMittal e-steel platform, SQLI integrated the Izberg marketplace solution into SAP Commerce. The teams have also integrated payment solutions (Lemonway) and credit insurance (Allianz).
- The technical go-live, which was successful in February 2023, led to a first commercial go-live in France in June 2023. The roll-out will continue in other European countries as well as the integration of new products from ArcelorMittal Distribution Solutions' commercial partners.



### Sharp Electronics Europe overhauls its e-commerce platform

Founded in Japan in 1912, Sharp Electronics has become one of the world's leading technology manufacturers.

#### Objectives

- SQLI was chosen by Sharp Electronics Europe to redesign its B2B commerce platform on Adobe Commerce. The new platform will serve Sharp's direct and indirect sales channels, including IT services, printing and solar energy, in 19 countries.
- The project is presented as the next step in a multi-million euro modernisation programme for Sharp's digital customer platforms, with the aim of transforming the customer lifecycle experience. The new platform is expected to accelerate Sharp's growth and efficiency across Europe, while transforming the customer experience across all business areas.

#### Results

- SQLI was responsible for the design, construction and support of the new platform. The first phase of the project, which consists of replacing the existing platform, Intershop, was completed in the first quarter of 2023.
- The aim is then to extend it to all of Sharp's European markets and channels by the end of 2024.

## 1.3.7 Innovation and brands

### 1.3.7.1 Research & development activities

In 2023, the Group continued its R&D activities, in particular on the following topics:

#### Power grids

The R&D project aims to solve the problems of managing time-stamped data from thousands of sensors, distributed all over mainland France and its overseas territories.

The data collected analyses 35 phenomena, including conductivity, water PH and wind speed, in order to predict the electricity consumption of grid users.

The technical obstacles to be resolved include the migration of data from a relational model to a model based on time series, as well as the transfer of the aggregation, cumulation and interpolation calculations to time-stamped data technology.

The limitations of the state of the art include the absence of studies on the integration of data from a relational database system into time-stamped data, as well as on the creation of time-series aggregations.

#### E-commerce

This R&D project aims to solve the problems of transmission of e-commerce baskets between an e-commerce platform for customers and the check-outs of in-store points of sale in a hybrid environment: micro-services hosted on a cloud infrastructure and components hosted on an on-site infrastructure.

The data from each store is backed up daily to a data centre, with consequences such as saturation of the outgoing throughput due to the data transfer which can be extremely long depending on the bandwidth of the stores (several hours or even a day).

This consisted in developing a solution based on a micro-services architecture in a cloud environment with dedicated servers, in order to replay transfers for each transfer error on the network.

#### Environment

The purpose of this project is to develop tools for detecting indoor pollution in buildings by analysing data provided by sensors (CO<sub>2</sub>, fine particles, etc.).

An issue has emerged concerning the need to improve the relevance of the predictions based on these data. Current indicators are not sufficient to produce predictions and mitigation scenarios for indoor pollution.

Unlike some proprietary solutions, the state of the art does not offer a solution to improve this royalty-free model.

Key questions include how to improve the relevance of the model's predictions, optimise the retrieval and use of sensor data, effectively match existing data with new data, explore new data capture methods, and design an architecture that goes beyond the state-of-the-art to capture more indoor data.

#### Animal Services

This research follows experimental work whose initial objective was to improve the management of animal shelters.

Research continued, in order to verify the feasibility of a new type of adoption model, based on matching, potentially managed by a solution based on machine learning. Unfortunately, the quality of the data from the shelters does not enable advanced matching models.

It was therefore necessary to carry out research on a new global data architecture, on the process and on the machine learning method, to reduce the adoption times of animals *versus* current solutions and to improve the distribution of animals in shelters, to improve animal welfare.

#### Cognitive science

This study has significantly improved the way computers understand and respond to our requests, particularly those related to imaging. Work that seeks to solve problems that arise when the words we use are not well understood by computer programs, in order to make responses more relevant and useful.

#### Mobility

The objective of this project is to develop a route calculation engine integrating the carbon impact constraints of transport modes.

This eco-citizen system will enable citizens to choose their mode of transport between two points, by integrating all the transport services available in the region, plus the carbon impact of the journey. The major technical obstacle to be resolved is to correlate data proposing routes with bus, metro and tram stops, and navigation data in a web and mobile environment.

In 2023, the Group devoted 4.3% of revenue to expenses eligible for the Research Tax Credit.

The SQLI research tax credit amount for the 2023 financial year amounted to €3.3 million. This effort is continuous and up compared to previous years.

### 1.3.7.2 Brands

## SQLI DIGITAL EXPERIENCE

Since 2021, the SQLI Digital Experience brand has become the Group's only brand, and its deployment was completed in January 2022.

In addition, the Group also opened its new single web platform for the entire Group. This multi-country, multi-language site is the result of international collaboration and the showcase of the Group's know-how. It embodies its new visual identity, rolled out in the summer of 2022, and crosses borders to present a common value proposition.

SQLI does not depend on patents or licenses that would be essential for the performance of its activity. The flagship brand of the SQLI Group (SQLI Digital Experience) and the brands discontinued during the 2021 financial year (WAX INTERACTIVE and also OSUDIO, STAR REPUBLIC and REDBOX) benefit from protection in Europe.

All brands belong to the SQLI Group. None directly belong to the Company's executives or their families. The legal protection for trademarks, domain names and copyrights is for the benefit of the company SQLI or its subsidiaries.

SQLI and its subsidiaries benefit from copyright protection under the provisions of the French Intellectual Property Code for all their software solutions and training materials. The essential works have been deposited with bailiffs or specialised custodians.



## 1.3.8 Main markets and strategies

### 1.3.8.1 Main markets

The segment reporting required by IFRS 8 is based on the internal reporting used by the Group's main decision-makers, i.e. SQLI's Chairperson and CEO, Divisional Heads and operational directors.

Since 2021, the truly European group has been organised around two geographical areas, France and International, each of which account for almost half of the activity.

This organisation was set up to meet the demand of customers in each country who use the Group's technical and digital services.

- The challenges for France are firstly to better control its indirect costs to achieve the average operational profitability of the sector and then to complete its technical base (data, cyber, etc.) before rolling it out internationally.

- The dual challenge internationally is to combine sales growth and a double-digit profitability, and to fully integrate the companies acquired (medium-size companies for SQLI) before completing its European coverage (in particular Spain and consolidation in Germany, for example).

Given this organisation, the operating segments "Digital & Technology (DT)" and "Commerce & Experience (CX)" analysed by the Group in 2019 have been replaced by the geographical areas "France" and "International", which correspond to the operational structure.

**TABLE 10. REVENUE AND CURRENT OPERATING INCOME BY BUSINESS**

| (in millions of euros) | 2023         |                          |                            | 2022         |                          |                            |
|------------------------|--------------|--------------------------|----------------------------|--------------|--------------------------|----------------------------|
|                        | Revenue      | Current Operating Income | % Current Operating Income | Revenue      | Current Operating Income | % Current Operating Income |
| France                 | 133.7        | 7.5                      | 5.6%                       | 130.7        | 8.8                      | 6.7%                       |
| International          | 117.5        | 13.1                     | 11.1%                      | 115.2        | 12.7                     | 11.0%                      |
| <b>TOTAL</b>           | <b>251.2</b> | <b>20.6</b>              | <b>8.2%</b>                | <b>245.9</b> | <b>21.5</b>              | <b>8.7%</b>                |

In 2023, SQLI recorded total revenue of €251.2 million, up 2% compared to 2022 when growth was close to double-digit. The Group did not make any acquisitions in 2023.

In this context, the Group achieved equivalent growth (2%) in its two geographical areas:

- France achieved slight growth over the year compared to 2022, which was very dynamic. The current operating margin in France was down due to the time required to adapt resources at the beginning of the year in a less buoyant market;

- growth was low throughout the year for the international business even though performances by country and customer were varied. The international current operating margin (ROC/revenue) generally held up well and exceeded two digits.

### 1.3.8.2 Outlook, strategy and corporate vision

#### Outlook

As part of its development, SQLI has set the following targets, which apply except in a significant major crisis:

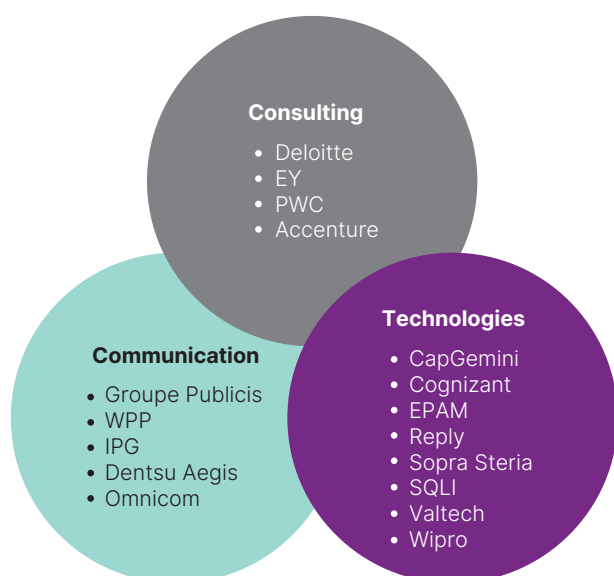
- a double-digit average annual organic growth that takes into account very strong customer demand despite recruitment difficulties;
- current operating profitability up by around 1 point per year, focusing in particular on increased use of "ONE ISC" to increase competitiveness, reducing technical support in favour of project work, and continuing to reduce fixed

costs and passing on a portion of salary inflation to sales prices.

This plan has the following objectives according to geographical area:

- in France, the priority is on profitability to return to a healthy market average;
- internationally, the objective is to continue dynamic growth with double-digit profitability.

### 1.3.8.3 Group competitive position



As a Digital Experience Service Provider, SQLI competes with three main types of players:

- groups with a history based on Technology;
- consulting firms;
- groups with a history based on Communication.

Today, SQLI is recognised as a Digital Experience Service Provider by market analysts. Companies in this sector are "partners that help companies design, build and manage the digital customer experience in the context of their business' digital transformation".

They must combine marketing expertise and technological expertise.

Among these groups, SQLI joined the Top 20 agencies dedicated to digital experience in Europe (*Source: Forrester*).

**TABLE 11. DIGITAL EXPERIENCE AGENCIES IN EUROPE <sup>(1)</sup>**

| Groups generating more than €400 million in income in the field of "Digital Experience" (DX) | Groups generating between €125 million and €400 million in revenues in the field of "DX"                                                                                                        |
|----------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>Cap Gemini<br/>Accenture<br/>Deloitte<br/>IBM<br/>Groupe Publicis<br/>WPP</p>             | <p>Cognizant<br/>EPAM<br/>EY<br/>HCL Technologies<br/>IPG – Interpublic Group<br/>Omnicom<br/>PWC</p> <p>Reply<br/>Sopra Steria<br/>SQLI<br/>Tata Consulting Services<br/>Valtech<br/>Wipro</p> |

(1) Source: Forrester – Q3 2018.

## 1.4 ANALYSIS OF FINANCIAL YEAR 2023

The data set out below are understood as consolidated data. The accounting rules and methods required for their preparation are indicated in section 4.1 "Consolidated annual financial statements at 31 December 2023", section 2 "Accounting rules and methods, notes and explanatory notes".

### 1.4.1 Analysis of the income statement

**TABLE 12. SQLI GROUP CONSOLIDATED INCOME STATEMENT**

| Data (in thousands of euros)                                                                   | 2023           | 2022           | Change        |
|------------------------------------------------------------------------------------------------|----------------|----------------|---------------|
| <b>Revenue</b>                                                                                 | <b>251,202</b> | <b>245,876</b> | <b>5,326</b>  |
| Other operating income                                                                         | 5,905          | 4,368          | 1,538         |
| Purchases consumed                                                                             | -1,698         | -1,737         | 39            |
| Employee benefits expense                                                                      | -136,890       | -130,527       | -6,363        |
| External expenses                                                                              | -85,078        | -82,252        | -2,826        |
| Taxes and duties                                                                               | -3,244         | -3,224         | -20           |
| Depreciation, amortisation and provisions (net)                                                | -9,941         | -10,990        | 1,049         |
| Other operating income and expenses                                                            | 366            | -28            | 394           |
| <b>Current Operating Income</b>                                                                | <b>20,623</b>  | <b>21,485</b>  | <b>-862</b>   |
| Other non-recurring operating income and expenses                                              | -8,215         | -5,308         | -2,906        |
| <b>Operating income</b>                                                                        | <b>12,408</b>  | <b>16,177</b>  | <b>-3,769</b> |
| Income (expenses) from cash and cash equivalents                                               | 60             | 1              | 60            |
| Cost of gross financial debt                                                                   | -4,499         | -4,003         | -496          |
| <b>Cost of net financial debt</b>                                                              | <b>-4,438</b>  | <b>-4,002</b>  | <b>-436</b>   |
| Other financial income and expenses                                                            | -425           | -1,071         | 646           |
| <b>Profit/(loss) before tax</b>                                                                | <b>7,545</b>   | <b>11,104</b>  | <b>-3,559</b> |
| Income tax expense                                                                             | -2,735         | -3,414         | 679           |
| <b>Net income (before income from discontinued operations or in the process of being sold)</b> | <b>4,810</b>   | <b>7,691</b>   | <b>-2,880</b> |
| Net income from discontinued operations or activities in the process of being sold             | -              | -              | -             |
| <b>Net income for the consolidated group</b>                                                   | <b>4,810</b>   | <b>7,691</b>   | <b>-2,880</b> |
| Owners of the parent                                                                           | 4,810          | 7,691          | -2,880        |
| Non-controlling interests                                                                      | -              | -              | -             |

#### 1.4.1.1 Revenue analysis

In 2023, SQLI recorded revenue of €252 million, up 2% compared to 2022. SQLI operates in the digital platform market, which is still experiencing growth with customers who place the digitalisation of their processes at the heart of their priorities. The health crisis increased demand from many B2B customers, who are finding new ways of accessing their customers/consumers, while also keeping an eye on their budgets.

This performance is on a like-for-like basis, as the Group did not make any acquisitions in 2023.

In this context, the Group made progress in its two geographical areas:

- France achieved growth of around 2% compared to what was a remarkable year in 2022;
- international activity also grew by around 2%.

53% of the annual activity was generated in France and 47% outside France. The detailed analysis by activity can be found in section 1.3.7 "Main markets and strategies".

In general, SQLI has made very significant progress with most of its long-standing major customers, in all business sectors, thus demonstrating renewed confidence in support of them. This trend has been noted both in France and elsewhere.

### 1.4.1.2 Analysis of results

#### Current Operating Income

In a context of slow growth, particularly at the end of the year, Current Operating Income fell by 4% and amounted to €20.6 million in 2023 compared to €21.5 million a year earlier.

Current Operating Income represented 8.2% of revenue in 2023, compared to 8.7% in 2022.

The detailed analysis by activity can be found in section 1.3.8 "Main markets and strategies".

EBITDA (excluding IFRS 16) was down 10% to €20.6 million.

Details of these non-recurring expenses are provided below in the section entitled "Other non-recurring operating income and expenses".

Operating income represented 4.9% of revenue in 2023, compared to 6.6% in 2022.

#### Net income

After taking into account the cost of financial debt (€4.4 million), other financial income and expenses (€0.4 million) and the income tax expense (€2.7 million), net profit fell to €4.8 million compared to €7.7 million in 2022.

#### Operating income (EBIT)

Operating income for 2023 amounted to €12.4 million, down 23% (€16.2 million in 2022), due to non-recurring expenses (LTIP for a full year and transfer of the head office mainly).

### 1.4.1.3 Analysis of operating expenses

For the 2023 financial year, 58% of operating expenses <sup>(1)</sup> were the employee benefits expense (57% in 2022) and 36% were external expenses (same as in 2022).

#### Employee benefits expense

The employee benefits expense amounted to €136.9 million in 2023, an increase of approximately 3% compared with the previous year. As a reminder, the average number of employees stood at 2,142, compared with 2,080 a year earlier, representing a change of +3.0%.

**TABLE 13. CHANGE IN EMPLOYEE BENEFITS EXPENSE**

| (in thousands of euros)          | 2023            | 2022            | Change        |
|----------------------------------|-----------------|-----------------|---------------|
| Wages and salaries               | -103,925        | -98,784         | -5,141        |
| Social charges                   | -32,965         | -31,743         | -1,222        |
| <b>EMPLOYEE BENEFITS EXPENSE</b> | <b>-136,890</b> | <b>-130,527</b> | <b>-6,363</b> |

(1) Operating expenses consist of "Purchases consumed", "Employee benefits expense", "External expenses", "Taxes and duties" and "Depreciation, amortisation and provisions (net)".



## External expenses

External expenses were up 3% between 2022 and 2023, from €82.3 million to €85 million, related to the growth in activity and increased use of subcontracting.

The use of subcontracting is limited to rare skills not available internally.

**TABLE 14. CHANGE IN EXTERNAL EXPENSES**

| (in thousands of euros)             | 2023           | 2022           | Change        |
|-------------------------------------|----------------|----------------|---------------|
| General subcontracting              | -62,151        | -61,565        | -586          |
| Rentals and rental expenses         | -1,811         | -1,696         | -114          |
| Maintenance and repairs             | -4,142         | -3,154         | -989          |
| Insurance premiums                  | -788           | -667           | -121          |
| Miscellaneous documentation         | -687           | -912           | 225           |
| Fees and external personnel         | -7,255         | -6,575         | -680          |
| Advertising, public relations       | -1,486         | -1,443         | -43           |
| Transport of goods                  | -30            | -26            | -4            |
| Travel, missions and receptions     | -3,178         | -2,625         | -553          |
| Postal and telecommunications costs | -1,407         | -1,220         | -186          |
| Banking services                    | -275           | -287           | 12            |
| Other external services             | -1,868         | -2,082         | 214           |
| <b>TOTAL</b>                        | <b>-85,078</b> | <b>-82,252</b> | <b>-2,826</b> |

## Other non-recurring operating income and expenses

Non-recurring income and expenses amounted to -€8.2 million for 2023 compared to -€5.3 million for 2022, and break down as follows:

**TABLE 15. CHANGES IN OTHER NON-RECURRING OPERATING INCOME AND EXPENSES**

| (in thousands of euros)             | 2023          | 2022          | Change        |
|-------------------------------------|---------------|---------------|---------------|
| Takeover bid and debt restructuring | 0             | 1,874         | 1,874         |
| Free share plan                     | -2,008        | -1,346        | -662          |
| Restructuring costs                 | -2,423        | -1,971        | -452          |
| Business combinations               | -449          | -47           | -402          |
| Other transactions                  | -1,008        | -70           | -938          |
| Premises                            | -2,327        |               | -2,327        |
| <b>TOTAL</b>                        | <b>-8,215</b> | <b>-5,308</b> | <b>-2,907</b> |

As a reminder, for the 2022 financial year, other non-recurring income and expenses mainly includes the costs of setting up the new operational structure in France, supporting the takeover bid (€1.8 million) and the 2022 free share plan in the middle of the year.

In 2023, these are mainly impacted by the costs of reorganising the teams for a resizing in a less dynamic than expected market, the full-year free share plan and the costs related to the installation in the new head office more adapted to the size of the teams and working in collaborative mode.

## Cost of net financial debt

The cost of net financial debt amounted to €4.4 million in 2023 compared to €4.0 million for 2022. The increase is due to the increase in financing costs (100% *in fine*).

**TABLE 16. COST OF CONSOLIDATED NET FINANCIAL DEBT OF THE SQLI GROUP**

| (in thousands of euros)                      | 2023          | 2022          | Change      |
|----------------------------------------------|---------------|---------------|-------------|
| Income from loans and receivables            | 60            | 1             | 60          |
| <b>Income from cash and cash equivalents</b> | <b>60</b>     | <b>1</b>      | <b>60</b>   |
| <b>Interest expenses</b>                     | <b>-3,491</b> | <b>-3,872</b> | <b>381</b>  |
| Interest expense on lease liabilities        | -741          | -592          | -149        |
| Factoring financing commissions              | -463          | -118          | -345        |
| Interest rate hedging instrument             | 196           | 579           | -383        |
| <b>Cost of gross financial debt</b>          | <b>-4,499</b> | <b>-4,003</b> | <b>-496</b> |
| <b>COST OF NET FINANCIAL DEBT</b>            | <b>-4,438</b> | <b>-4,002</b> | <b>-436</b> |

## 1.4.2 Analysis of the balance sheet, cash and capital

### 1.4.2.1 Consolidated equity

At 31 December 2023, equity amounted to €117.3 million compared to €110.6 million at 31 December 2022.

**TABLE 17. TABLE OF CHANGES IN EQUITY OVER THE LAST THREE FINANCIAL YEARS**

| (in thousands of euros)             | Number of shares | Capital      | Premiums      | Reserves      | Profit for the year | Translation adjustments and actuarial gains and losses | Owners of the parent | Equity Minority interests | Total          |
|-------------------------------------|------------------|--------------|---------------|---------------|---------------------|--------------------------------------------------------|----------------------|---------------------------|----------------|
| <b>Situation at 31/12/2020</b>      | <b>4,613,975</b> | <b>3,691</b> | <b>49,925</b> | <b>39,914</b> | <b>173</b>          | <b>627</b>                                             | <b>94,330</b>        |                           | <b>94,330</b>  |
| Appreciation of income              |                  |              |               | 173           | -173                |                                                        |                      |                           |                |
| Allocation of stock options         |                  |              | 166           |               |                     |                                                        | 166                  |                           | 166            |
| Distribution of dividends           |                  |              |               | -23           |                     |                                                        | -23                  |                           | -23            |
| Treasury shares                     |                  |              | 529           |               |                     |                                                        | 529                  |                           | 529            |
| Comprehensive income for the period |                  |              |               |               | 5,297               | 622                                                    | 5,919                |                           | 5,919          |
| <b>Situation at 31/12/2021</b>      | <b>4,613,975</b> | <b>3,691</b> | <b>50,620</b> | <b>40,064</b> | <b>5,297</b>        | <b>1,249</b>                                           | <b>100,921</b>       |                           | <b>100,921</b> |
| Appreciation of income              |                  |              |               | 5,297         | -5,297              |                                                        |                      |                           |                |
| Allocation of free shares/SO        |                  |              | 981           |               |                     |                                                        | 981                  |                           | 981            |
| Distribution of dividends           |                  |              |               |               |                     |                                                        |                      |                           |                |
| Treasury shares                     |                  |              |               |               |                     |                                                        |                      |                           |                |
| Other items of comprehensive income |                  |              |               |               |                     | 1,021                                                  | 1,021                |                           | 1,021          |
| Comprehensive income for the period |                  |              |               |               | 7,691               |                                                        | 7,691                |                           | 7,691          |
| <b>Situation at 31/12/2022</b>      | <b>4,613,975</b> | <b>3,691</b> | <b>51,601</b> | <b>45,361</b> | <b>7,691</b>        | <b>2,270</b>                                           | <b>110,614</b>       |                           | <b>110,614</b> |
| Appreciation of income              |                  |              |               | 7,691         | -7,691              |                                                        |                      |                           |                |
| Change in fair value                |                  |              |               |               |                     | -1,247                                                 | -1,247               |                           | -1,247         |
| Translation differences             |                  |              |               |               |                     | 1,021                                                  | 1,021                |                           | 1,021          |
| Net income for the period           |                  |              |               |               | 4,810               |                                                        | 4,810                |                           | 4,810          |
| Capital increases                   | 43,038           | 34           | -34           |               |                     |                                                        |                      |                           |                |
| Share-based payments                |                  |              |               |               |                     | 1,919                                                  | 1,919                |                           | 1,919          |
| Other changes*                      |                  |              | 169           | -545          |                     | 529                                                    | 153                  |                           | 153            |
| <b>SITUATION AT 31/12/2023</b>      | <b>4,657,013</b> | <b>3,725</b> | <b>51,736</b> | <b>52,507</b> | <b>4,810</b>        | <b>4,493</b>                                           | <b>117,271</b>       |                           | <b>117,271</b> |

\* Concern movements in treasury shares.

### 1.4.2.2 Consolidated cash flows

At the end of the 2023 financial year, the available cash of the SQLI Group amounted to €15.7 million compared to €22.2 million at the end of 2022, particularly due to investments in the new head office in the Paris region (Levallois) and reduced use of factoring at the end of the year.

**TABLE 18. CONSOLIDATED STATEMENT OF CASH FLOWS OF THE SQLI GROUP**

| (in thousands of euros)                         | 2023          | 2022           | Change        |
|-------------------------------------------------|---------------|----------------|---------------|
| Cash flows from operating activities            | 12,775        | 28,285         | -15,510       |
| Cash flows from investment activities           | -6,288        | -3,577         | -2,711        |
| Cash flows from financing activities            | -13,312       | -34,937        | 21,625        |
| <b>Change in cash flows</b>                     | <b>-6,825</b> | <b>-10,229</b> | <b>3,404</b>  |
| Cash and cash equivalents as at 1 January       | 22,219        | 32,469         | -10,250       |
| Impact of exchange rate differences             | 317           | -21            | 338           |
| <b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b> | <b>15,711</b> | <b>22,219</b>  | <b>-6,508</b> |

**TABLE 19. CONSOLIDATED OPERATING CASH FLOWS**

| (in thousands of euros)                                        | 2023          | 2022          | Change         |
|----------------------------------------------------------------|---------------|---------------|----------------|
| <b>Net income for the consolidated group</b>                   | <b>4,810</b>  | <b>7,691</b>  | <b>-2,881</b>  |
| Elimination of depreciation and provisions                     | 11,543        | 12,218        | -675           |
| Elimination of gains/losses on discounting                     | 177           | 0             | 177            |
| Elimination of gains and losses on disposals                   | 318           | 63            | 255            |
| Calculated income and expenses related to share-based payments | 1,919         | 980           | 939            |
| Other income and expenses with no impact on cash               | 190           | -56           | 246            |
| <b>Cash flow after financial costs and taxes</b>               | <b>18,957</b> | <b>20,895</b> | <b>-1,938</b>  |
| Income tax expense (including deferred taxes)                  | 2,735         | 3,414         | -679           |
| Cost of financial debt                                         | 4,499         | 4,003         | 496            |
| <b>Cash flow before financial costs and taxes</b>              | <b>26,191</b> | <b>28,312</b> | <b>-2,121</b>  |
| Change in customers                                            | -2,106        | 1,536         | -3,642         |
| Change in suppliers                                            | -582          | 381           | -963           |
| Change in other current assets and liabilities                 | -7,323        | 407           | -7,730         |
| Income tax paid (refunded)                                     | -3,405        | -2,350        | -1,055         |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                    | <b>12,775</b> | <b>28,285</b> | <b>-15,510</b> |

**TABLE 20. CASH FLOWS FROM CONSOLIDATED INVESTMENT ACTIVITIES**

| (in thousands of euros)                      | 2023          | 2022          | Change        |
|----------------------------------------------|---------------|---------------|---------------|
| Acquisitions of fixed assets                 | -5,116        | -4,002        | -1,114        |
| Disposals of fixed assets                    | -354          | 582           | -936          |
| Changes in scope                             | -866          | -713          | -153          |
| Investment grants received                   | 48            | 557           | -509          |
| <b>CASH FLOWS FROM INVESTMENT ACTIVITIES</b> | <b>-6,288</b> | <b>-3,577</b> | <b>-2,711</b> |

The Group invested nearly €2 million in equipping its new head office in Levallois.

**TABLE 21. CONSOLIDATED CASH FLOWS FROM FINANCING ACTIVITIES**

| (in thousands of euros)                     | 2023           | 2022           | Change        |
|---------------------------------------------|----------------|----------------|---------------|
| Acquisition (sale) of treasury shares       | 177            | -              | 177           |
| Loan issues                                 | -              | 26,327         | -26,327       |
| Loan repayments                             | -48            | -48,672        | 48,624        |
| Repayment of lease liabilities              | -9,241         | -9,056         | -185          |
| Interest paid on lease obligations          | -741           | -592           | -149          |
| Interest paid                               | -3,459         | -2,945         | -514          |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b> | <b>-13,312</b> | <b>-34,937</b> | <b>21,625</b> |

#### 1.4.2.3 Main investments in progress and financing method/expected sources of funding

To carry out its current investments, the SQLI Group will use a portion of its gross available cash, which amounts to €15.7 million as at 31 December 2023.

#### 1.4.2.4 Financing requirements and financing structure

##### Structure of the gross financial debt

As of 31 December 2023, gross financial debt totalled €27.8 million, mainly taking into account the repayment of loans (syndicated and BPI) and the State-guaranteed loan (PGE) in 2022.

**TABLE 22. GROSS FINANCIAL DEBT OF SQLI OVER THE LAST TWO FINANCIAL YEARS**

| (in thousands of euros)                        | 2023          | 2022          | Change      |
|------------------------------------------------|---------------|---------------|-------------|
| Bonds                                          | 26,976        | 26,327        | 649         |
| <b>Non-current liabilities</b>                 | <b>26,976</b> | <b>26,327</b> | <b>649</b>  |
| Guarantees received                            | -             | 48            | -48         |
| Bank overdrafts                                | 287           | 510           | -222        |
| Accrued interest not yet due                   | 513           | 426           | 87          |
| Valuation of interest rate hedging instruments | -             | 403           | -403        |
| <b>Current liabilities</b>                     | <b>800</b>    | <b>1,387</b>  | <b>-587</b> |
| <b>TOTAL GROSS FINANCIAL DEBT</b>              | <b>27,776</b> | <b>27,714</b> | <b>63</b>   |

At the end of 2023, gross financial debt mainly consisted of the Unitranche line with Tikehau. Analysis of gross financial debt by maturity is presented in note 14 to the consolidated financial statements presented in E) IV) of the consolidated financial statements (section 4.1 "Annual consolidated financial statements as at 31 December 2023" of this Universal Registration Document).

**TABLE 23. BORROWINGS FROM CREDIT INSTITUTIONS**

| Bank               | Nominal amount<br>(in €k) | Available | Duration<br>Years | Rate for<br>the<br>period | Reimbursement | Deferral<br>period | Position at<br>31/12/2021<br>(in €k) | (-)<br>Repayment/+<br>Subscription<br>in 2022 (in €k) | Position at<br>31/12/2023<br>(in €k) |
|--------------------|---------------------------|-----------|-------------------|---------------------------|---------------|--------------------|--------------------------------------|-------------------------------------------------------|--------------------------------------|
| Tikehau<br>Bonds B | 28,000                    | 02/2022   | 7                 | EUR 3M<br>+6%             | In fine       | 7 years            |                                      | +26,327                                               | 26,976                               |
| <b>TOTAL</b>       |                           |           |                   |                           |               |                    |                                      |                                                       | <b>26,976</b>                        |

**1.4.2.5 Net financial debt**

As at 31 December 2023, SQLI posted a net financial debt of €12.1 million compared to €5.5 million at 31 December 2022; using factor financing of €2.5 million, for equity of €117.3 million. The ratio of net financial debt to equity is very low (10% compared to 5% at 31 December 2022).

**TABLE 24. NET FINANCIAL DEBT OF SQLI OVER THE LAST TWO FINANCIAL YEARS**

| (in thousands of euros)         | 2023          | 2022         | Change       |
|---------------------------------|---------------|--------------|--------------|
| Total gross financial debt      | 27,776        | 27,714       | 63           |
| Cash and cash equivalents       | -15,711       | -22,218      | 6,507        |
| <b>TOTAL NET FINANCIAL DEBT</b> | <b>12,065</b> | <b>5,495</b> | <b>6,570</b> |

**1.4.2.6 Refinancing of the SQLI Group in Q1 2022**

Following the success of the takeover bid by DBAY Advisors, SQLI restructured its debt in February 2022. The debts (syndicated loan, PGE and BPI lines) in the total amount of €49 million were repaid and two new financings were put in place with TIKEHAU:

- unitranche financing of €28 million over 7 years with flexibility (drawn);
- an available Capex line of €20 million to finance acquisitions (undrawn).

The Group also negotiated a RCF for €10 million with BPI and two of its historical banks (Caisse d'Epargne BPL and Banque Palatine) (undrawn).

**1.4.2.7 Possible restriction on the use of capital**

The €28 million financing involves several cases of early repayment, including the non-compliance with the SLR financial debt/consolidated EBITDA ratio, assessed in June and December each year:

|     | 06/12/2023<br>06/2024 | 12/2024<br>06/12/2025 | 06/12/2026 | 06/12/2027<br>06/12/2028 |
|-----|-----------------------|-----------------------|------------|--------------------------|
| SLR | 6.25x                 | 5.25x                 | 4.25x      | 3.75x                    |

These ratios were met as of 31 December 2023.

As a reminder, SQLI took out an interest rate guarantee contract for a period of 30 months in July 2022 to protect itself from fluctuations in variable rates on its €28 million financing.

### 1.4.3 Dividend distribution policy

We remind you that SQLI has distributed dividends:

- for the financial year ended 31 December 2023, in the amount of €0;
- for the financial year ended 31 December 2022, in the amount of €0;
- for the financial year ended 31 December 2021, in the amount of €0;
- for the financial year ended 31 December 2020, in the amount of €0;

- for the financial year ended 31 December 2019, in the amount of €0;
- for the financial year ended 31 December 2018, in the amount of €0;
- for the financial year ended 31 December 2017, in the amount of €0;
- for the financial year ended 31 December 2016, in the amount of €3,417,734.40.

### 1.4.4 Trend information

#### Trend information

The market for digital and experience platforms has ramped up since the pandemic, because companies have made investment in or the modernisation of such platforms a top priority. Nevertheless, the growth of the market in 2023 was more moderate because some of the equipment catch-up for customers was carried out.

The Group is organising itself to manage this growth in the context of a “talent war”, particularly for development

engineers and IT project managers. This action is obviously taking place in Europe where the Group is present through local establishments but also in Morocco where it has a recognised Innovation and Services Centre.

For more details on the outlook, please refer to section 1.3.8.2 “Outlook, strategy and corporate vision”.

## 1.5 RISK FACTORS

The Company has conducted a review of the risks that could have a material adverse effect on its business, financial position or results (or on its ability to achieve its objectives) and considers that there are no other significant risks than those set out below.

In particular, the Company has not identified, at the date of registration of this document, any significant risk factors related to any governmental, economic, budgetary or monetary policy that could materially directly or indirectly affect the Company's operations.

However, the Company cannot exclude the possibility that other risks may materialise in the future and have a material adverse effect on the Group, its business, its financial position, its results or its development.

The Company presents only the most significant risks specific to the Company. For each of the risks described below, the Company has reviewed the gross risk, as it exists in the context of the Company's business; and has taken into account the measures implemented by the Company to manage this risk. The application of these measures to gross risk allows the Company to analyse a net risk. The Company assessed the degree of criticality of the net risk, which is based on the joint analysis of two criteria:

- the magnitude of their negative impact;
- their probability of occurrence.

The use of this method leads to the ranking of risks as follows; according to four categories: “limited”, “reasonable”, “medium” and “significant”:

**TABLE 25. RISK PRIORITISATION**

|                  |             |                 |                 |                  |
|------------------|-------------|-----------------|-----------------|------------------|
| Impact scale     | Major       | Reasonable risk | Medium risk     | Significant risk |
|                  | Significant | Reasonable risk | Medium risk     | Medium risk      |
|                  | Important   | Limited risk    | Reasonable risk | Reasonable risk  |
|                  |             | Unlikely        | Possible        | Probable         |
| Occurrence scale |             |                 |                 |                  |

The eight identified risks, which are specific, significant and specific to the issuer, are mapped below according to the four categories defined above. The most significant risk factors are mentioned first in each category, in accordance with Article 16 of the Prospectus Regulation.

**TABLE 26. SQLI SPECIFIC RISK MAPPING**

|                  |             |                                                                                                                         |                                                                                           |                                                        |
|------------------|-------------|-------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|--------------------------------------------------------|
| Impact scale     | Major       |                                                                                                                         |                                                                                           |                                                        |
|                  | Significant | 1.5.4. Image and reputation risk<br>1.5.5. Risk related to international development                                    | 1.5.2. Customer risk<br>1.5.3. Risk related to the competition and technological progress | 1.5.1. Risk related to recruitment and staff retention |
|                  | Important   | 1.5.6. Liquidity risk<br>1.5.7. Risk related to legal liability<br>1.5.8. Operational security and data protection risk |                                                                                           |                                                        |
|                  |             | Unlikely                                                                                                                | Possible                                                                                  | Probable                                               |
| Occurrence scale |             |                                                                                                                         |                                                                                           |                                                        |

In addition, the risks in terms of social and environmental responsibility are presented in Chapter 3 “Information on social, environmental, and societal matters”.

- Social issues: see section 3.5 “Social issues”:
  - Attracting and retaining talent & employee well-being and engagement,
  - Skills development and transformation,
  - Diversity and equal opportunity.
- Ethics and governance issues: see section 3.6 “Ethics and governance issues”:
  - Ethics and compliance,
  - Customer satisfaction,
  - Operational security including cybersecurity and data protection.
- Environmental issues: see section 3.7 “Environmental issues”:
  - Environmental impact.

## 1.5.1 Risk related to recruitment and staff retention (medium risk)

### Description of the issue

The Digital environment (consulting, marketing and technology) is extremely tight in terms of human resources, with the high value-added and fast-growing businesses in this sector consuming a great deal of qualified and expert labour.

The ability of the SQLI Group to grow over the coming years and to respond positively to the demands of its customers also depends on its ability to attract, recruit, motivate and retain competent and expert people in its field.

The SQLI Group is thus exposed to the scarcity of available human resources and to the recruitment of its best potential by its competitors or its own customers.

Under these conditions, the risk of encountering difficulties in terms of recruitment and retention may exist.

Recruitment difficulties and an increase in turnover could therefore make it impossible to serve the Group's strategy in order to support the Group's growth.

In order to mitigate this risk of departures, particularly of key employees, including in the event of external growth, the SQLI Group may be forced to grant salary increases that are not immediately reflected in its pricing, so that the Group's activity and future results could be degraded.

The well-being, safety and health protection of its employees are consequently all major issues for the Group.

Therefore, in order to address all of these risks, the SQLI Group must be able to meet the following challenges:

- attract the best Digital professionals and retain talent;
- provide an environment that promotes quality of life at work and protects the health and safety of employees;
- motivate all employees to participate in the Group's projects.

### Existing policies and actions carried out during the year

As part of the policies and actions carried out in terms of attracting and retaining talent & employee well-being and engagement, the SQLI Group contributes to the following SDGs: 3 (Good health and well-being) and 8 (Decent work and economic growth).

#### Group recruitment policy and integration of acquired companies

The SQLI Group implements a recruitment policy based on a consolidated Recruitment Plan and a selective recruitment policy, based on technical and language tests and HR interviews focused on candidates' skills. As part of the integration of new hires, the SQLI Group regularly organises an induction seminar combining information and presentation of the Group, local information, meetings with managers and cohesion actions. These seminars are held either face-to-face or remotely. The SQLI Group also appoints a mentor in charge of facilitating the integration of the new employee on a daily basis. Concerning the integration of employees resulting from acquisitions, the SQLI Group carries out operational *due diligence*, enabling it to understand the integration challenges, and prepares an integration plan for each of the target companies. With respect to the intensification of its international expansion, at the start of 2022, the SQLI Group created a SQLI International Human Resources Department to facilitate the integration of the companies acquired and harmonise the Group's practices.

#### Co-optation campaign

In order to attract new talents, the SQLI Group has set up a co-optation system in France, Belgium, Switzerland, Spain

and Morocco. Thus, for any co-optation carried out by a SQLI employee, the latter receives a bonus of a predefined amount. This practice not only attracts new talent but also helps to retain employees already hired. The SQLI Group also organises co-optation challenges, on a seasonal basis and for certain profiles, thus rewarding the strongest contributors to co-optation. In 2023, 12% of the Group's hires were carried out using this system of stable co-optation in relation to 2022.

#### Boosting remote working

Following the health crisis, the SQLI Group extended the use of remote working for its employees in 2021. Prior to the health crisis, the SQLI entity (France) had already implemented this mode of working via Flex@Sqli.

#### HR Team Leader

In order to be more attentive to employees and better meet their expectations, SQLI promotes close relations. We thus created in 2020, within our companies located in France, Switzerland, Belgium, Spain, the United Kingdom and Morocco, the role of HR Team Leader, responsible for ensuring the career development of the eight employees he/she monitors on average along with the conditions of the assignment and integration within the Group. The HR Team Leader is also a real link between the Group's strategy and the daily lives of our employees. The SQLI Group has also created an e-learning certification course on managerial practices and the role of the HR Team Leader, to which each HRTL has access.

### Deployment of the HR cycle

The HR cycle is a transparent and fair career support cycle based on performance, potential and compensation. It consists of three highlights: the People Review, Salary Review and the Annual Performance Review. Each year, the employees carry out an annual performance review with their manager or HR Team Leader. This annual performance review is a key practice in the management of human resources at the SQLI Group. It makes it possible to take stock of the work accomplished, set new objectives, and better understand the expectations and difficulties encountered by employees. 91% of employees of the SQLI (France) entity completed an annual performance review in 2022, *i.e.* at a level close to the previous year.

### Prevention of psychosocial risks

Actions to improve working conditions, the introduction of remote working and the local monitoring carried out by the HR Team Leaders contribute to the prevention of psychosocial risks and the improvement of well-being at work. The SQLI company (France) regularly monitors psychosocial risks through the implementation of various measures (*e.g.* employees choose a “smiley face” from their monthly activity report representing their state of mind for the month). They also have the option, in the comment box of their report, to address the topics of their choice. The SQLI Group has also created a list of training sessions on the “One Genius” platform aimed at managers to raise awareness, particularly remote management and to identify psychosocial risks.

In addition, the SQLI UES (Economic and Social Unit) has a Health, Safety and Working Conditions Committee (CSSCT),

whose mission is to contribute to the protection of the physical and mental health and safety of workers as well as to improving working conditions and ensuring compliance with legislative and regulatory requirements in these areas.

### Occupational health and safety training

In 2022, 32 employees in France completed occupational health and safety-related training/Serre file – Guide file training (which teaches employees techniques and information relating to an evacuation due to fire). The aim of this training was to reinforce employees’ knowledge and teach them good practices to implement relating to occupational health and safety. A “Flex@SQLI” module was also created *via* the “One Genius” platform to advise employees on health and safety relating to remote working (how to adapt their work space, remain in good physical and mental health when remote working, etc.).

### Code of Conduct

Every employee has the right to respect for his or her fundamental rights, in particular those relating to the dignity of the human person and to protection against all forms of violence, harassment or discrimination. The Group is committed to ensuring that the professional environment is free from any harassment, and in particular from any intimidation, any sexual advances, threats and any acts of violence. These principles are expressly reiterated in the SQLI Code of Conduct, which came into force at the beginning of 2021 and was communicated to all Group employees and is referred to in each internal regulation of the Group’s entities.

### Key indicators

- In 2023, there were 574 new hires within the SQLI Group, *i.e.* a fall of 26% compared to the previous year. These new hires included 165 women and 409 men, of which 87% were on a permanent contract.
- As in the previous year, in 2023, 13% of employees recruited by the SQLI (France) entity were hired through the co-optation system in place. This percentage is 12% for all new hires within the SQLI Group.
- In 2023, 91% of SQLI employees completed an annual performance review (BAP).
- Voluntary turnover for the SQLI (France) entity was 16% in 2023, compared with 14% for the SQLI Group.
- The absenteeism rate for the SQLI (France) entity was 3.7% in 2023, compared with 4.4% in 2022.
- The accident severity and frequency rate for the SQLI entity (France) was 0 in 2023 and 0.09 in 2022.
- 95% of employees are able to work from home. On average, in 2023, within the Group, 87% of employees used teleworking.

### 2024 ambitions

- Continued development of the SQLI employer brand (internal and external).
- Optimisation of the new Group recruitment tool.
- Consolidation of the co-optation campaigns.
- Overhaul of the Group HR cycle.
- Project to set up a Group HRIS.

### 1.5.2 Customer risk (medium risk)

While developing its business, the Group strives to maintain a high level of diversification of its customer base and the business sectors it addresses, in order to contain the risk of concentration on a limited number of customers.

In 2023, the weighting of the main customers of the SQLI Group was as follows:

- the Group's largest customer accounted for 9% of consolidated revenue;
- the Group's top five customers accounted for 31% of consolidated revenue;
- the Group's top 10 customers accounted for 39% of consolidated revenue.

The Group uses the services of a factoring company that provides credit insurance and customer credit analysis, first-time reminders and litigation monitoring for most of

the Group's commercial activity in France. Moreover, the fact that the Group mainly works for large accounts limits the risks of insolvency.

Lastly, the credit management and recovery procedures put in place make it possible to manage customer risk (prior verification of the prospect's solvency, monitoring of outstandings, monitoring of customer payment deadlines, customer reminders and litigation procedures).

Elements relating to customer satisfaction under "Customer Risk" are dealt with in section 3.2.3.1 "Customer satisfaction" of this Universal Registration Document.

The loss of a major client of the SQLI Group; or its dissatisfaction, could have a material adverse effect on the Group, its business, its financial position, its results or its development.

### 1.5.3 Risk related to competition and technological developments (medium risk)

The Group's competitive positioning is described in section 1.3.8.3 "Group competitive position" of this Universal Registration Document.

The Group now enjoys a position as a major player in Europe. Nevertheless, it has to face competitors (Capgemini, Accenture, Sopra, IBM, Publicis Group and WPP are the six largest) which benefit from a significant investment capacity. In addition, the Company will have to ensure the homogenisation of its offering by country, in order to create an international agency model while increasing the use of digital service centres and increasing its value proposition on the main markets of its competitors, which could slow down SQLI's desire for growth. The European expansion should also strengthen the Group's ability to serve major international brands, but its expansion could be hampered by local or global players. The SQLI Group will also strive to strengthen its relations with the market-leading platform publishers, but the Group could be limited in these capacities given competitors benefiting from more significant resources or other publishers, than those selected by SQLI, could see their offers become market leader.

Given the hearing up of competition and the convenience aspect of certain "Information Technology" offers, SQLI plans to strengthen its competitive positions, primarily through the industrialisation of its business approach using Agile and

its positioning as a specialist in value-added offers such as Cloud, Data, experience platforms, Smart Build, etc. The aim is to develop customer-focused services, by combining the best in technologies and digital methodologies. The objective of the SQLI Group remains the optimisation of the employment rate of this activity in order to increase its profitability. The Group must also monitor technological developments in order to be able to offer its customers the best technology available on the market and also the best methodology, always compared to competitors' offers.

The Group cannot guarantee the rapid identification and integration of all technological developments. However, it has always been a pioneer in the adoption and integration of new technologies. In 2023, the Group devoted 3.5% of revenue to expenses eligible for the Research Tax Credit. The SQLI research tax credit amount for the 2023 financial year amounted to €3.2 million.

For information, the risk related to the "skills development and transformation" of the SQLI Group teams is presented in section 3.2.2.2 "Skills development and transformation" of this Universal Registration Document.

The occurrence of one or more of the risks described above could have a material adverse effect on the Group, its business, financial position, results or development.

### 1.5.4 Image and reputation risk (reasonable risk)

Over the course of its history, SQLI has been able to establish its position through an image of quality and reliability with its customers, enabling it to work with prestigious references, including three of the five largest global luxury goods groups, as well as Airbus, Arcelor, Carlsberg, Miele, Nespresso, RTE, etc.

These customers benefit from significant exposure both in terms of image in their respective markets and are considered as references for SQLI's markets. As a result, many events such as project execution problems (or platform stability – particularly e-commerce – implemented by SQLI) that could lead to significant losses in revenue, security

breaches of customers' information systems (which may or may not result in the loss of confidential data) may cause significant damage to the image and reputation of SQLI.

The risks related to ethics and governance that may also have an impact on the image and reputation of SQLI are described in section 3.2.4 "Ethical and governance risks" of this Universal Registration Document.

The occurrence of one or more of the risks described above could have a material adverse effect on the Group, its business, financial position, results or development.

### 1.5.5 International development risk (reasonable risk)

The Group's international development is planned in several ways: organic growth and external growth.

In terms of organic growth, the Group wants to (i) open new agencies in Europe or internationally and (ii) grow the current agencies of the SQLI Group. These two modes of organic growth present risks (particularly managerial, team, commercial and project, cultural).

SQLI intends to play a unifying role in the movement towards the concentration of digital agencies in Europe and will continue to study external growth opportunities in order to achieve its ambition to become a major European player.

This external growth policy pursued by the Group may involve risks related to the consolidation of companies and the implementation of the planned synergies, to the financial strength of the acquired company, the departure of competent people, and the loss of customers.

The SQLI Group has set up an Acquisitions Committee, whose mission is to examine the acquisition projects and their terms, before approval by the Board. This Committee

was merged with the Strategy Committee to become the Strategy and Acquisitions Committee ("CSA"). The Chairperson of the Board is also Chairperson of this Committee.

A unified international organisation has been in place since the fourth quarter of 2020 to accelerate synergies with the latest companies acquired, namely STAR REPUBLIC, OSUDIO and REDBOX as part of a formal integration plan. At the end of 2021, the SQLI Digital Experience brand became the Group's only brand and its deployment was completed in January 2022.

The Group carries out *due diligence*, in particular accounting, social (including governance and ethics), judicial, legal (including compliance), tax, financial and operational due diligence, relying on external expert advice to analyse potential exposure to risks of the target company.

The occurrence of one or more of the risks described above could have a material adverse effect on the Group, its business, financial position, results or development.

## 1.5.6 Liquidity risk (limited risk)

The Group's capacity for growth is based on its ability to finance it through its organic growth (financing of working capital requirements in particular) or its external growth (as previously with the OSUDIO and STAR REPUBLIC operations in 2017 or REDBOX in 2020).

The structure of SQLI's gross financial debt is presented in Table 22. "Gross financial debt of SQLI over the last two financial years".

Gross financial debt is €27.8 million and €12.1 million net. Analysis of gross financial debt by maturity is presented in note 14 to the consolidated financial statements presented in E IV) of the consolidated financial statements (section 4.1 "Annual consolidated financial statements as at 31 December 2023" of this Universal Registration Document). Details of borrowings from credit institutions are presented in Table 23. "Borrowings from credit institutions".

**TABLE 27. NET FINANCIAL DEBT OF SQLI OVER THE LAST TWO FINANCIAL YEARS**

| (in thousands of euros)         | 31/12/2023    | 31/12/2022   | Change       |
|---------------------------------|---------------|--------------|--------------|
| Total gross financial debt      | 27,776        | 27,714       | 63           |
| Cash and cash equivalents       | -15,711       | -22,218      | 6,507        |
| <b>TOTAL NET FINANCIAL DEBT</b> | <b>12,065</b> | <b>5,496</b> | <b>6,570</b> |

**TABLE 28. CHANGE IN OPERATING WORKING CAPITAL REQUIREMENT (EXCLUDING CHANGES IN SCOPE)**

|                                                | 2023           | 2022       | Change         |
|------------------------------------------------|----------------|------------|----------------|
| Change in customers                            |                |            |                |
| Change in customers                            | -2,106         | -1,536     | -3,642         |
| Change in suppliers                            | -582           | 381        | -963           |
| Change in other current assets and liabilities | -7,323         | 407        | -7,730         |
| Income tax paid (refunded)                     | -3,405         | -2,350     | -1,055         |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>    | <b>-13,416</b> | <b>-27</b> | <b>-13,390</b> |

As of 31 December 2023, the SQLI Group also had an undrawn factoring capacity of approximately €14.5 million.

Certain factors could make it more difficult for the Company to obtain financing, which could hinder its growth: interest rate or exchange rate fluctuations; deterioration in economic conditions and/or closure of banking or capital markets; deterioration of the Company's financial position or operating income.

Nevertheless, following the success of the takeover bid, SQLI restructured its debt in February 2022. Debts (syndicated loan, SGL and BPI lines) for a total amount of €49 million were repaid, and two new financing lines were implemented with TIKEHAU: a Unitranche financing of €28 million over

seven years with flexibility, and a Capex line for €20 million to finance acquisitions. The Group also negotiated a RCF for €10 million with BPI and two of its historical banks (Caisse d'Epargne BPL and Banque Palatine).

In addition, compliance with banking covenants as described in 1.4.2.7 "Possible restrictions on the use of capital" could prevent SQLI from carrying out certain investment transactions that would hinder its capacity for external growth, for example.

The occurrence of one or more of the risks described above could have a material adverse effect on the Group, its business, financial position, results or development.

### 1.5.7 Legal liability risk (limited risk)

In the event of malfunction of the products developed by SQLI for one of its customers or in the event of a serious breach by SQLI of one of its contractual commitments, the liability of the Group entity concerned could be engaged and, consequently, a customer dispute could arise.

The Group systematically negotiates the introduction of liability ceilings in its contracts with its customers (general liability ceiling and/or related to compliance with provisions relating to the protection of personal data) but it sometimes happens that some refuse and that the liability of the SQLI entity concerned is unlimited for a given project.

The Group has satisfactory cover for its occupational risks and is not currently involved in any litigation related to its activity not covered by its insurance contracts. The risks

relating to losses on completion or late payment penalties not covered by civil liability insurance are subject to provisions for risks and charges in the Company's financial statements.

As part of its risk management and financing policy, the Group has set up an insurance programme with leading insurance companies in order to cover the main risks that could affect it at the national level, but also internationally.

In terms of insurance, a distinction must be made between property and casualty insurance and liability insurance.

The main insurance policies of the SQLI Group concern professional and operational liability, cover for the entire fleet of cars and all premises occupied in France and abroad, as well as cyber security cover.

#### Professional Civil Liability Policy

The SQLI Group has taken out a Group professional and operating liability insurance policy on its own behalf and that of its subsidiaries, the purpose of which is to cover the financial consequences of any civil liability that SQLI may incur as a result of damage caused to third parties because of its professional activities.

#### Executives liability policy

The SQLI Group has taken out a civil liability insurance policy for corporate officers, valid for the de jure and de facto managers of SQLI and all of the Group's French and foreign subsidiaries.

#### Property and Casualty Policy

The SQLI Group has taken out insurance on its own behalf and that of its French subsidiaries to guarantee:

- the premises of which the Group is a tenant;
- movable assets: furniture, all IT equipment owned by or entrusted to the SQLI Group, fixed equipment and portable equipment.

Under this policy, any damage, as well as some of its financial consequences, affecting one of the aforementioned assets is therefore covered (in particular the cost of recovering computer data).

#### Car fleet and mobility policy

On its own behalf and that of its French subsidiaries, the SQLI Group has taken out a guarantee covering all of its long-term vehicle rental fleet as well as a guarantee covering the risks inherent to employees' personal vehicles when they are used for professional activities.

#### Cyber security policy

The SQLI Group has taken out liability insurance on its own behalf and that of its subsidiaries for the risks of cybersecurity which aims to cover all claims related to an IT breach or breach of personal data confidentiality.

Even if the required means are implemented to limit any negative impact, non-compliance with current regulations or errors in interpretation may expose the Group to a performance, financial and/or reputation risk.

## 1.5.8 Security of operations including cybersecurity and data protection (limited risk)

### Description of the cybersecurity issue

A cyberattack on the Group's systems, a security breach in the Group's systems and/or in our customers' systems may result in the loss of information, and depending on the subject matter, the loss of confidential information, particularly in certain sensitive, payment and/or payroll activities. Such situations may give rise to the risk of damages and/or penalties. Given the Group's business, a major security failure could potentially result in an image or contractual risk for the Group and a challenge to our customers' trust.

Given its activities, the Group is subject to various international and national regulations relating to the protection of personal data. In the event of voluntary or involuntary disclosure of all or part of the personal data belonging to a customer, an employee or a third party, the Group could be held liable. Even if the required means are implemented to limit any negative impact, non-compliance with current regulations or errors in interpretation may expose the Group to a contractual, performance, financial and/or reputation risk.

### Existing policies and actions carried out during the year

The various operational security policies and actions cover the following SDGs: 16 (Peace, justice and strong institutions) and 4 (Quality education).

#### SQLI Group Department of Information Systems Security (DISS)

Security and customer data protection issues are major issues for the SQLI Group. In order to avoid any security breach, or in the event of an incident, to immediately implement the necessary actions, the SQLI Group has a DISS. The DISS has a role in supporting the security of

the Group and its projects (including in the context of the implementation of security measures), awareness-raising, advice, and monitoring of the implementation of standards and action plans in this area and the management of security incidents.

### Description of the Personal Data Protection issue

The main purpose of the General Data Protection Regulation ("GDPR"), which came into force on 25 May 2018, is to empower companies in the management of personal data ("Personal Data"). The GDPR has therefore imposed new obligations on companies that handle and process this Personal Data.

In France, the GDPR reinforces the applicable national regulations and more particularly the French law No. 78-17 of 6 January 1978 relating to data processing, files and freedoms as amended; together the "applicable regulations".

The Group's activities require SQLI to collect and process Personal Data on a daily basis, whether as part of the management of commercial relationships with customers, partners and service providers, or the management of human resources.

The protection of personal data is therefore a central issue for the Group in order to guarantee respect for the privacy and data security of its employees and customers.

### Existing policies and actions carried out during the year

In 2023, the Group renewed its ambitions by redefining its Data Protection governance ("Governance").

#### Launch of the "Global Data Protection Programme"

"Responsible and secure management of personal data"

On 30 October 2023, SQLI announced to employees the launch of the Global Data Protection Programme (the "Programme") within all of the Group's entities in France and abroad.

The objective is to meet both regulatory and commercial challenges and make SQLI a market leader in data protection.

The first step of this Programme is to restructure and update our procedures and best practices within SQLI.

The Programme's guidelines are set by the Group's Legal Department.

The Group's employees were all invited to four (4) presentation webinars - two (2) in French and two (2) in English on 9 and 16 November 2023 in order to inform and mobilise them on the issues for SQLI and give them the means to act.

The second step is to strengthen the specific documentation in order to obtain the validation of the Binding Company Rules ("BCR") by the National Commission for Data Protection (CNIL).



## The “Privacy” network within the Group

In order to guarantee the perfect implementation of its Governance and the Programme, SQLI has redesigned its existing GDPR Committee. The GDPR Committee, which was mainly composed of department managers in France, has been remodelled and extended to international entities.

In 2023, SQLI set up a real network of “Privacy” relays in order to meet the requirements and issues determined by SQLI within the Programme.

The role and missions of the Privacy network – and therefore of each of the relays or Privacy Champions comprising it – are in particular to (i.) ensure the implementation of the Group’s policies and procedures, (ii.) streamline the transmission and reporting of information within the Group, (iii.) guarantee the compliance of each entity with data protection commitments (e.g. the proper keeping of the record of processing activities or execution of data protection agreements), (iv.) issue alerts about risks.

The Privacy Network, coordinated by the Group Legal Department, is made up of 23 Privacy Champions spread across the “Privacy Network France” and the “Privacy Network International”.

### The Privacy Network France (“PNF”)

The PNF is composed of the 12 key representatives (“Privacy Champions”) of the Corporate and France Departments, in particular (i.) The Legal Department, (ii.) DSI, (iii.) IS, (iv.) HR Director, (v.) Purchasing Department, (vi.) General Services, (vii.) Communications Department, (viii.) DISS, (ix.) Delivery, (x.) Sales.

The first PNF was held on 30 November 2023 and was intended to present the tasks to be carried out in order to make the Programme a success.

The PNF will be held once every quarter and will be an opportunity to assess the degree of maturity, ease and understanding of the issues, procedures and indicators.

### Privacy Network International (“PNI”)

The PNI is composed of eleven (11) representatives of the eight (8) Group entities located outside France.

While the ambition of the PNI is identical to that of the PNF in the review, implementation and monitoring of the Programme, its specificity is based on ensuring that Group procedures are in line with applicable local regulations.

The first PNI was held on 13 December 2023. It will meet once every quarter and will be an opportunity to assess the degree of maturity, ease and understanding of the issues, procedures and indicators.

## Information for the persons concerned

As part of the Programme and Governance, SQLI renews its commitments relating to the information of the persons concerned by the processing of Personal Data that it carries out in the conduct of its activities. This renewal is reflected in the updating of its documentation and records (relations with third parties) and, more generally, its policies and procedures (policies and procedures).

### Relations with third parties

Since the implementation, in 2022, of the ADEQUACY solution to ensure processing records are kept, SQLI has consolidated and updated its records when it acts as Data Controller.

Its Subcontractor records have also been supplemented and updated on the basis of the data protection agreements signed with its customers.

In order to guarantee SQLI’s compliance with its obligations under the GDPR in particular, SQLI has rolled out new data protection agreement (“DPA”) models:

#### (i.) Data protection agreements – SQLI, data controller

SQLI imposes this DPA model on its service providers and suppliers processing Personal Data in its name and on its behalf, which reinforces their obligations, particularly with regard to compliance with SQLI instructions, the notification of Personal Data breaches, transfers of Personal Data to countries that do not provide an adequate level of protection and the corresponding technical and organisational measures.

#### (ii.) Data protection agreements – SQLI, subcontractor

As part of its relationships with its customers, SQLI offers this DPA model in accordance with Articles 28 and 30 of the GDPR. By guaranteeing compliance with the obligations arising from the GDPR, SQLI also monitors the flows of Personal Data of the customers for which it provides services and thus maintains the completeness of corresponding records.

### Policies and procedures

Governance draws on a document base which began to be strengthened in 2023.

SQLI is reforming its policies and procedures and more specifically (i.) the confidentiality policy for employees, (ii.) the confidentiality policy for customers, (iii.) the confidentiality policy for service providers and suppliers, (iv.) the confidentiality policy for website visitors, (v.) the procedure for managing personal data breaches, (vi.) the retention periods matrix, (vii.) the procedure for managing requests from people exercising their rights in the area of personal data, (viii.) the procedure for carrying out impact assessments.

## SQLI Privacy

In parallel with the launch of the Programme, the Group's Legal Department launched a new Sharepoint entitled "SQLI PRIVACY".

SQLI PRIVACY aims to:

- remind (or bring people's attention to) the key and fundamental principles relating to the protection of Personal Data;

- inform employees about their rights under the GDPR, and also their duties as specified in the Group's various policies and procedures, in particular the internal regulations and the Code of Conduct;
- provide documentation and useful information to be used in customer or service provider relationships;
- disseminate the rules applicable in the event of Personal Data breaches, whether they occur when SQLI is the data controller or subcontractor.

## Agora AFCDP

In 2021, SQLI (France) joined the AFCDP Agora (French Association of Personal Data protection Correspondents). This association brings together all persons interested in protecting personal data. The purpose of the AFCDP is to promote and develop a discussion on the status of DPOs, to promote consultation with companies and public authorities

on all the questions raised by the DPO's status or missions, and to monitor issues relating to the status and missions of the DPOs, etc. The AFCDP offers its members conferences, seminars, publications, the drafting and distribution of standard documents, analyses, notes, the organisation of task forces and working groups.

## Indicators

- **Requests to exercise rights: two**
  - One – SQLI France,
  - One – SQLI Ltd (UK).
- **Personal Data Breaches resulting in legal proceedings: zero**

## 2024 Ambitions

### Governance consolidation

The actions undertaken in 2023 will materialise in 2024 with a uniform "Personal Data Protection" documentation common to all Group entities, particularly with regard to personal data processing policies and the assessment of subcontractors and suppliers working with or on behalf of SQLI.

### BCR objective

As of the end of the second quarter of 2024, SQLI continues to manage the change and its Programme by initiating the second stage consisting of consolidating the documentation in line with the requirements specific to the approval of BCRs by the French Data Protection Authority (the Commission Nationale Informatique et Libertés, "CNIL") and the European Data Protection Board ("EDPB"); together the "Supervisory Authorities".

To this end, SQLI will put in place (i.) an intragroup agreement making the BCRs binding for all Group entities participating in the Programme and (ii.) a service agreement linking the BCRs to the contracts concluded with SQLI clients in the scope of the provision of services.

Discussions with the supervisory authorities should continue until 2025.

### Communication and Awareness Plan

SQLI is strengthening its Communication and Awareness Programme in 2024. This includes a dedicated communication on the occasion of Privacy Day and the implementation of cookies when creating a website for our customers. It also involves webinars on the employee confidentiality policy and employees' "personal data protection" commitments, the procedure for managing data breaches and the best practices to adopt when the people concerned request the exercise their data rights.

### Internal Audit

SQLI is enhancing its internal compliance audit policy in the area of personal data protection and management on the basis of the commitments made within the policies and procedures subject to the Governance.

These commitments will be translated into indicators included in the compliance control Procedure. The said Procedure will be reviewed annually as from its effective date.

### International network of data protection professionals

Already a member of the AFCDP (French association of personal data protection correspondents), SQLI is extending its network internationally and is a member of the IAPP (International Association of Privacy Professionals). The IAPP is recognised as the largest international community of data protection professionals. This membership will enable SQLI to monitor legislative developments and the strategic outlook of the market by region, i.e. Europe, United States, Asia-Pacific.

# 02

## CORPORATE GOVERNANCE

|            |                                                                                                   |           |
|------------|---------------------------------------------------------------------------------------------------|-----------|
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## 2.1 REPORT OF THE BOARD OF DIRECTORS ON CORPORATE GOVERNANCE – FINANCIAL YEAR 2023

Ladies and Gentlemen,

This report on corporate governance is presented separately from the management report, pursuant to the last paragraph of Article L. 225-37 of the French Commercial Code, as amended by Order No. 2017-1162 of 12 July 2017.

In particular, it reports on the various governance aspects put in place by SQLI, information concerning the terms of office and functions exercised by the corporate officers of SQLI in any other company, aspects relating to the compensation of these corporate officers, including, in particular, the presentation of the draft resolutions to the General Meeting relating to this compensation (*ex ante* and *ex post* “say on pay” vote on compensation, in application

of the Sapin II law), as well as information concerning the elements likely to have an impact in the event of a public offering.

We remind you that the Company refers to the Middelnext Corporate Governance Code (amended in September 2021), which can be consulted on the Company’s website and on the Middelnext website. This report specifies, in accordance with Article L. 22-10-10, paragraph 4 of the French Commercial Code and depending on the various topics addressed, the provisions of the Middelnext Code that were excluded by SQLI and the reasons for which they were excluded.

### 2.1.1 Administrative and management bodies

#### 2.1.1.1 General Management procedures

Mr Philippe Donche-Gay has served as Chairperson of the Board of Directors since 27 June 2019, the date of his appointment by the Board of Directors (to replace Mr Hervé de Beublain, who resigned but was a Director of the Company until 10 February 2022). His term of office will expire at the end of the General Meeting called to approve the financial statements for the year ended 31 December 2024 (duration of his term of office as Director).

Following the dismissal by the Board of Directors of SQLI, at its meeting of 22 September 2020, of Mr Didier Fauque from his term of office as Chief Executive Officer (it being specified that Mr Didier Fauque resigned from his term of office as Director during the same meeting) and the decision taken by the Board of Directors during the same meeting to appoint Mr Philippe Donche-Gay as Chief Executive Officer, the functions of Chairperson of the Board of Directors and Chief Executive Officer are therefore no longer separated.

Mr Philippe Donche-Gay has assumed the roles of Chairperson and CEO of the Company since 22 September 2020.

Given the recent changes within the Company and its shareholding structure and the strategic and financial challenges facing the Group, the Board of Directors of 19 April 2022 confirmed Mr Philippe Donche-Gay as Chairperson and CEO of the Company. This decision should also facilitate the implementation of the Force One 2022 plan and allow a more fluid dialogue with DBAY Advisors, the Company’s majority shareholder.

The Chief Executive Officer is not assisted by Deputy Chief Executive Officers.

### 2.1.1.2 Composition of the Board of Directors

The table below shows the composition of the Board of Directors and its Committees as of 12 March 2024. It reflects the new governance structure put in place following the public tender offer on SQLI shares successfully carried out by DBAY Advisors through the simplified joint stock company Synsion BidCo (as described in Chapter 5 of this 2023 Universal Registration Document, section 5.2 “Main shareholders”).

| Surname, name, title/position of the directors                              | Independent <sup>(1)</sup>                                 | Start of term of office                                                                                                                                                                          | End of term of office                                                                                                                                                                                                                                                                          | Audit and Risk Committee | Appointments and Compensation Committee <sup>(2)</sup> | Strategy and Acquisitions Committee | Experience and expertise provided                     |
|-----------------------------------------------------------------------------|------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------|--------------------------------------------------------|-------------------------------------|-------------------------------------------------------|
| <b>Philippe Donche-Gay</b><br>Chairperson of the Board of Directors and CEO | No, due to his position as Chief Executive Officer of SQLI | Appointed Director on 27/06/2019<br><br>Appointed Chairperson of the Board on 27/06/2019<br><br>Appointed Chairperson and CEO on 22/09/2020                                                      | In respect of his term of office as Chairperson of the Board: meeting called to approve the financial statements for the year ended 31/12/2024<br><br>In respect of his term of office as Chief Executive Officer (for a period enabling the Company to recruit a new Chief Executive Officer) |                          |                                                        | Member                              | Specific skills in finance and accounting             |
| <b>DBAY Advisors</b><br>Represented by Iltay Sensagir                       | No, due to their position as reference shareholder         | Appointed Director on 30/01/2020 (by co-optation)<br><br>Ratification of the co-optation by the General Meeting of 25/06/2020<br><br>Term of office renewed by the General Meeting of 25/06/2020 | Meeting called to approve the financial statements for the year ended 31/12/2025                                                                                                                                                                                                               | Member                   |                                                        |                                     | Specific skills in finance and accounting             |
| <b>Surible Topco</b><br>Represented by Diederik Vos                         | No, due to their position as reference shareholder         | Appointed Director on 30/01/2020 (by co-optation)<br><br>Ratification of the co-optation by the General Meeting of 25/06/2020<br><br>Term of office renewed by the General Meeting of 25/06/2020 | Meeting called to approve the financial statements for the year ended 31/12/2025                                                                                                                                                                                                               |                          | Chairperson                                            | Member                              | Specific skills in finance and accounting             |
| <b>Ariel Steinmann</b>                                                      | Independent                                                | 27/06/2019                                                                                                                                                                                       | Meeting called to approve the financial statements for the year ended 31/12/2024                                                                                                                                                                                                               |                          | Member                                                 |                                     | Specific skills in Marketing, Communication & Digital |
| <b>Brand &amp; Retail</b><br>Represented by Nathalie Mesny                  | Independent                                                | 27/06/2019                                                                                                                                                                                       | Meeting called to approve the financial statements for the year ended 31/12/2024                                                                                                                                                                                                               | Chairperson              |                                                        |                                     | Specific e-commerce skills                            |
| <b>Synsion Bidco SAS</b><br>Represented by Bev White                        | No, due to their position as reference shareholder         | Appointed Director on 28/02/2022 (by co-optation)<br><br>Ratification of the co-optation by the General Meeting of 23/06/2022                                                                    | Meeting called to approve the financial statements for the year ended 31/12/2025                                                                                                                                                                                                               |                          |                                                        | Member                              | Specific Human Resources skills                       |

| Surname, name, title/position of the directors           | Independent <sup>(1)</sup>                               | Start of term of office                                                                                                                                                                  | End of term of office                                                            | Audit and Risk Committee | Appointments and Compensation Committee <sup>(2)</sup> | Strategy and Acquisitions Committee | Experience and expertise provided                                                                                       |
|----------------------------------------------------------|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------|--------------------------|--------------------------------------------------------|-------------------------------------|-------------------------------------------------------------------------------------------------------------------------|
| <b>Synsion Midco SAS</b><br>Represented by Alexis Nasard | No, due to their position as reference shareholder       | Appointed Director on 28/02/2022 (by co-optation)<br><br>Ratification of the co-optation by the General Meeting of 23/06/2022<br><br>Appointed Director by General Meeting of 28/06/2023 | Meeting called to approve the financial statements for the year ended 31/12/2028 |                          |                                                        | Chairperson                         | Specific skills in management of international groups in the consumer goods, fashion and retail sectors, and consulting |
| <b>SWJH Conseil</b><br>Represented by Sven Hagemann      | No, because of its services to the reference shareholder | Appointed Director on 23/06/2022                                                                                                                                                         | Meeting called to approve the financial statements for the year ended 31/12/2027 |                          |                                                        |                                     | Specific skills in finance                                                                                              |

The elections of the Social and Economic Committee of the SQLI Economic and Social Unit were held in November 2023. Its representative on the Board of Directors was appointed in early 2024.

(1) The quality of Independent Director was examined by the Board of Directors on 12 March 2024, and it meets the criteria of recommendation No. 3 of the Mollennext Corporate Governance Code.

(2) The Board of Directors, during its meeting of 18 February 2022, extended the powers of the Appointments and Compensation Committee, awarding it powers relating to corporate social responsibility ("CSR") in accordance with recommendation No. 7 of the Mollennext Corporate Governance Code.

It is specified that SQLI's Articles of Association set the term of office of directors at six years.

In addition, pursuant to Article 14 of the Articles of Association amended on this point at the General Meeting of 22 June 2022, the Board of Directors of 8 July 2022 appointed Mr Vincent Leprevots as non-voting member for a term of three years. It is reiterated, as necessary, that in his capacity as a non-voting member, Mr Vincent Leprevots attends Board meetings without voting rights.

## Biography and main functions exercised by the directors



### Philippe Donche-Gay, Chairperson

#### Biography

A graduate of École Polytechnique and Stanford University in California, Philippe Donche-Gay began his career at IBM in 1982.

In 1994, he joined the management of Capgemini and took part in the construction of Capgemini Telecom & Media, where he became Chief Executive Officer in 2001. In 2004, he was appointed Chief Executive Officer of Capgemini France and then, in 2007, of Capgemini for Western Europe.

In 2008, he became Head of Operations at Bureau Veritas. Appointed Chairperson of the Marine & Offshore Division in 2013, he became Deputy Chief Executive Officer of the Group in 2017, a position he held until early 2019.

In June 2019, he became Chairperson of the Board of Directors of the SQLI Group, then Chairperson and CEO on 22 September 2020.



### Synsion Bidco SAS represented by Bev White, Director

#### Biography

With a scientific background and an MBA in Strategy, Marketing, Finance and Management, Bev White began her professional career in 1987 in the IT Department of Schlumberger.

In 1994, she joined NTL, a cable operator, where she was Head of Information Systems for eight years.

She then took her first steps in the world of Human Resources by becoming Chief Executive Officer of Penna Careers Services, a group specialising in HR management, the Employer brand and recruitment.

She became a Director in 2012.

Co-founder and Chairperson of the Board of Career Star Group, an international network of career management specialists, she chaired its Board of Directors for four years.

From Chief Executive Officer of Intoo UK and Ireland and of Gi Group UK in 2017, she then became Chief Executive Officer of Harvey Nash Group in 2020.



### Brand & Retail represented by Nathalie Mesny, Director

#### Biography

A graduate of ESSEC and holder of a Master's degree from INSEAD, Nathalie Mesny began her career at Unilever before joining Carrefour France in 1998 as Chief Food Officer and then, in 2005, as Marketing, Communication and Brand Director.

In 2011, Nathalie became Chief Executive Officer of Oxybul Éveil et Jeux, which was acquired by the IdKids group. Then in 2015 she took over Carrefour's non-food e-commerce site to manage the Rueducommerce.fr and topachat.fr sites. From 2019 to 2022, she managed the e-commerce activities of the Monoprix group (the food site and the fashion & home site of Monoprix, as well as Sarenza.com).

Nathalie Mesny is also a member of the Supervisory Board and Strategy Committee of Damartex (since May 2017), and volunteer Chairperson of the renaloo.com association for patients with kidney failure since 2015. Nathalie has also been a member of the Doctolib Mission Committee since May 2023.



### Synsion Midco SAS represented by Alexis Nasard, Director

#### Biography

Holder of an MBA (UC Berkeley) and an MS in Engineering, Alexis Nasard has 30 years of experience in major international groups in the fields of consumer goods, fashion and distribution, and consulting.

After spending 17 years at Procter & Gamble, he joined Heineken in 2010 to become Chairperson for Western Europe and Global Marketing Director.

From 2016 to 2021, he became Chairperson and CEO of the Bata Group.

In parallel with his various missions, he sat on the Board of Directors of the BBH agency for five years and became a member of the Advisory Committee of Salvatore Ferragamo, and a member of the consumer industries group at the World Economic Forum. He is also a member in residence at IMD (Lausanne).

After becoming Chairperson and CEO of Kantar, he joined the consulting firm McKinsey in 2022 as *Senior Business Advisor*. Alexis has been Chairperson of the Swarovski Group since 2022.



### Ariel Steinmann, Director

#### Biography

A graduate of ISC Paris, Ariel Steinmann began her professional career in consulting and communication agencies in France and the United States. She has since developed a strong experience in Marketing, Communication & Digital by leading large-scale projects with large groups such as Bouygues Telecom and ING Direct France.

Ariel Steinmann is now Head of Marketing, Communication and Digital for the Retail activities of BNP Paribas, a group she joined in 2011.

Since 2013, she has been responsible for marketing and digital communication for retail banking in France for the two brands BNP Paribas and Hello bank!

She is in charge of the management of retail sites and *applications* for both brands, as well as digital communication for acquisitions and customers.



### Surible Topco represented by Diederik Vos, Director

#### Biography

From 2012 to 2018, Diederik Vos was Chief Executive Officer of SQS, a leading player in software testing and quality assurance services. Previously, he held Director responsibilities at AT&T, Lucent Technologies, AVAYA and International Network Services. A Director of various companies, Diederik Vos has developed in-depth experience in the digital services sector.



### DBAY Advisors represented by Iljay Sensagir, Director

#### Biography

Iljay Sensagir is a member of the DBAY Advisors investment team. A graduate of the EBS Business School (Oestrich-Winkel, Germany), Iljay Sensagir began his professional career at Goldman Sachs in the Investment Banking Division, in London. He was previously at Kartesia Advisor, an investment company present in several markets in Europe.



### SWJH Conseil represented by Sven Hagemann, Director

#### Biography

After his studies at ESCP Europe (Berlin-Oxford-Berlin) and at the Ludwig-Maximilian University in Munich, Sven Hagemann began his career in the Investment Banking division of UBS in London. He then worked for Houlihan Lokey, Bank of America and Contrarian Capital. Sven Hagemann is currently working as a Financial Consultant.

### 2.1.1.3 Diversity policy applied to members of the Board of Directors

SQLI takes into account the principle of balanced representation of men and women on its Board. In particular, SQLI complies with the provisions of Article L. 225-18-1 of the French Commercial Code, which stipulates that in a Board composed of no more than eight members, the difference between the number of directors of each gender may not be greater than two <sup>(1)</sup>. This principle of balanced representation between men and women was once again respected in the context of the co-optations made by the Board at its meeting of 18 February 2022, and the ratification of these co-optations by the General Meeting of 23 June 2022.

The Company is very attentive to gender balance in terms of promotion and salary policy. Women account for 25% of the Company's management team. In addition, its professional equality index has been rising steadily since 2019 and stood at 89/100 in 2023, breaking down as follows:

- pay gap: 34/40;
- difference in individual increase rates: 20/20;
- difference in promotion rates: 15/15;
- employees who received a raise following their return from maternity leave: 15/15;
- number of women among the 10 highest-paid employees: 5/10.

### 2.1.1.4 Director training

In accordance with recommendation 5 of the Middlednext Code, when a new Director is appointed, various sessions are offered with the Group's main senior executives on its activity, organisation and governance. The new directors received the Company's documentation on governance (in particular the Articles of Association, the Board's rules of procedure (which they have signed) and the SQLI Code of Conduct) as well as specific training on corporate governance. They were made aware of the obligations arising from stock market regulations that apply to directors of listed companies. In accordance with recommendation 1 of the Middlednext Code, directors are reminded of the periods when they are not trading in the Company's shares (reporting obligations for transactions on securities and blackout periods).

In addition, specific external training is provided for directors from time to time.

### 2.1.1.5 Conditions for the preparation and organisation of the work of the Board of Directors

#### 1. Missions of the Board of Directors

In accordance with the law, the Board of Directors determines the Company's business strategies and ensures their implementation. As such, at any time of the year, it carries out the checks and controls it deems appropriate, and may request any documents it deems necessary for the performance of its mission.

Subject to the powers expressly granted by law to Shareholders' Meetings and within the limits of the corporate purpose, it deals with any issue affecting the smooth running of the Company and settles the matters concerning it through its deliberations.

In exercising its legal prerogatives, the Board of Directors fulfils the following main missions: it defines and approves the Company's strategy, the annual budget, closes the annual and half-yearly financial statements, appoints the executive corporate officers responsible for managing the Company, as part of this strategy, sets their compensation and chooses the method of organisation (separation of the functions of Chairperson and CEO or the aggregation of these duties), controls the management and ensures the quality of the information provided to the shareholders as well as markets, through the financial statements or on the occasion of major transactions. It prepares the Annual General Meetings and approves the terms of the related documentation.

#### 2. Duties of the Chairperson of the Board of Directors

In exercising his legal prerogatives, the Chairperson of the Board of Directors:

- organises and directs the work of the Board on which it reports to the General Meeting;
- oversees the proper functioning of the Company's bodies and ensures in particular that the directors are able to fulfil their duties;
- prepares a report on the composition, preparation and organisation of the Board's work, as well as the internal control and risk management procedures implemented by the Company.

The Chairperson of the Board coordinates the work of the various Committees as delegated by the Board of Directors.

Ensuring the Company's relationship with its shareholders, it also helps represent the Group before institutional authorities, major clients or partners.

(1) It is specified that Article L. 225-27-1 II of the French Commercial Code provides, in its second paragraph, that directors representing employees are not taken into account for the application of the first paragraph of Article L. 225-18-1 of the French Commercial Code, which sets the gender balance rules applicable to the Board of Directors of public limited companies whose securities are admitted to trading on a regulated market.

### 3. Limitations on the powers of the Chief Executive Officer (and Deputy CEOs, if any)

The rules of procedure, which have not been amended on this point, specify that the following decisions and acts must be submitted to the Board of Directors for prior approval:

- financial commitments for the year:
  - approval of the annual budget,
  - any investment not included in the annual budget (which includes an “investment” component) and exceeding a total amount of €500,000;
- long-term financial commitments:
  - the conclusion of any loan or issue of bonds that would not be included in the annual budget and the conclusion of any off-balance sheet commitment whose amount would exceed €1,000,000 (including liability guarantees),
  - the granting of any collateral affecting the assets of the Company and/or its subsidiaries outside its normal activity beyond the annual budget,
  - any transaction to increase or reduce the capital, any issue of securities of any category whatsoever, any merger, partial transfer of assets or demerger concerning a Group company,
  - the implementation or modification of any shareholding, profit-sharing, stock option, allocation of free shares or carry-on share subscription warrants,
  - any decision relating to a change in the listing location of the Company's shares, including the change in listing location or delisting,
  - any change in accounting standards;
- significant changes within the Group:
  - any major reorganisation of the Group,
  - any change in the legal scope: external growth transaction, creation of subsidiary, joint venture agreement,
  - any agreement or act of disposal or sale, free of charge or against payment, of essential assets of the Company and/or its subsidiaries,
  - any decision that would result in the amendment of the Company's Articles of Association, including without limitation the change of corporate form, mode of governance, corporate purpose and/or activity,
  - any decision impacting the SQLI trademark by extension or restriction of its use;
- the following points will be regularly reported to the Board:
  - cash position,
  - any change in the Executive Committee (reporting to the Chief Executive Officer) and in the Company's contractual relationship with each of its members.

### 4. Preparation and organisation of the work of the Board of Directors

#### Board of Directors' rules of procedure

The updated version of the Board of Directors' rules of procedure is available at the registered office and on the Company's website: <http://www.sqli.com>.

These rules of procedure may be amended by the Board of Directors at any time in view of changes in laws and regulations and its own operating methods.

On 8 July 2022, the Board of Directors adopted new rules of procedure to:

- (i) take into account the new Middelnext Code of September 2021 and the new responsibilities of the Appointments and Compensation Committee in terms of CSR (see section on the Appointments and Compensation Committee);
- (ii) include the option of inviting external guests to the meetings of the Board of Directors;
- (iii) specify the rights and obligations of non-voting members (following the approval by the General Meeting of 23 June 2022 of the amendment to Article 14 of the Articles of Association).

The purpose of the rules of procedures is to:

- specify the composition, organisation, role and powers of the Board of Directors with respect to the General Meeting by supplementing certain existing legal and statutory provisions;
- optimise the effectiveness of meetings and discussions and serve as a reference for the Board of Directors' periodic assessment of its operations;
- remind directors of their duties, in particular with respect to loyalty, non-disclosure and holding of privileged information; and
- more generally, to ensure that the Company's management conducts its business within the framework of rules guaranteeing compliance with the fundamental principles of corporate governance.

With this in mind, the rules of procedure provide that the Chairperson of the Board or the CEO is required to provide each Director with all the documents and information necessary for the performance of their duties.

The Board of Directors' rules of procedure provide that, for the purposes of calculating the quorum and majority, directors who take part in the meeting of the Board of Directors by means of videoconferencing and telecommunication allowing their identification and guaranteeing their effective participation are deemed to be present. However, participation in the Board of Directors by videoconference or telecommunication is not possible for the transactions referred to in Articles L. 232-1 and L. 233-16 of the French Commercial Code, *i.e.* for the preparation of annual financial statements and the management report as well as for the preparation of the Group's consolidated financial statements and management report.

## Work of the Board of Directors

The members of the Board of Directors are informed, prior to the meeting of the latter, of the elements essential to the examination of the points on which the Board of Directors is called to discuss.

The Board of Directors met five times in 2023 and its decisions or deliberations were recorded in the minutes. The attendance rate of its members was 100%. The Chairperson of the Board of Directors chaired 100% of the meetings. Each meeting was preceded by the communications and information required by the rules of procedure.

During these meetings, the Board discussed the following points:

- Group development strategy and external growth opportunities;
- budget;
- approval of the half-year and annual financial statements;
- financial management and share buyback programme;
- capital increase reserved for employees and profit-sharing agreement;
- governance issues and ESG policy;
- executive compensation, preparation of the Annual Meeting;
- transfer of the registered office;
- acquisition projects.

It should also be noted that, in accordance with recommendation No. 2 of the Middlednext Code, the Board of Directors, at its meeting of 12 March 2024, conducted an annual review of the conflicts of interest that may exist within it: it noted that no conflicts of interest were identified by the directors while recalling the existence of the Master Services Agreement entered into with Synsion Bidco on 19 April 2022, which was extended for the current fiscal year.

Any situations in which such potential conflicts of interest are likely to occur are always treated with the necessary attention, and the directors concerned do not take part in the discussions or decisions relating thereto.

In 2024, the Board of Directors will carry out its assessment in accordance with the Middlednext Corporate Governance Code, after issuing a questionnaire to each of its members, during the second quarter of 2024, on the role and performance of the Board and its Committees, their composition and operations, the organisation and holding of their meetings as well as the information provided to directors. The conclusions of this assessment will be presented to an independent Director and discussed by the Board of Directors.

## Committees

The rules of procedure adopted by the Board of Directors on 8 July 2022, supplement the legal, regulatory and statutory rules in order to specify the operating procedures of the Board Committees. More specifically, the new rules of procedure set out the new responsibilities of the Appointments and Compensation Committee in terms of CSR (see section on the Appointments, Compensation and CSR Committee). The Committees have a strictly advisory role. They act under the exclusive and collective responsibility of the members of the Board of Directors. They report on

their assignments to the Board of Directors, which has a sovereign assessment of the follow-up it intends to give to the opinions presented.

The composition of the Committees was modified by the Board of Directors at its meeting of 18 February 2022 in order to reflect the composition of the Company's capital following the successful public tender offer on SQLI shares by DBAY Advisors, as well as the new governance structure put in place following this transaction.

## Audit and Risk Committee (ARC)

On 1 September 2009, the Board of Directors set up an Audit and Risk Committee.

In accordance with Article L. 821-67 of the French Commercial Code (formerly L. 823-19 II of the French Commercial Code), the Committee is responsible for the following tasks:

- it monitors the process of preparing financial information and, where applicable, makes recommendations to ensure its integrity;
- it monitors the effectiveness of the internal control and risk management systems, as well as, where applicable, the internal audit, with regard to the procedures relating to the preparation and processing of accounting and financial information, without infringing its independence;
- it issues a recommendation on the Statutory Auditors proposed for appointment by the General Meeting. This recommendation to the Board of Directors is prepared in accordance with the provisions of Article 16 of Regulation (EU) 537/2014; it also issues a recommendation to this body when the renewal of the term of office of the Statutory Auditor(s) is planned under the conditions defined in Article L. 821-45 of the French Commercial Code (formerly L. 823-3-1);
- it monitors the Statutory Auditors' performance of their duties and takes into account the findings and conclusions of the sector regulator, the Haute Autorité de l'Audit (formerly Haut Conseil du Commissariat aux Comptes) following the audits carried out in accordance with Articles L. 820-14 and L. 820-15 of the French Commercial Code (formerly L. 821-9 and L. 821-10);
- it ensures that the Statutory Auditors comply with the independence conditions defined in section 2 of Chapter II of Title II of Book VIII of the French Commercial Code; where applicable, it takes the measures necessary for the application of paragraph 3 of Article 4 of Regulation (EU) 537/2014 and ensures compliance with the conditions referred to in Article 6 of the same regulation;
- it approves the provision of the services referred to in Article L. 821-30 of the French Commercial Code (formerly L. 822-11-2);
- it regularly reports to the Board of Directors on the performance of its duties. It also reports on the results of the certification of the financial statements, the way in which this duty contributed to the integrity of the financial information and the role it played in this process. It immediately informs it of any difficulties encountered.

Since 18 February 2022 and 12 March 2024, the composition of the ARC is as follows:

|                    |                                              |
|--------------------|----------------------------------------------|
| <b>Chairperson</b> | Brand & Retail represented by Nathalie Mesny |
| <b>Director</b>    | DBAY Advisors represented by Iltay Sensagir  |

During 2023, the Audit and Risk Committee met twice and the attendance rate of its members was 100%.

### Appointments, Compensation and CSR Committee (ACC)

At its meeting of 18 February 2022, the Board of Directors extended the powers of the Appointments and Compensation Committee, by assigning it responsibilities in terms of corporate social responsibility ("CSR"), in accordance with recommendation No. 7 of the Middennext Corporate Governance Code.

The duties of the ACC are specified in the rules of procedure adopted on 8 July 2022.

This Committee:

- gives its opinion on proposed appointments by the Board of the Chairperson and, on the proposal of the Chairperson, of the Executive Management;
- reviews and gives an opinion on proposals for the appointment and dismissal of the Group's main executives (reporting to the Chief Executive Officer);
- formulates proposals on the selection of Board members and Committee members, taking into account the desirable balance of the composition of the Board with regard to the composition and changes in the Company's shareholding structure and the distribution of men and women on the Board;

- reviews the independence of Board members and candidates for Board or Committee membership;
- draws up a succession plan for executive corporate officers in order to be able to propose succession solutions to the Board in the event of an unforeseen vacancy.

The ACC is informed of the policy developed by Executive Management for the management of the Group's senior executives.

As part of its CSR component, the ACC:

- reviews and gives an opinion on the Group's strategy in terms of CSR and the implementation of projects related to this strategy;
- formulates CSR proposals with regard to the issues specific to the Group's activity and objectives, particularly in terms of well-being at work, diversity and the environment, and reviews the commitments made by the Group in this area;
- reviews the annual non-financial performance statement.

Since 18 February 2022 and 12 March 2024, the composition of the ACC is as follows:

|                    |                                           |
|--------------------|-------------------------------------------|
| <b>Chairperson</b> | Surible Topco represented by Diederik Vos |
| <b>Director</b>    | Ariel Steinmann                           |

In 2023, the ACC met twice and the attendance rate of its members was 100%.

### Acquisitions and Strategy Committee (ASC)

The mission of the ASC is to study the strategy(ies) of the Company that the Executive Management wishes to implement, particularly in the area of investments and the review of the Group's current activities, and to assess the progress of development decisions made.

In terms of strategy, the Committee's mission is to make recommendations to the Board and monitor implementation after the Board's decision on:

- the Company's and Group's strategic plan;
- strategic partnership, acquisition and asset disposal projects;
- plans to change the distribution of the Company's capital among shareholders;
- any project related to the development and implementation of the Group's strategy.

Since 18 February 2022 and 12 March 2024, the composition of the ASC is as follows:

|                    |                                                                                                                |
|--------------------|----------------------------------------------------------------------------------------------------------------|
| <b>Chairperson</b> | Synsion Midco represented by Alexis Nasard                                                                     |
| <b>Directors</b>   | Surible Topco represented by Diederik Vos<br>Synsion Bidco SAS represented by Bev White<br>Philippe Donche-Gay |

In 2023, the Strategy Committee met three times and the attendance rate of its members was 100%.

### 2.1.1.6 Offices and positions held in any company by each of the corporate officers as of 12 March 2024

In the table below, we provide you with a list of all the offices and positions held in any company by each of the corporate officers of SQLI, during the past financial year and until 12 March 2024:

**TABLE 1. DIRECTORS OF THE COMPANY (OTHER THAN MR PHILIPPE DONCHE-GAY REFERRED TO BELOW)**

| Name of the corporate officers                                                            | Terms of office or positions    | Company in which the term of office or position is exercised | Location of the Company's registered office          |
|-------------------------------------------------------------------------------------------|---------------------------------|--------------------------------------------------------------|------------------------------------------------------|
| <b>Members of the Board of Directors on 9 March 2023</b>                                  |                                 |                                                              |                                                      |
| <b>DBAY Advisors</b><br>Representative Ittay Sensagir<br>(Director since 30 January 2020) | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
| <b>Surible Topco</b><br>Representative Diederik Vos<br>(Director since 30 January 2020)   | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
|                                                                                           | Director                        | Harvey Nash Group                                            | 3, Noble Street London EC2V 7EE<br>(United Kingdom)  |
| <b>Synsion Bidco SAS</b><br>represented by Bev White                                      | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
| <b>Synsion Midco SAS</b><br>represented by Alexis Nasard                                  | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
| <b>SWJH Conseil</b><br>represented by Sven Hagemann                                       | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
|                                                                                           | Chairperson                     | SWJH Conseil                                                 | 10, rue d'Assas, 75006<br>Paris                      |
| <b>Ariel Steinmann</b><br>(Director since 27 June 2019)                                   | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
| <b>Brand &amp; Retail</b><br>represented by Nathalie Mesny (Director since 27 June 2019)  | Director                        | SQLI (SA)                                                    | 2-10, rue Thierry Le Luron 92300<br>Levallois-Perret |
|                                                                                           | Director                        | Damartex                                                     | 160, boulevard de Fourmies, 59100<br>Roubaix         |
|                                                                                           | Member of the Mission Committee | Doctolib                                                     | 54, quai Charles Pasqua, 92300<br>Levallois-Perret   |

**TABLE 2. CHAIRPERSON AND CEO AS OF 12 MARCH 2024**

| Name of the corporate officers                | Terms of office or positions         | Company in which the term of office or position is exercised                 | Location of the Company's registered office                                                                                   |
|-----------------------------------------------|--------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|
| <b>Chairperson and CEO as of 9 March 2023</b> |                                      |                                                                              |                                                                                                                               |
| <b>Philippe Donche-Gay</b>                    | Chairperson and CEO                  | SQLI (SA)                                                                    | 2-10, rue Thierry Le Luron 92300 Levallois-Perret                                                                             |
|                                               | Chief Executive Officer              | SYNSION BIDCO SAS                                                            | 95 rue la Boétie 75008 Paris                                                                                                  |
|                                               | Chairperson                          | EXPLEO (SAS)                                                                 | 3, avenue des Prés 78180 Montigny-le-Bretonneux                                                                               |
|                                               | Co-manager                           | GEIE ICE                                                                     | Parc de Lisieux – Building B 6, impasse de Lisieux 31300 Toulouse                                                             |
|                                               | Director and Chief Executive Officer | SQLI Luxembourg (SA)                                                         | Route d'Arlon 204 L 8010 Strassen Luxembourg                                                                                  |
|                                               | Director and Chief Executive Officer | SQLI SA                                                                      | 204, route d'Arlon L-8010 Strassen Luxembourg                                                                                 |
|                                               | Chairperson and CEO                  | SQLI MAROC SA (company incorporated under Moroccan law)                      | Mahaj Ryad Center, Buildings 1 and 2, 3 <sup>rd</sup> , 4 <sup>th</sup> and 5 <sup>th</sup> floors, Hay Riad, Rabat (Morocco) |
|                                               | Chief Executive Officer              | SQLI BELGIUM (company incorporated under Belgian law formerly Eozen Belgium) | Lambroekstraat 5C B-1831 Diegem (Belgium)                                                                                     |
|                                               | Chairperson                          | SQLI SUISSE (company incorporated under Swiss law)                           | 3 avenue William Fraisse CH-1006 Lausanne, Switzerland                                                                        |
|                                               | Representative of SQLI SA (Director) | SQLI SPAIN                                                                   | Carrer de la Constitució, 3, 2 <sup>o</sup> 3 <sup>a</sup> – 08960 Sant Just Desvern – Spain                                  |
|                                               | Manager                              | WAX INTERACTIVE (company incorporated under Belgian law)                     | B-9830, Saint-Martens-Lateme Kortrijksesteenweg 90 (Belgium)                                                                  |
|                                               | Director                             | SQLI Ltd                                                                     | 118 Commercial Street, London E1 6NF, United Kingdom                                                                          |
|                                               | Director                             | SQLI UK Ltd (formerly REDBOX Digital Ltd)                                    | 118 Commercial Street, London E1 6NF, United Kingdom                                                                          |
|                                               | Director                             | REDBOX Digital ME FZ-LLC                                                     | No. 118, Floor Number 1, Building Name Loft No. 02, Dubai Design District, Dubai, (United Arab Emirates)                      |
|                                               | Director                             | SQLI Nordics (formerly STAR REPUBLIC)                                        | Ekelundsgatan 9 Göteborg, Sweden                                                                                              |
|                                               | Director                             | OSUDIO BELGIUM NV                                                            | Wetenschapspark 24 3590 Diepenbeek (Belgium)                                                                                  |
|                                               | Director                             | SQLI Danmark Aps                                                             | Adelgade 15 13040 Copenhagen (Denmark)                                                                                        |
|                                               | Director                             | SQLI Deutschland GmbH                                                        | Phoenixseestrasse 20, 44263 Dortmund, (Germany)                                                                               |
|                                               | Director                             | SQLI Services BV                                                             | Luchthavenweg 18D, 5657 EB Eindhoven (The Netherlands)                                                                        |
|                                               | Director                             | OSUDIO HOLDING BV                                                            | De Ruijterkade 6H – 1013A AMSTERDAM, The Netherlands                                                                          |

## 2.1.2 Compensation and benefits of any kind and “Say on pay” vote

### 2.1.2.1 Approval of the principles and criteria for determining, distributing and awarding the fixed, variable and exceptional components of the total compensation and benefits of any kind, attributable to the executive corporate officers of SQLI (Article L. 22-10-8 of the French Commercial Code)

As of the date of this Universal Registration Document, the executive corporate officer means the Chairperson and Chief Executive Officer, Mr Philippe Donche-Gay.

#### General principles and criteria for determining the executive compensation policy

The general compensation policy applicable to each executive corporate officer of SQLI is decided by the Board of Directors, on the recommendation of the Appointments and Compensation Committee, in principle at the time of the appointment or reappointment of each executive corporate officer.

It is reviewed and discussed each year by the Board, after consulting the Appointments and Compensation Committee.

The determination of this compensation, and in particular, the setting of the annual amount of the variable portion awarded, if applicable, to the corporate officer, is decided on the basis of the work carried out, the results obtained, the experience in the function, the length of service in the Group and the responsibility assumed with the aim of retaining and motivating the Company's executives.

To determine the compensation policy, the Board of Directors also takes into account the principles of comprehensiveness, balance, benchmark, consistency, understandability, proportionality and transparency recommended by the Middlessex Corporate Governance Code.

Consequently, the Board of Directors ensures that:

- the compensation of executive officers is determined in an exhaustive manner, so that all components (fixed portion, variable portion, stock options, free shares, directors' fees, special benefits, etc.) are included in the overall assessment of compensation;
- the components of the compensation are justified and are in the general interest of the Company;
- the compensation is assessed, as far as possible, in the context of a benchmark business and market and proportionate to the Company's situation, while paying attention to its inflationary effect;
- the compensation of executive corporate officers is determined in accordance with that of the Company's other executives and employees;

- the rules are simple and transparent; the performance criteria used to establish the variable portion of compensation must be in line with the Company's performance, correspond to its objectives, be demanding, explainable and, as far as possible, long-term. They must be detailed without calling into question the confidentiality, which may be justified for certain items. The determination of compensation and the allocation of options or free shares must strike a fair balance and take into account the general interest of the Company, market practices and the performance of executives;
- shareholders are informed on all compensation and benefits received by executives annually and in accordance with the applicable regulations.

#### Implementation of these general principles and criteria for the 2024 financial year

Pursuant to Article L. 22-10-8 of the French Commercial Code, this section describes the implementation of the principles and criteria referred to above, with regard to the determination of the total compensation policy and benefits of any kind, attributable to the Chairperson and CEO of SQLI, by virtue of his office, in respect of the 2024 financial year.

It should be noted that the Company no longer has Deputy Chief Executive Officers since the beginning of the 2020 financial year.

In accordance with the aforementioned Article of the Code, these principles and criteria are submitted to the approval of the General Meeting of SQLI of 19 June 2024, by a so-called *ex ante* vote.

In the event that these principles and criteria are actually approved by the General Meeting of SQLI of 19 June 2024, during the *ex ante* vote, the amounts resulting from their implementation will be, pursuant to Articles L. 22-10-34 and L. 22-10-9 of the French Commercial Code, submitted for shareholder approval in 2025 in a so-called *ex post* vote.

It is specified that the payment of variable and/or exceptional components of compensation of corporate officers by virtue of their office held in respect of the 2024 financial year is subject to the approval by the 2025 General Meeting of the components of compensation of the corporate officers concerned in respect of said financial year (*ex post* vote).

Accordingly, as a result of point 1 above, we submit the following draft resolution to your ex ante vote.

**Draft resolution submitted to the ex ante vote, with regard to the compensation policy for corporate officers**

*Approval of the principles and criteria for determining, distributing and awarding the components of the total compensation and benefits of any kind attributable to the Chairperson and CEO.*

*The General Meeting, ruling in ordinary form, having reviewed the Board of Directors' report on corporate governance provided for in the last paragraph of Article L. 225-37 of the French Commercial Code, approves the compensation policy for corporate officers as presented in section 2.1.2 of this report.*

**1. Approval of the principles and criteria for determining, distributing and awarding the components of the total compensation and benefits, of any kind, attributable to members of the Board of Directors, with the exception of the Chairperson and CEO, in respect of the 2024 financial year**

The compensation policy for members of the Board of Directors was reviewed and discussed by the Board of Directors at its meeting of 12 March 2024, after consulting the Appointments and Compensation Committee.

This is based on the allocation of compensation to the directors of a maximum amount of €10,000, the amount of which may be reduced in the event of insufficient attendance at meetings of the Board of Directors. The compensation policy applicable to directors provides for an additional annual compensation of €20,000 for the Chairmen of each

Committee. It is specified that the Chairperson of the Board of Directors does not receive this compensation.

In this respect, the Shareholders' Meeting of 29 June 2023 set the total annual budget allocated to directors at €200,000.

At its meeting of 12 March 2024, the Board of Directors, on the recommendations of the Appointments and Compensation Committee, decided to propose to the shareholders not to modify the total amount allocated to the compensation of directors.

Accordingly, as a result of the previous paragraph, we submit the following draft resolution to your ex ante vote.

**Draft resolution submitted to ex ante vote, for non-executive directors**

*Approval of the principles and criteria for determining, distributing and awarding the components of the total compensation and benefits of any kind attributable to the non-executive directors.*

*The General Meeting, ruling in ordinary form, having reviewed the Board of Directors' report on corporate governance provided for in the last paragraph of Article L. 225-37 of the French Commercial Code, approves the compensation policy of non-executive directors, as presented in section 2.1.2 of this report.*

**2. Approval of the principles and criteria for determining, distributing and awarding the components of the total compensation and benefits, of any kind, attributable to the Chairperson and CEO in respect of the performance of their office during the 2024 financial year**

The compensation policy for the Chairperson and CEO was reviewed and discussed by the Board of Directors at its meeting of 12 March 2024, after consulting the Appointments and Compensation Committee.

This Board therefore decided to continue the policy for determining and allocating the compensation that was applicable to the Chairperson and CEO, confirmed its compensation structure and, in accordance with the principles set out above, the criteria for determining, distributing and allocating the fixed and variable components of this compensation for 2024, as set out below.

It is specified that in the event of early termination of the term of office of the Chief Executive Officer, the components of compensation will be assessed *pro rata temporis*, until the end date of said term of office.

**Annual fixed compensation**

The annual fixed compensation of the Chairperson and CEO is determined by taking into account the level and difficulty of responsibilities, experience in the role, length of service in the Group and practices in groups or companies of comparable size.

It may be reviewed, taking into account events affecting the Company and other components of compensation; this review may lead to a reassessment of this fixed portion.

At its meeting of 9 March 2023, the Board of Directors decided that his compensation as Chairperson and CEO for the 2023 financial year would be calculated on the basis of a gross fixed annual compensation of €305,000, divided between his compensation paid in respect of his duties as Chief Executive Officer in the amount of €185,000 gross and that paid in respect of his duties as Chairperson of the Board of Directors in the amount of €120,000 gross.

**Annual variable compensation**

Annual variable compensation rewards the performance of the Chairperson and CEO for the past year and aims to establish a link between the interests of this executive and the operational strategy of the Company over the period in question.

This variable compensation is based on specific performance assessment criteria determined in the first half of the year by the Board of Directors, on the advice of the Appointments and Compensation Committee.

The annual variable compensation of the Chief Executive Officer amounts, for 2023, to €350,000 gross, which corresponds to the achievement of 100% of the objectives set based exclusively on the various quantitative criteria approved by the Board of Directors. These criteria are distributed as follows:

- for 60%: achievement of the 2024 budget (revenue and recurring income);
- for 40%: specific qualitative objectives including CSR.

The weighting of each of the components of the aforementioned criteria and the objectives to be achieved are set in the first part of the year and communicated to the Chairperson and CEO.

**Long-term compensation (allocation of free shares, share purchase/subscription options, financial instruments, etc.)**

The annual compensation of the Chairperson and CEO may be supplemented by deferred items with longer-term issues: the allocation of free shares and/or stock options or financial instruments, including the vesting or the possibility of exercise are subject to the fulfilment of conditions and criteria that are determined to be in line with the Group's strategy.

Subject to the adoption by the General Meeting of the authorisations to be granted to the Board of Directors to issue and allocate such instruments, the conditions and criteria for the allocation and exercise of these instruments are determined by the Board of Directors, after consulting the Appointments and Compensation Committee.

**Benefits in kind**

The benefits in kind awarded to the Chairperson and CEO include the use of a company car, as well as relevant costs, for the part relating to the personal use of this vehicle by the Chairperson and CEO.

**Severance payments**

In view of the significant contribution of Mr Philippe Donche-Gay in recent years in a difficult context, the Board of Directors of 19 April 2022 approved the implementation of a compensation system in the event of the termination of his duties as an executive corporate officer, which it finalised during its meeting of 8 July 2022, and which entitles him to compensation corresponding to the amount of the total gross annual compensation defined as the sum of (i) 120% of the fixed compensation, on an annual basis, received by the Chairperson and CEO on the date of termination of his duties and (ii) the average of his annual variable compensation received in respect of the last three complete financial years during which he served as Chairperson and CEO (which excludes any exceptional and/or long-term compensation).

The payment of this compensation would apply in the event of (i) dismissal from his duties as Chairperson and CEO unless it is justified by reason of serious or gross misconduct or misconduct that cannot be separated from the duties of Chairperson and CEO, or (ii) in the event of non-renewal of his term of office at the end of his term, unless it is at the initiative of the Chairperson and CEO. By way of exception, this compensation would not apply when the termination of the duties of Chairperson and CEO occurs in the context of a change in the Articles of Association and/or duties within the Company or the Group, the principle and terms of which would have been accepted in advance and in writing by the Chairperson and CEO.

**Other compensation items**

The Board of Directors takes into account, in the overall assessment and determination of the executive's compensation, the other compensation items submitted to the approval of the General Meeting as part of the related-party agreements and commitments procedure.

**As a reminder, Mr Philippe Donche-Gay does not receive other compensation items.**

At its meeting of 9 March 2023, the Board of Directors confirmed, in line with what it had decided in respect of the previous financial year, that the Chairperson and CEO would not receive the compensation referred to in Article L. 225-45 of the French Commercial Code (formerly referred to as "directors' fees").

**Appointment of a new Chairperson and CEO**

In general, and with the exception of the severance payment, the components of compensation and its structure described in this compensation policy will also apply, if necessary with the necessary adaptations, to any new Chairperson and CEO who would be appointed during the period of application of this policy, taking into account their scope of responsibility and professional experience. This principle will also apply to other benefits that may be offered.

Thus, it will be up to the Board of Directors to determine the compensation of the corporate officer corresponding to these characteristics, in line with that of the current Chairperson and CEO and the practices of comparable companies.

Lastly, if the latter does not belong to an entity of the SQLI Group, this new Chairperson and CEO could benefit from compensation for taking office in order in particular to indemnify them, if necessary, for any compensation which they would forfeit by leaving their previous employer, up to a ceiling of three months' compensation.

*Accordingly, as a result of point 2 above, we submit the following draft resolution to your ex ante vote.*

**Draft resolution submitted to an ex ante vote with regard to the Chairperson and CEO**

*Approval of the principles and criteria for determining, distributing and awarding the components of the total compensation and benefits of any kind attributable to the Chairperson and CEO*

*The General Meeting, ruling in ordinary form, having reviewed the Board of Directors' report on corporate governance provided for in the last paragraph of Article L. 225-37 of the French Commercial Code, approves the compensation policy the Chairperson and CEO, as presented in section 2.1.2 of this report.*

## 2.1.2.2 Compensation of corporate officers for financial year 2023

**TABLE 3. SUMMARY TABLE OF COMPENSATION PAID AND OPTIONS AND SHARES GRANTED TO CORPORATE OFFICERS**

| Mr Philippe Donche-Gay                                            | 2023           |
|-------------------------------------------------------------------|----------------|
| Compensation paid during the financial year                       | 701,579        |
| Valuation of options granted during the financial year            | N/A            |
| Valuation of performance shares granted during the financial year | N/A            |
| <b>TOTAL</b>                                                      | <b>701,579</b> |

Summary tables of compensation due/paid to each executive corporate officer by the Company and controlled companies within the meaning of Article L. 233-16 of the French Commercial Code by the Company.

**TABLE 4. COMPENSATION ITEMS PAID OR AWARDED TO MR PHILIPPE DONCHE-GAY IN RESPECT OF HIS OFFICE AS CHAIRPERSON OF THE BOARD OF DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023, SUBMITTED TO THE VOTE OF THE GENERAL MEETING OF 19 JUNE 2024**

| Mr Philippe Donche-Gay                                                         | Financial year 2023         |                             |
|--------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Chairperson of the Board of Directors for the 2023 financial year              | Amounts paid <sup>(1)</sup> | Amounts paid <sup>(1)</sup> |
| Fixed compensation <sup>(2)</sup>                                              | 120,000                     | 120,000                     |
| Annual variable compensation                                                   | N/A                         | N/A                         |
| Exceptional compensation                                                       | N/A                         | N/A                         |
| Directors' fees/compensation (Article L. 225-45 of the French Commercial Code) | N/A                         | N/A                         |
| Benefits in kind                                                               | N/A                         | N/A                         |
| <b>TOTAL</b>                                                                   | <b>120,000</b>              | <b>120,000</b>              |

(1) Compensation due to the executive corporate officer during the financial year and the amount of which is not likely to change regardless of the payment date.

(2) Gross base before tax.

### Description of the application of the compensation policy for Mr Philippe Donche-Gay for the exercise of his office as Chairperson of the Board of Directors for the 2023 financial year, as approved by the General Meeting of 28 June 2023

We remind you that the compensation policy for Mr Philippe Donche-Gay for his office as Chairperson of the Board of Directors was reviewed and discussed by the Board of Directors at its meeting of 9 March 2023, after consulting the Appointments and Compensation Committee; it was then approved by the General Meeting of 28 June 2023, under the seventh resolution.

As a result of the application of this policy, the compensation items paid or awarded to Mr Philippe Donche-Gay for his office as Chairperson of the Board of Directors of SQLI, exercised in respect of the 2023 financial year, are as follows:

#### Annual fixed compensation

The annual fixed compensation for Mr Philippe Donche-Gay for 2023 was determined by taking into account the level and difficulty of the responsibilities entrusted, the practices observed in groups or companies of comparable size and market practices, and it is the same as that set for the 2022 financial year.

This annual fixed compensation amounts to €120,000 gross per year.

#### Annual variable compensation

At its meetings of 12 March 2024, the Board confirmed that it would not award variable compensation to Mr Philippe Donche-Gay in his capacity as Chairperson of the Board of Directors.

#### Compensation referred to in Article L. 225-45 of the French Commercial Code (formerly referred to as "directors' fees")

It is specified that the Chairperson of the Board does not receive any benefits in respect of his office and does not receive the compensation referred to in Article L. 225-45 of the French Commercial Code (formerly referred to as "directors' fees") allocated to the members of the Board of Directors.

**Draft resolution on the principle of Say on pay – Ex post vote (Article L. 22-10-34 II of the French Commercial Code):**

As a result of the foregoing and in application of Article L. 22-10-34 II of the French Commercial Code, in view of the adoption by the General Meeting of 28 June 2023 of the seventh resolution relating to the compensation policy for Mr Philippe Donche-Gay for the 2023 financial year, the shareholders, at the next Annual General Meeting, will be asked to approve, by means of an ex post vote, the items of the total compensation and benefits of any kind paid or allocated to Mr Philippe Donche-Gay, in respect of his office as Chairperson of the Board of Directors for the 2023 financial year, as presented above.

Draft text of the resolution: Approval of the components of the total compensation and benefits of all kinds paid or allocated in respect of the past financial year to Mr Philippe Donche-Gay, Chairperson of the Board of Directors for the financial year 2023.

The General Meeting, pursuant to Article L. 22-10-34 II of the French Commercial Code, ruling in its ordinary form, approves the components of the total compensation and benefits of any kind paid or awarded in respect of the financial year ended in respect of Mr Philippe Donche-Gay's office as Chairperson of the Board of Directors for 2023, as presented in section 2.1.2 "Compensation and benefits of any kind and Say on Pay vote" of this report.

Compensation items paid or awarded to Mr Philippe Donche-Gay in respect of his office as Chief Executive Officer for the financial year 2023, which will be submitted to the vote of the General Meeting of 19 June 2024.

### Information relating to the general principles and criteria used to determine the compensation items paid or awarded to Mr Philippe Donche-Gay in respect of his office as Chief Executive Officer for the 2023 financial year

The compensation policy for the Chief Executive Officer (combining the roles of Chairperson and CEO) was reviewed and discussed by the Board of Directors at its meeting of 9 March 2023, after consulting the Appointments and Compensation Committee; it was then approved by the General Meeting of 28 June 2023, under the seventh resolution.

As a result of the application of this policy, the compensation items paid or awarded to Mr Philippe Donche-Gay for his office as Chief Executive Officer of SQLI, in addition to his duties as Chairperson of the Board, exercised in respect of 2023, are as follows:

#### Annual fixed compensation

Following the review of the structure of the Chief Executive Officer's compensation by the Board of Directors on 19 April 2022, confirmed at the Board of Directors' meeting of 9 March 2023, the latter's fixed compensation is €185,000 gross.

#### Annual variable compensation

The amount of the Chief Executive Officer's annual variable compensation for the 2023 financial year was €350,000 gross, which corresponds to the achievement of 100% of the objectives set based on the various criteria approved by the Board of Directors, after recommendation by the Appointments and Compensation Committee, on the basis of quantitative and qualitative criteria (it being specified that the precise details and the weighting of these criteria are communicated to the Chief Executive Officer but are not made public for reasons of confidentiality).

These criteria are distributed as follows:

- for 60%: achievement of the 2023 budget (revenue and recurring income);
- for 40%: achievement of specific qualitative objectives.

In accordance with these principles, Mr Philippe Donche-Gay received the following amounts:

|                                                                                | Financial year 2023 |                |
|--------------------------------------------------------------------------------|---------------------|----------------|
|                                                                                | Amounts paid        | Amounts paid   |
| Fixed compensation                                                             | 185,000             | 185,000        |
| Annual variable compensation                                                   | 157,500             | 391,004        |
| Exceptional compensation                                                       | N/A                 | N/A            |
| Directors' fees/compensation (Article L. 225-45 of the French Commercial Code) | N/A                 | N/A            |
| Benefits in kind                                                               | 5,575               | 5,575          |
| <b>TOTAL</b>                                                                   | <b>348,075</b>      | <b>581,579</b> |

As indicated above, the Board of Directors decided, at its meeting of 12 March 2024, on the recommendation of the Appointments and Compensation Committee, to set, with regard to the aforementioned criteria, at €157,500, the quantum of variable compensation of Mr Philippe Donche-Gay for the 2023 financial year, given the 45% achievement of the objectives.

**Draft resolution on the principle of Say on pay – Ex post vote (Article L. 22-10-34 II of the French Commercial Code)**

As a result of the foregoing and in application of Article L. 22-10-34 II of the French Commercial Code, the shareholders, meeting at the next Annual General Meeting, will be asked to approve, by way of a so-called ex post vote, the components of the total compensation and benefits of any kind paid or allocated to Mr Philippe Donche-Gay, in respect of his office as Chief Executive Officer for the 2023 financial year, as presented above.

Draft text of the resolution: approval of the components of the total compensation and benefits of all kinds paid or awarded in respect of the past financial year to Mr Philippe Donche-Gay, in respect of his office as Chief Executive Officer. The General Meeting, pursuant to Article L. 22-10-34 II of the French Commercial Code, ruling in its ordinary form, approves the components of the total compensation and benefits of any kind paid or awarded in respect of the past financial year, in respect of his term of office, to Mr Philippe Donche-Gay, Chief Executive Officer, as presented in section 2.1.2 of this report.

**TABLE 5. TABLE SHOWING THE COMPENSATION REFERRED TO IN ARTICLE L. 225-45 OF THE FRENCH COMMERCIAL CODE (FORMERLY REFERRED TO AS “DIRECTORS’ FEES”) AND OTHER COMPENSATION RECEIVED BY NON-EXECUTIVE CORPORATE OFFICERS OR SALARIED DIRECTORS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

|                                                                                                                     | Amounts paid<br>in financial<br>year 2022 | Amounts paid<br>in financial<br>year 2023 |
|---------------------------------------------------------------------------------------------------------------------|-------------------------------------------|-------------------------------------------|
| <b>Non-executive corporate officers</b>                                                                             |                                           |                                           |
| <b>Dbay Advisor</b>                                                                                                 |                                           |                                           |
| <i>Appointment by co-optation at the Board meeting of 30/01/2020, ratified by the General Meeting on 25/06/2020</i> |                                           |                                           |
| Directors' fees                                                                                                     | 20,000                                    | 20,000                                    |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |
| <b>Surible Topco</b>                                                                                                |                                           |                                           |
| <i>Appointment by co-optation at the Board meeting of 30/01/2020, ratified by the General Meeting on 25/06/2020</i> |                                           |                                           |
| Directors' fees                                                                                                     | 30,000                                    | 30,000 <sup>(1)</sup>                     |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |
| <b>Synsion Bidco SAS</b>                                                                                            |                                           |                                           |
| <i>Appointment by co-optation at the Board meeting of 28/02/2022, ratified by the General Meeting on 23/06/2022</i> |                                           |                                           |
| Directors' fees                                                                                                     | 20,000                                    | 20,000                                    |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |
| <b>Synsion Midco SAS</b>                                                                                            |                                           |                                           |
| <i>Appointment by co-optation at the Board meeting of 28/02/2022, ratified by the General Meeting on 23/06/2022</i> |                                           |                                           |
| Directors' fees                                                                                                     | 30,000                                    | 30,000 <sup>(1)</sup>                     |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |
| <b>SWJH Conseils</b>                                                                                                |                                           |                                           |
| <i>Appointment GM 23/06/2022</i>                                                                                    |                                           |                                           |
| Directors' fees                                                                                                     | 20,000                                    | 20,000                                    |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |
| <b>Mme Steinmann</b>                                                                                                |                                           |                                           |
| <i>Appointment GM 27/06/2019</i>                                                                                    |                                           |                                           |
| Directors' fees                                                                                                     | 20,000                                    | 20,000                                    |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |
| <b>Brand &amp; Retail</b>                                                                                           |                                           |                                           |
| <i>Appointment GM 27/06/2019</i>                                                                                    |                                           |                                           |
| Directors' fees                                                                                                     | 30,000                                    | 30,000 <sup>(1)</sup>                     |
| Other compensation                                                                                                  | N/A                                       | N/A                                       |

(1) Committee Chairperson gives rise to an additional compensation of €10,000.

The amount of compensation referred to in Article L. 225-45 of the French Commercial Code (formerly referred to as “directors’ fees”) is assessed by taking into consideration the attendance of directors at Board meetings.

### 1. Free Share Plan

The General Meeting of 15 June 2016 authorised the Board of Directors to allocate free existing ordinary shares of the Company, up to a limit of 30,000 shares, to employees and/or corporate officers, or to some of them, the Company and/or entities directly or indirectly related to it within the meaning of Article L. 225-197-2 of the French Commercial Code.

The Board of Directors, making use of this authorisation, made such allocations on 22 February 2017, 18 October 2017 and 27 March 2018.

Similarly, the Combined General Meeting of 25 June 2020 authorised the Board of Directors to allocate, on one or more occasions, free ordinary shares of the Company, existing or to be issued, for the benefit of corporate officers and employees of the Company and companies or groups directly or indirectly related to it, under the conditions of Article L. 225-197-2 of the French Commercial Code and within the limit of 5% of the capital on the day of the allocation decision.

On 29 January 2021, the Board of Directors, making use of this authorisation, delegated the power to the Chairperson and CEO to determine, under the control of the Appointments and Compensation Committee (the “ACC”), within the limits and conditions set by the said Combined General Meeting of 25 June 2020, the criteria and conditions for the allocation of free shares and to establish the payment(s) of the free share plan(s). The Chairperson and CEO, using this delegation,

determined the criteria and conditions for the allocation of free shares under the terms of the decisions of 4 March 2021 and approved three free share allocation plans, which were approved and ratified by the Board of Directors pursuant to the decisions of 5 March 2021.

Similarly, the Combined General Meeting of 23 June 2022 authorised the Board of Directors to allocate, on one or more occasions, free ordinary shares of the Company, existing or to be issued, for the benefit of corporate officers and employees of the Company and companies or groups directly or indirectly related to it, under the conditions of Article L. 225-197-2 of the French Commercial Code and within the limit of 10% of the capital on the day of the allocation decision.

The Board of Directors, making use of this authorisation, on 8 July 2022, approved the implementation of a 2022 free share plan, approved the 2022 free share plan and delegated the power to the Chairperson and CEO to determine, under the supervision of the Appointments and Compensation Committee (the “ACC”), within the limits and conditions set by the Combined General Meeting of 23 June 2022 and within the framework of the 2022 free share plan approved by the Board of Directors, the identity of the beneficiaries and the number of 2022 free shares to be awarded to each beneficiary. The Chairperson and CEO, using this delegation, thus and pursuant to the terms of the respective decisions of 12 August 2022, 27 September 2022, 10 October 2022 and 12 October 2023, determined a list of beneficiaries and the number of 2022 free shares to be awarded to each of them, under the conditions mentioned above. The vesting of these 2022 free shares is subject to performance conditions relating to revenue growth and operating profitability in 2022, 2023 and 2024.

**TABLE 6. SUMMARY OF FREE SHARE ALLOCATION PLANS IN PROGRESS IN 2023**

|                                                                                                                   | 2017                          |                               | 2018       | 2021                          |                               |                               |                               | 2022                          |                               |                               |                               | Total          |
|-------------------------------------------------------------------------------------------------------------------|-------------------------------|-------------------------------|------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|----------------|
|                                                                                                                   | 1 <sup>st</sup><br>allocation | 2 <sup>nd</sup><br>allocation |            | 1 <sup>st</sup><br>allocation | 2 <sup>nd</sup><br>allocation | 3 <sup>rd</sup><br>allocation | 4 <sup>th</sup><br>allocation | 1 <sup>st</sup><br>allocation | 2 <sup>nd</sup><br>allocation | 3 <sup>rd</sup><br>allocation | 4 <sup>th</sup><br>allocation |                |
| Date authorised by the GM                                                                                         | 15/06/2016                    | 15/06/2016                    | 15/06/2016 | 25/06/2020                    | 25/06/2020                    | 25/06/2020                    | 25/06/2020                    | 23/06/2022                    | 23/06/2022                    | 23/06/2022                    | 23/06/2022                    | N/A            |
| Allocation date                                                                                                   | 22/02/2017                    | 18/10/2017                    | 27/03/2018 | 08/03/2021                    | 26/05/2021                    | 23/08/2021                    | 12/01/2022                    | 12/08/2022                    | 27/09/2022                    | 10/10/2022                    | 12/10/2023                    | N/A            |
| Total initial number of free shares granted                                                                       | 22,437                        | 2,300                         | 565        | 15,000                        | 7,000                         | 3,000                         | 13,500                        | 80,000                        | 25,000                        | 73,500                        | 22,500                        | 264,802        |
| Total adjusted number of free shares granted <sup>(1)</sup>                                                       | 23,010                        | 2,358                         | 579        | 15,000                        | 7,000                         | 3,000                         | 13,500                        | 80,000                        | 25,000                        | 73,500                        | 22,500                        | 265,447        |
| Cancellation of free shares following the departure of beneficiaries at the end of the 2021 financial year        | 5,334                         | -                             | -          | -                             | -                             | -2,000                        | -                             | -                             | -                             | -                             | -                             | -7,334         |
| Total adjusted number of free shares definitively allocated on 31/12/2022                                         | -17,676                       | -2,358                        | -579       | -5,001                        | -2,334                        | -1,000                        | -                             | -                             | -                             | -                             | -                             | -28,948        |
| Cancellation of free shares following the departure of beneficiaries in financial year 2022                       | -                             | -                             | -          | -                             | -                             | -                             | -                             | -                             | -                             | -                             | -                             | -              |
| <b>TOTAL ADJUSTED NUMBER OF FREE SHARES NOT YET DEFINITELY ALLOCATED AS OF 31/12/2022</b>                         | <b>-</b>                      | <b>-</b>                      | <b>-</b>   | <b>9,999</b>                  | <b>4,666</b>                  | <b>-</b>                      | <b>13,500</b>                 | <b>80,000</b>                 | <b>25,000</b>                 | <b>73,500</b>                 |                               | <b>206,665</b> |
| Total number of free shares granted in 2023                                                                       |                               |                               |            |                               |                               |                               |                               |                               |                               |                               | 22,500                        | 22,500         |
| Cancellation of free shares following the departure of beneficiaries in financial year 2023 or attainment of KPIs |                               |                               |            |                               |                               |                               |                               | -990                          | -309                          | -10,229                       | -278                          | -11,806        |
| Total adjusted number of free shares definitively allocated in 2023                                               |                               |                               |            | -5,000                        | -2,334                        |                               | -4,500                        | -20,020                       | -6,254                        | -16,770                       |                               | -54,878        |
| <b>TOTAL ADJUSTED NUMBER OF FREE SHARES NOT YET DEFINITELY ALLOCATED AS OF 31/12/2023</b>                         | <b>-</b>                      | <b>-</b>                      | <b>-</b>   | <b>4,999</b>                  | <b>2,332</b>                  | <b>-</b>                      | <b>9,000</b>                  | <b>58,990</b>                 | <b>18,437</b>                 | <b>46,501</b>                 | <b>22,222</b>                 | <b>162,481</b> |

The information required on these free share allocations pursuant to Article L. 225-197-4 of the French Commercial Code is provided in the special reports of the Board of Directors to the Annual General Meeting for the years mentioned above, including in the Board of Directors' report at the upcoming General Meeting of 19 June 2024 on the allocation of free shares during the 2022 financial year.

#### Free shares granted to corporate officers under the aforementioned plans

In February 2017, the Board of Directors, pursuant to the authorisation granted by the Combined General Meeting of 15 June 2016, decided to allocate, free of charge, (i) 1,437 shares to Mr Didier Fauque, then Chief Executive Officer (ii) as well as a total number of 21,000 shares to certain employees.

In March 2018, the Board of Directors, pursuant to the authorisation granted by the Combined General Meeting of 15 June 2016, decided to grant 565 free shares to Mr Didier Fauque, then Chief Executive Officer.

The free shares allocated to Mr Didier Fauque, specified above, were definitively allocated to him on 1 January 2021.

None of the free shares granted by the Board of Directors under the plans set up subsequently were granted to a corporate officer of the Company, and were only granted to certain employees.

## 2. Stock options

The General Meetings of 15 June 2016 and 28 June 2017 authorised the Board of Directors to grant to the employees and/or corporate officers, or to some of them, of the Company and/or its affiliated entities, within the meaning of Article L. 225-180 of the French Commercial Code, options giving the right to acquire shares at a determined price.

The Board of Directors, making use of these various authorisations, granted stock options on 22 February 2017, 18 October 2017 and 27 March 2018.

The information required on these stock options pursuant to Article L. 225-184 of the French Commercial Code is provided in the special report of the Board of Directors to the Combined General Meeting of 22 June 2018 on the stock options.

### TABLE-SUMMARY OF STOCK OPTION PLANS OUTSTANDING IN 2023:

|                                                                                        | 2017                       |                            |
|----------------------------------------------------------------------------------------|----------------------------|----------------------------|
|                                                                                        | 1 <sup>st</sup> allocation | 2 <sup>nd</sup> allocation |
| Date authorised by the GM                                                              | 15/06/2016                 | 28/06/2017                 |
| Date of the Board of Directors meeting                                                 | 22/02/2017                 | 18/10/2017                 |
| Total number of stock options granted                                                  | 28,000                     | 2,000                      |
| Expiry date                                                                            | 22/02/2024                 | 18/10/2024                 |
| Initial purchase price (in €)                                                          | €32.84                     | €33.01                     |
| Adjusted purchase price <sup>(1)</sup> (in €)                                          | €32.04                     | €32.20                     |
| Total adjusted number of shares to which stock options give entitlement <sup>(2)</sup> | 22,092                     |                            |
| Total number of options already exercised (or lost) at 31/12/2023                      | 16,451                     | 2,000                      |

(1) Adjustment of the purchase price, in order to take into account the capital increase by incorporation of sums deducted from the "share premium" item, decided by the Board of Directors on 18 July 2018, subject to the authorisation of the Combined General Meeting of 22 June 2018 (the "Capital Increase"). This adjustment results from the following calculation: adjusted purchase price = initial purchase price x (number of SQLI shares before Capital Increase/number of SQLI shares after the Capital Increase).

(2) Adjustment of the number of shares to which the options give right so that the total of the purchase prices remain constant, in order to take into account the capital increase by incorporating the amounts drawn on the item "issue premium", decided by the Board of Directors on 18 July 2018, on the authorisation of the Combined General Meeting of 22 June 2018 ("Capital Increase"). This adjustment results from the following calculation: total adjusted number of shares to which the options give right = total adjusted number of shares to which the options give right x (initial purchase price/adjusted purchase price, rounded to the higher unit).

It should be noted that the purchase options were definitively vested on 1 January 2021 and that the plan will be closed on 28 February 2024.

### 2.1.2.3 Equity ratios and comparative evolution of compensation

In accordance with Article L. 22-10-9 I, paragraph 6, the ratios between the level of compensation of the Chief Executive Officer and the average and median compensation of SQLI SA employees (France scope) as well as their annual evolution of compensation are provided below:

**TABLE 7. EQUITY RATIOS**

| Chief Executive Officer (Philippe Donche-Gay – start of term of office 22/09/2020) | 2021 <sup>(1)</sup> | 2022 <sup>(1)</sup> | 2023  |
|------------------------------------------------------------------------------------|---------------------|---------------------|-------|
| Compensation ratio compared to the average of the Company's employees              | 15.0                | 14.4                | 9.1   |
| Change N/N-1 (in %)                                                                | -3.2%               | -4.1%               | -36%  |
| Compensation ratio compared to the median of the Company's employees               | 16.6                | 16.8                | 10.7  |
| Change N/N-1 (in %)                                                                | -15.4%              | 1.4%                | -36%  |
| Compensation ratio compared to the minimum wage                                    | 37.75               | 36.22               | 22.17 |
| Change N/N-1 (in %)                                                                | -3.1%               | -4.0%               | -39%  |

(1) Ratios calculated for a full year (pro forma).

**TABLE 8. COMPARATIVE EVOLUTION OF THE COMPANY'S COMPENSATION AND PERFORMANCE**

In accordance with Article L. 22-10-9 I, paragraph 7, the annual percentage changes in the Company's performance, the average compensation of employees and the compensation of executives are provided below.

|                                                                                    | 2021/2020 <sup>(1)</sup> | 2022/2021 <sup>(1)</sup> | 2023/2022 |
|------------------------------------------------------------------------------------|--------------------------|--------------------------|-----------|
| Chief Executive Officer (Philippe Donche-Gay – start of term of office 22/09/2020) | 0%                       | 1.4%                     | -36%      |
| Average of the Company's employees                                                 | 3.3%                     | 5.7%                     | 0%        |
| Revenue                                                                            | 5.4%                     | 9.1%                     | 2%        |
| Current margin                                                                     | +83%                     | +64%                     | -4%       |

(1) Ratios calculated for a full year (pro forma).

## 2.1.3 Other information required in the corporate governance report

### 2.1.3.1 Information on capital

#### 1. Capital structure

We remind you that Article 26 of the SQLI Articles of Association grants double voting rights:

- “to all fully paid-up shares that have been registered in the name of the same shareholder for at least three (3) years.
- to the registered shares allocated to a shareholder, in the event of a capital increase by incorporation of reserves, profits or issue premium, due to old shares for which they benefit from this right”.

#### 2. Summary table of delegations valid at 31 December 2023 in the area of capital increases (Article L. 225-37-4, paragraph 3 of the French Commercial Code)

**TABLE 9. SUMMARY TABLE OF DELEGATIONS VALID AT 31/12/2023**

| Date GM      | Resolution No. | Delegation of authority granted to the Board of Directors to...                                                                                                               | Validity period | Maximum nominal amount                           | Used 2023 |
|--------------|----------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|--------------------------------------------------|-----------|
| 23 June 2022 | 17             | Decide on the issue of ordinary shares and securities, with preferential subscription rights for shareholders                                                                 | 26 months       | €2,000,000                                       | No        |
|              | 18             | Decide on the issue of ordinary shares and securities giving access to the share capital, in the event of excess requests                                                     | 26 months       | €2,000,000                                       | No        |
|              | 19             | Decide to grant stock options                                                                                                                                                 | 38 months       | 10% of capital                                   | No        |
|              | 20             | Decide to grant stock options                                                                                                                                                 | 38 months       | 10% of capital                                   | No        |
|              | 21             | Decide to proceed with the allocation of free shares, existing or to be issued, with in the latter case, cancellation of the preferential subscription right                  | 38 months       | 10% of capital                                   | Yes       |
| 28 June 2023 | 14             | Decide to make an offer referred to in Article L. 411-2-1° of the French Monetary and Financial Code                                                                          | 26 months       | €2,000,000                                       | No        |
|              | 15             | Decide on the issue of ordinary shares and securities giving access to the share capital to categories of beneficiaries without preferential subscription rights              | 18 months       | €2,000,000                                       | No        |
|              | 16             | Decide on the issue of ordinary shares and securities giving access to the share capital without preferential subscription rights (L. 22-10-52 of the French Commercial Code) | 26 months       | 10% of the Company's capital per 12-month period | No        |
|              | 17             | Decide on the issue of ordinary shares and securities giving access to the share capital to remunerate contributions in kind without preferential subscription rights         | 26 months       | 10% of capital                                   | No        |

### 2.1.3.2 Elements likely to have an impact in the event of a public offer takeover bid

There are no statutory restrictions on the exercise of voting rights and share transfers or clauses of the agreements referred to in Article L. 233-11 of the French Commercial Code that have been brought to the attention of the Company.

The direct or indirect shareholdings in the capital of SQLI of which the latter is aware appear in paragraph c/ of Title III of the management report.

There are no securities that provide special control rights.

There are no control mechanisms in the employee shareholding system, when the rights of control are not exercised by the latter.

There is no agreement between shareholders of which SQLI is aware that could result in restrictions on the transfer of shares or the exercise of voting rights.

The rules applicable to the appointment and replacement of members of the Board of Directors are those provided for by law.

In terms of amendment of the Articles of Association, Article 28 of the Articles of Association of SQLI provides that “The Extraordinary General Meeting may amend the Articles of Association in all their provisions and notably decide on the transformation of the Company into a company in another form, civil or commercial. However, it may not increase shareholders’ commitments, subject to transactions resulting from a duly carried out reverse stock split.

The Extraordinary General Meeting may validly deliberate only if the shareholders present or represented, or voting by post, hold at least one-quarter of the shares with voting rights on the first notice and, on the second notice, one-fifth of the shares with voting rights. In the absence of this last quorum, the second General Meeting may be extended to a date no later than two months after the date on which it was convened.

The Extraordinary General Meeting rules by a two-thirds majority of the votes held by shareholders present or represented, or voting by post, unless otherwise permitted by law”.

The Board of Directors has been authorised by the General Meeting to carry out certain share issues or buybacks.

This report includes a summary table of the current delegations granted by the General Meeting to the Board of Directors in the area of capital increases, showing the use made of these delegations during the financial year ended 31 December 2023.

The General Meeting did not restrict the Board’s ability to implement the delegation during a takeover bid.

There is no agreement entered into by SQLI that would be modified or terminated in the event of a change of control.

There is no agreement providing for compensation for members of the Board of Directors, should they resign as a result of a takeover or exchange offer.

### 2.1.3.3 Shareholder participation in the General Meeting

SQLI Articles of Association <sup>(1)</sup> do not provide for any specific terms and conditions for participation in General Meetings. General Meetings are held under the conditions provided for by law and the regulations, at the Company’s registered office or at any other place indicated in the notice of meeting.

Any shareholder may participate in General Meetings, in person or by proxy, under the conditions set by law.

Thus, a shareholder may be represented by his or her spouse, his or her civil partner, another shareholder, and any natural or legal person of his or her choice who can hold a mandate under the conditions provided for by law and the regulations.

Any shareholder may vote by post using a form, which they may obtain under the conditions indicated in the General Meeting notice.

In order to facilitate the participation of shareholders in General Meetings, and in accordance with the recommendations of the French Financial Markets Authority (AMF – Autorité des Marchés Financiers), the law and the regulations, the Company publishes all meeting documentation on a dedicated website for at least 21 days before the meeting.

Combined, Ordinary and Extraordinary General Meetings are generally held in June of each year. Attendance at these meetings for the last three years was as follows:

1. Combined General Meeting of 24 June 2021: the shareholders present, represented or having voted by post represented 68.126% of the shares with voting rights and 64.640% of the total number of votes;
2. Combined General Meeting of 23 June 2022: the shareholders present, represented or having voted by post represented 88.632% of the shares with voting rights and 85.739% of the total number of votes;
3. Combined General Meeting of 28 June 2023: the shareholders present, represented or having voted by post represented 90.797% of the shares with voting rights and 90.371% of the total number of votes.

(1) Available at the registered office, at the Clerk of the Commercial Court of Nanterre and on the Company’s website: [www.sqli.com](http://www.sqli.com).

#### 2.1.3.4 Agreement(s) entered into by a Director or significant shareholder of the parent company with a subsidiary

In accordance with Article L. 225-37-4, paragraph 2 of the French Commercial Code, we hereby inform you that the Board of Directors of the Company authorised, at its meeting of 19 April 2022 and pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code, the signing of an agreement called the Master Service Agreement between the Company and Synsion Bidco SAS (the "Agreement"), allowing the Company to benefit from the services and expertise of Synsion Bidco SAS in certain specific areas.

The Agreement was entered into on 19 April 2022 and approved by the Combined General Meeting of 23 June 2022. It was renewed for the 2024 financial year.

The persons or entities with a direct or indirect interest in the conclusion of the Agreement are Synsion Bidco SAS, a shareholder holding more than 10% of the voting rights of the Company and a party to the Agreement.

The main terms and conditions of the Agreement are as follows:

- the Agreement details the various services provided by Synsion Bidco SAS to the Company, namely:
  - assistance in the implementation of external growth projects and in particular:
    - identifying potential targets and networking,
    - project management,
    - structuring and negotiation of transactions,
  - analysis and help with improving:
    - internal reporting systems and procedures,
    - sales procedures and techniques and business strategy,
    - team structure and organisation,
    - internal tax structuring;

- the Agreement is concluded until 31 December 2022 and can be automatically renewed for a period of one calendar year;
- the agreement may be terminated:
  - at any time and without any particular reason, subject to giving three months' notice,
  - in the event of a breach by a party of its contractual obligations which is not remedied within 30 days,
  - in the event of a change of control of one of the parties.

The reasons justifying the benefits of this Agreement are as follows:

- the Agreement allows DBAY Advisors to benefit from its expertise in important areas that can generate growth and/or productivity gains for the Company;
- the conclusion of the Agreement is in this respect in line with the Group's strategy as well as the intentions of DBAY Advisors as described in the prospectus relating to its public offer;
- the proposed price corresponds to the market price for this type of consulting service;
- the maximum amount of services is reasonable in view of the Group's financial capacities;
- the Agreement is of limited duration and preserves the right of the parties to terminate it at any time without penalty. In this context, the Board of Directors approved the signing of the Agreement.





# INFORMATION ON SOCIAL, ENVIRONMENTAL, AND SOCIETAL MATTERS

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## 3.1 PRESENTATION OF THE GROUP AND ITS BUSINESS MODEL

Please refer to Chapter 1 “Presentation of the SQLI Group and its activities” in this 2023 Universal Registration Document and, more specifically:

- the **main resources**: see section 1.3.4 “The Group’s driving forces”;
- the **main activities**: see section 1.3.1 “Activities: European services group dedicated to the digital world”;
- the **main achievements**: see section 1.3.6 “Customer references – Demonstration of SQLI capabilities”;
- the **strategy elements and outlook**: see section 1.3.8 “Main markets and strategies” and section 1.4.4 “Trend information”;
- the **graphic representation of the business model with comments**: see paragraph “Activities: European services group dedicated to the digital world” and in particular Table 3. “The SQLI business model”.

## 3.2 PRESENTATION OF THE GROUP’S CSR STRATEGY

In 2023, to meet the requirements of the CSRD and to anticipate the sustainability report that we will publish for the 2024 financial year, we have initiated work on dual materiality.

To this end, we worked with a consulting firm specialising in sustainable development to thoroughly review our ESG strategy and identify the most important environmental, societal and governance issues for our Company.

### 3.2.1 Identification of CSR issues

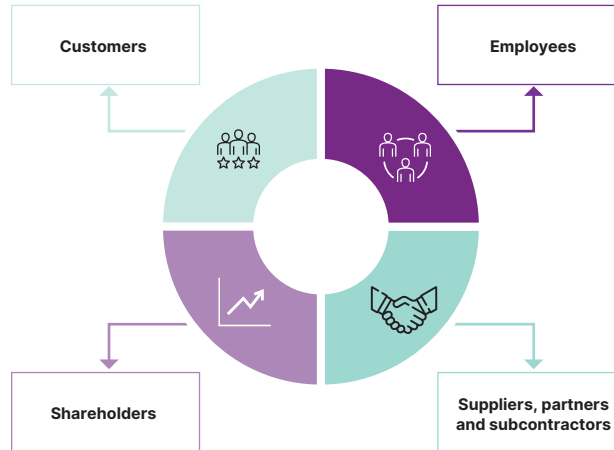
Our current CSR strategy is based on a simple materiality analysis carried out in 2020, the results of which led to the following CSR issues:

| SOCIAL ISSUES                                                                                                                                                                                                            | ETHICS AND GOVERNANCE ISSUES                                                                                                                                                           | ENVIRONMENTAL ISSUES                                                     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|
| <ul style="list-style-type: none"> <li>● Attracting and retaining talent &amp; employee well-being and engagement</li> <li>● Skills development and transformation</li> <li>● Diversity and equal opportunity</li> </ul> | <ul style="list-style-type: none"> <li>▲ Ethics and compliance</li> <li>▲ Operational security including cybersecurity and data protection</li> <li>▲ Customer satisfaction</li> </ul> | <ul style="list-style-type: none"> <li>◆ Environmental impact</li> </ul> |

The fight against tax evasion was the subject of an internal assessment and was not considered to be a topic carrying material risks. It does not therefore justify expanding upon in this report as a main CSR risk.

### 3.2.2 Rating of priority CSR issues

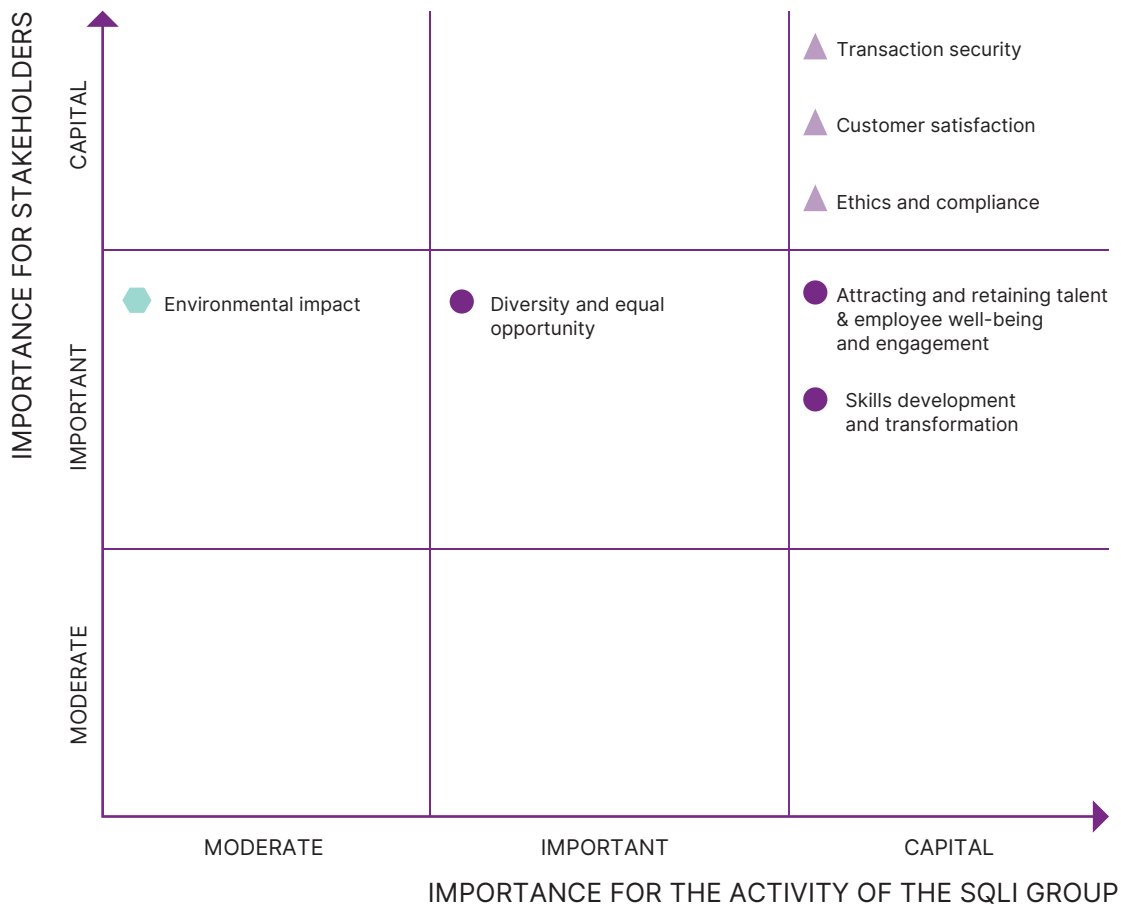
SQLI then ranked each of the issues according to its importance for the Group (x-axis) and its stakeholders (y-axis). The SQLI Group's stakeholders include:



03

The materiality matrix presented below highlights the actions on which the SQLI Group must focus as a priority.

**CSR MATERIALITY MATRIX**



As part of this materiality analysis, SQLI has prioritised the seven CSR issues summarised below:

| Issue category               | Field of activity                                                      | Description of the issue                                                                                                                                                                       | Management of the issue                                            |
|------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>Social</b>                | ● Attracting and retaining talent & employee well-being and engagement | <ul style="list-style-type: none"> <li>Retention of key know-how and skills</li> <li>Attractiveness and recruitment of new talent</li> </ul>                                                   | Human Resources Department/Legal Department (Code of Conduct)      |
| <b>Social</b>                | ● Skills development and transformation                                | <ul style="list-style-type: none"> <li>The Group's ability to train its employees in the needs of customers and new business lines related to changes in technologies and practices</li> </ul> | Human Resources Department                                         |
| <b>Social</b>                | ● Diversity and equal opportunity                                      | <ul style="list-style-type: none"> <li>Prevention of all forms of discrimination</li> </ul>                                                                                                    | Human Resources Department/Legal Department (Code of Conduct)      |
| <b>Ethics and governance</b> | ▲ Ethics and compliance                                                | <ul style="list-style-type: none"> <li>Compliance with the laws and regulations governing the Group's activities in the jurisdictions in which it operates</li> </ul>                          | Legal Department                                                   |
| <b>Ethics and governance</b> | ▲ Transaction security                                                 | <ul style="list-style-type: none"> <li>Compliance with personal data protection rules</li> </ul>                                                                                               | Legal Department/Department of Information Systems Security (DISS) |
| <b>Ethics and governance</b> | ▲ Customer satisfaction                                                | <ul style="list-style-type: none"> <li>Balance between the proposed service and customer requirements</li> <li>Compliance with contractual obligations</li> </ul>                              | Marketing Department<br>Sales Department                           |
| <b>Environment</b>           | ● Environmental impact                                                 | <ul style="list-style-type: none"> <li>Limiting CO2 emissions during business travel by the Group's employees</li> <li>Reduction of energy consumption within the Group</li> </ul>             | General services<br>Finance Department                             |

### 3.2.3 Action plans and indicators associated with CSR issues

#### ● SOCIAL ISSUES

| Issues                                                                                                                                                               | Policies/action plans                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Key indicators                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | Scope                                                                                                                                                                                                                            | Page  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|
| <b>Attracting and retaining talent &amp; employee well-being and engagement</b><br> | <ul style="list-style-type: none"> <li>• Group recruitment policy</li> <li>• Implementation of a Group recruitment tool</li> <li>• Co-optation campaign</li> <li>• Remote working</li> <li>• HR Team Leader</li> <li>• Deployment of the HR cycle</li> <li>• New payroll software</li> <li>• Payment of wages</li> <li>• Implementation of the OSCAR tool</li> <li>• Prevention of psychosocial risks</li> <li>• Occupational health and safety training</li> <li>• Code of Conduct</li> <li>• Events at the sites</li> <li>• Relocation to higher-quality sites</li> </ul> | <ul style="list-style-type: none"> <li>• Number of hires</li> <li>• Number of hires by gender</li> <li>• Number of hires by type of contract</li> <li>• % of hires from the co-optation system</li> <li>• % of employees who had an APR (annual performance review)</li> <li>• Voluntary turnover</li> <li>• Absenteeism rate</li> <li>• Workplace accident severity rate</li> <li>• Workplace accident frequency rate</li> <li>• % of employees working from home</li> </ul>                                                                                                                                                                                                                          | <b>Group</b>                                                                                                                                                                                                                     | p. 76 |
| <b>Skills development and transformation</b><br>                                  | <ul style="list-style-type: none"> <li>• Training plan</li> <li>• Training in line with the Group's guidelines</li> <li>• Partnerships with training professionals</li> <li>• E-learning for customised and on-demand training</li> <li>• Training of local managers</li> <li>• Internal training</li> <li>• Cybersecurity training</li> </ul>                                                                                                                                                                                                                              | <ul style="list-style-type: none"> <li>• Number of training hours</li> <li>• Number of e-learning training hours</li> <li>• Number of training hours per employee</li> <li>• % of employees trained via e-learning</li> <li>• Number of certifications obtained</li> <li>• Distribution of training per field</li> </ul>                                                                                                                                                                                                                                                                                                                                                                               | <b>Group</b>                                                                                                                                                                                                                     | p. 78 |
| <b>Diversity and equal opportunity</b><br>                                        | <ul style="list-style-type: none"> <li>• Support for the United Nations Global Compact</li> <li>• Training of young people in the Company's professions</li> <li>• Communication and awareness-raising on the topic of disability</li> <li>• Gender equality</li> <li>• Code of Conduct</li> <li>• Solidarity actions</li> <li>• Skills-based sponsorship</li> </ul>                                                                                                                                                                                                        | <ul style="list-style-type: none"> <li>• Number of employees by gender</li> <li>• Number of employees by age</li> <li>• Employment rate among seniors</li> <li>• Number of employees by seniority</li> <li>• Number of employees by professional category</li> <li>• % of women in management positions</li> <li>• % of women in management bodies</li> <li>• Number of part-time employees</li> <li>• Number of employees by type of contract</li> <li>• Number of employees with a disability</li> <li>• Employment rate of employees with disability</li> <li>• Number of interns</li> <li>• Number of work-study students</li> <li>• Comparison of the average salary for men and women</li> </ul> | <b>Group</b><br><b>Group</b><br><b>Group</b><br><b>Group</b><br><b>Group</b><br><b>France</b><br><b>France</b><br><b>Group</b><br><b>Group</b><br><b>France</b><br><b>France</b><br><b>Group</b><br><b>Group</b><br><b>Group</b> | p. 80 |

## ▲ ETHICS AND GOVERNANCE ISSUES

[illegible]

| Issues                                                                                                           | Policies/action plans                                                                                                       | Key indicators                                                                                         | Scope        | Page  |
|------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|--------------|-------|
| <b>Environmental impact</b><br> | <ul style="list-style-type: none"> <li>Support for the United Nations Global Compact</li> </ul>                             | <ul style="list-style-type: none"> <li>Electricity consumption</li> </ul>                              | <b>Group</b> | p. 91 |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Adherence to the Responsible Digital Charter</li> </ul>                              | <ul style="list-style-type: none"> <li>Average annual electricity consumption per employee</li> </ul>  | <b>Group</b> |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Web quality</li> </ul>                                                               | <ul style="list-style-type: none"> <li>Paper consumption in kg</li> </ul>                              | <b>Group</b> |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Digital sobriety offer</li> </ul>                                                    | <ul style="list-style-type: none"> <li>% of eco-responsible certified paper purchased in kg</li> </ul> | <b>Group</b> |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Applying accessibility rules for inclusive services</li> </ul>                       | <ul style="list-style-type: none"> <li>Quantity of paper purchased per employee</li> </ul>             | <b>Group</b> |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Establishment of best practices</li> </ul>                                           | <ul style="list-style-type: none"> <li>Carbon footprint scopes 1, 2 and 3</li> </ul>                   | <b>Group</b> |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Waste management</li> </ul>                                                          |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Supplier CSR assessment</li> </ul>                                                   |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Responsible purchasing</li> </ul>                                                    |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Virtualisation of servers, recycling of IT equipment and print cartridges</li> </ul> |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>New premises policy</li> </ul>                                                       |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Fleet policy</li> </ul>                                                              |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Stakeholder awareness</li> </ul>                                                     |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Actions taken to promote biodiversity</li> </ul>                                     |                                                                                                        |              |       |
|                                                                                                                  | <ul style="list-style-type: none"> <li>Carbon footprint</li> </ul>                                                          |                                                                                                        |              |       |

## 3.3 COMMITMENT TO THE UNITED NATIONS

### 3.3.1 Support for the United Nations Global Compact

#### WE SUPPORT



The SQLI Group is a signatory of the United Nations Global Compact and supports the ten principles of the Global Compact concerning human rights, international labour standards, environmental protection and the fight against corruption. As part of its support for the Global Compact, the SQLI Group is also committed to promoting these principles to its stakeholders.

### 3.3.2 Contribution to the United Nations Sustainable Development Goals (SDGs)



#### SQLI SUPPORTS THE SDGS

The Sustainable Development Goals (SDGs) correspond to the seventeen global goals adopted by the United Nations General Assembly that States are committed to achieving by 2030. The SDGs define global priorities and aspirations for sustainable development to eradicate poverty, protect the planet and ensure prosperity for all.

The SQLI Group contributes to the United Nations SDGs through the policies and action plans it implements in terms of sustainable development and corporate responsibility.

With regard to the Group's activities, the following SDGs have been selected:

| Issues                         | Contribution to the SDGs |  |  |  |  |
|--------------------------------|--------------------------|--|--|--|--|
| ● Social issues                |                          |  |  |  |  |
| ▲ Ethics and governance issues |                          |  |  |  |  |
| ● Environmental issues         |                          |  |  |  |  |

## 3.4 EXTERNAL CSR RECOGNITION

The commitments and actions implemented by the SQLI Group in terms of sustainable development and corporate responsibility are recognised via various external validations.

### ECOVADIS



The SQLI Group's CSR strategy is assessed each year by ECOVADIS, an independent non-financial rating agency. ECOVADIS specialises in assessing CSR performance on four themes (social, environment, business ethics, responsible purchasing).

In 2023, the SQLI Group obtained a score of 66/100 (compared to 62/100 in 2022), thus positioning itself at the level of the 9% of the companies best rated by ECOVADIS in the "IT programming, consulting and related activities" business sector.

### ETHIFINANCE ESG RATING



EthiFinance ESGRatings assesses companies according to a set of criteria grouped under four pillars: Environment, Social, Governance and External Stakeholders (ESG – PPE).

As part of the 2023 Gaïa rating, the SQLI Group obtained a score of 64/100 (new scoring grid).

### PROVIGIS



In 2023, SQLI (France) obtained "Silver Responsible Supplier" certification from PROVIGIS, a supplier compliance specialist. It maintained its "Bronze Responsible Purchaser" certification, attesting to the commitment of SQLI (France) to responsible purchasing.

## 3.5 SOCIAL ISSUES

### 3.5.1 Attracting and retaining talent & employee well-being and engagement



#### Description of the issue

The attractiveness and retention of talent in the digital sector are crucial issues, shaping the competitiveness of companies in a constantly changing landscape. In this dynamic field, highly skilled professionals are essential resources, and attracting and retaining these talents is becoming a strategic imperative.

The growing demand for digital skills creates strong competition among companies to attract the best talent. The SQLI Group is thus exposed to the scarcity of available human resources and to the risk of recruitment of its best potential by its competitors or its own customers.

Talent retention is just as crucial as attraction. The SQLI Group must therefore create conditions favourable to professional development, promote a balance between professional and personal life, and value the contribution of employees. Under these conditions, the risk of encountering difficulties in terms of recruitment and retention may exist.

In order to mitigate the risk of departures, particularly of key employees, the SQLI Group may be forced to grant salary increases that are not immediately reflected in its

pricing, which could adversely affect the Group's future financial performance. In addition, the lack of investment in the quality of life at work and in the transmission of the Company's values can be the cause of a disengagement, a lack of motivation or even a significant number of departures of employees to competitors.

The ability of the SQLI Group to grow over the coming years and to respond positively to the demands of its customers therefore also depends on its ability to attract, recruit, motivate and retain experts and talent.

Therefore, in order to meet these challenges, the SQLI Group must be able to do the following:

- attract the best Digital professionals and retain talent;
- provide an environment that promotes quality of life at work and protects the health and safety of employees;
- enable all employees to develop in a stimulating environment, with continuous learning opportunities and a culture of innovation.



#### Existing policies and actions carried out during the year

*As part of the policies and actions carried out in terms of attracting and retaining talent, and employee well-being and engagement, the SQLI Group contributes to the following SDGs: 3 (Good health and well-being) and 8 (Decent work and economic growth).*

#### Group recruitment policy

The SQLI Group implements a recruitment policy based on a consolidated Recruitment Plan and a selective recruitment policy, based on technical and language tests and HR interviews focused on candidates' inter-personal skills.

As part of the integration of new hires, the SQLI Group regularly organises an induction seminar combining information and presentation of the Group, local information, meetings with managers and cohesion actions. These seminars are held either face-to-face or remotely. The SQLI Group also appoints a mentor in charge of facilitating the integration of the new employee on a daily basis.

#### Implementation of a group recruitment tool

In 2023, the SQLI Group set up a group recruitment tool. Attractiveness, selection and the monitoring of our recruitment activity are major issues when it comes to enabling SQLI to achieve its growth objectives for the

coming years. It was therefore necessary to have a single tool for all Group entities in order to replace the six tools previously used. This new tool, Smartrecruiters, makes it possible to standardise certain processes while taking into account the specificities of each country, to improve the Group's employer brand through an optimised candidate experience and finally to reduce costs and processing time, so that recruiters can focus on higher value-added tasks.

#### Co-optation campaign

In order to attract new talents, the SQLI Group has set up a co-optation system in three of the Group's areas (France, International and Morocco). Thus, for any co-optation carried out by an SQLI employee, the latter receives a bonus. This practice not only attracts new talent but also helps to retain employees already hired. In order to meet the challenge of recruiting our experts, the co-optation bonuses vary according to the type of profiles recommended, thus making it possible to specifically target profiles in areas where there is a shortage. The SQLI Group also organises co-optation challenges, on a seasonal basis and for certain profiles, thus rewarding the strongest contributors to co-optation.

In 2023, 10% of Morocco's recruitments were carried out via the co-optation system. A communication campaign is maintained throughout the year to promote this recruitment lever.

## Remote working

In order to enable its employees to find the right balance between personal and professional life while meeting the expectations of our customers, all entities of the SQLI Group allow their employees to work remotely, in accordance with the Teleworking Charter and taking into account the specificities of local operations.

## HR team leader

In order to be more attentive to employees and better meet their expectations, SQLI promotes close relations. We thus created in 2020, within our companies located in France, Switzerland, Belgium, Spain, the United Kingdom and Morocco, the role of HR Team Leader, responsible for ensuring the career development of the eight employees he/she monitors on average, along with the conditions of the assignment and their integration within the Group. The HR Team Leader also provides a solid link between management and employees. The SQLI Group has also created an e-learning certification course on managerial practices and the role of the HR Team Leader, to which each HRTL has access.

In 2023, in Morocco, we created a monthly ritual of a meeting between HR and the community of HRTLs: MeetUp.

Morocco also launched, in March, an "HRTL Impact" Cycle, in five modules, with certificates of participation in the training cycle, certificate presentation ceremonies as a way of expressing gratitude, and recognition in order to maintain the motivation of our HRTL community.

## Deployment of the HR cycle

The HR cycle is a transparent and fair career support cycle based on performance, potential and compensation. It consists of three highlights: the Annual Performance Review, the People Review and the Salary Review. Each year, the employees carry out an annual performance review (APR) with their manager or HR Team Leader. This annual performance review is a key practice in the management of human resources at the SQLI Group. It makes it possible to take stock of the work accomplished, set new objectives, and better understand the expectations and difficulties encountered by employees.

91.1% of Group employees completed an APR in 2023.

## New payroll software

As part of its internal digital transformation, following SQLI SA (France) in 2022, in 2023 SQLI Morocco deployed a new payroll and personnel management software to improve the daily lives of its employees (more ergonomic software, simplified processes, digitisation and transmission of pay slips in 2023 to all SQLI Morocco employees).

## Payment of wages

Since December 2022, in order to improve employee motivation and satisfaction and to align with best practices, salaries are paid at the end of the month throughout the SQLI Group.

## Implementation of the OSCAR tool

In 2023, SQLI (France) deployed a new internal tool "OSCAR" on all the sites of SQLI SA (France). The tool helps with career management and employee skills management; it was previously only deployed at the Lyon site. It provides information about employees' career paths and current assignments, and enables searches of profiles based on the skills and certifications acquired. It also centralises exchanges with managers and HRTLs, and information on career opportunities.

## Prevention of psychosocial risks

Actions to improve working conditions, the introduction of remote working and the local monitoring carried out by the HR Team Leaders contribute to the prevention of psychosocial risks and the improvement of well-being at work.

Some countries such as the Netherlands, Belgium or Switzerland offer, *via* external partners, systems allowing employees the possibility of talking to someone, to discuss their personal or professional issues, without SQLI being informed.

In addition, in order to anticipate and therefore prevent psychosocial risks, Sweden, the Netherlands, Germany, Belgium and Switzerland send regular satisfaction surveys to their employees *via* dedicated tools, in order to get a sense of how staff are feeling and be able to intervene quickly and in a targeted manner when sources of dissatisfaction are raised by the teams.

SQLI SA regularly monitors psychosocial risks through the implementation of various measures. For example, employees can add a "smiley" representing their monthly state of mind to their monthly activity report. They also have the option, in the comment box of their report, to address the topics of their choice.

In addition, the SQLI UES (Economic and Social Unit) has a Health, Safety and Working Conditions Committee (CSSCT), whose mission is to contribute to the protection of the physical and mental health and safety of workers as well as to improving working conditions and ensuring compliance with legislative and regulatory requirements in these areas. In France, 32 first-aiders, 27 evacuation leaders and 19 employees were trained in fire awareness in 2023.

In 2023, SQLI Morocco set up an Occupational Health and Safety Committee at each of its sites. Its objective is to carry out actions leading to the improvement of working conditions and the prevention of psychosocial risks and the improvement of well-being at work.

In Morocco, the occupational health service manages the organisation of awareness-raising and training sessions on various topics related to psychosocial risks for all employees such as:

- Pink October (Breast cancer);
- male diseases prostate cancer (November);
- first aid, firefighters and MSDs;
- design and distribution of a special "MSDs" leaflet for the benefit of all employees.

In addition, following the earthquake that struck Morocco on 8 September 2023, a listening and psychological support unit was set up for all employees in Morocco. For one month, occupational physicians and psychologists supported employees who were directly or indirectly affected by this natural disaster.

### Workplace health and safety training

In Morocco, 20 volunteer employees received training on health and safety at work, as first aiders.

Training is also planned on safe evacuation in the event of a fire ("Serre file – Guide file"). The aim of this training is to reinforce employees' knowledge and teach good practice in the area of occupational health and safety.

In France, 32 first-aiders, 27 evacuation leaders and 19 employees were trained in fire awareness in 2023.

### Code of Conduct

Every employee has the right to respect for his or her fundamental rights, in particular those relating to the dignity of the human person and to protection against all forms of

violence, harassment or discrimination. The SQLI Group is committed to ensuring that the professional environment is free from any harassment, and in particular from any intimidation, any sexual advances, threats and any acts of violence. These principles are expressly reiterated in the SQLI Code of Conduct, which came into force at the beginning of 2021 and was communicated to all Group employees and is referred to in each internal regulation of the Group's entities.

### Moving to higher quality sites with concierge and sports area

The entities of the SQLI Group often move, to improve the well-being of employees. The Bordeaux site and the head office in Levallois-Perret, for example, moved in 2023. The sites chosen are high-quality and pleasant so that employees feel comfortable there and can enjoy optimal working conditions.

The Levallois-Perret site offers employees a concierge service (alterations, dry cleaning, car wash, etc.) and a sports area with lessons at attractive prices.

## Key indicators

- In 2023, 574 new people were hired in the SQLI Group. These new hires included 165 women and 409 men, with 87.3% on permanent contracts (**Table 1**, **Table 2** and **Table 3**).
- In 2023, as in the previous year, 11.5% of employees recruited were hired *via* the co-optation system put in place, for all recruitment within the SQLI Group (**Table 4**).
- In 2023, 91.1% of SQLI Group employees completed an APR (**Table 5**).
- Voluntary turnover for the SQLI Group was 13.8% in 2023 (**Table 6**).
- The absenteeism rate for the SQLI SA entity (France) was 3.7% in 2023 (**Table 7**).
- The accident severity and frequency rates were 0 and 0 for the SQLI SA entity (France) in 2023 (**Table 8** and **Table 9**).
- On average, in 2023, within the Group, 94.9% of employees used remote working, an increase of 8 points compared to 2022 (**Table 10**).



## 2024 ambitions

- Continued development of our employer brand (internal and external) within the Group.
- Continue support to enable the Group recruitment tool deployed in mid-2023 to be learned and used.
- In the Netherlands, developing the employer brand *via* school partnerships.
- Allow all countries in the international scope to measure the satisfaction of their employees and the "Employee Net Promoter Score" (eNPS) through the implementation of a tool. Regular measurement of satisfaction help launch timely initiatives to retain our talent.

## 3.5.2 Skills development and transformation



### Description of the issue

The SQLI Group has the responsibility and the desire to permanently support its employees and provide them with the skills essential for the digital transformation, enabling them to remain pioneers in the adoption and integration of new technologies.

The development of employees' skills helps to boost their motivation and versatility. It also allows them to better visualise career advancement opportunities. The benefits related to the development and transformation of skills are:

- increase employee productivity;
- improve retention rate;

- achieve performance targets faster;
- develop a strong employer brand.

Thus, given the transformation of the Group's customers' businesses and the evolution in terms of digitalisation, the

training and adaptation of employees' skills to new jobs require major attention.

The SQLI Group must therefore be able to develop and align the skills of its employees in order to meet the current and latent expectations of its customers.



### Existing policies and actions carried out during the year

*As part of the policies and actions carried out in terms of skills development and transformation, the SQLI Group contributes to the following SDG: 4 (Quality education).*

#### Training plan

The implementation of a training policy adapted to the strategy and development of the Company often makes it possible to bring flexibility, innovation and performance to the teams. It makes it possible to anticipate training needs and align them with the Group's strategy.

It is in this spirit that in each entity of the SQLI Group, annual training plans are carried out.

Training and certification plans are identified by training planning adapted to the overall strategy of the SQLI Group, the specificities of each entity in terms of skills development and business needs. This planning makes it possible to identify, prioritise and budget training needs in business skills and soft skills, and certification. Once this training plan has been approved, it is rolled out internally following planning with managers, involved in all training and certification actions. Quarterly monitoring is carried out using management and performance indicators, and there is an annual review.

The SQLI Group thus provides employees with appropriate training plans, courses, lessons and real technical certifications to consolidate their theoretical knowledge. The training plan is defined every year by all operational entities and the Human Resources Department, and presented to the Social and Economic Committee. It enables managers and HR contacts to plan and monitor the training actions approved, with employees during annual performance reviews (APRs).

The SQLI Group attaches crucial importance to the continuous development of the skills of its teams. Every year the Group invests a significant amount in the training and certification of these employees.

#### Training in line with the Group's guidelines

The SQLI Group's investments in training are primarily in line with the Group's strategic orientations, enabling employees to adapt to the transformation of their customers' businesses and digital evolution. The training programmes devised out are first and foremost based on the Group's training policy guidelines.

The SQLI Group attaches particular importance to the certification of its employees, a guarantee of recognition of its expertise both internally and with customers and

publisher partners. Thus, in 2023, 268 certifications were obtained by the employees of the SQLI Group.

Each year, the Group identifies new business opportunities for which investments in training and/or certification are made. In 2023, Morocco invested in Salesforce and Commerce Tools certifications.

#### Partnerships with training professionals

The SQLI Group has set up partnerships with external training organisations in order to offer its employees a wide and diversified offering corresponding to the Group's expectations and business lines. More specifically, in France, SQLI SA (France) collaborates with the company ASTON INSTITUT, the SQLI Group training organisation with a catalogue of more than 400 training courses. These training courses, potentially leading to certification, may be professional training, technical training, behavioural training or foreign language training.

#### E-learning for customised and on-demand training

The SQLI Group is continuing its momentum with regard to the development of employees' skills and careers, and invested in early 2023 in a new JUNO JOURNEY e-learning training platform. All in-house training already on the former Coop Academy platform has been integrated into Juno Journey; the new platform provides unlimited access to training content by offering a range of topics:

- technical topics (security, computer languages, etc.);
- behavioural skills (public speaking, stress management, etc.).

Employees can choose from 100,000 training courses in English and 8,000 in French.

#### Training of local managers

The SQLI Group launched a training programme for local managers (HR Team Leaders and managers) in order to strengthen their managerial skills in project management and employee supervision. This training is available as e-learning via the "Juno Journey" platform. During the lockdown periods of the pandemic, local managers were trained in remote management and psychosocial risks, which remain important with the use of teleworking in all SQLI Group entities.

In Morocco, the SQLI training academy has referenced training organisations that have designed customised training courses. One of these is the HRTL Impact Cycle, which is provided to all HRTLs via five two-day training modules, which lead to a Certificate of Achievement.

### Internal training

Internal training sessions are also regularly given to operational and commercial managers by the various departments (Sales, Finance, Legal, HR, etc.).

In addition, the SQLI Group created an internal training catalogue. This catalogue provides access to numerous training courses in accordance with SQLI working methods and its business lines while promoting the skills of employees. These training courses can be easily delivered remotely, allowing employees of different agencies to meet, discuss and share their knowledge on common business themes.

### Key indicators

- In 2023, SQLI Group employees completed a total of 66,728 hours of training, including 25,108 hours of e-learning training (**Table 11** and **Table 12**).
- The average number of training hours per employee in 2023 was 36.5 for the SQLI Group (**Table 13**).
- 30.27% of employees of the SQLI Group were trained via e-learning in 2023 (**Table 14**).
- In 2023, 268 certifications were obtained by employees of the SQLI Group (**Table 15**).
- Like 2022, in 2023 the training completed by employees was mainly technical or certification training (**Table 16**).

### 2024 ambitions

For 2024, the SQLI Group wishes to implement the following actions:

- intensify training cycles for the benefit of Middle Management;
- enhance the catalogue of internal training courses;
- step up the process of obtaining certifications;
- set up training for internal trainers;
- continue training on cybersecurity.

In Morocco, the E-Challenge academy is held every year. This is a training course for PFE trainees who join SQLI. It is provided over an average of six weeks, depending on the technology, from 1 March. It makes it possible to promote internal expertise, capitalise on skills and transfer them to a new generation of SQLI employees.

### Cybersecurity training

Employees are regularly trained in cybersecurity issues. Every month, they are invited by e-mail to complete an online awareness course on an IT security theme: phishing, SPAM, ransomware, passwords, information protection, physical security, etc.

## 3.5.3 Diversity and equal opportunity

### Description of the issue

The SQLI Group is convinced that diversity in the Company is a source of performance development, and has always paid great attention to carrying out its mission in compliance with the principles of non-discrimination, particularly in terms of hiring, promotion and professional training. Indeed, diversity and inclusion offer a significant competitive advantage to the SQLI Group, enabling it to foster an environment where

innovative ideas flourish, where multiple perspectives fuel creativity and where performance is enhanced.

The SQLI Group is particularly vigilant to prevent any form of discrimination by promoting the professional integration of people with disabilities, professional equality between women and men and the professional integration of young people.

### Existing policies and actions carried out during the year

*As part of the policies and actions carried out in terms of diversity and equal opportunity, the SQLI Group contributes to the following SDGs: 5 (Gender equality) and 10 (Reduced inequalities).*

principles relating to human rights and international labour standards (respect for freedom of association and the right to collective bargaining, elimination of all forms of forced labour, effective abolition of child labour, elimination of all forms of discrimination in employment).

### Support for the United Nations Global Compact

The SQLI Group is a signatory of the United Nations Global Compact. As part of its membership, the SQLI Group supports the ten principles of the Global Compact, in particular the

### Training of young people in the Company's professions

The SQLI Group participates in the training of young students in the Company's various business lines. In 2023, the SQLI Group welcomed 68 interns, 82 apprentices and 19 people

on professional training contracts to its French agencies, and 140 interns in Morocco. SQLI SA (France) is also involved in the training of young people through the development of partnerships with schools and participation in schools fairs and forums (e.g. INSA Toulouse, Télécom Saint-Étienne, EPITECH, INSA Lyon, Gobelins, ESIGELEC).

### Communication and awareness-raising on the topic of disability

As part of its actions to promote the professional integration of people with disabilities, SQLI (France) does not hesitate to use ESATs and EAs (institutions and services to help people through work, and companies employing disabled people) in order to entrust them with the provision of services such as the purchase of office supplies, providing ready meals, and buffets for meetings and events.

In addition, since 2019, the SQLI Group has been involved in the European Week for the Employment of People with Disabilities. Each year, a dedicated communication and awareness-raising plan is rolled out at Group level. It is also a week when the SQLI Group reiterates its policy of non-discrimination in hiring as well as all job offers to be filled.

In 2023, the SQLI Group launched a week-long "escape game" with topics relating to disability and the integration of disabled workers. Then, an event was held at each of the Group's sites. 22 SQLI employees from the four corners of the Group competed in the Fall Guys game. The game, made more difficult by the imposition of handicaps, was much discussed. The REBIRD team (disabled e-sport team) was also present.

The objective of the SQLI Group is to enable employees to better understand the various disabilities as well as the possible adaptations of workstations in order to promote the integration of people with disabilities. The SQLI Group individually supports every employee with a disability, so that they can be as efficient as possible in their jobs.

SQLI (Group) has 20 employees with disabilities.

### Gender equality

As part of its policy in favour of professional equality between women and men, the SQLI Group actively strives to increase the number of women in its workforce and undertakes to:

- guarantee an equivalent entry-level salary for men and women, based solely on the level of training, experience and skills required for the position;
- ensure equal pay for men and women for the same work or work of equal value during periodic salary reviews.

The HRBPs (Human Resources Business Partners) are responsible for following the guidelines defined in this context by the Group. The HR Department checks compliance with these guidelines every year at the time of the Salary Review.

Since 2019, the gender equality index of the SQLI SA entity (France) has been measured. By way of illustration: 94/100 in 2021 and 2022 and 93/100 in 2023.

Spain has, with the help of a specialised agency, set up an Equality Plan aimed at analysing gender equality in the workplace using various indicators. On the basis of this analysis, various action plans are proposed in order to achieve this equality. This plan is approved by the authorities and must be renewed every two years.

In Sweden, it is hoped that the Equal Pay Survey will help reduce the gender pay gap.

### Code of Conduct

The SQLI Group promotes diversity and undertakes not to practise any discrimination and to respect all legislative provisions that combat discrimination. It seeks to offer equal opportunities and fair treatment, regardless of social, cultural, ethnic or national origins, religious or other convictions, caste, marital status, possible state of pregnancy, sexual orientation, disability, age and trade union membership. These principles are expressly reiterated in the SQLI Code of Conduct, which came into force at the beginning of 2021, was communicated to all Group employees and referred to in each of the Group's entities' internal regulations.

### Solidarity actions

- **PINK OCTOBER:** As in previous years, the SQLI Group wanted to set up a new philanthropic action in 2023 involving the solidarity of its employees. Thus, for the 30<sup>th</sup> edition of Pink October, all countries in the international scope mobilised around the charity challenge organised by the Group. The challenge consisted of each employee taking a selfie with a pink accessory and posting it on the Pink October Yammer page. For each selfie published, SQLI donated €10 to Institut Curie. The participation of employees and SQLI raised €1,350 for Institut Curie.
- **BIBIAN MENTEL FOUNDATION:** SQLI NETHERLANDS committed to a skills sponsorship involving a three-day sprint event and the Bibian Mentel Foundation. "Equal opportunities for all people with physical disabilities". This was the dream of the charity's founder, Bibian Mentel, a Paralympic snowboarder. The mission of the charity is to help anyone with a disability involving a physical challenge to make the most of themselves. This involves quality support and a "positive mentality" but also providing participants with the right prosthesis or orthosis.
- **JOOD:** In partnership with the Moroccan charity Jood, SQLI committed financial support of €50,000 to 18 families in Douar Tizi Ouadou affected by the earthquake of 8 September 2023. This donation helped build 18 prefabricated housing units and enabled 80 people to find a temporary home. The keys were handed over in January 2024 in the presence of the CEO of the SQLI Group and the management team of SQLI Morocco. These 18 prefabricated housing units are not only temporary shelters. Once the houses in the village have been definitively rebuilt, the prefabricated units will be transformed into tourist housing, giving a new dynamic to the local economy.

## Skills-based sponsorship

SQLI is resolutely committed to skills-based sponsorship by aligning technical expertise and social aspirations.

- **SHARE AI:** For the third year running, SQLI has committed to Microsoft's sponsorship programme for social entrepreneurs. This programme aims to contribute to the development of projects for associations, impact start-ups and companies in the social and charitable economy. As part of this programme, SQLI offered its skills to the NetCarbon association in 2023. The latter makes satellite carbon measurement accessible to all, providing the necessary response in the fight against global warming. Governance and tech sponsorship of the implementation of AI models for satellite map analysis.
- **SHARE IT:** This solidarity programme by the NGO Ashoka supports social entrepreneurs in their digital projects. In 2023, SQLI continues to support the various programmes run by Share IT.
- **PROJECTS:** SQLI counts associations among its clients and offers them intervention days and services.
  - We have been working closely for many years with the Society for the Protection of Animals (SPA). Our teams contribute their expertise to develop and maintain the association's central digital tool, thus helping to support the animal cause.

## Key indicators

- In 2023, 679 women and 1,435 men made up the SQLI Group (**Table 17**).
- In 2023, 60.7% of the Group's employees were between 25 and 40 years old and 51.7% had been with the Company for between two and 20 years (**Table 19**, **Table 29** and **Table 30**).
- In 2023, the employment rate of older people (45 years and over) within the Group was 24.1% of the total workforce (**Table 18**).
- In 2023, 78% of SQLI Group's employees were managers (**Table 20**).
- In 2023, 44% of women held management positions (excluding the Board of Directors) within the SQLI SA entity (France) and women accounted for 38% of the Board of Directors of the SQLI SA entity (France) (**Table 21** and **Table 22**).
- 95.8% of SQLI Group employees have a permanent employment contract and 4.2% are part-time (**Table 23** and **Table 24**).
- In 2023, SQLI Group had 20 employees with disabilities, which represents an employment rate of 2% (**Table 25** and **Table 26**).
- In 2023, SQLI Group had 235 interns and 56 work-study students (apprentices/people on professional training contracts) (**Table 27** and **Table 28**).

In 2023 there were 2,026 employees on a permanent employment contract in SQLI Group, including 650 women and 1,376 men, and 88 employees, including 29 women and 59 men, on a fixed-term employment contract.

## 2024 ambitions

- For 2024, SQLI Group aims to continue and to expand its initiatives in the area of diversity and equal opportunities. To do this, SQLI Group wants to:
  - renew participation in European Disability Employment Week (EDEW);
  - continue to develop purchases from sectors which support and employ disabled people;
- establish partnerships with charities and community groups to promote the direct employment of people with disabilities;
- continue to communicate and implement specific actions in relation to Women's Rights Day.

## 3.6 ETHICS AND GOVERNANCE ISSUES

### 3.6.1 Ethics and compliance



#### Description of the issue

Transparency and ethics are key values of the SQLI Group. In the event of a breach by one of its employees, corporate officers or suppliers, the Group could be exposed to legal risks (criminal or administrative sanctions, liability). The Group's reputation or image could also suffer in the event of such an incident. It is therefore fundamental for the SQLI

Group to ensure that all of its practices comply with the main ethical principles, particularly with regard to the fight against corruption, human rights and the protection of the environment. As SQLI is an international group, it must have strong governance and solid ethical principles.



#### Existing policies and actions carried out during the year

*As part of its ethics and governance policies and actions, the SQLI Group contributes to the following SDGs: 4 (Quality education), 8 (Decent work and economic growth) and 16 (Peace, justice and strong institutions).*

#### Support for the United Nations Global Compact

The SQLI Group is a signatory of the United Nations Global Compact. As part of its membership, the SQLI Group supports the ten principles of the Global Compact, in particular the principle relating to the fight against corruption.

#### Risk mapping

During 2020, the SQLI Group carried out a mapping of risks related to corruption. The mapping was presented and validated by the Audit and Risk Committee and the Board of Directors in September 2020.

#### The Group Legal Department, a player in the Group's compliance

The Group's Legal Department is responsible for deploying and ensuring compliance with the Group's major ethical principles, as set out in the Code of Conduct that came into force in 2021.

#### SQLI Code of Conduct

The SQLI Group invites each of its employees, corporate officers and all of its business partners to take action against corruption in all its forms, including extortion and bribery. In order to protect itself against any risk of corruption, the SQLI Group has adopted a Code of Conduct. This Code contains a set of measures relating in particular to the prevention of corruption, insider trading and conflicts of interest. The SQLI Code of Conduct validated by the Board of Directors and the Group Audit Committee, after consultation and a favourable opinion from the staff representative bodies, entered into force in France in early 2021. This Code is appended to the rules of procedure of all Group entities and published on its corporate website ([www.sqli.com](http://www.sqli.com)). A communication was sent to employees to inform them of the entry into force of the Code of Conduct.

#### Ethics Committee

In early 2021, the SQLI Group set up an Ethics Committee, responsible for ensuring compliance with the requirements of the SQLI Code of Conduct and monitoring the exemplary nature of employees. The Ethics Committee is also the contact person for employees for any questions relating to the interpretation of the provisions of the Code of Conduct or related to its application but also to report any behaviour that would be contrary to the rules laid down by the Code. Employees, and also any occasional external employee or third party, can send their questions, requests or reports to the Ethics Committee at the following e-mail address: [ethics@sqli.com](mailto:ethics@sqli.com). The Ethics Committee is composed of three permanent members: the Chief Executive Officer (who may be replaced by the Deputy Chief Executive Officer in charge of Finance), the Group Director of Human Resources and the Group General Counsel. In the event of a conflict of interest with one of these members, an alternate may be appointed by a majority of the three permanent members of the Committee. The Committee's operations are governed by rules of procedure published on the Group's corporate website.

#### Gifts and invitations policy

At the end of 2020, SQLI SA (France) drafted and implemented a practical guide on gifts and invitations for its employees. The purpose of this guide is to make employees aware of the risks of corruption and influence peddling related to gifts and invitations and to advise them on best practices to adopt in their professional relationships. This policy was updated in 2022 in order to specify the maximum authorised thresholds for gifts and invitations. The policy is made available to employees on the Legal SharePoint.

SQLI SA (France) has also revised its "expense report" procedure in order to include a section relating to the rules to be respected in terms of gifts.

#### SQLI contract templates

The SQLI Group's contract templates include a clause relating to ethics, sustainable development and the fight against corruption and refer to the SQLI Code of Conduct.

As part of its customer contract models, SQLI and its customer thus certify that they have not committed an act of corruption and undertake to implement the necessary means to prevent any act or behaviour of this nature.

As part of its subcontracting contracts, the SQLI Group requires its subcontractors to comply with the laws and regulations applicable to the fight against fraud and corruption as well as the SQLI Code of Conduct and to take all reasonable measures to prevent any act of this nature. The SQLI Group reserves the right to carry out audits of its subcontractors, it being specified that any breach by the subcontractor authorises SQLI to immediately terminate the contractual relationship.

### **Changes in the Purchasing policy**

In December 2021, SQLI SA (France) rolled out a new Purchasing policy in France. As part of this policy, SQLI SA (France) now systematically requires its new suppliers, prior to any collaboration, to comply with and sign its Code of Conduct, its GDPR conditions, a confidentiality agreement as well as complete a CSR questionnaire (including social, environmental, ethics and business aspects) *via* its purchasing platform.

In addition, as part of its duty of care obligation, SQLI SA (France) verifies that each supplier communicates to it, prior to any commercial relationship and then at the required deadlines, all the mandatory legal documents (k-bis extract, URSSAF certificate, list of foreign employees) *via* its "Provisis" platform. The supplier thus obtains the "Certified Supplier" label.

### **Compliance training**

Two training sessions were carried out by the Group Legal Department in 2021 on the theme of compliance: "All players in the fight against corruption" and "The Code of Conduct: everyone's responsibility, everyone's commitment". The first training course ("All players in the fight against corruption") was intended for the people most exposed to the risk of corruption (agency managers, heads of sales, salespeople, HR Director, human resources managers, purchasing managers and head of general services) in order to raise their awareness of compliance issues and enable them to better understand the specific risks related to corruption. The purpose of the second training was to present to employees the Code of Conduct, the Ethics Committee and the whistleblowing procedure put in place. These training courses were initially provided in France and then rolled out within the Group's entities. These training courses are also made available to all employees on the Group Legal Department's intranet (podcast). A Compliance tab has also been created on the Group Legal Department's intranet site in order to provide all Group employees with the best possible support on a daily basis. Finally, throughout 2021, a series of fun videos on the theme of compliance ("One day corruption, always anti-corruption") was distributed to employees in France in order to raise their awareness of the risks of corruption (gifts and invitations, code of conduct, assessment of third parties, whistleblowers, risk mapping, conflicts of interest). These videos are also available in replay on Legal SharePoint.

### **Prevention of insider trading**

In early 2020, the SQLI Group implemented an insider trading prevention policy. In this context, the SQLI Group informed each recipient of insider information of its inclusion on the list of insiders (permanent and occasional), made available to the AMF. The schedule of blackout periods attached to the said letter was communicated to all insiders and published on the Group's institutional website in the investors section ([www.sqli.com](http://www.sqli.com)).

### **Review of the rules of procedure of the Board of Directors**

The rules of procedure of the Board of Directors of SQLI SA (France) were reviewed and adopted by the Board of Directors during the month of May 2020. The purpose of the amendments made to the rules of procedure is to comply with the recommendations of the Middelnext Code and to remind the directors of their obligations in particular in terms of loyalty, non-competition, disclosure, possession of inside information and due diligence. The rules of procedure of the Board of Directors have been published on the Group's corporate website in the Investors section ([www.sqli.com](http://www.sqli.com)).

### **Delegation of powers and responsibilities**

All delegations of powers and responsibilities now contain a specific clause on the prevention of corruption and money laundering. Under the terms of this clause, each delegate undertakes to ensure compliance with the applicable law and best practices in the fight against corruption and money laundering, and in doing so to ensure compliance with the SQLI Code of Conduct.

### **Corporate governance**

In 2023, the Board of Directors of SQLI (France) was composed of eight members, including three women, and a non-voting member appointed by the Board of Directors on 8 July 2022. Since November 2022, the Board of Directors no longer has a Director representing employees. The decision not to appoint a Director representing employees, taken in November 2022, was confirmed by the newly elected Social and Economic Committee of the SQLI Economic and Social Unit in November 2023.

The Board of Directors met five times in 2023.

### **Appointments, Compensation and CSR Committee (ACC)**

At its meeting of 18 February 2022, the Board of Directors extended the powers of the Appointments and Compensation Committee, by assigning it responsibilities in terms of corporate social responsibility ("CSR"), in accordance with recommendation No. 7 of the Middelnext Corporate Governance Code. As part of its CSR component, this Committee:

- reviews and gives an opinion on the Group's strategy in terms of social and environmental responsibility and the implementation of projects related to this strategy;
- formulates CSR proposals with regard to the challenges specific to the Group's activity and objectives, particularly in terms of well-being at work, diversity and the environment, and reviews the commitments made by the Group in this area;
- reviews the annual non-financial performance statement.

SQLI Group's ESG strategy was presented to the Board of Directors on 25 May 2023.



## Key indicators

- No act of corruption has been identified or brought to the attention of the Group since its creation (**Table 31**).
- To date, no incident has been reported *via* the whistleblowing procedure put in place (**Table 32**).
- In 2023, SQLI SA (France) recorded an attendance rate of 90% at the meetings of the Board of Directors (**Table 33**).



## 2024 ambitions

As part of its fight against corruption, the SQLI Group intends to:

- strengthen third-party gifts and hospitality policies;
- review its code of conduct with regard to draft European regulations and directives and in particular its whistleblowing systems within the Group;
- improve the availability of documents and information in force within the legal sharepoint;
- carry out awareness-raising actions for all employees and new hires;

- implement compliance audits of the Group's subsidiaries.

Strengthen the internal supplier selection process and implement this process with SQLI Morocco suppliers, after an initial step completed in 2023, with a reduction in their number and moving to contracts with SQLI standards, the ambitions for 2024 include in-depth work on costs.

As for corporate governance, SQLI SA (France) is committed to maintaining the attendance of its members at Board meetings.

## 3.6.2 Transaction security

### 3.6.2.1 Cybersecurity



#### Description of the issue

Cyber attacks targeting the Group's systems, and security breaches, both internally and on our customers' sites, may result in the loss of confidential information, particularly in sensitive areas such as financial transactions or payroll data management. These incidents represent a high risk in terms of financial penalties and can seriously compromise our image, and the confidence of our customers in the Group.

Due to the nature of our business, we are subject to strict national and international regulations. Any leak, whether intentional or accidental, of data belonging to our customers or third parties, could engage the Group's legal liability. Despite our efforts to mitigate the negative consequences, any non-compliance with security standards exposes the Group to significant risks, both financial and reputational, in the area of cybersecurity.



#### Existing policies and actions carried out during the year

*The various operational security policies and actions cover the following SDGs: 16 (Peace, justice and strong institutions) and 4 (Quality education).*

#### SQLI Group Department of Information Systems Security (DISS)

Security and customer data protection issues are major issues for the SQLI Group. In order to avoid any security breach, or in the event of an incident, to immediately implement the necessary actions, the SQLI Group has a DISS. The DISS has a role in supporting the security of the Group and its projects (including in the context of the implementation of security measures in line with the regulations on personal data), awareness-raising, advice, and monitoring of the implementation of standards and action plans in this area and the management of security incidents.

As part of its various missions, the DISS implements the following actions: control of the Company's internet access, control of Wi-Fi access, data backup and restoration, implementation of secure tools to deal with IT attacks (secure messaging, secure printing, intrusion prevention probes, implementation of vulnerability scans – in France, Switzerland, deployment in progress in Morocco – etc.), managing security incidents, raising employee awareness of IT security, introduction of an EDR system, keeping IT equipment up to date *via* Tanium, deployment of an IDS/IPS (intrusion detection and prevention system) on the SQLI (France) information system, MFA (multi-factor authentication), implementation of a secure password manager for certain sensitive projects, client cybersecurity audits, managing and carrying out internal security/compliance audits. In 2023, security and compliance audits as well as risk analyses were carried out by the DISS in the following agencies: the ISC Morocco (Rabat), the Pessac establishment and the SQLI head office (Levallois-Perret), and the corresponding remediation plans were implemented (ISO 27001/2/5).

### Safety Committee (COSEC)

The SQLI Group continues to organise COSEC Committees. These Committees facilitate coordination and cooperation to ensure the security of the Group's information systems. Its main objectives are to communicate and ensure the application of the PGSSI (General Information Systems Security Policy), participate in the development of security guidelines and rules, taking into account ISS events and exceptions, discussing topics impacting information security, monitoring and verifying the management of integrated security in projects, monitoring the ISMS (Information Security Management System) action plan, presenting security indicators, security incidents and associated feedback. The COSEC Committee is composed of the DISS, Group IT, the IS manager, and the IT Morocco, IT ASTON and IT Switzerland. This Committee meets monthly.

### ISO 27001 certification



As part of the Group's development strategy, General Management, the DIS (Director of Information Security) and Cybersecurity Management took action from January 2021 onwards to obtain ISO 27001 certification. The SQLI Pessac (Bordeaux) and Levallois-Perret establishments were the first Group establishments to be ISO 27001 certified for the year 2021-2022; this certification was renewed for 2023 and 2024. The ISO 27001 certification, issued by AFNOR Certification, officially recognises the commitment and actions implemented by SQLI SA (France) in terms of cybersecurity on its production and support activities (Levallois-Perret and Bordeaux scope). By obtaining the ISO 27001 certification, SQLI SA (France) has been officially identified as a trusted partner for the management of customer data. Maximum guarantee, the certification attests the confidentiality and traceability of the elements entrusted, as well as the implementation of the means necessary to protect against any possible cyberattacks.

In accordance with the process for ISO 27001 certification, SQLI SA (France) has rolled out a new standard for securing desktops. The objectives of this new standard are to respond to customers' demands in terms of data protection, protect the information assets by reducing the attack surface and sustaining the information network by standardising the configuration of all work stations. As part of the expansion of the ISO scope, SQLI wants to add the Toulouse site and main projects by 2025.

### Security policies

The information security policy is an essential part of our Company, embedded in our unwavering commitment to the protection of sensitive data. Our ISO 27001-certified safety management system is the foundation on which this policy is based.

- **Committed Governance:** management is actively involved in information security, ensuring adequate allocation of resources and setting clear objectives to maintain compliance and continuous progress.

- **Risk Assessment and Management:** regular assessments identify threats and enable early action to reduce risks.
- **Sensitive Policies and Procedures:** our information security guidelines are precise, accessible to all and rigorously enforced by all staff.
- **Awareness and Training:** regular programmes raise awareness and train our team, creating an internal culture aware of safety issues.
- **Monitoring and Continuous Improvement:** continuous monitoring of our systems aims to identify areas for improvement to strengthen our security.

This proactive approach, certified ISO 27001, demonstrates our strong desire to place information security at the heart of our Company. It consolidates the trust of our partners and customers, and demonstrates our commitment to maintaining high and impeccable safety standards.

### Raising awareness of cybersecurity issues

As part of its awareness-raising actions, the DISS set up an "E-learning" awareness-raising platform in 2019 with the aim of reminding employees of best practices in IT security. Every month, employees are invited by e-mail to complete an online awareness-raising programme on the following topics: phishing, SPAM, ransomware, passwords, information protection, physical security, etc. The tool set up was enhanced in 2020 with a new feature since it now includes automated reporting to managers, allowing the monitoring of employee participation and follow-up by their manager if the e-learning module has not been completed.

### Safety insurance plan

SQLI SA (France)'s critical suppliers and subcontractors (which have an impact on SQLI's information system) must also comply with the requirements of SQLI's SIP (Safety Insurance Plan). Each SIP completed and communicated by the critical supplier/subcontractor is also subject to, prior to any collaboration, validation by one of SQLI's DISS based on the SQLI SIP. If the supplier/subcontractor cannot provide sufficient guarantee of the security terms, they cannot be listed with the SQLI Group.

SIPs are also set up with SQLI customers. The SIP describes all of the specific provisions that SQLI undertakes to implement in order to guarantee compliance with the client's security requirements, within the framework of the execution of the contract. In particular, it defines the organisation put in place, the methodology followed to manage the security of the service as defined in the contract as well as the technical and organisational measures implemented.

### Charter for the use of IT resources

In order to ensure the security of its information system, in 2018, SQLI SA (France) implemented, in its French agencies, a charter governing the use of IT resources that strictly governs the use of IT resources and means of communication made available to employees, corporate officers and service providers. The SQLI SA (France) subcontracting contract templates now include a clause requiring subcontractors to comply with the Charter for the use of IT resources, it being specified that any violation of the charter authorises SQLI to proceed with immediate termination of the contractual relationship. This charter was also rolled out in Switzerland and Spain.



### 2024 ambitions

For 2024, the SQLI Group aims to implement the following actions:

- update the general policy of system security;
- roll out a workstation security pack (encryption of workstations, review of the access rights matrix on the IS, updating of workstation tightening, etc.) internationally;
- update and test the business continuity plan for the ISMS scope;
- update and deploy the Charter for the use of IT resources within SQLI Morocco and internationally;

### Cybersecurity insurance

The SQLI Group has taken out liability insurance on its own behalf and that of its subsidiaries for the risks of cybersecurity which aims to cover all claims related to an IT breach or breach of personal data confidentiality. Under this insurance policy, a team is made available to the SQLI Group 24 hours a day, seven days a week in the event of cybersecurity-related incidents. This Cybersecurity insurance policy was renewed for the 2024 financial year.

- perform intrusion tests on the Group's information system, the information system of the SQLI Pessac establishment and the Pessac physical site;
- implement a project management process for IS internal security by design;
- continue to audit sensitive suppliers and subcontractors;
- obtain the 27001 certification for SQLI Morocco by 2024;
- complete the transfer the SQLI Morocco servers to the SQLI data centre at its Levallois-Perret premises,

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## 3.6.2.2 Protection of Personal Data



### Description of the issue

The main purpose of the General Data Protection Regulation ("GDPR"), which came into force on 25 May 2018, is to empower companies in the management of personal data ("Personal Data"). The GDPR has therefore imposed new obligations on companies that handle and process this Personal Data.

In France, the GDPR reinforces the applicable national regulations and more particularly the French law No. 78-17 of 6 January 1978 relating to data processing, files and freedoms as amended; together the "applicable Regulations".

The Group's activities require SQLI to collect and process Personal Data on a daily basis, whether as part of the management of commercial relationships with customers, partners and service providers, or the management of human resources.

The protection of personal data is therefore a central issue for the Group in order to guarantee respect for the privacy and data security of its employees and customers.



### Existing policies and actions carried out during the year

In 2023, the Group renewed its ambitions by redefining its Data Protection governance ("Governance").

#### Launch of the "Global Data Protection Programme"

- "Responsible and secure management of personal data"

On 30 October 2023, SQLI announced to employees the launch of the Global Data Protection Programme (the "Programme") within all Group entities in France and abroad.

The objective is to meet both regulatory and commercial challenges and make SQLI a leading player in the data protection market.

The first step of this Programme is to restructure and update our procedures and best practices within SQLI. The Programme's guidelines are set by the Group's Legal Department.

The Group's employees were all invited to four (4) presentation webinars – two (2) in French and two (2) in English on 9 and 16 November 2023 in order to inform and mobilise them on the issues for SQLI and give them the means to act.

The second step is to strengthen the specific documentation in order to obtain the validation of the Binding Company Rules ("BCR") by the National Commission for Data Protection (CNIL).

### The "Privacy" network within the Group

In order to guarantee the perfect implementation of its Governance and the Programme, SQLI has redesigned its existing GDPR Committee. The GDPR Committee, which was mainly composed of department managers in France, has been remodelled and extended to international entities.

In 2023, SQLI set up a real network of "Privacy" relays in order to meet the requirements and issues determined by SQLI within the Programme.

The role and missions of the Privacy network – and therefore of each of the relays or Privacy Champions comprising it – are in particular to (i.) ensure the implementation of the Group's policies and procedures, (ii.) streamline the transmission and reporting of information within the Group, (iii.) guarantee the compliance of each entity with data protection commitments (e.g. the proper keeping of the record of processing activities or execution of data protection agreements), (iv.) issue alerts about risks.

The Privacy network, coordinated by the Group Legal Department, is made up of 23 Privacy Champions spread across "Privacy NetFranceFrance" and "Privacy Network International".

### Privacy Network France ("PNF")

The NFP is composed of the 12 key representatives ("Privacy Champions") of the Corporate and France departments, in particular (i.) Legal Department; (ii.) DSI, (iii.) SI, (iv.) HR Director, (v.) Purchasing Department, (vi.) General Services, (vii.) Communications Department, (viii.) DISS, (ix.) Delivery, (x.) Sales.

The first PNF was held on 30 November 2023 and was intended to present the tasks to be carried out in order to make the Programme a success.

The NFP will be held once every quarter and will be an opportunity to assess the degree of maturity, ease and understanding of the issues, procedures and indicators.

### Privacy Network International ("PNI")

The PNI is composed of eleven (11) representatives of the eight (8) Group entities located outside France.

While the ambition of the NIP is identical to that of the NFP in the review, implementation and monitoring of the Programme, its specificity is based on ensuring that Group procedures are in line with applicable local regulations.

The first PNI was held on 13 December 2023. It will meet once every quarter and will be an opportunity to assess the degree of maturity, ease and understanding of the issues, procedures and indicators.

### Information for the persons concerned

As part of the Programme and Governance, SQLI renews its commitments relating to the information of the persons concerned by the processing of Personal Data that it carries out in the conduct of its activities. This renewal is reflected in the updating of its documentation and records (relations with third parties) and, more generally, its policies and procedures (policies and procedures).

### Relations with third parties

Since the implementation, in 2022, of the ADEQUACY solution to ensure processing records are kept, SQLI has consolidated and updated its records when it acts as Data Controller.

Its Subcontractor records have also been supplemented and updated on the basis of the data protection agreements signed with its customers.

In order to guarantee SQLI's compliance with its obligations under the GDPR in particular, SQLI has rolled out new data protection agreement ("DPA") models:

#### (i.) Data protection agreements – SQLI, data controller

- SQLI imposes this DPA model on its service providers and suppliers processing Personal Data in its name and on its behalf, which reinforces their obligations, particularly with regard to respect for
- SQLI instructions, the notification of Personal Data breaches, transfers of Personal Data to countries that do not provide an adequate level of protection and the corresponding technical and organisational measures.

#### (ii.) Data protection agreements – SQLI, subcontractor

- As part of its relationships with its customers, SQLI offers this DPA model in accordance with Articles 28 and 30 of the GDPR. By guaranteeing compliance with the obligations arising from the GDPR, SQLI also monitors the flows of Personal Data of the customers for which it provides services and thus maintains the completeness of corresponding records.

### Policies and procedures

Governance draws on a document base which began to be strengthened in 2023.

SQLI is reforming its policies and procedures and more specifically (i.) the confidentiality policy for employees, (ii.) the confidentiality policy for customers, (iii.) the confidentiality policy for service providers and suppliers, (iv.) the confidentiality policy for website visitors, (v.) the procedure for managing personal data breaches, (vi.) the retention periods matrix, (vii.) the procedure for managing requests from people exercising their rights in the area of personal data, (viii.) the procedure for carrying out impact assessments.

### SQLI Privacy

In parallel with the launch of the Programme, the Group's Legal Department launched a new SharePoint entitled "SQLI PRIVACY".

SQLI PRIVACY aims to:

- remind (or bring people's attention to) the key and fundamental principles relating to the protection of Personal Data;
- inform employees about their rights under the GDPR, and also their duties as specified in the Group's various policies and procedures, in particular the internal regulations and the Code of Conduct;

- provide documentation and useful information to be used in customer or service provider relationships;
- disseminate the rules applicable in the event of Personal Data breaches, whether they occur when SQLI is the data controller or subcontractor.

### Agora AFCDP

In 2021, SQLI SA (France) joined the AFCDP (French Association of Personal Data protection Correspondents) Agora. This association brings together all persons interested

in protecting personal data. The purpose of the AFCDP is to promote and develop a discussion on the status of DPOs, to promote consultation with companies and public authorities on all the questions raised by the DPO's status or missions, and to monitor issues relating to the status and missions of the DPOs, etc. The AFCDP offers its members conferences, seminars, publications, the drafting and distribution of standard documents, analyses, notes, the organisation of task forces and working groups.

### Indicators

- Requests to exercise rights: two
  - One – SQLI SA (France),
  - One – SQLI Ltd (UK) ;
- Personal Data Breaches resulting in legal proceedings: zero (Table 35).

### 2024 ambitions

#### Governance consolidation

The actions undertaken in 2023 will materialise in 2024 with a uniform “Personal Data Protection” documentation common to all Group entities, particularly with regard to personal data processing policies and the assessment of subcontractors and suppliers working with or on behalf of SQLI.

#### BCR objective

As of the end of the second quarter of 2024, SQLI continues to manage the change and its Programme by initiating the second stage consisting of consolidating the documentation in line with the requirements specific to the approval of BCRs by the French Data Protection Authority (the Commission Nationale Informatique et Libertés, “CNIL”) and the European Data Protection Board (“EDPB”); together the “Supervisory Authorities”.

To this end, SQLI will put in place (i.) an intragroup agreement making the BCRs binding for all Group entities participating in the Programme and (ii.) a service agreement linking the BCRs to the contracts concluded with SQLI clients in the scope of the provision of services.

Discussions with the supervisory authorities should continue until 2025.

#### Communication and Awareness Plan

SQLI is strengthening its Communication and Awareness Programme in 2024. This includes a dedicated communication

on the occasion of Privacy Day and the implementation of cookies when creating a website for our customers. It also involves webinars on the employee confidentiality policy and employees’ “personal data protection” commitments, the procedure for managing data breaches and the best practices to adopt when the people concerned request the exercise their data rights.

#### Internal audit

SQLI is enhancing its internal compliance audit policy in the area of personal data protection and management on the basis of the commitments made within the policies and procedures subject to the Governance.

These commitments will be translated into indicators included in the compliance control Procedure. The said Procedure will be reviewed annually as from its effective date.

#### International network of data protection professionals

Already a member of the AFCDP (French association of personal data protection correspondents), SQLI will extend its international network in 2024 and will join the IAPP (International Association of Privacy Professionals). The IAPP is recognised as the largest international community of data protection professionals. This membership will enable SQLI to monitor legislative developments and the strategic outlook of the market by region, *i.e.* Europe, United States, Asia-Pacific.

## 3.6.3 Customer satisfaction

### Description of the issue

Customer satisfaction is a key concern for the SQLI Group.

Failure to match the Group's service offering with the requirements of its customers, or new customers in the event of external growth, would constitute a risk of losing part of its customer base which would in turn result in a loss of revenue.

As part of the Group's activity is carried out on a fixed-price basis, this type of commitment also involves a share of risk (obligation of result to the customer).

The dissatisfaction of a customer in the event of a breach by the Group, or a company acquired as part of an external growth programme, with its contractual obligations, may give rise to possible legal action for compensation for the damage suffered.

Customer dissatisfaction can also result in a risk to the Group's image and can call into question customers' trust.

It is therefore essential for the SQLI Group to ensure that its service offering meets the expectations of its customers and contributes to creating value.

In the event of a health crisis such as the Covid-19 pandemic, it is essential for the Group to be adaptable and efficient in order to ensure the continuity of services and the respect of contractual commitments to customers, while preserving the protection and safety of employees.



## Existing policies and actions carried out during the year

### End-to-end approach

Dedicated to the digital experience and omnichannel commerce, the SQLI Group is the regular partner of major European brands. In order to best serve the needs of its customers and support them most effectively in the design and implementation of their digital ecosystem, the SQLI Group adopts an end-to-end approach that consists of defining, designing, building, and maintaining these environments. SQLI can rely on its ecosystem of partners to build effective and sustainable multi-channel solutions: Acquia, Akeneo, BigCommerce, CommerceTools, ContentSquare, Octopia, Algolia, Planet, Salesforce, SAP CX, Sitecore, Microsoft, Spryker, Vtex, Ibexa, Izberg etc. SQLI joined the top 15\* agencies dedicated to the digital experience in Europe (\*medium-sized agencies; Source: Forrester).

### Satisfaction surveys

In order to measure the satisfaction of its customers and as part of its policy of on-going improvement, the SQLI Group introduced, from 2018, annual satisfaction surveys, enabling targeted actions to be defined and implemented. As part of its 2023 satisfaction survey, the SQLI Group approached 873 contacts at its clients in France, Switzerland, Belgium, Germany, the Netherlands, the United Kingdom and Sweden. 48% of them responded to the survey.

### Training of sales representative

#### In SQLI offerings

In order to improve the presentation of offerings to customers and prospects, SQLI SA (France) regularly organises webinars for its sales representatives. Thus, in 2023, employees had the opportunity to participate in Publishers Solutions Webinars and "Brown Bag lunches", the objective of which is to allow employees of a market line to present one or more offerings to employees of other departments. 30 webinars lasting 1.5-2 hours each took place in 2023.

Every Friday morning SQLI International runs presentations on the Editor, SQLI Services Offering and Customer References for its sales and managerial community. In 2023, 35 webinars were held and all SQLI entities were invited to these presentations. The objective of these sessions is both to share customer cases and service offerings with sales representatives and to promote the sharing of information between all SQLI players.

#### In the improvement of sales techniques

During the sales seminars at the beginning of the year and in September, the sales teams receive a day and a half of training provided by external service providers to increase sales performance. In France, in 2023, sales representatives worked on improving sales efficiency with an external service provider, and on how to engage another service provider with a value proposition.



## Indicator

- In 2023, SQLI obtained an NPS of 52 (compared with 45 in 2022). This score exceeds the average NPS in the "IT services" sector, which stands at 33 (Source: *CustomerGauge's 2018 NPS® & CX Benchmarks Report*). The percentage of promoters is 56% at Group level, an increase compared to 2022 (53.4%). 96.5% of customers

who responded to the satisfaction survey give the SQLI entities (France, Switzerland, Belgium, Germany, the Netherlands, the United Kingdom and Sweden) a score between 7 and 10/10 compared to 91.9% in 2022, an increase of 4.6 points (**Table 35**).



## 2024 ambitions

- The SQLI Group plans to continue the actions undertaken to ensure the highest possible level of satisfaction for its customers and fully meet their business/profession challenges.
- In 2024, SQLI (International) will continue to train its sales and management teams in SQLI services and explaining software solutions, as well as presenting customer cases through webinars.

## 3.7 ENVIRONMENTAL ISSUES

### 3.7.1 Environmental impact



#### Description of the issue

The SQLI Group has identified the following risks: non-compliance with a commitment to responsible and inclusive digital technology, greenhouse gas emissions related to employee travel as part of their duties and electricity consumption within the Group.

In addition, as the majority of the Group's entities are located in Europe, European environmental directives apply, particularly concerning emissions reduction, waste management and the energy efficiency of buildings. Compliance with the various regulations is therefore an important point, as any non-compliance could impact the image of the SQLI Group.



#### Existing policies and actions carried out during the year

*Through its environmental policies and actions, the SQLI Group covers the following SDGs: 9 (Industry, innovation and infrastructure), 12 (Responsible consumption and production), 13 (Climate action) and 17 (Partnerships for the goals).*

- implementing eco-design principles;
- respecting the privacy of users in accordance with the GDPR;
- since 2023, SQLI has benefited from an Opquast delegation that allows it to manage the certification process internally.

#### Adherence to the Responsible Digital Charter

In November 2022, SQLI signed up to the Responsible Digital Charter. The charter summarises the commitments made by its signatories in terms of responsible digital technology. By adhering to the charter, SQLI confirms that it is acting to:

- limit the impact of digital tools on the environment, society and the economy;
- make digital services accessible to all;
- encourage ethical and responsible digital practices;
- promote the emergence of new behaviours and values;
- make digital technology measurable and reasonable.

#### Web quality

Quality assurance is a major issue in our digital experience industry. First digital services group to partner with Opquast and number 1 in France in terms of number of people certified: since 2017, SQLI has certified 217 employees in web quality. In 2024, SQLI expects to extend the programme to its Moroccan service centres. The extended partnership with Opquast testifies to the SQLI Group's desire to certify employees at scale in this essential skill, regardless of their business line and their location. This approach directly serves digital projects and is a guarantee of success for customers keen to achieve their objectives.

Guaranteeing web quality involves:

- improving the security of digital services;
- applying accessibility rules for inclusive services;

#### Digital sobriety offer

In recent years, the SQLI Group has set up a working group to support its customers on these emerging issues.

SQLI SA (France) has developed a new "Digital sobriety" offer which includes the following components:

- awareness: collaborative workshops, conferences;
- digital sobriety audit: assessment of the environmental impact of a company's digital activities and determination of actions to reduce its footprint;
- sustainable digital strategy: support for companies in their CSR strategy and establishment of a digital roadmap to achieve the sustainable objectives set;
- circular Design Thinking: support for companies in the design of new products, services and models taking into account the principles of the circular economy;
- sustainable digital design and lifecycle management: assisting companies to integrate sustainable and responsible practices into their digital activities.

Through its projects, SQLI supports its customers for the benefit of the circular economy and responsible digital technology:

1. SQLI SA (France) launched INDRA's new GoodbyeCar platform (SUEZ and Renault);
2. For a major player in the aeronautics sector, SQLI SA (France) has developed an internal marketplace that promotes the donation of production assets between the Company's entities;

3. SQLI SA (France) facilitated eco-design workshops for a large aeronautics group.

### Application of accessibility rules for inclusive services

The approach followed is based on all the criteria of the RGAA and the methodology of the OAA (organisation for the improvement of accessibility) game, an official methodology promoted by the French government (DesignGouv). The RGAA method verifies the compliance of a web page with the 50 criteria of the international standard WCAG 2.2. To check compliance, SQLI uses a matrix that lists and checks 106 compliance criteria.

An accessibility expert monitors the various phases and carries out checks on the basis of the criteria mentioned during the various phases. Various tools are used to check the quality of developments and conduct audits (Tanaguru webext RGAA4, RGAA assistant, WebAIM, APD/AU).

### Establishment of best practices

As was the case in 2021 and 2022, the SQLI Group calculated its carbon footprint in 2023, enabling it to categorise the significance of its various sources of greenhouse gas emissions.

These include measures to limit the printing of documents, reduce energy consumption and waste (e.g. automatic switching off of lights in the evening, installation of lights with motion sensors in certain Group premises, installation of time lights in certain Group premises, implementation of a system for electronic signature of contracts to limit paper consumption, distribution of mugs to employees to replace cups) or business travel (priority recourse to procedures such as videoconferences). In addition, during the redevelopment of premises, the SQLI Group does not hesitate to distribute its old furniture, which it no longer uses, to its other agencies. Lastly, the SQLI Group favours buildings located in the heart of the city to encourage its employees to use public transport when travelling and commuting.

### Waste management

The Group also encourages employees to sort their waste. Thus, in 2019, SQLI SA (France) entered into a partnership with GreenOffice, which specialises in waste management, to set up a selective sorting system at the Levallois-Perret premises. This waste management system has been in effect since December 2019. From this date, the individual employee waste baskets were replaced on each floor by collective sorting bins. A selective sorting system has also been set up at the Bordeaux agency.

Regarding IT waste, we have a procedure for disposing of equipment.

Any equipment that leaves SQLI must comply with the aforementioned procedure and we go through external companies for data laundering and/or equipment recycling.

Each of its actions gives rise to a destruction report or a recycling certificate from the companies used.

### Supplier CSR assessment

Since December 2021, new suppliers of the SQLI SA (France) entity have been subject, prior to any collaboration, to a CSR assessment *via* an internal questionnaire to be completed on the SQLI SA (France) purchasing platform. Suppliers are assessed on various aspects (social, environmental, ethics and business) and obtain a score at the end of the questionnaire enabling SQLI (France) to assess their CSR performance. If the supplier does not validate the entire questionnaire, the purchasing process cannot be continued.

### Responsible purchasing

As part of its CSR approach, the SQLI Group favours responsible purchasing:

- 81.8% of the paper bought by Group companies in 2023 was eco-friendly (paper produced using sustainable and environmentally-friendly methods);
- SQLI SA (France) uses a “Just in Time” supplier for the fruit baskets that it provides to its employees. The fruits provided are organic and seasonal in order to respect the health of employees and the environment, and also from short supply chains to support local producers and offer them fair remuneration;
- SQLI SA (France) also provides its employees with a coffee machine at the Levallois-Perret premises, whose coffee beans come from the organic sector. The coffee grounds are then recovered and recycled to be used as compost and enrich the soils of fields, parks and gardens;
- in 2022, SQLI SA (France) replaced its water fountains with fountains which use less energy;
- in the course of 2022, SQLI SA (France) replaced its old photocopiers with more environmentally-friendly ones;
- order of office supplies and flocked SQLI goodies for recruitment and college fairs from AFLPH (ESAT), from a charity that helps disabled people find work. These supplies are made from recycled or biodegradable materials;
- when the head office moved to Levallois-Perret in November 2023, we implemented the “auum” system, which cleans and disinfects glasses in just 10 seconds with only 10 cl of water and without any chemicals. This system is used with “auum by Bodum” reusable glasses. One of these containers, provided to each employee, is easily cleaned thanks to the “auum-S” instant glass cleaner.

### Virtualisation of servers, recycling of it equipment and print cartridges

SQLI SA (France) virtualises its servers and occasionally uses brokers to recycle its IT equipment. SQLI SA (France) also recycles its print cartridges *via* the CONIBI company, which specialises in the collection and recycling of print cartridges.

On the IT side, in 2020 SQLI invested in a Nutanix HCI (Hyperconverged) infrastructure that both virtualises servers and reduces energy consumption.

This also made it possible to centralise all the local SQLI infrastructures in two Paris Datacenters (Equinix & Interxion). SQLI continued to invest in this solution in 2023 to migrate the data of our Moroccan entity.

### New premises policy

The SQLI Group's policy in terms of new premises consists of favouring the rental of HQE (High Environmental Quality certification) or similar certified buildings in order to reduce its consumption, its environmental impact and improve the health and comfort of its employees. In accordance with its policy on new premises, its Bordeaux and Nantes branches moved into BREEAM-certified premises in 2023 and 2019 respectively. Similarly, in 2021, ASTON INSTITUT employees moved into new "BREEAM – Very Good" certified premises. These new premises, located in Lille, also have the following labels: "Biodiversity", "Énergie Bas Carbone [Low Carbon Energy]" and "NF Habitat".

Since October 2023, the head office of SQLI SA (France), still located in Levallois-Perret, has moved to new, more modern premises called "Maslo". These new premises include indoor and outdoor green spaces, a green roof, and optimised waste management and sorting in common areas. In addition, the control of lighting electricity is now provided by a combination of a BMS (Building Management System), photosensitive cells, and presence detectors.

With regard to standards, it should be noted that the Maslo building has two environmental certifications: HQE® and BREEAM®. Certifications include: BREEAMS® "International New Construction 2016" Level EXCELLENT; HQED® "Sustainable Building Reference Framework 2016" Level EXCELLENT. It also has the label: R25 "Smart buildings connected to the outside" Level 1.

The head office of SQLI Deutschland in Dortmund, built in 2019, is equipped with solar panels on the roof and a water cooling system in the ceiling to cool the ambient air.

### Car fleet policy

Since 2021, SQLI (France, Belgium, Germany) has implemented a new policy for its car fleet. This policy consists of favouring hybrid or electric vehicles when renewing the vehicle fleet, in order to reduce CO<sub>2</sub> emissions.

### Stakeholder awareness

The SQLI Group raises its employees' awareness of environmental issues, and in particular the impacts of digital pollution. Thus, since 2020, the SQLI Group has participated in the Digital Clean Up Day. Each year, for a week, employees are challenged to implement best practices and remove their unnecessary data. In addition, for Digital Clean Up Day, the SQLI Group holds awareness-raising sessions *via* Teams for all Group employees in order to provide them with the tools to effectively clean their data and adopt the right habits. In 2023, thanks to their individual actions, employees deleted 9,246 GB of data, *i.e.* 1.9 tonnes of CO<sub>2</sub> equivalent.

### Actions taken to promote biodiversity

Aware of the importance of biodiversity, in 2023 the SQLI Group repeated several previous actions to support biodiversity:

*In 2023, SQLI continued its partnership with "Un toit pour les Abeilles" ["A roof for the bees"] by sponsoring two beehives in France: one in the Paris region near its head office and the other in the Toulouse region, close to SQLI's agency in Toulouse. By sponsoring 80,000 bees, SQLI France is helping to protect bees.*

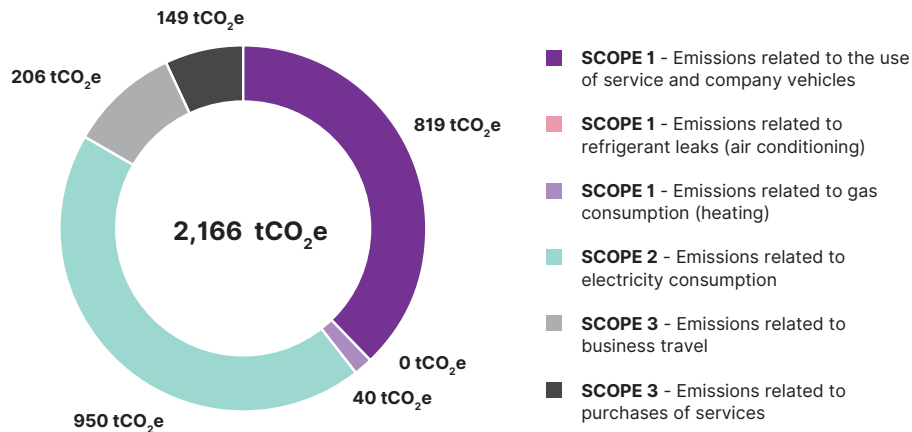
*The SQLI Group, which has several agencies in Morocco, has chosen to support "ReforestAction" since 2021, by participating in the reforestation of a forest in Morocco. In addition to acting on CO<sub>2</sub> storage, the action supported by the SQLI Group is part of a broader and social context of agroforestry. The 300 trees planted by the SQLI Group are part of a larger agroforestry project (which now has more than 30,000 trees) in multiple rural villages in Morocco, and provides local communities with assistance in terms of self-sufficiency, economic development, and also food security.*

*As in 2022, in 2023 SQLI made another donation to "The Seacleaners", a charity for the protection of the oceans.*

## Carbon footprint

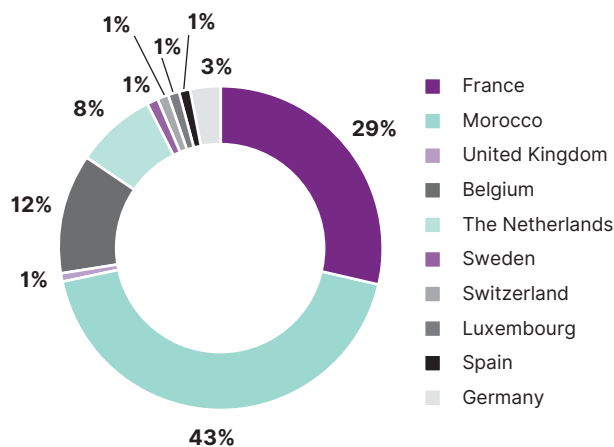
Since 2021, the SQLI Group has calculated its carbon footprint for scopes 1, 2 and 3.

### PRESENTATION OF THE SQLI GROUP'S 2023 CARBON FOOTPRINT



In 2023, the SQLI Group's scope 1 emissions represented 860 tCO<sub>2</sub>e (40%) vs. 950.6 tCO<sub>2</sub>e for scope 2 (44%) and 355.9 tCO<sub>2</sub>e (16%) for scope 3, *i.e.* a total of 2,166 tCO<sub>2</sub>e. In 2022, the total amount of the SQLI Group's emissions was

slightly lower: 1,743 tCO<sub>2</sub>e broken down as follows: scope 1: 737 tCO<sub>2</sub>e (42%), scope 2: 610 tCO<sub>2</sub>e (35%) and scope 3: 396 tCO<sub>2</sub>e (23%).



As in 2022, the CO<sub>2</sub>e emissions of the SQLI Group are mainly related, in 2023, to

activities carried out in France (29%), Morocco (43%) and Belgium (12%) (**Table 41** and **Table 42**).

## Indicators

- In 2023, the Group's electricity consumption amounted to 2,507 MWh, which represents an average consumption per employee of 906.62 kWh/year (**Table 36** and **Table 37**).
- The Group's paper consumption amounted to 1,114.34 kg in 2023. (**Table 38**).
- A large majority of SQLI Group companies purchased eco-responsible paper: 81.8% of all quantities purchased (**Table 39**).
- In 2023, the Group's average paper consumption per employee was 1.06 kg/year (**Table 40**).

## 2024 ambitions

- Continuation of best environmental practices implemented within the Group to limit energy and paper consumption.
- Implementation of selective sorting in all French SQLI agencies.
- Implementation of a Group responsible purchasing policy.
- Continuation of the systematic evaluation process of new suppliers of SQLI SA (France).
- Increase, by 2024, of hybrid or electric vehicles in the SQLI SA (France) fleet.

## 3.8 CROSS-REFERENCE TABLE OF PRINCIPLES OF THE GLOBAL COMPACT/SDGS

| Section No.                             | Section Title                                                        | Page No. | Principles of the Global Compact                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | SDGs                                                                                                                                      |
|-----------------------------------------|----------------------------------------------------------------------|----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3.5 Social issues</b>                |                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                           |
| 3.5.1                                   | Attracting and retaining talent & employee well-being and engagement | p. 76    | <b>Principle 3:</b> Companies are invited to respect the freedom of association and to recognise the right to collective bargaining<br><b>Principle 4:</b> Companies are invited to help eliminate all forms of forced labour                                                                                                                                                                                                                                                                                                                                                              | <b>SDG 3:</b> Good health and well-being<br><b>SDG 8:</b> Decent work and economic growth                                                 |
| 3.5.2                                   | Skills development and transformation                                | p. 78    | <b>Principle 3:</b> Companies are invited to respect the freedom of association and to recognise the right to collective bargaining<br><b>Principle 4:</b> Companies are invited to help eliminate all forms of forced labour                                                                                                                                                                                                                                                                                                                                                              | <b>SDG 4:</b> Quality education                                                                                                           |
| 3.5.3                                   | Diversity and equal opportunity                                      | p. 80    | <b>Principle 6:</b> Companies are invited to contribute to the elimination of all forms of discrimination in respect of employment and occupation                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>SDG 5:</b> Gender equality<br><b>SDG 10:</b> Reduced inequalities                                                                      |
| <b>3.6 Ethics and governance issues</b> |                                                                      |          |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                           |
| 3.6.1                                   | Ethics and compliance                                                | p. 83    | <b>Principle 1:</b> Companies are invited to promote and respect the protection of international human rights law<br><b>Principle 2:</b> Companies are asked not to be complicit in human rights violations<br><b>Principle 3:</b> Companies are invited to respect the freedom of association and to recognise the right to collective bargaining<br><b>Principle 5:</b> Companies are invited to contribute to the effective abolition of child labour<br><b>Principle 10:</b> Companies are invited to take action against corruption in all its forms, including extortion and bribery | <b>SDG 4:</b> Quality education<br><b>SDG 8:</b> Decent work and economic growth<br><b>SDG 16:</b> Peace, justice and strong institutions |
| 3.6.2                                   | Security including cybersecurity and data protection                 | p. 85    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>SDG 4:</b> Quality education<br><b>SDG 16:</b> Peace, justice and strong institutions                                                  |
| 3.6.3                                   | Customer satisfaction                                                | p. 89    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                           |



| Section No.                     | Section Title        | Page No. | Principles of the Global Compact                                                                                                                                                                                                                                                                                                                                     | SDGs                                                                                                                                                                                                            |
|---------------------------------|----------------------|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3.7 Environmental issues</b> |                      |          |                                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                 |
| 3.7.1                           | Environmental impact | p. 91    | <p><b>Principle 7:</b> Companies are invited to apply the precautionary approach to environmental issues</p> <p><b>Principle 8:</b> Companies are invited to take initiatives to promote greater environmental responsibility</p> <p><b>Principle 9:</b> Companies are invited to promote the development and diffusion of environmentally friendly technologies</p> | <p><b>SDG 9:</b> Industry, innovation and infrastructure</p> <p><b>SDG 12:</b> Responsible consumption and production</p> <p><b>SDG 13:</b> Climate action</p> <p><b>SDG 17:</b> Partnerships for the goals</p> |

## 3.9 APPENDIX: SOCIAL, ETHICAL, GOVERNANCE AND ENVIRONMENTAL INDICATORS

### 3.9.1 Summary of social indicators

#### Attracting and retaining talent & employee well-being and engagement

**TABLE 1. NUMBER OF HIRES**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Total |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 282              | 23              | 295          | 45          | 2            | 20                   | 0                    | 15           | 7                | 2                | 18          | 44         | 772   |
| 2023 | 215              | 27              | 201          | 43          | 3            | 6                    | 0                    | 10           | 11               | 20               | 15          | 23         | 574   |

**TABLE 2. NUMBER OF HIRES BY GENDER**

|      | SQLI Group |     |
|------|------------|-----|
| 2022 | WOMEN      | 232 |
|      | MEN        | 540 |
| 2023 | WOMEN      | 165 |
|      | MEN        | 409 |

**TABLE 3. NUMBER OF HIRES BY TYPE OF CONTRACT**

|      | SQLI Group          |     |
|------|---------------------|-----|
| 2022 | Fixed-term contract | 70  |
|      | Permanent contract  | 702 |
| 2023 | Fixed-term contract | 73  |
|      | Permanent contract  | 501 |

**TABLE 4. % OF HIRES FROM THE CO-OPTATION SYSTEM**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Group |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 10               | 13              | 13           | 22          | 0            | 5                    | 0                    | 20           | 0                | 0                | 0           | 16         | 12    |
| 2023 | 13               | 0               | 8            | 14          | 0            | 17                   | 0                    | 40           | 18               | 15               | 0           | 13         | 11.5  |

**TABLE 5. % OF EMPLOYEES WHO COMPLETED AN ANNUAL PERFORMANCE REVIEW**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Group |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 94               | 56              | 98           | 94          | 100          | 100                  | 100                  | 100          | 86               | 71               | 62          | 91         | 93    |
| 2023 | 91               | 79              | 100          | 96          | 100          | 100                  | 100                  | 97           | 98.46            | 94               | 38          | 100        | 91    |

**TABLE 6. VOLUNTARY TURNOVER (IN%)**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Group |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 25               | 15              | 29           | 23          | 19           | 27                   | 0                    | 35           | 16               | 21               | 26          | 47.5       | 22    |
| 2023 | 16.3             | 12              | 27           | 17          | 13           | 6                    | 0                    | 17           | 9                | 11.9             | 19          | 18.3       | 14    |

**TABLE 7. ABSENTEEISM RATE**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|
| 2022 | 4.4              | 7.2             | 1.5          | ND          | 0.9          | 3.9                  | 0.1                  | 19           | 7.7              | 0.66             | 1.6         | 5.2        |
| 2023 | 3.7              | 6.6             | 1.4          | 1.9         | 0.6          | 4.3                  | 0.4                  | 16           | 6.27             | 4%               | 1.2         | 5          |

**TABLE 8. SEVERITY OF ACCIDENTS AT WORK WITH TIME OFF**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|
| 2022 | 0.09             | 0               | 0            | ND          | 0            | 0                    | 0                    | 0            | 0                | 0                | 0           | 0          |
| 2023 | 0                | 2.3             | 0            | 0           | 0            | 0                    | 0                    | 0            | 0                | 0                | 0           | 0          |

**TABLE 9. INCIDENCE OF WORKPLACE ACCIDENTS WITH LOST TIME**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|
| 2022 | 1.39             | 0               | 0            | ND          | 0            | 0                    | 0                    | 0            | 0                | 0                | 0           | 0          |
| 2023 | 0                | 0.01            | 0            | 0           | 0            | 0                    | 0                    | 0            | 0                | 0                | 0           | 0          |

**TABLE 10. % OF EMPLOYEES WORKING FROM HOME**

|      | SQLI Group |
|------|------------|
| 2022 | 87%        |
| 2023 | 95%        |

## Skills development and transformation

**TABLE 11. NUMBER OF TRAINING HOURS**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Total  |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|--------|
| 2022 | 6,132            | N/A             | 43,025       | 3,958       | 1,710        | 3,755                | 78                   | 1,900        |                  | 5,097            | 310         | 1,085      | 67,050 |
| 2023 | 10,914           | 126             | 40,139       | 512         | 2,337        | 1,803                | 0                    | 1,434        |                  | 3,495            | 1,525       | 748        | 3,695  |

This indicator includes e-learning training hours.

**TABLE 12. NUMBER OF E-LEARNING TRAINING HOURS**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Total  |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|--------|
| 2022 | 1,558            | N/A             | 3,458        | 1,481       | 1,368        | 376                  | 78                   | 1,900        | ND               | ND               | 0           | 1,085      | 11,304 |
| 2023 | 1,491            | 0               | 14,158       | 0           | 1,410        | 125                  | 0                    | 912          | 3,074            | ND               | 243         | 3,695      | 25,108 |

**TABLE 13. NUMBER OF TRAINING HOURS PER EMPLOYEE**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Group |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 7                | N/A             | 65.6         | 28          | 108          | 86                   | 18                   | 42           |                  | 80               | 2.3         | 14.1       | 33    |
| 2023 | 12.29            | 2.5             | 58.34        | 4           | 155.8        | 37.6                 | 0                    | 36           |                  | 51.4             | 20.89       | 12.9       | 46.2  |

**TABLE 14. % OF EMPLOYEES TRAINED VIA E-LEARNING**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Group |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 23               | N/A             | 10           | 57          | 63           | 100                  | 23                   | 100          | ND               | ND               | 0           | 53         | 30    |
| 2023 | 23               | 0               | 50           | 0           | 66.7         | 45.8                 | 0                    | 65           | 65               | ND               | 15.5        | 66.3       | 25    |

**TABLE 15. NUMBER OF CERTIFICATIONS OBTAINED**

|      | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Group |
|------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|-------|
| 2022 | 54               | N/A             | 168          | 34          | 0            | 0                    | 0                    | 5            | ND               | ND               | 3           | 0          | 264   |
| 2023 | 82               | 0               | 103          | 0           | 7            | 15                   | 0                    | 2            | 7                | 37               | 0           | 15         | 268   |

**TABLE 16. DISTRIBUTION OF TRAINING PER FIELD**

| In 2023 (in %)       | SQLI SA (France) | ASTON INSTITUTE | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | SQLI Deutschland | SQLI UK LTD | SQLI Spain |
|----------------------|------------------|-----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|------------------|-------------|------------|
| Regulatory           | 5                | 0               | 2            | 0           | 0            | 0                    | 0                    | 5            | ND               | 0                | 0           | 11         |
| Technical            | 47               | 0               | 75           | 32          | 76           | 4                    | 0                    | 85           | 37               | 10               | 100         | 6          |
| Certification        | 20               | 0               | 0            | 0           | 21           | 1                    | 0                    | 5            | 23               | 30               | 0           | 12         |
| Personal development | 7                | 0               | 5            | 5           | 2            | 14                   | 0                    | 5            | 37               | 0                | 0           | 1          |
| Languages            | 6                | 0               | 0            | 63          | 0            | 0                    | 0                    | 0            | 0                | 0                | 0           | 70         |
| Management           | 9                | 0               | 3            | 0           | 0            | 0                    | 0                    | 0            | 3                | 60               | 0           | 0          |
| Business line        | 7                | 0               | 15           | 0           | 1            | 81                   | 0                    | 0            | ND               | 0                | 0           | 0          |
| <b>TOTAL</b>         | <b>100</b>       | <b>100</b>      | <b>100</b>   | <b>100</b>  | <b>100</b>   | <b>100</b>           | <b>100</b>           | <b>100</b>   | <b>100</b>       | <b>100</b>       | <b>100</b>  | <b>100</b> |

## Diversity and equal opportunity

**TABLE 17. NUMBER OF EMPLOYEES BY GENDER**

|                      | 2022       |           |              |           | 2023       |           |              |           |
|----------------------|------------|-----------|--------------|-----------|------------|-----------|--------------|-----------|
|                      | Women      |           | Men          |           | Women      |           | Men          |           |
|                      | Number     | %         | Number       | %         | Number     | %         | Number       | %         |
| SQLI SA (France)     | 236        | 27        | 643          | 73        | 240        | 27        | 644          | 73        |
| ASTON INSTITUT       | 30         | 61        | 19           | 39        | 28         | 58        | 21           | 42        |
| SQLI Morocco         | 274        | 39        | 426          | 61        | 251        | 38        | 406          | 62        |
| SQLI Suisse          | 36         | 24        | 112          | 76        | 40         | 28        | 101          | 72        |
| SQLI Belgium         | 2          | 12        | 14           | 88        | 2          | 13        | 13           | 87        |
| SQLI DIGITAL Belgium | 30         | 59        | 21           | 41        | 31         | 65        | 17           | 35        |
| SQLI SA (Luxembourg) | 1          | 25        | 3            | 75        | 1          | 25        | 3            | 75        |
| SQLI Nordics         | 15         | 37        | 26           | 63        | 13         | 33        | 27           | 68        |
| SQLI Netherlands     | 6          | 9         | 58           | 91        | 11         | 16        | 57           | 84        |
| SQLI Deutschland     | 17         | 26        | 48           | 74        | 23         | 32        | 50           | 78        |
| SQLI UK LTD          | 15         | 25        | 44           | 75        | 16         | 29        | 39           | 71        |
| SQLI Spain           | 21         | 26        | 60           | 74        | 23         | 29        | 57           | 71        |
| <b>TOTAL</b>         | <b>683</b> | <b>32</b> | <b>1,474</b> | <b>68</b> | <b>679</b> | <b>32</b> | <b>1,435</b> | <b>68</b> |

**TABLE 18. NUMBER OF EMPLOYEES BY AGE**

|            |             | -25 years  | 30-25 years | 35-30 years | 40-35 years | 45-40 years | 50-45 years | 55-50 years | 60-55 years | 65-60 years | +65 years |
|------------|-------------|------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-----------|
| SQLI Group | 2022        | 272        | 501         | 479         | 316         | 243         | 167         | 104         | 57          | 16          | 2         |
|            | <b>2023</b> | <b>230</b> | <b>497</b>  | <b>458</b>  | <b>329</b>  | <b>235</b>  | <b>165</b>  | <b>125</b>  | <b>52</b>   | <b>20</b>   | <b>3</b>  |

**TABLE 18. EMPLOYMENT RATE AMONG SENIORS**

|            |             | Number of seniors (45 years and over) |  | % of senior employees (45 years and over) |  | Number of seniors (55 and over) |  | % of senior employees (55 and over) |  |
|------------|-------------|---------------------------------------|--|-------------------------------------------|--|---------------------------------|--|-------------------------------------|--|
| SQLI Group | 2022        | 352                                   |  | 16                                        |  | 78                              |  | 4                                   |  |
|            | <b>2023</b> | <b>365</b>                            |  | <b>24</b>                                 |  | <b>76</b>                       |  | <b>4</b>                            |  |

**TABLE 19. NUMBER OF EMPLOYEES BY SENIORITY**

|            |             | -2 years   | 2-5 years  | 5-10 years | 10-15 years | 15-20 years | 20-25 years | +25 years |
|------------|-------------|------------|------------|------------|-------------|-------------|-------------|-----------|
| SQLI Group | 2022        | 994        | 500        | 356        | 165         | 87          | 41          | 14        |
|            | <b>2023</b> | <b>968</b> | <b>475</b> | <b>370</b> | <b>133</b>  | <b>116</b>  | <b>34</b>   | <b>18</b> |

**TABLE 20. NUMBER OF EMPLOYEES BY PROFESSIONAL CATEGORY**

|            |             | Managers   |              | Non-managers |            |
|------------|-------------|------------|--------------|--------------|------------|
|            |             | W          | M            | W            | M          |
| SQLI Group | 2022        | 525        | 1,173        | 158          | 301        |
|            | <b>2023</b> | <b>486</b> | <b>1,021</b> | <b>147</b>   | <b>277</b> |

**TABLE 21. % OF WOMEN IN MANAGEMENT POSITIONS (EXCLUDING BOARD OF DIRECTORS)**

|      | SQLI SA (France) | ASTON INSTITUT |
|------|------------------|----------------|
| 2022 | 43%              | 50%            |
| 2023 | 44%              | 50%            |

**TABLE 22. % OF WOMEN ON THE BOARD OF DIRECTORS OF SQLI (FRANCE)**

|      | % of women on the Board of Directors of the SQLI entity (France) |
|------|------------------------------------------------------------------|
| 2022 | 38%                                                              |
| 2023 | 38%                                                              |

**TABLE 23. NUMBER OF PART-TIME EMPLOYEES**

|            |      | Full-time employees |       | Part-time employees |    |
|------------|------|---------------------|-------|---------------------|----|
|            |      | W                   | M     | W                   | M  |
| SQLI Group | 2022 | 638                 | 1,445 | 51                  | 23 |
|            | 2023 | 628                 | 1,395 | 53                  | 38 |

**TABLE 24. NUMBER OF EMPLOYEES BY TYPE OF CONTRACT**

|            |      | Permanent contract |       | Fixed-term contract |    |
|------------|------|--------------------|-------|---------------------|----|
|            |      | W                  | M     | W                   | M  |
| SQLI Group | 2022 | 672                | 1,406 | 31                  | 48 |
|            | 2023 | 650                | 1,376 | 29                  | 59 |

**TABLE 25. NUMBER OF EMPLOYEES WITH A DISABILITY**

|      | SQLI SA (France) | ASTON INSTITUT | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | OSUDIO Belgium | SQLI Deutschland | SQLI UK LTD | SQLI Spain | Total |
|------|------------------|----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|----------------|------------------|-------------|------------|-------|
| 2022 | 23               | 3              | 0            | 0           | 0            | 1                    | 0                    | 0            | 1                | 1              | 1                | 0           | 1          | 30    |
| 2023 | 15               | 1              | 0            | 0           | 0            | 0                    | 0                    | 0            | 1                | 2              | 2                | 0           | 1          | 20    |

**TABLE 26. EMPLOYMENT RATE OF EMPLOYEES WITH DISABILITY**

|      | SQLI SA (France) | ASTON INSTITUT | SQLI Morocco | SQLI Suisse | SQLI Belgium | SQLI DIGITAL Belgium | SQLI SA (Luxembourg) | SQLI Nordics | SQLI Netherlands | OSUDIO Belgium | SQLI Deutschland | SQLI UK LTD | SQLI Spain |
|------|------------------|----------------|--------------|-------------|--------------|----------------------|----------------------|--------------|------------------|----------------|------------------|-------------|------------|
| 2022 | 2.1              | 7.8            | 0            | 0           | 0            | 1.9                  | 0                    | 0            | 1.6              | 1              | 0                | 1.2         |            |
| 2023 | 2                | 2              | 0            | 0           | 0            | 0                    | 0                    | 0            | 1                | 2.7            | 0                | 1.25        | 1          |

**TABLE 27. NUMBER OF INTERNS**

|      | SQLI Group |
|------|------------|
| 2022 | 394        |
| 2023 | 235        |

**TABLE 28. NUMBER OF WORK-STUDY STUDENTS (APPRENTICES/PROFESSIONAL TRAINING CONTRACTS)**

|      | SQLI Group |
|------|------------|
| 2022 | 86         |
| 2023 | 56         |

**TABLE 29. COMPARISON BETWEEN THE AVERAGE SALARY OF WOMEN AND MEN IN 2023**

|                      | Average gross monthly salary – Women |           |             | Average gross monthly salary – Men |           |             |
|----------------------|--------------------------------------|-----------|-------------|------------------------------------|-----------|-------------|
|                      | Managers                             | Employees | Apprentices | Managers                           | Employees | Apprentices |
| SQLI SA (France)     | €4,324                               | €2,606    | €1,387      | €4,569                             | €2,715    | €1,389      |
| ASTON INSTITUT       | €3,998                               | €2,427    | €1,291      | €4,688                             | €2,507    | €1,353      |
| SQLI Morocco         | €1,552                               | /         | €269        | €1,761                             | /         | €269        |
| SQLI Suisse          | €14,163                              | €7,699    | -           | €16,428                            | €9,134    | -           |
| SQLI Belgium         | €11,350                              | €8,754    | 0           | €11,137                            | €6,091    | 0           |
| SQLI DIGITAL Belgium | €7,092                               | €3,256    | 0           | €5,905                             | €3,580    | 0           |
| SQLI SA (Luxembourg) | €0                                   | €2,703    | 0           | €18,000                            | €6,951    | 0           |
| SQLI Nordics         | €9,000                               | €4,754    | 0           | €7,100                             | €4,756    | 0           |
| SQLI Netherlands     | €10,230.21                           | €3,814    | /           | €9,295                             | €5,125    | /           |
| SQLI Deutschland     | -                                    | €5,013    | -           | €11,420                            | €6,355    | €950        |
| SQLI UK LTD          | €12,260.54                           | €3,185    | 0           | €10,352                            | €4,107    | 0           |
| SQLI Spain           | €3,890                               | €3,350    | 0           | €8,708                             | €3,714    | 0           |

**TABLE 30. COMPARISON BETWEEN THE AVERAGE SALARY OF WOMEN AND MEN IN 2022**

|                      | Average gross monthly salary – Women |           |             | Average gross monthly salary – Men |           |             |
|----------------------|--------------------------------------|-----------|-------------|------------------------------------|-----------|-------------|
|                      | Managers                             | Employees | Apprentices | Managers                           | Employees | Apprentices |
| SQLI SA (France)     | €4,048                               | €2,398    | €1,410      | €4,473                             | €2,378    | €1,147      |
| ASTON INSTITUT       | €4,029                               | €2,409    | €1,521      | €4,703                             | €1,963    | €1,383      |
| SQLI Morocco         | €1,490                               | /         | €257        | €1,722                             | /         | €257        |
| SQLI Suisse          | €11,037                              | €6,856    | /           | €12,029                            | €9,050    | /           |
| SQLI Belgium         | €10,280                              | €7,630    | /           | €10,016                            | €5,141    | /           |
| SQLI DIGITAL Belgium | €7,154                               | €3,098    | /           | €5,241                             | €3,061    | /           |
| SQLI SA (Luxembourg) | /                                    | €2,376    | /           | €17,143                            | €6,196    | /           |
| SQLI Nordics         | €9,000                               | €4,730    | /           | €7,100                             | €4,730    | /           |
| SQLI Netherlands     | €10,183                              | €4,158    | /           | €8,236                             | €4,855    | /           |
| SQLI Deutschland     | €4,590                               | €4,273    | €900        | €11,250                            | €6,497    | €900        |
| SQLI UK LTD          | /                                    | €2,963    | /           | €8,700                             | €3,690    | /           |
| SQLI Spain           | /                                    | €3,094    | /           | €7,750                             | €3,410    | /           |

## 3.9.2 Summary of ethics and governance indicators

### Ethics and compliance

**TABLE 31. NUMBER OF INCIDENTS CONFIRMED OR LEGAL ACTIONS REPORTED FOR CORRUPTION**

|      | SQLI Group |
|------|------------|
| 2022 | 0          |
| 2023 | 0          |

**TABLE 32. NUMBER OF INCIDENTS REPORTED VIA THE WHISTLEBLOWING PROCEDURE IN PLACE**

|      | SQLI Group |
|------|------------|
| 2022 | 0          |
| 2023 | 0          |

**TABLE 33. % OF PARTICIPATION IN BOARD OF DIRECTORS' MEETINGS**

| SQLI (France) | Attendance rate at Board of Directors' meetings |
|---------------|-------------------------------------------------|
| 2022          | 100%                                            |
| 2023          | 100%                                            |

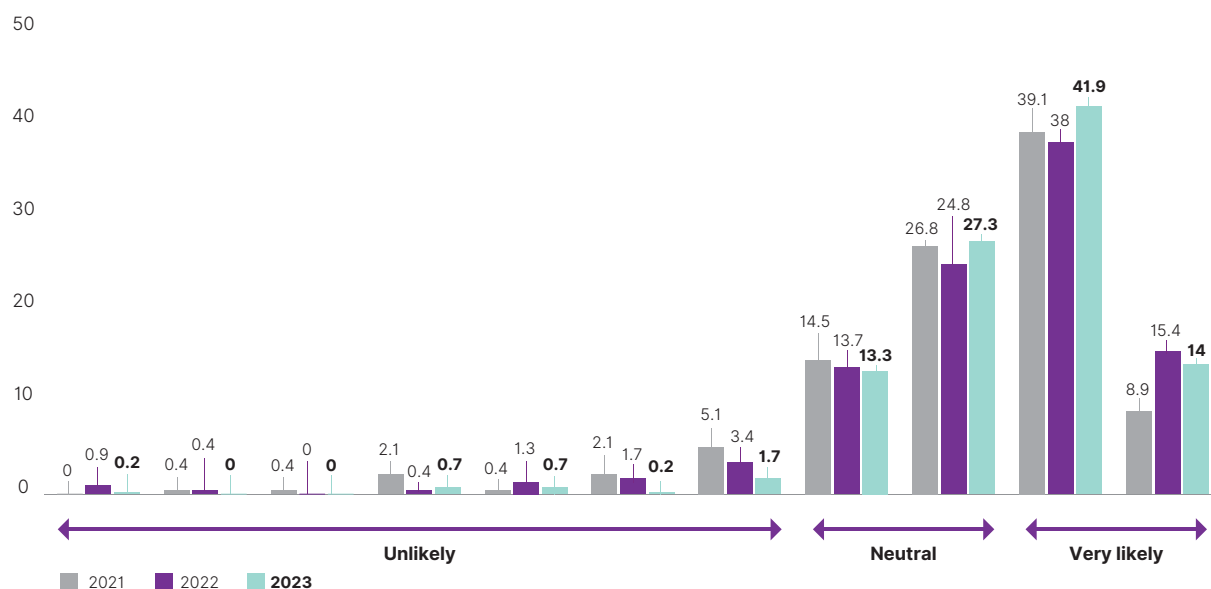
### Security including cybersecurity and data protection

**TABLE 34. TOTAL NUMBER OF CLAIMS FOR BREACH OF CUSTOMER PRIVACY AND LOSS OF CUSTOMER DATA RESULTING IN LEGAL ACTION**

|      | SQLI Group |
|------|------------|
| 2022 | 0          |
| 2023 | 0          |

### Customer satisfaction

**TABLE 35. NET RECOMMENDATION RATE**



### 3.9.3 Summary of environmental indicators

#### Environmental impact

**TABLE 36. ELECTRICITY CONSUMPTION**

|                      | Electricity consumption within the Group |                               |                               |                 |                               |                               |
|----------------------|------------------------------------------|-------------------------------|-------------------------------|-----------------|-------------------------------|-------------------------------|
|                      | 2023                                     |                               |                               | 2022            |                               |                               |
|                      | In MWh                                   | Establishment reporting rate* | Employee reporting rate in %* | In MWh          | Establishment reporting rate* | Employee reporting rate in %* |
| SQLI (France)        | 729.00                                   | 7/7                           | 100%                          | 570.00          | 07/07                         | 100%                          |
| ASTON INSTITUT       | 263.97                                   | 3/3                           | 100%                          | 270.00          | 03/03                         | 100%                          |
| SQLI Morocco         | 1,172.28                                 | 3/3                           | 100%                          | 708.90          | 03/03                         | 100%                          |
| SQLI Suisse          | 78.63                                    | 2/2                           | 100%                          | 125.60          | 02/02                         | 100%                          |
| SQLI Belgium         | 28.62                                    | 1/1                           | 100%                          | 17.00           | 01/01                         | 100%                          |
| SQLI DIGITAL Belgium | 29.36                                    | 1/1                           | 100%                          | 14.10           | 01/01                         | 100%                          |
| SQLI SA (Luxembourg) | 1.49                                     | 1/1                           | 100%                          | 1.00            | 01/01                         | 100%                          |
| SQLI Nordics         | 37.67                                    | 1/1                           | 100%                          | 26.00           | 01/02                         | 92%                           |
| SQLI Netherlands     | 59.70                                    | 2/2                           | 100%                          | 105.00          | 02/02                         | 100%                          |
| SQLI Deutschland     | 11.73                                    | 3/3                           | 100%                          | 50.00           | 02/02                         | 100%                          |
| SQLI UK LTD          | 54.00                                    | 2/3                           | 100%                          | 13.90           | 01/03                         | 40%                           |
| SQLI Spain           | 40.00                                    | 1/1                           | 100%                          | 49.00           | 02/02                         | 100%                          |
| <b>TOTAL</b>         | <b>2,507.00</b>                          |                               |                               | <b>1,950.54</b> | <b>90%</b>                    | <b>95%</b>                    |

\*The reporting rates have been calculated as follows for each of the subsidiaries:

- **Establishment reporting rate:** number of establishments (agencies, service centres) of the entity that have reported their electricity consumption or for which consumption has been estimated/total number of entity establishments.
- **Employee reporting rate in %:** number of employees of establishments that reported data within the entity or for which an estimate of consumption was calculated/total number of employees within the entity.

The overall reporting rate for the establishments of the entities included in the reporting scope was 95% in 2023.

**TABLE 37. AVERAGE ANNUAL ELECTRICITY CONSUMPTION PER EMPLOYEE (KWH/EMPLOYEE)**

|      | SQLI Group |
|------|------------|
| 2022 | 897        |
| 2023 | 1,185.98   |

**TABLE 38. PAPER CONSUMPTION IN KG**

|      | SQLI Group |
|------|------------|
| 2022 | 406.5      |
| 2023 | 1,114.34   |

**TABLE 39. % OF ECO-RESPONSIBLE CERTIFIED PAPER PURCHASED**

|      | SQLI Group |
|------|------------|
| 2022 | 55         |
| 2023 | 82         |

**TABLE 40. QUANTITY OF PAPER PURCHASED PER EMPLOYEE (KG/EMPLOYEE)**

|      | SQLI Group |
|------|------------|
| 2022 | 0.19       |
| 2023 | 1.06       |



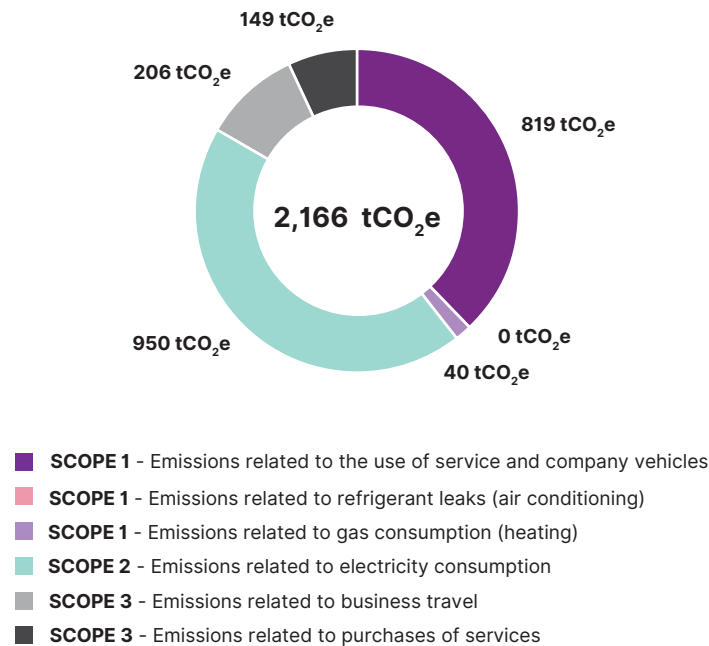
**TABLE 41. 2023 CARBON FOOTPRINT (IN KG CO<sub>2</sub>E)**

|                                                        | Scope 1                             |                   | Scope 2         |                         | Scope 3               |                       |                                 | Total            |
|--------------------------------------------------------|-------------------------------------|-------------------|-----------------|-------------------------|-----------------------|-----------------------|---------------------------------|------------------|
|                                                        | Use of service and company vehicles | Refrigerant leaks | Gas consumption | Electricity consumption | Business travel Plane | Business travel Train | Purchases of goods and services |                  |
| France:<br>SQLI SA (France)<br>ASTON INSTITUT          | 364,505                             | 0                 | 0               | 59,428                  | 115,553               | 2,148                 | 85,956                          | 627,590          |
| Morocco:<br>SQLI Morocco                               | 24,693                              | 0                 | 0               | 840,324                 | 25,350                | 34                    | 34,320                          | 924,721          |
| Switzerland:<br>SQLI Suisse                            | 16,415                              | 0                 | 0               | 1,966                   | 5,557                 | 143                   | 8,216                           | 32,296           |
| Belgium:<br>SQLI Belgium<br>SQLI DIGITAL Belgium       | 238,710                             | 0                 | 11,770          | 9,334                   | 1,750                 | 168                   | 4,264                           | 265,996          |
| Luxembourg:<br>SQLI SA (Luxembourg)                    | 12,502                              | 0                 | 0               | 163                     | 89                    | 0                     | 260                             | 13,014           |
| Sweden:<br>SQLI Nordics                                | 321                                 | 0                 | 0               | 791                     | 9,228                 | 450                   | 2,184                           | 12,974           |
| The Netherlands:<br>SQLI Netherlands<br>OSUDIO Belgium | 138,375                             | 0                 | 1,498           | 18,328                  | 8,478                 | 3,128                 | 3,536                           | 173,343          |
| Spain:<br>SQLI Spain OSUDIO<br>Spain                   | 0                                   | 0                 | 0               | 6,120                   | 10,553                | 1,188                 | 4,472                           | 22,333           |
| Germany:<br>SQLI Deutschland                           | 24,320                              | 0                 | 23,712          | 3,740                   | 3,900                 | 1,388                 | 3,692                           | 60,752           |
| United Kingdom:<br>SQLI UK LTD                         | 0                                   | 0                 | 3,167           | 10,368                  | 16,132                | 914                   | 2,860                           | 33,442           |
| <b>GROUP</b>                                           | <b>819,841</b>                      | <b>0</b>          | <b>40,147</b>   | <b>950,562</b>          | <b>196,591</b>        | <b>9,562</b>          | <b>149,760</b>                  | <b>2,166,462</b> |

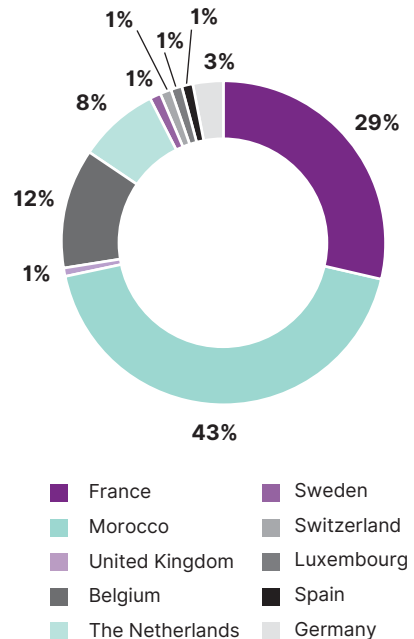
**TABLE 42. CARBON FOOTPRINT 2022 (IN KG CO<sub>2</sub>E)**

|                                                                    | Scope 1                             |                    |                  | Scope 2                  |                       | Scope 3               |                                  |           |
|--------------------------------------------------------------------|-------------------------------------|--------------------|------------------|--------------------------|-----------------------|-----------------------|----------------------------------|-----------|
|                                                                    | Use of service and company vehicles | Refrige-rant leaks | Gas consump-tion | Electricity consump-tion | Business travel Plane | Business travel Train | Pur-chases of goods and services |           |
| (in kg CO2e)                                                       |                                     |                    |                  |                          |                       |                       |                                  | Total     |
| France:<br>SQLI SA (France)<br>ASTON INSTITUT                      | 235,205                             | 134,400            | 0                | 42,840                   | 130,945               | 1,299                 | 59,072                           | 603,761   |
| Morocco:<br>SQLI Morocco                                           | 10,800                              | 0                  | 0                | 508,346                  | 21,894                | 0                     | 43,160                           | 584,200   |
| Switzerland:<br>SQLI Suisse                                        | 15,682                              | 0                  | 0                | 3,141                    | 7,477                 | 171                   | 8,320                            | 34,791    |
| Belgium:<br>SQLI Belgium<br>SQLI DIGITAL Belgium<br>OSUDIO Belgium | 252,562                             | 0                  | 11,128           | 14,168                   | 2,899                 | 393                   | 5,928                            | 287,078   |
| Luxembourg:<br>SQLI SA (Luxembourg)                                | 11,605                              | 0                  | 0                | 110                      | 0                     | 0                     | 208                              | 11,923    |
| Sweden:<br>SQLI Nordics                                            | 0                                   | 0                  | 0                | 546                      | 8,120                 | 922                   | 2,340                            | 11,927    |
| Netherlands:<br>SQLI Netherlands                                   | 58,596                              | 0                  | 642              | 14,736                   | 214                   | 1,210                 | 156                              | 75,554    |
| Spain:<br>SQLI Spain OSUDIO<br>Spain                               | 4,123                               | 0                  | 0                | 7,497                    | 17,539                | 1,373                 | 4,524                            | 35,057    |
| Germany:<br>SQLI Deutschland                                       | 1,653                               | 0                  | 642              | 15,950                   | 3,919                 | 1,502                 | 4,368                            | 28,034    |
| United Kingdom:<br>SQLI UK LTD                                     | 0                                   | 0                  | 0                | 2,671                    | 64,612                | 1,331                 | 3,016                            | 71,630    |
| GROUP                                                              | 590,226                             | 134,400            | 12,412           | 610,005                  | 257,619               | 8,201                 | 131,092                          | 1,743,955 |

**SCOPE: SQLI GROUP ISSUES PER POSITION**



**COUNTRY: SQLI GROUP ISSUES BY COUNTRY**



### 3.10 TAXONOMY INDICATORS

It is specified that in view of the NACE code of the Group's companies and the descriptions of the Taxonomy activities, the Company considers that none of its activities is, at the date of this annual financial report, eligible under the first two environmental objectives referred to in Article 9 of Regulation (EU) 2020/852 of 18 June 2020 (the "Taxonomy Regulation"), namely climate change mitigation and climate change adaptation. Indeed, the activity of SQLI meets the definition of activity 8.2 "Programming, consulting and other IT activities" (Adaptation appendix). This is not considered eligible: it can only be considered as a substantial contribution to climate change adaptation but is not identified in the appendix as being able to be enabling.

For the other four objectives, as the texts were not published, the eligibility and alignment exercise was not carried out for these four objectives.

As described in the tables below, prepared in accordance with Annex II of Delegated Regulation (EU) 2021/2178 of 6 July 2021, as of the date of this non-financial performance

statement, all revenue is related to activities not eligible under the two climate objectives.

With regard to investments (CAPEX), which do not have an eligible activity, only investments that are individually sustainable and/or associated with a plan to extend or make an activity sustainable were taken into account. These are mainly rights of use related to real estate and vehicles (IFRS 16).

The alignment analysis for eligible CAPEX was initiated in 2022. With regard to operating expenses, the portion falling within the scope of the Taxonomy Regulation is considered non-material (less than 10% of the Group's total OPEX, i.e. €236.5 million), so it can be excluded from the analysis, in accordance with the provisions of Delegated Regulation (EU) 2021/2178 of 6 July 2021.

Revenue and CAPEX are taken from our financial systems and are consistent with the financial statement in this report.

The following tables present the expected items.

#### 3.10.1 Share of revenue eligible for and aligned with the taxonomy

| Economic activities                                                                                                         | Code(s) | Absolute revenue (currency) | Share of revenue (%) | Substantial contribution criteria |                               |                                |                      |               |                                 |
|-----------------------------------------------------------------------------------------------------------------------------|---------|-----------------------------|----------------------|-----------------------------------|-------------------------------|--------------------------------|----------------------|---------------|---------------------------------|
|                                                                                                                             |         |                             |                      | Climate change mitigation (%)     | Climate change adaptation (%) | Water and marine resources (%) | Circular economy (%) | Pollution (%) | Biodiversity and ecosystems (%) |
| A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY (%)                                                                                 |         |                             |                      |                                   |                               |                                |                      |               |                                 |
| A.1 Environmentally sustainable activities (aligned with the Taxonomy)                                                      |         | 0                           | 0%                   | 0%                                | 0%                            | 0%                             | 0%                   | 0%            | 0%                              |
| Revenue from environmentally sustainable activities (aligned with the Taxonomy) (A.1)                                       |         |                             |                      |                                   |                               |                                |                      |               |                                 |
| A.2 Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)                |         | 0                           | 0%                   |                                   |                               |                                |                      |               |                                 |
| Revenue from activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2) |         | 0                           | 0%                   |                                   |                               |                                |                      |               |                                 |
| Total (A.1+A.2)                                                                                                             |         | 0                           | 0%                   |                                   |                               |                                |                      |               |                                 |
| B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY (%)                                                                             |         |                             |                      |                                   |                               |                                |                      |               |                                 |
| Revenue of activities not eligible for the Taxonomy (B)                                                                     |         | 251,202                     | 100%                 |                                   |                               |                                |                      |               |                                 |
| TOTAL (A+B)                                                                                                                 |         | 251,202                     | 100%                 |                                   |                               |                                |                      |               |                                 |



| Do No Significant Harm (DNSH) criteria |                                    |                                     |                           |                    |                                     |  | Minimum guarantees (Yes/No) | Share of revenue aligned with the Taxonomy (year N) (%) | Share of revenue aligned with the Taxonomy (year N-1) (%) | Category              |                           |
|----------------------------------------|------------------------------------|-------------------------------------|---------------------------|--------------------|-------------------------------------|--|-----------------------------|---------------------------------------------------------|-----------------------------------------------------------|-----------------------|---------------------------|
| Climate change mitigation (Yes/No)     | Climate change adaptation (Yes/No) | Water and marine resources (Yes/No) | Circular economy (Yes/No) | Pollution (Yes/No) | Biodiversity and ecosystems(Yes/No) |  |                             |                                                         |                                                           | Enabling activity (E) | Transitional activity (T) |
| No                                     | No                                 | No                                  | No                        | No                 | No                                  |  | No                          | 0%                                                      |                                                           |                       |                           |
|                                        |                                    |                                     |                           |                    |                                     |  |                             |                                                         |                                                           |                       |                           |

### 3.10.2 Share of CapEx eligible for and aligned with the taxonomy

| Economic activities                                                                                                     | Code(s) | Absolute CAPEX (currency) | Share of CAPEX (%) | Substantial contribution criteria |                               |                                |                      |               |                                 |
|-------------------------------------------------------------------------------------------------------------------------|---------|---------------------------|--------------------|-----------------------------------|-------------------------------|--------------------------------|----------------------|---------------|---------------------------------|
|                                                                                                                         |         |                           |                    | Climate change mitigation (%)     | Climate change adaptation (%) | Water and marine resources (%) | Circular economy (%) | Pollution (%) | Biodiversity and ecosystems (%) |
| A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY (%)                                                                             |         |                           |                    |                                   |                               |                                |                      |               |                                 |
| A.1 Environmentally sustainable activities (aligned with the Taxonomy)                                                  |         | 0                         | 0%                 | 0%                                | 0%                            | 0%                             | 0%                   | 0%            | 0%                              |
| CAPEX of environmentally sustainable activities (aligned with the Taxonomy) (A.1)                                       |         |                           |                    |                                   |                               |                                |                      |               |                                 |
| A.2 Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)            |         |                           |                    |                                   |                               |                                |                      |               |                                 |
| Furniture                                                                                                               | 7.7     | 14,220                    | 64%                |                                   |                               |                                |                      |               |                                 |
| Vehicles                                                                                                                | 6.5     | 1,324                     | 6%                 |                                   |                               |                                |                      |               |                                 |
| CAPEX of activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2) |         |                           |                    |                                   |                               |                                |                      |               |                                 |
|                                                                                                                         |         | 15,544                    | 70%                |                                   |                               |                                |                      |               |                                 |
| Total (A.1+A.2)                                                                                                         |         |                           |                    |                                   |                               |                                |                      |               |                                 |
| CAPEX of activities not eligible for the Taxonomy (B)                                                                   |         | 6,780                     | 30%                |                                   |                               |                                |                      |               |                                 |
| TOTAL (A+B)                                                                                                             |         | 22,324                    | 100%               |                                   |                               |                                |                      |               |                                 |

| Do No Significant Harm (DNSH) criteria |                                    |                                     |                           |                    |                                      |  | Minimum guarantees (Yes/No) | Share of CAPEX aligned with the Taxonomy (year N) (%) | Share of CAPEX aligned with the Taxonomy (year N-1) (%) | Category              |                           |
|----------------------------------------|------------------------------------|-------------------------------------|---------------------------|--------------------|--------------------------------------|--|-----------------------------|-------------------------------------------------------|---------------------------------------------------------|-----------------------|---------------------------|
| Climate change mitigation (Yes/No)     | Climate change adaptation (Yes/No) | Water and marine resources (Yes/No) | Circular economy (Yes/No) | Pollution (Yes/No) | Biodiversity and ecosystems (Yes/No) |  |                             |                                                       |                                                         | Enabling activity (E) | Transitional activity (T) |
| No                                     | No                                 | No                                  | No                        | No                 | No                                   |  | No                          | 0%                                                    |                                                         |                       |                           |
|                                        |                                    |                                     |                           |                    |                                      |  |                             |                                                       |                                                         |                       |                           |



### 3.10.3 Share of OpEx eligible for and aligned with the taxonomy

| Economic activities                                                                                                    | Code(s) | Absolute OPEX (currency) | Share of OPEX (%) | Substantial contribution criteria |                               |                                |                      |               |                                 |
|------------------------------------------------------------------------------------------------------------------------|---------|--------------------------|-------------------|-----------------------------------|-------------------------------|--------------------------------|----------------------|---------------|---------------------------------|
|                                                                                                                        |         |                          |                   | Climate change mitigation (%)     | Climate change adaptation (%) | Water and marine resources (%) | Circular economy (%) | Pollution (%) | Biodiversity and ecosystems (%) |
| A. ACTIVITIES ELIGIBLE FOR THE TAXONOMY (%)                                                                            |         |                          |                   |                                   |                               |                                |                      |               |                                 |
| A.1 Environmentally sustainable activities (aligned with the Taxonomy)                                                 |         |                          |                   |                                   |                               |                                |                      |               |                                 |
| OPEX of environmentally sustainable activities (aligned with the Taxonomy) (A.1)                                       | N/A     | 0                        | 0%                | 0%                                | 0%                            | 0%                             | 0%                   | 0%            | 0%                              |
| A.2 Activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy)           |         |                          |                   |                                   |                               |                                |                      |               |                                 |
| OPEX of activities eligible for the Taxonomy but not environmentally sustainable (not aligned with the Taxonomy) (A.2) | N/A     | 0                        | 0%                |                                   |                               |                                |                      |               |                                 |
| Total (A.1+A.2)                                                                                                        |         | 0                        | 0%                |                                   |                               |                                |                      |               |                                 |
| B. ACTIVITIES NOT ELIGIBLE FOR THE TAXONOMY (%)                                                                        |         |                          |                   |                                   |                               |                                |                      |               |                                 |
| OPEX of activities not eligible for the Taxonomy (B)                                                                   |         | 17,060                   | 100%              |                                   |                               |                                |                      |               |                                 |
| TOTAL (A+B)                                                                                                            |         | 17,060                   | 100%              |                                   |                               |                                |                      |               |                                 |

| Do No Significant Harm (DNSH) criteria |                                    |                                     |                           |                    |                                      |  | Minimum guarantees (Yes/No) | Share of OPEX aligned with the Taxonomy (year N) (%) | Share of OPEX aligned with the Taxonomy (year N-1) (%) | Category              |                           |
|----------------------------------------|------------------------------------|-------------------------------------|---------------------------|--------------------|--------------------------------------|--|-----------------------------|------------------------------------------------------|--------------------------------------------------------|-----------------------|---------------------------|
| Climate change mitigation (Yes/No)     | Climate change adaptation (Yes/No) | Water and marine resources (Yes/No) | Circular economy (Yes/No) | Pollution (Yes/No) | Biodiversity and ecosystems (Yes/No) |  |                             |                                                      |                                                        | Enabling activity (E) | Transitional activity (T) |
| No                                     | No                                 | No                                  | No                        | No                 | No                                   |  | No                          | 0%                                                   |                                                        |                       |                           |



## 3.1.1 METHODOLOGICAL NOTE ON REPORTING

The purpose of the Statement of Non-Financial Performance is to transparently attest to the overall performance of the SQLI Group in this area.

It is carried out by the Human Resources Department of the SQLI Group, which centralises all the information communicated by the internal departments: in conjunction with HR for employee information, purchasing, general

services, legal, IT, marketing, communication and MDs of the subsidiaries of the SQLI Group for all other governance and environmental information.

This declaration is based on data collection and monitoring. As such, the SQLI Group has adopted a set of indicators to measure its social, environmental and societal performance.

### 3.1.1.1 Reporting scope

The information presented in the “Social risks” section concerns:

- SQLI SA (France);
- ASTON INSTITUT, a French subsidiary of the SQLI Group;
- the foreign subsidiaries of the SQLI Group, namely: SQLI Morocco, SQLI Suisse, SQLI Belgium, SQLI DIGITAL Belgium, SQLI SA (Luxembourg), SQLI UK LTD (formerly REDBOX DIGITAL LTD), OSUDIO Belgium, SQLI Deutschland, SQLI Netherlands, SQLI Nordics (formerly STAR REPUBLIC), SQLI Spain;
- in 2023, the data of OSUDIO Belgium are counted with those of SQLI Netherlands;
- SQLI UK includes its subsidiaries in Dubai and Mauritius.

The information presented in the “Environmental risks” section covers:

- **for the carbon footprint:** all SQLI Group companies;
- **for energy consumption within the Group:** SQLI for the following sites: Levallois-Perret, Le Grand-Quevilly, Toulouse, Pessac and Nantes, ASTON INSTITUT for the following sites: Levallois-Perret, Arcueil and Lille, SQLI Morocco, SQLI Suisse, SQLI Belgium, SQLI DIGITAL Belgium, SQLI SA (Luxembourg), SQLI Nordics (formerly STAR REPUBLIC), SQLI UK LTD (formerly REDBOX DIGITAL LTD), OSUDIO Belgium, SQLI Deutschland, SQLI Netherlands, SQLI Nordics (formerly STAR REPUBLIC), SQLI Spain;
- in 2023, the data of OSUDIO Belgium are counted with those of SQLI Netherlands;
- **for paper consumption:** all companies in the SQLI Group;
- “ND” and “N/A” in this statement mean “Not Disclosed” and “Not Applicable” respectively.

### 3.1.1.2 Social reporting methodology

It should be noted that for the purposes of this statement, the following terms should be understood as follows:

- **Workforce:** refers to the total number of employees with an employment contract (permanent, fixed-term contracts, including apprenticeship contracts and professional training contracts, excluding interns and subcontractors) as of 31 December 2023.
- **Number of hires:** corresponds to the recruitment of employees on permanent and fixed-term contracts (including apprenticeship contracts and professional training contracts), excluding interns and subcontractors, in 2023.
- **% of hires from the co-optation system:** this ratio is calculated as follows: (number of employees hired via the co-optation system in 2023/total number of hires in 2023) x 100.
- **% of employees having completed their annual performance review:** this ratio is calculated as follows: number of employees who completed an annual performance review in 2023/number of employees eligible for the annual performance review at the start of the 2023 annual performance review campaign x 100.
- **Voluntary turnover:** voluntary turnover is calculated as follows: ([cumulative number of departures/number

of months]/average headcount since the beginning of the period) x 12. Departures correspond to voluntary departures of employees (termination of probationary period at the initiative of the employee, end of fixed-term contracts and resignations).

- **Absenteeism:** refers to the number of days of absence due to illness, work or commuting accidents, maternity, unjustified absences or paternity. % of absenteeism = (Number of hours of absence from 01/01/2023 to 31/12/2023)/number of hours worked in theory over the period\*) x 100. \*Number of hours worked in theory = legal working time x average number of employees over the year.
- **Workplace accident severity rate with lost time:** refers to the number of calendar days lost due to a workplace accident in 2023 x 1,000/Theoretical working hours in 2023.
- **Frequency rate of workplace accidents with lost time:** refers to the number of workplace accidents with lost time in 2023 x 1,000,000/Theoretical working hours in 2023;
- **Number of interns:** refers to the total number of interns who started or completed an internship within the Company during 2023.

- **Number of work-study students (apprentices/professional training contracts):** refers to the total number of employees under an apprenticeship or professional training contract with the Company in 2023.
- **% of employees benefiting from a remote working system:** this ratio is calculated as follows: number of employees present at 31/12/2023 and benefiting from a remote working system/total number of employees present at 31/12/2023 × 100.
- **Number of training hours:** refers to the number of training hours completed in 2023 by employees present in 2023 (present or not on 31/12/2023). These hours also include the hours worked by interns in France and Morocco due to the high rate of conversion of interns to permanent contracts during the current year. This indicator includes e-learning training hours.
- **Number of training hours per employee:** the average number of training hours per employee is calculated as follows: number of training hours completed in 2023 (general training and digital training (e-learning))/average workforce in 2023.
- **% of employees trained via e-learning:** this ratio is calculated as follows: number of employees who completed e-learning training in 2023/average workforce in 2023.
- **Number of certified employees:** certifications correspond to training leading to a final examination (which may take the form of a simplified questionnaire or an oral examination in front of a sworn jury depending on the type of certification and its reputation). Certifications consist of validating a level of knowledge in a specific area (in most cases, it is a matter of validating knowledge acquired in a specific area). These certifications may have local recognition (French market or within a community of specialists) or they may be international in scope. The number of certifications obtained therefore corresponds to the number of final exams validated by employees. The indicator concerns certifications obtained in 2023.
- **Employment rate among seniors:** this ratio is calculated as follows:
  - number of seniors (45 and over): refers to the total number of employees aged 45 and over as of 31/12/2023;
  - % of seniors (45 years and over): refers to the total number of employees aged 45 and over as of 31/12/2023/the total number of employees as of 31/12/2023;
  - number of seniors (55 and over): refers to the total number of employees aged 55 and over as of 31/12/2023;
  - % of seniors (55 years and over): refers to the total number of employees aged 55 and over as of 31/12/2023/the total number of employees as of 31/12/2023.
- **% of women in management positions (excluding the Board of Directors):** this ratio is calculated as follows: (Total number of women holding management positions ["Manager" or "Director" positions, excluding operational staff]/total number of employees holding management positions ["Manager" or "Director" positions, excluding operational staff]) × 100.
- **% of women on the Board of Directors of SQLI:** in order to determine the % of women on the Board of Directors of SQLI, we carried out the following calculation: number of women on the Board of Directors/total number of members of the Board of Directors (with the exception of the Director representing employees) × 100.
- **Number of employees with a disability:** refers to the total number of employees recognised as disabled workers as of 31/12/2023.
- **Employment rate of employees with disabilities:** refers to the total number of employees recognised as disabled workers at 31/12/2023/the total number of employees at 31/12/2023 × 100.

### 3.11.3 Ethics and governance reporting methodology

- **Number of incidents of corruption confirmed or legal actions reported:** a confirmed incident of corruption is an incident that is recognised as a gross violation of the Code of Conduct, company policies or legislation relating to corruption. Incidents for which an investigation is still ongoing during the reporting period are not considered to be confirmed.
- **Operational security:** we asked all our subsidiaries (in France and abroad) to identify the number of legal actions brought by our customers for invasion of privacy and loss of data resulting from a fault on the part of the SQLI Group.
- **Customer satisfaction indicators:** we based our satisfaction survey on the NPS (Net Promoter Score) method to determine the recommendation rate of our

customers. The NPS methodology is based on the following fundamental question: "What is the probability that you will recommend SQLI to a friend or colleague?" Customers are then asked to rate their response on a scale of 0 to 10, this scale being divided into three categories: "Unlikely" from 0 to 6, "Neutral" from 7 to 8 and "Very likely" from 9 to 10. In accordance with the NPS method, we sent the following question: "On a scale of 0 to 10, would you recommend SQLI to a colleague or a close friend or relative" to 873 contacts of our clients located in France, Switzerland, Belgium, Germany, the Netherlands, the United Kingdom and Sweden who contracted fixed-price services or cost-plus services in 2023. A second qualitative question was sent to provide supporting evidence for the rating.

### 3.11.4 Environmental reporting methodology

- **Electricity consumption:** electricity bills provided by EDF are used to calculate the electricity consumption of the SQLI establishments in Levallois-Perret, Toulouse, Bordeaux, Grand-Quevilly, Nantes and for the ASTON INSTITUT in Levallois-Perret, Arcueil and Lille. For establishments that were unable to provide electricity consumption, we performed an estimate based on the average consumption per employee of the establishments that reported data. We then multiplied this average consumption by the number of employees present at 31 December in the establishment for which we had estimated consumption. For foreign subsidiaries, electricity bills from suppliers are also used to calculate electricity consumption. The reporting rates have been calculated as follows for each of the subsidiaries:
  - establishment reporting rate: number of establishments (agencies, service centres) of the entity that have reported their electricity consumption or for which consumption has been estimated/total number of entity establishments;
  - employee reporting rate in %: number of employees of establishments that reported data within the entity or for which an estimate of consumption was calculated/total number of employees within the entity.
- **Electricity consumption per employee:** we calculated this ratio as follows: electricity consumption in kWh within the entity's facilities/number of employees as of 31/12/2023 within the entity's facilities that reported data or for which a consumption estimate was calculated. This indicator was not calculated for ASTON INSTITUT insofar as, in addition to these employees, this entity receives many students/people in training as part of its activity.
- **Paper consumption:** extracts from the SQLI Group accounts provided by the Group's various suppliers make it possible to calculate the paper consumption of the Group's entities on the basis of supplier invoices.
- **% of eco-responsible paper purchased (in kg):** refers to the quantity of eco-responsible certified paper purchased in 2022 (in kg)/total quantity of paper purchased in 2023 (in kg) x 100.
- **Quantity purchased per employee:** refers to the total quantity of paper purchased in 2023 (in kg)/total number of employees present as of 31/12/2023.

# CROSS-REFERENCE TABLE

| Legislation                                                                            | List of mandatory items                                                                                                                  | Treatment of item                                                                                                                                                                     |
|----------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sustainable Food Act of 30 October 2018</b>                                         | Fight against food insecurity, respect for animal welfare, responsible, fair and sustainable food                                        | Given the dematerialised nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report. |
| <b>Decree implementing the transposition of the European directive (No. 2017-1265)</b> | Consequences on climate change of the Company's activity and the use of the goods and services it produces (contribution and adaptation) | Given the dematerialised nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report. |
|                                                                                        | Consequences on climate change related to the upstream and downstream transport activities of the activity                               | Given the digital nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report.        |
|                                                                                        | Actions to promote the nation-army link and support commitment in the reserves                                                           | Given the digital nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report.        |
|                                                                                        | Circular economy                                                                                                                         | Given the dematerialised nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report. |
|                                                                                        | Fight against food waste                                                                                                                 | Given the dematerialised nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report. |
|                                                                                        | Collective agreements concluded within the Company and their impact on the Company's economic performance                                | Given the dematerialised nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report. |
|                                                                                        | Working conditions of employees                                                                                                          | See section 3.5.1 "Attracting and retaining talent & employee well-being and engagement".                                                                                             |
|                                                                                        | Actions to combat discrimination and promote diversity and measures taken in favour of people with disabilities                          | See section 3.5.3 "Diversity and equal opportunities".                                                                                                                                |
|                                                                                        | Societal commitments in favour of sustainable development                                                                                | See section 3.7 "Environmental issues".                                                                                                                                               |
|                                                                                        | Actions to promote physical and sporting activities                                                                                      | Given the dematerialised nature of our activities, we believe that this does not constitute a significant CSR risk and therefore does not warrant further discussions in this report. |

## 3.1.2 REPORT OF THE INDEPENDENT THIRD PARTY

To the Shareholders' Meeting,

In our quality as an independent ("third party") verifier, accredited by COFRAC (COFRAC Inspection Accreditation, No. 3-1681, scope available on [www.cofrac.fr](http://www.cofrac.fr)) and as a member of the network of one of the Statutory Auditors of your Company (hereafter "the Entity"), we carried out work to formulate a reasoned opinion expressing a conclusion of limited assurance on the compliance of the consolidated statement of non-financial performance, for the financial year ended 31 December 2023

(hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code and on the fairness of historical information (recorded or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the procedures of the Entity (hereinafter the "Guidelines"), presented in the management report in accordance with the provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

### Conclusion

Based on the procedures we have implemented, as described in the "Nature and scope of the work" section, and the information we have collected, we have not identified any significant anomaly that would call into question the fact that

the consolidated statement of non-financial performance complies with the applicable regulatory provisions and that the Information, taken as a whole, is fairly presented in accordance with the Guidelines.

### Preparation of the non-financial performance statement

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

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

### Limitations inherent in the preparation of the Information

As referred to in the Statement, the Information may be subject to inherent uncertainty in the state of scientific or economic knowledge and the quality of the external data

used. Certain information is sensitive to the methodological choices, assumptions and/or estimates used to prepare it and presented in the Statement.

### Responsibility of the Entity

Management is responsible for:

- selecting or establishing appropriate criteria for the preparation of the Information;
- preparing a Statement in accordance with legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key

- performance indicators and the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- preparing the Declaration, applying the Guidelines of the Entity as mentioned above;
- as well as putting in place the internal control that it deems necessary to prepare Information that is free from material misstatement, whether due to fraud or error.

The Statement was prepared by the Board of Directors.

### Liability of the independent third party

It is our responsibility, on the basis of our work, to issue a reasoned opinion expressing a conclusion of moderate assurance on:

- the compliance of the Statement with the provisions of Article R. 225-105 of the French Commercial Code;

- the fairness of the historical information (recorded or extrapolated) provided in accordance with paragraph 3 (I and II) of Article R. 225 105 of the French Commercial Code, i.e. the results of the policies, including key performance indicators, and the actions relating to the main risks.

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

It is not our responsibility to comment on:

- the Entity's compliance with other applicable legal and regulatory provisions (in particular in terms of information

provided for by Article 8 of Regulation (EU) 2020/852 (green taxonomy), the vigilance and anti-corruption plan and tax evasion);

- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- compliance of products and services with applicable regulations.

## Regulatory provisions and applicable professional doctrine

Our work described below was carried out in accordance with the provisions of Articles A. 225-1 et seq. of the French Commercial Code, our audit programme consisting of our own procedures (Audit programme for the statement of non-financial performance, of 7 July 2023) and professional guidance of the Compagnie Nationale des Commissaires aux

Comptes relating to this intervention, including the technical opinion of the Compagnie nationale des commissaires aux comptes, Work of the Statutory Auditors - Work of the Independent Third-Party Body - Statement of Non-Financial Performance, and the international standard ISAE 3000 (revised) <sup>(2)</sup>.

## Independence and quality control

Our independence is defined by the provisions of Article L. 822-11 of the French Commercial Code and the French Code of Ethics. In addition, we have set up a quality

control system that includes documented policies and procedures to ensure compliance with applicable laws and regulations, ethical rules and professional standards.

## Means and resources

Our work required the skills of four people and took place between January and March 2024 over a total assignment period of six weeks.

To assist us in carrying out our work, we called on our specialists in sustainable development and social

responsibility. We conducted seven interviews with the people responsible for preparing the Statement representing the general services, human resources, administrative and financial, legal and marketing Departments.

## Nature and scope of work

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

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

- we took note of the activity of all the entities included in the scope of consolidation and the description of the main risks;
- we assessed the appropriateness of the Guidelines with regard to their relevance, completeness, reliability, neutrality and understandability, taking into consideration, where applicable, best practices in the sector;
- we verified that the Statement covers each category of social and environmental information provided for in Article L. 225-102-1 III of the French Commercial Code, and respect for human rights and the fight against corruption and tax evasion and includes, where applicable, an explanation of the reasons justifying the lack of information

required by paragraph 2 of Article L. 225-102-1, III of the French Commercial Code;

- we verified that the Statement presents the information provided for in II of Article R. 225-105 of the French Commercial Code where relevant, with regard to the main risks;
- we verified that the Statement presents the business model and a description of the main risks related to the activity of all the entities included in the scope of consolidation, including, where relevant and proportionate, risks created by its business relationships, products or services as well as policies, actions and results, including key performance indicators relating to the main risks;
- we verified that the Statement includes a clear and reasoned explanation of the reasons justifying the absence of a policy concerning one or more of these risks in accordance with Article R. 225-105, I of the French Commercial Code;

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

- we consulted documentary sources and conducted interviews to:
    - assess the process for selecting and validating the main risks as well as the consistency of the results, including the key performance indicators used, with regard to the main risks and policies presented, and
    - corroborate the qualitative information (actions and results) that we considered to be the most important presented in Appendix 1. For one of the risks (customer satisfaction), our work was carried out at the level of the consolidating entity. For the other risks, work was carried out at the level of the consolidating entity and in a selection of entities listed below: SQLI SA and Aston Institut covering the France scope;
  - we verified that the Statement covers the consolidated scope, i.e. all the entities included in the scope of consolidation in accordance with Article L. 233-16 of the French Commercial Code;
  - we reviewed the internal control and risk management procedures implemented by the Entity and assessed the collection process aimed at ensuring the completeness and fairness of the Information;
  - for the key performance indicators and other quantitative results that we considered to be the most important presented in Appendix 1, we implemented:
    - analytical procedures consisting of verifying the correct consolidation of the data collected as well as the consistency of their changes,
    - detailed tests on the basis of sampling or other means of selection, consisting of verifying the correct application of definitions and procedures and reconciling the data with the supporting documents. This work was carried out with a selection of contributing entities listed above, covering between 39% and 42% of the consolidated data selected for these tests (42% of the consolidated workforce and 39% of the consolidated electricity consumption);
  - we assessed the overall consistency of the Statement in relation to our knowledge of all the entities included in the scope of consolidation.
- The procedures implemented as part of a moderate assurance audit are less extensive than those required for a reasonable assurance audit performed according to the professional standards; a higher level of assurance would have required more extensive verification work.

Paris-La Défense, 2 April 2024

Independent third party

EY & Associés

Eric Mugnier

Partner, Sustainable Development

# APPENDIX 1: INFORMATION CONSIDERED TO BE THE MOST IMPORTANT

| Social information                                                                                            |                                                       |
|---------------------------------------------------------------------------------------------------------------|-------------------------------------------------------|
| Quantitative information (including the key performance indicators)                                           | Qualitative information (actions or results)          |
| Total workforce and breakdown by gender                                                                       | Results of the recruitment policy                     |
| Voluntary turnover rate                                                                                       | Results of the co-optation system                     |
| Percentage of employees who received regular performance and professional development reviews during the year | Results of the psychosocial risk prevention programme |
| Percentage of hires from the co-optation system                                                               | Results of the employee development policy            |
| Number of digital and general certifications obtained                                                         |                                                       |
| Number of training hours per employee                                                                         |                                                       |
| Environmental information                                                                                     |                                                       |
| Quantitative information (including the key performance indicators)                                           | Qualitative information (actions or results)          |
| Electricity consumption (MWh)                                                                                 | Results of the environmental and energy policy        |
| The Group's greenhouse gas emissions (scope 1, scope 2, scope 3)                                              |                                                       |
| Societal information                                                                                          |                                                       |
| Quantitative information (including the key performance indicators)                                           | Qualitative information (actions or results)          |
| Net recommendation rate                                                                                       | Results of the data protection programme              |
|                                                                                                               | Results of the compliance and ethics programme        |





# 04

## FINANCIAL INFORMATION

|            |                                                              |            |            |                                                                            |            |
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## 4.1 CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2023

### 4.1.1 Consolidated statement of financial position

#### ASSETS

| (in thousands of euros)                     | Notes | 31/12/2023     | 31/12/2022     |
|---------------------------------------------|-------|----------------|----------------|
| Goodwill                                    | 1)    | 89,199         | 89,199         |
| Intangible assets                           | 2)    | 3,174          | 3,342          |
| Rights-of-use relating to leasing contracts | 3)    | 24,721         | 16,141         |
| Property, plant and equipment               | 4)    | 9,519          | 9,152          |
| Financial assets                            | 5)    | 5,727          | 5,498          |
| Other non-current assets                    | 8)    | 3,124          | 2,591          |
| Deferred tax assets                         | 19)   | 123            | 58             |
| <b>Non-current assets</b>                   |       | <b>135,587</b> | <b>125,980</b> |
| Trade receivables                           | 6)    | 67,874         | 70,540         |
| Other receivables and accrued income        | 7)    | 25,241         | 19,618         |
| Current tax asset                           | 8)    | 1,404          | 757            |
| Cash and cash equivalents                   | 9)    | 16,072         | 22,750         |
| <b>Current assets</b>                       |       | <b>110,591</b> | <b>113,665</b> |
| <b>TOTAL ASSETS</b>                         |       | <b>246,178</b> | <b>239,646</b> |

**LIABILITIES**

| (in thousands of euros)                            | Notes | 31/12/2023     | 31/12/2022     |
|----------------------------------------------------|-------|----------------|----------------|
| Capital                                            | 10)   | 3,726          | 3,691          |
| Premiums                                           |       | 51,735         | 51,600         |
| Consolidated reserves                              |       | 57,000         | 47,632         |
| Consolidated income                                |       | 4,810          | 7,691          |
| <b>Equity attributable to owners of the parent</b> |       | <b>117,271</b> | <b>110,614</b> |
| Non-controlling interests                          |       | -              | -              |
| <b>Consolidated equity</b>                         |       | <b>117,271</b> | <b>110,614</b> |
| Long-term financial debts                          | 13)   | 26,976         | 26,327         |
| Lease liabilities at more than one year            | 15)   | 21,415         | 10,305         |
| Long-term provisions                               | 17)   | 3,458          | 2,317          |
| Deferred tax liabilities                           | 19)   | 720            | 811            |
| Other non-current liabilities                      | 20)   | -              | 704            |
| <b>Non-current liabilities</b>                     |       | <b>52,569</b>  | <b>40,464</b>  |
| Short-term financial debts                         | 13)   | 800            | 1,387          |
| Lease liabilities at less than one year            | 15)   | 4,837          | 8,077          |
| Short-term provisions                              | 17)   | 194            | 823            |
| Trade payables                                     |       | 19,052         | 19,619         |
| Other liabilities                                  | 21)   | 50,195         | 57,358         |
| Current tax liability                              | 22)   | 1,260          | 1,304          |
| <b>Current liabilities</b>                         |       | <b>76,338</b>  | <b>88,567</b>  |
| <b>TOTAL LIABILITIES</b>                           |       | <b>246,178</b> | <b>239,646</b> |



## 4.1.2 Consolidated income statement

| (in thousands of euros)                                                                                       | Notes      | 2023           | 2022           |
|---------------------------------------------------------------------------------------------------------------|------------|----------------|----------------|
| <b>Revenue</b>                                                                                                | <b>VI.</b> | <b>251,202</b> | <b>245,876</b> |
| Other operating income                                                                                        | 24)        | 5,905          | 4,368          |
| Purchases consumed                                                                                            |            | -1,698         | -1,737         |
| Employee benefits expense                                                                                     | 25)        | -136,890       | -130,527       |
| External expenses                                                                                             | 28)        | -85,078        | -82,252        |
| Taxes and duties                                                                                              |            | -3,244         | -3,224         |
| Depreciation, amortisation and provisions                                                                     |            | -9,941         | -10,990        |
| Other operating income and expenses                                                                           |            | 366            | -28            |
| <b>Current Operating Income</b>                                                                               | <b>VI.</b> | <b>20,623</b>  | <b>21,485</b>  |
| Other non-recurring operating income and expenses                                                             | 29)        | -8,215         | -5,308         |
| <b>Operating income</b>                                                                                       |            | <b>12,408</b>  | <b>16,177</b>  |
| Income (expenses) from cash and cash equivalents                                                              |            | 60             | 1              |
| Cost of gross financial debt                                                                                  |            | -4,499         | -4,003         |
| <b>Cost of net financial debt</b>                                                                             | <b>30)</b> | <b>-4,438</b>  | <b>-4,002</b>  |
| Other financial income and expenses                                                                           | 30)        | -425           | -1,071         |
| <b>Profit (loss) before tax</b>                                                                               |            | <b>7,545</b>   | <b>11,104</b>  |
| Income tax expense                                                                                            | 31)        | -2,735         | -3,414         |
| <b>Net income (before net income from discontinued operations or activities in the process of being sold)</b> |            | <b>4,810</b>   | <b>7,691</b>   |
| Net income from discontinued operations or activities in the process of being sold                            |            | -              | -              |
| <b>NET INCOME FOR THE CONSOLIDATED GROUP</b>                                                                  |            | <b>4,810</b>   | <b>7,691</b>   |
| <i>Of which Owners of the parent</i>                                                                          |            | 4,810          | 7,691          |
| <i>Of which non-controlling interests</i>                                                                     |            | -              | -              |
| Net income attributable to owners of the parent, per share (in €)                                             |            | 1.04           | 1.68           |
| Average number of shares outstanding                                                                          | 32)        | 4,607,232      | 4,572,338      |
| Diluted net income attributable to owners of the parent, per share (in €)                                     |            | 1.02           | 1.65           |
| Average number of shares and stock options outstanding                                                        | 32)        | 4,695,600      | 4,659,497      |

### STATEMENT OF COMPREHENSIVE INCOME

| (in thousands of euros)                                         | 2023          | 2022         |
|-----------------------------------------------------------------|---------------|--------------|
| <b>Net income</b>                                               | <b>4,810</b>  | <b>7,691</b> |
| Actuarial gains and losses on defined benefit plans, net of tax | -1,247        | 1,195        |
| <b>Items that will not be reclassified to profit or loss</b>    | <b>-1,247</b> | <b>1,195</b> |
| Translation differences                                         | 1,021         | -174         |
| Items that will be reclassified to profit or loss               | 1,021         | -174         |
| <b>Total items recognised in equity</b>                         | <b>-226</b>   | <b>1,021</b> |
| <b>COMPREHENSIVE INCOME</b>                                     | <b>4,584</b>  | <b>8,712</b> |
| Attributable to non-controlling interests                       | -             | -            |
| Attributable to the Group                                       | 4,584         | 8,712        |

### 4.1.3 Change in consolidated equity

| (in thousands of euros, excluding number of shares) | Number of shares | Capital      | Premiums      | Reserves      | Profit for the year | Translation differences and actuarial gains and losses | Equity               |                           | Total          |
|-----------------------------------------------------|------------------|--------------|---------------|---------------|---------------------|--------------------------------------------------------|----------------------|---------------------------|----------------|
|                                                     |                  |              |               |               |                     |                                                        | Owners of the parent | Non-controlling interests |                |
| <b>SITUATION AT 01/01/2022</b>                      | <b>4,613,975</b> | <b>3,691</b> | <b>50,620</b> | <b>40,064</b> | <b>5,297</b>        | <b>1,249</b>                                           | <b>100,921</b>       | <b>-</b>                  | <b>100,921</b> |
| Appreciation of income                              |                  |              |               | 5,297         | -5,297              |                                                        | -                    |                           | -              |
| Change in fair value                                |                  |              |               |               |                     | 1,195                                                  | 1,195                |                           | 1,195          |
| Translation differences                             |                  |              |               |               |                     | -174                                                   | -174                 |                           | -174           |
| Net income for the period                           |                  |              |               |               | 7,691               |                                                        | 7,691                |                           | 7,691          |
| Capital increases                                   |                  |              |               |               |                     |                                                        | -                    |                           | -              |
| Changes in treasury shares                          |                  |              |               |               |                     |                                                        | -                    |                           | -              |
| Share-based payments                                |                  |              | 980           |               |                     |                                                        | 980                  |                           | 980            |
| Other variations                                    |                  |              |               |               |                     | -                                                      | -                    |                           | -              |
| <b>Situation at 31/12/2022</b>                      | <b>4,613,975</b> | <b>3,691</b> | <b>51,600</b> | <b>45,361</b> | <b>7,691</b>        | <b>2,271</b>                                           | <b>110,614</b>       | <b>-</b>                  | <b>110,614</b> |
| <b>Situation at 01/01/2023</b>                      | <b>4,613,975</b> | <b>3,691</b> | <b>51,600</b> | <b>45,361</b> | <b>7,691</b>        | <b>2,271</b>                                           | <b>110,614</b>       | <b>-</b>                  | <b>110,614</b> |
| Appreciation of income                              |                  |              |               | 7,691         | -7,691              |                                                        | -                    |                           | -              |
| Change in fair value                                |                  |              |               |               |                     | -1,247                                                 | -1,247               |                           | -1,247         |
| Translation differences                             |                  |              |               |               |                     | 1,021                                                  | 1,021                |                           | 1,021          |
| Net income for the period                           |                  |              |               |               | 4,810               |                                                        | 4,810                |                           | 4,810          |
| Capital increases                                   | 43,038           | 34           | -34           |               |                     |                                                        | -                    |                           | -              |
| Share-based payments                                |                  |              |               |               |                     | 1,919                                                  | 1,919                |                           | 1,919          |
| Other changes *                                     |                  |              | 169           | -545          |                     | 529                                                    | 153                  |                           | 153            |
| <b>SITUATION AT 31/12/2023</b>                      | <b>4,657,013</b> | <b>3,725</b> | <b>51,734</b> | <b>52,507</b> | <b>4,810</b>        | <b>4,494</b>                                           | <b>117,271</b>       | <b>-</b>                  | <b>117,271</b> |

\* Concern movements in treasury shares.

## 4.1.4 Consolidated statement of cash flows

(in thousands of euros)

|                                                                | 2023           | 2022           |
|----------------------------------------------------------------|----------------|----------------|
| <b>Net income for the consolidated Group</b>                   | <b>4,810</b>   | <b>7,691</b>   |
| Elimination of depreciation and provisions                     | 11,543         | 12,218         |
| Elimination of gains/losses on discounting                     | 177            | -              |
| Elimination of gains and losses on disposals                   | 318            | 63             |
| Calculated income and expenses related to share-based payments | 1,919          | 980            |
| Other income and expenses with no impact on cash               | 190            | -56            |
| <b>Cash flow after financial costs and taxes</b>               | <b>18,957</b>  | <b>20,896</b>  |
| Income tax expense (including deferred taxes)                  | 2,735          | 3,414          |
| Cost of financial debt                                         | 4,499          | 4,003          |
| <b>Cash flow before financial costs and taxes</b>              | <b>26,191</b>  | <b>28,313</b>  |
| Change in customers                                            | -2,106         | 1,536          |
| Change in suppliers                                            | -582           | 381            |
| Change in other current assets and liabilities                 | -7,323         | 407            |
| Income tax paid (refunded)                                     | -3,405         | -2,350         |
| <b>Cash flows from operating activities</b>                    | <b>12,775</b>  | <b>28,287</b>  |
| Acquisitions of fixed assets                                   | -5,116         | -4,002         |
| Disposals of fixed assets                                      | -354           | 582            |
| Changes in scope                                               | -866           | -713           |
| Investment grants received                                     | 48             | 557            |
| <b>Cash flows from investment activities</b>                   | <b>-6,288</b>  | <b>-3,576</b>  |
| Acquisition (sale) of treasury shares                          | 177            | -              |
| Loan issues                                                    | -              | 26,327         |
| Loan repayments                                                | -48            | -48,672        |
| Repayment of lease liabilities                                 | -9,241         | -9,056         |
| Interest paid on lease obligations                             | -741           | -592           |
| Interest paid                                                  | -3,459         | -2,945         |
| <b>Cash flows from financing activities</b>                    | <b>-13,312</b> | <b>-34,938</b> |
| <b>Change in cash flows</b>                                    | <b>-6,825</b>  | <b>-10,227</b> |
| Cash and cash equivalents as at 1 January                      | 22,219         | 32,469         |
| Impact of exchange rate differences                            | 317            | -23            |
| <b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER <sup>(1)</sup></b> | <b>15,711</b>  | <b>22,219</b>  |

(1) Cash assets in the balance sheet net of bank overdrafts.

## 4.1.5 Notes to the consolidated financial statements

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|                |                                                                                      |            |                                           |                                                          |            |
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## I. ACTIVITY

Created in 1990, SQLI is the leading partner to support companies in the digital transformation of their customers' journey and all the internal services impacted by this change. Its unique positioning combining marketing and technology allows it to offer a global response to the challenges of developing sales and notoriety (digital & social marketing, customer experience, connected commerce, data intelligence, etc.) as well as the challenges of productivity

and internal efficiency (digitalisation of operations, collaborative enterprise, mobility and connected objects, CRM, etc.).

SQLI SA is listed on NYSE Euronext Paris compartment C (ISIN FR0011289040).

The consolidated financial statements at 31 December 2023 were approved by the Board of Directors on 12 March 2024.

### Note 1 Commercial performance

In 2023, SQLI recorded revenue of €252 million, up 2% compared to 2022. The Group operates in the digital platform market, which is still experiencing strong growth with customers who place the digitalisation of their processes at the heart of their priorities. The health crisis increased demand from many B2B customers, who are looking for new access routes to their customers/consumers, but demand settled somewhat after strong growth of investments in 2021 and 2022.

This performance is on a like-for-like basis, as the SQLI did not make any acquisitions in 2023.

SQLI made progress in its two geographical areas:

- France achieved measured growth (+2%) compared to 2022, the Group's best performance for many years;
- growth was at an equivalent level in the international zone (+2%). This essentially European geographical area has been growing steadily for several years, including during

the Covid crisis. The SQLI Digital Experience brand has been the Group's only brand since early 2022.

SQLI has made very significant progress with most (top 20) of its major customers, in all business sectors, thus demonstrating their renewed confidence. This trend has been noted both in France and elsewhere.

SQLI has managed to stabilise its workforce. The turnover rate of close to 20% for the year has returned to a very acceptable level for the digital sector. At the same time, the Group supplements its own resources through subcontracting, mainly for rare skills not available internally. Employee training is also encouraged.

Joint client projects with the centre of expertise in Morocco were significantly developed in 2023. The presence in three sites (Rabat, Casablanca and Oujda) gives the Group a capacity for attraction and complementary development.

### Note 2 Takeover bids and refinancing

The investment fund DBAY Advisors, through Synsion BidCo, reference shareholder of SQLI since December 2019, launched a takeover bid in September 2021 for all of the Company's shares.

Following the takeover bid closed in February 2022, DBAY Advisors continued to purchase shares of significant shareholders and now holds nearly 84% of the capital.

Following the success of the takeover bid, SQLI restructured its debt. Two new financing lines were arranged with TIKEHAU in 2022: a loan of €28 million maturing in 2029, and a line of €20 million to finance acquisitions, which had been undrawn as of 31 December 2023. The Group also negotiated an RCF for €10 million with BPI and two of its long-standing banks, which is also undrawn.

### Note 3 Financial performance

In this context, the performance was consolidated, with Current Operating Income at €20.6 million compared to €21.5 million in 2022, a record year for the Group. This slight fall is due to three main factors:

- a lower employee activity rate following an anticipation of resources in the first half;
- partial price increases to cope with the inflation of the cost of resources in a market in short supply;
- cost stability. In this respect, the change of headquarters in Levallois in November 2023 will allow for full-year savings over 2024.

After taking into account the non-recurring costs (-€8.3 million) described below in Note V. 29, the cost of financial debt (-€4.4 million) and other financial expenses (-€0.4 million) as well as the tax expense (-€2.7 million), net income fell from €7.7 million in 2022 to €4.7 million in 2023.

SQLI has a solid balance sheet with equity of €117.3 million and net financial debt of €12.1 million using factor financing of €2.5 million.

The operating cash flow, which follows an outstanding year in 2022, was impacted by significant non-recurring costs and investments for the establishment of the new head office in Levallois, as well as delays in the payments of major foreign customers during the first few days of 2024.

## Note 4 Governance

In accordance with the commitments made by DBAY Advisors during the takeover bid, it now has the majority of the Board of Directors to decide on the Company's strategy in the interest of all shareholders.

## II. EVENTS AFTER THE REPORTING PERIOD

The SQLI Group is continuing its strategy of "pure player" in digital transformation and e-commerce. As such, it has:

- acquired the company LEVANA, a recognised player in France in the integration of the publisher Salesforce in February 2024;
- signed an LOI in February 2024, and obtained exclusivity for the acquisition of Station10 (UK) in the Data activity, in particular around the Adobe publisher products.
- accepted an exclusive LOI with the Talis group to sell it its Education business marketed under the ASTON brand;

On 2 January 2024, SQLI Belgium SA absorbed SQLI DIGITAL BELGIUM, both held by SQLI SA.

## III. ACCOUNTING RULES AND POLICIES

### Note 1 General framework

The consolidated financial statements of SQLI and its subsidiaries, which are published for the 2023 financial year, are prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union on 31 December 2023.

The accounting principles applied at 31 December 2023 are the same as those used for the consolidated financial statements at 31 December 2022.

### Note 2 Changes in accounting basis in 2023

#### Note 2.1 New standards and interpretations with mandatory application at 1 January 2023

The standards and interpretations with mandatory application from 1 January 2023 have no significant impact on the Group's consolidated financial statements at 31 December 2023, in particular with regard to the amendments to:

- IAS 1 "Disclosure of accounting policies";
- IAS 1 "Presentation of financial statements – Classification of liabilities as current or non-current";
- IAS 8 "Definition of an accounting estimate";
- IAS 12 "Deferred tax related to assets and liabilities arising from a single transaction".

#### Note 2.2 Standards, amendments to standards and interpretations not yet adopted by the Group

The Group has not applied in advance any of the new standards and interpretations that may affect it and whose application was not mandatory at 1 January 2023.

## Note 3 Estimates and judgements

For the preparation of financial statements in accordance with IFRS, the Group must make estimates and assumptions that affect the carrying amount of assets and liabilities, income and expenses, as well as the information provided in certain notes to the financial statements.

Management assesses these estimates and assessments continuously on the basis of its past experience as well as various other factors deemed reasonable that form the basis of these assessments. Future results are likely to differ significantly depending on different assumptions or conditions.

These estimates mainly concern the recognition of revenue from fixed-price contracts, the recognition of deferred tax assets, impairment tests on assets, the calculation of pension

obligations and other long-term benefits, the assessment of earn-out clauses, current and non-current provisions as well as the measurement of leases under IFRS 16.

Under the prudent assumption of operating cash use equivalent to that of the last 12 months, the Group's net cash and cash equivalents position is more than sufficient to cover at least 12 months of operations. In addition, the cash flow forecasts for 2024 enable us to carry out the planned external growth operations. At the closing date of the consolidated financial statements on 31 December 2023, the Group concluded that there was no significant uncertainty likely to call into question business continuity for at least the next 12 months.

## Note 4 Consolidation principle

As the parent company exercises exclusive control over all Group companies, all companies are fully consolidated. All transactions between consolidated companies as well as internal Group results have been eliminated.

The income statement includes the financial statements of companies acquired during the financial year from their

acquisition date and the financial statements of companies sold until their disposal date.

Company securities that, although meeting the above criteria, are not consolidated, are recorded under "Financial assets". These are companies that, both individually and overall, are not significant for any of the aggregates of the consolidated financial statements.

## Note 5 Consolidation of subsidiaries

Business combinations are accounted for using the acquisition method. Under this method, assets acquired and liabilities assumed, as well as contingent liabilities assumed, are recognised at their fair value at the acquisition date.

### Note 5.1 Identifiable assets and liabilities

When an entity is first consolidated, assets and liabilities whose net carrying amount differs significantly from their fair value are revalued.

Differences in value (valuation differences) are reclassified to the balance sheet items concerned and follow their own accounting rules. The Group has the year following the vesting period to finalise the valuations.

### Note 5.2 Goodwill

The difference between the acquisition price of the consolidated company's shares and the Group's share in its restated equity at the date of entry into the consolidation scope is allocated to the differences in value that may be attributed to the identifiable assets and liabilities. The unallocated residual portion is recorded under "Goodwill" on the asset side of the statement of financial position.

Costs incidental to the acquisition are non-recurring operating expenses.



## Note 6 Translation methods for items in foreign currencies

### Note 6.1 Foreign currency transactions

Transactions in foreign currencies are converted into euros using the average exchange rate on the day of the transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated at the closing rate. Translation differences are recognised as income or expenses. Non-monetary assets and liabilities denominated in a foreign currency, recognised at historical cost, are translated at the exchange rate on the transaction date.

### Note 6.2 Financial statements of foreign entities

All assets and liabilities of consolidated entities whose functional currency is not the euro are translated at the closing rate. Income and expenses are translated at the average exchange rate for the financial year ended. The exchange differences resulting from this treatment and those resulting from the conversion of the equity of the subsidiaries at the beginning of the financial year according to the closing prices are included under the heading "Translation differences" in "Consolidated reserves" of consolidated equity. Exchange differences arising on the translation of the net investment in foreign subsidiaries and associates are recognised in equity.

## Note 7 Operating segments

The segment reporting required by IFRS 8 is based on the internal reporting used by the Group's main decision-makers, i.e. SQLI's Chairperson and CEO, divisional heads and operational directors.

From 2021, the Group has been organised around two geographical areas, France and International, each of which account for almost half of the activity:

- this organisation was set up to meet the demand of customers in each country who use the Group's technical and digital services. Each of the two areas is managed by a manager responsible for an operating account;

- the challenges for France are to better control its indirect costs to achieve the average operational profitability of the sector, and to complete its technical base (data, Cyber, etc.) before rolling it out internationally;
- the challenge for International is to grow, generate a double-digit profitability and integrate the companies acquired (medium-sized companies for SQLI) before completing its European coverage (Italy, Spain, Germany).

Given this organisation, the "France" and "International" geographical areas are the operating segments which the Group analyses.

## Note 8 Intangible assets

Intangible assets are recognised at acquisition cost and amortised on a straight-line basis over their useful life:

Software and software packages: One to five years

Customer portfolios: Eight years

In accordance with IAS 38, research costs are recorded as expenses in the year in which they are incurred. Barring exceptions, development costs are maintained as expenses because they do not correspond to the six criteria set out in the standard.

## Note 9 Property, plant and equipment

Property, plant and equipment are recognised at their acquisition cost. Borrowing costs are not included in the value of non-current assets.

Depreciation is calculated on a straight-line basis on the basis of the acquisition cost of the assets, according to the useful lives, which are generally established within the following limits:

Fixtures: Eight to ten years

Office equipment and furniture: Three to five years

IT equipment: Two years

The differences resulting from the different depreciation rates applied in the various Group companies to non-current assets of the same nature are not material and have not been restated in the consolidated income statement.

## Note 10 Leases

The Group leases its offices in France and abroad and has entered into leases falling within the scope of IFRS 16 for most of its vehicles and IT equipment.

In accordance with IFRS 16, all leases are recognised as assets through the recognition of a right of use and a liability corresponding to the present value of future payments. The lease term is defined contract by contract and corresponds to the firm period of the commitment taking into account the optional periods that will be reasonably certain to be exercised.

The lease liability is recognised for an amount equal to the present value of the rents over the term of the contract. The amounts taken into account for rents in the valuation of the debt are fixed and variable rents based on a rate or an index as well as the payments to be made by the lessee under a residual value guarantee. The discount rate used

to calculate the lease liability is determined for each asset according to the Group's marginal debt ratio at the effective date of the contract.

The right of use is equal to the initial amount of the debt plus, if applicable, the advance payments made to the lessee net of the benefits received from the lessor and, where applicable, the initial direct costs incurred by the lessor for the conclusion of the contract.

The right of use is amortised on a straight-line basis over the useful life of the underlying assets.

The Group has chosen to restate the rents of all contracts falling within the scope of the standard, regardless of the value of the underlying asset. Only short-term leases (less than 12 months) are recognised as expenses.

## Note 11 Impairment of non-current assets

Goodwill is tested for impairment, in accordance with IAS 36, at least once a year or more frequently if there are indications of impairment.

Other non-current assets, mainly IT equipment and office equipment, are not subject to an impairment test due to their nature and depreciation period.

## Note 12 Financial assets

This item includes non-consolidated equity securities, deposits and guarantees paid and loans. Unlisted equity securities are classified by default in the category "Securities available for sale". They are recorded at their acquisition cost (purchase price plus acquisition costs) or at their contribution value.

When their net asset value at the closing date is lower than the recognised value, a provision for impairment is made for the amount of the difference. The inventory value of the shares is assessed on the basis of criteria such as the share of net position, changes in revenue and sustainable profitability.

The 20-year loans constituting the Company's participation in the construction effort are recorded in the statement of financial position at their current value.

The Company has taken out a liquidity contract in accordance with the AFEI Charter, in order to foster the liquidity of transactions and regular listing of its securities. The transactions performed on its behalf by the stockbroker company having signed the contract are recorded under financial investments. Treasury shares held under this contract are deducted from consolidated equity.

## Note 13 Valuation of receivables and payables

Receivables and payables are measured at their fair value, which generally corresponds to their nominal value. A provision for impairment of trade receivables is recognised in the event of litigation to take into account the risk of non-recovery.

The Group also applies the simplified model as defined in IFRS 9 and records an impairment of its trade receivables corresponding to the expected credit loss. The impairment

rates used were estimated based on the maturities and late payments of receivables, taking into account the losses that the Group may have recognised in the past. An analysis of losses will be conducted annually in order to possibly adjust the impairment rates.

Transactions in foreign currencies are translated at the exchange rate on the transaction date. Gains and losses resulting from the conversion of balances at the closing



rate are recognised in the income statement under Current Operating Income.

## Note 14 Principle for recognising revenue

Revenue from service contracts performed by the Group is recognised in accordance with the provisions of IFRS 15. In most cases, these contracts only include a single performance obligation, which is realised as the contract progresses.

When a contract includes several distinct performance obligations, the Group allocates the total price of the contract to each performance obligation. Contract amendments (relating to the price and/or scope of the contract) are recognised when they are approved by the customer. When these changes relate to new goods or services considered to be separate under IFRS 15, and the price of the contract increases by an amount reflecting the prices of these additional goods and services, these changes are recognised as a separate contract.

To measure the progress of contracts, the Group uses either a method based on the number of days completed (time & material services provided under contract), or a method based on a percentage of completion by costs (fixed-price services).

Revenue recognised that has not been invoiced is recorded in the statement of financial position under contract assets (invoices to be prepared) at the closing date. Conversely, amounts invoiced to customers that have not yet been recognised in revenue are recognised as contract liabilities (deferred income).

The Group also purchases services on behalf of third parties. When it is only the intermediary between its suppliers and its end customers, the Group acts as an agent and recognises in revenue only the margin resulting from this transaction.

Some multi-year contracts require a familiarisation phase prior to their execution: the costs generated during this phase constitute start-up costs recognised as prepaid expenses and then spread over the duration of the contract.

In accordance with IAS 37 and for fixed-price projects, a provision for loss on completion is recognised when the projected margin of the project is negative.

## Note 15 Financial instruments

Assets and liabilities are recognised in the statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

### Borrowings

On the date they are issued, borrowings are recognised at the fair value of the consideration given, which normally corresponds to the cash received, net of the related issue costs. Subsequently, borrowings are valued at amortised cost using the effective interest rate (EIR) method. Issuance costs are recognised in the income statement on a staggered (actuarial) basis using the EIR method.

### Cash flow

The "Cash" line includes cash on hand, bank balances and short-term investments in monetary instruments. These investments are available at any time for their nominal amount and the risk of a change in value is negligible. Cash equivalents are valued at their market value at the reporting date. Changes in value are recorded under "Income from cash and cash equivalents".

## Note 16 Derivatives

### Note 16.1 Exposure to foreign exchange risk

Overall, the Group has little exposure to foreign exchange risk on current commercial transactions. These transactions are carried out in countries where the risk of currency fluctuations is low. As a result, no foreign exchange hedges were contracted for commercial transactions.

### Note 16.2 Interest rate risk exposure

The Group's financial income is sensitive to changes in interest rates. Indeed, part of its debt is at variable rates. The Group's income statement may be affected by fluctuations in euro zone interest rates. The Group sets up interest rate hedges to limit its exposure.

### Note 16.3 Common principles relating to hedging instruments

The instruments used are limited to interest rate swaps, future rate agreements and purchases of caps and collars to hedge interest rate risk.

They have the following characteristics:

- to be used only for hedging purposes;
- to be processed only with leading French banks;
- not to present any liquidity risk in the event of a potential reversal.

The use of these financial instruments, the choice of counterparties and, more generally, the management of exposure to interest rate risk, are the subject of specific reports intended for the management and control bodies of the companies concerned.

## Note 16.4 Accounting methods

The accounting rule in an interest rate hedging relationship is to recognise the change in the fair value of the hedging instrument and that of the item hedged symmetrically in the income statement.

Financial hedging instruments used by the Group are classified as "Financial liabilities at fair value through profit or loss".

## Note 17 Provisions

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", provisions correspond to liabilities that meet the following criteria:

- the amount or maturity is not set precisely;
- the economic impact is negative for the Group, as this liability is analysed as an obligation of the Group to a third party that is likely or certain to result in an outflow of resources to the benefit of this third party, without consideration at least equivalent expected of it.

Non-current provisions are not linked to the companies' normal operating cycle. They mainly include:

- employee benefits: provisions are recorded for end-of-career benefits to be received by employees on the day of their retirement. The measurement of retirement benefit obligations complies with IAS 19.

In the case of defined-benefit plans relating to post-employment benefits, the cost of the benefits is estimated using the projected unit credit method.

This method is based on the benefits that will be paid to employees at the probable time of their retirement, taking into account the age pyramid, the staff turnover rate and the survival rate determined from the official tables by age bracket. The amounts obtained are revalued according to inflation and promotion assumptions and discounted to take into account the date on which the benefits will actually be paid.

Provisions are discounted when the time effect is significant.

The Group also records a commitment related to the personal protection contracts of which the employees of SQLI Suisse benefit. Due to the legal guarantee of the minimum interest rate to be paid to employees and the conversion rate, the Swiss provident institutions are considered as defined benefit plans under IAS 19. Benefit commitments are therefore calculated in accordance with the provisions of this standard on the basis of actuarial methods and information such as the structure of the workforce, employee turnover and salary growth assumptions;

- provisions intended to cover litigation, disputes and foreseeable contingencies of the Group's activities at more than one year.

Current provisions are linked to the normal operating cycle of the Group's business. They mainly include:

- provisions for losses on completion of contracts: these concern contracts in progress and are measured on a case-by-case basis without offsetting;
- provisions intended to cover litigation, disputes and foreseeable contingencies of the Group's activities due in less than one year.

## Note 18 Risk factors

Operational risks are described in section I c) of the management report. After a review of these risks by the Company, it considers that there are no other significant risks other than the following:

### Share price fluctuation

The SQLI share price is highly volatile, as is the case for technology companies.

Any event concerning the stock market, the economic environment, the information technology sector and its

growth prospects, a competitor and/or changes in the Group's results may cause significant fluctuations in the share price.

### Exceptional events and litigation

Provision is made for disputes likely to generate a future outflow of resources for the Group in accordance with IAS 37. To the best of SQLI's knowledge, there is no other litigation, arbitration or exceptional event likely to have or have had in the recent past a significant impact on the financial position, results, activity or assets of the Company and Group.



## Note 19 Company savings plans

As part of a company savings plan (PEE, *plan d'épargne entreprise*), the Company offers its employees the opportunity to subscribe to a reserved capital increase, at a share value discounted from its stock market price, the shares given in payment subject to a five-year lock-up clause.

In accordance with IFRS 2, the difference between the discounted subscription price paid by the employee and the fair value of the shares acquired constitutes a benefit recognised in employee benefits expense.

## Note 20 Other non-recurring operating income and expenses

Presented under Current Operating Income, they represent items of operating income and expenses considered as non-recurring in relation to the Company's current operations. These items are significant and unusual and

their classification in non-recurring income is intended to facilitate the reading of the financial statements and the understanding of the Group's current operating performance.

## Note 21 Income tax

The income tax expense corresponds to the tax payable by each consolidated tax entity, adjusted for deferred taxes. These are calculated on all temporary differences arising from the difference between the tax base and the consolidated base of assets and liabilities, according to a balance sheet approach with application of the variable carry-forward method and according to a reliable repayment schedule. The tax rate and tax rules used are those resulting

from the tax laws in force and which will be applicable when the transactions concerned are unwound.

Deferred tax assets are recognised in the statement of financial position to the extent that it is more likely than not that they will be recovered in subsequent years. Deferred tax assets and liabilities are not discounted.

## Note 22 Treasury shares

All treasury shares held by the Group are recorded at their acquisition cost as a deduction from equity. The proceeds from the sale of treasury shares are recognised directly as

an increase in equity, so that any capital gains or losses on disposal do not affect net income for the financial year.

## Note 23 Earnings per share

Earnings per share are obtained by dividing earnings by the weighted average number of shares outstanding during the financial year, excluding treasury shares. Diluted earnings per share are obtained by dividing the result by the weighted average number of shares outstanding during the financial

year and the weighted average number of shares that would be created following the conversion of convertible instruments into shares and the exercise of stock options granted at the end of the financial year.

## IV. SCOPE OF CONSOLIDATION

| Consolidated companies                      | Head office                  | 31/12/2023            |               | 31/12/2022   |               |
|---------------------------------------------|------------------------------|-----------------------|---------------|--------------|---------------|
|                                             |                              | % of control          | % of interest | % of control | % of interest |
| SQLI SA                                     | Levallois-Perret (92)        | Consolidating company |               |              |               |
| SQLI SUISSE SA                              | Lausanne (Switzerland)       | 100%                  | 100%          | 100%         | 100%          |
| SQLI MOROCCO SA                             | Rabat (Morocco)              | 100%                  | 100%          | 100%         | 100%          |
| CLEAR VALUE SAS                             | Levallois-Perret (92)        | 100%                  | 100%          | 100%         | 100%          |
| SQLI SA (LUXEMBOURG)                        | Luxembourg (Lux)             | 100%                  | 100%          | 100%         | 100%          |
| EOZEN FRANCE SAS                            | Levallois-Perret (92)        | 100%                  | 100%          | 100%         | 100%          |
| ICONEWEB MULTIMEDIA MAROC SARL              | Casablanca (Morocco)         | 100%                  | 100%          | 100%         | 100%          |
| SQLI BELGIUM SA                             | Diegem (Belgium)             | 100%                  | 100%          | 100%         | 100%          |
| SQLI SA                                     | Strassen (Luxembourg)        | 100%                  | 100%          | 100%         | 100%          |
| ASTON INSTITUT SARL                         | Levallois-Perret (92)        | 100%                  | 100%          | 100%         | 100%          |
| SQLI DIGITAL BELGIUM                        | Sint-Martens-Latem (Belgium) | 100%                  | 100%          | 100%         | 100%          |
| GEIE ICE                                    | Blagnac (31)                 | 20%                   | 100% *        | 20%          | 100%*         |
| WAX INTERACTIVE SAS                         | Levallois-Perret (92)        | 100%                  | 100%          | 100%         | 100%          |
| WAX INTERACTIVE LILLE SAS                   | Levallois-Perret (92)        | 100%                  | 100%          | 100%         | 100%          |
| SQLI LTD                                    | London (United Kingdom)      | 100%                  | 100%          | 100%         | 100%          |
| SQLI NORDICS AB (formerly STAR REPUBLIC AB) | Göteborg (Sweden)            | 100%                  | 100%          | 100%         | 100%          |
| OSUDIO HOLDING BV                           | Heerlen (The Netherlands)    | 100%                  | 100%          | 100%         | 100%          |
| SQLI Services BV                            | Eindhoven (The Netherlands)  | 100%                  | 100%          | 100%         | 100%          |
| SQLI DANMARK APS                            | Copenhagen (Denmark)         | 100%                  | 100%          | 100%         | 100%          |
| OSUDIO BELGIUM NV                           | Diepenbeek (Belgium)         | 100%                  | 100%          | 100%         | 100%          |
| SQLI NEDERLAND BV                           | Amsterdam (The Netherlands)  | 100%                  | 100%          | 100%         | 100%          |
| SQLI DEUTSCHLAND GMH                        | Dortmund (Germany)           | 100%                  | 100%          | 100%         | 100%          |
| CODELUX                                     | Berlin (Germany)             | 100%                  | 100%          | 100%         | 100%          |
| INVENT COMMERCE                             | Levallois-Perret (92)        | N/A                   | N/A           | 100%         | 51%           |
| sold in December 2023                       |                              |                       |               |              |               |
| OSUDIO SWITZERLAND GmbH                     | Zurich (Switzerland)         | 100%                  | 100%          | 100%         | 100%          |
| SQLI SPAIN                                  | Barcelona (Spain)            | 100%                  | 100%          | 100%         | 100%          |
| SQLI UK Ltd (formerly REDBOX DIGITAL LTD)   | London (United Kingdom)      | 100%                  | 100%          | 100%         | 100%          |
| REDBOX DIGITAL ME FZ-LLC                    | Dubai (United Arab Emirates) | 100%                  | 100%          | 100%         | 100%          |
| REDBOX DIGITAL LTD                          | Mauritius                    | 100%                  | 100%          | 100%         | 100%          |

\* For the activity carried out by SQLI.

## V. OTHER INFORMATION ON THE STATEMENT OF FINANCIAL POSITION AND INCOME STATEMENT

Unless otherwise indicated, information is given in thousands of euros.

### Note 1 Goodwill

|               | 31/12/2022    | Acquisition<br>Disposal | Value<br>adjustment | Impairment<br>for the period | 31/12.2023    |
|---------------|---------------|-------------------------|---------------------|------------------------------|---------------|
| France        | 38,844        | -                       | -                   | -                            | 38,844        |
| International | 50,355        | -                       | -                   | -                            | 50,355        |
| <b>TOTAL</b>  | <b>89,199</b> |                         |                     |                              | <b>89,199</b> |

Goodwill is presented on the basis of two CGUs, which correspond to the geographical areas "France" and "International".

Goodwill is tested for impairment at least once a year on 31 December of each year and whenever there is an indication of impairment. These impairment tests are based on the value in use of each cash-generating unit (CGU), determined on the basis of discounted future cash flows, requiring the use of assumptions and estimates. An impairment loss is recognised if the recoverable amount is lower than the carrying amount. This recoverable amount corresponds to the higher of the fair value net of disposal costs and the value in use. The impairment indicators used by the Group include changes in revenue, operating profitability reflected in operating income and/or the level of employee employment.

The assumptions used for the tests carried out at 31 December 2023 are as follows:

- Duration of forecasts: four years
- Projection methods:
  - 2024: budget basis
  - 2025-2027: average revenue growth rate of 5% per year for France and for International

- EBIT rate: steady increase to reach a normative rate in 2027
- Discount rate after tax: 11.5% (unchanged at 31/12/2022)
- Perpetual growth rate: 1.5% (unchanged at 31/12/2022)

Based on these tests, no impairment was recognised.

#### Sensitivity tests

The tests performed may be sensitive to a reasonable change in the discount rate or the perpetual growth rate. Thus, they were also carried out in the following cases:

- one point decrease in revenue growth assumptions for 2025-2027;
- one point decrease in normative EBIT assumptions;
- combined one point decrease in revenue growth assumptions for 2025-2027 and one point decrease in normative EBIT assumptions.

In none of these cases, an additional impairment would be recognised.

## Note 2 Intangible assets

|                                     | 31/12/2022    | Currency impact | Acquisitions/Provisions | Disposals/Reversals | Reclass.   | 31/12/2023    |
|-------------------------------------|---------------|-----------------|-------------------------|---------------------|------------|---------------|
| Development costs                   | 45            |                 |                         |                     |            | 45            |
| Software                            | 3,983         | 3               | 345                     | -122                | 215        | 4,424         |
| Customer portfolios                 | 5,908         | 62              |                         |                     |            | 5,970         |
| Assets in progress                  | 228           |                 | 387                     |                     | -279       | 336           |
| <b>Gross values</b>                 | <b>10,164</b> | <b>64</b>       | <b>732</b>              | <b>-122</b>         | <b>-64</b> | <b>10,773</b> |
| Amortisation of research costs      | -45           |                 |                         |                     |            | -45           |
| Amortisation of software            | -3,478        | -2              | -297                    | 215                 |            | -3,563        |
| Amortisation of customer portfolios | -3,299        | -26             | -667                    |                     |            | -3,992        |
| <b>NET VALUES</b>                   | <b>3,342</b>  | <b>36</b>       | <b>-233</b>             | <b>93</b>           | <b>-64</b> | <b>3,174</b>  |

## Note 3 Rights-of-use relating to leasing contracts

### ANALYSIS OF RIGHT-OF-USE ASSETS BY CATEGORY OF UNDERLYING ASSETS

|                                             | 31/12/2022    | Adjustment of fair value | Currency impact | Acquisitions/Provisions | Disposals/Reversals | 31/12/2023    |
|---------------------------------------------|---------------|--------------------------|-----------------|-------------------------|---------------------|---------------|
| Furniture                                   | 36,362        | -812                     | 268             | 14,220                  | -16,456             | 33,582        |
| IT equipment                                | 4,157         | 1                        | 59              | 1,793                   | -509                | 5,500         |
| Vehicles                                    | 5,189         | -20                      | 8               | 1,324                   | -1,181              | 5,321         |
| <b>Gross values</b>                         | <b>45,709</b> | <b>-831</b>              | <b>335</b>      | <b>17,337</b>           | <b>-18,146</b>      | <b>44,404</b> |
| <b>Depreciation/Amortisation/Impairment</b> |               |                          |                 |                         |                     |               |
| Furniture                                   | -24,487       | 371                      | -140            | -6,366                  | 16,971              | -13,651       |
| IT equipment                                | -1,966        | -                        | -21             | -1,370                  | 509                 | -2,849        |
| Vehicles                                    | -3,116        | 50                       | -6              | -1,233                  | 1,121               | -3,184        |
| <b>NET VALUES</b>                           | <b>16,141</b> | <b>-410</b>              | <b>168</b>      | <b>8,367</b>            | <b>455</b>          | <b>24,721</b> |

In November 2023, SQLI moved its registered office, remaining in Levallois-Perret, but in new offices.

Lease debt items are available in Note 15.

## Note 4 Property, plant and equipment

|                                                      | 31/12/2022    | Currency impact | Acquisitions/<br>Provisions | Disposals/<br>Reversals | Reclass.    | 31/12/2023    |
|------------------------------------------------------|---------------|-----------------|-----------------------------|-------------------------|-------------|---------------|
| Buildings                                            | 1,104         | 26              | -                           | -                       | -           | 1,130         |
| Technical facilities                                 | 102           | 2               | -                           | -                       | -           | 104           |
| Fixtures, furniture and IT equipment                 | 25,250        | 288             | 4,256                       | -5,110                  | -81         | 24,602        |
| Property, plant and equipment in progress            | 118           | 3               | -                           | -                       | -32         | 89            |
| <b>Gross values</b>                                  | <b>26,574</b> | <b>319</b>      | <b>4,256</b>                | <b>-5,110</b>           | <b>-114</b> | <b>25,925</b> |
| Amortisation of buildings                            | -515          | -12             | -45                         | -                       | -           | -572          |
| Amortisation of technical facilities                 | -90           | -2              | -6                          | -                       | -           | -97           |
| Amortisation of fixtures, furniture and IT equipment | -16,818       | -184            | -3,617                      | 4,768                   | 114         | -15,737       |
| <b>NET VALUES</b>                                    | <b>9,152</b>  | <b>122</b>      | <b>588</b>                  | <b>-342</b>             | <b>-</b>    | <b>9,519</b>  |

The relocation of the head office in November 2023 generated costs related to the fittings of premises, offices and meeting rooms. The new premises were equipped with modern fittings like those in its new head office.

## Note 5 Financial assets

|                                     | Assets available for sale |                            | Loans and advances at amortised cost |                        | Derivatives                          |                           |              |
|-------------------------------------|---------------------------|----------------------------|--------------------------------------|------------------------|--------------------------------------|---------------------------|--------------|
|                                     | Listed equity securities  | Unlisted equity securities | Loans and advances                   | Other financial assets | at fair value through profit or loss | at fair value through OCI | Total        |
| <b>Gross value</b>                  |                           | <b>2</b>                   | <b>4,518</b>                         | <b>1,607</b>           | <b>887</b>                           | <b>-</b>                  | <b>7,014</b> |
| Accumulated impairment losses       |                           |                            | -1,516                               |                        |                                      |                           | -1,516       |
| <b>Net value at 31/12/2022</b>      | <b>-</b>                  | <b>2</b>                   | <b>3,002</b>                         | <b>1,607</b>           | <b>887</b>                           | <b>-</b>                  | <b>5,498</b> |
| Changes in scope                    |                           |                            |                                      |                        |                                      |                           |              |
| Investments                         |                           |                            | 510                                  |                        |                                      |                           | 510          |
| Revaluation at fair value           |                           |                            |                                      |                        | -196                                 |                           | -196         |
| Disposals at the sale value         |                           |                            | -59                                  |                        | -143                                 |                           | -202         |
| Impact of changes in exchange rates |                           |                            |                                      | 36                     |                                      |                           | 36           |
| <b>Gross value</b>                  | <b>-</b>                  | <b>2</b>                   | <b>3,453</b>                         | <b>1,643</b>           | <b>548</b>                           | <b>-</b>                  | <b>5,646</b> |
| Accumulated impairment losses       |                           |                            | 82                                   |                        |                                      |                           | 82           |
| <b>NET VALUE AT 31/12/2023</b>      | <b>-</b>                  | <b>2</b>                   | <b>3,535</b>                         | <b>1,643</b>           | <b>548</b>                           | <b>-</b>                  | <b>5,727</b> |

Loans and receivables are loans granted by the Group for the construction effort. They are discounted using the iBOXX Euro Corporate AA 10+ rate (3.17% at 31 December 2023 versus 3.77% at 31 December 2022).

Other financial assets mainly represent deposits and guarantees paid in connection with the Group's real estate leases.

To hedge the interest rate risk on the Unitranche debt, a derivative instrument was taken out in 2022 with the Palatine bank. The fair value of this instrument was recognised in financial assets at closing for an amount of €548 thousand. Note 16) details the characteristics of this derivative.

## Note 6 Trade receivables

|                                                   | 31/12/2023    | 31/12/2022    |
|---------------------------------------------------|---------------|---------------|
| Trade receivables                                 | 49,439        | 44,598        |
| Trade receivables sold but not deconsolidated     | 11,621        | 14,582        |
| Contract assets                                   | 9,956         | 15,235        |
| <b>Gross value</b>                                | <b>71,016</b> | <b>74,415</b> |
| Provisions at beginning of year                   | -3,875        | -3,798        |
| Provisions                                        | 286           | -564          |
| Reversals                                         | 460           | 483           |
| Other movements                                   | 5             | -             |
| <b>Impact of changes in exchange rates</b>        | <b>-18</b>    | <b>4</b>      |
| <b>Closing provisions</b>                         | <b>-3,142</b> | <b>-3,875</b> |
| <i>Of which: Provisions for trade receivables</i> | <i>-3,142</i> | <i>-3,875</i> |
| <i>Provisions for work in progress</i>            |               |               |
| <b>NET VALUE</b>                                  | <b>67,874</b> | <b>70,540</b> |

As mentioned in Note 15 "Principle for recognising revenue", section II "Accounting rules and methods", contract assets correspond to services performed but not yet invoiced.

The present value of trade receivables is not different from their carrying value. Their breakdown by maturity (excluding non-performing loans) is as follows:

|                   | 31/12/2023 | Not expired | Past due | 1-30 Days | 31-60 days | 61-90 days | 91-180 days | 181-360 days | 361 days and more |
|-------------------|------------|-------------|----------|-----------|------------|------------|-------------|--------------|-------------------|
| Trade receivables | 46,277     | 36,102      | 10,176   | 5,085     | 1,750      | 1,084      | 1,438       | 656          | 162               |

Doubtful receivables amount to €3,162 thousand and are provisioned in the amount of €2,690 thousand. In accordance with IFRS 9 and according to the prospective approach of expected credit losses, the Group also recorded a provision at the end of the financial year, bringing the estimated customer risk to €3,142 thousand at 31 December 2023 (compared with €3,875 thousand in 2022).

The Group has adopted a policy of outsourcing the management of its trade receivables for France, covering

both the areas of credit insurance, the management of reminders and the refinancing thereof. They are transferred under a factoring agreement.

At 31 December 2023, the amount of receivables entrusted to the factor amounted to €18.6 million, i.e. €2.5 million in additional financing compared to 31 December 2022. Deconsolidated receivables amounted to €7 million at closing, while factored receivables not deconsolidated represented €11.6 million compared to €14.6 million in 2022.

The breakdown by maturity is as follows:

|                        | 31/12/2023 | Not expired | Past due | 1-30 days | 31-60 days | 61-90 days | 91-180 days | 181-360 days | 361 days and more |
|------------------------|------------|-------------|----------|-----------|------------|------------|-------------|--------------|-------------------|
| Trade receivables sold | 18,578     | 13,953      | 4,625    | 4,286     | 292        | 98         | -20         | -31          | 0                 |

The costs incurred under the factoring agreement are assessed as follows:

|                                          | 2023        | 2022        |
|------------------------------------------|-------------|-------------|
| Customer credit insurance and management | -244        | -239        |
| Financial cost of mobilising debt        | -463        | -118        |
| <b>TOTAL</b>                             | <b>-707</b> | <b>-357</b> |

The costs of credit insurance and customer portfolio management are included in Current Operating Income.

## Note 7 Other receivables

|                                                | 31/12/2023    |               |          | 31/12/2022    |               |          |
|------------------------------------------------|---------------|---------------|----------|---------------|---------------|----------|
|                                                | Total         | -1 year       | +1 year  | Total         | -1 year       | +1 year  |
| Social receivables                             | 1,001         | 1,001         | -        | 731           | 731           | -        |
| Tax receivables excluding corporate income tax | 15,645        | 15,645        | -        | 13,733        | 13,733        | -        |
| Guarantee fund with the factor                 | 4,090         | 4,090         | -        | 1,268         | 1,268         | -        |
| Prepaid expenses                               | 3,749         | 3,749         | -        | 3,003         | 3,003         | -        |
| Other receivables                              | 756           | 756           | -        | 883           | 883           | -        |
| <b>TOTAL</b>                                   | <b>25,241</b> | <b>25,241</b> | <b>-</b> | <b>19,618</b> | <b>19,618</b> | <b>-</b> |

The increase in tax receivables (mainly VAT) reflects the increase in business activity.

## Note 8 Current tax assets

|                                                     | 31/12/2023   |              |              | 31/12/2022   |            |              |
|-----------------------------------------------------|--------------|--------------|--------------|--------------|------------|--------------|
|                                                     | Total        | -1 year      | +1 year      | Total        | -1 year    | +1 year      |
| State, research tax credits                         | 3,060        | -            | 3,060        | 2,591        | -          | 2,591        |
| State, corporate tax advances and other tax credits | 1,404        | 1,404        | -            | 757          | 757        | -            |
| Other receivables – non-current                     | 64           | -            | 64           | -            | -          | -            |
| <b>Gross value</b>                                  | <b>4,527</b> | <b>1,404</b> | <b>3,124</b> | <b>3,348</b> | <b>757</b> | <b>2,591</b> |
| Opening provision                                   | -            | -            | -            | -            | -          | -            |
| Provisions                                          | -            | -            | -            | -            | -          | -            |
| Reversals                                           | -            | -            | -            | -            | -          | -            |
| <b>Closing provision</b>                            | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>-</b>     | <b>-</b>   | <b>-</b>     |
| <b>NET VALUE</b>                                    | <b>4,527</b> | <b>1,404</b> | <b>3,124</b> | <b>3,348</b> | <b>757</b> | <b>2,591</b> |

The expenses incurred by the Group in 2023 as part of its research and development programme meeting the eligibility criteria for the research tax credit generated a new tax receivable recognised on the asset side of the statement of financial position for an amount of €3,332 thousand.

At 31 December 2023, the amount of the CIR receivable transferred to La Banque Postale amounted to €7,047 thousand in consideration for an overall financing of €6,308 thousand. These disposals were considered as deconsolidating and the receivables sold were removed from the statement of financial position.

## Note 9 Cash and cash equivalents

|                                                                             | 31/12/2023    | 31/12/2022    |
|-----------------------------------------------------------------------------|---------------|---------------|
| Available cash                                                              | 15,979        | 22,687        |
| Accrued interest not yet due on available cash and cash equivalents         | 65            | -             |
| Units of SICAVs, money market and guaranteed mutual funds and term accounts | 28            | 63            |
| <b>CASH AND CASH EQUIVALENTS IN THE STATEMENT OF FINANCIAL POSITION</b>     | <b>16,072</b> | <b>22,750</b> |

The reconciliation between the amount of cash and cash equivalents shown on the statement of financial position and the net cash amount shown in the statement of cash and cash equivalents is as follows:

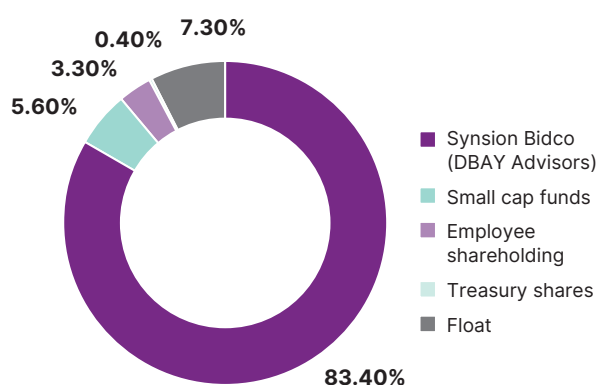
|                                          | 31/12/2023    | 31/12/2021    |
|------------------------------------------|---------------|---------------|
| Cash and cash equivalents                | 16,072        | 22,749        |
| Bank overdrafts                          | -361          | -530          |
| <b>NET CASH FROM CASH FLOW STATEMENT</b> | <b>15,711</b> | <b>22,219</b> |

## Note 10 Capital

At 31 December 2023, the capital consisted of 4,657,013 shares with a nominal value of €0.80, of a single class, each fully paid up. During the financial year, there were three successive increases for a total amount of €34,430 (43,038 shares).

The Company's Articles of Association provide for double voting rights for fully paid-up shares that have been registered for at least three years or for those allocated to shareholders in the event of a capital increase by incorporation of reserves, profits or issue premiums, on the basis of old shares for which they benefit from this right.

The capital of SQLI SA as of 31 December 2023 is as follows:



## Note 11 Dilutive instruments

The changes in shares outstanding over the financial year were as follows:

|               | Date of issue | 31/12/2023                     |                               | 31/12/2022                     |                               |
|---------------|---------------|--------------------------------|-------------------------------|--------------------------------|-------------------------------|
|               |               | Number of warrants/<br>options | Number of potential<br>shares | Number of warrants/<br>options | Number of potential<br>shares |
| Stock options | 22/02/2017    | 5,641                          | 5,641                         | 22,042                         | 22,042                        |
| Free shares   | 08/03/2021    | 4,999                          | 4,999                         | 9,999                          | 9,999                         |
| Free shares   | 26/05/2021    | 2,332                          | 2,332                         | 4,666                          | 4,666                         |
| Free shares   | 12/01/2022    | 9,000                          | 9,000                         | 13,500                         | 13,500                        |
| Free shares   | 12/08/2022    | 42,328                         | 42,328                        | 80,000                         | 80,000                        |
| Free shares   | 27/09/2022    | 13,227                         | 13,227                        | 25,000                         | 25,000                        |
| Free shares   | 10/10/2022    | 33,369                         | 33,369                        | 73,500                         | 73,500                        |
| Free shares   | 12/10/2023    | 17,534                         | 17,534                        | -                              | -                             |
| <b>TOTAL</b>  |               | <b>128,430</b>                 | <b>128,430</b>                | <b>228,707</b>                 | <b>228,707</b>                |

The methods for allocating and exercising the plans are described below:

### Stock options (02/2017 and 10/2017)

The Board meetings of 22 February and 18 October 2017 granted 30,757 stock options to employees and executives of the Company.

The remaining stock options must be exercised no later than February 2024 and may be exercised at a price of €32.04.

### Free shares (03, 05, 08/2021 and 01/2022)

Following the decisions of the Board of Directors of 5 March 2021, 25,000 free shares were allocated on 8 March, 26 May and 23 August 2021 and 13,500 free shares were allocated on 12 January 2022 to members of the salaried workforce and Company directors.

These shares will be definitively granted subject to the presence of the beneficiaries for the following periods:

- one third of the shares will be definitively granted at the end of a one-year vesting period and will then be subject to a new one-year holding period;
- one third of the shares will be definitively granted at the end of a two-year vesting period with no holding period;
- one third of the shares will be definitively granted at the end of a three-year vesting period with no holding period.

### Free shares (08, 09 and 10/2022)

Following the success of the takeover bid and in accordance with the decisions of the Board of Directors of 8 July 2022, 178,500 free shares were allocated on 12 August, 27 September and 10 October 2022, for the benefit of Group managers.

These shares will be definitively granted subject to the presence and performance conditions of the beneficiaries for the following periods:

- 28% of the shares will be definitively granted at the end of a one-year vesting period and will then be subject to a three-year holding period;
- 33% of the shares will be definitively granted at the end of a 21-month vesting period and will then be subject to a three-year holding period;
- 39% of the shares will be definitively granted at the end of a 33-month vesting period and will then be subject to a three-year holding period.

The fair value of the plan, including social security contributions, is included in the non-recurring operating income, given the exceptional nature of the plan for a listed company, as it gives access to 4% of the share capital of SQLI to a limited number of managers subject to the achievement of performances expected by investment fund DBAY Advisors.

### Free shares (10/2023)

In accordance with the decisions of the Board of Directors of 12 October 2023, and in line with the previous plans granted, 22,500 additional free shares were allocated to the Group's managers.

These shares will be definitively granted subject to the presence and performance conditions of the beneficiaries for the following periods:

- 27% of the shares will be definitively granted at the end of a one-year vesting period and will then be subject to a three-year holding period;
- 33% of the shares will be definitively granted at the end of a 21-month vesting period and will then be subject to a three-year holding period;

- 39% of the shares will be definitively granted at the end of a 33-month vesting period and will then be subject to a three-year holding period.

The expense incurred in 2023 (first full year) in respect of free share plans amounted to €1,919 thousand (excluding social charges), compared to €979 thousand *pro-rata* at the end of 2022.

## Note 12 SQLI treasury shares

Under the terms of the resolution of the Combined General Meeting of 28 June 2023, SQLI renewed the buyback programme for treasury shares, the objectives of which are, in decreasing order of priority: i) stimulate the market or the share liquidity, ii) purchase for retention and subsequent remittance in exchange or payment as part of possible

external growth operations, iii) the allocation of shares to employees and iv) the possible cancellation of these.

This programme expires during the General Meeting called to approve the financial statements for the financial year ended 31 December 2023. It stipulates a maximum unitary price of €60.

|                                        | 31/12/2023       |                   |               | 31/12/2022       |               |              |
|----------------------------------------|------------------|-------------------|---------------|------------------|---------------|--------------|
|                                        | Number of shares | Unit price (in €) | Value (in €k) | Number of shares | Unit price    | Value        |
| Treasury shares held at 1 January      | 39,119           | 27.921            | 1,092         | 47,454           | 27.867        | 1,322        |
| Acquisitions during the period         | 9,318            | 42.129            | 393           |                  |               |              |
| Disposals at the sale value            |                  |                   |               |                  |               |              |
| Allocation of shares to employees      | -29,260          | 27.923            | -818          | -8,335           | 27.615        | -230         |
| Gains (losses) on disposals            |                  |                   |               |                  |               |              |
| <b>TREASURY SHARES HELD AT CLOSING</b> | <b>19,177</b>    | <b>34.794</b>     | <b>667</b>    | <b>39,119</b>    | <b>27.921</b> | <b>1,092</b> |

## Note 13 Net financial debt

|                                                                   | 31/12/2023    | 31/12/2022    |
|-------------------------------------------------------------------|---------------|---------------|
| Borrowings from credit institutions                               | -             | -             |
| Bonds                                                             | 26,976        | 26,327        |
| Guarantees received                                               | -             | -             |
| <b>Non-current liabilities</b>                                    | <b>26,976</b> | <b>26,327</b> |
| Borrowings from credit institutions                               | -             | -             |
| Guarantees received                                               | -             | 48            |
| Bank overdrafts                                                   | 287           | 510           |
| Accrued interest not yet due                                      | 513           | 426           |
| Valuation of interest rate hedging instruments                    | -             | 403           |
| <b>Current liabilities</b>                                        | <b>800</b>    | <b>1,387</b>  |
| <b>TOTAL GROSS FINANCIAL DEBT</b>                                 | <b>27,776</b> | <b>27,714</b> |
| To be deducted:                                                   |               |               |
| Cash and cash equivalents                                         | -15,711       | -22,218       |
| <b>NET FINANCIAL DEBT (CASH AND CASH EQUIVALENTS NET OF DEBT)</b> | <b>12,065</b> | <b>5,496</b>  |

Two financings were arranged with TIKEHAU in February 2022 following the takeover bid:

- Unitranche financing of €28 million over seven years with flexibility;

- an available Capex line of €20 million to finance acquisitions.

The Group also negotiated an RCF for €10 million with BPI and two of its historical banks (Caisse d'Épargne BPL and Banque Palatine).

Only the financing of €28 million was used at 31 December 2023.

| Bank            | Nominal | Available | Duration | Rate for the period       | 31/12/2022                   | Drawdown subscription | Reimbursement | 31/12/2023    |
|-----------------|---------|-----------|----------|---------------------------|------------------------------|-----------------------|---------------|---------------|
| Tikehau Bonds B | €28M    | Feb-22    | 7 years  | EUR 3M +6% <sup>(2)</sup> | 26,327 <sup>(1)</sup>        |                       | -             | 26,976        |
|                 |         |           |          |                           | <b>26,327 <sup>(1)</sup></b> | <b>-</b>              | <b>-</b>      | <b>26,976</b> |

(1) €28 million less borrowing costs of €1,673 thousand. Repayment in fine in February 2029.

(2) EURIBOR rate + 6% margin, the margin may vary from 5% to 6.5% depending on the SLR ratio = net financial debt/consolidated EBITDA.

The €28 million financing involves several cases of early repayment, including the non-compliance with the SLR financial debt/consolidated EBITDA ratio, assessed in June and December each year:

|     | 06/12/2023 | 12/2024    |            | 06/12/2027 |
|-----|------------|------------|------------|------------|
|     | 06/2024    | 06/12/2025 | 06/12/2026 | 06/12/2028 |
| SLR | 6.25x      | 5.25x      | 4.25x      | 3.75x      |

These ratios were met as of 31 December 2023.

SQLI also cancelled its interest rate hedge on the €33 million loan agreement and took out an interest rate guarantee contract for a period of 30 months to protect itself against variable rate fluctuations on its €28 million financing. The terms of this hedge are presented in Note 16.

## Note 14 Analysis of gross financial debt by maturity

|                             | 31/12/2023    | 31/12/2022    |
|-----------------------------|---------------|---------------|
| Due at more than five years | 26,976        | 26,327        |
| <b>TOTAL</b>                | <b>26,976</b> | <b>26,327</b> |

## Note 15 Leases

### ANALYSIS OF LEASE LIABILITIES BY CATEGORY OF UNDERLYING ASSETS

|                   | 31/12/2022    | Adjustment of fair value | Impact of changes in exchange rates | Asset inflows | Reimbursement | Terminations | 31/12/2023    |
|-------------------|---------------|--------------------------|-------------------------------------|---------------|---------------|--------------|---------------|
| Furniture         | 14,063        | -441                     | 129                                 | 14,220        | -6,366        | -86          | 21,519        |
| IT equipment      | 2,204         | 1                        | 37                                  | 1,793         | -1,370        | -            | 2,665         |
| Vehicles          | 2,115         | 30                       | 2                                   | 1,324         | -1,233        | -60          | 2,179         |
| <b>NET VALUES</b> | <b>18,382</b> | <b>-410</b>              | <b>168</b>                          | <b>17,337</b> | <b>-8,969</b> | <b>-145</b>  | <b>26,363</b> |

## Note 16 Interest rate risk management derivatives

### Note 16.1 Interest rate hedging rules

SQLI has taken out an interest rate guarantee (CAP) for a period of 30 months (which ends at the end of 2024) to protect itself from fluctuations in the variable rate of the Tikehau loan. The Company has opted for a fixed rate of 1.75% as described below.

### Note 16.2 Derivative hedging instruments

The conditions of the derivative instruments related to the management of outstanding interest rate risk at 31 December 2023 are as follows:

|                                                 | €28M bond issue |
|-------------------------------------------------|-----------------|
| Start date                                      | 04/08/2022      |
| Maturity date                                   | 04/02/2025      |
| Payer of variable rates                         | PALATINE        |
| Variable rate                                   | EURIBOR 3 month |
| Fixed/variable rate for SQLI                    | 1.75%           |
| Premium paid                                    | €358K           |
| <b>Nominal amount hedged as of 31 December:</b> |                 |
| 2022                                            | 28,000          |
| 2023                                            | 28,000          |
| 2024                                            | 28,000          |
| 2025                                            | -               |
| <b>Fair value of instruments at 31/12/2022</b>  | <b>887</b>      |
| Change                                          | -339            |
| <b>FAIR VALUE OF INSTRUMENTS AT 31/12/2023</b>  | <b>548</b>      |

## Note 17 Provisions

|                              | 31/12/2022   | Impact of exchange rates and actuarial gains and losses | Provisions | Reversals used | Unused reversals | 31/12/2023   |
|------------------------------|--------------|---------------------------------------------------------|------------|----------------|------------------|--------------|
| Retirement benefits          | 1,618        | 488                                                     | 56         |                |                  | 2,162        |
| Swiss pension policies       | 499          | 1,082                                                   |            | -484           |                  | 1,098        |
| Others                       | 199          | 4                                                       | 56         | -61            |                  | 198          |
| <b>Long-term provisions</b>  | <b>2,317</b> | <b>1,574</b>                                            | <b>112</b> | <b>-545</b>    |                  | <b>3,458</b> |
| Losses on termination        | 86           |                                                         | 34         | -86            |                  | 34           |
| Personal disputes            | 559          |                                                         | 120        | -394           | -125             | 160          |
| Others                       | 177          | 1                                                       |            | -178           |                  | -            |
| <b>Short-term provisions</b> | <b>823</b>   | <b>2</b>                                                | <b>155</b> | <b>-657</b>    | <b>-125</b>      | <b>195</b>   |
| <b>TOTAL</b>                 | <b>3,140</b> | <b>1,576</b>                                            | <b>267</b> | <b>-1,202</b>  | <b>-125</b>      | <b>3,653</b> |

Provisions for risks and charges correspond to the estimated impact on assets of risks, litigation and contentious situations, actual or probable, resulting from the Group's activities. The most significant are analysed below.

Provisions for retirement benefits are analysed in Note 18.

The commitment related to the Swiss protection contracts, considered as defined-benefit contracts under IAS 19, was provisioned in the amount of €1,098 thousand. This commitment was valued according to the projected unit credit method using the following assumptions:

- mortality table: BVG 2020;
- turnover rate: 20% (idem 2022);
- salary increase rate: 3% (idem 2022);

- discount rate: 1.50% (2.20% in 2022);
- interest rate paid to beneficiaries: 0.80% (idem in 2022).

SQLI Belgium was notified in December 2017 of a readjustment of €1.2 million in terms of VAT plus €2.5 million in fines and late payment interest, as well as an adjustment to corporate income tax for financial years 2011 to 2016. In April 2019, the Court of First Instance of Louvain widely tracked SQLI Belgium and its advisors by reducing the initial assessment from €3.7 million to €0.2 million, confirming the total absence of fraud on the part of the Company. The Belgian tax authorities appealed against this ruling. The residual risk remains provisioned in the amount of €100 thousand, according to the estimates of the Group's lawyers.

## Note 18 Post-employment benefits

Post-employment benefits covered by provisions relate to end-of-career indemnities (IFC) commitments for staff employed in France, which are lump-sum indemnities calculated according to the number of years of service of the employee and of his annual salary at the time of his retirement.

Provisions are calculated on the basis of the following assumptions:

- the estimate is calculated based on the employee's decision to retire;

- the retirement age is set at 65 for managers and 64 for non-managers;
- the annual salary increase rate is calculated by age group and by category (managers and non-managers);
- the discount rate used is 3.2% compared to 3.77% in 2022;
- turnover is calculated for each age group;
- the Group's commitment to its employees is valued, including social charges (42% in 2023).

Provisions for retirement benefits break down as follows:

### AMOUNTS RECOGNISED IN THE STATEMENT OF FINANCIAL POSITION

|                                                                         | 31/12/2023   | 31/12/2022   |
|-------------------------------------------------------------------------|--------------|--------------|
| Accrued expenses (net liability in the statement of financial position) | 2,162        | 1,618        |
| Prepaid expenses (net assets on the statement of financial position)    | -            | -            |
| <b>NET AMOUNT RECOGNISED IN THE STATEMENT OF FINANCIAL POSITION</b>     | <b>2,162</b> | <b>1,618</b> |

### CHANGE IN COMMITMENTS DURING THE FINANCIAL YEAR (LIABILITIES)

|                                                                            | 31/12/2023   | 31/12/2022   |
|----------------------------------------------------------------------------|--------------|--------------|
| Commitment at 1 January                                                    | 1,618        | 2,017        |
| Changes in scope                                                           | -            | -            |
| Change due to changes in assumptions generating actuarial gains and losses | 488          | -493         |
| Change in items to be recognised in the income statement                   | 56           | 94           |
| <b>COMMITMENT AT 31 DECEMBER</b>                                           | <b>2,162</b> | <b>1,618</b> |

## Note 19 Deferred tax

|                                                              | 31/12/2023 |              | 31/12/2022 |              |
|--------------------------------------------------------------|------------|--------------|------------|--------------|
|                                                              | Bases      | Deferred tax | Bases      | Deferred tax |
| Employee benefits                                            | 3,149      | 678          | 2,117      | 474          |
| Hedging instruments                                          | -393       | -98          | -588       | -147         |
| Accelerated depreciation                                     | -2,853     | -713         | -2,763     | -690         |
| Loan issuance costs                                          | -1,023     | -256         | -1,200     | -300         |
| Amortisation of customer portfolios                          | -1,949     | -355         | -2,609     | -474         |
| Tax-free provisions                                          | -741       | -104         | -764       | -107         |
| Cancellation of provisions for impairment of treasury shares | -430       | -107         | -530       | -132         |
| Provisions for impairment of receivables under IFRS 9        | 452        | 113          | 1,025      | 256          |
| Restatement of leases under IFRS 16                          | 1,343      | 321          | 1,618      | 394          |
| Others                                                       | -335       | -75          | -126       | -27          |
| <b>NET DEFERRED TAX ASSETS (LIABILITIES)</b>                 |            | <b>-597</b>  |            | <b>-753</b>  |
| <b>Deferred tax assets</b>                                   |            | <b>123</b>   |            | <b>58</b>    |
| <b>Deferred tax liabilities</b>                              |            | <b>720</b>   |            | <b>811</b>   |

At 31 December 2023, the French tax group had a tax loss carryforward of €35.3 million, including €4.2 million arising in 2023 largely due to a slowdown in earnings growth in France.

Despite the improvement in expected results in France and the three-year forecasts that confirm them, the Group considers that it is not in a position to estimate the consumption of these deficits with sufficient reliability from 2024. As a result, it decided not to recognise any deferred tax assets on its tax loss carry forwards.

## Note 20 Other non-current liabilities

|                                      | 31/12/2023 | 31/12/2022 |
|--------------------------------------|------------|------------|
| Investment grants received           | -          | 704        |
| <b>OTHER NON-CURRENT LIABILITIES</b> | <b>-</b>   | <b>704</b> |

## Note 21 Other liabilities

|                                       | 31/12/2023    | 31/12/2022    |
|---------------------------------------|---------------|---------------|
| Advances and deposits received        | 1,270         | 1,071         |
| Staff and social organisations        | 17,242        | 18,131        |
| State, excluding corporate tax        | 13,431        | 13,049        |
| Contract liabilities                  | 17,047        | 23,704        |
| Investment grants received            | 771           | -             |
| Other miscellaneous debts             | 435           | 1,402         |
| <b>OTHER LIABILITIES AND ACCRUALS</b> | <b>50,195</b> | <b>57,358</b> |

As mentioned in the accounting principles in Note 15 above, contract liabilities correspond to invoiced services that exceed the services provided and valued on a percentage-of-completion basis (prepaid income).

Other miscellaneous debts concern:

|                                      | 31/12/2023 | 31/12/2022   |
|--------------------------------------|------------|--------------|
| Liabilities on acquisition of assets | 52         | -            |
| Valuation of REDBOX purchase options | -          | 980          |
| Directors' fees                      | 19         | -            |
| Employee benefits                    | 323        | 171          |
| Miscellaneous other payables         | 41         | 251          |
| <b>OTHER MISCELLANEOUS DEBTS</b>     | <b>435</b> | <b>1,402</b> |

The market value of other liabilities is not different from their carrying amount.

The last tier of stock options relating to the SQLI UK (formerly REDBOX) securities was exercised at the price of £700 thousand (€814 thousand). This price was paid in November 2023 as consideration for the delivery of 1,568 securities to SQLI.

## Note 22 Current tax assets and liabilities

The Group's corporate income tax position is as follows:

On the asset side, receivables totalling €1,404 thousand mainly represent interim income tax paid for the financial year. On the liabilities side, taxes due amounted to €1,260 thousand.

## Note 23 Currency rates and foreign exchange risk exposure

The currencies and rates used to translate the financial statements of consolidated subsidiaries are as follows:

| Currency | Average rate<br>2023 | Rate at<br>31/12/2023 | Average rate<br>2022 | Rate of<br>31/12/2022 |
|----------|----------------------|-----------------------|----------------------|-----------------------|
| AED      | 3.9687               | 4.0539                | 3.8761               | 3.9394                |
| CHF      | 0.9717               | 0.9260                | 1.0052               | 0.9847                |
| GBP      | 0.8699               | 0.8691                | 0.8526               | 0.8869                |
| MAD      | 10.9534              | 10.9398               | 10.7035              | 11.1967               |
| MUR      | 48.7061              | 48.6762               | 46.8665              | 47.1413               |
| SEK      | 11.4728              | 11.0960               | 10.6274              | 11.1218               |

For its international activities, the Group is mainly exposed to the following foreign exchange risks:

| (in thousands of euros)                 | CHF           | MAD           | GBP          | SEK          | AED          | MUR         | EUR            | 31/12/2023     |
|-----------------------------------------|---------------|---------------|--------------|--------------|--------------|-------------|----------------|----------------|
| Goodwill                                | -             | -             | 5,533        | 6,030        | -            | -           | 77,636         | 89,199         |
| Intangible assets                       | 1             | 1             | 1,512        | 81           | -            | -           | 1,579          | 3,174          |
| Right-of-use leases                     | 1,859         | 2,552         | 274          | 574          | -            | 14          | 19,448         | 24,721         |
| Property, plant and equipment           | 416           | 3,634         | 62           | 95           | 3            | 8           | 5,302          | 9,519          |
| Financial investments                   | 467           | 252           | 27           | -            | -            | 12          | 4,970          | 5,727          |
| Other non-current assets                | -             | -             | -            | -            | -            | -           | 3,124          | 3,124          |
| Deferred tax assets                     | -14           | 30            | 0            | -            | -            | -           | 106            | 123            |
| <b>Non-current assets A</b>             | <b>2,728</b>  | <b>6,469</b>  | <b>7,408</b> | <b>6,780</b> | <b>3</b>     | <b>33</b>   | <b>112,165</b> | <b>135,587</b> |
| Trade receivables                       | 18,695        | 27            | 2,326        | 1,086        | 1,738        | -0          | 44,002         | 67,874         |
| Other receivables                       | 246           | 8,959         | 553          | 146          | 64           | 2           | 15,272         | 25,241         |
| Current tax asset                       | -             | 975           | -            | 54           | -            | -           | 375            | 1,404          |
| Cash and cash equivalents               | 5,496         | 476           | 1,609        | 9            | 226          | -           | 8,257          | 16,072         |
| <b>Current assets B</b>                 | <b>24,436</b> | <b>10,436</b> | <b>4,488</b> | <b>1,294</b> | <b>2,028</b> | <b>2</b>    | <b>67,906</b>  | <b>110,591</b> |
| Long-term financial debts               | -             | -             | -            | -            | -            | -           | 26,976         | 26,976         |
| Lease liabilities at more than one year | 2,475         | 3,831         | 474          | 1,348        | -            | 46          | 13,242         | 21,415         |
| Long-term provisions                    | 1,098         | 98            | -            | -            | -            | -           | 2,262          | 3,458          |
| Deferred tax liabilities                | 0             | -0            | 318          | 13           | -            | 0           | 389            | 720            |
| Other non-current liabilities           | -             | -             | -            | -            | -            | -           | -              | -              |
| <b>Non-current liabilities C</b>        | <b>3,573</b>  | <b>3,929</b>  | <b>792</b>   | <b>1,361</b> | <b>-</b>     | <b>46</b>   | <b>42,869</b>  | <b>52,569</b>  |
| Short-term financial debts              | -             | 0             | 7            | 258          | -            | -           | 535            | 800            |
| Lease liabilities at less than one year | -590          | -1,142        | -149         | -757         | -            | -31         | 7,506          | 4,837          |
| Short-term provisions                   | -             | -             | -            | -            | -            | -           | 194            | 194            |
| Trade payables                          | 603           | 3,569         | 505          | 377          | 37           | 3           | 13,957         | 19,052         |
| Other liabilities                       | 9,017         | -2,680        | 1,413        | 542          | 384          | -507        | 42,026         | 50,195         |
| Current tax liability                   | 300           | 784           | 21           | -            | -            | -           | 155            | 1,260          |
| <b>Current liabilities D</b>            | <b>9,331</b>  | <b>531</b>    | <b>1,796</b> | <b>420</b>   | <b>422</b>   | <b>-535</b> | <b>64,373</b>  | <b>76,338</b>  |
| <b>NET POSITION A + B - C - D</b>       | <b>14,261</b> | <b>12,445</b> | <b>9,309</b> | <b>6,294</b> | <b>1,609</b> | <b>524</b>  | <b>72,829</b>  | <b>117,271</b> |

The Group has not implemented a foreign exchange risk management policy. However, the risk is moderate because SQLI operates mainly in countries with stable currencies.

## Note 24 Other income

|                           | 31/12/2023   | 31/12/2022   |
|---------------------------|--------------|--------------|
| Research tax credits      | 3,332        | 2,591        |
| Other operating subsidies | 860          | 465          |
| Transfer of expenses      | 922          | 849          |
| Other income              | 791          | 463          |
| <b>TOTAL</b>              | <b>5,905</b> | <b>4,368</b> |

## Note 25 Employee benefits expense and headcount

|                                                         | 31/12/2023      | 31/12/2022      |
|---------------------------------------------------------|-----------------|-----------------|
| Wages and salaries                                      | -103,925        | -98,784         |
| Social charges                                          | -32,965         | -31,743         |
| <b>Employee benefits expense</b>                        | <b>-136,890</b> | <b>-130,527</b> |
| <b>AVERAGE NUMBER OF EMPLOYEES EXCLUDING INTERNS</b>    | <b>2,142</b>    | <b>2,080</b>    |
| Number of employees as at 1 January (excluding interns) | 2,178           | 2,047           |
| Changes in scope                                        | -               | -               |
| Increase (decrease)                                     | -62             | 131             |
| <b>HEADCOUNT AT YEAR-END EXCLUDING INTERNS</b>          | <b>2,116</b>    | <b>2,178</b>    |

## Note 26 Compensation allocated to members of the administrative and management bodies

The compensation conditions for the Group's corporate officers are set by the Board of Directors. All compensation and benefits granted to members of the Group's administrative bodies and management are as follows:

|                                    | Gross compensation | Social charges | Total 2023  | Gross compensation | Social charges | Total 2022    |
|------------------------------------|--------------------|----------------|-------------|--------------------|----------------|---------------|
| Short-term benefits <sup>(1)</sup> | -502               | -164           | -666        | -766               | -280           | -1,045        |
| Directors' fees                    | -170               | -34            | -204        | -180               | -36            | -216          |
| <b>TOTAL</b>                       | <b>-672</b>        | <b>-198</b>    | <b>-870</b> | <b>-946</b>        | <b>-316</b>    | <b>-1,261</b> |

(1) "Short-term benefits" refers to the actual compensation, paid holiday, bonuses, incentives and benefits in kind.

## Note 27 Other transactions with related parties

Other transactions with related parties, entered into under market conditions, are as follows:

|               | 31/12/2023   |            |                           | 31/12/2022   |            |                           |
|---------------|--------------|------------|---------------------------|--------------|------------|---------------------------|
|               | Expenses (-) | Income (+) | Receivables (Liabilities) | Expenses (-) | Income (+) | Receivables (Liabilities) |
| SYNSION BIDCO | -89          | -          | -8                        | -63          | -          | -7                        |
| <b>TOTAL</b>  | <b>-89</b>   | <b>-</b>   | <b>-8</b>                 | <b>-63</b>   | <b>-</b>   | <b>-7</b>                 |

The Company does not carry out transactions with related parties that are not entered into under normal market conditions.

## Note 28 External expenses

|                                     | 31/12/2023     | 31/12/2022     |
|-------------------------------------|----------------|----------------|
| General subcontracting              | -62,151        | -61,565        |
| Rentals and rental expenses         | -1,811         | -1,696         |
| Maintenance and repairs             | -4,142         | -3,154         |
| Insurance premiums                  | -788           | -667           |
| Miscellaneous documentation         | -687           | -912           |
| Fees and external personnel         | -7,255         | -6,575         |
| Advertising, public relations       | -1,486         | -1,443         |
| Transport of goods                  | -30            | -26            |
| Travel, missions and receptions     | -3,178         | -2,625         |
| Postal and telecommunications costs | -1,407         | -1,220         |
| Banking services                    | -275           | -287           |
| Other external services             | -1,868         | -2,082         |
| <b>TOTAL</b>                        | <b>-85,078</b> | <b>-82,252</b> |

## Note 29 Other non-recurring operating income and expenses

|                                     | 31/12/2023    | 31/12/2022    |
|-------------------------------------|---------------|---------------|
| Takeover bid and debt restructuring | -             | -1,874        |
| Free share plan 11)                 | -2,008        | -1,346        |
| Restructuring costs                 | -2,423        | -1,971        |
| Business combinations               | -449          | -47           |
| Other transactions                  | -1,008        | -70           |
| Premises                            | -2,327        | -             |
| <b>TOTAL</b>                        | <b>-8,215</b> | <b>-5,308</b> |

These non-recurring expenses, which are significant in 2023, cover quite different types:

- reorganisation costs of €2,423 thousand: the reorganisation of the Delivery and commercial teams was necessary in view of the market situation, which is growing much weaker than anticipated and also often requires more specialised skills;
- the full-year effect of the free share plan that followed the takeover bid by DBAY Advisors in 2022 (€2,008 thousand social charges included in 2023 vs €1,346 thousand in 2022);
- one-off costs on future “business combinations” (acquisitions/disposals) amounted to €449 thousand in 2023. These reflect the significant activity of the external growth plans that the Group will carry out during the 2024 financial year;
- costs related to premises, mainly those related to the transfer of the head office in Levallois (accelerated depreciation and restoration costs of the previous one) carried out in November 2023 represented €2,327 thousand.

## Note 30 Cost of net financial debt

|                                                         | 31/12/2023    | 31/12/2022    |
|---------------------------------------------------------|---------------|---------------|
| Income from loans and receivables                       | 60            | 1             |
| <b>Income (expenses) from cash and cash equivalents</b> | <b>60</b>     | <b>1</b>      |
| Interest expenses                                       | -3,491        | -3,872        |
| Interest expense on lease liabilities                   | -741          | -592          |
| Factoring financing commissions                         | -463          | -118          |
| Interest rate hedging instrument                        | 196           | 579           |
| <b>Cost of gross financial debt</b>                     | <b>-4,499</b> | <b>-4,003</b> |
| <b>COST OF NET FINANCIAL DEBT</b>                       | <b>-4,438</b> | <b>-4,002</b> |

Other financial income and expenses break down as follows:

|                                            | 31/12/2023  | 31/12/2022    |
|--------------------------------------------|-------------|---------------|
| Exchange rate differences                  | -124        | -42           |
| Discounting of long-term loans and debts   | -301        | -1,028        |
| <b>OTHER FINANCIAL INCOME AND EXPENSES</b> | <b>-425</b> | <b>-1,071</b> |

## Note 31 Income tax expense

The income tax expense or credit breaks down as follows:

|                           | 31/12/2023    | 31/12/2022    |
|---------------------------|---------------|---------------|
| Deferred tax              | -79           | -664          |
| Taxes payable             | -2,656        | -2,750        |
| Of which CVAE             | -325          | -316          |
| <b>INCOME TAX EXPENSE</b> | <b>-2,735</b> | <b>-3,414</b> |

### Note 31.1 Tax consolidation

SQLI SA, the head of the Group, and its French subsidiaries CLEAR VALUE, EOZEN France, ASTON INSTITUT, WAX INTERACTIVE and WAX INTERACTIVE LILLE constitute a consolidated tax group for the 2023 financial year.

### Note 31.2 Tax proof

|                                                                          | 31/12/2023    | 31/12/2022    |
|--------------------------------------------------------------------------|---------------|---------------|
| <b>Consolidated profit/(loss) before tax</b>                             | <b>7,546</b>  | <b>11,104</b> |
| <b>Theoretical tax rate</b>                                              | <b>25.00%</b> | <b>25.00%</b> |
| <b>Theoretical income tax expense</b>                                    | <b>-1,887</b> | <b>-2,776</b> |
| Effect of permanent differences                                          | 4,558         | 3,098         |
| Impact of consolidation restatements with no impact on tax               | -6,947        | -5,641        |
| Impact of parent/subsidiary rate differentials and variable carryforward | 464           | 868           |
| Impact of tax loss carryforwards                                         | -907          | -810          |
| Effect of tax base and research tax credits                              | 1,983         | 1,846         |
| <b>EFFECTIVE INCOME TAX EXPENSE</b>                                      | <b>-2,735</b> | <b>-3,414</b> |
| <b>EFFECTIVE TAX RATE</b>                                                | <b>36.25%</b> | <b>30.74%</b> |

## Note 32 Earnings per share

The numerator used to calculate basic earnings and diluted earnings per share is net income attributable to owners of the parent for the financial year, i.e. €4,810 thousand.

The weighted average number used in the denominator is 4,607,232 shares for earnings per share and 4,695,600 for diluted earnings per share.

|                                                                             | 31/12/2022       | Change during the financial year | 31/12/2023       |
|-----------------------------------------------------------------------------|------------------|----------------------------------|------------------|
| Number of shares issued                                                     | 4,613,975        | 43,038                           | 4,657,013        |
| Number of treasury shares                                                   | -39,119          | 19,942                           | -19,177          |
| Number of shares issued excluding treasury shares                           | 4,574,856        | 62,980                           | 4,637,836        |
| <b>Average number of shares during the period excluding treasury shares</b> | <b>4,572,338</b> | <b>34,894</b>                    | <b>4,607,232</b> |
| Dilutive effects:                                                           |                  |                                  |                  |
| Stock options                                                               | 1,703            | 1,689                            | 3,392            |
| Free shares                                                                 | 85,456           | -480                             | 84,976           |
| <b>AVERAGE NUMBER OF SHARES AFTER DILUTION</b>                              | <b>4,659,497</b> | <b>36,103</b>                    | <b>4,695,600</b> |

## VI. SEGMENT REPORTING

### Note 1 Information by operating segment

The operating segments analysed by the Group are the "France" and "International" regions.

The financial information relating to the operating segments is prepared according to the same accounting rules and methods as those used for the preparation of the consolidated financial statements.

|               | 31/12/2023     |                          |                            | 31/12/2022     |                          |                            |
|---------------|----------------|--------------------------|----------------------------|----------------|--------------------------|----------------------------|
|               | Revenue        | Current Operating Income | % Current Operating Income | Revenue        | Current Operating Income | % Current Operating Income |
| France        | 133,660        | 7,539                    | 5.6%                       | 130,700        | 8,800                    | 6.7%                       |
| International | 117,541        | 13,084                   | 11.1%                      | 115,176        | 12,685                   | 11.0%                      |
| <b>TOTAL</b>  | <b>251,202</b> | <b>20,623</b>            | <b>8.2%</b>                | <b>245,876</b> | <b>21,485</b>            | <b>8.7%</b>                |

## Note 2 Breakdown of assets by geographical area

|                                      | 31/12/2023     |                |                | 31/12/2022     |                |                |
|--------------------------------------|----------------|----------------|----------------|----------------|----------------|----------------|
|                                      | France         | International  | Total          | France         | International  | Total          |
| Goodwill                             | 38,843         | 50,356         | 89,199         | 38,843         | 50,356         | 89,199         |
| Intangible assets                    | 1,030          | 2,144          | 3,174          | 640            | 2,702          | 3,342          |
| Right-of-use leases                  | 15,445         | 9,276          | 24,721         | 7,228          | 8,913          | 16,141         |
| Property, plant and equipment        | 4,580          | 4,939          | 9,519          | 3,411          | 5,741          | 9,152          |
| Financial investments                | 4,733          | 995            | 5,727          | 4,510          | 989            | 5,498          |
| Other non-current assets             | 3,124          | -              | 3,124          | 2,591          | -              | 2,591          |
| Deferred tax assets                  | 41             | 82             | 123            | 32             | 25             | 58             |
| <b>Non-current assets</b>            | <b>67,796</b>  | <b>67,791</b>  | <b>135,587</b> | <b>57,254</b>  | <b>68,726</b>  | <b>125,980</b> |
| Trade receivables                    | 33,447         | 34,426         | 67,874         | 34,226         | 36,314         | 70,540         |
| Other receivables and accrued income | 12,079         | 13,162         | 25,241         | 9,030          | 10,588         | 19,618         |
| Current tax asset                    | 3              | 1,401          | 1,404          | 3              | 754            | 757            |
| Cash and cash equivalents            | 2,664          | 13,409         | 16,072         | 1,096          | 21,654         | 22,750         |
| <b>Current assets</b>                | <b>48,193</b>  | <b>62,398</b>  | <b>110,591</b> | <b>44,355</b>  | <b>69,310</b>  | <b>113,665</b> |
| <b>TOTAL ASSETS</b>                  | <b>115,989</b> | <b>130,189</b> | <b>246,178</b> | <b>101,609</b> | <b>138,036</b> | <b>239,646</b> |

## VII. OFF-BALANCE SHEET COMMITMENTS

As part of its activities, the Group is required to make a certain number of commitments. Certain commitments are subject to provisions (commitments linked to retirement and

other employee benefits, disputes, etc.). Other commitments and liabilities not included in the statement of financial position are listed below.

### Note 1 Order book

As of 31 December 2023, the remaining income to be recognised once the performance obligations have been met amounted to €29.7 million (€28.9 million as of 31 December 2022).

These products only concern firm commitments of the fixed price or flat-rate type on a fixed scope of functionalities and a contractual budget. All Time & Materials type contracts are excluded from this scope.

### Note 2 Commitments received

In May 2017, the sellers of the company SQLI NORDICS granted SQLI an asset and liability guarantee, for all damages exceeding SEK 90 thousand individually, and SEK 700 thousand, cumulatively. This guarantee is limited to SEK 15 thousand.

It is granted for a term of seven years for tax purposes, until May 2024.

In September 2017, the sellers of the company OSUDIO HOLDING BV granted SQLI an assets and liability guarantee, for all damages exceeding €20 thousand individually and €140 thousand cumulatively. This guarantee is limited to €3,800 thousand.

It is granted for tax purposes, until the end of the statutory deadline.

### Note 3 Credit lines confirmed and not used

The Group has a €4 million credit line with Société Générale as well as an unused factoring line at 31 December 2023 of €14.5 million.

### Note 4 Ongoing litigation

Several actions have been brought against Group companies by former employees, by clients or in the context of tax audits. Provisions have been made for the risks estimated by management on the basis of the recommendations of its advisors on these disputes.

The tax dispute concerning SQLI Belgium in terms of VAT (reassessment of €1.2 million plus €2.5 million in fines and late-payment interest) was ruled in April 2019 by the Court of First Instance of Louvain in favour of the Company. Although the litigation remains ongoing, the Company's position with respect to this risk remains unchanged as of 31 December 2023.

## VIII. STATUTORY AUDITORS' FEES

|                                                                                                         | 2023        |            |             |            | 2022       |            |             |            |
|---------------------------------------------------------------------------------------------------------|-------------|------------|-------------|------------|------------|------------|-------------|------------|
|                                                                                                         | EXCO ACE    |            | EY          |            | EXCO ACE   |            | EY          |            |
|                                                                                                         | in €k       | %          | in €k       | %          | in €k      | %          | in €k       | %          |
| <b>Audit</b>                                                                                            | <b>-131</b> | <b>42%</b> | <b>-178</b> | <b>58%</b> | <b>-97</b> | <b>37%</b> | <b>-166</b> | <b>63%</b> |
| Including Statutory Auditors, certification, review of individual and consolidated financial statements | -131        | 100%       | -178        | 100%       | -97        | 100%       | -166        | 100%       |
| Issuer                                                                                                  | -88         | 67%        | -155        | 87%        | -85        | 88%        | -145        | 87%        |
| Fully consolidated subsidiaries                                                                         | -43         | 33%        | -23         | 13%        | -12        | 12%        | -21         | 13%        |
| Of which Services other than certification of financial statements                                      | -           | 0%         | -           | 0%         | -          | 0%         | -           | 0%         |
| Other services provided by the networks to fully consolidated subsidiaries                              | -           | 0%         | -           | 0%         | -          | 0%         | -           | 0%         |

Audit fees for 2023 amounted to €309 thousand for the two firms EY and EXCO ACE.

## **4.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

For the financial year ended 31 December 2023

To the General Meeting of SQLI,

### **Opinion**

In compliance with the mission entrusted to us by your General Meetings, we have audited the consolidated financial statements of SQLI for the year ended 31 December 2023, as attached to this report.

We certify that the consolidated financial statements are, in accordance with IFRS as adopted by the European Union, regular and fair, and give a true and fair view of the results of operations for the past financial year as well as of the financial position and assets, at the end of the financial year, the Group consisting of the persons and entities included in the consolidation.

The opinion formulated above is consistent with the content of our report to the Audit Committee.

### **Basis of opinion**

#### **Audit benchmark**

We have performed our audit in accordance with the professional standards applicable in France. We believe that the elements that we have collected are sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" section of this report.

#### **Independence**

We performed our audit in accordance with the rules of independence provided for in the French Commercial Code and the French Code of Ethics for Auditors for the period from 1 January 2023 to the date on which our report was issued, and in particular, we have not provided the services prohibited by Article 5, paragraph 1 of (EU) Regulation No. 537/2014.

### **Justification of assessments – Key points of the audit**

Pursuant to the provisions of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the key audit matters relating to the risks of material misstatement that, in our professional judgement, were the most significant for the audit of the consolidated financial statements for the financial year, as well as the responses we have provided to these risks.

The assessments thus made were made in the context of the audit of the consolidated financial statements taken as a whole and the formation of our opinion expressed below. We do not express an opinion on the items of these consolidated financial statements taken in isolation.

## Recognition of revenue from fixed-price services

| Risk identified                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Our response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>At 31 December 2023, your Group's revenue amounted to €251 million.</p> <p>Note II.14 to the consolidated financial statements details the revenue recognition principle. In particular, the revenue from fixed-price services is recognised as work progresses on the basis of costs incurred and outstanding costs.</p> <p>A provision for losses on completion is recognised when the forecast margin of the fixed-price project is negative.</p> <p>We considered the recognition of revenue from fixed-price services to be a key audit matter insofar as the assessment of costs is based on operating assumptions and estimates that have a direct impact on revenue and operating income in the consolidated financial statements.</p> | <p>We reviewed the internal control procedures relating to the after-sales process, the invoicing and recording of the revenue from fixed-price services.</p> <p>We tested the key controls put in place, in particular those relating to the costs incurred and the outstanding costs per project.</p> <p>For a selection of contracts based on quantitative (significant make to stock inventories) and qualitative (contracts that present technical difficulties to carry out or which have abnormal profitability), we have:</p> <ul style="list-style-type: none"> <li>analysed the contractual clauses and reconciled the management data with the accounting data;</li> <li>assessed the remaining costs and recalculated the progress of the contracts selected;</li> <li>compared the margin to date and the end margin and we have compared them with the information provided by management control;</li> <li>compared the margins achieved in 2023 with those expected for the last year;</li> <li>if necessary, assessed the assumptions used by management to determine the losses on completion identified on loss-making contracts.</li> </ul> |

## Valuation of goodwill

| Risk identified                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | Our response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>At 31 December 2023, goodwill was recorded in the statement of financial position for a net carrying value of €89 million, i.e. 37% of total assets. These assets are tested for impairment at least once a year on 31 December of each year and whenever there is an indication of impairment.</p> <p>This impairment test is based on the value in use of each cash-generating unit (CGU), determined on the basis of discounted future cash flows, requiring the use of assumptions and estimates.</p> <p>Where applicable, an impairment loss is recognised if the recoverable amount is lower than the carrying amount on the statement of financial position. As specified in Note V.1 to the consolidated financial statements, this recoverable amount corresponds to the higher of the fair value net of disposal costs and the value in use.</p> <p>We considered the valuation of goodwill to be a key point of the audit given (i) the weight of these assets in the consolidated statement of financial position and (ii) the importance of management's judgements in determining assumptions about cash flows, discount rates and perpetual growth.</p> | <p>As part of our work, we examined the methods used to implement the impairment tests performed by your Company. On the impairment tests of each of the CGUs, we:</p> <ul style="list-style-type: none"> <li>reconciled the 2023 forecasts with the budget approved by your Board of Directors;</li> <li>compared the achievements of the year with the budgets established the previous year;</li> <li>examined the key assumptions used to determine the discounted cash flows;</li> <li>assessed, with the assistance of our valuation specialists, the discount rates and perpetual growth rates used in relation to market references;</li> <li>studied the sensitivity analyses carried out by management.</li> </ul> |

## Specific verifications

We also carried out, in accordance with standards for professional practice in France, the special checks, required by legal and regulatory texts, of information relating to the Group, given in the Board of Directors' management report.

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

We certify that the consolidated statement of non-financial performance provided for in Article L. 225-102-1 of the French Commercial Code is included in the information relating to the Group given in the management report, it being specified that, in accordance with the provisions of Article L. 823-10 of this Code, the information contained in this statement has not been verified by us as fair or consistent with the consolidated financial statements and must be the subject of a report by an independent third party.

## Other verifications or information provided by the legal and regulatory texts

### Presentation format of the consolidated financial statements intended to be included in the annual financial report

In accordance with professional standards on the Statutory Auditors' work relating to the annual and consolidated financial statements presented in the single European electronic reporting format, we have also verified compliance with this format defined by delegated European Regulation 2019/815 of 17 December 2018 in the presentation of the consolidated financial statements intended to be included in the annual financial report mentioned in I of Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairperson and CEO. With regard to consolidated financial statements, our procedures include verifying that the mark-up of these financial statements complies with the format defined by the aforementioned regulation.

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

Due to the technical limitations inherent in the macro-tagging of consolidated financial statements using the single European electronic reporting format, the content of certain tags in the notes to the financial statements may not be reproduced in the same way as the consolidated financial statements attached to this report.

In addition, it is not our responsibility to verify that the consolidated financial statements that will be included by your Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

### Appointment of Statutory Auditors

We were appointed Statutory Auditors for the company SQLI by your General Meeting of 26 June 2013, for the EXCO PARIS ACE firm and on 20 June 2012 for the ERNST & YOUNG et Autres firm.

At 31 December 2023, the EXCO PARIS ACE firm was in its 11<sup>th</sup> year of its assignment without interruption and the ERNST & YOUNG et Autres firm in its 12<sup>th</sup> year.

## Responsibilities of management and those charged with governance for the consolidated financial statements

It is the responsibility of management to prepare consolidated financial statements presenting a true and fair view in accordance with the IFRS guidelines as adopted by the European Union and to implement the internal control that it deems necessary for the preparation of consolidated financial statements containing no material misstatements, regardless of whether these are the result of fraud or errors.

When preparing the consolidated financial statements, it is the responsibility of management to assess the Company's ability to continue as a going concern, to present in these financial statements, where applicable, the necessary information relating to the going concern and apply the going concern accounting policy, unless there are plans to liquidate the Company or cease its activity.

It is the responsibility of the Audit Committee to monitor the process of preparing the financial information and to monitor the efficacy of the internal control and risk management systems, as well as, where necessary, the internal audit, with regards to the procedures relating to the preparation and processing of accounting and financial information.

The consolidated financial statements were approved by the Board of Directors.

## Responsibilities of the Statutory Auditors for the audit of the consolidated financial statements

### Audit objective and approach

It is our responsibility to prepare a report on the consolidated financial statements. Our objective is to obtain reasonable assurance that the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance provides a high level of assurance, but does not, however, guarantee that an audit completed in accordance with the professional standard will systematically detect all material misstatements. Misstatements could be a result of fraud or errors and are considered material when you can reasonably expect that, taken individually or accumulatively, they influence the economic decisions that account users take based on this information.

As specified in Article L. 821-55 of the French Commercial Code, our work to certify the financial statements is not to guarantee the viability or the quality of the management of your Company.

As part of an audit performed in accordance with the professional standards applicable in France, the statutory auditor exercise their professional judgement throughout this audit. In addition:

- they identify and assess the risks of material misstatement of the consolidated financial statements, regardless of whether these are the result of fraud or error, define and implement audit procedures to address these risks, and collect elements that it considers sufficient and appropriate to provide a basis for its opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of a material misstatement resulting from an error, since fraud could involve collusion, falsification, voluntary omissions, false declarations or bypassing of internal control;
- they take into consideration the internal control required for the audit in order to define the appropriate audit procedures in the circumstances, and not with the goal of expressing an opinion on the efficacy of the internal control;
- they assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the information provided in the consolidated financial statements;
- they assess the appropriate nature of the application by management of the accounting standard of business continuity and, according to the information collected, whether or not there are significant uncertainties linked to events or to circumstances likely to call into question the Company's ability to continue trading. This assessment is based on elements collected up to the date of the report, remembering, however, that subsequent circumstances or events could call into question the continuity of operations. If they conclude that a material uncertainty exists, it draws the attention of the readers of its report to the information provided in the consolidated financial statements about this uncertainty or, if such information is not provided or is not relevant, they issue a certification with reservation or a refusal to certify;
- they assess the overall presentation of the consolidated financial statements and assess whether the consolidated financial statements reflect the underlying transactions and events in such a way as to give a true and fair view;
- concerning the financial information of the persons or entities included in the scope of consolidation, they collect the elements that they consider sufficient and appropriate to express an opinion on the consolidated financial statements. They are responsible for the management, supervision and performance of the audit of the consolidated financial statements as well as the opinion expressed thereon.

### Report to the Audit Committee

We submit to the Audit Committee a report that presents in particular the scope of the audit work and the work schedule implemented, as well as the conclusions deriving from our work. We also bring to its attention, where applicable, any significant weaknesses in internal control that we have identified with regards to procedures relating to the preparation and processing of accounting and financial information.

Among the elements communicated in the report to the Audit Committee are the risks of material misstatement, which we consider to have been the most significant for the audit of the consolidated financial statements of the financial year and which therefore constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the statement provided for in Article 6 of (EU) Regulation 537/2014 confirming our independence, with regards to the rules applicable in France as fixed in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where applicable, we discuss with the Audit Committee the risks posed to our independence and the safeguarding measures applied.

Paris and Paris-La Défense, 24 April 2024

Statutory Auditors

EXCO PARIS ACE

Emmanuel Charrier

ERNST & YOUNG et Autres

Frédéric Martineau

## 4.3 ANNUAL SEPARATE FINANCIAL STATEMENTS AT 31 DECEMBER 2023

### 4.3.1 Statement of financial position

| (in euros)                                    | Notes     | Net at<br>31/12/2023 | Net at<br>31/12/2022 |
|-----------------------------------------------|-----------|----------------------|----------------------|
| <b>Assets</b>                                 |           |                      |                      |
| Intangible assets                             | 1         | 24,361,083           | 24,056,914           |
| Property, plant and equipment                 | 2         | 4,374,563            | 2,520,670            |
| Financial investments                         | 3         | 84,442,201           | 82,645,864           |
| <b>Non-current assets</b>                     |           | <b>113,177,847</b>   | <b>109,223,448</b>   |
| Trade receivables                             | 4         | 38,181,010           | 37,907,970           |
| Other receivables                             | 5         | 26,046,464           | 23,143,460           |
| Available cash                                | 7         | 2,443,759            | 1,219,213            |
| Prepaid expenses                              | 8         | 3,137,887            | 2,296,032            |
| <b>Current assets</b>                         |           | <b>69,809,120</b>    | <b>64,566,675</b>    |
| Translation differences – assets              |           | 159,874              | 27,860               |
| <b>TOTAL ASSETS</b>                           |           | <b>183,146,841</b>   | <b>173,817,983</b>   |
| <b>Liabilities</b>                            |           |                      |                      |
| Capital                                       |           | 3,725,610            | 3,691,180            |
| Issue, merger and contribution premiums       |           | 46,924,751           | 46,959,181           |
| Legal reserve                                 |           | 369,118              | 369,118              |
| Regulated reserve                             |           | 272,850              | 272,850              |
| Carry forward                                 |           | 15,863,415           | 7,006,143            |
| <b>Profit (loss) for the year</b>             |           | <b>10,695,834</b>    | <b>8,857,272</b>     |
| Regulated provisions                          | 10        | 2,642,090            | 2,486,562            |
| <b>Equity</b>                                 | <b>9</b>  | <b>80,493,668</b>    | <b>69,642,306</b>    |
| Provisions for risks                          |           | 160,001              | 558,719              |
| Provisions for charges                        |           | 193,629              | 291,567              |
| <b>Provisions for risks and charges</b>       | <b>11</b> | <b>353,630</b>       | <b>850,286</b>       |
| Borrowings and debts with credit institutions | 12        | 28,511,097           | 28,798,353           |
| Miscellaneous loans and borrowings            | 13        | 14,558,545           | 17,905,147           |
| Trade payables                                |           | 26,742,735           | 22,907,020           |
| Tax and social security liabilities           | 14        | 18,975,825           | 18,853,902           |
| Debt on fixed assets                          | 15        | 52,421               | 180,800              |
| Other liabilities                             | 16        | 2,392,096            | 2,828,452            |
| Prepaid income                                | 18        | 11,018,366           | 11,844,900           |
| <b>Liabilities</b>                            |           | <b>102,251,085</b>   | <b>103,318,574</b>   |
| Translation differences – liabilities         |           | 48,458               | 6,817                |
| <b>TOTAL LIABILITIES</b>                      |           | <b>183,146,841</b>   | <b>173,817,983</b>   |

The attached notes are an integral part of the financial statements.

### 4.3.2 Income statement

| (in euros)                                             | Notes     | Net at<br>31/12/2023 | Net at<br>31/12/2022 |
|--------------------------------------------------------|-----------|----------------------|----------------------|
| <b>Revenue</b>                                         | <b>19</b> | <b>126,667,911</b>   | <b>124,052,088</b>   |
| Capitalised production                                 | 20        | 247,304              | 26,632               |
| Operating subsidies                                    |           | 332,333              | 3,611                |
| Reversals of depreciation, amortisation and provisions | 28        | 801,695              | 702,520              |
| Transfer of expenses                                   | 31        | 545,673              | 609,693              |
| Other income                                           | 21        | 12,231,086           | 11,920,269           |
| <b>Operating income</b>                                |           | <b>140,826,002</b>   | <b>137,314,813</b>   |
| Other purchases and external expenses                  | 22        | 68,658,069           | 66,532,838           |
| Taxes and duties                                       | 23        | 2,246,111            | 2,080,608            |
| Wages and salaries                                     |           | 48,330,280           | 46,432,256           |
| Social charges                                         |           | 21,697,570           | 20,588,990           |
| Depreciation, amortisation and provisions:             |           |                      |                      |
| • on fixed assets: depreciation and amortisation       | 1 and 2   | 1,137,221            | 1,073,364            |
| • on current assets: allocations to provisions         | 28        | 93,496               | 0                    |
| • for risks and charges: allocations to provisions     | 28        | 313,629              | 582,977              |
| Other expenses                                         |           | 286,762              | 250,601              |
| <b>Operating expenses</b>                              |           | <b>142,763,138</b>   | <b>137,541,634</b>   |
| <b>Operating profit (loss)</b>                         |           | <b>-1,937,136</b>    | <b>-226,821</b>      |
| Finance income                                         |           | 15,701,572           | 13,376,975           |
| Financial expenses                                     |           | 5,216,750            | 5,213,340            |
| <b>Financial profit (loss)</b>                         | <b>24</b> | <b>10,484,822</b>    | <b>8,163,635</b>     |
| <b>Current profit (loss) before tax</b>                |           | <b>8,547,686</b>     | <b>7,936,814</b>     |
| Exceptional income                                     |           | 67,994               | 8,342                |
| Exceptional expenses                                   |           | 1,372,287            | 2,120,711            |
| <b>Exceptional profit (loss)</b>                       | <b>27</b> | <b>-1,304,293</b>    | <b>-2,112,369</b>    |
| <b>Corporate income tax</b>                            | <b>29</b> | <b>-3,452,441</b>    | <b>-3,032,827</b>    |
| <b>NET PROFIT (LOSS)</b>                               |           | <b>10,695,834</b>    | <b>8,857,272</b>     |

The attached notes are an integral part of the financial statements.

### 4.3.3 Appendix

#### DETAILED SUMMARY OF THE NOTES

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## ACTIVITY

Created in 1990, SQLI is the leading partner to support companies in the digital transformation of their customers' journey and all the internal services impacted by this change. Its unique positioning combining marketing and technology allows it to offer a global response to the challenges of developing sales and notoriety (digital & social marketing, customer experience, connected commerce, data

intelligence, etc.) as well as the challenges of productivity and internal efficiency (digitalisation of operations, collaborative enterprise, mobility and connected objects, CRM, etc.).

SQLI is listed on NYSE Euronext Paris compartiment C (ISIN FR0011289040).

## SIGNIFICANT EVENTS OF THE YEAR

During the financial year ended 31 December 2023, SQLI recorded stable revenue, at €126.7 million. The Company continues to benefit from investments in digital platforms and in particular in e-commerce in large companies and significant mid-sized companies, its core target market.

SQLI has made very significant progress with most (top 20) of its major customers, in all business sectors, thus demonstrating their renewed confidence. This trend has been noted both in France and elsewhere.

SQLI has managed to stabilise its workforce. The turnover rate of close to 20% for the year has returned to a very positive level for the digital sector. At the same time, the Group supplements its own resources through subcontracting, mainly for rare skills not available internally. Employee training is also encouraged.

However, operating income remained negative in France with a loss of €1.9 million compared to a loss of €0.2 million for the previous financial year.

This fall is due to three main factors:

- more pressure on employee activity rate following an anticipation of resources in the first half of the year;
- partial price increases to cope with the inflation of the cost of resources in a market in short supply;

- cost stability. In this respect, the change of headquarters in Levallois in November 2023 will allow for full-year savings over 2024.

As of 31 December 2023, SQLI SA had equity of €80.5 million and net financial debt (excluding Group) of €23.7 million.

Following the success of the takeover bid in 2022, SQLI restructured its debt. Two new financing lines were arranged with TIKEHAU: a loan of €28 million maturing in 2029, and a line of €20 million to finance acquisitions, which had been undrawn as of 31 December 2023. The Group also negotiated an RCF for €10 million with BPI and two of its long-standing banks, which is also undrawn.

SQLI France signed a lease in February 2023 to move its head office in Levallois at the end of 2023, in order to have a workplace more adapted to new ways of working and closer to services. The move and new developments had an impact in 2023 before improving full-year profitability in 2024.

### Governance

In accordance with the commitments made by DBAY Advisors during the takeover bid, it now has the majority of the Board of Directors to decide on the Company's strategy in the interest of all shareholders.

## EVENTS SUBSEQUENT TO THE END OF THE FINANCIAL YEAR

The SQLI Group is continuing its strategy of "pure player" in digital transformation and e-commerce. As such, it has:

- acquired the company LEVANA, a recognised player in France in the integration of the publisher Salesforce in February 2024;
- accepted an exclusive LOI with the Talis group to sell its Education business marketed under the ASTON brand;

- signed a LOI in February 2024, and obtained exclusivity for the acquisition of Station10 (UK) in the Data activity, in particular around the Adobe publisher products.

On 2 January 2024, SQLI Belgium SA absorbed SQLI DIGITAL BELGIUM, both held by SQLI SA.

## ACCOUNTING RULES AND POLICIES

The annual financial statements have been prepared in accordance with the accounting principles in force in France and applicable as of 12 March 2024, the date on which these financial statements were approved by the Board of Directors.

The accounting conventions are applied in compliance with the principle of prudence, in accordance with the basic assumptions:

- business continuity;

- consistency of accounting methods;
- independence of financial years;

and the general rules for preparing and presenting annual financial statements.

The basic method used to value the items recorded in the accounts is the historical cost method.

### Change in accounting method

We have modified the method for recognising rents on a straight-line basis, with rent-free periods spread over the term of the lease.

The main methods used to close the financial statements are as follows:

## Note 1 Intangible assets

Intangible assets are recognised at their acquisition cost.

Goodwill is recognised at acquisition cost excluding ancillary costs, which are expenses for the financial year.

The technical loss generated by the universal transfer of assets of a subsidiary is recorded in intangible assets. It is allocated for accounting purposes to the underlying assets on which the unrealised capital gains were recorded during the universal transfer of assets transactions that generated the technical loss. Where applicable, the residual loss representing losses or "true" loss is recognised in financial expenses.

The technical loss is amortised according to the same rules and under the same conditions as the underlying assets to which it is allocated.

Goodwill and technical losses are subject to an impairment test at least once a year or more frequently if there are indications of impairment.

Research costs are recognised as expenses and development costs are recognised as an asset if they meet the capitalisation criteria provided for by the texts. They consist of personnel costs relating to researchers and operating expenses.

## Note 2 Property, plant and equipment

Property, plant and equipment are recognised at their acquisition cost. Pursuant to CRC Regulation No. 2004-06, borrowing costs are not included in the value of fixed assets.

Pursuant to the rules defined by CRC Regulation No. 2002-10, tangible fixed assets are separated into their components with different useful lives. Properties likely to be subject to this explosion have not been identified.

Depreciation is calculated according to the straight-line method (L) on a basis equal to their acquisition cost and over the usual life of the assets:

- general installations: Straight-line over eight years;
- IT equipment: Straight-line over two years;
- office equipment: Straight-line over five years;
- transport equipment: Straight-line over four years.

## Note 3 Equity securities

Equity securities are recognised at their acquisition cost. The additional purchase price is measured and constitutes an element of this acquisition cost.

The acquisition costs of equity interests are spread over five years through the recognition of accelerated depreciation, the starting point of which is the date of acquisition of the shares.

Lastly, at the end of the financial year, the values of the securities are compared with the values in use. The value in use of a security is based on the net assets adjusted for unrealised capital gains and losses, the expected change in earnings and the economic interest of the investment for the Group.

When the value in use is lower than the acquisition cost, a provision is made equal to the difference between the value in use and the acquisition cost.

## Note 4 Other financial assets

The 20-year loans granted by the Company in respect of its obligation to the construction effort are discounted according to the 10-year fungible Treasury Bonds (OAT, *obligations assimilables du Trésor*).

The Company has taken out a liquidity contract in accordance with the AFEI Charter in order to foster the liquidity of transactions and regular listing of its securities.

The transactions performed on its behalf by the stockbroker company having signed the contract are recorded under financial investments. Due to their unavailability, the cash retained by the financial intermediary constitutes capitalised receivables.

Treasury shares are valued on the basis of the last known stock market price at the end of the financial year.

## Note 5 Receivables

Receivables are recognised at their nominal value. Impairment is recorded if there is a risk of non-recovery.

The Group outsources the management of its trade receivables, covering both the areas of credit insurance and the management of reminders and the refinancing thereof. They are transferred under a factoring agreement. With the exception of receivables from foreign customers or customers located in the French overseas departments and territories, 100% of trade receivables are sold to the factor and appear under "Other receivables". This item can be fully mobilised.

Expenses incurred by SQLI as part of research and development programmes that meet the eligibility criteria for the research tax credit generate a tax receivable, which is recognised on the asset side of the statement of financial

position, when it is not calculated in whole or part against the tax due for the financial year.

Finally, an intragroup current account agreement between SQLI, the parent company, and the companies with which it has direct or indirect capital ties, giving it control powers, regulates the cash flows resulting from the recurring economic and financial ties existing between them.

In this context, SQLI prepares a statement of current accounts and calculates the interest due on the basis of the average balance achieved during each calendar half-year. The interest rates calculated in this way are capitalised on the last day of the half-year in question.

The interest rate on current accounts is equal to the average of the EURIBOR 12-month rates.

## Note 6 Marketable securities

Marketable securities are recognised at the purchase price or at the market price of the last month, whichever is lower. For unlisted securities, if the inventory value is lower than the

probable trading value, an impairment loss is recognised. At the end of the financial year, the Company sells and acquires the marketable securities it holds in its portfolio.

## Note 7 Cash and cash equivalents

A group domestic cash centralisation agreement was entered into with Société Générale on 23 May 2006. This service centralises the treasury of the companies participating in the agreement in SQLI, the pivotal company.

A cash pooling agreement has been signed with all foreign subsidiaries in partnership with Société Générale. The implementation of this cash management agreement makes it possible to centralise the Group's liquidity with the parent company and to optimise our management of financial flows.

## Note 8 Principle for recognising revenue

**Cost-plus services** – Revenue from cost-plus services is recognised as and when the service is provided. Services performed but not yet invoiced are recorded as invoices to be prepared.

**Fixed-price services** – Revenue from fixed-price projects is recognised using the percentage of completion method.

Services in progress are valued at the sale price. If the amount of services provided is greater than the amount of services invoiced, the difference is shown in invoices to be issued; otherwise, it is recognised in deferred income.

A provision for losses on completion is recognised when the forecast margin of the fixed-price project is negative.

## Note 9 Regulated provisions

These provisions do not correspond to the normal purpose of a provision but are recognised in accordance with legal provisions. They are created according to a mechanism similar to that of the provisions themselves, the granting of a specific tax regime being subject to such accounting.

The Company amortises the acquisition costs of equity interests over five years from the date of acquisition of the equity securities.

## Note 10 Provisions for risks and charges

Provisions for risks and expenses are recognised when the risks and expenses are clearly specified as to their purpose but whose realisation is uncertain and that events that have occurred or are in progress make it probable.

## Note 11 Foreign currency transactions

Income and expenses in foreign currencies are recorded at their equivalent value in euros during the month of the transaction. Debts, receivables and cash and cash equivalents in foreign currencies are shown in the statement of financial position at their equivalent value in euros at the closing rate. Differences resulting from the conversion at

the latter rate are recorded in the statement of financial position under "Translation differences". Differences resulting from the translation of cash and cash equivalents in foreign currencies are recorded in the income statement as foreign exchange gains and losses.

## Note 12 The Company's tax position with regard to corporate income tax

SQLI is the head of a consolidated tax group comprising in 2023 the companies CLEAR VALUE SAS, EOZEN France, WAX INTERACTIVE Lille, WAX INTERACTIVE and ASTON INSTITUT.

Under the terms of the agreements entered into between the consolidated subsidiaries and the parent company, the

income tax expense is borne by each of the companies as if they were taxed separately and the tax savings realised by the Group are retained by the parent company.

The Company recognises the current income tax expense. Its research, family and apprenticeship tax credits are deducted from the income tax expense.

## Note 13 Post-employment benefits

Post-employment benefits relate to the end-of-career benefit obligations (IFC) of employees, which are lump-sum payments calculated according to the number of years of

service of the employee and his annual salary at the time of retirement. They do not give rise to the recognition of a provision in the financial statements.

## ADDITIONAL INFORMATION

Unless otherwise indicated, information is given in euros.

## Note 1 Property, plant and equipment

|                              | 31/12/2022        | Acquisitions<br>Provisions | Disposals<br>Reversals | 31/12/2023        |
|------------------------------|-------------------|----------------------------|------------------------|-------------------|
| Software                     | 3,719,146         | 555,859                    |                        | 4,275,005         |
| Commercial funds             | 23,471,498        |                            |                        | 23,471,498        |
| <b>Gross value</b>           | <b>27,190,644</b> | <b>555,859</b>             | <b>0</b>               | <b>27,746,503</b> |
| To be deducted: depreciation | 3,133,730         | 251,690                    |                        | 3,385,420         |
| <b>NET VALUE</b>             | <b>24,056,914</b> | <b>304,169</b>             | <b>0</b>               | <b>24,361,083</b> |

Business assets were recognised following the various absorption transactions by universal transfer of assets of the companies acquired between 2005 and 2009 by SQLI in France as part of its external growth strategy. They concern in particular the companies ASTON (€9.0 million) and SYSDEO (€5.2 million).

The activities of these companies are now merged with those of SQLI: it is therefore extremely difficult to identify the revenue or margin from each of these activities. Therefore, the justification of the value of the goodwill from these companies was tested by the discounted cash flow method applied to the SQLI Company.

For the implementation of this method, the recoverable amounts are determined on the basis of discounted net cash flow projections, taking into account a terminal value, based on a perpetual growth rate of the income generated by the valued assets. The rate used to discount future cash flows is the weighted average cost of capital before tax. The assumptions used in terms of business growth and terminal values are reasonable and in line with available market data.

The main parameters used to establish these projected cash flows are as follows:

- duration of projections: Four years (identical to 31 December 2022);
- discount rate after tax: 11.5% (identical to 31 December 2022);
- perpetual growth rate: 1.5% (identical to 31 December 2022).

With regard to these tests, no depreciation was recorded at 31 December 2023.

## Note 2 Property, plant and equipment

|                                  | 31/12/2022        | Acquisition<br>Provisions | Disposal<br>Reversals | 31/12/2023        |
|----------------------------------|-------------------|---------------------------|-----------------------|-------------------|
| General installations & fixtures | 5,533,930         | 1,752,059                 | 2,724,004             | 4,561,985         |
| Office & IT equipment            | 3,389,917         | 695,884                   | 1,065                 | 4,084,736         |
| Furniture                        | 1,631,315         | 1,463,419                 | 886,919               | 2,207,814         |
| Works of Art                     | 10,790            |                           |                       | 10,790            |
| <b>Total gross value</b>         | <b>10,565,952</b> | <b>3,911,362</b>          | <b>3,611,989</b>      | <b>10,865,325</b> |
| To be deducted: depreciation     | 8,045,282         | 1,973,152                 | 3,527,672             | 6,490,762         |
| <b>NET VALUE</b>                 | <b>2,520,670</b>  | <b>1,938,210</b>          | <b>84,317</b>         | <b>4,374,563</b>  |

## Note 3 Non-current financial assets

|                                                | 31/12/2022        | Increases<br>Provisions | Decreases<br>Reversals | 31/12/2023        | One year<br>at most | More than<br>one year |
|------------------------------------------------|-------------------|-------------------------|------------------------|-------------------|---------------------|-----------------------|
| Equity securities                              | 72,944,775        | 814,053                 | 51,000                 | 73,707,828        |                     | 73,707,828            |
| Receivables linked to interests <sup>(1)</sup> | 5,965,769         | 800,409                 |                        | 6,766,178         |                     | 6,766,178             |
| <b>Total gross value</b>                       | <b>78,910,544</b> | <b>1,614,462</b>        | <b>51,000</b>          | <b>80,474,006</b> | <b>0</b>            | <b>80,474,006</b>     |
| To be deducted: provisions                     | 342,967           |                         |                        | 342,967           |                     | 342,967               |
| <b>NET VALUE</b>                               | <b>78,567,575</b> | <b>1,614,462</b>        | <b>0</b>               | <b>80,131,039</b> | <b>0</b>            | <b>80,131,039</b>     |
| Loans <sup>(2)</sup>                           | 4,392,152         | 200,935                 | 126,359                | 4,466,728         |                     | 4,466,728             |
| Deposits and guarantees                        | 562,720           | 471,387                 | 37,622                 | 996,485           |                     | 996,485               |
| Treasury shares                                | 1,092,210         | 1,412,083               | 1,836,327              | 667,966           | 667,966             |                       |
| Long-term receivables                          | 34,254            | 6,031                   | 34,254                 | 6,031             | 6,031               |                       |
| Other long-term investments                    | 16                |                         |                        | 16                |                     | 16                    |
| <b>Total gross value</b>                       | <b>6,081,352</b>  | <b>2,090,436</b>        | <b>2,034,562</b>       | <b>6,137,226</b>  | <b>673,997</b>      | <b>5,463,229</b>      |
| To be deducted: provisions                     | 2,003,063         | 429,869                 | 606,869                | 1,826,063         |                     | 1,826,063             |
| <b>NET VALUE</b>                               | <b>4,078,289</b>  | <b>1,660,567</b>        | <b>1,427,693</b>       | <b>4,311,163</b>  | <b>673,997</b>      | <b>3,637,166</b>      |
| <b>Total gross value</b>                       | <b>84,991,896</b> | <b>3,704,898</b>        | <b>2,085,562</b>       | <b>86,611,232</b> | <b>673,997</b>      | <b>85,937,235</b>     |
| To be deducted: provisions                     | 2,346,031         | 429,869                 | 606,869                | 2,169,031         | 0                   | 2,169,031             |
| <b>NET VALUE</b>                               | <b>82,645,865</b> | <b>3,275,029</b>        | <b>1,478,693</b>       | <b>84,442,201</b> | <b>673,997</b>      | <b>83,768,204</b>     |

(1) Advance granted to WAX INTERACTIVE bearing interest at the annual rate referred to in Article 39-1-3° of the French General Tax Code, i.e. €303,180 in 2023 (€129,136 in 2022). New advance granted to SQLI Nordics for €497,231.

(2) Loans granted for the construction effort.

## Equity securities

The third tier of stock options relating to the SQLI UK (formerly REDBOX) securities was exercised at the price of £700 thousand (€814 thousand). This price was paid in 11/2023 as consideration for the delivery of 1,586 securities to SQLI. As of 31 December 2023, SQLI held 100% of the shares in SQLI UK.

In November 2023, SQLI sold its 51% of the Invent Retail JV to Alpenite, the net impact of this sale on 2023 income is €3 thousand.

The following impairments are recognised on financial assets:

|                       | 31/12/2022       | Provisions     | Reversals      | 31/12/2023       |
|-----------------------|------------------|----------------|----------------|------------------|
| Equity securities     |                  |                |                |                  |
| ICONEWEB Morocco      | 17,968           |                |                | 17,968           |
| EOZEN SA (Luxembourg) | 325,000          |                |                | 325,000          |
| <b>Total</b>          | <b>342,968</b>   | <b>0</b>       | <b>0</b>       | <b>342,968</b>   |
| Loans <sup>(1)</sup>  | 1,473,361        | 0              | 77,167         | 1,396,194        |
| Treasury shares       | 529,702          | 429,869        | 529,702        | 429,869          |
| <b>TOTAL</b>          | <b>2,346,031</b> | <b>429,869</b> | <b>606,869</b> | <b>2,169,031</b> |

(1) Rate used for loan impairment: iBOXX Euro Corporate AA 10+ rate (3.53% at 31/12/2023 versus 3.77% at 31/12/2022).

Each year, SQLI assesses its subsidiaries using the Discounted Cash Flow (DCF) method. In 2023, it used a perpetual growth rate of 1.5% and a weighted average cost of capital before tax of 11.5%.

With regard to these tests, no depreciation was recorded at 31 December 2023.

## Treasury shares

Under the terms of the resolution taken by the Combined General Meeting of 28 June 2023, SQLI renewed the programme to buy back its own shares, the objectives of which, in decreasing order of priority, are:

- i) market-making/liquidity enhancement;
- ii) retaining them and subsequently remitting them for exchange or as payment in the context of potential external growth transactions;
- iii) the allocation of shares to employees; and
- iv) the possible cancellation of these shares.

This programme expires during the General Meeting called to approve the financial statements for the financial year ended 31 December 2023. It stipulates a maximum unitary price of €60.

|                                                | 31/12/2023       |               |                  | 31/12/2022       |               |                  |
|------------------------------------------------|------------------|---------------|------------------|------------------|---------------|------------------|
|                                                | Number of shares | Unit price    | Value (in €)     | Number of shares | Unit price    | Value (in €)     |
| <b>New treasury shares held at 1 January</b>   | <b>39,119</b>    | <b>€27.93</b> | <b>1,092,210</b> | <b>47,454</b>    | <b>€27.86</b> | <b>1,322,382</b> |
| Acquisitions during the period                 | 9,318            | €42.13        | 392,556          | -                | -             | -                |
| Allocation of free shares                      | -29,260          | -             | -                | -8,335           | -             | -                |
| Disposals at the sale value                    | -                | -             | -558,329         | -                | -             | -                |
| Gains (losses) on disposals                    |                  |               | -258,757         |                  |               | -230,172         |
| <b>NEW TREASURY SHARES HELD AT 31 DECEMBER</b> | <b>19,177</b>    | <b>€34.82</b> | <b>667,680</b>   | <b>39,119</b>    | <b>€27.93</b> | <b>1,092,210</b> |

The remittance of 11,834 treasury shares under the free share plan generated a financial loss of €331 thousand. A provision of €430 thousand was recognised at 31 December 2023 on the portfolio of treasury shares, as part of the free share allocation plans decided in 2021 and 2022.

## Note 4 Trade receivables

Trade receivables amounted to €32,367 thousand at 31 December 2023 and invoices to be issued €5,392 thousand. Impairment was recorded on doubtful trade receivables (€2,695 thousand) in the amount of €2,273 thousand. Trade receivables are due in less than one year.

The breakdown by maturity of trade receivables (excluding non-performing loans) breaks down as follows:

| (in thousands of euros)                                            | 31/12/2023    | Not expired   | Past due      | 1 to 30 days | 31 to 60 days | 61 to 90 days | 91 days and more |
|--------------------------------------------------------------------|---------------|---------------|---------------|--------------|---------------|---------------|------------------|
| Trade receivables outside the Group excluding non-performing loans | 13,128        | 12,159        | 969           | 28           | 375           | 0             | 566              |
| Group trade receivables                                            | 19,239        | 8,475         | 10,764        | 486          | 2             | 0             | 10,276           |
| <b>TOTAL RECEIVABLES EXCLUDING NON-PERFORMING LOANS</b>            | <b>32,367</b> | <b>20,634</b> | <b>11,733</b> | <b>514</b>   | <b>377</b>    | <b>0</b>      | <b>10,842</b>    |

SQLI uses the services of a factoring company. The costs of outsourced management of trade receivables and their mobilisation are assessed as follows:

|                                          | 2023           | 2022           |
|------------------------------------------|----------------|----------------|
| Customer credit insurance and management | 214,943        | 208,677        |
| Financial cost of mobilising debt        | 445,677        | 116,003        |
| <b>TOTAL</b>                             | <b>660,620</b> | <b>324,680</b> |

## Note 5 Other receivables

|                                         | Gross amount      | Depreciation    | Net amount        | One year at most  | More than one year |
|-----------------------------------------|-------------------|-----------------|-------------------|-------------------|--------------------|
| Personnel and related receivables       | 9,808             |                 | 9,808             | 9,808             |                    |
| Social security and other social bodies | 321,912           |                 | 321,912           | 321,912           |                    |
| State, other local authorities          |                   |                 |                   |                   |                    |
| Research tax credit                     | 3,059,785         |                 | 3,059,785         |                   | 3,059,785          |
| Recoverable VAT                         | 2,388,496         |                 | 2,388,496         | 2,388,496         |                    |
| IS                                      | 3,000             |                 | 3,000             |                   | 3,000              |
| Group and partners                      | 6,900,175         | -152,524        | 6,747,651         | 6,747,651         |                    |
| Miscellaneous debtors                   |                   |                 |                   |                   |                    |
| Long-term receivables                   | 13,281,761        |                 | 13,281,761        | 13,281,761        |                    |
| Miscellaneous                           | 4,907             |                 | 4,907             | 4,907             |                    |
| Supplier debtors                        | 229,144           |                 | 229,144           | 229,144           |                    |
| <b>TOTAL</b>                            | <b>26,198,989</b> | <b>-152,524</b> | <b>26,046,464</b> | <b>22,983,679</b> | <b>3,062,785</b>   |

The SQLI research tax credit (CIR) recorded for 2023 amounted to €3,332,156.

In 2023, the 2022 CIR receivable was sold to La Banque Postale (€2,591 thousand) in exchange for pre-financing in the amount of €2,077 thousand.

At 31 December 2023, CIR receivables sold to La Banque Postale amounted to €7,047 thousand.

The current account of ICONWEB Morocco is impaired to the extent of its net negative position at 31 December 2023 (€152 thousand), as the Company's activity has ceased.

## Note 6 Changes in provision for impairment

|                   | 31/12/2022       | Provisions     | Reversals      | 31/12/2023       |
|-------------------|------------------|----------------|----------------|------------------|
| Equity securities | 342,968          |                |                | 342,968          |
| Building loans    | 1,473,361        |                | 77,167         | 1,393,194        |
| Treasury shares   | 529,702          | 429,869        | 529,702        | 429,869          |
| Customers         | 2,180,020        | 93,496         |                | 2,273,516        |
| Other receivables | 145,541          | 6,983          |                | 152,524          |
| <b>TOTAL</b>      | <b>4,671,592</b> | <b>530,348</b> | <b>606,869</b> | <b>4,595,071</b> |

## Note 7 Cash and cash equivalents

|                                                                         | 31/12/2023       | 31/12/2022       |
|-------------------------------------------------------------------------|------------------|------------------|
| Available cash                                                          | 2,420,796        | 1,171,721        |
| Shares in money market SICAVs and guaranteed mutual funds               | 22,963           | 47,492           |
| <b>CASH AND CASH EQUIVALENTS IN THE STATEMENT OF FINANCIAL POSITION</b> | <b>2,443,759</b> | <b>1,219,213</b> |

The market value of shares in money market SICAVs and mutual funds was €28,551 at 31 December 2023.

## Note 8 Prepaid expenses

Prepaid expenses relating to subcontracted business amounted to €284,207; those relating to leases and other external subscription charges, €2,853,680.

## Note 9 Equity

At 31 December 2023, the capital consisted of 4,657,013 shares (at 31/12/2022: 4,613,975) with a nominal value of €0.80, of a single class, each fully paid up.

43,038 new shares were created during the financial year during the three capital increases.

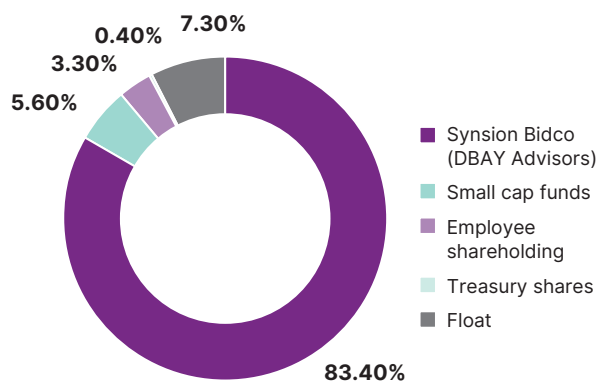
The Company's net position before appropriation of net income for the financial year varied as follows over the period:

|                      | 31/12/2022        | Increases      | Appreciation of income | Net income for the period | 31/12/2023        |
|----------------------|-------------------|----------------|------------------------|---------------------------|-------------------|
| Capital              | 3,691,180         | 34,430         |                        |                           | 3,725,610         |
| Issue premium        | 46,959,181        | -34,430        |                        |                           | 46,924,750        |
| Legal reserve        | 369,118           |                |                        |                           | 369,118           |
| Unavailable reserve  | 272,850           |                |                        |                           | 272,850           |
| Carry forward        | 7,006,144         |                | 8,857,272              |                           | 15,863,415        |
| Profit (loss)        | 8,857,272         |                | -8,857,272             | 10,695,834                | 10,695,834        |
| Regulated provisions | 2,486,562         | 155,528        |                        |                           | 2,642,090         |
| <b>TOTAL</b>         | <b>69,642,306</b> | <b>155,528</b> | <b>0</b>               | <b>10,695,834</b>         | <b>80,493,668</b> |

The Company's Articles of Association provide for double voting rights for fully paid-up shares that have been registered for at least three years or for those allocated

to shareholders in the event of a capital increase by incorporation of reserves, profits or issue premiums, on the basis of old shares for which they benefit from this right.

The capital at 31 December 2023 was as follows:



DBAY Advisors is an international management company based in the Isle of Man and London, with stakes in European growth companies.

### Dilutive instruments

|               | Date of issue | 31/12/2023                                    |                               | 31/12/2022                                       |                               |
|---------------|---------------|-----------------------------------------------|-------------------------------|--------------------------------------------------|-------------------------------|
|               |               | Number of warrants/<br>options<br>outstanding | Number of<br>potential shares | Number of<br>warrants/<br>options<br>outstanding | Number of<br>potential shares |
| Stock options | 22/02/2017    | 5,641                                         | 5,641                         | 22,042                                           | 22,042                        |
| Free shares   | 08/03/2021    | 4,999                                         | 9,999                         | 9,999                                            | 9,999                         |
| Free shares   | 26/05/2021    | 2,332                                         | 2,332                         | 4,666                                            | 4,666                         |
| Free shares   | 23/08/2021    | -                                             | -                             | -                                                | -                             |
| Free shares   | 12/01/2022    | 9,000                                         | 9,000                         | 13,500                                           | 13,500                        |
| Free shares   | 12/08/2022    | 42,328                                        | 42,328                        | 80,000                                           | 80,000                        |
| Free shares   | 27/09/2022    | 13,227                                        | 13,227                        | 25,000                                           | 25,000                        |
| Free shares   | 10/10/2022    | 33,369                                        | 33,369                        | 73,500                                           | 73,500                        |
| Free shares   | 12/10/2023    | 17,534                                        | 17,534                        |                                                  |                               |
| <b>TOTAL</b>  |               | <b>128,430</b>                                | <b>128,430</b>                | <b>228,707</b>                                   | <b>228,707</b>                |

The methods for allocating and exercising the plans are described below:

### Stock options (02/2017 and 10/2017)

The Board meetings of 22 February and 18 October 2017 granted 30,757 stock options to employees and executives of the Company.

The remaining stock options must be exercised no later than February 2024 and may be exercised at a price of €32.04.

### Free shares (03, 05, 08/2021 and 01/2022)

Following the decisions of the Board of Directors of 5 March 2021, 25,000 free shares were allocated on 8 March, 26 May and 23 August 2021 and 13,500 free shares were allocated on 12 January 2022 to members of the salaried workforce and Company directors.

These shares will be definitively granted subject to the presence of the beneficiaries for the following periods:

- one third of the shares will be definitively granted at the end of a one-year vesting period and will then be subject to a new one-year holding period;

- one third of the shares will be definitively granted at the end of a two-year vesting period with no holding period;
- one third of the shares will be definitively granted at the end of a three-year vesting period with no holding period.

### Free shares (08, 09 and 10/2022)

Following the takeover bid in 2022 and in accordance with the decisions of the Board of Directors of 8 July 2022, 178,500 free shares were allocated on 12 August, 27 September and 10 October 2022, for the benefit of Group managers.

These shares will be definitively granted subject to the presence and performance conditions of the beneficiaries for the following periods:

- 28% of the shares will be definitively granted at the end of a one-year vesting period and will then be subject to a three-year holding period;

- 33% of the shares will be definitively granted at the end of a 21-month vesting period and will then be subject to a three-year holding period;
- 39% of the shares will be definitively granted at the end of a 33-month vesting period and will then be subject to a three-year holding period.

The fair value of the plan, including social security contributions, is included in non-recurring operating income, given the exceptional nature of the plan for a listed company, as it gives access to 4% of the share capital of SQLI to a limited number of managers subject to the achievement of performances by the investment fund DBAY Advisors.

### Free shares (10/2023)

In accordance with the decisions of the Board of Directors of 12 October 2023, and in line with the previous plans granted, 22,500 additional free shares were allocated to the Group's managers.

These shares will be definitively granted subject to the presence and performance conditions of the beneficiaries for the following periods:

- 27% of the shares will be definitively granted at the end of a one-year vesting period and will then be subject to a three-year holding period;

- 33% of the shares will be definitively granted at the end of a 21-month vesting period and will then be subject to a three-year holding period;
- 39% of the shares will be definitively granted at the end of a 33-month vesting period and will then be subject to a three-year holding period.

## Note 10 Regulated provisions

|                                            | 31/12/2022     | Increases<br>Provisions | Decreases<br>Reversals | 31/12/2023     |
|--------------------------------------------|----------------|-------------------------|------------------------|----------------|
| Acquisition costs of long-term investments | 2,823,539      |                         |                        | 2,823,539      |
| Accelerated depreciation                   | -2,486,562     | -155,528                |                        | -2,642,090     |
| <b>EXPENSES REMAINING TO BE AMORTISED</b>  | <b>336,977</b> | <b>-155,328</b>         | <b>-</b>               | <b>181,449</b> |

## Note 11 Provisions for risks and charges

|                               | 31/12/2022     | Provisions     | Reversals<br>prov. used | Reversals<br>prov. not used | 31/12/2023     |
|-------------------------------|----------------|----------------|-------------------------|-----------------------------|----------------|
| Labour disputes and others    | 558,718        | 120,000        | 393,834                 | 124,883                     | 160,001        |
| <b>Provisions for risks</b>   | <b>558,718</b> | <b>120,000</b> | <b>393,834</b>          | <b>124,883</b>              | <b>160,001</b> |
| Losses on termination         | 86,494         | 33,755         | 86,494                  | -                           | 33,755         |
| Foreign exchange losses       | 27,860         | 159,874        | 27,860                  | -                           | 159,874        |
| Other provisions for expenses | 177,212        | -              | 177,212                 | -                           | -              |
| <b>Provisions for charges</b> | <b>291,567</b> | <b>193,629</b> | <b>291,567</b>          | <b>0</b>                    | <b>193,629</b> |
| <b>TOTAL</b>                  | <b>850,285</b> | <b>313,629</b> | <b>685,401</b>          | <b>124,883</b>              | <b>353,630</b> |

All of the labour disputes relate to the SQLI company disputes with two employees at 31 December 2023. A provision was made for the risk incurred according to the estimates of the lawyers.

## Note 12 Borrowings and debts with credit institutions

|                                                  | 31/12/2023        | 31/12/2022        |
|--------------------------------------------------|-------------------|-------------------|
| Tikehau loan                                     | 28,000,000        | 28,000,000        |
| Bank overdrafts                                  | 69,778            | 459,576           |
| Accrued interest payable                         | 441,318           | 338,777           |
| <b>TOTAL BORROWINGS FROM CREDIT INSTITUTIONS</b> | <b>28,511,097</b> | <b>28,798,353</b> |

The Group's Management believes that the liquidity risk is limited.

Borrowings and financial debts with credit institutions were exclusively taken out in euros.

Following the success of the takeover bid, SQLI restructured its debt in February 2022. Two financings were set up with

TIKEHAU: a seven-year unitranche financing of €28 million with flexibility and a Capex line of €20 million to finance acquisitions. The Group also negotiated an RCF for €10 million with BPI and two of its historical banks (Caisse d'Épargne BPL and Banque Palatine).

Only the financing of €28 million was used at 31 December 2023.

| Bank    | Nominal | Available | Duration | Rate for the period       | 31/12/2022    | Redemption<br>subscription | 31/12/2023    |
|---------|---------|-----------|----------|---------------------------|---------------|----------------------------|---------------|
| TIKEHAU | €28M    | 02/2022   | 7 years  | EUR 3 + 6% <sup>(1)</sup> | 28,000        | -                          | 28,000        |
|         |         |           |          |                           | <b>28,000</b> |                            | <b>28,000</b> |

(1) EURIBOR rate + 6% margin, the margin may vary from 5% to 6.5% depending on the SLR ratio = net financial debt/consolidated EBITDA.

The €28 million financing involves several cases of early repayment, including the non-compliance with the SLR financial debt/consolidated EBITDA ratio, assessed in June and December each year:

|     | 06/12/2023 | 06/12/2025 | 06/12/2026 | 06/12/2027 |
|-----|------------|------------|------------|------------|
|     | 06/12/2024 | 06/12/2026 | 06/12/2027 | 06/12/2028 |
| SLR | 6.25x      | 5.25x      | 4.25x      | 3.75x      |

These ratios were met as of 31 December 2023.

In August 2022, SQLI took out an interest rate guarantee contract for a period of 30 months to protect itself from fluctuations in variable rates on its €28 million financing. The terms of this hedge are presented in Note 16.

## Note 13 Miscellaneous loans and borrowings

These are mainly current accounts with group companies.

## Note 14 Tax and social security liabilities

|                                         | Gross amount      | One year at most  | More than one year less than five years | More than five years |
|-----------------------------------------|-------------------|-------------------|-----------------------------------------|----------------------|
| Personnel and related receivables       | 5,049,199         | 5,049,199         |                                         |                      |
| Social security and other social bodies | 5,005,753         | 5,005,753         |                                         |                      |
| State: IS and VAT                       | 8,249,708         | 8,249,708         |                                         |                      |
| State: other taxes and duties           | 671,165           | 671,165           |                                         |                      |
| <b>TOTAL</b>                            | <b>18,975,825</b> | <b>18,975,825</b> | -                                       | -                    |

## Note 15 Debt on fixed assets

|                                 | 31/12/2023    | 31/12/2022     |
|---------------------------------|---------------|----------------|
| Suppliers of non-current assets | 52,421        | 180,800        |
| <b>OR, IN TOTAL</b>             | <b>52,421</b> | <b>180,800</b> |

## Note 16 Other liabilities

|                                                                 | 31/12/2023       | 31/12/2022       |
|-----------------------------------------------------------------|------------------|------------------|
| REDBOX earn-out                                                 | 0                | 176,813          |
| Customer discounts and credit notes to be issued                | 2,001,147        | 2,427,953        |
| Additional salary, account balances and other personal balances | 323,264          | 163,801          |
| ADESATT contribution                                            | 11,220           | 11,601           |
| Guarantee deposit to be reimbursed                              | 11,181           |                  |
| Other indemnities                                               | 26,784           | 26,784           |
| Directors' fees                                                 | 18,500           | 21,500           |
| <b>OR, IN TOTAL</b>                                             | <b>2,392,096</b> | <b>2,828,452</b> |

Remittances and credit notes to be issued mainly concern assets to be issued to the GEIE ICE of which SQLI is a member.

## Note 17 Expenses payable included in debts

|                                                      | 31/12/2022        | Change           | 31/12/2023        |
|------------------------------------------------------|-------------------|------------------|-------------------|
| Accrued interest not yet due                         | 18,278            | 42,146           | 60,424            |
| Trade payables                                       | 5,342,395         | -1,069,075       | 4,273,320         |
| Social debt:                                         |                   |                  |                   |
| Provision for paid leave entitlements <sup>(1)</sup> | 4,102,851         | 569,225          | 4,672,076         |
| RTT and holiday bonuses <sup>(1)</sup>               | 228,659           | 29,553           | 258,212           |
| Variable bonuses and commissions <sup>(1)</sup>      | 3,293,118         | -1,423,494       | 1,869,624         |
| Other employee benefits expense                      | 90,316            | 96,573           | 186,889           |
| Disability tax                                       | 176,000           | -26,000          | 150,000           |
| Tax liabilities:                                     |                   |                  |                   |
| TVTS                                                 | 45,419            | -7,862           | 37,557            |
| Solidarity contribution                              | 176,372           | 14,567           | 190,939           |
| CET                                                  | -238,044          | 394,642          | 156,598           |
| Directors' fees                                      | 21,500            | -3,000           | 18,500            |
| <b>TOTAL</b>                                         | <b>13,256,864</b> | <b>1,382,725</b> | <b>11,874,139</b> |

(1) Social charges included.

## Note 18 Prepaid income

These are services invoiced in advance, of which €9,062,491 for fixed-price projects.

## Note 19 Revenue

|              | France             | European Union | Outside the European Union | 31/12/2023         | 31/12/2022         |
|--------------|--------------------|----------------|----------------------------|--------------------|--------------------|
| Engineering  | 107,820,125        | 234,701        | 1,368,409                  | 109,423,234        | 104,196,837        |
| Training     | 4,411,764          |                |                            | 4,411,764          | 3,988,491          |
| Consulting   | 12,806,913         |                | 26,000                     | 12,832,913         | 15,866,760         |
| <b>TOTAL</b> | <b>125,038,802</b> | <b>234,701</b> | <b>1,394,409</b>           | <b>126,667,911</b> | <b>124,052,088</b> |

## Note 20 Capitalised production

These are the costs of staff assigned to development projects for the modernisation of the Group's information system.

## Note 21 Other income

They mainly correspond to re-invoicing to subsidiaries in application of group agreements concerning, in particular, the invoicing of central services and royalties for technology and brand licenses concluded with SQLI Suisse and SQLI Morocco.

## Note 22 Other purchases and external expenses

|                                     | 31/12/2023        | 31/12/2022        |
|-------------------------------------|-------------------|-------------------|
| Non-stocked materials               | 541,246           | 318,135           |
| Subcontracting                      | 47,663,364        | 45,169,602        |
| Leasing                             | 62,063            | 66,228            |
| Rentals and rental expenses         | 6,714,839         | 6,351,202         |
| Rental management                   | 828,536           | 783,152           |
| Maintenance and repairs             | 4,030,200         | 2,604,101         |
| Insurance premiums                  | 612,495           | 486,818           |
| Non-company personnel               | 190,983           | 159,502           |
| Fees                                | 4,457,889         | 5,617,995         |
| Advertising, external relations     | 905,526           | 637,247           |
| Travel, missions and receptions     | 1,452,100         | 1,122,774         |
| Postal and telecommunications costs | 437,717           | 326,688           |
| Banking services                    | 160,123           | 1,974,491         |
| Company seminars and events         | 380,621           | 525,053           |
| Others                              | 220,367           | 389,850           |
| <b>TOTAL</b>                        | <b>68,658,069</b> | <b>66,532,838</b> |

## Note 23 Taxes and duties

|                                                                              | 31/12/2023       | 31/12/2022       |
|------------------------------------------------------------------------------|------------------|------------------|
| Apprenticeship tax                                                           | 62,968           | 105,650          |
| Continuing professional training                                             | 630,966          | 437,185          |
| CET                                                                          | 507,788          | 534,475          |
| Property taxes                                                               | 300,571          | 342,689          |
| Taxes on passenger vehicles                                                  | 37,558           | 45,419           |
| Social solidarity contribution (CSS)                                         | 190,939          | 297,759          |
| Disability contributions                                                     | 183,033          | 176,000          |
| Other (including withholding taxes not attributable to corporate income tax) | 332,288          | 121,387          |
| <b>TOTAL</b>                                                                 | <b>2,246,111</b> | <b>2,080,608</b> |

## Note 24 Financial income

|                                              | 31/12/2023        | 31/12/2022        |
|----------------------------------------------|-------------------|-------------------|
| <b>Finance income</b>                        |                   |                   |
| Interest on current accounts                 | 518,139           | 183,873           |
| Foreign exchange gains                       | 0                 | 281               |
| Reversals of provisions                      | 615,459           |                   |
| Income from securities                       | 14,049,673        | 13,190,076        |
| CAP interest                                 | 372,680           |                   |
| Other income                                 | 145,621           | 2,745             |
| <b>Total</b>                                 | <b>15,701,572</b> | <b>13,376,975</b> |
| <b>Financial expenses</b>                    |                   |                   |
| Interest on borrowings                       | 2,863,559         | 2,935,769         |
| Interest rate hedging                        | 143,200           | 188,076           |
| Research tax credit transfer commission      | 384,659           | 284,216           |
| Interest on factor financing                 | 445,677           | 116,003           |
| Losses on disposals of marketable securities | 330,598           | 230,172           |
| Miscellaneous                                | 229,393           | 42,365            |
| Interest on current accounts                 | 382,812           | 176,771           |
| Provisions <sup>(1)</sup>                    | 436,852           | 1,239,967         |
| <b>Total</b>                                 | <b>5,216,750</b>  | <b>5,213,340</b>  |
| <b>NET FINANCE INCOME (EXPENSE)</b>          | <b>10,484,822</b> | <b>8,163,635</b>  |

(1) Including a provision of €429,869 for the impairment of treasury shares.

Including a provision writeback of €77,167 for impairment related to the discounting of loans relating to the construction effort.

## Note 25 Exposure to foreign exchange risk

SQLI has little exposure to foreign exchange risk as the Company conducts most of its activity in France and invoices its services in euros. Its currency positions at closing rates are as follows:

|                                                               | CHF               |
|---------------------------------------------------------------|-------------------|
| Assets                                                        | -                 |
| Liabilities                                                   | -2,228,911        |
| <b>Net positions before management</b>                        | <b>-2,228,911</b> |
| Positions not included on the statement of financial position | -                 |
| <b>NET POSITIONS AFTER MANAGEMENT</b>                         | <b>-2,228,911</b> |

## Note 26 Interest rate risk exposure

### Derivative hedging instruments

SQLI has taken out an interest rate guarantee (CAP) for a period of 30 months to protect itself from fluctuations in the variable rate of the Tikehau loan. The Company has opted for a fixed rate of 1.75% as described below.

The conditions of the derivative instruments related to the management of outstanding interest rate risk at 31 December 2023 are as follows:

|                                                | <b>Bonds €28M</b> |
|------------------------------------------------|-------------------|
| Start date                                     | 04/08/2022        |
| Maturity date                                  | 04/02/2025        |
| Payer of variable rates                        | PALATINE          |
| Variable rate                                  | EURIBOR 3 month   |
| Fixed/variable rate for SQLI                   | 1.75%             |
| Premium paid                                   | €358k             |
| <b>Nominal amount hedged as of 31/12:</b>      |                   |
| 2022                                           | €28,000k          |
| 2023                                           | €28,000k          |
| 2024                                           | €28,000k          |
| 2025                                           | -                 |
| <b>FAIR VALUE OF INSTRUMENTS AT 31/12/2023</b> | <b>€548K</b>      |

## Note 27 Exceptional income

|                                                 | <b>31/12/2023</b> | <b>31/12/2022</b> |
|-------------------------------------------------|-------------------|-------------------|
| Reversals of provisions for impairment          |                   |                   |
| Proceeds from disposal of assets                | 67,994            | 8,342             |
| Reversal of accelerated depreciation            |                   |                   |
| <b>Total Exceptional income</b>                 | <b>67,994</b>     | <b>8,342</b>      |
| NAV of non-current assets sold <sup>(2)</sup>   | 91,031            | 57,379            |
| Accelerated depreciation charges <sup>(1)</sup> | 155,528           | 288,312           |
| Accelerated depreciation                        | 1,087,621         |                   |
| Costs related to the takeover bid               | 0                 | 1,759,129         |
| Costs related to leaving the premises           | 37,500            |                   |
| Miscellaneous                                   | 607               | 15,891            |
| <b>Total Exceptional expenses</b>               | <b>1,372,287</b>  | <b>2,120,711</b>  |
| <b>EXCEPTIONAL INCOME</b>                       | <b>-1,304,293</b> | <b>-2,112,369</b> |

(1) Amortisation of capitalised acquisition costs of equity securities.

(2) Including capital loss related to the termination of the Levallois lease.

## Note 28 Breakdown of provisions and reversals on provisions

|                                                 | Provisions     | Reversals        |
|-------------------------------------------------|----------------|------------------|
| Labour disputes, URSSAF and other employees     | 120,000        | 518,718          |
| Other provisions for risks                      |                | 177,212          |
| Impairment of trade receivables                 | 93,496         |                  |
| Foreign exchange losses of an operations nature | 159,874        | 19,270           |
| Losses on termination                           | 33,756         | 86,495           |
| <b>Operations</b>                               | <b>407,126</b> | <b>801,695</b>   |
| Impairment of current accounts                  | 6,983          |                  |
| Building loans                                  |                | 77,167           |
| Treasury shares                                 | 429,869        | 529,702          |
| Foreign exchange losses of a financial nature   |                | 8,590            |
| <b>Financial</b>                                | <b>436,852</b> | <b>615,459</b>   |
| Accelerated depreciation                        | 155,528        |                  |
| <b>Exceptional</b>                              | <b>155,528</b> | <b>0</b>         |
| <b>TOTAL</b>                                    | <b>999,506</b> | <b>1,417,154</b> |

## Note 29 Corporate tax

The tax situation for the 2023 financial year of the companies that are members of the consolidated tax group is as follows:

|                        | Tax result        | Research tax credit | Other tax credits |
|------------------------|-------------------|---------------------|-------------------|
| SQLI (head of group)   | -6,220,750        | 2,996,207           |                   |
| CLEAR VALUE SAS        | -2,755            |                     |                   |
| WAX INTERACTIVE        | 204,588           |                     |                   |
| EOZEN France           | 305,079           |                     |                   |
| WAX INTERACTIVE Lille  | 56,575            |                     |                   |
| ASTON INSTITUT         | 1,824,934         |                     |                   |
| <b>TOTAL TAX GROUP</b> | <b>-3,832,329</b> | <b>2,996,207</b>    | <b>-</b>          |

The breakdown of tax between current income and non-recurring income is as follows:

|                                  | Profit (loss) before tax | Tax due          | Net income after tax |
|----------------------------------|--------------------------|------------------|----------------------|
| Current result                   | 8,547,686                | 1,376,702        | 9,924,388            |
| Exceptional income               | -1,304,293               | 365,108          | -939,185             |
| Impact of tax loss carryforwards |                          | -1,741,810       | -1,741,810           |
| Effect of tax consolidation      |                          | 456,234          | 456,234              |
| Tax credits for the year         |                          | 2,996,207        | 2,996,207            |
| <b>ACCOUNTING INCOME</b>         | <b>7,243,393</b>         | <b>3,452,441</b> | <b>10,695,834</b>    |

## Note 30 Change in latent tax position

|                                              | 31/12/2022        |                | Change           |             | 31/12/2023        |                |
|----------------------------------------------|-------------------|----------------|------------------|-------------|-------------------|----------------|
|                                              | Assets            | Liabilities    | Assets           | Liabilities | Assets            | Liabilities    |
| <b>I. Certain or possible delays</b>         |                   |                |                  |             |                   |                |
| Accelerated depreciation                     |                   | 336,977        | 155,528          |             |                   | 181,449        |
| <b>II. Temporary non-deductible expenses</b> |                   |                |                  |             |                   |                |
| To be deducted the following year:           |                   |                |                  |             |                   |                |
| Accrued expenses N                           | 173,372           |                | 17,567           |             | 190,939           |                |
| Fees                                         | 138,344           |                | 123,656          |             | 262,000           |                |
| Currency translation adjustments             | 27,860            |                | 25,004           |             | 159,874           |                |
| <b>TOTAL</b>                                 | <b>339,576</b>    | <b>336,977</b> | <b>321,755</b>   |             | <b>612,813</b>    | <b>181,449</b> |
| <b>III. Items to be allocated</b>            |                   |                |                  |             |                   |                |
| Tax loss carryforwards <sup>(1)</sup>        | 28,380,805        |                | 2,832,545        |             | 31,213,350        |                |
| <b>TOTAL</b>                                 | <b>28,380,805</b> | <b>0</b>       | <b>2,832,545</b> | <b>0</b>    | <b>31,213,350</b> | <b>0</b>       |

(1) Tax loss carryforwards of the consolidated tax group.

## Note 31 Transfer of expenses

| Type of transfers      | 31/12/2023     | 31/12/2022     |
|------------------------|----------------|----------------|
| Benefits in kind       | 285,774        | 283,050        |
| Insurance indemnities  | 259,898        | 260,331        |
| Protection indemnities |                | 52,846         |
| Fongecif/Agefiph grant |                | 13,466         |
| <b>TOTAL</b>           | <b>545,672</b> | <b>609,693</b> |

## Note 32 Elements concerning related companies and equity investments

| Items                                     | Amount concerning companies |                                           |
|-------------------------------------------|-----------------------------|-------------------------------------------|
|                                           | Related                     | With which the Company has an equity link |
| Equity investments                        | 72,944,775                  |                                           |
| Customers                                 | 19,238,680                  |                                           |
| Credit notes to be issued                 | 1,446,648                   |                                           |
| Current account advances                  | 6,900,175                   |                                           |
| Long-term loan                            | 6,766,179                   |                                           |
| Suppliers                                 | 16,569,686                  |                                           |
| Current account debts                     | 14,558,545                  |                                           |
| Financial expenses for equity investments | 176,771                     |                                           |
| Financial income from equity investments  | 13,373,949                  |                                           |

## Note 33 Compensation of officers and related parties

|                                    | Gross compensation | Social charges | 2023           | Gross compensation | Social charges | 2022             |
|------------------------------------|--------------------|----------------|----------------|--------------------|----------------|------------------|
| Short-term benefits <sup>(1)</sup> | 765,576            | 164,237        | 665,816        | 765,576            | 279,876        | 1,045,452        |
| Directors' fees                    | 170,000            | 34,000         | 204,000        | 180,000            | 36,000         | 216,000          |
| <b>TOTAL</b>                       | <b>671,579</b>     | <b>198,237</b> | <b>869,816</b> | <b>945,576</b>     | <b>315,876</b> | <b>1,261,452</b> |

(1) "Short-term benefits" refers to the actual compensation, paid holiday, premiums, incentives and benefits in kind.

## Note 34 Commitments not included in the statement of financial position

As part of its activities, SQLI is required to make a certain number of commitments. Certain commitments are subject to provisions (commitments linked to retirement and other employee benefits, disputes, etc.).

Other commitments and liabilities not included in the statement of financial position are listed below.

### OUTSTANDING COMMITMENTS IN RESPECT OF CONTRACTUAL OBLIGATIONS

|                                            | Less than one year | One to five years | Due at more than five years | 31/12/2023        |
|--------------------------------------------|--------------------|-------------------|-----------------------------|-------------------|
| Premises                                   | 2,511,037          | 5,896,024         | 995,269                     | 9,402,330         |
| IT equipment                               | 805,428            | 943,776           | 0                           | 1,749,204         |
| Vehicles                                   | 255,309            | 72,266            | 0                           | 327,575           |
| <b>RENTAL INCOME FROM OPERATING LEASES</b> | <b>3,571,774</b>   | <b>6,912,066</b>  | <b>995,269</b>              | <b>11,479,109</b> |

#### 34.1 Commitments received

In April 2016, the sellers of SQLI LTD granted SQLI an asset and liability guarantee limited to £450 thousand for a period of seven years for tax purposes, *i.e.* until 2023. To underwrite the guarantee, £50 thousand was paid on an escrow account.

In May 2017, the sellers of the company SQLI NORDICS granted SQLI an asset and liability guarantee, for all damages exceeding SEK 90 thousand individually, and SEK 700 thousand, cumulatively. This guarantee is limited to SEK 15 thousand.

It is granted for tax purposes, until the end of the statutory deadline.

In September 2017, the sellers of the company OSUDIO HOLDING BV granted SQLI an assets and liability guarantee, for all damages exceeding €20 thousand individually and €140 thousand cumulatively. This guarantee is limited to €3,800 thousand.

It is granted for tax purposes, until the end of the statutory deadline.

In March 2020, the sellers of the company SQLI UK LTD granted SQLI an asset and liability guarantee, for all damages exceeding £10 thousand, individually and £50 thousand cumulatively. This guarantee is limited to the amount of the sale price paid.

It is granted until 2023 and for a term of seven years for tax purposes until March 2027.

#### 34.2 Debts guaranteed by security interests

Following the repayment of the €33 million senior loan agreement, SQLI received from BNP the release of the pledge of all shares in the companies SQLI NORDICS and OSUDIO HOLDING BV.

#### 34.3 Credit lines confirmed and not used

The Group has a €4 million credit line with Société Générale as well as an unused factoring line at 31 December 2023 of €14.5 million.

## Note 35 Average headcount

| Categories               | 31/12/2023 | 31/12/2022 |
|--------------------------|------------|------------|
| Managers                 | 800        | 817        |
| Supervisors, technicians | 38         | 34         |
| Apprentices              | 51         | 26         |
| <b>TOTAL</b>             | <b>889</b> | <b>877</b> |

## Note 36 Post-employment benefits

Post-employment benefits covered by provisions relate to end-of-career indemnities (IFC) commitments for staff employed in France, which are lump-sum indemnities calculated according to the number of years of service of the employee and of his annual salary at the time of his retirement.

Provisions are calculated on the basis of the following assumptions:

- the estimate is calculated based on the employee's decision to retire;
- the retirement age is set at 65 for managers and 64 for non-managers;

- the annual salary increase rate is calculated by age group and by category (managers and non-managers);
- the discount rate used is 3.2% compared to 3.77% in 2022;
- turnover is calculated for each age group;
- the Group's commitment to its employees is valued, including social charges (42% in 2023).

The commitment is valued at €2,101 thousand at the close, including social security charges.



## Note 37 Table of subsidiaries and equity investments

| Companies                            | %     | Capital          | Equity other than capital | Carrying amount of securities held |                   |
|--------------------------------------|-------|------------------|---------------------------|------------------------------------|-------------------|
|                                      |       |                  |                           | Gross                              | Net               |
| ASTON INSTITUT                       | 100   | 30,000           | 2,144,781                 | 30,000                             | 30,000            |
| EOZEN FRANCE SAS                     | 100   | 38,120           | 3,308,246                 |                                    |                   |
| CLEAR VALUE SAS                      | 100   | 85,928           | 3,625,885                 | 7,405,608                          | 7,405,608         |
| WAX INTERACTIVE                      | 100   | 50,000           | -1,141,393                | 50,000                             | 50,000            |
| WAX INTERACTIVE LILLE                | 100   | 30,000           | 16,757                    | 2,388,287                          | 2,388,287         |
| <b>TOTAL FRANCE</b>                  |       | <b>234,048</b>   | <b>7,954,276</b>          | <b>9,873,894</b>                   | <b>9,873,894</b>  |
| SQLI SUISSE (CHF)                    | 100   | 107,991          | 11,187,674                | 62,871                             | 62,871            |
| SQLI MOROCCO (DH)                    | 99.92 | 45,705           | 9,763,576                 | 70,576                             | 70,576            |
| SQLI LUXEMBOURG €                    | 100   | 93,000           | 281,492                   |                                    |                   |
| ICONEWEB MOROCCO (DH) <sup>(1)</sup> | 100   | 18,282           | -167,241                  | 17,968                             | 0                 |
| SQLI BELGIUM €                       | 100   | 62,500           | 1,397,200                 | 8,464,226                          | 8,464,226         |
| SQLI SA (LUX) €                      | 100   | 124,000          | 744,518                   | 9,169,578                          | 8,844,578         |
| SQLI DIGITAL BELGIUM                 | 100   | 20,000           | 949,013                   | 771,062                            | 771,062           |
| SQLI LTD                             | 100   | 5                | -387,444                  | 1,642,176                          | 1,642,176         |
| SQLIPTY                              | 100   | 100              | -100                      |                                    |                   |
| SQLI NORDICS AB                      | 100   | 506,243          | 276,175                   | 7,731,377                          | 7,731,377         |
| OSUDIO HOLDING                       | 100   | 30,661           | 410,182                   | 27,508,501                         | 27,508,501        |
| SQLI Services BV                     | 100   | 18,000           | 814,161                   |                                    |                   |
| SQLI DANMARK APS                     | 100   | 6,653            | 609,460                   |                                    |                   |
| OSUDIO BELGIUM                       | 100   | 107,000          | -47,072                   |                                    |                   |
| SQLI NEDERLAND BV                    | 100   | 22,885           | 2,012,244                 |                                    |                   |
| SQLI DEUTSCHLAND GMH                 | 100   | 27,000           | 2,534,788                 |                                    |                   |
| OSUDIO SWITZERLAND                   | 100   | 21,598           | 175,932                   |                                    |                   |
| CODELUX                              | 100   | 25,200           | -27,659                   |                                    |                   |
| SQLI SPAIN                           | 100   | 6,000            | 1,623,268                 |                                    |                   |
| SQLI UK                              | 100   | 135              | 2,810,270                 | 8,395,599                          | 8,395,599         |
| REDOX DUBAI                          | 100   | 12,334           | 1,446,582                 |                                    |                   |
| REBOX MAURITIUS                      | 100   | 547              | 430,605                   |                                    |                   |
| <b>TOTAL FOREIGN <sup>(2)</sup></b>  |       | <b>1,255,839</b> | <b>36,837,623</b>         | <b>63,833,934</b>                  | <b>63,490,965</b> |
| <b>TOTAL FRANCE AND FOREIGN</b>      |       | <b>1,489,887</b> | <b>44,791,899</b>         | <b>73,707,828</b>                  | <b>73,364,859</b> |

(1) Advance provisioned at 100%.

(2) Accounts denominated in foreign currencies have been translated at the month-end exchange rate as at 31/12/2022.

| Loans and<br>advances agreed | Guarantees and<br>endorsements<br>granted | Dividends<br>received | Income from the<br>last financial year | Notes                       |
|------------------------------|-------------------------------------------|-----------------------|----------------------------------------|-----------------------------|
|                              |                                           | 4,000,000             | 1,361,772                              |                             |
|                              |                                           |                       | 308,594                                | Owned by SQLI SA (LUX)      |
| 294,494                      |                                           |                       | -2,934                                 |                             |
| 1,043,545                    |                                           |                       | 205,562                                |                             |
| 45,746                       |                                           |                       | 56,991                                 |                             |
| <b>1,383,785</b>             | <b>0</b>                                  | <b>4,000,000</b>      | <b>1,929,985</b>                       |                             |
| 102,508                      |                                           | 3,481,953             | 3,122,056                              |                             |
| 3,605,532                    |                                           |                       | 2,838,135                              |                             |
|                              |                                           |                       | 5,727                                  | Owned by CLEAR VALUE SAS    |
| 368,018                      |                                           |                       | -3,566                                 |                             |
|                              |                                           | 2,000,000             | 132,025                                |                             |
|                              |                                           | 1,000,000             | 82,661                                 |                             |
| 4,100                        |                                           |                       | -181,136                               |                             |
| 406,017                      |                                           |                       | 21,033                                 |                             |
|                              |                                           |                       | 0                                      |                             |
|                              |                                           |                       | -569,920                               |                             |
| 105,109                      |                                           | 2,500,000             | 2,510,411                              |                             |
| 105,109                      |                                           |                       | 122,065                                | Held by OSUDIO HOLDING      |
|                              |                                           |                       | 127,815                                | Held by OSUDIO HOLDING      |
| 104,719                      |                                           |                       | 28,652                                 | Held by OSUDIO HOLDING      |
|                              |                                           | 500,000               | 583,184                                | Held by OSUDIO HOLDING      |
|                              |                                           | 1,288,348             | 94,001                                 | Held by OSUDIO HOLDING      |
|                              |                                           |                       | 192                                    | Held by OSUDIO HOLDING      |
| 105,774                      |                                           |                       | 53,681                                 | Owned by OSUDIO DEUTSCHLAND |
|                              |                                           | 1,500,000             | 795,302                                | Held by OSUDIO HOLDING      |
| 102,492                      |                                           |                       | 100,064                                |                             |
|                              |                                           |                       | 150,492                                | Held by SQLI UK             |
|                              |                                           |                       | 128,150                                | Held by SQLI UK             |
| <b>5,009,378</b>             | <b>0</b>                                  | <b>12,270,301</b>     | <b>10,141,025</b>                      |                             |
| <b>6,393,163</b>             | <b>0</b>                                  | <b>16,270,301</b>     | <b>12,071,010</b>                      |                             |



## 4.4 RESULTS OF THE LAST FIVE FINANCIAL YEARS

| Closing date                                                                 | 31/12/2023  | 31/12/2022  | 31/12/2021  | 31/12/2020  | 31/12/2019  |
|------------------------------------------------------------------------------|-------------|-------------|-------------|-------------|-------------|
| Duration of the exercise (in months)                                         |             |             |             |             |             |
| <b>Capital at year-end</b>                                                   |             |             |             |             |             |
| Capital                                                                      | 3,725,610   | 3,691,180   | 3,691,180   | 3,691,180   | 3,691,180   |
| Number of shares                                                             |             |             |             |             |             |
| • ordinary                                                                   | 4,657,013   | 4,613,975   | 4,613,975   | 4,613,975   | 4,613,975   |
| • priority dividend                                                          |             |             |             |             |             |
| Maximum number of shares to be created                                       |             |             |             |             |             |
| • by conversion of bonds                                                     |             |             |             |             |             |
| • by subscription right                                                      | 250,394     | 250,394     | 250,394     | 250,394     | 250,394     |
| <b>Operations and results</b>                                                |             |             |             |             |             |
| Revenue excluding taxes                                                      | 126,667,911 | 124,052,088 | 112,230,939 | 111,964,401 | 148,114,187 |
| Profit (loss) before tax, profit-sharing,                                    |             |             |             |             |             |
| Depreciation and provisions                                                  | 9,050,587   | 8,306,546   | -2,072,524  | -11,650,368 | -2,700,740  |
| Income tax                                                                   | -3,452,441  | -3,032,827  | -3,112,085  | -2,126,605  | -3,185,275  |
| Employee profit-sharing                                                      |             |             |             |             |             |
| Depreciation and provisions                                                  | 1,807,194   | 2,482,101   | 1,732,101   | -1,128,883  | 2,882,839   |
| Net income                                                                   | 10,695,834  | 8,857,272   | -692,540    | -8,394,880  | -2,398,304  |
| Distributed earnings                                                         |             |             |             |             |             |
| <b>Earnings per share</b>                                                    |             |             |             |             |             |
| Income after tax, profit-sharing,<br>before depreciation and provisions      | 2.68        | 2.46        | 0.23        | -2.06       | 0.11        |
| Income after tax, profit-sharing<br>depreciation and provisions              | 2.30        | 1.92        | -0.15       | -1.82       | -0.52       |
| Dividend allocated                                                           |             |             |             |             |             |
| <b>Staff</b>                                                                 |             |             |             |             |             |
| Average number of employees                                                  | 889         | 877         | 926         | 1059        | 1122        |
| Payroll                                                                      | 48,330,280  | 46,432,255  | 46,636,661  | 51,323,755  | 60,332,548  |
| Amounts paid in social benefits<br>(Social security, company benefits, etc.) | 21,697,570  | 20,588,990  | 20,103,391  | 21,591,652  | 26,408,063  |

## 4.5 STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

To the General Meeting of SQLI,

### Opinion

In execution of the assignment entrusted to us by your General Meetings, we have audited the annual financial statements of the company SQLI relating to the financial year ended 31 December 2023, as attached to this report.

We certify that the annual financial statements are, in accordance with French accounting rules and principles, regular and fair and give a true and fair view of the results of operations for the past financial year as well as the financial position and assets of the Company at the end of this financial year.

The opinion formulated above is consistent with the content of our report to the Audit Committee.

### Basis of opinion

#### Audit benchmark

We have performed our audit in accordance with the professional standards applicable in France. We believe that the elements that we have collected are sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under these standards are set out in the "Statutory Auditors' responsibilities for the audit of the financial statements" section of this report.

#### Independence

We performed our audit in accordance with the rules of independence provided for in the French Commercial Code and the French Code of Ethics for Auditors for the period from 1 January 2023 to the date on which our report was issued, and in particular, we have not provided the services prohibited by Article 5, paragraph 1 of (EU) Regulation No. 537/2014.

### Justification of assessments—Key points of the audit

Pursuant to the provisions of Articles L. 821-53 and R. 821-180 of the French Commercial Code relating to the justification of our assessments, we bring to your attention the key audit matters relating to the risks of material misstatement that, in our professional judgement, were the most significant for the audit of the financial statements for the financial year, as well as the responses we have provided to these risks.

The assessments thus made are part of the audit of the annual financial statements taken as a whole and the formation of our opinion expressed above. We do not express an opinion on the elements of these annual financial statements taken in isolation.



## Recognition of revenue from fixed-price services

| Risk identified                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | Our response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>At 31 December 2023, revenue amounted to €127 million.</p> <p>Note D.h. to the financial statements details the revenue recognition principle. In particular, the revenue from fixed-price services is recognised as work progresses on the basis of costs incurred and outstanding costs.</p> <p>A provision for losses on completion is recognised when the forecast margin of the fixed-price project is negative.</p> <p>We considered the recognition of revenue from fixed-price services to be a key audit matter insofar as the assessment of costs is based on operating assumptions and estimates that have a direct impact on revenue and the operating income in the financial statements.</p> | <p>We reviewed the internal control procedures relating to the after-sales process, the invoicing and recording of the revenue from fixed-price services.</p> <p>We tested the key controls put in place, in particular those relating to the costs incurred and the outstanding costs per project.</p> <p>For a selection of contracts based on quantitative (significant make to stock inventories) and qualitative (contracts that present technical difficulties to carry out or which have abnormal profitability), we have:</p> <ul style="list-style-type: none"> <li>analysed the contractual clauses and reconciled the management data with the accounting data;</li> <li>assessed the remaining costs and recalculated the progress of the contracts selected;</li> <li>compared the margin to date and the end margin and we have compared them with the information provided by management control;</li> <li>compared the margins achieved in 2023 with those expected for the last year;</li> <li>if necessary, assessed the assumptions used by management to determine the losses on completion identified on loss-making contracts.</li> </ul> |

## Valuation of equity interests and goodwill

| Risk identified                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | Our response                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <p>As of 31 December 2023, goodwill and equity interests are recorded in the statement of financial position for a net carrying amount of €23 million and €80 million respectively. These assets are recognised at their acquisition cost and are subject to an impairment test at the end of the financial year.</p> <p>Impairment is recognised when the value in use is lower than the net carrying amount. As specified in the following notes to the annual financial statements:</p> <ul style="list-style-type: none"> <li>D.a "Intangible assets", goodwill are tested for impairment at least once a year or more frequently if there are indications of impairment;</li> <li>D.c. "Equity securities", the value in use depends on the net assets adjusted for unrealised capital gains and losses, the expected change in earnings based on the estimated discounted future cash flows and economic interest of the investment.</li> </ul> <p>We considered the valuation of these assets to be a key audit matter given the importance of management's judgements in determining cash flow assumptions, discount rates and perpetual growth.</p> | <p>As part of our work, we examined the methods used to implement the impairment tests performed by your Company. We performed the following procedures:</p> <ul style="list-style-type: none"> <li>analysed the consistency of the key assumptions resulting from the goodwill impairment tests with those used for the valuation of equity investments and goodwill;</li> <li>examined the key assumptions used to determine the discounted cash flows;</li> <li>assessed, with the assistance of our valuation specialists, the discount rates and perpetual growth rates used.</li> </ul> |

## Specific verifications

In accordance with professional standards applicable in France, we have also performed the specific verifications required by law and regulations.

### Information given in the management report and in the other documents on the financial position and the annual financial statements sent to shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of the Board of Directors and in the other documents on the financial position and the annual financial statements sent to the shareholders.

We certify the fair presentation and the consistency with the financial statements of the information relating to payment terms mentioned in Article D. 441-6 of the French Commercial Code.

### Information on corporate governance

We attest that the Board of Directors' report on corporate governance contains the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

With regard to the information provided pursuant to the provisions of Article L. 22-10-9 of the French Commercial Code on compensation and benefits paid or allocated to corporate officers as well as the commitments granted to them, we verified that they were consistent with the financial statements or with the data used to prepare these financial statements and, where applicable, with the information collected by your Company from the companies controlled by it that are included in the scope of consolidation. On the basis of this work, we certify the accuracy and fair presentation of this information.

With regard to the information relating to the elements that your Company considered likely to have an impact in the event of a takeover or exchange offer, provided pursuant to the provisions of Article L. 22-10-11 of the French Commercial Code, we verified their compliance with the documents from which they originated and which were provided to us. Based on this work, we have no matters to report on this information.

### Other information

In accordance with the law, we have ensured that the various information relating to the acquisition of equity interests and control and to the identity of the holders of the capital or voting rights has been provided to you in the management report.

## Other verifications or information provided by the legal and regulatory texts

### Format of presentation of the annual financial statements intended to be included in the annual financial report

In accordance with professional standards on the Statutory Auditors' work relating to the annual and consolidated financial statements presented in the single European electronic reporting format, we have also verified compliance with this format defined by delegated European Regulation 2019/815 of 17 December 2018 in the presentation of the annual financial statements intended to be included in the annual financial report mentioned in I of Article L. 451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chairperson and CEO.

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

It is not our responsibility to verify that the annual financial statements that will be included by your Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

### Appointment of Statutory Auditors

We were appointed Statutory Auditors for the company SQLI by your General Meeting of 26 June 2013, for the EXCO PARIS ACE firm and on 20 June 2012 for the ERNST & YOUNG et Autres firm.

At 31 December 2023, the EXCO PARIS ACE firm was in its 11<sup>th</sup> year of its assignment without interruption and the ERNST & YOUNG et Autres firm in its 12<sup>th</sup> year.



## **Responsibilities of Management and those charged with governance relating to the annual financial statements**

It is the responsibility of Management to prepare the annual financial statements that present a true and fair view in accordance with French accounting rules and principles as well as to implement the internal control that it deems necessary for the preparation of the annual financial statements, so that these are free from material misstatement, regardless of whether these are the result of fraud or errors.

When preparing the annual financial statements, management is responsible for assessing the Company's ability to continue to trade, to present in these financial statements, where applicable, the necessary information relating to business continuity and to apply the business continuity accounting standard, unless there are plans to liquidate the Company or to cease trading.

It is the responsibility of the Audit Committee to monitor the process of preparing the financial information and to monitor the efficacy of the internal control and risk management systems, as well as, where necessary, the internal audit, with regards to the procedures relating to the preparation and processing of accounting and financial information.

The annual financial statements were approved by the Board of Directors.

## **Responsibilities of the Statutory Auditors for the audit of the annual financial statements**

### **Audit objective and approach**

It is our responsibility to prepare a report on the annual financial statements. Our objective is to obtain reasonable assurance that the financial statements as a whole are free from material misstatement. Reasonable assurance provides a high level of assurance, but does not, however, guarantee that an audit completed in accordance with the professional standard will systematically detect all material misstatements. Misstatements could be a result of fraud or errors and are considered material when you can reasonably expect that, taken individually or accumulatively, they influence the economic decisions that account users take based on this information.

As specified in Article L. 821-55 of the French Commercial Code, our work to certify the financial statements is not to guarantee the viability or the quality of the management of your Company.

As part of an audit performed in accordance with the professional standards applicable in France, the statutory auditor exercise their professional judgement throughout this audit. In addition:

- they identify and assess the risks of material misstatement of the financial statements, regardless of whether these are the result of fraud or error, define and implement audit procedures to address these risks, and collect information that they consider sufficient and appropriate to provide a basis for its opinion. The risk of not detecting a material misstatement resulting from fraud is higher than that of a material misstatement resulting from an error, since fraud could involve collusion, falsification, voluntary omissions, false declarations or bypassing of internal control;
- they take into consideration the internal control required for the audit in order to define the appropriate audit procedures in the circumstances, and not with the goal of expressing an opinion on the efficacy of the internal control;
- they assess the appropriateness of the accounting methods used and the reasonableness of the accounting estimates made by management, as well as the disclosures concerning them provided in the annual financial statements;
- they assess the appropriate nature of the application by management of the accounting standard of business continuity and, according to the information collected, whether or not there are significant uncertainties linked to events or to circumstances likely to call into question the Company's ability to continue trading. This assessment is based on elements collected up to the date of the report, remembering, however, that subsequent circumstances or events could call into question the continuity of operations. If they conclude that a material uncertainty exists, they draw the attention of the readers of its report to the information provided in the annual financial statements about this uncertainty or, if this information is not provided or is not relevant, they issue a certification with reservation or a refusal to certify; and
- they assess the overall presentation of the annual financial statements and whether the financial statements reflect the underlying events and transactions in such a way as to give a true and fair view.

## Report to the Audit Committee

We submit to the Audit Committee a report that presents in particular the scope of the audit work and the work schedule implemented, as well as the conclusions deriving from our work. We also bring to its attention, where applicable, any significant weaknesses in internal control that we have identified with regards to procedures relating to the preparation and processing of accounting and financial information.

Among the elements communicated in the report to the Audit Committee are the risks of material misstatement, which we consider to have been the most significant for the audit of the annual financial statements of the financial year and which therefore constitute the key points of the audit, which it is our responsibility to describe in this report.

We also provide the Audit Committee with the statement provided for in Article 6 of (EU) Regulation 537/2014 confirming our independence, with regards to the rules applicable in France as fixed in particular by Articles L. 821-27 to L. 821-34 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where applicable, we discuss with the Audit Committee the risks posed to our independence and the safeguarding measures applied.

Paris-La Défense, 24 April 2024

Statutory Auditors

EXCO PARIS ACE

Emmanuel Charrier

ERNST & YOUNG et Autres

Frédéric Martineau





# 05

## INFORMATION ON THE COMPANY'S CAPITAL

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## **5.1 CAPITAL**

### **5.1.1 Capital amount**

#### **5.1.1.1 Amount of subscribed capital**

On the date of the filing of the Universal Registration Document, the capital amounted to €3,725,610.40, divided

into 4,657,013 shares with a nominal value of €0.80; of one single category, each fully paid up.

#### **5.1.1.2 History of capital**

The share capital of SQLI was modified during the 2023 financial year.

The transactions that took place during the 2023 financial year and that modified the amount of SQLI's capital were as follows:

- issue of 20,020 shares with a par value of €0.80, as part of a capital increase of €16,016 in respect of the allocation of free new shares, recognised by the Chairperson and Chief Executive Officer in his decisions on 13 August 2023;
- issue of 6,251 shares with a par value of €0.80, as part of a capital increase of €5,000.80 for the allocation of new free shares, recognised by the Chief Executive Officer in his decisions on 28 September 2023;
- issue of 16,767 shares with a par value of €0.80, as part of a capital increase of €13,413.60 in respect of the allocation of new free shares, recognised by the Chairperson and Chief Executive Officer in their decisions dated 11 October 2023.

### **5.1.2 Shares not representing capital**

There are no shares that do not represent capital.

### **5.1.3 Capital subject to an option or a conditional or unconditional agreement to place it under option**

There is no option or conditional or unconditional agreement on SQLI's capital to be placed under option.

### **5.1.4 Conditions governing any right of acquisition or any obligation attached to the authorised (but not issued) capital or on any undertaking, aimed at increasing the capital**

Please refer to Table 37. section 2.1.3.1 "Information on capital".

### **5.1.5 Dilutive instruments**

As of 31 December 2023, the total potential dilution is linked to the potential issue of 128,430 new shares, *i.e.* 2.8% of the post-issue capital.

Please refer to section 2.1.2 "Compensation and benefits in kind and the Say on Pay vote" for the description of the plans.

**TABLE 84. SUMMARY OF DILUTIVE INSTRUMENTS**

|               | Date of issue | 31/12/2023                     |                               | 31/12/2022                     |                               |
|---------------|---------------|--------------------------------|-------------------------------|--------------------------------|-------------------------------|
|               |               | Number of warrants/<br>options | Number of potential<br>shares | Number of warrants/<br>options | Number of potential<br>shares |
| Stock options | 22/02/2017    | 5,641                          | 5,641                         | 22,042                         | 22,042                        |
| Free shares   | 08/03/2021    | 4,999                          | 4,999                         | 9,999                          | 9,999                         |
| Free shares   | 26/05/2021    | 2,332                          | 2,332                         | 4,666                          | 4,666                         |
| Free shares   | 12/01/2022    | 9,000                          | 9,000                         | 13,500                         | 13,500                        |
| Free shares   | 12/08/2022    | 42,328                         | 42,328                        | 80,000                         | 80,000                        |
| Free shares   | 27/09/2022    | 13,227                         | 13,227                        | 25,000                         | 25,000                        |
| Free shares   | 10/10/2022    | 33,369                         | 33,369                        | 73,500                         | 73,500                        |
| Free shares   | 12/10/2023    | 17,534                         | 17,534                        | -                              | -                             |
| <b>TOTAL</b>  |               | <b>128,430</b>                 | <b>128,430</b>                | <b>228,707</b>                 | <b>228,707</b>                |

## 5.2 MAIN SHAREHOLDERS

DBAY Advisors, reference shareholder of SQLI since December 2019 with a stake of 29%, decided, on 23 September 2021, to launch a cash takeover bid on all of the Company's shares.

This takeover bid was closed, as noted by the AMF on 1 February 2022, with 65.3% of the shares held and 62.5% of the voting rights. Following the reopening of the offer, DBAY Advisors now holds 66.75% of the capital and 63.87% of the voting rights of SQLI.

Then, the additional purchase of the Nobel fund, in June 2022, increased this stake to 72.43% of the capital and 69.45% of the voting rights.

On 5 December 2022, DBAY Advisors further strengthened its stake in SQLI through the acquisition of a block held by funds managed by the company Otus Capital Management Limited, representing nearly 9% of the capital of SQLI.

In 2023, Synsion BidCo (DBAY Advisors) completed its stake by purchasing blocks from Small & MidCap funds.

As of 31 December 2023, DBAY Advisors held 83.4% of the Company's capital (*via* its subsidiary Synsion Bidco SAS).



## 5.2.1 Breakdown of capital and voting rights

**TABLE 85. BREAKDOWN OF CAPITAL AND VOTING RIGHTS**

|                                                                                 | At 31 December 2023 |               |                  |                    | At 31 December 2022 |              |                  |                    |
|---------------------------------------------------------------------------------|---------------------|---------------|------------------|--------------------|---------------------|--------------|------------------|--------------------|
|                                                                                 | Shares              | % of capital  | Voting rights    | % of voting rights | Shares              | % of capital | Voting rights    | % of voting rights |
| DBAY Advisors Limited                                                           | 3,885,192           | 83.4%         | 3,885,192        | 80.9%              | 3,786,929           | 82.1%        | 3,786,929        | 79.2%              |
| Small & Mid Cap funds                                                           | 258,479             | 5.5%          | 258,479          | 5.4%               |                     |              |                  |                    |
| Employees/Former managers                                                       | 152,377             | 3.3%          | 247,710          | 5.2%               | 90,403              | 2%           | 128,277          | 2.7%               |
| Executives and members of the Board of Directors during the 2023 financial year |                     | 0.0%          |                  | 0.0%               |                     | 0.0%         |                  | 0.0%               |
| Treasury shares                                                                 | 19,177              | 0.4%          | 19,177           | 0.4%               | 39,119              | 0.8%         | 39,119           | 0.8%               |
| Float                                                                           | 341,788             | 7.4%          | 391,989          | 8.1%               | 697,524             | 15.1%        | 824,688          | 17.2%              |
| <b>TOTAL</b>                                                                    | <b>4,657,013</b>    | <b>100.0%</b> | <b>4,802,547</b> | <b>100.0%</b>      | <b>4,613,975</b>    | <b>100%</b>  | <b>4,779,013</b> | <b>100%</b>        |

### Employee shareholding

In accordance with the provisions of Article L. 225-102 of the French Commercial Code, we hereby report to you on the employee shareholding in the capital of SQLI on the last day of the financial year, i.e. on 31 December 2023: 152,377 shares, i.e. 3.3% of the share capital.

## 5.2.2 Agreement that could result in a change of control

There are no shareholders' agreements or other specific agreements relating to the capital of SQLI or likely to result in a change of control of SQLI.

In addition, the Company specifies in the context of Article L. 225-100-3 of the French Commercial Code that:

- there are no statutory restrictions on the exercise of voting rights and share transfers or clauses of the agreements brought to the attention of the Company pursuant to Article L. 233-11 of the French Commercial Code;
- there are no securities that provide special control rights;
- there are no control mechanisms in the employee shareholding system, when the rights of control are not exercised by employees;
- there is no agreement between shareholders of which the Company is aware that could result in restrictions on the transfer of shares or the exercise of voting rights;
- the rules applicable to the appointment and replacement of members of the Board of Directors as well as to the amendment of the Company's Articles of Association are those provided for by the Articles of Association and by law;

- the Board of Directors has been authorised by the meeting to carry out certain share issues or buybacks. This report contains a summary table of the current delegations granted by the General Meeting to the Board of Directors in the area of capital increases. See Table 37. section 2.1.3.1 "Information on capital";
- there are no agreements concluded by SQLI that would be modified or would cease in the event of a change in control, it being specified that in the event that any third party person outside of the Group (besides manager shareholders), acting alone or in concert, comes to hold more than 30% of the capital or more than 30% of the voting rights in SQLI, SQLI would be obliged to repay the outstanding borrowings approved under the loan agreement dated 16 March 2017 specified in the management report.

### 5.2.3 Treasury shares and share buyback programme

Under the terms of resolution taken by the Combined General Meeting of 28 June 2023, SQLI renewed the programme to buy back its own shares during the 2023 financial year, the objectives of which are described below.

This programme expires at the General Meeting called to approve the financial statements for the year ended 31 December 2023. It stipulates a maximum unit purchase price of €60. It is organised under a contract signed with ODDO.

#### Objectives of the share buyback programme

- Market growth of liquidity of the SQLI share under the liquidity contract with an investment services provider.
- Their allocation to employees and directors of the Company and the associated companies, under the conditions and according to the terms by law, in particular as part of profit-sharing, stock options, allocation of free shares or a company savings plan.
- Their allocation upon the exercise of rights attached to securities giving entitlement by redemption, conversion, exchange, presentation of a warrant or in any other manner to existing shares of the Company.
- Their cancellation, subject to the adoption by the General Meeting of the resolution relating to the authorisation to reduce the capital.
- Retaining them and subsequently remitting them for exchange or as payment in the context of potential external growth transactions.
- The pursuit and achievement of any other purpose authorised or which may come to be authorised by law or recognised or which may come to be recognised as a market practice by the AMF; in such a case, the Company would inform its shareholders by means of a press release.
- The implementation of any other practice that may be permitted or recognised by law or by the AMF or any other objective that complies with the regulations in force.
- Market growth of liquidity of the SQLI share under the liquidity contract with an investment services provider.
- Their allocation to employees and directors of the Company and the associated companies, under the conditions and according to the terms by law, in particular as part of profit-sharing, stock options, allocation of free shares or a company savings plan.
- Their cancellation, subject to the adoption by the General Meeting of the resolution relating to the authorisation to reduce the capital.

**TABLE 86. CHANGE IN TREASURY SHARES**

|                                        | 31/12/2023       |                   |               | 31/12/2022       |                   |               |
|----------------------------------------|------------------|-------------------|---------------|------------------|-------------------|---------------|
|                                        | Number of shares | Unit price (in €) | Value (in €k) | Number of shares | Unit price (in €) | Value (in €k) |
| Treasury shares held at 1 January      | 39,119           | 27.921            | 1,092         | 47,454           | 27.867            | 1,322         |
| Acquisitions during the period         | 9,318            | 42.129            | 393           |                  |                   |               |
| Disposals at the sale value            |                  |                   |               |                  |                   |               |
| Allocation of shares to employees      | -29,260          | 27.923            | -818          | -8,335           | 27.615            | -230          |
| Gains (losses) on disposals            |                  |                   |               |                  |                   |               |
| <b>TREASURY SHARES HELD AT CLOSING</b> | <b>19,177</b>    | <b>34.794</b>     | <b>667</b>    | <b>39,119</b>    | <b>27.921</b>     | <b>1,092</b>  |

### 5.2.3.1 Distribution and use of treasury shares within the framework of the various objectives set by the General Meeting

The breakdown and use made of treasury shares during the 2023 financial year within the framework of the various objectives set by the General Meeting are as follows:

**TABLE 87. MARKET-MAKING ACTIVITIES ON THE SQLI SHARE BY AN INVESTMENT SERVICES PROVIDER**

|                                      | Held at<br>1 January<br>2023 | Purchased<br>from<br>1 January to<br>31 December<br>2023 | Sold from<br>1 January to<br>31 December<br>2023 | Reallocated to<br>other objectives<br>from 1 January to<br>31 December<br>2023 | Held at<br>31 December<br>2023 |
|--------------------------------------|------------------------------|----------------------------------------------------------|--------------------------------------------------|--------------------------------------------------------------------------------|--------------------------------|
| In number of shares                  | 39,119                       | 9,318                                                    |                                                  | -29,260                                                                        | 19,177                         |
| Total cost price (in €)              | 1,092,510                    | 392,556                                                  |                                                  | -817,548                                                                       | 667,518                        |
| Weighted average prices (in €/share) | 27.921                       | 42.129                                                   |                                                  | 27.923                                                                         | 34.794                         |

**TABLE 88. RETENTION AND SUBSEQUENT REMITTANCE FOR EXCHANGE OR AS PAYMENT IN THE CONTEXT OF POTENTIAL EXTERNAL GROWTH TRANSACTIONS**

|                                          | Again at<br>1 January<br>2023 | Number of<br>shares<br>repurchased<br>from<br>1 January to<br>31 December<br>2023 | Number of<br>shares sold<br>from<br>1 January to<br>31 December<br>2023 | Number of shares<br>reallocated to<br>other objectives<br>from 1 January to<br>31 December<br>2023 | Balance or<br>number of<br>shares held at<br>31 December<br>2023 |
|------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| In number of shares                      |                               |                                                                                   |                                                                         |                                                                                                    |                                                                  |
| Total cost price (in €)                  |                               |                                                                                   | None                                                                    |                                                                                                    |                                                                  |
| Weighted average prices per share (in €) |                               |                                                                                   |                                                                         |                                                                                                    |                                                                  |

**TABLE 89. ALLOCATION TO EMPLOYEES AND EXECUTIVES OF THE COMPANY AND RELATED COMPANIES**

|                                          | Again at<br>1 January<br>2023 | Number of<br>shares<br>repurchased<br>from<br>1 January to<br>31 December<br>2023 | Number of<br>shares sold<br>from<br>1 January to<br>31 December<br>2023 | Number of shares<br>reallocated to<br>other objectives<br>from 1 January to<br>31 December<br>2023 | Balance or<br>number of<br>shares held at<br>31 December<br>2023 |
|------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| In number of shares                      |                               |                                                                                   |                                                                         | -29,260                                                                                            | -29,260                                                          |
| Total cost price (in € thousands)        |                               |                                                                                   |                                                                         | -817,548                                                                                           | -817,548                                                         |
| Weighted average prices per share (in €) |                               |                                                                                   |                                                                         | 27.92                                                                                              | 27.92                                                            |

**TABLE 90. CANCELLATION OF SHARES**

|                                          | Again at<br>1 January<br>2023 | Number of<br>shares<br>repurchased<br>from<br>1 January to<br>31 December<br>2023 | Number of<br>shares sold<br>from<br>1 January to<br>31 December<br>2023 | Number of shares<br>reallocated to<br>other objectives<br>from 1 January to<br>31 December<br>2023 | Balance or<br>number of<br>shares held at<br>31 December<br>2023 |
|------------------------------------------|-------------------------------|-----------------------------------------------------------------------------------|-------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------|
| In number of shares                      |                               |                                                                                   |                                                                         |                                                                                                    |                                                                  |
| Total cost price (in €)                  |                               |                                                                                   | None                                                                    |                                                                                                    |                                                                  |
| Weighted average prices per share (in €) |                               |                                                                                   |                                                                         |                                                                                                    |                                                                  |

## 5.3 RELATED-PARTY AGREEMENTS

In accordance with the final paragraph of Article L. 225-37-4, paragraph 2 of the French Commercial Code, we hereby inform you that the Board of Directors of the Company authorised, pursuant to Articles L. 225-38 *et seq.* of the French Commercial Code, the signing of an agreement called the Master Service Agreement between the Company and Synsion Bidco SAS (the "Agreement"), allowing the Company to benefit from the services and expertise of Synsion Bidco SAS in certain specific areas.

This Agreement is detailed below.

### 5.3.1 Statutory Auditors' special report on regulated agreements

General Meeting to approve the financial statements for the financial year ended 31 December 2023

To the General Meeting of SQLI,

In our capacity as Statutory Auditors to your Company's financial statements, we hereby present our report on regulated agreements.

It is our responsibility to inform you, on the basis of the information provided to us, of the essential characteristics and procedures as well as the reasons justifying the interest for the Company of the agreements of which we have been informed or that we may have discovered in the course of our audit, without having to comment on their usefulness and merits or to seek the existence of other agreements. It is your responsibility, in accordance with the terms of Article R. 225-31 of the French Commercial Code, to assess the value of entering into these agreements with a view to their approval.

In addition, it is our responsibility, where applicable, to provide you with the information provided for in Article R. 225-31 of the French Commercial Code relating to the performance, during the past financial year, of the agreements already approved by the General Meeting.

We performed the procedures that we deemed necessary in accordance with the professional standards of the French National Association of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this assignment. These procedures consisted in verifying that the information provided to us was consistent with the source documents from which it was taken.

### Agreements submitted for approval to the General Meeting

We hereby inform you that we have not been informed of any agreement authorised and entered into during the past financial year to be submitted for the approval of the General Meeting, pursuant to the provisions of Article L. 225-38 of the French Commercial Code.

### Agreements already approved by the General Meeting

#### Agreements approved in previous years

We have, however, been informed of the execution, during the past financial year, of the following agreement, already approved by the General Meeting of 8 June, based on the Statutory Auditors' special report of 26 April 2022.

#### **With Synsion Bidco, approximately 83.4% held by DBAY Advisors Limited, a shareholder holding more than 10% of the voting rights in your Company**

##### Nature and purpose

The Board of Directors of your Company authorised, on 19 April 2022, the signing of an agreement called the "Master Service Agreement" between your Company and Synsion BidCo (the "Agreement"), detailing the respective commitments of your Company and Synsion Bidco as part of the implementation of a support service.

The Agreement was signed on 19 April 2022.

### Terms

The agreement details the different stages of the bid as well as the respective obligations and commitments of the parties. It states in particular:

- scope of assistance: Merger and Acquisition (M&A) projects, notably:
  - identification of targets and introduction to sellers,
  - M&A project management,
  - negotiation and financial structuring of transactions;
- review and assistance in improving:
  - internal reporting tools and processes (monthly, quarterly and annual),
  - commercial tools and processes as well as the commercial strategy,
  - internal management structures and processes,
  - Group tax structure;
- duration:
  - the agreement enters into force on the date it is signed for an initial period of time until the end of 2022,
  - it was renewed for 2023 and 2024,
  - it may be tacitly renewed per calendar year.

### Financial conditions

The services will be invoiced at €400/hour excluding VAT within a maximum annual budget of €150,000 (if the service is subcontracted, a markup of 3% will be applied).

In accordance with the law, we inform you that the Board of Directors did not carry out an annual review of the agreements entered into and authorised during previous financial years, the performance of which continued during the past financial year, as set out by Article L. 225-40-1 of the French Commercial Code.

### Agreements approved during the past financial year

We hereby inform you that we have not been informed of any agreement already approved by the General Meeting, the execution of which continued during the past financial year.

In accordance with the law, we inform you that the Board of Directors did not carry out an annual review of the agreements entered into and authorised during previous financial years, the performance of which continued during the past financial year, as set out by Article L. 225-40-1 of the French Commercial Code.

Paris and Paris-La Défense, 15 March 2024

Statutory Auditors

**EXCO PARIS ACE**

Emmanuel Charrier

**ERNST & YOUNG et Autres**

Frédéric Martineau

## 5.4 DEEDS OF INCORPORATION AND ARTICLES OF ASSOCIATION

### 5.4.1 Corporate purpose of SQLI – (Article 3 of the Articles of Association)

"The Company's purpose, directly or indirectly, in France and in all countries is:

- web communication and marketing consulting;
- website design and ergonomics;
- consulting for the choice of IT systems and information systems;
- design and development of computer software;
- integration and implementation of IT systems;
- distribution of computer software;
- computer training; and
- all industrial and commercial operations relating to:
  - the creation, acquisition, rental, lease management of all business assets, leasing, installation and operation of all establishments, business assets, factories, workshops, relating to the one or other of these activities,
  - the taking, acquisition, operation or sale of all processes and patents relating to these activities,
  - the Company's direct or indirect participation in any financial, real estate or movable property transactions or commercial or industrial undertakings that may be related to the corporate purpose or to any similar or related purpose,
  - all operations of any kind contributing to the achievement of this purpose."

### 5.4.2 Share category

There is only one category of shares for the capital of SQLI. Each share entitles its holder to a share in the profits and corporate assets proportional to the share of capital that it represents and gives the right to vote and to be represented at General Meetings, under the legal conditions set by the law and the Articles of Association.

The Company's Articles of Association provide for double voting rights for fully paid-up shares that have been registered for at least three years or for those allocated to shareholders in the event of a capital increase by incorporation of reserves, profits or issue premiums, on the basis of old shares for which they benefit from this right.

### 5.4.3 Conditions that may defer, delay or prevent a change of control

The Company's Articles of Association do not contain any mechanism for delaying, deferring or preventing a change of control.



## **5.5 OTHER INFORMATION ABOUT SQLI**

### **5.5.1 Legal and commercial name – Article 2 of the Articles of Association**

The Company's corporate name is: SQLI.

In all acts and documents issued by the Company and intended for third parties; the name must be preceded or followed immediately by the words *société anonyme*, or the initials "SA", and the amount of capital as well as the SIREN and RCS numbers.

### **5.5.2 Place of registration and registration number and legal entity identifier**

The Company is registered in the Nanterre Trade and Companies Register under number 353 861 909. Its LEI number (legal entity identifier) is as follows: 969500G42GDB5YEC2Q03.

### **5.5.3 Date of incorporation (Article 1 of the Articles of Association) and term (Article 5 of the Articles of Association)**

The Company was incorporated as a limited liability company under a private deed dated 12 March 1990, initially registered in Paris.

The Company exists between the owners of shares created below and all those that may be created subsequently. It is governed by the laws and regulations in force, in particular

by the French Commercial Code, as well as by these Articles of Association.

The duration of the Company is set at 99 years from 22 March 1990, the date of its registration in the Trade and Companies Register, except in the case of extension or dissolution.

### **5.5.4 Other information about SQLI**

#### **5.5.4.1 Registered office (Article 4 of the Articles of Association), legal form (Article 1), country of origin, address and telephone number of its registered office and website**

The registered office is located at 2-10 rue Thierry Le Luron – 92300 Levallois-Perret – France.

The Company's website is: [www.sqli.fr](http://www.sqli.fr).

The telephone number of its registered office is +33 (0)1 85 64 20 20.

The Company was transformed into a Public Limited Company (*société anonyme*) following a decision by the group of shareholders at an Extraordinary General Meeting on 11 September 1995.

The Combined General Meeting of 26 June 2002 adopted the form of a French limited company (*société anonyme*) with a Management Board and a Supervisory Board.

The Combined General Meeting of 30 June 2008 adopted the form of a Public Limited Company (*société anonyme*) with a Board of Directors.

The information on the website does not form part of this Universal Registration Document, unless such information is incorporated by reference in this Universal Registration Document.

#### **5.5.4.2 Legislation governing the Company's activities**

SQLI is a public limited company governed by the laws and regulations in force in France, in particular by the provisions of the French Commercial Code applicable to commercial companies, as well as by the Company's Articles of Association.

#### **5.5.4.3 Financial year – Article 31 of the Articles of Association**

"The financial year begins on 1 January and ends on 31 December."

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## ADDITIONAL INFORMATION

|                                                                                                          |            |                                                                                         |            |
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| <b>6.1 PERSONS RESPONSIBLE, THIRD-PARTY INFORMATION, EXPERT REPORTS AND COMPETENT AUTHORITY APPROVAL</b> | <b>208</b> | <b>6.2 STATUTORY AUDITORS</b>                                                           | <b>209</b> |
| 6.1.1 Name of the person responsible                                                                     | 208        | 6.2.1 Appointment of Statutory Auditors                                                 | 209        |
| 6.1.2 Statement by the person responsible for the Universal Registration Document                        | 208        | 6.2.2 Statutory Auditors who have resigned, been dismissed or have not been reappointed | 209        |
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## **6.1 PERSONS RESPONSIBLE, THIRD-PARTY INFORMATION, EXPERT REPORTS AND COMPETENT AUTHORITY APPROVAL**

### **6.1.1 Name of the person responsible**

Mr Philippe Donche-Gay, Chairperson and CEO, is the person responsible for this Universal Registration Document.

Mr Philippe Donche-Gay – Chairperson and CEO of SQLI.

SQLI – 2-10, rue Thierry Le Luron – 92300 Levallois-Perret.

### **6.1.2 Statement by the person responsible for the Universal Registration Document**

I hereby certify that the information contained in this Universal Registration Document is, to the best of my knowledge, in accordance with the facts and does not contain any omission likely to alter its scope.

I hereby certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, financial position and results of the Company and of all the companies included in the consolidation, and that the management report (a cross-reference table of which is presented in Appendix 3 of

this Universal Registration Document) presents a true and fair view of the development of the business, results and financial position of the Company and all of the companies included in the consolidation as well as a description of the main risks and uncertainties to which they are exposed.

Signed in Levallois-Perret, 24 April 2024.

Mr Philippe Donche-Gay – Chairperson  
and Chief Executive Officer of SQLI

### **6.1.3 Expert reports**

No report attributed to a person acting as an expert is included in this document.

### **6.1.4 Information from third parties**

No statement or information from third parties is included in this document.

### **6.1.5 AMF approval**

This Universal Registration Document was filed on 24 April 2024 with the French Financial Markets Authority (AMF – Autorité des Marchés Financiers), as the competent authority under (EU) Regulation 2017/1129, without prior approval in accordance with Article 9 of said regulation.

The Universal Registration Document may be used for the purposes of a public offering of securities or the admission of securities to trading on a regulated market if it is approved by the French Financial Markets Authority, as well as any amendments thereto, and a securities note and summary approved in accordance with (EU) Regulation 2017/1129.

## 6.2 STATUTORY AUDITORS

### 6.2.1 Appointment of Statutory Auditors

#### 6.2.1.1 Principal Statutory Auditors

##### **Ernst & Young et Autres**

1-2, place des Saisons  
Paris, La Défense 1 – 92400 Courbevoie

Represented by Mr Frédéric Martineau

Date first elected: 20 June 2012

Expiry of term of office: General Meeting called to approve the financial statements for the year ended 31 December 2023. The renewal of the term of office until December 2029 will be subject to the approval of the General Meeting of 19 June 2024.

Member firm of the Compagnie Régionale des Commissaires aux Comptes de Versailles et du Centre

##### **Exco Paris Ace**

5, avenue Franklin Roosevelt  
75008 Paris

Represented by Mr Emmanuel Charrier

Date first elected: 26 June 2013

Expiry of term of office: General Meeting called to approve the financial statements for the year ended 31 December 2024

Member firm of the Compagnie Régionale des Commissaires aux Comptes de Paris

#### 6.2.1.2 Alternate Statutory Auditors

In accordance with the provisions of Article L. 823-1 of the French Commercial Code, the Company is no longer required to appoint Alternate Statutory Auditors, insofar as the Principal Statutory Auditors are neither a natural person nor a single-member company.

The General Meeting of 27 June 2019 noted that the Statutory Auditors of the Company meet these conditions and decided not to renew and not replace the term of office of Mr François Shoukry, Alternate Statutory Auditor, expiring at the end of the General Meeting of 27 June 2019.

### 6.2.2 Statutory Auditors who have resigned, been dismissed or have not been reappointed

The Company states that no Statutory Auditor has resigned or been dismissed during the last three financial years.

The General Meeting of 27 June 2019, ruling in its ordinary form, having reviewed the report of the Board of Directors,

and having noted that the term of office of Mr François Shoukry, Alternate Statutory Auditor, was expiring at the end of the General Meeting, decided not to renew his term of office nor to replace him.

## 6.3 DOCUMENTS AVAILABLE TO THE PUBLIC AND FINANCIAL CALENDAR

### 6.3.1 Available documents

Copies of this Universal Registration Document are available free of charge:

- at the registered office of SQLI: SQLI Group – 2-10, rue Thierry le Luron – 92300 Levallois-Perret;
- on the Company's website ([www.SQLI.com](http://www.SQLI.com));
- as well as on the website of the French Financial Markets Authority (AMF – Autorité des Marchés Financiers) ([www.amf-france.org](http://www.amf-france.org)).

During the period of validity of this Universal Registration Document, the documents listed below may be consulted in physical format at the registered office of SQLI:

- the latest updated version of SQLI's deed of incorporation and the Articles of Association;
- all reports, letters and other documents, assessments and statements prepared by an expert at the request of SQLI, a part of which is included or referred to in the Universal Registration Document.

The Company has set up an "Investors" section on its website: [www.SQLI.com](http://www.SQLI.com), where regulated information can also be consulted. Investor area | SQLI

In addition to these regular information channels, the Company would not fail to strengthen its communication policy on the occasion of any significant transaction, or any change in its environment or policy.

### Person responsible for financial information



**Olivier Stéphan**  
Deputy Chief Financial Officer

SQLI Group – 2-10, rue Thierry le Luron  
92300 Levallois-Perret  
Tel: +33 (0)1 85 64 20 20  
[actionnaires@SQLI.com](mailto:actionnaires@SQLI.com)

### 6.3.2 Financial calendar

| Date              | Information                            |
|-------------------|----------------------------------------|
| 14 March 2024     | 2023 annual results                    |
| 19 June 2024      | 2024 General Meeting                   |
| 20 September 2024 | Results of the first half-year of 2024 |

All publications will take place before the start of trading on Euronext markets in Paris.

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## APPENDICES – CROSS-REFERENCE TABLES

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| <b>7.1</b> | <b>ANNEXE 1 : TABLE DE CONCORDANCE AVEC LE DOCUMENT D'ENREGISTREMENT<br/>UNIVERSEL</b> | <b>212</b> |
| <b>7.2</b> | <b>ANNEXE 2 : TABLE DE CONCORDANCE AVEC LE RAPPORT FINANCIER ANNUEL</b>                | <b>215</b> |
| <b>7.3</b> | <b>ANNEXE 3 : TABLE DE CONCORDANCE AVEC LE RAPPORT DE GESTION</b>                      | <b>216</b> |

## 7.1 APPENDIX 1: CROSS-REFERENCE TABLE WITH THE UNIVERSAL REGISTRATION DOCUMENT

|                                                                                                                                             |                                                                                                                  |
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| <b>Chapter 1 Persons responsible, third-party information, expert reports and competent authority approval</b>                              | <b>Section 6.1 Persons responsible, third-party information, expert reports and competent authority approval</b> |
| 1.1 Name of the person responsible                                                                                                          | 6.1.1 Name of the person responsible                                                                             |
| 1.2 Statement by the person responsible                                                                                                     | 6.1.2 Statement by the person responsible                                                                        |
| 1.3 Expert reports                                                                                                                          | 6.1.3 Expert reports                                                                                             |
| 1.4 Information from third parties                                                                                                          | 6.1.4 Information from third parties                                                                             |
| 1.5 AMF approval                                                                                                                            | 6.1.5 AMF approval                                                                                               |
| <b>Chapter 2 Statutory Auditors</b>                                                                                                         | <b>Section 6.2 Statutory Auditors</b>                                                                            |
| 2.1 Appointment of Statutory Auditors                                                                                                       | 6.2.1 Appointment of Statutory Auditors                                                                          |
| 2.2 Statutory Auditors having resigned, having been dismissed or not having been reappointed                                                | 6.2.2 Statutory Auditors who have resigned, been dismissed or have not been reappointed                          |
| <b>Chapter 3 Risk factors</b>                                                                                                               | <b>Section 1.5 Risk factors</b>                                                                                  |
| <b>Chapter 4 Information about the issuer</b>                                                                                               | <b>Section 5.5 Other information about SQLI</b>                                                                  |
| 4.1 Legal and commercial name                                                                                                               | 5.5.1 Legal and commercial name                                                                                  |
| 4.2 Place of registration and registration number and legal entity identifier                                                               | 5.5.2 Place of registration and registration number and legal entity identifier                                  |
| 4.3 Date of incorporation and term                                                                                                          | 5.5.3 Date of incorporation and term                                                                             |
| 4.4 Other information about SQLI                                                                                                            | 5.5.4 Other information about SQLI                                                                               |
| <b>Chapter 5 Business overview</b>                                                                                                          | <b>Chapter 1 Presentation of the SQLI Group and its activities</b>                                               |
| 5.1 Main activities                                                                                                                         | 1.3 Description of the Group's activities                                                                        |
| 5.2 Main markets                                                                                                                            | 1.3.8 Main markets                                                                                               |
| 5.3 Important events in the development of activities                                                                                       | 1.4.4 Trend information                                                                                          |
| 5.4 Strategy and objectives                                                                                                                 | 1.3.8.2 Outlook, strategy and corporate vision                                                                   |
| 5.5 Degree of dependence of the issuer on patents or licences, industrial, commercial or financial contracts or new manufacturing processes | None.                                                                                                            |
| 5.6 Competitive position of the Company                                                                                                     | 1.3.8.3 Group competitive position                                                                               |
| 5.7 Investments                                                                                                                             | Section 1.4.2.3 Main investments in progress and financing method/expected sources of funding                    |
| <b>Chapter 6 Organisational structure</b>                                                                                                   | <b>Section 1.2.2 Organisation chart</b>                                                                          |
| 6.1 Group membership                                                                                                                        | Section 1.2.2 Organisation chart                                                                                 |
| 6.2 Main subsidiaries                                                                                                                       | Section 1.2.2 Organisation chart                                                                                 |
| <b>Chapter 7 Review of financial position and income</b>                                                                                    | <b>Section 1.4.1 Analysis of the income statement</b>                                                            |
| 7.1 Financial position                                                                                                                      | Section 1.4.1 Analysis of the income statement                                                                   |
| 7.1.1 Operating income and change                                                                                                           | Section 1.4.1 Analysis of the income statement                                                                   |
| 7.1.2 Probable future development and activities in terms of research and development                                                       | Section 1.3.8.1 Main markets and strategy                                                                        |
| 7.2 Consolidated operating income                                                                                                           | Section 1.3.7 Innovation and brands                                                                              |
| 7.2.1 Operating revenue                                                                                                                     | Section 1.4.1.2 Analysis of results                                                                              |
| 7.2.2 Change in revenue                                                                                                                     | Section 1.4.1.2 Analysis of results                                                                              |
|                                                                                                                                             | Section 1.4.1.1 Revenue analysis                                                                                 |

|                                                                                                                            |                                                                                               |
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| <b>Chapter 8 Cash and capital</b>                                                                                          | <b>Section 1.4.2 Analysis of the balance sheet, cash and capital</b>                          |
| 8.1 Consolidated equity                                                                                                    | Section 1.4.2.1 Consolidated equity                                                           |
| 8.2 Consolidated cash flows                                                                                                | Section 1.4.2.2 Consolidated cash flows                                                       |
| 8.3 Financing requirements and financing structure                                                                         | Section 1.4.2.4 Financing requirements and financing structure                                |
| 8.4 Possible restriction on the use of capital                                                                             | Section 1.4.2.7 Possible restriction on the use of capital                                    |
| 8.5 Expected sources of funding                                                                                            | Section 1.4.2.3 Main investments in progress and financing method/expected sources of funding |
| <b>Chapter 9 Regulatory environment</b>                                                                                    | <b>1.5.3 Regulatory risks</b>                                                                 |
| 9.1 Regulations applicable to SQLI activities                                                                              | 1.5.4.3 Regulatory risks                                                                      |
| <b>Chapter 10 Trend information</b>                                                                                        | <b>Section 1.4.4</b>                                                                          |
| 10.1 Main trends                                                                                                           | Section 1.4.4                                                                                 |
| 10.2 Elements likely to influence SQLI's outlook                                                                           | Section 1.3.8                                                                                 |
| <b>Chapter 11 Profit forecasts or estimates</b>                                                                            | <b>SQLI has never published profit forecasts or estimates</b>                                 |
| 11.1 Past publications of forecasts or estimates                                                                           | SQLI has never published profit forecasts or estimates                                        |
| 11.2 New forecast or estimate                                                                                              | SQLI does not wish to publish profit forecasts or estimates                                   |
| 11.3 Statement relating to the forecast or estimate                                                                        | Not applicable                                                                                |
| <b>Chapter 12 Administrative, management and supervisory bodies and General Management</b>                                 | <b>Chapter 2</b>                                                                              |
| 12.1 General information                                                                                                   | Chapter 2                                                                                     |
| 12.2 Conflicts of interest at the level of the administrative, management and supervisory bodies and General Management    | Chapter 2                                                                                     |
| <b>Chapter 13 Compensation and benefits</b>                                                                                | <b>Chapter 2</b>                                                                              |
| 13.1 Compensation paid and benefits in kind granted                                                                        | Chapter 2                                                                                     |
| 13.2 Amounts provisioned or recorded by SQLI or its subsidiaries for the payment of pensions, retirement or other benefits | Chapter 2                                                                                     |
| <b>Chapter 14 Operation of administrative and management bodies</b>                                                        | <b>Chapter 2</b>                                                                              |
| 14.1 Terms of office (expiration date and term of office)                                                                  | Chapter 2                                                                                     |
| 14.2 Information on service contracts                                                                                      | Chapter 2                                                                                     |
| 14.3 Information on the Committees                                                                                         | Chapter 2                                                                                     |
| 14.4 Statement of compliance with the corporate governance regime in force in France                                       | Chapter 2                                                                                     |
| 14.5 Potential material impacts on corporate governance                                                                    | Chapter 2                                                                                     |
| <b>Chapter 15 Employees</b>                                                                                                | <b>Section 1.3.4</b>                                                                          |
| 15.1 Change in headcount                                                                                                   | Section 1.3.4                                                                                 |
| 15.2 Equity investments and stock options                                                                                  | Section 5.2 and section 5.1.5                                                                 |
| 15.3 Agreement providing for employee profit-sharing                                                                       | Section 5.2.1                                                                                 |



|                                                                                                                        |                                                                                                                                                                  |
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| <b>Chapter 16 Main shareholders</b>                                                                                    | <b>Section 5.2</b>                                                                                                                                               |
| 16.1 Change in the SQLI Group shareholding structure                                                                   | Section 5.2.1                                                                                                                                                    |
| 16.2 Different voting rights                                                                                           | Section 5.2.1                                                                                                                                                    |
| 16.3 Ownership or control of SQLI                                                                                      | Section 5.2.2.1                                                                                                                                                  |
| 16.4 Agreement that could result in a change of control                                                                | Section 5.2.2                                                                                                                                                    |
| <b>Chapter 17 Transactions with related parties</b>                                                                    | <b>Section 5.3</b>                                                                                                                                               |
| <b>Chapter 18 Financial information concerning the issuer's assets and liabilities, financial position and results</b> | <b>Chapter 4</b>                                                                                                                                                 |
| 18.1 Historical financial information                                                                                  | 4.1                                                                                                                                                              |
| 18.2 Interim and other financial information                                                                           | None                                                                                                                                                             |
| 18.3 Audit of historical annual financial information                                                                  | 4.2                                                                                                                                                              |
| 18.4 Proforma financial information                                                                                    | None                                                                                                                                                             |
| 18.5 Dividend policy                                                                                                   | 1.4.3 Dividend distribution policy                                                                                                                               |
| 18.6 Legal and arbitration proceedings                                                                                 | Note 17 to the consolidated financial statements presented in section 4.1                                                                                        |
| 18.7 Significant changes in the financial or commercial position                                                       | None                                                                                                                                                             |
| <b>Chapter 19 Additional information</b>                                                                               |                                                                                                                                                                  |
| 19.1 Capital                                                                                                           | Section 5.1                                                                                                                                                      |
| 19.2 Deeds of incorporation and Articles of Association                                                                | Section 5.4                                                                                                                                                      |
| <b>Chapter 20 Major contracts</b>                                                                                      | <b>During the 2019 financial year, the SQLI Group did not enter into any major contracts, other than contracts entered into in the normal course of business</b> |
| <b>Chapter 21 Available documents</b>                                                                                  | <b>Section 6.3</b>                                                                                                                                               |
| 21.1 Financial calendar                                                                                                | Section 6.3.2                                                                                                                                                    |

## 7.2 APPENDIX 2: CROSS-REFERENCE TABLE WITH THE ANNUAL FINANCIAL REPORT

|                                                                                                                                                                              |                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|
| Statement by the person responsible                                                                                                                                          | Section 6.1.2               |
| Management report                                                                                                                                                            |                             |
| Analysis of the results, financial position and risks of the parent company and the consolidated entity (Articles L. 225-100 and L. 225-100-2 of the French Commercial Code) | Chapter 1                   |
| Information on the capital structure and factors likely to have an impact in the event of a public offer (Article L. 225-100-3 of the French Commercial Code)                | Sections 5.1 and 5.2        |
| Information on share buybacks (Article L. 225-211, paragraph 2, of the French Commercial Code)                                                                               | Section 5.2.3               |
| Chairperson's report on the functioning of the Board of Directors and internal control procedures (Article L. 225-37 of the French Commercial Code)                          | Chapter 2                   |
| Annual financial statements                                                                                                                                                  | Section 4.3                 |
| Statutory Auditors' report on the annual financial statements                                                                                                                | Section 4.5                 |
| Consolidated financial statements                                                                                                                                            | Section 4.1                 |
| Statutory Auditors' report on the consolidated financial statements                                                                                                          | Section 4.2                 |
| Statutory Auditors' fees                                                                                                                                                     | Section 4.1 VIII (page 159) |



## 7.3 APPENDIX 3: CROSS-REFERENCE TABLE WITH THE WMANAGEMENT REPORT

|                                                                                                                                                                                                                                                                                                                                 |                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| Position and activity of the Company during the past financial year and, where applicable, of its subsidiaries and the companies it controls                                                                                                                                                                                    | Chapter 1                  |
| Changes in the presentation of the financial statements or the valuation methods used in previous years                                                                                                                                                                                                                         | Chapter 4                  |
| Results of the activity of the Company, its subsidiaries and the companies they control                                                                                                                                                                                                                                         | Chapters 1 and 4           |
| Financial key performance indicators                                                                                                                                                                                                                                                                                            | Section 1.1                |
| Analysis of changes in business, results and financial position                                                                                                                                                                                                                                                                 | Section 1.4                |
| Progress made or difficulties encountered                                                                                                                                                                                                                                                                                       | Chapter 1                  |
| Description of the main risks and uncertainties facing the Company (including the Company's exposure to financial risks)                                                                                                                                                                                                        | Section 1.5                |
| Information on the use of financial instruments and the Company's financial risk management objectives and policy                                                                                                                                                                                                               | Section 1.5.6              |
| Significant events since the reporting date                                                                                                                                                                                                                                                                                     | Chapter 4                  |
| Foreseeable developments of the Company and future outlook                                                                                                                                                                                                                                                                      | Sections 1.4.4 and 1.3.8.2 |
| Research and development activities                                                                                                                                                                                                                                                                                             | Section 1.3.7.1            |
| List of offices and positions held in any company by each corporate officer during the past financial year                                                                                                                                                                                                                      | Chapter 2                  |
| Total compensation and benefits of any kind paid to each corporate officer during the past financial year                                                                                                                                                                                                                       | Section 2.1.2              |
| Commitments of any kind made by the Company for the benefit of its corporate officers, corresponding to elements of compensation, indemnities or benefits due or likely to be due as a result of the assumption, termination or change of these functions or subsequent to these                                                | Chapter 2                  |
| Transactions carried out by executives on the Company's shares                                                                                                                                                                                                                                                                  | None                       |
| Key environmental and social indicators                                                                                                                                                                                                                                                                                         | Chapter 3                  |
| Social information:                                                                                                                                                                                                                                                                                                             | Chapter 3                  |
| Statement of employee profit-sharing                                                                                                                                                                                                                                                                                            | Section 5.2.1              |
| Environmental information:                                                                                                                                                                                                                                                                                                      | Chapter 3                  |
| Information on the technological accident risk prevention policy, the Company's ability to cover its civil liability in respect of property and people due to classified facilities, and the means provided for managing the Compensation of victims in the event of a technological accident involving the Company's liability | Chapter 3                  |
| Equity investments in companies having their registered office in France and representing more than 1/20 <sup>th</sup> , 1/10 <sup>th</sup> , 1/5 <sup>th</sup> , 1/3 <sup>rd</sup> , 1/2 or 2/3 <sup>rd</sup> of the capital or voting rights of these companies                                                               | Section 1.2.2              |
| Disposals of shares in order to regularise cross-shareholdings                                                                                                                                                                                                                                                                  | None                       |
| Individuals or legal entities directly or indirectly holding more than 1/20 <sup>th</sup> , 1/10 <sup>th</sup> , 3/20 <sup>th</sup> , 1/5 <sup>th</sup> , 1/24 <sup>th</sup> , 1/3 <sup>rd</sup> , 1/2, 2/3 <sup>rd</sup> or 19/20 <sup>th</sup> of the capital or voting rights of the Company at Shareholders' Meetings       | Section 5.2.1              |
| Injunctions or financial penalties for anti-competitive practices                                                                                                                                                                                                                                                               | None                       |
| Elements likely to have an impact in the event of a public offer:                                                                                                                                                                                                                                                               | Section 5.2.2              |
| General management of the Company (only in the event of a change)                                                                                                                                                                                                                                                               | No change                  |
| Elements of calculation and results of the adjustment of the bases of conversion or exercise of the transferable securities giving access to the capital and of the options to subscribe or purchase shares                                                                                                                     | None                       |
| Information on share buyback programmes                                                                                                                                                                                                                                                                                         | Section 5.2.3              |
| Summary table of current delegations for capital increases                                                                                                                                                                                                                                                                      | Section 2.1.2.5            |
| Table of the Company's results over the last five financial years                                                                                                                                                                                                                                                               | Section 4.4                |
| Amount of dividends distributed over the last three financial years                                                                                                                                                                                                                                                             | Section 1.4.3              |





**SQLI**  
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